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The 2019 Annual General Meeting of Shareholders
of
Asia Capital Group Public Company Limited

Time and Place

The meeting was held on Monday 29 April 2019 at 10:00 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 3,834 shareholders with the total of 316,406,985 shares at the record date for the right of shareholders to attend the Company's 2019 Annual General Meeting of the Shareholders on 14 March 2019. At the opening of the meeting, there were shareholders in-person 14 persons and proxies 14 persons total of 28 persons who attended to the Meeting, which represented 178,401,975 shares or equal to 56.38 percent 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-third of the total number of the Company's shares.

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

- | | |
|---------------------------------|---|
| 1. Gen. Pudit Tattiyachot | Chairman of the Board ("the Chairman of the Meeting") |
| 2. Mr. Yiem Chundprasit | Vice Chairman of the Board |
| 3. Ms. Sugunya Sukjaroenkraisri | Director/Chief Executive Officer/Executive Committee |
| 4. Ms. Pimwalun Suwattikul | Director/Executive Committee |
| 5. Mr. Anuchai Vitnalakorn | Director/Chief Operation Officer/Executive Committee |
| 6. Mr. Adisai Warinsirikul | Director/Chief Financial Officer/Executive Committee |
| 7. Mr. Nataporn Ingkaninun | Independent Director/Audit Committee |

Directors who apologized for the absence at the Meeting, in total of 2 persons as follows:

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|--------------------------------|--|
| 1. Police Gen. Amnat Unardngam | Independent Director/Chairman of the Audit Committee |
| 2. Mr. Picharn Sukparangsee | Independent Director/Audit Committee |

2 Auditors represented from PricewaterhouseCoopers ABAS Ltd. as follows:

1. Ms. Busaba Kunsiritham

2. Ms. Sarocha Thongsakul

Legal consultant: Mr. Boriruk Jivaviroj

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 2019 Annual General Meeting of Shareholders through the Company's website prior to the meeting during 15 November 2018 to 8 February 2019. However, there was no shareholder proposed any agenda or nominate candidate to be elected as the director.

Then, the conductor invited the Chairman of the Board - Gen. Pudit Tattiyachot ("the Chairman of the Meeting") to announce the opening of the 2019 Annual General Meeting of Shareholders. The Chairman of the Meeting thanked to all attendees who took the time to join the meeting. The Chairman of the Meeting informed that the meeting proceeding will be complied with agenda order indicated in the meeting's invitation which has been sent to all shareholders in advance. The Chairman of the Meeting opened the 2019 Annual General Meeting of Shareholders.

The conductor explained to the Meeting for the order of 9 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, after having clarified the details of the matter to the shareholders for consideration, the conductor shall ask the shareholders whether "there is any object or abstain voting or not"
 - 3.1 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.
 - 3.2 In case there is no shareholder who "Object" or "Abstain", it shall be considered that the shareholders "Approve" according to the number of each proposed agenda. 3

4. 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.
5. 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. 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 2018 Annual General Meeting of Shareholders

The conductor presented the Minutes of 2018 Annual General Meeting of Shareholder held on 24 April 2018 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 2018 Annual General Meeting of Shareholders held on 24 April 2018, with a majority vote of the shareholders who attend the meeting and cast their votes as follows: 5

Approved	178,416,075	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 29					

Agenda 2: To consider the auditor's report and approve the financial statements of the Company for the year ended 31 December 2018

The Conductor invited Mr. Adisai Warinsirikul Director and Chief Financial Officer to propose this agenda.

Mr. Adisai Warinsirikul clarified to the Meeting that in compliance with the Public Limited Companies Act B.E. 2535, the Company has prepared the financial statements for the year ended 31 December 2018 as duly audited and certified by the auditor of PricewaterhouseCoopers ABAS Limited and reviewed 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 2018, 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	4,788,075	5,078,642
Total liabilities	3,567,156	3,866,276
Total revenue	184,355	220,485
Net (loss) profit attributable to shareholders of the parent	61,875	176,613
Basic (loss) earning per share (Baht)	0.20	0.56

Mr. Adisai Warinsirikul clarified that in the year 2018, there were 2 main events which effected to the financial statements of the Company. Details have been provided below:

1. In the second quarter, one of factoring loans in the amount of THB 289 million has been defaulted. The Company has already filed a lawsuit, currently, this case is during the process of testimony which the Civil Court will judge within September 2019.
2. The Accounting standards regarding to the income recognition has been changed. The Company started to implement the policy to stop accrued interest for default loans that overdue more than 6 months in the third quarter of 2018. There were 3 loans in the amount of THB 915 million which

have been effected from this policy. The Company had to stop accrued interest in the amount of THB 84.2 million during the first three quarters of 2018 and another THB 34.3 million in the fourth quarter of 2018. Totally, the Company had to stop recognized interest income in the amount of THB 118.45 million.

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 2018, which had been audited and certified by the auditor of PricewaterhouseCoopers ABAS Limited, 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	178,416,075	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 29					

Agenda 3: To acknowledge the Company's performance for the year 2018

The conductor invited Ms. Sugunya Sukjaroenkraisri Director and Chief Executive Officer to propose this agenda.

Ms. Sugunya Sukjaroenkraisri reported to the Meeting that the annual performance of the Company and the Subsidiaries' in 2018 has been effected from the slowdown of economics. Not only the Company that has been effected but many companies in the industry also effected as well. In 2018, the Company issued new loans more than THB 900 million. There were also some loan repayments but mostly small-sized loans. The main policy in 2019 will be emphasized on liquidating assets that have been seized from defaulted loans.

However, revenue in the year 2018 declined mainly from:

1. Lower loans approval
2. From the economic situation, the customers was unable to repay loans on schedule
3. The change of revenue recognition, stop accrued interest income for loans that overdue more than 6 months

Chief Executive Officer gave confidence to shareholders that all executives have made their best effort to make the Company grow in the future.

Mr. Atthayut Vutthithumme: When the Company can realize income that has been stopped accrued? 

Chief Financial Officer: In case when loans become default, the Company will sue for collateral and sell that collateral for loans repayment. When the company has sold that property, if the selling price is higher than loans outstanding plus accrued interest that has been recorded in accounting book, the difference will be recognized as a profit from sale of assets.

Mr. Atthayut Vutthithumtee: Please update status of customer named Tropical Dream Co.,Ltd.

Chief Executive Officer: At present, the collateral of Tropical Dream Co.,Ltd. has already been enforced from the Legal Execution Department. In the first round of public auction, retail buyers used the right to scrutinize the property and the court has dismissed all cases. For the second round of public auction scheduled on 24 April 2019 has been canceled following court order dated 23 April 2019 according to the defendant's petition requesting the court to assign project manager. The next appointment to investigate will be during June 2019. Tropical Dream Co.,Ltd. has outstanding loans with the Company according to the court order in the amount of THB 300 million plus accrued interest at the rate of 15% calculated on a daily basis from the default date until loan payment date. The Company will take care of the property during auction process.

Mr. Atthayut Vutthithumtee: How about the progress of retail loans portfolio?

Chief Executive Officer: From the discussion with partner, we still have uncertainty about the current economic situation. The household debt index was relatively high. Therefore, we decided to slowdown for the retail lending business.

Mr. Atthayut Vutthithumtee: How about the business plan for the year 2019?

Chief Executive Officer: In 2019, the Company will emphasize on sales of seized assets in order to liquidate assets to be cash for working capital. For fund raising, the Company will issue and offer debenture at the appropriate rate. For subsidiary, the Company plan to expand both Call Center and Collection businesses with the plans to increase number of branches and improve technology systems to support the business expansion. After Global Service Center Public Company Limited (GSC) has been traded in the Market for Alternative Investment or MAI, GSC gain more new customers for both from Call Center and Collection businesses.

Mr. Pongpat Thavisomboon: Do you mean that 2018 was the recovery year for the Company and still has income to be recognized in the future?

Chief Executive Officer: Management team need not to accumulate problems, we decided to step back in order to move forward firmly in the future. We had to face and clean up many problems in the last year. However, the Company achieved repayment of debenture in high volume as well as issuing and offering new debentures with controllable debt to equity ratio not more than 3 times. In the future, the Company plan to use fund from capital base rather than borrowing.

Chief Financial Officer: In 2018, the Company has losted opportunity to realize income from one of default loan and 3 customers effected from the change of policy to stop accrued interest. However, the Company can realize this income when

1. Repayment from customer
2. When the seized assets has been sold

Chief Executive Officer: At first, the Company would like to apply criteria to stop accrued after overdue for 1 year since the Company issued loans with quite low LTV. However, for normal practice there is no company has applied 1 year criteria so that the Company has to apply stop-accrued for 6 months overdue instead. After applied this criteria, the Company had to reverse some part of income which has already been realized.

Mr. Pongpat Thavisomboon: In your opinion, retail lending business which generate quite high yield at 36%, is this business in Red Ocean or Blue Ocean?

Chief Executive Officer: In my opinion, it is considered to be in Red Ocean because from the observation it is too struggle for new comers to enter in this industry. Non performing loans have increased and to sue default loans for debt recovery is quite difficult and not worthwhile. In addition, household debt index has been increased which shown that the purchasing power of customer become lower. The way that customers repeated lend from many institutions would cause the increase of interest rate that finally caused more risk to the Company.


Mr. Pongpat Thavisomboon: Please clarify the specific plans for the Company's plan to step back in order to move forward firmly in the future.

Chief Executive Officer: For lending business, the Company will emphasize on small size loans due to the experience from the last 2 years. The Company will consider more on quality of customer business. The use of fund shall be considered whether it is proper or not. Cash flow of the business shall be monitored apart from the backup of good quality collateral. The Company believes that the customer will not allow good quality collateral to be seized while the Company need not to seize collateral from customers. In summary, loans portfolio in 2019 will not grow much but quality will be better.

Resolution: The Meeting acknowledged the Company's performance report for the year 2018.

(This agenda is for acknowledgement. There was no requirement for resolution.)

Agenda 4: To consider and approve the allocation for the retained earnings and dividend payment for the performance of year 2018

The conductor invited Ms. Sugunya Sukjaroenkraisri Director and Chief Executive Officer to propose this agenda. 

Ms. Sugunya Sukjaroenkraisri clarified 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. Nevertheless, the Company's legal reserve had already attained the amount of Baht 19,534,000 or equal to 10 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 2018, the consolidation of the Company's net profit was in amount of Bath 61.88 Million, the Company agreed that there was no dividend payment from the Company's 2018 performance in order to maintain capital for business operation, with data compared to the dividend for the year are as follows:

Details of Dividend Payment	2018	2019
1. Net Profit (loss) for the year (Million baht)	243,484	61,875
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)	0.25	-
4. Total dividend amount (Million baht)	78.95	-

Resolution: The Meeting resolved to approve the allocation of retained earnings and no dividend payment for performance of the year 2018 to maintain capital for business operation, with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

Agenda 5: 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. 2535 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.

The directors who shall retire by rotation in 2019 Annual General Meeting are as follows:

- 1) Ms. Sugunya Sukjaroenkraisri : Director
- 2) Mr. Picharn Sukparangsee : Independent Director / Audit Committee
- 3) Mr. Adisai Warinsirikul : Director

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 Ms. Sugunya Sukjaroenkraisri and Mr. Adisai Warinsirikul (Mr. Picharn Sukparangsee did not attend the meeting) have shown their intentions to be temporarily outside during consideration of this agenda. Whenever the resolution was complete, 2 directors 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 dued to retire by rotation for the year 2019 as follows:

- 1) Ms. Sugunya Sukjaroenkraisri : Director
- 2) Mr. Picharn Sukparangsee : Independent Director / Audit Committee
- 3) Mr. Adisai Warinsirikul : Director

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:

(5.1) Ms. Sugunya Sukjaroenkraisri

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

Approved	178,976,075	votes	Equal to	100.00	percent
Disapproved	0	vote	Equal to	0.00	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

(5.2) Mr. Picharn Sukparangsee

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

Approved	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

(5.3) Mr. Adisai Warinsirikul

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

Approved	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

Agenda 6: To consider and approve the determination of directors' remuneration for the year 2019

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 may be 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 2019, 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 2019 are proposed as follows:

Unit : Baht

Directors' Remuneration	2018	2019
1. Meeting allowance for the Board of Directors	per attendance	per attendance
1.1 Chairman of the Board of Directors	25,000	25,000
1.2 Director	20,000	20,000
2. Meeting allowance for the Audit Committee	per attendance	per attendance
2.1 Chairman of the Audit Committee	20,000	20,000
2.2 Audit Committee member	20,000	20,000
3. Meeting allowance for the Nominating and Compensation Committee	-	-

Furthermore, the meeting allowance for the year 2019 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). The payment shall be made after the Company's consolidated financial statements for the year 2019 has been approved by the 2020 Annual General Meeting for the Shareholders.

Resolution: The Meeting resolved to approve to set the directors' remuneration for the year 2019 as follows:

- 6.1) Chairman of the Board shall receive a meeting allowance of 25,000 baht per attendance of the Board of Directors' Meeting and Directors of the Company shall receive a meeting allowance of 20,000 baht per attendance of the Board of Directors' Meeting.
- 6.2) Chairman of Audit Committees and Audit Committees shall receive a meeting allowance of 20,000 baht per attendance of the Audit Committees' Meeting. *5*

- 6.3) Meeting allowance for the year 2019 specified in Clause 6.1 and 6.2 shall not exceed 1,700,000 baht in total.
- 6.4) 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 6.1 and 6.2. The payment shall be made after the Company's consolidated financial statements for the year 2019 has been approved by the 2020 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	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent

Total of Attendee in the Meeting (persons): 33

Agenda 7: To consider and approve the appointment of the Company's auditor and the determination of the audit fee for the year 2019

The conductor invited Mr. Adisai Warinsirikul Director and Chief Financial Officer to propose this agenda.

Mr. Adisai Warinsirikul clarified to the Meeting, in accordance with 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.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. KorChor. 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 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. 3

For this year 2019, the Audit Committee has found it appropriate to propose for the appointment of ANS Audit Co.,Ltd., as the Company's auditor for the year 2019. The appointed statutory auditors are provided as follows:

- 1) Mr. Atipong Atipongsukul Certified Public Accountant No. 3500 or
- 2) Mr. Yuttapong Chuamuangpan Certified Public Accountant No. 9445 or
- 3) Mr. Vichai Ruchitanont Certified Public Accountant No. 4054 or
- 4) Mr. Sathien Vongsnan Certified Public Accountant No. 3495 or
- 5) Ms. Kultida Pasurakul Certified Public Accountant No. 5946 or
- 6) Ms. Kaniittha Siripattanasomchai Certified Public Accountant No. 10837

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, ANS Audit Co.,Ltd. is authorized to identify one other Certified Public Accountant within ANS Audit Co.,Ltd. to carry out the work. By determining the audit fee for the year 2019 will be in total of 1,680,000 baht. The comparison data with the audit fee of the previous year is as follows:

Unit : Baht

Details of the Audit Fee	2018	2019
1. The financial statement audit fee	1,140,000	900,000
2. The quarterly review fee (including 3 quarters)	1,140,000	780,000
3. The certification of the management's statement accompanying with the income tax return	20,000	-
Total Audit Fee	2,300,000	1,680,000

The auditors of ANS Audit Co.,Ltd. would also be appointed as the auditors of 4 subsidiaries for the year 2019.

Resolution: The Meeting resolved to approve to appoint, ANS Audit Co.,Ltd as the Company's auditor which ANS Audit Co.,Ltd. appoints the statutory auditors be as follows:

- 1) Mr. Atipong Atipongsukul Certified Public Accountant No. 3500 or
- 2) Mr. Yuttapong Chuamuangpan Certified Public Accountant No. 9445 or
- 3) Mr. Vichai Ruchitanont Certified Public Accountant No. 4054 or
- 4) Mr. Sathien Vongsnan Certified Public Accountant No. 3495 or
- 5) Ms. Kultida Pasurakul Certified Public Accountant No. 5946 or
- 6) Ms. Kaniittha Siripattanasomchai Certified Public Accountant No. 10837

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, ANS Audit Co.,Ltd. is authorized

to identify one other Certified Public Accountant within ANS Audit Co.,Ltd. to carry out the work. By determining the audit fee for the year 2019 will be in total of 1,680,000 baht. The Meeting resolved to approve with a majority vote of the shareholders who attended the Meeting and casted their votes as follows:

Approved	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

Agenda 8: To consider and approve the issuance and offering of the Company's debenture

The conductor invited Mr. Anuchai Vitnalakorn Director and Chief Operation Officer to propose this agenda.

Mr. Anuchai Vitnalakorn clarified to the Meeting that in order to increase working capital and expand lending business of the Company. The proposal to issue and offer of the Company's debenture is presented to the shareholders' meeting for approval. The details of the debenture are provided in the table below:

Type	All types of debentures, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
Currency	Baht or US dollar and/or other foreign currencies.
Objectives	Increase working capital and expand the Company's business
Total amount of debentures	Not more than Baht 4 billion or equivalent. If issued in foreign currency, the exchange rate quoted on the date the debenture are in each occasion shall apply
Interest	Depending on the appropriate prevailing market condition at such time the debentures are issued and offered
Maturity	Not more than 3 years
Offering	The debenture will be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offering may be offered in one or several offering and/or on a revolving basis subject to the maximum amount to be approved by the shareholders. In addition, the issuance and offering can be in separate occasions. In according with the SEC and SET regulation.
Principal repayment	Repayment in installments or in one installment upon maturity in accordance with the terms and conditions of the debentures of each issuance.
Early redemption	The holders of the debentures shall or shall not be entitled to request the Company to redeem, and/or the Company shall not be entitled to redeem the debentures prior to the maturity, subject to the terms and conditions of the debentures of each issuance.
Registration of debt instrument	The Company may register the debentures with the Thai Bond Market Association and/or other debt instrument exchange in Thailand or abroad.

Also delegated of the authority to the Executive Committee or any person(s) designated by the Executive Committee including (but not limited to) the following:

1. To determine details and other conditions relating to the issuance and offering of the debentures such as its name, offering procedures, offering amount of each issuance, type of debenture, security, offering price per unit, term of maturity, period of redemption, early redemption, interest rate, method of principal and interest repayment, allocation process and other details of offering.
2. To appoint financial advisors and/or underwriters and/or debenture registrars and/or trustees and/or relevant persons with respect to the issuance and offering of the debentures.
3. To negotiate, enter into, execute any relevant documents and agreements, and take any action necessary for and in relation to the issuance and offering of the debentures, including to list the debentures as listed the Thai Bond Market Association or other secondary market(s), and to obtain approval from, disclose information to and do other acts and things with the relevant authorities.

Mr. Somyoth Saksrikunakorn (Representative from Thai Investors Association): Is there any source of fund of the Company apart from BE or debenture?

Chief Operation Officer: There are 3 sources of fund via the following sources:

1. Shareholder equity
2. Issue and offer BE or debenture
3. Financial institution

Currently, main source of fund are from 1 and 2, financial institution is during consideration. For the issuance of debentures, the Company's debenture was quite popular. However, in 2018 competition in debenture market increased, the Company has to be very careful in issuing and offering debenture.

Mr. Somyoth Saksrikunakorn (Representative from Thai Investors Association): How about the Company's strategy?

Chief Executive Officer: The Company's strategy is defensive strategy due to current economic situation is not suitable to be engaged in offensive strategy. However, the Company will not stop seeking to expand for new business opportunities. We will emphasize on managing cost of fund while try to sell the seized assets as soon as possible in order to gain more cash for working capital. This year is the year that the Company is proud to bring Global Service Center Public Company Limited to be listed in the Market for Alternative Investment.

Resolution: The Meeting resolved to approve to the issuance and offering of the Company's debenture in the amount not more than THB 4,000 million, delegated of the authority to the Executive Committee or any person(s) designated by the Executive Committee including (but not limited to) the following:

1. To determine details and other conditions relating to the issuance and offering of the debentures such as its name, offering procedures, offering amount of each issuance, type of debenture,

- security, offering price per unit, term of maturity, period of redemption, early redemption, interest rate, method of principal and interest repayment, allocation process and other details of offering.
2. To appoint financial advisors and/or underwriters and/or debenture registrars and/or trustees and/or relevant persons with respect to the issuance and offering of the debentures.
 3. To negotiate, enter into, execute any relevant documents and agreements, and take any action necessary for and in relation to the issuance and offering of the debentures, including to list the debentures as listed the Thai Bond Market Association or other secondary market(s), and to obtain approval from, disclose information to and do other acts and things with the relevant authorities.

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

Approved	178,946,075	votes	Equal to	99.98	percent
Disapproved	30,000	votes	Equal to	0.02	percent
Abstained	0	vote	Equal to	0.00	percent
Total of Attendee in the Meeting (persons): 33					

Agenda 9: 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 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 in the meeting and wish that all questions that have been answered would make shareholders more clear and create confidence with the Company. Hence, the Chairman of the Meeting closed the meeting.

Meeting adjourned at 11:50 a.m.

Gen. P. Tattiyachot Chairman of the Meeting
(Pudit Tattiyachot)
Chairman of the Board



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

Certified for the correction by:

Sugunya Sukjaroenkraisri
(Ms. Sugunya Sukjaroenkraisri)
Authorized Director

Anuchai Vitnalakorn
(Mr. Anuchai Vitnalakorn)
Authorized Director