

**ELCIDACAP074/2557**

November 7, 2014

Subject: Resolutions of the Board of Directors Meeting and the schedule of the Extraordinary General Shareholders Meeting No.1/2014

To: Managing Director  
The Stock Exchange of Thailand

ACAP Advisory Public Company Limited ("the Company") hereby would like to notify the resolutions of the Company's Board of Directors Meeting No.7/2014 held on November 7, 2014 at 10:00 hours as follows:

**1) To consider and acknowledge the resignation of the Company's Director**

The Board of Directors Meeting has acknowledged the resignation of Mrs.Nongluck Kowatana from the position of the Company's Director, effective from November 7, 2014 onwards.

**2) To consider and approve the appointment of a new Director in replacement of the resigned Director**

The Board of Directors Meeting has unanimously approved the appointment of Mr.Issarachai Decharit as the Company's Director to replace Mrs.Nongluck Kowatana who had resigned from her position. In this regard, Mr.Issarachai Decharit shall serve the remainder of Mrs.Nongluck Kowatana's term, effective from November 7, 2014 onwards.

**3) To consider and approve the amending of the Company's authorized signatories**

The Board of Directors Meeting has unanimously approved the amending of the Company's authorized signatories as follows:

"Anyone of Mr.Vivat Vithoontien or Mr.Issarachai Decharit or Mr.Chalermchai Sirinopawong jointly signs with anyone of Mr.Kenuo Lin or Pol.Lt.Col.Pongsiri Hiruntecha with the Company's seal affixed or anyone of Mr.Vivat Vithoontien or Mr.Issarachai Decharit or Mr.Chalermchai Sirinopawong jointly signs with Mr.Sawin Laosethakul with the Company's seal affixed."

**4) To consider and approve the appointment of additional member of the Board of Directors**

The Board of Directors Meeting has unanimously approved the appointment of Mr.Chotipong Discharoen to be additional member of the Company's Board of Directors.

The matters shall subsequently be taken to the Extraordinary General Shareholders Meeting No.1/2014 of the Company for further consideration.

**5) To consider and approve the change of Executive Committee members**

The Board of Directors Meeting has unanimously approved the appointment of Mr.Issarachai Decharit and Mr.Tinnakorn Punpanichgul as members of the Company's Executive Committee to replace Pol.Lt.Col.Pongsiri Hiruntecha and Mr.Kenuo Lin, respectively.

In conclusion, the Company's Executive Committee shall consist of the following members:

- |                                |                                 |
|--------------------------------|---------------------------------|
| 1. Dr.Vivat Vithoontien        | Chairman of Executive Committee |
| 2. Mr.Issarachai Decharit      | Member of Executive Committee   |
| 3. Mr.Sawin Laosethakul        | Member of Executive Committee   |
| 4. Mr.Chalermchai Sirinopawong | Member of Executive Committee   |
| 5. Mrs.Nongluck Kowatana       | Member of Executive Committee   |
| 6. Ms.Sugunya Sukjaroenkraisri | Member of Executive Committee   |
| 7. Mr.Tinnakorn Punpanichgul   | Member of Executive Committee   |

**6) To consider and approve the change to the promissory note worth THB 100 million issued by Property Perfect Public Company Limited in connection with the loan agreement**

Reference is made to the maturity date which the Company shall receive the repayment under the remaining promissory notes from Property Perfect Public Company Limited ("PF"), i.e. the second promissory note worth THB 50 million which matured on November 7, 2014 and the third promissory note worth THB 100 million which shall mature on November 14, 2014.

The Board of Directors Meeting has unanimously approved the separation of the third promissory note worth THB 100 million (which was issued under the former loan agreement) into two promissory notes which are the third promissory note worth THB 50 million and the fourth promissory note worth THB 50 million. The Board has also acknowledged the extension of repayment period pursuant to both amended promissory notes worth a total of THB 100 million for another three months, from November 14, 2014 to February 14, 2015. Nevertheless, the Company had already received the repayment in the amount of THB 50 million under the second promissory note which was due on November 7, 2014.

**7) To consider and approve changing the Company's name and seal**

The Board of Directors Meeting has unanimously approved changing the Company's name and seal from "บริษัท เอแคป แอ็ดไวเซอร์ จำกัด (มหาชน)", which is written in English as "ACAP ADVISORY PUBLIC COMPANY LIMITED" to "บริษัท เอเชีย แคปิตอล โซลูชั่น จำกัด (มหาชน)", which is written in English as "ASIA CAPITAL SOLUTION PUBLIC COMPANY LIMITED".

The matters shall subsequently be taken to the Extraordinary General Shareholders Meeting No.1/2014 of the Company for further consideration.

**8) To consider and approve the amendment to Clause 1 of the Company's Memorandum of Association, in relation to the Company's name**

The Board of Directors Meeting has unanimously approved the amendment to Clause 1 of the Company's Memorandum of Association, in relation to the Company's name, as detailed below.

Clause	Current name	Proposed amendment
1.	The name of the Company is “บริษัท เอแคป แอ็ดไวเซอร์ จำกัด (มหาชน)”, which is written in English as “ACAP ADVISORY PUBLIC COMPANY LIMITED”	The name of the Company is “บริษัท เอเชีย แคปิตอล โซลูชั่น จำกัด (มหาชน)”, which is written in English as “ASIA CAPITAL SOLUTION PUBLIC COMPANY LIMITED”

The matters shall subsequently be taken to the Extraordinary General Shareholders Meeting No.1/2014 of the Company for further consideration.

**9) To consider and approve the amendments to Article 1 and 30 of the Company’s Articles of Association, in relation to the Company’s name and seal**

The Board of Directors Meeting has unanimously approved the amendments to Article 1 and 30 of the Company’s Articles of Association, in relation to the Company’s name and seal.

The matters shall subsequently be taken to the Extraordinary General Shareholders Meeting No.1/2014 of the Company for further consideration.

**10) To consider the invitation to the Extraordinary General Shareholders Meeting No.1/2014**

The Board of Directors Meeting has unanimously approved the establishing of the Company’s Extraordinary General Shareholders Meeting No.1/2014 on Thursday, December 18, 2014 at 10:00 hours at Pimanthip Room, The Montien Hotel Bangkok located at 54 Surawongse Road, Bangrak, Bangkok with the following agenda items:

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|---------------|---|
| Agenda Item 1 | To consider and adopt the Minutes of the 2014 Annual General Shareholders Meeting   |
| Agenda Item 2 | To consider and approve the appointment of additional member of the Board of Directors  |
| Agenda Item 3 | To consider and approve changing the Company’s name and seal  |
| Agenda Item 4 | To consider and approve the amendment to Clause 1 of the Company’s Memorandum of Association, in relation to the Company’s name                 |
| Agenda Item 5 | To consider and approve the amendments to Article 1 and 30 of the Company’s Articles of Association, in relation to the Company’s name and seal |
| Agenda Item 6 | To consider other matters (if any)  |

The Record Date for the right of shareholders to attend the Extraordinary General Shareholders Meeting No.1/2014 is scheduled on November 21, 2014, and the closing date of share registration book for gathering the shareholders’ names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551) is scheduled on November 24, 2014.

Please be informed accordingly.

Yours Sincerely,

(Mr.Chalermchai Sirinopawong)  
Director  
Authorized to sign on behalf of the Company  
Regarding to the Information Report