



The Company organizes the meeting by electronic system.

13<sup>th</sup> March 2024

**Subject: Invitation for Annual General Meeting of the Shareholders for the year 2024**  
**To: Shareholders**  
**Home Products Center Public Company Limited**

- Enclosures:
1. A copy of the Annual General Meeting of the Shareholders for the year 2023;
  2. 2023 Annual report (56-1 One Report) including copy of statement of financial position, statement of comprehensive income and auditor's report as of 31<sup>st</sup> December 2023 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 who retired by rotation and proposed to re-appoint for another term, term of office, and summary report of 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;

At this Annual General Meeting of Shareholders, the Company has adopted good corporate governance principles whereby, from 16<sup>th</sup> October 2023, to 19<sup>th</sup> January 2024, the Company gave the shareholders an opportunity to propose the agenda of the Meeting which, upon the expiration of the said period, it appeared that none of the shareholders proposed any agenda. The Board of Directors Meeting No.2/2024 of Home Product Center Public Company Limited which was held on 27<sup>th</sup> February 2024 adopted a resolution to call for the Annual General Meeting of the Shareholders for the year 2024 to be held on Wednesday 10<sup>th</sup> April 2024, 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, Q-House Lumpini Building, 4<sup>th</sup> Floor, No.1, South Sathorn Road, Tung Mahamek Sub District, Sathorn 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 2023.**

**Objectives and rationale**

The secretary of the Meeting has prepared the Minutes of the Annual General Meeting of the Shareholders for the year 2023 held on 7<sup>th</sup> April 2023 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 certifying the minutes of the Annual General Meeting of the Shareholders for the year 2023 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 certifying the Minutes of the Annual General Meeting of the Shareholders for the year 2023, held on 7<sup>th</sup> April 2023. **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 of the Company's Operation Result of the year 2023.**

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

The Company has prepared the Board of Directors' report regarding the operation result ended 31<sup>st</sup> December 2023 showing the Company's operation result of the year 2023 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 2023 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 2023 (Form 56-1 One Report) Part 1 Key Performance Result, Analysis Topics and Management Discussion and Analysis 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 2023.

**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 2023.**

##### **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 2023 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2024 held on 23<sup>rd</sup> February 2024 and the Board of Directors Meeting No.2/2024 held on 27<sup>th</sup> February 2024. 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 2023 (the details of which is appeared in the Annual report for the year 2023 (Form 56-1 One Report) Part 3 Financial Statements 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 2023 which such has been considered by the meeting of Audit Committee No. 2/2024 held on 23<sup>rd</sup> February 2024 and the Board of Directors Meeting No.2/2024 held on 27<sup>th</sup> February 2024 having the summary of material matters as follows:

In the year 2023, the Company had the total revenue at the amount of Baht 72,821.77 million which increased by Baht 3,432.34 million or by 4.95%. Such revenue has been derived from contracts 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 68,283.31 million, which increased by Baht 3,192.43 million or up by 4.90%. As a result of the expansion of more branches in 2023, three new HomePro branches were opened, including Seacon Bangkae branch, which replaced Lotus Bangkae branch located in a nearby area to provide more convenience to customers, as well as Bang Bua Thong branch and Phuket (Chao Fa) branch . In addition, 9 new Mega Home branches were opened which are Rattathibet branch, Bangplee branch, Tiwanon branch, Nakhon Pathom branch, Chiang Mai branch, Bangsaen branch, Pluak Daeng branch, Thung Song branch and Phuket (Chao Fa) branch. Moreover, there is continuous development of the products and services sales system through branch and online channels. Although in the second half of the year, there was a slowdown due to economic conditions that cause an impact in many aspects, such as interest rate increase or household debt that tends to rise, etc. However, the Company continues to drive sales throughout the year by continuously organizing promotional activities, such as the "Redeem the Old for the New World" or "Trade in" campaigns, where customers can redeem old products for discounts on new products to support the appropriate and proper management of old products to promote a sustainable circular economy, etc.

For incomes of rental fee at the amount of Baht 1,882.23 million which increased by Baht 161.65 million or by 9.39% as a result of more income collection derived from the rental space of Market Village Shopping Centers and HomePro branches, especially in the area related to tourism, the number of tourists has continued to increase compared to those of the previous year, as well as increased rental income from the opening more branches in 2023. Also, the Company had other incomes at the amount of Baht 2,656.23 million which increased by Baht 78.27 million or by 3.04% as a result of promotional activities jointly organized with our vendors in the distribution channel at our branches as well as more online distribution channels.

The Company had its net profit for the year 2023 at the amount of Baht 6,441.56 million which increased by Baht 224.47 million or by 3.61%, and had its basic earnings per share at Baht 0.49 as at 31<sup>st</sup> December 2023. The Company, therefore, has its total asset in the amount of Baht 69,047.89 million and its total liabilities in the amount of Baht 43,489.10 million and for the shareholders' equity in the amount of Baht 25,558.79 million. In this regard, the details of operation results 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 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 4 To consider the approval of the dividend payment for the year 2023.**

##### **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 2023, the Company had its annual net profit for the whole year in the amount of Baht 6,174.97 million as per the separate financial statements and there is no accumulated loss remaining. Moreover, the Company has 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 2020</b>	<b>Year 2021</b>	<b>Year 2022</b>
Cash dividend per share (per: Baht/share)	0.10 , 0.20 (Interim),(Year-end)	0.12 , 0.20 (Interim),(Year-end)	0.17 , 0.21 (Interim),(Year-end)
Total dividend payment (per: Baht/share)	0.30	0.32	0.38
Dividend payout ratio (comparing with the net profit)	82.40%	84.42%	82.99%

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

The Company has its net profit according to the separate financial statements of the year 2023 for the whole year in the amount of Baht 6,174.97 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 2023** (January 2023 – June 2023), 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/ 2023 held on 29<sup>th</sup> August 2023 has approved for interim dividend payment resulting from the Company' s operation of the first six months of the year 2023 by cash dividend at the rate of Baht 0.18 per share in the amount of Baht 2,367.22 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 2023** (July 2023 - December 2023), 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 0.22 per share, or not exceeding in total of Baht 2,893.27 million.

The total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.40 per share which the total amount was calculated to be approximately Baht 5,260.49 million, or at payout ratio of 85.19% 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 2023 - December 2023 in which the Company is required to pay 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 23<sup>rd</sup> April 2024, and the dividend will be paid on 8<sup>th</sup> May 2024.

**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 of the appointment of the Company's directors in place of the directors who 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 of directors shall be retired from their position. In case the number of directors is not a multiple of three, the number of the directors nearest to one-third shall retire 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 retire. However, the director who retired by rotation may be re-appointed to be the director.

In this year, the four directors of the Board of Directors who retired by rotation are as follows:

- |                               |          |                                                                   |
|-------------------------------|----------|-------------------------------------------------------------------|
| 1. Mr. Weerapun Ungsumalee    | Position | Director and Managing Director                                    |
| 2. Mr. Boonsom Lerdhirunwong  | Position | Director and Chairman of Audit Committee and Independent Director |
| 3. Mrs. Suwanna Buddhapasart  | Position | Director                                                          |
| 4. Ms. Vareeporn Udomkunnatum | Position | Director                                                          |

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. The Company had given an opportunity to shareholders to propose names of qualified persons to be proposed to the shareholders for their consideration in the agenda of appointing of directors in the Company's website from 16<sup>th</sup> October 2023 to 19<sup>th</sup> January 2024, it appeared that no one proposed any name to be considered for appointment as a director of the Company and we also considered that all four existing directors who retired by rotation in this year, have met the qualifications as specified in the Public Limited Company Act B.E. 2535 (1992) and have knowledge, capability, and 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 employees or partners of the auditor company. And, in this year, there is an Independent

Director who retired by rotation, i.e., Mr.Boonsom Lerdhirunwong who has been holding the position of Independent Director for more than 9 years, but the Nomination and Remuneration Committee has considered his qualifications and opined that he is fully qualified under the Public Limited Companies Act B.E. 2535 and in accordance with the laws relating to the requirements for independent directors who has substantial knowledge, capability, experience and expertise in business relating to the Company's business and has a skill in audits which can well provide useful advice to the Company and can well provide an independent opinions in accordance with the relevant laws. Therefore, four following directors should be proposed to be re-appointed for another term:

- |                               |          |                                                                   |
|-------------------------------|----------|-------------------------------------------------------------------|
| 1. Mr. Weerapun Ungsumalee    | Position | Director and Managing Director                                    |
| 2. Mr. Boonsom Lerdhirunwong  | Position | Director and Chairman of Audit Committee and Independent Director |
| 3. Mrs.Suwanna Buddhaprasart  | Position | Director                                                          |
| 4. Ms. Vareeporn Udomkunnatum | 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 qualifications and opined that all four 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 four directors have well performed their obligations with the Company for all along and also in the past 2 years, such four directors of the Company have never been employees or partners of the auditor company. And, in this year, there is an Independent Director who retired by rotation, i.e., Mr. Boonsom Lerdhirunwong who has been holding the position of Independent Director for more than 9 years, but the Nomination and Remuneration Committee has considered his qualifications and opined that he is fully qualified under the Public Limited Companies Act B.E. 2535 and in accordance with the laws relating to the requirements for independent directors and has substantial knowledge, capability, experience and expertise in business relating the Company's business and has a skill in audits which can well provide useful advice to the Company and can provide an independent opinion in accordance with the relevant laws. In addition, the persons who are nominated to be the Company's Directors at this time have already been taken into the consideration of the Board of Directors in accordance with process prescribed by the Company and they have qualifications in accordance with the relevant rules and regulations and are suitable for the Company's business operations. Moreover, the Company has opened an opportunity to shareholders to propose names of qualified persons to be proposed to the shareholders for their consideration in the agenda of appointing of directors in the Company's website from 16<sup>th</sup> October 2023 to 19<sup>th</sup> January 2024, it appeared that no one has proposed any name to be considered for appointment as a director of the Company. Therefore, the Board of Directors approved to propose to the Shareholders' Meeting for consideration of the approval to re-appointed the four directors who 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 of the remuneration of directors for the year 2024.**

### **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 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 the Company’s operation results as of year-end and the payment will be made when the Company has its profit.
3. Considering 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 2024 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2023.

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 welfare 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 welfare benefit was given by the Company at the rate not higher than that 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 which no Director exercises the right on annual medical checkup in the previous year.

**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	Other Benefit	
			Discount on buying of goods	Medical checkup
2021	12,000,000 Baht	9,140,000 Baht	<u>maximum</u> 10%	1 time per year
2022	12,000,000 Baht	10,280,000 Baht	<u>maximum</u> 10%	1 time per year
2023	12,000,000 Baht	10,890,000 Baht	<u>maximum</u> 10%	1 time per year

**Number of the Board of Directors' Meeting in the year 2023 is as follows:**

Board of Directors	Actual Number of Meeting in 2023
-The Board of Directors Meeting	12
-The Executive Directors Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	3
-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 2024 in the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2023. The details of remuneration payment are as follows:



<b>Composition of Remuneration</b>	<b>Amount</b>
<b>Remuneration of Directors</b>	
1. Monthly remuneration - Chairman - Vice Chairman - Chairman of Executive Director - Director	Baht 80,000 per person / per month Baht 60,000 per person / per month Baht 60,000 per person / per month Baht 40,000 per person / per month
2. Remuneration per meeting attendance - Chairman - Vice Chairman - Chairman of Executive Director - Director	Baht 30,000 per person / per meeting attendance Baht 30,000 per person / per meeting attendance 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 Directors and the Nomination and Remuneration Committees).	
Remuneration per meeting attendance - Chairman of each Sub-committee - Director of each Sub-Committee	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance

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%
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. Directors who received remuneration shall abstain from voting on this agenda.

## **Agenda 7 To consider the approval of the payment of Directors' bonus for the year 2023.**

### **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 been involved in specifying the policies, operating guideline, including giving advice on various aspects of the Company.
2. Despite the overall economic slowdown in 2023, the Company had total revenue of Baht 72,821.77 million or an increase of 4.95% and a net profit of Baht 6,441.56 million or an increase of 3.61% which the Board of Directors had monitored and given advice through 12 regular monthly meetings in 2023.

**The information showing the comparison of Director's bonus payments 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>
2020	31,500,000 Baht	31,500,000 Baht
2021	33,000,000 Baht	33,000,000 Baht
2022	35,000,000 Baht	35,000,000 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 the Directors' bonus by concerning on the suitability and comparing with the information from the same industry, including the growth of the Company, and therefore; the Board of Directors proposed to the Shareholders' Meeting for consideration the approval for the payment of bonus for all Directors and Sub-Committees of the year 2023 in the amount of Baht 35,000,000 (Thirty Five Million Baht) which is equivalent to the year 2022.

**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. Directors who receive bonus shall abstain from voting on this agenda.

**Agenda 8 To consider the approval the appointment of auditors and determination the auditing fee for the year 2024.**

**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 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 2024 as per the following auditors' names:

1. Ms. Wilaiporn Chaowiwatkul CPA No.9309 and/or
2. Ms. Pimjai Manitkajohnkit CPA No.4521 and/or
3. Ms. Sumana Punpongsanon CPA No.5872 and/or
4. Ms. Orawan Techawatanasirikul CPA No.4807

This is because they have good standards 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 2024 in the amount of not exceeding Baht 4,175,000 (Four Million One hundred and Seventy-Five 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 such additional expenses not exceeding Baht 1,500,000. The details of the audit fee for the year 2024 and other service fees are as follows:

<b>Audit Fee</b>	<b>Year 2021</b>	<b>Year 2022</b>	<b>Year 2023</b>	<b>Year 2024</b>
Annual audit fee for the financial statements of the Company	Baht 2,760,000	Baht 2,695,000	Baht 2,995,000	Baht 3,170,000
Quarterly reviewing fee for financial statements of the Company for the whole year	Baht1,035,000	Baht 1,020,000	Baht 1,005,000	Baht 1,005,000
Total amount requested for approval	Baht 3,795,000	Baht 3,715,000	Baht 4,000,000	Baht 4,175,000

(The details of other service fees appear on annual report (Form 56-1 One Report) Part 1 Key Performance Result, Analysis topics Management Discussion and Analysis, Sub-topic on auditor's remuneration, the Enclosure 2, and The biography of auditors 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 2024, and approved the audit fee for the year 2024 in the amount of not exceeding Baht 4,175,000 (Four Million One hundred and Seventy-Five thousand 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. auditors as per the following names:

1. Ms. Wilaiporn Chaowiwatkul CPA No.9309 and/or
2. Ms. Pimjai Manitkajohnkit CPA No.4521 and/or
3. Ms. Sumana Punpongsanon CPA No.5872 and/or
4. Ms. Orawan Techawatanasirikul CPA No.4807

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 the Company's financial statement is unable to serve in such position for more than consecutive period of 7 years. In 2024, the auditor who has signed the financial statement is Ms. Wilaiporn Chaowiwatkul, who will perform as the auditor for the first year. However, the auditors have no relationship and no conflict of interests with the Company/ subsidiary/ executive/major shareholder, or any person related to such person 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 of 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 Company has expanded new business lines, both new business model and business supporting the main business of the Company. However, the current objectives does not cover those businesses. In order to covered objects, the Company is required to amend the Company's objectives by adding two new objectives from 62 clauses to be 64 clauses 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 2 new clauses will be added from 62 clauses to 64 clauses, the details of which are as follows:

- (63) To carry on the business of importing and distributing battery products, including batteries used in automobiles, electric vehicles, motorcycles, and electrical appliances, as well as importing and distributing air conditioning products, chandeliers made of crystal lead glass and other types of crystal glass, crystal lead glass and other types of crystal glass, carpets and floor textiles made of wool or alternative materials, fragrance products, cosmetics, perfumes, fragrances, fragrance oils, marble, and granite, oil and oil products, beverages, motorcycles, electric motorcycles, and other products that are subject to excise tax in accordance with the law.
- (64) To carry on the business of importing and distributing all types of fire protection equipment or fire suppression equipment, including installation, inspection, and repair services for all types of fire prevention or suppression systems.

**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 2024 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)	13 <sup>th</sup> March 2024
2. Specifying the date of the Annual General Meeting of the Shareholders for the year 2024.	10 <sup>th</sup> April 2024
3. Specifying the name list of the Shareholders who are entitled to receive dividend.	23 <sup>rd</sup> April 2024
4. Specifying the dividend payment.	8 <sup>th</sup> May 2024

If the company amends the date, time, form and venue for such meeting, the Company will disseminate the information thereof via website of the Stock Exchange of Thailand and/or 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 details of agenda are presented above which Shareholders can register in advance (Pre-Register) starting from 26<sup>th</sup> March 2024. Please see the terms and conditions for attending the Shareholders' meeting via DAP e-Shareholder Meeting system, including how to use it as set out in the user manual in Enclosure 9.
2. The Company has published the invitation letter, 2023 Annual Report (Form 56-1 One Report) together with the proxy in Form A, Form B, and Form C in Thai and English versions on the Company's website in which the Shareholders can download at [www.homepro.co.th](http://www.homepro.co.th)) in the investor relations section or according to the QR code attached to 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 the link specified below and prepare the registration documents (as specified in Enclosure 9) from 26<sup>th</sup> March 2024 onward. The registration documents will then be reviewed to ensure the identification of the Shareholders. After the documents are reviewed to ensure that it is correct, the Shareholders will receive an 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 \(setgroup.or.th\)](http://setgroup.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 (Enclosure 3) and prepare the required documents in proxy granting (as described in Enclosure 3).

3.2.2 In the event of desiring to grant the proxy to Independent Director, please indicate the name of Mr. Boonsom Lerthirunwong in the proxy form. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Enclosure 3) and prepare the required documents in proxy granting (as described in Enclosure 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 Enclosure 3.3

3.2.3 In the event of desiring 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 be 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 Road, Tumbol Bang Khen, 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 5<sup>th</sup> April 2024. 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 Enclosure 9.

\* Please register through e-Service Platform at least 2 days before 10<sup>th</sup> April 2024 for the convenience in attending the meeting on the meeting date.

4. In the event that the Shareholder desires to make inquiry regarding the Conference System Instruction Manual, Method of registration and attendance of the meetings, and information relating to any agenda of the Company's Meeting, the Shareholders can send his/her question to the Company in advance within 5<sup>th</sup> April 2024 attention: **the Investor Relation Department, Home Product Center Public Company Limited No. 31 4<sup>th</sup> Floor Prachachuennonthaburi Road, Tumbol Bang Khen, Amphur Muang Nonthaburi, Nontaburi Province 11000 or at email: ir@homepro.co.th** or telephone number 02-8321494 , 02-8321049. However, the Shareholders can also send your questions or queries on the date of the Shareholders' 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 2024 or Annual Report for the year 2023 (Form 56-1 One Report) or Form B Proxy, 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 Road, Tumbol Bang Khen, Amphur Muang Nonthaburi, Nontaburi Province 11000, or at email: ir@homepro.co.th** within 5<sup>th</sup> April 2024. **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).

**FOR TRANSLATION PURPOSE ONLY, THAI LANGUAGE TEXT WILL BE FOR OFFICIAL USE**  
**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE YEAR 2023**  
**OF**  
**HOME PRODUCT CENTER PUBLIC COMPANY LIMITED**

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Time and Venue

The Meeting was held on 7<sup>th</sup> April 2023 at 10.05 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. Anant Asavabhokhin, the Chairman of the Board being the Chairman of the Meeting. The Chairman declared the meeting opened by introducing the Board of Directors who attended the meeting as follows:

**List of the Directors attending the Meeting**

1. Mr. Anant	Asavabhokhin	Position	Chairman
2. Mr. Manit	Udomkunnatum	Position	Vice Chairman
3. Mr. Rutt	Phanijphand	Position	Director, Executive Director and Chairman of the Nomination and Remuneration Committee
4. Mr. Boonsom	Lerdhirunwong	Position	Director, Chairman of Audit Committee and Independent Director
5. Mr. Chanin	Roonsamram	Position	Director, Audit Committee, Independent Director and Nomination and Remuneration Committee
6. Mr. Pornwut	Sarasin	Position	Director and Independent Director
7. Mr. Achawin	Asavabhokin	Position	Director
8. Mr. Naporn	Sunthornchitcharoen	Position	Director, Executive Director and Nomination and Remuneration Committee
9. Mrs. Suwanna	Buddhaprasart	Position	Director
10. Mr. Khunawut	Thumpomkul	Position	Director and Chairman of Executive Director
11. Mr. Weerapun	Ungsumalee	Position	Director and Managing Director

**List of the Director being absent**

The Company has 12 Directors in total and 11 Directors have attended the meetings therefore, a ratio of Directors attending the Annual General Meeting of the Shareholders was at 91.66% in which there was 1 Director not attending the Meeting i.e. Mr. Thaveevat Tatiyamaneekul, Audit Committee and Independent Director, since he was on a prior made commitment.



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

1. Ms. Wannee Juntamongkol	Position	Executive Vice President - Accounting and Finance (Chief Finance officer and Company Secretary)
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### **Number of Shareholders attending the Meeting**

The Chairman of this Meeting reported to the Shareholders the quorum of the Meeting as follows:

1. Shareholders attending via online Meeting	17 persons representing	855,544 shares
2. Shareholders by Proxy holders	1,088 persons representing	9,522,637,953 shares

There were Shareholders attending the Meeting totaling 1,105 persons, representing 9,523,493,497 shares in total which was equivalent to 72.42% 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. Weerapun Ungsumalee to conduct the Meeting and to inform the details of each agenda and assigned Ms. Wannee Juntamongkol to explain the Meeting's procedure, right to express opinion and to make enquiry and voting as in the following:

Ms. Wannee Juntamongkol said thank you to all shareholders for joining saving paper usage by using QR Code instead of paper which such can reduce the greenhouse gas emission for 204.8 tons of carbon or equivalent to planting 22,757 trees. In this regard, if any Shareholder is desirous to receive the document in printed form, you can:

1. Fill in the form which you have received with the Invitation Letter and send to the Company for proceeding with the delivery or;
2. Send an email : [ir@homepro.co.th](mailto:ir@homepro.co.th) with name and address to proceed with the delivery.

The Company will record the Meeting in video media and the Meeting will be proceeded in each agenda as indicated in the Invitation Letter. The Moderator will inform the details of each agenda before voting. However, the Board of Directors concerned and gave priority to the Shareholders' right with the purpose for all Shareholders to exercise their own right and not be deprived both on fundamental right to receive appropriate, sufficient and in time information and right to attend the Meeting and vote and also to open opportunity for all Shareholders to exercise the following rights:

## **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 to 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.7 (page 75) 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. If there is any problem occurred, please contact us as provided in the Invitation Letter or contact 02-8321494 and 02-8321049.

**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 and 8 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 2022 by proposing such via the Company's website together with notifying it to the Stock Exchange of Thailand on 28<sup>th</sup> September 2022 and the final date to accept such proposed agenda and nominated director was on 13<sup>th</sup> January 2023. 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 4<sup>th</sup> April 2023, 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 2023.

### **4. The Company's Auditor and Independent Representative**

In this Annual General Meeting of Shareholders, the Company would like to inform that there were the Company's auditor and Independent Representative attending the Meeting as follows:

#### **Representative of Auditor of EY Office Limited**

1. Mrs. Gingkarn Atsawarangsalit CPA No.4496 as an intermediary and to answer question if there is any related question.

#### **Representative of Independent Representative**

1. Ms. Patra Wasinwattanapong Legal Consultant from Wissen & Co., Ltd., as an independent representative and intermediary to examine the vote

2. Mr. Chanin Roonsamrarn Independent Director as a Minority Shareholder's representative. In order to comply with good corporate governance, the Company has appointed as independent representative and intermediary to examine the vote.

**The Annual General Meeting of the Shareholders for the year 2023 considered all Agendas and adopted the resolutions as follows:**

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

The Secretary of the Company 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 letter of this Meeting (Enclosure no.1).

Before casting the vote and making a resolution, the Chairman of the Meeting opened the opportunity for all Shareholders to make an inquiry but there was no shareholder giving any question.

**Resolved**      The Meeting considered and resolved to certify the Minutes of Annual General Meeting of the Shareholders for the Year 2022 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	9,523,493,497	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 2022.**

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. Ms. Wannee reported the Company's Operation Result of the year 2022, 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:

### **Corporate Structure of Company**

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

#### **Affiliated companies**

1. Mega Home Center Co., Ltd., engaging in selling the construction materials business and focusing on a group of contractors. The ratio of shares held by the Company are 99.99%  
Since July 1, 2022, Mega Home has transferred its retail business to Home Product Center Public Company Limited, The remaining business is only real estate rental business.
2. Market Village Co., Ltd., engaging in space rental management. The ratio of shares held by the Company are 99.99%
3. DC Service Center Co., Ltd., as a warehouse and distribution of products for both the company and its business partners. The ratio of shares held by the Company are 99.99%
4. Home Product Center (Malaysia) Sdn, Bhd, engaging in international trade business in oversea; same business model as HomePro. The ratio of shares held by the Company are 100%
5. Home Products Center (Vietnam) Co., Ltd., engaging in retail business in Vietnam via online channel using the trademark name "Homebase". The ratio of shares held by the Company are 100%

#### **1 Associate company e.g.**

One Stock Home Co., Ltd. engaging in selling construction materials and decorative items business via online channel. The target group is contractor. The Company acquired the shares in the year 2022. The ratio of shares held by the Company are 30%

**Report on the Change of Our Branch in the Year 2022 (as at 31<sup>st</sup> December 2022) is as follows:**

Home Products Center Public Company Limited: Currently, there are 30 branches located in Bangkok and its vicinity, 57 branches located in upcountry. There were new branches opened in the year 2022 i.e. Rangsit branch where we moved from original branch to next to the main road for the customer to easily access for service and Ladkrabang branch where we moved to the opposite site from original branch and we expanded the size.

Home Pro S: Currently, there are 4 branches located in Bangkok and its vicinity and 1 branch in upcountry. 1 branch was closed i.e. The Mall (Bangkae) due to the expiration of leased contract.

Mega Home Center Co., Ltd.: Currently, there are 3 branches located in Bangkok and its vicinity and 15 branches located in upcountry. In the year 2022, we opened new branches in Pattaya, Chachoengsao, Khonkaen and Suratthani.

Home Products Center Co., Ltd. (Malaysia): Currently, there are 7 branches. There was no new branch opened in the previous year.

**Income from Retail Sales**

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 that is income from customer services (Home Service) and the revenue from sales of goods in the total amount of Baht 65,090.88 Million which increased by Baht 4,522.97 Million or by 7.47%. This is because The business resumed to normal operation for all stores in 2022 comparing with the same period of 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 drove 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 located 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 more online channel.

### **Selling and Administration Expenses**

In summary, selling and administration expenses of the year 2022 were at Baht 13,225 Million which increased at Baht 1,267 Million or 10.3%. The increase of such expense was a result of the opening of new branch for both HomePro and Mega Home, the increase of fuel cost and land and building tax which was returned to collect at normal rate and the expenses on marketing and promotion activities. For expenses on rental shop, since we opened for business as normal, the expenses were increased if we compared with the 3<sup>rd</sup> quarter of the year 2021 when we closed the branch.

### **Net Profit**

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.

Ms. Wannee reported to the Meeting that the Company has been awarded on sustainable operation as follows:

### **International Level**

- DJSI (Dow Jones Sustainability Indices): The Company has been awarded for 7 years consecutively.
- FTSE4 GOOD: The Company has been awarded for 8 years consecutively.
- MSCI ESG Rating (Received AA)
- Bloomberg Gender Equality Index (GEI)
- Sustainalytics (ESG Risk ranking): The Company are categorized in low risk rating

### **Domestic Level**

- AGM investor's choice
- THSI (Thailand Sustainability Investment by SET): The Company has been awarded for 8 years consecutively.
- Highly Commended in Sustainability Awards from SET
- Sustainability Disclosure Recognition
- Excellence CG Score (IOD)
- ESG 100
- CAC Certified: Currently, the Company was certified to be a member of Private Sector Collective Action against Corruption

Before casting the vote and making a resolution, the Chairman of the Meeting opened the opportunity for all Shareholders to make an inquiry and there was shareholder questioning as follows:

#### **Mr. Sappaut Pongtiwat (Shareholder) questioned:**

1. Will business model of Mega Home or HomeProS be more suitable for Malaysia more than business model used nowadays?
2. To compare between the expansion of the Company's branch and to purchase shares of Home Depot Co., Ltd., which way will be more worth? Since Home Depot's price is now falling down, PE is 17 times and dividend yield is more than 3%.

#### **Khun Weerapun answered to the Shareholder:**

Answered the 1<sup>st</sup> question: Most of products sold in Malaysia were equipment and household items. For construction materials, if we want to run the same business model as Mega Home, it is not that clear in Malaysia. The Company, therefore, opined that we should better run a business in HomePro model.

#### **Khun Wannee answered to the Shareholders:**

Answered the 2<sup>nd</sup> question: It is the own right of shareholder to invest in any company.

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

**Remark** After the meeting considered the Agenda 1 and Agenda 2, there were shareholders out of the Meeting system with the number of the share of 15,500,000 shares and the total number of share was 9,523,477,997 shares. Therefore, the number of vote in agenda 3 has decreased accordingly.



**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.**

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 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. The Chairman of the Meeting declared to the Meeting that, in the year 2022, the summarized financial information was as follows:

Sales	= Baht 65,090.88 Million which increased from the previous year Baht 4,522.97 Million or by 7.47%;
Total Revenues	= Baht 69,389.43 Million which increased from the previous year Baht 5,463.00 Million or by 8.55%;
Net profits	= Baht 6,217.09 Million which increased from the previous year Baht 776.57 Million or by 14.27%;
The basic earnings per share	= Baht 0.47
Paid up Capital	= Baht 13,151.20 Million;
As of 31 <sup>st</sup> December 2022,	
The Company had its total assets	= Baht 65,184.74 Million;
Total liabilities	= Baht 40,938.86 Million;
Shareholders' equity	= Baht 24,245.88 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 2022, 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 2022.

Before casting the vote and making a resolution, the Chairman of the Meeting opened the opportunity for all Shareholders to make an inquiry and there was shareholder questioning as follows:

**Mr. Natee Nakthanasukan (Shareholder) questioned:**

How come did cash cycle of the year 2022 plus for 4 days? It was different from the year 2021 that minus for 1 day and in the year 2020 that minus for 8 days.

**Khun Wannee answered to Shareholder:**

The reason why cash cycle was plus for 4 days was because the merger of Mega Home and HomePro on 1<sup>st</sup> July 2022. Normally, the cash conversion cycle of Mega Home are more than 30 days. Once stock consolidate and HomePro were gathered, cash cycle will be plus for 4 days.

**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 2022 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	9,523,477,997	100.00
-Disapproved	0	0.00
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Remark**

After the meeting considered the Agenda 3, there were shareholders out of the Meeting system with the number of the share of 100 shares and the total number of share was 9,523,477,897 shares. Therefore, the number of vote in agenda 4 has decreased accordingly.

**Agenda 4**

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

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 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 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:

<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%

**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.

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 for dividend payment 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) issued on 20<sup>th</sup> April 2023, and the dividend has been paid on 3<sup>rd</sup> May 2023.

Before casting the vote and making a resolution, the Chairman of the Meeting opened the opportunity for all Shareholders to make an inquiry and there was shareholder questioning as follows:

**Mr. Sappaut Pongtiwat (Shareholder) questioned:**

Will the dividend be paid at least the same rate this year?

**Khun Wannee answered the Shareholder:**

Currently, the Company's profit of the year 2022 returned to be normal as the year 2019. In the year 2022, the Company has paid for dividend at the same rate as the year 2019 which is at the rate Baht 0.38 per share and it is more than the amount of dividend payment of the year 2021 which was at the rate Baht 0.32 per share.

**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 0.21 per share, or not exceeding in total of Baht 2,761.76 Million.

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

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	9,523,477,897	100.00
-Disapproved	0	0.00
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Remark**

After the meeting considered the Agenda 4, there were shareholders increased with the number of the share of 960 shares and the total number of share was 9,523,478,857 shares and the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 5 has increased accordingly.

**Agenda 5**      **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 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                      Director, Executive Director and Chairman of The Nomination and Remuneration Committee
2. Mr. Khunawut Thumpomkul              Director and Chairman of Executive Director
3. Mr. Naporn Sunthornchitcharoen      Director, Executive Director and Nomination and Remuneration Committee
4. Mr. Achawin Asavabhokin              Director

Since Mr. Rutt Phanijphand does not wish to return to be a director, there are only 3 Directors to be proposed for the Meeting of Shareholders for consideration i.e.

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

The Board of the Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee. Since, comparing with the number of director under good corporate governance which shall consist of 5-12 people, the number of director of 11 people are still within the specified the criteria and we also considered that all three exiting directors who are retired by rotation in this year have met 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 and also in the past 2 years, all 3 Directors have never been an employee or partner of the auditor company. Moreover, all 3 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, the Company has opened the opportunities to Shareholders to propose the 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 Board of the Directors, therefore, proposed 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.

For transparency in casting the vote, the Directors who are nominated to be appointed at this time will abstain and not at the Meeting

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 biography of directors are retired by rotation and proposed to re-appoint for another term.**



**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 Sunthornchitcharoen **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
<b>Thai Institute of Directors Association (IOD)</b>	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
<b>Other</b>	Year 2006 - Diploma, the National Defence College Course

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

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
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
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

**Being Director of 14 non-listed companies (Continued)**

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

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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

**Resolved**

The Meeting considered and adopted the resolution to re-appoint the three 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. Khunawut Thumpomkul Director and Chairman of the Executive 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:

Vote for	Number of Share	% of the all attending and casting votes
-Approve	9,176,876,734	97.82
-Disapprove	204,479,934	2.18
-Abstain	142,122,189	Not Count
- Voided ballot	0	Not Count

**2. Mr. Naporn Sunthornchitcharoen Director, Executive 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:

Vote for	Number of Share	% of the all attending and casting votes
-Approve	9,058,530,518	95.12
-Disapprove	464,945,006	4.88
-Abstain	3,333	Not Count
- Voided ballot	0	Not Count

### 3. Mr. Achawin Asavabhokin 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:

Vote for	Number of Share	% of the all attending and casting votes
-Approve	9,357,209,908	98.26
-Disapprove	166,148,949	1.74
-Abstain	120,000	Not Count
- Voided ballot	0	Not Count

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

The Chairman of the Meeting declared to the Meeting that Section 90 of the Public Limited Company 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 criteria 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 criteria 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
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 previous year is as follows:

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

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

<b>Composition of Remuneration</b>	<b>Amount</b>
<b>Remuneration of Directors</b>	
1. Monthly remuneration - Chairman - Vice Chairman - Chairman of Executive Director - Director	Baht 80,000 per person / per month Baht 60,000 per person / per month Baht 60,000 per person / per month Baht 40,000 per person / per month
2. Remuneration per meeting attendance - Chairman - Vice Chairman - Chairman of Executive Director - Director	Baht 30,000 per person / per meeting attendance Baht 30,000 per person / per meeting attendance 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.
<b>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 Director and the Nomination and Remuneration Committees).</b>	
<b>Composition of Remuneration</b>	<b>Amount</b>
Remuneration per meeting attendance. - 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 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 that the company provide 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%.
2. The Company provides welfare of medical checkup 1 time per year. However, there is no Director exercising the right on annual medical checkup.

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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

**Resolved**

The Meeting considered and adopted the resolution to approve the remuneration of the Directors and Sub-Committees of the year 2023 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.

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

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	9,117,934,619	95.74
-Disapprove	3,333	0.00
-Abstain by Shareholders 0 shares	405,540,905	4.26
-Abstain by Directors 405,540,905 shares		
-Voided ballot	0	0

**Remark**

After the meeting considered the Agenda 6, there were shareholders out of the Meeting system with the number of the share of 653 shares and the total number of

share was 9,523,478,204 shares. Therefore, the number of vote in agenda 7 has decreased accordingly.

**Agenda 7**      **To consider the approval the payment of Directors' bonus 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 (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 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 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:

The year approved for the bonus payment to the Directors and Sub-committees	Approved amount	Actual amount paid
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

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 2022 in the amount of Baht 35,000,000 (Thirty Five 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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

**Resolved**

The Meeting considered and adopted the resolution to approve 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) 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	8,977,006,441	94.26
-Disapprove	140,927,525	1.48
-Abstain by Shareholders 3,333 shares	405,544,238	4.26
-Abstain by Directors 405,540,905 shares		
-Voided ballot	0	0

**Remark**

After the meeting considered the Agenda 7, there were shareholders out of the Meeting system with the number of the share of 6,500 shares and the total number of share was 9,523,471,704 shares. Therefore, the number of vote in agenda 8 has decreased accordingly.

**Agenda 8**

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

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 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. Kitti 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:

<b>Audit Fee</b>	Year 2020	Year 2021	Year 2022	Year 2023
Annual audit fee for the financial statements of the Company	2,760,000	2,760,000	2,695,000	2,995,000
Quarterly reviewing fee for financial statements of the Company for the whole year	1,035,000	1,035,000	1,020,000	1,005,000
Total amount requested for approval	3,795,000	3,795,000	3,715,000	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 in the Invitation Letter.)

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 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.

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 2023, and approve the audit fee in the amount of not exceeding Baht 4,000,000 (Four Million 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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

**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 2023 as per the following 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. Kitti Teachakasembundit   | CPA No.9151 |        |

and approve the audit fee in the amount of not exceeding Baht 4,000,000 (Four Million 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	9,409,319,306	98.80
-Disapproved	114,152,398	1.20
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

**Remark** After the meeting considered the Agenda 8, there were shareholders out of the Meeting system with the number of the share of 6,100 shares and the total number of share was 9,523,465,604 shares. Therefore, the number of vote in agenda 9 has decreased accordingly.

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

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 in order for the Company’s objectives to be clear and included. The Company, therefore, proposed this matter to the Shareholders’ Meeting for consideration on approval the amendment of Section 3 of Memorandum of Association (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 with the details 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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

**Resolved**

The Meeting considered and adopted the resolution to amend Section 3 of the Memorandum of Association (Company’s Objectives) by amending 4 original clauses and adding 10 new clause from 52 clauses to 62 clauses according to the details proposed to the Meeting.

The Meeting adopted the resolution with the votes exceeding three-fourth of total votes of shareholders attending the meeting and having the right to votes, with following details:

Resolution	Number of Share	% of the all attending and having the right to votes
-Approve	9,520,209,371	99.97
-Disapprove	3,252,900	0.03
-Abstain	3,333	0.00
- Voided ballot	0	0.00

**Remark:** After the consideration of Agenda 9 has been completed, there were additional attending shareholders with the number of the share of 4,000 shares. Therefore, the total number of share was 9,523,469,604 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 10 were increased accordingly.

**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)**

The Chairman declared to the Meeting that 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 Chapter 3 to Chapter 5 and Clause 22 to Clause 32

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 Chapter 3 to Chapter 5 and Clause 22 to Clause 32 as follows:

**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 deemed 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.

Before casting the vote and making a resolution, the Chairman opened the opportunity for Shareholders to make an inquiry but there was no Shareholder giving any question.

#### **Resolved**

The Meeting adopted the resolution to approve the amendment of the Articles of Association 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 to be in accordance with the Amendment to the Public Limited Companies Act, No. 4 B.E. 2565 (2022)

The Meeting adopted a resolution with the votes exceeding three-fourth of total votes of shareholders attending the meeting and having the right to votes, with following details:

Resolution	Number of Share	% of the all attending and having the right to votes
-Approve	9,522,843,404	99.99
-Disapprove	0	0.00
-Abstain	626,200	0.00
- Voided ballot	0	0.00

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 2023 adjourned at 11.30 hrs.

Singed Mr. Anant Asavabhokhin Chairman of the Meeting  
(Mr. Anant Asavabhokhin)

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

# Enclosure 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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 10 เมษายน 2567 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮ้าส์ 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 2024 via electronic system on Wednesday 10<sup>th</sup> April 2024 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 Sathorn Road, Tungmahamek Sub District, Sathorn 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 2567 ในวันที่พุธที่ 10 เมษายน 2567 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้อง  
ประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะฟังเลื่อนไปในวัน 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 2024 via electronic system on Wednesday 10<sup>th</sup> April 2024 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 Sathorn Road,  
Tungmahamek Sub District, Sathorn 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 2566
- Agenda 1** To consider the approval of the Minutes of The Annual General Meeting of the Shareholders 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 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2566
- Agenda 2** To consider for acknowledgement of the Company's Operation Result of 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 3 เรื่องพิจารณานุมัติงบแสดงฐานะการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566
- 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 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 4 เรื่องพิจารณานุมัติการจ่ายปันผลประจำปี 2566
- Agenda 4** To consider the approval of the dividend payment 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 5 เรื่องพิจารณานุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5** To consider the approval of the appointment of the Company's directors in place of the directors who 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       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director.
- 1.นายวีรพันธ์ อังสุมาลี (Mr. Weerapun Ungsumalee)  
ตำแหน่ง/Position กรรมการ และกรรมการผู้จัดการ / Director and Managing Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- 2.นายบุญสม เลิศศิริวงษ์ (Mr. Boonsom Lerthirunwong)  
ตำแหน่ง/Position กรรมการ ประธานคณะกรรมการตรวจสอบ และกรรมการอิสระ / Director, Chairman of the Audit Committee and Independent Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- 3.นางสุวรรณา พุทธิประสาท (Mrs. Suwanna Buddhprasart)  
ตำแหน่ง/Position กรรมการ / Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- 4.นางสาววีรภรณ์ อดมคุณธรรม (Ms. Vareeporn Udomkunnatum)  
ตำแหน่ง/Position กรรมการ / Director
- เห็นด้วย/ Approve       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 6 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2567  
**Agenda 6** To consider the approval of the remuneration of directors for the year 2024.
- (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       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 7 เรื่องพิจารณาอนุมัติจ่ายเงินโบนัสกรรมการประจำปี 2566  
**Agenda 7** To consider the approval of the payment of Directors' bonus 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       ไม่เห็นด้วย/ Disapprove       งดออกเสียง/ Abstain
- วาระที่ 8 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2567  
**Agenda 8** To consider the approval the appointment of auditors and determination the auditing fee for the year 2024.

- (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 of 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

(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 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.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 2567 ในวันพุธที่ 10 เมษายน 2567 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2024 via electronic system on Wednesday 10<sup>th</sup> April 2024 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 Sathorn Road, Tungmahamek Sub District, Sathorn 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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธที่ 10 เมษายน 2567 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 2024 via electronic system on Wednesday 10<sup>th</sup> April 2024 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 Sathorn Road, Tungmahamek Sub District, Sathorn 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 2566

**Agenda1** **To consider the approval of the Minutes of The Annual General Meeting of the Shareholders 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.....เสียง

ไม่เห็นด้วย Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

วาระที่ 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2566

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

ไม่เห็นด้วย Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

**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 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.....เสียง

- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 4 เรื่องพิจารณาอนุมัติการจ่ายปันผลประจำปี 2566
- Agenda 4 To consider the approval of the dividend payment 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 5 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ด้อยออกตามวาระ
- Agenda 5 To consider the approval of the appointment of the Company's directors in place of the directors who 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:
- การแต่งตั้งกรรมการทั้งหมด / 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. นายวีรพันธ์ อังสุมาลี (Mr. Weerapun Ungsumalee)
- ตำแหน่ง/Position กรรมการ และกรรมการผู้จัดการ / Director and Managing Director
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
2. นายบุญสม เลิศหิรัญวงศ์ (Mr. Boonsom Lerdhirunwong)
- ตำแหน่ง/Position กรรมการ ประธานคณะกรรมการตรวจสอบ และกรรมการอิสระ / Director, Chairman of the Audit Committee and Independent Director
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
3. นางสุวรรณา พุทฺธประสาธ (Mrs. Suwanna Buddhprasart)
- ตำแหน่ง/Position กรรมการ / Director
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง



4.นางสาววีรภรณ์ อุดมคุณธรรม (Ms. Vareeporn Udomkunnatum)

ตำแหน่ง/Position กรรมการ / Director

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

- วาระที่ 6 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2567

**Agenda 6 To consider the approval of the remuneration of directors for the year 2024.**

(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 2566

**Agenda 7 To consider the approval of the payment of Directors' bonus 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 8 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2567

**Agenda 8 To consider the approval the appointment of auditors and determination the auditing fee for the year 2024.**

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น / 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ / 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**

- หนังสือมอบฉันทะแบบ ค. 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ / Evidences to be attached to the Proxy are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Letter of authorization from the shareholder to grant the custodian to proceed with the signing on the Proxy for the shareholder.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
A document confirming that the signor on the Proxy for the shareholder has been permitted to engage in the custodian business.
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As per the agenda to appoint director, the appointment can be made for all directors or for individual director.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. 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 2567 ในวันที่ 10 เมษายน 2567 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2024 via electronic system on Wednesday 10<sup>th</sup> April 2024 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 Sathorn Road, Tungmahamek Sub District, Sathorn 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
  - จดออกเสียง/ 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
  - จดออกเสียง/ 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
  - จดออกเสียง/ Abstain.....เสียง
  
- วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)  
ชื่อกรรมการ / Name of Director .....
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- จดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

จดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

จดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director .....

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

จดออกเสียง/ 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...../...../.....

## **Enclosure 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.

## **Enclosure 3.3**

### **A brief history of independent directors who serve as proxies** **Committee Information**



**Name - Surname** Mr. Boonsom Lerdhirunwong  
**Age** 70  
**Position** Chairman of the Audit Committee and Independent Director  
**Date of Appointment** October 1, 2014  
**Address** 31 Prachachuen - Nonthaburi Road, Nonthaburi, Bang Khen Subdistrict, Mueang Nonthaburi District, Nonthaburi Province  
**Main Occupation** Chairman and Independent Director, Quality Houses Plc. (Real estate development)

Direct shareholding : There is no holding of company securities  
 Spouse and minor child shareholding : None  
 Family relationship with Director and Management : None

### **Education**

Education	Major	University
Doctoral Degree	Civil Engineering	INSA Toulouse, France
Master Degree	Civil Engineering	Chulalongkorn University
Bachelor Degree	Civil Engineering	Chulalongkorn University

### **Training**

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2022 - Advanced Audit Committee Program (ACP) 45/2022
	Year 2019 - Board Matters and Trends (MBT) 7/2019
	Year 2019 - Ethical Leadership Program (ELP) 15/2019
	Year 2016 - Anti-Corruption: The Practical Guide (ACPG) 27/2016
	Year 2014 - Role of Chairman Program (RCP) 34/2014
	Year 2013 - Successful Formulation & Execution of Strategy (SFE) 18/2013
	Year 2012 - Director Certification Program (DCP) 162/2012
	Year 2012 - Financial Statements for Directors (FSD) 17/2012
	Year 2012 - Audit Committee Program (ACP) 41/2012
	Year 2012 - Monitoring Fraud Risk Management (MFM) 8/2012

**Training (Continued)**

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2012 - Monitoring of the Quality of Financial Reporting (MFR) 16 / 2012
	Year 2012 - Monitoring the Internal Audit Function (MIA) 13/2012
	Year 2012 - Monitoring the System of Internal Control and Risk (MIR) 13 / 2012
IOD Forum	Year 2018 - Digital Transformation: A Must for All Companies
	Year 2017 - The Role of Chairman in Leading Strategic Risk Oversight
	Year 2017 - Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance
	Year 2016 - Corporate Governance vs Corporate Performance: Duty or Choice
Others	Year 2014 - Corporate Governance: Effectiveness and Accountability in the Boardroom Kellogg School of Management, Northwestern University
	Year 2013 - Certificate in Top Executives in the Energy Education Program (Class of 3 <sup>rd</sup> )
	Year 2006 - Diploma, the Joint State-Private Sector Course National Defense College (Class of 19 <sup>th</sup> )

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

**Being Director of 2 Listed companies**

During	Position	Company Name	Type of Business
2014 - Present	Chairman of the Audit Committee and Independent Director	Home Product Center Plc.	Retail
2015 - Present	Chairman and Independent Director	Quality Houses Plc.	Property Development
2012 - 2014	Director and Audit Committee	PTT Plc.	Energy and Utilities

**Being a Management of 1 non-listed company**

During	Position	Company Name	Type of Business
2010 - Present	Director and Chairman of Executive Director of Building and Infrastructure Committee	The Thai Red Cross Society	Charitable Organization

### **Conflict of Interest**

1. 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.
2. Directors do not have special interests that are different from other directors. In every agenda proposed in this general meeting of shareholders, except for the agenda for the election of directors, because he is the person who must be re-elected to be a director for another term and approval of payment of remuneration and bonuses to directors
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:
  - 3.1 He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company.
  - 3.2 He does not provide any professional service i.e. Auditor, legal counsel
  - 3.3 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.** 4 terms for 9 years 6 months 10 days of services

- 1<sup>st</sup> Term: From October 01, 2014 to April 09, 2015
- 2<sup>nd</sup> Term: From April 09, 2015 to April 09, 2018
- 3<sup>rd</sup> Term: From April 09, 2018 to April 08, 2021
- 4<sup>th</sup> Term: From April 08, 2021 to April 10, 2024

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

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



## **Enclosure 4**

### **The information to support Agenda 5:**

### **The biography of directors is retired by rotation and proposed to re-appoint for another term.**

#### **Committee Information**

<b>Name - Surname</b>	Mr. Weerapun Ungsumalee
<b>Age</b>	61
<b>Position</b>	Director and Managing Director Directors authorized to sign on behalf of the company as specified in the certificate
<b>Date of Appointment</b>	February 1, 2019
<b>Main Occupation</b>	Managing Director Home Product Center Public Company Limited (Retail)



Direct shareholding	: 5,497,670 shares proportion 0.04%
Spouse and minor child shareholding	: None
Family relationship with Directors and management	: None

#### **Education**

<b>Education</b>	<b>Major</b>	<b>University</b>
Master Degree	Industrial Engineering	Asian institute of Technology (AIT)
Bachelor Degree	Industrial Engineering	King Mongkut's institute of Technology, Ladkrabang.

#### **Training**

<b>Institution</b>	<b>Program</b>
Absolute Alliances	Year 2020 - Digital Business Solution Summit 2020
Thai Institute of Directors Association (IOD)	Year 2019 - Director Certification Program (DCP) 272/2019
Capital Market Academy (CMA)	Year 2019 - Capital Market Leadership Program (CMLP) 29/2019
MAI Listed Company Association (mai)	Year 2019 - Chief Transformation Officer Program (CTO)

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

#### **Currently does not hold positions in any other listed companies.**

#### **Being Director of 1 Listed company**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2022 - Present	Managing Director	Home Product Center Plc.	Retail
2019 - Present	Director		
2016 - 2023	Executive Vice President		
2007 - 2016	Senior Vice President - Operation		
2005 - 2007	Senior Vice President - Information Technology		

**Being Director of 3 non-listed companies**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2019 - Present	Director	Home Product Center (Malaysia) Sdn. Bhd.	Retail
2018 - Present	Director and Managing Director	Mega Home Center Co.,Ltd.	Retail construction materials
2013 - Present	Director	DC Service Center Co.,Ltd.	Freight forwarding business

**Conflict of Interest**

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.** 2 terms for 5 years 2 months 10 days of services:

1<sup>st</sup> Term: From February 1, 2019 to April 8, 2021

2<sup>nd</sup> Term: From April 8, 2021 to April 10, 2024

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

1. Board of Director Meeting : 12 attendances out of total 12 meetings

### **Committee Information**

**Name - Surname** Mr. Boonsom Lerdhirunwong  
**Age** 70  
**Position** Chairman of the Audit Committee and Independent Director  
**Date of Appointment** October 1, 2014  
**Main Occupation** Chairman and Independent Director, Quality Houses Plc. (Real estate development)



Direct shareholding : There is no holding of company securities  
Spouse and minor child shareholding : None  
Family relationship with Director and : None

### **Education**

Education	Major	University
Doctoral Degree	Civil Engineering	INSA Toulouse, France
Master Degree	Civil Engineering	Chulalongkorn University
Bachelor Degree	Civil Engineering	Chulalongkorn University

### **Training**

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2022 - Advanced Audit Committee Program (ACCP) 45/2022
	Year 2019 - Board Matters and Tends (MBT) 7/2019
	Year 2019 - Ethical Leadership Program (ELP) 15/2019
	Year 2016 - Anti-Corruption: The Practical Guide (ACPG) 27/2016
	Year 2014 - Role of Chairman Program (RCP) 34/2014
	Year 2013 - Successful Formulation & Execution of Strategy (SFE) 18/2013
	Year 2012 - Director Certification Program (DCP) 162/2012
	Year 2012 - Financial Statements for Directors (FSD) 17/2012
	Year 2012 - Audit Committee Program (ACP) 41/2012
	Year 2012 - Monitoring Fraud Risk Management (MFM) 8/2012
	Year 2012 - Monitoring of the Quality of Financial Reporting (MFR) 16 / 2012
	Year 2012 - Monitoring the Internal Audit Function (MIA) 13/2012
Year 2012 - Monitoring the System of Internal Control and Risk (MIR) 13 / 2012	

**Training (Continued)**

Institution	Program
IOD Forum	Year 2018 - Digital Transformation: A Must for All Companies
	Year 2017 - The Role of Chairman in Leading Strategic Risk Oversight
	Year 2017 - Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance
	Year 2016 - Corporate Governance vs Corporate Performance: Duty or Choice
Others	Year 2014 - Corporate Governance: Effectiveness and Accountability in the Boardroom Kellogg School of Management, Northwestern University
	Year 2013 - Certificate in Top Executives in the Energy Education Program (Class of 3 <sup>rd</sup> )
	Year 2006 - Diploma, the Joint State-Private Sector Course National Defense College (Class of 19 <sup>th</sup> )

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

**Being Director of 2 Listed companies**

During	Position	Company Name	Type of Business
2014 - Present	Chairman of the Audit Committee and Independent Director	Home Product Center Plc.	Retail
2015 - Present	Chairman and Independent Director	Quality Houses Plc.	Property Development
2012 - 2014	Chairman and Independent Director	PTT Plc.	Energy and Utilities

**Being a Management of 1 non-listed company**

During	Position	Company Name	Type of Business
2010 - Present	Director and Chairman of Executive Director of Building and Infrastructure Committee	The Thai Red Cross Society	Charitable Organization

### **Conflict of Interest**

1. 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.
2. Directors do not have special interests that are different from other directors in every agenda proposed in this general meeting of shareholders, except for the agenda for the election of directors, because he is the person who must be re-elected to be a director for another term and approval of payment of remuneration and bonuses to directors.
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:
  - 3.1 He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company.
  - 3.2 He does not provide any professional service i.e. Auditor, legal counsel
  - 3.3 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.** 4 terms for 9 years 6 months 10 days of services

- 1<sup>st</sup> Term: From October 01, 2014 to April 09, 2015
- 2<sup>nd</sup> Term: From April 09, 2015 to April 09, 2018
- 3<sup>rd</sup> Term: From April 09, 2018 to April 08, 2021
- 4<sup>th</sup> Term: From April 08, 2021 to April 10, 2024

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

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

### **Committee Information**

**Name – Surname** Mrs. Suwanna Buddhaprasart  
**Age** 69  
**Proposed Position** Director  
Directors authorized to sign on behalf  
of the company as specified in the certificate  
**Date of Appointment** July 2, 2003  
**Main Occupation** Chief of Executive Officer  
LH Mall and Hotel Co., Ltd. (Property development)



Direct shareholding : There is no holding of company securities  
Spouse and minor child shareholding : None  
Family relationship with Director and : None

### **Educational**

<b>Educational</b>	<b>Major</b>	<b>University</b>
Master Degree	Business Administration	Chulalongkorn University
Bachelor Degree	Commerce and Accountancy	Chulalongkorn University

### **Training**

<b>Institution</b>	<b>Program</b>
Thai Institute of Directors Association (IOD)	Year 2023 - Director Leadership Certification Program (DLCP 9/2023)
	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**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2003 - Present	Director	Home Product Center Plc.	Retail
2018 - Present	Director	Mandarin Hotel Plc.	Hotel
2014 - Present	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.**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2023 - Present	Consultant (1 Year Contract)	Land and Houses Asset Management Co., Ltd.	Asset Management Company
2021 - 2023	Chairman Executive		
2017 - 2023	Director		

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

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2017 - Present	Director	L&H Property Co., Ltd.	Real estate development
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 (Phetchaburi 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	Q.H. Management Co., Ltd	Service
2000 - Present	Director	Q.H. International Co., Ltd.	Property Leasing
2000 - Present	Director	The Confidence Co., Ltd.	Property Development

**Conflict of Interest**

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.** 7 terms for 21 years 9 months 4 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

7<sup>th</sup> Term: From April 8, 2022 to April 10, 2024

**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** Ms. Vareeporn Udomkunnatum  
**Age** 50  
**Proposed Position** Director  
**Date of Appointment** May 1, 2023  
**Main Occupation** Chairman Executive and Director  
Elysian Development Co., Ltd.  
(Real estate development)



Direct shareholding : 8,408,200 shares proportion 0.06%  
Spouse and minor child shareholding : None  
Family relationship with Director and : None

### **Educational**

<b>Educational</b>	<b>Major</b>	<b>University</b>
Master Degree	MBA	Columbia University, USA
Bachelor Degree	Bachelor Degree in Business Administration, Major Finance & Marketing	Assumption University, Thailand

### **Training/**

<b>Institution</b>	<b>Program</b>
Thai Institute of Directors Association (IOD)	Year 2014 - Directors Certification Program (DCP)
Other	Year 2017 - Financial Statements for Directors (FSD)
	Year 2016 - Family Business Governance (FBG)

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

**Currently does not hold positions in any other listed companies.**

**Being Director of 1 Listed company.**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2023 - Present	Director	Home Product Center Plc.	Retail

**At present being Director of 5 non-listed companies.**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2020 – Present	Chief Executive Officer	Mineral Beverage Co., Ltd.	Retail
2022 - Present	Director	Threaded Creatives Co., Ltd.	Engineering services
2016 - Present	Chief Executive Officer	Elysian Hotel Management Co., Ltd.	Hotel, Service



**At present being Director of 5 non-listed companies. (Continued)**

<b>During</b>	<b>Position</b>	<b>Company Name</b>	<b>Type of Business</b>
2012 - Present	Chief Executive Officer	Elysian Development Co., Ltd.	Real estate development
2001 - Present	Director	Active Nation Co., Ltd.	Retail

**Conflict of Interest**

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.** 1 term for 11 months 10 days of services:  
1<sup>st</sup> Term: From May 1, 2023 to April 10, 2024 (Took the position of director in place of Mr. Manit Udomkunnatum)

**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

**Enclosure 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.

## **Enclosure 6**

### **Auditor's Profile**

Name Ms. Wilaiporn Chaowiwatkul  
Audit firm EY Office Limited  
CPA No. 9309  
Years of service Over 20 years  
Position Partner



### **Qualifications**

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

### **Education**

- Bachelor's degree in Accountancy, Chulalongkorn University
- Master of Business Administration, Chulalongkorn University

### **Experience**

- Providing audit services in a wide range of industries, including real estate, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

### **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 wilaiorn.chaowiwatkul@th.ey.com

### **Auditor's Profile**

Name Ms. Pimjai Manitkajohnkit  
Audit firm EY Office Limited  
CPA No. 4521  
Years of service Over 30 years  
Position 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 (2<sup>nd</sup> 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 engagement

### **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

### **Auditor's Profile**

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)

### **Auditor's Profile**

Name Ms. Orawan Techawatanasirikul  
Audit firm EY Office Limited  
CPA No. 4807  
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
- ASEAN Chartered Professional Accountant

### **Education**

- Bachelor's degree in Accounting, Thammasat University
- Diploma program in Auditing, Thammasat University
- 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 automotive business, manufacturing, logistics, agriculture business, hotel and hospitality, and services business
- Due diligence review and the J-SOX internal control attestation procedure for automotive manufacturing company
- 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 orawan.techawatanasirikul@th.ey.com

## **Enclosure 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



## Enclosure 8

แบบฟอร์มการขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567 แบบ 56-1 One Report และ หนังสือมอบฉันทะ ในแบบรูปเล่ม  
บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน)

Request Form for the printed Invitation for Annual General Meeting of the Shareholders for the year 2024, 56-1 One Report  
and Proxy form of 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 2567 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 2024

ขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567

Request for the printed Invitation for Annual General Meeting of the Shareholders for the year 2024

ขอรับรายงานประจำปี 2566 (แบบ 56-1 One Report) / Request for a printed annual report for the year 2023  
(56-1 One Report)

ขอรับหนังสือมอบฉันทะ / Proxy form request

โดยขอให้บริษัทฯจัดส่งเอกสารดังกล่าวให้กับข้าพเจ้า ตามที่อยู่ที่ระบุไว้ดังต่อไปนี้

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

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# User Manual

## e-Shareholder Meeting System



# Contents

**1** Preparation for DAP e-Shareholder Meeting

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**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



Edge

## Documents required for registration

### Individual shareholder



ID Card

or



Passport

### Juristic person



Juristic person certificate



ID Card

or



Passport

## Preparation for DAP e-Shareholder Meeting

### 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)



**DAP  
e-Shareholder  
Meeting**

### Register by sending documents to the company\*

1



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

2



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”

**DAP E-Shareholder Meeting**

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022  
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email  
Email

Password  
Password

[Forgot password](#)

Login

or

**New registration**

[Investor Registration Manual](#)  
Recommended Browser: Chrome



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

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

WGBr3t+... 1 / 2 36% +

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

1

เมื่อใช้งานระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าตรงสองและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือที่เกี่ยวข้องกับการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของข้อมูลผู้ถือหุ้น เพื่อวัตถุประสงค์ในการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดกดปุ่ม "ตกลง" ด้านล่างเพื่อดำเนินการต่อไป

ยกเลิก **ตกลง**

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



1 Choose a registration form

Attend in person  Proxy

2 Specify the type of shareholder

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

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- 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 or Special characters

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

4 Enter OTP

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

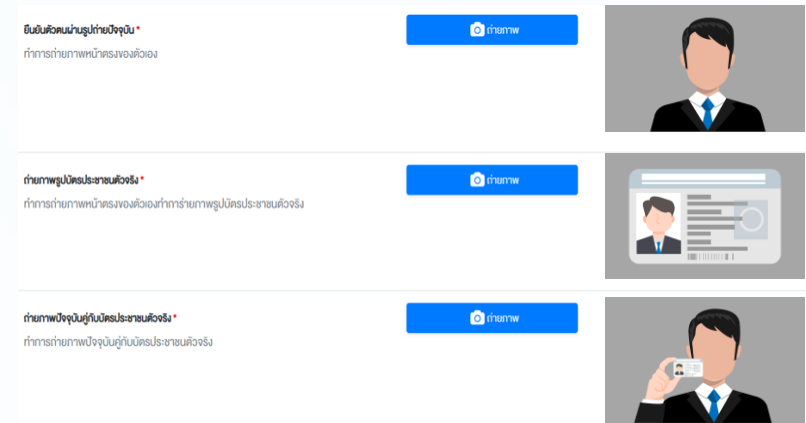
(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

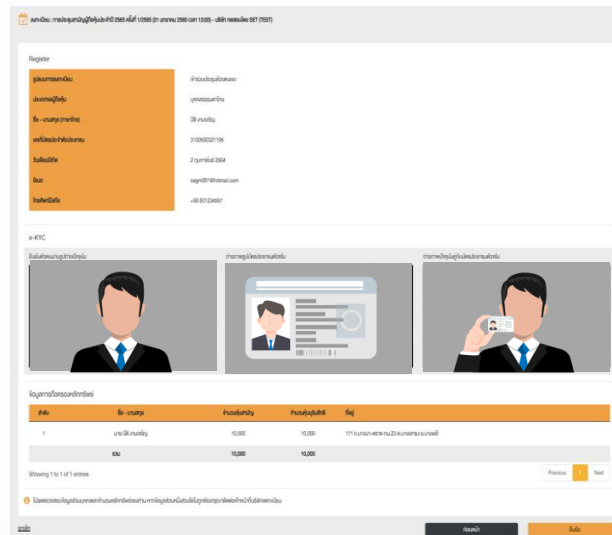


5 Take pictures of yourself

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



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.

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

1 Choose a registration form

2 Specify the type of shareholder

3 Fill out personal information

Attend in person  Proxy

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

### 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

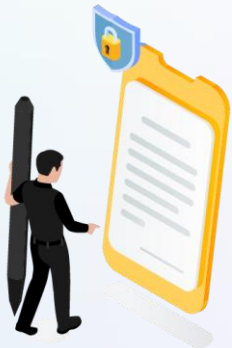
### Juristic person

- 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 (optional)
- 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 or Special characters

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



#### 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”

#### 5 Take a picture of yourself / Attach files



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

 อัปโหลดไฟล์



Upload attachments as specified in the invitation letter

 อัปโหลดไฟล์

#### 6 Review registration and securities holding information

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



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

## 2.3 Proxy to another person (A)



1 Choose a registration form

Attend in person  Proxy

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

3 Specify the type of proxy

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


4 Fill out proxies information

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

 อัปโหลดไฟล์

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”

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



## 2.4 Proxy to another person (B)



1 Choose a registration form

Attend in person  Proxy

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 (optional)
- 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

3 Specify the type of proxy

Proxy to another person (B)  Proxy to independent directors (B)

4 Fill out proxies information

### Proxy to another person (B)

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

### Proxy to another person (B)

- Independent Director’s name

## 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

อัพโหลดไฟล์

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

Proxy form B can be downloaded at

เอกสารใบมอบอำนาจฯ

Click “Next”

## 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



1

<https://portal.eservice.setgroup.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.

2

Login

Email

Password

[Forgot password](#)

Enter Username (email address that you have registered) and Password

3

Meeting list

Company Name Meeting Type Status Year Search Cancel

Company Name Meeting Type Status Year

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

บริษัท กสพท จำกัด (มหาชน) SET

19 July 2022 AGM Online Join Meeting

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



4

Meeting list [Join Meeting](#)

Meeting Information Agenda    Q&A    Summary voting results

Meeting information

Company Name	USAH neaoujou SET
Company Symbol	TEST
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 3:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	neaoujou neaoujou	1,000	1,000	23/28 nuj 5 neaoujou neaoujou neaoujou
Total		1,000	1,000	

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

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

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.
- 2 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

การประชุมสามัญผู้ถือหุ้นประจำปี 2564

## Description

- 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
- Current agenda will be indicated by star icon and yellow bar
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

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 : Completed  
06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก  
Remark : ยกยอดไปตอบในวาระที่ 3 Completed  
06 February 2022 14:09 Delete

# 4 e-Question and e-Voting functions



## e-Question functions

**DAP e-Shareholder Meeting**

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

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

During the meeting, shareholders can submit questions in advance:

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

Send Question

Agenda \*

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

Questioner \*

สมาชิกสามัญผู้ถือหุ้น

Question (Optional)

1/1000

Close 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

# 4 e-Question and e-Voting functions

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:  
“Agree”, “Disagree” and “Abstain”

1. Click “Submit Vote”
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
3. 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

1

**DAP E-Shareholder Meeting**

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 พิจารณายกบัญชีแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด 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

	จำนวนเสียงทั้งหมด (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%

การพิจารณาตามวาระ: การลงคะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นสามัญและไม่มีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)  
Resolution:

2

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.

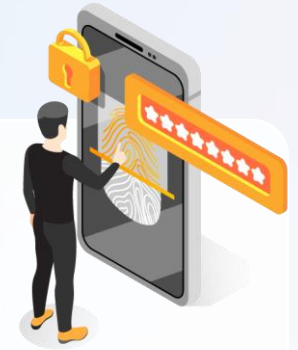
## 1 Reset password via email

Enter your registered email

Check your inbox

Set new password

# 5 Resetting password



## 2 Reset password via mobile phone number

Click the link to reset password  
via mobile phone

Forgot password

Email \*

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password

Mobile number \*

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit



To download user manual



shareholders could study more information at:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:

