



## Dohome Public Company Limited

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

**COMPLETE  
CHEAP  
GOOD**

No. IDH-CG-CGCS-AGM6504/01.000

### The Minutes of the 2022 Annual General Meeting of Shareholders

of

Dohome Public Company Limited

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#### Time and Venue

The meeting was held on Thursday, 21<sup>st</sup> April 2022 at 2.00 p.m. at the Grand Ballroom, 3<sup>rd</sup> Floor, The Emerald Hotel Bangkok No. 99/1 Ratchadapisek Road, Dindeang Sub-district, Dindeang District, Bangkok Metropolis 10400.

Mr. Atiwat Apilertrungrat is assigned as the moderator of the meeting ("**the Moderator**") and welcomed the Shareholders and introduced the Board of Directors, Executives, auditors and legal advisors who attended the meeting as follows:

#### List of the Directors attending the Meeting

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Chatrchai Tuongratanaphan | Chairman of the Board of Directors, Independent Director / Member of Audit Committee, Chairman of Nomination and Remuneration Committee (" <b>Chairman of the meeting</b> ") |
| 2. Mr. Adisak Tangmitrphracha    | Vice Chairman of the Board of Directors, Chairman of Executive Committee / Member of Risk Management Committee and Managing Director   |
| 3. Mrs. Nattaya Tangmitrphracha  | Director, Deputy Executive Committee, Member of Nomination and Remuneration Committee and Deputy Managing Director   |
| 4. Mr. Suvait Theeravachirakul   | Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Member of Risk Management Committee                                      |
| 5. Ms. Ariya Tangmitrphracha     | Director and Executive Director  |
| 6. Mrs. Salitip Ruangsuttipap    | Director and Executive Director  |
| 7. Mr. Maruay Tangmitrphracha    | Director and Executive Director  |
| 8. Ms. Naruechon Dhumrongpiyawut | Independent Director, Chairperson of Risk Management Committee and Member of Audit Committee   |

The Company has a total of 8 directors out of 8 directors attending the General Meeting of Shareholders, representing 100 percent of all directors.



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### **List of the Managements of each line of business unit attending the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Chayanon Horpattaporn    | Assistant Managing Director - Accounting and Finance Department (Chief of Financial Officer) |
| 2. Ms. Pikun Somwan             | Advisor to the Executive Committee and Vice President, Internal Audit                        |
| 3. Mr. Sittha Chaiyakhet        | Assistant Managing Director - Information Technology   |
| 4. Mrs. Sudtida Sanpawat        | Assistant Managing Director - Supply Chain   |
| 5. Mr. Rachan Jiratsatit        | Vice President, Inventory Management   |
| 6. Mr. Kasapop Prapasongsa      | Vice President, Product Management   |
| 7. Mr. Jirapong Sae ngow        | Vice President, Operations Headquarter   |
| 8. Mr. Weerawat Lueangampol     | Vice President, Digital Marketing  |
| 9. Mr. Chaweewan Chaowalert     | Vice President, Procurement International  |
| 10. Mr. Chaiwut Wattanawutikul  | Vice President, Procurement Domestic   |
| 11. Mr. Pariyuth Sungwaraporn   | Vice President, Marketing  |
| 12. Mrs. Nongyao Sa-art         | Assistant Managing Director - Human Resource   |
| 13. Ms. Jarupom Tararaksasakul  | Vice President, Human Resource   |
| 14. Mrs. Pornsiri Loesprapaporn | First Assistant, Vice President, Accounting  |

### **Company Secretary and Secretary of the meeting**

- |                      |  |
|----------------------|--|
| 1. Ms. Mayuree Seeta | Company Secretary, Vice President, Corporate Governance Department and<br>Investor Relations |
|----------------------|--|

### **The following auditors and representatives attended the Meeting**

1. Ms. Sumalee Reewarabandith;
2. Ms. Manee Rattanabunnakit; and
3. Mr. Vijit Buasri.

### **Independent representatives**

- |                                |  |
|--------------------------------|--|
| 1. Ms. Naphatsawan Saengsikaeo | Legal Consultant / Lawyer at The Capital Law Office Limited. |
| 2. Mr. Wirot kitsawatprisan    | A shareholder, Representative of minority shareholders       |

### **Attending shareholders**

The meeting moderator informed the meeting of the shareholder attendance, both personally and through delegate as follows:

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No. of attending shareholders and proxies					
Shareholders	42	Persons	Number of Shares	831,746,382	Shares
Proxies	553	Persons	Number of Shares	957,399,427	Shares
Total	595	Persons	Total Number of Shares	1,789,145,809	Shares
Percentage %	73.87	Total paid-up capital		2,422,170,022	Shares

The meeting met its quorum and other requirements of the Company as the number of attending shareholders was not less than twenty-five (25) or half the total number of shareholders, and the number of voting shares in the meeting was more than one-third (1/3) of the Company's tradable shares according to clause 39 of the Company of Articles of Association.

#### Meeting procedure

Mr. Chatrchai Tuongratanaphan, Chairman of the Board of Directors and Chairman of the meeting, opened the meeting and asked the moderator to proceed with the meeting. The Chairman explained the meeting, voting, commenting and inquiry procedures.

The meeting proceeded according to the agenda as stated in the meeting invitation letter and the moderator notified the attendees of each agenda item prior to voting, and summarized the voting result at the conclusion of each agenda item.

Attendees subsequently joining while the meeting was in progress were allowed to vote only in respect of the then remaining unvoted agenda items.

#### Rights of shareholders in commenting

As Thailand is still in COVID-19 monitoring period and safety measures are imposed to prevent COVID-19 infection, today's meeting would not use a microphone when making inquiries during the meeting. Shareholders making inquiries in any agenda item were requested to submit their inquiries to the Company staff in writing by filing in their names, surnames, and questions in the inquiry paper provided by the Company. The staff would then forward the inquiries to the board and/or management to answer and record them in the minutes of the meeting.

#### Voting method

According to Clause 41 of the Company's regulations, the shareholders have votes equal to the number of shares they are holding at the rate of one (1) share to one (1) vote. The shareholders must use voting cards to vote. Vote counting is done by deducting the "No" and "Abstain" from the total number of attending voters, then the remaining votes are deemed as "Yes" for that agenda. The shareholder that sends delegate to attend



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in their place and vote according to the shareholder's wish, the Company has recorded the vote according to their wish.

The meeting's resolution shall be passed by the majority voting of attending shareholders who have the right to vote unless dictated otherwise by law.

### Equitable Treatment to Shareholders

1. The Proposal of the agenda of the Shareholders' Meeting and Name of Directors. The Company gave the opportunity to the Shareholders to propose the agenda of the shareholders' meeting and nominate directors via the Company's website together with notification of it to the Stock Exchange of Thailand between 28<sup>th</sup> October 2021 and 1<sup>st</sup> February 2022. During such period, there was no shareholder proposing any agenda of the meeting and nominating directors. Today's meeting will be conducted in accordance with the agenda and proceed in order of the meeting agenda items as specified in the meeting invitation letter.

2. The Company gave shareholders the opportunity to send questions in advance via the Company's website and notify the Stock Exchange of Thailand of the same by 1<sup>st</sup> February 2022, including the Investor Relations Department or email: [IR@dohome.co.th](mailto:IR@dohome.co.th). However, during such period, there was no shareholder sending questions to the Company.

3. The Dissemination of the Invitation Letter of the Meeting in order for the Shareholders to access the details of this Annual General Meeting of Shareholders, the Company published the invitation letter both in Thai and English languages on the Company's website and notified the news to the Stock Exchange of Thailand since 21<sup>st</sup> March 2022 and delivered the invitation letter with all supporting documents for shareholders since 21<sup>st</sup> March 2022.

Mr. Chatrchai Tuongratanaphan, Chairman of the Board of Directors and Chairman of the meeting, delivered a welcoming remark and expressed his thank to the shareholders for their participations. The Chairman also notified the meeting that the 2022 Annual General Meeting of Shareholders' assembly was still constrained by the COVID-19 pandemic. Despite the public, including the assembly attendees having been fully vaccinated, everyone still must be careful. In this 2022 Annual General Meeting of Shareholders' assembly, the Company is mindful of all the shareholders' well-being and thus imposed strict measures to prevent infection, from the screening point, social distancing, and sanitation gel. The 2022 Annual General Meeting of Shareholders' assembly was planned by the Company to be physically convened meeting, and thus was an excellent opportunity for the board, management, and shareholders to meet at least once a year.



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Nowadays, technology and data are important factors behind the success of many retailers along with good relationship with customers and consumers through Omni Channel and platform applications. This paves the way for the future retail industry called New Digital Retail Concept. Competition for customers happens constantly and one important thing for the management is lecturing our staff about the New Digital Retail Concept and readiness to give what the customer wants, while also generating profit for the business at the same time. For all these years, Dohome Plc, has accommodated this New Digital Retail Concept through our open-mindedness about technology and dedicated budget for network and software infrastructure development so that our system can run smoothly, keep our system updated, and a long-term strategy for corporate culture. The new corporate culture cannot be built quickly, so constant motivation is needed for the staff to open for and take technology to use.

Successful application of Digital Transformation to New Digital Retail Concept is difficult, but the Company is determined to be successful at that with good cooperation from all in the organization.

Furthermore, the Company still adheres to and practices the good governance principles and environment and social responsibility. Currently, the group has declared an intent to join the Thai Private Sector Collective Action Against Corruption (CAC), formed by the Thai Institute of Directors on 22 June 2021 to express the genuine willingness against corruption, promote transparent and good business practice, which is a solid business foundation. The Company has worked on its anti-corruption policy to the world standard, and ensure compliance with such policy, such as gifting, sponsoring and donation. There is also business ethics review, whistleblowing channel and policy communication with our partners. The Company has an good corporate governance and anti-corruption course for the top management to all other levels, including staff, so they can understand the policy and have courage to refuse any kind of corruption.

Afterwards, Chairman of the meeting introduced to the participants the meeting agenda listed in the Annual General Meeting document as follows.

### **Agenda 1 To acknowledge the Company's operating result for 2021;**

The Chairman assigned Mrs. Salitip Ruangsuttipap, Director, Executive Director and Deputy Managing Director - Accounting, Finance and Organization Support to report the Company's performance in 2021 as follows:

As the first major event in 2021, the Company opened 6 new branches, 4 of which are large (Size L) branches, namely Laem Chabang Branch, Bowin Branch, Chonburi Branch and Surat Thani Branch. As of 31 December 2021, the Company has a total of 16 large branches and 2 new small branches (Dohome ToGo), namely Talad Thap Yao Branch and the Maruay market branch. Due to the COVID-19, the Company has closed 3 small branches (Dohome ToGo) namely Makro-Charansanitwong branch. Pantip-Ngamwongwan Branch and



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Cosmo Walk-Muang Thong Thani branch, leaving of 31 December 2021, 10 small branches (Dohome ToGo) that are open for business.

Due to the pandemic situation of the COVID-19 in 2021, the Government still has issued various measures to prevent the spread including lockdown measures in some areas for 2 periods, the first from mid-December 2020 until the end of January 2021 and the second from mid-July 2021 to the end of August 2021. The Company had to temporarily close a total of 12 branches, comprising 5 large branches, namely Petchkasem Branch, Rama 2 Branch, Rangsit Branch, Bang Bua Thong Branch and Laem Chabang Branch and 7 small branches (Dohome ToGo). During the period of the branch closure, the Company adapted quickly to the situation and constraint conditions of the operation.

To ensure sufficient working capital for future expansion plans and increase investment flexibility while reducing the burden of interest expenses and dependence on loans from financial institutions that could cause the Company to lack flexibility, on 8 July 2021, the Company allocated 75.50 million shares for capital increase by General Mandate (Private Placement) at 26.25 baht per share and the proceeds from the capital increase is 1,981.88 million baht.

At present, the Company has been operating for more than 38 years, pursuing the strategies of "Complete, Cheap and Good", including the completeness of products, fair prices and services that cover all dimensions of customer needs. There is also an online sales channel (E-Commerce) that allows customers to order products online for their convenience. Examples of the main channels to provide services include Dohome's Website Chat & Shops (Line & Facebook), Lazada Shopee NocNoc JD Central K+ Market.

For the 2021 operating results, the Company's total revenue was 25,917.78 million baht, an increase of 37.5% from 2020, with an increase in revenue from both an increase in the same-store revenue that has grown exponentially and from new branches opened in 2021. The net profit for 2021 was posted at 1,818.06 million baht, an increase of 150.2% from 2020. The increase was mainly due to higher sales and high gross margins as detailed below.

The total revenue was 25,917.78 million baht, an increase of 7,064.82 million baht from 2020. The revenue has grown in every aspect as follows: 1. Both growth in all regions, northeastern region, northern region and metropolitan area 2. Growth of the product group. The growth was evidenced in all product groups, including construction, repair and decoration. The construction group enjoyed the highest growth followed by the repair group. 3. The growth of sales channels comprising large branches (Size XL and Size L), small branches (Dohome ToGo) and online channels (E-Commerce) 4. The growth of products under the Company's brand (House Brand) with revenue growth of 29% from the previous year.





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The gross profit was 5,206.59 million baht or accounted for a gross profit margin of 20.2% an increase compared to the gross profit margin of 2020 at 16.0% mainly due to the increase in gross margins of all product groups whole group of construction repair and decoration from more efficient cost of sales management together with the income from the management of the distribution center (DC) that is higher than the cost, thereby reducing the product cost. The gross profit margin of products under the Company's brand House Brand also rose as a result of the increase in the price of steel products.

Selling and administrative expenses were stated at 2,835.55 million baht, an increase of 848.47 million baht from 2020, mainly due to an increase in expenses incurred from opening new branches such as staff expenses, property depreciation, utilities, etc., and an increase in commissions and delivery charges to customers which corresponds to the increased income including the increase in administrative staff expenses that increased due to the recruitment of employees in the head office to support the growth of the Company. Most of the selling and administrative expenses was increase will from the new branches. Nonetheless, the Company has been better in managing expenses for the existing branches that have been in operation for more than 1 year. In the past year, the Company was still able to control expenses despite the opening of the four large branches. The expenses were well within the budget making the percentage of expenses to total revenue in 2021 slightly increased from 10.5% to 10.9% as presented in the agenda for consideration and acknowledgment of the Company's operating results in 2021.

The Chairman invited everyone to raise questions, opinions or concerns about this agenda. The following participants in the meeting asked questions as summarized below.

■ **Mr. Prapas Boonchuen, a shareholder submits a question as follows:**

1. How is the Company's gross profit margin in Quarter 1/2022?

**Mrs. Salitip Ruangsuttipap explained:** The Company has not submitted its financial statements and releases will be not to answer many questions. Therefore, let me clarify that during the Q1/2022, the Company's SSSG grew more than that in the Q4/2021.

2. How was SSSG in Q1?

**Mrs. Salitip Ruangsuttipap explained:** The Company has not submitted its financial statements and releases will be not to answer many questions. Therefore, let me clarify that during the Q1/2022, the Company's SSSG grew more than the previous year by about 20%.

3. How is the performance of SSSG and how were steel prices in April 2022?

**Mrs. Salitip Ruangsuttipap explained:** In April 2022, the Company's SSSG was still growing by 2 digits despite the rising steel prices.

4. In 2022, has the Company set the same target or not? or has there been any change?



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**Mrs. Saliltip Ruangsuttipap explained:** Because the Company is in the process of expanding branches it can be seen that the Company has a growth rate of both the existing branches that have been operating for more than 1 year and the new branches (Size L) that have been operating for less than 1 year. The new branches achieved the target performance. The targeted revenue for the first year is 900 million baht, the second year is 1,200 million baht, which the new store performance can breakeven has a positive Net Profit from the first 1-2 months of opening a full month. from the growth rate of the previous year and from the branch expansion plan in 2022, the Company's goals set are not different from the growth rate of the previous year.

- 5. Under the branch expansion plan in 2022, does the Company have enough cash flow? And where are the sources of cash flow from for next year?

**Mrs. Saliltip Ruangsuttipap explained:** In 2022, the Company plans to expand all 5 branches, which are large branches (Size L). Each branch requires an investment budget of 400-500 million baht. The Company has received financial support from banks and for the branch expansion plans in the following years, the Company's cash flow comes from 2 sources: cash from operations. and support for loans from financial institutions.

**Meeting resolution:** This agenda item had been proposed for acknowledgement; therefore, vote casting was not required.

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

The Chairman assigns Mrs. Saliltip Ruangsuttipap, Director, Executive Director and Deputy Managing Director - Accounting, Finance and Organization Support to explain this agenda and informed that the Company has made a financial statement, statement of comprehensive income, and auditor report for the end of accounting year or 31 December 2021, which had been inspected and signed by Ms. Sumalee Reewarabandith, an auditor holding the license number 3970 of EY Office Limited., deliberated by the Audit Committee Meeting No. 1/2021 on 17 February 2022, and the Board of Directors' Meeting No. 1/2022 on 17 February 2022. Both the Audit Committee and the Board of Directors' considered the report as accurate and adequate, and therefore propose the report to the shareholder meeting for approval of the financial statements of the Company and its sub-companies for the fiscal year ending on 31 December 2021. Details are as follows:

In the part of the profit (loss) statement or in the balance sheet of the Company which is not different from the 2021 performance report that I have informed a while ago the Company has total revenue of 25,917.78 million baht, a growth rate of 37.7%, coming from branches that have been operating for more than 1 year at approximately 20%, gross profit of 5,206.59 million baht, EBIT of 2,504.22 million baht, net profit of 1,818.06





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million baht. or approximately 17% EBITDA of 3,093.98 million, representing a rate of 11.94%. Trade accounts receivable amounted to 1,570.85 million baht or accounted for approximately 19 days, which was not different from the year 2020. Inventories amounted to 11,796.05 million baht or about 176 million baht, which decreased from the year 2020 at 180 days. increased from 10,471.43 million baht to 12,435.56 million baht, an increase in accordance with the branches that the Company is expanding and the leasehold rights of the assets increased from 546 million baht to 820 million baht because the Company has more land leases, to support future branch expansion in terms of trade accounts payable liabilities and other creditors increased from 2,845.06 million baht to 3,896.68 million, which is considered from the AP day approximately to 50 days, the equity is at the amount of 10,879.74 million baht. gave the opinion that the Company's financial statements and its subsidiaries are correct, complete, sufficient in accordance with the essential financial standards.

The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, there are questions from the shareholders as follow:

- **Mr. Yuttana Warit, a shareholder, submits a question:** Are you still confident that this year's profit will grow from the previous year? Because no more profit can be generated from the stock of steel inventory.

**Mrs. Salitip Ruangsuttipap explained:** For the steel products that the Company sells with profits of all kinds. Which will be more or less profitable depending on the situation and the market price in the past year, steel prices have increased. and because the Company has a low cost of products as a result, in a short period (inventory day period of steel products) there will be more profit from steel products. But if going back to the past 3-7 years, steel prices may have decreased or increased. But the Company has always made a profit from selling steel products. and in the question of whether profit will grow from the previous year or not However, due to the large-scale expansion of 5 branches (Size L) and the Company still has a plan to expand its branches continuously, the product mix of the repair and decoration product group will increase. In the long run, the overall GP of the Company will gradually become higher. I would like to inform you that the Company is confident that the profit will be higher.

- **Ms. Suwannee Chiensirikraiut, a shareholder, submits a question:**  
1. How many years will the growth rate of DOHOME grow at 34% from now?

**Mrs. Salitip Ruangsuttipap explained:** The Company plans to expand a large branch (Size L) 5 branches per year until 2025, both from the growth of the old branch and the growth of the new

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branch that performed satisfactorily. Therefore, it is expected that the growth rate of the Company will be in the range of about 30-35% for the next 4-5 years.

2. Product view of construction group and repair group which is the main product of the Company how much is expected to grow?

**Mrs. Salitip Ruangsuttipap explained:** Due to in the past year the Company grows in every product category the construction group is growing around 40-50% and the repair group is growing around 20-30% it is expected that this year will grow no different from last year.

**Meeting resolution:** The meeting considered and approves the financial statements of the Company and subsidiaries for the year ended 31 December 2021 with majority vote of the shareholders attending the meeting and casting their votes which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-

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

The Chairman assigns the Moderator, to explain this agenda and informed that request the shareholders to approve appropriation of the net profit for a legal reserve in 2021 amount of Baht 88,550,000. 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. Due to 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 stipulated by the law and the Company's Articles of Association. 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



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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 31.98 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 88.58 million and the unappropriated retained earnings of THB 1,683.01 million therefore; it deems appropriate to propose that the shareholders' meeting to consider and approve the dividend payment as follows:

The Company to distributes a dividend from net profit and overall business operations in 2021 (January 2021 - December 2021) to the existing shareholders of the Company pay with net profit in forms of stock dividend and cash dividend as per details follows:

(1) distribute common stock dividend from the Company's operating results for the fiscal year ended 2021 from retained earnings to the existing shareholders of the Company at the rate of 5 existing shares per 1 ordinary share, with the total number of shares not exceeding 484,434,005 shares at a par value of THB 1 representing stock dividend at the rate of THB 0.2000000000 per share, totaling not exceeding THB 484.43 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 0.2000000000 per share; and

(2) distribute cash dividend at the rate of THB 0.0222222223 per share, totaling to approximately THB 53.83 million.

The total of dividend payment of common stock and cash dividend is at the rate of THB 0.0222222223 per share or equaling to approximately THB 538.26 million or equivalent to approximately 31.98 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 7 March 2022 as the date for determining the shareholders' right to receive the common stock and cash dividend (Record Date) and 18 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.

The right adjustment of the exercise price and the exercise ratio of the warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) and Series 3 (ESOP-W3).

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Due to the request for approval of the dividend payment of the Company's ordinary shares at the rate of 5 existing shares per 1 stock dividend, the payment of such stock dividend affects the warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) and Series 3 (ESOP-W3), which is in accordance with the terms and conditions of the warrants, clause 1.4, conditions for adjustment of warrants as stated in Clause 1.4.4 stipulates that "when the Company pay dividends

in whole or in part as newly issued ordinary shares to the Company's shareholders. In order to maintain the benefits of the warrant holders to purchase ordinary shares which the Company must operate adjust the exercise price and exercise ratio of the warrants by changing the exercise price and the exercise ratio will be effective immediately from the first day that the purchaser of the ordinary shares will not be entitled to receive the stock dividend. (The first day that the SET posted an XD sign)"

Therefore, the Company will adjust the exercise price and the exercise ratio of the warrant to purchase the Company's ordinary shares allocated to the Company's employees No.1 Series 2 (ESOP-W2) and Series 3 (ESOP-W3) according to the formula specified in the rights adjustment conditions, terms and conditions, clause 1.4.4, with details as follows:

ESOP Warrants	Existing exercise Ratio		New exercise ratio	
	Ratio (Existing : New)	Sale price (THB/share)	Ratio (Existing : New)	Sale price (THB/share)
ESOP-W2	1 : 1	22.000	1 : 1.200	18.333
ESOP-W3	1 : 1	7.910	1 : 1.200	6.592

In this regard, on 1 March 2022, the Company notified details of the adjustment of rights through the system of the Stock Exchange of Thailand.

The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, the Chairman, then requests the meeting to approve the appropriation net profit for a legal reserve in 2021 and dividend payment.

**Meeting resolution:** The meeting considered and approves the appropriation net profit for a legal reserve in 2019 and dividend payment with majority vote of the shareholders attending the meeting and casting their votes which result is as follows:

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Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-

**Agenda 4** To consider and approve the reduction of the Company's registered capital of THB 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by canceling 820,669,460 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

The Chairman assigns the Moderator, to explain this agenda and informed that request the shareholders to consider and approve the reduction of the Company's registered capital of THB 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by cancelling 820,669,460 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.

As the Company desires to increase its registered capital to accommodate the distribution of stock dividend as detailed in the agenda 3, 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 Series 3 (ESOP-W3).

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 821,514,960 unissued shares, with a par value of THB 1 per share which are the remaining shares from the allocation under the resolution of the 2021 Annual General Meeting of Shareholders, held on 8 April 2021 details are as following:

- (1) Canceling 3,275 unissued shares which are the remaining shares from the allocation of common stock dividend;

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- (2) Canceling 29,959,000 unissued shares which are the remaining from issuance and offering of warrants to purchase the Company's newly issued ordinary shares to employees of the Company No.1 Series 1 (ESOP-W1), Series 2 (ESOP-W2) and Series 3 (ESOP-W3) by uncanceled 845,500 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) and Series 3 (ESOP-W3); and
- (3) Canceling 790,707,185 unissued shares which are the remaining from issuance and offering newly issued shares through a general mandate.

Therefore, in order to comply with the applicable law, the Company is required to reduce its registered capital of THB 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by cancelling 820,669,460 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 2,423,015,522	(Two billion, four hundred and twenty-three million, fifteen thousand, five hundred and twenty-two Baht)
	Divided into	2,423,015,522 Shares	(Two billion, four hundred and twenty-three million, fifteen thousand, five hundred and twenty-two shares)
	Par value per share	THB 1	(One Baht)
	Divided into:		
	Ordinary shares	2,423,015,522 Shares	(Two billion, four hundred and twenty-three million, fifteen thousand, five hundred and twenty-two shares)
	Preferred shares	- Shares	(-)"

In addition, it is 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 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by cancelling 820,669,460 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





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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.

The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, the Chairman, then requests the meeting to approve the reduction of the Company's registered capital of THB 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by canceling 820,669,460 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.

**Meeting resolution:** The meeting considered and approves by not less than three-fourths (3/4) of the total number of the votes of shareholders attending the meeting and having the right to vote to approve the reduction of the Company's registered capital of THB 820,669,460 from the registered capital of THB 3,243,684,982 to THB 2,423,015,522 by canceling 820,669,460 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, which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-

Agenda 5 To consider and approved the increase of the Company's registered capital by THB 484,603,105 from the existing registered capital of THB 2,423,015,522 to THB 2,907,618,627 by issuing 484,603,105 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend 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 Series 3 (ESOP-W3) 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

The Chairman assigns the Moderator, to explain this agenda and informed that request the shareholders To consider and approved the increase of the Company's registered capital by THB 484,603,105 from the existing registered capital of THB 2,423,015,522 to THB 2,907,618,627 by issuing 484,603,105 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend to

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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 Series 3 (ESOP-W3) 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. by replacing with the following particulars:

"Clause 4	Registered capital	THB 2,907,618,627	(Two billion, nine hundred and seven million, six hundred and eighteen thousand, six hundred and twenty-seven Baht)
	Divided into	2,907,618,627 Shares	(Two billion, nine hundred and seven million, six hundred and eighteen thousand, six hundred and twenty-seven shares)
	Par value per share	THB 1	(One Baht)
	Divided into:		
	Ordinary shares	2,907,618,627 Shares	(Two billion, nine hundred and seven million, six hundred and eighteen thousand, six hundred and twenty-seven shares)
	Preferred shares	- Shares	(-)"

The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, the Chairman, then requests the meeting to approved the increase of the Company's registered capital by THB 484,603,105 from the existing registered capital of THB 2,423,015,522 to THB 2,907,618,627 by issuing 484,603,105 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend 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 Series 3 (ESOP-W3) 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.

**Meeting resolution:** The meeting considered and approves by not less than three-fourths (3/4) of the total number of the votes of shareholders attending the meeting and having the right to vote to approved the increase of the Company's registered capital by THB 484,603,105 from the existing registered capital of THB 2,423,015,522 to THB 2,907,618,627 by issuing 484,603,105 newly ordinary shares with a par value of THB 1 per share to accommodate the distribution of stock dividend 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)

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and Series 3 (ESOP-W3) 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, which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,860,003,137	97.32
Disapproved	51,156,959	2.68
Abstained	-	-
Invalid ballots	-	-

**Agenda 6 To consider and approve the allocation of the newly issued ordinary shares of not exceeding 484,603,105 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) and Series 3 (ESOP-W3)**

The Company desires to allocate the newly issued ordinary shares of not exceeding 484,603,105 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) and Series 3 (ESOP-W3) the details are as follows:

- 1) Allocate the newly issues ordinary shares of not exceeding 484,434,005 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 30,000 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
- 3) Allocate the newly issues ordinary shares of not exceeding 139,100 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 3 (ESOP-W3) to maintain the rights of the warrant holders not to be adversely affected.

The Chairman allows the meeting to inquire, comment, or question the agenda. As there is no question, the Chairman requests the meeting to approve the allocation of the newly issued ordinary shares of not

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exceeding 484,603,105 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) and Series 3 (ESOP-W3).

**Meeting resolution:** The meeting considered and approves with majority vote of the shareholders attending the meeting and casting their votes the allocation of the newly issued ordinary shares of not exceeding 484,603,105 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) and Series 3 (ESOP-W3), which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,857,141,136	97.17
Disapproved	54,018,960	2.83
Abstained	-	-
Invalid ballots	-	-

**Agenda 7** To consider and approve the amendment of the objectives of the Company No. 11 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

The Chairman assigns the Moderator, to explain this agenda and informed that request the shareholders the Company has selling agricultural products The category of quality hazardous substances according to the type of plants and pests, which contain chemicals such as pesticides and other products, etc. related to agriculture which the dealer and possession of dangerous goods must comply with the Hazardous Substance Act B.E. 2535 including amended and agencies that set regulatory standards "Provincial Agricultural Research and Development Center" requires that the Company to operate in accordance with the rules. The conditions stipulated by the law for the issuance of a license are for the possession of hazardous substances. There should be a statement in the Company's objectives that are comprehensive and clear in relation to the business activity of the Company under the request to cover and be consistent with the Company's current and future business operations. 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, the details are as follows:

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Old

No. 11 To carry on the business of trading in medicines and preventing diseases in humans and animals, pharmaceutical products, chemicals, medical and pharmaceutical equipment, controlled seed, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, laboratory instruments.

New

No. 11 To carry on the business of trading in medicines and preventing diseases in humans and animals, pharmaceutical products, chemicals, medical and pharmaceutical equipment, controlled seed, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, hazardous agricultural materials and laboratory instruments.

And to propose the 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 57 objectives, details as attached in BorMorJor 002 as attached.

The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, the Chairman, then requests the meeting to consider and approve the amendment of the objectives of the Company No. 11 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.

**Meeting resolution:** The meeting considered and approves by not less than three-fourths (3/4) of the total number of the votes of shareholders attending the meeting and having the right to vote to approve the amendment of the objectives of the Company No. 11 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, which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-

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**Agenda 8 To consider and approve the re-election of directors who are due to be retired by rotation for another term;**

The moderator informs the meeting that the Company allows the shareholders to nominate candidates for election of Board of Directors members through the Stock Exchange of Thailand news system and Company website as required by law from 28<sup>th</sup> October 2021 to 1<sup>st</sup> February 2022. It is apparent that there was no nominee presented by any shareholder for the board member election.

The three board members who have their terms expired in 2022 shall not attend the meeting in accordance with the good corporate governance principle to allow free expression of opinion and voting by the shareholders.

The Chairman informs the meeting that according to Section 71 of the Public Limited Companies B.E. 2535 (1992) and Clause 21 of the Company's regulation, one-third of the board members must vacate their positions in each annual regular shareholder meeting. If it is not possible to determine the exact one-third, use the nearest number to the one-third number. The vacating board members in the first and second year of Company registration were selected by lottery draw, and every year after that the longest-serving board member shall vacate the position. The board member may be re-elected after leaving the board.

In the 2022 Annual General Meeting of Shareholders, three vacating board members are:

Name of directors who are due to retire by rotation	Position
1. Ms. Ariya Tangmitrphra	Director and Member of the Executive Committee
2. Mrs. Salitip Ruangsuttipap	Director and Member of the Executive Committee
3. Mr. Maruay Tangmitrphracha	Director and Member of the Executive Committee

Regarding Annual General Meeting of Shareholders proposal on election of the aforementioned three board members, the Board of Directors (excluding directors who have a conflict of interest) and the Nomination and Remuneration Committee (NRC) 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 Ms. Ariya Tangmitrphracha, Mrs. Salitip Ruangsuttipap and Mr. Maruay Tangmitrphracha 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



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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 Ms. Ariya Tangmitphracha, Mrs. Salitip Ruangsuttipap and Mr. Maruay Tangmitphracha to be the directors of the Company for another term of office. Therefore, the chairman requests that the shareholder meeting consider the individual board member election as aforementioned.

The Chairman allows the meeting to inquire, comment, or question the agenda. As there is no question, the Chairman, then requests the meeting to approve re-election of the three vacating Board members into the Board for another term.

**Meeting resolution:** The meeting considered and approves the board member election with majority vote of the shareholders who attend the meeting and casting their votes. In this agenda, the Company arranges a vote for each board member on individual basis, which result is as follows:

1. **Ms. Ariya Tangmitphra** Position: Director and Member of the Executive Committee

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,095	100.00
Disapproved	1	0.00
Abstained	-	-
Invalid ballots	-	-

2. **Mrs. Salitip Ruangsuttipap** Position: Director and Member of the Executive Committee

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,095	100.00
Disapproved	1	0.00
Abstained	-	-
Invalid ballots	-	-

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3. **Mr. Maruay Tangmitrphracha** Position: Director and Member of the Executive Committee

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,095	100.00
Disapproved	1	0.00
Abstained	-	-
Invalid ballots	-	-

**Agenda 11 To Consider and approve the directors' remuneration for the year 2022;**

The Chairman requested the Moderator, to explain this agenda and informed that 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 has considered the directors' remuneration for 2022, 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 of Directors of 2022 be set at not more than 2,200,000 baht, the comparison between the proposed remuneration amount as last year,

	2022 (Proposed year)		2021	
	Monthly Remuneration	Meeting allowance	Monthly Remuneration	Meeting allowance
<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



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### Nomination and Ruminant 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 for the retaining fee and attendance fee as members of the Board of Directors and committees.*

According to aforementioned details pertaining to of the Board of Directors Remuneration, further details are as follow:

Regarding compensation of board members in 2022, there are deliberations on compensation of members in various boards, then the Company proposes to retain the compensation rate as in 2021 with following details.

### Remuneration of the Board of Directors

- Monthly compensation shall be dispensed every month. The Chairman of the Board shall receive 40,000 baht/month, d shall receive 35,000 baht/month and other director members 30,000 baht/month (managing directors shall not receive monthly compensation).
- Meeting fee for the Board member shall be dispensed for every meeting. The Chairman of the Board shall receive 30,000 baht/meeting, Vice President Chairman of the Board shall receive 25,000 baht/meeting and other board members 25,000 baht/meeting (managing directors shall not receive monthly compensation).
- Meeting fee for the Audit committee shall be dispensed only if they attend the meeting. Chairman of the Audit committee shall be paid 25,000 baht/attendance and audit committee member 20,000 baht/attendance.
- Meeting fee for the Risk management committee and Nomination and Remuneration committee shall be dispensed only if they attend the meeting. Chairman of the Chairman of Risk management committee and Chairman of Nomination and Remuneration committee shall be paid 25,000 baht/attendance and audit Risk management member and Nomination and Remuneration member 20,000 baht/attendance.

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

For this agenda, the independent board member that is a proxy of the shareholder shall be deemed a stakeholder in this agenda, therefore if the shareholder requests the independent board member to independently vote, the independent board member shall abstain, but if the shareholder has voted, the independent board member shall vote in accordance with the shareholder.

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The Chairman allows the meeting to inquire, comment, or question this agenda. As there is no question, the Chairman, then requests the meeting to approve the directors' remuneration for the year 2022.

**Meeting resolution:** The meeting considered and approves by not less than two-thirds (2/3) of the total number of the votes of shareholders attending the meeting and having the right to vote to approve the remuneration of the directors and sub-committee for the year 2022 in amount is not exceeding Baht 2,200,000. as per proposed, which result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-

#### Agenda 10 To consider and approve the appointment of the auditors and fixed the remuneration for the year 2022

The Chairman requested the Moderator, to explain this agenda and informed that according to 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. 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 2022 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	- year	or / and
2. Mrs. Kunlapee Piyawannasuth	6137	- year	or / and
3. Ms. Vilailak Laohasrisakul	6140	- 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.

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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 2022 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	2022 (proposed year)	2021
Audit fee	3,600,000	3,350,000

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

Mr. Suvait Theeravachirakul, Chairman of Audit Committee, informs the meeting that the auditor acts in all shareholders' place especially minor shareholders. Appointment of the auditor for 2022 is deliberated by the Audit committee and the Board of Directors of the Company, both of which approve that the Company should select the auditor from EY Office Limited (EY) as the Company's auditor and the determination of audit fee at the amount of not exceeding THB 3,600,000 as appropriate and the board likewise agrees. Therefore, the Moderator requests the meeting to approve auditor appointment and fixed their remuneration for 2022 and approve auditing for the first quarter financial statements of 2022 as proposed.

Mr. Suvait Theeravachirakul, Chairman of Audit Committee allows inquiry, comment or questioning about the agenda and there is no further question from the shareholder, then the meeting is asked to approve auditor appointment of the auditors and fixed the remuneration for the year 2022.

**Meeting resolution:** The meeting considered and approves appointment Ms. Manee Rattanabunnakit CPA No. 5313 or/and Mrs. Kunlapee Piyawannasuth CPA No. 6137 or/and Ms. Vilailak Laohasrisakul CPA No. 6140 as the Company auditor and subsidiaries for the year 2022 with the audit fee of THB 3,600,000 by the majority vote of the shareholders who attend the meeting and eligible to cast the votes as follows;

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attended to the meeting and casting their votes
Approved	1,911,160,096	100.00
Disapproved	0	0.00
Abstained	-	-
Invalid ballots	-	-



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### Agenda 11 Others transact (if any)

-None-

The meeting chairman informs the meeting that as there is no further agenda to be considered, and as the meeting chairman, in the following session all questions and comments shall be answered, and each board member shall assist in answering questions from the shareholders.

#### We would like to clarify the following duplicate questions from shareholders as follows:

- **Mr. Yuttana Warit, a shareholder, submits a question:** How well-responded is the Hat Yai branch? As good as the Surat Thani branch?

**Mrs. Salitip Ruangsuttipap explained:** Hat Yai branch was officially opened in March 2022. Currently, it's not yet 1 month, so we can't say for sure whether breakeven has a positive net profit since the 1st month. but if you look at the average daily sales considered to be doing well, not much different from the Surat branch. Therefore, Hat Yai branch is expected to have a positive net profit from the first full month of opening. like other branches in the past.

- **Mr. Yuttana Warit, a shareholder, submits a question:** The selling point of the Company is to sell products at lower prices than competitors but it makes profit margins lower than competitors as well, what is your idea of a company to sell products at low prices but at the same profit as competitors?

**Mrs. Salitip Ruangsuttipap explained:** The Company strategy it's not just about the price but the most important thing is the completeness of the product. The Company has a wide variety of products. have sufficient stock competitive fair price and has a complete service that meets the needs because the product mix of the Company's product group is different from competitors in the same industry as a result, the overall gross profit margin of the Company will be lower than that of competitors in the same industry. However, in the future, the Company still has the opportunity to increase the gross margin. both from negotiating product costs from increasing the proportion of sales of high-margin products and increasing the proportion of sales of House Brand products, including from the continuous expansion of Size L branches Usually, the new store (L Store Format) will have a gross profit margin of about 2-4% higher than the old store, so opening a new branch will result in a gradual increase in the Company's gross profit margin.

- **Mr. Yuttana Warit, a shareholder, submits a question:** Is the Dohome ToGo model is good? Why so few branch openings?

**Ms. Ariya Tangmitrphracha explained:** For a small branch (Dohome ToGo), the Company has considered the model including all new management and tactics However, if all the plans that have been implemented are clear and completed expected will open more Dohome ToGo branches from the past.





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- **Mr. Asawin Phaothongthai, a shareholder, submits a question:** If steel prices fall, will it affect gross margin?  
**Mrs. Saliltip Ruangsuttipap explained:** The falling steel price already affects the gross profit margin but how will the effect be more or less? for the Company, there is a risk management by the Company has every group of steel products and most of the customers are groups retail customers or small contractors and middle customers, therefore, the Company can always manage to keep the steel gross margin higher than 2 digits.
- **Mr. Asawin Phaothongthai, a shareholder, submits a question:** What is the company expansion plan business further in 2022-2024?  
**Mrs. Saliltip Ruangsuttipap explained:** The Company plans to expand its branches to complete 36 branches by 2025. In 2022, there is a plan to open 5 large branches (Size L) with the first being Hat Yai branch that has been opened since late March. Two more will be open in the 2nd quarter, one in the 3rd quarter, and one in the 4th quarter. All the four branches are under construction. The company plans to open five new branches, as planned.
- **Mr. Asawin Phaothongthai, a shareholder, submits a question:** How is the market growth in this sector? Why the growth is higher than the competitors (aside from branch expansion as the existing branches already account for 25%)  
**Mrs. Saliltip Ruangsuttipap explained:** The company has significantly outgrown the market because it has gone public for three years. The original family-based management has become more professional and to be more professional both from adjusting strategies procurement process adjustment the process of placing products in the storefront the process of sorting Adjusting marketing activities including the management style of various systems including having a team that is ready and stronger Therefore, in the past year, the Company was able to grow a lot. and will be able to grow sustainably
- **Mr. Asawin Phaothongthai, a shareholder, submits a question:** When going to open a new branch, what precautions does the Company have? from competitors in the same industry that is the same market leader that opened a branch before?  
**Mrs. Saliltip Ruangsuttipap explained:** The market of building materials is quite large. Therefore, the Company has become a New Player before opening a new branch in each area the Company has conducted a study on consumer behavior. Study the management of products to meet the needs of consumers in that area, including studying the overview of the market in that area as well. In the past, all branches that the Company went to operate able to generate satisfactory sales and profits and meet Target
- **Mr. Kraisak Wongkham, a shareholder, submits a question:** What is the target profit of this year compared to 2021, and what is the net profit margin of 2022?



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**Mrs. Salitip Ruangsuttipap explained:** If considering the performance picture at the beginning of the year until now It is expected that this year both sales and net profits. Should grow not different from the growth in 2021.

- **Mr. Kraisak Wongkham, a shareholder, submits a question:** What are success and risk factors?

**Mrs. Salitip Ruangsuttipap explained:** The external factor that will make the performance to achieve the goals and success is that the building materials market is a big market and it grows every year. In the past, although faced with the COVID-19 situation, the building materials market has still grown as for internal factors, the Company has a team that is ready, strong, and has a very good Core Business, whether it's a complete product Having a Mega Store sales area, the customer feedback is good thus making it successful and able to grow continuously for the risk factors that will cause the performance to not meet the goals. There will be both in terms of funds and products. The Company tries to cover all risks. For capital, the Company has a financial plan. including negotiating with the bank for the loan for branches that will be opened in 2023, as for products The Company manages its risk by diversifying its procurement from many countries, including Thailand, Indonesia, India, Malaysia and Vietnam, thus reducing the risk factor considerably.

- **Mr. Prapas Boonchuen, a shareholder, submits a question:** Highlights part of this is that the Company has more stock than its competitors. How does the Company manage stocks? in the condition of falling steel prices and could it cause the gross profit margin to decline further?

**Mrs. Salitip Ruangsuttipap explained:** The company has a dedicated inventory staff to keep it at the right amount, not too small and not too big. The company manages the stock to be at an appropriate level enough for sales. It can also allow customers to get the product in the amount they want. In the past year, could see that the Company's inventory days decreased, approximately 4 days less than the year 2020, although more new branches were opened. for steel prices because the company has a wide variety of products some steel prices fluctuate. Fixed price steel and some iron is very good price. The company tries to manage steel products to achieve the gross profit margin according to the specified target.

- **Mr. Methasit Phongyamad, a shareholder, submits a question:** Any warrant issuing to increase capital for expansion?

**Mrs. Salitip Ruangsuttipap explained:** The Company currently has no plan for capital increase. The Company has money from operations and the bank has considered adjusting the financial conditions in terms of D/E is 2.5 - 4, the Company has enough funds for future branch expansion plans. Therefore, the Company does not need to increase its capital.



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- **Mr. Methasit Phongyamad, a shareholder, submits a question:** What percentage is the gross profit margin of Non-House Brand products?

**Mrs. Salilip Ruangsuttipap explained:** The gross margin of Non-House Brand products is around 15-20%.

- **Mr. Methasit Pongyamad, a shareholder, submits a question:** How much is the profit share of non-house brand products?

**Mrs. Salilip Ruangsuttipap explained:** 10% more House Brand products are higher, which is more than 30%.

- **Mr. Methasit Phongyamad a shareholder, submits a question:** How many branches one Distribution Center (DC) can handle?

**Mrs. Salilip Ruangsuttipap explained:** The DC is designed to handle 16-18 branches, the Company is currently under construction for more DC to support future expansion plans divided into 3 parts. Part 1 Cross Dock has been completed this gives more space for suppliers to deliver goods at Cross Dock, which in this section will increase the Company's income from DC as well. Part 2 and Part 3 are under construction. expected to be completed in the Q3-Q4.

- **Ms. Rati Chaisadom a shareholder, submits a question:** what year would the Company issue warrant due to the need for capital?

**Mrs. Salilip Ruangsuttipap explained:** Currently the company sees no reason to issue additional shares for capital expansion, due to the current structure and income.

- **Ms. Yenjit Muknon, Proxy from the Thai Investors Association submits a question by an email:** How does the COVID-19 pandemic affect the company's income due to suspension of construction, and houses that might be expanded or repaired for home isolation? in the view of the Company's strategy?

**Mrs. Salilip Ruangsutthiphap explained:** In 2021, the Company was affected by the COVID-19 situation in twice. the first in mid-December 2020 until the end of January 2021 and the second period from mid-July 2021 to the end of August 2021, the Company had to temporarily close a total of 12 branches, comprising 5 large branches, namely Petchkasem Branch, Rama 2 Branch, Rangsit Branch, Bang Bua Thong Branch. and Laem Chabang Branch and 7 small branches (Dohome ToGo). However, despite being affected by the COVID-19 situation, the Company and its team have adapted rapidly such as from walk-in customers to accepting orders through the call center and deliver products to the customers. Such strategic change resulted in the sales growth being 37.7%, It sees that there is still room for growth and even with the spread of the COVID-19 virus, The Company sees that there is always room for growth even with the COVID-19 pandemic, as the company can adapt quickly with readiness in terms of sale, product, staff, supplier and bank that have supported us.



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The Chairman allows inquiry, comment or questioning and there is no further question from the shareholder.

**- End of Q&A -**

Before adjourning the 2022 Annual General Meeting of Shareholders by Mr. Adisak Tangmitrphracha Vice Chairman of the Board of Directors and Chairman of Executive Committee Member of Risk Management Committee and Managing Director gives a speech to the meeting as follows:

Since the founding in 1983, it has been 38 years that DOHOME has seen changes in its business, but one thing still upheld by the Company is ethics, honesty, and social responsibility, that has been a foundation for the board, management, staff, shareholders, customers, partners and all stakeholders. The business is not only to stay sustainably, but the business is important to the social system.

In 2021, the Company's performance grew in all channels with the total revenue of 25,917 million baht, a 37.7% growth with net profit of 1,818 million baht, which is very satisfactory. In the 1/2022 quarter, even with the high growth and revenue of the previous year, the Company is still growing through strategy and staff readiness, so we get stronger.

I would like to thank all stakeholders for your confidence, and every employee that has contributed to DOHOME family. I believe that with your dedication and cooperation, from the board, management and employees in our DOHOME family, the Company will continue to sustainably grow and create value for all stakeholders, with attention and adherence to the principle of good governance and social responsibility.

Mrs. Nattaya Tangmitrphracha Director, Deputy Executive Committee, Member of Nomination and Remuneration Committee and Deputy Managing Director, gives a speech to the meeting as follows:

"Regarding the business and how to further the business, no matter what the target is, needs readiness, space, warehousing system, information technology and staff that are all ready and the readiness of the team, DOHOME is currently working on the construction of a warehouse to support the expansion plans in the future. and support sales to grow even more the key thing that allows DOHOME to grow is to manage the team to truly understand the DOHOME business model, both the roots and strengths of the business. Understanding the business is important, with DOHOME is a two-side coin that has strength which can carry



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the Company and strength that makes the business sustainable. Being a good coach for the executives and teaching the team to grow together. Move in the same direction to meet your goals.

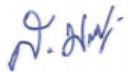
DOHOME is a growing with the business fundamentals of DOHOME are good and strong in every way both retail and wholesale by becoming a listed company on the Stock Exchange of Thailand This is a very good opportunity for DOHOME. Thank you to all shareholders all investors always trusted and supportive suppliers and banks.

The Chairman asked whether there was any question to be raised, but no shareholder raised any issue. Thus, the Chairman declared the meeting adjourned. The Chairman, thanks the shareholders for attending the meeting and gave useful suggestions and the Board of Directors will be considered further.

The Chairman informed the Meeting that the Company would prepare the minutes of the 2022 Annual General Meeting of Shareholders within 14 days from the date of the Meeting, which would be posted on the Company's website at [www.dohome.co.th](http://www.dohome.co.th). The shareholders who would like to propose a material amendment of minutes of shareholders meeting, please inform the Company Secretary at within 30 days after the dissemination.

Meeting Closing at 4.30 p.m. by there were shareholders and proxies total 606 person attending to the meeting which was equal to 1,911,160,096 shares.

Sign  Chairman of the Meeting  
(Mr. Chatrchai Tuongratanaphan)  
Chairman of the Board of Directors

Sign   
(Ms. Mayuree Seeta)  
Company Secretary  
Minutes Recorder