



ASU  
ถูก ดี

**Invitation Letter for**

# **The Annual General Meeting of Shareholders for 2020**

**Dohome Public Company Limited**

**Wednesday 22 July 2020 at 2 p.m.**

**Registration starts at 12 p.m.**

At the Le Concorde Ballroom, Level 2 of the Swissotel Bangkok Ratchada,  
no. 204 Ratchadapisek Road,  
Huay Kwang Sub-district, Huay Kwang District,  
Bangkok Metropolis.

No souvenirs will be handed out at the meeting this year,  
although the company will provide a box of snacks  
to every shareholder or proxy who attends.





22<sup>nd</sup> June 2020

Subject: Invitation to the Annual General Meeting of Shareholders for 2020

To: All Shareholders of Dohome Public Company Limited

Enclosures: 1. Registration form for notification of meeting (Barcode);

2. The Annual Report for 2019 via the QR Code;

3. Capital increase Report Form (F53-4);

4. Information of the retired directors and to be proposed as the Directors;

5. The Article of Association of the Company concerning Shareholder's Meeting;

6. Documents required to identify shareholders or their proxies who are eligible to attend the meeting and vote;

7. Profiles of Independent Directors who can act as Shareholder Proxies;

8. Proxy Form B.;

9. A map showing the meeting location; and

10. Measures to Prevent COVID-19 infection at the AGM 2020.

Notice is hereby given by the Board of Directors ("the Board") of Dohome Public Company Limited ("the Company" or "Dohome") that the Annual General Meeting of Shareholders for 2020 shall be held on Wednesday 22<sup>nd</sup> July 2020 at 2 p.m. (registration opens at 12.00 p.m.) at the Le Concorde Ballroom, Level 2 of the Swissotel Bangkok Ratchada, no. 204 Ratchadapisek Road, Huay Kwang Sub-district, Huay Kwang District, Bangkok Metropolis. The agenda is as follows:

Notes: The Company invites shareholders to propose meeting agenda in advance to be submitted the shareholder's proposal as an agenda in the meeting from 30 January 2020 to 17 February 2020, but there was no agenda proposed by the shareholders.

**Agenda 1 To acknowledge the report of the Company's operating results in 2019**

Purpose and Rationale: The Company has summarized the operating results in 2019, as at 31 December 2019 as shown in the Financial Summary and the Annual Report for 2019.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results in 2019 the shareholders' meeting for acknowledge the operating results in 2019, (The details can be accessed via the QR Code provided in the enclosed invitation letter as Enclosure 2).

Voting: No vote is required since this agenda is for acknowledgement only.



**Agenda 2 To consider and approve the financial statements for the year ended 31 December 2019**

Purpose and Rationale: According to the Public Limited Companies Act, B.E 2535 and Clause 46 in 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, which have been audited by an external auditor, the Company provides the financial of position, the balance sheet and profit and loss statement and audited reported for the year ended 31 December 2019 have been approved by the Audit Committee Meeting no. 1/2020 dated 20 February 2020 and The Board of Directors' Meeting no. 1/2020 dated 20 February 2020 be accurate and sufficient to submit these to the shareholders' meeting for considering and approve the consolidated and separate financial statements for the year ended 31 December 2019 (as shown in Enclosure 2 the Annual Report for 2019 via the QR Code)

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2019, which have been audited and signed by Mr. Kajornkiet Aroonpirodkul, a Certified Public Accountant No. 3445 of PricewaterhouseCoopers ABAS Ltd. and recommended that the Board submit these to the shareholders' meeting for approval.

The Board's Opinion: The Board has agreed to present the Company's financial statements for the year ended 31 December 2019, which have been reviewed and accepted by the Audit Committee Meeting no. 1/2020 on 20 February 2020, to the shareholders' meeting for approval. A summary of the Company's significant financial status and operating results in 2019 is shown in the table below.

Selected Information from the Company's Financial Statements

Unit: million baht

Description	Consolidated Financial Statements		Separate Financial Statements	
	2019	2018	2019	2018
Total assets	18,151.71	16,674.63	18,666.96	17,204.47
Total liabilities	11,691.34	11,882.27	11,686.65	11,849.67
Total revenue	17,971.82	18,535.17	17,979.88	18,544.19
Net profit (equity holders of the Company)	725.51	438.75	683.02	402.80
Unappropriated retained earnings	1,495.30	3,309.99	1,422.82	3,280.00
Earnings per share (baht/share)	0.46	0.31	0.43	0.29

The Company's financial statements are shown in the Annual Report for 2019, which can be accessed via the QR Code provided in the enclosed invitation letter.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.



**Agenda 3 To consider and approve the appropriation net profit for a legal reserve in 2019 and dividend payment**

Purpose and Rationale: The Company has the policy to pay a dividend at the rate of not less than 30.0% of the net profit in its separated financial statements after deducting corporate income tax and all types of reserves as specified by laws and the Public Limited Companies Act, B.E 2535 section 116 and Clause 53 in the Company's Articles of Association, The Company must allocate part of the annual net profit as a reserve fund in an amount not less than five (5%) of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten (10%) of the registered capital.

The Board's Opinion: As at 31 December 2019, the Company recorded a net profit in the separate financial statements of 683.02 million baht. The Board has agreed with the appropriation of the Company's net profit in 2019 at rate not less than 5% as a legal reserve in amount of 34.20 million baht and the Board of Directors considered to proposed that the shareholders' meeting to pay a dividend from net profit. The common stock rate of 6 exiting share per 1 stock dividend not exceeding 309,360,000 shares or representing a dividend ratio of approximately of Baht 0.166666666667 per share, totaling approximately 309.36 million baht. In case that any shareholders hold the indivisible shares, after such allocation the dividend shall be paid by cash payment instead of Baht 0.166666666667 per share. Therefore, the Board of Directors has been approved to pay a dividend in cash payment at a rate not exceeding Baht 0.185185185186 per share or a total dividend of totaling approximately of 34.37 million baht.

Stock dividend and cash dividend payment total of approximately 343.73 million baht or not exceeding Baht 0.185185185186 per shares equivalent to approximately 52.98% of the net profit in its separated financial statements after deducted allocate of net profit to the legal reserve. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

This dividend payment in accordance with the Company's dividend policy. The record date for specifying the list of shareholders who have the right to receive this dividend by 12 March 2020, and the dividend will be paid on 5 August 2020.

"However, voting in this agenda the shareholders who are eligible to attend the meeting may not be the shareholders entitled to receive dividends if there are no names listed as shareholders in the register of the Company as at 12 March 2020. "

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.



- Agenda 4** To consider and approve the increase in the registered capital of the Company of Baht 309,360,000 from Baht 1,856,160,000 to Baht 2,165,520,000 with a par value of Baht 1 per share, to support the stock dividend and amendment of the Memorandum of Association clause 4 of the Company as well as related documents in accordance with the increase of the registered capital

Purpose and Rationale: The Board of Directors has approved a stock dividend. The approval Increased capital to support the common stock dividend of ordinary shares of 309,360,000 million baht. The registered capital form 1,856,160,000 Baht to 2,165,520,000 Baht with a par value of 1 Baht per share and the amendment of Clause 4, of Memorandum of Association, as well as documents related to compliance with the capital increase as follows.

“Clause 4. Registered Capital of 2,165,520,000.00 Baht  
(Two billion, one hundred sixty-five million five hundred twenty thousand)  
Divide into 2,165,520,000 Shares  
(Two billion, one hundred sixty-five million five hundred twenty thousand)  
At the Par Value of 1.00 (One) Baht per share  
Ordinary Shares of 2,165,520,000 Shares  
(Two billion, one hundred sixty-five million five hundred twenty thousand)  
Preference Shares of - share (.....-.....)”

The Board's Opinion: The Board has recommended to proposes that the Annual General Meeting, Shareholders to approved registered capital increase 309,360,000 million baht registered capital from Baht 1,856,160,000 to Baht 2,165,520,000 with a par value of Baht 1 per share and the amendment of Clause 4, of Memorandum of Association, as well as documents related to compliance with the capital increase.

Voting: To approve this matter, a resolution must be passed by vote not less than three-fourths (3/4) of the shareholders who attend the meeting and cast their votes.

- Agenda 5** To consider and approve the allocation of ordinary shares is not exceeding 309,360,000 shares to support the stock dividend

Purpose and Rationale: The Board of Directors has approved a stock dividend by ordinary shares to existing shareholders of the Company at the rate of 6 exiting share per 1 stock dividend and the Company will provide the appropriation of ordinary shares is not exceeding 309,360,000 shares to support the stock dividend. the Capital Increase Report Form (F 53-4) as shown in (Enclosure 3), provided in the enclosed invitation letter for any such consideration.

The Board's Opinion: The Board has recommended to proposes that the Annual General Meeting of Shareholders to approve and allocated of increase in the share capital of ordinary shares is not exceeding 309,360,000 shares to support the stock dividend.

Voting: To approve this matter, a resolution must be passed by vote not less than three-fourths (3/4) of the shareholders who attend the meeting and cast their votes.

**Agenda 6 To consider and approve the amendment of objectives of the Company and amend of clause 3 of the Memorandum of Association**

Purpose and Rationale: The Board has agreed to present the 2020 Annual General Meeting of Shareholders to amendment the business objectives of the Company's by amended 6 clause and adding new 4 clauses including the amendment Clause 3. of the Memorandum of Association to cover and correspond with the business operations at present and in the future as follows:

Old	New
(1) To buy, provide, accept, hire-purchase, lease, take on lease, own, possess, improve, use and otherwise manage any property as well as the fruits thereof.	(1) To buy, provide, accept, <u>take on lease, lease, lease on hire-purchase, hire-purchase</u> , own, possess, improve, use and otherwise manage any property as well as the fruits thereof, <u>including the transfer or acceptance of transfer of any business for the purposes specified in the objective.</u>
(2) To sell, transfer, pledge, exchange or otherwise dispose of any property.	(2) To sell, transfer, pledge, <u>accepting pledge, mortgage, accept mortgage, sale with right of redemption, accept to buy with the right of redemption</u> , exchange or otherwise dispose of any property, <u>Including accepting mortgages and pledge of any property as a guarantee for payment of debt or performance of duties under the contract for the company in which the company does not accept deposits or receive money from the public and make use of that money.</u>
(8) To carry on the business of trading in machines, engines, mechanical tools, vehicles, labor saving devices, electricity generators and electric appliances, refrigerators, air conditioners, fans, electric rice cookers, electric irons, electric lamps, water pumps, water heaters, water coolers, ironware, copperware, brassware, hardware, sanitary ware, home fittings, furniture, electrical equipment, plumbing equipment, tires, including spare parts and accessories of goods as well as import and export for the aforesaid goods.	(8) To carry on the business of trading in machines, engines, mechanical tools, labor saving devices, vehicles, generators and electric appliances, refrigerators, electricity air conditioners, fans, electric rice cookers, electric irons, <u>microwave ovens</u> , electric lamps, <u>telephones, mobile phones, communication tools, radio communications, musicals, videorecorders, electric equipment, water pumps</u> , water heaters, water coolers, <u>heaters, coolers</u> , ironware, copperware, brassware, hardware, sanitary ware, home fittings, furniture, <u>kitchen utensils</u> , electrical equipment plumbing equipment, tires, including spare parts and accessories of goods as well as import and export for the aforesaid goods.

Old	New
(10) To carry on the business of trading in textiles, yarn, garments, readymade clothes, wearing apparel and accessories, cosmetics, skincare, perfume, Essential oil, beauty aids and accessories, and other consumer goods.	(10) To carry on the business of trading in textiles, yarn, garments, readymade clothes, wearing apparel and accessories, cosmetics, <u>skincare</u> , <u>perfume</u> , <u>essential oil</u> , beauty aids and accessories, and other consumer goods.
(11) To carry on the business of trading in medicines and preventing diseases in humans and animals, pharmaceutical products, chemicals, medical and pharmaceutical equipment, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, and laboratory instruments.	(11) To carry on the business of trading in medicines and preventing diseases in humans and animals, pharmaceutical products, chemicals, medical and pharmaceutical equipment, <u>controlled seed</u> , fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, and laboratory instruments.
(25) To carry on the business of hotels, restaurants, bars, night-clubs, bowling alleys, cinema, entertainment theatres, weekend residence, sport stadium, swimming pool.	(25) To carry on the business of <u>department store</u> , <u>shopping mall</u> , hotels, <u>restaurants</u> , <u>coffee shop</u> , <u>café</u> , bars, night-clubs, bowling alleys, cinema, entertainment theatres, weekend residence, sport stadium, swimming pool.

Propose to adding 4 business objectives of the Company exciting 53 to be 57 objects are as follows:

(54) To carry on the business of manufacture and distribute, import of weighing machine, weighing instrument and steel tape.
(55) To carry on the business of manufacturer and distribute of food preservation and fresh food packaged, vegetables, fruits, meat, bake bread and classification of foods.
(56) To establish a cold storage facility for keepers of the company's products which does not have the appearance of using cold storage or goods or by charging service fees or gratuities in the normal course of business from others.
(57) To carry on the business of trading sport equipment i.e. football, basketball, volleyball, sepak takraw ball, shuttlecock, tennis ball, golf ball, ping-pong ball, badmintons, ping-pong bat, golf clubs, baseball bat, ping-pong table, tennis net, badminton net, volleyball net, ping-pong net including clothes, plants, sneakers and equipment accessories for all sports play.

Propose to amendment clause 3. of the Memorandum of Association to Complementary as follow:

Clause 3. The Company has 57 objectives, details as attached in BorMorJor 002.

The Board's Opinion: The Board has agreed to present to the 2020 Annual General Meeting of Shareholders to consider and approving the amendment of the business objectives of the Company abovementioned and the amendment Clause 3. of the Memorandum of Association to cover and correspond with the business operations at present and in the future.

Voting: To approve this matter, a resolution must be passed by vote not less than three-fourths (3/4) of the shareholders who attend the meeting and cast their votes.



Agenda 7 To consider and approve the amendment of the Company's Articles of Association

Purpose and Rationale: Due to the outbreak of Coronavirus 2019 (COVID-19) pandemic, the Board of Directors has reviewed and considered measures to prevent and reduce impact operations in the future, and promptly be adjudged as well as evolving technologies and has agreed to insert additional content to practical rules its covering both of Board of Directors and Shareholders electronic meetings will increase, and has resolved to proposed with the shareholders meeting to approve regarding the amendment the Company's Articles of Association, Article 30 Board of Directors Meeting and Article 37 Shareholders Meeting, the statement shall be carried out in accordance with the Emergency Decree on Electronic Meetings, B.E.2563 (2020), the amendment of the Articles of Association as follows:

Existing Provision	Proposed Amendment
<p><b>Article 30.</b></p> <p>Except as otherwise specified by the law, in case the conference meeting of the Board of Directors, whereby at least one of third (1/3) shall have their presence at the time during, Therefore, the conference meeting of the Board of Directors Meeting shall proceed in accordance with the information security standard, specified by the law.</p>	<p><b>Article 30.</b></p> <p>In the Board of Directors Meeting be organized and held through electronic media shall be held in compliance with the methods and the information security standards, specified by the laws.</p>
<p><b>Article 37.</b></p> <p>The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company.</p> <p>Other shareholders' meetings besides the abovementioned meeting shall be called extraordinary meetings, which shall be held anytime as the Board of Directors deems appropriate.</p> <p>One or several shareholders collectively holding shares not less than ten (10) percent of total issued and paid up shares, may jointly subscribe signatures and prepare a letter requesting the Board of Directors to convene extraordinary shareholders' meeting anytime, provided that the matter and reason of meeting convocation shall be clearly specified in such letter.</p>	<p><b>Article 37.</b></p> <p>The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company.</p> <p>Other shareholders' meetings besides the abovementioned meeting shall be called extraordinary meetings, which shall be held anytime as the Board of Directors deems appropriate.</p> <p><u>Shareholders' meetings may determine that the meeting be organized through electronic means shall have the same effect as a physical meeting. In the event of shareholders' electronic meeting shall proceed in accordance with the methods and the information security standards, specified by the law.</u></p> <p>One or several shareholders collectively holding shares not less than ten (10) percent of total issued and paid up shares, may jointly subscribe signatures and prepare a letter requesting the Board of Directors to convene extraordinary shareholders' meeting anytime, provided that the matter and reason of meeting convocation shall be clearly specified in such letter.</p>



## Agenda 7 (Cont'd)

Existing Provision	Proposed Amendment
<p>In this case, the Board of Directors shall convene shareholders' meeting within forty-five (45) days after receiving such letter from the shareholders.</p> <p>In the event that the Board of Directors does not convene a meeting within the period as specified in the fourth paragraph, the shareholders who jointly subscribed their signatures or other shareholders collectively holding shares in the number as prescribed, may convene the meeting within forty-five (45) days after the period, as specified in the fourth paragraphs, has lapsed. In such event, the meeting shall be deemed as being convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred by the meeting convocation, and shall help facilitating as appropriate.</p> <p>In case it appears that the number of shareholders attending shareholders' meeting convened by the shareholders as specified in the fifth paragraph does not constitute meeting quorum as prescribed in Article 39, the shareholders as specified in the third paragraph shall be responsible for any expenses incurred by such meeting convocation against the Company.</p>	<p>In this case, the Board of Directors shall convene shareholders' meeting within forty-five (45) days after receiving such letter from the shareholders.</p> <p>In the event that the Board of Directors does not convene a meeting within the period as specified in the <u>fifth</u> paragraph, the shareholders who jointly subscribed their signatures or other shareholders collectively holding shares in the number as prescribed, may convene the meeting within forty-five (45) days after the period, as specified in the <u>fifth</u> paragraphs, has lapsed. In such event, the meeting shall be deemed as being convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred by the meeting convocation, and shall help facilitating as appropriate.</p> <p>In case it appears that the number of shareholders attending shareholders' meeting convened by the shareholders as specified in the <u>sixth</u> paragraph does not constitute meeting quorum as prescribed in Article 39, the shareholders as specified in the <u>fourth</u> paragraph shall be responsible for any expenses incurred by such meeting convocation against the Company.</p>

The Board's Opinion: The Meeting should approve the amendment of the Article of Association in Article 30 and Article 37 paragraph 3, which has been approved by the Board of Director and assign any person as nominated by the authorized to proceed with registration for amendment of the Company's Article of Association, including revising and/or inserting necessary wording or details as instructed by the registrar, to the extent that any such revision or insertion does not impact the essence of the Amendment of Article of Association as proposed.

## Agenda 8 To consider and approve the appointment of directors in place of those who are to retire by rotation;

Purpose and Rationale: According to the Public Limited Companies Act, B.E. 2535 section 71 and Clause 21 in the Company's Articles of Association, one-third of all directors, or if their number is not a multiple of three, then the number nearest to one-third (1/3), must retire by rotation on the date of each Annual Meeting of Shareholders. 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 in office longest shall retire. A retiring director is eligible for re-election.



The 2020 Annual General Meeting of Shareholders which was held on for the first year after the registered listed Company in the Stock Exchange of Thailand on 6 August 2019 in its first year, the Directors have a raffle in the Board of Directors' meeting No. 1/2020 on 20 February 2020 the Board of Directors has 11 members, the results of the raffle will require the three directors who will retire by rotation in 2020 are Mr. Chatrchai Tuongratanaphan, Ms. Pikun Somwan and Mr. Suvait Theeravachirakul.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee's has considered the qualifications, knowledge, competency, experience, performance, and moral and ethical standards of the three directors named below, and recommended that the Board propose their reappointment for another term of office at the shareholders' meeting:

<u>Name of Director</u>	<u>Positions held</u>
Mr. Chatrchai Tuongratanaphan	- Chairman - Chairman of Nomination and Remuneration Committee - Audit Committee - Independent Director
Ms. Pikun Somwan	- Director
Mr. Suvait Theeravachirakul	- Chairman of Audit Committee - Nomination and Remuneration Committee member - Risk Management Committee member - Independent Director

During the period 30 January - 17 February 2020, the Company provided an opportunity for shareholders to propose agenda items for this meeting and nominate qualified candidates for election as the Company's directors posted by SET news and company's website. However, no shareholder nominated a candidate for directorship.

The Board's Opinion: The Board, with the exception of the members who had a conflict of interest, has agreed with the Nomination and Remuneration Committee and proposed that the shareholders' meeting approve the reappointment of Mr. Chatrchai Tuongratanaphan, Ms. Pikun Somwan and Mr. Suvait Theeravachirakul as directors for another term of office. The Board's has screening and considering of carefully, contemplation for ensuring that all three nominees meet every requirement and as so as qualifications in business stipulated in the Public Limited Companies Act, B.E. 2535 and relevant regulations of the Capital Market Supervisory Board. In addition, the Board has agreed that the persons nominated as independent directors, namely Mr. Chatrchai Tuongratanaphan and Mr. Suvait Theeravachirakul are capable of expressing their opinions independently and meet all the qualifications stipulated in the relevant regulations. Details of each nominee are provided in Enclosure 4.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes under the selection process prescribed in Clause 19 of the Company's Articles of Association.

**Agenda 9 To Consider and approve the directors' remuneration for the year 2020;**

Purpose and Rationale: According to Clause 26 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of salary, meeting fee, per diem, annual retainer (bonus) other benefits as the company regulation.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee's has considered the directors' remuneration for 2020, based on each person's responsibilities, and aligned it with the market and companies of a similar size in order to attract and retain qualified people. The committee recommended that the total remuneration budget for the Company's board directors of 2020 be set at not more than 2,970,000 baht, the comparison between the proposed remuneration amount as last year,

	2020		2019	
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee
<b>Board of Directors</b>				
Chairman	40,000 Baht	30,000 Baht	40,000 Baht	30,000 Baht
Vice President	35,000 Baht	25,000 Baht	35,000 Baht	25,000 Baht
Independent Directors	30,000 Baht	25,000 Baht	30,000 Baht	25,000 Baht
<b>Executives Committee</b>				
Chairman	-	-	-	-
Director	-	-	-	-
<b>Audit Committee</b>				
Chairman	-	25,000 Baht	-	25,000 Baht
Independent Directors	-	20,000 Baht	-	20,000 Baht
<b>Risk Management Committee</b>				
Chairman	-	25,000 Baht	-	25,000 Baht
Director	-	20,000 Baht	-	20,000 Baht
<b>Nomination and Rumination Committee</b>				
Chairman	-	25,000 Baht	-	25,000 Baht
Director	-	20,000 Baht	-	20,000 Baht

Remark: The Directors, who are the Company's executives or employees, shall not be eligible for the retaining fee and attendance fee as members of the Board of Directors and committees.

The Company does not have any other form of director's remuneration.

The Board's Opinion: The Board has considered and agreed with the Nomination and Remuneration Committee's recommendations, and proposed that the shareholders' meeting approve the directors' remuneration budget for 2020 as stated.

The total directors' remuneration in 2019 was Baht 2,435,000. The details are shown in the Annual Report for 2019, which can be accessed via the QR Code provided in the Invitation Letter, (pages 47-48) under the section "5. Remuneration of Directors and Executives".

Voting: To approve this matter, a resolution must be passed by not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting.

**Agenda 10 To consider and approve the appointment of the auditors and fixed the remuneration for the year 2020**

Purpose and Rationale: According to Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from the Capital Market Supervisory Board limits the appointment of an individual external auditor of a listed company to not more than seven fiscal years (regardless of consecutiveness). After seven years, the auditor must be rotated although he/she can be reappointed after a break of five consecutive fiscal years.

The Audit Committee's Opinion: The Audit Committee recommended the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's external auditors for 2020. Any of the following auditors can conduct the audit and express an opinion on the Company's financial statements.

Name of Auditor	CPA	Number of years certified on	
	Registration No.	the Company's financial statements	
1. Mr. Kajornkiet Aroonpirodkul	3445	7 years	or / and
2. Mr. Chanchai Chaiprasit	3760	- year	or / and
3. Mr. Paiboon Tunkoon	4298	- year	

This will be PwC seventh consecutive one-year term (fiscal years 2013-2020). PwC is one of the four leading international audit firms, and has high standards and considerable expertise as well as reasonable fees. Its performance in 2019 was satisfactory. The Audit Committee recommended that the Board submit these to the shareholders' meeting for approval. In addition, PwC and the proposed auditors are independent and have no relationship or conflict of interest with the Company, the management, the major shareholders or any other related person of the aforementioned persons.

The Board's Opinion: The Board has agreed with the Audit Committee and proposed that the shareholders' meeting approve the appointment of the following auditors from PwC as the Company's external auditors, PwC has been nominated as the external auditor of the Company's subsidiaries in 2020. and fix the audit fees is the amount not exceeding Baht 4,450,000 for the year 2020.

Description	2020 (proposed year)	2019
Audit fees	4,450,000	4,400,000



In 2019, the Company did not pay any non-audit service fees to PwC.

Therefore, the Board of Directors' meeting no. 2/2020 on 16 April 2020, resolved to appoint auditors from PwC as abovementioned according to Notification of the Capital Market Supervisory Board Tor.Jor. 28/2563 prescribes that in the event that a company is unable to hold an annual general meeting of shareholders to appoint auditors as a result of the coronavirus 2019 outbreak, the company is to submit the financial statement of its first quarter of 2020 which has been reviewed by auditors who have been approved by the Capital Market Supervisory Board and appointed by the Company. However, the Board of Directors' has ratified with to audit the Company's quarterly financial statements of its first quarter of 2020 and will proposed that the Shareholders meeting approve.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 11 Transact other business (if any).**

Specifying the list of shareholders who have the right to attend the shareholders' meeting was on 9 June 2020.

As this the 2020 AGM is held during the prevent spread of the coronavirus disease 2019, the Company is concerned about the safety of all the meeting attendees. Thus, it is determined that the AGM be organized to ensure the maximum hygienic safe importantly. In this regard, the Company is determined of Measures to Prevent COVID-19 infection at the AGM 2020 as shown in Enclosure 10 and requested all the meeting attendees' strictly compliance. While the Company seeks to keep its meeting short and concise to diminish the length of time that a large number of people gather in one place, these protocols involve additional processes and steps that may delay your meeting attendance or cause inconveniences. In addition, because social distancing will be strictly enforced across the meeting area, the venue may not be able to accommodate a large number of people.

Therefore, the Company would like to request that **all shareholders consider appointing the Company's independent directors as their proxies instead of attending the meeting in person.** You can appoint proxies to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B). the independent directors information the enclosed invitation letter as Enclosure 7., in addition to the Company enclosed herewith Proxy Form B which can be shown in Enclosure 8, or download either Proxy Form A (general appointment), (specific voting appointment) or Proxy Form C (only foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at <https://investor.dohome.co.th/th/downloads/shareholder-meeting>.



บริษัท ดูโฮม จำกัด (มหาชน)  
อาคารอรรถณชัย เลขที่ 60 ถนนวิภาวดีรังสิต  
แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400

ASU ถูก ดี

The Company must receive the shareholder's proxy form along with the proxy documentation by 6 p.m. on Monday 20 July 2020, addressed to the Company Secretary Dohome Public Company Limited and mailed to No. 60 Vibhavadi-Rangsit Road, Diddaeng Road, Samsen District, Phayathai District, Bangkok Metropolis, 10400. Thailand.

kindly attend the Meeting on the date, at time and place mentioned above.

Yours sincerely,

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:

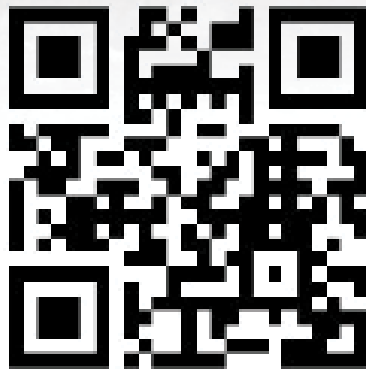
1. Every shareholder can access all the supporting documents for the Annual General Meeting of Shareholders for 2019, along with other related documents, at the Company's website (<https://www.dohome.co.th/>) from 22<sup>nd</sup> June 2020 under "Investor / Shareholder Information / Shareholders' Meeting"; and
2. Should you require the printed 2019 Annual Report, please contact company secretary or investors relations tel. 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).





CSR  
ถูก ดี

ติดตามข่าวสารและข้อมูลได้ที่



LINE @Dohome Facebook DohomeOnline

1746  
WWW.DOHOME.CO.TH

บริษัท ดูโฮม จำกัด (มหาชน)  
DOHOME PUBLIC COMPANY LIMITED

