



บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310  
Tel. +66 2026 6405 Fax. +66 2541 4147 เลขประจำตัวผู้เสียภาษี: 010 753 8000 428 (สำนักงานใหญ่)

## **Annual General Meeting of Shareholders of 2020 Venture Incorporation Public Company Limited**

### **Date, time, and place of the Meeting**

The Meeting was convened on Monday, August 24, 2020 at 10.00 hours at Army Club Vipahavadi, Chamai Maruchet Room, 3<sup>rd</sup> Floor, 195 Vipahavadi-Rangsit Road, Samsennai, Phayathai, Bangkok, Thailand and presided over by Mr. Sakkaphongs Boonmee, Vice Chairman of Board Director (“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 34 shareholders presenting at the meeting in person and by proxy representing 1,861,096,205 shares or 84.9047 % 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.

The Chairman of the Meeting welcomed the shareholders and introduced to the Meeting the Directors, Managements and Auditors attended the Annual General Meeting of Shareholders of 2020, in order to deliver additional information and answer the questions to the Meeting.

### **Directors Attending the Meeting**

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

### **Directors not attending the Meeting (Business Duty)**

- |    |                                |   |
|----|--------------------------------|---|
| 1. | Mr. Charit Ponganutree         | Director and Executive director   |
| 2. | Mr. Palakom Chaikittisilpa     | Independent Director and Audit Committee/ Nomination and Remuneration Committee and Risk Management Committee |
| 3. | Mrs. Thitiporn Sillaparassamee | Director and Nomination and Remuneration Committee  |

### **The following Representatives of Auditor attending the Meeting:**

- |    |                                  |   |
|----|----------------------------------|---|
| 1. | Mr. Siramate Akkharachotkullanun | Senior audit manager of A.M.T. & Associates (AMT) |
| 2. | Miss. Nattaya Tungpradit         | Audit manager of A.M.T. & Associates (AMT)        |

### **The following attendees the Meeting:**

- |    |                                 |                         |
|----|---------------------------------|-------------------------|
| 1. | Miss Nanchaoon Kiatwutthitrakun | Chief financial officer |
| 2. | 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.

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.

Chairman of the Meeting to conduct the meeting according to the agenda items as follows;

**Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Monday, October 21, 2019.**

The Chairman of Meeting informed the shareholder meeting to the Company had prepared minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Monday, October 21, 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](http://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 of opinion that the Company has recorded the minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 correctly and completely, therefore propose the shareholders for approval of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Monday, October 21, 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:** Affirmed the minutes of the Extraordinary General Meeting of Shareholders No. 2/2019 which was held on Monday, October 21, 2019 with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

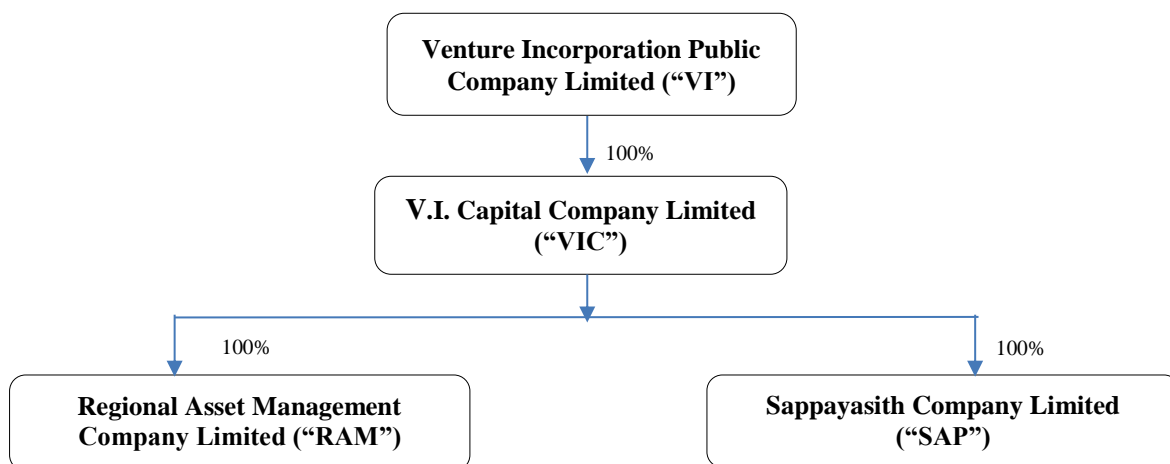
Approved	1,859,218,379	Votes	Total	99.9057	%
Disapproved	1,754,200	Votes	Total	0.0943	%
<b>Total</b>	<b>1,860,972,579</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, there were 1 additional shareholders and/or proxies attending the Meeting, representing 250,000 Shares. The total number of shareholders and proxies attending the meeting are 35 persons, representing 1,861,346,205 shares.

**Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2019 and the report of the Board for the fiscal year ending as at 31 December 2019**

Mr. Sakkaphongs Boonmee, Chief Executive Officer informed the shareholder meeting to consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2019 and the report of the Board for the fiscal year ending as at 31 December 2019, as essence is summarized as follows;

**Structure of the Company and Its subsidiaries**



**Policy for separating operation among the Group,** the Company decides to form its subsidiary to support the company's expansion and to increase its efficiency.

January 11, 2016, the Company has established its subsidiary, V.I. Capital Co., Ltd. ("VIC") as a holding company to invest in Asset Management Company and other Financial Services.

February 9, 2016, VIC has invested in Asset Management Company namely Regional Asset Management Co., Ltd. ("RAM") at 100% of total shares.

March 1, 2017 VIC to acquire capital stock of Suppayasith Services Company Limited ("SAP") 100% of total shares.



October 6, 2017, purchased shares of Anypay Company Limited ("Anypay"), amount 20% of total shares, During the 1<sup>st</sup> quarter of the year 2019, the board of director has considered the purpose of the investment and decided to transfer the investment in associate to the general investment as the Group could no longer control the associate. Also, the Group has intention to hold this investment not more than 1 year so it presents as current investment.

#### Summary of important company operations as follows:

During the 1<sup>st</sup> quarter of the year 2019, the board of director has considered the purpose of the investment and decided to transfer the investment in associate to the general investment as the Group could no longer control the associate. Also, the Group has intention to hold this investment not more than 1 year so it presents as current investment.

October 21, 2019, the Extraordinary Shareholders meeting no. 2/2019 has approved as follows:

- The reduction of the Company's authorized shares capital from Baht 187,698,636.44 to Baht 174,286,636.44 by written off the remaining of authorized share capital which has been approved by the Extraordinary Shareholders meeting no. 2/2015 held on October 28, 2015.
- The increase of registered capital of the Company from Baht 174,286,636.44 to Baht 697,146,545.76 by allotment shares of 1,867,356,819 ordinary shares with a par value of Baht 0.28 and the Company registered the increase in its share capital with the Ministry of Commerce on October 31, 2019.
- Offering new ordinary shares to existing shareholders proportionate to their shareholding (right offering) in the amount of not exceed 1,867,356,819 shares with a par value of Baht 0.28 per share at the allocation ration of 1 existing ordinary shares to 3 newly issued ordinary shares at the offering price of Baht 0.05 per share,

February 2020, the operations of the company are as follows:

The Company has informed the subscription period for the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings (Rights Offering) are period between February 11 - 14, 2020 February 17, 2020 (totaling 5 business days) , the Company received net cash from increase in share capital amounted Baht 78.14 million (net from the capital increasing's expense amounted Baht 0.33 million) and the Company registered the increase in its share capital with the Ministry of Commerce on February 20, 2020 and February, 21 2020, the Company and subsidiaries have repayment loans principal and interest to Mr.Chakaphan Pacharn using sources of funds from capital increase.

Summary Financial Information (Million Baht)	2019	2018	2017	2016
Total revenue	20.37	16.41	25.33	54.04
Income from loan receivables from purchase of non-performing debts	0.00	0.28	2.35	30.06
Income from collection services	20.37	16.14	22.98	23.98
Total cost	(14.74)	(15.18)	(21.39)	(16.94)
Gross profit (loss)	5.63	1.23	3.94	37.09
Administrative expenses	(13.12)	(18.62)	(27.99)	(64.07)
Finance costs	(2.53)	(1.17)	(0.19)	-
Other income	0.33	2.40	0.61	0.34
Profit (loss) before income tax expenses	(10.32)	(39.88)	(60.57)	(26.64)
Total assets	26.45	41.96	73.77	106.47
Total Non-current liabilities	46.82	52.01	43.94	16.97
Total equity (capital deficiency)	(20.37)	(10.05)	29.84	89.50

Source: The Financial Statements were audited

(The Company started the business of management non-performing debts and  
service of debt collection from November 2, 2015)





# Venture Incorporation Public Company Limited

544 Soi Ratchadaphisek 26, Ratchadaphisek Road, Samsennok, Huai Khwang, Bkk 10310

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

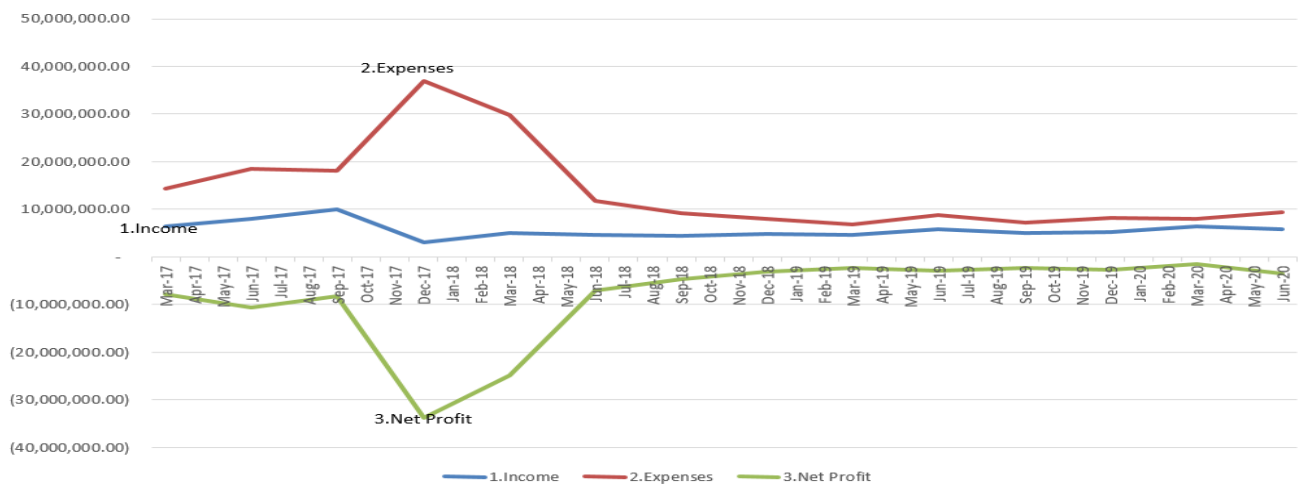
เลขที่ 544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

Tel. +66 2026 6405 Fax. +66 2541 4147 เลขประจำตัวผู้เสียภาษี: 010 753 8000 428 (สำนักงานใหญ่)

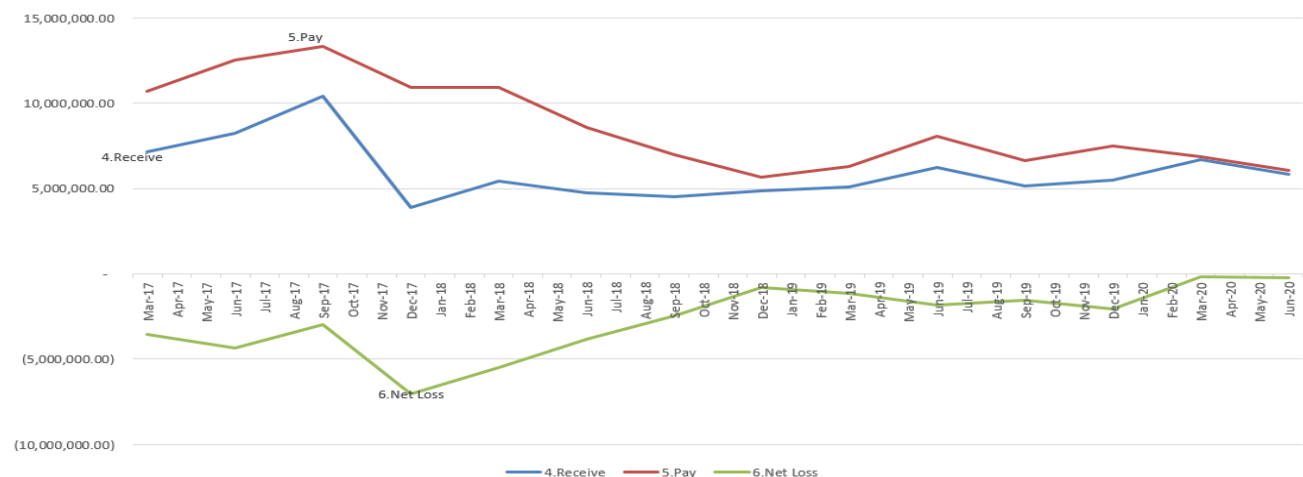
## Information Income and Expenses and Performance (Consolidated Financial Information)

Accounting Information				performance		
Month	1.Income	2.Expenses	3.Net Profit	4.Receive	5.Pay	6.Net Loss
Mar-17	6,423,493.80	14,280,654.99	(7,857,161.19)	7,150,579.54	10,698,155.96	(3,547,576.42)
Jun-17	7,972,061.02	18,589,397.77	(10,617,336.75)	8,210,731.10	12,531,765.46	(4,321,034.36)
Sep-17	10,040,804.60	18,199,386.18	(8,158,581.58)	10,388,669.53	3,340,523.77	(2,951,854.24)
Dec-17	3,129,971.31	36,963,639.59	(33,833,668.28)	3,913,328.12	10,946,616.02	(7,033,287.90)
<b>Total</b>	<b>27,566,330.73</b>	<b>88,033,078.53</b>	<b>(60,466,747.80)</b>	<b>29,663,308.29</b>	<b>47,517,061.21</b>	<b>(17,853,752.92)</b>
Mar-18	5,020,085.35	29,885,291.76	(24,865,206.41)	5,453,509.29	10,916,612.93	(5,463,103.64)
Jun-18	4,632,072.09	11,744,704.46	(7,112,632.37)	4,736,947.76	8,559,309.79	(3,822,362.03)
Sep-18	4,413,781.48	9,091,424.37	(4,677,642.89)	4,534,401.83	6,983,653.39	(2,449,251.56)
Dec-18	4,894,160.45	7,981,421.67	(3,087,261.22)	4,846,278.94	5,672,779.29	(826,500.35)
<b>Total</b>	<b>18,960,099.37</b>	<b>58,702,842.26</b>	<b>(39,742,742.89)</b>	<b>19,571,137.82</b>	<b>32,132,355.40</b>	<b>(12,561,217.58)</b>
Mar-19	4,596,501.18	6,921,378.22	(2,324,877.04)	5,114,551.35	6,268,696.53	(1,154,145.18)
Jun-19	5,783,418.54	8,700,654.41	(2,917,235.87)	6,214,250.44	8,046,326.36	(1,832,075.92)
Sep-19	5,007,154.11	7,295,204.81	(2,288,050.70)	5,136,493.45	6,652,917.45	(1,516,424.00)
Dec-19	5,315,569.66	8,101,193.40	(2,785,623.74)	5,468,405.32	7,506,537.06	(2,038,131.74)
<b>Total</b>	<b>20,702,643.49</b>	<b>31,018,430.84</b>	<b>(10,315,787.35)</b>	<b>21,933,700.56</b>	<b>28,474,477.40</b>	<b>(6,540,776.84)</b>
Mar-20	6,470,620.55	8,020,918.98	(1,550,298.43)	6,687,494.22	6,882,103.32	(194,609.10)
Jun-20	5,891,016.09	9,395,434.38	(3,504,418.29)	5,811,781.71	6,046,989.34	(235,207.63)
<b>Total</b>	<b>12,361,636.64</b>	<b>17,416,353.36</b>	<b>(5,054,716.72)</b>	<b>12,499,275.93</b>	<b>12,929,092.66</b>	<b>(429,816.73)</b>

## Accounting data comparing Income and Expenses from January 2017 – June 2020 as follows;



## Performance data comparing Income and Expenses from January 2017 – June 2020 as follows;





**Income Tax** Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at June 30, 2020 and December 31, 2019, the Company and a subsidiary did not recognise deferred income tax assets of Baht 15.1 million and Baht 34.0 million, respectively. (Separate Financial Statements: Baht 10.9 million and Baht 29.8 million, respectively).

**A summary of tax loss carried forward and the expiry dates are set out below:**

No.	Item of tax loss carried forward	VI	VIC	RAM	SUP	Grand Total	Expiry year
1	Net loss carried forward not more than 5 years prior to the current accounting period, year 2015	24,418,951.61	-	-	-	24,418,951.61	2020
2	Net loss carried forward not more than 5 years prior to the current accounting period, year 2016	6,917,679.27	705,413.64	3,179,034.93	-	10,802,127.84	2021
3	Net loss carried forward not more than 5 years prior to the current accounting period, year 2017	13,470,645.82	313,356.20	5,695,269.78	-	19,479,271.80	2022
4	Net loss carried forward not more than 5 years prior to the current accounting period, year 2018	6,574,033.20	215,822.24	4,910,507.99	1,997,359.36	13,697,722.79	2023
5	Net loss carried forward not more than 5 years prior to the current accounting period, year 2019	3,262,534.84	87,656.88	3,057,884.42	523,202.71	6,931,278.85	2024
<b>TOTAL</b>		<b>54,643,844.74</b>	<b>1,322,248.96</b>	<b>16,842,697.12</b>	<b>2,520,562.07</b>	<b>75,329,352.89</b>	

**Business** The company performs business related to non-performing asset management and debt collection services, prosecution and Legal Execution for varieties institutions. And this can continue to generate revenue for the company. The company has added the service to covers all types of debt such as personal loans, Credit Card Debt, utility bills, Borrowing and Leasing loans etc., by submitting documents for requesting services to various institutions from the 4th quarter of 2018 to the present.

From the proposal for the above service In 2019 in February , the company signed a debt collection service contract and prosecution and Legal Execution with a state financial institution, in October and the company signed a debt collection service contract with state financial institutions and December the company signed a debt collection service contract with a private financial institution. In 2020, in February, in March and in April the company signed a debt collection service contract 3 jobs with 3 private companies, As a result, the company has increased income, as the outbreak of the Coronavirus Disease 2019 (“COVID-19”) in Thailand and around the world from January 2020 to present, the government has announced a state of emergency declared in all areas of the Kingdom of Thailand dated March 25, 2020, Causing overall impact to all business sectors for the business of debt collection service was directly affected from the policy give moratorium payment with debtors.

However, the nature of the debt collection service business will have more positive impact than other businesses if the moratorium policy eases, any residual debts that have not been resolved will also return and likely to be more, from such an event to get through the crisis with understanding, cooperation, aiming for the same goal make all of us work more available efficiently.

August 11 2020, there was a private financial institution to visit the company, to consider sign an employment contract, This indicates that the situation in this type of business is likely to be better.

**Products of the company**

Since 2017, the company has offered as a debt collection service provider for with of bank customers and various organizations and has been selected by the employer, the company has a debtor portfolio that provides debt collection services from various employers up to now as follows:

No.	Employer List	Type of Debt Collection Service	Contract Date	Estimated Amount of Debt (Million baht)	Estimated Number of Receivables (Person)	Annual Income Per Year (Million Baht)
1	Islamic Bank Asset Management Ltd. (IAM)	1.1 Debt collection service, Prosecution and Legal Execution	27 February 2019 to 26 February 2021	XXX	XXXX	X.XX
		1.2 Debt collection service, prosecution and Legal Execution	4 August 2020 to 3 August 2022	XXX	XXXX	X.XX
2	Government Housing Bank (GSB)	2.1 Debt collection for credit cards, cash cards and loans	8 October 2019 to 7 October 2020	XXX	XXXXX	X.XX
		2.2 Personal loans	3 December 2019 to 2 December 2020	XX	XXXXX	X.XX
3	Tri Petch Isuzu Leasing Co., Ltd. (TIL)	3.1 Field Work	July 1, 2019 (There is no expiration period of the employment contract until the employer terminates the contract).	XXXX/Person	XXX	X.XX
		3.2 Debt collection service	1 January 2020 to 31 December 2020	XX	XXXX	X.XX
4	Siam Kubota Leasing Co., Ltd. (SKL)	4.1 Debt collection service	1 January 2020 to 31 December 2020	XXX	XXXX	X.XX
		4.2 Debt collection service and Seize the car	1 January 2020 to 31 December 2020	XXX	XXXX	X.XX
5	Siam Commercial Leasing Co.,Ltd. (SCBL)	Debt collection service and Track return assets	1 January 2020 to 31 December 2020	XXXX	XXXX	X.XX
6	Siam Saison Co.,Ltd.	Debt collection service and prosecution	1 March 2020 to 31 December 2020	X.XX	XX	X.XX
7	Summit Capital Leasing Co.,Ltd.	Debt collection service	1 April 2020 to 31 December 2020	XX.XX	XXXX	X.XX

**Waiting receive for debt collection service (additional) as follows:**

No.	Employer List	Type of Debt Collection Service	Estimated Amount of Debt (Million baht)	Estimated Number of Receivables (Person)	Annual Income Per Year (Million Baht)	Status
1	Thanachart Bank Public Company Limited (Tbank)	Debt collection service (Home Loans)	XXX	XXXX	X.XX	The outbreak of the COVID-19, the employer has changed the assignment policy.
2	CIMB Thai Bank Public Company Limited (CIMB)	Debt collection service (Home Loans)	XXX	XXXX	X.XX	Present and Visit On August 11, 2020



# Venture Incorporation Public Company Limited

544 Soi Ratchadaphisek 26, Ratchadaphisek Road, Samsennok, Huai Khwang, Bkk 10310

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

Tel. +66 2026 6405 Fax. +66 2541 4147 เลขประจำตัวผู้เสียภาษี: 010 753 8000 428 (สำนักงานใหญ่)

No.	Employer List	Type of Debt Collection Service	Estimated Amount of Debt (Million baht)	Estimated Number of Receivables (Person)	Annual Income Per Year (Million Baht)	Status
3	G H Bank	Debt collection service, prosecution and Legal Execution (Home Loans)	XXX	XXXX	X	Send TOR/ Wait Present
4	Thai Credit Guarantee Corporation (TCG)	Debt collection service	XXX	XXXXXX	X.XX	Send TOR/ Wait Present
5	True Corporation Public Co., Ltd.	Debt collection service	X Baht/ Person	XXXXXX	X.XX	Present / Waiting the policy assign the job
6	Bangkok Bank Public Co., Ltd. ) BBL)	Debt collection service Credit Cards and Personal Loans	XXX	XXXX	X.XX	Send TOR/ Wait Present
7	Kasikorn Bank Public Co., Ltd. (Kbank)	Debt collection service Credit Cards and Personal Loans	XXX	XXXX	X.XX	Send TOR/ Wait Present
8	L H Bank Public Co., Ltd. ) LH)	Home Loans, prosecution and Legal Execution	XXX	XXXX	X.XX	Send TOR/ Wait Present
9	Krungthai Public Co., Ltd. ) KTB)	Prosecution and Legal Execution	XXX	XXXX	X.XX	Waiting the policy assign the job
10	Mahanakorn Asset Management Company	Debt collection service, prosecution and Legal Execution	XXX	XXX	X.XX	Waiting the policy assign the job
11	Eastern Commercial Leasing Public Co., Ltd. (ECL)	Debt collection service	XXXX	XX	X.XX	Present/ Waiting Visit
12	Siam Kubota Leasing Co., Ltd. (SKL)	Debt collection service (X-Days) and Legal Execution	XXX	XX	X.XX	Present
13	Yanmar Capital (Thailand) Co., Ltd. (Yanmar)	Debt collection service (Agricultural Machinery)	XXX	XX	X.XX	Send Proposal

The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2019 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2019, and considers that they are correct.

**Resolution:** The Meeting acknowledged of the performance of the Company for the fiscal year ending as at 31 December 2019 and the report of the Board for the fiscal year ending as at 31 December 2019. This agenda is for shareholders acknowledgement therefore no resolution is adopted.



**Agenda 3 To consider approval financial statements and profits and loss statements of the Company as at 31 December 2019, which was audited by the licensed auditor.**

The Chairman of Meeting informed the shareholder meeting to 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 No. 2

The significant of financial information can be summarized (Separate financial statements) as follow;

Matters	2019 (Million Baht)	2018 (Million Baht)
Total Assets	26.45	41.96
Total Debts	46.82	52.01
Shareholders' Equity	(20.37)	(10.05)
Total Income	20.37	16.41
Profit for the year	(10.32)	(39.88)
Profit Per Share (Baht/Share)	(0.017)	(0.064)

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 2019, 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.

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:** Approved financial statements and profits and loss statements of the Company as at 31 December 2019, which was audited by the licensed auditor, with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,859,730,279	Votes	Total	99.9058	%
Disapproved	1,754,300	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,484,579</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
	373,626			-	
Abstained	-	Votes	Total	-	%
Voided Ballot		Votes	Total		%

Remark: In this agenda item, there were 2 additional shareholders and/or proxies attending the Meeting, representing 512,000 Shares. The total number of shareholders and proxies attending the meeting are 37 persons, representing 1,861,858,205 shares.

**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 2019**

The Chairman of Meeting informed the shareholder meeting to aimed 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 2019 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 20.37 million, the Company have operation cost and expenses Baht 30.91 million, thus the Company have Loss from operation amount Baht 10.54 million. However in the FY2019, 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 0.11 million, made the Company have net loss for the year then ended 31 December 2019 amount Baht 10.32 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 2019, Dividend Policy of the Company at least 30 percent of the net profits. When the company is retained earnings, Shareholders will receive dividends.

The Board considers appropriate to propose to shareholders omit to allocate of profits for reserves according to the law and approve to omit the dividend from the performance ending as at 31 December 2019 because the Company has a net loss amount Baht 10.32 million.

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:** Approved Omit to allocate profits for reserves according to the law and Omit dividend payment from the performance ending as at 31 December 2019 because the Company has a net loss amount Baht 10.32 million. with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,860,105,254	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,859,454</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot		Votes	Total		%

Remark: In this agenda item, there were 1 additional shareholders and/or proxies attending the Meeting, representing 1,249 Shares. The total number of shareholders and proxies attending the meeting are 38 persons, representing 1,861,859,454 shares.

**Agenda 5 To consider appointment of director(s) replacing the director(s) who will retire by rotation**  
The Chairman of Meeting informed the shareholder meeting to aimed 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. Weerapol Ruetrakul	Independent Director	3 Year	100%
(2) Mr. Chakaphan Pacharn	Director	3 Year	100%
(3) Mr. Charit Ponganutree	Director	3 Year	71%

(As per the Enclosure 3 and 5)



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

The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee (excluding the interested director who abstained from voting) that it is appropriate to propose to the Shareholders to consider and approve the appointment of directors in replacement of those who are due to retire by rotation to continue being directors for another period, namely (1) Mr. Weerapol Ruetrakul (2) Mr. Chakaphan Pacharn and (3) Mr. Charit Ponganutree, 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".

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; 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. The Chairman of Meeting asked the shareholders to consider and elect five directors on an individual basis from the names proposed above to replace the directors retiring by rotation

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

- (1) Mr. Weerapol Ruetrakul, Independent Director and Audit Committee, Nomination and Remuneration Committee and Risk Management Committee, with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,859,731,630	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,485,830</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, there were 1 additional shareholders and/or proxies attending the Meeting, representing 2 Shares. The total number of shareholders and proxies attending the meeting are 39 persons, representing 1,861,859,456 shares.

- (2) Mr. Chakaphan Pacharn, Director, Risk Management Committee and Executive Committee with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,391,731,630	Votes	Total	99.8741	%
Disapproved	1,754,200	Votes	Total	0.1259	%
<b>Total</b>	<b>1,393,485,830</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, there were 1 additional shareholders and/or proxies attending the Meeting, representing 2 Shares. The total number of shareholders and proxies attending the meeting are 39 persons, representing 1,861,859,456 shares.



- (3) Mr.Charit Ponganutree, Director, Risk Management Committee and Executive Committee with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,859,731,630	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,485,830</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, there were 1 additional shareholders and/or proxies attending the Meeting, representing 2 Shares. The total number of shareholders and proxies attending the meeting are 39 persons, representing 1,861,859,456 shares.

- Agenda 6 To consider the approve of the increasing number of director from 10 persons to 12 persons and to consider and approve the appointment of the two additional new directors.**  
The Chairman of Meeting informed the shareholder meeting to aimed to in order to reserve for the expansion of the Company Business, to drive the Company's business in line with the vision, mission, strategic directions and policies. it is recommended to propose to the Shareholder's Meeting to increase the number of the Board of Directors from 10 members to be 12 members and appointment of the two additional new directors appoint, namely (1) Mr. Thakrit Charatthanakit as an Independent Director and (2) Mr. Thananrat Kijrsriopak as a Director (Enclosure 4 and 5)

The Board considers appropriate to propose to shareholders Annual General Meeting to consider and approve of the increasing number of director from 10 persons to 12 persons and to consider and approval the appointment of the 2 new directors, namely (1) Mr. Thakrit Charatthanakit as an Independent Director and (2) Mr. Thananrat Kijrsriopak as a Director, the board of director had considered and viewed that Mr. Thakrit Charatthanakit and Mr. Thananrat Kijrsriopak, have competency with diverse knowledge, experience and expertise that are beneficial to business operations, to be aligned with the Company's strategic direction and have qualifications as per the Public Company Act of B.E. 1992 and the relevant notifications of the Capital Market Supervision Board, The appointment of the new director would increase the board size to comprise 12 directors. 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". as per the proposal of the Nomination and Remuneration Committee, including the approval of the Board of Directors.

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; 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. The Chairman of Meeting asked the shareholders To consider the approve of the increasing number of director from 10 persons to 12 persons and to consider and approve the appointment of the two additional new directors as follows:





**Resolution:** Approved of the increasing number of director from 10 persons to 12 persons with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,860,105,256	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,859,456</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

and approve the appointment of the two additional new directors with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

- (1) Mr.Thakrit Charatthanakit, as a Director/Independent Director with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,859,731,630	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,485,830</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

- (2) Mr. Thananrat Kijriopak, as a Director with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,859,731,630	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,485,830</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
Abstained	373,626	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

#### Agenda 7 To consider remuneration of directors for the year 2020

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

The Board considers appropriate to propose to the shareholders for setting remuneration for the year 2020 to be the same as 2019 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:



Meeting of the Board of Directors And Audit Committee	Meeting Allowance (only for those who attend a meeting) (THB/meeting/person)
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.

Mr. Weerapol Ruetrakul, Independent Director and Audit Committee as a representative of all directors who receive meeting allowances, Informed that having meeting and considered that the company has an operating loss. Therefore, We would like to confirm the original intention as previously informed to the shareholders last year all directors who receive meeting allowances has intent to not accept meeting allowance until the company will be profitable.

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 votes of not less than two-third of total votes of shareholders attending the meeting and exercising votes.

**Resolution:** Approved remuneration of directors for the year 2020 to be the same as 2019 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:

Meeting of the Board of Directors And Audit Committee	Meeting Allowance (only for those who attend a meeting) (THB/meeting/person)
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.

The Meeting approved by more than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,860,105,256	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,859,456</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
	-			-	
Abstained	-	Votes	Total	-	%
Voided		Votes	Total		%
Ballot					

**Agenda 8 To consider appointment of auditor and remuneration of auditor for the year 2020**

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

The Board considers appropriate to propose to shareholders for appointing Mr. Boonlert Kaewphanpurk a licensed auditor No. 4615; and/or Miss Rungtawan Bunsakchalerm a licensed auditor No. 6031; and/or Miss Piyanuch Kasemsupakorn a licensed auditor No. 6303 of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2020. Either one of the following auditors are appointed to have the power to audit and express opinion on the financial statements of the Company and Subsidiary, and to approve the auditing fee for the year 2020 in the amount not exceeding of Baht 1,000,000 as recommended by the Audit Committee and endorsed by the Board of Directors.

Unit: Baht

Auditor's Remuneration Venture Incorporation Public Company Limited and Subsidiaries	BPR Audit and Advisory Company Limited (BPR) Year 2020	A.M.T. & Associates (AMT) Year 2019
Fee for auditing of interim/quarter financial statements	480,000.00	570,000.00
Fee for auditing of annual financial statements	520,000.00	900,000.00
<b>Total</b>	<b>1,000,000.00</b>	<b>1,470,000.00</b>

(Note: The audit fee proposed for the year 2020 is Baht 1,000,000, excluding other expenses, i.e., transportation, Stamp duty, Financial statement preparation, 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.

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:** Approved the appointment of auditor and remuneration of auditor for the year 2020 by appointing Mr. Boonlert Kaewphanpurk a licensed auditor No. 4615; and/or Miss Rungtawan Bunsakchalerm a licensed auditor No. 6031; and/or Miss Piyanuch Kasemsupakorn a licensed auditor No. 6303 of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2020. Either one of the following auditors are appointed to have the power to audit and express opinion on the financial statements of the Company and Subsidiary, and to approve the auditing fee for the year 2020 in the amount not exceeding of Baht 1,000,000 as recommended by the Audit Committee and endorsed by the Board of Directors. (*excluding other expenses, i.e., transportation, Stamp duty, Financial statement preparation, of which will be reimbursed on actual basis*), of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,860,105,256	Votes	Total	99.9058	%
Disapproved	1,754,200	Votes	Total	0.0942	%
<b>Total</b>	<b>1,861,859,456</b>	<b>Votes</b>	<b>Total</b>	<b>100.0000</b>	<b>%</b>
	-			-	
Abstained	-	Votes	Total	-	%
Voided Ballot		Votes	Total		%



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

The chairman informed the shareholder meeting that the Meeting had considered all agendas, as for other matters consideration, the company does not add any agenda other than that specified in the invitation letter.

The chairman informed the shareholder meeting the company has given the opportunity for shareholders to submit questions in advance for the 2020 Annual General Meeting of Shareholders, there was one shareholder submitting questions in advance as follows:

Mr. Omar Ommanee  
Proxies from  
Mr. Chokchai  
Nganthawee

Asking as following:

1. Existing executives of Circuit Electronics Industries Public Company Limited "CIRKIT" involved with the new management?
2. When will the company resume trading the Stock Exchange of Thailand?
3. What is the feasibility of the business operation of the company?
4. Do the new management know CIRKIT's management personally before the acquisition? And how much is the purchase price?

Mr. Sakkaphongs  
Boonmee,  
Chief Executive  
Officer

Informed the Meeting as follows:

1. Current management not affiliated with and unknown to any management in CIRKIT.
2. Currently in the process of meeting the criteria for considering the delisting of the Stock Exchange of Thailand, Currently in the process of meeting the criteria 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 and The SET 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 and Qualifications to maintain the listing status, Criteria of The par value of ordinary shares or preferred shares must not less than Baht 0.5 per share, An internal control systems as require of SEC are in place, Establish the Company's provident fund according to provident fund law, in the past the company has always coordinated with the SET and the company has received support from many of shareholders from past funding
3. At present, the company has operated the business of managing non-performing debt and debt collection service, As explained to the shareholders in Agenda 2 about the products of the company
4. Executive of the Company in current not affiliated and relation with executives of CIRKIT

Ms. Angkana  
Chuduang  
Shareholder Rights  
Protection Volunteer  
From the Promotion  
Association  
Thai investors

Congratulate the company have better development.

And asked questions as follows as the outbreak of the Coronavirus Disease 2019 ("COVID-19") How has the company been affected? Especially how much the moratorium of the government make it have a impact? The company has a policy and how does the operation plan improve the Company's income?





Mr. Sakkaphongs  
Boonmee,  
Chief Executive  
Officer

Informed the Meeting as follows:

as the outbreak of the COVID-19 causing overall impact to all business sectors for the business of debt collection service was directly affected from the policy give moratorium payment with debtors causing the company's performance does not meet the target set but you can see that In 2020, the Company has revenue increased when compared with 2019 this is due to the synergy of management and all of the company's team have a commitment to work Making work more efficient, however, the company still has commitment intended to operate for better operating results as explained to shareholders in Agenda 2 about the products of the company.

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

**Ending of Meeting:** 11.35 hours

**Recorder by:** Miss Kannapat Vatcharapanyaporn  
Company Secretary

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