



The Extraordinary General Meeting of Shareholders No. 1/2019 Venture Incorporation Public Company Limited

Date, time, and place of the Meeting

The Meeting was convened on Thursday, 11th July at 10.00 hours at 195 Vipahavadi – Rangsit Road, Samsennai, Phayathai, Bangkok and presided over by Teerataht Poshyanonda, Independent Director and Chairman of Audit Committee (“The Chairman of the Meeting”) of Venture Incorporation Public Company Limited (“the Company”)

Beginning of the Meeting

Mr. Sakkaphongs Boonmee, Vice Chairman of Board Director, Informed at the commencement of the meeting of which there were 42 shareholders presenting at the meeting in person and by proxy representing 470,793,552 shares or 75.64 % of total paid up share of the Company, the quorum was, then, constituted in accordance with the law and Clause 25 of the Articles of Association of the Company, stipulating that in a general shareholders’ meeting, in order to form a quorum at least twenty-five shareholders or proxies (if any) or at least half of all shareholders, and representing at least one-thirds of shares distributed shall be required.

Vice Chairman of Board Director welcomed the shareholders and introduced to the Meeting the directors, managements and auditors attended the The Extraordinary General Meeting of Shareholders No. 1/2019, in order to deliver additional information and answer the questions to the Meeting.

Directors Attending the Meeting

- | | | | | |
|----|------|-------------|-----------------|---|
| 1. | Mr. | Teerataht | Poshyanonda | Independent Director and Chairman of Audit Committee/Chairman of the Nomination and Remuneration Committee and Risk Management Committee/ The Chairman of Meeting |
| 2. | Mr. | Sakkaphongs | Boonmee | Vice Chairman of Board Director/ Chairman of Risk Management Committee/ Chairman of Executive director and Chief Executive Officer |
| 3. | Mr. | Weerapol | Ruetrakul | Independent Director and Audit Committee/ Nomination and Remuneration Committee and Risk Management Committee |
| 4. | Mr. | Palakom | Chaikittisilpa | Independent Director and Audit Committee/ Nomination and Remuneration Committee and Risk Management Committee |
| 5. | Mr. | Chakaphan | Pacharn | Director and Executive director |
| 6. | Mrs. | Thitiporn | Sillaparassamee | Director and Nomination and Remuneration Committee |
| 7. | Miss | Jaruwan | Chaiyoan | Director/ Executive director and Managing director |

Directors not Attending the Meeting (Business Duty)

- | | | | | |
|----|-----|--------|-------------|----------|
| 1. | Mr. | Charit | Ponganutree | Director |
|----|-----|--------|-------------|----------|

The following attendees the Meeting:

- | | | | | |
|----|------|------------|-------------------|--|
| 1. | Mr. | Kriangkrai | Siravanichkan | Financial advisor of Capital Link Advisory Limited |
| 2. | Mr. | Prayoon | Plaudsut | Director of Operations |
| 3. | Miss | Nanchaoon | Kiatwutthitrakun | Director of Accounting and Finance |
| 4. | Miss | Kannapat | Vatcharapanyaporn | Company Secretary |



Vice Chairman of Board Director convened informed the shareholder meeting to acknowledge the procedures regarding voting on each agenda as follow;

1. For the purpose of voting, each share shall be counted as one vote. If any shareholder has interests in any matter on which the Meeting shall pass a resolution, such shareholder shall not have the right to vote on such matter.
2. In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.

Before casting a vote for each agenda item, The Chairman of Meeting would give an opportunity for the shareholders to ask questions relevant to that agenda item as appropriate. A shareholder who wishes to ask a question, the shareholder would be asked to state his/her name and surname and inform whether he/she is a shareholder or a proxy before asking questions or giving an opinion on each occasion. Questions or opinions should be compactness and relevant to the agenda item being considered in order that other shareholders would also have an opportunity to exercise their right, and so that the Meeting would be conducted within the time frame. If a shareholder had any question irrelevant to the agenda item being considered, please ask such question during the consideration of the agenda item in respect of any other matters at the end of the Meeting.

3. In counting the votes, only the objection or abstention votes by the proxy or the ballot will be counted. The total of such objection votes, abstentions will be subtracted from the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda.
4. The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

The agenda 2 - 6 are related to the fund raising for the Company's operation in the future. Therefore, if one of these agendas is not approved by the Shareholders' Meeting as specified in agenda No. 2 - 6 shall be deemed not having approved by the Shareholders' Meeting

In addition, after the adjournment of the Meeting, the shareholders would be requested to return the ballots to the staff for reference purposes shareholder meetings by giving the ballots to the collectors or staff at the exit of the meeting room.

Mr. Sakkaphongs Boonmee, Vice Chairman of Board Director assigned Mr. Teerataht Poshyanonda, Independent Director and Chairman of Audit Committee, acting Chairman of the Meeting to conduct the meeting according to the agenda items as follows;

The Chairman asked the Meeting to consider the matters comprising items as follows:



Agenda 1 To consider approval the minutes of Annual General Meeting of Shareholders of 2019 which was held on 29 April 2019

The Chairman of Meeting informed the shareholder meeting to the Company had prepared minutes of Annual Meeting of Shareholders of 2019 which was held on 29 April 2019, have been prepared within 14 days according to Section 96 of the Public Company Limited Act B.E. 2535 and already sent to the SET and the Ministry of Commerce and disclosed on the Company's website www.ventureinc.co.th. The Board thus propose to the shareholders' meeting for approval of the said minutes, as per the Enclosure 1.

The Board opinion that the Company has recorded the minutes of the Annual General Meeting of Shareholders for 2019 correctly and completely, therefore propose the shareholders for approval of the minutes of Annual General Meeting of Shareholders of 2019 which was held on 29 April 2019.

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

Resolution: Approval the minutes of Annual General Meeting of Shareholders of 2019 which was held on 29 April 2019, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	470,793,801	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
Total	470,793,801	Votes	Total	100.00	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, two were additional shareholders attending the Meeting, representing 249 Shares at the commencement of the meeting.

The Chairman of Meeting informed the shareholder meeting the agenda 2 - 6 are related to the fund raising for the Company's operation in the future. Therefore, if one of these agendas is not approved by the Shareholders' Meeting as specified in agenda No. 2 - 6 shall be deemed not having approved by the Shareholders' Meeting.

For this agenda, the Chairman of Meeting assigned, Mr.Sakkaphongs Boonmee Chief Executive Officer, informed the meeting before considering Agenda 2 to Agenda 6.

Chief Executive Officer, informed the shareholder meeting about progress operation for the repossession of qualifications in order to resume trading (Resume stage). The Stock Exchange of Thailand grants period for the Company until March 31, 2020, as follows:

Criteria for considering the delisting of the Stock Exchange of Thailand	Progress
1. Total shareholders' equity > Baht 50 million	As the Company Consolidated financial statement of 31 March 2019, shareholders' equity is Baht (12.37) million. The Company is in the process of improving its financial status in accordance with the SET's rules.



Criteria for considering the delisting of the Stock Exchange of Thailand	Progress
2. Net profit and retained earnings from the normal operation of the core business will continue in the future, under the same group of management at least 1 year before submission of the request (consider from annual or four quarterly financial statements audited by an auditor)	The Company in progress of improve performance.
3. Restructure debt more than 75% of total debt	The Company have finish restructure of debt under rehabilitation plan on March 2015.
4. The SEC considers that the Company has a stable financial position and stable operating results in line with its business condition. Also considering the cash flow of the business.	The Company in progress of improve performance.
5. The Company are qualified under the criteria of being a listed company before the date of the revocation, except for the distribution of minority interest.	Please consider the criteria for being a listed company*
6. Listed companies that are rehabilitated under the bankruptcy law must exit the rehabilitation through court.	The court has ordered the cancellation of the business rehabilitation of the company on 22 March 2015.

Criteria for considering the sustainability	Progress
1. Management Operation Management and control person must meet the required qualifications - Qualified, non-prohibited or non-appearance of lack of appropriateness to be trusted to manage Listed Company, under Public Company Act or according to the SEC and SET determined. - Not violate the rules, regulations, announcements, resolutions, committees or the registration agreement with the SET. As well as any circular lettering that may have a serious impact on the benefits or decisions of shareholders or investors or changes in securities prices.	Management, director and control person of the Company are meet requirement.
2. Good corporate governance are in place - Independent Directors (> 1/3 of BOD and at least 3 of the qualifications of the SEC) - The Audit Committee (at least 3 qualifications in accordance with SET)	An independent director who serves as the audit committee has been appointed 3 popes have qualifications of the SEC and SET
3. An auditor of the Company are approved by SEC	The Company approve for appointing A.M.T. & Associates to be auditor of the Company an auditor approved by SEC
4. An internal control systems as require of SEC are in place	The company is improving its internal control system as require of SEC are in place.
5. The Group of Company must not have any conflict of interest, as declare by SEC	The Group of Company have no any conflict of interest as require by SEC



Criteria for considering the sustainability	Progress
6. Distribution of minority shareholders - Minority shareholders at least 300 persons - Minority shareholders at least 20 %	Meet requirement by SEC
7. Establish the Company's provident fund according to provident fund law	In progress of establishment

Chief Executive Officer, informed the shareholder meeting for criteria for net profit and retained earnings from the normal operation of the core business will continue in the future, under the same group of management at least 1 year before submission of the request. It appears that the company has good performance operating respectively from in business of non-performing debt management and debt collection services. In August 2018, a new group of management has come to manage by reducing unnecessary expenses, Create morale for employees. Graph for the company's operations, compare incomes and expenses from January 2017 - May 2019, the company have Low income because not have funds to the purchase of non-performing debt management to manage, therefore necessary to request Short - term borrowing from director for use working capital and has submitted the Company profile to get a job debt collection services by every unit has an appointment to visit the company, there are many unit that the company does not pass conditions regarding proportion of shareholders due to negative equity. The list of unit that the company offers debt collection services as follows;

Chief Executive Officer, informed the shareholder meeting The Stock Exchange of Thailand (SET) allows temporary trading for long suspended listed securities during July 1 - 31, 2019, by purchasing with Cash Balance account as follows:

No.	Symbol	Group of companies which has SET delists common shares	Trading period
1	IEC	The International Engineering Public Company Limited	July 1-9, 2019
2	LVT	L.V. Technology Public Company Limited	
3	YNP	Yarnapund Public Company Limited	

No.	Symbol	Group of companies which has SET posted SP signs	Trading period
1	A5	Asset Five Group Public Co., Ltd.	July 1-31, 2019
2	BLISS	Bliss-Tel Public Co., Ltd.	
3	BUI	Bangkok Union Insurance Public Co., Ltd.	
4	CHUO	Chuo Senko (Thailand) Public Co., Ltd.	
5	EARTH	Energy Earth Public Co., Ltd.	
6	GSTEL	G Steel Public Co., Ltd.	
7	IFEC	Inter Far East Energy Corporation Public Co., Ltd.	
8	KC	K.C. Property Public Co., Ltd.	
9	KTECH	Ktech Construction Public Co., Ltd.	
10	NBC	Nation Broadcasting Corporation Public Co., Ltd.	
11	NMG	Nation Multimedia Group Public Co., Ltd.	
12	POLAR	Polaris Capital Public Co., Ltd.	
13	PRO	Professional Waste Technology (1999) Public Co., Ltd.	
14	STHAI	Shun Thai Rubber Gloves Industry Public Co., Ltd.	
15	TSF	Three Sixty Five Public Co., Ltd.	
16	WR	We Retail Public Co., Ltd.	

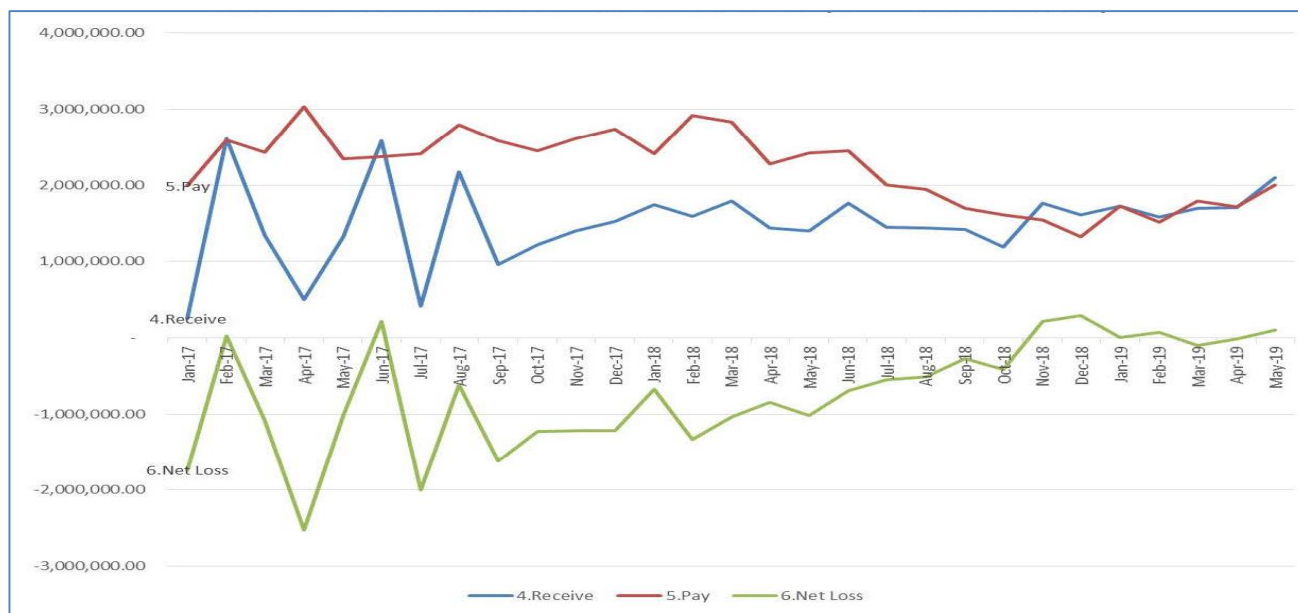
Remark: No. 1-9 12-14 and 16 are subject to possible delisting and in the process of repossess the qualifications in order to resume trading.

Source: SET announces as at June 20, 2019



Due to the company not under the regulations and conditions as at SET announces the list of securities which are eligible for temporary trading and SET delists common shares of 3 companies. The Board of Directors of the Company resolved to call for convening The Extraordinary General Meeting of Shareholders No.1 / 2 0 1 9 is urgent with the objective of jointly finding ways for the repossession of the required qualifications for trading resumption.

The company's operations, compare incomes and expenses from January 2017 - May 2019 as follows;



From graph the company's operations, it appears that the company has reduced expenses and has revenue increase from Non-performing debt management and Debt collection services but the information in the Statements of Income has deficits, due to formerly the company had a lot of investment but no operation, Therefore it is necessary to record allowance for impairment and write-off, by the company has consulted with the Auditor, Audit Committee And financial Advisor in order to find a way to reduce allowance for impairment and write-off that has already occurred.

For operations of the company has submitted service proposals to banks or financial institutions under the Bank of Thailand's supervision as follows:

No.	Company Name	Status
1	Islamic Bank Asset Management Ltd.	Receive a job already
2	Siam Kubota Leasing Co., Ltd. (Collection Skip)	Receive a job already
3	Tri Petch Isuzu Leasing Co.,Ltd. (Field Work)	Receive a job field work already and wait result considering for debt collection services
4	Kiatnakin Bank Public Company Limited	Wait receive a job in August 2019
5	KTB Leasing Co.,Led.	Approved,Waiting sign contract
6	True Fintech Co.,Ltd.	Waiting sign contract
7	True Corporation Public Co., Ltd.	Wait result considering
8	Yanmar Capital (Thailand) Co., Ltd.	Wait result considering
9	Kasikornbank Public Company Limited (NPL Restructuring and credit card outstanding debts)	Wait result considering
10	Government Housing Bank	Wait result considering
11	The Siam Commercial Bank Public Company Limited	Wait result considering



No.	Company Name	Status
12	United Overseas Bank Public Company Limited	Wait result considering
13	CIMB Thai Bank Public Company Limited	Wait result considering
14	Mahanakorn Asset Management Company	Wait result considering
15	Siam Commercial Leasing	Wait result considering
16	Thai Credit Guarantee Corporation	Wait result considering
17	Government Savings Bank	Waiting send proposal in October 2019
18	Thai ORIX Leasing Co., Ltd.	Have only job the prosecution
19	BMW (Thailand) Co., Ltd.	Have only job the vehicle seizure.
20	Secondary Mortgage Corporation (SMC)	Not be considered due to the company offers an increased price from SMC
21	Small and Medium Enterprise Development Bank of Thailand (SME)	Cannot offer due to Equity to Equity (Capital deficiency)
22	Bank of Ayudhya Public Company Limited	Cannot offer due to Equity to Equity (Capital deficiency)

The company has a policy to find additional products other than non-performing debt management and debt collection services such as Pico Finance Plus of the Ministry of Finance Which is a multi-purpose loan for emergency spending or working capital give a loan limit of not more than Baht 100,000, Interest rates, fines, service fees and other fees not more than 36% per year (Effective Rate). There are not many operating expenses, which the company has experts in operation and has the action plan to support the operation for Pico Finance Plus.

After Chief Executive Officer Providing information before considering Agenda 2 to Agenda 6, shareholder to interrogate or voice their observations as follows:

- Mr. Suwan Decharin and Miss Nutch Laowawiroot, a shareholders asked questions as follows:
Can visit assets of the company to support the decision to increase capital?
- Mr. Sakkaphongs Boonmee, Chief Executive Officer informed the Meeting as follows:
Shareholders can visit assets of the company, operational process, and Instructive recommend at any time.
- Mr. Pisit Tammatiwat a shareholders Suggest that the board of director has to make an operational plan to support to raising funds and asked the following questions:
1. How much the company has the short-term borrowing from directors. And How much the interest rate per month. And plan of payment in case that the company received money from fundraising.
2. What is the loan portfolio value of the company. And How much does the company plan to increase the loan portfolio. And How much budget investment in business.
- Mr. Sakkaphongs Boonmee, Chief Executive Officer informed the Meeting as follows:
1. The company and subsidiaries has the short-term borrowing from directors as at July 30, 2019 was Baht 36.30 million and interest at 6.65% p.a., per month approximately 200,000 baht. For funding which is remaining from the loan repayment including interest the company will investment in the business a Pico Finance Plus not exceeding 10 million baht and as a guarantee for receiving the debt collection service.



2. For the loan portfolio of the company as at July 30, 2019 was Baht 640,264. The company had a policy to increase the loan portfolio after got the approval the capital increased.

Mr. Hungchai Akkawatsakun
from Thai Shareholder Club
Under Thai Shareholder
Association, Proxies from
Mr. Kittiwat Sucharitphong

Suggest to record inquiries in the meeting And asked questions as follows:

1. Previously, how much the company proposed to the shareholders to consider and approve the capital increase. And have how much the price and ratio.
2. When does the Company scheduled as the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date).

Mr. Sakkaphongs Boonmee,
Chief Executive Officer

Thank you very much for your recommendation, for asked questions from the shareholders the company has recorded in the minutes of Annual General Meeting for 2019 which most are questions about the company's operating plans. And the company has clarified in Agenda 2 acknowledgement the performance of the Company. For agenda other issues the Chairman of Meeting gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. the company will record the inquiries of shareholders in the minutes for every meeting And continue to publish on the company website And clarifications additional information as follows:

1. For Annual General Meeting of Shareholders of 2019, the Company offer for the shareholders to consider 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 offer price of Baht 0.05 per share, at the ratio of 1 existing shares to 4 new ordinary share (any fraction of shares will be disregarded). After the company sent the invitation Annual General Meeting of shareholders within the specified period. It appears that some shareholders not agree. The Board has appropriate proposed the Shareholders' Extraordinary General Meeting to consider again, therefore withdrawing the agenda.
2. For the Extraordinary General Meeting of Shareholders No. 1/2019, the company intends to allocate offering new ordinary shares to existing shareholders proportionate to their shareholding first (Right Offering) in order to be transparent In accordance with the specified criteria. In this regard, November 1, 2019 was scheduled as the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings (Rights Offering) (Record Date), and the subscription period for the newly-issued ordinary shares the period between 16-20 December 2019.



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. The additional details in connection with the capital increase are set out in Invitation of the Extraordinary General Meeting of Shareholders on page 4-6.

Mr. Suwan Decharin,
a shareholders

asked questions as follows:

1. Impairment assets of impairment that requires account adjust, how many items that need to be adjusted to reduce profits in the future?
2. In the past, the company recorded an accounting incorrect?
3. How many has tax expense and deferred income taxes in present? and how many the value of the company?

Mr. Sakkaphongs Boonmee,
Chief Executive Officer

informed the Meeting as follows:

The new management team, there are comments that in the past for recorded an accounting correctly by auditors from the Price Waterhouse Coopers Company Limited, an auditor approved by the SEC,

Mr. Teerataht
Poshyanonda,
Independent Director and
Chairman of Audit
Committee/

clarifications additional information as follows:

For recorded an accounting the former management have the opinion that the debt collection business cannot bring the company into the Resume Stage therefore has a policy to investment in other companies and invest and purchase licenses related to debt collection, from operation has a bad performance, and not has activity operation, if the acquired assets no value The company therefore has to record impairment in accordance with accounting standards

Miss Nanchaon
Kiatwutthitrakun,
Director of
Accounting and Finance

clarifications additional information as follows:

The Company and its subsidiaries have impaired assets in the loan portfolio of the company requires account to be that adjusted to reduce the profits in the future as of June 30, 2019. is approximately 1 million baht. and as of December 31, 2018, At present, the Company and its subsidiaries There is an estimated income tax of 162.90 million baht from the previous fiscal year of 2017 of 3,746.59 million baht. The said item will be reduced every year in the fiscal year 2019 if the rights of the financial statements in 2014 are not used. An additional 94.50 million baht will be eliminated at the end of the fiscal year 2019.

Mr. KittiwatSucharitphong,
a shareholders

asked questions as follows:

- 1 After the increased of the company for Items recorded for write-off can be Items write-off ?
2. Analysis of administrative costs of Pico Finance Plus, after deducting NPLs or interest. The company has an investment of 5-3million baht. Is it considered profitable?



Mr. Teerataht
Poshyanonda,
Independent Director and
Chairman of Audit
Committee/

clarifications additional information as follows:

The company will record the write-off of receivables before the capital increase in order to show positive financial status for write-off. The management must consult with the auditor again that how much would it be has appropriate to write-off?

Mr. Prayoon Plaudsut
Director of Operations

clarifications additional information as follows:

Analysis of administrative costs of Pico Finance Plus, after deducting NPLs or interest. In the case of the company has an investment of 3-5 million baht, the company still has a profit after deducting fixed costs, variable costs, specific business tax and corporate income tax respectively. The company will have a profit of approximately 9 hundred thousand baht. In the case of the company investing approximately 10 million baht, The company will have a profit of approximately 1.9 million baht, with target customers such as Bangkok employees and government agencies, employees of private companies in general, motorcycle drivers, taxi drivers, etc.

After answering questions for shareholders When there was no asked additional The Chairman informed the shareholder meeting to consider Agenda 2, before considering The Chairman informed the meeting that the agenda 2 - 6 are related to the fund raising for the Company's operation in the future. Therefore, if one of these agendas is not approved by the Shareholders' Meeting as specified in agenda No. 2 - 6 shall be deemed not having approved by the Shareholders' Meeting

Agenda 2 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 virtue of the resolution passed by the Extraordinary Meeting of Shareholders No. 2/2015 held on 28 October 2015.

For this agenda, the Chairman of Meeting assigned, Mr.Sakkaphongs Boonmee Chief Executive Officer, informed for this agenda item.

Mr.Sakkaphongs Boonmee informed the shareholder that 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 General 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).



The Board considers appropriate proposed the Shareholders' Extraordinary 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.

The Chairman of Meeting gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This Agenda 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.

Resolution: Disapprove 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 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, as follows:

Approved	320,778,502	Votes	Total	68.10	%
Disapproved	150,296,100	Votes	Total	31.90	%
Total	471,074,602	Votes	Total	100.00	%
Abstained	-	Votes	Total	-	%
Voided	-	Votes	Total	-	%
Ballot					

Remark: In this agenda item, nine were additional shareholders attending the Meeting, representing 280,801 shares at the commencement of the meeting.

The agenda 2 - 6 are related to the fund raising for the Company's operation in the future, Due to Agenda 2 is disapprove by the shareholders' meeting, Therefore in agenda No. 3 - 6 shall be deemed not having approved by the Shareholders' Meeting as follows:

- Agenda 3 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.
- Agenda 4 To consider and approve the increase in the registered capital from the existing registered capital of Baht 174,286,636.44, to Baht 522,859,909.32, by issuing of not exceeding 1,244,904,546 newly-issued ordinary shares, at the par value of Baht 0.28 per share, totalling Baht 348,573,272.88.
- Agenda 5 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.
- Agenda 6 To consider and approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering).



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

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Agenda 7 To consider other issues (if any)

The chairman informed the shareholder meeting has only considered the specific agenda above. For any other matters, the company did not discuss about at this meeting.

As there were nobody proposing for other matters or giving more comment, the Chairperson thanked the Shareholders and everyone who attended the Meeting. He declared the Meeting closed at 11.30 hours.

Ending of Meeting: 11.30 hours

Recorder by: Miss Kannapat Vatcharapanyaporn
Company Secretary

(Mr. Teerataht Poshyanonda)
Independent Director and Chairman of Audit Committee