



Invitation of 2016 Annual General Meeting of Shareholders

Thursday 28th April 2016 at 14.00 hours

(Registration starts at 13.00 hours)

Chaophraya Park Hotel,

Tharathep Room, Tharathep Hall,

No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok.



No.SEC 30/3/16

30 March 2016

Re: Invitation of 2016 Annual General Meeting of Shareholders
To: Shareholders
Enclosures:

1. Copy of Minutes of Extraordinary General Meeting of Shareholders No. 2/2015
2. 2015 Annual Report and 2015 Financial Statements (CD Rom)
3. Summary of profile and relevant information of persons who are nominated to be Company's directors
4. Definition of Independent Directors
5. Company's Regulations regarding meeting of shareholders
6. Rules set for the meeting of shareholders
7. Registration Form (Please present the form on the date of meeting)
8. Form for obtaining Annual Report in the hard copy form
9. Proxy Forms (Form A, Form B and Form C)
10. List of names and detail of independent directors who are nominated to be proxy of shareholders for the 2016 Annual General Meeting of Shareholders
11. Map of the meeting location

The Board of Directors of Venture Incorporation Public Company Limited ("Company") No. 3/2016 which was held on 18 March 2016 resolved to call for convening the 2016 Annual General Meeting of Shareholders as follow:

Date of Meeting: 28 April 2016

Time: 14.00 hours (Registration starts at 13.00 hours)

Place: Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok.

The Agendas of the Meeting are as follow:

Agenda 1 To consider approval the minutes of Extraordinary Meeting of Shareholders No. 2/2015 which was held on 28 October 2015

Facts and Reasons: The Company had prepared minutes of Extraordinary Meeting of Shareholders No. 2/2015 which was held on 28 October 2015 (Enclosure 1). The Board thus propose to the shareholders' meeting for approval of the said minutes.

Opinion of the Board: The Board considers appropriate to propose the shareholders for approval of the minutes of Extraordinary Meeting of Shareholders No. 2/2015 which was held on 28 October 2015.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2015 and the report of the Board for the fiscal year ending as at 31 December 2015

Facts and Reasons: 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 2015 (Enclosure 2).



Opinion of the Board: The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2015 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2015, and considers that they are correct.

Resolution: This agenda is set for acknowledgement. No resolution will be made.

Agenda 3 To consider approval financial statements and profits and loss statements of the Company as at 31 December 2015, which was audited by the licensed auditor

Facts and Reasons: In order to comply with clause 27 of the Company's Articles and Section 112 of Public Company Act of B.E. 2535 (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	2015 (Million Baht)	2014 (Million Baht)
Total Assets	129.93	320.77
Total Debts	13.81	2,923.51
Shareholders' Equity	116.11	2,602.74
Total Income	64.99	84.42
Profit for the year	2,558.83	(87.72)
Profit Per Share (Baht/Share)	6.30	(1.75)

Opinion of the Board: 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 2015, 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.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

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 2015

Facts and Reasons: It is aimed to comply with clauses 27 and 33 of the Company's Articles and Section 116 of Public Company Act of B.E. 2535 (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 2015, the Company has registered capital of Baht 174,286,636.44. The Company had the realized income from rehabilitation under the Central Bankruptcy Court and sales of assets of the previous business in the amount of Baht 2,143.54 million. Once it is deducted from the transfer of assets for debts payment in the amount of Baht 45.99 million, from loss from sales and disposal of equipment in the amount of Baht 27.18 million, from loss from sales and disposal of deteriorated assets in the amount of Baht 2.37 million, from benefits from employees termination in the amount of Baht 12.46 million, and from finance cost of Baht 9.60 million, the Company will have net profit of Baht 2,558.83 million. If those transactions are not included, the Company still has operation loss, and, given the fact that the Company started operating the new business as per the Extraordinary General Meeting of Shareholders No. 1/2015 on 28 October 2015, the Company shall have not been under the reserves requirement according to the law.



Opinion of the Board: 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 2015 because the Company has just started its new business and still has accumulated loss.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

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

Facts and Reasons: It is aimed to comply with clause 14 and 27 of the Company's Articles and Section 71 of Public Company Act of B.E. 2535 (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
Mr. Sutipong Srisoonthorntrakul	Director	1 Year	100%
Mr. Nitat Wattanakul	Director	1 Year	100%
Mr. Paripol Dhanasuckanchana	Director	5 Months	100%

(Enclosure 3)

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. (Note: The Company set the initial website during March 2016.)

Opinion of the Board: 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 because they have qualifications as per the Public Company Act of B.E. 2535 and the relevant notifications of the Capital Market Supervision Board. 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.

Resolution: 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.

Agenda 6 To consider remuneration of directors for the year 2016

Facts and Reasons: It is 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. 2535 (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.

Opinion of the Board: the Board considers appropriate to propose to the shareholders for setting remuneration for the year 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	Amount) Baht / (Person / Time
Board of Directors	
- Chairman of the Board	30,000
- Director	20,000
Audit Committee	
- 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.

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

Agenda 7 To consider appointment of auditor and remuneration of auditor for the year 2016

Facts and Reasons: It is aimed to comply with clause 27 of the Company's Articles and Section 120 of Public Company Act of B.E. 2535 (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.

Opinion of the Board: the Board considers appropriate to propose to shareholders for appointing Mr.BoonlertKamolchanokkul, a licensed auditor No. 5339, and/or Mr. ChanchaiChaiprasit, a licensed auditor No. 3760, and/or Mr. PaiboonTunkoon, a licensed auditor No. 4298 of PricewaterhouseCoopers ABAS Co., Ltd. to be auditor of the Company for the year 2016, and fixing remuneration of the auditor for the amount not exceeding Baht 3,000,000 as proposed and determined by the Audit Committee that it is appropriate, and as approved by the Board.

Later, after the meeting of the Company's Board of Directors, the said auditor has proposed to the Company the following auditing's fees:

Auditor's Remuneration	2016 (Baht)	2015 (Baht)
Fee for auditing of interim/quarter financial statements	900,000.00	640,000.00
Fee for auditing of annual financial statements	1,450,000.00	960,000.00
Total	2,350,000.00	1,600,000.00

(Note: The audit fee proposed for the year 2015 is Baht 2,350,000.-, 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.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.



Agenda 8 To consider issuing and offering to sell the short term promissory note

Facts and Reasons: The Company wishes to issue and offer for sales of short term promissory note with an aim to use the fund for business expansion and operating fund of the Company. It is thus proposed to shareholders to consider issuing and offering for sales of short term promissory notes in order to comply with the Announcement Capital Market Supervision Board No. ThorJor. 9/2552 Re: Request for Permission and Permission of Offering for Sales of Newly Issued Debt Securities.

Opinion of the Board: the Board considers appropriate to propose to shareholders for considering issuance and offer for sell of short term promissory note according to the terms and conditions as follows:

Objective:	For use as being investment fund for business expansion and operation fund of the Company
Type:	Short term promissory note which specifies name of the payee and which is transferable and without right to recourse
Method of Sale:	Propose to sell by private placement to institutional investors and/or major investors inside the country and/or abroad according to the notification of Capital Market Supervision Board and/or Notification of the Securities and Exchange Commission (SEC) by issuing and offering for sale of short term promissory note at one time or several time as deemed appropriate.
Term:	Term of each promissory note shall not exceed 270 (Two Hundred and Seventy) days starting from the issuing date of promissory note
Offering Value	Total value of not exceeding Baht 250 million (Baht Two Hundred and Fifty Million)
Term:	Within 3 years
Procedure:	To authorize the directors who are authorized to sign on behalf of the Company to set terms, conditions, and details in relation to the issuance and offering for sales of short term promissory note at each time, for example, interest rate, period for issuance and offer for sales of short term promissory note, amount for issuing and offer, etc., the report for sales and other activities in relation to the issuance and offer for sales of the said short term promissory note, including but not limited to, appointment of financial advisor, advisor for issuance and sales of short term promissory note and/or registrar for the short term promissory note, and entering (with seal or without seal of the Company) into, amending, negotiating contracts and/or documents including contacting to give information, submission of evidences with the Securities and Exchange Commission, Bank of Thailand, The Stock Exchange of Thailand, Thai Bond Dealing Center, and/or other authorities involving the said issuance of short term promissory note.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes.

Agenda 8 To consider other issues (if any)

We thus invite the shareholders to attend the Meeting at such date, time, and place. If any shareholder is unable to attend the meeting and wish to appoint other person to attend and vote at this Meeting, please use either Proxy Form A or Proxy Form B or Proxy Form C and then submit it to the Company as per **Enclosure 9**.



The shareholder may appoint an independent director of the Company to be proxy. Please consider profile of the director who will represent as being proxy of the shareholders as per **Enclosure 10**. Please fill in and execute the proxy form as attached to this letter and then deliver it to the Company's secretary prior to the Meeting so that the registration of the meeting can be held promptly. The Company will open the meeting registration for shareholders and proxies at 12.00 hours of the meeting date. Please review conditions and procedure for registration and prepare to bring the documents to present at the date of the meeting as per **Enclosure 6**. The Company will proceed with the meeting according to the Company's regulations, as per **Enclosure 5**.

The Company prepared the 2015 Annual Report in CD-ROM format and delivered to shareholders as per Enclosure 2. If any shareholder wishes to obtain the annual report in the hard copy format, please contact the Executives Office of the Company at 83 Soi Chadson, Suthisan Road, Kwaeng Samsennok, Khet Huai Khwang, Bangkok Tel 02-2901777 or filling in the form as per Enclosure 8 and fax to No. 0-2274-7938 for further delivery by the Company.

The Company has scheduled the shareholders registry book for the right to attend the Annual General Meeting of 2016 (Record Date) on 4 April 2016. The share registration book closing date for gathering shareholders' names under Section 225 of the Securities and Exchange Act of B.E. 2535 is scheduled to be on 5 April 2016.

Yours sincerely

Venture Incorporation Public Company Limited

(Mr. Nitat Wattanakul)

Director / Secretary



Minutes of Extraordinary General Meeting of Shareholders No. 2/2015
Circuit Electronic Industries Public Company Limited
At Chaophaya Park Hotel, Ratchavipha Room (2nd Floor), Tarnthip Building,
No. 247 Ratchadapisek Road, KwaengDindaeng, KhetDindaeng, Bangkok
Wednesday 28 October 2015, at 9.30 hours.

Directors Attending the Meeting

1. Dr. Charit Ponganutree
2. Mr. Sutipong Srisoonthorntrakul
3. Mr. Vincent Yuan Sun Lee
4. Mr. Nitat Wattanakul

There were 42 shareholders and proxies attending the Meeting, holding 403,335,262 shares or 84.2019 per cent of the total sold shares of the Company.

Dr.CharitPonganutree was Chairman of the Meeting. The Chairman introduced advisors, observers, and official of the Stock Exchange of Thailand to the Meeting. The Chairman opened the Meeting and requested the Company's secretary to proceed with agenda of the Meeting.

Agenda 1 To consider affirmation the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015

The Company prepared minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 which was held on 28 August 2015 as showed in the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 as attached (Enclosure No. 1). The Board thus proposed to the shareholders to consider for affirming the said minutes of the meeting.

Opinion of the Board: The Board considers that the Company had made correct record of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015. Thus, it is appropriate to propose to the shareholders to affirm the said minutes.

Required Votes:This agenda requires approval of majority votes of all votes of shareholders attending the meeting and exercising their votes.

The shareholder (KhunSathapornPongnirun) requested the Company to add comments and contents of queries raised at the Extraordinary General Meeting of Shareholders No. 1/2015 in this report. The Board accepted to check the record with the recorder of the previous meeting, and will then add such matters in this report.

Resolution:By majority votes of all votes of shareholders attending the Meeting and exercising their votes, affirmed the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2015 which was held on 28 August 2015with the votes as follows:

Approved	405,269,646	Votes	Total	99.9459%
Disapproved	179,800	Votes	Total	0.0443%
Void Ballot	39,500	Votes	Total	0.0097%
Abstained	40,000	Votes	Total	-%
Total	405,488,946	Votes	Total	100.0000%



Agenda 2 To consider investing in the businesses of non - performing debts management and debt collection services

The Meeting of Board resolved that it is appropriate to propose to the Extraordinary General Meeting of Shareholders of the Company to consider approval for investing in the businesses of non - performing debts management and debt collection service having total value in the amount of Baht 49,363,938.-, of which comprise:

- 2.1 To purchase parts of non-performing debts in the category of car leasing from PBL Management Co., Ltd. (“PBM”) and Wi Holding (888) Co., Ltd. (“WIH”) (together to be referred to as “Sellers”) having total value in the amount of Baht 49,163,938. In addition, the money in this transaction had been appraised for the value of the Due Diligence date, which is provided in the contract that the Company is entitled to make deduction of the actual monies to be received. (It is expected that around Baht 1.5-2.0 million will be deducted.)
- 2.2 To enter into the sublease agreement for the office building and lease agreement for equipment, and services of necessary assets for conducting business of non - performing debts management and debt collection service with PA Management and Consultant Co., Ltd. for 1 year term; provided that the total lease fee and service fee throughout the lease term and the service shall be in the total amount of Baht 4,200,000. The Company considers that the total fees of the lease fee together with the service fee throughout the lease term and the service will be Baht 4,200,000.- The Company considers that such lease fee rate is market rate, and leasing of the Seller’s premises will enable the business to be conducted continuously. Other advantages are that it is not required to purchase the premises which require using of much fund, and the 1 year term can be amended in the future.
- 2.3 To enter into the agreement of providing debt collection service with Public Law Co., Ltd. (“PBL”) for the debts which were purchased through bidding by PBL and of which were transferred from the financial institutes.
- 2.4 To enter into the sub-contracts (outsourcing) for debt collection with PBL under the debts collection service agreements which were entered into by PBL with institutional customers; provided that PBL shall obtain consent from each institutional customer for the related debt collection service.
- 2.5 The investment for improvement and increase of efficiency of the system for debt collection management and internal control in order to support for expansion of parts of debtors, of which will be purchased in the future by the Company, in the amount of not exceeding Baht 5,000,000.- Total investment amount is Baht 49,364,938. The detail is provided in the information regarding the acquisition of assets and the entering into connected transaction (Enclosure 2).

After investing in this new business, the major business of the Company will be two parts:

- (a) Non-performing debts management from the parts of debtors of leasing of which will be purchased at this time by the Company, and the new parts which will gradually be purchased by the Company in the future.
- (b) Debt collection service for general institutional customers who, initially, will be the current institutional customers of PBM and PBL of whom to be entered into the contract with the Company but is subject to consideration of each institutional customer, and its own customers which will be further expanded.

Further, the Chairman gave information to shareholder that this business is interesting, and the Company considered to purchase the assets with not have any attached debts. Also, the executives team of the Seller, of whom having capabilities, will join to work with the Company. The Chairman then invited Mr. Pongpol Ruankaew, the executive of the Seller, to introduce himself and give information to the Meeting.



Mr.Pongpol informed that he has confidence to join the Company and has confidence in conducting this business since it can generate income, based on the past experience of conducting this business. In addition, the Seller company used to consider having the plan for listing of the company in the Stock Exchange. Therefore, joining with the Company will open chance for the growth.

Further, the Secretary proceeding this agenda of the Meeting informed the Meeting that the Company employed Financial Advisor and Legal Advisor to conduct due diligences of the Seller company. The advisors suggested the Company to purchase assets (ports of the debtors) in order to avoid having contingent liabilities. Moreover, the Company appointed JVS Financial Advisor Co, Ltd. to be an independent financial advisor in order to give comments with respect to acquisition of material assets and connected transactions of the Company, of which is in relation to the plan for investment in non performing debts and business of debt collection. The detail is provided in the opinion of the independent financial advisor (Enclosure No. 3).

The Securities Exchange Commission issued its news on 21 October 2015 by giving warning to shareholders that the information proposed by the Company with respect to the purchase of ports of non-performing debts must be reviewed because the independent financial advisor gave opinion that shareholders should not vote to approve because it is the investment of having high risk, the debt repayments of the debtors are uncertain. These matters cause material affect to the asset value, and there is no record to help for representation and for examination of correctness, together with the decline of economy. However, the Board unanimously resolved that entering into this transaction is appropriate and is beneficial because this business has its potential and can enhance long term stability.

The independent financial advisor gave summary of its opinion (Enclosure 3) that the Transaction No. 1 is not appropriate, based on various factors including various sensibility factors which lead to negative outcome.

The Shareholder (Mr.SathapornPongnirun) expressed congratulation to this new business and asked the independent financial advisor that alternative solution should be provided or the advantages should be provided for consideration. He also expressed his concern and his hope for this business in the future.

The independent financial advisor informed that its opinion report contains pros and cons of this matter. For example, for Transaction 1 it is the purchase at the previous price without addition of any premium. One of the cons is that it is concerned that the Company may have operation cost if the Company is in delay in proceeding of debt collection, or the delay of decision making in negotiating and considering various proposals with debtors.

The Shareholder (KhunKannapornWongpaiboon) gave comment that once the team of Sellers has acquired the Company's shares, they may later sell the shares. Lock up period thus should be provided for selling of the shares.

The legal advisor gave explanation that the agreement sets the lock up period before trading in the Stock Exchange, and once the shares are traded in the Stock Exchange, there is the law which sets lock up period for trading.

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to consider for approval investing in the businesses of non - performing debts management and debt collection services because such business has potential to create continuing income for the Company.



Required Votes: This agenda requires vote of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes; provided that votes of shareholders who have interested shall be excluded. However, there was none shareholder who has interest in this agenda.

Resolution: With the votes of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes and there was none shareholder who has interest in this agenda, approved investment in the businesses of non - performing debts management and debt collection service with the votes as follows:

Approved	405,788,746	Votes	Total	99.9982%
Disapproved	7,100	Votes	Total	0.0017%
Abstained	100	Votes	Total	0.0000%
Total	405,795,946	Votes	Total	100.0000%

Agenda 3 To consider approval for increasing of registered capital of the Company from Baht 134,122,698.36 to be Baht 187,698,636.44, together with amendment of Clause 4 of the Memorandum of Association in order to be in line with the increase of registered capital of the Company

In order to support the investment in the non-performing debt management and debt collection service as shown in the above Agenda 2, the Board considers appropriate to propose to the meeting of shareholders to consider approval for increasing of registered capital of the Company from Baht 134,122,698.36 to be Baht 187,698,636.44 by issuing common shares in the amount of 191,342,636 shares with par value of Baht 0.28. The detail is shown in the Capital Increase Report Form (F 53-4) (Enclosure 4). The amendment of Clause 4 of the Memorandum of Association is required in order to be in line with the increase of registered capital of the Company as follow:

“Clause 4	Registered Capital	Baht 187,698,636.44	(One Hundred Eighty Seven Million Six Hundred Ninety Eight Thousand Six Hundred and Thirty Six Baht and Forty Four Satang)
	Divided into	670,352,273 shares	(Six Hundred Seventy Hundred Three Hundred Fifty Two Thousand Two Hundred and Seventy Three shares)
	Par value per share	Baht 0.28	(Twenty Eight Satang)
Divided into	Common shares	670,352,273 shares	(Six Hundred Seventy Hundred Million Three Hundred Fifty Two Thousand Two Hundred and Seventy Three shares)
	Preferential Shares	-	-”

Opinion of the Board: In order to support the investment of the non-performing debt management and debt collection service, the Board considers appropriate to propose to the meeting of shareholders to consider approval for increasing of registered capital of the Company from Baht 134,122,698.36 to be Baht 187,698,636.44 and to amend Clause 4 of the Memorandum of Association in order to be in line with the increase of registered capital of the Company, and to allow person(s) authorized by the Board to proceed with registration for amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to have power to amend and add any wording or action according to all of the Registrar’s instructions.



Required Votes: This agenda requires vote of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes; provided that votes of shareholders who have interests shall be excluded. However, there was none shareholder who has interest in this agenda.

Resolution: With the votes of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes and there was none shareholder who has interest in this agenda, approved for the increase of registered capital of the Company from Baht 134,122,698.36 to be Baht 187,698,636.44, together with amendment of Clause 4 of the Memorandum of Association in order to be in line with the increase of registered capital of the Company, and to allow person(s) authorized by the Board to proceed with registration for amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to have power to amend and add any wording or action according to all of the Registrar's instructions, with the votes as follows:

Approved	405,528,846	Votes	Total	99.9342%
Disapproved	267,100	Votes	Total	0.0658%
Abstained	0	Votes	Total	0.0000%
Total	405,795,946	Votes	Total	100.0000%

Agenda 4 To consider approval the allocation of increased common shares in the amount of 143,442,636 shares to be offered by private placement

In order to enable the Company to operate the business of non-performing debts management and debt collection service to be continuingly conducted with efficiency, the Board thus resolved that it is appropriate to propose to the shareholders to consider for approval of allocation the increased common shares in the amount of 143,442,636 shares or in the ratio of 21.40 percent of the total sold shares of the Company after issuing of such capital increased shares at this time, with the par value of Baht 0.28, to be offered by private placement to the subscribers who are shareholders and/or main executives of the Sellers, who have knowledge, expertise and experience in conducting the business of non-performing debts management and debt collection service for long time. This also aims for having alliances in the investment and joint management of the business of the Company for continuing its growth. Once PBM and WIH have obtained consideration from sales of assets at this time and once the group of subscribers have obtained payments from PBM and WIH, the group of the subscribers will bring the whole amount of such money to make payment for subscription of the increased capital shares of the Company, and the Company will allocate the increased capital shares to each subscriber as follow:

List of shareholders and/or main executives of PBM and WIH, who will subscribe the increased capital shares	Amount of Increased Capital Shares for Subscription	Value (Baht)	Ratio after issuing of shares to the group of subscribers (%)*	Ratio after increase of total capital shares at this time (%)**
1. Miss Sureerat Tonrattanakorn	21,516,395	6,024,590.60	3.46	3.21
2. Mr. Pongpol Ruankaew	21,516,395	6,024,590.60	3.46	3.21
3. Mr. Parinya Jaravijit	35,860,659	10,040,984.52	5.76	5.35
4. Mr. Pisit Bovornsetthanun	35,860,659	10,040,984.52	5.76	5.35
5. Mr. Paripol Dhanasuckanchana	28,688,528	8,032,787.84	4.61	4.28
Total	143,442,636	40,163,938.08	23.04	21.40

The detail is shown in the information regarding asset acquisition and the entering into connected transactions (Enclosure 2)



In addition, the consideration of the offered price for sales of increased common shares to the subscribers is as follows:

Criteria used for consideration	Price
1. Market price (average weight price) before 8 September 2015 (the date which the Board made resolution)	None since the Company has been ordered suspension for trading
2. Accounting value per share at 30 June 2015 (by calculation of accounting value of shareholders' equity as at 30 June 2015 by calculation of accounting value of the shareholders' equity: Baht 118,074,158 / 479,009,637 shares)	Baht 0.2465 per share
3. The price which is used by the Company for issuing and offering for sales of increased common shares by private placement under the order of the Central Bankruptcy Court, of which the Court made such order on 22 January 2015 as per the relevant announcement of the information to the SET for acknowledgement on 20 March 2015.	Baht 0.28
4. Fair value of the Company's shares, as appraised by an independent financial advisor	Baht 0.1758 – 0.28 per share

The shareholder (KhunWorawuth) and other shareholder asked about this matter and expressed his interesting of giving chance for existing shareholders to acquire shares on pro rata basis.

The Chairman gave his comment that each capital increase has its characteristics including advantages, disadvantages, the effects, and the benefits of various aspects, and acknowledged the desire of the shareholders.

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders of the Company for allocation of increased common shares in the amount of 143,442,636 shares to be offered by private placement to the above subscribers who will be the alliances of new business of the Company, and to grant power to the Board or person(s) who are granted power from the Board or the person authorized by the Board to have power to set detail with respect to issuing and offering for sales of the increased common shares by private placement at this time.

Required Votes: This agenda requires vote of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes; provided that votes of shareholders who have interests shall be excluded. However, there was none shareholder who has interest in this agenda.

Resolution: With the votes of not less than three-fourth of total votes of shareholders attending the meeting and exercising their votes and there was none shareholder who has interest in this agenda, approved for allocation of increased common shares in the amount of 143,442,636 shares to be offered by private placement to the subscribers who are alliances of the investment in new business at this time, and to grant power to the Board or person(s) who are granted power from the Board to have power to set detail with respect to issuing and offering for sales of the increased common shares by private placement at this time, with the votes as follows:

Approved	405,790,746	Votes	Total	99.9982%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	100	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.000%



Agenda 5 To consider allocation of increased common shares by general mandate in the amount of not exceeding 47,900,000 shares

The Board considers that it is appropriate to propose to shareholders for consideration of approval for allocation of increased common shares by general mandate in the amount of not exceeding 47,900,000 shares at par value of Baht 0.28 per share to be offered for sales by private placement. The detail is shown in the Increase Capital Form (F53-4) as attached (Enclosure 4), for proposing to shareholders to consider authorizing the Board as follows:

- 5.1 To have power to consider offering of increased common shares at one time or several times
- 5.2 To have power to set objectives, date, and time of offering for sales, including details and conditions with respect to allocation of increased capital shares; provided that (a) allocation of such increased capital shares shall not be the allocation of increased capital shares to connected persons according to the rules of connected transactions, and (b) it shall not be the allocation of shares at low price as per the announcement of the Capital Market Supervision Board No. ThorJor. 28/2551 regarding the request and permission for sales of newly issued shares; and
- 5.3 To have power to negotiate for executing of the relevant documents and agreements and other proceedings which is necessary and appropriate for the issuance and sales of the increased capital shares.

Provided, that allocation of such increased capital shall be completed within the date of the next annual general meeting of shareholders or within the date required by law for convening the next annual general meeting of shareholders, whichever is earlier.

Opinion of the Board: The Board considers that it is appropriate to propose to the Extraordinary General Meeting of Shareholders to consider allocating increased capital shares by general mandate in the amount of not exceeding 47,900,000 shares, and to authorize the Board to have power to set details and procedures with respect to issuing and offering for sales of increased capital shares by general mandate at this time as per the above terms.

Required Votes: This agenda requires majority votes of shareholders attending the meeting and having the rights to vote.

Resolution: By majority votes of shareholders attending the meeting and having the rights to vote, approved for allocating increased capital shares by general mandate in the amount of not exceeding 47,900,000 shares, and to authorize the Board to have power to set details and procedures with respect to issuing and offering for sales of increased capital shares by general mandate at this time, with the votes as follows.

Approved	405,790,746	Votes	Total	99.9982%
Disapproved	7,200	Votes	Total	00.0018%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%

Agenda 6 To consider approval for amendment of the Company's objectives and amendment of Clause 3 of the Memorandum of Association in order to be in line with new business

6.1 Since the Company ceased the business of electronic circuit manufacturing which is the previous business of the Company, the Company will be entering into the investment in the non-performing debts management and debt collection service and has the plan to engage in the business of asset management company upon granting permission from the bank of Thailand.



Therefore, the Board considers appropriate to propose to the meeting of shareholders to consider approval for amendment of the Company's objectives in order to support the investment of the said new business. The detail is shown in the draft objectives of the Company (A) as attached (Enclosure 6). Also, Clause 3 of the Memorandum of Association shall be amended as follows:

"Clause 3: Objectives of this Company are 26 items. The details are provided in Form Bor.Mor.Jor. 002 as attached."

6.2 In addition, sine the Board has resolved to approve for allowing the Company to submit the request for registering the Company to be the asset management company with the Bank of Thailand, the registration of asset management company will enable the Company to gain various benefits under the Asset Management Act of B.E. 2541, of which shall include benefits that the asset management company will be granted exemption for fees and taxes incurred from the transfer of all or part of assets to the asset management company as per the relevant announcements and orders. Therefore, the Company considers appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approval for amendment of the Company's objectives. The detail is shown in the draft objectives of the Company (A) as attached (Enclosure 6). Also, clause 3 of the Memorandum of Association shall be amended as follows:

"Clause 3: Objectives of this Company are 26 items. The details are provided in Form Bor.Mor.Jor. 002 as attached."

Provided that the amendment of objectives and amendment of Memorandum of Association as per Clause 6.2 shall be effective upon obtaining approval from the Bank of Thailand.

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders of the Company to consider approval for amendment of the Company's objectives and amendment of Clause 3 of the Memorandum of Association in order to be in line with the investment of new business and registration of the Company to be asset management company in the future as above, and allowing person(s) authorized by the Board to proceed with registration of objectives and Memorandum of Association with the Department of Business Promotion, Ministry of Company together with to have power to amend, change, and add any wording and any action according to all of the Registrar's instructions in order to enable the Company to invest in the new business and will be able to engage in the business of non-performing debts management and debt collection service.

Required Votes: This agenda requires votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights to vote.

Resolution: By votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights, approved for amendment of the Company's objectives and amendment of Clause 3 of the Memorandum of Association in order to be in line with the new business as follows:

6.1 Approved for amending the Company's objectives and amendment of Clause 3 of the Memorandum of Association in order to be in line with the new business as per the detail of draft of the Company's objectives (A) and to allow person(s) authorized by the Board to proceed with registration of objectives and Memorandum of Association with the Department of Business Promotion, Ministry of Company together with having power to amend, change, and add any terms and any actions according to all of the Registrar's instructions, with the votes as follows:

Approved	405,790,846	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%



6.2 Approved for amending the Company's objectives and Clause 3 of the Memorandum of Association in order to be in line upon the Company becoming the asset management company as permitted by the Bank of Thailand, as per the draft detail of objectives of the Company (B), and to amend Clause 3 of the Memorandum of Association, with The effective to be upon obtaining an approval from the Bank of Thailand, and to allow person(s) authorized by the Board to proceed with registration of objectives and Memorandum of Association with the Department of Business Promotion, Ministry of Company, to have power to amend, change, and add any term and any action according to all of the Registrar's instructions, with the votes as follows:

Approved	405,790,846	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%

Agenda 7 To consider approval for amendment of change of the Company's name and amendment of Clause 1 of the Memorandum of Association to be in line with such change of Company's name

7.1 The Board resolved that it is appropriate to propose to the shareholders' meeting to consider approving for change of company's name from the existing "Circuit Electronic Industries Public Company Limited" to "Venture Incorporation Public Company Limited", and amending Clause 1 of the Memorandum of Association to be in line with the change of company's name by cancelation of the existing content and by using the following new content after amendment of the Company's name at this time, with the abbreviation "VI".

"Clause 1 The Company's name "บริษัทเวนเจอร์อินคอร์ปอเรชั่น จำกัด (มหาชน)" and its name in English is "Venture Incorporation Public Company Limited"

7.2 In addition, in order to support the registration of the Company to be the asset management with the Bank of Thailand in the future, the Board thus considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving for amendment of the Company's name to be "Venture Incorporation Asset Management Public Company Limited" and the effective of such change shall be upon obtaining an approval from the Bank of Thailand, and amending Clause 1 of the Memorandum of Association to be in line with the change of company's name by cancelation of the existing content and by using the following new content after amendment of the Company's name at this time, with the continued use of the abbreviation "VI".

"Clause 1 The Company's name "บริษัทบริหารสินทรัพย์เวนเจอร์อินคอร์ปอเรชั่น จำกัด (มหาชน)" and its name in English is "Venture Incorporation Asset Management Public Company Limited"

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to change the Company's name, and to amend Clause 1 of the Company's Memorandum of Association to be in line with such change of Company's name; provided it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Memorandum of Association with the Department of Business Promotion, Ministry of Company and o have power to amend, change, and add any term and any action according to all of the Registrar's instructions.

Required Votes: This agenda requires votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights to vote.



Resolution: By votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights to vote, approved for the change of the Company's name and amend Clause 1 of the Company's Memorandum of Association to be in line with such change of Company's name as follows:

7.1 Approved for change of company's name from the existing "Circuit Electronic Industries Public Company Limited" to "Venture Incorporation Public Company Limited", and amending Clause 1 of the Memorandum of Association to be in line with the change of company's name by cancellation of the existing content and by using the following new content after amendment of the Company's name at this time, with the abbreviation "VI".

"Clause 1 The Company's name "บริษัทเวนเจอร์อินคอร์ปอเรชั่น จำกัด (มหาชน)" and its name in English is "Venture Incorporation Public Company Limited"

Provided, it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Memorandum of Association with the Department of Business Promotion, Ministry of Company and to have power to amend, change, and add any term and any action according to all of the Registrar's instructions, with the votes as follows:

Approved	405,790,846	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%

7.2 Approved for change of company's name to be "Venture Incorporation Asset Management Public Company Limited" and the effective of such change shall be upon obtaining an approval from the Bank of Thailand, and for amending Clause 1 of the Memorandum of Association to be in line with the change of company's name by cancellation of the existing content and by using the following new content after amendment of the Company's name at this time, with the continued use of the abbreviation "VI".

"Clause 1 The Company's name "บริษัทบริหารสินทรัพย์เวนเจอร์อินคอร์ปอเรชั่น จำกัด (มหาชน)" and its name in English is "Venture Incorporation Asset Management Public Company Limited"

Provided, it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Memorandum of Association with the Department of Business Promotion, Ministry of Company, and to have power to amend, change, and add any term and any action according to all of the Registrar's instructions, with the votes as follows:

Approved	405,790,846	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%

Agenda 8 To consider approval for amendment Articles of Association of the Company

8.1 The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving the amendment of Articles of Association of the Company as follows:





บริษัท เซอร์คิตอิเล็กทรอนิกส์อินดัสตรีส์ จำกัด (มหาชน)

ได้รับการส่งเสริมจากรัฐบาลไทย (ทะเบียนเลขที่ บมจ.565)

เลขที่ 343/342-343 ถนนคลองลำเจียก นวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร

โทรศัพท์ 02-105-3456 โทรสาร 02-105-3455

Existing	New
Clause 1 These Articles shall be called the Articles of Association of <u>Circuit Electronic Industries Public Company Limited</u> .	Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Public Company Limited</u> .
Clause 2 The term “Company” in these Articles of Association shall mean <u>Circuit Electronic Industries Public Company Limited</u> .	Clause 2 The term “Company” in these Articles of Association shall mean <u>Venture Incorporation Public Company Limited</u> .
Clause 9 Shares of the Company shall be transferable without restriction unless such transfer will cause foreigners to hold shares in the amount of exceeding <u>forty five</u> of the paid-up shares.	Clause 9 Shares of the Company shall be transferable without restriction unless such transfer will cause foreigners to hold shares in the amount of exceeding <u>forty nine</u> of the paid-up shares.
Clause 22 <u>The number of directors who have power to sign to bind the Company shall be set as per the resolution of the General Meeting of Shareholders.</u> <u>The Board may fix the names of directors who are authorized to sign to bind the Company together with having the Company’s seal affixed.</u>	Clause 22 <u>The number and names of directors who are authorized to sign to bind the Company shall be two directors jointly sign and having the Company’s seal affixed; provided that the General Meeting of Shareholders or the Board of Directors shall have power to set the names of directors who are authorized to sign to bind the Company.</u>
Clause 36 Seal of the Company shall be as follow: 	Clause 36 Seal of the Company shall be as follow: 

8.2 Further, since the Board has proposed to the General Meeting of Shareholders to approve for change of the Company’s name to be “Venture Incorporation Asset Management Public Company Limited” with the effective upon obtaining an approval from the Bank of Thailand, thus, the Articles of Association shall be amended as follow:

Existing (after change)	New (upon an approval from the Bank of Thailand is granted)
Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Public Company Limited</u> .	Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Asset Management Public Company Limited</u> .
Clause 2 The term “Company” in these Articles of Association shall mean <u>Venture Incorporation Public Company Limited</u> .	Clause 2 The term “Company” in these Articles of Association shall mean <u>Venture Incorporation Asset Management Public Company Limited</u> .
Clause 36 Seal of the Company shall be as follow:	Clause 36 Seal of the Company shall be as follow:





บริษัท เซอร์คิตอิเล็กทรอนิกส์อินดัสตรีส์ จำกัด (มหาชน)

ได้รับการส่งเสริมจากรัฐบาลไทย (ทะเบียนเลขที่ บมจ.565)

เลขที่ 343/342-343 ถนนคลองลำเจียก นวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร

โทรศัพท์ 02-105-3456 โทรสาร 02-105-3455

Existing (after change)	New (upon an approval from the Bank of Thailand is granted)
	

Provided that amendment of the above Articles of Association shall be effective upon obtaining an approval from the Bank of Thailand.

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to change the Articles of Association as above; provided it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Articles of Association with the Department of Business Promotion, Ministry of Company, and to have power to amend, change, and add any term and any action according to all of the Registrar's instructions.

Required Votes: This agenda requires votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights to vote.

Resolution: By votes of not less than three-fourth of total votes of shareholders attending the meeting and having the rights to vote, approved for amendment the Articles of Association of the Company as follows:

8.1 Approved for amending the Articles of Association of the Company as follows:

Existing	New
Clause 1 These Articles shall be called the Articles of Association of <u>Circuit Electronic Industries Public Company Limited.</u>	Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Public Company Limited.</u>
Clause 2 The term "Company" in these Articles of Association shall mean <u>Circuit Electronic Industries Public Company Limited.</u>	Clause 2 The term "Company" in these Articles of Association shall mean <u>Venture Incorporation Public Company Limited.</u>
Clause 9 Shares of the Company shall be transferable without restriction unless such transfer will cause foreigners to hold shares in the amount of exceeding <u>forty five</u> of the paid-up shares.	Clause 9 Shares of the Company shall be transferable without restriction unless such transfer will cause foreigners to hold shares in the amount of exceeding <u>forty nine</u> of the paid-up shares.
Clause 22 <u>The number of directors who have power to sign to bind the Company shall be set as per the resolution of the General Meeting of Shareholders.</u> <u>The Board may fix the names of directors who are authorized to sign to bind the Company together with having the Company's seal affixed.</u>	Clause 22 <u>The number and names of directors who are authorized to sign to bind the Company shall be two directors jointly sign and having the Company's seal affixed; provided that the General Meeting of Shareholders or the Board of Directors shall have power to set the names of directors who are authorized to sign to bind the Company.</u>





บริษัท เซอร์คิตอิเล็กทรอนิกส์อินดัสตรีส์ จำกัด (มหาชน)

ได้รับการส่งเสริมจากรัฐบาลไทย (ทะเบียนเลขที่ บมจ.565)

เลขที่ 343/342-343 ถนนคลองลำเจียก นวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร



โทรศัพท์ 02-105-3456 โทรสาร 02-105-3455

Existing	New
<p>Clause 36 Seal of the Company shall be as follow:</p> 	<p>Clause 36 Seal of the Company shall be as follow:</p> 

And, it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Articles of Association with the Department of Business Promotion, Ministry of Company, and to have power to amend, change, and add any term and any action according to all of the Registrar's instructions, with the votes as follows:

Approved	405,790,846	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,797,946	Votes	Total	100.0000%

8.2 Approved for change of the Company's name to be "Venture Incorporation Asset Management Public Company Limited" with effective upon obtaining an approval from the Bank of Thailand as follow:

Existing (after change)	New (upon an approval from the Bank of Thailand is granted for registration as an asset management company)
Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Public Company Limited</u> .	Clause 1 These Articles shall be called the Articles of Association of <u>Venture Incorporation Asset Management Public Company Limited</u> .
Clause 2 The term "Company" in these Articles of Association shall mean <u>Venture Incorporation Public Company Limited</u> .	Clause 2 The term "Company" in these Articles of Association shall mean <u>Venture Incorporation Asset Management Public Company Limited</u> .
<p>Clause 36 Seal of the Company shall be as follow:</p> 	<p>Clause 36 Seal of the Company shall be as follow:</p> 

And, it is allowed for person(s) authorized by the Board to proceed with registration for amendment of the Articles of Association with the Department of Business Promotion, Ministry of Company, and to have power to amend, change, and add any term and any action according to all of the Registrar's instructions, with the votes as follows:



Approved	405,790,646	Votes	Total	99.9654%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	133,200	Votes	Total	0.0328%
Total	405,797,946	Votes	Total	100.0000%

Agenda 9 To approve for amendment number of directors of the Company and appointment of new directors to be independent directors

In order to proceed with relevant rules that the Company shall have at least 1/3 independent directors of total directors, but shall not less than 3 persons. The Board thus resolved to propose to the Extraordinary General Meeting of Shareholders to approve for amendment of number of directors of the Company and appointment of new directors to be independent directors from existing 6 persons to be 9 persons, and appoint the following persons to be in the position of the Company's directors. The said 3 directors are persons pertaining qualifications as required by the announcement of the Capital Market Supervision Board; provided that the summary of the profile and relevant information of the persons who are nominated to be in the position of the Company's directors (Enclosure 5) should be reviewed.

1. Mr. Jesadavat Priebjrivat
2. Mrs. Pennipa Dabbaransi
3. Mr. Weerapol Ruetrakul

Therefore, the Board of Directors of the Company will consist of 9 directors (from previously 6 directors) as follows:

1. Mr.CharitPonganutree Chairman of the Board
2. Mr.SutipongSrisoonthorntrakul Director
3. Mr. Nitat Wattanakul Director
4. Mr. Vincent Yuan Sun Lee Director
5. Mr. Akamin Nganthavee Director
6. Mr. WirachNimmanwatana Director
7. Mr.JesadavatPriebjrivat Chairman of Audit Committee/Independent Director
8. Mrs.PennipaDabbaransi Audit Committee/Independent Director
9. Mr.WeerapolRuetrakul Audit Committee/Independent Director

Please note that the Company's authorized signatory directors shall remain unchanged, namely

"Mr.CharitPonganutree or Mr. Sutipong Srisoonthorntrakul orMr.Nitat Wattanakul orMr. Vincent Yuan Sun Lee, any two of these directors jointly sign with the Company's seal affixed or any one of these directors signs together with either Mr. WirachNimmanwatana or Mr. Akamin Nganthavee, together two directors,with having the Company's seal affixed"

Opinion of the Board: The Board considers that it is appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approval for amendment number of directors of the Company and appointment of new directors to be independent directors as per the detail as provided above.

Required Votes: This agenda requires approval of majority votes of all votes of shareholders attending the meeting and exercising their votes.



Resolution: By majority votes of all votes of shareholders attending the meeting and exercising their votes, approved for amendment number of directors of the Company and appointment of new directors to be independent directors from existing 6 persons to be 9 persons, and appoint new directors to be independent directors, by each appointment as follows:

Mr. Jesadavat Priebjirivat

Approved	403,288,279	Votes	Total	99.9980%
Disapproved	8,100	Votes	Total	00.0020%
Abstained	0	Votes	Total	0.0000%
Total	403,296,379	Votes	Total	100.0000%

Mrs. Pennipa Dabbaransi

Approved	403,250,579	Votes	Total	99.9980%
Disapproved	8,100	Votes	Total	00.0020%
Abstained	0	Votes	Total	0.0000%
Total	403,258,679	Votes	Total	100.0000%

Mr. Weerapol Ruetrakul

Approved	403,250,579	Votes	Total	99.9980%
Disapproved	8,100	Votes	Total	00.0020%
Abstained	2,571,576	Votes	Total	-%
Total	403,258,679	Votes	Total	100.0000%

Agenda 10 To consider appointment of new directors to replace the directors who will resign

Since Mr. Wirach Nimmanwatana and Mr. Akamin Nganthavee, the Company's directors, have expressed their intentions to resign from the Board of Directors and the resignations will be effective once the Company has successfully entered into investment of the non-performing debts management and debt collection service. The Board thus resolved to propose Mr. Pongpol Ruankaew and Mr. Paripol Dhanasuckanchana who are shareholders and/or main executives of PBM and WIH to be in the positions of directors in replacement of the directors who will resign, respectively, in order to move forwarding of the business of non-performing debts management and debt collection service, which will be invested by the Company at this time. It is thus considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approval for the appointment of new directors in replacement of the directors who will resign (please note that the directors who request for resignation have submitted their resignation letters to the Company on 28 October 2015 and the effective resignations will be on 2 November 2015). The detail is as follow:

1. Mr. Pongpol Ruankaew in replacement of Mr. Wirach Nimmanwatana
2. Mr. Paripol Dhanasuckanchana in replacement of Mr. Akamin Nganthavee

Please consider the summary of the profile and relevant information of the persons who are nominated to be in the position of the Company's directors in replacement of the directors who will resign (Enclosure 5).

It is proposed that the Company's authorized signatory directors shall be as follows:

"Mr. Charit Ponganutree or Mr. Sutipong Srisoonthorntrakul or Mr. Nitat Wattanakul or Mr. Vincent Yuan Sun Lee, any one of these directors jointly signs with either Mr. Pongpol Ruankaew or Mr. Paripol Dhanasuckanchana"



provided that the appointment of Mr. PongpolRuankaew and Mr. ParipolDhanasuckanchana as new directors in replacement of Mr. WirachNimmanwatana and Mr. Akamin Nganthavee who will resign, and the amendment of authorized directors as above shall be become effective upon the successful investment in the new business by the Company.

In this connection, since Section 85 of the Public Company Act of B.E. 2535 (As Amended) prohibits directors to conduct business having similar nature and competing with the Company's business, or to be partner in partnership or unlimited partner in the limited partnership or to be director in other company having similar nature or competing the Company's business, either for the benefit of himself or other person, unless the shareholders have knowledge of such fact before resolving for the appointment of such director. Therefore, the Board thus wishes to inform the shareholders' meeting that the directors who will be nominated to be new directors in replacement of the directors who will resign, are Mr. PongpolRuankaew and Mr. ParipolDhanasuckanchana, who are shareholders of PBM or WIH which are engaged in the business of non-performing debts management and debt collection service which have the similar business with the Company and competes to the business of the Company. However, under the acquisition of assets agreement, PBM and WIH have agreed with the Company that after PBM and WIH have transferred ports of non-performing debts in the category of car leasing to the Company, PBM and WIH will cease and no longer conduct any similar business and which competes the business of the Company. Further, PBL has entered into the Memorandum of Agreement with the Company, which specifies that it will not conduct business which competes the business of the Company; provided that PBL will not expand investment in the ports of credit debtors of PBL, and will manage the existing ports of debtors only with an aim to cease the business in the future, and will not enter into and/or extend the term of debt collection services other than the existing debt collection service agreement with current customers, and shall be ready to cause the Company to be a an exclusive sub-contractor of those contracts. However, PBL shall obtain consent from each institutional customer for such sub-contracting of debt collection service.

Once the shareholders resolved to approve the said two persons who are nominated as above to be the Company's directors and once the Company has successfully invested in the business of non-performing debts management and debt collection service, the Board of Directors will comprise 9 directors as follows:

- | | |
|-----------------------------------|--|
| 1. Mr. CharitPonganutree | Chairman of the Board |
| 2. Mr. SutipongSrisoonthorntrakul | Director |
| 3. Mr. Nitat Wattanakul | Director |
| 4. Mr. Vincent Yuan Sun Lee | Director |
| 5. Mr. PongpolRuankaew | Director |
| 6. Mr. ParipolDhanasuckanchana | Director |
| 7. Mr. JesadavatPriobjrivat | Chairman of Audit Committee/Independent Director |
| 8. Mrs. PennipaDabbaransi | Audit Committee/Independent Director |
| 9. Mr. WeerapolRuetrakul | Audit Committee/Independent Director |

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approval for appointing new directors in replacement of the directors who will resign as above.

Required Votes: This agenda requires approval of majority votes of all votes of shareholders attending the meeting and exercising their votes.



Resolution: Bymajority votes of all votes of shareholders attending the meeting and exercising their votes, approved forappointment of new directors in replacement of the directors who will resign as follows:

1. Mr. PongpolRuankaew in replacement of Mr. WirachNimmanwatana(The director who will resign on the date when the Company enter into investment in new business: 2 November 2015)
2. Mr. ParipolDhanasuckanchana in replacement of Mr. Akamin Nganthavee (The director who will resign on the date when the Company enter into investment in new business: 2 November 2015)

and, the Company's authorized signatory directors shall be amended as follows

"Mr.CharitPonganutree or Mr. Sutipong Srisoonthorntrakul orMr.Nitat Wattanakul orMr. Vincent Yuan Sun Lee, any one of these directors jointly signs with either Mr. PongpolRuankaew or Mr. ParipolDhanasuckanchana, together two directors, with having the Company's seal affixed",

provided that, the appointment of Mr. PongpolRuankaew and Mr. ParipolDhanasuckanchana as new directors in replacement of Mr. WirachNimmanwatana and Mr. Akamin Nganthavee who will resign, and the amendment of authorized directors as above shall be become effective upon the successful investment in the new business by the Company, with the votes as follows:

Mr.PomgpolRuankaew

Approved	403,247,979	Votes	Total	99.9975%
Disapproved	10,100	Votes	Total	00.0025%
Abstained	2,572,167	Votes	Total	-%
Total	403,258,079	Votes	Total	100.0000%

Mr.ParipolDhanasuckanchana

Approved	400,330,884	Votes	Total	99.9975%
Disapproved	10,100	Votes	Total	00.0025%
Abstained	5,489,262	Votes	Total	-%
Total	400,340,984	Votes	Total	100.0000%

Agenda 11 To consider for approval of fixing remuneration of directors and audit committee

According to Section 21, the Board is entitled to receive remuneration from the Company in the form of salary, reward, meeting fee, fee, bonus or other types of benefits as per the Articles of Association or as per the decision of shareholders' meeting.

The shareholders' meeting may set specific amount or set principles or set it from time to time or set it to be effective until the change is made. Further, they are entitled to receive allowances and welfares as per the regulations of the Company. Therefore, the Company considers appropriate to propose to shareholders' meeting to consider approval of remuneration for directors as follows:



Meeting fee (only for the directors attending the meeting)

The Board of Directors' Meeting	Amount (Baht) / Person / Time
The Board of Directors	
- Chairman of the Board of Directors	30,000
- Director (each)	20,000
Audit Committee	
- Chairman of the Audit Committee	20,000
- Audit Committee (each)	15,000

In this regard, the executive committee and executive directors shall not receive the remuneration in the form of meeting fee.

Opinion of the Board: The Board considers appropriate to propose to the Extraordinary General Meeting of Shareholders to consider for approval offixing remuneration of directors and audit committee.

Required Votes: This agenda requires approval of not less than two-third of all votes of shareholders attending the meeting.

Resolution: By majority votes of not less than two-third of all votes of shareholders attending the meeting, approved for remuneration of directors and audit committee as above; provided that the executive committee and executive directors shall not receive the remuneration in the form of meeting fee, as follows:

Approved	405,823,146	Votes	Total	99.9983%
Disapproved	7,100	Votes	Total	00.0017%
Abstained	0	Votes	Total	0.0000%
Total	405,830,246	Votes	Total	100.0000%

Agenda 12 Others (if any)

The shareholder asked about the matter of collection of previous debts the Company and gave comment that the sales of right of claims was made at low value. The shareholder also asked about collecting of debts from the claims against directors and other matters during the rehabilitation. The shareholder gave comment that since the investors have entered to remedy the Company, the share value which was expected no value, has returned to the position of having value and future. The Financial Advisor gave information with respect to the sales of assets that if the financial report which was audited by the auditor, PwC, is taken into consideration, it is found that the debt in the amount of about three thousand million was disposed by the sales of the whole amount of such debts. Even though the purchase of such debt was made with low price but it is no longer valid in accounting aspect.

The director gave explanation about rehabilitation that it was completed and it was the rehabilitation under the control of the Central Bankruptcy Court. However, if the previous directors have debts with any person is regarded as personal liability of such director. After opening of the meeting, there were additional shareholders and proxies attending the Meeting. There were 51 additional shareholders and proxies, holding total shares of 405,830,246 shares or 84.7228 percent of the total sold shares of the Company, attending the Meeting at the time of closing of the Meeting.


(Mr. Nitat Wattanakul)
Director and Secretary




Enclosure2

A 2015 Annual Report and 2015 Financial Statement (CD-ROM)


**Summary of Profile and Information Relating to Person who is Nominated
to be the Company's Director**

Name / Family Name	Mr. Sutipong Srisoonthorntrakul	
Proposed Position	Director	
Nationality	Thai	
Age	49 Years	
Education	MBA. Indiana University Of Pennsylvania	
Current Address	287 SoiPattanakarn39KwangSuanluangKhetSuanluang Bangkok	
Training of Directors' Programs	Scheduled to participate DAP 128/2016 on 11 July 2016	
Working Record	2004–Now, Pathingkij Steel Industry Co., Ltd.	
Position in other Listed Company	- None -	
Position in other Business (not listed company)	<ul style="list-style-type: none"> • Director, V. I. Capital Co., Ltd. (Subsidiary) • Director, Regional Asset Management Co., Ltd. (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company) 	
Period of Being Director in this Company	From 26 March 2015 – Present	
Being Director / Executive of other Business which may cause conflict with the Company	- None -	
Relationship with Executive or Major Shareholder / Subsidiary of the Company	- None -	
Holding of Company's Shares / Ratio of Shares Holding (Percentage)	- None -	
Relation or interest with the Company / Other Subsidiary which has been conflicting	<ul style="list-style-type: none"> • Director, V. I. Capital Co., Ltd. (Subsidiary) • Director, Regional Asset Management Co., Ltd. • (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company) 	
Legal conflict in the past 10 years	- None -	
Interest in the Meeting's Agenda	- None -	
Participating of Meeting in 2015	Participate BOD Meeting for 2 times from total 2 times	

Summary of Profile and Information Relating to Person who is Nominated to be the Company's Director

Name / Family Name	Mr. Nitat Wattanakul	
Proposed Position	Director / Secretary	
Nationality	Thai	
Age	51 Years	
Education	<ul style="list-style-type: none"> LL.B. (Hons.) Chulalongkorn University LL.M., Chulalongkorn University LL.M., University of Washington Doctorate Degree, Keio University 	
Current Address	21/39 Moo 11 SoiLadprao 15 KwangJompol, Khetjatujak, Bangkok	
Training of Directors' Programs	Scheduled to participate DAP 126/2016 on 4 April 2016	
Working Record	<ul style="list-style-type: none"> Legal Department, Kasikorn Bank Plc. Attorney, Baker & McKenzie, Thailand Attorney, White & Case, Thailand Attorney, PricewaterhouseCoopers Legal 	
Position in other Listed Company	- None -	
Position in other Business (not listed company)	<ul style="list-style-type: none"> Director, V. I. Capital Co., Ltd. (Subsidiary) Director, Regional Asset Management Co., Ltd. (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company) Director, Thai Tinplate Manufacturing Co., Ltd. Director, Indochina Healthcare Co., Ltd. Director, Eastman Chemical Co., Ltd. Director, Solutia (Thailand) Co., Ltd. Director, Comscope Connectivity (Thailand) Co., Ltd. Director, The Wrigley (Thailand) Co., Ltd. Director and Legal Advisor, Summerset View Co., Ltd. 	
Period of Being Director in this Company	From 26 March 2015 – Present	
Being Director / Executive of other Business which may cause conflict with the Company	- None -	
Relationship with Executive or Major Shareholder / Subsidiary of the Company	- None -	
Holding of Company's Shares / Ratio of Shares Holding (Percentage)	-None-	
Relation or interest with the Company / Other Subsidiary which has been conflicting	<ul style="list-style-type: none"> Director, V. I. Capital Co., Ltd. (Subsidiary) Director, Regional Asset Management Co., Ltd. (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company) 	
Legal conflict in the past 10 years	- None -	
Interest in the Meeting's Agenda	- None -	
Participating of Meeting in 2015	Participate BOD Meeting for 2 times from total 2 times	

Summary of Profile and Information Relating to Person who is Nominated to be the Company's Director

Name / Family Name	Mr. ParipolDhanasuckachana	
Proposed Position	Director	
Nationality	Thai	
Age	46 Years	
Education	42 SoiChasonKwaengSamsen Nok, KhetHuaiKwang, Bangkok	
Current Address	<ul style="list-style-type: none">• Master Degree in Finance, Western Michigan University, USA• Bachelor Degree in Economics, Thammasat University	
Training of Directors' Programs	<ul style="list-style-type: none">• Director Accreditation Program 16/2008 (DAP) / IOD	
Working Record	2000 – Present, Managing Director, Westfield Co., Ltd. (Engaging in producing and selling of ornaments) 1999-2004 Managing Director, Eternity Jewellery Co., Ltd. (Engaging in producing and selling of ornaments)	
Position in other Listed Company	<ul style="list-style-type: none">• Director, Thai Industrial & Engineering Service Plc. (Engaging in construction business)• Executive Director, Assistant to CEO in the land of Accounting and Finance, Nusasiri Plc. (Engaging in real estate development business)	
Position in other Business (not listed company)	<ul style="list-style-type: none">• Director, Westfield Co.,Ltd. (Engaging in producing and selling ornaments)• Managing Director, World Credit FonsierCo.,Ltd. (Engaging in financial business)• Director, V. I. Capital Co., Ltd. (Subsidiary)• Director, Regional Asset Management Co., Ltd. (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company)• Executive, PBL Management Co., Ltd. (Engaging in business of management and following up non-performing debts)	
Period of Being Director in this Company	From 28 October 2015 – Present	
Being Director / Executive of other Business which may cause conflict with the Company	- None -	
Relationship with Executive or Major Shareholder / Subsidiary of the Company	- None -	
Holding of Company's Shares / Ratio of Shares Holding (Percentage)	28,688,528 Share (4.61%) At 31 December 2015	
Relation or interest with the Company / Other Subsidiary which has been conflicting	<ul style="list-style-type: none">• Executive of PBL Management Co., Ltd. (Engaging in management of non-performing loan and debt collection service) (Remark: PBL Management Co., Ltd. has been in the process of business closing.)	

Legal conflict in the past 10 years	- None -
Interest in the Meeting's Agenda	- None -
Participating of Meeting in 2015	Participate BOD Meeting for 2 times from total 2 times

DEFINITION OF INDEPENDENT DIRECTOR

Venture Incorporation Public Company Limited has defined the definition of Independent Directors which is **equal** to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand in accordance with the rules regarding the qualification of Independent Directors under the Notification of Capital Market Supervisory Board No. TorJor. 4/2009 dated 20 February B.E. 2009. Therefore, “**Independent Director**” of the Company means the director who possesses the following qualifications:

1. Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.

2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.

3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.

4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the article (4) shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.

8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.

9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

The provision under the article (2), (4), (5) and (6) related to the consideration of qualification of independent director of the applicant during the period of 2 years prior to the date of submitting the application to the SEC shall be applied to the application submitting as from 1 July 2010 onwards.

Where the person appointed by the applicant to be the independent director is the person who has or ever had the business relationship with or ever rendered professional service with higher service fees specified under the article (4) and (6), the applicant shall be relaxed from such prohibition related to the conditions of having the business relationship with or ever rendered professional service with higher specified service fees if only the applicant has provided the opinion of the board of directors of the company showing that the board has considered the issue in accordance with the Section 89/7 and found that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent director.

- (a) The business relationship or the professional service providing which cause such person being unqualified
- (b) Reasons and necessity to insist the appointment of such person as the independent director
- (c) The opinion of the board of directors of the applicant to propose such person to be the independent director

For the benefit of the article (5) and (6), wording “partner” shall mean the person who is assigned by the auditing firm, or the professional service provider to be the signatory in the audit report or the report of rendering the professional services (as the case may be) on the behalf of the firm.

COMPANY'S REGULATIONS REGARDING MEETING OF SHAREHOLDERS

Clause 23 The board shall call an Annual General Meeting within four months following the end of the fiscal year of the Company.

Other meetings of shareholders shall be called "Extraordinary General Meeting". The board may call an Extraordinary General Meeting at any time it deems appropriate or if requested in writing by shareholders holding not less than one-fifth of the total number of issued shares of the Company. The request must specify the objective(s) for which the meeting is required to be summoned and the directors shall forthwith summon such meeting within one month from the date when received the notice from the shareholders.

Clause 24 In calling a shareholders' meeting, the board shall prepare the notice which specifies place of the meeting, date, time, agenda of the meeting and the nature of business to be proposed to the meeting with appropriated details and clearly indicate that whether it is the matter proposed for acknowledgement, approval or consideration as the case may be including the opinions of the board on such matter. The notice shall be delivered to shareholders and the relevant registrar not less than seven days prior to the meeting date and shall be published in a newspaper at least three days prior to the meeting date whereby publication shall be made for three days consecutively.

The place of the meeting as prescribed in the first paragraph shall be at the vicinity where the head office of the Company is located or any other appropriated place designated by the board.

Clause 25 At the shareholders' meeting, not less than one-half of the total number of shareholders or not less than 25 shareholders and proxies (if any) holding an aggregate number of not less than one-third of the total issued shares shall attend the meeting to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted as prescribed under these Articles, if the meeting is called by a request of shareholders, it shall be cancelled. If it is not called by shareholders, the meeting shall be re-convened with at least seven days advance written notice prior to the meeting. At such subsequent meeting, no quorum is required.

Clause 26 A resolution of the shareholders' meeting requires votes as follows:

- (1) in a normal case, a majority votes of the shareholders present and vote at the meeting shall be required; and in case of a tie, the chairman of the meeting shall have a casting vote;
- (2) in any of the following cases, not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote shall be required:
 - (a) the sale or transfer of the whole or material parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company; and

- (c) the entry, amendment or termination of contracts relating to the lease of the whole or material parts of the business operation of the Company, the assignment of the management of the Company to other persons or the amalgamation of the business operation with other persons for the purpose of profit and loss sharing.

Clause 27 Matters to be conducted at an annual general meeting are as follows:

- (1) reviewing the board's annual report concerning past business operations of the Company;
- (2) considering and approving the balance sheet;
- (3) considering the distribution of profits;
- (4) appointing of new directors in replacement of those who retire by rotation;
- (5) appointing the auditor; and
- (6) considering other business.

RULES SET FOR THE MEETING OF SHAREHOLDERS

1. Registration

The shareholder or proxy may register and submit the required documents or evidence for inspection at the place of meeting from 13.00 p.m. onwards on Thursday 28 April 2016.

2. Documents and evidence required to be presented before attending the shareholders' meeting

2.1 Shareholder attending in person

- (a) present the identification card or government official identification card or passport (in case of non- Thai shareholder) for registration;
- (b) in case of change of the name or family name, the evidence showing of such change shall be presented.

2.2 Proxy

The Company has prepared proxy forms as prescribed by the Department of Business Development, Ministry of Commerce, which are (1) Form A, a proxy form with general authorisation which is simple and easy for understanding; (2) Form B, a proxy form which clearly specifies fixed details for the authorisation; and (3) Form C, a proxy form which is for the shareholder who is specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

The shareholder who is unable to attend the shareholders' meeting of the Company in person may grant proxy by the following manners:

- (1) Select one of the proxy forms as prepared by the Company;
- (2) the shareholder may authorise three proxies, in case any proxy is unable to attend the meeting, then the others can attend on behalf of that shareholder. In this regard, only one of the three proxies is able to attend the meeting, three proxies cannot simultaneously attend. Alternatively, if the shareholder intends to grant proxy to the Company's director who has no interest in any proposed matter of this meeting, the shareholder can authorise independent director, a Company's director whose profile has been detailed in **Enclosure 10**;
- (3) affix stamp duties of Baht twenty, have it crossed and write down the date of when the proxy form was made in order to have the form become legally valid and binding.
- (4) for convenience, please arrange to have the proxy form and other required documents and evidences delivered to the Company by Monday 25 April 2016 in case of delivering by post or at least one hour before the commencement of the meeting in case of delivering in person. The form must be completely filled with all required information and signed by relevant persons. In case any important wordings are needed to be corrected, crossed out or erased, the shareholder who grants proxy must initially sign at all changes made in the document.

List of documents and evidence required for preparation for attending the shareholders' meeting

Natural Person

- (1) proxy form as attached to the invitation of this meeting which has been completely filled with all required information and signed by the relevant grantor and proxy;
- (2) copy of the identification card or passport (in case of non - Thai shareholder) certified by the grantor; and
- (3) the identification card or government official identification card or passport (in case of non - Thai shareholder) must be presented for the registration.

Juristic Person

- (1) proxy form as attached to the invitation of this meeting which has been completely filled with all required information and signed by the relevant authorised person(s) of such juristic person and proxy together with its corporate seal affixed(if any);
- (2) copy of corporate affidavit certified by the relevant authorised person(s) of such juristic person together with its corporate seal affixed (if any);
- (3) copy of the identification card or passport (in case of non - Thai shareholder) certified by the grantor; and
- (4) the identification card or government official identification card or passport (in case of non - Thai shareholder) must be presented for the registration.



บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)
VENTURE INCORPORATION PUBLIC COMPANY LIMITED

ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

Nationality

สัญชาติ

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Venture Incorporation Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total amount of

หุ้นสามัญ

ordinary share

หุ้นบุริมสิทธิ

preferred share

หุ้น

shares

หุ้น

shares

หุ้น

shares

แบบฟอร์มลงทะเบียน

Registration Form

การประชุมสามัญผู้ถือหุ้น ประจำปี 2559

The Annual General Meeting of Shareholders 2016

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

Venture Incorporation Public Company Limited

วันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น.

Thursday 28th April 2016, at 14.00 p.m.

ณ โรงแรมเจ้าพระยาปาร์คห้องธาราทะพ อาคารธาราทะพฮอลล์

เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10320

At Chaophraya Park Hotel, Tharathep Room, Tharathep Hall,
No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok 10320

ข้าพเจ้า.....เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น

I/We shareholder or proxy holder of

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน.....

Venture Incorporation Public Company Limited of which the identification number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น

Attend the above mentioned meeting

ลงชื่อ.....ผู้เข้าร่วมประชุม

Sign

Meeting Attendant

ผู้เข้าร่วมประชุมโปรดนำเอกสารฉบับนี้ พร้อมบัตรประชาชนของผู้เข้าร่วมประชุม

(หรือหนังสือเดินทางสำหรับชาวต่างประเทศ) มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

Please present this document and attendant's identification card
(or passport for non-Thai attendant) to the meeting registrars.

**THE ANNUAL REPORT REQUISITION FORM
VENTURE INCORPORATION PUBLIC COMPANY LIMITED**

To The Shareholders

The Company's 2015 Annual Report (showing 2015 financial statements) in the form of bilingual CD-ROM have been enclosed with this invitation to the Annual General Meeting of Shareholders.

In case that any shareholders require the complete printed of the Annual Report, containing the same information as in the CD-ROM, Please fill and return this requisition to the Company. The Company will send to you upon your request.

The Shareholder , Please entry your description and fax +662 274 7938

Name _____ Surname _____

Address _____

Telephone Number _____ Email _____

Would like to receive the complete printed of the followings (please check box ☒)

☐ The 2015 Annual Report (Thai)

☐ The 2015 Annual Report (English)

หนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A)

(ปิดอากรแสตมป์ 20 บาท)
(Stamp Duty Baht 20)

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
AddressNo. _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของ **บริษัท เวเนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ("บริษัท")**
being a shareholder of **Venture Incorporation Public Company Limited (the "Company")**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการของบริษัทก็ได้ รายละเอียดตาม **สิ่งที่ส่งมาด้วย 10**)
Hereby appoint (The shareholder may appoint the director of the company to be the proxy, details in **Enclosure 10.**)

☐ 1. ชื่อ นายเจษฎาวัฒน์ เปรียบจริยวัฒน์ อายุ 59 ปี อยู่บ้านเลขที่ 398/164
Name Mr.JesadavatPriebjrivat Age 59 years, residing at 398/164
ถนน ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย
Road Sub - Districtklong-dtoie Districtklong-dtoie
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code 10110 or
☐ 2. ชื่อ นายวีระพล หรือตระกูล อายุ 61 ปี อยู่บ้านเลขที่ 84/119
Name Mr.WeerapolRuetrakul Age 61 years, residing at 84/119
ถนน ตำบล/แขวง ศาลาธรรมสพน์ อำเภอ/เขต ทวีวัฒนา
Road Sub - District Salathammasop DistrictThawiwathana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10170 หรือ
Province Bangkok Postal Code 10170 or
☐ 3. ชื่อ นางเพ็ญนิภา ทัพพะรังสี อายุ 65 ปี อยู่บ้านเลขที่ 97/9
Name Mrs.PennipaDabbaransi Age 65 years, residing at 97/9
ถนน พหลโยธิน ตำบล/แขวง สามเสนใน อำเภอ/เขต พญาไท
Road Phaholyothin Sub - District Sam SenNai DistrictPhaya Thai
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
Province Bangkok Postal Code 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น. ณ โรงแรมเจ้าพระยาปาร์ค ห้องธาราเทพ อาคารธาราเทพฮอลล์ เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานครหรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2016 shall be on 28 April 2016 at 14.00 hours at Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng DinDaeng, Khet Din Daeng, Bangkok otherwise at any adjourned meeting on another date, time and place.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting, shall be deemed as such act had been done by myself / ourselves except for the vote of the proxy which is not in accordance with this proxy form.

ลงชื่อ	_____	ผู้มอบฉันทะ
Signed		Grantor
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

หนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B)

(ปิดอากรแสตมป์ 20 บาท)
(Stamp Duty Baht 20)

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
AddressNo. _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของ **บริษัท เวเนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ("บริษัท")**
being a shareholder of **Venture Incorporation Public Company Limited (the "Company")**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ Votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการของบริษัทก็ได้ รายละเอียดตาม **สิ่งที่ส่งมาด้วย 10**)

Hereby appoint (The shareholder may appoint the director of the company to be the proxy, details in **Enclosure 10.**)

☐ 1. ชื่อ นายเจษฎาวัฒน์ เปรียบจริยวัฒน์ อายุ 59 ปี อยู่บ้านเลขที่ 398/164
Name Mr.JesadavatPriebjrivat Age 59 years, residing at 398/164
ถนน ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย
Road Sub – DistrictKlong-dtoie DistrictKlong-dtoie
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
ProvinceBangkok Postal Code 10110 or

☐ 2. ชื่อ นายวีระพล หรือตระกูล อายุ 61 ปี อยู่บ้านเลขที่ 84/119
Name Mr.WeerapolRuetrakul Age 61 years, residing at 84/119
ถนน ตำบล/แขวง ศาลาธรรมสพน์ อำเภอ/เขต ทวีวัฒนา
Road Sub - District Salathammasop DistrictThawiwathana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10170 หรือ
ProvinceBangkok Postal Code 10170 or

☐ 3. ชื่อ นางเพ็ญนิภา ทัพพะรังสี อายุ 65 ปี อยู่บ้านเลขที่ 97/9
Name Mrs.PennipaDabbaransi Age 65 years, residing at 97/9
ถนน พหลโยธิน ตำบล/แขวง สามเสนใน อำเภอ/เขต พญาไท
Road Phaholyothin Sub - District Sam SenNai DistrictPhaya Thai
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
ProvinceBangkok Postal Code 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น. ณ โรงแรมเจ้าพระยาปาร์ค ห้องธารเทพ อาคารธารเทพฮอลล์ เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2016 shall be on 28 April 2016 at 14.00 hours at Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok or otherwise at any adjourned meeting on another date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorize the proxy to attend the meeting and vote are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2558 ซึ่งประชุมเมื่อวันที่ 28 ตุลาคม พ.ศ.2558
Agenda 1 To consider approval the minutes of Extraordinary Meeting of Shareholders No.2/2015 which was held on 28 October 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.or
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 และรายงานประจำปี
ของคณะกรรมการสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558
Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2015 and the report of the Board for the fiscal year ending as at 31 December 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.or
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนของบริษัทสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 ซึ่ง
ผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว
Agenda 3 To consider approval financial statements and profits and loss statements of the Company as at 31 December 2015, which was audited by the licensed auditor

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.or
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณาการจัดสรรเงินกำไรเพื่อตั้งเป็นทุนสำรองตามกฎหมาย และพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2558

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 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to case the votes on my behalf at its own discretion.or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my instructionas follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to case the votes on my behalf at its own discretion.or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my instructionas follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
- An appointment of all the nominated candidates
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- An appointment of the following nominated candidate
- 5.1 นายสุทธิพงษ์ ศรีสุนทรตระกูล
- Mister SutipongSrisoonthortrakul
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 5.2 นายนิทัศน์ วัฒนกุล
- Mister NitatWattanakul
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 5.3 นายปริพล ธรสูกาญจน์
- Mister ParipolDhanasuckanchana
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่6 พิจารณาการกำหนดค่าตอบแทนกรรมการสำหรับปี 2559

Agenda 6 To consider remuneration of directors for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to case the votes on my behalf at its own discretion.or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my instructionas follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีสำหรับปี 2559
Agenda 7 To consider appointment of auditor and remuneration of auditor for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.**or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณาการออกและเสนอขายตั๋วเงินระยะสั้น
Agenda 8 To consider issuing and offering to sell the short term promissory note

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.**or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 To consider other issues (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy is entitled to cast the votes on my behalf at its own discretion.**or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my instructions as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Vote of the proxy in any agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือก
ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมี
สิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify the authorization or the authorization is unclear or if the meeting considers or resolves any matter other than those specified above, including the case that there is any amendment, modification or addition of any fact, the proxy shall be authorized to consider and vote the matter on my behalf/our behalves as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting, shall be deemed as such act had been done by myself / ourselves except for the vote of the proxy which is not in accordance with this proxy form.

ลงชื่อ _____	ผู้มอบฉันทะ
Signed _____	Grantor
ลงชื่อ _____	ผู้รับมอบฉันทะ
Signed _____	Proxy
ลงชื่อ _____	ผู้รับมอบฉันทะ
Signed _____	Proxy
ลงชื่อ _____	ผู้รับมอบฉันทะ
Signed _____	Proxy

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข)

Regular Continued Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

Authorisation on behalf of the Shareholder of Venture Incorporation Public Company Limited

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น. ณ โรงแรมเจ้าพระยาปาร์ค ห้องธาราเทพ อาคารธาราเทพฮอลล์ เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Venture Incorporation Public Company Limited for the Annual General Meeting of the Shareholders of 2016 shall be on 28 April 2016 at 14.00 hours at Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok or otherwise at any adjourned meeting on another date, time and place.

วาระที่ Agenda	เรื่อง Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to case the votes on my behalf at its own discretion.or <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my instructions as follows: <div style="display: flex; justify-content: space-around;"> <div><input type="checkbox"/> เห็นด้วย Approve</div> <div><input type="checkbox"/> ไม่เห็นด้วย Disapprove</div> <div><input type="checkbox"/>งดออกเสียง Abstain</div> </div>

วาระที่ Agenda	เรื่อง Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to case the votes on my behalf at its own discretion.or <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my instructions as follows: <div style="display: flex; justify-content: space-around;"> <div><input type="checkbox"/> เห็นด้วย Approve</div> <div><input type="checkbox"/> ไม่เห็นด้วย Disapprove</div> <div><input type="checkbox"/>งดออกเสียง Abstain</div> </div>

วาระที่ Agenda	เรื่อง Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to case the votes on my behalf at its own discretion.or <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my instructions as follows: <div style="display: flex; justify-content: space-around;"> <div><input type="checkbox"/> เห็นด้วย Approve</div> <div><input type="checkbox"/> ไม่เห็นด้วย Disapprove</div> <div><input type="checkbox"/>งดออกเสียง Abstain</div> </div>

วาระที่ Agenda	เรื่อง Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to case the votes on my behalf at its own discretion.or <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my instructions as follows: <div style="display: flex; justify-content: space-around;"> <div><input type="checkbox"/> เห็นด้วย Approve</div> <div><input type="checkbox"/> ไม่เห็นด้วย Disapprove</div> <div><input type="checkbox"/>งดออกเสียง Abstain</div> </div>

หนังสือมอบฉันทะ (แบบ ค)
Proxy (Form C)

(ปิดอากรแสตมป์ 20 บาท)
(Stamp Duty Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า สัญชาติ
I/We Nationality
สำนักงานตั้งอยู่ที่ ถนน ตำบล/แขวง
AddressNo. Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

in our capacity as the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เวเนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ("บริษัท")
being a shareholder of Venture Incorporation Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes
☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 10)
Hereby appoint (The shareholder may appoint the director of the company to be the proxy, details in Enclosure 10.)
☐ 1. ชื่อ นายเจษฎาวัฒน์ เปรียบจริยวัฒน์ อายุ 59 ปี อยู่บ้านเลขที่ 398/164
Name Mr.JesadavatPriebjrivat Age 59 years, residing at 398/164
ถนน ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย
Road Sub - Districtklong-dtoie Districtklong-dtoie
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code 10110 or
☐ 2. ชื่อ นายวีระพล หรือตระกูล อายุ 61 ปี อยู่บ้านเลขที่ 84/119
Name Mr.WeerapolRuetrakul Age 61 years, residing at 84/119
ถนน ตำบล/แขวง ศาลาธรรมสพน์ อำเภอ/เขต ทวีวัฒนา
Road Sub - District Salathammasop DistrictThawiwathana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10170 หรือ
ProvinceBangkok Postal Code 10170 or
☐ 3. ชื่อ นางเพ็ญนิภา ทัพพะรังสี อายุ 65 ปี อยู่บ้านเลขที่ 97/9
Name Mrs.PennipaDabbaransi Age 65 years, residing at 97/9
ถนน พหลโยธิน ตำบล/แขวง สามเสนใน อำเภอ/เขต พญาไท
Road Phaholyothin Sub - District Sam SenNai DistrictPhaya Thai
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
Province Bangkok Postal Code 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น. ณ โรงแรมเจ้าพระยาปาร์ค ห้องธาราเทพ อาคารธาราเทพฮอลล์ เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2016 shall be on 28 April 2016 at 14.00 hours at Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok or otherwise at any adjourned meeting on another date, time and place.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorize the proxy to attend the meeting and vote are as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

☐ มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

<input type="checkbox"/>	หุ้นสามัญ	_____	หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	_____	เสียง
	Ordinary shares		Shares in total	which are entitled to cast		Votes
<input type="checkbox"/>	หุ้นบุริมสิทธิ	_____	หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	_____	เสียง
	Preferred shares		Shares in total	which are entitled to cast		Votes
	รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด			เสียง		
	Total			Votes		

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorize the proxy to attend the meeting and vote are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2558 ซึ่งประชุมเมื่อวันที่ 28 ตุลาคม พ.ศ.2558

Agenda 1 To consider approval the minutes of Extraordinary Meeting of Shareholders No.2/2015 which was held on 28 October 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. Or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with our instruction as follows:

<input type="checkbox"/>	เห็นด้วย	_____	เสียง	<input type="checkbox"/>	ไม่เห็นด้วย	_____	เสียง	<input type="checkbox"/>	งดออกเสียง	_____	เสียง
	Approve with		votes		Disapprove with		votes		Abstain with		votes

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 และรายงานประจำปีของคณะกรรมการสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558

Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2015 and the report of the Board for the fiscal year ending as at 31 December 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. Or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with our instruction as follows:

<input type="checkbox"/>	เห็นด้วย	_____	เสียง	<input type="checkbox"/>	ไม่เห็นด้วย	_____	เสียง	<input type="checkbox"/>	งดออกเสียง	_____	เสียง
	Approve with		votes		Disapprove with		votes		Abstain with		votes

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนของบริษัทสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว

Agenda 3 To consider approval financial statements and profits and loss statements of the Company as at 31 December 2015, which was audited by the licensed auditor

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |

วาระที่ 4 พิจารณาการจัดสรรเงินกำไรเพื่อตั้งเป็นทุนสำรองตามกฎหมาย และพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2558

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 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |

วาระที่ 5 พิจารณาการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ การแต่งตั้งกรรมการทั้งหมด
- An appointment of all the nominated candidates
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- An appointment of the following nominated candidate
- 5.1 นายสุทธิพงษ์ ศรีสุนทรตระกูล
- Mister Sutipong Srisoonthorntrakul
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |
- 5.2 นายนิทัศน์ วัฒนกุล
- Mister Nitat Wattanakul
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |
- 5.3 นายปริพล ธนสุกาญจน์
- Mister Paripol Dhanasuckanchana
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |

วาระที่ 6 พิจารณาการกำหนดค่าตอบแทนกรรมการสำหรับปี 2559

Agenda 6 To consider remuneration of directors for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion.Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | votes |

วาระที่ 7 พิจารณาการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีสำหรับปี 2559

Agenda 7 To consider appointment of auditor and remuneration of auditor for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion.Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | Votes |

วาระที่ 8 พิจารณาการออกและเสนอขายตั๋วเงินระยะสั้น

Agenda 8 To consider issuing and offering to sell the short term promissory note

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion.Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | Votes |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other issues (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion.Or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with our instruction as follows:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve with | votes | Disapprove with | votes | Abstain with | Votes |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by us in our capacity as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on our behalf at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting, shall be deemed as such act had been performed by ourselves except for the vote of the proxy which is not in accordance with this proxy form.

ลงชื่อ	_____	ผู้มอบฉันทะ
Signed		Grantor
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

หมายเหตุ

Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The necessary evidence to be enclosed with this proxy form is:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค)

Regular Continued Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

Authorisation on behalf of the Shareholder of Venture Incorporation Public Company Limited

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.00 น. ณ โรงแรมเจ้าพระยาปาร์ค ห้องธาราเทพ อาคารธาราเทพฮอลล์ เลขที่ 247 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Venture Incorporation Public Company Limited for the Annual General Meeting of the Shareholders of 2016 shall be on 28 April 2016 at 14.00 hours at Chaophraya Park Hotel, Tharathep Room, Tharathep Hall, No. 247, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok or otherwise at any adjourned meeting on another date, time and place.

วาระที่	เรื่อง
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. <u>or</u> <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with our instructions as follows: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย _____ เสียง Approve with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disapprove with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง _____ เสียง Abstain with _____ votes </div> </div>


วาระที่	เรื่อง
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. <u>or</u> <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with our instructions as follows: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย _____ เสียง Approve with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disapprove with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง _____ เสียง Abstain with _____ votes </div> </div>

วาระที่	เรื่อง
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. <u>or</u> <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with our instructions as follows: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย _____ เสียง Approve with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disapprove with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง _____ เสียง Abstain with _____ votes </div> </div>

วาระที่	เรื่อง
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. <u>or</u> <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with our instructions as follows: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย _____ เสียง Approve with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disapprove with _____ votes </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง _____ เสียง Abstain with _____ votes </div> </div>


วาระที่	เรื่อง	
Agenda	Subject	
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>	
	(a) The proxy is entitled to cast the votes on our behalf at his/her own discretion. <u>or</u>	
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้	
	(b) The proxy shall vote in accordance with our instructions as follows:	
	<input type="checkbox"/> เห็นด้วย _____ เสียง <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง <input type="checkbox"/> งดออกเสียง _____ เสียง	
	Approve with votes Disapprove with votes Abstain with votes	
วาระที่	เรื่อง	
Agenda	Subject	
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>	
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	Approve with votes Disapprove with votes Abstain with votes	
วาระที่	เรื่อง	
Agenda	Subject	
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>	
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	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้	
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	Approve with votes Disapprove with votes Abstain with votes	
วาระที่	เรื่อง	
Agenda	Subject	
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>	
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วาระที่	เรื่อง	
Agenda	Subject	
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	Approve with votes Disapprove with votes Abstain with votes	
วาระที่	เรื่อง	
Agenda	Subject	
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>	
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	Approve with votes Disapprove with votes Abstain with votes	

**LIST OF NAMES AND DETAIL OF INDEPENDENT DIRECTORS WHO ARE
NOMINATED TO BE PROXY OF SHAREHOLDERS FOR
THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Name	Mr.Jesadavat Priebjivat	
Director Type	<ul style="list-style-type: none"> • Independent Director and Chairman of Audit Committee • Chairman of Nomination and Remuneration Committee • Director of Risk Management Committee 	
Nationality	Thai	
Age	58 years	
Address	398/164 SoiRimklongPaisingto, klong-dtoie, klong-dtoie, Bangkok 10110,Thailand	
Education Background	<ul style="list-style-type: none"> • Bachelor of Engineering / Civil Engineering, Chulalongkorn University, USA • Master of Engineering Administration (MEA), George Washington University , USA • Master of Business Administration (MBA) New York University 	
Training Courses of Director	<ul style="list-style-type: none"> • Director Certification Program (DCP), Thai Institute of Directors Association (IOD) • Audit Committee Program (ACP)), Thai Institute of Directors Association (IOD) • Role of The Chairman Program (ROC)), Thai Institute of Directors Association (IOD) • Courses on corporate governance for directors and senior executives of state-owned enterprises and public, King Prajadhipok's Institute 	
Other training courses	<ul style="list-style-type: none"> • Change Management for Top Executive Program, GRID Thailand 	
Expertise	Finance / Risk Management	
Work Experience (Last 5 years)	<ul style="list-style-type: none"> • Chief Financial Officer (CFO), CAT Telecom Public Company Limited • Director and Chairman of Risk Management Committee, Islamic Bank of Thailand • Director and Member of the Audit Committee, Sansiri Public Company Limited • Director and Member of the Audit Committee, Apex International Public Company Limited • Senior Executive Vice President and Chief Investment Officer, MFC Asset Management Public Company Limited • Senior Executive Vice President, KGI Securities Public Company Limited 	


	<ul style="list-style-type: none"> • Advisor and Specialist, Asian Development Bank (ADB) • Project Analyst, International Finance Corporation (World Bank Affiliate) • Lecturer and Head of the Department of Industrial Management, Faculty of Commerce and Accountancy, Thammasat University
Position in other Public Company	<ul style="list-style-type: none"> • Independent Director and Chairman of Audit Committee Sansiri Public Company Limited • Independent Director and Chairman of Board Director Gratitudeinfinite Public Company Limited • Independent Director and Chairman of Audit Committee TrangSeafood Products Public Company Limited
Position in other company (Excluding Public Company)	-None-
Duration of Directorship at Venture Incorporation Public Company Limited	28 October 2015– Present
Being Director/Executive in other Companies which may have Conflict of interest with the Company	-None-
Relationship with executives or major Shareholders of the Company or its Subsidiaries	-None-
Relationship or conflict of interest with the company / subsidiaries. Or legal entity subject to the current conflict.	-None-
Shareholding in the company (Shareholding Ratio (Percentage))	-None-
Legal Dispute in 10 years ago	-None-
Equity in agenda	-None-
Meeting Attendance in 2015	<ul style="list-style-type: none"> • Board of Director 2/2 times • Audit Committee 2/2 times

**LIST OF NAMES AND DETAIL OF INDEPENDENT DIRECTORS WHO ARE
NOMINATED TO BE PROXY OF SHAREHOLDERS FOR
THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Name	Mr. Weerapol Ruetrakul	
Director Type	<ul style="list-style-type: none"> Independent Director and Audit Committee Board of Nomination and Remuneration Committee 	
Nationality	Thai	
Age	60 years	
Address	84/119 Phutthamonthon Sai 2 Soi 24 Salathammassop, Taweewattana, Bangkok 10170, Thailand	
Education Background	<ul style="list-style-type: none"> M.B.A., Thammasat University M.S. Information Systems, DePaul University, Chicago, Illinois, USA LL. B., Thammasat University 	
Training Courses of Director	Go Training DAP 128/2016 on July 11, 2016.	
Other training courses	<ul style="list-style-type: none"> James Rosenfield: Two Powerful New 1-Day Seminars 2435 Ray Jutkins: Direct Marketing Workshop 	
Expertise	Marketing /Legal	
Work Experience (Last 5 years)	<ul style="list-style-type: none"> Managing Director, Rapp Collins (Thailand) Co., Ltd. CRM, Data Analytics, Mining and Database Management Agency Marketing Manager, Riso (Thailand) Ltd. Distributor of Digital Duplicator “RISOGRAPH” Account Director, Integrated Communication Co., Ltd. Public Relations, Direct Marketing, and Sales Promotions Agency Group Account Director, Far East Advertising Co., Ltd. Direct Marketing & Sales Promotion Division Account Supervisor, KOB & Draft Asia Direct Marketing and Sales Promotions Agency Account Executive, SAATCHI & SAATCHI Direct Direct Marketing and Sales Promotions Agency System Analyst, National Petrochemical Public Company Limited Lawyer, Pipat Insurance Co., Ltd. 	
Position in other Public Company	-None-	
Position in other company (Excluding Public Company)	<ul style="list-style-type: none"> Owner Rattana Car Care 	
Duration of Directorship at Venture Incorporation Public Company Limited	28 October 2015– Present	

Being Director/Executive in other Companies which may have Conflict of interest with the Company	-None-
Relationship with executives or major Shareholders of the Company or its Subsidiaries	-None-
Relationship or conflict of interest with the company / subsidiaries. Or legal entity subject to the current conflict.	-None-
Shareholding in the company (Shareholding Ratio(Percentage))	-None-
Legal Dispute in 10 years ago	-None-
Equity in agenda	-None-
Meeting Attendance in 2015	<ul style="list-style-type: none"> • Board of Director 2/2 times • Audit Committee 2/2 times

**LIST OF NAMES AND DETAIL OF INDEPENDENT DIRECTORS WHO ARE
NOMINATED TO BE PROXY OF SHAREHOLDERS FOR
THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Name	Mrs.Pennipa Dabbaransi	
Director Type	Independent Director and Audit Committee	
Nationality	Thai	
Age	65 years	
Address	97/9 phayathai Road, Samsennai, Phayathai, Bangkok 10400, Thailand	
Education Background	<ul style="list-style-type: none">• Roy C.Start High School -Toledo, Ohio, USA• Bachelor of Sciences, New Hampshire College, USA	
Training Courses of Director	Go Training DAP 128/2016 on July 11, 2016.	
Other training courses	<ul style="list-style-type: none">• Set 50 Index Futures seminar by TFEX• Stock Index Futures Applications Usages• DRG Program, Thailand Securities Institute (TSI)• DR1 Program, Thailand Securities Institute (TSI)	
Expertise	Account/Finance	
Work Experience (Last 5 years)	<ul style="list-style-type: none">• Board of Director: Independent Director, ACAP Advisory Public Company Limited• Managing Director, TSEC Securities Company Limited• Assistance Managing Director, KGI Securities Company Limited• Vice President, Thai Fuji Finance and Securities Company Limited	
Position in other Public Company	-None-	
Position in other company (Excluding Public Company)	<ul style="list-style-type: none">• Senior Executive Consultant, Dreamline Co., Ltd.	
Duration of Directorship at Venture Incorporation Public Company Limited	28 October 2015– Present	
Being Director/Executive in other Companies which may have Conflict of interest with the Company	-None-	
Relationship with executives or major Shareholders of the Company or itsSubsidiaries	-None-	

Relationship or conflict of interest with the company / subsidiaries. Or legal entity subject to the current conflict.	-None-
Shareholding in the company (Shareholding Ratio (Percentage))	-None-
Legal Dispute in 10 yearsago	-None-
Equity in agenda	-None-
Meeting Attendance in 2015	<ul style="list-style-type: none"> • Board of Director 2/2 times • Audit Committee 2/2 times

แผนที่สถานที่ประชุม
MAP OF THE MEETING LOCATION

