



Dor.Phor. 11/2023

30th October 2023

Subject: Invitation to the Annual General Meeting of Shareholders No. 1/2023

Dear Shareholders,

DHouse Pattana Public Company Limited

Attachment:

1. A copy of the Annual General Meeting of Shareholders report for the year 2566, held on 27 April 2023
2. Capital increase report form (F53-4).
3. Information regarding the issuance and private placement of ordinary shares for capital increase to specific individuals.
4. Documents and evidence that shareholders must present on the meeting day.
5. Company bylaws related to the Shareholders' Annual Meeting.
6. Proxy forms: Form A, Form B, and Form C.
7. Information about independent directors acting as proxy representatives from shareholders.
8. Procedures for attending the Annual General Meeting of Shareholders No. 1/2023 and the voting process.
9. Venue map for the Annual General Meeting of Shareholders No. 1/2023.

At the meeting of the Board of Directors of DHouse Pattana Public Company Limited ("the Company") No. 4/2023, it was resolved to convene the Annual General Meeting of Shareholders No. 1/2023 on 24 November 2023, at 13:30 PM, in the meeting room of DHouse Pattana Public Company Limited, located at 99 Sarakham-Wapi Pathum Road, Tumbon Talat, Amphur Mueang Maha Sarakham, Maha Sarakham Province, 44000. The agenda for the meeting is as follows:

Agenda 1: Consideration of the Approval of the Annual General Meeting of Shareholders Report for the year 2023, held on 27 April 2023.

Facts and Reasons: The Company held the Annual General Meeting of Shareholders for the year 2023 on 27 April 2023, during which various matters were discussed as outlined in the meeting invitation. Details are included in the accompanying document.

Board of Directors' Comments: The Board of Directors recommends that the Shareholders' Meeting approve the Annual General Meeting of Shareholders Report for the year 2023 of Dhouse Pattana Public Company Limited , held on 27 April 2566, as the Board believes it has been accurately recorded.

Voting Resolution: This agenda must be passed by the affirmative votes of the majority of shareholders present at the meeting and casting their votes.



Agenda 2: Consideration of Approving the Reduction of Registered Capital of the Company and Further Amendment of the Company's Articles of Association, Article 4, to Conform with the Reduction of Registered Capital of the Company.

Facts and Reasons: To comply with Section 136 of the Public Limited Companies Act, B.E. 2535 (as amended), which stipulates that a company can increase its capital by issuing new shares, provided that all existing shares have been fully issued and paid, or in the case where not all shares have been fully issued, the additional shares must be issued to accommodate convertible preferred shares or rights to purchase shares. Therefore, the Company must reduce its registered capital by canceling 84,000,000 unissued ordinary shares at a par value of 0.50 Baht each, which were allocated to support the issuance of additional ordinary shares under a General Mandate for Private Placement, approved at the Annual General Meeting of Shareholders for the year 2023 on 27 April 2023.

Furthermore, the Board of Directors of the Company approved the proposal to present at the Annual General Meeting of Shareholders No. 1/2023 for consideration the amendment of Article 4 of the Company's Articles of Association to conform to the reduction of the registered capital of the Company, as follows:

| | | |
|---------------------------------|--------------------|---------------------------------------|
| "Article 4. Registered Capital: | 420,000,000 Baht | (Four Hundred Twenty Million Baht), |
| divided into | 840,000,000 shares | (Eight Hundred Forty Million Shares) |
| with a par value of | 0.50 Baht | (Fifty Satang) per share, |
| divided into Ordinary Shares: | 840,000,000 shares | (Eight Hundred Forty Million Shares), |
| and Preferred Shares: | - shares | (No Preferred Shares)." |

This also includes the authorization granted to the Company's Board of Directors and/or Managing Director and/or any person appointed by the Board of Directors and/or Managing Director to determine the conditions and details related to the capital reduction and to amend the wording or content in the meeting report, Articles of Association, and any applications or take any action to comply with the Registrar's orders for registering the capital reduction and further amending the Company's Articles of Association with the Department of Business Development, Ministry of Commerce.

Board of Directors' Comments: The Board recommends proposing to the Shareholders' Meeting for approval the reduction of the registered capital of the Company from 462,000,000 Baht to a new registered capital of 420,000,000 Baht by canceling 84,000,000 unissued ordinary shares at a par value of 0.50 Baht each, which were allocated to support the issuance of additional ordinary shares under a General Mandate for Private Placement. The Board also recommends approval of the further amendment of Article 4 of the Company's Articles of Association to conform to the reduction of registered capital, along with authorization.



Voting Resolution: This agenda must be passed by a resolution approved by no less than three-fourths (3/4) of the total votes of shareholders present at the meeting and eligible to cast their votes.

Agenda 3: Consideration of Approving the Increase in the Registered Capital of the Company as Compensation for the Acquisition of Ordinary Shares of Asset Group Khon Kaen Co., Ltd. ("AGKK"), and Further Amendment of the Company's Articles of Association, Article 4, to Conform with the Increase in Registered Capital of the Company.

Facts and Reasons: To pay for the purchase of 54,000 shares of AGKK from 18 shareholders at a price of 1,000 Baht per share (equivalent to par value), totaling 54,000,000 Baht. The Board of Directors approved the proposal to present at the Annual General Meeting of Shareholders No. 1/2566 for consideration the approval of the increase in the registered capital of the Company with the specified purpose of using funds in the amount of 33,378,662.50 Baht, from the original registered capital of 420,000,000 Baht to a new registered capital of 453,378,662.50 Baht. This involves the issuance of additional ordinary shares, totaling 66,757,325 shares, at a par value of 0.50 Baht each, to accommodate the offer to limited persons (Private Placement). Details are provided in the capital increase report (F53-4).

Furthermore, the Board of Directors of the Company approved the proposal to present at the Annual General Meeting of Shareholders No. 1/2566 for consideration the amendment of Article 4 of the Company's Articles of Association to conform to the increase in the registered capital of the Company, as follows:

"Article 4. Registered Capital: 453,378,662.50 Baht (Four Hundred Fifty-Three Million Three Hundred seventy-Eight Thousand Six Hundred Sixty-two Baht and Fifty Satang),
divided into 906,757,325 shares (Nine Hundred Six Million Seven Hundred Fifty-Seven Thousand Three Hundred Twenty-Five Shares)
with a par value of 0.50 Baht (Fifty Satang) per share,
divided into Ordinary Shares: 906,757,325 shares (Nine Hundred Six Million Seven Hundred Fifty-Seven Thousand Three Hundred Twenty-Five Shares),
and Preferred Shares: - shares (No Preferred Shares)."

This also includes the authorization granted to the Company's Board of Directors and/or Managing Director and/or any person appointed by the Board of Directors and/or Managing Director to determine the conditions and details related to the capital increase and to amend the wording or content in the meeting report, Articles of Association, and any applications or take any action to comply with the Registrar's orders for registering the capital increase and further amending the Company's Articles of Association with the Department of Business Development, Ministry of Commerce.

Board of Directors' Comment: It is advisable to propose that the shareholders consider approving the increase in the company's registered capital by 33,378,662.50 Baht from the current registered capital of 420,000,000 Baht, resulting in a new registered capital of 453,378,662.50 Baht. This increase would involve the issuance of 66,757,325 additional ordinary shares at a par value of 0.50 Baht per share to facilitate a private placement to limited individuals. The Board of Directors also recommends approving additional amendments to Article 4 of the company's Articles of Association to align with the increased registered capital. This proposal is in line with the rationale and details provided above.

Voting: This agenda must pass by a resolution approved by no less than three out of four (3/4) of the total votes from all the shareholders present who have the right to cast their votes. (Note: Agenda 3 and Agenda 4 are closely related; thus, they must receive the same level of approval to be legally effective.)

Agenda 4: considering the approval of the allocation of additional ordinary shares of the company for sale to limited persons (Private Placement) as compensation for the acquisition of ordinary shares of Asset Group Khon Kaen Co., Ltd. ("AGKK").

Facts and Reasons: At a meeting of the company's board of directors, a resolution was passed to present to the annual general meeting of shareholders, 1/2023, for approval the allocation of up to 66,757,325 ordinary shares at a par value of 0.50 Baht per share to limited persons (Private Placement). This allocation is intended as compensation for the purchase of AGKK's ordinary shares, and it involves 18 shareholders as detailed below:

| No. | List of names | Relationship with the Company | Number of shares |
|-----|------------------------------|----------------------------------|-------------------------|
| 1 | Mr. Songphon Thanakittipoom | No relationship with the company | Not more than 3,337,866 |
| 2 | Mr. Chukiat Homwichian | No relationship with the company | Not more than 3,337,866 |
| 3 | Mr. Chatchai Homwichian | No relationship with the company | Not more than 3,337,866 |
| 4 | Mr. Anon Charataroonchai | No relationship with the company | Not more than 3,337,866 |
| 5 | Mr. Phonthep Charataroonchai | No relationship with the company | Not more than 6,675,733 |
| 6 | Mr. Panu Thongmetheerat | No relationship with the company | Not more than 3,337,866 |
| 7 | Miss Suphon Thongmetheerat | No relationship with the company | Not more than 3,337,866 |

| | | | |
|---|-------------------------------|----------------------------------|---------------------------------|
| 8 | Mrs. Wichaya Thongmetheerat | No relationship with the company | Not more than 3,337,866 |
| 9 | Mrs. Srisakul Upkarnkul | No relationship with the company | Not more than 3,337,866 |
| 10 | Mr. Burin Awatchanakarn | No relationship with the company | Not more than 3,337,866 |
| 11 | Miss Teeraya Awatchanakarn | No relationship with the company | Not more than 3,337,866 |
| 12 | Mr. Thammanoon Aramphongphan | No relationship with the company | Not more than 2,002,720 |
| 13 | Lt. Thanakrit Ekayokya | No relationship with the company | Not more than 1,335,147 |
| 14 | Mr. Phongsakorn Latthirasuwan | No relationship with the company | Not more than 6,675,733 |
| 15 | Mr. Phanupong Latthirasuwan | No relationship with the company | Not more than 6,675,733 |
| 16 | Mr. Suraphong Lathithirasuwan | No relationship with the company | Not more than 5,340,586 |
| 17 | Mr. Chonchai Thipayopas | No relationship with the company | Not more than 1,335,147 |
| 18 | Mr. Sawat Thammakornkul | No relationship with the company | Not more than 3,337,866 |
| Total number of allocated shares | | | Not more than 66,757,325 |

The proposal outlines that the offer price for the issuance of additional equity shares should not be less than 90% of the weighted average market price of the company's shares over a period of not less than 7 consecutive business days and not more than 15 consecutive business days before the date the company sets the offer price. The weighted average market price of the company's shares over the last 15 consecutive business days before 3 business days prior to the date of the company's board meeting, held on 17 October 2023, the weighted average price of the company's shares for the past 15 consecutive days (25th September 2023 - 16th October 2023), the calculated reference price is 0.8988 Baht per share. (information obtained from SETSMART, as per www.setsmart.com). After deducting a discount of not more than 10 percent, the price will be equal to 0.8089 baht per share. As the company has yet to determine the offer price for the additional shares, it delegates the authority to the company's board of directors and/or its executives to determine this price. This offer



price must not be lower than 90% of the weighted average market price of the company's shares over a period of 7 to 15 consecutive business days before the date set for the offer price. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up and the Offering price will be to 2 decimal places. If the 3rd position is greater than 5, it will be rounded up). The date set for the offer price should not be more than 5 consecutive business days before the first offer to investors. This process occurs after the shareholders' meeting approves the issuance and sale of additional shares to limited persons. Therefore, there may be a situation where the allocated ordinary shares for sale to investors are insufficient. In such a case, the company delegates the authority to the board of directors and/or executives to compensate for the acquisition of AGKK's ordinary shares, partly in cash. If there are remaining shares, the company will present them to the shareholders' meeting for approval to reduce the registered capital for the unsold shares.

For the determination of the offer price for the issuance of additional common shares, the company delegates the authority to the company's board of directors and/or its executives. The set offer price should not be lower than 90% of the weighted average market price of the company's common shares. The weighted average market price of the company's common shares is calculated over a period of not less than 7 consecutive business days and not more than 15 consecutive business days before the date set for the offer price. It's worth noting that the date set for the offer price should not be more than 5 consecutive business days before the first offer to potential shareholders. This process occurs after the shareholders' meeting approves the issuance and sale of additional shares to limited persons. The offer price should be determined by considering the company's best interests and the shareholders' interests, in accordance with the announcement of the Securities and Exchange Commission (SEC) regarding the permission for registered companies to offer new shares to limited persons, dated 28 December 2022 (and any subsequent amendments), referred to as "Announcement SEC 28/2565".

Furthermore, if the offer price for the issuance of additional common shares to limited persons (Private Placement) is less than 90% of the market price of the company's shares before the offer date to the shareholders of AGKK, the company is obligated to prevent shareholders in AGKK from selling all the common shares acquired through the offering within a one-year period, commencing from the date when the company's common shares begin trading on the stock exchange (Silent Period). However, after the 6-month period from the date when the company's common shares begin trading on the stock exchange, shareholders in AGKK can gradually sell the restricted shares, not exceeding 25% of the total restricted shares, in line with the criteria set by the Stock Exchange of Thailand (SET) Announcement on the Criteria, Conditions, and Procedures for Granting Common Shares or Equity-Linked Securities of Registered Companies. It's essential to note that each shareholder in AGKK is not a related person to the company, as defined by the Securities and Exchange Commission (SEC) Announcement No. 21/2551 regarding Criteria for Dealing with Connected Transactions and the SET



Announcement on the Disclosure of Information and Practices of Registered Companies in Related Transactions, 2003. Additionally, after conducting these transactions, shareholders in AGKK must not nominate individuals for director or executive positions within the company. Moreover, each shareholder in AGKK is not a related person according to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended).

Before entering into this transaction, there were no related parties among the recipients of the share allocation in AGKK, as per Section 258 of the Securities and Exchange Act B.E. 2535 (as amended). Consequently, each shareholder in AGKK, after participating in this transaction, holds shares of the company less than 25% of the total voting rights of the company. Thus, each shareholder in AGKK is not required to make a Tender Offer, as stipulated in the SEC Announcement No. 12/2554 concerning the Criteria, Conditions, and Procedures for the Acquisition of Business Operations. Shareholders are also not subject to the provisions of Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) regarding the Takeover of Business Operations.

Furthermore, at the company's board meeting, a resolution was passed to propose to the shareholders' meeting that they consider approving the delegation of authority to the company's board of directors, and/or the CEO, and/or any person appointed by the company's board of directors, and/or the CEO to be authorized to carry out any actions related to the issuance, allocation, and reservation of ordinary shares for private placement to the abovementioned limited group of individuals. These actions include the following:

- 1.) The determination, modification, and addition of details regarding the issuance, allocation, and reservation of ordinary shares for capital increase, the day of offering ordinary shares for capital increase, the method of payment for such shares, as well as the various activities related to the issuance, allocation, and reservation of ordinary shares for capital increase. Additionally, this includes overseeing the submission of information and disclosure of details relevant to the stock exchange.
- 2.) The signing, modification, changes, contact, or notification of various items in the application documents and essential evidence related to the issuance, allocation, reservation, and delivery of ordinary shares for capital increase, including contacting and submitting permit applications, documents, and evidence to the Ministry of Commerce, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies, or other relevant authorities. Additionally, it encompasses the authority to carry out any necessary and appropriate actions within the framework of applicable laws to successfully issue, offer, and allocate ordinary shares for capital increase to limited persons in the Company.

In accordance with the announcement No. 28/2565 regarding the permission for the company to register the offering of new shares to limited persons, dated 28 December 2022 (and any subsequent amendments), it stipulates that the company must complete the offering and sale of shares within the time frame approved at the



shareholders' meeting. However, this offering must be completed within 12 months from the date of the shareholders' meeting's resolution to allow the sale of shares, in cases where the committee determines the offering price according to the market price.

Furthermore, the issuance of ordinary shares to increase the company's capital, as described above, must receive approval from the shareholders' meeting of the company. It must also obtain approval for the offering of new ordinary shares to limited persons from the Office of the Securities and Exchange Commission (SEC) in accordance with the provisions of announcement No. 28/2565, titled "Permission for the Company to Register the Offering of New Shares to Limited Persons," dated 28 December 2022 (and any subsequent amendments), before proceeding with the offering and allocation of the company's ordinary shares for private placement.

Additional Impact on Shareholders Resulting from the Issuance and Offering of Additional Capital Shares to Limited Parties, Divided into:

- 1.) Impact on the Company's Share Price (Price Dilution) - The company shall consider setting the offering price of common stock capital increase at not less than 90 percent of the weighted average stock price of the company's shares over the last 7 consecutive business days but not exceeding 15 consecutive business days prior to the day the company sets the offering price. According to the reference price at the Board of Directors' meeting No. 4/2023 held on 17 October 2023, the weighted average stock price of the company's shares over the last 15 consecutive business days, between 25 September 2023, and 16 October 2023, was used. The company expects that after the offering and allocation of common stock capital increase to the recipients of this allocation, it will result in the original shareholders experiencing a Price Dilution of 1.02 percent.
- 2.) Impact on Shareholders' Ownership Percentage (Control Dilution) - The company expects that after the offering and allocation of common stock capital increase to the recipients of this allocation, Control Dilution will occur, equal to 7.36 percent. This means that the original shareholders, who collectively hold 100 percent of the registered capital after the capital increase, will have a reduced ownership percentage and voting rights of the company by 7.36 percent, or their ownership percentage will be reduced to only 92.64 percent of the registered capital after the offering of common stock capital increase.
- 3.) Impact on Earnings per Share (EPS Dilution) - Due to the company incurring a net loss from its operations, it is not possible to calculate.

Board of Directors' Statement on Capital Increase

The Board of Directors certifies that due diligence was exercised in evaluating and verifying the information of each individual investor, and with due care, it is of the opinion that the aforementioned individuals



have the potential to invest or have taken actions to ensure that they can genuinely invest in the company. Regarding the offering of common stock capital increase to limited parties (Private Placement) with criteria for setting the offering price, which shall not be less than 90 percent of the market price of the company's common stock. The market price of the company's common stock, as stipulated, shall be based on the weighted average price of the company's stock over the last not less than 7 consecutive business days but not exceeding 15 consecutive business days before the day of setting the offering price. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up and the Offering price will be to 2 decimal places. If the 3rd position is greater than 5, it will be rounded up) The average price as mentioned must use the daily trading average price. The day of setting the offering price shall not be more than 5 business days before the first day of offering to investors. This will occur after the shareholders' meeting has passed a resolution to issue and offer the capital increase shares to limited parties successfully. The Board of Directors and/or the CEO are delegated to determine the offering price. The Board of Directors is of the opinion that the allocation of common stock capital increase of the company is appropriate and beneficial for the company and its shareholders because the company does not need to pay cash to purchase shares in AGKK. Consequently, this transaction will not have a significant impact on the company's financial liquidity. Furthermore, this transaction will assist the company in expanding its real estate development business in the Khon Kaen province, which is expected to improve the company's business performance.

Moreover, in the event that the company's board of directors fails to perform their duties in accordance with the company's objectives and bylaws, as well as the resolutions passed in an honest and conscientious manner by the shareholders' meeting, and in the matter related to the capital increase on this occasion, and if their actions or omissions cause damage to the company, shareholders have the right to claim compensation from the said directors on behalf of the company, in accordance with Article 85 of the Public Limited Company Act, B.E. 2535 (and subsequent amendments).

If such a failure to perform their duties leads to benefits to the directors or related parties without approval, one or more shareholders, collectively holding no less than 5 percent of the total voting rights of the company, can request the company to take action. If the company does not act upon the shareholders' request within 1 month of receiving it, the shareholders have the right to claim the benefits from the directors on behalf of the company, as stipulated in Article 89/18 of the Securities and Exchange Act, B.E. 2535 (and subsequent amendments).

Additional details concerning the issuance and offering of ordinary shares for private placement are provided in the **attachment 3**.

Board Comments: It is recommended to propose to the shareholders' meeting for approval of the allocation of 66,639,381 common shares, with a par value of 0.50 Baht per share, to individuals in the limited group (Private

Placement), as compensation for the purchase of common shares of Asset Group Khon Kaen Public Company Limited, This allocation is intended as compensation for the purchase of AGKK's ordinary shares, and it involves 18 shareholders as detailed below:

| No. | List of names | Relationship with the Company | Number of shares |
|-----|-------------------------------|----------------------------------|-------------------------|
| 1 | Mr. Songphon Thanakittipoom | No relationship with the company | Not more than 3,337,866 |
| 2 | Mr. Chukiat Homwichian | No relationship with the company | Not more than 3,337,866 |
| 3 | Mr. Chatchai Homwichian | No relationship with the company | Not more than 3,337,866 |
| 4 | Mr. Anon Charataroonchai | No relationship with the company | Not more than 3,337,866 |
| 5 | Mr. Phonthep Charataroonchai | No relationship with the company | Not more than 6,675,733 |
| 6 | Mr. Panu Thongmetheerat | No relationship with the company | Not more than 3,337,866 |
| 7 | Miss Suphon Thongmetheerat | No relationship with the company | Not more than 3,337,866 |
| 8 | Mrs. Wichaya Thongmetheerat | No relationship with the company | Not more than 3,337,866 |
| 9 | Mrs. Srisakul Upkarnkul | No relationship with the company | Not more than 3,337,866 |
| 10 | Mr. Burin Awatchanakarn | No relationship with the company | Not more than 3,337,866 |
| 11 | Miss Teeraya Awatchanakarn | No relationship with the company | Not more than 3,337,866 |
| 12 | Mr. Thammanoon Aramphongphan | No relationship with the company | Not more than 2,002,720 |
| 13 | Lt. Thanakrit Ekayokya | No relationship with the company | Not more than 1,335,147 |
| 14 | Mr. Phongsakorn Latthirasuwan | No relationship with the company | Not more than 6,675,733 |



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| 16 | Mr. Suraphong Lathithirasuwan | No relationship with the company | Not more than 5,340,586 |
| 17 | Mr. Chonchai Thipayopas | No relationship with the company | Not more than 1,335,147 |
| 18 | Mr. Sawat Thammakornkul | No relationship with the company | Not more than 3,337,866 |
| Total number of allocated shares | | | Not more than 66,757,325 |

as well as to approve the associated delegation of authority in accordance with the details presented in the facts and reasons above.

Additionally, the company's board of directors has expressed its opinion regarding the allocation of additional capital shares for the purpose of offering them to limited parties (Private Placement) as compensation for obtaining common shares of AGKK as follows:

Reasons and Necessity for Offering New Shares to Limited Parties:

The company's board of directors believes that offering shares to limited parties on this occasion is a means of compensating for the acquisition of common shares of AGKK in lieu of cash payment. This approach will not significantly affect the company's financial liquidity. Furthermore, AGKK is engaged in the real estate business and holds land with the potential for project development in the Khon Kaen province. After the successful completion of this transaction, the company plans to develop the aforementioned real estate, which is expected to generate revenue and returns for the company in the future.

Moreover, this transaction alleviates the financial burden on the company, as it would have otherwise needed to raise capital through other means, such as borrowing funds, which could have increased the company's debt and interest expenses. If the capital increase were to be distributed to existing shareholders in proportion, it might lead to uncertainty regarding the amount of capital raised, and existing shareholders might have to make additional capital contributions within a longer time frame. Therefore, the board of directors sees the allocation of additional capital shares to limited parties (Private Placement) on this occasion as necessary and reasonable for conducting this transaction.

The Feasibility of the Capital Increase Plan and the Use of Funds Obtained from the Share Offering:

The company's board of directors is of the opinion that the issuance of additional common stock capital and the allocation of such capital on this occasion are intended as compensation for the purchase of common shares of AGKK from the selling shareholders of AGKK. This consideration is made taking into account the feasibility of the business plan and the capabilities of the management. The company anticipates that the entire transaction process will be completed within four months from the date of approval at the shareholders' meeting



to allocate the additional capital shares of the company to the selling shareholders of AGKK as compensation for the purchase of AGKK common shares. This includes the approval of necessary matters and/or issues related to the said transaction.

The Rationality of Capital Increase and the Plan for Using Funds from Share Offering, as well as the Adequacy of Capital Sources in Case the Funds from Share Offering Don't Cover the Entire Budget Required for Executing the Plan

The allocation of additional capital shares to limited parties (Private Placement) on this occasion, provided to the selling shareholders of AGKK, does not exceed 66,757,325 shares. It serves as compensation for the purchase of AGKK shares amounting to 54,000 shares at a price of 1,000 Baht per share (equivalent to the par value). The total value is 54,000,000 Baht, compensated in the form of shares rather than cash. The board of directors of the company and/or the CEO are authorized to set the share offering price. The share offering price must not be lower than 90% of the market price of the company's common shares. The market price of the company's common shares is defined as the weighted average price of the company's shares for a period not less than 7 consecutive days and not exceeding 15 consecutive days before the day of the share offering price determination. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up and the Offering price will be to 2 decimal places. If the 3rd position is greater than 5, it will be rounded up) The share offering price determination date must not be more than 5 days before the first day of offering to the selling shareholders of AGKK. This process occurs after the meeting of the shareholders' decision to authorize the company to issue and offer additional capital shares to limited parties has been successfully conducted.

The board of directors of the company believes that setting the share offering price, which must not be lower than 90% of the weighted average price of the company's shares for a period of at least 7 consecutive days and not exceeding 15 consecutive days before the day of the share offering price determination, is reasonable. This is because the issuance of additional capital shares on this occasion, in order to compensate for the purchase of AGKK common shares from selling shareholders of AGKK, is a rational means to raise funds. The company's decision to issue additional capital shares to limited parties (Private Placement) on this occasion instead of seeking funds for compensation for the purchase of AGKK common shares from selling shareholders through other methods, such as borrowing money, is grounded in the potential consequences. These consequences may include an increase in the company's debt burden and interest payments and potential uncertainties in the amount of capital raised. Furthermore, this approach may pose a burden on existing shareholders, potentially requiring them to pay additional capital, and involve a longer time frame compared to increasing capital for limited parties.

However, since the company has not yet determined the offering price for the additional shares, in the event that there are insufficient shares of the company's common stock allocated for sale to investors due to not



having specified the offering price for such shares, the board of directors or the CEO of the company is granted the authority to use cash to compensate for the remaining portion of the purchase of AGKK common shares in the transaction. If there are any remaining shares from this transaction, the company will present this matter to a shareholders' meeting for consideration and approval for the reduction of the registered capital for the shares that have not been issued further.

The anticipated impact on the company's business operations, financial position, and performance

The Board of Directors of the company believes that the issuance of additional shares and their allocation to the selling shareholders of AGKK in order to compensate for the cost of acquiring AGKK shares in this instance is beneficial for the company's business. The company will acquire assets from AGKK, specifically land in the Khon Kaen province comprising 61 plots, totaling 299 rai 1 ngan 24.8 square wah, with a total appraised value of THB 85,250,618. This appraisal was conducted by Real Estate Appraisal Company Limited (a company appraising marketable securities that has been approved by the SEC) as of 15 August 2023, with the objective of assessing the public interest. When compared to the issuance and allocation of ordinary shares by the company in this instance, totaling not more than 66,757,325 shares with a par value of THB 0.50 per share, the offering price for the shares should not be less than 90% of the market price of the company's ordinary shares. The market price of the company's ordinary shares is defined as the average weighted price of the shares for the preceding 7 consecutive trading days and not exceeding 15 consecutive trading days before the date of the offering price determination. Subsequently, the offering price is calculated to be a total value of THB 54,000,000 to be provided to private placement participants. The company anticipates that these assets will be used for the development of real estate, which is expected to have a positive impact on the company's future business performance.

Furthermore, using the company's newly issued shares to compensate for the acquisition of AGKK shares instead of using cash will allow the company to preserve its cash reserves and working capital, as well as eliminate the need for raising funds through other means such as loans from financial institutions.

Voting Resolution: This agenda must be passed with a vote of no less than three out of four (3/4) of the total votes of the attending shareholders who have the right to cast their votes. (This agenda, number 4, is related to agenda number 3, and therefore, in order to have legal effect, both agenda 4 and agenda 3 must be approved in the same manner.)

Agenda 5: Consider Other Matters (if any)



Facts and Reasons: According to Section 105, paragraph two of the Public Limited Company Act B.E. 2535, it is stipulated that "...shareholders holding not less than one-third of the total saleable shares may request consideration of matters other than those specified in the notice of the meeting..."

Board Comments: The Board of Directors of the company, therefore, deems it appropriate to include this agenda to allow shareholders who wish to have matters considered other than those specified by the company's board in this meeting. This inclusion aims to provide an opportunity for shareholders and/or the company's board and/or related individuals to ask questions or provide explanations (if any).

Moreover, in order to ensure the flexibility of the Ordinary Shareholders' Meeting 1/2023 to adjust according to the circumstances, the Board of Directors of the company has resolved to empower the Chief Executive Officer, the Executive Committee, or the person acting as the Chief Executive Officer, or the Board of Directors, to have the authority to consider amendments or changes to the details of the Ordinary Shareholders' Meeting 1/2023 as deemed appropriate if any circumstances arise that require changes to the meeting, such as changes in the date, time, location, meeting agenda, and meeting format, as originally specified, or other actions as required by the law. This decision takes into consideration the importance of shareholders' interests and complies with legal frameworks, regulations, and other recommendations that may be announced in the future. The Board of Directors will report to shareholders accordingly.

To facilitate a swift and smooth registration process for the shareholders' meeting, the company will open the registration starting at 09:00 a.m. on the meeting day. In order to expedite the registration process, please review the registration procedure and prepare the necessary documents as detailed in the accompanying materials (**attachment 4**).

The company will conduct the meeting in accordance with the company's regulations, as specified in the documents provided (**attachment 5**).

To further promote good corporate governance, if any shareholder wishes to appoint a representative to attend the meeting and vote on their behalf, please fill out the proxy form (Form G, Form H, or Form K). These forms are for use in cases where shareholders are foreign investors or have appointed a Custodian in Thailand as their depositary and custodian for shares (**attachment 6**), as stipulated in the Department of Business Development's announcement regarding the format of proxy forms (Form No. 5) B.E. 2550 and affix a 20 Baht stamp duty. You must submit and/or present documents or evidence confirming your status as a shareholder or the representative of a shareholder with the right to attend the meeting as specified in the accompanying materials (**attachment 4**).

Furthermore, shareholders have the option to appoint an independent proxy, as listed with their details in the accompanying materials (**attachment 7**), to participate in the meeting and cast votes on their behalf. We kindly



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

request your cooperation to submit the proxy letter to the company by 17 November 2023, or to present the proxy letter to the registration personnel before entering the meeting.

We would like to invite all shareholders to participate in the Annual General Meeting of Shareholders (AGM) scheduled for 23 November 2023, at 13:30 p.m. The meeting will be held at DHouse Pattana Company Limited (Public Company Limited), located at 99 Sarakam-Wapi Pathum Road, Tumbon Talat, Amphoe Mueang Maha Sarakham, Maha Sarakham Province, 44000. You can review the details on how to participate in the meeting and vote in the accompanying materials (Item 8), along with a location map provided in **attachment 9**.

Sincerely,

A handwritten signature in black ink, appearing to read 'Teerapan Ungphakorn', with a stylized flourish at the end.

[Ms. Teerapan Ungphakorn]

Chairperson of the Company's Board