



**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](mailto:dhp@dhouse.in.th)

**Minutes of the Annual General Meeting of Shareholders Year 2022  
of  
DHouse Pattana Public Company Limited**

---

The meeting was held on April 26, 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.

**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. Chaityut Lerdrungporn    | Chairman of the Board of Directors                     |
| 3. Mr. Pongpot Lerdrungporn     | Director / Chief Executive Officer                     |
| 4. Ms. Pranee Leardrungporn     | Director   |
| 5. Mr. Pongnarin Lerdrungporn   | Director   |
| 6. Mr. Att Lerdrungporn         | Director   |
| 7. Mr. Chaichan Kaewwisit       | Director   |
| 8. Mr. Channarong Kaewwisit     | Director   |
| 9. Mr. Ong-art Chanprasitchai   | Independent Director / Chairman of the Audit Committee |
| 10. Mr. Apishar Nithianantaporn | Independent Director / Audit Committee                 |
| 11. Mr. Utis Bhongchirawattana  | Independent Director                                   |

All 11 company directors attended the meeting, considered to be 100% of attendance at the meeting.

**The Management who attended the meeting**

Ms. Kamolchanok Chantrakul      Company Secretary

**The invitees to attend the meeting are as follows:**

1. Mr. Chaiwat Saetiaw, auditor from Siam Truth Audit Co., Ltd.
2. 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.

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



**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](mailto:dhp@dhouse.in.th)

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 September 30, 2021, 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 October 1, 2021 to December 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 2022.

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 2021 Annual General Meeting of Shareholders on April 26, 2021;

Agenda 2: To acknowledge the Company's operating results for the year 2021;

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 2021 ended December 31, 2021;

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

Agenda 5 To consider and approve the appointment of directors in place of those who had retired by rotation;



**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](mailto:dhp@dhouse.in.th)

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2022;

Agenda 7 To consider and approve the appointment of auditors and to determine the audit fee for the year 2022;

Agenda 8 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, 5 and 7 were normal agenda, requiring majority votes of the shareholders who attended the meeting and casted their votes;

- Part 2) Agenda 6 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;

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.

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



**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](mailto:dhp@dhouse.in.th)

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 8.

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 2022 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 43 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 34 shareholders attending the meeting in person, counted as the total number of shares equal to 445,374,300 shares, and by granting 9 proxies, counted as the total number of shares equal to 247,323,100 shares. Total shareholders attending the meeting in person and by proxy were of 43 people, totaling 692,697,400 shares, representing 82.4640 percent of the total number of 840,000,000 shares sold, thus constituting a quorum according to the law and the the Company's Regulations, therefore, the Company requested to open the Annual General Meeting of Shareholders for the year 2022.

**The meeting started.**

### **Agenda 1: To certify the minutes of the 2021 Annual General Meeting of Shareholders on April 26, 2021.**

The Chairman proposed the meeting to consider approving the minutes of the 2021 Annual General Meeting of Shareholders, held on April 26, 2021, 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 2021 Annual General Meeting of Shareholders of DHouse Public Company Limited.

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



**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](mailto:dhp@dhouse.in.th)

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.

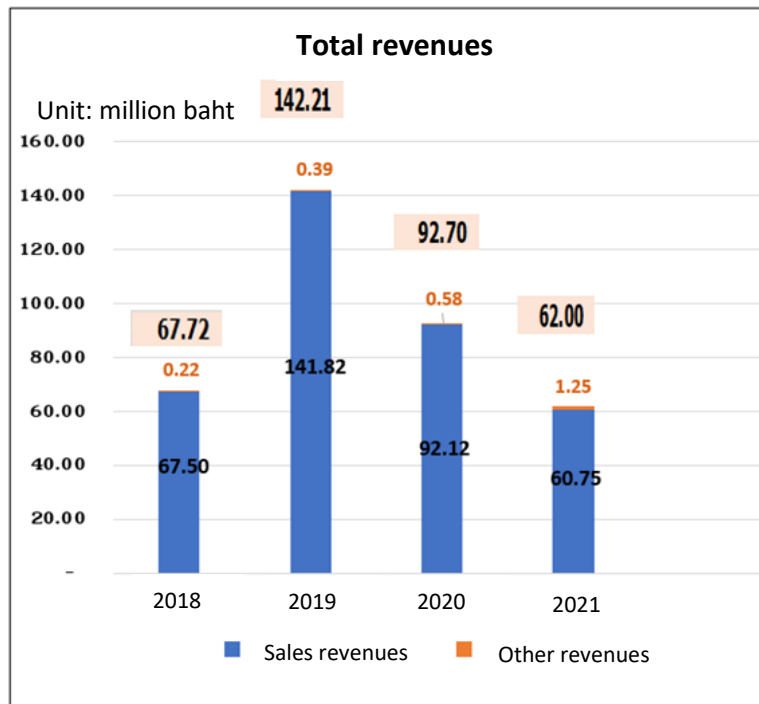
**Meeting's resolution:** The meeting has considered and passed a resolution certifying the minutes of the 2021 Annual General Meeting of Shareholders on April 26, 2021 according to what the Chairman has proposed in all respects with the following votes:

<b>Resolution voted</b>	<b>Number of votes casted (1 share = 1 vote)</b>	<b>As a percentage of the number of shares attending the meeting and voting</b>
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

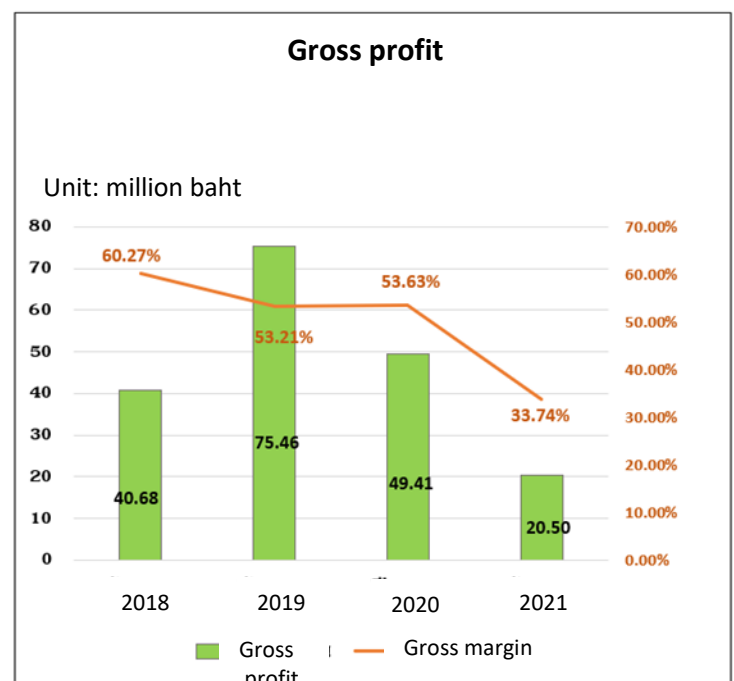
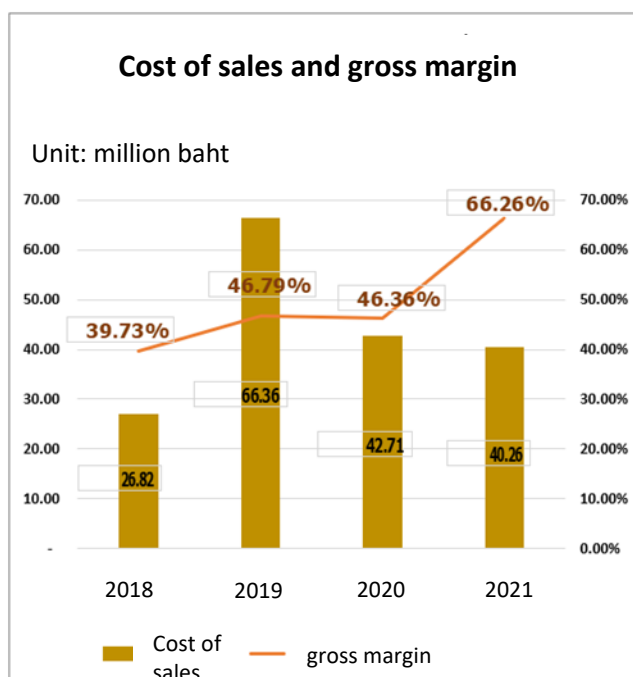
#### **Agenda 2: To acknowledge the Company's operating results for the year 2021**

The Chairman stated to the meeting that the Company has summarized the operating results for the year 2021, which the Company has prepared in the 2021 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 2021 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 2021 to the meeting.

Mr. Pongpot Lerdrungporn presented the Company's operating results for the year 2021 by clarifying the data as follows:



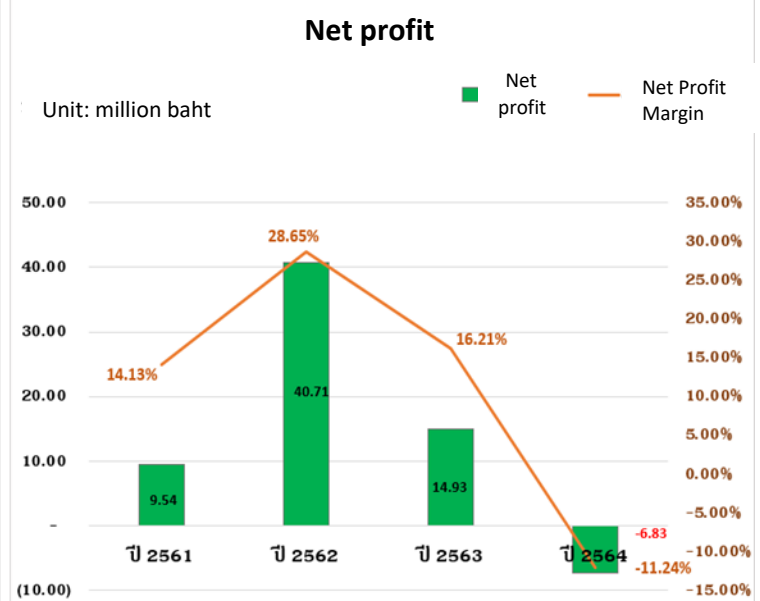
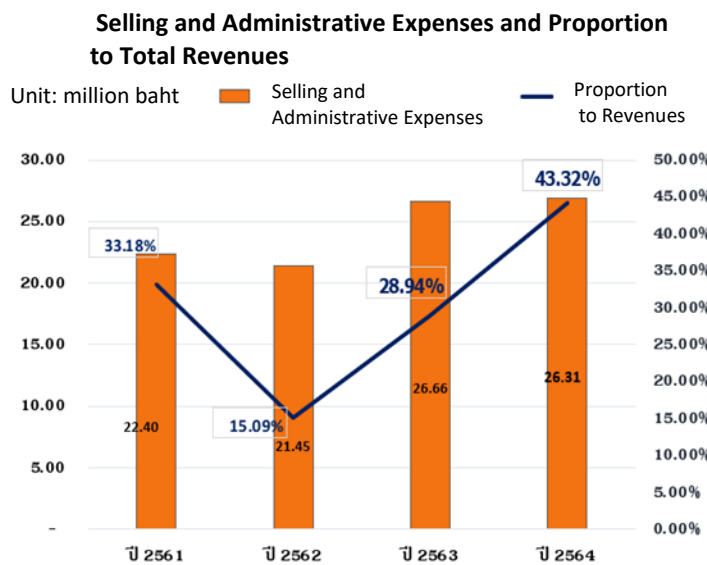
For the year 2021, the Company has total revenue of 62 million baht, with sales revenue of 60.75 million baht and other income of 1.25 million baht, compared to the year 2020 with total revenue of 92.70 million baht, there was a decrease of 30.70. million baht, or a decrease of 33.12%.





### Cost of sales and gross margin

For the year 2021, the Company's cost of sales is 40.26 million baht or 66.26% of sales revenue and it has gross profit of 20.50 million baht, or a gross profit margin of 33.74% of sales revenue. When compared with the year 2020 with cost of sales of 42.71 million baht and gross profit margin of 49.41 million baht, the cost of sales decreased by 2.45 million baht or decreased by 5.74% and gross profit decreased by 28.91 million baht, or decreased by 58.51%.



### Selling and administrative expenses

For the year 2021, the Company had selling and administrative expenses equal to 26.31 million baht or 43.32 percent of the sales revenue, a decrease of 0.35 million baht or a 1.31% decrease compared to the year 2020.

### Net profit

For the year 2021, the Company had a net loss of 6.83 million baht or equivalent to a net loss of 11.24%, a decrease of 21.76 million baht or 145.75% compared to 2020, mainly due to a decrease in sales due to the establishment of the situation of COVID-19 which has returned to spread in the country and intensified. As a result, the home ownership transfer plan did not go as expected. In terms of expenses, the Company has higher administrative expenses compared to sales revenue. This was because the Company has expenses to support the expansion of the business in the group of companies.

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.

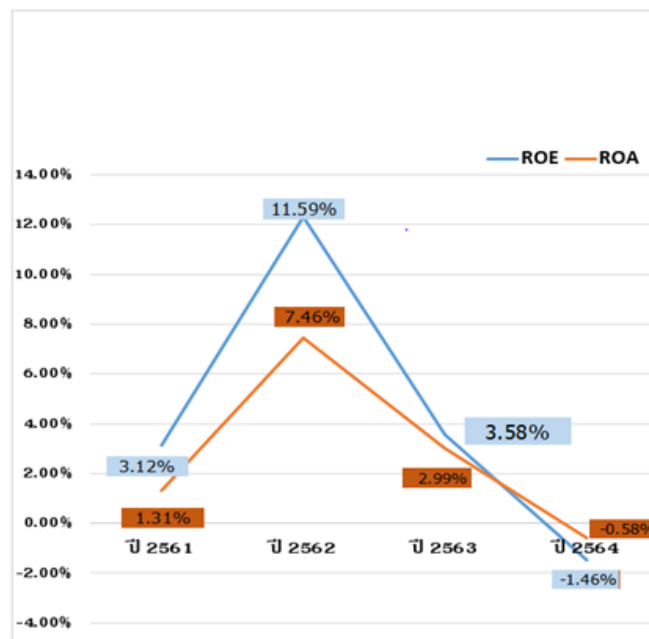


**Agenda 3 to consider and approve the statement of financial position, comprehensive income account, and audit report of financial statements by Certified Public Accountant for the year 2021 ended December 31, 2021.**

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, 2021, 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, 2021 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:







**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](mailto:dhp@dhouse.in.th)

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 financial statements by the Certified Public Accountant for the year 2021 ended December 31, 2021 with the following votes.

<b>Resolution voted</b>	<b>Number of votes casted (1 share = 1 vote)</b>	<b>As a percentage of the number of shares attending the meeting and voting</b>
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

#### **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**

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

Ms. Kamonchanok Chantakul, Company Secretary, reported 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.

Because the Company's operating results for the year 2021 have a loss of 6.83 million baht, resulting in the Company's retained earnings of 21.55 million baht, which is a



**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](mailto:dhp@dhouse.in.th)

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

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 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 with the following votes:

<b>Resolution voted</b>	<b>Number of votes casted (1 share = 1 vote)</b>	<b>As a percentage of the number of shares attending the meeting and voting</b>
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

#### **Agenda 5 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 October 1, 2021 - December 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:



**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](mailto:dhp@dhouse.in.th)

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

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.

#### **5.1. Mr. Att 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. Att Lerdrungporn as Director for another term with the following votes:

<b>Resolution voted</b>	<b>Number of votes casted (1 share = 1 vote)</b>	<b>As a percentage of the number of shares attending the meeting and voting</b>
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

#### **5.2 Mr. Chaichan Kaewwisit** 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. Chaichan Kaewwisit as Director for another term with the following votes:



**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](mailto:dhp@dhouse.in.th)

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

### 5.3 Mr.Channarong Kaewwisit 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.Channarong Kaewwisit 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	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

### 5.4. Mr. Ong-art Chanprasitchai 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. Ong-art Chanprasitchai 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	692,697,400	100
Disagree	-	-



**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](mailto:dhp@dhouse.in.th)

<b>Total</b>	692,697,400	<b>100</b>
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 6 To consider and approve the remuneration of the Company's directors for the year 2022**

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 2022 with the following items:

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 were not entitled to compensation.

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.



**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](mailto:dhp@dhouse.in.th)

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 2022 , with the following items.

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 were not entitled to compensation.

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

#### **Agenda 7 To consider and approve the appointment of auditors and to determine the audit fee for the year 2022**

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.





**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](mailto:dhp@dhouse.in.th)

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 Pichayaprasat, 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 2022. The audit fee, the quarterly audit and review fees of the Company for the year 2022 amounted to no more than 2,000,000 baht.

<b>Auditor's remuneration</b>	<b>Year 2021</b>	<b>Year 2022</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	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	50,000	150,000
9. Quarterly review of financial statements (15,000 baht per quarter)	45,000	45,000
<b>Total</b>	<b>1,900,000</b>	<b>2,000,000</b>



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 2022. The audit fee, the quarterly audit and review fees of the Company for the year 2022 amounted to no more than 2,000,000 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	692,697,400	100
Disagree	-	-
<b>Total</b>	<b>692,697,400</b>	<b>100</b>
Abstain	-	-
Void ballot	-	-

#### **Agenda 8 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



**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](mailto:dhp@dhouse.in.th)

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.

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized by Thai Investors Association asked whether the Board of Directors had a monthly remuneration.

Answer: Ms. Teerapan Ungphakorn, Chairman of the Board, replied that the Board of Directors has no monthly remuneration. There will be only meeting allowance.

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized by Thai Investors Association Asked more about whether in 2021, D Energy and Retail Company Limited (a subsidiary company) had any expenses for auditing the financial statements or not.

Answer : Mr. Pongpot Lerdrungporn, Chief Executive Officer, replied that there was a financial statement audit fee but the expense was not high. And since the year 2022, D Energy and Retail Company Limited has increased operations and is expected to open a gas station. Therefore, it is the reason for the increase in audit fees.

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 2:40 p.m.

Signed \_\_\_\_\_ Chairman of the meeting  
(Ms. Teerapan Ungphakorn)

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