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# Invitation Letter for the 2024 Annual General Meeting of Shareholders

**Dohome Public Company Limited**

Thursday 18 April 2024 at 2 p.m.

Organizes the meeting by electronic system.

The company opens for registration at 12 p.m.



The Shareholders who attend the Meeting through the electronic means by themselves or by proxy may submit a request for attending the meeting during 9 April 2024 at 8.30 a.m. to 18 April 2024 until end of the meeting at <https://pro.inventech.co.th/DOHOME114952R/#/homepage> or scan over the QR Code.





## Dohome Public Company Limited

Orrattanachai Building, No.60 Vibhavadi Rangsit Road,  
Samsennoi Sub-district, Phayathai District, Bangkok Metropolis, 10400  
Tel. 0-2027-8787

The Company organizes the meeting by electronic system.

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No. SET.CGAGM-01032567

26 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Dohome Public Company Limited

- Enclosures:
1. Notification Form of the 2024 Annual General Meeting of Shareholders;
  2. Form 56-1 (One Report) 2023 via QR Code format;
  3. Capital increase Report Form (F 53-4);
  4. Details of the Offering of Warrants to Purchase the Company's Newly Issued Ordinary Shares to Employees of the Company No.2 Series 1 (ESOP2-W1);
  5. Details of the Offering of Warrants to Purchase the Company's Newly Issued Ordinary Shares to Employees of the Company No.2 Series 2 (ESOP2-W2);
  6. Information of the retired directors and to be proposed as the Director;
  7. Articles of Association of the Company concerning a shareholder's meeting;
  8. Proxy Form A., Form B. and Form C;
  9. Profiles of Independent Directors for appointment as Proxy;
  10. Privacy Notice for Annual General Meeting of Shareholders 2024; and
  11. User Manual of Electronic system for Annual General Meeting of the Shareholders;

The Board of Directors of Dohome Public Company Limited (the "Company") held on 20 February 2024 adopted a resolution to call for the 2024 Annual General Meeting of Shareholders on Thursday, 18 April 2024 at 2.00 p.m. via electronic system (e-AGM) and registration time since 12.00 p.m. onward. The Meeting will be broadcasted from at the Auditorium meeting Room, 4 Floor, Ngernturbo Public Company Limited No. 500, Village No.3, Tiwanon Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120, Thailand. The agendas are as follows:

**Agenda 1 To acknowledge the operating results of the Company for the year 2023;**

Purpose and Rationale: According to Clause 43 of the Company's Articles of Association require that the Company has conducted the report on the Company's operating results for the year 2023, as of 31 December 2023 to shareholders' Meeting. The details of which are as shown in the Financial Summary in the Form 56-1 (One Report) 2023 in QR Code Format (Enclosure No. 2).

The Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose that the annual general meeting of shareholders to consider and approve the Company's operating result for the year 2023.

Voting: This agenda is for acknowledgement and no casting of votes is required.



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**Agenda 2** To consider and approve consolidated financial statements of the Company and subsidiaries for the year ended 31 December 2023;

Purpose and Rationale: According to Section 112 of the Public Limited Companies Act, B.E 2535 (1992) (as amended) (the "PLCA") and Clause 46 of the Company's Articles of Association, the Company must prepare a balance sheet and a profit and loss account at the end of each fiscal year to propose to the annual general meeting of shareholders. In this regard, the Company has prepared the statements of financial position and the statements of profit and loss for the fiscal year ended 31 December 2023, which have been considered by the Audit Committee and the Board of Directors, the details of which are as shown in the Form 56-1 (One Report) 2023 in QR Code Format (Enclosure No. 2).

The Audit Committee's Opinion: The Audit Committee has reviewed the consolidated financial statements of the Company and subsidiaries for the year ended 31 December 2023; which have been audited by the Company's auditor, therefore; it deems appropriate to propose that the Board of Directors to propose to the shareholders' meeting for their further consideration and approval.

The Board's Opinion: The Board of Directors, by the Audit Committee's opinion, has considered and deemed it appropriate to propose that the annual general meeting of shareholders consider and approve consolidated financial statements of the Company and subsidiaries for the year ended 31 December 2023.

A summary of the Company's significant financial status and operating results in 2023 is as follows:

### Selected Information from the Company's Financial Statements

Unit: million Baht

Description	Consolidated Financial Statements		Separated Financial Statements	
	2023	2022	2023	2022
Total assets	33,982.74	33,318.03	34,838.09	34,248.41
Total liabilities	21,807.12	21,715.08	22,356.93	22,281.05
Total revenue	31,574.19	31,530.18	31,587.49	31,537.13
Net profit (equity holders of the Company)	585.29	774.07	526.40	709.94
Unappropriated retained earnings	3,874.10	3,521.41	3,590.11	3,296.20
Earnings per share (baht/share)	0.19	0.25	0.17	0.23

Voting: The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.



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**Agenda 3 To consider and approve the appropriation of net profit as a legal reserve and the dividend payment;**

Purpose and Rationale: According to Section 116 of the PLCA and Clause 53 of the Company's Articles of Association require that the Company must allocate not less than 5 percent of the annual net profit, less with the accumulated loss (if any) as a legal reserve, until such legal reserve reaches the amount of not less than 10 percent of the registered capital of the Company.

As at 31 December 2022, the Company has a legal reserve totaling THB 212,630,000 which is still less than ten percent of the registered capital of the Company, however; the Company sustains a net profit of THB 526.40 million according to the Company's separated financial statements for the fiscal year ended 31 December 2023. Therefore, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the appropriation of the Company's net profit of the year 2023 in amount of THB 26,400,000 or representing approximately 5 percent of the total net profit of the year 2023 as a legal reserve. After such allocation, the total amount of legal reserve of the Company will be THB 239,030,000.

In addition, pursuant to Section 115 of the PLCA and Clause 51 of the Company's Articles of Association stipulate that no dividends shall be paid otherwise than out of profits and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, and the Company may distribute the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders as stipulated in Section 117 of the PLCA. In this respect, the Company has the policy to pay a dividend at the rate of not less than 30 percent of the net profit of its separated financial statements after deducting corporate income tax and all types of reserves.

In this regard, as at 31 December 2023, the Company has the net profit from the separated financial statements of THB 500.00 million. The Board of Directors it deems appropriate to propose that the shareholders' meeting to consider and approve the dividend payment as follows:

(1) distribute common stock dividend from the Company's operating results for the fiscal year ended 2023 from retained earnings to the existing shareholders of the Company at the rate of 22 existing shares per 1 ordinary share, with the total number of shares not exceeding 140,415,083 shares at a par value of THB 1 representing stock dividend at the rate of THB 0.0454545455 per share, totaling not exceeding THB 140.42 million.

In case, where the shareholder has share fraction derived from the allocation of such stock dividend, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.0454545455 per share; and

(2) distribute cash dividend at the rate of approximately THB 0.0050505051 per share, totaling to approximately THB 15.60 million.



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The total of dividend payment of common stock and cash dividend is at the rate of approximately THB 0.0505050506 per share or equaling to approximately THB 156.02 million or equivalent to approximately 31.20 percent of net profit of separated financial statements after deducting tax and legal reserve which is in compliance with the dividend policy of the Company.

The Company has set the date of 5 March 2024 as the date for determining the shareholders' right to receive the common stock and cash dividend (Record Date) and 17 May 2024 as the dividend payment date. In this regard, all cash dividends shall be deducted to accommodate withholding tax at the rate determined by the laws.

A comparison of the dividend payments from the Company's operating results in the previous years are detailed as follows:

Details of the annual dividend payment	2024 (Proposed year)	2023
1. Net Profit (separated financial statements) (THB) for the year 2023 and 2022 respectively	500,003,493	674,443,865
2. Number of paid-up shares (share)	3,089,131,812	2,906,740,337
3. Number of dividend payment (THB/share)	0.0505050506	0.06944444445
4. Total amount of dividend payment approximately (THB million)	156.02	201.86
5. Dividend pay-out ratio (percent)	31.20	29.93

The Board's Opinion: In consideration of dividend payment to shareholders, the Board of Directors takes various factors into account, namely the Company's performance, liquidity, current cash flow, and financial status or the Company's future business plan and capital investment requirement; and other factors. Therefore, the Board of Directors deems it appropriate to propose that the 2024 annual general meeting of shareholders consider and approve the appropriation of net profit as a legal reserve and the dividend payment as detailed above.

However, the right to receive dividend is subject to the approval by the 2024 Annual General Meeting of Shareholders.

Voting: The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base



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**Agenda 4: To consider and approve the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company No.2 in the amount of not exceeding 4,000,000 units, at no cost**

Purpose and Rationale: The Company desires to issue and offer the warrants to purchase the Company's newly issued ordinary shares to employees of the Company No.2 in the amount of not exceeding 4,000,000 units, at no cost, in order to motivate the performance of employees as well as to retain capable employees to remain working with the Company in the long run and will, as a result, bring the best interest to the Company and create sustainable business operation of the Company.

The Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose that the annual general meeting of shareholders the shareholders' meeting consider and approve the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company No.2 in the amount of not exceeding 4,000,000 units, at no cost, divided by 3series as follows:

- 1) the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company series 1 in the amount of not exceeding 2,000,000 units. (Enclosure No. 4)
- 2) the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company series 2 in the amount of not exceeding 2,000,000 units. (Enclosure No. 5)

In addition, it is deemed appropriate to propose that the shareholders' meeting to consider and approve the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee shall be authorized to determine the list of employees who are entitled to receive the warrants and number of units of warrants to be allocated to such employee and to determine, amend or add details and other conditions which are necessary, including undertaking any other actions necessary for and relevant to such issuance and offering of warrants to the Company's employees so long as it shall not violate or contradict the relevant laws and regulations. In this regard, there will be no employee who is allocated warrants more than 5 percent of the total units, and the Company will complete the allocation of warrants within 1 year from the date of shareholders' meeting approving the issuance of the warrants.

Voting: The resolution of this agenda requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base, and must not be opposed by shareholders with an aggregate number of shares exceeding ten percent of all eligible votes



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pursuant to the Notification of the Capital Market Supervisory Board No. TorJor.32/2551 Re: the Offer for Sale of Newly-issued Securities to Directors or Employees dated December 15, 2008 (as amended)

**Agenda 5** To consider and approve the reduction of the Company's registered capital of THB 7,185 from the registered capital of THB 3,089,330,247 to THB 3,089,323,062 by canceling 7,185 million unissued shares, with a par value of THB 1 per share and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

Purpose and Rationale: As the Company desires to increase its registered capital to accommodate the distribution of stock dividend as detailed in the agenda 3, the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company No.2 as detailed in agenda 4 and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2).

However, pursuant to Section 136 of the PLCA, a public limited company may increase its registered capital by issuing of new shares and all of the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

The Company currently has 198,435 unissued shares, with a par value of THB 1 per share which are the remaining shares from the allocation under the resolution of the 2023 Annual General Meeting of Shareholders, held on 21 April 2023 details are as following:

- (1) Canceling 7,185 unissued shares which are the remaining shares from the allocation of common stock dividend;

by uncancelled 191,250 shares to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2).

Therefore, in order to comply with the applicable law, the Company is required to reduce its registered capital of THB 7,185 from the registered capital of THB 3,089,330,247 to THB 3,089,323,062 by cancelling 7,185 unissued shares, with a par value of THB 1 per share. In addition, the Company is required to amend Clause 4. of the Memorandum of Association of the Company to be in line with to be in line with the reduction of the Company's registered capital by replacing with the following

"Clause 4 Registered capital THB 3,089,323,062 (Three billion, eighty-nine million, three hundred and twenty-three thousand and sixty-two Baht)



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Divided into	3,089,323,062 Shares	(Three billion, eighty-nine million, three hundred and twenty-three thousand and sixty-two shares)
Par value per share	THB 1	(One Baht)
Divided into:		
Ordinary shares	3,089,323,062 Shares	(Three billion, eighty-nine million, three hundred and twenty-three thousand and sixty-two shares)
Preferred shares	- Shares	(-)"

The Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose that the annual general meeting of shareholders consider and approve the reduction of the Company's registered capital of THB 7,185 from the registered capital of THB 3,089,330,247 to THB 3,089,323,062 by cancelling 7,185 unissued shares, with a par value of THB 1 per share and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. In this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction.

Voting: The resolution of this agenda requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 6** To consider and approved the increase of the Company's registered capital by THB 144,423,334 from the existing registered capital of THB 3,089,323,062 to THB 3,233,746,396 by issuing 144,423,334 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend, the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company No.2 and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) and amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

Purpose and Rationale: As the Company desires to increase its registered capital to accommodate the distribution of stock dividend as detailed in Agenda 3, the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company No.2 as detailed in Agenda 4 and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2).

The details of the capital increase of the Company through a general mandate are as shown in the Capital Increase Report Form (F 53-4) (Enclosure No. 3).





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Therefore, the Company has to increase the Company's registered capital by THB 144,423,334 from the existing registered capital of THB 3,089,323,062 to THB 3,233,746,396 by issuing 144,423,334 newly issued ordinary shares with a par value of THB 1 per share to accommodate the common stock dividend distribution, the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company No.2 and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2). Also, it is deemed appropriate to propose the meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by replacing with the following particulars:

"Clause 4	Registered capital	THB 3,233,746,396	(Three billion, two hundred thirty-three million, seven hundred and forty-six thousand, three hundred and ninety-six Baht)
	Divided into	3,233,746,396 Shares	(Three billion, two hundred thirty-three million, seven hundred and forty-six thousand, three hundred and ninety-six shares)
	Par value per share	THB 1	(One Baht)
	Divided into:	3,233,746,396 Shares	(Three billion, two hundred thirty-three million, seven hundred and forty-six thousand, three hundred and ninety-six shares)
	Ordinary shares		
	Preferred shares	- Shares	(-)"

The Board's opinion: The Board of Directors has considered and deemed appropriate to propose that the annual general meeting of shareholders consider and approve the increase of the Company's registered capital by THB 144,423,334 from the existing registered capital of THB 3,089,323,062 to THB 3,233,746,396 by issuing 144,423,334 newly ordinary shares with a par value of THB 1 per share to accommodate the common stock dividend distribution, the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company No.2 and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) and amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital. this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction.



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Voting: The resolution of this agenda requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 7** To consider and approve the allocation of the newly issued ordinary shares of not exceeding 140,423,334 shares with a par value of THB 1 to accommodate the stock dividend payment and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2)

Purpose and Rationale: The Company desires to allocate the newly issued ordinary shares of not exceeding 140,423,334 shares with a par value of THB 1 to accommodate the stock dividend payment and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) the details are as follows:

- 1) Allocate the newly issues ordinary shares of not exceeding 140,415,083 shares with a par value of THB 1 per share to accommodate the stock dividend payment in order to reward the shareholders of the Company;
- 2) Allocate the newly issues ordinary shares of not exceeding 8,251 shares with a par value of THB 1 per share to accommodate the right adjustment of warrants to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) to maintain the rights of the warrant holders not to be adversely affected; and

The Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose to the annual general meeting of shareholders consider and approve the allocation of the newly issued ordinary shares of not exceeding 140,423,334 shares with a par value of THB 1 to accommodate the stock dividend payment and to accommodate the right adjustment of warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) the relevant as detailed above.

Voting: The resolution of this agenda requires a simple majority vote of shareholders attending the meeting and exercising their voting rights, excluding the abstention in the calculation base.

**Agenda 8** To consider and approve the allocation of the newly issued ordinary shares of not exceeding 4,000,000 shares with a par value of THB 1 to accommodate the exercise of warrants to purchase the newly issued ordinary shares of the Company No. 2 allocated to the employees of the Company

Purpose and Rationale: The Company desires to issue and offer the warrants to purchase the newly issued ordinary shares of the Company No. 2 in the amount of not exceeding 4,000,000 units to the Company's employees, at no cost. This is to create incentives for the staffs and to maintain personnel who has knowledge and ability to work with the Company in a long-term as detailed in agenda item No.4 above.



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In addition, it is deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee to undertake the following actions related to the allocation of the newly issued ordinary shares:

- (1) determining the details of the allocation of newly issued ordinary shares of the Company, conditions and other details relating to the allocation of newly issued ordinary shares of the Company;
- (2) entering into negotiation and agreement, and signing any relevant documents, including taking any other actions in connection with the allocation of newly issued ordinary shares; and
- (3) signing applications, waivers, as well as other evidence which are necessary for and relevant to the allocation of newly issued ordinary shares, including contacting and filing such applications or waivers, documents and evidence with the relevant governmental authorities or any competent agencies, as well as listing the newly issued ordinary shares on the SET and undertaking any other actions necessary for and relevant to the allocation of newly issued ordinary shares.

The Board's opinion: The Board of Directors has considered and deemed it appropriate to propose to the annual general meeting of shareholders consider and approve the allocation of the newly issued ordinary shares of not exceeding 4,000,000 shares with a par value of THB 1 to accommodate the exercise of warrants to purchase the newly issued ordinary shares of the Company No. 2 allocated to the employees of the Company and the delegation of power to undertake any actions related to the allocation of the newly issued ordinary shares as detailed above.

Voting: The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and exercising their voting rights, excluding the abstention in the calculation base

**Agenda 9** To consider and approve the increase of the objectives of the Company No. 58 and amendment of Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the objectives of the Company.

Purpose and Rationale: Purpose and reason Due to the company There will be an expansion of business operations that may be considered as Franchise business Therefore, it is necessary to increase the company's objectives to cover the said business operations. The details are as follows:

Old

The Company Objective which not specified regarding the franchise business.

New



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No. 58 Franchise Business Operation (Franchise business), including obtaining or exercise the right of Franchise business, obtaining or exercise the right of intellectual property according to the Company Objective.

And propose to amendment clause 3. of the Memorandum of Association to be in line with to be in line with the amendment of the objectives of the Company by replacing with the following particulars:

Clause 3. The Company has 58 objectives, details as attached in BorMorJor 002 as attached.

The Board's opinion: The Board of Directors has considered and deemed appropriate to propose that the 2024 annual general meeting of shareholders consider and approve the amendment of the objectives of the Company No. 58 and amendment of Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the objectives of the Company this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction.

Voting: The resolution of this agenda requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

**Agenda 10 To consider and approve the re-election of directors who are due to be retired by rotation for another term;**

Purpose and Rationale: According to Section 71 of the PLCA and Clause 21 of the Company's Articles of Association which stipulate that one-third of the total number of the directors shall retire at every annual ordinary general meeting of shareholders, and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. The directors to retire from office in the first and second years following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire office. A retiring director is eligible for re-election.

\_At the 2024 Annual General Meeting of Shareholders, there are 3 directors who are due to retired by rotation, namely:



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Name of directors who are due to retire by rotation	Position	Meeting Attendance at the Board of Directors' Meeting in 2023 (Attendance)	Meeting Attendance at the Sub Committees in 2023 (Attendance)	Number of years at the Board of Directors' office
1. Mr. Adisak Tangmitrphracha	Vice Chairman of the Board of Directors / Chairman of Executive Committee / Member of Risk Management Committee	4/4  -  -	-  27/27  4/4	5 years 11 months
2. Ms. Ariya Tangmitrphracha	Director / Member of Executive Committee	4/4  -	-  27/27	5 years 11 months
3. Mrs. Saliltip Ruangsuttipap	Director / Member of Executive Committee	4/4  -	-  27/27	5 years 11 months

In compliance with the principles of good corporate governance, the Company invited the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders during the period from 5 October 2023 to 31 January 2024. Nonetheless, no shareholders nominated any candidates for election as directors at this meeting.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee (excluding director who has a conflict of interest), has considered the profiles and qualifications of the director candidates pursuant to the Company's Articles of Association, regulations of the relevant authorities, and relevant laws, as well as the nomination process that is appropriate, comprehensive, and in line with good corporate governance principles, viewed that Mr. Adisak Tangmitrphracha, Ms. Ariya Tangmitrphracha and Mrs. Saliltip Ruangsuttipap have professional skills, knowledge, and experience in line with the Company's business operation and also contribute significant benefits to the Company. Furthermore, the 3 director candidates have performed their duties with responsibilities, due care, and honestly. As such, it is deemed appropriate to propose that the annual general meeting of shareholders consider and approve the re-election of Mr. Adisak Tangmitrphracha, Ms. Ariya Tangmitrphracha and Mrs. Saliltip Ruangsuttipap to be the directors of the Company for another term of office.

The Board's Opinion: The Board of Directors, (excluding directors who have a conflict of interest), in consideration with



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the Nomination and Remuneration Committee's Opinion, has considered and deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the re-election of Mr. Adisak Tangmitphracha, Ms. Ariya Tangmitphracha and Mrs. Salitip Ruangsuttipap to be the directors of the Company for another term of office. The profiles of nominated directors are as shown in the information of nominated persons to be proposed for the re-election as directors in replacement of those who are due to retire by rotation (Enclosure No. 6).

Voting The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and exercising their voting rights, excluding the abstention in the calculation base.

### Agenda 11 To Consider and approve the directors' remuneration for the year 2024;

Purpose and Rationale: According to Section 90 of the PLCA and Clause 26 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of meeting allowance, pension, bonus, and other benefits as stipulated in the Company's Articles of Association or shareholders' approval.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has considered the directors' remuneration for 2023, based on each person's responsibilities, and compared with the market price and other listed companies with a similar size. The directors' remuneration rate must be sufficient to compensate and retain directors to work with the Company. Therefore, it was deemed appropriate to propose the total remuneration of directors for the year 2024 at the rate of not exceeding THB 2,200,000 per year which is the same rate comparing with the year 2023 are as follows:

	2024 (Proposed year)			2023		
	Monthly Remuneration	Monthly Remuneration	others benefits	Monthly Remuneration	Monthly Remuneration	others benefits
<b>Board of Directors</b>						
Chairman	40,000 Baht	30,000 Baht	None	40,000 Baht	30,000 Baht	None
Vice President	35,000 Baht	25,000 Baht	None	35,000 Baht	25,000 Baht	None
Independent Directors	30,000 Baht	25,000 Baht	None	30,000 Baht	25,000 Baht	None
<b>Executives Committee</b>						
Chairman	-	-	-	-	-	-
Director	-	-	-	-	-	-
<b>Audit Committee</b>						
Chairman	-	25,000 Baht	None	-	25,000 Baht	None
Independent Directors	-	20,000 Baht	None	-	20,000 Baht	None
<b>Risk Management Committee</b>						
Chairman	-	25,000 Baht	None	-	25,000 Baht	None
Director	-	20,000 Baht	None	-	20,000 Baht	None
<b>Nomination and Ruminaton Committee</b>						
Chairman	-	25,000 Baht	None	-	25,000 Baht	None
Director	-	20,000 Baht	None	-	20,000 Baht	None



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*Remark: The Directors, who are the Company's executives or employees, shall not be eligible to receive monthly fee and meeting fee for their position as members of the Board of Directors and other sub-committees.*

In this regard, the directors shall not be entitled to receive others benefits other than the above fees.

In 2023, the total directors' remuneration was paid in the amount of THB 1,980,000. The details are as shown of the Form 56-1 (One Report) 2023 (Enclosure No. 2)

The Board's Opinion: The Board of Directors in consideration with the Nomination and Remuneration Committee's Opinion, has considered and deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the directors' remuneration for the year 2024 as detailed above.

Voting: The resolution for this agenda item requires a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

### **Agenda 12 To consider and approve the appointment of auditors and the remuneration of auditors for the year 2024**

Purpose and Rationale: According to the Section 120 of the PLCA and Clause 43 of the Company's Articles of Association, the Company is required to propose to an annual general meeting of shareholders to appoint the auditor and determine the audit fee. In addition, the Company shall arrange for the rotation of auditor pursuant to the rules and regulations as determined in the Securities and Exchange laws and/or other relevant regulations.

The Audit Committee's Opinion: The Audit Committee has considered and proposed the auditors from EY Office Limited ("EY") as the auditor of the Company and subsidiaries for the year 2024 since EY Office Limited is one of the leading international audit firms, having high standards and considerable expertise, as well as reasonable fees, whereby any of the following auditors can conduct the audit and express an opinion on the Company's financial statements.

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Number of years certified on the Company's financial statements</u>	
1. Ms. Manee Rattanabunnakit	5313	2 year	or / and
2. Mrs. Kunlapee Piyawannasuth	6137	- year	or / and
3. Ms. Kosum cha-em	6011	- year	

In this regard, the aforementioned auditors have no relationship or any conflict of interest with the Company, subsidiaries, executives, directors, major shareholders or any other related person. Therefore, there is an independent to audit and express opinion on the Company's financial statements.

Moreover, the Audit Committee viewed that the audit fee for the year 2024 from EY Office Limited is appropriate



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and suitable for the scope of audit, therefore, it was deemed appropriate to propose to the Board of Directors to consider and propose to the annual general meeting of shareholders to consider and approve the audit fee as follows:

Description	2024 (proposed year)	2023
Audit fee	3,600,000	3,500,000
Non-audit Fee	-	-

The above audit fees exclude other expenses, which will be reimbursed on an actual basis.

The Board's Opinion: The Board of Directors in consideration with the Audit Committee's Opinion, has considered and deemed it appropriate to propose to the 2024 annual general meeting of shareholders to consider and approve the appointment of EY Office Limited as the Company's auditor and the determination of audit fee at the amount of not exceeding THB 3,600,000.

Voting The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and exercising their voting rights, excluding the abstention in the calculation base.

### Agenda 13 Other matters (if any)

The Company will conduct the meeting in accordance with the Articles of Association of the Company Re: shareholders' meeting, details are as shown in Enclosure No. 7

The Company has set the date for determining the shareholders' right to attend the 2024 Annual General Meeting of Shareholders on 5 March 2024 and since, it is an electronic meeting system (e-AGM), the detailed of agenda are presented above which shareholders can register in advance (Pre-Register) starting from the date 9 April 2024. Please see the terms and conditions for attending the shareholders' meeting via INVENTECH CONNECT Meeting system, including how to use it set out in the user manual in Enclosure No. 11.

In compliance with the principles of good corporate governance for the rights of shareholders, the Company invited the shareholders to propose agenda items for the 2024 Annual General Meeting of Shareholders and to nominate candidates to be elected as directors of the Company during the period from 5 October 2023 to 31 January 2024. Nonetheless, no shareholders proposed any agenda item for this meeting.

The Company has published the invitation letter in Thai and English versions, 2023 Annual Report (Form 56-1 One Report) with the proxy form in A, B and C on the Company's Website in which the Shareholders can download such at (<https://www.dohome.co.th/>) in investor relations section or according to the QR code attached with the invitation letter. Alternatively, a proxy can be requested in document form 14 days before the meeting at the Dohome public Company Limited Secretary No.60 Vibhavadi Rangit Rd., Samsenei, Phayathai, Bangkok Metropolis, 10400





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The Company would like to thank all shareholders and we would like to invite shareholders to attend the meeting via electronic media (e-AGM) on the date and time mentioned and apologizes for any such inconvenience that may arise.

Yours faithfully,

Ms. Mayuree Seeta

Vice President, Corporate Governance

Department and Company Secretary

By the instruction of the Board of Directors of

Dohome Public Company Limited

### Remark:

1. Shareholder can access the invitation and all the supporting documents for the 2024 Annual General Meeting of Shareholders at the Company's website (<https://www.dohome.co.th/>) from 26 March 2024 under "Investor / Shareholder Information / Shareholders' Meeting"; and

2. Should you require the printed Form 56-1 (One Report) 2023, please contact Company Secretary or Investors Relations telephone. 062-197-6688 or fill the name, surname and address for delivery to the E-mail address: [IR@dohome.co.th](mailto:IR@dohome.co.th).

3. Steps to register and proxy for electronic meeting system (e-AGM).

3.1. For shareholders attending in person through electronic devices:

Please register through QR Code or link specified below and prepare the registration documents (as specified in Attachment 11) to register through e-Service Platform from the date 9 April 2024 onward. The registration documents will be then reviewed to ensure the identification of the shareholders. After the documents are reviewed that it is correct, the shareholders will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 12.00 a.m. onwards.



<https://pro.inventech.co.th/DOHOME114952R/#/homepage>

3.2. For shareholders attending in person through electronic devices:

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 and prepare the required documents



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in proxy granting (as described in Enclosure No. 8.).

3.2.2 In the event of desire to grant the proxy to Independent Director, please indicate the name of Mr.Chanin Roonsamrarn in the proxy form. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Attachment 3) and prepare the required documents in proxy granting (as described in Enclosure No. 8.). 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 Enclosure No. 9.

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

Dohome Public Company Limited

Company Secretary

No. 60 Vibhavadi Rangsit Road, Samsennei Sub-district, Phayathai District, Bangkok Metropolis, 10400, Thailand.

3.2.4 Such proxy documents together with the required supporting document must be sent to the Company by 11 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 12.00 p.m. onwards. Please see the procedure in attending E-AGM for more details in Enclosure No. 11.

\* Please register through e-Service Platform at least 2 days before 18 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 any agenda of the Company's Meeting, the Shareholder can send his/her question to the Company in advance within 11 April 2024 atten: Company Secretary Department, Dohome Public Company Limited No. 60 Vibhavadi Rangsit Road, Samsennei Sub-district, phayathai District, Bangkok Metropolis, 10400, Thailand or at email: [IR@dohome.co.th](mailto:IR@dohome.co.th). However, the shareholder can also submit your question or inquire any suspicious issue on the date of shareholder's meeting via INVENTECH CONNECT.
5. The operation of the company to be followed in The Personal Data Protection Law to arrange the shareholders' meeting via INVENTECH CONNECT, 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 on the Company's website at <https://investor.dohome.co.th/storage/corporate-governance/download/20230929-dohome-data-protection-policy-th.pdf>. The Company will follow the privacy notice for annual general meeting of shareholders 2024 as shown in Enclosure No.10.



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