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Invitation Letter for

The Annual General Meeting of Shareholders for 2021

Dohome Public Company Limited

Thursday April 8, 2021 at 2 p.m.

Registration starts at 12 p.m.

at Sukhumvit Grand Ballroom, Floor 3, JW Marriott Bangkok,
no. 4 Sukhumvit Road,
Sukhumvit Soi 2, Kwaeng Klongtoey,
Khet Klongtoey, Bangkok 10110

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.



ศูนย์ค้าปลีก - ค้าส่ง
วัสดุก่อสร้าง ช้อนแชน และตกแต่ง 01746





10 March 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders of Dohome Public Company Limited

- Enclosures:
1. Notification Form of the 2021 Annual General Meeting of Shareholders;
 2. Annual Report for 2020 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 Series 1 (ESOP-W1)
 5. Details of the Offering of Warrants to Purchase the Company's Newly Issued Ordinary Shares to Employees of the Company Series 2 (ESOP-W2)
 6. Details of the Offering of Warrants to Purchase the Company's Newly Issued Ordinary Shares to Employees of the Company Series 3 (ESOP-W3)
 7. Information of nominated persons to be proposed for the re-election as directors in replacement of those who are due to retire by rotation;
 8. Articles of Association of the Company concerning a shareholder's meeting;
 9. Clarification on document and evidence required to identify shareholders or their proxies on the registration for attending and voting in the shareholders' meeting;
 10. Profiles of Independent Directors for appointment as Proxy;
 11. Proxy Form B.;
 12. Map of the Meeting Venue; and
 13. Guidelines for the attendance of the annual general meeting of shareholders to prevent the pandemic situation of COVID-19.

Notice is hereby given by the Board of Directors of Dohome Public Company Limited (the "Company") to convene the 2021 Annual General Meeting of Shareholders on Thursday, 8 April 2021 at 2.00 p.m. (registration will be opened at 12.00 p.m.) at the Sukhumvit Grand Ballroom, 3rd Floor, JW Marriott Hotel Bangkok, no. 4, Sukhumvit Road, Soi 2, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110. The agendas are as follows:



Agenda 1 To acknowledge the Company's operating result for the year 2020;

Purpose and Rationale: The Company has conducted the report on the Company's operating results for the year 2020, as of 31 December 2020. The details of which are as shown in the Financial Summary in the Annual Report for 2020 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 2020

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

Agenda 2 To consider and approve consolidated financial statements of the Company and subsidiaries for the year ended 31 December 2020;

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 2021, which have been considered by the Audit Committee and the Board of Directors, the details of which are as shown in Page 150-156 of the Annual Report for 2020 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 2020; 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 2020.

A summary of the Company's significant financial status and operating results in 2020 is as follows:

Selected Information from the Company's Financial Statements

Unit: million Baht

Description	Consolidated Financial Statements		Separated Financial Statements	
	2020	2019	2020	2019
Total assets	20,765.17	18,151.71	21,623.44	18,666.96
Total liabilities	13,675.41	11,691.34	14,058.68	11,686.65
Total revenue	18,924.82	17,971.82	18,932.39	17,979.88
Net profit (equity holders of the Company)	726.68	725.51	681.75	683.02
Unappropriated retained earnings	1,800.14	1,495.30	1,682.73	1,422.82
Earnings per share (baht/share)	0.34	0.46	0.31	0.43

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

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 2019, the Company has a legal reserve totaling THB 54,350,00 which is still less than ten percent of the registered capital of the Company, however; the Company sustains a net profit of THB 681.75 million according to the Company's separated financial statements for the fiscal year ended 31 December 2020. 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 2020 in amount of THB 34.20 million or representing approximately 5 percent of the total net profit of the year 2020 as a legal reserve. After such allocation, the total amount of legal reserve of the Company will be THB 88,550,000.

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 2021, the Company has the net profit from the separated financial statements of THB 681.75 million and the unappropriated retained earnings of THB 1,800.14 million, therefore; 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 2020 from retained earnings to the existing shareholders of the Company at the rate of 12 existing shares per 1 ordinary share, with the total number of shares not exceeding 180,459,831 shares at a par value of THB 1 representing stock dividend at the rate of THB 0.0833333333 per share, totaling not exceeding THB 180.46 million, 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 0.0833333333 per share; and

(2) distribute cash dividend at the rate of THB 0.0092592593 per share, totaling to approximately THB 20.05 million.

The total of dividend payment of common stock and cash dividend is at the rate of THB 0.0925925926 per share or equaling to approximately THB 200.51 million or equivalent to approximately 30.96 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 4 March 2021 as the date for determining the shareholders' right to receive the common stock and cash dividend (Record Date) and 5 May 2021 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	2021 (Proposed year)	2020
1. Net Profit (separated financial statements) (THB) for the year 2020 and 2019 respectively	681,748,885	683,018,403
2. Number of paid-up shares (share)	2,165,517,966	1,856,160,000
3. Number of dividend payment (THB/share)	0.0925925926	0.018518518519

Details of the annual dividend payment	2021 (Proposed year)	2020
4. Total amount of dividend payment approximately (THB million)	200.51	343.73
5. Dividend payout ratio (percent)	30.96	52.98

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 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 2021 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

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.1 in the amount of not exceeding 31,500,000 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 in the amount of not exceeding 31,500,000 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.1 in the amount of not exceeding 31,500,000 units, at no cost, divided by 3 series 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 15,000,000 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 15,000,000 units. (Enclosure No 5)
- 3) the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company series 3 in the amount of not exceeding 1,500,000 units. (Enclosure No 6)

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 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 2,034 from the registered capital of THB 2,165,520,000 to THB 2,165,517,966 by canceling 2,034 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 (i) the distribution of stock dividend as detailed in the agenda 3, (ii) the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company as detailed in agenda 4 and (iii) the capital increase through a General Mandate in order to have the readily source of fund to support its future investment plans and business expansion in the future and/or give the Company flexibility in utilizing such proceeds as working capital in the business operation promptly and in an appropriate circumstance and/or for debt repayment. The details of the capital increase of the Company through a general mandate will be proposed to the meeting in agenda 6.



However, pursuant to Section 136 of Public Limited Company, 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.

Since the Company currently has 2,034 unissued shares, with a par value of THB 1 per share which are the remaining shares from the allocation of common stock dividend under the resolution of the 2020 Annual General Meeting of Shareholders, held on 22 July 2020. Therefore, in order to comply with the applicable law, the Company is required to reduce its registered capital of THB 2,034 from the registered capital of THB 2,165,520,000 to THB 2,165,517,966 by cancelling 2,034 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 particulars:

"Clause 4	Registered capital	THB 2,165,517,966	(Two billion one hundred sixty-five million five hundred seventeen thousand nine hundred sixty-six Baht)
	Divided into	2,165,517,966 Shares	(Two billion one hundred sixty-five million five hundred seventeen thousand nine hundred sixty-six shares)
	Par value per share	THB 1	(One Baht)
	Divided into:		
	Ordinary shares	2,165,517,966 Shares	(Two billion one hundred sixty-five million five hundred seventeen thousand nine hundred sixty-six 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 2,034 from the registered capital of THB 2,165,520,000 to THB 2,165,517,966 by cancelling 2,034 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 1,078,167,016 from the existing registered capital of THB 2,165,517,966 to THB 3,243,684,982 by issuing 1,078,167,016 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend, the capital increase through a general mandate and the issuance and offering of the warrants to purchase the Company's ordinary shares to employees of the Company, 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 (i) the distribution of stock dividend as detailed in Agenda 3, (ii) the issuance of warrant to purchase the Company's newly issued ordinary shares to employees of the Company as detailed in agenda 4 and (iii) the capital increase through a General Mandate in the number of not exceeding 866,207,185 shares with a par value of THB 1 per share in order to have the readily source of fund to support its future investment plans and business expansion in the future and/or give the Company flexibility in utilizing such proceeds as working capital in the business operation promptly and in an appropriate circumstance and/or for debt repayment.

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).

the Company, therefore, has to increase the Company's registered capital by THB 1,078,167,016 from the existing registered capital of THB 2,165,517,966 to THB 3,243,684,982 by issuing 1,078,167,016 newly issued ordinary shares with a par value of THB 1 per share to accommodate the common stock dividend distribution, the capital increase through a general mandate and the issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company as detailed in the agenda 3 and 4. 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 3,243,684,982	(Three billion two hundred forty-three million six hundred eighty-four thousand nine hundred eighty-two Baht)
	Divided into	3,243,684,982 Shares	(Three billion two hundred forty-three million six hundred eighty-four thousand nine hundred eighty-two shares)
	Par value per share	THB 1	(One Baht)
	Divided into:		
	Ordinary shares	3,243,684,982 Shares	(Three billion two hundred forty-three million six hundred eighty-four thousand nine hundred eighty-two 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 1,078,167,016 from the existing registered capital of THB 2,165,517,966 to THB 3,243,684,982 by issuing 1,078,167,016 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend, the capital increase through a general mandate and the issuance and offering of the warrants to purchase the Company's ordinary shares to employees of the Company, 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

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 180,459,831 shares with a par value of THB 1 to accommodate the stock dividend payment

Purpose and Rationale: The Company desires to allocate the newly issued ordinary shares of not exceeding 180,459,831 shares with a par value of THB 1 to accommodate the stock dividend payment in order to reward the shareholders of the Company as detailed in agenda item No.3.

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 and 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 such newly issued ordinary shares; and
- (3) signing applications, waivers, as well as other evidence which are necessary for and relevant to the allocation of such 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 Stock Exchange of Thailand (the "SET") and undertaking any other actions necessary for and relevant to the allocation of such 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 180,459,831 shares with a par value of THB 1 to accommodate the stock dividend payment and the relevant delegation of power 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 866,207,185 shares with a par value of THB 1 to accommodate the capital increase of the Company through a general mandate

Purpose and Rationale: The Company desires to allocate the newly issued ordinary shares of not exceeding 866,207,185 shares with a par value of THB 1 to accommodate the capital increase of the Company through a

general mandate allocated to the following person:

Allocate to	Type of Share	Number of Share (share)	Percentage to the Company's Paid-up Capital
1 Existing shareholders on a pro rata basis (Right Offering)	Ordinary share	Not exceeding 649,655,389	Not exceeding 30 percent
2 Specific investors (Private Placement)	Ordinary share	Not exceeding 216,551,796	Not exceeding 10 percent

Notwithstanding, the number of newly issued ordinary shares which will be allocated to the aforementioned person shall not exceed 649,655,389 shares or not exceed 30 percent of to the Company's paid-up capital as at the date on which the Board of Directors' meeting approves the Company's capital increase through a general mandate.

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 any person delegated by the Company's Board of Directors to undertake actions related to the allocation of the newly issued ordinary shares including but not limited to the following actions:

- (1) allocating the newly issued ordinary shares whether in a single or sequential allocation(s). However, in any case, the number of the offered newly issued ordinary shares shall not exceed 30 percent of to the Company's paid-up capital as at the date on which the Board of Directors' meeting approves the Company's capital increase through a general mandate.
- (2) determining the offering period, the offering price, and any conditions and details relating to the allocation of newly issued ordinary shares of the Company;
- (3) entering into, negotiating, and signing any agreements and relevant documents required and are necessary for the allocation of newly issued ordinary shares, including amending such documents and agreements, and appointing financial advisor, legal counsel, underwriter, and/or any other service provider (if necessary);
- (4) signing applications, waivers, notification letter, as well as any other documents which are necessary for and relevant to the allocation of newly issued ordinary shares, including contacting and filing documents with the relevant governmental authorities or any competent agencies (both in Thailand and overseas), as well as listing the newly issued ordinary shares on the SET; and

- (5) undertaking any other actions necessary for and relevant to the allocation of newly issued ordinary shares.

In case of the allocation to specific persons (Private Placement), the Company will allocate the newly issued ordinary shares to the specific persons (Private Placement) by making an offering to institutional investors and/or not more than 50 specific investors who are not considered as institutional investors within 12 months, where such investors must not be connected persons and the offering price of the newly issued ordinary shares of the Company to the specific persons (Private Placement) following the increase of its registered capital through a general mandate must comply with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (as amended) which may be as follow:

- (a) the “Market Price”, which means the volume-weighted average price of the Company’s shares traded on the SET for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date on which the offering price is determined by the Board of Directors and/or the person(s) designated by the Board of Directors for each allocation of the newly issued ordinary shares where the average price must be based on the average price of the shares traded on a daily basis. In case the Board of Directors considers that there is a reasonable ground, taking into account the best interest of the Company, the Board of Directors may determine an offering price with a discount of not more than 10 percent of the Market Price as calculated above. In determining the discount, the Board of Directors must consider the market conditions at that particular time and the best interest of the Company;
- (b) the price which will be determined by the book building method surveyed by the securities company; or
- (c) the fair value appraised by an independent financial advisor approved by the Office of the Security Exchange Commission.

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 866,207,185 shares with a par value of THB 1 to accommodate the capital increase of the Company through a general mandate 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 allocation of the newly issued ordinary shares of not exceeding 31,500,000 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. 1 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. 1 in the amount of not exceeding 31,500,000 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.

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 31,500,000 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. 1 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 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 2021 Annual General Meeting of Shareholders, there are 3 directors who are due to retired by rotation, namely:

Name of directors who are due to retire by rotation	Position	Meeting Attendance at the Board of Directors' Meeting in 2020 (Attendance)	Meeting Attendance at the Sub Committees in 2020 (Attendance)	Number of years at the Board of Directors' office
1. Mr. Adisak Tangmitrphracha	Director / Vice Chairman of the Board of Directors / Chairman of the Executive Committee / Member of the Risk Management Committee	6/6 - - -	- - - 4/4	2 years 11 months
2. Mrs. Nataya Tangmitrphracha	Director / Deputy of the Executive Committee / Member of the Nomination and Remuneration Committee /	6/6 - -	- - 2/2	2 years 11 months
3. Mr. Tarin Thaniyavarn	Independent Director / Member of the Audit Committee (appointed date 17 February 2020) /	5/6 -	- -	1 year 9 months



	Chairman of the Risk Management Committee (appointed date 17 February 2020)	-	-	
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In compliance with the principles of good corporate governance, the Company invited the shareholders to nominate candidates to be elected as directors at the 2021 Annual General Meeting of Shareholders during the period from 26 October 2020 to 1 February 2021. 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, Mrs. Nataya Tangmitrphracha, and Mr. Tarin Thaniyavarn have professional skills, knowledge, and experience in line with the Company's business operation and also contribute significant benefits to the Company. Moreover, Mr. Tarin Thaniyavarn, an independent director, is capable of expressing his opinions independently and meets all the qualifications stipulated in accordance with the Definition of Independent Director of 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, Mrs. Nataya Tangmitrphracha, and Mr. Tarin Thaniyavarn 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 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 Tangmitrphracha, Mrs. Nataya Tangmitrphracha, and Mr. Tarin Thaniyavarn 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. 7).

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 2021;

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 2021, 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 2021 at the rate of not exceeding THB 2,970,000 per year which is the same rate comparing with the year 2020 as follows:

	2021		2020	
	Monthly Remuneration	Meeting allowance	Monthly Remuneration	Meeting allowance
Board of Directors				
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
Executives Committee				
Chairman	-	-	-	-
Director	-	-	-	-
Audit Committee				
Chairman	-	25,000 Baht	-	25,000 Baht
Independent Directors	-	20,000 Baht	-	20,000 Baht
Risk Management Committee				
Chairman	-	25,000 Baht	-	25,000 Baht
Director	-	20,000 Baht	-	20,000 Baht
Nomination and Rmination Committee				
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 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 fee.

In 2020, the total directors' remuneration was paid in the amount of THB 2,945,000. The details are

as shown under Section 5. “Remuneration of Directors and Executives”. pages 62-64 of the Annual Report for 2020 (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 2021 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 the appointment of auditors and the remuneration of auditors for the year 2021

Purpose and Rationale: In order to comply with 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 2021 since EY Office Limited is one of the leading international audit firms, having high standards and considerable expertise, as well as reasonable fees. The audit fee for the year 2021 declines from the previous year at the amount of THB 1,100,000 or representing 24 percent of the audit fee for the year 2020, 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</u>	<u>Number of years certified on</u>	
	<u>Registration No.</u>	<u>the Company's financial statements</u>	
1. Ms. Sumalee Reewarabandith	3970	- year	or / and
2. Ms. Vissuta Jariyathanakorn	3853	- year	or / and
3. Mr. Manee Rattanabunnakit	5313	- 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 2021 from EY Office Limited is appropriate 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	2021 (proposed year)	2020
Audit fee	3,350,000	4,450,000

The above audit fees exclude other expenses, which will be reimbursed on an actual basis. In addition, in the year 2020, the Company did not have non-audit fee paid for Pricewaterhouse Coopers ABAS Ltd. (the Company's auditor for the year 2020).

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 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 3,350,000.

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 To consider and approve the issuance and offering of debentures in the amount of not exceeding THB 10,000,000,000

Purpose and Rationale: The Company desires to issue and allocate the debentures of the Company in the amount of not exceeding THB 10,000,000,000 in order to use in the Company's ordinary course of business, business or working capital or any other purposes as the Board of Directors may deem appropriate as per the following details:

Purpose	To use in one objective or multiple objectives as follows: funds for the Company's ordinary course of business, business expansion, loan repayment, and/or working capital or any other purposes as the Board of Directors may deem appropriate.
Types	All types of debentures, including but not limited to perpetual or tenured, subordinated debentures or unsubordinated debentures, amortized or bullet payment, secured or unsecured, with or without a name registered, with or without a debenture holders' representative, depending on financial market conditions and any other factors at the time of the offering, as well as terms and conditions of each occasion.
Limit	In an aggregate amount at such period (revolving) of not exceeding THB 10,000 million. In case of an issuance in a foreign currency, the prevailing exchange rate

	on the issued date of the debentures (“ Issue Date ”) shall be applied on each occasion.
Offering	The debentures will be offered in one time or multiple times onshore or offshore and/or in a project or revolving issuance to general public and/or private placement and/or local or foreign institutional investor and/or high net worth investor and/or a particular investor as defined by the notification of the Security Exchange Commission and/or the Office of the Security Exchange Commission at one time or multiple time, subject to the funding needed at the time and the Company’s discretion and in accordance with the notification of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently applied at the time of issuance.
Interest rate	Subject to the prevailing financial market conditions at the time of issuance or any other conditions according to the notification of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently applied at the time of issuance.
Maturity date	Subject to the prevailing financial market conditions at the time of issuance or any other conditions. In the case of perpetual debentures, the maturity could be perpetual, subject to requirements as prescribed by the relevant regulations.
Debenture redemption	The debenture holders and/or the Company may or may not have the right to redeem debentures prior to their maturity, subject to the terms and conditions of each debenture issuance.
Other conditions	In the event where the Company has redeemed or repaid the principal of the debentures issued under the offering amount authorized above, the Company may additionally issue and offer new debentures in substitution within the offering amount as stipulated above.

In this regard, the Board of Directors and/or any person designated by the Board of Directors shall be authorized to determine the details of the debentures to be issued and offered, including to determine names, offering types, number of debentures to be issued and offered in each offering, types of debentures, guarantees, terms, the offering price, redemption period, early redemption, interest rate, method of payments for principals and interest, allocation method, to execute the terms and conditions of the debentures relating to rights and duties of the issuer

and the debenture holders, to determine and amend the terms and conditions, and the details relating to the issuance and offering of the debentures to be issued each time, to register such warrants with The Thai Bond Market Association, or to list such warrants in any secondary market, to appoint the underwriter and the registrar, to enter into and execute the Underwriting Agreement and/or other relevant agreements, as well as to have the power to negotiate and agree on the fees and expenses in relation to such relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities and/or other relevant person(s), including to have the power to certify any acts performed in relation to the issuance and offering of the debentures and to do any acts and things necessary for and in relation to the carrying out of the issuance and offering of the debentures and in compliance with the applicable law.

The Board's opinion: The Board of Directors has considered and deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the issuance and offering of debentures in the amount of not exceeding THB 10,000,000,000 as detailed above.

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 14 Other matters (if any)

The Company has set the date for determining the shareholders' right to attend the 2021 Annual General Meeting of Shareholders on 4 March 2021 and has disclosed the invitation to attend the shareholders' meeting along with its enclosures on the Company's website at since 10 March 2021. In this regard, the Company hereby invite the shareholders of the Company to attend the 2021 Annual General Meeting of Shareholders on 8 April 2021 at 14.00 hrs. at Sukhumvit Grand Ballroom, 3rd Floor, JW Marriott Hotel Bangkok, no. 4, Sukhumvit Road, Soi 2, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110. The details of the meeting venue are as shown in Enclosure No. 12.

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 2021 Annual General Meeting of Shareholders and to nominate candidates to be elected as directors of the Company during the period from 26 October 2020 to 1 February 2021. Nonetheless, no shareholders proposed any agenda item for this meeting.

Since the 2021 Annual General Meeting will be held during the prevent spread of the coronavirus disease 2019 (COVID-19), the Company concerned about the safety of all meeting attendees. Thus, it is determined that the annual general meeting will be organized to ensure the maximum hygienic safe importantly. In this regard, the Company is determined the Measures to Prevent COVID-19 infection at the annual general meeting as shown in



Enclosure No. 13. As such, the Company requests all meeting attendees to strictly comply. While the Company seeks to keep the 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**. Shareholders can appoint proxies to vote on your behalf by giving a clear vote instruction for each agenda item, the independent directors information are as shown in Enclosure No. 10. The Company also attaches the Proxy Form B (specific voting appointment) as shown in Enclosure No. 11. Proxy Form A (general appointment) and Proxy Form C (only for foreign shareholders as registered in the registration book who have a custodian in Thailand) can be downloaded from the Company's website at <https://investor.dohome.co.th/th/downloads/shareholder-meeting>. Please use only one Proxy Form.

The Company requests the shareholders to deliver the Proxy Form and its supporting documents to the Company by Monday 5 April 2021 before 6.00 p.m., addressed to the Company Secretary, Dohome Public Company Limited No. 60 Vibhavadi-Rangsit Road, Dindaeng Road, Samsen District, Phayathai District, Bangkok, 10400.

The Company would like to suggest shareholders to read the clarification on document and evidence required to identify shareholders or their proxies on the registration for attending and voting in the shareholders' meeting, details are as shown in Enclosure No. 9. 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. 8

The Company would like to thank all shareholders and please cordially be invited to attend the 2021 Annual General Meeting of Shareholders on the date, time and venue as 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. Shareholder can access the invitation and all the supporting documents for the 2021 Annual General Meeting of Shareholders at the Company's website (<https://www.dohome.co.th/>) from 10th March 2021 under "Investor / Shareholder Information / Shareholders' Meeting"; and
2. Should you require the printed 2020 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.



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