

-Transaltion-

**The 2017 Annual General Meeting of Shareholders
of
Asia Capital Group Public Company Limited**

Time and Place

The meeting was held on Monday, March 27th, 2017 at 10:00 a.m., at Orchestra Ballroom, 2nd Floor, Jazzotel Hotel, located at 514 Soi Ramkhamnaeng 39, 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 1,920 shareholders with the total of 304,689,350 shares. There were 114 shareholders and proxies who attended to the Meeting, represented 208,006,621 shares or 68.27 percents of the Company's total 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-thirds of the total number of the Company shares.

Introduced 10 directors who presented at the Meeting in total of 9 persons as follows:

1. Gen. Pudit Tattiyachot	Chairman of the Board
2. Mr. Yiem Chundprasit	Vice Chairman of the Board
3. Police Gen. Amnat Unardngam	Independent Director/ Chairman of the Audit Committee
4. Ms. Sugunya Sukjaroenkraisri	Director/ Chief Executive Officer
5. Mr. Chalermchai Sirinopawong	Director/ Chief Financial Officer
6. Mr. Somphol Tripopnard	Director
7. Mr. Picham Sukparangsee	Director
8. Mr. Nataporn Ingkaninun	Independent Director/ Audit Committee
9. Ms. Pimwalun Suwattikul	Independent Director/ Audit Committee

Director who could not present at the Meeting, in total of 1 person

1. Mr. Supo Arevart	Director
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Auditors from PricewaterhouseCoopers ABAS Ltd.

1. Mr. Paiboon Tonkul
2. Ms. Boossaba Kulsiritham
3. Ms. Wimolrat Nantawong

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

- The Chairman shall conduct the meeting compliance with agenda order indicated in the meeting’s invitation. 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 wish to ask question, should address his/her name to the Meeting before questioning.
- For vote casting, one share shall be entitled to one vote pursuant to the Company's Article of Association. In order to expedite the procedure, the chairman shall ask the shareholders who wish to object (disapprove) or abstain their voting to present their voting cards to the Company's staff. The Company shall then subtract the votes from the disapproving or abstaining shareholders from the total vote of the attended shareholders

with voting rights. In the end, the remaining votes shall be treated as the affirmative vote number in the relevant agenda. For shareholder representative who had been appointed to attend to the Meeting, his/her votes shall be recorded and counted upon the registration process. In the event of no objection or vote abstaining, it shall be considered as unanimously approval for that agenda event.

- In addition, all shareholders should sign in their voting cards in every agenda events. All voting cards must be handed to the Company's staffs after the Meeting adjournment for the record. In case of the attended shareholders failed to specify his/her intention whether objection or vote abstaining, it would be considered as approval for that agenda event.

After the conductor finished the Meeting's narration, The Chairman of the Board acted as " the Chairman of the Meeting", announced his opening of the Meeting and proceeded the Meeting as the following agendas as specified in the invitation:

Agenda 1: To Certify and Adopt the Minutes of the Extraordinary General Meeting of Shareholders Meeting No. 2/ 2016

The conductor presented the Minutes of Extraordinary General Meeting of Shareholder No. 2/ 2016 held on December 27th, 2016, as per attached details with the meeting's invitation.

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

Resolution: The Meeting was unanimously resolved to certify and adopt the Minutes of Extraordinary General Meeting of Shareholder No. 2/ 2016 held on December 27th, 2016, with the votes of the attended shareholders in the Meeting and votes casting as follows:

Approved	208,006,621	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 2: To Consider and Approve the Re-election of Directors Who are Due to Retire by Rotation

The Meeting Staff proposed to the Meeting, accordance to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 17, require an election of directors to replace the director who are due to retire by rotation. The directors who shall retire by rotation in the year 2017 are as follows:

- | | |
|--------------------------------|--|
| 1. Mr. Yiem Chundprasit | Vice Chairman of the Board |
| 2. Police Gen. Amnat Unardngam | Independent Director/
Chairman of the Audit Committee |
| 3. Mr. Supot Arevart | Director |

The Board of Directors had considered the suitability which would be the best interest and benefit to the Company's operation, including to the qualification, profession, and past accomplishment during their office terms. Therefore, the Board of Directors nominated all three directors to be re-elected and performed to their current positions for another office terms.

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

Resolution: The Meeting was unanimously resolved to approve the re-election of new directors for three retired directors for another term, included Mr. Yiem Chundprasit, Police Gen. Amnat Unardngam, and Mr. Supo Arevart, to be continued as their current positions for another office term, with the votes of the attended shareholders in the Meeting and votes casting as follows:

1. Mr. Yiem Chundprasit		Vice Chairman of the Board		
Approved	208,006,621	votes	Equal to	100.00 percents
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent
2. Police Gen. Amnat Unardngam		Independent Director/ Chairman of the Audit Committee		
Approved	208,006,621	votes	Equal to	100.00 percents
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent
3. Mr. Supot Arevart		Director		
Approved	208,006,621	votes	Equal to	100.00 percents
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Prior to Agenda 3, there were four more registered shareholders to attend the Meeting which resulted to the total number of shares to be 208,517,221 shares.

Agenda 3: To Consider and Approve the Determination of Directors' Remuneration for the Year 2017

The conductor proposed to the Meeting, in accordance with the Company's Articles of Association clause 26, the directors are entitled to receive remuneration in the form of reward, meeting allowance, gratuity, bonus or other form of benefit under the articles of association or as determined by shareholders meeting in either fixed sum or under certain criteria and such determination may be made from time to time or may take effect until otherwise determined and shall receive allowance or welfare benefits under company regulations. The aforementioned provision shall not affect 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. The Board of Directors had thoroughly considered the remuneration package of directors and sub-committees for the year 2017 based on their duties and responsibilities and comparison with the remuneration payment of the other listed companies on the Stock Exchange of Thailand. The remuneration for the year 2017 was proposed as follows:

Unit: Baht

Directors' Remuneration	year 2016	year 2017
1. Meeting allowance for the Board of Directors - Chairman of the Board - Director	per attendance 25,000 20,000	per attendance 25,000 20,000
2. Meeting allowance for Audit Committee -Chairman of the Audit Committee -Member of the Audit Committee	per attendance 20,000 20,000	per attendance 20,000 20,000
3. Meeting allowance for the Nomination and Compensation Committee	-	-

1. The Chairman of the Board shall receive a meeting allowance of Bath 25,000 per attendance and each director shall receive a meeting allowance of Bath 20,000 per attendance at the Board of Directors' Meeting.
2. Each Audit Committee's member shall receive a meeting allowance of Bath 20,000 per attendance at the Audit Committee's Meeting.
3. The Company shall pay special remuneration to all members of the Board of Directors at 1 percent of the year 2017 net profit, which is addition to remuneration specified in Item 1. – Item 2. The payment of special remuneration shall be made after the Company's consolidated financial statements for the year 2017, which has been approved by the 2018 Annual General Meeting of Shareholders.

Conductor: Any questions or opinion from any shareholders?

Shareholder: For the part that the Company would pay out the gratuity to the Board of Directors in the rate of 1 percent from the net profit, but why the Company would refuse to pay out dividend to the shareholder?

Chief Executive Officer: Explained that for the past, it was Company's policy to pay out for gratuity in the rate of 1 percent from the net profit to the Board of Directors, if there was profit . From paying base on the Company's financial statement to paying base on the Company's consolidated financial statement. Moreover, the allowances for each meeting were not high and infrequent number of the meetings. In accordance to the Company's policy, if there were good performance, then there would be gratuity pay out in the rate of 1 percent to the Board of Directors. For not payouting dividend , the Company would like to explain, even though, there was 212.47 million THB in profit base on the Company's performance, but the Company carefully thought of the credit services which the Company had to put this profit as an investment fund for the loan to bring in more profit and continuing growth of our business.

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

Resolution: The Meeting was unanimously resolved to consider and approve the remuneration of the Directors for the Year 2017, with the votes of the attended shareholders in the Meeting and votes casting as follows:

Approved	208,515,121	votes	Equal to	100.00 percent
Disapproved	2,100	votes	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 4 : To Consider and Acknowledge the Board's Report on the Company's Performance for the Year 2016

The Chief Executive Office proposed to the Meeting with the results of management structure, expense control, and roadmap of business plan as follows:

- Q3/15 There was profit base on the Company's performance at 3.82 million THB which was 119.72% increase comparing with Q3/14 which was at loss for 19.365 million THB.
- Q4/15 There was profit base on the Company's performance at 14.5 million THB which was 168.23% increase comparing with Q3/14 which was at loss for 21.251 million THB.
- Q1/16 There was profit base on the Company's performance at 16.7 million THB which was 243.67% increase comparing with Q1/15 which was at loss for 24 million THB.
- Q2/16 There was profit base on the Company's performance at 26.841 million THB which was 239 % increase comparing with Q2/15 which was at loss for 19.302 million THB.
- Q3/16 There was profit base on the Company's performance at 50.739 million THB which was 1,228 % increase comparing with Q3/15 which received profit at 3.82 million THB.
- Q4/16 There was profit base on the Company's performance at 118.18 million THB which was 715.035 % increase comparing with Q4/15 which received profit at 14.5 million THB. The Company's Outstanding Performance included deferred tax in the amount of 46.50 million THB (which the auditor had suggested to be inclusive) and the profit base on the Company's performance in the amount of 71.68 million THB, which accumulated to the total of 118.18 million THB for Q4/16. For the Company's Performance total profit for the year 2016 was 165.50 million THB with inclusive of deferred tax in the amount of 46.50 million THB, therefore, the Company's net profit for the year 2016 was 212.473 million THB.

Base on the Company's Performance for the Year 2016, the total revenue was 468.803 million THB and the net profit was 212.473 million THB, which had increased in the amount of 237.615 million THB or at 945.092% comparing to the Company's Performance for the year 2015 with -25.142 million THB.

Conductor: Any questions or opinion from any shareholders?

Shareholder: I would like a full explanation for the deferred tax?

Chief Financial Officer: Explained that the deferred tax came from the loss amount base on the Company's performance in the past five years which if the following year the Company got taxable profit, this loss amount could be used as deductible amount. This loss amount was valid for only five years time which in the past the Company had not set up any of the deferred tax due to the continuous loss. From now on, if the Company had tendency for profitable performance, the deferred tax would be appointed following international accounting standard.

Shareholder: Had the Company ever conducted the leasing business? How about the risk and what were other financial resources besides B/E and corporate bond?

Chief Executive Officer: Explained that currently the Company had not conducted any leasing business and there was no Non Performing Loan (NPL) and the customers were paying interest as scheduled. Also, the Company issued the bonds as fund resource. As of today, the Company was working on rating which would increase the Company's ability to obtain the loan and lower the Company's capital cost.

The Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions which were relevant to the agenda topic, however no shareholders placed any question or opinion. The Chairman of the Meeting announced this agenda item was just a report, therefore, vote casting was not necessary.

Resolution: The Meeting acknowledged the report of the Company's Performance for the year 2016 according to the Chief Executive Officer's be proposed.

Prior to Agenda 5, there were four more registered shareholders to attend the Meeting which resulted to the total number of shares to be 214,546,321 shares.

Agenda 5: To consider the auditor's report and approve the financial statements of the Company and its subsidiaries for the year ended December 31st, 2016

The Chief Financial Officer proposed to the Meeting, accordance with the Public Limited Companies Act B.E. 2535, the Company shall prepare the financial statement for the Company and Subsidiary Companies for the year ended as of December 31st, 2016 which had been verified and certified by auditor, PricewaterhouseCoopers ABAS Ltd. and already received approval by the Audit Committee and the Board of Directors. The Company's Annual Report for the year 2016 which had been enclosed along with the meeting's invitation, the important details were as follows:

Description	Unit: In Thousand THB	
	The Company and its Subsidiaries	The Company
Total Assets	4,527,685	4,514,851
Total Liabilities	3,527,508	3,632,619
Total Revenues	370,157	84,559
Net Profit (Loss) attributable to shareholders of the parent	212,473	97,459
Profit (Loss) per Basic Share	0.84 THB / Share	0.39 THB/Share

Conductor: Any questions or opinion from any shareholders?

Shareholder: Had the Company produced the Annual Report for the year 2016 in booklet format?

Chief Executive Officer: Explained that the Company produced the Annual Report for the Year 2016 in CD-Rom format in the amount of 2,000 CDs and already sent out to all shareholders along with the meeting's invitation. The Company didn't produce the reports in booklet format to decrease the expense. Nevertheless, for the next meeting, the Company would produce the reports in booklet format in case some shareholders might want them in print.

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

Resolution: The Shareholders resolved to acknowledge the Auditor's Report and approved the Company and its Subsidiaries' Financial Statements for the year ended as of December 31st, 2016, with the votes of the attended shareholders in the Meeting and votes casting as follows:

Approved	214,546,321	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Prior to Agenda 6, there was one more registered shareholder to attend the Meeting which resulted to the total number of shares to be 214,587,521 shares.

Agenda 6: To consider and approve the appointment of the Company’s auditor and the determination of the audit fee for the year 2017

The Chief Financial Officer proposed to the Meeting as follows:

1. Pursuant to the Public Limited Companies Act B.E. 2535 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.

2. According to, the Notification of the Securities and Exchange Commission No. Kor Chor. 39/2548 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.

3. Proposed to appoint the auditor from PricewaterhouseCoopers ABAS Ltd ("PWC") to be the Company’s auditor for the year 2017, as consisted 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.

4. with the audit fee, as follows:

	Unit: Baht	
Details of the Audit Fee	2016	2017
1. The financial statements’ auditor fee	416,000	990,000
2. The quarterly review’s audit fee (3 quarters)	300,000	1,095,000
3. The certification of the management’s statement accompanying with the income tax return (P.N.D.50)	10,000	15,000
Total of Audit Fee	726,000	2,100,000

Resolution: The Meeting was unanimously resolved to appoint the Account Auditors from PricewaterhouseCoopers ABAS Ltd, which were included: 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, as the Company’s auditor for the year 2017, whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PWC is authorized to appoint other Certified Public Accountants of PWC to carry out the work. The Board also resolved that the auditor should fix their audit fee for the year 2017 (including the certification of the management’s statement accompanying with the corporate income tax return of Bath 15,000) in total of Bath 2,100,000 and other out-of-pocket expenses as relevant to the audit according to the appropriation.

The votes of the attended shareholders in the Meeting and votes casting were as follows:

Approved	204,765,721	votes	Equal to	100.00	percent
Disapproved	9,821,800	votes	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent

Agenda 7: To consider and approve the issuance and offering of not exceeding 76,172,338 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 proposed to the Meeting that due to the Company's core business which is the credit loan, in order to the working Capital and reserve for business expansion of the Company's in the future, the issuance and offering of Warrants to purchase new ordinary shares of the Company (ACAP-W2) not exceeding to 76,172,338 units to the existing shareholders of the Company in proportion to their shareholdings (Right Offering) as presented. The Warrants to purchase ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholdings (Right Offering) at the ratio of 4 existing ordinary shares to 1 unit of warrant.

Conductor: Any questions or opinion from any shareholders?

Shareholder: How would the Company to adjust the Warrants (ACAP-W1)?

Chief Executive Officer: Explained that the adjustment of Warrants ACAP-W1 must wait for the last day of collection of shareholders list who are entitled to the right of Warrants ACAP-W2. Later, the Company could calculate for the right adjustment of price issuance and ratio of the offer. However, the Company shall inform to the Stock of Exchange of Thailand and further write in letter to inform the right adjustment to the existing shareholders.

Shareholder: What are the conditions? Why should the Company have to the right adjustment of Warrants?

Chief Executive Officer: Explained that mainly due to practice of the laws, therefore the Company shall have a necessary to adjust the right of warrants ACAP-W1.

After that the Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions which were relevant to the agenda topic, however no shareholders placed any question or opinion which the Chairman of the Meeting requested for vote casting of this agenda item to the Meeting.

Resolution: The Meeting was unanimously resolved to approve the issuance and offering to purchase new ordinary shares of the Company (ACAP-W2) not exceeding to 76,172,338 units to the existing shareholders of the Company in proportion to their shareholdings (Right Offering) in proportion to their shareholdings (Right Offering) at the ratio of 4 existing ordinary shares to 1 unit of warrant, with the votes of the attended shareholders in the Meeting and votes casting were as follows:

Approved	214,587,521	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 8: To consider and approve the increase in the Company's registered capital for reserve of the exercise of warrant

The Chief Executive Officer proposed to the Meeting that to be prepared for the issuance and offering of the Warrants to purchase new ordinary shares of the Company No. 2, as well as to be prepared for the right adjustment of the Warrants to purchase ordinary shares of the Company No. 1, which might be occurred in amount of Baht 39,086,169 from the current Company's registered capital of Baht 156,250, 000 to be new registered capital of Baht 195,336,169 by issuance of 78,172,338 ordinary shares at the par value of Baht 0.50 per share, as divided to issue of increased ordinary shares of 76,172,338 shares to be reserved to exercise the right of Warrants according to the Warrants to be purchased from the Company's ordinary shares No. 2 (ACAP-W2) and the issuance of increased ordinary shares of 2,000,000 shares, par value at Baht 0.5 per share, in order to be reserved for the right adjustment of the Warrants to purchase ordinary shares of the Company No. 1, which might be occurred.

Conductor: Any questions or opinion from any shareholders?

Shareholder: Why did the Company use the method of Warrants issuance or Warrants for capital increase?

Chief Executive Officer: Explained that the Company viewed that the convert of warrants should have dilution effect in gradually movement. Also, the Company shall grant the right to the existing shareholders for exercise the right, if there were the exercise of Warrants ACAP-W2. The Company also expected the figure amount of Baht 457,034,028.

After that the Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions which were relevant to the agenda topic, however no shareholders placed any question or opinion which the Chairman of the Meeting requested for vote casting of this agenda item to the Meeting.

Resolution: The Meeting was unanimously resolved to approve the Company's increase of registered capital in amount of Baht 39,086,169 from the existing Company's registered capital of Baht 156,250,000 to be new registered capital of Baht 195,336,169 by issuance of 78,172,338 ordinary shares at the par value of Baht 0.50 per share, as divided to issue of increased ordinary shares of 76,172,338 shares to be reserved to exercise the right of Warrants according to the Warrants to be purchased from the Company's ordinary shares No. 2 (ACAP-W2) and the issuance of increased ordinary shares of 2,000,000 shares, par value at Baht 0.5 per share, in order to be reserved for the right adjustment of the Warrants to purchase ordinary shares of the Company No. 1, which might be occurred., with the votes of the attended shareholders in the Meeting and votes casting were as follows:

Approved	214,587,521	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 9: 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 proposed to the Meeting that in order to be in accordance with the preparation of the issuance and offering as well as the right exercise of the Company's Warrants, the amendment to Clause 4 of the Company's Memorandum of Association shall be amended as follows:

“Clause 4. Registered capital	195,336,169	Baht	(Baht One Hundred Ninety Five Million Three Hundred Thirty Six Thousand One Hundred Sixty Nine Only)
Divided into	390,672,338	Shares	(Three Hundred Ninety Million Six Hundred Seventy Two Thousand Three Hundred Thirty Eight Shares Only)
Par value	0.50	Baht	(Fifty Satang Only)
Divided into			
Ordinary shares	390,672,338	Shares	(Three Hundred Ninety Million Six Hundred Seventy Two Thousand Three Hundred Thirty Eight Shares Only)
Preferred shares	-None-		(- Share)”

After that the Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions which were relevant to the agenda topic, however no shareholders placed any question or opinion which the Chairman of the Meeting requested for vote casting of this agenda item to the Meeting.

Resolution: The Meeting was unanimously resolved to approve the Company's increase of registered capital in amount of Baht 39,086,169 from the existing Company's registered capital of Baht 156,250,000 to be new registered capital of Baht 195,336,169 by issuance of 78,172,338 ordinary shares at the par value of Baht 0.50 per share, as divided to issue of increased ordinary shares of 76,172,338 shares to be reserved to exercise the right of Warrants according to the Warrants to be purchased from the Company's ordinary shares No. 2 (ACAP-W2) and the issuance of increased ordinary shares of 2,000,000 shares, par value at Baht 0.5 per share, in order to be reserved for the right adjustment of the Warrants to purchase ordinary shares of the Company No. 1, which might be occurred., with the votes of the attended shareholders in the Meeting and votes casting were as follows:

Approved	214,587,521	votes	Equal to	100.00 percent
Disapproved	0	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 10: To consider and approve the non-allocation of annual net profit and the dividend payment for the year 2016

The Chief Executive Officer proposed to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 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.

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 year 2016, even the consolidated financial statements of the Company's shown net profit of Baht 212.47 million, but mainly due to the more cash requirement for the credit loan business, the capital base is important in expansion and further business growth progress even more. The Company agreed to refrain from paying a dividend for the year 2016 and shall bring the profits to expand the business in the year ahead, with data compared to the dividend for the year as follows:

Details of Dividend Payment	2015	2016
1. Net profit (loss) for the year (Million Baht)	(25.14)	212.47
2. Number of shares (Million Share)	125	304
3. Dividend payment		
3.1 Interim dividend payment (Baht per Share)	-	-
3.2 Annual dividend payment (Baht per Share)	-	-
4. Total dividend amount (Million Baht)	-	-

Conductor: Any questions or opinion from any shareholders?

Shareholder: Why did the Company not payout the dividend to the shareholders?

Chief Executive Officer: Explained that the Company had a policy to expand the business in the year 2016. Even the consolidated financial statements of the Company's shown net profit of Bath 212.47 million, the credit loan business is required more cash. At the same time, the capital base is important in expansion and further business growth progress even more. Hence, there should be kept the cash for business expansion. Nevertheless, the Company expected that in the case of continually gaining profits and having enough cashflow, it shall be definitely paid the dividend to the shareholders.

After that the Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions which were relevant to the agenda topic, however no shareholders placed any question or opinion which the Chairman of the Meeting requested for vote casting of this agenda item to the Meeting.

Resolution: The Meeting was unanimously resolved to approve for non-allocation of the Company's net profit for the year 2016 and no dividend payment for the Company's performance for the year 2016 in order to bring the profits to expand the business in the further year, with the votes of the attended shareholders in the Meeting and votes casting were as follows:

Approved	214,587,521	votes	Equal to	100.00 percent
Disapproved	200	vote	Equal to	0.00 percent
Abstained	0	vote	Equal to	0.00 percent

Agenda 11: To consider other matters (if any)

The Chairman of the Meeting granted to propose the agenda to be considered and no shareholders proposed any agenda. Then, the Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions in other matters. There were questions by shareholders as follows:

Conductor: Any questions or opinion from any shareholders?

Shareholdere At present, have the Company had the competitors since the type of business operation looked like the Company bought the debts to be managed?

Chief Executive Officer: Explained that the Company currently has not operated to buy any debts yet. The Company conducted the business of credit loan. The portfolio auction to acquire the debts must have the highly reserved cash. Beside, the Global Service Center Company Limited ("GSC") operates in customer service and debt collection. However, the Company would definitely have a competitor from the market, because it is the type of credit loan business. Nevertheless, the Company viewed that this type of businss still has more prospects to require the more credit loan. Futherrmore, currently the financial institutions have more restrictions to approve for credit loan. Therefore, there shall have no any concern for the competition.

The Chairman of the Meeting granted the opportunity to the shareholders to address his/her questions and opinions. However, there was no any question or any comment, therefore the Chairman of the Meeting thanked to the shareholders for their attendance to the meeting.

Meeting adjourned at 12:30 p.m.

Gen. –Signed– Chairman of the Meeting

(Pudit Tattiyacot)
Chairman of the Board

 –Signed– Recorder to the Meeting

(Mr. Jaran Wongkai)
Secretary to the Meeting

Certified for the correction by:

 –Signed–
Ms. Sugunya Sukjaroenkraisri
Authorized Director

 –Signed–
Mr. Chalermchai Sirinopawong
Authorized Director