



**DHouse Pattana Public Company Limited** 99 Sarakham - Wapi Pathum  
 Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham  
 Province 44000  
 Registration No. 0107563000045 Tel ; 092-665-5656 [dhp@dhouse.in.th](mailto:dhp@dhouse.in.th)

No. Dor Por AGM 2564

1<sup>st</sup> March 2021

**Subject:** Invitation to the Annual Ordinary Shareholders' Meeting for the Year 2021

Dear Shareholders  
 DHouse Pattana Public Company Limited

**Attachments:**

1. A copy of the minutes of the 2020 annual ordinary shareholders' meeting on 12<sup>th</sup> March 2020
2. Annual Report 2020 (Form 56-1 One Report) together with the financial statements for the year 2020 ended 31<sup>st</sup> December 2020 ( In QR code format)
3. Profiles of the persons nominated for the positions of director
4. Profiles of the persons nominated as auditors
5. Documents and evidence proving rights that the attendees have to present on the meeting date
6. The Company's Regulations in relation to the shareholders' meeting
7. Proxy form A, B, and C
8. Information of the independent directors who represent the shareholders' proxies
9. Procedures for attending the 2021 annual ordinary shareholders' meeting and voting method
10. Location map of the 2021 annual ordinary shareholders' meeting

The Board of Directors' meeting of DHouse Pattana Public Company Limited ("the Company"), No. 2/2021 has passed a resolution to call an annual ordinary shareholders' meeting of 2021 on 26<sup>th</sup> April 2021 at 1:30 p.m. at the meeting room of DHouse Pattana Public Company Limited, No. 99 Sarakham-Wapi Pathum Road, Talat Subdistrict, Mueang Maha Sarakham District, Maha Sarakham Province 44000 with the agendas of the meeting as follows:

**Agenda 1: To certify the minutes of the 2020 annual ordinary shareholders' meeting on 12<sup>th</sup> March 2020**

**Facts and Reasons:** The Company held the 2020 annual ordinary shareholders' meeting on 12<sup>th</sup> March 2020. The meeting has considered matters according to the agenda specified in the meeting invitation letter. Details are according to **Attachment 1**

**Opinion of the Board of Directors:** It is considered appropriate to propose that the shareholders' meeting consider approving the minutes of the 2020 annual ordinary



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shareholders' meeting of DHouse Pattana Public Company Limited which was held on 12<sup>th</sup> March 2020, which the Board deems it was recorded correctly.

**Voting:** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes).

**Agenda 2: To acknowledge the Company's operating results for the year 2020**

**Facts and Reasons:** The Company has summarized the operating results for the year 2020 and the Company has prepared and submitted the annual report for the year 2020 (form 56-1 One Report). Details are in **Attachment 2**

**Opinion of the Board of Directors:** The Board agreed to propose to the shareholders' meeting to acknowledge the 2020 operating results and future activities.

**Voting:** This agenda is for acknowledgment. There is no voting.

**Agenda 3: To consider and approve the statement of financial position, comprehensive income account, and the audit report of financial statements by certified public accountant for the year 2020 ended 31<sup>st</sup> December 2020**

**Facts and Reasons:** In order to comply with the Public Limited Companies Act 1992 and the Company's Regulations, which require the Company to prepare a statement of financial position (balance sheet) and income statement at the end of the Company's fiscal year, and arrange for the auditors to audit them before presenting to the shareholders for approval. The statement of financial position, the statement of comprehensive income and audit report of financial statements for the fiscal year ended 31<sup>st</sup> December 2020 have details as shown in **Attachment 2**.

**Opinion of the Board of Directors:** It is appropriate to propose that the shareholders' meeting consider approving the statement of financial position and statement of comprehensive Income for the period ended 31<sup>st</sup> December 2020 and acknowledge the auditor's report that has been considered by the Audit Committee and has been audited and certified by the auditors from Siam Truth Audit Co., Ltd.

**Voting:** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes).



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**Agenda 4: To consider and approve the allocation of net profit for the year 2020 as legal reserve**

**Facts and Reasons:** This must be done in order to comply with the Public Limited Companies Act 1992 and the Company's Regulations, which stipulates that "... a company must allocate a portion of its annual net profit as a reserve fund not less than five (5) percent of the annual net profit deducted by the accumulated loss brought forward (if any) until this reserve is not less than ten (10) percent of the registered capital ...".

**Opinion of the Board of Directors:** Since the Company has a net profit for the year 2020 in the amount of 14,932,004 baht, it should be proposed to the shareholders' meeting to approve the allocation of net profit for the year 2020 as a legal reserve of 746,600 baht, or 5% of the 2020 net profit in accordance with the law. This results in the Company having appropriated retained reserved earnings amounted to 746,600 baht, representing 0.18 percent of the registered capital.

**Voting:** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes).

**Agenda 5 : To consider and approve the dividend payment for the year 2020**

**Facts and Reasons:** This must be done to comply with the Public Limited Companies Act 1992 and the Company's Regulations, which prohibits the payment of dividends from money other than profits. In the event that the Company has accumulated losses, dividends payments are prohibited and the Company has a policy to pay dividends of not less than 40% of the net profit after legal reserve deduction.

**Opinion of the Board of Directors:** Since the Company has a net profit of 14,932,004 baht for the year 2020 and has unappropriated retained earnings, the Board of Directors has considered in accordance with the provisions of the Public Limited Companies Act and the Company's Regulations regarding operating results, the Company's financial status, and taken into account all stakeholders. Also, the Board has a power to make an exception not to operate in accordance with the said policy or change such policy from time to time, depending on operating results, business expansion plans, liquidity, necessity, and other suitability in the future as specified by the Board of Directors as it sees fit.

For the reasons mentioned above, therefore, it is deemed appropriate to propose that the shareholders' meeting consider approving the dividend payment for the year 2020, totaling 25,200,000 baht from the 2020 net profit and retained earnings, or as a dividend payout 177.65 percent of the net profit after legal reserve deduction or equal to 46.64 percent of retained earnings after deducting statutory reserve (separate financial statements) by paying cash dividends for holders of the Company's common shares, which are issued and



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sold in the amount of 840,000,000 shares. The dividend payment is at the rate of 0.03 baht per share. The profit allocation and dividend payment are in accordance with the Company's policy.

Individual shareholders are able to apply for a dividend tax credit in accordance with the criteria specified in the Revenue Code Section 47 bis, with dividends of 25,200,000 baht paid from the net profit of the business subject to corporate income tax at the rate of 20%. The dividends can be credit of income tax at the rate of 20/80.

The Company specifies the record date for the shareholders who are entitled to receive dividends on 24<sup>th</sup> March 2021 and to pay dividends within 5<sup>th</sup> May 2021.

The rights to receive dividends of the Company is still uncertain. This is because it has to wait for the approval from the shareholders' meeting of the Company first.

**Voting:** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes).

**Agenda 6: To consider and approve the appointment of directors to replace those who retire by rotation**

**Facts and Reasons:** To comply with the Public Limited Companies Act 1992 and the Company's Regulations, which require at least one-third (1/3) of directors to retire from office, at the 2020 annual ordinary shareholders' meeting, there are 4 directors who have to retire by rotation:

- 1) Mr. Chaiyut Lertrungporn - Director / Vice Chairman
- 2) Mr. Pongnarin Lertrungporn - Director
- 3) Mr. Apichanithi Anantaporn - Independent Director / Audit Committee
- 4) Mr. Utit Phongchirawattana - Independent Director

The Company provides an opportunity for shareholders to nominate persons to be elected as directors of the Company from 1<sup>st</sup> December 2020 to 31<sup>st</sup> January 2021. Details are published on the Company's website. The notices were sent to the shareholders via the Stock Exchange of Thailand. But after the expiration of the said period, no shareholders proposed a list of persons for the Company to consider.

**Opinion of the Board of Directors:** The Board of Directors (excluding directors with interests) considered and agreed to propose to the shareholders' meeting to consider the re-election of 4 directors who retired by rotation to serve for another term. Because it has already considered the qualifications of the directors who are due to retire by rotation and are of the opinion that all 4 directors are qualified persons without any prohibited



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characteristics and have performed their duties with caution The appointment is proposed as follows:

- 1) Mr. Chaiyut Lertrungporn - Director / Vice Chairman
- 2) Mr. Pongnarin Lertrungporn - Director
- 3) Mr. Apichanithi Anantaporn - Independent Director / Audit Committee
- 4) Mr. Utit Phongchirawattana - Independent Director

The profiles of the appointed persons and related information appear in the **Attachment 3**

**Voting:** This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes) by considering an individual appointment.

**Agenda 7: To consider and approve the remuneration of the Company's directors for the year 2021**

**Facts and Reasons:** This must be done in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Regulations which stipulates that directors are entitled to receive remuneration from the Company in the form of awards, meeting allowances, pension, bonuses or other types of benefits in accordance with the regulations or what the shareholders' meeting see fits.

**Opinion of the Board of Directors:** The Board has agreed to what was proposed by the Nomination and Remuneration Committee, which has considered suitability of remuneration of each director according to their obligations, responsibility and therefore, propose to the 2021 shareholders' Meeting to consider and approve the determination of the remuneration of the Company's directors and sub-committees for the year 2021 in the amount not exceeding 1,000,000 baht. As follows:

**Meeting allowances for the Board of Directors and sub-committees**

position	Meeting allowance per time in 2020	Meeting allowance per time in 2021
Chairman of the Board of Directors	9,000 baht	10,000 baht
Company Directors	7,000 baht	8,000 baht
Chairman of the Audit Committee	7,000 baht	8,000 baht



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Audit Committee	5,000 baht	6,000 baht
Chairman of the Nomination and Remuneration Committee	5,000 baht	7,000 baht
Nomination and Remuneration Committee *	3,000 baht	5,000 baht
Chairman of the Risk Management Committee	5,000 baht	7,000 baht
Risk Management Committee *	3,000 baht	5,000 baht

Note: \* Directors who take part in managing the Company's business operations will not be entitled for remuneration. The remuneration for the Company's directors and sub-committees for the year 2021 in the form of meeting allowances will be in the total amount not exceeding 1,000,000 baht.

**Voting:** This agenda must be approved by a vote of not less than two-thirds (2/3) of the shareholders who attend the meeting.

**Agenda 8: To consider and approve the appointment of an auditor and to determine the audit fee for the year 2021**

**Facts and Reasons:** This must be done in order to comply with the Public Limited Companies Act 1992 and the Company's Articles of Association stipulating that "... the annual ordinary shareholders' meeting shall appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor, the same auditor may be re-appointed ... "

**Opinion of the Board of Directors:** It is deemed appropriate to propose to the ordinary shareholders' meeting to appoint Siam Truth Audit Company Limited with following candidates:

1. Mr. Banchong Phichayaprasat, Certified Public Accountant No. 7147 or
2. Mr. Kraisit Silmongkolkul, Certified Public Accountant No. 9429 or
3. Ms. Khemanun Arimarom, Certified Public Accountant No. 8260

And in the event that the aforementioned certified auditors are unable to perform their duties, Siam Truth Audit Co., Ltd. shall arrange for another certified public accountant of the office that has been approved by the SEC to act for account auditing and display opinion on the Company's financial statements on behalf of the said auditor. Siam Truth Audit



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Company Limited is an auditor, has no relationship and has no interests with the Company, subsidiaries, executives, major shareholders or connected persons, therefore, they are independent in auditing and commenting on the Company's financial statements for the year 2021 and the audit fee should be determined. The audit fee and the quarterly review fee of the Company for the year 2021 must amount to not exceeding 1,805,000 baht.

<b>Auditor's remuneration</b>	<b>Year 2020</b>	<b>Year 2021</b>
1. Annual financial statements auditing	700,000	700,000
2. Testing the internal control system	400,000	400,000
3. Quarterly review of financial statements (150,000 baht per quarter)	450,000	450,000
4. Annual audit of consolidated financial statements	-	100,000
5. Quarterly review of consolidated financial statements (20,000 baht per quarter)	-	60,000
6. Auditing of Financial Statements of D Group Holding Company Limited ("Subsidiary") Annual Financial Statement Audit	-	50,000
7. Quarterly review of financial statements (15,000 baht per quarter)	-	45,000
<b>Total</b>	<b>1,550,000</b>	<b>1,805,000</b>

The background and relevant information of the person nominated as the auditor is provided in **Attachment 4**.

**Voting**: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes (excluding the abstained votes).





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**Agenda 9: To consider and approve the issuance and offering of the Company's bonds in an amount not exceeding 500 million baht**

**Fact and reason:** With the company having capital requirements, it will need to reserve funds for the purpose of bringing the money received from the issuance and offering of bonds to be used in the operation and / or development of property projects and / or as working capital of the Company, or for other purposes as the Board of Directors deems appropriate. Therefore, the management would like to propose to Board meeting to approve the issuance and offering of bonds in the amount not exceeding 500 million baht.

**Opinion of the Board of Directors:** the Board agreed to propose to the annual ordinary shareholders' meeting for the year 2021 to consider the issuance and offering of bonds of Companies in the amount not exceeding 500 million baht or equivalent, with the following items:

Objective	To use the money received from the issuance and offering of bonds for the operation and / or development of property projects and / or as working capital of the Company, or for other purposes as the Board of Directors deems appropriate
Type of Bond	All types / all kinds of bonds (except convertible bonds), whether they are with or without name-registered certificates, secured and/ or unsecured, subordinate and/or senior, with and/or without credit rating, with and/or without bond holder's representatives, amortizing and/or non-amortizing, depending on the suitability of market conditions at the time of each issuance and offering as will be permitted by the relevant regulatory authorities
Currency	Thai baht and / or foreign currencies using the exchange rate at each time the bonds are issued and offered
Total Value of Bond	The total value of the bonds that have not been redeemed at any given time is regulated to be not exceeding 500 million baht or in other currencies equal to Thai baht. The Company may issue and offer additional bonds and / or offer to sell bonds to replace the previously redeemed bonds within the said limit. The total principal outstanding of the bonds that the Company has issued at any one time must have an amount not exceeding the said limit.
Interest rate	Depending on the market conditions at the time of the issuance of the said bonds. In this regard, it is subject to the notification of the Securities and Exchange Commission and / or the SEC and / or other relevant announcements or regulations that are applicable at the time of each issuance and offering of bonds.





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Offering	<p>1) Offer for sale of all bonds at the same time or multiple times and / or as a project and / or in a revolving manner. In the event that the company offers bonds for sale in a revolving manner, the company can redeem or receive repayment of principal under set conditions and limit.</p> <p>2) Offer to the general public and / or to specific investors and / or domestic institutional investors and / or abroad investors and / or all or part of the large investors. This could be divided into one-time or multiple offering according to the announcement of the Securities and Exchange Commission and / or the Capital Market Committee, or according to the announcements, ministerial regulations, rules and other relevant laws that are in effect at the time of the offering of the said bonds.</p> <p>3) In the event that the Company has redeemed or repay the bonds issued within the approved amount the Company can issue additional replacement bonds up to the amount redeemed or repaid. The substitute bonds will have the expiration date and conditions as specified.</p>
Early redemption	<p>Bondholders may or may not have the right to redeem the bonds early, and the Company has or has no right of early redemption of the bonds or, the Company may require or may not require a special event redemption, in accordance with the terms and conditions of each bond issuance.</p>
Authorization	<p>Restrictions, conditions and details necessary and relevant to the issuance of bonds such as name, category, par value, offering price per unit, interest rate, appointment of debenture holders' representatives, amount offered for sale each time, total value, age, principal repayment method, tenure collateral allocation method, details in the offering, redemption period, early redemption, and registration in any secondary market etc., including application for permission from relevant agencies, appointment of consultants or persons involved in the issuance and offering of bonds, entrance of negotiations, signage of relevant documents and contracts, and any operations necessary for and in connection with the issuance of debentures of the Company, are be within the power of the authorized directors to act on behalf of the Company and / or the person assigned by the authorized directors to act on behalf of the Company to be considered and determined in the future.</p>
Other conditions	<p>Depends on the market conditions at the time of each bond issuance and offering and other factors involved</p>

**Voting:** This agenda item must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.



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**Agenda 10:** To consider any other business (if any)

**Facts and Reasons:** This must be done according to the Public Limited Companies Act 1992, Section 105, paragraph two, which stipulates that "... shareholders who have shares amounting to not less than one-third of the total number of sold shares, can ask the meeting to consider other matters besides those that was specified in the invitation letter for the meeting ... "

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to include this agenda to provide opportunities for shareholders who wish to consider other matters in addition to those specified by the Board of Directors at this meeting and in order to provide opportunities for shareholders to inquire and / or to the Board of Directors and / or related persons to answer questions or give clarification of the shareholders (if any).

In order to allow the annual ordinary shareholders' meeting for the year 2021 to be adjusted according to the situation and to have flexibility in organizing the annual ordinary shareholders' meeting, the Board of Directors meeting therefore passed a resolution to assign the Chief Executive Officer or the Executive Committee or the person that the Chief Executive Officer Or the Executive Committee delegated to have the power to revise details of the 2021 annual ordinary shareholders' meeting as appropriate if there is a situation that requires changes to the shareholders' meeting for the year 2021, such as changes in the date, time, venue, agenda, meeting method as previously scheduled, or to perform any other action according to the conditions stipulated by the law, by taking into account the interests of shareholders and remaining within the legal framework, announcements, recommendations and other practices that may be further announced in the future and further reported to the Board of Directors.

In order to make the registration to attend the meeting quick and neat, the Company will open for shareholders to register from 12:00 on the meeting day and to facilitate shareholders and proxies in registering faster, please learn how to register and prepare documents to be presented at the meeting as detailed in **Attachment 5**. The Company will conduct the meeting in accordance with the Company's Regulations according to **Attachment 6**. To promote good corporate governance, if any shareholder wishes to appoint another person to attend and vote on his/her behalf in this meeting, please complete and sign the Proxy form A or B or C (only applicable if the shareholder is a foreign investor and has appointed a custodian in Thailand as a share depository and custodian) according to **Attachment 7** by choosing only one form according to the announcement of the Department of Business Development Re: Proxy form (No. 5), 2007, and affixed with a 20 baht stamp. They must submit and / or present documents or evidence showing status of the shareholder, or representatives of the shareholders who have the right to attend the meeting as specified in the documents in accordance with **Attachment 5**.



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In addition, shareholders can grant proxy to independent directors of the Company, as their name and details mentioned in **Attachment 8** for attending the meeting and voting on behalf of the shareholders. We request your cooperation in sending the proxy form to the Company by 9<sup>th</sup> April 2021 or submit the said proxy form to registered staffs at the meeting prior to attending the meeting.

We would like to invite all shareholders to attend the 2021 annual ordinary shareholders' meeting on 26<sup>th</sup> April 2021 at 1:30 p.m. at the Company's meeting room: DHouse Pattana Public Company Limited, No. 99 Sarakham-Wapi Pathum Road, Talat Sub-district, Mueang Maha Sarakham District, Maha Sarakham Province 44000. The shareholders can study the process of attending the meeting and the voting method according to **Attachment 9** with the meeting map as detailed in **Attachment 10**.

Best regards

A handwritten signature in black ink, appearing to read 'T. Ungphakorn', with a horizontal line above it.

(Ms. Teeraphan Ungphakorn)  
Chairman of the Board of Directors