



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@dhhouse.in.th

No. Dor Por AGM 2565

10th March 2022

Subject: Invitation to the Annual Ordinary Shareholders' Meeting for the Year 2022

Dear Shareholders

DHouse Pattana Public Company Limited

Attachments:

1. A copy of the minutes of the 2021 annual ordinary shareholders' meeting
2. Annual Report 2021 (Form 56-1 One Report) together with the financial statements for the year 2021 ended 31st December 2021 (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 2022 annual ordinary shareholders' meeting and voting method
10. Location map of the 2022 annual ordinary shareholders' meeting

The Board of Directors' meeting of DHouse Pattana Public Company Limited ("the Company"), No. 2/2022 has passed a resolution to call an annual ordinary shareholders' meeting of 2022 on 26th April 2022 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 2021 annual ordinary shareholders' meeting on 26th April 2021

Facts and Reasons: The Company held the 2021 annual ordinary shareholders' meeting on 26th April 2021. 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 2021 annual ordinary shareholders' meeting of DHouse Pattana Public Company Limited which was held on 26th April 2021, which the Board deems it was recorded correctly.



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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 2021

Facts and Reasons: The Company has summarized the operating results for the year 2021 and the Company has prepared and submitted the annual report for the year 2021 (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 2021 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 2021 ended 31st December 2021

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 31st December 2021 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 31st December 2021 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 omission of money as a legal reserve and refrain from paying dividends for the operating results ending on December 31, 2021

Facts and Reasons : To comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association which prohibits the payment of dividends from other types of money other than profits. In the event that the Company has accumulated losses, it is forbidden to pay dividends. In addition, the Company has a dividend payment policy of not less than 40 percent of the net profit after deducting all types of reserves as stipulated in the Company's Articles of Association and laws. If there is no other necessity, the Board of Directors has the power to consider exemption not to operate in accordance with the said policy or to change the said policy from time to time depending on operating results, business expansion plans, liquidity, necessity and other appropriateness in the future as the Board of Directors deems appropriate.

Board's opinion : Because the Company's operating results for the year 2021 have a loss of 7.28 million baht, resulting in the Company's retained earnings of 21.55 million baht, which is a small amount, the Board has considered in accordance with the provisions of the Public Limited Companies Act, Articles of Association and the operating results, Company's financial status, and taking into account all stakeholders, therefore, it should be proposed to the shareholders' meeting to consider and approve the omission of the allocation of money as a legal reserve and to approve the omission of dividend payment for the 2021 operating results ending on December 31, 2021.

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 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 2022 annual ordinary shareholders' meeting, there are 4 directors who have to retire by rotation:

- 1) Mr. ATT Lertrungporn - Director
- 2) Mr. Chaichan Kaewwisit - Director
- 3) Mr. Channarong Kaewwisit -Director
- 4) Mr. Ong-art Chanprasitchai - Independent Director

The Company provides an opportunity for shareholders to nominate persons to be elected as directors of the Company from 1st October 2021 to 31st December 2021. Details are



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

- 1) Mr. ATT Lertrungporn - Director
- 2) Mr. Chaichan Kaewwisit - Director
- 3) Mr. Channarong Kaewwisit - Director
- 4) Mr. Ong-art Chanprasitchai - 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 6: To consider and approve the remuneration of the Company's directors for the year 2022

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 2022 shareholders' Meeting to consider and approve the determination of the remuneration of the Company's directors and sub-committees for the year 2022. As follows:



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Meeting allowances for the Board of Directors and sub-committees

position	Meeting allowance per time in 2021	Meeting allowance per time in 2022
Chairman of the Board of Directors	10,000 baht	10,000 baht
Company Directors	8,000 baht	8,000 baht
Chairman of the Audit Committee	8,000 baht	8,000 baht
Audit Committee	6,000 baht	6,000 baht
Chairman of the Nomination and Remuneration Committee	7,000 baht	7,000 baht
Nomination and Remuneration Committee *	5,000 baht	5,000 baht
Chairman of the Risk Management Committee	7,000 baht	7,000 baht
Risk Management Committee *	5,000 baht	5,000 baht

Note: * Directors who take part in managing the Company's business operations will not be entitled for remuneration.

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 7: To consider and approve the appointment of an auditor and to determine the audit fee for the year 2022

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:



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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 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 2022 and the audit fee should be determined. The audit fee and the quarterly review fee of the Company for the year 2022 must amount to not exceeding 2,000,000 baht. Which increase from last year because the Company has additional subsidiaries. As follows:

Auditor's remuneration	Year 2021	Year 2022
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	100,000
5. Quarterly review of consolidated financial statements (20,000 baht per quarter)	60,000	60,000
6. Auditing of Financial Statements of D Group Holding Company Limited ("Subsidiary") Annual Financial Statement Audit	50,000	50,000
7. Quarterly review of financial statements (15,000 baht per quarter)	45,000	45,000
8. Auditing of Financial Statements of D Energy and Retail Company Limited ("Subsidiary") Annual Financial Statement Audit	-	150,000
9. Quarterly review of financial statements (15,000 baht per quarter)	-	45,000
Total	1,805,000	2,000,000

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



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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 8: 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 2022 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 2022 annual ordinary shareholders' meeting as appropriate if there is a situation that requires changes to the shareholders' meeting for the year 2022, 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



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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**.

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 9th April 2022 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 2022 annual ordinary shareholders' meeting on 26th April 2022 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 'S. Teeraphan', with a long horizontal stroke extending to the right.

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