



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

**Minutes of the Annual General Meeting of Shareholders Year 2023
of
DHouse Pattana Public Company Limited**

The meeting was held on April 27, 2023 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. Chaikut 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. Ong-art Chanprasitichai | Independent Director / Chairman of the Audit Committee |
| 9. Mr. Utis Bhongchirawattana | Independent Director |

All 9 company directors attended the meeting.

The Management who attended the meeting

- | | |
|----------------------------|-------------------------|
| Ms. Kamolchanok Chantrakul | Company Secretary |
| Ms. Wanna Sribunruaeng | Chief Financial Officer |
| Ms. Patchara Arraksa | Secretary |

The invitees to attend the meeting are as follows:

1. Mr. Chaiwat Saetiaiw, 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 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



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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 December 15, 2022, 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 2023 Annual General Meeting of Shareholders and submit questions in advance in accordance with the Company's criteria. The Company had informed the Stock Exchange of Thailand to notify investors and publish the event on the Company's website. The agenda was scheduled to be sent back to the Company from December 15, 2022 to January 31, 2023. 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 2023.

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 2022 Annual General Meeting of Shareholders on April 26, 2022;

Agenda 2: To acknowledge the Company's operating results for the year 2022;

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 2022 ended December 31, 2022;

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, 2022

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

Agenda 6: To consider and approve the remuneration of the Company's directors for the year 2023;



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Agenda 7: To consider and approve the appointment of auditors and to determine the audit fee for the year 2023;

Agenda 8: To consider and approve the issuance and offering of newly issued ordinary shares under a general mandate, to offer for sale to a specific person (Private Placement) in the amount not exceeding 84,000,000 shares at a par value of 0.50 baht per share.

Agenda 9: To consider and approve the increase of the registered capital in the amount of 42,000,000 baht from the original registered capital of 420,000,000 baht to the new registered capital of 462,000,000 baht by issuing ordinary shares to increase capital in the amount of not more than 84,000,000 shares at the par value of 0.50 baht per share and to approve the amendment to Clause 4 of the Memorandum of Association in line with the increase in registered capital.

Agenda 10: To consider and approve the allocation of newly issued ordinary shares under a general mandate in the amount of not more than 84,000,000 shares to be offered to specific persons (Private Placement).

Agenda 11: 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, 7 and 10 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 2023, which had to be approved by votes of not less than two-thirds of the total number of votes of the shareholders who attended the meeting;

- Part 3) Agenda no. 8 and 9 It is special agenda , which must be approved by a vote of not less than three-fourths of the number of votes, from all of the shareholders who attend the meeting and have the right to vote.

In addition, Agenda 8, Agenda 9 and Agenda 10 were considered as related agendas and that there are mutual conditions. Therefore, if any agenda is not approved by the meeting from the general meeting of shareholders, the agenda approved by the meeting shall be deemed cancelled and there will not be a consideration of any other related agendas and the agendas that are conditional with the agenda that is not approved by the general meeting of shareholders.



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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 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 11.

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. In this meeting, the Company also recorded the meeting in the form of video media.

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 2023 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 40 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 1:46 p.m., there were 28 shareholders attending the meeting in person, counted as the total number of shares equal to 510,013,900 shares, and by



granting 11 proxies, counted as the total number of shares equal to 205,078,900 shares. Total shareholders attending the meeting in person and by proxy were of 39 people, totaling 715,092,800 shares, representing 85.13 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 2023.

The meeting started.

Agenda 1: To certify the minutes of the 2022 Annual General Meeting of Shareholders on April 26, 2023.

The Chairman proposed the meeting to consider approving the minutes of the 2022 Annual General Meeting of Shareholders, held on April 26, 2022, 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 2022 Annual General Meeting of Shareholders of DHouse Public Company Limited.

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

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

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

Meeting's resolution: The meeting has considered and passed a resolution certifying the minutes of the 2022 Annual General Meeting of Shareholders on April 26, 2022 according to what the Chairman has proposed in all respects with the following votes:

Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

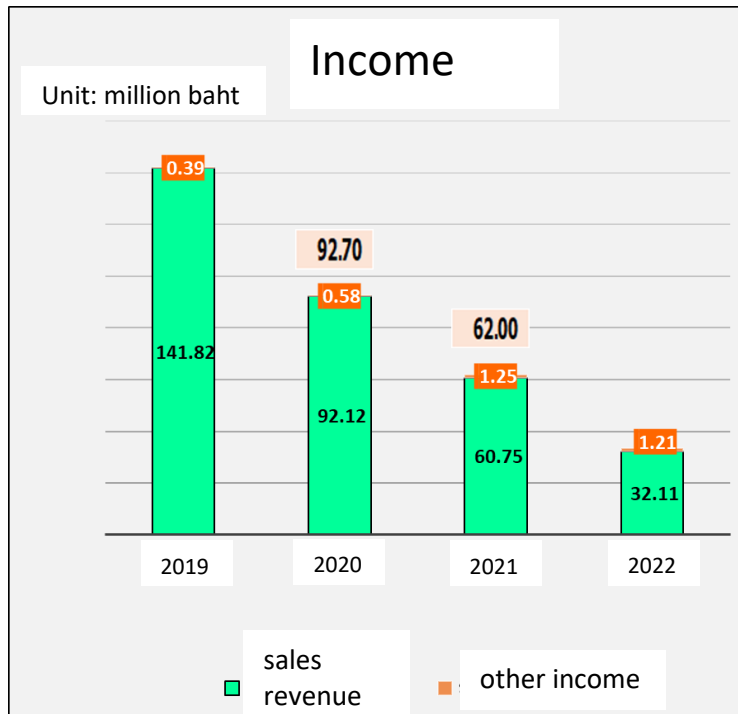
Agenda 2: To acknowledge the Company's operating results for the year 2022

The Chairman stated to the meeting that the Company has summarized the operating results for the year 2022, which the Company has prepared in the 2022 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



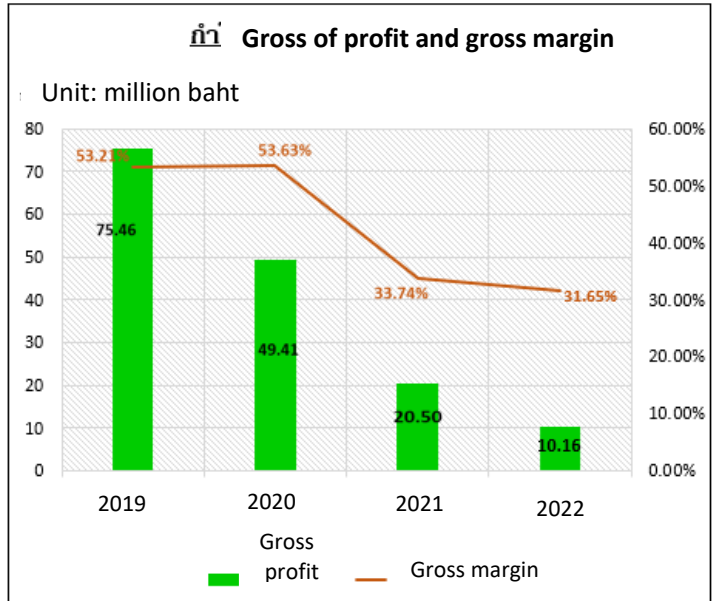
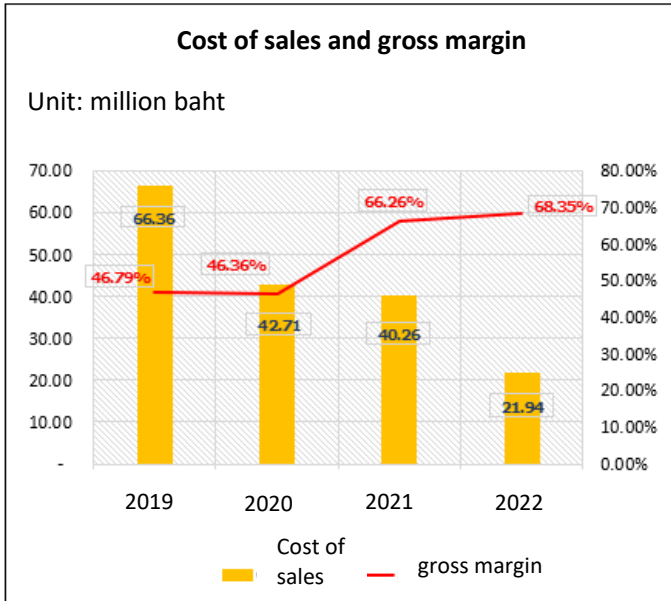
shareholders' meeting to acknowledge the Company's operating results for the year 2022 and the activities to be undertaken in the future. The Company assigned Ms. Wanna Sribunruaeng Chief Financial Office, to present the operating results of the year 2022 to the meeting.

Ms. Wanna Sribunruaeng presented the Company's operating results for the year 2022 by clarifying the data as follows:



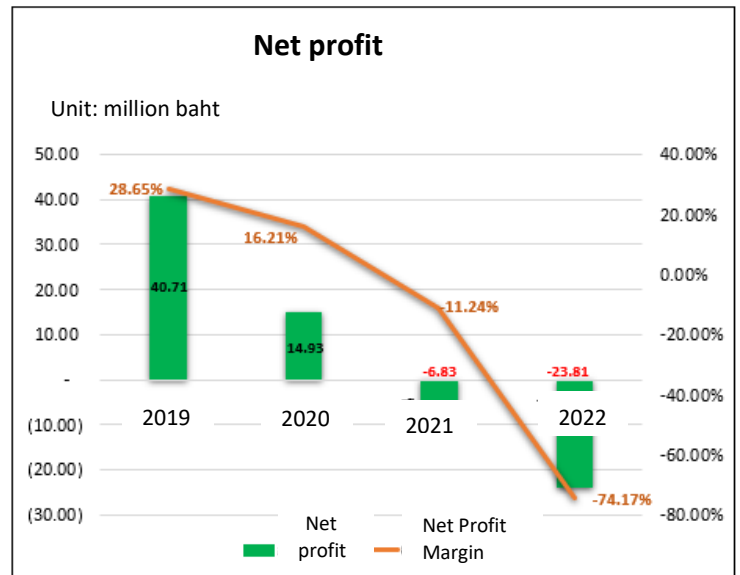
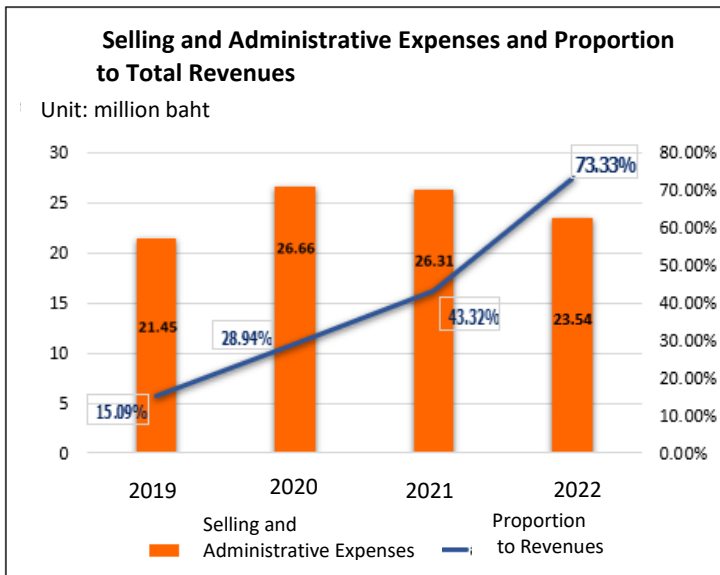
Income

For the year 2022, the Company had total revenue of 33.32 million baht, divided into revenue from real estate sales of 32.09 million baht, revenue from sales product for the subsidiary of 0.02 million baht. Compared to the year 2021 that had total revenue of 62 million baht, there was a decrease of 28.68 million baht or 46.26%, mainly due to a decrease in sales due to customers temporarily delaying visiting the project and making a purchase decision.



Cost of sales and gross margin

For the year 2022, the Company had cost of sales equal to 21.94 million baht or 68.35% of sales revenue and had gross profit of 10.16 million baht or a gross profit margin of 31.65% of sales revenue. When compared to the year 2021 with cost of sales of 40.26 million baht and gross profit of 20.50 million baht, there was a decrease in cost of sales of 18.32 million baht, or a decrease of 45.50% and a lower gross profit, decreasing by 10.33 million baht, or a decrease of 50.41%





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Selling and administrative expenses

For the year 2022, the Company had selling and administrative expenses equal to 23.54 million baht or 73.33 of sales revenue. Compared to the year 2021, with the selling and administrative expenses of 26.31 million baht, there was a decrease of 2.77 million baht or a decrease of 10.53%.

Net profit

For the year 2022, the Company had a net loss of 23.81 million baht or a net loss rate of 74.17%, an increase of 16.98 million baht or an increase of 248.62% when compared to the year 2021. mainly due to a decrease in sales. This made the home ownership transfer plan not going as expected. And for the expenses of the Company, it still has administrative expenses that are higher when compared to sales revenue 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.

The Chairman further stated about Thailand's private sector participation in anti-corruption (CAC) that the Company has filed for participation on 14 August 2021, but because the Company could not prepare the documents in time, it resulted in blackout status. The Company will be able to submit documents again on 14 August 2023.

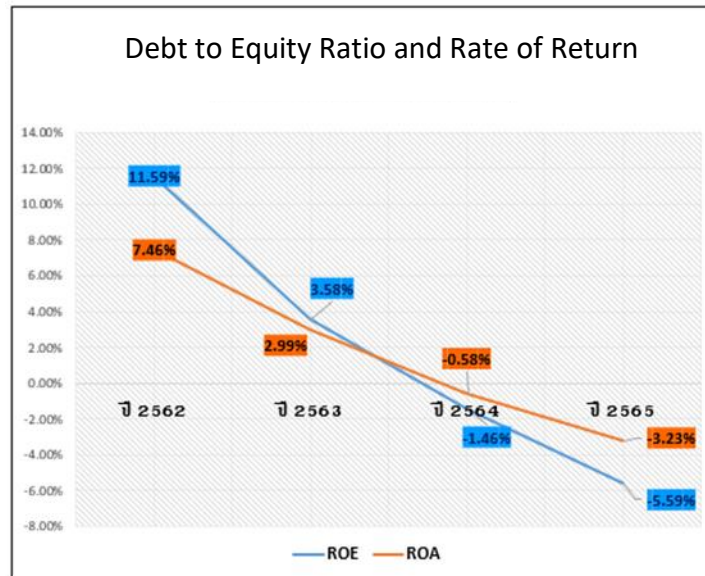
Agenda 3 to consider and approve the statement of financial position, comprehensive income account, and audit report of financial statements by Certified Public Accountant for the year 2022 ended December 31, 2022.

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, 2022, 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, 2022 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 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 Ms. Wanna Sribunruaeng Chief Financial Officer, to propose details to the meeting

Ms. Wanna Sribunruaeng reported a statement of financial position and the comprehensive income account ended December 31, 2022 and audited by a certified auditor for shareholders to briefly acknowledge. They contained the items proposed in the past agenda and had additional reports as follows:



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

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person from Thai Investors Association asked about the certification of the financial statements - according to the auditor's report on the issue of inventories and land awaiting development. She asked on what issues the Company should explain further to the auditor.

Answer: Mr. Pongpoj Lertrungporn replied that the lands awaiting development are empty lands that the Company bought and kept and there were lands that were prepared to be used for various projects. This section has already been informed to the auditor. Anyway, because the Covid situation has just passed, the Company has a plan to take the land awaiting development for various projects to propose to the shareholders and will report to the auditor later.

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person from The Thai Investors Association inquired whether the Company had conditions on D/E and DSCR with financial institutions or not due to loss for 2 consecutive years.

Answer : Mr. Pongpoj Lertrungporn answered that at present the Company is not subject to conditions on D/E and DSCR.



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 2022 ended December 31, 2022 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
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, 2022

The Chairman asked Ms. Wanna Sribunruaeng Chief Financial Officer, to propose details to the meeting.

Ms. Wanna Sribunruaeng Chief Financial Officer, 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 2022 have net loss of 23.81 million baht, causing the Company to have retained net loss of 2.26 million baht ,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 2022 operating results ending on December 31, 2022



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, 2022 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
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. Wanna Sribunruaeng Chief Financial Officer, to propose details to the meeting.

Ms. Wanna Sribunruaeng 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 December 15, 2022-31 January,2023. When the said period has expired, there was no shareholder nominating a person to be considered for appointment as a director at this general meeting of shareholders.

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

- 1) Ms. Teerapan Ungphakorn -Chairman of the Board/ Independent Director/ Audit Committee
- 2) Mr. Pongpot Lertrungporn -Director/Chief Executive Officer
- 2) Mr. Pranee Lertrungporn -Director/ Executive director
- 3) Mr. Apishar Nithianantaporn - Chairman of the Nomination and Remuneration Committee
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. Ms. Teerapan Ungphakorn -Chairman of the Board/ 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 Ms. Teerapan Ungphakorn 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

5.2 Mr. Pongpot Lertrungporn Director/Chief Executive Officer

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. Pongpot Lertrungporn 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-



5.3 Ms. Pranee Lertrungporn Director/ Executive 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 Ms. Pranee Lertrungporn 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

5.4. Mr. Apishar Nithianantaporn Chairman of the Nomination and Remuneration Committee Independent Director / Audit Committee

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

Resolution: The meeting considered and resolved to approve the re-appointment of Mr. Apishar Nithianantaporn 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

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



Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2023

The Chairman asked Ms. Wanna Sribunruaeng Chief Financial Officer, to propose details to the meeting.

Ms. Wanna Sribunruaeng 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 2023 with the following items:

Position	Meeting allowance per time in 2022	Meeting allowance per time in 2023
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.

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 2023 , with the following items.



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Resolution voted	Number of votes casted (1 share = 1 vote)	As a percentage of the number of shares attending the meeting and voting
Agree	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

Agenda 7 To consider and approve the appointment of auditors and to determine the audit fee for the year 2023

The Chairman asked Ms. Wanna Sribunruaeng Chief Financial Officer, to propose details to the meeting.

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

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

1. Mr. Bunjong 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 2023. The audit fee, the quarterly audit and review fees of the Company for the year 2023 amounted to no more than 2,000,000 baht.



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Auditor's remuneration	Year 202	Year 2023
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	150,000
9. Quarterly review of financial statements (15,000 baht per quarter)	45,000	45,000
Total	2,000,000	2,000,000

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 2023. The audit fee, the quarterly audit and review fees of the Company for the year 2023 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	715,092,800	100
Disagree	-	-
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

Agenda 8 To consider and approve the issuance and offering of newly issued ordinary shares under a general mandate, to offer for sale to a specific person (Private Placement) in the amount not exceeding 84,000,000 shares at a par value of 0.50 baht per share.

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

Mr. Pongpot Lerdrungporn reported the company's tendency to continuously expand its business, including future investment plans, it is necessary to find additional sources of funding. Therefore, the Company has issued and offered for sale ordinary shares under this general mandate to increase liquidity and working capital for the Company, as well as helping strengthen the Company's capital base. This will create readiness for future operations that future projects will bring, increasing the company's income and improving its profits, which will benefit the Company and its shareholders. The Board of Directors considered and agreed to propose Shareholders to consider and approve the issuance and offering to sale of Company's newly issued ordinary shares form a general mandate amount less than 84,000,000 shares. For offering to sale to Private Placement. The par share value is 0.50 baht. The details of the allocation of newly issued ordinary shares are as follows:

Allocated to	Asset type	Shares/2	Percentage per clear capital/1
Private Placement: PP	Ordinary Shares	Less than 84,000,000 shares	Less than 10%

/1 Percentage per clear capital as of the date on which the Board of Directors of the Company passed a resolution approving a capital increase by General Mandate amount of 420,000,000 baht

/2 Amount less than 84,000,000 shares is representing less than 10% of the company's clear capital. To be Allocated to private placement, such that must not be connected persons of the Company. According to the Notification of the Capital Market Supervisory Board No. "Torjor. 21/2551". In this regard, the offering price of newly issued ordinary shares per private placement above that must not be within the scope of lower than criteria price of the relevant Securities and Exchange Commission (SEC) office



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

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person from Thai Investors Association inquired whether the capital increase by PP had already received financial support or not / what the proportion of shareholders was, to be realized by the existing shareholders.

Answer: Mr. Pongpoj Lerrungporn replied that the PP capital increase did not have any support yet. It had an opened status to prepare capital to expand the business / the proportion of shareholders of increased capital shares with the amount of not exceeding 10% of the original registered capital.

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 three-fourths of all the shareholders who attended the meeting.

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

Meeting's resolution: The meeting considered and passed a resolution approving the issuance and offering of newly issued ordinary shares under a general mandate, to offer for sale to a specific person (Private Placement) in the amount not exceeding 84,000,000 baht at a par value of 0.50 baht per share to consider and approve the 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	715,092,700	99.99
Disagree	100	0.01
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

Agenda 9 To consider and approve the increase of the registered capital in the amount of 42,000,000 baht from the original registered capital of 420,000,000 baht to the new registered capital of 462,000,000 baht by issuing ordinary shares to increase capital in the amount of not more than 84,000,000 shares at the par value of 0.50 baht per share and to approve the amendment to Clause 4 of the Memorandum of Association in line with the increase in registered capital.

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

Mr. Pongpot Lerdrungporn reported to be in line with the issuance and offering of newly issued ordinary shares under a general mandate, as proposed in the previous agenda, an increase in registered capital is necessary to accommodate such activities. There must also



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be an amendment to Clause 4 of the Memorandum of Association to be consistent with the increase in registered capital. The details are in the capital increase report form, **Attachment 5.** agreed to propose Shareholders to consider and approve the increase of the company's registered capital by another 42,000,000 baht from the original registered capital of 420,000,000 baht to 462,000,000 baht by issuing less than 84,000,000 ordinary shares. The par share value is 0.50 baht. To support the capital increase under a general mandate in the amount of less than 84,000,000 shares Besides this, they are also raised in regard to the amendment of no.4 of the Memorandum of Association to be in line with the increase of the Company's registered capital as follows:

“No.4 Registered capital amount of 462,000,000 baht (four hundred sixty-two million baht)
Divided into 924,000,000 shares (nine hundred twenty-four million baht)
Par value 0.50 baht (fifty satang)
By divide into
Ordinary share 924,000,000 shares (nine hundred twenty-four million baht)
Preference share - share (- share)”

The Board of Directors and the Management and/or the person assigned by the Board of Directors and/or the Executive Board of the Company were assigned to have the authority in signing the request or in any documents related to the registration of the amendment of the Company's memorandum of association and applying for registration of the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, making amendments or changes to requests or statements in such documents related to the registration of amendments to the Company's Memorandum of Association that must be submitted to the Department of Business Development, Ministry of Commerce, including having the power to take any action as necessary and in connection with such action as it deems appropriate, and to comply with the law regulations and the interpretation of relevant government agencies and to comply to the instructions or orders of the registrar or officials. This was asked of the meeting to consider

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 three-fourths of all the shareholders who attended the meeting.

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

Meeting's resolution: The meeting considered and passed a resolution approving the increase of the registered capital in the amount of 42,000,000 baht from the original registered capital of 420,000,000 baht to the new registered capital of 462,000,000 baht by issuing ordinary shares to increase capital in the amount of not more than 84,000,000 shares at the par value of 0.50 baht per share and to approve the amendment to Clause 4 of the Memorandum of Association in line with the increase in registered capital to consider and approve the 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	715,092,700	99.99
Disagree	100	0.01
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

Agenda 10 To consider and approve the allocation of newly issued ordinary shares under a general mandate in the amount of not more than 84,000,000 shares to be offered to specific persons (Private Placement).

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

Mr. Pongpot Lerdrungporn reported the Company has proposed an increase in the registered capital. Details are as shown in the previous agenda. Therefore, the Company deems it appropriate to allocate newly issued ordinary shares for sale under the general mandate form because it believes that the allocation of newly issued ordinary shares for sale under the general mandate can meet its financial needs to invest in each project as soon as it becomes clear. Hence, the Company proposes to the shareholders' meeting to consider and approve the allocation of not more than 84,000,000 newly issued ordinary shares with a par value of 0.50 baht per share.

Allocated to	Asset type	Shares/2	Percentage per clear capital/1
Private Placement: PP	Ordinary Shares	Less than 84,000,000 shares	Less than 10%

/1 Percentage per clear capital as of the date on which the Board of Directors of the Company passed a resolution approving a capital increase by General Mandate amount of 420,000,000 baht

/2 Amount less than 84,000,000 shares is representing less than 10% of the company's clear capital. To be Allocated to private placement, such that must not be connected persons of the Company. According to the Notification of the Capital Market Supervisory Board No. "Torjor. 21/2551". In this regard, the offering price of newly issued ordinary shares per private placement above that must not be within the scope of lower than criteria price of the relevant Securities and Exchange Commission (SEC) office.

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 increase of the allocation of newly issued ordinary shares under a general mandate in the amount of not more than 84,000,000 shares to be offered to specific persons (Private Placement) to consider and approve the 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	715,092,700	99.99
Disagree	100	0.01
Total	715,092,800	100
Abstain	-	-
Void ballot	-	-

Agenda 11 To consider any other business (if any)

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

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

Question : Asst. Prof. Dr. Sirirak Khaochaimaha, authorized person from The Thai Investors Association asked if financial support from financial institutions did not concern DSCR or the ability to repay debt at all, despite having suffered a loss for 2 years. He asked the representative to confirm it for shareholders to be confident in business continuity.

Answer: Mr. Pongpoj Lertrungporn answered that he confirmed that he had no issue with DSCR with financial institutions as it is a short-term loss, which now after the COVID situation has started to get better. The Company's performance is in a good direction because the business began to recover and D Energy and Retail Co., Ltd. (a subsidiary company) opened a gas station. And no later than the third quarter, the Company prepares to launch a new village project. He also confirmed that the income will start to improve.



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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 2:50 p.m.

Signed _____ Chairman of the meeting
(Ms. Teerapan Ungphakorn)

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