



**Annual General Meeting of Shareholders of 2021  
Venture Incorporation Public Company Limited**

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

The Meeting was convened on Monday, April 26, 2021 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. Sakkaphongs Boonmee, Vice Chairman of Board Director (“The Chairman of the Meeting”) of Venture Incorporation Public Company Limited (“the Company”)

**Beginning of the Meeting**

Due to the situation of the spread of the Coronavirus-19 (“COVID-19”) in Thailand, which is contagious, dangerous according to the Communicable Disease Act 2015, there is a tendency to spread rapidly. There is a constant increase in the number of people who have been infected and spread more widely. In addition, the Bangkok Metropolitan Administration’s notification on Sunday, April 25, 2021 Re: Temporary Close of Establishments (No. 25) has ordered a closure of establishments as risk which includes establishments set up for meetings and not allow to hold any activity having a risk of spread such as the meeting of more than 20 persons. Such measure shall start from Monday, April 26, 2021 until Sunday, May 9, 2021. The company have practiced strictly adheres to the policy of the Bangkok Metropolitan Administration’s notification.

In order to comply with the announcement of the Bangkok Metropolitan Administration’s notification. The company has prepared the Meeting's room for not more than 20 persons, for the rest of the shareholders, the company has prepared an additional meeting room by via Electronic Meeting, resulting in a possible meeting go smoothly and accordance with according to Section 103 of the Public Company Limited Act B.E. 2535 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, Informed at the commencement of the meeting of which there were 29 shareholders presenting at the meeting in person and by proxy representing 1,814,967,682 shares or 82.80% 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 2021, in order to deliver additional information and answer the questions to the Meeting.

**Directors Attending the Meeting**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Sakkaphongs Boonmee   | Vice Chairman of Board Director/ Chairman of Risk Management Committee/ Chairman of Executive director and Chief Executive Officer |
| 2. | Mr. Thakrit Jarasthanakij | Independent Director and Audit Committee/ Nomination and Remuneration Committee and Risk Management Committee                      |
| 3. | Mr. Chakaphan Pacharn     | Director and Executive director  |
| 4. | Mr. Thananrat Kijriopak   | Director   |
| 5. | Miss Jaruwan Chaiyoan     | Director/ Executive director and Managing director   |



**Directors not attending the Meeting**

1. Mr. Teerataht Poshyanonda Chairman of Board Director /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. Weerapol Ruetrakul Independent Director and Audit Committee/ Nomination and Remuneration Committee and Risk Management Committee
3. Mr. Charit Ponganutree Director and Executive director
4. Mrs. Thitiporn Sillaparassamee Director and Nomination and Remuneration Committee

**The following attendees the Meeting:**

1. Miss Patcharin Boonmee Director of Administrative Support / Acting Director of Accounting and Finance
2. Miss Kannapat Vatcharapanyaporn Company Secretary

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

1. Miss Wandee Chaisakulwat Auditor of BPR Audit and Advisory Company Limited (BPR)

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

1. For the purpose of voting, each share shall be counted as one vote. If any shareholder has interests in any matter on which the Meeting shall pass a resolution, such shareholder shall not have the right to vote on such matter.
2. In voting on each agenda, the Chairman of the Meeting shall inquire whether any shareholder wishes to disagree or incline from voting. In the event a shareholder wishes to disagree or incline from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration, to sign the ballot and hand them to the officers for the counting of votes.  
Before casting a vote for each agenda item, The Chairman of Meeting would give an opportunity for the shareholders to ask questions relevant to that agenda item as appropriate. A shareholder who wishes to ask a question, the shareholder would be asked to state his/her name and surname and inform whether he/she is a shareholder or a proxy before asking questions or giving an opinion on each occasion. Questions or opinions should be compactness and relevant to the agenda item being considered in order that other shareholders would also have an opportunity to exercise their right, and so that the Meeting would be conducted within the time frame. If a shareholder had any question irrelevant to the agenda item being considered, please ask such question during the consideration of the agenda item in respect of any other matters at the end of the Meeting.
3. In counting the votes, only the objection or abstention votes by the proxy or the ballot will be counted. The total of such objection votes, abstentions will be subtracted from the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda.
4. The results of the voting for every agenda for which voting was required shall be announced prior to the close of the Meeting.

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

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



**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders of 2020 which was held on Monday, August 24, 2020.**

The Chairman of Meeting informed the shareholder meeting to the Company had prepared minutes of the Annual General Meeting of Shareholders of 2020 which was held on Monday, August 24, 2020, have been prepared within 14 days according to Section 96 of the Public Company Limited Act B.E. 2535 and already sent to the SET and the Ministry of Commerce and disclosed on the Company’s website www.ventureinc.co.th. The Board thus propose to the shareholders’ meeting for approval of the said minutes, as per the Enclosure 1.

The Board of opinion that the Company has recorded the minutes of the Annual General Meeting of Shareholders of 2020 correctly and completely, therefore propose the shareholders for approval of the minutes of the Annual General Meeting of Shareholders of 2020 which was held on Monday, August 24, 2020.

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.

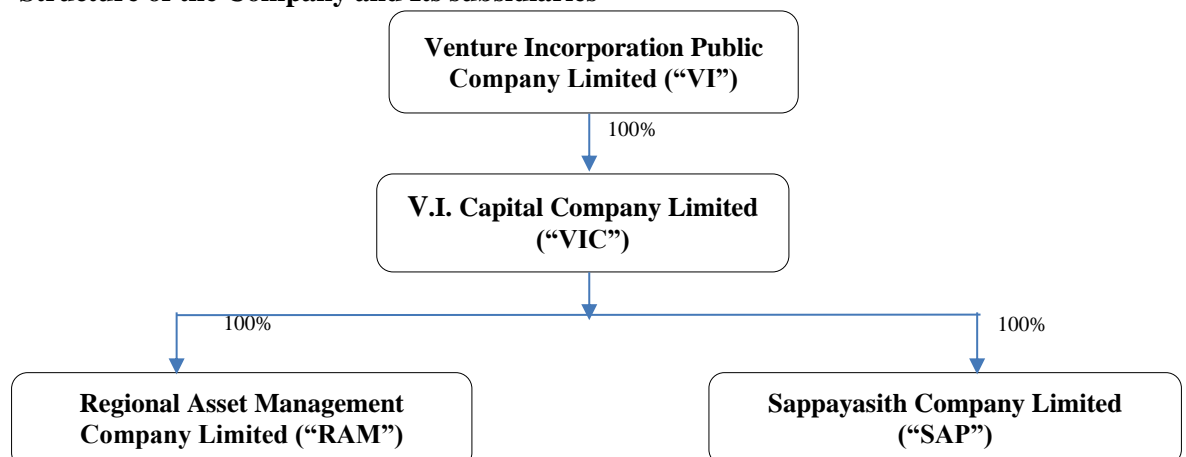
**Resolution:** Affirmed the minutes of Annual General Meeting of Shareholders of 2020 which was held on Monday, August 24, 2020, with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</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 2020 and the report of the Board for the fiscal year ending as at 31 December 2020**

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 2020 and the report of the Board for the fiscal year ending as at 31 December 2020, as essence is summarized as follows;

**Structure of the Company and Its subsidiaries**





As of 31 December 2020, 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.

**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.

**Associate****Anypay Company Limited (“Anypay”)****Paid-Up Capital:** Thai Baht 10 million**Activities:** To engage on service business of the agent for payment of goods and services through information technology, the Internet and electronic.**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.

Summary Financial Information (Baht)	Year 2020	Year 2019	Year 2018
Total revenue	24,985,454	20,368,138	16,414,220
Income from loan receivables from purchase of non-performing debts	-	2,172	279,032
Income from collection services	24,985,454	20,365,966	16,135,188
Total cost	(16,333,787)	(14,735,928)	(15,183,255)
Gross profit (loss)	8,651,667	5,632,210	1,230,965
Administrative expenses	(12,926,443)	(13,304,942)	(18,615,027)
Finance costs	(532,932)	(2,528,386)	(1,168,664)
Other income	532,589	334,505	2,395,180
Profit (loss) before income tax expenses	(3,801,665)	(10,497,010)	(39,875,053)
Total assets	58,027,834	25,851,354	41,540,611
Total Non-current liabilities	4,448,707	46,816,871	52,005,618
Total equity (capital deficiency)	53,579,127	(20,965,517)	(10,465,007)

*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 2020 to present, the government has announced a state of emergency declared in all areas of the Kingdom of Thailand dated March 25, 2020, Causing overall impact to all business sectors for the business of debt collection service was directly affected, from the policy give dept moratorium payment with debtors, especially state financial institutions inevitably.

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

August 11 2020, there was a private financial institution to visit the company, to consider sign an employment contract, Then, presentation to request the debt collection service and legal work with 3 other institutions the Company has signed an employment contract one more institution on October 19, 2020 and one more institution is signed an contract by December 2020, one more institution is signed an contract by March 2021, and deliver the work by March 2021 (January 2021, the company purchased non-performing assets from one more institution) The company is also scheduled present to request jobs with target companies every month, showed that the situation of the company should is likely to be better respectively.

**Products of the company**

No.	Employer List	Type of Debt Collection Service	Contract Date	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	27 February 2019 to 26 February 2021 (On 23 February 2021, was notified from the employer that in the process of renewal of the employment contract To December 2021)	XXX	XXXX	X.XX
		1.2 Debt collection service, prosecution and Legal Execution				
		1.3 Debt collection service	4 August 2020 to 3 August 2022	XXX	XXXX	X.XX
2	Government Housing Bank (GSB)	2.1 Debt collection for credit cards, cash cards and loans (1-90 days)	18 December 2020 to 17 December 2021	XXX	XXXXX	X.XX



No.	Employer List	Type of Debt Collection Service	Contract Date	Amount of Debt (Million baht)	Number of Receivables (Person)	Annual Income Per Year (Million Baht)
		2.2 Debt collection for loans (8-90 days)	3 December 2019 to 2 December 2020 (Waiting for approval to renew the contract as a result of consequences from the suspension according to the government policy. The company has been confirmed by the employer. There is a policy to renew the employment contract )	XXXX	XXXXXX	X.XX
3	Siam Kubota Leasing Co., Ltd. (SKL)	3.1 Debt collection service	1 January 2021 to 31 December 2021	XXX	XXXX	X.XX
		3.2 Debt collection service and Seize the car	1 January 2021 to 31 December 2021	XXX	XXXX	X.XX
4	Tri Petch Isuzu Leasing Co., Ltd. (TIL)	4.1 Field Work	January 1, 2020 (There is no expiration period of the employment contract until the employer terminates the contract).	XXXX/Person	XXX	X.XX
		4.2 Debt collection service		XX	XXXX	X.XX
5	Siam Saison Co.,Ltd.	5.1 Debt collection service	1 January 2021 to 31 December 2021	XXX	XXXX	X.XX
		5.2 Litigation work, Investigate and Legal Execution				
6	Gourmet Connect Co.,Ltd.	Debt collection service, Investigate and Legal Execution	28 September 2020-27 September 2023	XXXX	X	X.XX
7	Mahanakorn Rice Co., Ltd.	Debt collection service, Investigate and Legal Execution	28 September 2020-27 September 2023	X	X	X.XX
8	Eastern Commercial Leasing Public Company Limited	Debt collection service and Seize the car	21 October 2020 – 21 October 2021	XXX	XXX	X.XX
9	Thai Credit Guarantee Corporation (TCG)	Debt collection service	2 December 2020-31 December 2022	XXXX	XXXX	X.XX
10	Phaholyothin Asset Management	Litigation work, Investigate and Legal	1 March 2021-29 February 2024	XXXX	XXX	X.XX



No.	Employer List	Type of Debt Collection Service	Contract Date	Amount of Debt (Million baht)	Number of Receivables (Person)	Annual Income Per Year (Million Baht)
	Company Limited (A subsidiary of TMB Bank Public Company Limited)	Execution				

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

No.	Employer List	Type of Debt Collection Service	Estimated Amount of Debt (Million baht)	Estimated Number of Receivables (Person)	Annual Income Per Year (Million Baht)	Status
1	Thanachart Bank Public Company Limited (Tbank)	Debt collection service (Home Loans)	XXX	XXXX	X.XX	Waiting for contract signing Quarter 1/2021
2	Government Housing Bank (GSB)	Personal loans from 90 days or more Credit equity loan From 90 days or more	XXX	XXXX	X.XX	Send Proposal / Wait TOR
3	CIMB Thai Bank Public Company Limited (CIMB)	Debt collection service (Home Loans)	XXX	XXXX	X.XX	Send Proposal / Wait Visit
4	G H Bank	Debt collection service, prosecution and Legal Execution (Home Loans)	XXX	XXXX	X.XX	Send Proposal / Wait Present
5	True Corporation Public Co., Ltd.	Debt collection service	X Baht/ Person	XXXXX	X.XX	Present / Waiting the policy assign the job
6	Bangkok Bank Public Co., Ltd. ) BBL)	Debt collection service Credit Cards and Personal Loans	XXX	XXXX	X.XX	Send Proposal / Wait Present
7	Kasikorn Bank Public Co., Ltd. (Kbank)	Debt collection service Credit Cards and Personal Loans	XXX	XXXX	X.XX	Send Proposal / Wait Present
8	L H Bank Public Co., Ltd. ) LH)	Home Loans, prosecution and Legal Execution	XXX	XXXX	X.XX	Send Proposal / Wait Present
9	Krungthai Public Co., Ltd. ) KTB)	Prosecution and Legal Execution	XXX	XXXX	X.XX	Change of management /Waiting the policy assign the job
10	Mahanakorn Asset Management Company	Debt collection service, prosecution and Legal Execution	XXX	XXX	X.XX	Waiting the policy assign the job





The Board considers appropriate to propose the shareholders to acknowledge the performance of the Company for the fiscal year ending as at 31 December 2020 and to acknowledge the report of the Board for the fiscal year ending as at 31 December 2020, and considers that they are correct.

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 as per the Enclosure No. 2

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

Matters	Unit: Baht	
	Year 2020	Year 2019
Total Assets	58,027,834	25,851,354
Total Debts	4,448,707	46,816,871
Shareholders' Equity	53,579,127	(20,965,517)
Total Income	25,518,043	20,702,643
Profit for the year	(3,801,665)	(10,497,010)
Profit Per Share (Baht/Share)	(0.002)	(0.017)

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 2020, 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 2020, 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	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</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 2020**

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 2020 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 24.99 million, the Company have operation cost and expenses Baht 29.26 million, During the year 2020, the Company has reversed the provision for doubtful debts from impairment in loan receivable from purchase of non-performing debts totalling 2.61 million baht, thus the Company have Loss from operation amount Baht 3.80 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 2020, Dividend Policy of the Company at least 30 percent of the net profits. When the company is retained earnings, Shareholders will receive dividends.

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 2020 because the Company has a net loss amount Baht 3.80 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	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
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 of Meeting informed the shareholder meeting to aimed to comply with clause 14 and 27 (4) of the Company's Articles and Section 71 of Public Company Act of B.E. 1992 (as Amended) which requires that the annual general meeting of shareholders shall elect director(s) replacing the directors who resign by rotation at the ratio of one-third. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. The directors who remained in office for the longest time shall vacate office. Directors vacating office under this Section may be re-elected. For this year, the directors vacating office are 2 persons as follows:

Name	Type of Director	Number of Years in Office	Attending the Meetings
(1) Mr. Teerataht Poshyanonda	Chairman of the Board of Directors / Chairman of the Audit Committee and Independent directors	2 Year	100%



Name	Type of Director	Number of Years in Office	Attending the Meetings
(2) Mrs. Thitiporn Sillaparassamee	Director/ Independent directors	3 Year	100%

*(As per the Enclosure 3)*

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

The Board, excluding directors who has interest, considers to approve as per the proposal of the Nomination and Remuneration Committee (excluding the interested director who abstained from voting) that it is appropriate to propose to the Shareholders to consider and approve the appointment of directors in replacement of those who are due to retire by rotation to continue being directors for another period, namely (1) Mr. Teerataht Poshyanonda and (2) Mrs. Thitiporn Sillaparassamee, 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) and (2) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Securities and Exchange Commission and the Stock Exchange of Thailand and The Company definition of "Independent Directors". *(As per the Enclosure 5)*

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:** The Meeting approve the appointment of director(s) replacing the director(s) who will retire by rotation as follows:

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

Approved	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

- (2) Mrs. Thitiporn Sillaparassamee, Independent Director and Nomination and Remuneration Committee with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%



**Agenda 6 To consider the approve the appointment of the new directors.**

The Chairman of Meeting informed the shareholder meeting to reserve for the expansion of the Company Business, to drive the Company’s business in line with the vision, mission, strategic directions and policies. it is recommended to propose to the Shareholder’s Meeting to appointment of the one new directors appoint, namely Miss. Patcharin Boonmee. (As per the Enclosure 4)

The Board considers appropriate Proposed the Shareholders’ Annual General Meeting to consider and approval the appointment of the one new directors, namely Miss. Patcharin Boonmee as a Director, have competency with diverse knowledge, experience and expertise that are beneficial to business operations, to be aligned with the Company’s strategic direction and have qualifications as per the Public Company Act of B.E. 1992 and the relevant notifications of the Capital Market Supervision Board, according to the Securities and Exchange Commission and the Stock Exchange of Thailand and The Company definition of “Independent Directors”, according to the offer by the Nomination and Remuneration Committee, including the approval of the Board of Directors.

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

**Resolution:** The Meeting approve the appointment of iss. Patcharin Boonmee as a new directors with the majority votes of the shareholders, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 7 To consider remuneration of directors for the year 2021**

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 2021 to be the same as 2020 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. Chakaphan Pacharn 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 2021 to be the same as 2020 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	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

**Agenda 8 To consider appointment of auditor and remuneration of auditor for the year 2021**

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

The Board considers appropriate to propose to shareholders for appointing Mr. Boonlert Kaewphanpurk a licensed auditor No. 4615; and/or Miss Rungtawan Bunsakchalerm a licensed auditor No. 6031; and/or Miss Piyanuch Kasemsupakorn a licensed auditor No. 6303 of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2021. 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 2021 in the amount not exceeding of Baht 1,000,000 as recommended by the Audit Committee and endorsed by the Board of Directors.

*Unit: Baht*

Auditor's Remuneration Venture Incorporation Public Company Limited and Subsidiaries	BPR Audit and Advisory Company Limited (BPR) Year 2021	BPR Audit and Advisory Company Limited (BPR) Year 2020
Fee for auditing of interim/ quarter financial statements	480,000.00	480,000.00
Fee for auditing of annual financial statements	520,000.00	520,000.00
<b>Total</b>	<b>1,000,000.00</b>	<b>1,000,000.00</b>

*(Note: The audit fee proposed for the year 2021 is Baht 1,000,000, excluding other expenses, i.e., transportation, Stamp duty, Financial statement preparation, of which will be reimbursed on actual basis.)*

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

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

**Resolution:** Approved the appointment of auditor and remuneration of auditor for the year 2021 by appointing Mr. Boonlert Kaewphanpurk a licensed auditor No. 4615; and/or Miss Rungtawan Bunsakchalerm a licensed auditor No. 6031; and/or Miss Piyanuch Kasemsupakorn a licensed auditor No. 6303 of BPR Audit and Advisory Company Limited as the Company's auditing firm for the year 2021. 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 2021 in the amount not exceeding of Baht 1,000,000 as recommended by the Audit Committee and endorsed by the Board of Directors. *(excluding other expenses, i.e., transportation, Stamp duty, Financial statement preparation, of which will be reimbursed on actual basis)*, of the total number of votes of the shareholders attending the meeting and having the right to vote, as follows:

Approved	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%



**Agenda 9 To consider and approve for additional the of the Company objectives clause 43-52, 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 42 Clause edit to 52 Clause**

The Chairman of Meeting informed the shareholder meeting to support the business operation and the expansion of the business of the Company therefore to proposed the Shareholders' Annual General Meeting to consider and approve for additional the of the Company objectives and approve the amendment to Clause 3 of the Memorandum of Association to be in line with of the Company objectives.

The Board considers appropriate proposed the Shareholders' Annual General Meeting to consider and approve for additional the of the Company objectives clause 43-52, 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 42 Clause edit to 52 Clause.

Current of the Company objectives	Proposed additional of the Company objectives
(---None---)	Clause 43. Operating business in factoring, leasing and confirming.
(---None---)	Clause 44. Operating business in collateral service providing and following Contract for other. Including guarantee for individual, who is entering or exiting Thailand, following immigration law, taxes law and other legal term.
(---None---)	Clause 45. Operating business in leasing, hire purchase, purchase, purchase acquisition, causing acquisition, renting, refinancing management, and selling all types of assets and concession.
(---None---)	Clause 46. Entering into contract that promote and increase the manufacturing, selling , purchasing and maintenance goods, commodities, other item or any assets that can be sold by purchasing, selling, hire purchasing or easy payment by providing financed support to the company business or individual or providing support to the company, business or individual by action , operation , one condition or all condition that stater above in characteristic that recessary, benefit and related to the company or in a manner for one of these objectives trading selling agreement collateral providing, guarantee ponding, or providing financial support or other kind of support or specific objective that follow the agreement in characteristic that required or beneficial.
(---None---)	Clause 47. Guarantee the payment or any obligation, contract , Burden or being collateral prondier for indivdual Business or company for any opjective and being representatire for collecging transaction , payment or any actinty as a representatine for pronding service to the customers or other indisidunl pronding collateral and insurance for any damage.
(---None---)	Clause 48. Being a consultant to manage or participate in joint loan for the indivdual or company regardless of location or currency and being a consultant to manage or participate in pronding guarantee for the payment in debt, asset , tiability that can Erans form to debt , promissory note, commercial ticket, Financial instruments and raise funds management for non-public investors regarelless of currency in the contract Related financial instrument or condition or condition or place of residence of other.
(---None---)	Clause 49. Operating business in hire, rent and hire purchase Equipment including industrial, construction, logistic, Office, agriculture and other tools for professions practice.



Current of the Company objectives	Proposed additional of the Company objectives
(---None---)	Clause 50. Conduct business being manager and monitor the benefit and manage asset for other individual with purchasing or selling goods, which is an act with banks or other financial institutions or foreign financial source, which does not contain characteristic of crowdfunding.
(---None---)	Clause 51. Transferring service for the claim that caused by selling goods and services.
(---None---)	Clause 52. Transferring service for the business, asset right and duty of individual that have benefit to 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 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 additional the of the Company objectives clause 43-52, 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 42 Clause edit to 52 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	1,814,967,682	Votes	Total	100.00	%
Disapproved	-	Votes	Total	-	%
<b>Total</b>	<b>1,814,967,682</b>	<b>Votes</b>	<b>Total</b>	<b>100.00</b>	<b>%</b>
Abstained	-	Votes	Total	-	%
Voided Ballot	-	Votes	Total	-	%

#### Agenda 10 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.

After completing the consideration of Agenda 1-9 There were shareholders inquiring as follows:

Mr. Thammarat Opasathien Proxies from the Promotion Association Thai investors	Asking as following: 1. Overview of the debt collection business And the direction of growth. 2. How does the company have its strategy to generate revenue and profit in 2021? 3. What is the cause of the company posting the SP and NC marks? and when is it open for trading in The Stock Exchange ? 4. Nature of business of Leasing Assets and Confirming 5. How does the company have to increase capital or Find funding sources investment?
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Mr. Sakkaphongs  
Boonmee,  
Chief Executive  
Officer

Clarification of information as follows

1. As the outbreak of the COVID-19, Causing overall impact to all business sectors for the business of debt collection service was directly affected, from the policy give dept moratorium payment with debtors, especially state financial institutions inevitably. However, the nature of the debt collection service business will have more positive impact than other businesses if the moratorium policy eases, any residual debts that have not been resolved will also return and likely to be more, from such an event building morale and encouragement for employees is an urgent issue. In order to get through the crisis with understanding, cooperation, aiming for the same goal make all of us work more available efficiently.
2. From the past performance, the company began to revenues in the third and fourth quarter of 2020. Since the Company has improved the organizational structure, expenses reduction, Build morale and Encouragement. The Board of Directors has approved the relocation of the workplace, To support future jobs so that the company has a usable space suitable for business operations there is a clear separation of the work groups, To be able to manage the work efficiently and effectively. The new office can accommodate 150-200 employees. There is a meeting room that can accommodate shareholders' meetings, which helps reduce meeting expenses, Have a convenient journey, Near Labor Sources and Residential Areas, Public Services such as Police Stations, Fire Stations, Educational Institutions, Hospital, For companies and employees will have the convenience of using the service.
3. The Company categorized in the Non-Performing Group: NPG Sector companies Under Rehabilitation, the company sent letter inform the improvement the implementation of the criteria for considering the delisting to consider to the Stock Exchange of Thailand. By the Company is still committed will perform our duties to the best of our abilities, while considering benefits while considering benefits of all stakeholders, to drive our business towards greater prosperity and sustainability.
4. The Company increasing objectives related to operating business in factoring, leasing and confirming to support the business operation and expansion of the company in the future.
5. At present, the Company has funding sources from offering to the existing shareholders to operate the business of the company.



## Venture Incorporation Public Company Limited

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

บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

เลขที่ 544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

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

**Ending of Meeting:** 11.35 hours

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

Chairman of the Meeting

(Mr. Sakkaphongs Boonmee)

Vice Chairman of the Board and Chief Executive Officer