

**(Translation)**

**Minutes of the 2016 Annual General Meeting of Shareholders  
of  
Asia Capital Group Public Company Limited**

**Time and Place:**

The Meeting was held on April 29, 2016 at 10.00 hours at Meeting Room 8<sup>th</sup> Floor, SJ Infinite I Business Complex located at 349 Vibhavadi Rang sit Road, Chompol, Chatuchak, Bangkok

Company Secretary notified the meeting that there were 48 shareholders (including proxies) attended the Meeting, which represented 86,637,701 shares or 69.00percent of the Company's total issued shares (out of 1,248 shareholders with the total of 125,000,000 shares), constituting a quorum in accordance with the Company's Articles of Association which stipulated that the quorum of a general meeting of shareholders shall be at least twenty-five shareholders present and represented (if any), who hold not less than one-third of the total number of shares sold.

Company Secretary then introduced the 10 directors, present 8 directors as follows;

- |                                  |                                               |
|----------------------------------|-----------------------------------------------|
| 1. Mrs. Suwanna Pimphakorn       | Chairman of the Board of Directors            |
| 2. Mr.Yiem Chundprasit           | Vice Chairman                                 |
| 3. Miss Sugunya Sukjaroenkraisri | Director/ Chairman of the Executive Committee |
| 4. Mr. Chalermchai Sirinopawong  | Director/ Member of the Executive Committee   |
| 5. Mr.Somphol Tripopnart         | Director/ Member of the Executive Committee   |
| 6. Mrs.Vallapa Sunakorn          | Director/ Member of the Audit Committee       |
| 7. Mr.Nataporn Ingkaninun        | Director/ Member of the Audit Committee       |
| 8. Mr.Picharn Sukparangsee       | Director                                      |

Absent directors

- |                             |                                             |
|-----------------------------|---------------------------------------------|
| 1. Pol.Gen. Amnat Unardngam | Director/ Chairman of the Audit Committee   |
| 2. Mr.Supot Arevart         | Director/ Member of the Executive Committee |

Auditor of the Company from PricewaterhouseCoopers ABAS Limited

1. Mr. Paiboon Tunkoon
2. Miss Busaba Kunsiritham
3. Miss Vimonrat Nunthawong

The Company Secretary invited Chairman of the Board of Directors to deliver and opening speech to the Meeting. Before the Meeting was convened, the Company Secretary explained the meeting and voting procedures as follows:

Pursuant to the Public Limited Companies Act Section 102, Shareholder has right to attend the meeting and vote or shareholder can appointed a proxy to attend and vote on his/her behalf. On section 33 paragraph 2 paragraph 4 and paragraph 5 indicated that in casting votes, In voting, the subscribers shall have votes equal to the number of subscribed shares. One share is entitled to one vote.

In addition, all shareholders should sign in their voting cards and hand in all of the voting cards to the Company after the adjournment of the Meeting. The Company shall then keep such voting cards for further reference. In case the shareholder attending the Meeting failed to specify

his/her intention whether objection or abstain from voting, he/she shall be deemed to have approved such agenda.

In voting on each agenda item, for convenience to collect all such voting cards, the disagree voting cards shall be collected firstly and abstain voting cards shall be collected. Agree voting card shall be collected after the adjournment of the Meeting

In casting votes, one share shall be entitled to one vote, this Meeting has totally 13 Agendas.

Agenda 1,3 ,4 , 6 and 7 shall be adopted by the majority vote of the shareholder.

Agenda 2 is for acknowledgement and does not require the resolution.

Agenda 5 shall be voted for individually.

And Agenda item 8 ,9 ,10 , 11 and 12 shall be approved by not less than three-fourth of the total number of vote of the shareholders attending the meeting and have right to votes.

- . The Company shall then keep such voting cards for further reference. In case the shareholder attending the Meeting failed to specify his/her intention whether objection or abstain from voting, he/she shall be deemed to have approved such agenda.

- In the event where a shareholder has appointed a proxy to attend and vote on his/her behalf pursuant to his/her intention of voting already been specified in the proxy form, such votes shall be counted and recorded by the Company upon registration process. If there is no shareholder expresses the objection or abstain vote, it shall be deemed that the Meeting unanimously resolves to approve such agenda. In addition, all shareholders should sign in their voting cards and hand in all of the voting cards to the Company after the adjournment of the Meeting

After the Company Secretary finished explaining the voting procedures, The Chairman then preceded the Meeting with agenda items specified in the invitation to the Meeting as followed:

**Agenda Item 1:**

**To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016**

The Chairman proposed the Meeting to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on February 17, 2016, as details in the invitation letter which was delivered to all shareholders.

The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no any question raised by the shareholders. Therefore, the Chairman requested the Meeting to consider and vote on this agenda item.

*Before voting of the Agenda Item 1, there were additional shareholder attended the meeting. Therefore; the total of shareholders who attended the meeting represented 86,685,301 shares.*

**Resolution:**

The meeting passed a resolution to adopt the Minutes of the extraordinary General Meeting of Shareholders No.1/2016 held on February 17, 2016 by a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	86,685,301	votes equal to	100.00	percent
Disapprove	0	votes equal to	0.00	percent
Abstain	0	votes equal to	0.00	percent

**Agenda Item 2:**

**To acknowledge the Board of Directors' report on the Company's performance for the year 2015**

The Chairman delegated the Chief Executive Officer to explain on this agenda which summarized as follows;

The Operation of the Company and Subsidiaries Company was reported as following

- 1. Asia Capital Group Public Company Limited and Capital OK Company Limited** -The Management reduced unnecessary expenses and sold out some assets that not generate revenue such as unused vehicle and gather three inventory stores into one store.
- 2. OK Cash Company Limited** - The Management try to generate revenue from lending money business. Since June to December 2015, the Management generated revenue at the amount of THB 24.5 million from lending money business.
- 3. Global Service Center Company Limited** -The Management reorganized and strictly controlled of the Company's expenses. As a result, the Company gained profit at amount of THB 3.5. Million. The Company has got net profit for the first time in 10 years
- 4. ACAP Consulting Company Limited-** Cash Monitoring generated the revenue THB 800,000per month started from August 2015

**The result from reorganizing and strictly control of the Company's expenses were presented as follows;**

Profit in the 3<sup>rd</sup> quarter of 2015, were THB 3.82Million, up 119.73% from loss of THB 19.365 Million in the 3<sup>rd</sup> quarter of 2014.

Profit in the 4<sup>th</sup> quarter of 2015, were THB 14.34 Million, up 167.49% from loss of THB 21.251Million in the 4<sup>th</sup> quarter of 2014.

2015 Full year operation had loss at THB 25.142 Million, down 39.27% from loss of THB 41.398 Million in 2014.

The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman notified the Meeting that this matter is for acknowledgement and does not require the resolution.

**Resolution:**

The Meeting acknowledged the Company's performance for the year 2015 as proposed.

**Agenda Item 3:****To consider the auditor's report and approve the financial statements of the Company and its subsidiaries for the year ended December 31, 2015**

*Chief Financial Officer* proposed the Meeting regarding the Company's financial statements and the consolidated financial statement for the fiscal year ended December 31, 2015 which have been duly audited and certified by the auditor of PricewaterhouseCoopers ABAS Limited and has been reviewed by the Audit Committee. It could be summarized as follows;

**Unit : Thousand  
Baht**

Statements of Financial Position	Consolidated	Company
	31 Dec. 2015	31 Dec. 2015
Total assets	1,178,867	1,360,043
Total current assets	1,145,694	733,283
Total non-current assets	33,173	626,760
Total liabilities	501,160	684,106
Total current liabilities	491,401	679,619
Total non-current liabilities	9,759	4,487
Total shareholders' equity	677,707	675,937
Total liabilities and shareholders' equity	1,178,867	1,360,043
Total revenues	154,116	19,883
Total expenses	178,139	(7,234)
(Loss) profit before financial costs and income tax	(24,023)	27,117
Net (loss) profit for the year	(25,142)	21,691

*Before voting of the Agenda Item 3, there were additional shareholder attended the meeting. Therefore; the total of shareholders who attended the meeting representing 87,686,801 shares.*

The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions.

**Ms. Siriporn kuttapong, a representative from Thai Investors Association** asked why the connected transaction in Global Service Center Company Limited had significantly increased?

**Mr. Chalermchai Sirinopawong, Chief financial Officer**, informed that the connected transaction in Global Service Center Company Limited had increased because it had operating loss and lack of liquidity; therefore, Global Service Center Company Limited borrowed money from ACAP as short term loan. However, that loan had been repaid since the beginning of 2016.

**Mr. Peera Jitpraneechai, Shareholder** asked how much the accumulated loss of the company eligible for tax benefit.

**Mr. Chalermchai Sirinopawong, Chief Financial Officer**, informed that the Company and Subsidiaries Company had accumulated loss which eligible for tax benefit. ACAP had the most accumulated loss. Therefore, in 2016 the Company will lend money by ACAP instead of OK cash. In order to use Tax benefit.

After that, The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting acknowledged the auditor's report and approved the financial statements of the Company and its subsidiaries for the year ended December 31, 2015 as proposed; by a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 4:**

**To consider and approve the non-allocation of annual net profit and the dividend omission for the year 2015**

Chairman proposed to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 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 10 percent of the registered capital. Thus, there is no need to provide any additional legal reserve.

Even the separate financial statements, the Company recorded a profit for the year 2015 of THB 21.69 million, the consolidate financial statement recorded a net loss for the year 2015 of THB 25.14 million. Thus, the Company deemed it appropriate to propose for the dividend omission for the year 2015 operations.

After that, The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman , therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting resolved to approve the non-allocation of annual net profit and the dividend omission for the year 2015 and approve the dividend omission for the business operation of the Company for the year 2015 by a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 5:**

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

Chairman informed the Meeting that in the 2016 Annual General Meeting of shareholders, there are 3 directors who are due to retire by rotation ; therefore, the Chairman proposed to the shareholders to vote for appointment of the directors who are due to retire by rotation

to be re-elected as director of the Company as per the details as follows:

- 1.Mrs. Suwanna Pimphakorn: Chairman of the Board of Directors
2. Mr. Somphol Tripobnard: Director and Member of the Executive Committee
3. Mrs. Vallapa Sunakorn: Independent Director / Member of the Audit Committee

**Resolution:**

The meeting resolved to approve the re-election 3 directors retiring by rotation, namely Mrs. Suwanna Pimphakorn, Mr. Somphol Tripobnard, Mrs. Vallapa Sunakorn, to resume their positions as the directors of the Company for another term with the same job titles as previous.By a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

1. Mrs. Suwanna Pimphakorn: Chairman of the Board of Directors

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

2. Mr. Somphol Tripobnard: Director and Member of the Executive Committee

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

3. Mrs. Vallapa Sunakorn: Independent Director / Member of the Audit Committee

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 6:**

**To consider and approve the determination of directors' remuneration for the year 2016**

The Chief Executive Officer informed the shareholder that the Board of Directors has thoroughly considered the remuneration package of directors and sub-committees for the year 2016 as follows:

1. Chairman of the Board of Director shall receive a meeting allowance of THB 25,000 per attendance and each director shall receive a meeting allowance of THB 20,000 per attendance at the Board of Directors meeting.
2. Each Audit Committee member shall receive a meeting allowance of THB 20,000 per attendance at the Audit Committee meeting.
3. The company shall pay special remuneration to all members of the Board of Directors at 1 percent of the year 2016's net profit which is addition to remuneration specified in 1. - 2. The payment of special remuneration shall be made after the Company's financial statements for the year ended December 31, 2016 has been approved by the 2017 Annual General Shareholders Meeting. And propose this matter to the Annual General Meeting of Shareholders for approval.

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting resolved to approve the determination of directors' remuneration for the year 2016 by a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 7:**

**To consider and approve the appointment of the Company's auditor and the determination of the audit fee for the year 2016**

The Chairman informed the shareholder that the Audit Committee has considered and found it appropriate to propose for the appointment of Mr. Paiboon Tunkoon, certified public accountant registration No.4298 and/or Mrs. Anothai Leekitwattana, certified public accountant registration No.3442 and/or Ms. Sakuna Yamsakul, certified public accountant registration No.4906 of PWC as the Company's auditor for the year 2016. In this regard, PWC shall be appointed as the Company's auditing firm for its high standard, expertise and familiarity with the business of the Company, In 2016, the auditor has proposed the audit fee of THB 726,000.

The comparison data with the audit fee of previous year, as follows:

Unit : Baht

Details of the Audit Fee	2015	2016
1. The financial statement auditor fee	345,000	416,000
2. The quarterly review fee (3 quarters)	250,000	300,000
3. The certification of the management's statement accompanying with the income tax return	10,000	10,000
<b>Totaling Audit Fee</b>	<b>605,000</b>	<b>726,000</b>

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After that, The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions.

**Ms. Siriporn Kuttapong, a representative from Thai Investors Association** asked what were the reasons to increase the audit fee in 2016 about 20% from 2015.

**Mr. Paiboon Tunkoon, auditor from PWC** informed that in 2016, there were some changes in the standard of auditor report which would consumed more auditor's time. Also the lacking of auditor in the market had made the cost of auditor increased.

The Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the appointment of Mr. Paiboon Tunkoon, certified public accountant registration No.4298 and/or Mrs. Anothai Leekitwattana, certified public accountant registration No.3442 and/or Ms. Sakuna Yamsakul, certified public accountant registration No.4906 of PWC as the Company's auditor for the year 2016. The Meeting also approved the audit fee for the year 2016 ( including the certification of the management's statement accompanying with the corporate income tax return Por Ngor Dor 50 of THB 10,000) in total of THB 726,000 and other out -of- pocket expenses. By a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 8:**

**To consider and approve the changes of the par value of the ordinary shares from THB1 .00 per share to be THB 0.50 per share**

The Chief Executive Officer informed the shareholder that in order to increase the trading liquidity of the Company in Stock Exchange of Thailand, the changes of the par value of the ordinary shares was proposed as follows:



	<b>From</b>	<b>Change to be</b>
Par Value	THB1 .00 per share	THB 0.50 per share
Number of Paid-up Shares	THB125 ,000, 000	THB125 ,000, 000
Number of Company Capital	125,000, 000shares	250,000, 000shares

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the changes of the par value of the ordinary shares from THB1 .00 per share to be THB 0.50 per share as proposed. By a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 9:**

**To consider and approve the amendment to Article 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the changes of the par value of the Company’s ordinary shares**

The Chief Executive Officer informed the shareholder that to be in accordance with the par value changing. The amendment of Article 4 of the Memorandum of Association of the Company should be approved as the following details:

Clause 4.	Registered capital	125,000,000	baht
	Divided into	250,000,000	shares
	Par value	0.50	baht
	Divided into		
	Ordinary shares	250,000,000	shares
	Preferred shares	-None-	

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions.

**Mr.Naruchit Tangsuan,Shareholder** asked what was the reason make the company choose to change the par Value from THB 1 per share to THB 0.50 per share instead of THB 0.10 per Share.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** answered that the Company would like to maintain gradually changed.

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the amendment to Article 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the changes of the par value of the Company’s ordinary shares as proposed. By a unanimous vote of the

shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,686,801	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

*Before voting of the Agenda Item 10, there were 1 additional shareholder attended the meeting. Therefore; the shareholders who attended the meeting represent 87,688,101 shares.*

**Agenda Item 10:**

**To consider and approve the issuance and offering of not exceeding 62,500,000 units of the Warrants to purchase ordinary shares of the Company to existing shareholders of the Company in proportion to their shareholdings (Right Offering)**

The Chief Executive Officer informed the shareholder that to be working Capital and reserve for business expansion of the Company's in the future, the issuance and offering of not exceeding 62,500,000 units of the Warrants to purchase ordinary shares of the Company to existing shareholders of the Company in proportion to their shareholdings (Right Offering) was presented.

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There were questions asking by shareholders as follows;

**Mr. Naruchit Tangsuan, Shareholder** asked why the Company choose to raise funds by issuance and offering of warrant instead of capital increasing.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer**, informed that the Board of Directors considered that issuance and offering of warrant benefits shareholders as well as increases the liquidity of the Company's share also it has less affected to the shareholder compared to capital increasing. Besides that, the Company operates on lending business. We should not raise funds by capital increasing from shareholder. Most of the lending business company raised fund by loan.

**Mr. Naruchit Tangsuan, Shareholder** asked that how much Debt to Equity Ratio will be after the Warrant was exercised.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer**, answered that Debt to Equity Ratio will be better after shareholder exercised the warrant because it increased the ability to obtain loan of the company. However, Debt to Equity Ratio was controlled not go over 3 times.

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the issuance and offering of not exceeding 62,500,000 units of the Warrants to purchase ordinary shares of the Company to existing shareholders of the Company in proportion to their shareholdings (Right Offering). By a

unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,688,101	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 11:**

**To consider and approve the increase the Company's registered capital by 31,250,000 Baht from the Company's registered capital 125,000, 000to 156,250,000 by issuance of 62,500,000new ordinary shares at the par value of Baht 0.50 per share**

The Chief Executive Officer informed the shareholder that in order to reserve for the exercise of warrants (ACAP-W1) the increase of the Company's registered capital by 31,250,000 Baht from the Company's registered capital 125,000, 000to 156,250,000 by issuance of 62,500,000new ordinary shares at the par value of Baht 0.50 per share was proposed.

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman , therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the increase the Company's registered capital by 31,250,000 Baht from the Company's registered capital 125,000, 000to 156,250,000 by issuance of 62,500,000 new ordinary shares at the par value of Baht 0.50 per share. By a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,688,101	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

*Before voting of the Agenda Item 12, there were 1additional shareholder attended the meeting. Therefore; the shareholders who attended the meeting represent 87,697,101 shares.*

**Agenda Item 12:**

**To consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital for reserve of the exercise of warrant.**

The Chief Executive Officer informed the shareholder that in order to be in accordance with the increasing in the aforementioned registered capital, the amendment to Article 4 of the Company's Memorandum of Association was proposed as follows;

Clause 4.	Registered capital	156,250,000	baht
	Divided into	312,500,000	shares
	Par value	0.5	baht
	Divided into		
	Ordinary shares	312,500,000	shares
	Preferred shares	-None-	

After that, the Chairman then gave shareholders the opportunity to ask questions, express opinions and make suggestions. There was no shareholders asking any question or expressing opinions. The Chairman, therefore requested the Meeting to vote on this agenda.

**Resolution:**

The meeting approved the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital for reserve of the exercise of warrant. By a unanimous vote of the shareholders attending the Meeting and casting their votes, details of which are as followed:

Approved	87,697,101	Votes equal to	100.00 percent
Disapproved	0	Votes equal to	0.00percent
Abstained	0	Votes equal to	0.00 percent

**Agenda Item 13:**

**To consider other matters (if any)**

Chairman gave opportunity for shareholder to propose for additional matter.

There was no other matter proposed by any shareholder.

Chairman gave opportunity for shareholder to propose their suggestion. and asked question.

**Mrs. Prapapan Innatda, Shareholder** asked how the Company's 5 years business plan was.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer** explained that the Company's Business Plan which had been used since 2015 was focusing on the lending money. Executing this business plan resulted in profit on quarter 3<sup>rd</sup> and 4<sup>th</sup> of 2015. The Company set target of lending money in 2016 at the THB 2,000 million.

**Mrs. Prapapan Innatda, shareholder,** asked that as the Company targeting of lending money at the total of THB 2,000 million, It would be lend from what company. Does the lending from ACAP is corporate loan which has to secure loan by mortgaging certain plot of land?. How much the interest rate was? and corporate loan or retail loan has charge higher interest rate ?

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that in order to use the tax benefit the Company lending money under OK Cash operation in 2015. Now, as OK Cash had used up all tax benefit, in 2016 the Company will lend money under ACAP operation. ACAP's lending to corporate customers is the loan that secures by mortgaging certain plots of land with the interest rate charged at 12-15% per annum. The Company received higher the interest rate from retail customers than corporate customers; however, retail customers had higher cost and more complicated management system.

**Mr.Chokchai Kanchanakul, shareholder,** asked that after the foreign strategic partner invested fund in the Company, would the financial cost of company were reduced. And what were the Company plan to do in order to achieve the target of lending THB 2,000 Million in the half year end.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that if the Company receives the investment fund from the foreign strategic partner, the financial cost of company would definitely be reduced. Now the Company had to bear the high cost of financial but when the company gained profit the cost of financial would be reduced. I would like to update the issuance of debenture progress which was approved from the Extraordinary General Meeting of Shareholder at the amount of THB 2,000 Million that the Company had completed filing with the SEC at the end of March 2016 and had sale debentures and received good fund on April 1, 2016 . The amount of good fund is not much due to the selling period limitation and many company had issue debenture at the same period of time. Therefore, the profit in the 1<sup>st</sup> quarter of 2016, were from the cost of fund in the Company and issuance of Bill of Exchange. The end of this year, the Company would raise fund by issuing bill of exchange and Debentures to do business. The Company believed that after the 1<sup>st</sup> quarter of 2016 Financial Statement was revealed. The Company would sale debenture easier.

**Mr.Vallop Atcharawan, shareholder** asked how does the company sought for customers. What was the strength which made customer doing business with the Company even thought the company charged high interest rate. How the Company does to manage the customer payment on time.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that the company has experience Board of Directors and credit team member. Also the credit process is fast; fulfill customer's need in time. Moreover, the Company has not need to reserve fund after lending which is different from Bank. Bank must reserve funds after lending therefore bank has to consider carefully for credit approval.

**Mr.Naruchit Tangsuan,Shareholder** requested the Company to updated the lending case.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that at present, the Company had approved the corporate loan at approximately THB 900 million and short term loan approximately THB 1,000 million. Of which approximately THB 1,000 million was approved in 2016

**Mr. Peera Jitpraneechai, shareholder,** asked 4 questions as follows.

1. Does the fund for corporate loan at the amount of THB 900 Million derive from the issuance and offering of debentures?

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that most of fund was from the issuance of Bill of Exchange. The issuance and offering of debentures has time limitation and people were more interested in investing in Bill of Exchange than in debenture because it has longer investment period.

**Mr. Peera Jitpraneechai, shareholder** asked

2. Possibility of Greentown Real Estate Company Limited and Parichart Company Limited loan agreement renewal.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer,** informed that at present the Company had not been informed by Greentown Real Estate Company Limited whether agreement will be renewal or not. However, the agreement will be terminated on June. It has 2 months remaining, The Loan agreement with Parichart Company Limited was signed on December 2015, there were 3 months remaining.

**Mr. Peera Jitpraneechai, shareholder** asked

3. To update the lending for "Term Sabuy" project which co-operated with Vending Corporate Company Limited ")VDC(" the subsidiary of Crown Tech Advance Public Company Limited")AJD("

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer**, informed that the Company has strict on the Criteria for credit approval. The credit approval processed after applicant document was completed. AJD would like to have time for internal document management and will be submitted applicant for credit approval when ready.

**Mr. Peera Jitpraneechai, shareholder** asked

4. The Company had reorganized on 2015, would it be any reorganized in 2016? Would the employee be reduced or increased?

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer**, informed that the Company continue applied the cost control policy and urgently increase revenue. The Company had hired about 100 employees for Chonburi Branch due to the subsidiary company named Global Services Company Limited which provide call center service has business expansion.

**Mr. Vitwat charoenwat, a shareholder**, would like to know the progress of joining of strategic partnership with Capital Ok Company Limited. What nationality of strategic Partner was.

**Miss Sugunya Sukjaroenkraisri, Chief Executive Officer**, informed that the Company has already received NBA. And the Company had an appointment to negotiate with the Company who interested to be our strategic Partner. This meeting is the fifth meeting. This Company was Japanese nationality.

**Ms. Siriporn Kuttapong, a representative from Thai Investors Association** asked that since 2014, the Company had signed to join the Private Sector Collective Action Coalition against Corruption whether the Company has planned to prepare for Certification by the CAC.

**Chairman** replied that the Company had signed to join the Private Sector Collective Action Coalition against Corruption and had action planned in order to received the certificate from the CAC. Also the company resists corruption along with the growth of the Company.

Since there were no further question and comment, the Chairman, therefore, thanked all shareholders for their attendance at the Meeting and called for the Meeting to be adjourned at 12.00 hours.

Sign ..... - Signature -  
(Mrs. Suwanna Pimphakorn)  
Chairman of the Meeting

Sign ..... - Signature -  
(Miss. Khemnij Ariyaratchatopa)  
Company Secretary