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**The 2022 Annual General Meeting of Shareholders of  
Asia Capital Group Public Company Limited**

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**Time and Place**

The Meeting was held on Thursday 28 April 2022 at 9:00 a.m., at the Orchestra Ballroom, 2nd Fl., Jazzotel Hotel, located at 514 Soi Ramkhamnaeng 39 (Thepleela 1), Prachautit Road, Khwaeng Wang Thonglang, Khet Wang Thonglang, Bangkok 10310.

The conductor notified to the Meeting that the shareholders of Asia Capital Group Company Limited Public Company Limited ("the Company") consisted of 3,123 shareholders with the total of 316,411,160 shares at the record date for the right of shareholders to attend the Company's 2022 Annual General Meeting of the Shareholders on 31 March 2022. At the opening of the meeting, there were shareholders in-person 3 persons and proxies 27 persons total of 30 persons who attended to the Meeting, which represented 161,316,184 shares or equal to 50.98 percent of the Company's total shares of 316,411,160 shares, constituting a quorum in accordance with the Company's Article of Association which stipulated that the quorum of the Shareholders' Meeting shall be at least twenty-five shareholders presented and represented more than one-third of the total number of the Company's shares.

The conductor introduced 7 directors who presented at the Meeting as follows:

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Yiem Chundprasit          | Chairman of the Board/Executive Committee<br>("the Chairman of the Meeting")            |
| 2. Mr. Anuchai Vitnalakorn       | Director/Acting Chief Executive Officer/<br>Chief Operation Officer/Executive Committee |
| 3. Mr. Phaitoon Aroonpant        | Director/Chief Financial Officer/Executive Committee                                    |
| 4. Mr. Aittipat Sangsawatdekul   | Director  |
| 5. Mr. Banchong Phurirakpitikorn | Independent Director/Chairman of the Audit Committee                                    |
| 6. Mr. Nataporn Ingkaninun       | Independent Director/Audit Committee  |
| 7. Mr. Wiset Nui-toom            | Independent Director/Audit Committee  |

Director who apologized for the absence at the Meeting, in total of 1 person as follow:

- |                           |  |
|---------------------------|--|
| 1. Mr. Boonrat Winyukanon | Director/Chairman of the Executive Committee |
|---------------------------|--|

In this meeting a total of 7 directors attended the Meeting, out of total at 8 directors, which represented 87.50 percent.

Auditor represented from ANS Audit Co., Ltd. was Mr. Yuttapong Chuamuangpan  
Representative from Thai Investors Association was Ms. Nareerat Ruangrit

The conductor has notified that since the Company recognizes the importance of shareholders' rights and the equitable treatment of shareholders in adherence of the good corporate governance practices, the Company has provided shareholders' rights to propose agenda items and to nominate candidate to be elected as the Company's director in advance for the 2022 Annual General Meeting of Shareholders through the Company's website prior to the meeting during 12 January 2022 to 18 February 2022. However, there was no shareholder proposed any agenda or nominate candidate to be elected as the director.

Then, the conductor invited Mr. Yiem Chundprakit ("the Chairman of the Meeting") to announce the opening of the 2022 Annual General Meeting of Shareholders. The Chairman of the Meeting welcomed and thanked to all attendees who took the time to join the meeting and opened the 2022 Annual General Meeting of Shareholders.

The conductor explained to the Meeting for the order of 8 agendas and vote casting procedure each agenda as follows:

1. For vote casting, each shareholder will has the voting right equal to number of holding shares. One share shall be entitled to one vote pursuant to the Company's Article of Association. Shareholders would receive the voting cards at the registration. Shareholders should sign in their voting cards in every agenda before return to the Company's staff.
2. In case the attendees appointing a proxy to attend the meeting, the voting right would be as specified by the shareholder in the proxy form submitted by the attendees to the registration officer. However, if the shareholders have not voted in the proxy form, the attendees have the right to vote as considered appropriate.
3. In each agenda in order to manage the meeting time, after having clarified the details of the matter to the shareholders for consideration, the Company would collect the voting cards with "Object" or "Abstain". In case the shareholders "Approve" in any agenda, no need to submit to the Company's staff during that agenda since the system has already counted the "Approve" vote.

In case there is a shareholder who "Object" or "Abstain" in any agenda, the shareholders have to present their voting cards to the Company's staff.

4. Shareholders or the attendees appointing a proxy who have already registered but not yet voting and unable to attend the meeting until the meeting ended, the Company would like to ask cooperation from shareholders or the attendees appointing a proxy use their rights to vote in advance in voting cards and return to the Company's staff before leaving.

In case, shareholders or proxies do not return voting cards with "Object" or "Abstain" to staff before the Chairman of the Meeting summarized the voting resolution for each agenda, "Approve" shall be considered for those shareholders and proxies.

5. The voting cards without signing of shareholders or voting more than one mark for each agenda shall be considered "Invalid Vote".
6. The Company shall then subtract the votes of the disapproving or abstaining shareholders from the total votes of the attended shareholders, the remaining will be considered as approval votes. For the shareholders who approved should keep the voting cards and return to staff after the meeting ended.
7. Prior voting resolution for each matter, shareholders shall have an opportunity to ask questions, express opinions, and make suggestions in an appropriate manner. Any shareholders or representatives wish to ask question, should address their names to the Meeting before questioning or express any opinion. In case shareholders would like to ask question or make any comment concerned agenda that has not been considering, shareholders could ask or give comments concisely after finished considering the last agenda to manage the meeting time and also allow other shareholders to exercise their rights.

The conductor informed that the example of voting card has been presented in the slide shown and emphasized that shareholders should sign their names before submitting voting cards to the Company's staff.

After the conductor finished the Meeting's narration of the voting practice, the conductor had proceeded the meeting's agendas as specified in the meeting's invitation on behalf of the Chairman of the Meeting. The agendas were as follows:

**Agenda 1:** To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders

The conductor presented the Minutes of 2021 Annual General Meeting of Shareholder held on Monday 26 April 2021 which had duly been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time period according to the law, as well as publicized on the Company's website, as per attached details with the meeting's invitation.

The conductor gave opportunity to the shareholders to address his/her questions and opinions which relevant to the agenda topic, however, no shareholder placed any question or opinion. The conductor requested for vote casting of this agenda item to the Meeting.

**Resolution:** The Meeting unanimously resolved to certify and adopt the Minutes of 2021 Annual General Meeting of Shareholders held Monday 26 April 2021, with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent

Invalid Votes 0 vote Equal to 0.00 percent  
Total of Attendee in the Meeting (persons): 32

**Agenda 2: To acknowledge the Company's performance for the year 2021**

The conductor invited Mr. Phaitoon Aroonpunt, Director and Chief Financial Officer to propose this agenda. Mr. Phaitoon Aroonpunt has summarized the performance of the Company and subsidiaries as follows:

Total major assets were cash and cash equivalents, short-term investment, loans, defaulted loans, long-term investment and investment properties. At the end of 2021, total major assets were 3,439 million baht.

Total major liabilities were loans from other company, debentures and interest payable. At the end of 2021, total major liabilities were 3,401 million baht.

At the end of 2021, total equities were 114 million baht.

Operating performance of the year 2021, the Company's revenue was 26 million baht while expenses were at 252 million baht, caused the Company's net loss of 226 million baht mainly from interest expenses.

Other subsidiaries' performance has been shown in the table below:

Company and subsidiaries (Unit : Thousand baht)	Revenue			Expenses			Net profit (Loss)		
	Y2021	Y2020	Y2019	Y2021	Y2020	Y2019	Y2021	Y2020	Y2019
Asia Capital Group Public Company Limited*	(384,514)	(240,934)	3,993	(155,697)	206,686	120,506	(228,817)	(447,620)	(116,513)
ACAP Consulting Co.,Ltd.		8	31		1,024	575		(1,016)	(544)
Capital OK Co.,Ltd.	12,947	3,154	8,944	(38,814)	13,248	46,178	51,762	(10,094)	(37,234)
OK Cash Co.,Ltd.	0	75	13,509	13,816	53,057	32,017	(13,816)	(52,982)	(18,508)
C.Image Digital Co.,Ltd.	0	0	0	9,960	11,802	38,112	(9,960)	(11,802)	(38,112)
<b>Consolidated</b>	<b>(373,223)</b>	<b>(248,365)</b>	<b>(13,973)</b>	<b>(146,970)</b>	<b>105,829</b>	<b>173,233</b>	<b>(226,253)</b>	<b>(354,194)</b>	<b>(187,206)</b>

Remark: \* Company only

Revenue = Net interest income+Dividend+Gain from sales of investment in subsidiary+Other income

Expenses=Administrative expenses+Credit loss+Financial cost+Taxes-Profit for the year from discontinued operation

**Resolution:** The Meeting acknowledged the Company's performance report for the year 2021.  
(This agenda is for acknowledgement. There was no requirement for resolution.)

**Agenda 3: To consider the auditor's report and approve the financial statements of the Company for the year ended 31 December 2021**

The Conductor invited Mr. Phaitoon Aroonpunt, Director and Chief Financial Officer to propose this agenda.

Mr. Phaitoon Aroonpant clarified to the Meeting that in compliance with the Public Limited Companies Act B.E. 1992, the Company has prepared the financial statements for the year ended 31 December 2021 as duly audited and certified by the auditor of ANS Audit Co.,Ltd. and has been approved by the Audit Committee. The aforementioned financial statements of the Company and its subsidiaries appear on the Company's Annual Report for the year ended 31 December 2021, distributed to all shareholders in QR Code form with the invitation and were also posted on the Company's website, which can be summarized as follows:

Unit : Thousand Baht

Items	Consolidated	Company only
Total assets	3,551,406	3,626,044
Total liabilities	3,437,153	3,500,850
Total equities	114,254	125,194
Total operating income (expenses)	(373,223)	(384,514)
Net (loss) profit attributable to shareholders of the parent	(226,253)	(228,817)
Basic (loss) earning per share (Baht)	(0.715)	(0.723)

Mr. Phaitoon Aroonpant informed the meeting that there was a representative from Thai Investors Association named Ms. Nareerat Ruangrit who has proposed questions in advance before the meeting commence. The answer of the questions as follows:

1. Current status of the Company's business operation

**Question:** On 21 October 2021, the Company clarified about business status requested by the Stock Exchange of Thailand ("SET"). The SET inquired regarding the progress of 2,533 million baht defaulted loans, most of defaulted loans are during litigation process, some cases are during process of debt restructuring. Moreover, there are 7 new loans with loans limit in the amount of 120 million baht which are during consideration and expected to be completed within December 2021. The SET would like the Company to clarify about the progress in considering 7 new loans, and the outcome of debt restructuring negotiations that are expected to be finalized within December 2021, as well as clarify about new proposed loans pending for consideration.

**Chief Financial Officer:** This question is a question that the Company is in the process of preparing the answer to the SET. Please follow up on the clarification of information via the SET's system later.

**Question:** From the Company's 2021 financial statements, the Company has interest income at 23 million baht with defaulted loans decreased 162 million baht. Did interest income come from existing loans or new loans?

**Chief Financial Officer:** 23 million baht interest income was from the existing 2 customers that come to pay the principal and interest to the Company. ✓

2. Reversal of credit loss allowance

**Question:** In 2021, the Company reversed credit loss allowance at the amount of 271 million baht. However, part of reversal came from debtors who still have disputed with the Company and the cases have not been finalized. Moreover, there was a lawsuit that the Company did not record liabilities that may occur. Please clarify reasons for the reversal of credit loss allowance.

**Acting Chief Executive Officer:** The Company reversed credit loss allowance of 2 customers as follows:

Customer no.1 This debtor was subjected to legal execution and the property was sold at public auction. In the past, this debtor has delayed through legal process. This debtor sued the Company for damages regarding to unfair contract while the court has ordered to dismiss the request to revoke the auction and raise the petition to suspend execution. This case, the Company has already won the auction to purchase of the property and transferred the ownership which could be considered that the debt had been paid off. Full amount of reserve has been reversed from above reasons.

Customer no.2 The Company reversed allowance as a result of the verdict of the Court of Appeal upheld the judgment of the Civil Court. The defendant has less chance to be granted a petition. The Company expects to repay loans. Moreover, debtor has started to record allowance as if acknowledge the loss that may occur.

3. No liabilities that may occur has been recorded

**Question:** The reasons why the Company has not recorded liabilities that may occur from this case

**Acting Chief Executive Officer:** This debtor was subjected to legal execution and the property was sold at public auction. This debtor sued the Company for unfair contract and claim for damages. This is a way the debtor fight for justice while being forced to sell at auction. From the legal firm's opinion claimed that the Company has not breached the contract. The claim for damages as stated is not true in many aspects and has no right to sue. The Company believes that the case does not have a significant impact on the financial statements therefore did not record any liabilities that may arise from such lawsuits. On 7 March 2022, the Civil Court has ordered to postpone the progress report of the rehabilitation case to 5 September 2022.

4. Internal control system of the Company

**Question:** On 11 March 2022, the Securities and Exchange Commission accused the former directors and executives of the Company with a group of 6 persons of fraud and unlawful benefits. Two former directors and executives committed crimes along with 4 persons by jointly let the Company hired All Right House Co.,Ltd. as contractor to build retaining walls and drainage pipes and Chai-ar International Co.,Ltd. as construction supervisor. However, it was found that there was no actual construction according to the contract but the construction cost was already paid. Consequently, the Company had damage loss in the amount of 27.50 million baht. The SET would like the Company to clarify whether or not the Company's internal control system has already been improved. How about the opinion from the Board of Directors and the Audit Committee about the adequacy of the internal control system?

**Chief Financial Officer:** This question is a question that the Company is in the process of preparing the answer to the SET. Please follow up on the clarification of information via the SET's system later. Preliminarily, the Company would like to clarify that there is no damage occurs since the Company has received full amount of return.

**Resolution:** The Meeting unanimously acknowledged the auditor's report and approved the financial statements of the Company and its subsidiaries for the year ended 31 December 2021, which had been audited and certified by the auditor of ANS Audit Co.,Ltd, and had been approved by the Audit Committee, with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Invalid Votes	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 32					

**Agenda 4:** To consider and approve the allocation for the retained earnings and dividend payment for the performance of year 2021

The conductor invited Mr. Anuchai Vitnalakorn, Director/Acting Chief Executive Officer/Chief Operation Officer/Executive Committee to propose this agenda.

Mr. Anuchai Vitnalakorn clarified to the Meeting that pursuant to the Public Limited Companies Act B.E. 1992 and Clause 46 of the Company's Articles of Association, the Company is required to allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than 10 percent of the registered capital. Nevertheless, the Company's legal reserve had already attained the amount of Baht 19,534,000 or equal to 12.35 percent of the Company's registered capital. Thus, there is no need to provide any additional legal reserve.

Meanwhile, the Company's dividend policy is to pay out at least 50 percent of its net profit, after deducting income tax and legal reserves. Each year's payout depends on the Company's investment plan, necessity, and future considerations. Upon each annual dividend payout, it shall be presented to the Shareholders' Meeting for approval. However, for an interim dividend payment, the Board of Directors has the authority to approve the dividend payment and shall report the payout at the next Shareholders' Meeting for acknowledgement.

In 2021, the consolidation of the Company's net loss was in amount of 226.25 million baht, the Company agreed that there is no dividend payment from the Company's performance of 2021 with data compared to the dividend for the year are as follows:

Details of Dividend Payment	2020	2021
1. Net Profit (loss) for the year (Million baht)	(354,194)	(226,253)
2. Number of share (Million share)	316	316
3. Dividend payment		
3.1 Interim dividend payment (Baht/share)	-	-
3.2 Annual dividend payment (Baht/share)	-	-
4. Total dividend amount (Million baht)	-	-

**Resolution:** The Meeting unanimously resolved to approve the allocation of retained earnings and no dividend payment for the Company's 2021 performance because of the net loss from business operation, with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	165,586,184	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent
Invalid Votes	0	vote	Equal to	0.00 percent

Total of Attendee in the Meeting (persons): 32

**Agenda 5:** To consider and approve the determination of directors' remuneration for the year 2022

The conductor informed to the Meeting that pursuant to Clause 26 of the Company's Articles of Association, the directors are entitled to receive remuneration in the form of reward, meeting allowance, gratuity, bonus or other forms of benefit under the Articles of Association or as determined by Shareholders' Meeting in either fixed sum or under certain criteria and such determination maybe made from time to time or may take effect until otherwise determined and shall receive allowance or welfare benefits under the Company's regulations. The aforementioned provision shall not be affected to the right of the Company's officer or employee who is elected to be the director to receive remuneration and benefit in his or her capacity as the Company's officer or employee. For the year 2022, the Board of Directors has thoroughly considered the remuneration package of directors and committees based on their duties and responsibilities and comparison with the remuneration payment of the other listed companies on the Stock Exchange of Thailand. The remunerations for the year 2022 are proposed as follows: }



Unit : Baht

Directors' Remuneration	2021	2022
1. Meeting allowance for the Board of Directors	per attendance	per attendance
1.1 Chairman of the Board of Directors	20,000	20,000
1.2 Director	15,000	15,000
2. Meeting allowance for the Audit Committee	per attendance	per attendance
2.1 Chairman of the Audit Committee	15,000	15,000
2.2 Audit Committee member	15,000	15,000
3. Meeting allowance for the Nominating and Compensation Committee	-	-
4. Other benefits	-	-

Furthermore, the meeting allowance for the year 2022 specified in Clause 1) and 2) shall not exceed 1,700,000 baht in total. The Company shall pay special remuneration to all members of the Board of Directors in the amount not more than 3,000,000 baht. The special remuneration will be paid in addition to remuneration specified in Clause 1) and 2) with no other benefits. The payment shall be made after the Company's consolidated financial statements for the year 2022 has been approved by the 2023 Annual General Meeting for the Shareholders.

**Resolution:** The Meeting unanimously resolved to approve to set the directors' remuneration for the year 2022 as follows:

- 5.1) Chairman of the Board shall receive a meeting allowance of 20,000 baht per attendance of the Board of Directors' Meeting and Directors of the Company shall receive a meeting allowance of 15,000 baht per attendance of the Board of Directors' Meeting.
- 5.2) Chairman of Audit Committees and Audit Committees shall receive a meeting allowance of 15,000 baht per attendance of the Audit Committees' Meeting.
- 5.3) Meeting allowance for the year 2021 specified in Clause 5.1 and 5.2 shall not exceed 1,700,000 baht in total.
- 5.4) The Company shall pay special remuneration to all members of the Board of Directors in the amount not more than 3,000,000 baht. The special remuneration will be paid in addition to remuneration specified in Clause 5.1 and 5.2 with no other benefits. The payment shall be made after the Company's consolidated financial statements for the year 2022 has been approved by the 2023 Annual General Meeting for the Shareholders.

The Meeting resolved to approve with the affirmative votes of not less than two-thirds of the votes of the shareholders who attended the Meeting and had the right to vote as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Invalid Votes	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 32					

**Agenda 6: To consider and approve the appointment of the Company's auditor and the determination of the audit fee for the year 2022**

The conductor invited Mr. Phaitoon Aroonpunt, Director and Chief Financial Officer to propose this agenda.

Mr. Phaitoon Aroonpunt clarified to the Meeting that in accordance with the Public Limited Companies Act B.E. 1992 and Clause 37 (5) of the Company's Articles of Association, the appointment of the auditor and the determination of the audit fee shall be considered in the Annual General Meeting of Shareholders.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. KorChor. 39/2005 Re: Rules, Conditions and Procedures for Reporting of Information Disclosure on Financial Status and Operating Result of Issuing Company (Issue No. 20), it requires the issuing company to arrange for auditor rotation if its existing auditor has conducted his/her duties of reviewing or auditing and giving opinions towards financial statements of the company for 5 consecutive accounting periods. The rotation does not mean that the company is required to engage a new auditing firm; the company may appoint any auditors in the existing auditing firm to replace the old ones. However, the retiring auditors can be reappointed after a two-year break.

For this year 2022, the Audit Committee has found it appropriate to propose for the appointment of Sam Nak-Ngan A.M.C. Co.,Ltd., as the Company's auditor for the year 2022. The appointed statutory auditors are provided as follows:

- 1) Mr. Ampol Chamngwat Certified Public Accountant No. 4663 (never signed) or
- 2) Ms. Praphasri Leelasupha Certified Public Accountant No. 4664 (never signed) or
- 3) Mr. Naris Saowalagsakul Certified Public Accountant No. 5369 (never signed) or
- 4) Ms. Gunyanun Punyaviwat Certified Public Accountant No. 12733 (never signed)

Be appointed as the Company's auditors, any one of them being authorized to conduct the audit and express an opinion on the Financial Statements. In the absence of the above-named auditors, Sam Nak-Ngan A.M.C. Co.,Ltd. is authorized to identify one other Certified

Public Accountant within Sam Nak-Ngan A.M.C. Co.,Ltd. to carry out the work. The determining of the audit fee for the year 2022 will be in total of 1,800,000 baht. The comparison data with the audit fee of the previous year is as follows:

Unit : Baht

Details of the Audit Fee	2021	2022
1. The financial statement audit fee	1,005,000	975,000
2. The quarterly review fee (including 3 quarters)	840,000	825,000
3. The certification of the management's statement accompanying with the income tax return	-	-
4. Others	-	-
<b>Total Audit Fee</b>	<b>1,845,000</b>	<b>1,800,000</b>

The auditors of Sam Nak-Ngan A.M.C. Co.,Ltd. would also be appointed as the auditors of 3 subsidiaries for the year 2022.

**Resolution:** The Meeting unanimously resolved to approve to appoint, Sam Nak-Ngan A.M.C. Co.,Ltd. as the Company's auditor which Sam Nak-Ngan A.M.C. Co.,Ltd. appoints the statutory auditors be as follows:

- 1) Mr. Ampol Chamnongwat Certified Public Accountant No. 4663 (never signed) or
- 2) Ms. Praphasri Leelasupha Certified Public Accountant No. 4664 (never signed) or
- 3) Mr. Naris Saowalagsakul Certified Public Accountant No. 5369 (never signed) or
- 4) Ms. Gunyanun Punyaviwat Certified Public Accountant No. 12733 (never signed)

Be appointed as the Company's auditors, any one of them being authorized to conduct the audit and express an opinion on the Financial Statements. In the absence of the above-named auditors, Sam Nak-Ngan A.M.C. Co.,Ltd. is authorized to identify one other Certified Public Accountant within Sam Nak-Ngan A.M.C. Co.,Ltd. to carry out the work. By determining the audit fee for the year 2022 will be in total of 1,800,000 baht. The Meeting unanimously resolved to approve with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Invalid Votes	0	vote	Equal to	0.00	percent

Total of Attendee in the Meeting (persons): 32

**Agenda 7: To consider and approve the re-election of directors, who are due to retire by rotation**

The conductor informed to the Meeting that in accordance with the Public Limited Companies Act B.E. 1992 and Clause 17 of the Company's Articles of Association is required an election of directors to replace the directors who are due to retire by rotation.

Three directors who shall retire by rotation in 2022 Annual General Meeting are as follows:

- 1) Mr. Boonrat Winyukanon : Director
- 2) Mr. Phaitoon Aroonpunt : Director
- 3) Mr. Wises Nuitoorn : Independent Director / Audit Committee

In order to assure maximum benefit to the Company, the Board of Directors has thoroughly considered the nomination of directors by taking into account the qualifications, experiences and expertise of all nominees, including their previous performance. The Board of Directors has accordingly proposed to re-elect all three directors, who are due to retire by rotation, to resume their positions as the directors of the Company for another session with the same job titles as their previous ones.

In addition, to be independent and transparent for the consideration of those 2 directors, including Mr. Phaitoon Aroonpunt and Mr. Wises Nuitoorn (Mr. Boonrat Winyukanon did not attend the meeting) have shown their intentions to be temporarily outside during consideration of this agenda. Whenever the resolution was complete, they returned to the meeting.

The conductor asked the Meeting to consider profiles of the retiring directors proposed for re-election qualifications provided for all shareholders in the slides shown in the meeting room.

**Resolution:** The Meeting resolved to approve the re-election of 3 directors, who were due to retire by rotation as follows:

- 1) Mr. Boonrat Winyukanon : Director
- 2) Mr. Phaitoon Aroonpunt : Director
- 3) Mr. Wises Nuitoorn : Independent Director / Audit Committee

To resume their positions as the directors of the Company for another session with the same job titles as their previous ones. The vote for re-election of directors, who were due to retire by rotation as this agenda, the Meeting set the resolution as individual vote as follows:

(7.1) Mr. Boonrat Winyukanon

The Meeting unanimously resolved to approve with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	165,586,184	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent
Invalid Votes	0	vote	Equal to	0.00 percent

Total of Attendee in the Meeting (persons): 32

(7.2) Mr. Phaitoon Aroonpant

The Meeting unanimously resolved to approve with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Invalid Votes	0	vote	Equal to	0.00	percent

Total of Attendee in the Meeting (persons): 32

(7.3) Mr. Wises Nuitoorn

The Meeting unanimously resolved to approve with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	165,586,184	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Invalid Votes	0	vote	Equal to	0.00	percent


Total of Attendee in the Meeting (persons): 32

**Agenda 8:**      **To consider other matters (if any)**

The conductor granted an opportunity to the shareholders to propose the agenda to be considered and no shareholders proposed any agenda. Therefore, the conductor led to question and answer session.

The conductor granted the opportunity to the shareholders to address his/her questions and opinions in any other matters. There was no further question or comment, therefore the conductor invited the Chairman of the Meeting to announce and close the meeting. The Chairman of the Meeting thanked to the attendees to attend the meeting and wish all attendees good health and safe. Then, the Chairman of the Meeting closed the meeting.

Meeting adjourned at 10:10 a.m.

  
Chairman of the Meeting  
(Mr. Yiem Chundprasit)

Chairman of the Board of Directors and Executive Committee



  
Secretary to the Meeting  
(Ms. Uphaiporn Asvaraksh)  
Company Secretary

Certified for the correction by:

  
\_\_\_\_\_  
(Mr. Anuchai Vitnalakorn)  
Authorized Director

  
\_\_\_\_\_  
(Mr. Phaitoon Aroonpant)  
Authorized Director