



The Company organizes the meeting by electronic system.

8<sup>th</sup> March 2023

**Subject: Invitation for Annual General Meeting of the Shareholders for the year 2023**

**To: Shareholders**

**Home Products Center Public Company Limited**

- Enclosures:
1. A copy of the Annual General Meeting of the Shareholders for the year 2022;
  2. 2022 Annual report (56-1 One Report) including copy of statement of financial position and statement of comprehensive income and auditor's report as of 31<sup>st</sup> December 2022 in QR code form;
  3. (3.1) Three sets of Proxy form A, B and C as specified by Department of Business Development, Ministry of Commerce. (3.2) Details of documents to be presented prior to attending the meeting. (3.3) Brief biographies of Independent Director who serve as the proxy;
  4. Supplemental document for Agenda 5: the biography of directors are retired by rotation and proposed to re-appoint for another term, term of position, and summary report the attendance of meeting;
  5. Definition of "Independent Director";
  6. Biography of the Auditor;
  7. Articles of Association regarding the Shareholders meeting;
  8. Request Form for the printed copy of the Invitation for Annual General Meeting of the Shareholders and Annual Report;
  9. User Manual of Electronic system for Annual General Meeting of the Shareholders;

The Board of Directors Meeting No.2/2023 of Home Product Center Public Company Limited held on 21<sup>st</sup> February 2023 adopted a resolution to call for the Annual General Meeting of the Shareholders for the Year 2023 to be held on Friday 7<sup>th</sup> April 2023 at 10.00 a.m. via electronic system (e-AGM) and registration time since 8.00 a.m. onward. The Meeting will be broadcasted from the Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, to consider the following agendas:

**Agenda 1 To consider the approval of the Minutes of The Annual General Meeting of the Shareholders for the year 2022.**

**Objectives and rationale**

The secretary of the Meeting has prepared the Minutes of the Annual General Meeting of the Shareholders for the year 2022 held on 8<sup>th</sup> April 2022 and submitted such to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of the Shareholders. The Board of Directors has considered that such Minutes are correct according to the resolution of the shareholders' meeting, therefore proposed to the Annual General Meeting of the Shareholders to

consider to certify the minutes of the Annual General Meeting of the Shareholders for the year 2022 which was sent to the shareholders together with the invitation of this meeting (Enclosure no.1).

### **Opinion of the Board of Directors**

The Board of Directors agreed to present to the Shareholders meeting to consider to certify the Minutes of the Annual General Meeting of the Shareholders for the year 2022, held on 8<sup>th</sup> April 2022.

**To count the vote in this agenda** requires more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

### **Agenda 2 To consider for acknowledgement the Company's Operation Result of the year 2022.**

#### **Objectives and rationale**

The Company has prepared the Board of Directors' report regarding the operation result ended 31<sup>st</sup> December 2022 showing the Company's operation result of the year 2022 in which such report has been considered by the Board of Directors and approved for its correctness and adequacy. The Company, therefore, would like to propose such report to the Annual General Meeting of the Shareholders for acknowledgement of the Company's operation result of the year 2022 which was sent to the shareholders together with the invitation of this meeting (the details of which is appeared in the Annual report for the year 2022 (56-1 One Report) as the Enclosure no.2).

#### **Opinion of the Board of Directors**

The Board of Directors agreed to propose such to the Shareholders' Meeting for consideration of acknowledgement of the Company's operation result of the year 2022.

**To count the vote in this agenda** This agenda is only for acknowledgement, therefore, no vote is required

### **Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31<sup>st</sup> December 2022.**

#### **Objectives and rationale**

The Company has prepared the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31<sup>st</sup> December 2022 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2023 held on 20<sup>th</sup> February 2023 and the Board of Directors Meeting No.2/2023 held on 21<sup>st</sup> February 2023. In this regard, the Audit Committee and the Board of Directors have considered such and then approved for its correction and adequacy, The Company, therefore, would like to propose such to the Annual General Meeting of the Shareholders to consider for approval the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31<sup>st</sup> December 2022 (the details of which is appeared in the Annual report for the year 2022 (56-1 One Report) as the Enclosure no.2).

### **Opinion of the Board of Directors**

The Board of Directors adopted a resolution approving to propose such to the Shareholders' Meeting for consideration of approval the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31<sup>st</sup> December 2022 which such has been considered by the meeting of Audit Committee No. 2/2023 held on 20<sup>th</sup> February 2023 and the Board of Directors Meeting No.2/2023 held on 21<sup>st</sup> February 2023 having the summary of material matters as follows:

In the Year 2022, the Company had the total revenue at the amount of Baht 69,389.43 Million which increased at Baht 5,463 Million or by 8.55%. Such revenue derived from the contract made between the Company and customers, consisting of the revenue from sales of goods and income from customer services (Home Service) in the total amount of Baht 65,090.88 Million which increased by Baht 4,522.97 Million or up by 7.47%. This is because The business resumed to normal operation for all stores in 2022, comparing with the same period in the year 2021, which has lower comparison base which some branches had to be closed down according to government's lockdown measures in the 3<sup>rd</sup> quarter of the year 2021. Moreover, The company have received the benefit since the domestic consumption and tourism sector are recovered. In addition, the Company has pushed on the sales volume throughout the year provided that the company have organized HomePro Super Expo event at all branches nationwide and through online channel and also organized HomePro Expo and HomePro Electric Expo events at Impact Muang Thong Thani and HomePro Living Expo at Queen Sirikit National Convention Center and Double Day activity through online channel in order to create convenience for our customers to purchase our products through various channels.

For incomes of rental fee at the amount of Baht 1,720.58 Million which increased at Baht 497.42 Million or by 40.67% as a result of more income collection derived from rental space at HomePro and Market Village, especially the space related to tourism area, when comparing with the year 2021 at the same period in which the rental space had to be closed due to government's lockdown measures and the company provided discount on rental fee in order to mitigate the effect arising from the Covid-19 pandemic for rental space business. Also, the Company had income derived from rental space at our new branch in Bangna KM.1 which was opened for operation in the 4<sup>th</sup> quarter of the year 2021. Also, the Company had other incomes at the amount of Baht 2,577.96 Million which increased at Baht 443.24 Million or 20.76%. It was a result of promotion activities event made with our vendors at our branches as well as online channel.

The Company has its net profit for the year 2022 at the amount of Baht 6,217.09 Million which increased at Baht 776.57 Million or by 14.27%, and has its basic earnings per share at 0.47 Baht as at 31<sup>st</sup> December 2022. The Company, therefore, has its total asset in the amount of Baht 65,184.74 Million and its total liabilities in the amount of Baht 40,938.86 Million and for the shareholders' equity in the amount of Baht 24,245.88 Million. In this regard, the details of operation result appear in the annual report in the section of the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31<sup>st</sup> December 2022.

**To count the vote in this agenda** requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

#### **Agenda 4 To consider the approval of the dividend payment for the year 2022.**

##### **Objectives and rationale**

The Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the year 2022, the Company had its annual net profit for the whole year in the amount of Baht 6,021.66 Million as per the separate financial statements and there is no accumulated loss remaining. Moreover, the Company has its sufficient cash flow to make the dividend payment according to the Company's policy.

The information showing the comparison of the dividend payment in the previous years is as follows:

<b>Period</b>	<b>Year 2019</b>	<b>Year 2020</b>	<b>Year 2021</b>
Cash dividend per share (per: Baht/share)	0.17 , 0.21 (Interim),(Year-end)	0.10 , 0.20 (Interim),(Year-end)	0.12 , 0.20 (Interim),(Year-end)
Total dividend payment (per: Baht/share)	0.38	0.30	0.32
Dividend payout ratio (comparing with the net profit)	87.88%	82.40%	84.42%

##### **Opinion of the Board of Directors**

The Company has its net profit according to the separate financial statements of the year 2022 for the whole year in the amount of Baht 6,021.66 Million and there is no accumulated loss remaining and the Company has its sufficient cash flow to make the dividend payment as per the Company's policy. The Board of Directors, therefore, adopted a resolution to propose the Annual General Meeting of the Shareholders for consideration the approval regarding the dividend payment as following:

**For the Company's operation result of the first half of the year 2022** (January 2022 – June 2022), the Board of Directors' Meeting No.8/2017 held on 29<sup>th</sup> August 2017 has adopted the resolution to allocate the legal reserve fund of the company have reached 10% of the registered capital (fully reserve fund). And the Board of Directors' Meeting No. 8/2022 held on 30<sup>th</sup> August 2022 has approved for interim dividend payment resulting from the Company's operation of the first six months of the year 2022 by cash dividend at the rate of Baht 0.17 per share in the amount of Baht 2,235.71 Million. Therefore, the Board of Directors proposed to the Meeting of Shareholders to acknowledge such interim dividend payment.

**For the Company's operation results of the second half of the year 2022** (July 2022 - December 2022), according to the separate financial statements, the Board of Directors approved to propose the Shareholders' Meeting to consider and approve as follows:

(A) Since the legal reserve fund of the company already reached 10% of registered capital (fully reserve fund) which is Baht 1,315,120,000 therefore, for this dividend payment, the company is not required to allocate for the legal reserve fund.



(B) Paid dividend by cash at the rate of Baht 0.21 per share, or not exceeding in total of Baht 2,761.76 Million.

The total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.38 per share which the total amount was calculated to be approximately Baht 4,997.46 Million, or at payout ratio of 82.99% of net profit according to the separate financial statement. Such rate of dividend payment is in accordance with the dividend payment policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

According to the dividend payment mentioned above, the Company will pay such from the net profit arising from the Company's operation result of July 2022 - December 2022 in which the Company is required to pay for corporate income tax at the rate 20%. The Shareholders who are individuals can obtain tax credits due to the dividend payment in accordance with Section 47 bis of the Revenue Code.

The list of shareholders who are entitled to receive the dividend (Record Date) will be issued on 20<sup>th</sup> April 2023, and the dividend will be paid on 3<sup>rd</sup> May 2023.

**To count the vote in this agenda** requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

**Agenda 5 To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.**

**Objectives and rationale**

Clause 14 of the Articles of Association of the Company specifies that, in every Annual General Meeting of the Shareholders, one-third directors shall be retired from their position. In case the number of directors cannot be divided into 3 parts, the number of the directors in closely number of one-third shall be retired from their position. In the first and the second year after the Company has been registered for public company, the rotation of the director shall be proceeded by way of drawing lots. For the following years, the director who is in the position for the longest term would be retired. However, the director who is retired by rotation may be re-appointed to be the director for another term. In this year, the four directors of the Board of Directors who would be retired by rotation are as follows:

1. Mr. Rutt	Phanijphand	Position	Director, Executive Director and Chairman of The Nomination and Remuneration Committee
2. Mr. Khunawut	Thumpomkul	Position	Director and Chairman of Executive Director
3. Mr. Naporn	Sunthornchitharoen	Position	Director, Executive Director and Nomination and Remuneration Committee
4. Mr. Achawin	Asavabhokin	Position	Director

Since Mr. Rutt Phanijphand does not wish to return to be a director and the Company has opened opportunities to shareholders to propose name of qualified person to be proposed to the shareholders for their consideration in the agenda of appointing of director in the Company's website from 1<sup>st</sup> October 2022 to 13<sup>th</sup> January 2023, it appears that no one has proposed any name to be considered for appointment as a director of the Company.

The Nomination and Remuneration Committee has considered and opined that, after comparing with the number of directors under good corporate governance which shall consist of 5-12 people, the number of directors of 11 people is still within the specified criteria and also considered that all three existing directors who are retired by rotation in this year, have met the qualification as specified in the Public Limited Company Act B.E. 2535 (1992) and have knowledge, capability, experience in business relating to the Company's operation and therefore three following directors should be proposed to be re-appointed for another term:

1. Mr. Khunawut Thumpomkul	Position	Director and Chairman of Executive Director
2. Mr. Naporn Sunthornchitcharoen	Position	Director, Executive Director and Nomination and Remuneration Committee
3. Mr. Achawin Asavabhokin	Position	Director

(The biography of the directors, number of years in the position of director, and the number of time attending the meeting are appeared in the Enclosure 4.)

### **Opinion of the Board of Directors**

The Board of the Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee since there are criterions of nomination by considering from their qualification, and opined that all three directors have fully met with the qualification as specified in the Public Limited Companies Act B.E. 2535 (1992) and have knowledge, capability, experience in business relating to the Company's operation. Moreover, all three directors have well performed their obligation with the Company for a long period of time and the people who are nominated to be the Company's Directors at this time have already been taken into the consideration process specified by the Company and they have appropriate qualification to operate the Company's business and thus agreed that their qualifications are suitable for Company business. Moreover, there was no shareholder proposing the name of director to be considered. The Board of the Directors, therefore, approved to propose such to the Shareholders' Meeting for consideration the approval to re-appointed all three directors of the Company who would be retired by rotation in this year to be directors of the Company for another term.

**To count the vote in this agenda** requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes provided that each director must be appointed by a separate resolution.

### **Agenda 6 To consider the approval the remuneration of directors for the year 2023.**

#### **Objectives and rationale**

Section 90 of the Public Limited Companies Act B.E. 2535 (1992) specifies that "the Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company."

Clause 15 of the Articles of Association of the Company specifies that "the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders' Meeting and such remuneration may be specified in the certain amount of money or criterions for consideration

from time to time or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the company's rules.

The contents in the first paragraph will not affect the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.”

The Company has its procedure to propose the remuneration through the consideration of the Nomination and Remuneration Committee before proposing such to the Board of Directors of the Company for their consideration and approval in order to propose such to the Shareholders' Meeting. In this regard, the Nomination and Remuneration Committee has considered according to the specified criterions as follows:

1. Considering on suitability by comparing with the criterions, method, rate of payment and obligation assigned of the Company in the same business and industry and considering on the Company's liquidity.

2. Considering on the Company's operation result as of yearend and the payment will be made when the Company has its profit.

3. Considering on payment when the Company has already paid remuneration to shareholders and employees.

The composition of the Director's remuneration is monthly remuneration in providing the consultation in any matter to the Company working group and attendance fee. Normally, the Company will arrange for the Board of Directors Meeting to be held at least once a month and also arrange for other sub-committee meetings i.e. the Audit Committees Meeting, the Executive Directors Meeting and the Nomination and Remuneration Committees Meeting.

The Nomination and Remuneration Committees and the Board of Directors of the Company have considered to specify the remuneration of the Directors of the Company by considering on the Company's result in overall, the dividend payment paid to shareholders, obligations and responsibilities of each of the Board of Directors group and, therefore, opined that the Shareholders' Meeting should approve for remuneration of the Directors and Sub-Committees of the year 2023 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2022.

For other benefits, the Company proposed to the meeting for acknowledgement that other benefits that the Company gave to the directors are as follows:

1. The welfares benefit for buying goods with discount, which the given discount are as specified in the Articles of Association of the Company having been approved by the Shareholders' Meeting, and that such welfares benefit was given by the Company at the rate not higher than the rate the Company giving to general VIP customers which is fixed at the highest rate not more than 10% which is equivalent to the previous year.

2. The Company provides welfare of medical checkup for 1 time per year. However, there is no Director exercising the right on annual medical check up.

The information showing the comparison of remuneration payment in the previous years is as follows:

The year paid for remuneration	Approved amount	Actual amount paid
2020	12,000,000 Baht	9,220,000 Baht
2021	12,000,000 Baht	9,140,000 Baht
2022	12,000,000 Baht	10,280,000 Baht

Number of the Board of Directors' Meeting in the year 2022 is as follows:

Board of Directors	Actual Number of Meeting in 2022
-The Board of Directors Meeting	12
-The Executive Directors Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	4
-The Non-Executive Directors Meeting	1

### **Opinion of the Board of Directors**

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee and, therefore, adopt a resolution to propose such to the Shareholders' Meeting for consideration the approval for the remuneration of Directors and Sub-Committees of the year 2023 in the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2022. The details of remuneration payment are as follows:

Composition of Remuneration	Amount
<b>Remuneration of Directors</b>	
1. Monthly remuneration	
- Chairman	Baht 80,000 per person / per month
- Vice Chairman	Baht 60,000 per person / per month
- Chairman of Executive Director	Baht 60,000 per person / per month
- Director	Baht 40,000 per person / per month

<p>2. Remuneration per meeting attendance</p> <ul style="list-style-type: none"> <li>- Chairman</li> <li>- Vice Chairman</li> <li>- Chairman of Executive Director</li> <li>- Director</li> </ul>	<p>Baht 30,000 per person / per meeting attendance</p> <p>Baht 30,000 per person / per meeting attendance</p> <p>Baht 30,000 per person / per meeting attendance</p> <p>Baht 20,000 per person / per meeting attendance</p> <p>The Director who is in the management position of the Company will not receive Remuneration per meeting attendance.</p>
<p>Remuneration of Sub-Committees meeting allowance is payable for each meeting only the time of meeting attendance. (Sub-committees are composing of the Audit Committees, the Executive Directors and the Nomination and Remuneration Committees).</p>	
<p>Remuneration per meeting attendance</p> <ul style="list-style-type: none"> <li>- Chairman of each Sub-committee</li> <li>- Director of each Sub-Committee</li> </ul>	<p>Baht 30,000 per person / per meeting attendance</p> <p>Baht 20,000 per person / per meeting attendance</p>

Other than the Director's remunerations as mentioned above, the Company has also given other benefits to the Directors are as follows:

1. The welfare benefit for buying goods with discount which the given discount is as specified in the Articles of Association of the Company and approved by the Shareholders' Meeting, and such welfare benefit was given by the Company at the rate not higher than the rate the Company giving to general VIP customers, which is fixed at the highest rate not more than 10% which is equivalent to the previous year.

2. The Company provides welfare of medical checkup for 1 time per year.

**To count the vote in this agenda** requires a vote of not less than two-thirds (2/3) of voting rights held by the shareholders attending the meeting. Director who received remuneration will abstain from voting on this agenda.

**Agenda 7 To consider the approval the payment of Directors' bonus for the year 2022.**

**Objectives and rationale**

Section 90 of the Public Limited Companies Act B.E. 2535 (1992) specifies that "Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company."

Clause 15 of the Articles of Association of the Company specifies that "the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders' Meeting and

such remuneration may be specified in the certain amount of money or criterions for consideration from time to time or in effective all time until such has been changed. In addition, the Directors will be entitled to receive allowance and other welfares according to the Company's rules.

The contents in the first paragraph will not affect the right of staff or employee of the Company who is elected to be the Director to receive the remuneration and benefits as the staff or employee of the Company".

The Nomination and Remuneration Committee has considered the bonus of the Directors by considering on the suitability having the criterions as follows:

1. Since the Board of Directors has involved in specifying the policies, operating guideline, including giving advice on various aspects of the Company.
2. At the end of year 2022, the stock market index of SET 50 in overall increased by 1.46%. When comparing with the Company's market capitalization, it increased by 6.90%.

**The information showing the comparison of Director's bonus payment of the previous years is as follows:**

<b>The year approved for the bonus payment to the Directors and Sub-Committees</b>	<b>Approved amount</b>	<b>Actual amount paid</b>
2019	35,000,000 Baht	35,000,000 Baht
2020	31,500,000 Baht	31,500,000 Baht
2021	33,000,000 Baht	33,000,000 Baht

**Opinion of the Board of Directors**

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee which has considered on the Directors' bonus by concerning on the suitability and comparing with the facts from the same industry including the expansion of business and the growth of the Company's profit and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the payment of bonus for all Directors and Sub-Committees of the year 2022 in the amount of Baht 35,000,000 (Thirty Five Million Baht)

**To count the vote in this agenda** requires a vote of not less than two-thirds (2/3) of voting rights held by the shareholders attending the meeting. Director who receive bonus will abstain from voting on this agenda.

**Agenda 8 To consider the approval the appointment of auditors and determination the auditing fee for the year 2023.**

**Objectives and rationale**

Clause 30 (5) of the Articles of Association of the Company specifies that the matters which the Annual General Meeting shall proceed are as follows: (5) appointing the auditors and specifying the audit fee.

The Audit Committee has considered many auditors by considering on the performance result, independence of the auditors, and then proposed to the Board of Directors to appoint the auditor of EY Company Limited to be the auditors of the Company of the year 2023 as per the following auditors' names:

1. Mrs. Gingkarn Atsawarangsalit CPA No.4496 and/or
2. Ms. Pimjai Manitkajohnkit CPA No.4521 and/or
3. Ms. Sumana Punpongsanon CPA No.5872 and/or
4. Mr. Kittit Teachakasembundit CPA No.9151

This is because they have good standard in their performance, specialized in auditing, and always well performed in their obligations. In addition, when comparing with the quantity of work and the rate of audit fee of other listed companies in the same level, the Committee opined that such audit fee is appropriate and, therefore, approved the audit fee for the year 2023 in the amount of not exceeding Baht 4,000,000 (Four Million Baht)

In addition to the audit fee, the Company has also paid for other fee, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000. The details of the audit fee for the year 2023 are as follows:

Audit Fee	Year 2020	Year 2021	Year 2022	Year 2023
Annual audit fee for the financial statements of the Company	Baht 2,760,000	Baht 2,760,000	Baht 2,695,000	Baht 2,995,000
Quarterly reviewing fee for financial statements of the Company for the whole year	Baht 1,035,000	Baht 1,035,000	Baht 1,020,000	Baht 1,005,000
Total amount requested for approval	Baht 3,795,000	Baht 3,795,000	Baht 3,715,000	Baht 4,000,000

(The details of other service fee appear on annual report (Form 56-1 One Report the Enclosure 2 and The biography of auditors are appeared in the Enclosure 6.)

### **Opinion of the Board of Directors**

The Board of Directors has considered and agreed with the proposal of the Audit Committee and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the appointment of the auditors of EY Company Limited to be the auditors of the Company of the year 2023, and approved the audit fee for the year 2023 in the amount of not exceeding Baht 4,000,000 (Four Million Baht) including other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the

Company has approved for such additional expenses not exceeding Baht 1,500,000. as per the following names:

1. Mrs. Ginkarn Atsawarangsalit CPA No.4496 and/or
2. Ms. Pimjai Manitkajohnkit CPA No.4521 and/or
3. Ms. Sumana Punpongsanon CPA No.5872 and/or
4. Mr. Kittit Teachakasembundit CPA No.9151

In the event that the auditors mentioned above are unable to perform their duties, EY Company Limited shall assign other approved auditors of the Company to audit the Company's account and express opinion on the Company's financial statement in place of them. The Company has appointed the auditors from EY Company Limited to be the auditors of the Company. The auditor who is authorized to sign in the Company's financial statement is unable to serve in such position for more than consecutive period of 7 years. Currently, Mrs. Ginkarn Atsawarangsalit has been the auditor who signed financial statements serves duty already for 6 years. However, the auditors have no relationship and no conflict of interest with the Company/ subsidiary/ executive/major shareholder or any person related to such person in which the auditors of the Company and the auditors of subsidiaries are in the same audit firm.

**To count the vote in this agenda** requires more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

### **Agenda 9 To consider for approval the amendment to Memorandum of Association, Section 3 (Company's Objectives).**

#### **Objectives and rationale**

The Chairman of the Meeting announced to the Meeting that, currently, the business environment has changed and, therefore, the Company has to adapt itself by driving innovation and increasing opportunity on new business model that relate to the Company's goods and service in order to fulfill the consumer's need

However, some statements in the specified objectives are not clear and included. In order to support the change of business and respond to new business opportunities, the Company is required to amend the Company's objectives as well as to add new objectives accordingly.

#### **Opinion of the Board of Directors**

The Board of Directors opined that since the original objective is not clear and such issue is not included, the Company's objective are required to be amended and new objectives are added accordingly in order for the Company's objective to be clear and included and to support the change and expanding of new business model and the Board of Directors, therefore, approved to propose this matter to the Shareholders' Meeting for consideration on approval the amendment of Clause 3 of Articles of Association (the Company's objectives) provided that the 4 original clauses will be amended and 10 new clauses will be added from 52 clauses to 62 clauses, the details of which are as follows:

#### **9.1 There are 4 clauses requested to be amended i.e**

##### **The original objectives:**

- (9) To carry on the business of trading vegetable, fruit, bamboo shoot, pepper, horticultural products, cigarettes, tobacco, beverages, drinking water, mineral water, juices, liquor, beer,



- fresh food, dry food, prepared food, canned seafood, canned food, seasoning, sauce, sugar, vegetable oil, animal feed and other consumable goods.
- (36) To carry on the business of department stores, organizer, providing cool air, light and cleaning and security services.
  - (38) To carry on the business of property rental and property utilization as well as its profit.
  - (46) To Carry on the business of manufacturing and distributing electricity generator and solar energy as well as alternative energy or renewable energy in various forms of all types, e.g. relating to electricity power supply, hydro power or steam, natural gas, natural energy e.g. wind, heat from nature, sunlight, mineral or other kinds of fuel to government and private sectors.

**The Objectives requested to be amended (as underlining mark) are as follows:**

- (9) **To carry on the business of production plant, contract manufacturing, trade on** vegetable, fruit, bamboo shoot, pepper, horticultural products, cigarettes, tobacco, beverages, drinking water, mineral water, juices, liquor, beer, fresh food, dry food, prepared food, canned seafood, canned food, seasoning, sauce, sugar, vegetable oil, animal feed and other consumable goods.
- (36) To carry on the business of department stores, organizer, providing cool air, light and cleaning and security services **in domestic and international.**
- (38) To carry on the business of property rental, **hire-purchase** property and property utilization as well as its profit.
- (46) To Carry on the business of manufacturing, **purchasing** or distributing, **designing, installing, constructing power stations including importing and exporting** electricity generator and solar energy, **carbon credit, including alternative energy** or renewable energy in various forms of all types e.g. relating to electricity power supply, hydro power or steam, natural gas, **biomass energy, waste energy**, natural energy e.g. wind, heat from nature, light, mineral or other kinds of fuel **as well as tools and equipment** to government and private sectors.

**9.2 The 10 objectives requested to be added :**

- (53) To carry on the business of buying, procuring, accepting, selling, exchanging, renting, hire-purchasing, auctioning, or distributing by other means, which scraps, materials, equipment, electrical appliances. household appliances and equipment for home and garden and used property under the Control of Sale by Auction and Trade of Antiques Act (when authorized by the relevant authorities)
- (54) To carry on the business of sorting, circulating, reusing which sewage, waste material, unused material that come from buildings, houses and/or industrial plants
- (55) To carry on the business of buying, selling, collecting, producing, importing, or exporting which are hazardous substances. (when authorized by the relevant authorities)
- (56) To carry on the business of providing installation, inspection, repair, maintenance, consulting, maintenance plants services for the products specified in the objectives.
- (57) To carry on the business of being a consultant and managing on environment, solid waste management and get rid of solid waste, toxic waste, and other kinds of waste including disposing all types of waste, being an environmental, safety, health and energy inspector and designer.
- (58) To carry on the business of training, seminars, consultancy, establishment of vocational training centers, training centers for production, installation and maintenance of products specified in the objectives.
- (59) To carry on the business of charging service stations for electric vehicles (when authorized by the relevant authorities)

- (60) To carry on the business of veterinary hospitals, veterinary treatment, bathing and grooming (when permitted by relevant agencies).
- (61) To carry on business of medical supplies, chemicals, medical equipment, scientific instruments and tools used in various medical professions, as well as spare parts and equipment related to such products
- (62) To carry on the business of issuing and selling different types of cards, for example, charge cards, credit cards, cards used to pay for goods or services by direct debit (debit cards), discount shopping cards (discount card), prepaid card or a card that has the monetary value for the purchase of goods or services (prepaid or store value card), electronic money card or any other card and businesses related to or due to the abovementioned card services to cardmembers or customers of the Company to purchase any products and/or general services from various establishments which has an agreement to accept such cards for the purpose of selling goods and/or providing services.

**To count the vote in this agenda** requires a vote of not less than three-fourths (3/4) of voting rights held by the shareholders attending the meeting and having the right to vote.

**Agenda 10 To consider the approval the amendment of the Articles of Association of the Company by amending the regulations relating to the arrangement of the Board of Directors' meeting and the shareholders' meeting, sending meeting invitations and proxy via electronic means in accordance with the Amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022).**

**Objectives and rationale**

On 23<sup>rd</sup> May 2022, the Public Company Limited Act (No.4) has been amended with regard to the communication via electronic media from company to directors and shareholders in order to be in accordance with digital era, up to date and consistence with current situation. It indicates that the public company limited can arrange the meeting of board of director and the meeting of shareholders, send notice or document as well as give a proxy on the meeting of shareholders via electronic media. In order to be consistence with such amendment, the Company is in necessary to amend the original Articles of Association from Section 3 to Section 5 and Clause 22 to Clause 32.)

**Opinion of the Board of Directors**

The Board of Director considered and opined that, in order to be in line with amended law with regard to the use of electronic media in the Board of Directors' Meeting and the Shareholders' Meeting, to send notice or document as well as to give a proxy on the Meeting of Shareholders, The Company approved to propose such matter to the Meeting of Shareholders for consideration on the amendment of the Company's Articles of Association by amending the original Articles of Association from Section 3 to Section 5 and Clause 22 to Clause 32

**The original Articles of Association:**

**Chapter 3**

**BOARD OF DIRECTORS**

Article 22. The meeting of the Board of Directors shall be held at least once every three months.

In calling for a meeting of the Board of Directors, the Chairman or the person appointed by the Chairman shall give letter for meeting invitation to the directors at least seven days prior to the date of the meeting, except that, in case of necessity and urgency and in order to protect the rights and benefits

of the Company, the meeting invitation can be given by other means and the date of the meeting can be fixed earlier.

At all events, two directors or more may request the Chairman to call for a meeting of the Board of Directors. In case of a request made by two directors or more, the Chairman or the director appointed by the Chairman shall determine the date of the meeting to be held within 14 days upon receipt of such request.

The Chairman or the director appointed by the Chairman shall specify the date, time and place to hold a meeting of the Board of Directors; the place of the meeting may be determined otherwise than in the locality where the Company's principal business office is located or in a nearby province. If no place of meeting is designated by the Chairman or the director appointed by the Chairman, the location of the Company's principal business office shall be the place of meeting.

#### **Chapter 4**

### **SHAREHOLDERS' MEETING**

Article 26. In calling for a meeting of the shareholders, the Board of Directors shall give a meeting invitation in writing stating the place, date, time and agenda of the meeting and matters to be submitted at the meeting along with relevant details as deemed appropriate. The letter for meeting invitation shall be sent to the shareholders at least seven days prior to the meeting date and shall be advertised in the newspaper for three consecutive days at least three days prior to the meeting date.

The Board of Directors or the director appointed by the Chairman shall specify the date, time and place to hold a shareholders' meeting; the place of the meeting shall be in the locality where the Company's principal business office or a branch office is located or in a province nearby the principal and branch offices, or other provinces as deem appropriate by the Board of Directors.

Article 27. At a shareholders' meeting, the shareholders may appoint another person as proxy to attend and vote at the meeting on their behalf, by issuing proxy specifying the date with the signature of the appointing shareholder, and in the form as required by the Registrar.

Such proxy form must be presented to the Chairman or the person authorized by the Chairman at the place of the meeting by the proxy prior to attending the meeting.

#### **Chapter 5**

### **ELECTRONIC CONFERENCING**

Article 32. In the case where the Chairman of the Board of Directors decides to hold a meeting via electronic media, in summoning a meeting of the Board of Directors and a shareholders' meeting, The Chairman of Board of Directors or the person appointed shall send a written meeting invitation letter to the directors or shareholders not less than seven days prior to the date of the meeting; or such notice may be sent via electronic mail.

**Articles of Association of the Company requested to be amended (as underlining mark):**

**Chapter 3**

**BOARD OF DIRECTORS**

Article 22. The Chairman of the Board of Directors shall hold the Board of Directors' Meeting **at least once every three months.**

In calling for a meeting of the Board of Directors, the Chairman or the person appointed by the Chairman shall give a letter for meeting invitation to the directors **not less than three** days prior to the date of the meeting, except that, in case of necessity and urgency and in order to protect the rights and benefits of the Company, **The meeting can be called by electronic means or other means** and the date of the meeting can be fixed earlier.

**When there is a reasonable cause or to protect the rights or benefits of the company,** two directors or more may request the Chairman for holding of a meeting of the Board of Directors. In case of a request made by two directors or more, the Chairman or the director appointed by the Chairman shall determine the date of the meeting to be held within 14 days upon receipt of such request.

The Chairman or the director appointed by the Chairman shall specify the date, time and place to hold a meeting of the Board of Directors; the place of the meeting may be determined otherwise than in the locality where the Company's principal business office is located or in a nearby province. If no place of meeting is designated by the Chairman or the director appointed by the Chairman, the location of the Company's principal business office shall be the place of meeting.

**Chapter 4**

**SHAREHOLDERS' MEETING**

Article 26. In calling for a meeting of the shareholders, the Board of Directors shall give a meeting invitation in writing stating the place, date, time and agenda of the meeting and matters to be submitted at the meeting along with relevant details as deemed appropriate. The invitation letter of the meeting shall be sent to the shareholders at least seven days prior to the meeting date. **The company may send it to shareholders by electronic means if the shareholder has informed his intention or given his consent and the invitation of the meeting** shall be advertised in the newspaper **or by means of electronic media** for three consecutive days at least three days prior to the meeting date.

The Board of Directors or the appointed directors shall specify the date, time and place to hold a shareholders' meeting; the place of the meeting shall be in the locality where the Company's principal business office or a branch office is located or in a province nearby the principal and branch offices, or other provinces as deem appropriate by the Board of Directors.

Article 27. At a shareholders' meeting, the shareholders may appoint another person as proxy to attend and vote at the meeting on their behalf, by issuing proxy specifying the date with the signature of the appointing shareholder, and in the form as required by the Registrar.

**The proxy under the first paragraph may be performed by electronic means instead according to the criteria prescribed by the Registrar.**

Such proxy form must be presented to the Chairman or the person authorized by the Chairman at the place of the meeting by the proxy prior to attending the meeting.

**Chapter 5**

**ELECTRONIC CONFERENCING**

Article 32. In the case where the Chairman of the Board of Directors decides to hold a meeting via electronic media, in summoning a meeting of the Board of Directors and a shareholders' meeting, The Chairman of Board of Directors or the person appointed shall send a written meeting invitation to the directors **at least three days** or to the shareholders not less than seven days prior to the date of the meeting; or such invitation letter may be sent via electronic mail.

**To count the vote in this agenda** requires a vote of not less than three-fourths (3/4) of voting rights held by the shareholders attending the meeting and having the right to vote.

The schedules related to the Annual General Meeting of the Shareholders for the year 2023 are appeared in the table here below:

Schedules related to the Annual General Meeting of the Shareholders	Date
1. Specifying the name list of shareholders who are eligible to attend the Shareholders' Meeting (record date)	9 <sup>th</sup> March 2023
2. Specifying the date of the Annual General Meeting of the Shareholders for the year 2023.	7 <sup>th</sup> April 2023
3. Specifying the name list of the Shareholders who are entitled to receive dividend.	20 <sup>th</sup> April 2023
4. Specifying the dividend payment.	3 <sup>rd</sup> May 2023

If the company will amend the date, time, form and venue for such meeting. In this regard, the Company will further inform the Shareholders for acknowledgment on the Stock Exchange of Thailand's website and/or on the Company's website including other channels that may be available for shareholders to be informed in advance.



Yours faithfully,

(Mr. Weerapun Ungsumalee)

Managing Director

Authorized Person of the Board of Directors

Home Product Center Public Company Limited

**Because it is an electronic meeting system (e-AGM)  
Please read the meeting requirements in the notes on the next page.**

## **Remarks:**

1. Since, it is an electronic meeting system (e-AGM), the detailed of agenda are presented above which shareholders can register in advance (Pre-Register) starting from the date 23<sup>rd</sup> March 2023. Please see the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system, including how to use it set out in the user manual in Enclosure 9.
2. The Company has published the invitation letter in Thai and English versions, 2022 Annual Report (56-1 One Report) with the proxy form in A, B, and C on the Company's website in which the Shareholders can download such at [www.homepro.co.th](http://www.homepro.co.th)) in investor relations section or according to the QR code attached with the invitation letter.
3. **Steps to register and proxy for electronic meeting system (e-AGM).**

### **3.1 For shareholders attending in person through electronic devices:**

Please register through QR Code or link specified below and prepare the registration documents (as specified in Attachment 9) to register through e-Service Platform from the date 23<sup>rd</sup> March 2023 onward. The registration documents will be then reviewed to ensure the identification of the shareholders. After the documents are reviewed that it is correct, the shareholders will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 08.00 a.m. onwards.



[DAP e-Shareholder Meeting - Login \(set.or.th\)](http://set.or.th)

### **3.2 For shareholders attending by proxy:**

3.2.1 Shareholders may appoint any person to act as their proxy and attend the electronic meeting in person. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Attachment 3) and prepare the required documents in proxy granting (as described in Attachment 3).

3.2.2 In the event of desire to grant the proxy to Independent Director, please indicate the name of Mr.Chanin Roonsamrarn in the proxy form. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Attachment 3) and prepare the required documents in proxy granting (as described in Attachment 3). The appointed independent director shall vote in each agenda as stated by the shareholder in the Proxy Form. The biography of the Independent Director appears in the Attachment 3.3

3.2.3 In the event of desire to grant the proxy as set out in either clause 3.2.1. or 3.2.2 as above. Shareholder shall sign his/her name in the Proxy form at the column of "grantor" and the "grantee" shall sign his/her name in the column of "grantee", which the form shall have been affixed with stamp duty of Baht 20. After that, please send all documents to the Company via email at [ir@homepro.co.th](mailto:ir@homepro.co.th) and via post at the following address:

**The Investor Relation Department.**

**Home Product Center Public Company Limited**

**No. 31 4<sup>th</sup> Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000, Thailand.**

3.2.4 Such proxy documents together with the required supporting document must be sent to the Company by 4<sup>th</sup> April 2023. The registration documents will be verified to ensure the identification of the shareholders. After that, the proxy will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 08.00 a.m. onwards. Please see the procedure in attending E-AGM for more details in Attachment 9.

\* Please register through e-Service Platform at least 2 days before 7<sup>th</sup> April 2023 for the convenience in attending the meeting on the meeting date.

4. In the event that the Shareholder desires to make inquiry regarding any agenda of the Company's Meeting, the Shareholder can send his/her question to the Company in advance within 4<sup>th</sup> April 2023 attn: **the Investor Relation Department, Home Product Center Public Company Limited No. 31 4<sup>th</sup> Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000 or at email: [ir@homepro.co.th](mailto:ir@homepro.co.th)** or telephone number 02-8321494 , 02-8321049. However, the shareholder can also submit your question or inquire any suspicious issue on the date of shareholder's meeting via DAP e-Shareholder Meeting.
5. Any Shareholder who needs the printed copy of the Invitation for Annual General Meeting of the Shareholders for the year 2023 or Annual Report for the year 2022 (56-1 One Report), please send the reply form attached to this invitation letter to **the Investor Relation Department, Home Product Center Public Company Limited No. 31 4<sup>th</sup> Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000, or at email: [ir@homepro.co.th](mailto:ir@homepro.co.th)** within 5<sup>th</sup> April 2023. **Please specify the name and address clearly.**
6. The operation of the company to be followed in The Personal Data Protection Law to arrange the shareholders' meeting via DAP e-Shareholder Meeting, the Company will keep, gather, use and disclose personal information of the shareholders in order to comply with our obligation specified by law and to service all shareholders in attending the meeting provided that the shareholders will be protected according privacy policy or privacy notice as appeared on the Company's website at [www.homepro.co.th/privacy-notice](http://www.homepro.co.th/privacy-notice).

## **Attachment 1**

**FOR TRANSLATION PURPOSE ONLY, THAI LANGUAGE TEXT WILL BE FOR OFFICIAL USE**  
**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE YEAR 2022**  
**OF**  
**HOME PRODUCT CENTER PUBLIC COMPANY LIMITED**

---

### **Time and Venue**

The Meeting was held on 8<sup>th</sup> April 2022 at 10.00 hrs. via electronic system (E-AGM). The Meeting was broadcasted from the Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok.

Mr. Khunawut Thumpomkul, the Managing Director, informed to the Meeting that we are now in process of recruiting the Chairman of the Board of Directors. Mr. Khunawut Thumpomkul, as a Shareholder, then, nominated Mr. Rutt Phanijphand, an Executive Director and Chairman of the Nomination and Remuneration Committee, to be appointed as the Chairman of this Shareholders' Meeting. The Meeting unanimously adopted a resolution approving the appointment of Mr. Rutt Phanijphand to be the Chairman of the Meeting.

The Chairman declared the meeting opened by introducing the Board of Directors, Auditors, and Independent Legal counsel who attended the meeting as follows:

### **List of the Directors attending the Meeting**

1. Mr. Rutt	Phanijphand	Position	Executive Director and Chairman of the Nomination and Remuneration Committee
2. Mr. Manit	Udomkunnatum	Position	Chairman of Executive Director
3. Mr. Boonsom	Lerdhirunwong	Position	Chairman of Audit Committee and Independent Director
4. Mr. Chanin	Roonsamrarn	Position	Audit Committee, Independent Director and Nomination and Remuneration Committee
5. Mr. Thaveevat	Tatiamaneekul	Position	Audit Committee and Independent Director
6. Mr. Achawin	Asavabhokin	Position	Director
7. Mr. Naporn	Sunthornchitcharoen	Position	Executive Director and Nomination and Remuneration Committee
8. Mrs. Suwanna	Buddhaprasart	Position	Director
9. Mr. Weerapun	Ungsumalee	Position	Director
10. Mr. Pornwut	Sarasin	Position	Independent Director
			(Attended via online meeting)
11. Mr. Khunawut	Thumpomkul	Position	Managing Director



### **List of the Director being absent**

The Company has 11 Directors in total and all Directors have attended the meetings therefore, a ratio of Directors attending the Annual General Meeting of the Shareholders was at 100%.

### **Company Secretary and acting as Secretary of the Meeting**

- |               |              |          |  |
|---------------|--------------|----------|--|
| 1. Ms. Wannee | Juntamongkol | Position | Executive Vice President - Accounting and Finance<br>(Chief Finance officer and Company Secretary) |
|---------------|--------------|----------|--|

### **List of Auditor of EY Office Limited**

- |                 |                 |   |
|-----------------|-----------------|---|
| 1. Mrs. Ginkarn | Atsawarangsalit | CPA No.4496 (Attended via online meeting) |
|-----------------|-----------------|---|

### **List of Independent Representative and Intermediary to examine the voting**

- |               |                  |   |
|---------------|------------------|---|
| 1. Ms. Patra  | Wasinwattanapong | Legal Consultant from Wissen & Co., Ltd.                            |
| 2. Mr. Chanin | Roonsamrarn      | Independent Director<br>As a Minority Shareholder's representative. |

### **Number of Shareholders attending the Meeting**

Mr. Rutt Phanijphand, the Chairman of this Meeting, reported to the Shareholders the quorum of the Meeting as follows:

The types of shareholders are reported into the following:

1. Ordinary persons attending via online Meeting,
  - totaling 5 persons
  - representing 171,233 shares.
2. Proxy holders,
  - totaling 1,301 persons
  - representing 9,811,162,212 shares.

There were Shareholders attending the Meeting totaling 1,306 persons, representing 9,811,333,445 shares in total which was equivalent to 74.60% of the subscribed shares and constituted the quorum.

From Proxy holders in no.2, there were 2 juristic person shareholders holding shares over 10%, representing 6,588,901,530 shares.

### **Proceeding of the meeting**

The Chairman of the Meeting assigned Mr. Khunawut Thumpomkul to conduct the Meeting and to inform the details of each agenda and assigned Ms. Wannee Juntamongkol to explain the Meeting's procedure, voting, right to express opinion and to make enquiry as in the following:

The Meeting shall be proceeded with the Agenda as indicated in the invitation letter and the Moderator will inform the detail of each Agenda before voting.

The Company would like to say thank you to all shareholders for joining saving paper campaign by using QR Code instead of paper which such can reduce the greenhouse gas emission for 198.3 tons of carbon or equivalent to planting 22,029 trees.

### **Right of the Shareholders to express opinion**

Due to Electronic Meeting, if any shareholder has any suggestion or question, there are 2 ways to proceed this is Electronic Meeting,

1. In case the shareholder wants to ask a question via DAP e-Shareholder Meeting, the shareholder can write his/her question or suggestion via DAP e-Shareholder Meeting which you have registered when you attended the Meeting and the Moderator will answer that question in the Meeting.
2. In case the shareholder wants to ask a question by himself/herself, the shareholder who wants to inquire by himself/herself please type in the inquiry box that "I want to ask questions by myself" The directors will call the name of such shareholder, then the shareholders please press the Unmute button to turn on the microphone for asking questions. For asking the question by yourself, the Directors will call after answering the questions received from the DAP e-Shareholder Meeting channel under item 1 has been completed.

### **Voting Method**

Voting method used by the Company is 1 Share: 1 Vote. After the report on each Agenda is made, the Moderator will request the Meeting to vote provided that the shareholder can vote via DAP e-Shareholder Meeting which was registered while shareholders attended the Meeting. Shareholders have 2 minutes to vote. However, if the shareholder has not proceeded anything, the system will record that shareholders agree with that Agenda.

For the shareholder who gave proxy to any person to attend the Meeting and to vote according to such shareholder's intention, the Company already recorded such objecting vote, no-objection vote and abstaining vote into DAP e-Shareholder Meeting system for the resolution acquiring of each agenda.

For the Articles of Association regarding the meeting of shareholders and the resolution of shareholders, such can be examined from the attached document No.8 (page 70) of the invitation letter.

In this regard, in order for the shareholder who attended via Online Meeting to understand how to ask a question and vote online, the Company played the video with regard to the Meeting method for more understanding and preparation before attending the Meeting.

**Remark:** The Public Company Limited Act provides that, to adopt a resolution for general matter, voting shall not be less than one-half of shareholders attending the meeting and voted, by excluding the vote from the shareholders who abstained from voting. Therefore, in Agenda 1, 3, 4, 5, 6 and 9 shall be no votes from abstention included.

## **Equitable Treatment to Shareholders**

### **1. The Proposal of Agenda of the Shareholders' Meeting and Name of Directors**

The Company gave the opportunity to the Shareholders to propose the agenda of the shareholders' meeting and nominated directors since 1<sup>st</sup> October 2021 by proposing such via the Company's website together with notifying it to the Stock Exchange of Thailand on 27<sup>th</sup> September 2021 and the final date to accept such proposed agenda and nominated director was on 14<sup>th</sup> January 2022. During such period, there was no shareholder proposing any agenda of the meeting and name of director to be considered.

### **2. The Dispatch of Questions in Advance**

The Company gave the opportunity to Shareholders to send question in advance to the Company within 5<sup>th</sup> April 2022, at Investor Relation Department or email: [ir@homepro.co.th](mailto:ir@homepro.co.th). However, during such period, there was no Shareholder sending question to the Company.

### **3. The Dissemination of the Invitation Letter of the Meeting**

In order for the Shareholders to access the details of this Annual General Meeting of Shareholders, the Company published the invitation letter both in Thai and English languages on the Company's website and notified the news to the Stock Exchange of Thailand since 8<sup>th</sup> March 2022.

**Remark :** After the announcement of the constitution a quorum by the Chairman of the meeting, there were additional attending shareholders with the number of the share of 81,549 shares. Therefore, the total number of share was increased to 9,811,414,994 shares. The Company gave the opportunity to such shareholder to vote. As such, the number of vote in each following agenda were increased accordingly.

The Annual General Meeting of the Shareholders for the year 2022 considered all Agendas and adopted the resolutions as follows:

**Agenda 1**      **To consider the approval Minutes of the Annual General Meeting of the Shareholders for the year 2021.**

The Secretary of the Company prepared the Minutes of the Annual General Meeting of the Shareholders for the Year 2021 held on 8<sup>th</sup> April 2021 and submitted such to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of the Shareholders. The Board of Directors considered that such Minutes are correct according to the resolution of the Shareholders' Meeting, therefore proposed to the Annual General Meeting of the Shareholders to consider to certify the Minutes of the Annual General Meeting of the Shareholders for the year 2021 which was sent to the Shareholders together with the invitation letter of this Meeting (Enclosure no.1).

**Resolved**      The Meeting considered and resolved to certify the Minutes of Annual General Meeting of the Shareholders for the Year 2021 with the votes of more than one half of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	9,811,414,994	100.0000
-Disapproved	0	0.0000
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Agenda 2**      **To consider for acknowledgement of the Company's Operation Results of the year 2021.**

Ms.Wanee reported the Company's Operation Result of the year 2021, the Management analysis regarding the change in financial statement and various factors which significantly impacted to the Company, both in positive and negative ways, as follows:

At present, Homepro business group is composing of Home Products Center Public Company Limited, as a parent company, and 5 affiliated companies as follows:

1. Mega Home Center Co., Ltd., engaging in selling the construction materials business and focusing on a group of contractors.
2. Market Village Co., Ltd., engaging in space rental management business of 5 locations of Market Village and manage rental shops at Homepro Stores.
3. DC Service Center Co., Ltd., as a warehouse and distribution of products for both the company and its business partners.

4. Home Product Center (Malaysia) Sdn,Bhd., engaging in international trade business in Malaysia; same business model as HomePro in which, currently, there are 7 branches
5. Home Products Center (Vietnam) Co., Ltd. which was registered in the year 2021 for online selling channel using the trademark name “Homebase”

### **Income from Retail Sales**

In the Year 2021, the Company had the total revenue at the amount of Baht 63,925.79 Million which increased at Baht 2,176.80 Million or by 3.52%. Such revenue derived from the contract made between the Company and customers, consisting of the revenue from sales of goods and income from customer services (Home Service) in the total amount of Baht 60,567.91 Million which increased at Baht 2,221.14 Million or by 3.81%. It was a result of adaptability and development of our goods and services to accommodate the new normal lifestyle either the increase of variety of goods related to working at home, home improvement or continuous development on online selling channel which increased the convenient for customers to purchase our goods and service under Omni Channel Platform. As a result, the same store sales growth both at physical store, sales volume via online channel and income from our Home Service were increased.

For incomes of rental fee at the amount of Baht 1,223.16 Million which decreased at Baht 304 Million or by 19.91% as a result of a decrease in rental income from the cancellation of the Homepro Expo in 2021. Comparing with the year 2020, we had the expo event in the 3<sup>rd</sup> quarter and the 4<sup>th</sup> quarter. Also, the income arising from rental space at Market Village and rental space in each branches decreased due to the Government’s announcement on the closure of shopping center and limitation of the type of business to be operated during Convid-19 outbreak. The Company discounted or exempted the rental fee for our tenants during that period. Also, the Company had other incomes at the amount of Baht 2,134.72 Million which increased at Baht 259.66 Million or by 13.85%. It was a result of promotion activities event made with our vendors at our branches as well as online channel.

### **Net Profit**

The Company has its net profit for the year 2021 at the amount of Baht 5,440.53 Million which increased at Baht 285.83 Million or by 5.55%, and has its basic earnings per share at 0.41 Baht as at 31<sup>st</sup> December 2021. The Company, therefore, has its total asset in the amount of Baht 58,586.35 Million and its total liabilities in the amount of Baht 35,695.91 Million and for the shareholders' equity in the amount of Baht 22,890.43 Million. In this regard, the details of operation result appear in the annual report in the section of the Statements of Financial Position, Statements of Comprehensive Income and the Auditor’s Report of the year ended 31<sup>st</sup> December 2021.

**Resolved** This Agenda was the acknowledgement of Operation's Result. Therefore, there was no adoption of resolution.

**Remark** After the meeting certificated the Agenda 1 and Agenda 2, there were additional attending shareholders with the number of the share of 39,000 shares. Therefore, the total number of share was increased to 9,811,453,994 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 3 has increased accordingly.

**Khun Phanuwat Vechayanvivat, the Shareholders, questioned:**

**The 1<sup>st</sup> question:** How is Mega Home's business operation result? Do we have any plan to expand our branch in the year 2022 and how is the competition?

**The 2<sup>nd</sup> question:** How is Homepro Malaysia's business operation result? Do we have any plan to expand our branch in the year 2022?

**Khun Khunawut (Managing Director) answered:**

By comparing within the same industry, Mega Home's business operation result is better in overall and we plan to increasingly expand Mega Home's branch in the year 2022.

For our business operation result in Malaysia, since we were affected from branch closure during Covid-19 and we currently have only 7 branches, which insufficient income to pay for common expenses. However, the Company aims to expand our branch more in order to reach breakeven point. In this year, we have no explicitly plan to open new branch.

**Khun Wittaya Kijwattanabool, the Shareholder, questioned:**

We found that the Company conserved in expanding its branch. Why do we not hurry expanding more branches as our competitor? We were afraid that we will be unable to catch our competitor.

**Khun Khunawut (Managing Director) answered:**

The Company is careful about branch expansion. We will expand our branch when we assure that we will receive well return. In this year, the Company is confident and ready to expand more branches.

**Agenda 3** **To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year ended 31<sup>st</sup> December 2021.**

The Company prepared the Statements of Financial Position, Statements of Comprehensive Income, including the Auditor's Report of the year ended 31<sup>st</sup> December 2021 in which such has already been examined by the auditor and

approved by the meeting of Audit Committee no.2/2022 held on 21<sup>st</sup> February 2022 and the Board of Directors' Meeting No.2/2022 held on 22<sup>nd</sup> February 2022. The Chairman of the Meeting declared to the Meeting that, in the year 2021, the summarized financial information was as follows:

Sales	= Baht 60,567.91 Million which increased from the previous year Baht 2,221.14 Million or by 3.81%;
Total Revenues	= Baht 63,925.79 Million which increased from the previous year Baht 2,176.80 Million or by 3.52%;
Net profits	= Baht 5,440.53 Million which increased from the previous year Baht 285.83 Million or by 5.55%;
The basic earnings per share	= Baht 0.41
Paid up Capital	= Baht 13,151.20 Million;
As of 31 <sup>st</sup> December 2021,	
The Company had its total assets	= Baht 58,586.35 Million;
Total liabilities	= Baht 35,695.91 Million;
Shareholders' equity	= Baht 22,890.43 Million.

Regarding the details of Operation Results, it appeared on the Statements of Financial Position, Statements of Comprehensive Income, including the Auditor's Report for the year ended 31<sup>st</sup> December 2021, the details of which appeared in the Annual Report which was sent to the Shareholders together with the invitation letter of this Meeting as the Enclosure no.2.

The Audit Committee and the Board of Directors considered and opined that such is sufficient and correct, therefore proposed such to the Annual General Meeting of the Shareholders for consideration of approval the Statements of Financial Position, Statements of Comprehensive Income, including the Auditor's Report of the year ended 31<sup>st</sup> December 2021.

**Resolved**

The Meeting considered and adopted the resolution to approve the Statements of Financial Position, Statements of Comprehensive Income, including the Auditor's Report for the year ended 31<sup>st</sup> December 2021 with the votes of more than one-half

of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,811,453,984	100.0000
-Disapproved	10	0.0000
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Agenda 4** **To consider the approval of the dividend payment for the year 2021.**

The Chairman of the Meeting informed the Meeting that the Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the year 2021, the Company had its annual net profit for the whole year in the amount of Baht 4,985 Million as per the separate financial statement and there is no accumulated loss remaining. Moreover, the Company has its sufficient cash flow to make the dividend payment according to the Company's policy. The information showing the comparison of the dividend payment by cash and stock dividend in the previous year is as follows:

Period	Year 2018	Year 2019	Year 2020
Cash dividend per share (per:Baht/share)	0.15 0.20 (Interim),(Year-end)	0.17 0.21 (Interim),(Year-end)	0.10 0.20 (Interim),(Year-end)
Total dividend payment (per:Baht/share)	0.35	0.38	0.30
Dividend payout ratio (comparing with the net profit)	83.95%	87.88%	82.40%

**For the Company's operation result of the first half of the year 2021** (January 2021 - June 2021, the Board of Directors' Meeting No.8/2017 held on 29<sup>th</sup> August 2017 has adopted the resolution to allocate the legal reserve fund of the company have reached 10% of the registered capital (fully reserve fund). And the Board of Directors' Meeting No.8/2021 held on 31<sup>st</sup> August 2021 has approved for interim dividend payment resulting from the Company's operation of the first six months of the year 2021 by cash dividend at the rate of Baht 0.12 per share in the amount of Baht 1,578.14 Million.

The Board of Directors proposed to the Meeting of Shareholders to acknowledge such interim dividend payment.



**For the Company's operation results of the second half of the year 2021** (July 2021 - December 2021), according to the separate financial statements, the Board of Directors approved to propose the Shareholders' Meeting to consider and approve for dividend payment by cash at the rate of Baht 0.20 per share, or not exceeding in total of Baht 2,630.24 Million.

The total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.32 per share which the total amount was calculated to be approximately Baht 4,208.39 Million, or at payout ratio of 84.42% of net profit according to the separate financial statement. Such rate of dividend payment is in accordance with the dividend payment policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

According to the dividend payment mentioned above, the Company will pay such from the net profit arising from the Company's operation result of July 2021 - December 2021 in which the Company is required to pay for corporate income tax at the rate 20%. The Shareholders who are individuals can obtain tax credits due to the dividend payment in accordance with Section 47 bis of the Revenue Code.

The list of shareholders who are entitled to receive the dividend (Record Date) issued on 21<sup>st</sup> April 2022, and the dividend has been paid on 6<sup>th</sup> May 2022.

**Resolved**

The Meeting considered and adopted the resolution to acknowledge the interim dividend payment and approved the allocation for legal reserve fund and dividend payment as follows:

- A. Since the legal reserve fund of the company already reached 10% of registered capital (fully reserve fund) in the amount of Baht 1,315,120,000, therefore, for this dividend payment, the company is not required to allocate for the legal reserve fund.
- B. Approved the dividend payment by cash at the rate of Baht 0.20 per share, or not exceeding in total of Baht 2,630.24 Million.

The list of shareholders who are entitled to receive the dividend (Record Date) issued on 21<sup>st</sup> April 2022, and the dividend has been paid on 6<sup>th</sup> May 2022.

The Meeting adopted the resolution with the votes of more than one-half of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,810,543,049	100.0000
-Disapproved	0	0.0000
-Abstained	910,945	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Agenda 5** **To consider the approval of the increase in the number of directors and the appointment of the new director for the Company.**

The Chairman of the Meeting declared to the Meeting that as Clause 13 of the Articles of Association, it is indicated that the director shall be appointed by the shareholders' meeting by using a majority vote according to criteria and method specified in the Articles of Association attached to this Invitation Letter. Currently, the Company has expanded its business in many areas. In order to be in line with such expansion, The Board of Directors getting approved by the Nomination and Remuneration Committee, therefore, agreed to increase 1 director from current number of 11 directors to 12 directors. The Company has also opened the opportunity to shareholders to propose a name of director to be considered for appointment on the Company's website since 1<sup>st</sup> October 2021 until 14<sup>th</sup> January 2022 and it appeared that there was no candidate proposed to be considered as the Company's director. The Board of Directors, therefore, proposed 1 director to be appointed as the Company's director i.e. Mr. Anant Asavabhokhin who has met the qualifications defined in the Public Limited Companies Act B.E. 2535, regulations of the Securities and Exchange Commission, and regulations of the Stock Exchange of Thailand as well as has knowledge, capability and experience related to the Company's businesses. The biography of the proposed director are as follows;

**The Proposed Directors Information to support agenda 5**

**Name – Surname** Mr. Anant Asavabhokhin

**Age** 71

**Position** Director

**Direct shareholding** : None

**Spouse and minor child shareholding** : None

**Family relationship with Director and Management.** : Father of Mr. Achawin Asavabhokhin



**Education**

<b>Education</b>	<b>Major</b>	<b>University</b>
Master Degree	Business Administration (MBA)	Thammasat University
Master Degree	Industrial Engineering	Illinois Institute of Technology, USA
Bachelor Degree	Civil Engineering	Chulalongkorn University

**Institution** Thai Institute of Directors Association (IOD)

**Program** Directors Certification Program (DCP) 52/2004

**At present the director is not holding the position of director or executive management both in listed companies and non-listed companies also in the business that could cause any conflict of interest against the Company.**

**A Brief of Working Experience during the past 5 years**

<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
Chairman	Home Product Center Plc.	Retail
Chairman and Chairman of the Executive Directors	Land and Houses Plc.	Property development
Chairman	Quality Houses Plc.	Property development
Chairman	LH Financial Group Plc.	Holding Company

**Resolved** The Meeting considered and adopted the resolution to approved the increase in the number of directors and the appointment of 1 new director from 11 directors to 12 directors i.e. Mr.Anant Asavabhokhin.

The Meeting adopted the resolution with the votes of more than one-half of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,520,418,817	97.0440
-Disapproved	290,000,632	2.9560
-Abstained	1,034,545	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Agenda 6**      **To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.**

The Chairman of the Meeting declared to the Meeting that as Clause 14 of Articles of Association of the Company specifies that, in every Annual General Meeting of the Shareholders, one-third directors shall be retired from their position. In case the number of directors cannot be divided into 3 parts, the number of the directors in closely number of one-third shall be retired from their position. In the first and the second year after the Company has been registered for public company, the rotation of the director shall be proceeded by way of drawing lots. For the following years, the director who is in the position for the longest term would be retired. However, the director who is retired by rotation may be re-appointed to be the director for another term.

Four Directors of the Board of Directors who are retired by rotation in this year are as follows:

1. Mr. Pornwut Sarasin                      Position    Director and Independent Director
2. Mrs. Suwanna Buddhaprasart        Position    Director
3. Mr. Thaveevat Tatiyamaneekul      Position    Director, Audit Committee and Independent Director
4. Mr. Chanin Roonsamrarn              Position    Director, Audit Committee, Independent Director and Nomination and Remuneration Committee

Since the Company gave the opportunity to the Shareholders to propose name of director for their consideration in the agenda of appointment of director in the Company's website from 1<sup>st</sup> October 2021 to 14<sup>th</sup> January 2022, it appears that there was no person being nominated to be considered for being a director of the Company.

The Board of the Directors considered and approved with the proposal that The Nomination and Remuneration Committee has considered and opined that the number of directors is the same as prescribed in the criteria of corporate good governance which specifies that the Board of Directors should consist of 5-12 directors and all four existing directors who are retired by rotation in this year have met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation and also in the past 2 years, such four directors of the Company have never been employee or partner of the Auditor Company and in this year there is an Independent Director retired by rotation which is Mr. Pornwut Sarasin who has been holding the position of Independent Director for 6 years 6 months 8 days. For Mr. Thaveevat Tatiyamaneekul and Mr. Chanin Roonsamrarn who have been holding the position of Audit Committee and Independent Director for more than 9 years but the Nomination and Remuneration Committee has considered their qualification and opined that they are fully qualified under the Public Limited Companies Act B.E. 2535 and have substantial knowledge, capability, experience and specialized in business relating the Company's business and be skilled in auditing which can provide useful advice to the Company in a great deal and can provide an independent opinion in accordance with the guidelines of the relevant laws. Moreover, all four Directors have well performed their obligation with the Company for a long period of time and the persons who have been proposed to be directors in this year have been passed the process of considering of the Board of Directors and thus found that their qualifications are suitable for Company business. Moreover, there was no shareholder proposing the name of director to be considered. The Board of the Directors, therefore proposed such to the Shareholders' Meeting for consideration the approval to re-appoint all four Directors of the Company who would be retired by rotation in this year to be Directors of the Company for another term. Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who would be re-appoint will be abstained for voting in this Agenda. The biography of the directors, number of years in the position of director, and the number of time attending the meeting are as follows;

**The information to support agenda 6:**  
**The biography of directors are retired by rotation and proposed to re-appoint for another term.**



**Committee Information**

**Name – Surname** Mr. Pornwut Sarasin  
**Age** 62  
**Position** Director and Independent Director  
**Date of Appointment** October 1, 2015  
**Main Occupation** Chairman Thai Namthip Ltd.  
 (Soft Drinks Bottler)

Direct shareholding : None  
 Spouse and minor child shareholding : None  
 Family relationship with Director and Management : None

**Education**

<b>Education</b>	<b>Major</b>	<b>University</b>
Master Degree	Business Administration	Pepperdine University, USA
Bachelor Degree	Business Administration	Boston University, USA

**Training**

<b>Institution</b>	<b>Program</b>
Thai Institute of Directors Association (IOD)	Year 2005 - Directors Accreditation Program (DAP) 45/2005

**A Brief of Working Experience during the past 5 years**

**At present being Director of 5 Listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2015-Present	Independent Director	Home Product Center Plc.	Retail
2017-Present	Chairman	BG Container Glass Plc.	Packaging Manufacturers and Distributor
2015-Present	Director	Crown Seal Plc.	Packaging
2009-Present	Director	AP (Thailand) Plc.	Real Estate
1994-Present	Director and Chairman of Audit Committee	Charoong Thai Wire & Cable Plc.	Cable Manufacturers and Distributor

**At present being Director of 9 non-listed companies.**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2014-Present	Director	Bangkok Glass Plc.	Packaging Manufacturers and Distributor
2013- Present	Chairman	Thai Namthip Co., Ltd	Soft drink Bottler

**A Brief of Working Experience during the past 5 years (Continued)**  
**At present being Director of 9 non-listed companies.**

<b><u>During</u></b>	<b><u>Position</u></b>	<b><u>Company Name</u></b>	<b><u>Type of Business</u></b>
2000- Present	Director	Honda Automobile (Thailand) Co., Ltd.	Automobile Manufacturers
1998- Present	Director	Denso (Thailand) Co., Ltd.	Electronic Manufacturers
1993- Present	Director	Thai Asia Pacific Brewery Co., Ltd.	Drinking Manufacturers and Distributor
1986- Present	Director	Thai-MC Co., Ltd.	Chemical Wholesaler
1986- Present	Director	Isuzu Motors (Thailand) Co., Ltd.	Automobile Manufacturers
1986- Present	Director	Tri Petch Isuzu Sales Co., Ltd.	Automobile Distributor
1986- Present	Director	Tri Petch Isuzu Leasing Co., Ltd.	Automobile Leasing

**Conflict of Interest**

1. The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.
2. Not having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows:
  - 1) He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company.
  - 2) He does not provide any professional service i.e. Auditor, legal counsel
  - 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

**No. of Terms and No. of service year as Directors.** 3 terms for 6 Years 6 Months and 8 Days of services.

1<sup>st</sup> Terms: From October 1, 2015 to April 5, 2017

2<sup>nd</sup> Terms: From April 5, 2017 to July 10, 2020

3<sup>rd</sup> Terms: From July 10, 2020 to April 8, 2022

**Summary of No. of Meeting attendance during the past year for consideration:**

1. Board of Director's Meeting : 10 attendances out of total 12 meetings
2. Non-Executive Director's Meeting : The company held a meeting in total 1 time, the director was not able to attend the meeting due to other engagement.

**Committee Information**

**Name – Surname** Mrs. Suwanna Buddhaprasart  
**Age** 66  
**Proposed Position** Director and the Authorized Signatory Director  
**Date of Appointment** July 2, 2003  
**Main Occupation** Chief of Executive Officer, LH Mall and Hotel Co., Ltd. (Property development)



Direct shareholding : None  
 Spouse and minor child shareholding : None  
 Family relationship with Directors and management : None

**Education**

Education	Major	University
Master Degree	Business Administration	Chulalongkorn University
Bachelor Degree	Commerce and Accountancy	Chulalongkorn University

**Training**

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2011 - Financial Institutions Governance Program (FGP) 3/2011
	Year 2007 - Director Certification Program (DCP) 85/2007
	Year 2004 - Director Accreditation Program (DAP) 29/2004

**A Brief of Working Experience during the past 5 years****At present being Director of 3 Listed companies**

During	Position	Company Name	Type of Business
2003- Present	Director	Home Product Center Plc.	Retail
2018- Present	Director	Mandarin Hotel Plc.	Hotel
2014- Present	Executive Director, Corporate Governance Committee and Risk Management Committee	Quality Houses Plc.	Property development
2011- 2017	Director	LH Financial Group Plc.	Holding Company

**At present being Director of 17 non-listed companies.**

During	Position	Company Name	Type of Business
2017- Present	Director	Land and Houses Fund Management Co., Ltd.	Fund Management
2017- Present	Director	L&H Property Co., Ltd.	Property Development



**A Brief of Working Experience during the past 5 years (Continued)**  
**At present being Director of 17 non-listed companies.**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2016- Present	Director and Chief Executive Officer	LH Mall & Hotel Co., Ltd.	Mall and Hotel
2016- Present	Director	L&H Retail Management Co., Ltd.	Shopping Mall
2016- Present	Director	Gusto Village Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Rayong 2553) Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Prachuapkhirikhan 2554) Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Petchburi 2553) Co., Ltd.	Property Development
2013- Present	Director	Property Host Co., Ltd.	Property Development
2013- Present	Director	Casa Ville (Chonburi 2554) Co., Ltd.	Property Development
2012- Present	Director	Center Point Hospitality Co., Ltd.	Property Leasing
2012- Present	Director	L&H Hotel Management Co., Ltd.	Hotel
2008- Present	Director	L&H Management Co., Ltd.	Hotel
2003- Present	Director	Casa Ville Co., Ltd.	Property Development
2003- Present	Director	QH Management Co., Ltd	Service
2000- Present	Director	QH International Co., Ltd.	Property Leasing
2000- Present	Director	The Confidence Co., Ltd.	Property Development

**The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.**

**No. of Terms and No. of service year as Directors.** 6 terms for 18 years 9 months 7 days of services:

- 1<sup>st</sup> Term: From July 2, 2003 to April 4, 2007
- 2<sup>nd</sup> Term: From April 4, 2007 to April 7, 2010
- 3<sup>rd</sup> Term: From April 7, 2010 to April 5, 2013
- 4<sup>th</sup> Term: From April 5, 2013 to April 7, 2016
- 5<sup>th</sup> Term: From April 7, 2016 to April 9, 2019
- 6<sup>th</sup> Term: From April 9, 2019 to April 8, 2022

**Summary of No. of Meeting attendance during the past year for consideration:**

- 1. Board of Director's Meeting : 12 attendances out of total 12 meetings
- 2. Non-Executive Director's Meeting : 1 attendance out of total 1 meeting

## **Committee Information**

**Name – Surname** Mr. Thaveevat Tatiyamaneekul  
**Age** 76  
**Proposed Position** Independent Director and Audit Committee  
**Date of Appointment** May 29, 2001  
(Counted from the date of conversion to be public company.)  
**Main Occupation** Chairman of Executive Director, Star Fashion (2008) Co., Ltd  
(Garment and Fashion Product Distributor)



Direct shareholding : None  
Spouse and minor child shareholding : None  
Family relationship with Directors and Management: None

## **Education**

<b>Education</b>	<b>Major</b>	<b>University</b>
Primary	-	-

## **Training**

<b>Institution</b>	<b>Program</b>
Thai Institute of Directors Association (IOD)	Year 2004 - Directors Accreditation Program (DAP) 29/2004

## **A Brief of Working Experience during the past 5 years**

### **At present being Director of 1 Listed company**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2001- Present	Independent Director and Audit Committee	Home Product Center Plc.	Retail

### **At present being Director of 2 non-listed companies.**

2013- Present	Chairman of Executive Director	Manee-pin Co.,Ltd.	Holding Company
1989- Present	Chairman of Executive Director	Star Fashion (2008) Co., Ltd.	Garment and Fashion Product Distributor

## **Conflict of Interest**

1. The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.
2. Not having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows:

- 1) He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company.
- 2) He does not provide any professional service i.e. Auditor, legal counsel
- 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

**No. of Terms and No. of service year as Directors.** 7 terms for 20 years 10 months 11 days of services:

1<sup>st</sup> Term: From May 29, 2001 to April 8, 2004

2<sup>nd</sup> Term: From April 8, 2004 to April 4, 2007

3<sup>rd</sup> Term: From April 4, 2007 to April 7, 2010

4<sup>th</sup> Term: From April 7, 2010 to April 5, 2013

5<sup>th</sup> Term: From April 5, 2013 to April 7, 2016

6<sup>th</sup> Term: From April 7, 2016 to April 9, 2019

7<sup>th</sup> Term: From April 9, 2019 to April 8, 2022

**Summary of No. of Meeting attendance during the past year for consideration:**

- |                                     |   |
|-------------------------------------|---|
| 1. Board of Director's Meeting      | : 12 attendances out of total 12 meetings |
| 2. Audit Committee's Meeting        | : 12 attendances out of total 12 meetings |
| 3. Non-Executive Director's Meeting | : 1 attendance out of total 1 meeting     |

## Committee Information

**Name – Surname** Mr. Chanin Roonsamrarn  
**Age** 74  
**Position** - Audit Committee  
 (appointed on 22 September 2005)  
 - Independent Director  
 (appointed on 22 September 2005)  
 - Nomination and Remuneration Committee  
 (appointed on 29 March 2007)



**Main Occupation** Director - Home Product Center Plc. (Retail)  
 Mr. Chanin Roonsamrarn has experience and expertise in Accounting and Finance

Direct shareholding : None  
 Spouse and minor child shareholding : None  
 Family relationship with Director and Management : None

## Education

Education	Major	University
Master Degree	Business Administration	Fort Hays State University, Kansas, USA

## Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2006 - DCP Refresher course 2/2006
	Year 2005 - Audit Committee Program (ACP) 9/2005
	Year 2002 - Director Certification Program (DCP) 15/2002
	Year 2001 - Role of Chairman Program (RCM) 6/2001
	Year 1993 - Executive Program Stanford - NUS

## The Brief of Working Experience during the past 5 years

### At present being Director of 1 Listed company

During	Position	Company Name	Type of Business
2007 - Present	Nomination and Remuneration Committee	Home Product Center Plc.	Retail
2005 - Present	Audit Committee and Independent Director		
1999 - 2019	Audit Committee and Independent Director	Thai Reinsurance Plc.	Insurance

**The Brief of Working Experience during the past 5 years (Continued)**

**At present being Director of 1 Listed company**

2003 - 2013	Audit Committee, Independent Director and Chairman of Risk Management Committee	Chubb Samaggi Insurance Plc.	Insurance
-------------	---	------------------------------	-----------

**At present being Director of 2 non-listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2020 - Present	Chairman	Suzuki Motor Thailand Co., Ltd.	Distributor
2010 - Present	Chairman of Executive Director	SBL Leasing Co., Ltd.	Financials

**Conflict of Interest**

1. The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.
2. Not having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows:
  - 1) He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company
  - 2) He does not provide any professional service i.e. Auditor, legal counsel.
  - 3) He has no business relationship or benefit or interest with company that affect the duty performing independently in giving an opinion.

**No. of Terms and No. of service year as Directors** 6 terms for 16 years 6 months 18 days of services:

- 1<sup>st</sup> Term: From September 22, 2005 to April 04, 2007  
2<sup>nd</sup> Term: From April 04, 2007 to April 07, 2010  
3<sup>rd</sup> Term: From April 07, 2010 to April 05, 2013  
4<sup>th</sup> Term: From April 05, 2013 to April 07, 2016  
5<sup>th</sup> Term: From April 07, 2016 to April 09, 2019  
6<sup>th</sup> Term: From April 09, 2019 to April 08, 2022

**Summary of No. of Meeting attendance during the past year for consideration:**

1. Board of Director's Meeting : 12 attendances out of total 12 meetings
2. Audit Committee's Meeting : 12 attendances out of total 12 meetings
3. The Nomination and Remuneration Committee's Meeting : 2 attendances out of total 2 meetings
4. Non-Executive Director's Meeting : 1 attendance out of total 1 meeting

**Resolved**

The Meeting considered and adopted the resolution to re-appoint the four Directors of the Company with the votes of one-half of the total votes of the Shareholders attending the Meeting and casting votes. For this Agenda, the Company arranged the voting method to appoint Director on an individual basis as follows:

### 1. Mr. Pornwut Sarasin Position Director and Independent Director

The Meeting adopted the resolution with the votes exceeding one-half of total votes of Shareholders attending the Meeting and casting votes, with following details:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,488,434,319	96.7192
-Disapproved	321,856,407	3.2808
-Abstained	1,163,268	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Remark :** After the meeting certificated the Agenda 6.1, there were additional attending shareholders with the number of the share of 4,000 shares. Therefore, the total number of share was increased to 9,811,457,994 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 6.2 has increased accordingly.

### 2. Mrs. Suwana Buddhaprasart Position Director

The Meeting adopted the resolution with the votes exceeding one-half of total votes of Shareholders attending the Meeting and casting votes, with following details:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	9,562,398,154	97.4706
-Disapprove	248,148,295	2.5294
-Abstain	911,545	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

### 3.Mr. Thaveevat Tatiyamaneekul Position Director, Audit Committee and Independent Director

The Meeting adopted the resolution with the votes exceeding one-half of total votes of Shareholders attending the Meeting and casting votes, with following details:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	8,754,623,589	89.2286
-Disapprove	1,056,834,405	10.7714
-Abstain	0	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

**Remark :** After the meeting certificated the Agenda 6.3, there were additional attending shareholders with the number of the share of 3,000 shares. Therefore, the total number of share was increased to 9,811,460,994 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 6.4 has increased accordingly.

**4. Mr. Chanin Roonsamrarn Position Director, Audit Committee, Independent Director and Nomination and Remuneration Committee**

The Meeting adopted the resolution with the votes exceeding one-half of total votes of Shareholders attending the Meeting and casting votes, with following details:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	8,712,100,335	88.8034
-Disapprove	1,098,446,814	11.1966
-Abstain	913,845	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

**Agenda 7 To consider the approval of the remuneration of directors for the year 2022.**

The Chairman of the Meeting declared to the Meeting that Section 90 of the Public Limited Company Act B.E. 2535 specifies that “the Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company.”

“Clause 15 of the Articles of Association of the Company specifies that “the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders’ Meeting and such remuneration may be specified in the certain amount of money, or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the Directors will be entitled to receive allowance and other welfares according to the Company’s rules.

The contents in the first paragraph will not affected the right of staff or employee of the Company who is elected to be the Director to receive the remuneration and benefits as the staff or employee of the Company.”

The Company has its procedure to propose the remuneration through the consideration of the Nomination and Remuneration Committee before proposing such to the Board of Directors of the Company for their consideration and approval in order to propose such to the shareholders’ Meeting. In this regard, the Nomination and Remuneration Committee has considered according to the specified criterions as follows:

1. Considering on suitability by comparing with the criterions, method, rate of payment and obligation assigned of the Company in the same business and industry, and considering on the Company’s liquidity.

2. Considering on the Company's operation result as of yearend and the payment will be made when the Company has its profit.

3. Considering on payment when the Company has already paid remuneration to shareholders and employees.

The composition of the Director's remuneration is monthly remuneration in providing the consultation in any matter to the Company working group and attendance fee. Normally, the Company will arrange for the Board of Directors Meeting to be held at least once a month and also arrange for other sub-committee meetings i.e. the Audit Committees Meeting, the Executive Directors Meeting and the Nomination and Remuneration Committees Meeting.

The information showing the comparison of remuneration payment in the previous years is as follows:

The year paid for remuneration	Approved amount	Actual amount paid
2019	12,000,000 Baht	9,130,000 Baht
2020	12,000,000 Baht	9,220,000 Baht
2021	12,000,000 Baht	9,140,000 Baht

Number of the Board of Directors' Meeting in the year 2021 is as follows:

Board of Directors	Actual Number of Meeting in 2021
-The Board of Directors Meeting	12
-The Executive Committee Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	2
-The Non-Executive Directors Meeting	1

The details of remuneration of director of each group are as follows:

Composition of Remuneration	Amount
Remuneration of Directors	
1. Monthly remuneration	
- Chairman	Baht 80,000 per person / per month
- Director	Baht 40,000 per person / per month



Composition of Remuneration	Amount
Remuneration of Directors	
2. Remuneration per meeting attendance - Chairman  - Director	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance The Director who is in the management position of the Company will not receive Remuneration per meeting attendance.
Remuneration of Sub-Committees meeting allowance is payable for each meeting only the time of meeting attendance. (Sub-committees are composing of the Audit Committees, the Executive Committee and the Nomination and Remuneration Committees).	
Remuneration per meeting attendance of the sub-committee - Chairman of each the sub-committee - Director of each sub-committee	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance

The Nomination and Remuneration Committees and the Board of Directors of the Company have considered to specify the remuneration of the Directors of the Company by considering on the Company's result in overall, the dividend payment paid to shareholders, obligations and responsibilities of each of the Board of Directors group, the criterions of the same business, and therefore proposed to the Shareholders' Meeting to approve for remuneration of the Directors and Sub-Committees of the year 2022 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2021.

For other benefits, the Company proposed to the meeting for acknowledgement that other benefits that the Company gave to the directors were only the welfares benefit for buying goods with discount, which the given discount are as specified in the Articles of Association of the Company having been approved by the Shareholders Meeting, and that such welfares benefit was given by the Company at the rate not higher than the rate the Company giving to general VIP customers which is fixed at the highest rate not more than 10% which is equivalent to the payment for the year 2021. In the year 2022, the Company provides medical checkup for 1 time per year as additional welfare.

Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who receives the remuneration will be abstained for voting in this Agenda.

**Resolved**

The Meeting considered and adopted the resolution to approve the remuneration of the Directors and Sub-Committees of the year 2022 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) by specifying the Board of Director remunerations for each one according to the Chairman’s proposal herein before. Apart from, the director remunerations as mentioned above, the Meeting of Shareholders approved to give other benefits to the directors i.e. the welfares benefit for buying goods with discount which the given discount are as specified in the Articles of Association of the Company having been approved by the Shareholders’ Meeting, and such welfares benefit was given by the Company at the rate not higher than the rate the Company gives to general VIP customers, which is fixed at the highest rate not more than 10% which is equivalent to the payment for the year 2021. In the year 2022, the Company provides medical checkup for 1 time per year as additional welfare.

The Meeting adopted the resolution with the votes of exceeding two-thirds of total votes of shareholders attending the meeting. The details are as follows:

Resolution	Number of Share	Percentage of all shareholders attending the Meeting
-Approve	9,383,370,252	95.6368
-Disapprove	10,444,350	0.1065
-Abstain by Shareholders 910,945 shares	417,646,392	4.2567
-Abstain by Directors 416,735,447 shares		
-Voided ballot	0	0

**Agenda 8 To consider the approval the payment of Directors’ bonus for the Year 2021.**

The Chairman of the Meeting declared to the Meeting that Section 90 of the Public Limited Company Act B.E. 2535 specifies that “the Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company.”

“Clause 15 of the Articles of Association of the Company specifies that “the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of

Association or consideration of the Shareholders' Meeting and such remuneration may be specified in the certain amount of money, or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the Directors will be entitled to receive allowance and other welfares according to the Company's rules.

The contents in the first paragraph will not be affected the right of staff or employee of the Company who is elected to be the Director to receive the remuneration and benefits as the staff or employee of the Company.”

The Nomination and Remuneration Committee has considered the bonus of the Directors by considering on the suitability having the criterions as follows:

1. Since the Board of Directors has involved in specifying the policies, operating guideline, including giving advice on various aspects of the Company.
2. At the end of the year 2021, Market Capitalization of the Company increased by 5.84% despite of Covid-19 outbreak situation.

The information showing the comparison of Director's bonus payment of the previous years is as follows:

The year approved for the bonus payment to the Directors and Sub-committees	Approved amount	Actual amount paid
2018	35,000,000 Baht	35,000,000 Baht
2019	35,000,000 Baht	35,000,000 Baht
2020	31,500,000 Baht	31,500,000 Baht

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the payment of bonus for all Directors and Sub-Committees of the year 2021 in the amount of Baht 33,000,000 (Thirty Three Million Baht).

Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who receives the Director's bonus will be abstained for voting in this Agenda.

**Resolved**

The Meeting considered and adopted the resolution to approve the payment of bonus for all Directors and Sub-Committees of the year 2021 in the amount of Baht 33,000,000 (Thirty Three Million Baht) with the votes of exceeding two-thirds of total votes of shareholders attending the meeting. The details are as follows:

Resolution	Number of Share	Percentage of all Shareholders attending the meeting
-Approve	9,193,288,477	93.6995
-Disapprove	201,420,132	2.0529
-Abstain by Shareholders 16,938 shares	416,752,385	4.2476
-Abstain by Directors 416,735,447 shares		
-Voided ballot	0	0

**Khun Wittaya Kijwattanabool, the Shareholder, questioned:**

**1<sup>st</sup> question:** To speed up the construction of Mega Home’s new branch, do we have any strategy since our competitors go too far? How do we plan to compete them or speedy create marketing plan?

**2<sup>nd</sup> question:** We would like to know how is the progress of Homepro Vietnam in concrete other than online selling? How is the feedback from customers? Do we have any plan for future?

**3<sup>rd</sup> question:** Do you think whether Homepro Malaysia will break even and get any profit in return or not if we have not got effect from Covid-19? Is Homepro now only one player in the market? What is our ranking in the market if there are other players?

**Khun Khunawut (Managing Director) answered:**

**Answered the 1<sup>st</sup> question:** Since some questions cannot be disclosed because it will affect our competition, we will answer your question in overall as follows: Since the Shareholder concerns about our competitors expanding their branches and Mega Home may not keep up, we would like to inform you that the importance thing in doing business is to grow up with sales volume and profit. Now, Mega Home has 14 branches and generates profits and is better in competition and we will start expanding its branch in this year.

**Answered the 2<sup>nd</sup> question:** For our business operation in Vietnam, since regulation in opening our branch in Vietnam is rather strict resulting in the branch opening is not flexible, we may start expanding our branch if Covid-19 situation in this year is better.

**Answered the 3<sup>rd</sup> question:** For our business operation in Malaysia, we now have 7 branches. If we consider such from our branch where profit can be generated but the profit that we have received is not sufficient to cover all central expense e.g. inventory expense, computer system expense and goods management system, we have to increasingly expand our branch to reach Economy of Scale. In Malaysia, we have not found any trader running same business as Homepro but alike e.g. MR.DIY. For the question when we will reach the breakeven point, if we have no Covid-19 situation, the business operation result should be better. However, in the previous year, we were affected from Covid-19 results in our operation result was not good enough.

**Agenda 9**      **To consider the approval the appointment of auditors and determination the auditing fee for the year 2022.**

The Chairman of the Meeting declared to the Meeting that the Clause 30 (5) of the Articles of Association of the Company specifies that the matter which the Annual General Meeting shall proceed are as follows: (5) appointing the auditors and specifying the audit fee.

The Audit Committee has considered many auditors by considering on the performance result, independence of the auditors, and then proposed to the Board of Directors to appoint the auditors of EY Office Limited to be the auditors of the Company of the year 2022 as per the following auditors' names:

- |                 |                    |     |         |        |
|-----------------|--------------------|-----|---------|--------|
| 1.Mrs. Gingkarn | Atsawarangsalit    | CPA | No.4496 | and/or |
| 2.Ms. Sumana    | Punpongsanon       | CPA | No.5872 | and/or |
| 3.Mr. Chayapol  | Suppasedtanon      | CPA | No.3972 | and/or |
| 4.Ms. Orawan    | Techawatanasirikul | CPA | No.4807 |        |

This is because they have good standard in their performance, specialized in auditing, and always well performed in their obligations. In addition, when comparing with the quantity of work and the rate of audit fee of other listed companies in the same level, the Committee opined that such audit fee is appropriate and, therefore, approved the audit fee for the year 2022 in the amount of not exceeding Baht 3,715,000 (Three Million Seven hundred and Fifteen Thousand Baht)

In addition to the audit fee, the Company has also paid for other fee, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000.

The details of the audit fee for the year 2022 are as follows:

Unit :Baht

<b>Audit Fee</b>	Year 2019	Year 2020	Year 2021	Year 2022
Annual audit fee for the financial statements of the Company	2,675,000	2,760,000	2,760,000	2,695,000
Quarterly reviewing fee for financial statements of the Company for the whole year	1,005,000	1,035,000	1,035,000	1,020,000
Total amount requested for approval	3,680,000	3,795,000	3,795,000	3,715,000

In the event that the auditors mentioned above are unable to perform their duties, EY Office Limited shall assign other approved auditors of the Company to audit the Company's account and express opinion on the Company's financial statement in place of them. The Company has appointed the auditors from EY Office Limited to be the auditors of the Company. The auditor who is authorized to sign in the Company's financial statement is unable to serve in such position for more than consecutive period of 7 years. Currently, Mrs. Gingkarn Atsawarangsalit has been the auditor who signed financial statements serves duty already for 5 years. However, the auditors have no relationship and no conflict of interest with the Company/ subsidiary/ executive/ major shareholder or any person related to such person in which the auditors of the Company and the auditors of subsidiaries are in the same audit firm.

Therefore, the Shareholders' Meeting was proposed to consider and approve to appoint the auditors from EY Office Limited to be the Company's auditor in year 2022, and approve the audit fee in the amount of not exceeding Baht 3,715,000 (Three Million Seven hundred and Fifteen Thousand Baht) and other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000.

**Resolved**

The Meeting considered and adopted the resolution to approve to appoint the auditors of EY office Limited to be the auditors of the Company and its subsidiaries of the year 2022 as per the following names:

- 1.Mrs. Gingkarn Atsawarangsalit CPA No.4496 and/or
- 2.Ms. Sumana Punpongsanon CPA No.5872 and/or
- 3.Mr. Chayapol Suppasedtanon CPA No.3972 and/or
- 4.Ms Orawan Techawatanasirikul CPA No.4807

and approve the audit fee in the amount of not exceeding Baht 3,715,000 (Three Million Seven hundred and Fifteen Thousand Baht) and other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000. In the event that the auditors mentioned above are unable to perform their duties, EY Office Limited shall assign other approved auditors of the Company to audit the Company's account and express opinion on the Company's financial statement in place of them.

The Meeting adopted the resolution with the votes of more than one-half of the total votes of shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,757,344,307	99.4540
-Disapproved	53,569,987	0.5460
-Abstained	546,700	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Khun Phanuwat Vetyanvivat, the Shareholder, questioned:**

Will the Company expand to any country other than Malaysia?

**Khun Wannee (the Secretary of the Company) answered:**

The Company has expanded to Vietnam.

**Khun Phanuwat Vetyanvivat, the Shareholder, questioned:**

How does the Company plan to increase same store growth?

**Khun Khunawut (Managing Director) answered:**

The Company plans to increase the same store growth by using main strategy that is to adjust our strategy on product and expand customer base to each local where the Company opens its branch. We have to make customer satisfaction in our service via member system provided that each branch will have different strategies depending on details of each local.

**Khun Basan Kumardukar sent his question via email:**

1. Thank you for making Share price, CG, Market Cap and Operating Cash flow better.
2. In financial statement, OD is at the amount of Baht 1,231 Million and Current Portion of Long Term Loan at Baht 3,825 Million should be zero, why did the Company borrow OD since OD is more expensive?

**Khun Wannee (the Secretary of the Company) answered:**

In financial statement, the word “Short Term Loan for Financial Institution” comprises of 2 parts i.e.

- 2.1 Loan from Malaysia which is used as short term loan in the form of bills of Malaysian business.
- 2.2 Short term loan (Thai bill) which we borrowed in the 3<sup>rd</sup> quarter. When we have to closed our branch during Covid-19, the Company has to reserve our liquidity and, currently, such was repaid in full.

We did not use any OD amount. We just issued the bill of Exchange which has lower funding cost than OD loan.

2.3 For current portion of long term loan at the amount of Baht 3,281 Million is a part of the debenture that will be due in next 12 months at the amount of Baht 3,120.8 Million and the long-term loan of Malaysia that matures in the amount of Baht 61 Million. According to accounting standard, it has to be reclassified to short term debenture that will be due in November 2022.

**Khun Phanuwat Vetyanvivat, the Shareholder, questioned**

How is the tendency of spending per bill?

**Khun Wannee (the Secretary of the Company) answered:**

Spending per bill is the strategy that the Company continually operates with both our old customers and new customers and now we have the increasing trend.

**Khun Wittaya Kijwattanabool, the Shareholder, questioned:**

We want the Company’s executives to present the direction plan of the year 2022-2023.

**Khun Khunawut (Managing Director) answered:**

In the year 2022, we plan to expand Mega Home’s branch. We will try to find areas in order to increasingly opening more branches.

There were no other matters for consideration and no shareholder having further inquiry, the Chairman then declared the Annual General Meeting of Shareholders for the year 2022 adjourned at 11.45 hrs.

Singed Mr. Rutt Phanijphand Chairman of the Meeting  
(Mr. Rutt Phanijphand)

Singed Ms. Wannee Juntamongkol Company Secretary  
(Ms. Wannee Juntamongkol)



# Attachment 3.1

อากรแสตมป์ 20 บาท

Duty Stamp 20 Baht

หนังสือมอบฉันทะแบบ ก.

Proxy (Form A)

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/am/are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....หรือ/or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 7 เมษายน 2566 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฝ้า ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the Year 2023 via electronic system on Friday 7<sup>th</sup> April 2023 at 10.00 a.m. . The Meeting will be broadcasted from The Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satom Road, Tungmahamek Sub District, Satom District, Bangkok, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ/ Any act(s) taken by the Proxy at the meeting shall be deemed to be taken by myself/ ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer  
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy  
(.....)

## หมายเหตุ/ Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All votes of a shareholder may not be split for more than one Proxy.

หนังสือมอบฉันทะแบบ ข.

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น/ Shareholder Registration No. ....

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/I/We.....สัญชาติ/Nationality.....อยู่บ้านเลขที่/  
Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/  
District.....จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal  
Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/ Being (a) shareholder(s) of Home  
Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and  
having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the  
right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the  
right to vote equal to.....เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....  
ถนน/Street .....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....  
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address\*.....  
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....  
ถนน/Street .....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....  
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address\*.....  
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....  
ถนน/Street .....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....  
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address\*.....  
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone\*.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2566 ในวันศุกร์ที่ 7 เมษายน 2566 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้อง  
ประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ  
สถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the  
Annual General Meeting of Shareholders for the Year 2023 via electronic system on Friday 7<sup>th</sup> April 2023 at 10.00 a.m. The  
Meeting will be broadcasted from The Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satom Road, Tungmahamek  
Sub District, Satom District, Bangkok, or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้ / In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

- วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565

**Agenda 1** To consider the approval of the Minutes of The Annual General Meeting of the Shareholders for the year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

- วาระที่ 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

**Agenda 2** To consider for acknowledgement the Company's Operation Result of the year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

- วาระที่ 3 เรื่องพิจารณานุมัติงบประมาณการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

**Agenda 3** To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31<sup>st</sup> December 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

- วาระที่ 4 เรื่องพิจารณานุมัติการจ่ายปันผลประจำปี 2565

**Agenda 4** To consider the approval of the dividend payment for the year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

- วาระที่ 5 เรื่องพิจารณานุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้อออกตามวาระ

**Agenda 5** To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- การแต่งตั้งกรรมการทั้งหมด / Appointment all proposed directors.
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director.
- 1.นายคุณวุฒิ ธรรมพรหมกุล (Mr. Khunawut Thumpomkul)  
ตำแหน่ง/Position กรรมการและประธานคณะกรรมการบริหาร / Director and Chairman of Executive Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- 2.นายนพร สุทธจรจิตต์เจริญ (Mr. Naporn Sunthornchitcharoen)  
ตำแหน่ง/Position กรรมการ กรรมการบริหาร และกรรมการสรรหาและกำหนดค่าตอบแทน / Director, Executive Director and Nomination and Remuneration Committee
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- 3.นายอาชวิณ อัสวโภคิน (Mr. Achawin Asavabhokin)  
ตำแหน่ง/Position กรรมการ / Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 6 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2566  
**Agenda 6 To consider the approval the remuneration of directors for the year 2023.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 7 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2565  
**Agenda 7 To consider the approval the payment of Directors' bonus for the year 2022.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 8 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566  
**Agenda 8 To consider the approval the appointment of auditors and determination the auditing fee for the year 2023.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

□ วาระที่ 9 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์)

**Agenda 9 To consider the approval the amendment to the Memorandum of Association, Section 3 (Company's objectives).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

□ วาระที่ 10 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท โดยแก้ไขข้อบังคับซึ่งเกี่ยวกับเกี่ยวกับการจัดประชุมกรรมการและการประชุมผู้ถือหุ้น การส่งหนังสือเชิญประชุม และการมอบฉันทะ โดยวิธีการทางอิเล็กทรอนิกส์ ให้สอดคล้องกับการแก้ไขพระราชบัญญัติบริษัทมหาชนจำกัด (ฉบับที่ 4) ปี 2565

**Agenda 10 To consider the approval the amendment of the Articles of Association of the Company by amending the regulations relating to the arrangement of the Board of Directors' meeting and the shareholders' meeting, sending meeting invitations and proxy via electronic means in accordance with the Amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer      ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy  
 (.....)  
 วันที่/ Date...../...../.....      วันที่/ Date...../...../.....

หมายเหตุ/ Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / A shareholder appointing Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be split into more than one Proxy to separately vote.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล / As per the agenda to appoint director, the appointment can be made for all directors or for individual director.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ / In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the Proxy form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attached Sheet to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 7 เมษายน 2566 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮ้าส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2023 via electronic system on Friday 7<sup>th</sup> April 2023 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, or at any adjournment thereof.

วาระที่/ Agenda.....เรื่อง/ Subject.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

วาระที่/ Agenda.....เรื่อง/ Subject.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve                       ไม่เห็นด้วย/ Disapprove                      งดออกเสียง/ Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/ Proxy

(.....)

(.....)

วันที่/ Date...../...../.....

วันที่/ Date...../...../.....

อากรแสตมป์ 20 บาท

Duty Stamp 20 Baht

หนังสือมอบฉันทะแบบ ค.

(เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

Proxy (Form C)

(For Foreign shareholders who authorize the custodian in Thailand as proxy)

เลขทะเบียนผู้ถือหุ้น / Shareholder Registration No.....

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month..... พ.ศ./Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/ Reside at..... ถนน/ Street..... ตำบล/แขวง/ Sub-District.....อำเภอ/เขต/ District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (As the Custodian of (Please specify the fund name / shareholder name) ให้กับ..... ซึ่งเป็นถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/ am/ are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of ..... หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal to .....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

(2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address\*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone\*.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 7 เมษายน 2566 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the Year 2023 via electronic system on Friday 7<sup>th</sup> April 2023 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, or at any adjournment thereof.



(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ /In the meeting, I/we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ / Equal to the total number of my/ our shares and having the right to vote

มอบฉันทะบางส่วน คือ/ assign partial number of my/our shares and having the right to vote as follows;

หุ้นสามัญ / Ordinary share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด / Total votes are.....เสียง / votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้/ In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565

**Agenda1 To consider the approval of the Minutes of The Annual General Meeting of the Shareholders for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

วาระที่ 2 เรื่องพิจารณารับรองรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

**Agenda 2 To consider for acknowledgement the Company's Operation Result of the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

**Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31<sup>st</sup> December 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

เห็นด้วย/ Approve.....เสียง

- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 4 เรื่องพิจารณาอนุมัติการจ่ายปันผลประจำปี 2565
- Agenda 4 To consider the approval of the dividend payment for the year 2022.**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 5 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5 To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- การแต่งตั้งกรรมการทั้งชุด / Appointment all proposed directors
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director
- โดยมีรายชื่อกรรมการดังต่อไปนี้ / As the following director's names:
- 1.นายคุณวุฒิ ธรรมพรหมกุล (Mr. Khunawut Thumpomkul)
- ตำแหน่ง/Position กรรมการและประธานคณะกรรมการบริหาร / Director and Chairman of Executive Director
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- 2.นายนพร สุนทรจิตต์เจริญ (Mr. Naporn Sunthornchitcharoen)
- ตำแหน่ง/Position กรรมการ กรรมการบริหาร และกรรมการสรรหาและกำหนดค่าตอบแทน / Director, Executive Director and Nomination and Remuneration Committee
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- 3.นายอาววิน อัสวโกกิน (Mr. Achawin Asavabhokin)
- ตำแหน่ง/Position กรรมการ / Director
- เห็นด้วย/ Approve.....เสียง

- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 6 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2566
- Agenda 6 To consider the approval of the remuneration of directors for the year 2023.**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 7 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2565
- Agenda 7 To consider the approval the payment of Directors' bonus for the year 2022.**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 8 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566
- Agenda 8 To consider the approval the appointment of auditors and determination the auditing fee for the year 2023.**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 9 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์บริษัท)
- Agenda 9 To consider the approval the amendment to the Memorandum of Association, Section 3 (Company's objectives).**
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง

- วาระที่ 10 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท โดยแก้ไขข้อบังคับซึ่งเกี่ยวกับเกี่ยวกับการจัดประชุมกรรมการ และการประชุมผู้ถือหุ้น การส่งหนังสือเชิญประชุม และการมอบฉันทะ โดยวิธีการทางอิเล็กทรอนิกส์ ให้สอดคล้องกับการแก้ไขพระราชบัญญัติบริษัทมหาชนจำกัด (ฉบับที่ 4) ปี 2565

**Agenda 10 To consider the approval the amendment of the Articles of Association of the Company by amending the regulations relating to the arrangement of the Board of Directors' meeting and the shareholders' meeting, sending meeting invitations and proxy via electronic means in accordance with the Amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve.....เสียง
  - ไม่เห็นด้วย/ Disapprove.....เสียง
  - งดออกเสียง/ Abstain.....เสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer      ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy  
 (.....)  
 วันที่/Date...../...../.....      วันที่/ Date...../...../.....

หมายเหตุ/ Remarks

1. หนังสือมอบฉันทะแบบ ก. นี้/ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น / This Form C Proxy shall be used only in the case the shareholder whose name appears in the Register is overseas investor and has appointed custodian in Thailand as a deposit agent of the shares only.
2. หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะคือ / Evidences to be attached to the Proxy are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Letter of authorization from the shareholder to grant the custodian to proceed with the signing on the Proxy for the shareholder.
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
A document confirming that the signor on the Proxy for the shareholder has been permitted to engage in the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be split into more than one Proxy to separately vote.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As per the agenda to appoint director, the appointment can be made for all directors or for individual director.
5. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. ตามแนบ  
In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the proxy form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก.

Attached Sheet to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 7 เมษายน 2566 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮ้าส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2023 via electronic system on Friday 7<sup>th</sup> April 2023 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4<sup>th</sup> Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, or at any adjournment thereof.

- วาระที่/ Agenda.....เรื่อง/Subject.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve.....เสียง
  - ไม่เห็นด้วย/ Disapprove.....เสียง
  - งดออกเสียง/ Abstain.....เสียง
  
- วาระที่/ Agenda.....เรื่อง/Subject.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve.....เสียง
  - ไม่เห็นด้วย/ Disapprove.....เสียง
  - งดออกเสียง/ Abstain.....เสียง
  
- วาระที่/ Agenda.....เรื่อง/Subject.....
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
  - เห็นด้วย/ Approve.....เสียง
  - ไม่เห็นด้วย/ Disapprove.....เสียง
  - งดออกเสียง/ Abstain.....เสียง
  
- วาระที่/ Agenda.....เรื่อง/Subject เลือกลงมติกรรมการ (ต่อ) / appointment of director (continued)  
ชื่อกรรมการ / Name of Director .....
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer    ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy  
(.....)

วันที่/ Date...../...../.....

วันที่/ Date...../...../.....

## **Attachment 3.2**

**The following documents must be presented prior to attending the shareholders meeting (as the case may be):**

1. In the event that the shareholder is a natural person:
  - 1.1 Attendance in person: presenting an official document issued by governmental agency which having photograph of such shareholder, and not yet expired, e.g. personal ID card, driver license, or passport.
  - 1.2 Attendance by proxy:
    - (A) a completed Proxy Form, which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
    - (B) a copy of the official document of the shareholder as referred to in 1.1 certified as true copy by the appointer; and
    - (C) an original of the proxy's official document as referred to in 1.1 above.
2. In the event that the shareholder is a juristic person:
  - 2.1 Attendance by an authorized representative of such shareholder:
    - (A) an original of such authorized representative's official document as referred to in 1.1; and
    - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified as true copy by such authorized representative.
  - 2.2 Attendance by proxy:
    - (A) a completed Proxy Form which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
    - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs on the Proxy Form as the appointers an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified and affixed the company seal by such authorized representative; and
    - (C) an original of the proxy's official document as referred to in 1.1 above.
3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Clause 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

  - (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or conditions of the authority of such person(s); and
  - (B) If the original document which is not made in English, English translation is required to be made and attached thereto and such translation must be certified by the authorized representative of such juristic person.



## Attachment 3.3

### Brief biographies of Independent Director who is assigned to be proxy.

#### Committee Information

**Name – Surname** Mr. Chanin Roonsamrarn **Age** 75

**Position**

- Audit Committee  
(appointed on 22 September 2005)
- Independent Director  
(appointed on 22 September 2005)
- Nomination and Remuneration Committee  
(appointed on 29 March 2007)



**Address** 31 Prachachuennonthaburi, Tumbol Bangkhen, Amphoe Muang Nonthaburi, Nonthaburi Province.

**Main Occupation** Director - Home Product Center Plc. (Retail - Consumer Discretionary)  
Mr. Chanin Roonsamrarn has experience and expertise in Accounting and Finance

Direct shareholding : None

Spouse and minor child shareholding : None

Family relationship with Director and : None

Management.

#### Education

Education	Major	University
Master Degree	Business Administration	Fort Hays State University, Kansas, USA

#### Training

<b>Institution</b>	Thai Institute of Directors Association (IOD)
<b>Program</b>	Year 2006 - DCP Refresher course 2/2006
<b>Program</b>	Year 2005 - Audit Committee Program (ACP) 9/2005
<b>Program</b>	Year 2002 - Director Certification Program (DCP) 15/2002
<b>Program</b>	Year 2001 - Role of Chairman Program (RCM) 6/2001
<b>Program</b>	Year 1993 - Executive Program Stanford - NUS

### The Brief of Working Experience during the past 5 years

#### At present being Director of 1 Listed company

During	Position	Company Name	Type of Business
2007 - Present	Nomination and Remuneration Committee	Home Product Center Plc.	Retail -Consumer Discretionary
2005 - Present	Audit Committee and Independent Director		
1999 - 2019	Audit Committee and Independent Director	Thai Reinsurance Plc.	Insurance
1996 - 2009	Managing Director and Chief Executive officer	The Siam Industrial Credit Public Company Limited	Financial

### At present being Director of 2 non-listed companies

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2020 - Present	Chairman	Suzuki Motor Thailand Co., Ltd.	Retail - Consumer Discretionary
2010 - Present	Chairman of Executive Director	SBL Leasing Co., Ltd.	Financial

### Conflict of Interest

1.The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.

2.The Director has no special interests that are different from any others in the agendas proposed to this Annual General Meeting of Shareholders, except for agenda to approve the payment of remuneration and director fee.

3. Not having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years as follows:

- 1) He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company
- 2) He does not provide any professional service i.e. Auditor, legal counsel.
- 3) He has no business relationship or benefit or interest with company that affect the duty performing independently in giving an opinion.

**No. of Terms and No. of service year as Director** 7 terms for 17 years 6 months 13 days of services:

- 1<sup>st</sup> Term: From September 22, 2005 to April 04, 2007  
2<sup>nd</sup> Term: From April 04, 2007 to April 07, 2010  
3<sup>rd</sup> Term: From April 07, 2010 to April 05, 2013  
4<sup>th</sup> Term: From April 05, 2013 to April 07, 2016  
5<sup>th</sup> Term: From April 07, 2016 to April 09, 2019  
6<sup>th</sup> Term: From April 09, 2019 to April 08, 2022  
7<sup>th</sup> Term: From April 08, 2022 to April 07, 2023 (Annual General Meeting of the Shareholders)

### **No. of Meeting attendance.**

1. Board of Director's Meeting : 12 attendances out of total 12 meetings
2. Audit Committee's Meeting : 12 attendances out of total 12 meetings
3. The Nomination and Remuneration Committee's Meeting : 4 attendances out of total 4 meetings
4. Non-Executive Director's Meeting : 1 attendance out of total 1 meeting

## **Attachment 4** **Supplemental document for Agenda 5**

### **Committee Information**

**Name – Surname** Mr. Khunawut Thumpomkul Age 65

**Position** Director and Chairman of Executive Director

**Date of Appointment** - Director (appointed on May 29, 2001)  
(Counted from the date of conversion to be public company)  
- Managing Director  
(appointed on May 29, 2001 to December 31,2022)  
- Chairman of Executive Director  
(appointed on January 1, 2022)  
Being a director who is authorized to sign on behalf of  
the Company as specified in the company certificate.



**Main Occupation** Chairman of Executive Director. Home Product Center Plc.  
(Retail - Consumer Discretionary)

Direct shareholding : 142,122,189 shares Proportion 1.08%  
Spouse and minor child shareholding : None  
Family relationship with management : None

### **Educational**

<b>Educational</b>	<b>Major</b>	<b>University</b>
Master Degree	Business Administration	National Institute of Development Administration
Bachelor Degree	Economics	Ramkhamhaeng University

### **Training**

<b><u>Institution</u></b>	<b><u>Program</u></b>
Thai Institute of Directors (IOD)	<b>Year 2001</b> - Directors Certification Program (DCP) 8/2001
	<b>Year 2018</b> - IT Governance and Cyber Resilience Program (ITG) 8/2018

### **A Brief of Working Experience during the past 5 years** **Being Director of 2 Listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
1/1/2023 – Present	Director and Chairman of Executive Director	Home Product Center Plc.	Retail - Consumer Discretionary
2007 - Present	Director and Executive Director		
2001 - 2022	Director and Managing Director		
2013 - Present	Director	LH Financial Group Plc.	Financials

**Being Director of 4 non-listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2013 – Present	Chairman	DC Service Center Co., Ltd.	Logistic Service
2012 – Present	Chairman	Mega Home Center Co., Ltd.	Retail - Consumer Discretionary
2011 - Present	Chairman	Home Product Center (Malaysia) Sdn. Bhd.	Retail - Consumer Discretionary
2005 – Present	Chairman	Market Village Co., Ltd.	Real Estate

**The director is not holding the position of director or executive management in other business or in the business that could cause any conflict of interest against the Company.**

**No. of Terms and No. of service year as Directors. 7 terms for 22 Years of services:**

- 1<sup>st</sup> Terms: From May 29, 2001 to April 19, 2005
- 2<sup>nd</sup> Terms: From April 19, 2005 to April 9, 2008
- 3<sup>rd</sup> Terms: From April 9, 2008 to April 5, 2011
- 4<sup>th</sup> Terms: From April 5, 2011 to April 10, 2014
- 5<sup>th</sup> Terms: From April 10, 2014 to April 5, 2017
- 6<sup>th</sup> Terms: From April 5, 2017 to April 9, 2020
- 7<sup>th</sup> Terms: From April 9, 2020 to April 7, 2023

**Summary of No. of Meeting attendance during the past year for consideration:**

- 1. Board of Director Meeting : 12 attendances out of total 12 meetings
- 2. Executive Director Meeting: 11 attendances out of total 12 meetings
- 3. Non-Executive Director's Meeting : 1 attendance out of total 1 meeting

### Committee Information

**Name – Surname** Mr. Naporn Sunthornchitaroen **Age** 64  
**Position** Director, Executive Director and Nomination and Remuneration Committee



**Date of Appointment** - Director and Executive Director  
(appointed on 29 May, 2001 and counted from the date of conversion to be public company)  
- The Nomination and Remuneration Committee  
(appointed on 1 June, 2015)

Being a director who is authorized to sign on behalf of the Company as specified in the company certificate.

**Main Occupation** Chairman Land and House Plc. (Real Estate)

Director shareholding : None  
Spouse and minor child shareholding : None  
Family relationship with Directors and management : None

### Education

Education	Major	University
Master Degree	Business Administration (MBA)	Thammasat University
Bachelor Degree	Civil Engineering	Chiangmai University

### Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2011 - Financial Institutions Governance Program (FGP) 2/2011
	Year 2005 - Directors Certification Program (DCP) 53/2005
	Year 2004 - Directors Accreditation Program (DAP) 25/2004
Other	Year 2006 - Diploma, the National Defence College Course

### A Brief of Working Experience during the past 5 years

#### Being Director of 5 Listed companies

During	Position	Company Name	Type of Business
2015 – Present	Nomination and Remuneration committee	Home Product Center Plc.	Retail - Consumer Discretionary
2001 – Present	Director and Executive Director		
2017 – Present	Director	Quality House Plc.	Real Estate
2017 - Present	Chairman of director and Chairman of Executive Director	Land and Houses Plc.	Real Estate
1992 - Present	Director		
2011 – Present	Director	LH Financial Group Plc.	Financials

**A Brief of Working Experience during the past 5 years (Continued)****Being Director of 5 Listed companies**

1994 – Present	Director	Quality Construction Products Plc.	Construction Materials Manufacturers and Distributor
----------------	----------	------------------------------------	--

**Being Director of 14 non-listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2013 – Present	Director	Land and Houses Securities Plc.	Financials
2012 – Present	Director	Land and Houses USA, INC	Real Estate
2005 – Present	Director and Executive Director	Land and Houses Bank Plc.	Financials
2005 – 2017	Director	Phuket Future Plan Co., Ltd.	Real Estate
2005 – 2017	Director	Double Tree Co., Ltd.	Real Estate
2004 – Present	Director	LH Asset Co., Ltd.	Real Estate
2003 – Present	Director	LH Real Estate Co., Ltd.	Real Estate
2002 – Present	Director	Land and Houses Property Fund 2 Co., Ltd.	Financials
2000 – Present	Director	Land and Houses Property Fund 1 Co., Ltd.	Financials
1995 – Present	Director	Land and Houses North East Co., Ltd.	Real Estate
1995 – Present	Director	Land and Houses North Co., Ltd.	Real Estate
1995 – Present	Director	LH Mueng Mai Co., Ltd.	Real Estate
1993 – Present	Director	Siam Thani Real Estate Co., Ltd.	Real Estate
1990 – Present	Director	Siam Thani Property Co., Ltd.	Real Estate
1988 – Present	Director	Atlantic Real Estate Co., Ltd.	Real Estate
1986 – Present	Director	LH Mall & Hotel Co., Ltd.	Real Estate
2001 – 2016	Director	Mueng Mai Guthrie Plc. Co., Ltd.	Materials

The director is not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.

**No. of Terms and No. of service year as Directors.** 8 terms for 22 Years of services:

1<sup>st</sup> Terms: From May 29, 2001 to April 25, 2003

2<sup>nd</sup> Terms: From April 25, 2003 to April 04, 2006

3<sup>rd</sup> Terms: From April 04, 2006 to April 08, 2009

4<sup>th</sup> Terms: From April 08, 2009 to April 04, 2012

**No. of Terms and No. of service year as Directors.** 8 terms for 22 Years of services:

5<sup>th</sup> Terms: From April 04, 2012 to April 09, 2015

6<sup>th</sup> Terms: From April 09, 2015 to April 09, 2018

7<sup>th</sup> Terms: From April 09, 2018 to April 09, 2020

8<sup>th</sup> Terms: From April 09, 2020 to April 07, 2023

**Summary of No. of Meeting attendance during the past year for consideration:**

- |   |   |
|---|---|
| 1. Board of Director's Meeting:             | 12 attendances out of total 12 meetings |
| 2. Executive Director Meeting:              | 12 attendances out of total 12 meetings |
| 3. The Nomination and Remuneration Meeting: | 4 attendances out of total 4 meetings   |
| 4. Non-Executive Director Meeting:          | 1 attendance out of total 1 meeting     |

### **Committee Information**

**Name – Surname** Mr.Achawin Asavbhokin **Age** 47  
**Position** Director  
**Date of Appointment** April 10, 2014  
**Main Occupation** Senior Executive Vice President, Chief Marketing Officer, Sales & Marketing Division  
SCB Asset Management Co.,Ltd  
(Asset Management)



Direct shareholding : None  
Spouse and minor child shareholding : None  
Family relationship with management : None

### **Educational**

<b>Educational</b>	<b>Major</b>	<b>University</b>
Bachelor Degree	Engineering	University of Pennsylvania, USA
Bachelor Degree	Economics	University of Pennsylvania, USA

### **Training**

<b><u>Institution</u></b>	<b><u>Program</u></b>
Thai Institute of Directors (IOD)	<b>Year 2014</b> - Directors Certification Program (DCP)
Association of Investment Management Companies	<b>Year 2022</b> - Fund Manager Refresher Course
The Office of the Securities and Exchange Commission	Fund Manager License
	Derivative Fund Manager License
Thai Financial Planners Association	Investment Planner License

### **A Brief of Working Experience during the past 5 years**

#### **Being Director of 3 Listed company**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2014 – Present	Director	Home Product Center Plc.	Retail - Consumer Discretionary
2018 - Present	Director	Land and Houses Plc.	Real Estate
2017 - Present	Director	Quality House Plc.	Real Estate

#### **Being a Management of non-listed company**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2018 – Present	Senior Executive Vice President, Chief Marketing Officer, Sales & Marketing Division	SCB Asset Management Co.,Ltd.	Financials
2011-2018	Executive Vice President - Product & Foreign Fixed Income Group	SCB Asset Management Co.,Ltd.	Financials



The director is not holding the position of director or executive management in other business or in the business that could cause any conflict of interest against the Company.

**No. of Terms and No. of service year as Directors.** 3 terms for 9 Years of services:

1<sup>st</sup> Terms: From April 10, 2014 to April 5, 2017

2<sup>nd</sup> Terms: From April 5, 2017 to April 09, 2020

3<sup>rd</sup> Terms: From April 9, 2020 to April 07, 2023

**No. of Terms and No. of service year as Directorship at Homepro**

1. Board of Director Meeting : 11 attendances out of total 12 meetings
2. Non-Executive Director Meeting: The company held a meeting in total 1 time, the director was not able to attend the meeting due to other engagement.

## **Attachment 5**

### **Definition of Independent Director**

“Independent Director” means the director who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly. The qualifications of the Independent Director are as follows:

1. Hold share less than 0.5% of paid up capital of the Company, affiliates company, joint company, associated company, including the shares held by the related person.
2. Being independent either directly or indirectly of both financial and management of the Company or joint company or major shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent Director, unless the Board of Director has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion.
3. Being independent from the executives and major shareholders of the Company. Must not be the Director who has been appointed as the representative to maintain the interest of the Director of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
4. Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.
5. Must not be related person or relatives of the executive or major shareholders of the Company.
6. Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the Executive or major shareholders of the Company, including related person or close relatives of such person.
7. No other character that causes the inability to give opinion to operation of the Company independently.

## **Attachment 6**

### **Biography of Auditors**

<b>Name</b>	<b>Mrs. Ginkarn Atsawarangsalit</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	4496
<b>Years of service</b>	Over 30 years
<b>Position</b>	Partner



#### **Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

#### **Education**

- Bachelor's degree in Accounting, Chulalongkorn University (2<sup>nd</sup> class honours)
- Master of Business Administration, Kasetsart University

#### **Experience**

- Serving audit clients in a wide range of industries, including retail, manufacturing, and telecommunications. Her clients include SET-listed companies and a large number of multinationals.
- She has extensive experience in regular audits, due diligence reviews, bond offerings and led specific projects of telecommunication
- Leading engagement for
  - Sarbanes-Oxley Act Section 404 implementation project
  - J-SOX internal control attestation procedures
  - IPO under Regulation S

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

#### **Record of illegal action**

- None -

#### **Contact information**

Telephone 02 264 0777 / 02 264 9090  
Fax 02 264 0789-90  
Email [ginkarn.atsawarangsalit@th.ey.com](mailto:ginkarn.atsawarangsalit@th.ey.com)

## **Attachment 6**

<b>Name</b>	<b>Ms. Pimjai Manitkajohnkit</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	4521
<b>Years of service</b>	Over 30 years
<b>Position</b>	Partner



### **Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

### **Education**

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master's degree in Accounting, Thammasat University

### **Experience**

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are real estate, manufacturing, and trading.
- Overseeing management advisory and SET listing engagements

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

### **Record of illegal action**

- None –

### **Contact information**

Telephone 02 264 0777 / 02 264 9090  
Fax 02 264 0789-90  
Email [pimjai.manitkajohnkit@th.ey.com](mailto:pimjai.manitkajohnkit@th.ey.com)

## **Attachment 6**

**Name** Ms. Sumana Punpongsanon  
**Audit firm** EY Office Limited  
**CPA No.** 5872  
**Years of service** Over 25 years  
**Position** Partner



### **Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- Professional Accounting Committee on Auditing of the Federation of Accounting Professions under the Royal Patronage of his Majesty the King

### **Education**

- Bachelor's degree in Accountancy, Chulalongkorn University
- Master's degree in Accountancy, Chulalongkorn University

### **Experience**

- Providing audit services in a wide range of industries, including finance and securities, real estate, and manufacturing and trading, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Overseeing management advisory and SET listing engagements

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

### **Record of illegal action**

- None -

### **Contact information**

Telephone 02 264 0777 / 02 264 9090  
Fax 02 264 0789-90  
Email [sumana.punpongsanon@th.ey.com](mailto:sumana.punpongsanon@th.ey.com)

## **Attachment 6**

<b>Name</b>	<b>Kitti Teachakasembundit</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	9151
<b>Years of service</b>	Over 18 years
<b>Position</b>	Partner



### **Qualifications**

- Kitti has been in public accounting practice in Thailand with EY for 18 years and also has experience working with a number of multinational clients and listed clients
- Certified Public Accountant (Thailand)

### **Education**

- Bachelor of Accountancy (First Class Honors) from Chulalongkorn University
- Master of Accountancy with High Distinction (highest GPAX) from Chulalongkorn University

### **Experience**

- Assurance Partner highly experienced in mobile telecommunications industry, and power and utilities industry
- Audit Partner in charge providing audit service to the large mobile operator in Thailand
- Audit Partner of the large electricity generation client which be provided audit service and related assurance services in relation to the Reg S cross border transactions for electricity generation client's shareholder.
- Assurance Partner in Thailand Professional Practice Group (PPG)
- PPD Partner providing technical consultation raised by assurance engagement team for those technical matters in accordance with EY Global Consultation Policy
- PPD Partner assisting EYTH L&D in providing technical courses to our EYTH staff and executives, and being a guest lecturer invited by the Accounting and Auditing Standards Setter

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

### **Record of illegal action**

- None -

### **Contact information**

Telephone	02 264 0777 / 02 264 9090 / 094-959-4614
Fax	02 264 0789-90
Email	kitti.teachakasembundit@th.ey.com

## Attachment 7

### Articles of Association Relating to Shareholders Meeting

No.13 The directors shall be elected at the shareholders' meeting according to the following rules and methods;

- (1) A shareholder shall have a voting right of one share per one vote.
- (2) A shareholder can cast all votes he has as per (1) to elect one or several persons as director or directors, but cannot divide/split and cast his votes in any number for any one in particular.
- (3) The person with the highest votes shall be elected first and subsequent persons shall be elected respectively until all directors which ought to be or are required to be elected at the meeting have been elected. In case the last person to be elected as the director has the same number of votes as the subsequent person, the Chairman of the meeting shall cast an additional vote to determine the election.

No. 27 The shareholder may attend and vote by proxy in the shareholders meeting. The proxy must be dated and signed by the shareholder and shall be in form prescribed by the registrar.

This proxy must be submitted to the chairman or the person designated by the chairman at the venue prior to the proxy attending the meeting.

No. 28 In the shareholders meeting, there must be shareholders and proxies (if any) attending at the meeting not less than twenty-five person or shareholders and proxies attending at the meeting not less than half of the total shareholders and in any case the shareholders shall hold shares not less than one-third of the total shares subscribed to constitute a quorum.

The chairman shall preside over the shareholders meeting. In the case where the chairman is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders shall elect one among themselves to preside over the meeting.

No. 29 Voting in the shareholders meeting, one share is entitled to one vote.

Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.

### Resolution of the Shareholders Meeting

No. 29 3<sup>rd</sup> paragraph

the Resolution of shareholders' Meeting shall consist of votes as follow:

- (1) The majority votes of shareholders present and vote in the meeting, for such normal case. In the case of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote
- (2) In following cases, voting shall be not less than three fourth of the votes of the shareholders present and have rights to vote in the meeting.

- (1) Divestiture or transfer of whole or substantial parts of business to the third party
- (2) Purchase or acquired businesses from other companies or private company belong to the Company.
- (3) Executing, amending or terminating agreement that relating to lease of whole or substantial part of business, assigning others to enter into the business management of the Company or business mergers with other person or juristic person with objectives of profit and loss sharing.
- (4) Amendment of the Memorandum of Associations or the Article of Associations.
- (5) Increase or Decrease capital of the Company or issuance of debenture.
- (6) Amalgamation or Dissolution of the Company



## Attachment 8

แบบฟอร์มการขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566 และแบบ 56-1 One Report ในแบบรูปเล่ม  
บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน)

Request Form for the printed Invitation for Annual General Meeting of the Shareholders for the year 2023, 56-1 One Report  
Home Product Center Public Company Limited

ข้าพเจ้า.....

I/We.....

เลขทะเบียนผู้ถือหุ้น.....Shareholder's Registration No.....

เป็นผู้ถือหุ้นของ บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Home Product Center Public Company Limited (“the Company”)

โดยถือหุ้น ณ วันปิดสมุดทะเบียนผู้ถือหุ้นเพื่อเข้าร่วมประชุมสามัญประจำปี 2566 จำนวนทั้งสิ้นรวม.....หุ้น  
holding the total amount of shares on the date of closing the registration book for the Annual General Meeting of  
Shareholders for the Year 2023

ขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566

Request for the printed Invitation for Annual General Meeting of the Shareholders for the year 2023

ขอรับรายงานประจำปี 2565 (แบบ 56-1 One Report)

Request for printed Annual Report year 2022 (56-1 One Report)

โดยขอให้บริษัทฯจัดส่งเอกสารดังกล่าวให้กับข้าพเจ้า ตามที่อยู่ระบุไว้ดังต่อไปนี้

Please send the requested document to me as the address stated below.

ลงชื่อ / Signed.....ผู้ถือหุ้น / Shareholder

(.....)

ชื่อ / Name.....

อยู่บ้านเลขที่ / Reside at..... ถนน / Street.....

ตำบล / แขวง / Sub-District.....อำเภอ / เขต / District.....

จังหวัด / Province .....ประเทศ / Country.....

รหัสไปรษณีย์ / Postal Code .....



ตราไปรษณียากร  
Stamp

หน่วยงานนักลงทุนสัมพันธ์  
บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน)  
31 ถนนประชาชื่นนนทบุรี ตำบลบางเขน อำเภอเมือง  
จังหวัดนนทบุรี 11000

---

---

# User Manual

## e-Shareholder Meeting System

---



**DAP e-Shareholder Meeting**

# Contents

1

Preparation for DAP e-Shareholder Meeting

---

2

Steps of e-Registration

---

3

Steps of joining the e-Meeting

---

4

e-Question and e-Voting functions

---

5

Resetting password

---

# 1

## Preparation for DAP e-Shareholder Meeting



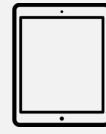
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

### Documents required for registration

#### Individual shareholder



ID Card

or



Passport

#### Juristic person



Juristic person  
certificate



ID Card

or



Passport

# 1

## Preparation for DAP e-Shareholder Meeting



Registration methods for attending the shareholder meeting

### 1

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



\* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

### 2

Register by sending documents to the company\*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

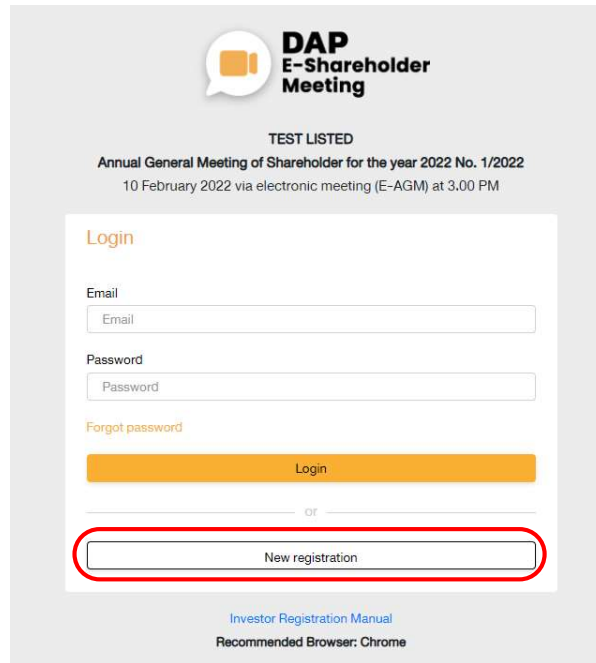
\*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

#### In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

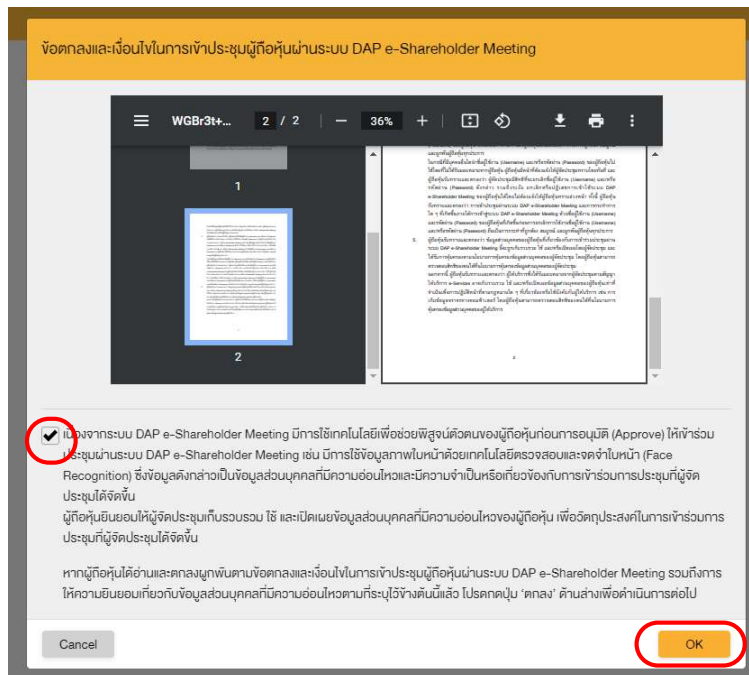
## 2

## Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



ข้อตกลงและเงื่อนไขในการเข้าประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

1

2

3

4

5

เนื่องจากระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าด้วยเทคโนโลยีตรวจสอบและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือเกี่ยวข้องกับการจัดการประชุมของผู้จัดประชุมที่จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของผู้ถือหุ้น เพื่อวัตถุประสงค์ในการจัดการประชุมที่ผู้จัดประชุมที่จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตนข้อตกลงและเงื่อนไขในการเข้าประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดคลิกปุ่ม “ตกลง” ด้านล่างเพื่อดำเนินการต่อไป

Cancel OK

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking  and click “OK”

## 2

## Steps of e-Registration

### 2.1 Attend the meeting in person – Individual person with the ID Card

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Specify the type of shareholder

Thai person  Foreign person / Person without the ID card  Juristic person

#### Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

#### Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"



# 2

## Steps of e-Registration

### 2.1 Attend the meeting in person – Individual person with the ID Card

#### Step 5

Take pictures of yourself

ขั้นตอนที่สาม: ถ่ายภาพด้วยตัวเอง

ดำเนินการถ่ายภาพหน้าตาร่างของคุณ

ดำเนินการถ่ายภาพบัตรประชาชนตัวเอง

ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชนตัวเอง

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

#### Step 6

Review registration and securities holding information

ลงทะเบียน : การลงทะเบียนผู้ถือหุ้นประเภทบุคคลธรรมดา (2555 ต่อ เลขที่ 13209 - บริษัท เสนอด้วย SET (1337))

Register

Registration Type: เจ้าของบริษัทมหาชน

Investor Type: บุคคลธรรมดา

Full name (Thai language): ธีร ชวนชัย

Identity Number: 310900021196

Date of birth: 27 ตุลาคม 2564

Email: eagn0018@hotmail.com

Mobile number: +66 801234567

e-KYC

ดำเนินการถ่ายภาพด้วยตัวเอง

ดำเนินการถ่ายภาพบัตรประชาชนตัวเอง

ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชนตัวเอง

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	บริษัท เสนอด้วย	1,000	1,000	หมู่ 5 ถนนวิภาวดีรังสิต แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.  
Your login account should never be disclosed to others.

## 2

## Steps of e-Registration

### 2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Specify the type of shareholder

Thai person  Foreign person / Person without the ID card  Juristic person

#### Step 3

Fill out personal information

##### Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

##### Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

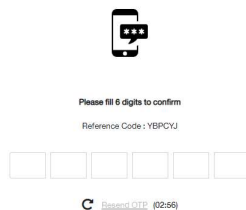
Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click “Next”

#### Step 4

Enter OTP




OTP will be sent to the mobile phone number and email you have entered.


(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

#### Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter 

Upload attachments as specified in the invitation letter 

#### Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.  
Your login account should never be disclosed to others.

## 2

## Steps of e-Registration

### 2.3 Proxy to another person (A)

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click “Next”

- Enter OTP

#### Step 3

Specify the type of proxy

Proxy to another person (A)  Proxy to independent director (B)

#### Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัพโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารใบมอบฉันทะ ก.](#)

Click “Next”

#### Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

# 2

## Steps of e-Registration

### 2.4 Proxy to another person (B)

#### Step 1

Choose a registration form

- Attend in person
  Proxy

#### Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

- Enter OTP

#### Step 3

Specify the type of proxy

- Proxy to another person (A)
  Proxy to another person (B)

#### Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

#### Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ: v.](#)

Click "Next"

#### Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

# 2

## Steps of e-Registration

### 2.5 Proxy to independent director (B)

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

- Enter OTP

#### Step 3

Specify the type of proxy

Proxy to another person (A)  Proxy to independent director (B)

#### Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director \*

Independent Director

#### Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree  Disagree  Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree  Disagree  Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อิวไทยไฟ

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ](#)

Click "Next"

#### Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

# 3

## Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

Step 2

The screenshot shows a login form with the following elements:

- Title: Login
- Field: Email (with placeholder text 'Email')
- Field: Password (with placeholder text 'Password')
- Link: Forgot password
- Button: Login

Enter username (email address that you have registered) and password

Step 3

The screenshot shows a search interface for meetings with the following elements:

- Title: Meeting list
- Filters: Company Name, Meeting Type, Status, Year
- Buttons: Search, Cancel
- Result: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
- Additional info: บริษัท ทดสอบ SET, 19 July 2022, AGM, Online
- Action: Meeting (button)

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

The screenshot shows the meeting details page with the following elements:

- Title: Meeting list
- Buttons: Meeting information, Agenda, Q&A, Summary voting results
- Meeting information:
  - Company Name: บริษัท ทดสอบ SET
  - Company Number: 1001
  - Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
  - Meeting Type: AGM
  - Meeting Location: via electronic meeting (E-AGM) at 0:00 PM
- Stock information details table:
 

No.	Full name	Common Stock	Preferred Stock	Address
1	บริษัท ทดสอบ SET	1,000	1,000	255/251 หมู่ 10 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10230
	Total	1,000	1,000	
- Button: Join Meeting

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking  and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

# 3

## Steps of joining the e-Meeting

Meeting Room

Open WebEx Leave Meeting

**DAP e-Shareholder Meeting**

1

คุณธรรม อิศร-ประธานกรรมการ      ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Unmute Start video Start Sharing

3 4

Send Question or Vote      Submit Vote Send Question

**Agenda**

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A  
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022  
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021  
Agenda No 4.2 To consider and approve the audit fee for the year 2022

**Q&A 5**      **Summary voting results 6**

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

**Question :** I would like to know the operating results of the company in 2021

**Remark :**

🕒 06 February 2022 14:09      Delete

Completed

**Question :** สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

**Remark :** ยกยอไปตอบในวาระที่ 3

🕒 06 February 2022 14:09      Delete

Completed

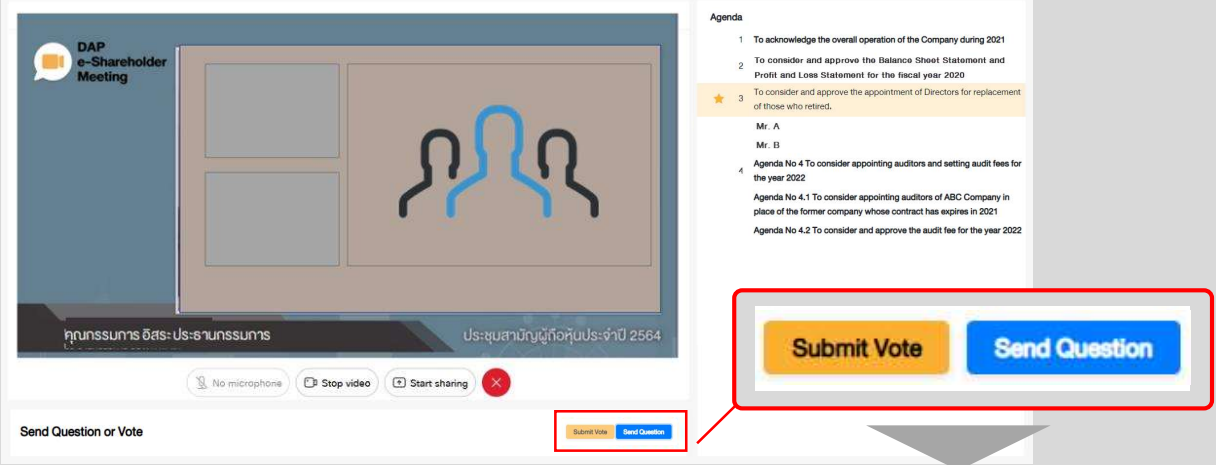
### Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

# 4

## e-Question and e-Voting functions

### e-Question functions



**Agenda**

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- To consider and approve the appointment of Directors for replacement of those who retired.  
Mr. A  
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022  
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021  
Agenda No 4.2 To consider and approve the audit fee for the year 2022

**Submit Vote** **Send Question**

**Send Question or Vote** **Submit Vote** **Send Question**

**Send Question**

Agenda \*

Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Questioner \*

Question (Optional)

1/1000

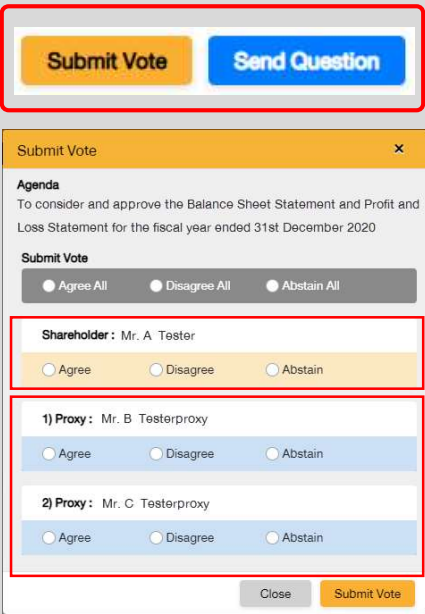
**Close** **Send Question**

**During the meeting, shareholders can submit questions in advance:**

- Click “Send Question” **Send Question**
- Choose the agenda you wish to ask question
- Type your question (Optional)
- Click “Send Question” **Send Question**

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

### e-Voting functions



**Submit Vote** **Send Question**

**Submit Vote**

**Agenda**  
To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

**Submit Vote**

Agree All  Disagree All  Abstain All

**Shareholder :** Mr. A Tester

Agree  Disagree  Abstain

**1) Proxy :** Mr. B Testerproxy

Agree  Disagree  Abstain

**2) Proxy :** Mr. C Testerproxy

Agree  Disagree  Abstain

**Close** **Submit Vote**

**For each agenda, there are 3 voting options: “Approve”, “Disapprove” and “Abstain”**

- Click “Submit Vote”
- Vote within the period of time given for both your vote rights and proxy’s (if any)
- Click “Submit Vote” **Submit Vote**

Shareholders are able to vote only within given time frame.




# 4

## e-Question and e-Voting functions

### e-Voting functions


#### Example of voting results



การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565  
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022  
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)

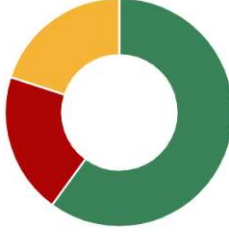


วาระที่ 2 พิจารณอบุติงงบแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564  
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
<b>รวม</b>	<b>75,000</b>	<b>100.0000</b>

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%

**การพิจารณา:** คณะเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)  
**Resolution:**



Send Question or Vote


Submit Vote
Send Question


---

Q&A
Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting,  Voting Result Summary

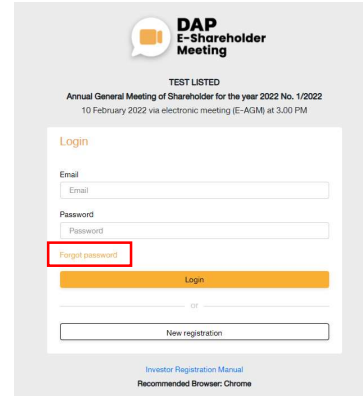
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

# 5

## Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

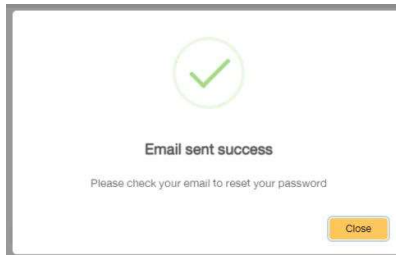


There are 2 options to reset your password:

### 1 Reset password via email

Enter your registered email

Check your inbox



Set new password

### 2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



# DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:

