



DHouse Pattana Public Company Limited 99 Sarakham - Wapi Pathum
Road, Talad, Muang, Maha Sarakham 44000
Registration No. 0107563000045 Tel ; 092-665-5656 dhp@dhouse.in.th

**Minutes of the Annual General Meeting of Shareholders Year 2021
of
DHouse Pattana Public Company Limited**

The meeting was held on April 26, 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.

Before the start of the meeting

Ms. Danita Nompaniad, moderator, introduced the participants in the meeting to the meeting as follows:

Directors who attended the meeting

- | | |
|--------------------------------|--|
| 1. Ms. Teerapan Ungphakorn | Chairman of the Board / Audit Committee |
| 2. Mr. Chaiyut Lerdrungporn | Chairman of the Board of Directors |
| 3. Mr. Pongpot Lerdrungporn | Director / Chief Executive Officer |
| 4. Mr. Pongnarin Lerdrungporn | Director |
| 5. Mr. Att Lerdrungporn | Director |
| 6. Mr. Chaichan Kaewwisit | Director |
| 7. Mr. Channarong Kaewwisit | Director |
| 8. Mr. Ong-art Chanprasitchai | Independent Director / Chairman of the Audit Committee |
| 9. Mr. Apishar Nithianantaporn | Independent Director / Audit Committee |
| 10. Mr. Utis Bhongchirawattana | Independent Director |

All 10 company directors attended the meeting, considered to be 100% of attendance at the meeting.

The Management who attended the meeting

Ms. Kamolchanok Chantakul Company Secretary

The invitees to attend the meeting are as follows:

1. Mr. Kraisit Silpamongkolkul, auditor from Siam Truth Audit Co., Ltd.
2. Mr. Suriyatham Thamthira, financial advisor from Asset Pro Management Co., Ltd.
3. Mr. Pharawee Chirakwattana, financial advisor from Asset Pro Management Co., Ltd.
4. Mr. Worachet Chatudomkul, financial advisor from Asset Pro Management Co., Ltd.
5. Mr. Suschanai Puakiatsakul Legal advisor from Vudthisan Co., Ltd., who acted as the meeting supervisor to make it be in accordance with the laws and regulations of the Company, and was a member of the Audit Committee of the vote counting of the meeting today.



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Subsequently, the moderator informed the meeting that at today's meeting, the Company established the following measures and guidelines to prevent and reduce the risk of COVID-19 epidemic:

1. The Company set up a screening point to measure the temperature of all attendees in front of the meeting room. The Company reserved the right not to allow shareholders or proxies who had cough, sneeze or temperature from 37.5 degrees Celsius up to attend meetings in all cases, the attendees can appoint a proxy to another person or an independent director of the Company to attend the meeting instead. After that, it would be a document checkpoint and a registration point with a measure to have space approximately 1 meter apart.

2. After the attendees had passed the document inspection and registration was complete, when entering the meeting room, they had to sit on the numbered chair as a precaution in case of any incident that the Company wants to contact them later. Each chair was spaced, causing the number of seats to be limited. When the amount specified by the Company was reached, shareholders were asked for cooperation to assign proxy to the Company's independent director instead.

3. To shorten the time of the meeting, the Company asked for cooperation to reduce asking / answering questions during the meeting.

4. The Company did not serve tea, coffee, all kinds of beverages and snacks, including requesting cooperation to refrain from eating in the meeting area.

5. Attendees were asked to wear face masks all the time in the meeting area and to avoid sharing things with other people, to wash their hands with alcohol gel the Company provided at various points.

To promote good corporate governance, on November 25, 2020, the Company provided an opportunity for shareholders to participate in the Annual General Meeting of Shareholders, by inviting shareholders to propose matters that are important and beneficial to the business operation, to nominate qualified persons to be elected as directors to be included in the agenda of the 2021 Annual General Meeting of Shareholders and submit questions in advance in accordance with the Company's criteria. The Company had informed the Stock Exchange of Thailand to notify investors and publish the event on the Company's website. The agenda was scheduled to be sent back to the Company from December 1, 2020 to January 31, 2021. After the expiration of the said period, there was no shareholder proposing an agenda for the meeting. No names of persons were nominated for appointment as the Company's directors, including no questions being sent in advance for the Annual General Meeting of Shareholders for the year 2021.

The moderator then informed the meeting of today's agenda and voting and counting methods for everyone to acknowledge as follows:

Meeting agenda: The chairman conducted the meeting according to the agendas informed in the meeting invitation letter in order as follows:

Agenda 1: To certify the minutes of the 2020 Annual General Meeting of Shareholders on March 12, 2020;

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



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Agenda 3 To consider and approve the statement of financial position, comprehensive income account, and Audit Report of Financial Statements by Certified Public Accountant for the year 2020 ended December 31, 2020;

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

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

Agenda 6 To consider and approve the appointment of directors in place of those who had retired by rotation;

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

Agenda 8 To consider and approve the appointment of auditors and to determine the audit fee for the year 2021;

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

Agenda 10 To consider any other business (if any).

The method of voting and counting of votes at the meeting will be as follows:

1. In voting at the meeting today, each shareholder was deemed as having the right to vote equal to the number of shares he/she held, with 1 share equaling 1 vote and shareholders had the right to vote in each agenda whether they agreed, disagreed or abstained, just one or the other. Otherwise, it would be treated as a void ballot for voting. In the case of proxy, proxies had to vote in the same manner, except in the case of foreign shareholders' proxies who appointed a custodian in Thailand as a share depository and keeper, in which the proxies had to vote in accordance with what the shareholders had stated in the proxy form.

2. For the counting of votes in every agenda, the Company used data input via the bar code with priority for majority votes, except for matters specified by law otherwise, and showed the vote count via monitor. The votes were divided into 3 parts:

- Part 1) Agenda 1, 3, 4, 6 and 8 were normal agenda, requiring majority votes of the shareholders who attended the meeting and casted their votes;

- Part 2) Agenda 7 was to consider the remuneration of directors for the year 2020, which had to be approved by votes of not less than two-thirds of the total number of votes of the shareholders who attended the meeting;

- Part 3) Agenda No. 9 was to consider and approve the issuance and offering of the Company's bonds in the amount of not more than 500 million baht, which had to be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and had the right to vote.

3. In counting the votes at the meeting, for convenience and speed in counting the votes, the Company used the method to deduct disagree votes and abstained votes from the total number of votes of shareholders or proxies attending the meeting. In each agenda, if there were any shareholders or proxies disagreeing or abstaining from voting, they had to raise their hands. The company then asked the Company's staff to collect the ballot. In the event that no one had an opinion or objection or left a comment otherwise, it was deemed that the meeting agreed and approved unanimously.



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4. To ensure the transparency of score collection, the Company had the staff collect the ballots at the same time after the meeting ended. In case any shareholders or proxies wished to return before the meeting was terminated, they were requested that ballot papers were sent to the Company's staff and shareholders will be informed of the minutes of the meeting including verifying their accuracy. The Company will publish the minutes of the meeting via the Company's website within 14 days from the meeting date.

5. In order for the vote counting at the meeting to be transparent, two shareholders attending the meeting were invited to participate in inspecting the voting and counting votes together with the legal advisors and representatives of the Board of Directors of the Company.

None of the shareholders volunteered to be an inspector in the vote counting.

6. To make the meeting run smoothly and use time appropriately in every agenda, the Company had arranged a time for inquiries. In the event that shareholders wished to inquire, they had to raise their hands. And when the chairman allowed him/her to inquire, he/she had to show him/herself by giving his/her name-last name and identified as a shareholder or a proxy for the Company to be able to record the meeting accurately and completely.

In addition, the Company kindly asked the shareholders to inquire about any questions that are relevant to the agenda. As for other questions, they were able to ask in Agenda 10.

After the meeting, the Company collected all voting ballots. The shareholders were asked to place their ballots at the table or send them to the Company's staff at the end of the meeting.

Subsequently, the meeting invited Ms. Teerapan Ungphakorn, the Chairman of the Board of Directors to open meeting.

Ms. Teerapan Ungphakorn, Chairman of the Board of Directors, acted as the chairman of the meeting.

"The Chairman" said hello and thanked the shareholders for attending the meeting and stated to the meeting that that day was the 2021 Annual General Meeting of Shareholders of DHouse Pattana Public Company Limited.

With the situation of the spread of the coronavirus virus 2019 or (COVID-19) that was severe, even that day, the situation was beginning to resolve and the government has begun to relax the measure in engaging in activities that require a large amount of people, but there had to be an epidemic prevention measure set by the government. The Company had set the number of meeting attendance at 45 persons. If the number was reached, and there was additional shareholders attending the meeting, the Company would ask for their cooperation to appoint a proxy instead. The shareholders had to follow the advice of the Company staffs.

In order not to waste time, at 1:30 p.m., there were 45 shareholders attending the meeting in person, counted as the total number of shares equal to 742,433,900 shares, and by granting 20 proxies, counted as the total number of shares equal to 742,433,900 shares. Total shareholders attending the meeting in person and by proxy were of 65 people, totaling 742,433,900 shares, representing 88.3850 percent of the total number of 840,000,000 shares sold, thus constituting a quorum according to the law and the the



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Company's Regulations, therefore, the Company requested to open the Annual General Meeting of Shareholders for the year 2021.

The meeting started.

Agenda 1: To certify the minutes of the 2020 Annual General Meeting of Shareholders on March 12, 2020.

The Chairman proposed the meeting to consider approving the minutes of the 2020 Annual General Meeting of Shareholders, held on March 12, 2020, in which the said meeting considered various matters in accordance with the agenda specified in the invitation letter. The details appeared in Attachment 1, which the Board considered that it has been recorded correctly. Therefore, it was appropriate to propose that the shareholders' meeting approved the Minutes of the 2020 Annual General Meeting of Shareholders of DHouse Public Company Limited.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholder objected or requested further correction, the Chairman asked the meeting to vote. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company would ask the Company's staff to collect the ballots.

Meeting's resolution: The meeting has considered and passed a resolution certifying the minutes of the 2020 Annual General Meeting of Shareholders on March 12, 2020 according to what the Chairman has proposed in all respects with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

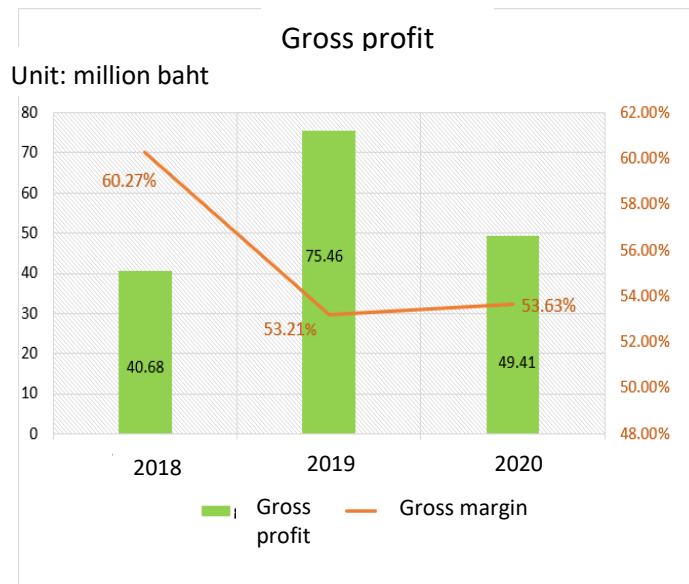
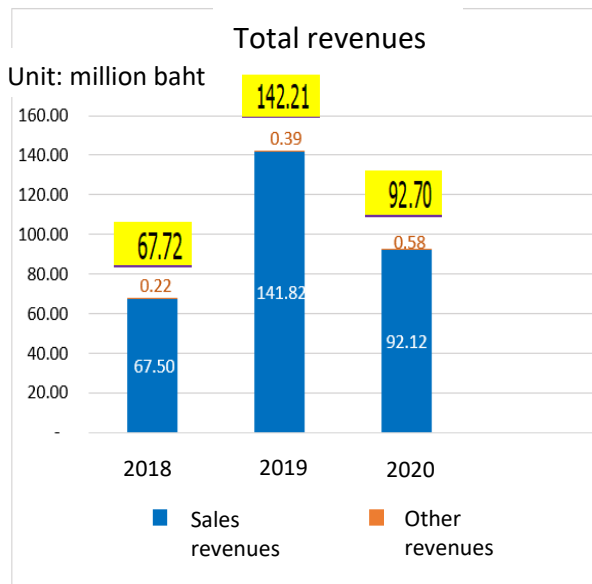
Agenda 2: To acknowledge the Company's operating results for the year 2020

The Chairman stated to the meeting that the Company has summarized the operating results for the year 2020, which the Company has prepared in the 2020 Annual Report and has already delivered to the shareholders together with the invitation to the meeting. Details were shown in Attachment 2, which the Board of Directors agreed to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2020 and the activities to be undertaken in the future. The Company assigned Mr.



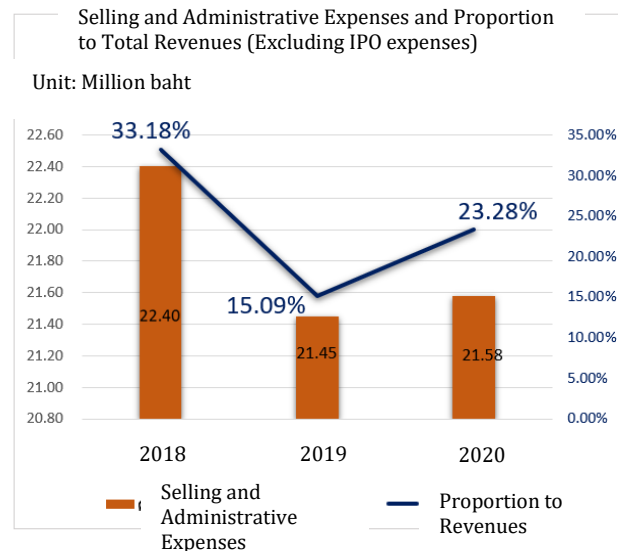
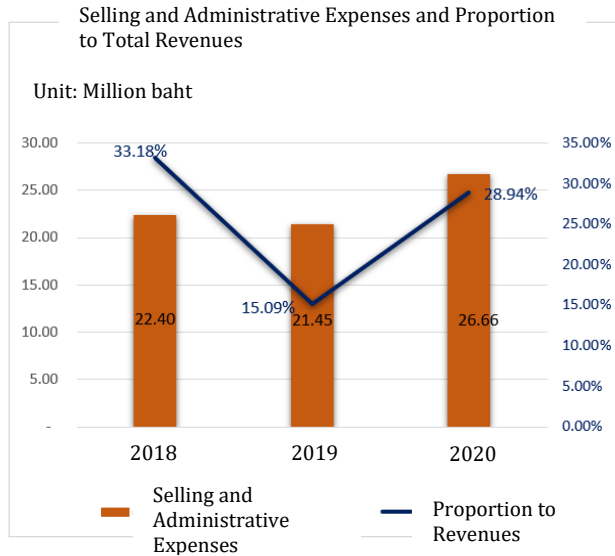
Pongpot Lerdrungporn, Chief Executive Officer, to present the operating results of the year 2020 to the meeting.

Mr. Pongpot Lerdrungporn presented the Company's operating results for the year 2020 by clarifying the data as follows:

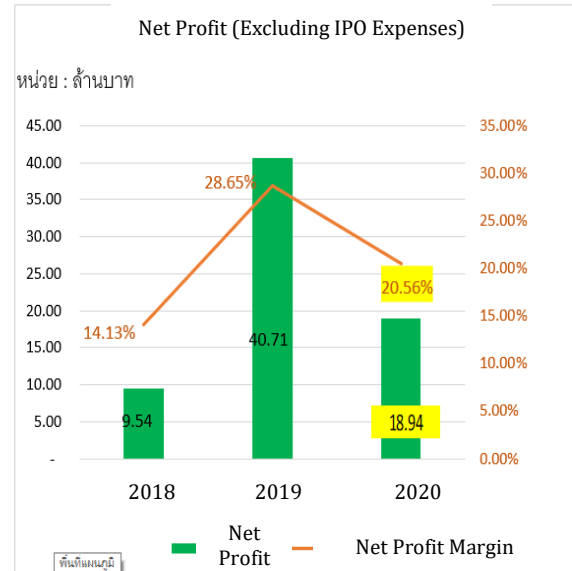
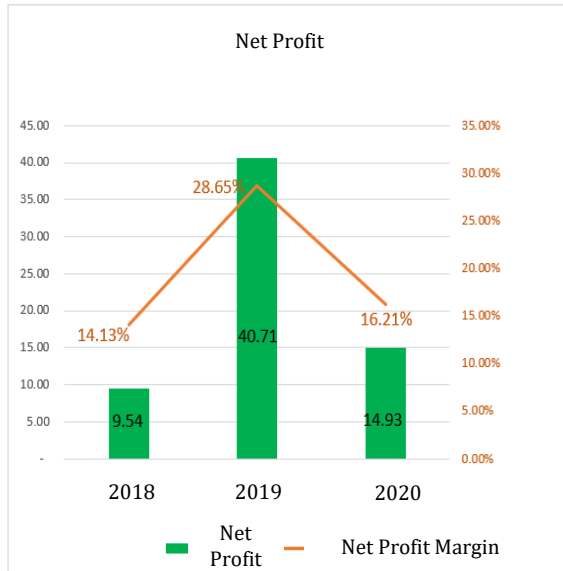


Total revenues for the year 2020 were of 92.70 million baht, compared with the year 2019 with revenues of 142.21 million baht, a decrease of 49.51 million baht (representing 35.19%) because in the year 2020 there was a COVID-19 outbreak, which affected the economy and society, resulting in sales being decreased.

Gross profit in 2020 was of 49.41 million baht, compared with the year 2019 with gross profit of 75.46 million baht, a decrease of 26.06 million baht (34.53%) due to lower sales revenue. But the Company was still able to maintain gross margin compared to sales revenue of 53.63%, which was close to 53.21% in 2019.



Selling and Administrative Expenses in 2020 - There was an expense of 26.66 million baht, compared with an expense of 21.45 million baht in 2019, an increase of 5.21 million baht (22.73%) since the IPO has been launched to the public for the first time. Note: IPO cost is 5.08 million baht, which consists of public relations consultant fee, print media - roadshows expenses, reception fees, allowances, accommodation, travel expenses, meeting and seminars and other expenses equal to 0.13 million baht.



*Net profit in 2020 were of net profit of 14.93 million baht, compared to the year 2019 with net profit of 40.71 million baht, a decrease of 25.78 million baht (or 63.32%) due to lower sales and increased selling and administrative expenses ** In the absence of IPO expense in 2020, there was an additional expense of 5.21 million baht, which was 5.08 million baht of an additional cost of selling common stock (IPO), so the net profit margin decreased from the year 2019 at 16.21%. But if there was no such expense, there would be a net profit of 18.94 million baht or 20.56% as shown in the chart. This net profit margin was in line with the business plan and considered to maintain the net profit margin relative to total income.*

The Chairman asked the meeting to inquire if there were any questions.

When no shareholder raised any questions, the Chairman therefore asked the meeting to consider the next agenda as this agenda was for acknowledgment, no voting was required.

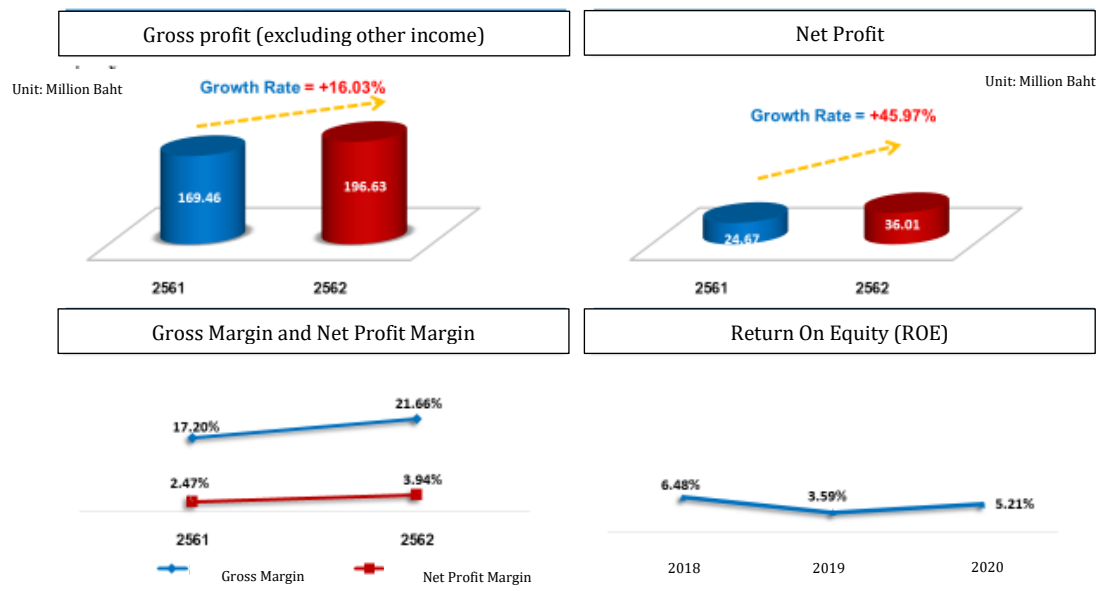
Agenda 3 to consider and approve the statement of financial position, comprehensive income account, and audit report of financial statements by Certified Public Accountant for the year 2020 ended December 31, 2020.

The Chairman proposed to the meeting that in order to comply with the Public Company Act 2535 and the Company's Regulations, it requires 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 auditor to audit before proposing to the shareholders for approval. The statement of financial position, statement of comprehensive income, and the audit report of financial statements for the fiscal year ended December 31, 2020, were of details as shown in Attachment 2. The Board of Directors has considered that it should propose for the shareholders' meeting to approve the statement of financial

position and the statement of comprehensive income ending December 31, 2020 and acknowledge the auditor's report that has been considered by the Audit Committee and has been audited and certified by the auditor from Siam Truth Audit Company Limited by Mr. Kraisit Silpamongkolkul, Certified Public Accountant Registration No. 9429, who has reported and certified it unconditionally with Key Audit Matter regarding knowledge and expertise in finance and accounting. At the meeting, the Company invited the auditor to attend the meeting. If shareholders had any questions about the Company's financial statements, they were able to ask him.

Subsequently, the Chairman asked Mr. Pongpot Lerdrungporn, Chief Executive Officer, to propose details to the meeting

Mr. Pongpot Lerdrungporn reported a statement of financial position and the comprehensive income account ended December 31, 2020 and audited by a certified auditor for shareholders to briefly acknowledge. They contained the items proposed in the past agenda and had additional reports as follows:



The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting's resolution: The meeting considered and passed a resolution approving the statement of financial position, comprehensive income account, and the audit report of



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financial statements by the Certified Public Accountant for the year 2020 ended December 31, 2020 with the following votes.

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

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

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul, Company Secretary, reported to the meeting that in order to comply with the Public Company Act 2535 B.E. and the Company's Regulations which defines the Company has to allocate some of the annual net profit as reserve fund of 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, the Board of Directors has considered the reason that the Company had net profit for the year 2020 and retained earnings of 14,932,004 baht, therefore, it was deemed appropriate to propose that the shareholders' meeting consider approving the allocation of net profit for the year 2020 as a legal reserve of 746,600 baht in order to comply with the provisions of the Public Limited Companies Act and the Company's Regulations, resulting in the Company having retained earnings, legal reserve appropriated in the amount of 746,600 baht, representing 0.18 percent of the registered capital. The Chairman therefore asked the meeting to consider this agenda.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting's resolution: The meeting considered and passed a resolution approving the allocation of net profit for the year 2020 as a legal reserve of 746,600 baht to comply with the provisions of the Public Limited Companies Act and the Company's Regulations, resulting in the Company having retained earnings, legal reserve appropriated in the



amount of 746,600 baht or equal to 0.18 percent of the registered capital, with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

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

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul, Company Secretary, reported to the meeting that in order to comply with the Public Company Act 2535 B.E. 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 are prohibited, moreover, the Company has a policy to pay dividends of not less than 40% of the net profit after legal reserve deduction, as the Company had an annual net profit of 14,932,004 baht and 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 about the Company's operating outcomes, the Company's financial status, taking into account all stakeholders, and has the power to consider exemption not to operate in accordance with the said policy or change such policy from time to time, depending on the turnover, business expansion plan, liquidity, necessity and other suitability in the future as the Board of Directors deems appropriate,

for the reasons mentioned above, the Board of Directors deemed it 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 as the dividend payout 177.65 percent of the net profit after deducting reserves according to the law, or calculated as a dividend payout of 46.64 percent of the net profit after deducting legal reserve (separate statements) by paying cash dividends for the Company's ordinary shareholders with the amount of 840,000,000 shares having been issued and sold, representing a dividend payment 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 can apply for a dividend tax credit in accordance with the criteria specified in the Revenue Code, Section 47 bis, with a dividend of 25,200,000 baht paid from the net profit of the business subject to corporate income tax at the rate of 20/80.



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If the meeting resolved to approve, the Company set the record date for the shareholders who are entitled to receive dividends (Record Date) on March 24, 2021 and the dividend payment was scheduled within May 5, 2021.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting resolution: The meeting has considered and approved the dividend payment for the year 2020 totaling 25,200,000 baht from the 2020 net profit and retained earnings as the dividend payment of 177.65 percent of the net profit after deducting statutory reserve, or calculated as a dividend payout of 46.64 percent of the net profit after deducting legal reserve (separate statements) by paying cash dividends for the Company's ordinary shareholders with the amount of 840,000,000 shares being issued and sold, representing a dividend payment at the rate of 0.03 baht per share, and approved the record date for determining the names of shareholders entitled to receive dividends on March 24, 2021 and the dividend payment date on May 5, 2021 with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

Agenda 6 To consider and approve the appointment of directors in place of those who retired by rotation.

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul Company Secretary informed the meeting that the Company has provided opportunities for individual shareholders to propose the names of persons who are qualified to be appointed as directors, by publishing the nomination process and method on the Company's website from December 1, 2020 - January 31, 2021. When the said period has expired, there was no shareholder nominating a person to be considered for appointment as a director at this general meeting of shareholders.



According to the Company's Regulations, Article 17, in every annual general meeting of shareholders, at least one third of the directors shall retire. If the number of directors cannot be divided into three parts, they must retire by the closest number to one-third and may be elected to be reinstated. For this year, the 4 directors who retired from office were:

- 1) Mr. Chaiyut Lerdrungporn Director / Vice Chairman
- 2) Mr. Pongnarin Lerdrungporn Director
- 3) Mr. Apishar Nithianantporn Independent Director / Audit Committee
- 4) Mr. Utis Bhongchirawattana Independent Director

The Board of Directors has agreed as proposed by the Nomination and Remuneration Committee that all 4 of them were suitable in terms of qualifications, knowledge, capability and experience, generated benefits to the Company as well had all the appropriate qualifications under the Public Limited Companies Act, B.E. 2535 and did not have any forbidden qualifications. The Board of Directors therefore deemed it appropriate to propose that the 4 retiring directors to be elected to reinstate as directors for another term. The profiles and information of the 4 persons appeared in Attachment 3 of the meeting invitation letter. The Chairman therefore asked the meeting to consider the agenda.

The Chairman asked the meeting to inquire if there were any questions. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes, with the abstention points not included, by considering individual appointment.

When no shareholder made inquiries, the Chairman asked the meeting to consider and vote.

6.1. Mr. Chaiyut Lerdrungporn Director / Vice Chairman

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Resolution: The meeting considered and resolved to approve the re-appointment of Mr. Chaiyut Lerdrungporn as Director / Vice Chairman for another term with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-



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6.2 Mr. Pongnarin Lerdrungporn Director

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Resolution: The meeting considered and resolved to approve the re-appointment of Mr. Pongnarin Lerdrungporn as Director for another term with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

6.3. Mr. Apishar Nithianantporn Independent Director / Audit Committee

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Resolution: The meeting considered and resolved to approve the re-appointment of Mr. Apishar Nithianantporn as Independent Director / Audit Committee for another term with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

6.4. Mr. Utis Bhongchirawattana Independent Director

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Resolution: The meeting considered and resolved to approve the re-appointment of Mr. Utis Bhongchirawattana as Independent Director for another term with the following votes:



Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

The moderator informed the meeting that in this agenda, the voting ballots of everyone would be collected. He asked the meeting attendees to drop their ballots at the table, or send them to the staffs, or send them when the meeting was over.

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

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul, Company Secretary, reported to the meeting that in order to comply with the Public Company Act B.E. 2535 and the Company's Regulations which stipulates that the directors are entitled to receive remuneration from the Company in the form of awards, meeting allowances, gratuity, bonuses or other types of benefits, according to the regulations or what the shareholders' meeting deems appropriate, the Board of Directors agreed with the opinion of the Nomination and Remuneration Committee and deemed it appropriate to propose that the shareholders' meeting consider approving the determination of the remuneration of the Company's directors and sub-committees for the year 2021 in the total amount not exceeding 1,000,000 baht, with the following items:

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
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



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Note: * Directors who take part in managing the Company's business operations were not entitled to compensation.

The remuneration for the Board of Directors and the sub-committees for the year 2021 in the form of meeting allowances would in the total amount not exceeding 1,000,000 baht.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a vote of not less than two-thirds of all the shareholders who attended the meeting.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting resolution: The meeting considered and resolved to approve the remuneration of the Company's directors and sub-committees for the year 2021 in the total amount not exceeding 1,000,000 baht, with the following items.

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
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 were not entitled to compensation.

The remuneration for the Board of Directors and the sub-committees for the year 2021 in the form of meeting allowances would in the total amount not exceeding 1,000,000 baht. The votes were as follows:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100



Abstain	-	-
Void ballot	-	-

Agenda 8 To consider and approve the appointment of auditors and to determine the audit fee for the year 2021

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul, Company Secretary, stated to the meeting that in order to comply with the Public Company Act B.E. 2535 and the Company's Regulations, the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the Company every year. In appointing an auditor, the meeting may appoint the same auditor again.

The Board of Directors has proposed the appointment of an auditor by considering the ability and work experience that meet international standards, including considering audit fees to suit their duties and responsibility. It was proposed to the Board of Directors to appoint an auditor from Siam Truth Audit Company Limited from the list as follows:

1. Mr. Bunjong Phichayaprasat, Certified Public Accountant No. 7147 or
2. Mr. Kraisit Silpamongkolkul, 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 other certified public accountants of the office that has been approved by the SEC to audit the accounts and express opinions on the financial statements of the Company instead of the said auditor(s). Siam Truth Audit Co., Ltd. is the auditor with no relationship with and no interests with the Company, subsidiaries, management, major shareholders or those related to such person. Therefore, they are independent in auditing and express their opinion on the Company's financial statements for the year 2021. The audit fee, the quarterly audit and review fees of the Company for the year 2021 amounted to no more than 1,805,000 baht.

Auditor's remuneration	Year 2020	Year 2021
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. Audit of the financial statements of D Group Holding Company Limited ("Subsidiary") Annual financial statements audit work	-	50 , 000
7. Quarterly review of financial statements (15,000 baht per quarter)	-	45 , 000
Total	1,550,000	1,805,000



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The background and relevant information of the persons nominated the auditors was provided in Attachment 4.

The Chairman asked the meeting to inquire if there were any questions.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting. This agenda had to be approved by a majority vote of the shareholders who attended the meeting and casted their votes.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting's resolution: The meeting considered and resolved to approve the appointment of auditors from Siam Truth Audit Company Limited from the list as follows:

1. Mr. Bunjong Phichayaprasat, Certified Public Accountant No. 7147 or
2. Mr. Kraisit Silpamongkolkul, 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 other certified public accountants of the office that has been approved by the SEC to audit the accounts and express opinions on the financial statements of the Company instead of the said auditor(s). Siam Truth Audit Co., Ltd. is the auditor with no relationship with and no interests with the Company, subsidiaries, management, major shareholders or those related to such person. Therefore, they are independent in auditing and express their opinion on the Company's financial statements for the year 2021. The audit fee, the quarterly audit and review fees of the Company for the year 2021 amounted to no more than 1,805,000 baht. The votes were as follows:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100
Abstain	-	-
Void ballot	-	-

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

The Chairman asked Ms. Kamonchanok Chantrakul, Company Secretary, to propose details to the meeting.

Ms. Kamonchanok Chantakul, Company Secretary, reported to the meeting that the Company has capital requirements, in which the fund must be reserved for deploying fund received from the issuance and offering of bonds to the operation and / or development of real estate projects and / or as working capital of the Company, or for other purposes as



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the Board of Directors deems appropriate. Therefore, the Board of Directors meeting proposed the meeting to approve the issuance and offering of bonds 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.
Offering	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. 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. 3) In the event that the Company has redeemed or repay the bonds issued within the approved amount the Company can issue additional



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	replacement bonds up to the amount redeemed or repaid. The substitute bonds will have the expiration date and conditions as specified.
Early redemption	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.
Authorization	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.
Other conditions	Depends on the market conditions at the time of each bond issuance and offering and other factors involved

The Chairman asked the meeting to consider and asked the meeting to inquire if there were any questions. This agenda had to be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and had the rights to vote.

When no shareholders raised any inquiries, the Chairman asked the meeting to consider voting.

The moderator informed the meeting that any shareholders or proxies disagreeing or abstaining from voting had to raise their hand and the Company staffs would collect ballot papers.

Meeting resolution: The meeting passed a resolution approving the issuance and offering of bonds in the amount not exceeding 500 million baht or its equivalent, with details as proposed in all respects, with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	742,433,900	100
Disagree	-	-
Total	742,433,900	100



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Abstain - -
Void ballot - -

Agenda 10 To consider any other business (if any)

The Chairman stated to the meeting that under the Public Limited Companies Act B.E. 2535, Section 105, the second paragraph, it stipulates that the shareholders holding shares amounting to not less than one-third of the total number of shares sold can request that the meeting considers other matters apart from those specified in the invitation letter for the meeting. Therefore, the Board of Directors deemed it appropriate to include this agenda to provide opportunities for shareholders who wished to consider other matters in addition to what the Board of Directors has determined at this meeting, and to provide opportunities for shareholders to ask questions and / or for the Board of Directors and / or related persons to answer questions or provide clarification of the shareholders (if any).

The Chairman inquired the meeting whether any other matter would be proposed for the meeting to consider or to inquire about any matter to the Board of Directors.

Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person of The Thai Investors Association asked about the resignation of the Chief Financial Officer (CFO) on how the accounting operations was administered and what problems or obstacles there were.

Mr. Att Lerdrungporn , Managing Director of Business Development, Marketing, and Sales, responded that in accounting operations, the Company has assigned the accountant to act as a representative during the recruitment of suitable persons to take the position of the Chief Financial Officer (CFO) in place of the resigned person. The Company had no obstacles or problems in the accounting operation.

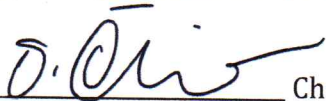
Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person of Thai Investors Association asked further how many committees the Company has.


Mr. Att Lerdrungporn, Managing Director of Business Development, Marketing, and Sales answered that the Company has a total of 5 committees, comprising

1. Board of Directors
2. Executive Committee
3. The Audit Committee
4. Nomination and Remuneration Committee
5. Risk Management Committee

The Chairman inquired the meeting whether there would be any person asking further or not.

When no one made any further suggestions or inquiries, the Chairman expressed her gratitude to the meeting participants and closed the meeting at 2:45 p.m.

Signed  Chairman of the meeting
(Ms. Teerapan Ungphakorn)

Signed  Company Secretary / Meeting Recorder
(Ms. Kamonchanok Jantrakul)