



Annual General Meeting of Shareholders of 2019 Venture Incorporation Public Company Limited

Date, time, and place of the Meeting

The Meeting was convened on Friday, 29th April 2019 at 14.00 hours at 195 Vipahavadi – Rangsit Road, Samsennai, Phayathai, Bangkok and presided over by Mr. Teerataht Poshyanonda, Independent Director and Chairman of Audit Committee (“The Chairman of the Meeting”) of Venture Incorporation Public Company Limited (“the Company”)

Beginning of the Meeting

Mr. Sakkaphongs Boonmee, Vice Chairman of Board Director, Informed at the commencement of the meeting of which there were 50 shareholders presenting at the meeting in person and by proxy representing 382,342,220 shares or 61.4251 % of total paid up share of the Company, the quorum was, then, constituted in accordance with the law and Clause 25 of the Articles of Association of the Company, stipulating that in a general shareholders’ meeting, in order to form a quorum at least twenty-five shareholders or proxies (if any) or at least half of all shareholders, and representing at least one-thirds of shares distributed shall be required.

Vice Chairman of Board Director welcomed the shareholders and introduced to the Meeting the directors, managements and auditors attended the Annual General Meeting of Shareholders of 2019. in order to deliver additional information and answer the questions to the Meeting.

Directors Attending the Meeting

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

Directors not Attending the Meeting (Business Duty)

- | | | | |
|----|------------|-------------|---------------------------------|
| 1. | Mr. Charit | Ponganutree | Director and Executive director |
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The following attendees the Meeting:

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|----|----------------|-------------------|--|
| 1. | Mr. Kriangkrai | Siravanichkan | Financial advisor of Capital Link Advisory Limited |
| 2. | Miss Kannapat | Vatcharapanyaporn | Company Secretary |

The following Representatives of Auditor attending the Meeting:

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



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

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

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

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

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

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

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

The Chairman of Meeting informed the shareholder meeting to the Company had prepared minutes of Annual Meeting of Shareholders of 2018 which was held on 27 April 2018 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand (“SET”) and submitted to Ministry of Commerce within the required time as per the Enclosure No. 1

The Board considers appropriate to propose the shareholders for approval of the minutes of Annual General Meeting of Shareholders of 2018 which was held on 27 April 2018.



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

Resolution: Affirmed the minutes of the Annual General Meeting of Shareholders of 2018 which was held on 27 April 2018 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	477,049,620	Votes	Total	99.9958	%
Disapproved	20,000	Votes	Total	0.0042	%
Total	477,069,620	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

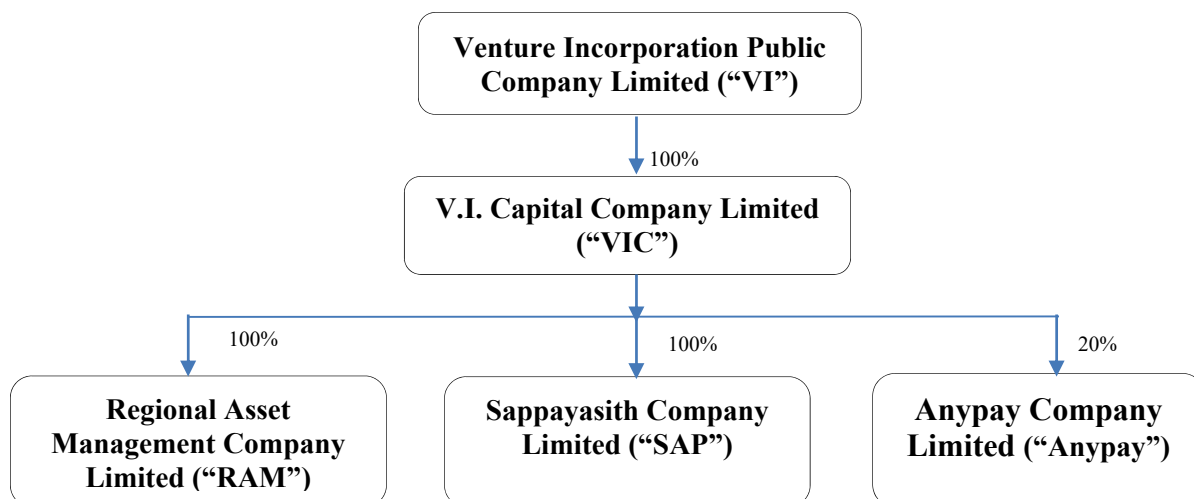
Remark: In this agenda item, two were additional shareholders attending the Meeting, representing 94,727,400 Shares at the commencement of the meeting.

Agenda 2 To consider acknowledgement the performance of the Company for the fiscal year ending as at 31 December 2018 and the report of the Board for the fiscal year ending as at 31 December 2018

The Chairman of Meeting informed the shareholder meeting to in order to comply with clause 27 (1) of the Company’s Articles of Association and for the shareholder’ right to acknowledge the Company’s performance, the Company prepared summary of the past performance and significant for the fiscal year ending as at 31 December 2017 (QR Code for scanning and downloading 2018 Annual, 2018 Financial Statement as per the Enclosure No. 2

For this agenda, the Chairman of Meeting assigned Mr.Sakkaphongs Boonmee Chief Executive Officer, informed the meeting to acknowledge the report of the operating results for the fiscal year ending as at 31 December 2018, as essence is summarized as follows;

Structure of the Company and Its subsidiaries





Venture Incorporation Public Company Limited

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

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

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

In 2018, Venture Incorporation Public Company Limited (“VI”) received debt collection work increase from Tri Petch Isuzu Leasing Co.,Ltd and Siam Kubota Leasing Co.,Ltd and In 2019 VI received debt collection services work from Islamic Bank Asset Management Ltd.(“IAM”), VI hold shares in V.I. Capital Company Limited (“VIC”) VI having stake hold 100% shareholding, VIC conduct business type investment holding company. Regional Asset Management Limited (“RAM”) RAM Conduct business type Non-performing debt management, no activities, having income from loan receivables from purchase of non-performing debts only. VI having stake hold 100% shareholding. Supphayasitthi Service Company Limited (SAP), SAP conduct business type debt collection Service, SAP having debt collection services from Student Lone Fund but In 2018 Student Lone Fund did not open auction due to change in the debt collection policy, the Chairman of Meeting informed the shareholder additional that The government have not policy give private agencies conduct debt collection services and Anypay Company Limited (Anypay) conduct business type the agent for payment of goods and services through information technology, the Internet and electronic. VI having stake hold 20% shareholding

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

Source: The Financial Statements were audited (*The Company started the business of management non-performing debts and service of debt collection from 2 November 2015*)

The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2018 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2018, and considers that they are correct.

The Chairman of Meeting gave an opportunity for the shareholders to express their opinions. If any shareholder would like to interrogate. Please introduce yourself before.

Mr. Navnant Singh Doowa Shareholder of the Company’s, ask about the company action plan.

Mr. Sakkaphongs Boonmee Chief Executive Officer, informed the meeting from analysis business type of the company's has license of asset management due to no have funding to purchase of non-performing debts, the company therefore receive debt collection services only, by the company will try to find work have little competitors such as jobs in government agencies, improving the debt tracking program to present to government agencies.



In 2018, the company has additional debt collection services for Tri Petch Isuzu Leasing Company Limited and Siam Kubota Leasing Company Limited, In 2019 the company has additional debt collection services for Islamic Bank Asset Management Company Limited. The company has a policy to improve work of employees to be effective and potential to be able work in many products.

Resolution: The Meeting acknowledged of the performance of the Company for the fiscal year ending as at 31 December 2018 and the report of the Board for the fiscal year ending as at 31 December 2018. 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 2018, which was audited by the licensed auditor

The Chairman of Meeting informed the shareholder meeting to in order to comply with clause 27 (2) and 30 of the Company's Articles and Section 112 of Public Company Act of B.E. 1992 (as Amended) which requires that the Company shall prepare balance sheet and loss and profit accounts at the end of the fiscal year, of which were audited by the licensed auditor of the Company, for proposing to the shareholders and the annual general meeting of shareholders, the Company prepared the said financial statements and profits and loss statements as per the Enclosure No. 2

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

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

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 2018, which was audited by the licensed auditor and was examined by the Audit Committee that they are correct, including the approval of the Board of Directors.

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

Resolution: Approved financial statements and profits and loss statements of the Company as at 31 December 2018, 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	498,586,015	Votes	Total	100.0000	%
Disapproved	-	Votes	Total	-	%
Total	498,586,015	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Remark: In this agenda item, one ware additional shareholders attending the Meeting, representing 21,516,395 Shares at the commencement of the meeting.



Agenda 4 To consider allocation of profits for reserves according to the law and payment of dividends from the performance ending as at 31 December 2018

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

The Board considers appropriate to propose to shareholders not to allocate of profits for reserves according to the law and approve to omit the dividend from the performance ending as at 31 December 2017 because the Company has a net loss amount Baht 35.13 million.

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

Resolution: Approved Omit to allocate profits for reserves according to the law and Omit dividend payment from the performance ending as at 31 December 2018 because the Company has a net loss amount Baht 35.13 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	498,586,015	Votes	Total	100.0000	%
Disapproved	-	Votes	Total	-	%
Total	498,586,015	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%



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

The Chairman informed the meeting, as a retired director to attend the meeting by rotation, together with Mr.Sakkaphong Boonmee and Miss Charuwan Chaiyont, Leave the meeting for the consideration of this agenda item. And assigned Mr. Chakaphan Pacharn, the director of the company acting Chairman of the Meeting temporarily for consideration of this agenda item

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

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

as per the Enclosure No. 3 and 4

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

The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee (excluding the interested director who abstained from voting) that it is appropriate to propose to the Shareholders to consider appointing directors who will retire by rotation (1) Mr. Teerataht Poshyanonda (2) Mr. Sakkaphongs Boonmee and (3) Miss. Jaruwan Chaiyoan, because they have qualification, talent, experience and expertise qualifications as per the Public Company Act of B.E. 1992 (as Amended) and the relevant notifications of the Capital Market Supervision Board. The candidates in (1) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Securities and Exchange Commission and the Stock Exchange of Thailand and The Company definition of "Independent Directors". It is appropriate to propose to the Shareholders to consider approval for appointing the said 3 directors who retire by rotation to continue being directors for another period.

The Chairman of Meeting gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This agenda is required majority votes of total votes of shareholders attending the meeting and exercising votes; provided that the resolution shall be made for each person and the director who has interest shall not be allowed to exercise votes in appointing himself. The Chairman of Meeting asked the shareholders to consider and elect five directors on an individual basis from the names proposed above to replace the directors retiring by rotation



Resolution: Approved the appointment of director(s) replacing the director(s) who will retire by rotation of 3 directors as follows:

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

Approved	498,585,365	Votes	Total	100.0000	%
Disapproved	-	Votes	Total	-	%
Total	498,585,365	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided	-	Votes	Total	-	%
Ballot					

- (2) Mr. Sakkaphongs Boonmee , Vice Chairman of Board Director, Chairman of Risk Management Committee, Chairman of Executive Committee and 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	482,860,172	Votes	Total	96.8459	%
Disapproved	15,725,843	Votes	Total	3.1541	%
Total	498,586,015	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

- (3) Miss Jaruwan Chaiyoan, Director and Risk Management Committee, Executive Committee and 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	482,860,172	Votes	Total	96.8459	%
Disapproved	15,725,843	Votes	Total	3.1541	%
Total	498,586,015	Votes	Total	100.0000	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Agenda 6 To consider remuneration of directors for the year 2019

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 2019 to be the same as 2018 in the amount of not exceeding Baht 2,000,000.-; provided that payment of remuneration shall be subject to terms and conditions as set by the Nomination and Remuneration Committee as follows:

Remuneration for Meeting (only for attending directors)

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

The Executive Committee and directors who are executives shall not be entitled for remuneration of the meetings.

The Chairman of Meeting informed the shareholder meeting, directors who receive meeting allowance has considered the commitment of the Executive Committee together with the operating results of the company have intent to not accept meeting allowance, until the company will be profitable and the company is able to trade on the Stock Exchange of Thailand.

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 2019 to be the same as 2018 in the amount of not exceeding Baht 2,000,000.-; provided that payment of remuneration shall be subject to terms and conditions as set by the Nomination and Remuneration Committee as follows:

Remuneration for Meeting (only for attending directors)

Meeting of the Board	Amount (Time/Person (Baht))
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.



Directors who receive meeting allowance has considered the commitment of the Executive Committee together with the operating results of the company have intent to not accept meeting allowance, until the company will be profitable and the company is able to trade on the Stock Exchange of Thailand.

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	498,586,015	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
Total	498,586,015	Votes	Total	100.00	%
Abstained	-	Votes	Total	-	%
Voided	-	Votes	Total	-	%
Ballot					

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

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. Chaiyuth Agsuwithaya, a licensed auditor No. 3885, and/or Mrs. Natsarak Sarochanunjeen, a licensed auditor No. 4563, and/or Miss Daranee Somkamnerd, a licensed auditor No. 5007, and/or Miss Jarunee Nuammae , a licensed auditor No. 5596 of A.M.T. & Associates to be auditor of the Company for the year 2019, and fixing remuneration of the auditor for the amount not exceeding Baht 1,500,000 as proposed and determined by the Audit Committee that it is appropriate, and as approved by the Board.

Auditor's Remuneration Venture Incorporation Public Company Limited and Subsidiaries	A.M.T. & Associates (AMT) 2018 (Baht)	A.M.T. & Associates (AMT) 2017 (Baht)
Fee for auditing of interim/quarter financial statements	550,000.00	840,000.00
Fee for auditing of Half year financial statements	100,000.00	150,000.00
Fee for auditing of annual financial statements	850,000.00	1,790,000.00
Total	1,500,000.00	2,780,000.00

(Note: The audit fee proposed for the year 2019 is Baht 1500,000.-, excluding other expenses, i.e., transportation, post, fax, overtime, of which will be reimbursed on actual basis.)

The auditors as above have no relationship or have interest with the Company, executives or major shareholders, or any relevant person. They are thus independent for auditing and giving opinion for the financial statements of the Company.



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

Resolution: Approved the appointment of auditor and remuneration of auditor for the year 2019 by appointing Mr. Chaiyuth Agsuwithaya, a licensed auditor No. 3885, and/or Mrs. Natsarak Sarochanunjeen, a licensed auditor No. 4563, and/or Miss Daranee Somkamnerd, a licensed auditor No. 5007, and/or Miss Jarunee Nuammae , a licensed auditor No. 5596 of A.M.T. & Associates to be auditor of the Company for the year 2019, and fixing remuneration of the auditor for the amount not exceeding Baht 1,500,000 as proposed by the auditor (excluding other expenses, i.e., transportation, post, fax, overtime, 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	498,586,015	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
Total	498,586,015	Votes	Total	100.00	%
Abstained	-	Votes	Total	-	%
Voided	-	Votes	Total	-	%
Ballot					

Agenda 8 To consider and approve for the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 20 and clause 26 and additional the of the Company objectives clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause.

The Chairman of Meeting assigned Mr. Sakkaphongs Boonmee, Chief Executive Officer presented information for this agenda item

Mr. Sakkaphongs Boonmee informed the shareholder meeting to support the business operation and the expansion of the business of the Company. The company considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 20 and clause 26 and additional of the Company objectives amount 16 Clause, clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause.

The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 20 and clause 26 and additional of the Company objectives clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause, the details are as follows:



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



Current of the Company objectives	Proposed revisions of the Company objectives
<p>Clause 17. Conduct the business on legal, accounting, engineering, architecture, including advertising.</p>	<p>Clause 17. Conduct the business and provide consultancy on legal, accounting and financial consulting, engineering, architectural, property management, personnel, and personnel management, as well as advertising, including consulting on contracting, and the registration of rights and legal acts.</p>
<p>Clause 20. Providing business services, storage, collection, preparation, printing, and dissemination of statistics, data, in agriculture, industry, commerce, finance, marketing, including analysis and evaluation of business operations</p>	<p>Clause 20. Operating business services to store, collect, produce, publish, buy, sell, and disseminate statistical data in agriculture, industry, commerce, finance, marketing, including analysis and evaluation of business operations, purchase or sell statistics and data obtained from storage, collection, analysis and evaluation using computer systems, computer programs or any other means</p>
<p>Clause 26. Issuing and selling securities, debentures, warrants or other types of instruments prescribed under the Public Limited Company law or the Securities and Exchange law for offering to the shareholders or to the public or any person</p>	<p>Clause 26. The company has the right to issue ordinary shares, preferred shares, debentures, shares that may be converted into ordinary shares, warrants to buy all types of securities, bills, securities or other types of instruments, and whether such characteristics are Which is allowed Or as prescribed by law or as determined by the law on public company, securities and stock exchange laws or any other law for offering to shareholders, citizens, or any person. The value of the instrument or securities set or set, or by giving a discount or at a higher price</p>
<p>(---None---)</p>	<p>Clause 27. Business care, allocation, distribution, and rental of residential buildings, commercial buildings, and other real estate</p>
<p>(---None---)</p>	<p>Clause 28. Conducting business as a service center to coordinate with different people in finance, business, commerce, industry, and other operations according to this objective</p>
<p>(---None---)</p>	<p>Clause 29. Operate services in the field of providing the feasibility study services of projects and making investment projects in real estate or any other investment projects.</p>
<p>(---None---)</p>	<p>Clause 30. Conducting business surveys and property appraisals, damages arising from casualty, including valuations in business operations both inside and outside the country.</p>
<p>(---None---)</p>	<p>Clause 31. Consultation services, advice and receive contact requests for land title deeds, surveying, separating and field examinations, as well as checking the validity of rights documents.</p>



Current of the Company objectives	Proposed revisions of the Company objectives
(---None---)	Clause 32. Operating advertising, public relations, sales and export agents of all kinds of products, via print media, online media, and various media of all types, buying, selling products, or as a mediator in trading products between manufacturers and consumers or from wholesaler.
(---None---)	Clause 33. Operate information services, news, entertainment, via radio, television, radio, cable television, satellite communication systems, internet systems, publications, as well as any other communication systems.
(---None---)	Clause 34. Operate business related to internet transactions, electronic commerce, e-commerce, and other electronic transactions of all types, both domestic and international, not related to direct sales or direct marketing.
(---None---)	Clause 35. Operate telemarketing, providing marketing services, research, and information consulting by using the phone, computer system, or all types of telecommunication systems as a medium of contact.
(---None---)	Clause 36. Operate an electronic payment service business, being a payment agent for products and services via information technology, internet, and electronic.
(---None---)	Clause 37. Operate the business of manufacturing, buy-sell, import, export, rent electronic products, computer program products, hardware and software.
(---None---)	Clause 38. Operate the business of designing, installing, electronic equipment products, computer programs, hardware and software.
(---None---)	Clause 39. Business services as a consultant and training in computer programs and information technology.
(---None---)	Clause 40. Operate various rights services Operations regarding renting, sublease, sale, purchase of copyright, patent, trademark, concession, license, ownership, franchise, and other privileges.
(---None---)	Clause 41 Operate Blockchain business.
(---None---)	Clause 42. Operate as an operator, organizers, brokers, or agents providing any services related to recreation, or sports, etc., such as selling air tickets, concert tickets.

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



The Chairman of Meeting gave an opportunity for the shareholders to express their opinions. When there was no opinion from the Meeting, please asked the Meeting to vote on the agenda item. This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Resolution: Approved the appointment for the amendment of the Company objectives Clause1, Clause 8, Clause 13, Clause17, Clause 20 and clause 26 and additional of the Company objectives clause 27-42, And approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives, from the original objectives of the company have amount 26 Clause edit to 42 Clause. In this regard, Chief Executive Officer, shall be authorized to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar’s order so as to complete the registration. with the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	498,586,015	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
Total	498,586,015	Votes	Total	100.00	%
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

Mr. Sakkaphongs Boonmee, Vice Chairman of the Board, informed the shareholder meeting about progress operation for the repossession of qualifications in order to resume trading (Resume stage).The Stock Exchange of Thailand grants period for the Company until March 31, 2020 to complete the process as follower;

Criteria for considering the delisting of the Stock Exchange of Thailand	Progress
1. Total shareholders’ equity > Baht 50 million	As the Company Consolidated financial statement of 31 December 2018, shareholders’ equity is Baht (10.05) million. The Company is in the process of improving its financial status in accordance with the SET's rules.
2. Net profit and retained earnings from the normal operation of the core business will continue in the future, under the same group of management at least 1 year before submission of the request (consider from annual or four quarterly financial statements audited by an auditor)	The Company in progress of improve performance.
3. Restructure debt more than 75% of total debt	The Company have finish restructure of debt under rehabilitation plan on March 2015.
4.The SEC considers that the Company has a stable financial position and stable operating results in line with its business condition. Also considering the cash flow of the business.	The Company in progress of improve performance.



Criteria for considering the delisting of the Stock Exchange of Thailand	Progress
5. The Company are qualified under the criteria of being a listed company before the date of the revocation, except for the distribution of minority interest.	Please consider the criteria for being a listed company*
6. Listed companies that are rehabilitated under the bankruptcy law must exit the rehabilitation through court.	The court has ordered the cancellation of the business rehabilitation of the company on 22 March 2015.

Criteria for considering the sustainability	Progress
1. Management Operation Management and control person must meet the required qualifications - Qualified, non-prohibited or non-appearance of lack of appropriateness to be trusted to manage Listed Company, under Public Company Act or according to the SEC and SET determined. - Not violate the rules, regulations, announcements, resolutions, committees or the registration agreement with the SET. As well as any circular lettering that may have a serious impact on the benefits or decisions of shareholders or investors or changes in securities prices.	Management, director and control person of the Company are meet requirement.
2. Good corporate governance are in place - Independent Directors (> 1/3 of BOD and at least 3 of the qualifications of the SEC) -The Audit Committee (at least 3 qualifications in accordance with SET)	An independent director who serves as the audit committee has been appointed 3 popes have qualifications of the SEC and SET
3. An auditor of the Company are approved by SEC	The Company approve for appointing A.M.T. & Associates to be auditor of the Company an auditor approved by SEC
4. An internal control systems as require of SEC are in place	The company is improving its internal control system as require of SEC are in place.
5. The Group of Company must not have any conflict of interest, as declare by SEC	The Group of Company have no any conflict of interest as require by SEC
6. Distribution of minority shareholders - Minority shareholders at least 300 persons - Minority shareholders at least 20 %	Meet requirement by SEC
7. Establish the Company's provident fund according to provident fund law	In progress of establishment



In order to comply criteria for resume trading (Resume stage) to comply of The Stock Exchange of Thailand, item 1,2 and 4. The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for Agenda No. 9-13 by objective to reserve for any investments in new bad non-performing debt and operation system or investments in projects/business that will support the Company's growth and sustainability and to be utilized as working capital. However, after the company sent the invitation Annual General Meeting of shareholders within the specified period. It appears that some shareholders not agree. The Board considers appropriate proposed the Shareholders' Extraordinary General Meeting to consider again, therefore withdrawing the agenda 9-13 as follows;

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

Agenda 10 To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital decrease of the Company.

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

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

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

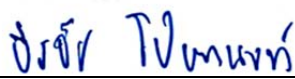
Agenda 14 To consider other issues (if any)

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

As there were nobody proposing for other matters or giving more comment, the Chairperson thanked the Shareholders and everyone who attended the Meeting. He declared the Meeting closed at 16.30 hours.

Ending of Meeting: 16.15 hours

Recorder by: Miss Kannapat Vatcharapanyaporn
Company Secretary



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