



No. EXE 015-03-19

March 29, 2019

- Re: Invitation of 2019 Annual General Meeting of Shareholders
To: Shareholders of Venture Incorporation Public Company Limited
Enclosures:
1. Copy of Minutes of Annual General Meeting of Shareholders of 2018
 2. QR Code for scanning and downloading 2018 Annual Report, 2018 Financial Statements
 3. Profile of Directors proposed for replacing those who are retired by rotation
 4. Definition of Independent Directors
 5. Capital Increase Report Form (F53-4)
 6. Company's Regulations regarding meeting of shareholders
 7. Rules set for the meeting of shareholders
 8. Registration Form (Please present the form on the date of meeting)
 9. Form for obtaining Annual Report in the hard copy form
 10. Proxy Forms (Form A, Form B and Form C)
 11. List of names and detail of independent directors who are nominated to be proxy of shareholders for the 2019 Annual General Meeting of Shareholders
 12. QR Code Downloading Procedures for the Annual Report
 13. Map of the meeting location

The Board of Directors of Venture Incorporation Public Company Limited ("Company") No. 2/2019 which was held on Wednesday, 13 March 2019 resolved to call for convening the 2019 Annual General Meeting of Shareholders as follow:

Date of Meeting: Monday, 29 April 2019

Time: 14.00 hours (Registration starts at 13.00 hours)

Place: Army Club Vipahavadi, VIP 1 Room, 2nd Floor, 195 Vipahavadi – Rangsit Road, Samsennai, Phayathai, Bangkok, Thailand

The Agendas of the Meeting are as follow:

Agenda 1 To consider approval the minutes of Annual General Meeting of Shareholders of 2018 which was held on 27 April 2018

Facts and Reasons: The Company had prepared minutes of Annual Meeting of Shareholders of 2018 which was held on 27 April 2018 as per the 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 Annual General Meeting of Shareholders of 2018 which was held on 27 April 2018.

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 2018 and the report of the Board for the fiscal year ending as at 31 December 2018

Facts and Reasons: In order to comply with clause 27 (1) of the Company's Articles of Association and for the shareholder's right to acknowledge the Company's performance, the Company prepared summary of the past performance and significant changes of the year 2018 as per the 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 2018 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2018, 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 2018, which was audited by the licensed auditor

Facts and Reasons: In order to comply with clause 27 (2) and 30 of the Company's Articles and Section 112 of Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall prepare balance sheet and loss and profit accounts at the end of the fiscal year, of which were audited by the licensed auditor of the Company, for proposing to the shareholders and the annual general meeting of shareholders, the Company prepared the said financial statements and profits and loss statements as per the Enclosure 2.

The significant of financial information can be summarized as follow:

Matters	2018 (Million Baht)	2017 (Million Baht)
Total Assets	52.87	62.31
Total Debts	58.02	32.32
Shareholders' Equity	(5.15)	29.99
Total Income	16.22	14.71
Profit for the year	(35.13)	(64.70)
Profit Per Share (Baht/Share)	(0.056)	(0.104)

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for the financial statements and profits and loss statements of the Company as at 31 December 2018, 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 the total number of votes of the shareholders attending the meeting and having the right to vote.

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 2018

Facts and Reasons: In order to comply with clauses 27 (3) and 32-33 of the Company's Articles and Section 116 of Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall allocate annual profits for reserves in the amount of not exceeding five percent of annual next profits of which has been deducted from accumulated loss (if any) under the reserves have reached the amount of not less than ten percent of the registered capital.



As at 31 December 2018 the Company have registered share capital Baht 174,286,636.44, the Company recognized interest income from loans receivable from purchase of debt and revenue from collection services amount Baht 16.22 million, the Company have operation cost and expenses Baht 27.87 million, thus the Company have Loss from operation amount Baht 11.65 million. However in the FY2018, the Company have set allowance from accrued interest income and impairment of loans receivable from purchase of debts and impairment of investment in subsidiaries total Baht 25.83 million, made the Company have net loss for the year then ended 31 December 2018 amount Baht 35.13 million, the Company shall have not been under the reserves requirement according to the law, and not to make payment of dividends from the performance ending as at 31 December 2018, Dividend Policy of the Company at least 30 percent of the net profits. When the company is retained earnings, Shareholders will receive dividends.

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for omit to allocate of profits for reserves according to the law and approve to omit the dividend payment from the performance ending as at 31 December 2018 due to has net loss of 35.13 Million Baht.

Resolution: This agenda is required majority votes of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and Reasons: In order to comply with clause 14 and 27 (4) of the Company's Articles and Section 71 of Public Company Act of B.E. 1992 (as Amended) which requires that the annual general meeting of shareholders shall elect director(s) replacing the directors who resign by rotation at the ratio of one-third. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. The directors who remained in office for the longest time shall vacate office. Directors vacating office under this Section may be re-elected. For this year, the directors vacating office are 3 persons as follows:

Name	Type of Director	Number of Years in Office	Attending the Meetings
(1) Mr. Teerataht Poshyanonda	Chairman Audit Committee and Independent Director	2 Year 6 months	100%
(2) Mr. Sakkaphongs Boonmee	Vice Chairman of Board Director	3 Year 1 months	100%
(3) Miss. Jaruwan Chaiyoan	Director	3 Year 1 months	100%

(As per the Enclosure 3 and 4)

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.

Opinion of the Board: The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee (excluding the interested director who abstained from voting) that it is appropriate to propose to the Shareholders to consider appointing directors who will retire by rotation (1) Mr. Teerataht Poshyanonda (2) Mr. Sakkaphongs Boonmee and (3) Miss. Jaruwan Chaiyoan, because they have qualification, talent, experience and expertise qualifications as per the Public Company Act of B.E. 1992



(as Amended) and the relevant notifications of the Capital Market Supervision Board. The candidates in (1) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Securities and Exchange Commission and the Stock Exchange of Thailand and The Company definition of “Independent Directors”. It is appropriate to propose to the Shareholders to consider approval for appointing the said 3 directors who retire by rotation to continue being directors for another period.

Resolution: This agenda is required majority votes of the total number of votes of the shareholders attending the meeting and having the right to vote; 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 2019

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

Opinion of the Board: The Board considers appropriate proposed the Shareholders’ Annual General Meeting to consider and approve for setting remuneration for the year 2019 to be the same as 2018 in the amount of not exceeding Baht 2,000,000.-; provided that payment of remuneration shall be subject to terms and conditions as set by the Nomination and Remuneration Committee as follows:

Remuneration for Meeting (only for attending directors)

Meeting of the Board of Directors	Baht / (Person / Time/Amount)
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 shall be passed by the votes of not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 7 To consider appointment of auditor and remuneration of auditor for the year 2019

Facts and Reasons: In order to comply with clause 27 (5) and clause 34 of the Company’s Articles and Section 120 of Public Company Act of B.E. 1992 (as Amended) which requires the annual general meeting of shareholders to appoint the Company’s auditor and fixing auditor’s remuneration at every year. The auditor can be reappointed. Also, Section 121 must not be director, stay, employee or a person holding any position in the company.



Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for appointing Mr. Chaityuth Angsuwithaya, a licensed auditor No. 3885 or Mrs. Natsarak Sarochanunjeen, a licensed auditor No. 4563 or Miss Daranee Somkamnerd, a licensed auditor No. 5007 or Miss Jarunee Nuammae, a licensed auditor No. 5596 of A.M.T. & Associates to be auditor of the Company for the year 2019, and fixing remuneration of the auditor for the amount not exceeding Baht 1,500,000 as proposed and determined by the Audit Committee that it is appropriate, and as approved by the Board.

Auditor's Remuneration Venture Incorporation Public Company Limited and Subsidiaries	A.M.T. & Associates (AMT)	A.M.T. & Associates (AMT)
	2019 (Baht)	2018 (Baht)
Fee for auditing of interim/quarter financial statements	550,000.00	840,000.00
Fee for auditing of Half year financial statements	100,000.00	150,000.00
Fee for auditing of annual financial statements	850,000.00	1,790,000.00
Total	1,500,000.00	2,780,000.00

(Note: The audit fee proposed for the year 2019 is Baht 1,500,000, 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 the total number of votes of the shareholders attending the meeting and having the right to vote. ordinary

Agenda 8 To consider and approve for the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 23 and clause 26 and additional the of the Company objectives clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause.

Facts and Reasons: To the business operation and the expansion of the business of the Company. The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 23 and clause 26 and additional the of the Company objectives amount 16 Clause, clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause.

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 23 and clause 26 and additional the of the Company objectives clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause, the details are as follows:



Current of the Company objectives	Proposed revisions of the Company objectives
Clause 1. Operate, follow up, expedite, follow up on debt repayment, conduct property investigation, confiscate, enforce laws, including such actions for state enterprises, legal entities, and individuals	Clause 1. Business services, debt collection tracking, debt collection negotiation, contract management for debt collection according to claims, including lawsuits relating to all liabilities throughout the Kingdom, to general public whether a natural person, a group of people, a legal entity, a government agency, a government organization, an organization or business unit established under specific laws, banks and financial institutions domestic and overseas including hiring any other person to act on behalf of the company
Clause 8. Make contact or submit a request to any government agency, department and government official or staff for registration or for any other benefit to the business of the company	Clause 8. Contacting and making arrangements with government agencies, municipalities, government organizations, ministries, bureaus, departments, government officials, individual, corporations, individuals or juristic persons or authorized person to obtain or acquire rights, ownership, licenses, concessions, or other privileges necessary for the business of the company
Clause 13. Lending money or giving credit by other means, with collateral or without collateral, as well as accepting pledge, mortgage and transferring the rights of various assets without accepting deposits from the public or receiving money from the public and taking advantage of the money Including receiving, accepting, transferring and endorsing bills or other transferable instruments in accordance with the regulations of the Bank of Thailand	Clause 13. Perform loans, provide general loans, both secured and/or unsecured, including personal loans and retail loans for careers (Nano-Finance) under supervision of Bank of Thailand or related government agencies or lending of all types, all types, as permitted by the relevant authorities or perform loans, provide general loans, both secured and/or unsecured for retail loans provincial level (Pico Finance) of the Ministry of Finance or related agencies, as permitted by the relevant authorities or provide financial assistance in property trading, rights, concessions and all types of assets in every manner by renting leased property, leasing or other similar methods and establishing or participate in or provide subsidies or provide loans or assist in providing subsidies or loans for the sale, purchase, and maintenance of all types of properties, rights and concessions of all types and in various ways under all conditions including the operation to obtain and give discounts on special rental conditions, leasing, or other contracts or any rights arising in those contracts (Whether it is property rights or contractual rights)
Clause 17. Conduct the business on legal, accounting, engineering, architecture, including advertising.	Clause 17. Conduct the business and provide consultancy on legal, accounting and financial consulting, engineering, architectural, property management, personnel, and personnel management, as well as advertising, including consulting on contracting, and the registration of rights and legal acts.
Clause 23. Providing business services, storage, collection, preparation, printing, and dissemination of statistics, data, in agriculture, industry, commerce, finance, marketing, including analysis and evaluation of business operations	Clause 23. Operating business services to store, collect, produce, publish, buy, sell, and disseminate statistical data in agriculture, industry, commerce, finance, marketing, including analysis and evaluation of business operations, purchase or sell statistics and data obtained from storage, collection, analysis and evaluation using computer systems, computer programs or any other means



Current of the Company objectives	Proposed revisions of the Company objectives
Clause 26. Issuing and selling securities, debentures, warrants or other types of instruments prescribed under the Public Limited Company law or the Securities and Exchange law for offering to the shareholders or to the public or any person	Clause 26. The company has the right to issue ordinary shares, preferred shares, debentures, shares that may be converted into ordinary shares, warrants to buy all types of securities, bills, securities or other types of instruments, and whether such characteristics are Which is allowed Or as prescribed by law or as determined by the law on public company, securities and stock exchange laws or any other law for offering to shareholders, citizens, or any person. The value of the instrument or securities set or set, or by giving a discount or at a higher price
(---None---)	Clause 27. Business care, allocation, distribution, and rental of residential buildings, commercial buildings, and other real estate
(---None---)	Clause 28. Conducting business as a service center to coordinate with different people in finance, business, commerce, industry, and other operations according to this objective
(---None---)	Clause 29. Operate services in the field of providing the feasibility study services of projects and making investment projects in real estate or any other investment projects.
(---None---)	Clause 30. Conducting business surveys and property appraisals, damages arising from casualty, including valuations in business operations both inside and outside the country.
(---None---)	Clause 31. Consultation services, advice and receive contact requests for land title deeds, surveying, separating and field examinations, as well as checking the validity of rights documents.
(---None---)	Clause 32. Operating advertising, public relations, sales and export agents of all kinds of products, via print media, online media, and various media of all types, buying, selling products, or as a mediator in trading products between manufacturers and consumers or from wholesaler.
(---None---)	Clause 33. Operate information services, news, entertainment, via radio, television, radio, cable television, satellite communication systems, internet systems, publications, as well as any other communication systems.
(---None---)	Clause 34. Operate business related to internet transactions, electronic commerce, e-commerce, and other electronic transactions of all types, both domestic and international, not related to direct sales or direct marketing.
(---None---)	Clause 35. Operate telemarketing, providing marketing services, research, and information consulting by using the phone, computer system, or all types of telecommunication systems as a medium of contact.



Current of the Company objectives	Proposed revisions of the Company objectives
(---None---)	Clause 36. Operate an electronic payment service business, being a payment agent for products and services via information technology, internet, and electronic.
(---None---)	Clause 37. Operate the business of manufacturing, buy-sell, import, export, rent electronic products, computer program products, hardware and software.
(---None---)	Clause 38. Operate the business of designing, installing, electronic equipment products, computer programs, hardware and software.
(---None---)	Clause 39. Business services as a consultant and training in computer programs and information technology.
(---None---)	Clause 40. Operate various rights services Operations regarding renting, sublease, sale, purchase of copyright, patent, trademark, concession, license, ownership, franchise, and other privileges.
(---None---)	Clause 41 Operate Blockchain business.
(---None---)	Clause 42. Operate as an operator, organizers, brokers, or agents providing any services related to recreation, or sports, etc., such as selling air tickets, concert tickets.

In this regard, Chief Executive Officer, shall be authorized to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar's order so as to complete the registration.

Resolution: This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 9 To consider and approve the decrease in the registered capital by Baht 13,412,000.00 , from the existing registered capital of 187,698,636.44 Baht, to Baht 174,286,636.44, by cancelling the unsold shares remaining from the allocation of newly issued ordinary shares under the General Mandate in the amount 47,900,000 shares, at the par value of Baht 0.28 per share by virtue of the resolution passed by the Extraordinary Meeting of Shareholders No. 2/2015 held on 28 October 2015.

Facts and Reasons: The current registered share capital of the Company is 187,698,636.44 Baht There are 47,900,000 authorized but unissued shares each at a par value of Baht 0.28 is the unsold shares remaining from the allocation of newly issued ordinary shares under the General Mandate in the amount by the Extraordinary Meeting of Shareholders No. 2/2015 held on 28 October 2015, whereby section 136 of the Public Limited Companies Act B.E. 1992 (as amended) specifies that the Company shall increase its capital from the registered amount by issuing the new shares only when all the shares have been issued and paid in full, or in case where the shares have not yet been fully sold, the remaining unissued shares shall be the shares reserved for convertible debentures or warrants to purchase shares, due to the company have objectives of the capital increase the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering)



Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the decrease in the registered capital by Baht 13,412,000.00, from the existing registered capital of Baht 187,698,636.44, to Baht 174,286,636.44, by cancelling the unsold shares remaining from the allocation of newly issued ordinary shares under the General Mandate in the amount 47,900,000 shares, at the par value of Baht 0.28 per share by the resolution passed by the Extraordinary Meeting of Shareholders No. 2/2015 held on 28 October 2015.

Resolution: This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda10 To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital decrease of the Company.

Facts and Reasons: In order to be in line with the decrease of the Company's registered capital in Agenda 9, the Company, therefore, proposes to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Company.

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital by cancelling the existing message and using message follows:

"Clause 4. Registered Capital	Baht 174,286,636.44	(one hundred seventy four million two hundred eighty six thousand six hundred thirty six baht and forty four satang)
Divided into	622,452,273.00 shares	(six hundred twenty two million four hundred fifty two thousand two hundred seventy three shares)
Par value	Baht 0.28	(Twenty Eight Satang),
Categorized into		
Ordinary shares	622,452,273.00 shares	(six hundred twenty two million four hundred fifty two thousand two hundred seventy three shares)
Preference shares	- share	(- share)"

In this regard, Chief Executive Officer, shall be authorized to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar's order so as to complete the registration.

Resolution: This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 11 To consider and approve the increase in the registered capital from the existing registered capital of Baht 174,286,636.44, to Baht 874,286,636.44, by issuing of not exceeding 2,500,000,000 newly-issued ordinary shares, at the par value of Baht 0.28 per share, totalling Baht 700,000,000.

Facts and Reasons: The Company's wishes to increase in the registered capital from the existing registered capital of Baht 174,286,636.44, to Baht 874,286,636.44, by issuing of not exceeding 2,500,000,000 newly-issued ordinary shares, at the par value of Baht 0.28 per share, totalling Baht 700,000,000, to reserve for any investments in new bad non-performing debt and operation system or investments in projects/business that will support the Company's growth and sustainability and to be utilized as working capital.



Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the increase in the registered capital from the existing registered capital of Baht 174,286,636.44, to Baht 874,286,636.44, by issuing of not exceeding 2,500,000,000 newly-issued ordinary shares, at the par value of Baht 0.28 per share, totalling Baht 700,000,000., for issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering). The additional details in connection with the capital increase are set out in the Capital Increase Report Form (F53-4) in as per the Enclosure 5.

Resolution: This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 12 To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase of the Company.

Facts and Reasons: In order to be in line with the increase of the Company's registered capital in Agenda 11, the Company, therefore, proposes to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association.

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital by cancelling the existing message and using message follows:

“Clause 4. Registered Capital Baht 874,286,636.44		(eight hundred seventy four million two hundred eighty six thousand six hundred thirty six baht and forty four satang)
Divided into	3,122,452,273.00 shares	(three billion one hundred twenty two million four hundred fifty two thousand two hundred seventy three baht)
Par value	Baht 0.28	(Twenty Eight Satang),
Categorized into		
Ordinary shares	3,122,452,273.00 shares	(three billion one hundred twenty two million four hundred fifty two thousand two hundred seventy three baht)
Preference shares	- share	(- share)”

In this regard, Chief Executive Officer, shall be authorized to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar's order so as to complete the registration.

Resolution: This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.



Agenda 13 To consider and approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering).

Facts and Reasons: To achieve the objectives of the increase in the registered capital of the Company, it is proposed that the meeting consider and approve an allocation not exceeding 2,500,000,000 newly-issued ordinary shares, at the par value of Baht 0.28 per share, at the offering price of Baht 0.05 per share.

Opinion of the Board: The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) of not exceeding 2,500,000,000 newly-issued ordinary shares, at the par value of Baht 0.28 per share, at the offering price of Baht 0.05 per share.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), in the case where there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company shall allocate such remaining shares to the existing shareholders wishing to oversubscribe, at the same offering price as the shares which are allocated in accordance with the rights as follows:

- (a) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering), is higher than or equivalent to the number of shares oversubscribed for by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who pay the total price of the oversubscribed shares, in accordance with the number of shares for which they oversubscribed.
- (b) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering), is lower than the number of shares oversubscribed for by the existing shareholders, the Company shall allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
 - (1) The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder by multiplying the shareholding of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares allocated shall not exceed the number of shares for which each shareholder subscribed and paid for.
 - (2) In the case where there are shares remaining from the allocation under (1), the Company shall allocate the remaining shares to each oversubscribing shareholder who has not been allocated shares in accordance with their existing shareholding by multiplying the shareholding of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares under the allocation shall not exceed the number of shares for which each shareholder subscribed and paid for. The Company shall conduct the allocation with respect to the oversubscription in accordance with the procedures under this clause (2) until there are no shares remaining from the allocation.



Any allocation of oversubscription of shares in accordance with the details above must not result in: any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer shareholding limit specified under the Company's Clauses of Association, which currently provide that a foreigner shall not hold shares of more than 49 percent of the Company's total shares sold.

In addition, the Board of Directors following acts:

1. To consider and determine the details of the allocation of the newly-issued shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings, to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations;
2. To determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, payment method, or any other details with respect to the allocation and the offer for sale;
3. To undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholder proportionate to their respective shareholdings in compliance with the applicable laws.

The additional details in connection with the capital increase are set out in the Capital Increase Report Form (F53-4) in as per the Enclosure 5.

Resolution: This agenda is required majority votes of total votes of shareholders attending the meeting and having the right to vote.

Agenda 14 To consider other issues (if any)

The Company prepared the 2018 Annual Report in QR Code for scanning and downloading format and delivered to shareholders as per **Enclosure 2**, and the "QR Code Downloading Procedures for the Annual Report" as per **Enclosure No. 12**. If any shareholder wishes to obtain the annual report in the hard copy format, please contact the Executives Office of the Company at 544 Soi Ratchadaphisek 26, Ratchadaphisek Road, Kwaeng Samseannok, Khet Huai Khwang, Bangkok Tel 0-2194-6962 or filling in the form as per **Enclosure 9** and fax to No. 0-2541-4147 for further delivery by the Company.

For shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders, please choose and fill in either the proxy form A or B and Submit it to the Company before the meeting. For foreign shareholders who deposit the Company shares in safeguard of custodian banks in Thailand, please choose and fill in either the proxy form A, B or C in **Enclosure 10**.

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 11**. 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 13.00 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 7**. The Company will proceed with the meeting according to the Company's regulations, as per **Enclosure 6**.



Venture Incorporation Public Company Limited

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

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

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

The Company has scheduled the shareholders registry book for the right to attend the Annual General Meeting of 2019 (Record Date) on Friday, 29 March 2019.

Therefore, we would like to invite our the 2019 Annual General Meeting of Shareholders on Monday, 29 April 2019 at 14.00 hours The meeting will be held at Army Club Vipahavadi, VIP 1 Room, 2nd Floor, 195 Vipahavadi – Rangsit Road, Samsennai, Phayathai, Bangkok, Thailand. The registration will be opened on 13.00 hours.

Yours sincerely

(Mr. Sakkaphongs Boonmee)
Vice Chairman of the Board and
Chief Executive Officer

Executives Office of the Company
Tel. 0-2194-6975
Fax: 0-2541-4147