



**Invitation of 2023 Annual General Meeting of Shareholders**

**Wednesday 26<sup>th</sup> April 2023 at 10.00 hours**

**(Registration starts at 09.00 hours)**

**The Meeting's room of the Company, 2nd Fl.,  
124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK**

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Venture Incorporation Public Company Limited

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 124 ซอยรามคำแหง 52/2 (สินเซตธี) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240  
Tel. +662 026 6405 Fax. +662 541 4147 เลขประจำตัวผู้เสียภาษีอากร: 010 753 8000 428 (สำนักงานใหญ่)

No. EXE 010-04-23

April 18, 2023

Re: Invitation of 2023 Annual General Meeting of Shareholders  
To: Shareholders of Venture Incorporation Public Company Limited  
Enclosures: 1. Copy of Minutes of the Annual General Meeting of Shareholders 2022  
2. QR Code for scanning and downloading 2022 Annual Report, 2022 Financial Statements  
3. Profile of Directors proposed for replacing those who are retired by rotation  
4. Company's Regulations regarding meeting of shareholders  
5. Rules set for the meeting of shareholders  
6. Registration Form (Please present the form on the date of meeting)  
7. Proxy Forms (Form A, Form B and Form C)  
8. List of names and detail of independent directors who are nominated to be proxy of shareholders for the 2023 Annual General Meeting of Shareholders and Definition of Independent Directors  
9. QR Code Downloading Procedures for the documents regarding the meeting  
10. Guidelines for attending the 2023 Annual General Meeting of Shareholders  
11. Advance question submission form for each agenda item  
12. Map of the meeting location

The Board of Directors of Venture Incorporation Public Company Limited ("Company") No. 1/2023 which was held on Tuesday, April 18, 2023 resolved to call for convening the 2023 Annual General Meeting of Shareholders as follow:

**Date of Meeting:** Wednesday, April 26, 2023

**Time:** 10.00 hours (Registration starts at 09.00 hours)

**Place:** The Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK

The Agendas of the Meeting are as follow:

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders of 2022 which was held on Thursday April 28, 2022.**

**Facts and Reasons:** The Company had prepared minutes of the Annual General Meeting of Shareholders of 2022 which was held on Thursday April 28, 2022., have been prepared within 14 days according to Section 96 of the Public Company Limited Act B.E. 2535 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.

**Opinion of the Board:** The Board opinion that the Company has recorded the minutes of the Annual General Meeting of Shareholders of 2022 correctly and completely, therefore propose the shareholders for certify of the minutes of the Annual General Meeting of Shareholders of 2022 which was held on Thursday April 28, 2022.

**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 2022 and the report of the Board for the fiscal year ending as at 31 December 2022.**

**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 2022 has shown in the 2022 Annual Report by downloading through QR Code on registration form 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 2022 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2022, and considers that they are correct.

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

**Agenda 3 To consider and approval financial statements and profits and loss statements of the Company as at 31 December 2022, 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 has shown in the 2022 Annual Report by downloading through QR Code on registration form as per the Enclosure 2.

The significant of financial information can be summarized as follow:

Matters	Unit: Baht	
	Year 2022	Year 2021
Total Assets	89,000,223	80,818,140
Total Debts	30,300,604	31,326,743
Shareholders' Equity	58,699,619	49,491,397
Total Income	31,186,571	32,705,079
Profit for the year	(790,778)	(4,112,930)
Profit Per Share (Baht/Share)	(0.000)	(0.002)

**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 2022, 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 and approve the omit to allocate of net profit as statutory reserve and to consider and approve to omit the dividend payment from the performance ending as at 31 December 2022.**

**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 2022 the Company have registered share capital Baht 613,755,324, the Company recognized interest income from loans receivable from purchase of debt and revenue from collection services amount Baht 31.05 million, the Company have operation cost and expenses Baht 31.98 million, During the year 2022, the Company has reversed the provision for doubtful debts from impairment in loan receivable from purchase of non-performing debts totaling 1.45 million baht, thus the Company have loss from operation amount Baht 0.79 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 2022, 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 2022 due to has net loss total amount of 0.79 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 and approve appointment of director(s) replacing the director(s) who will retire by rotation to be the Company directors for another term.**

**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
(1) Mr. Weerapol Ruetrakul	Independent Director/ Audit Committee	3 Year
(2) Mr. Chakaphan Pacharn	Director	3 Year
(3) Mr. Thananrat Kijriopak	Director	3 Year

*(As per the Enclosure 3)*

**Opinion of the Board:** The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee that it is appropriate to propose to the Shareholders to consider 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. Thananrat Kijriopak, due to the qualifications, knowledge, ability, experience, expertise this will be beneficial to the operation according of the company and has fully qualified qualifications as per the Public Company Act of B.E. 1992 (as Amended).



**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 and approve directors' remunerations for the year 2023.**

**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 2023 in the amount of not exceeding Baht 1,000,000, as follows:

Meeting of the Board of Directors And Audit Committee	Meeting Allowance (only for those who attend a meeting) (THB/meeting/person)
<b>Board of Directors</b>	
- Chairman of the Board	10,000
- Director	8,000
<b>Audit Committee</b>	
- Chairman of the Board	8,000
- Director	5,000

The Executive directors who receive monthly remuneration from the company shall not be entitled for remuneration a meeting allowance, as follows:

**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 and approve the appointment of auditor and auditors' fees for the year 2023.**

**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. 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; and/or Mr. Pornchai Paingpornpena licensed auditor No. 5805 of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2023, 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 2023 in the amount not exceeding of Baht 700,000, 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 2023	BPR Audit and Advisory Company Limited (BPR) Year 2022
Fee for auditing of interim/quarter financial statements	-	-
Fee for auditing of annual financial statements	700,000.00	700,000.00
<b>Total</b>	<b>700,000.00</b>	<b>700,000.00</b>

(Note: The audit fee proposed for the year 2023 is Baht 700,000, 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.

**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 other issues (if any)

The Company prepared the 2022 Annual Report in QR Code for scanning and downloading format as per **Enclosure 2.** and the “QR Code Downloading Procedures for the Annual Report” as per **Enclosure 9.**

The Company is deeply concerned for the safety and well-being of shareholders and all stakeholders, the Company has been closely monitoring the situation the outbreak of the novel coronavirus 2019 (COVID-19), The company will arrange for the meeting as appropriate in a way that ensures safety, according guidelines for attending the 2023 Annual General meeting of Shareholders as per **Enclosure 10.**

Therefore, the Company would like to request that all shareholders consider appointing the Company's independent directors as their proxies instead of attending the meeting in person. Please consider profile of the director who will represent as being proxy of the shareholders **as per Enclosure 8.** 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 C in **Enclosure 7.** 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 09.00 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 5.** The Company will proceed with the meeting according to the Company's regulations, as per **Enclosure 4.**

Please submit questions in advance prior to the Annual General Meeting of Shareholders via channels provided (please use the advance question submission form provided herewith **as Enclosure 11).** To ensure the highest level of hygiene, the Company will not provide microphones in the meeting hall for Q&A sessions but will instead request that all shareholders and proxies write down their questions on the slips that will be provided in the meeting hall. Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed in the meeting hall. The remaining questions and suggestions will be summarized and attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders.



Venture Incorporation Public Company Limited

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 124 ซอยรามคำแหง 52/2 (สินเซตธี) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

Tel. +662 026 6405 Fax. +662 541 4147 เลขประจำตัวผู้เสียภาษีอากร: 010 753 8000 428 (สำนักงานใหญ่)

Therefore, we would like to invite our the 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023 at 10.00 hours The meeting will be held at the Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok, Thailand. The registration will be opened on 09.00 hours.

Yours sincerely

(Mr. Sakkaphongs Boonmee, Mr. Chakaphan Pacharn)  
Authorized Director

Executives Office of the Company  
Tel. 0 2026 6405 Ext 1102





## **Annual General Meeting of Shareholders of 2022 Venture Incorporation Public Company Limited**

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

The Meeting was convened on Thursday, April 28, 2022 at 10.00 hours at The Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok, Thailand and presided over by Mr. Teerataht Poshyanonda, Chairman of Board Director ("The Chairman of the Meeting") of Venture Incorporation Public Company Limited ("the Company")

### **Beginning of the Meeting**

The Chairman of the Meeting, Informed at the commencement of the meeting of which there were 33 shareholders presenting at the meeting in person and by proxy representing 1,828,148,596 shares or 83.40% 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 2022, in order to deliver additional information and answer the questions to the Meeting.

### **Directors Attending the Meeting**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Teerataht Poshyanonda | Chairman of Board Director /Independent Director and Chairman of Audit Committee/  |
| 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   |
| 4. | Mr. Chakaphan Pacharn     | Director and Executive director  |
| 5. | Mr. Thananrat Kijriopak   | Director   |
| 6. | Miss Jaruan Chaiyoan      | Director/ Executive director and Managing director   |
| 7. | Miss Patcharin Boonmee    | Director and Executive director  |

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

- |    |                                 |                                  |
|----|---------------------------------|----------------------------------|
| 1. | Miss Orapin Pacharn             | Director of Business Development |
| 2. | Miss Kannapat Vatcharapanyaporn | Company Secretary                |

The Chairman assigned to Mr. Sakkapong Boonmee, Vice Chairman of the Board of Directors, act "The Chairman of the Meeting" to conduct and supervise the meeting according to the agenda, all directors will continue to provide relevant information.

The Chairman of the Meeting 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, voting, the shareholders shall mark in the voting card either " Agree" or "Disapprove" or "Abstain" in case any shareholder has a mark in the voting box, more than one channel or crossed out/corrected marks or text without a signature, The Company will consider such ballots as invalid ballots and not counted as votes.



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 Annual General Meeting of Shareholders of 2021 which was held on Monday, April 26, 2021**

The Chairman of Meeting informed the shareholder meeting to the Company had prepared minutes of the Annual General Meeting of Shareholders of 2021 which was held on Monday, April 26, 2021, have been prepared within 14 days according to Section 96 of the Public Company Limited Act B.E. 2535 and already sent to 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 Annual General Meeting of Shareholders of 2021 correctly and completely, therefore propose the shareholders for approval of the minutes of the Annual General Meeting of Shareholders of 2021 which was held on Monday, April 26, 2021,

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.

**Venture Incorporation Public Company Limited**

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240

**บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)**

เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสถียร) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

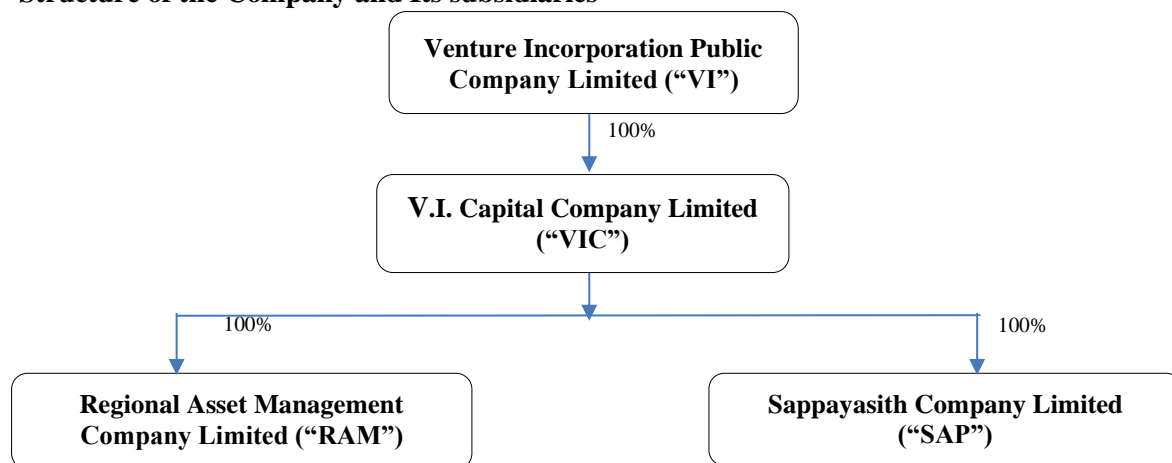
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**Resolution:** Affirmed the minutes of Annual General Meeting of Shareholders of 2021 which was held on Monday, April 26, 2021, with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2021 and the report of the Board for the fiscal year ending as at 31 December 2021.**

The Chairman of Meeting informed the shareholder informed the shareholder meeting to consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2021 and the report of the Board for the fiscal year ending as at 31 December 2021, 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 2021 has shown in the 2021 Annual Report by downloading through QR Code on registration form as per the Enclosure 2 as essence is summarized as follows;

**Structure of the Company and Its subsidiaries**

As of 31 December 2021, the company group structure is as follows:-

**Venture Incorporation Public Company Limited ("VI")**

**Paid-Up Capital:** Thai Baht 613.76 million

**Activities:** Operating non-performing loan management and debt collection services mainly for large organizations, including investment in its subsidiary.

**Operational Status:** Currently, Provide debt collection services for Commercial Banks, Private sector and have the policy to increase the debt collection services to agencies that the company has not provided.



## Venture Incorporation Public Company Limited

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสถียร) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

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### Subsidiaries

#### V.I. Capital Company Limited (“VIC”)

**Paid-Up Capital:** Thai Baht 30 million and registered capital was increased to Baht 50 million on February 6, 2018.

**Activities:** Operating as an Holding Company with objective to invest in the non-performing loan management business, purchase and transfer non-performing loan, debt, or take assignment of debt from asset management company, financial institution or other corporate entity in Thailand and overseas, and also financing service, and leasing, and other business in relation to company’s operations

**Operational Status:** The Company has a policy to conduct personal loan business under supervision of non-bank financial institutions type of loan with vehicle registration as insurance under the supervision of the Bank of Thailand.  
The management has considered that the personal loan operator operating this business having been greatly affected by the coronavirus outbreak (COVID-19) situation, therefore consider to delay the operation.

#### Regional Asset Management Company Limited (“RAM”)

**Paid-Up Capital:** Thai Baht 25 million

**Activities:** Operating Asset Management Company under Asset Management Company Licensed 006/2008 issued by the Bank of Thailand dated 10 November 2008 that the company is entitled to purchase and transfer non-performing assets from financial institutions including collateral in relation to assets in order to manage or sell or transfer assets further and other business in relation to company’s operations as determined by the Ministry of Finance and Bank of Thailand

**Operational Status:** The company has a policy to participate in the auction of purchase of non-performing debt, In 2020, the Company has the financial institution offers to sell distressed debt, The management has considered that the non-performing debt is not suitable for the Company's resources.

#### Sappayasith Company Limited (“SAP”)

**Paid-Up Capital:** Thai Baht 3 million

**Activities:** Operating in business debt collection agent, received payment as benefit and asset management for other parties

**Operational Status:** The company has a policy to conduct Pico Finance Plus business which is a multi-purpose loan for emergency spending or working capital, not exceeding 100,000 baht per person, under the supervision of the Ministry of Finance. The management has considered that the Pico Finance Plus operator operating this business having been greatly affected by the coronavirus outbreak (COVID-19) situation, therefore consider to delay the operation.

### 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
- February, 21 2020, the Company and subsidiaries have repayment loans principal and interest to Mr. Chakaphan Pacharn using sources of funds from capital increase.

June 2021, The company has changed the location of the new office to No. 124 Soi Ramkhamhaeng 52/2 (Sinsetthi), Huamark Subdistrict, Bangkok District, Bangkok 10240.

The Company has been classified by the Stock Exchange of Thailand into the Non-Performing Group. According to the Stock Exchange of Thailand's regulation, there are 2 periods of rehabilitation for listed companies which are subject to possible delisting i.e (1) Period for rectifying the cause(s) of delisting and (2) Period for the repossession of the required qualifications for trading resumption. On May 24, 2018, the Stock Exchange of Thailand has announced that the Company is in the group of companies which have already rectified the cause(s) of delisting and turning to the period for the repossession of qualifications in order to resume trading (Resume stage). The Stock Exchange of Thailand grants a period to complete the process for the Company until March 31, 2020. On April 2, 2020, the Stock Exchange of Thailand announced to extend the period until March 31, 2021.

On April 12, 2021, the Company received the letter from the Stock Exchange of Thailand regarding the delisting of the Company's ordinary shares from the listed securities, and the Company has proceeded by preparing a letter of appeal in accordance with the guidelines stipulated in the regulations of the Stock Exchange of Thailand and sent to the Stock Exchange of Thailand. Currently, the appeal is being considered.

On July 27, 2021, the Stock Exchange of Thailand sent the letter to the Company and informed the result of the appeal of the Committee of the Stock Exchange of Thailand which had the resolution to insist the delisting of the Company's ordinary shares from the listed securities.

Summary Financial Information (Baht)	Year 2021	Year 2020	Year 2019
Total revenue	30,008,241	24,985,454	20,368,138
Income from loan receivables from purchase of non-performing debts	4,574,931	-	2,172
Income from collection services	25,433,308	24,985,454	20,365,966
Total cost	(17,898,064)	(16,333,787)	(14,735,928)
Gross profit (loss)	12,110,177	8,651,667	5,632,210
Administrative expenses	(15,884,764)	(12,926,443)	(13,304,942)
Finance costs	(1,275,818)	(532,932)	(2,528,386)
Other income	2,696,838	532,589	334,505
Profit (loss) before income tax expenses	(4,112,930)	(3,801,665)	(10,497,010)
Total assets	80,818,140	58,027,834	25,851,354
Total Non-current liabilities	31,326,743	4,448,707	46,816,871
Total equity (capital deficiency)	49,491,397	53,579,127	(20,965,517)

*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)*



## 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 to present, the overall impact on all business sectors, for the business of debt collection service was directly affected, from the policy give dept moratorium payment with debtors, especially state financial institutions inevitably.

However, at the beginning of the year 2021, the company purchased 1 portfolio of non-performing assets, The company can follow up and collect debt until the capital is returned and profitable, together with the nature of the debt collection service business even if affected but it is a more positive impact than other types of business, including the debt of various institutions. It will tend to increase. As a result, the service work of various institutions has increased as well. That indicates that the company's situation should continue to improve gradually.

## Products of the company

No.	Employer List	Type of Debt Collection Service	Amount of Debt (Million baht)	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	XXX	XXXX	X.XX
		1.2 Debt collection service, prosecution and Legal Execution			
		1.3 Debt collection service	XXX	XXXX	X.XX
2	Government Housing Bank (GSB)	2.1 Debt collection for credit cards, cash cards and loans	XXX	XXXXXX	X.XX
		2.2 Debt collection for loans	XXXX	XXXXXX	X.XX
3	Siam Kubota Leasing Co., Ltd. (SKL)	3.1 Debt collection service	XXX	XXXX	X.XX
		3.2 Debt collection service and Seize the car	XXX	XXXX	X.XX
4	Tri Petch Isuzu Leasing Co., Ltd. (TIL)	4.1 Field Work	XXXX/Person	XXX	X.XX
		4.2 Debt collection service	X	XX	X.XX
5	Siam Saison Co.,Ltd.	5.1 Debt collection service	X	XX	X.XX
		5.2 Litigation work, Investigate and Legal Execution			
6	Gourmet Connect Co.,Ltd.	Debt collection service, Investigate and Legal Execution	XXXX	X	X.XX





No.	Employer List	Type of Debt Collection Service	Amount of Debt (Million baht)	Number of Receivables (Person)	Annual Income Per Year (Million Baht)
7	Mahanakorn Rice Co., Ltd.	Debt collection service, Investigate and Legal Execution	X	X	X.XX
8	Eastern Commercial Leasing Public Company Limited	Debt collection service and Seize the car	XXX	XXX	X.XX
9	Thai Credit Guarantee Corporation (TCG)	Debt collection service	XXXX	XXXX	X.XX
10	Phaholyothin Asset Management Company Limited (A subsidiary of TMB Bank Public Company Limited)	Litigation work, Investigate and Legal Execution	XXXX	XXX	X.XX
11	Micro Leasing Public Company Limited	Debt collection and/or Vehicle tracking and/or Legal services	XXX	XXX	X.XX

The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2021 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2021, and considers that they are correct.

This agenda is for shareholders acknowledgement therefore no resolution is adopted.

**Resolution:** The meeting has considered therefore resolved to acknowledge the report on the Company's operating results for the fiscal year ended December 31, 2021 and the Board of Directors' annual report for the fiscal year ended December 31, 2021, 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 2021, 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 has shown in the 2021 Annual Report by downloading through QR Code on registration form as per the Enclosure 2.

The significant of financial information can be summarized as follow;

Matters	Unit: Baht	
	Year 2021	Year 2020
Total Assets	80,818,140	58,027,834
Total Debts	31,326,743	4,448,707
Shareholders' Equity	49,491,397	53,579,127
Total Income	32,705,079	25,518,043
Profit for the year	(4,112,930)	(3,801,665)
Profit Per Share (Baht/Share)	(0.002)	(0.002)



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 2021, 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:** The Meeting approve financial statements and profits and loss statements of the Company as at 31 December 2021, 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	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 4 To consider allocation of profits for reserves according to the law and payment of dividends from the performance ending as at 31 December 2021**

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 2021 the Company have registered share capital Baht 613,755,324, the Company recognized interest income from loans receivable from purchase of debt and revenue from collection services amount Baht 30.01 million, the Company have operation cost and expenses Baht 36.82 million, During the year 2021, the Company has reversed the provision for doubtful debts from impairment in loan receivable from purchase of non-performing debts totaling 1.82 million baht, thus the Company have loss from operation amount Baht 4.11 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 2021, 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 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 2021 due to has net loss of 4.11 Million Baht.

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:** The Meeting approve Omit to allocate profits for reserves according to the law and Omit dividend payment from the performance ending as at 31 December 2021 because the Company has a net loss amount Baht 4.11 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	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 5 To consider and approve appointment of director(s) replacing the director(s) who will retire by rotation to be the Company directors for another term and approve the appointment of new director in replacement of the director who has resigned from his position.**

For transparency, Mr. Sakkapong Boonmee and Miss Jaruwan Chaiyon as directors who retired by rotation, temporarily left the meeting for consideration in this agenda.

For transparency, Mr. Sakkapong Boonmee and Miss Jaruwan Chaiyon as directors who retired by rotation, temporarily left the meeting for consideration in this agenda.

The Chairman 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
(1) Mr. Sakkapong Boonmee	Vice Chairman of the Board of	3 Year
(2) Miss. Jaruwan Chaiyoan	Director	3 Year
(3) Mr. Charit Phongnutree	Director	2 Year

(As per the Enclosure 3)

Mr. Charit Phongnutree directors who retire by rotation has an intention for not being reappointed as a Director. He has informed his intention to resign from being a director of the Company with effect from April 27, 2022 onwards

The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee that it is appropriate to propose to the Shareholders to consider 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. Sakkapong Boonmee and (2) 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 Mr. Charit Phongnutree directors who retire by rotation has an intention for not being reappointed as



a Director and he will maintain his position until April 27, 2022. The Board, appropriate to propose to the Shareholders to consider and approve the appointment of Mr. Panumas Wuthiphakdi as a new director to replace Mr. Charit Phongnutree. (As per the Enclosure 4)

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: 1. The Meeting approve the appointment of directors in replacement of those who are due to retire by rotation to continue being directors for another period, as follows:**

- 1.1 Mr. Sakkaphong Boonmee, Director/Vice Chairman of the Board of 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:

Approved	1,768,147,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,768,147,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>

Abstained	60,001,000.00	Votes	Total	3.28	%
Voided Ballot	-	Votes	Total	-	%

- 1.2 Miss. Jaruwan Chaiyoan, 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	1,828,147,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,147,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>

Abstained	1,000.00	Votes	Total	0.00	%
Voided Ballot	-	Votes	Total	-	%

2. The Meeting approve the appointment of Mr. Panumas Wutthibhakdi as a new 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	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>

Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%





## Agenda 6 To consider remuneration of directors for the year 2022

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 2022 to be the same as 2021 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. Teerataht Poshyanonda Director 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 2022 to be the same as 2021 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	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

#### Agenda 7 To consider appointment of auditor and remuneration of auditor for the year 2022

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; and/or Miss Wandee Chaisakulwat a licensed auditor No. 13548; of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2022. 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 2022 in the amount not exceeding of Baht 700,000 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 2022	BPR Audit and Advisory Company Limited (BPR) Year 2021
Fee for auditing of interim/ quarter financial statements	-	480,000.00
Fee for auditing of annual financial statements	700,000.00	520,000.00
<b>Total</b>	<b>700,000.00</b>	<b>1,000,000.00</b>

(Note: The audit fee proposed for the year 2022 is Baht 700,000, 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.



**Venture Incorporation Public Company Limited**

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240

**บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)**

เลขที่ 124 ซอยรามคำแหง 52/2 (สินเซตธี) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

Tel. +662 026 6405 Fax. +662 541 4147 เลขประจำตัวผู้เสียภาษีอากร: 010 753 8000 428 (สำนักงานใหญ่)

**Resolution:** Approved the appointment of auditor and remuneration of auditor for the year 2022 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 and/or Miss Wandee Chaisakulwat a licensed auditor No. 13548; of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2022. 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 2022 in the amount not exceeding of Baht 700,000 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	1,828,148,596.00	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,828,148,596.00</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 8 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.

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:** 11.50 hours


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


(Mr. Teerataht Poshyanonda)  
Chairman of the Board

\_\_\_\_\_  
Chairman of the Meeting

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2022 Annual Report, 2022 Financial Statement**



Profile of Directors proposed for for election as directors for another term		
Name	Mr.Weerapol Ruetrakul	
Proposed Position	Independent Director	
Nationality	Thai	
Age	68 years	
Current Address	84/119 Phutthamonthon sai2 Soi 24 Salathammasop, Taweewattana, Bangkok, Thailand	
Education Background	<ul style="list-style-type: none"><li>• M.B.A., Thammasat University</li><li>• M.S. Information Systems, DePaul University, Chicago, Illinois, USA</li><li>• LL. B., Thammasat University, USA</li></ul>	
Training of Directors’ Programs	2016 Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)	
Other training courses	<ul style="list-style-type: none"><li>• James Rosenfield: Two Powerful New 1-Day Seminars</li><li>• 2435 Ray Jutkins: Direct Marketing Workshop</li></ul>	
Work Experience (Last 5 years)	<ul style="list-style-type: none"><li>• 2015 - Present Audit Committee/ Independent Director Nomination and Compensation Committee, Risk Management Committee, Venture Incorporation Public Company Limited</li><li>• 2016 - Present Owner, Rattana Carcare</li><li>• 2003 - 2013 Managing Director, Rapp Collins (Thailand) Company Limited</li><li>• 1997 - 2003 Marketing Manager, Riso (Thailand) Company Limited</li><li>• 1993 - 1997 Director, Integrated Communication Company Limited</li></ul>	
Position in other Public Company	-None-	
Position in other company (Excluding Public Company)	2016 - Present Owner, Rattana Carcare	
Duration of Directorship at Venture Incorporation Public Company Limited	28 October 2015 – Present	
Being Director/Executive in other Companies which may have Conflict of interest with the Company	-None-	
Relationship with executives or major Shareholders of the Company or its Subsidiaries	-None-	
Relationship or conflict of interest with the company / subsidiaries or legal entity subject to the current conflict.	-None-	
Shareholding in the company (Shareholding Ratio (Percentage))	-None-	
Legal Dispute in 10 years ago	-None-	

Profile of Directors proposed for for election as directors for another term		
Name	Mr. Chakaphan Pacharn	
Proposed Position	Director	
Nationality	Thai	
Age	54 Years	
Current Address	31/1 Moo 3, Pak Kret, Nonthaburi, Thailand	
Education	<ul style="list-style-type: none"><li>• 1987-1990 Bachelor of Business Administration, Marketing, Bangkok University</li></ul>	
Training of Directors' Programs	<ul style="list-style-type: none"><li>• 2018 Director Accreditation Program (DAP) Training Class 148/2018, Thai Institute of Directors of Thailand (IOD)</li><li>• Democratic Politics and Governance courses For Senior management (Class 22, King Prajadhipok's Institute</li><li>• Senior Executive Course, Thammasat University, Generation 8</li></ul>	
Work Experience (Last 5 years)	<ul style="list-style-type: none"><li>• February 2018-Present Directors, Executive Committee, Authorized Directors, Venture Incorporation Public Company Limited</li><li>• 2010-Present Executive Committee, YMH Golf Company Limited</li><li>• 2001-Present Executive Committee Anchana Resort &amp; Spa Co., Ltd.</li><li>• 1997-Present Executive Committee Projects Condominium Pint – Phan</li><li>• 1992-Present Executive Committee S.vareepattana Limited Partnership</li></ul>	
Position in other Listed Company	- None -	
Position in other company (Excluding Public Company)	<ul style="list-style-type: none"><li>• 2010-Present Executive Committee, YMH Golf Company Limited</li><li>• 2001-Present Executive Committee, Anchana Resort &amp; Spa Co., Ltd.</li><li>• 1997-Present Executive Committee Projects Condominium Pint – Phan</li><li>• 1992-Present Executive Committee S.vareepattana Limited Partnership</li></ul>	
Duration of Directorship at Venture Incorporation Public Company Limited	22 February 2018 – Present	
Being Director/Executive in other Companies which may have Conflict of interest with the Company	- None -	
Relationship with executives or major Shareholders of the Company or its Subsidiaries	- None -	
Relationship or conflict of interest with the company / subsidiaries or legal entity subject to the current conflict.	<ul style="list-style-type: none"><li>• Director, V. I. Capital Co., Ltd. (Subsidiary)</li><li>• Director, Regional Asset Management Co., Ltd. (Subsidiary) (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company)</li><li>• Director, Supphaysitthi Service Co., Ltd. (Subsidiary) (V.I Capital Co., Ltd. (Subsidiary) holds shares in this company)</li></ul>	
Shareholding in the company (Shareholding Ratio (Percentage))	533,000,000 shares (24.316%) At 31 December 2022	
Legal conflict in the past 10 years	- None -	

Profile of Directors proposed for for election as directors for another term		
<b>Name</b>	Mr. Thananrat Kijriopak	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	Thai	
<b>Age</b>	30 Years	
<b>Current Address</b>	23 Somdet Phra Pinklao Road Bang Yi Khan, Bangkok, Thailand.	
<b>Education</b>	<ul style="list-style-type: none"> <li>• 2019 – 2020 The School of Management (MSc. Finance) University College of London, United Kingdom</li> <li>• 2015 University of Amsterdam, Netherlands Participated in the EBA exchange student program for one semester Investment and Portfolio Theory I, Financial Statement Analysis and Political Economy</li> <li>• 2012 – 2016 The Bachelor of Arts Program in Economics (EBA) Chulalongkorn University, Thailand</li> </ul>	
<b>Work Experience (Last 5 years)</b>	<ul style="list-style-type: none"> <li>• August 2020-Present Directors, Venture Incorporation Public Company Limited</li> <li>• June 2016 - Present Nam Sawang Company Limited Director, Management Department</li> </ul>	
<b>Position in other Public Company</b>	-None-	
<b>Position in other company (Excluding Public Company)</b>	<ul style="list-style-type: none"> <li>• June 2016 - Present Nam Sawang Company Limited Director, Management Department</li> </ul>	
<b>Being Director/Executive in other Companies which may have Conflict of interest with the Company</b>	-None-	
<b>Relationship with executives or major Shareholders of the Company or its Subsidiaries</b>	-None-	
<b>Relationship or conflict of interest with the company / subsidiaries or legal entity subject to the current conflict.</b>	-None-	
<b>Shareholding in the company (Shareholding Ratio (Percentage))</b>	328,400,000 shares (14.982%) At 31 December 2022	
<b>Legal Dispute in 10 years ago</b>	-None-	

**COMPANY'S REGULATIONS REGARDING MEETING OF SHAREHOLDERS**

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

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

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

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

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

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

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

- (1) in a normal case, a majority votes of the shareholders present and vote at the meeting shall be required; and in case of a tie, the chairman of the meeting shall have a casting vote;
- (2) in any of the following cases, not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote shall be required:
  - (a) the sale or transfer of the whole or material parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company; and
  - (c) the entry, amendment or termination of contracts relating to the lease of the whole or material parts of the business operation of the Company, the assignment of the management of the Company to other persons or the amalgamation of the business operation with other persons for the purpose of profit and loss sharing.



**Clause 27**

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

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

## RULES SET FOR THE MEETING OF SHAREHOLDERS

### 1. Registration

The shareholder or proxy may register and submit the required documents or evidence for inspection at the place of meeting from 09.00 a.m. onwards on Wednesday, April 26, 2023

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

#### 2.1 Shareholder attending in person

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

#### 2.2 Proxy

The Company has prepared proxy forms as prescribed by the Department of Business Development, Ministry of Commerce, which are;

- (1) Form A, a proxy form with general authorization which is simple and easy for understanding;
- (2) Form B, a proxy form which clearly specifies fixed details for the authorization; and
- (3) Form C, a proxy form which is for the shareholder who is specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

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

- (1) Select one of the proxy forms as prepared by the Company;
- (2) the shareholder may authorize two proxies, in case any proxy is unable to attend the meeting, then the others can attend on behalf of that shareholder. In this regard, only one of the two proxies is able to attend the meeting, three proxies cannot simultaneously attend. Alternatively, if the shareholder intends to grant proxy to the Company's director who has no interest in any proposed matter of this meeting, the shareholder can authorize independent director, a Company's director whose profile has been detailed in **Enclosure 9**;
- (3) affix stamp duties of Baht twenty, have it crossed and write down the date of when the proxy form was made in order to have the form become legally valid and binding.
- (4) for convenience, please arrange to have the proxy form and other required documents and evidences delivered to the Company by Tuesday, April 25, 2023 in case of delivering by post or at least one hour before the commencement of the meeting in case of delivering in person. The form must be completely filled with all required information and signed by relevant persons. In case any important wordings are needed to be corrected, crossed out or erased, the shareholder who grants proxy must initially sign at all changes made in the document.

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

#### 1. Natural Person:

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

**2. Juristic Person or a custodian:**

- (a) The proxy form shall be signed by the authorized person(s), according to its Affidavit with the seal of the juristic person being affixed (if any), and by the proxy.
- (b) Juristic Persons Incorporated in Thailand, please enclose the documents as follows:
  - A copy of the latest version of the Affidavit of the juristic person, issued by the Ministry of Commerce or the relevant government authority (not older than 60 days prior to the meeting date). Such document must be certified as true and correct copy by the authorized person(s), with the juristic person's seal being affixed. (if any);
  - A copy of Identification Card or passport (for non-Thais), certified as true and correct copy, of the authorized person(s) who signs the proxy form; and
  - A copy of the Identification Card or passport (for non-Thais), certified as true and correct copy, of the proxy.
- (c) Foreign Juristic Persons, please enclose the documents as follows:
  - A copy of the latest version of the Affidavit of the juristic person, issued by the relevant government authority of the country where the juristic person is incorporated which has been notarized by a notary public or competent government authority. The date of issue shall not exceed 6 months from the date of the meeting;
  - A copy of Identification Card or passport (for non-Thais), certified as true and correct copy, of the authorized person(s) who signs the proxy form;
  - A copy of the Identification Card or passport (for non-Thais), certified as true and correct copy, of the proxy;
  - If the copy of the latest version of Affidavit that has been notarized by the notary public or the competent government authority is presented, such document must be certified as true and correct copy by the authorized person(s) of that juristic person, together with its seal being affixed. (if any)
- (d) For foreign juristic persons, unless the document is in English language, the English translation certified as true and correct translation by the authorized director(s) must also be presented.
- (e) If the grantor is a custodian, please enclose the power of attorney appointing the custodian and the evidences of the person who has appointed the custodian in accordance with (1) or (2) (as the case may be) and a copy of the confirmation letter or license showing that it can act as the custodian.

Each copy of the document must be certified as true and correct copy.

If a shareholder prefers to appoint the Company independent directors to be his or her proxy, please appoints any of the following persons:

- |                              |  |
|------------------------------|--|
| 1. Mr. Teerataht Poshyanonda | Independent Director, Chairman of the Audit Committee,<br>Chairman of the Nomination and Remuneration Committee<br>And Risk Management Committee |
| 2. Mr. Weerapol Ruetrakul    | Independent Director, Audit Committee,<br>Nomination and Remuneration Committee and<br>Risk Management Committee                                 |

If an independent committee is unable to attend the meeting, the remaining independent directors are proxies representing independent directors who are unable to attend the meeting.



**หนังสือเชิญประชุม**  
**NOTICE OF MEETING**  
**บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)**  
**VENTURE INCORPORATION PUBLIC COMPANY LIMITED**

วันที่ 18 เมษายน 2566  
Date

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น  
Subject Schedule of Annual General Meeting of Shareholders

เรียน สัญชาติ  
To Nationality

บ้านเลขที่ เลขทะเบียนผู้ถือหุ้นหลักทรัพย์  
Address Shareholder's Registration No

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ  
Attachment Details of meeting document

โดยถือหุ้นจำนวนทั้งสิ้นรวม  
Holding the total amount of

หุ้น/หน่วย  
shares/units

ข้อมูลบริษัท  
Company Information

หุ้นสามัญ  
Ordinary share

หุ้น/หน่วย  
shares/units

หุ้นบุริมสิทธิ  
Preferred share

- หุ้น/หน่วย  
shares/units

โดยมีวาระการประชุมตามแนบท้าย  
The meeting agenda is attachment



<http://www.ventureinc.co.th/invitation-of-annual-general-meeting>

วันที่ประชุม: วันพุธที่ 26 เมษายน 2566 เวลา 10:00 น.  
Meeting Date: Wednesday, April 26, 2023 at 10:00 hrs..

สถานที่ประชุม: ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสทฐี) ห้วยหมาก บางกะปิ กรุงเทพมหานคร  
Meeting Venue: The Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK

ข้าพเจ้า.....เป็น [ ] ผู้ถือหุ้นหลักทรัพย์ หรือ [ ] ผู้รับมอบฉันทะ  
I/We am/are shareholder or proxy holder of shareholder

ของ บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)  
of Venture Incorporation Public Company Limited

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าร่วมประชุม  
Sign (.....) Meeting Attendant

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหุ้นหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริงพร้อมกับแบบฟอร์มลงทะเบียน

For your convenience, shareholders or proxies wishing to attend the meeting, kindly present this document to a registration staff at the meeting for registration. For shareholders who will attend the meeting by themselves, the original of identification card or driving license or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form.

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <http://www.ventureinc.co.th/invitation-of-annual-general-meeting> หรือติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทเว็บไซต์: [www.ventureinc.co.th](http://www.ventureinc.co.th) / โทร 0 2026 6405 ต่อ 1101/ Email : [kannapat@ventureinc.co.th](mailto:kannapat@ventureinc.co.th)

The details of Meeting document is available online by scanning QR Code on this form or at URL <http://www.ventureinc.co.th/invitation-of-annual-general-meeting> You can also contact the issuer for the meeting documents at Website: [www.ventureinc.co.th](http://www.ventureinc.co.th) /Tel. +66 2026 6405 Ext. 1102/ Email: [kannapat@ventureinc.co.th](mailto:kannapat@ventureinc.co.th)

หนังสือมอบฉันทะ (แบบ ก)  
Proxy (Form A)

(ปิดอากรแสตมป์ 20 บาท)  
(Stamp Duty Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

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

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

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)  
Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 8)

☐ 1. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub - District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or  
☐ 2. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub - District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or  
☐ 3. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub - District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or



คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสขรัฐ) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2023 shall be on Wednesday, April 26, 2023 at 10.00 hours at the Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK. otherwise at any adjourned meeting on another date, time and place.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

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

#### หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

#### Remarks

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

หนังสือมอบฉันทะ (แบบ ข)  
Proxy (Form B)

(ปิดอากรแสตมป์ 20 บาท)  
(Stamp Duty Baht 20)

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

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

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)  
Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 8)

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub – District \_\_\_\_\_ Distrit \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub - District \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

☐ 3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Sub – District \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินเศรษฐี) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2023 shall be on Wednesday, April 26, 2023 at 10.00 hours at the Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK. otherwise at any adjourned meeting on another date, time and place.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- |           |   |
|-----------|---|
| วาระที่ 1 | <b>พิจารณารับรองรายงานการประชุมสามัญประจำปี 2565 ซึ่งประชุมเมื่อวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2565</b>  |
| Agenda 1  | To certify the Minutes of the Annual General Meeting of Shareholders of 2022 which was held on Thursday, April 28, 2022.  |
|           | <input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b><br>(a) The proxy is entitled to cast the votes on my behalf at its own discretion. <u>or</u><br><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้<br>(b) The proxy shall vote in accordance with my instructions as follows: |
|           | <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย<br/>Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง<br/>Abstain         </div> </div>  |
| วาระที่ 2 | <b>พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท และรายงานประจำปีของคณะกรรมการสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565</b>  |
| Agenda 2  | To consider acknowledgement the performance of the Company for the fiscal year ending and the report of the Board for the fiscal year ending as at 31 December 2022.  |
|           | <input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b><br>(a) The proxy is entitled to case the votes on my behalf at its own discretion. <u>or</u><br><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้<br>(b) The proxy shall vote in accordance with my instructions as follows: |
|           | <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย<br/>Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง<br/>Abstain         </div> </div>  |
| วาระที่ 3 | <b>พิจารณาและอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว</b>   |
| Agenda 3  | To consider and approval financial statements and profits and loss statements of the Company as at 31 December 2022, which was audited by the licensed auditor.   |
|           | <input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b><br>(a) The proxy is entitled to case the votes on my behalf at its own discretion. <u>or</u><br><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้<br>(b) The proxy shall vote in accordance with my instructions as follows: |
|           | <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย<br/>Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง<br/>Abstain         </div> </div>  |
| วาระที่ 4 | <b>พิจารณาและอนุมัติการจัดสรรเงินกำไรเพื่อตั้งเป็นทุนสำรองตามกฎหมาย และพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงาน สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565</b>   |
| Agenda 4  | To consider and approve the omit to allocate of net profit as statutory reserve and to consider and approve to omit the dividend payment from the performance ending as at 31 December 2022.  |
|           | <input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b><br>(a) The proxy is entitled to case the votes on my behalf at its own discretion. <u>or</u><br><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้<br>(b) The proxy shall vote in accordance with my instructions as follows: |
|           | <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย<br/>Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง<br/>Abstain         </div> </div>  |

วาระที่ 5

พิจารณาและอนุมัติการแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระเข้าดำรงตำแหน่งอีกวาระหนึ่ง

Agenda 5

To consider and approve appointment of director(s) replacing the director(s) who will retire by rotation to be the Company directors for another term.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to case the votes on my behalf at its own discretion.or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my instructions as follows:
- ☐ การแต่งตั้งกรรมการทั้งหมด
- An appointment of all the nominated candidates
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- An appointment of the following nominated candidate
- 1 ชื่อกรรมการ นายวีระพล หรือตระกูล
- Name of Director Mr. Weerapol Ruetrakul
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 2 ชื่อกรรมการ นายจักรพันธ์ ปาจารย์
- Name of Director Mr. Chakaphan Pacharn
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 3 ชื่อกรรมการ นายทานันท์วิทย์ กิจศิริโอภาส
- Name of Director Mr. Thananrat Kijsiropak
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6

To consider and approve directors' remunerations for the year 2023.

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

วาระที่ 7

พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda 7

To consider and approve the appointment of auditor and auditors' fees for the year 2023.

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

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other issues (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.



ใบประจำตอแบบหนังสือมอบฉันทะ (แบบ ข)

Regular Continued Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินนครรัฐ) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Venture Incorporation Public Company Limited for the Annual General Meeting of Shareholders of 2023 shall be on Wednesday, April 26, 2023 at 10.00 hours at the Meeting's room of the Company, 2nd Fl.,124,Soi Ramkhamhaeng 52/2 (Sin-Setthee),Huamark,Bang Kabi,BKK. otherwise at any adjourned meeting on another date, time and place.

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

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

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

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

หนังสือมอบฉันทะ (แบบ ค)  
Proxy (Form C)

(ปิดอากรแสตมป์ 20 บาท)  
(Stamp Duty Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

in our capacity as the custodian for

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

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

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)  
Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 8)

☐ 1. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub – District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or  
☐ 2. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub - District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or  
☐ 3. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name Age years, residing at  
ถนน ตำบล/แขวง อำเภอ/เขต  
Road Sub – District District  
จังหวัด รหัสไปรษณีย์ หรือ  
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสฐะ) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders of 2023 shall be on Wednesday, April 26, 2023 at 10.00 hours at the Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, BKK. otherwise at any adjourned meeting on another date, time and place.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

- ☐ มอบฉันทะบางส่วน คือ

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

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

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญประจำปี 2565 ซึ่งประชุมเมื่อวันที่ 28 เมษายน พ.ศ. 2565

- Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders of 2022 which was held on Thursday, April 28, 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion. or

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

- (b) The proxy shall vote in accordance with my instructions as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท และรายงานประจำปีของคณะกรรมการสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565

- Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending and the report of the Board for the fiscal year ending as at 31 December 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion. or

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

- (b) The proxy shall vote in accordance with my instructions as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 3 พิจารณาและอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว

Agenda 3 To consider and approval financial statements and profits and loss statements of the Company as at 31 December 2022, which was audited by the licensed auditor.

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

วาระที่ 4 พิจารณาและอนุมัติการจัดสรรเงินกำไรเพื่อตั้งเป็นทุนสำรองตามกฎหมาย และพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565

Agenda 4 To consider and approve the omit to allocate of net profit as statutory reserve and to consider and approve to omit the dividend payment from the performance ending as at 31 December 2022.

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

วาระที่ 5 พิจารณาและอนุมัติการแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระเข้าดำรงตำแหน่งอีกวาระหนึ่ง

Agenda 5 To consider and approve appointment of director(s) replacing the director(s) who will retire by rotation to be the Company directors for another.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to case the votes on my behalf at its own discretion.or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my instructionas follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
- An appointment of all the nominated candidates
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- An appointment of the following nominated candidate
- |                          |                  |                                      |                          |            |  |
|--------------------------|------------------|--------------------------------------|--------------------------|------------|--|
| 1                        | ชื่อกรรมการ      | นายวีระพล หรือตระกูล                 |                          |            |  |
|                          | Name of Director | Mr. Weerapol Ruetrakul               |                          |            |  |
| <input type="checkbox"/> | เห็นด้วย         | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> | งดออกเสียง |  |
|                          | Approve          | Disapprove                           |                          | Abstain    |  |
| 2                        | ชื่อกรรมการ      | นายจักรพันธ์ ปาจารย์                 |                          |            |  |
|                          | Name of Director | Mr. Chakaphan Pacharn                |                          |            |  |
| <input type="checkbox"/> | เห็นด้วย         | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> | งดออกเสียง |  |
|                          | Approve          | Disapprove                           |                          | Abstain    |  |
| 3                        | ชื่อกรรมการ      | นายทานันท์วิรัช กิจศรีโอภาส          |                          |            |  |
|                          | Name of Director | Mr. Thananrat Kijrsriopak            |                          |            |  |
| <input type="checkbox"/> | เห็นด้วย         | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> | งดออกเสียง |  |
|                          | Approve          | Disapprove                           |                          | Abstain    |  |

วาระที่ 6 พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6 To consider and approve directors' remunerations for the year 2023.

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

วาระที่ 7 พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda 7 To consider and approve the appointment of auditor and auditors' fees for the year 2023.

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

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other issues (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ	_____	ผู้มอบฉันทะ
Signed		Grantor

ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

#### หมายเหตุ/Remarks

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

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค)

Regular Continued Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องประชุมของบริษัท ชั้น 2 เลขที่ 124 ซอยรามคำแหง 52/2 (สินเสฐี) แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Venture Incorporation Public Company Limited for the Annual General Meeting of Shareholders of 2023 shall be on Wednesday, April 26, 2023 at 10.00 hours at the Meeting's room of the Company, 2nd Fl.,124,Soi Ramkhamhaeng 52/2 (Sin-Setthee),Huamark,Bang Kabi,BKK. otherwise at any adjourned meeting on another date, time and place.

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

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

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

**LIST OF NAMES AND DETAIL OF INDEPENDENT DIRECTORS WHO ARE  
NOMINATED TO BE PROXY OF SHAREHOLDERS FOR  
THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**1. Mr. Teerataht Poshyanonda**

Chairman of the Board/Independent Director, Chairman of the Audit Committee,  
Chairman of the Nomination and Remuneration Committee and Risk Management  
Committee

Age: 61

Address: Venture Incorporation Public Company Limited

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240,  
Thailand

No major conflicts.



**2. Mr. Weerapol Ruetrakul**

Independent Director, Audit Committee, Nomination and Remuneration Committee  
and Risk Management Committee

Age: 68

Address: Venture Incorporation Public Company Limited

124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok 10240,  
Thailand

No major conflicts.

## DEFINITION OF INDEPENDENT DIRECTOR

Venture Incorporation Public Company Limited has defined the definition of Independent Directors of the Company means the director who possesses the following qualifications:

1. Holds shares not exceeding 1% of the total shares with voting right of its parent company, subsidiaries, associates, major shareholders, and controlling parties of the company, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties unless the foregoing status ended at least 2 years prior, provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the company.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the company or its subsidiary.
4. Have no or never had business relationship with it's the company, parent company, subsidiaries, associates, major shareholders, or controlling parties of the company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company unless the foregoing status ended at least 2 years .The business relationship mentioned under the article (4) shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the company or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the company or equal or above 20 million baht, whichever is lower.
5. Is not or has never been the auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company unless the foregoing status ended at least 2 years.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year from the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years
7. Is not the director who is nominated to be the representative of directors of the company, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the company, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company

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

## **QR CODE DOWNLOADING PROCEDURES FOR THE DOCUMENTS REGARDING THE MEETING**

The Company send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of Electronic accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code (as shown in Attachment 2) by following the steps below.

### **For IOS System**

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

### **For Android System**

Open applications such as QR CODE READER, Facebook or Line.

### **How to scan the QR Code with Line application**

1. Open Line application and click on “Add friend” Choose “QR Code”
2. Scan the QR Code Scan the QR Code to access documents regarding the meeting.



## GUIDELINES FOR ATTENDING THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS, REGARDING THE OUTBREAK OF CORONAVIRUS 2019 (COVID-19)

As Venture Incorporation Public Company Limited ("the Company") has been scheduled its 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023 at 10.00 hours, at the Meeting's room of the Company, 2nd Fl., 124, Soi Ramkhamhaeng 52/2 (Sin-Setthee), Huamark, Bang Kabi, Bangkok. the Company really realizes and concern on the risk of the spread of COVID-19. The Company has therefore determined "Safety protocols for the annual general meeting during the outbreak of the novel coronavirus 2019 (covid-19)" as follows;

### 1. The Company request for Shareholders' cooperation to giving a proxy to the Company Independent Director to attend the meeting on behalf of Shareholders

To prevent and reduce the risk of spreading possibility of COVID-19 virus and for your own hygiene, the Company requests cooperation with shareholders to appoint the Company's Independent Directors as their proxies, Proxy forms as **Enclosure 8**. Shareholders can deliver the proxy form together with supporting documents for the appointment of proxy to the Company Venture Incorporation Public Company Limited, Bangkok, 10240 Thailand, by Tuesday, April 25, 2023

### 2. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:

For shareholders who have queries relating to items on the meeting agenda,, please send your questions by use Advance question submission form for each agenda item as **Enclosure 11** send to the Company Secretary Office by e-mail to kannapat@ventureinc.co.th, before the meeting date so that the Company may compile and clarify them at the meeting., by Tuesday, April 25, 2023

### 3. The Meeting

1) The Company will set up screening, document checking, and registration located in front of the meeting room. (if shareholder attends this meeting by yourself, you can assign a company independent director to be your proxy on your behalf).

2) Attendees must wear a facemask throughout the duration of the meeting and hand sanitizer. In addition, please kindly keep social distancing. The Company will arrange the point of proxy document checking and meeting registration and the meeting seats in appropriate distance

3) For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. Attendees can submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors.

In case there are any changes in the situation or additional necessary measures relating to the meeting issued by the government authorities, the Company shall inform Shareholders of such information the Company's website.

The company would like to thank you for their cooperation by following recommendations for the health and safety of all the attendees.

Executives Office of the Company  
Tel. 0 2026 6405 Ext. 1102

**QUESTION FORM FOR 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VENTURE INCORPORATION PUBLIC COMPANY LIMITED  
WEDNESDAY, APRIL 26, 2023, AT 10:00 HOURS**

Attention: Company Secretary, Venture Incorporation Public Company Limited (VI)

I, (Mr. / Mrs. / Ms. / Others) .....

**Please indicate with ✓ in the blank ( )**

- ( ) being a shareholder of the Venture Incorporation Public Company Limited.  
( ) being a proxy of ..... who is a shareholder of  
the Venture Incorporation Public Company Limited.

I wish to submit question(s) of agenda for the 2023 Annual General Meeting of Shareholders as follows:

This image shows a full page of a handwriting practice worksheet. It consists of multiple rows of horizontal dashed lines spaced evenly apart, providing a guide for letter height and placement. The background is plain white, and there are no other markings or text on the page.

Remark: Please send the completed form to VI by 17:00 hrs. of Tuesday, April 25, 2023.

- E-mail: kannapat@ventureinc.co.th
- Post: Please submit it to the Corporate Secretary Office,  
Venture Incorporation Public Company Limited  
124,Soi Ramkhamhaeng 52/2 (Sin-Setthee),Huamark,Bang Kabi, Bangkok 10240

To make inquiries or request further information, please contact:

- Ms. Kannapat Vatcharapanyaporn Tel. 0 2026 6405 Ext. 1102

## MAP OF THE MEETING LOCATION

