



**Annual General Meeting of Shareholders of 2017**  
**Venture Incorporation Public Company Limited**  
**At Army Club Vipahavadi, VIP 1 Room,**  
**195 Vipahavadi – Rangsit Road, Samsennai, Phayathai, Bangkok**  
**Friday, 28 April 2017 at 14.00 hours**

**Directors Attending the Meeting**

1. Mr. Nontachit Tulayanonda	Chairman of Board Director/ Independent Director
2. Mr. Weerapol Ruetrakul	Independent Director/Audit Committee
3. Mrs. Pennipa Dabbaransi	Independent Director/Audit Committee
4. Mr. Paripol Dhanasuckanchana	Director / CEO
5. Mr. Sutipong Srisoonthorntrakul	Director
6. Mr. Adul Suravudhikul	Director

**Directors not Attending the Meeting (Business Duty)**

1. Mr. Jesdavat Priebjrivat	Independent Director/Chairman of Audit Committee
2. Mr. Charit Ponganutree	Director

**Attending Auditor**

1. Mr. Boonlert Kamolchanokkul	Licensed Auditor No. 5339 PricewaterhouseCoopers ABAS Co., Ltd.
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Mr. Nontachit Tulayanonda, The Chairman of Meeting, declared that there were 30 shareholders presenting at the meeting in person and by proxy representing 531,089,586 shares or 85.32 % of total paid up share of the Company, thus constituting a quorum in accordance with the Company's Articles of Association. Then, The Chairman of Meeting opened the Meeting and introduced directors, Executive Director of the Company and Attending Auditor attending the Annual General Meeting of Shareholders of 2017.

The Chairman of Meeting assigned Mr. Paripol Dhanasuckanchana, Director / CEO, to preside the Meeting in the order of the agendas indicated in the notice calling the Meeting.

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to acknowledge the procedures regarding voting on each agenda as follow:

1. For the purpose of voting, each share shall be counted as one vote. If any shareholder has interests in any matter, such shareholder shall not have the right to vote on such matter. The Company had printed the list of shareholders who are not eligible to vote for agenda 8 which is attached with the invitation letter of the meeting (Attachment 12).

2. In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.

3. In counting the votes, only the objection or abstention votes by the proxy or the ballot will be counted. The total of such objection votes, abstentions will be subtracted from the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda.



4. The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

Any shareholders wish to question or comment regarding the agenda, able to make it directly in those agendas. The shareholders also are able to put comments or propose other matters to be considered on the 9th agenda (Other matters). The shareholders will be asked for the name in order that the minutes to be recorded accurately and completely.

**Agenda 1 To consider approval the minutes of Annual General Meeting of Shareholders of 2016 which was held on 28 April 2016**

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to the Company had prepared minutes of Annual Meeting of Shareholders of 2016 which was held on 28 April 2016 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand ("SET") and submitted to Ministry of Commerce within the required time. and published on Company's website (www.ventureinc.co.th) (Enclosure 1)

The Board considers appropriate to propose the shareholders for approval of the minutes of Annual General Meeting of Shareholders of 2016 which was held on 28 April 2016.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Affirmed the minutes of the Annual General Meeting of Shareholders of 2016 which was held on 28 April 2016 with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,586	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,586</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,000	Votes	Total	-	%

**Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2016 and the report of the Board for the fiscal year ending as at 31 December 2016**

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to in order to comply with clause 27 of the Company's Articles of Association and for the shareholder' right to acknowledge the Company's performance, the Company prepared summary of the past performance and significant changes of the year 2016 (Enclosure 2). The essence is summarized as follows.

- In February 2016, VIC purchased shares in Regional Asset Management Co., Ltd. ("RAM") in amount of 100 percent of the total shares.
- On Jun-Dec 2016, the Group had enter the auction and obtain new 4 debt portfolio, on behalf of RAM, which comprise car leasing, credit card and personal loans debt. The Group have more debt to be managed.
- On Aug 2016, the Company have change office into 544 Soi.Ratchada 26, Ratchada Road, Samsennok, Huaykwang Bangkok. The Company also implement new IT



environment and new management system to meet international standard, good governance and for confident of customer and financial institute that invite the Group for auction.

- On 1 March 2017, BOD No.2/2017 approved VIC to acquire capital stock of Suppayasith Services Company Limited (SAP) 100% of total issued share. SAP is operate in debt collection services business with 1 debt collection contact.

The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2016 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2016, and considers that they are correct.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is for shareholders' acknowledgement; therefore, no resolution is adopted.

**Resolution:** The Meeting acknowledged of the performance of the Company for the fiscal year ending as at 31 December 2016 and the report of the Board for the fiscal year ending as at 31 December 2016.

**Agenda 3 To consider approval financial statements and profits and loss statements of the Company as at 31 December 2016, which was audited by the licensed auditor**

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to in order to comply with clause 27 and 29 of the Company's Articles and Section 112 of Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall prepare balance sheet and loss and profit accounts at the end of the fiscal year, of which were audited by the licensed auditor of the Company, for proposing to the shareholders and the annual general meeting of shareholders, the Company prepared the said financial statements and profits and loss statements as per Enclosure 2.

The significant of financial information can be summarized as follow:

Matters	2016 (Million Baht)	2015 (Million Baht)
Total Assets	109.44	129.93
Total Debts	15.66	13.81
Shareholders' Equity	93.79	116.11
Total Income	53.87	64.99
Profit for the year	(22.34)	2,558.83
Profit Per Share (Baht/Share)	(0.36)	6.30

The Board considers appropriate to propose to shareholders for consideration of approval of the financial statements and profits and loss statements of the Company as at 31 December 2016, which was audited by the licensed auditor and was examined by the Audit Committee that they are correct, including the approval of the Board of Directors.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.



**Resolution:** Approved financial statements and profits and loss statements of the Company as at 31 December 2016, which was audited by the licensed auditor, with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,586	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,586</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,000	Votes	Total	-	%

**Agenda 4 To consider allocation of profits for reserves according to the law and payment of dividends from the performance ending as at 31 December 2016**

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to aimed to comply with clauses 27 and 33 of the Company's Articles and Section 116 of Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall allocate annual profits for reserves in the amount of not exceeding five percent of annual next profits of which has been deducted from accumulated loss (if any) under the reserves have reached the amount of not less than ten percent of the registered capital.

As at 31 December 2016 the Company have registered share capital Baht 174,286,636.44, the Company recognized interest income from loans receivable from purchase of debt and revenue from collection services amount Baht 53.87 million, the Company have operation cost and expenses Baht 43.35 million, thus the Company have profit from operation amount Baht 10.78 million. However in the FY2016, the Company have set allowance from accrued interest income and impairment of loans receivable from purchase of debts total Baht 33.12 million, made the Company have net loss for the year then ended 31 December 2016 amount Baht 22.34 million, the Company shall have not been under the reserves requirement according to the law.

The Board considers appropriate to propose to shareholders not to allocate of profits for reserves according to the law and not to make payment of dividends from the performance ending as at 31 December 2016 because the Company has just started its new business and still has accumulated loss.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Approved Omit to allocate profits for reserves according to the law and Omit dividend payment from the performance ending as at 31 December 2016 due to the fact that the Company has been starting new business and has accumulated loss, with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,586	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,586</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,000	Votes	Total	-	%



**Agenda 5 To consider appointment of director(s) replacing the director(s) who will retire by rotation**

Mr. Paripol Dhanasuckanchana invites the retiring directors to attend the meeting by rotation. Leave the meeting for the consideration of this agenda item.

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to aimed to comply with clause 14 and 27 of the Company's Articles and Section 71 of Public Company Act of B.E. 1992 (as Amended) which requires that the annual general meeting of shareholders shall elect director(s) replacing the directors who resign by rotation at the ratio of one-third. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. The directors who remained in office for the longest time shall vacate office. Directors vacating office under this Section may be re-elected. For this year, the directors vacating office are 3 persons as follows:

Name	Type of Director	Number of Years in Office	Attending the Meetings
(1) Mr. Charit Ponganutree	Board Director	1 Year 5 months	100%
(2) Mr. Jesadavat Priebjrivat	Independent and Chairman of Audit Committee	1 Year 4 months	100%
(3) Mr. Weerapol Ruetrakul	Independent and Audit Committee	1 Year 4 months	100%

(Enclosure 3 and 5)

In addition, at the next general meeting of shareholders, the Company will announce in our website in advance for opening chance for shareholders to propose appropriate persons to be nominated as being director of the Company for further consideration of the Board of Directors.

The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee that it is appropriate to propose to the Shareholders to consider appointing directors who will retire by rotation (1) Mr. Charit Ponganutree (2) Mr. Jesadavat Priebjrivat and (3) Mr. Weerapol Ruetrakul because they have qualifications as per the Public Company Act of B.E. 1992 (as Amended) and the relevant notifications of the Capital Market Supervision Board. The candidates in (2) and (3) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Securities and Exchange Commission and the Stock Exchange of Thailand and The Company definition of "Independent Directors". It is appropriate to propose to the Shareholders to consider approval for appointing the said 3 directors who retire by rotation to continue being directors for another period.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes; provided that the resolution shall be made for each person and the director who has interest shall not be allowed to exercise votes in appointing himself.

**Resolution:** Approved the appointment of director(s) replacing the director(s) who will retire by rotation as follows:



## Venture Incorporation Public Company Limited

544 Soi Ratchadaphisek 26, Ratchadaphisek Rd., Samsenok, Huai Khwang, Bkk 10310

### บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

Tel. +662-541-4145-6 Fax. +662-541-4147-8 เลขประจำตัวผู้เสียภาษี : 010 753 8000 428 (สำนักงานใหญ่)

- (1) **Mr. Charit Ponganutree** Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	415,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>415,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

- (2) **Mr. Jesadavat Priebjrivat** Independent Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

- (3) **Mr. Weerapol Ruetrakul** Independent Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

#### Agenda 6 To consider the approval of the increasing number of director and the appointment new director

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to in order to reserve for the expansion of the Companys' Business, it is recommended to propose to the Shareholder's Meeting to increase the number of the Board of Directors from 9 members to be 10 members and appoint Mr. Sombat Sunantapongsak to be a new director (Enclosure 4)

The Board considers appropriate to propose the shareholders to approve to increase the number of the board of director and appoint new director from the previous total numbers of 9 members to be 10 members and appoint Mr. Sombat Sunantapongsak to be a new director because have qualifications as per the Public Company Act of B.E. 1992 (as Amended) and the relevant notifications of the Capital Market Supervision Board as per the proposal of the Nomination and Remuneration Committee, including the approval of the Board of Directors.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Approved the increasing number of the Board of Directors from 9 persons to 10 persons with the majority votes of the shareholders, who presented and entitled to vote, as follows:





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Approved	515,839,086	Votes	Total	100.000	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

And approved the appointment of Mr. Sombat Sunantapongsak to be Director with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Approved	515,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

#### Agenda 7 To consider remuneration of directors for the year 2017

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to aimed to comply with clause 21 of the Company's Articles which set that directors are entitled to receive remuneration from the Company in the form of salary, award, meeting fee, allowance or other profits as per the Articles of Association or resolution of the meeting of shareholders, and to comply with Section 90 of Public Company Act of B.E. 1992 (as Amended) which prohibits the company to make payment of monies or any assets to directors unless the remuneration is made as per the Company's Articles of Association. If the Articles of Association does not provide for remuneration payment, it must be made according to shareholders' resolution of having votes not less than two-third of all votes of shareholders attending the meeting.

The Board considers appropriate to propose to the shareholders for setting remuneration for the year 2017 to be the same as 2016 in the amount of not exceeding Baht 2,000,000.-; provided that payment of remuneration shall be subject to terms and conditions as set by the Nomination and Remuneration Committee as follows:

#### Remuneration for Meeting (only for attending directors)

Meeting of the Board of Directors	Baht / (Person / Time/Amount)
<b>Board of Directors</b>	
- Chairman of the Board	30,000
- Director	20,000
<b>Audit Committee</b>	
- Chairman of the Board	20,000
- Director	15,000

The Executive Committee and directors who are executives shall not be entitled for remuneration of the meetings.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the



agenda item. This agenda is required votes of not less than two-third of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Approved remuneration of directors for the year 2017 to be the same as 2016 in the amount of not exceeding Baht 2,000,000.-; provided that payment of remuneration shall be subject to terms and conditions as set by the Nomination and Remuneration Committee. The Meeting approved by more than two-thirds of the total number of votes of the shareholders who presented and entitled to vote as follows:

Approved	515,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Abstained</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Total	15,250,500	Votes	Total	-	%

#### Agenda 8 To consider appointment of auditor and remuneration of auditor for the year 2017

Mr. Paripol Dhanasuckanchana informed the shareholder meeting to aimed to comply with clause 27 of the Company's Articles and Section 120 of Public Company Act of B.E. 1992 (as Amended) which requires the annual general meeting of shareholders to appoint the Company's auditor and fixing auditor's remuneration at every year. The auditor can be reappointed. Also, Section 121 must not be director, stay, employee or a person holding any position in the company.

The Board considers appropriate to propose to shareholders for appointing Mr.Boonlert Kamolchanokkul, a licensed auditor No. 5339, and/or Mr. Chanchai Chaiprasit, a licensed auditor No. 3760, and/or Mr. Paiboon Tunkoon, a licensed auditor No. 4298 of PricewaterhouseCoopers ABAS Co., Ltd. to be auditor of the Company for the year 2017, and fixing remuneration of the auditor for the amount not exceeding Baht 4,000,000 as proposed and determined by the Audit Committee that it is appropriate, and as approved by the Board.

Auditor's Remuneration (Venture Incorporation Public Company Limited and Subsidiaries)	2017 (Baht)	2016 (Baht)
Fee for auditing of interim/quarter financial statements	1,080,000.00	900,000.00
Fee for auditing of annual financial statements	2,920,000.00	2,100,000.00
<b>Total</b>	<b>4,000,000.00</b>	<b>3,000,000.00</b>

(Note: The audit fee proposed for the year 2017 is Baht 4,000,000.-, excluding other expenses, i.e., transportation, post, fax, overtime, of which will be reimbursed on actual basis.)

The auditors as above have no relationship or have interest with the Company, executives or major shareholders, or any relevant person. They are thus independent for auditing and giving opinion for the financial statements of the Company.

Mr. Paripol Dhanasuckanchana gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Approved the appointment of auditor and remuneration of auditor for the year 2017 by appointing Mr.BoonlertKamolchanokkul, a licensed auditor No. 5339, and/or





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Mr. ChanchaiChaiprasit, a licensed auditor No. 3760, and/or Mr. PaiboonTunkoon, a licensed auditor No. 4298 PricewaterhouseCoopers ABAS Co., Ltd. to be auditor of the Company for the year 2017, and fixing remuneration of the auditor for the amount not exceeding Baht 4,000,000 as proposed by the auditor (excluding other expenses, i.e., transportation, post, fax, overtime, of which will be reimbursed on actual basis), with the votes as follows:

Approved	515,839,086	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>515,839,086</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	15,250,500	Votes	Total	-	%

#### Agenda 9 To consider other issues (if any)

The chairman informed the shareholder meeting. The Company has recorded of 2017 Annual General Meeting of Shareholders in the form of video conferencing (VDO) to provide information to shareholders. On the company's website in the next order

As there were nobody proposing for other matters or giving more comment, the Chairperson thanked the Shareholders and everyone who attended the Meeting. He declared the Meeting closed at 16.10 hours.

**Ending of Meeting:** 15.13 hours

(Signature) \_\_\_\_\_ Chairman of the Meeting  
(Mr. Nontachit Tulayanonda)