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Invitation to Attend the Annual General Meeting of Shareholders for the Year 2019

Thai Capital Corporation Public Company Limited

On Friday, April 26, 2019 at 10.00 hours

(Registration starts at 8.30 a.m.)

**Infinity Room, 7th Floor, AETAS Lumpini 1030/4
Rama IV Road, Tung Maha Mek, Sathorn, Bangkok**

No Souvenirs To Be Given: In order to comply with the guideline campaigned by the supervising authorities in relation to the decrease or cancellation of souvenirs given at the Annual General Meeting of the Shareholders. The Company will still provide a set of snack box to shareholders or their attending proxies who attend the Meeting (one set per one person).

March 26, 2019

Re: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2019

To: Shareholders of Thai Capital Corporation Public Company Limited

- Enclosure
1. The Minutes of the Annual General Meeting of Shareholders for 2018
 2. The Curriculum Vitae of the Nominated Persons to Be Elected as Directors
 4. The Definition of Independent Directors
 5. The Articles of Association Regarding the Shareholders Meeting and Vote Casting
 6. The List of document or evidence that must be presented in order to attend the AGM
 7. Proxy (Form A. & B.)
 8. Map of the Meeting Venue

The Board of Directors of Thai Capital Corporation Public Company Limited (“the Company”) has resolved that the Annual General Meeting of Shareholders for the Year 2019 be held on Friday, April 26, 2019 at 10.00 hrs. at the Infinity Room, 7th Floor, AETAS Lumpini, 1030/4 Rama IV Road, Thung Maha Mek, Sathorn Bangkok for consideration of the following agendas :

Agenda 1 Matters for acknowledgement by the Chairman

Agenda 2 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2018

Fact and reasons: The Company prepare the minutes of the Annual General Meeting of Shareholders for the year 2018 which held on April 25, 2018 completely and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date as required by law including published on the Company's website (www.thaicapital.co.th). The details are shown in the enclosure 1.

Board’s Opinion: Resolved to propose the shareholders’ meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2018 which held on April 25, 2018.

Agenda 3 To acknowledge the operations for the year 2018

Fact and reasons: The Company prepared the report relating to the Company’s business operations of the year 2018 in all aspects as the details appeared in the 2018 Annual Report according to the QR Code in the invitation letter form.

Board’s Opinion: Resolved to propose the shareholders’ meeting to consider and approve the operations for the year 2018.

Agenda 4**To consider and approve the financial statement for the year ended December 31, 2018****Fact and reasons:**

Pursuant to the Section 112 of the Public Limited Company Act B.E. 2535, a company shall propose the statement of financial position and statement of income for the year ended December 31, 2018 which were audited and certified by the auditors for the Shareholders Annual General Meeting's approval.

The Company prepared the statement of financial position and statement of Income for the year ended December 31, 2018 which were audited and certified by the auditors from Siam Truth Audit Co., Ltd. and reviewed by the Audit Committee as the details appeared in the 2018 Annual Report according to QR Code in the invitation letter form.

Summary of Total Operating Performance and Total Financial Position

Total Operating Performance	Unit	Year 2018	Year 2017
Revenue from sales	Million Baht	1,327.66	1,293.93
Profit (loss) for the year	Million Baht	4.08	(60.42)
Total comprehensive income (loss)	Million Baht	3.06	(62.35)
Basic earnings (loss) per share	Baht	0.0032	(0.0472)
Total Financial Position	Unit	As at Dec. 31, 2018	As at Dec. 31, 2017
Assets	Million Baht	978.15	1,141.36
Liabilities	Million Baht	177.33	343.61
Equity	Million Baht	800.81	797.75

The Audit Committee considered and reviewed the statement of financial position and statement of income for the year ended December 31, 2018 which were audited and certified by the auditors of Siam Truth Audit Co., Ltd., and deemed it appropriate to propose to the Board of Directors in order to propose for the Shareholder Annual General Meeting's approval.

Board's Opinion:

Resolved to propose the shareholders' meeting to consider and approve the financial statement for the year ended December 31, 2018 which were audited and certified by the auditors and reviewed by the Audit Committee.

Agenda 5**To consider and approve the omission dividend payment for the year 2018****Fact and reasons:**

Pursuant to the Section 115 of the Public Limited Company Act B.E. 2535 and Article 45 of the Company's Articles of Association prescribed that No dividend shall be paid otherwise than out of profits, which includes the

retained earnings. If the Company still has an accumulated loss, no dividend shall be paid.

The operating results of the Company starting from January 1 - December 31, 2018 audited by Siam Truth Audit Co., Ltd., recorded Baht 8,659,069 net losses.

Board's Opinion: Resolved to propose the shareholders' meeting to consider and approve the omission dividend payment for the year 2018 because the Company's operating results for the year 2018 was net losses.

Agenda 6 **To consider and approve the re-election of directors to replace those who are due to retired by rotation**

Fact and reasons: The Section 71 of the Public Limited Company Act B.E. 2535 and Article 17 of the Company's Articles of Association prescribed that at every annual general meeting of shareholders, one-third (1/3) of the Directors have to retire by rotation. If not, the nearest numbers of one-third (1/3) shall retire. However, the retiring Directors are eligible for re-election. The Directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. After that, the remaining Directors with the longest term of service shall be retired.

In the year 2019, there are 3 Directors who are due to retire by rotation namely;

- | | |
|-------------------|---------------|
| 1) Mr. Songyos | Noppaprach |
| 2) Mr. Nutthirutt | Wanwimonphong |
| 3) Mr. Kamphol | Patana-anukul |

Encourage good corporate governance; the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director from December 1, 2018 - January 31, 2019 through SET news release and the Company's website. There was no proposal of Director Nominee submitted to the Company.

The Nomination and Remuneration Committee, except the Director considered having a conflict of interest in this election, had considered the qualification of those nominees in compliance with the related rules and regulations, along with their various knowledge, abilities and experiences including the performance in the role of director individually. Then, the Nomination and Remuneration Committee was resolved to propose to the Board of Directors who considered it deems appropriate to propose to the Shareholders' Meeting to consider and elect of 3 directors whose terms expired by rotation to be the directors of the Company for another term.

Board's Opinion: The Board of Directors, except the Directors considered having a conflict of interest in this election resolved to propose the shareholders' meeting to

consider and elect of 3 directors whose terms expired by rotation to be the directors of the Company for another term.

Agenda 7

To consider and approve the remuneration of directors for the year 2019

Fact and reasons:

According to Article 23 of the Articles of Association of the Company, Directors shall be entitled to be remunerated by the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to the Company's Articles of Association or the approval of the Shareholders' Meeting.

The Nomination and Remuneration Committee has considered the Directors' remuneration for the year 2019 by taking into account the following matters; the Company's performance, the duties and responsibilities of the directors, together with conformity of other similar size listed companies within the same industry. It deemed appropriate to propose the Shareholders' Meeting to consider and approve the Directors' remuneration for the year 2019 of not exceeding Baht 4,000,000 which is the same rate as year 2018 as follow;

The Directors' Remuneration	Year 2019	Year 2018
1. Fixed Remuneration (Baht/Person/Year)		
- Chairman of the Board of Directors	252,000	252,000
- Chairman of the Audit Committee	252,000	252,000
- Vice Chairman	150,000	150,000
- Independent Director	150,000	150,000
- Member of the Audit Committee	204,000	204,000
2. Meeting Allowance (Baht/Person/Attendance)		
- Chairman of the Board of Directors	12,500	12,500
- Chairman of the Audit Committee	12,500	12,500
- Chairman of the Nomination and Remuneration Committee	12,500	12,500
- Director	10,000	10,000
- Independent Director	10,000	10,000
- Member of the Audit Committee	10,000	10,000
- Member of the Nomination and Remuneration Committee	10,000	10,000
3. Bonus: to be allocated by the Board of Directors		
Total Remuneration (Baht) not exceeding	4,000,000	4,000,000

Board's Opinion:

Resolved to propose the shareholders' meeting to consider and approve the remuneration of Directors for the year 2019 as proposed by the Nomination and Remuneration Committee.

Agenda 8

To consider and approve the appointment of the auditor and determination the auditing fee for the year 2019

Fact and reasons:

In compliance with Section 120 of the Public Limited Company Act B.E. 2535 and Article 40 of the Article of Association of the Company which specify that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually, which the same auditor of the past years could be reappointed. In addition, the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

The Audit Committee deems appropriate to propose the Shareholders' Meeting to consider and approve the appointment of the Company's auditor and determination the auditing fee for the year 2019 according to the following details:

- 1) To appointment the auditors from Siam Truth Audit Co., Ltd. according to the following namely to be the Company's auditor for the year 2019.

Name	CPA License No.	Year as the auditor of the Company
Mr. Bunjong Pichayaprasat	7147	-
Mr. Kraisit Silapamongkonkul	9429	5 years (2014-2018)
Miss Khaymanundt Chaichuen	8260	-

Require that any one of the auditors has the power to examine, review and comment on the financial statements of the company. In the event those auditors are unable to perform their duties, Siam Truth Audit Co., Ltd. is authorized to assign other authorized auditors to perform the audit with an approval of the Board of Directors first.

The auditor from Siam Truth Audit Co., Ltd. according to the above namely has no relationship or a conflict of interest with the Company / subsidiaries / executives / the major shareholders or the related person of such. The said auditor is accordingly independent to audit and comment the Company's financial statements.

- 2) The determination the auditing fee for the year 2019 of not exceeding Baht 1,230,000 which is the same rate as year 2018 as follow;

Audit Fee	Year 2019	Year 2018
Audit Fee of the Company (Baht)	1,230,000	1,230,000
Other Fee (Baht)	-	-
Total Fee (Baht)	1,230,000	1,230,000

***Remark:** The audit fee excludes out-of-pocket expenses such as traveling, overtime pay, stamp, etc.*

Board's Opinion:

Resolved to propose the shareholders' meeting to consider and approve the appointment Mr. Bunjong Pichayaprasat, CPA License No.7147 or Mr. Kraisit Silapamongkonkul, CPA License No.9429 or Miss Khaymanundt Chaichuen, CPA License No.8260 of Siam Truth Audit Co., Ltd. to be the Company's auditor for the year 2019, require that any one of the auditors has the power to examine, review and comment on the financial statements of the company.

In the event those auditors are unable to perform their duties, Siam Truth Audit Co., Ltd. is authorized to assign other authorized auditors to perform the audit with an approval of the Board of Directors first. The determination the auditing fee for the year 2019 of not exceeding Baht 1,230,000 excludes out-of-pocket expenses such as traveling, overtime pay, stamp, etc.

Other subsidiaries will appoint the company's auditor for the year 2019 from other auditing firm. The Board of Directors will ensure that the financial statement can be providing a timely basis.

Agenda 9

To consider other matters (if any)

This agenda is for the shareholders to query (if any) and/or for the Board of Directors to give answer or clarification (if any) to the shareholders. No any other business will be considered and approved or resolved under this agenda item.

The Company will open for shareholders registration from 8:30 hours. For the convenience of the Shareholders and Proxies to proceed with the registration faster, please bring documents and evidences as listed in Attachment 5 to be presented on the meeting date for registration. If you are unable to attend the Meeting in person, please appoint any person or the Company's independent directors of the Company to be a proxy to attending and voting this Meeting on your behalf with fill out the details and sign in the Proxy Form A. (General appointment) or Form B. (Specific voting appointment) as Attachment 6 by choosing to use one of the specified methods only.

For the Shareholders to receive the utmost benefit from the Meeting including to reserve the Shareholders' privileges, if any Shareholders would like the Company to give explanation for the issues relating to this proposed agenda, questions can be sent in advance to email: phawinee.t@thaicapital.co.th Telephone No. 02-685-3600 Ext. 300 and kindly indicate the

Shareholders' name including the contactable address, the questions of which will be collected for further explanation.

We greatly appreciate your attendance of the Meeting on the date, time and place as prior stated.

Sincerely yours,



(Mr. Munsin Chaivikrai)
Chairman of the Board of Directors

Remark:

1. The Company sent the Invitation to Shareholders to propose the 2019 Annual General Shareholders' Meeting Agenda in advance from December 1, 2018 to January 31, 2019. It is appeared that there are no shareholders proposed any agenda for the meeting.
2. The Company has posted this Invitation of attending the Annual General Meeting of Shareholders for the year 2019, including all attachments and proxy forms on the Company's website (www.thaicapital.co.th) since March 26, 2019 onwards.
3. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2019, and to receive dividend are those whose names are listed on the Record Date. The Company fixed the Record Date to be on March 19, 2019.
4. The Shareholders can download the 2018 Annual Report and the 2018 Integrated Sustainability Report via QR Code in the invitation letter form which has been sent together with this invitation letter. If any Shareholders require the printed version, please sent to email: phawinee.t@thaicapital.co.th

The Minutes of the Annual General Meeting of Shareholders for 2018
of
Thai Capital Corporation Public Company Limited

The 2018 Annual General Meeting of Shareholders was held on April 25, 2018 at 10.00 a.m. at the Infinity Room, 7th Floor, AETAS Lumpini, 1030/4 Rama IV Road, Thung Maha Mek, Sathorn, Bangkok.

Prior to an opening of the meeting, the Announcer informed to the meeting about the security system of the meeting's venue and informed that Mr. Munsin Chaivikrai, Chairman of the Board of Directors unable to attend the meeting. According to the Company's Article of Association Clause 36 which specifies that the Chairman of the Board of Directors shall be the Chairman of shareholders' meetings, and if the Chairman of the Board of Directors does not present himself at a shareholders' meeting or cannot perform his or her duty, the Vice Chairman of the Board of Directors shall be the Chairman of the meeting. If there is no Vice Chairman or there is a Vice Chairman who is not present at the meeting or cannot perform his or her duty, the shareholders present shall elect one shareholder to be the Chairman of the meeting. To comply with the Company's Article of Association, the Announcer invited Mr. Kittisak Chaivikrai, Vice Chairman to act as the Chairman of the Meeting.

The Chairman opened the Meeting and assigned the announcer to conclude the number of shareholders and number of shares in attendance. The Announcer reported the meeting that at the book closing date, the Company had registered capital 639,708,032.50 Baht divided into the ordinary shares of 1,279,416,065 shares, at the par value 0.50 Baht per share. For the Meeting, there were 81 shareholders attending the Meeting by persons and proxy holders, representing 805,446,239 shares or equivalent to 62.95% of the total number of shares which were sold and fully paid and were eligible for voting. According to the number of the shareholders and shares as mentioned above, it was deemed that the meeting constituted a quorum according to the Company's Article of Association Clause 35, which specifies that shareholders and proxies attending at the meeting for less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one – third of the total number of shares sold shall constitute a quorum.

After that, the Chairman assigned Mr. Boon-anant Srikhao, Managing Director to introduce the Board of Directors, Executive Directors, Legal Counsel and Auditors who attending and inform the method of voting to meeting as follows;

Attendance: the Board of Directors and the Management

1. Mr. Kittisak	Chaivikrai	Vice Chairman and acting as the Chairman of the Meeting
2. Miss Yupin	Chaivikrai	Vice Chairman and Member of the Investment Committee
3. Mr. Charoenchai	Chaivikrai	Director Chief Executive Officer Chairman of the Risk Management Committee Chairman of the Investment Committee

4. Dr. Thanakorn	Wangpipatwong	Member of the Nomination and Remuneration Committee and Chief Executive Officer Independent Director Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee
5. Mr. Songyos	Noppaprach	Independent Director Member of the Audit Committee and Member of the Nomination and Remuneration Committee
6. Mr. Vasu	Siriyong	Independent Director and Member of the Audit Committee
7. Mr. Kamphol	Patana-anukul	Director Member of the Executive Committee Member of the Risk Management Committee Member of the Investment Committee and Chief Financial Officer
8. Mr. Boon-anant	Srikhao	Director Member of the Executive Committee Member of the Risk Management Committee Member of the Nomination and Remuneration Committee Member of the Investment Committee and Managing Director

Attendance: Legal Counsel and Auditors

1. Mr. Teerasak	Passaree	Legal Counsel
2. Mr. Kraisit	Silapamongkonkul	Auditor from Siam Truth Audit Co., Ltd.
3. Mr. Chaiwat	Saetiauw	Representative from Siam Truth Audit Co., Ltd. as the inspect the vote counting

The Managing Director informed the method of voting for each agenda to the Meeting that in casting vote, one share is counted as one vote and in casting vote in each agenda; the moderator of each agenda would ask the meeting if there was any shareholder who would like to vote disagree or abstain. The shareholders shall raise their hands only in the case of voting disagree or abstain. The staff will collect the ballot from shareholders who raised hands for counting. The shareholders who did not raise hands would be considered as if they agreed with the proposal on such agenda.

Therefore during the meeting, if has any shareholders who would like to leave before the meeting was finished, they would be requested to vote for the remaining agendas and send the ballots to the Company's staff. And if there were any shareholders who had any question or opinion, they were requested to raise their hands and inform the names before proposing opinion or asking any questions. Any questions or comments not relevant to the ongoing agenda, they were requested to ask or comment in the Agenda No.14: To consider other matters.

After that, the Chairman requested the Meeting to acknowledge and confirm such methods of voting, to which there was no objection from the shareholders. The Chairman then convened the Meeting in sequence of each items as follows;

Agenda 1 Matters for acknowledgement by the Chairman.

- None -

Agenda 2 To consider and certify the minutes of the Extraordinary General Meeting of shareholders No. 1/2017.

The Chairman assigned Mr. Boon-anant Srikhao, Managing Director as the presenter.

The Managing Director informed to the meeting that the minutes of the Extraordinary General Meeting of shareholders No. 1/2017, held on June 29, 2017 has been completely recorded with the resolutions of the meeting and sent to all shareholders with attachment in the invitation letter. The details as shown in the enclosure 1 page 10. Therefore the Board of Directors has considered and appropriate to propose to the meeting to consider and certify such minutes.

The Managing Director inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Managing Director requested for the resolution of the meeting.

Resolution: The Meeting resolved that the minutes of the Extraordinary General Meeting of shareholders No. 1/2017 with unanimity votes of the shareholders as follow;

Agreed	805,446,239	Votes	or	100	%
Disagreed	0	Votes	or	0	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 3 To acknowledge the operational results of the Company for the year 2017.

The Chairman assigned Mr. Kamphol Patana-anukul, Chief Financial Officer as the reporter.

The Chief Financial Officer reported the operational results of the Company for the year 2017 as follows;

Statements of Financial Position

As of December 31, 2017 the total assets were 1,141.4 million baht, increased from previous year 225.2 million baht, due to the increased of property, plant and equipment for investment in agricultural wholesale market business.

The total current assets were 404.9 million baht, decreased from previous year by 288.1 million baht. Non – current assets were 736.5 million baht, increased from previous year by 513.3 million baht, due to the decreasing of current assets and increasing of non – current assets which were investment in agricultural wholesale market business as mentioned above.

The total liabilities were 343.6 million baht, increased from previous year by 287.5 million baht, due to the increasing of land payable. The value of land and building for investment in agricultural wholesale market business as of December 31, 2017 was not fully paid.

The total shareholders' equity was 797.8 million baht, decreased from previous year by 62.4 million baht, due to the net loss in 2017.

Statements of Comprehensive Income

The revenue from sale in 2017 was 1,276 million baht, increased from previous year by 217.4 million baht or 20.5%. However, due to high competition in domestic coal market especially in pricing, the gross margin of coal business decreased from previous year by 5%.

The selling expenses of coal business in 2017 were 74.1 million baht, decreased from previous year by 10.1 million baht or 12.0%.

The revenue from ice-cream business in 2017 was 17.8 million baht, increased from previous year by 4.2 million baht or 30%. The gross margin was 5.74 million baht, decreased from previous year was 5%. The selling expenses of ice-cream business in 2017 were 15.3 million baht, increased from previous year by 3.7 million baht or 30%.

TCC's Group had administrative expenses in 2017 were 99.8 million baht, increased from previous year by 39 million baht or 64%. The major expenses increased from previous year are the expenses related to the feasibility study of establishment of the agricultural wholesale market business which is a new business of TCC's Group as mentioned above.

TCC's Group had other revenues in 2017 were 9.5 million baht, decreased from previous year by 9.1 million baht and tax expenses in 2017 were 1.9 million baht, decreased from previous year by 4.7 million baht.

Financial Ratio

The current ratio in 2017 was 1.2 times, decreased from previous year by 12.9 times, due to decreasing of investment in agricultural wholesale market business. The debt to equity ratio in 2017 was 0.43 times, increased from previous year by 0.07 times with the same reason.

The average collection period in 2017 was 80.9 days, faster than the previous year by 7 days, the average inventory period in 2017 was 33.7 days, nearby with the previous year by 32.7 days, the Payment period in 2017 was 54.40 days, slower than the previous year by 33 days, The return on equity and return on assets cannot be calculated because of the net loss in 2017.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

Ms. Ungsumalee Mulnoi, the shareholder asked “How about the progress in the waste energy business?”

The Chief Financial Officer informed the meeting that “From studying the feasibility of investing in such businesses. Found that there are many risk factors so the Board of Directors considered and decided that it should not invest on that business.”

Ms. Ungsumalee Mulnoi, the shareholder asked “What is the Company's business goal?”

The Chief Financial Officer informed the meeting that “In the short term and middle term the Company will focus to operate the current businesses to better. In the present the company invests in 4 core business are coal business, ice cream business, asset management business and wholesale market business. For the long term if the Company has the profit from such business, may be to investment in other business where performance to growth has, can make the good benefit for the add value in the future for the long term, comply with to restructure itself to become a holding Company according to informed the meeting for acknowledge in previous year.”

Ms. Ungsumalee Mulnoi, the shareholder asked “What type of business will generate profits for the company?”

The Chief Financial Officer informed the meeting that “The business that has already started operations is coal business and ice cream business. The main business that generates profits for the company at present is coal business. The other 2 businesses are asset management and agricultural products wholesale businesses have not been started. If they are operated, expect will be have the profits return to the Company.”

Ms. Ungsumalee Mulnoi, the shareholder asked “How about the progress of investment in the agricultural wholesale market?”

The Chief Financial Officer informed the meeting that “After the shareholders' meeting approved, the company has purchased land and has applied for various licenses from related agencies. Currently under construction, expected to start marketing in the third quarter of this year and should start the business at the end of this year or early 2019.”

Ms. Varunee Thipphayachai, the shareholder asked that “The Investment in the agricultural wholesale market business will be successful or not? Because if considering the operating conditions of other markets where are near the project, found that it was not as successful as it should be.”

The Chief Financial Officer informed the meeting that “The other markets where are near the project will be the retail markets which are different type of business of the Company which is a wholesale market.”

Mr. Phatcharathan Polakarawat, the shareholder asked “Why the operating result of 2017 to loss?”

The Chief Financial Officer informed the meeting that “The main reason for the loss in 2017 was due to the expenses related to the investment in wholesale market business and other causes are

setting aside the goodwill of ice cream business and other income was decreased. In the past year, the Company will use excess liquidity to invest in various instruments which will receive a return of about 3 percent per year but because this year the company has taken this excess liquidity to invest in the wholesale market business instead so the other income decreasing from the past year.”

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The Meeting acknowledged the operating results of the Company for the year 2017 as reported.

Agenda 4 To consider and approve the Company’s audited financial statement for the fiscal year ended December 31, 2017.

The Chairman assigned Dr. Thanakorn Wangpipatwong, Chairman of the Audit Committee as the reporter.

The Chairman of the Audit Committee proposed to the meeting to consider and approve the financial statement for the year 2017 ended December 31, 2017 which certified by the Company’s auditor of Siam Truth Audit Company Limited which sent to the shareholders together with the Invitation Letter (CD-ROM).

The Chairman of the Audit Committee inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Chairman of the Audit Committee requested for the resolution of the meeting.

Resolution: The Meeting has been considered and approved the financial statements for 2017 ended December 31, 2017, with unanimity votes of the shareholders as follow;

Agreed	805,576,839	Votes	or	100 %
Disagreed	0	Votes	or	0 %
Abstained	0	Votes	or	0 %
Invalid ballots	0	Votes	or	0 %

Agenda 5 To consider and approve the omission dividend payment for the year 2017.

The Chairman assigned Mr. Boon-anant Srikhao, Managing Director as the presenter.

The Managing Director proposed to the meeting that the According to the Public Limited Companies ACT B.E.2535 sections 116 and the Company’s Article of Association No. 45, dividends could not be paid out of other sources than company’s profits. In case the company has accumulated losses, dividends could not be paid. Regarding the Company generated net loss for 2017, the Board of Directors has considered and resolved to propose the AGM to consider and approve omission of dividend payment.

The Managing Director inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Managing Director requested for the resolution of the meeting.

Resolution: The Meeting has been considered and approved omission dividend payment for the year 2017, with unanimity votes of the shareholders as follow;

Agreed	805,576,839	Votes	or	100	%
Disagreed	0	Votes	or	0	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

The Chairman assigned Dr. Thanakorn Wangpipatwong, Chairman of the Nomination and Remuneration Committee and Chairman of the Audit Committee to present the details of Agenda 6-8 to the meeting.

Agenda 6 To consider and approve the re-election of directors to replace those retired by rotation.

The Chairman of the Nomination and Remuneration Committee informed to the meeting that according to the Public Limited Companies ACT B.E.2535 and the Company's Article of Association No. 17, at every Annual General Shareholder's Meeting, one – third of the directors shall be retired by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. The director who has held office longest shall vacate. The name of directors whose terms expired by rotation for the year 2018 is;

- 1) Mr. Munsin Chaivikrai
- 2) Mr. Kittisak Chaivikrai
- 3) Mr. Charoenchai Chaivikrai

Encourage the good corporate governance, the directors who retired by rotation will leave from the meeting room.

Encourage the good corporate governance in accordance with the Stock Exchange of Thailand, the Company has provided opportunities for shareholders to nominate candidates to be elected as a director of the Company during on December 1, 2017 – January 31, 2018 via the Company's website. No have any shareholders propose the candidates to be elected to the director.

In addition, the Nomination and Remuneration Committee excluding the member of the Committee who will retire by rotation considered the qualifications, knowledge and experience including the performance in the role of director individually, and resolved to propose to the Board of Directors proposed to the AGM elect the 3 directors who retired by rotation to be the directors for another term. (The information of the directors whose terms expired by rotation and proposed to re-elect to be the directors of the company for another term is shown in Enclosure 3 Page 21-23).

In this agenda, the directors will be appointed individually by using the ballot provided. The Company will collect the ballots for all candidates at the same time; will collect the ballots with disagree and abstain first then will collect the ballots with agree. Therefore, the collecting the ballots with method above is the method which was accepted by S.E.C. because it's help the Company reduce the time it takes to collect ballots from shareholders.

The Chairman of the Nomination and Remuneration Committee proposed the meeting to consider and appointments the directors who retired by rotation to be the directors for another term by individually. The results of votes as follow;

1) Mr. Munsin Chaivikrai

Agreed	805,550,788	Votes	or	99.9968	%
Disagreed	26,051	Votes	or	0.0032	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

2) Mr. Kittisak Chaivikrai

Agreed	805,576,839	Votes	or	100	%
Disagreed	0	Votes	or	0	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

3) Mr. CharoENCHAI Chaivikrai

Agreed	805,576,839	Votes	or	100	%
Disagreed	0	Votes	or	0	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Resolution: The Meeting has been considered and approved with majority votes appointed Mr. Munsin Chaivikrai, Mr. Kittisak Chaivikrai and Mr. CharoENCHAI Chaivikrai, the directors who retired by rotation to be the Company's Directors for another term.

The Chairman of the Nomination and Remuneration Committee invited the directors who re-election to be the directors for another term come back to the meeting room.

Agenda 7 To consider and approve the remuneration of directors for the year 2018.

The Chairman of the Nomination and Remuneration Committee informed to the meeting that for the consider of the remuneration of directors for the year 2018, the Board of Directors had

considered the remuneration of directors based on the performance, duties, and responsibilities of each committee and comparable to other companies in the same industry; appropriate to propose the meeting to consider and approve the remuneration of directors for the year 2018 including fixed remuneration, meeting allowance and bonus; totaling of remuneration not exceeding 4 Million baht per year which is the same rate in the year 2017. The details as below;

The Directors' Remuneration	Year 2018
1. Fixed Remuneration (Baht / Person / Year)	
- Chairman of the Board of Directors	252,000
- Chairman of the Audit Committee	252,000
- Vice Chairman	150,000
- Independent Director	150,000
- Member of the Audit Committee	204,000
2. Meeting Allowance (Baht / Person / Attendance)	
- Chairman of the Board of Directors	12,500
- Chairman of the Audit Committee	12,500
- Chairman of the Nomination and Remuneration Committee	12,500
- Director	10,000
- Independent Director	10,000
- Member of the Audit Committee	10,000
- Member of the Nomination and Remuneration Committee	10,000
3. Bonus ; to be allocated by the Board of Directors	
Totaling of remuneration not exceeding (Baht)	4,000,000

The Chairman of the Nomination and Remuneration Committee inquired whether any shareholder asked any question or comment.

Ms. Varunee Thippayachai, shareholder commented that “According the company has operating losses in 2017; therefore the directors should not receive the remuneration in form of bonuses.”

The Chairman of the Nomination and Remuneration Committee informed the meeting that “From the table of the remuneration of directors as to propose the meeting to approve, It consists of 3 parts are fixed remuneration, meeting allowance and bonus, totaling of remuneration not exceeding 4 million baht. About the fixed remuneration and meeting allowance, the Company will pay actual compensation based on the director's position and attendance. The remuneration of director in respect of bonus is still empty, no fixed amount. If consider to pay bonus, when calculate with other remuneration will be not exceeding 4 million baht per year. So in 2017 was not paid bonus to the directors.”

There was no any shareholder asked any more question. The Chairman of the Nomination and Remuneration Committee requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the remuneration of directors for the year 2018 with majority votes of the shareholders as follow;

Agreed	805,550,788	Votes	or	99.9968	%
Disagreed	26,051	Votes	or	0.0032	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 8 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2018.

The Chairman of the Audit Committee informed to the meeting that the Board of Directors and the Audit Committee have been considered and resolved the AGM to consider and appoint

- Mr. Bunjong Pichayaprasat CPA License No. 7147 or
- Mr. Kraisit Silapamongkonkul CPA License No. 9429 or
- Miss Khaymanundt Chaichuen CPA License No. 8260

of Siam Truth Audit Co., Ltd. as the Company's auditor for the year 2018 which anyone of them or other auditor of Siam Truth Audit Co., Ltd. appointed by the Board of Directors in case that the aforesaid auditors cannot perform the audit, is authorized to audit, review and express opinion for both the Company and consolidated quarterly and yearly. In addition, the auditors and Siam Truth Audit Co., Ltd. who proposed to appoint to be Company's auditor are not related with the Company, Subsidiary, Executives, Major shareholder or above related person that make him/her unable to free his/her responsibilities and determine the audit fee for the year 2018 not exceeding Baht 1,230,000, excluding out of pocket expense such as travelling, overtime pay and stamp etc.

The Chairman of the Audit Committee inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Chairman of the Audit Committee requested for the resolution of the meeting.

Resolution: The meeting has been considered and appointed Mr. Bunjong Pichayaprasat, CPA License No. 7147 or Mr. Kraisit Silapamongkonkul, CPA License No. 9429 or Miss Khaymanundt Chaichuen, CPA License No. 8260 of Siam Truth Audit Co., Ltd. as the Company's auditor for the year 2018 and approved the audit fee for the year 2018 not exceeding Baht 1,230,000, excluding out of pocket expense such as travelling, overtime pay and stamp etc. with majority votes of the shareholders as follow;

Agreed	805,550,788	Votes	or	99.9968	%
Disagreed	0	Votes	or	0	%

Abstained	26,051	Votes	or	0.0032	%
Invalid ballots	0	Votes	or	0	%

The Chairman assigned Mr. Kamphol Patana-anukul, Chief Financial Officer at to presenter for Agenda 9-13.

Agenda 9 To consider and approve the issuance and allocation of the right offering of the Company's warrants No. 5 (TCC-W5).

The Chief Financial Officer informed to the meeting that the Board of Directors has been considered and resolved to propose the AGM to consider and approve the issuance and allocation of the right offering of the Company's Warrant No. 5 for not exceeding 98,416,620 units to existing shareholders at the ratio of 13 existing ordinary shares of 1 unit of warrant for free, by 1 unit of warrant will be entitled to purchase 1 new ordinary share at the price of Baht 0.50 per share. In this regard, The Board of Directors or the Chief Executive Officer or the person(s) entrusted by the Chief Executive Officer to determine criteria, conditions, and other details related to the Warrants. Said person(s) shall also be empowered to negotiate and sign on any relevant document and agreement and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the SET, as well as to proceed for the necessary approval from relevant authorities. The details of this warrant are shown on Enclosure 4 and 5 Page 24-31.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the issuance and allocation of the right offering of the Company's Warrant No. 5 as proposed with majority votes of the shareholders as follow;

Agreed	801,750,788	Votes	or	99.5251	%
Disagreed	3,826,051	Votes	or	0.4749	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 10 To consider and approve the increase of the Company's registered capital.

The Chief Financial Officer informed to the meeting that the Board of Directors has been considered and resolved to propose the AGM to consider and approve the increase of the Company's registered capital from Baht 905,146,410.50 to Baht 954,354,720.50 by issuing the new ordinary shares 98,416,620 shares at the par value of Baht 0.50 per share for support the exercise of the right offering of the Company's Warrant No. 5.

For increasing of the Company's registered capital in this time will be has not request the resolution from the AGM to consider and approve decreasing the Company's registered capital because that registered capital have to support for the exercise of the right offering of the Company's Warrant No. 2, 3 and 4 which have not yet expire.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the increase of the Company's registered capital as proposed with majority votes of the shareholders as follow;

Agreed	801,750,788	Votes	or	99.5251	%
Disagreed	3,826,051	Votes	or	0.4749	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 11 To consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital.

The Chief Financial Officer informed to the meeting that to reflect the increase of the Company's registered capital, the Board of Directors has been considered and resolved to propose the AGM to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company by cancelled the old statement and using the following statement

"Clause 4.	Registered Capital	954,354,720.50	Baht	(Nine hundred fifty four million three hundred fifty four thousand seven hundred and twenty Baht fifty Satang)
	Comprised into	1,908,709,441	Shares	(One billion nine hundred eight million seven hundred nine thousand four hundred and forty one shares)
	Par Value per Share	0.50	Baht	(Fifty Satang)
	Dividend into			
	Ordinary Shares of	1,908,709,441	Shares	(One billion nine hundred eight million seven hundred nine thousand four hundred and forty one shares)
	Preferred Shares	-	Shares	(None)

In this regard, the Board of Directors or the Chief Executive Officer or the person(s) entrusted by the Chief Executive Officer shall have the power to do any acts and things necessary and in connection with the registration of the amendment to said Memorandum of Association, including but

not limited to having a power for amending or adding the wording pursuant to the recommendation, comments or instructions of the Registrar of the Ministry of Commerce and/or other.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

Mr. Phatcharathan Polakarawat, shareholder asked that “Why does issuing of TCC-W5 meanwhile TCC 2-4 have not expired?”

The Chief Financial Officer informed to the meeting that “The main objective of issuing the TCC-W5 warrants is to use the money to invest for future business which is considered a quick funding method and is an alternative to shareholders whether or not to exercise the conversion rights? In addition, the issuance of such warrants as if is paying dividends to shareholders because the shareholders are able to sell the warrants that have been allocated in SET.”

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the amendment of Clause 4 of the Memorandum of Association of the Company regarding the registered capital to reflect the increase of the Company’s registered capital as proposed with majority votes of the shareholders as follow;

Agreed	801,776,839	Votes	or	99.5283	%
Disagreed	3,800,000	Votes	or	0.4717	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 12 To consider and approve the allocation of newly issued ordinary shares of the Company.

The Chief Financial Officer informed to the meeting that to reflect the increase of the Company’s registered capital, the Board of Directors has been considered and resolved to propose the AGM to consider and approve the allocation of newly issued ordinary shares of the Company not exceeding 98,416,620 shares at the par value of Baht 0.50 per share to reserve for the exercise of Warrant No. 5 which offered to the existing shareholders.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

Mr. Phatcharathan Polakarawat, shareholder asked that “Why does set the term of TCC-W5 at 10 years? Should be set the term of warrant at 1 year, it would be enough. Therefore the Company will be taking the money from exercising from this warrant to invest in wholesale Market.”

The Chief Financial Officer informed to the meeting that “The reason to set the term of TCC-W5 at 10 years because the setting the term at 1 year, it is maybe push the burden to shareholders

what take the money to exercise within one time because set the exercise price as the par value which is higher than the price at SET. Therefore the Board of Directors was consider and resolved the comment that the setting term of TCC-W5 at 10 years is deemed effective because in the short term does not has anybody to know that the price at SET will be higher than the exercise price or not. If in the future the performance of the Company is good, the price at SET will be adjusted high too. Therefore if the shareholders exercise meanwhile at the exercise price lower than the price at SET, it will be more beneficial to the shareholders.”

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the allocation of newly issued ordinary shares of the Company as proposed with unanimity votes of the shareholders as follow;

Agreed	801,756,003	Votes	or	99.5251	%
Disagreed	3,826,051	Votes	or	0.4749	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 13 To consider and approve the amendment of the Company's Articles.

The Chief Financial Officer informed to the meeting that because of the par value per share which specify on the Company's Articles No. 4, it still has not been corrected comply with the present data including the Company's Articles No. 33 will be correct to comply with Section 100 of the Public Limited Companies Act B.E. 2535 (1992) as amended by the Order of the Head of the National Council for Peace and Order (NCPO). 21/2560, Dated 4 April, 2017.

The Board of Directors considered and resolved to propose the AGM to consider and approve the amendment of the Company's Articles No. 4, “Par Value per Share” (only the first sentence) and No. 33 by cancelled the old statement and using the following statement.

Article 4 The shares of the Company shall be ordinary shares, the par value of Baht 0.50 per share.

Article 33 The Board of Directors must convene an Annual General Meeting of Shareholders (AGM) within 4 months from the end of the fiscal year.

Any other shareholders’ meetings shall be called Extraordinary General Meeting of Shareholders (EGM). The Board of Directors may summon an extraordinary meeting whenever it deems appropriate to do so. One or more shareholders holding not less than ten percent of total issued share may make a written request for the Board of Directors to summon an extraordinary meeting of shareholders. Such request shall clearly specify the agenda of the meeting and reason for summoning such meeting. The Board of Directors shall accordingly hold a meeting of shareholders within 45 days from the date of receipt of such request from the shareholders.

In the event the Board of Directors does not call a shareholders' meeting within the period prescribed in paragraph two, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may summon a shareholders' meeting within 45 days from the end of the aforementioned period under paragraph two. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of the shareholders' meeting summoned by the shareholders as prescribed in paragraph three is not formed in accordance with the Articles of Association of the company, all the shareholders who summoned the meeting as prescribed in paragraph three shall jointly reimburse the company for the necessary costs incurred for holding such meeting."

In this regard, the Board of Directors or the Chief Executive Officer or the person(s) entrusted by the Chief Executive Officer shall have the power to do any acts and things necessary and in connection with the registration of the amendment to said the Company's Articles, including but not limited to having a power for amending or adding the wording pursuant to the recommendation, comments or instructions of the Registrar of the Ministry of Commerce and/or other.

The Chief Financial Officer inquired whether any shareholder asked any question or comment.

There was no any shareholder asked any more question. The Chief Financial Officer requested for the resolution of the meeting.

Resolution: The meeting has been considered and approved the amendment of the Company's Articles as proposed with unanimity votes of the shareholders as follow;

Agreed	805,582,054	Votes	or	100	%
Disagreed	0	Votes	or	0	%
Abstained	0	Votes	or	0	%
Invalid ballots	0	Votes	or	0	%

Agenda 14 To consider other matters (if any)

The Chairman inquired whether any shareholder proposals any other to the Meeting considers.

There were no attendees asking further questions or proposing additional comments. The Chairman inquired whether any shareholder had any questions or comment. The summary of questions or comments as below;

Ms. Varunee Thippayachai, shareholder asked that “Why the audit fee is increase? And “What are the other expenses which the auditor collects from the Company in addition to the audit fees offered?”

The Chairman of the Audit Committee informed to the meeting that “The audit fee which increased 50,000 Baht due to the Company has established more subsidiaries. Therefore assigned the auditor from Siam Truth Auditor Co., Ltd. as presenter to explain the additional expenses collected from the audit fee which proposed to the meeting.

Mr. Kraisit Silapamongkonkul, Auditor from Siam Truth Audit Co., Ltd. informed to the meeting that “Principles of audit fees are determined based on the working hours that are expected to be used in each work occurring which under the supervision of the SEC. Other expenses such as over time, transportation cost etc. The Siam truth Co., Ltd. will has regulations on how to charge customers. The accounting department of the Company as the inspector compared to the work schedule of the team.”

Mr. Phatcharathan Polakarawat, shareholder asked that “What is the time line of the current agricultural products wholesale market? When will the construction be completed and when will it be opened? Who are business partners? What is the market share?”

The Chief Financial Officer informed to the meeting that “At present, the project is under land backfilling then to renovate the old buildings, expected to be operational in early 2020. The target customers will be customers that are available in the 5 big markets which are obtained from surveying areas in the market.”

Ms. Ungsumalee Mulnoi, the shareholder requesting the confidence from the Board of Directors that to management for make the profit returns to the Company.

The Chief Financial Officer informed to the meeting that “As a representative of the Board of Directors, the Board of Directors will manage with commitment full capacity in order to make the Company profitable and generate sustainable returns for shareholders.”

Ms. Varunee Thippayachai, shareholder recommends that “The Company should be holding a shareholder meeting on Saturday in order to facilitate shareholders.”

The Chairman thanked the shareholder and received suggestions for consideration.

The Chief Financial Officer informed to the meeting that “In the invitation of AGM2018, page3, Agenda 5; The Company requested to edit the text from sections 116 to sections 115, therefore to provide accurate information with the Public Limited Companies ACT B.E.2535.

There was no any shareholder asked any more question. The Chairman said thank you to the shareholders who attended the 2018 Annual General Meeting of Shareholders and closed the meeting at 11.30 a.m.

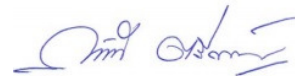


(Mr. Kittisak Chaivikrai)
Chairman of the Meeting

Certify by



(Mr. Kamphol Patana-anukul)
Director / Chief Financial Officer



(Miss Phawinee Treekanjananan)
Recorder / Company Secretary

The Curriculum Vitae of the Nominated Persons to Be Elected as Directors

Name – Last Name	Mr. Songyos Noppaprach
Age	76 Years
Appointed	August 13, 2015 / March 30, 2016 (re-elected)
Current Position	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
Director Nomination	Independent Director
Shareholding (As March 4, 2019)	- None -
Education	Bachelor Degree, B.A. Language Institute of India

**Training / Training Director**

- Directors Accreditation Program (DAP) #27/2004, Thai Institute of Directors

Work Experiences

- | | |
|------------------|---|
| • 2015 – Present | Independent Director, Member of the Audit Committee and
Member of the Nomination and Remuneration Committee
Thai Capital Corporation Public Company Limited |
| • 2004 – 2015 | Independent Consultants |
| • 2001 – 2003 | Consultant, Invigorating Thai Business, Ministry of industry |
| • 1996 – 2000 | Managing Director, Mitsubishi Corporation Cambodia Ltd. |
| • 1990 – 1995 | Executive Director, Mitsubishi Corporation (Thailand) Ltd. |

Term of to be Director	1 st Term; August 13, 2015 – March 30, 2016 2 nd Term; March 30, 2016 – April 26, 2019
Meeting attendance in 2018	(Total Meeting / Attendance) <ul style="list-style-type: none"> • Board of Directors 5/5 Meeting (100%) • Audit of Committee 5/5 Meeting (100%)
Nomination Procedure	Considered by the Nomination and Remuneration Committee and the Board of Directors

Current Position in other company

- | | |
|--|----------|
| • Listed Company | - None - |
| • Non-Listed Company | - None - |
| Positioning in competitive company with company | - None - |
| Positioning in related company with company | - None - |

Mr. Songyos Noppaprach (Continue)

Additional Information to Consider for Independent Director Election

Relation among Family with other Directors, Management, Major Shareholders of the Company or Subsidiaries.

- None -

Having the following interests in the Company, parent company, subsidiaries, joint venture, major shareholder, affiliates or any legal entities that have conflicts, at present or in the past 2 years :

- 1) Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee.
- 2) Being a professional service provider (i.e., auditor, lawyer, financial advisor).
- 3) Having the significant business relations that may affect the ability to perform independently.
- 4) Being an owner, director, management, employee or advisor who receive regular salary or holding more than one percent of shares with voting rights of the company with the same business and its competition is significant.

- None -

- None -

- None -

- None -

The Curriculum Vitae of the Nominated Persons to Be Elected as Directors

Name – Last Name **Mr. Nutthirutt Wanwimonphong**

Age 43 Years

Appointed November 24, 2016

Current Position Independent Director and
Member of the Audit Committee

Director Nomination Independent Director

Shareholding - None -
(As March 4, 2019)



Education - Master Degree of Business Administration,
Chulalongkorn University
- Bachelor Degree of Engineering,
King Mongkut's University of Technology North Bangkok

Training / Training Director

- Directors Certification Program (DCP) #238/2017, Thai Institute of Directors
- Advance Audit Committee Program (AACP) #26/2017, Thai Institute of Directors
- Audit Core Training (Workshop) #1, Federation of Accounting Professions
- Orientation Course – CFO Focus on Financial Reporting #5, Federation of Accounting Professions

Work Experiences

- 2018 – Present Independent Director, Member of the Audit Committee and
Chairman of the Nomination and Remuneration Committee
Heng Leasing Company Limited
- 2016 – Present Independent Director and Member of the Audit Committee
Thai Capital Corporation Public Company Limited
- 2012 – Present Senior Consultant
Business Incaution Center, National Science and Technology
- 2010 – 2017 Key Value
Candor Consultant Company Limited
- 2006 – 2010 Senior Financial Analyst
Hemaraj Land and Development Public Company Limited

Term of to be Director 1st Term; November 24, 2016 – April 26, 2019

Meeting attendance in 2018 (Total Meeting / Attendance)

- Board of Directors 5/5 Meeting (100%)
- Audit of Committee 5/5 Meeting (100%)

Nomination Procedure Considered by the Nomination and Remuneration Committee and
the Board of Directors

Mr. Nutthirutt Wanwimonphong (Continue)**Current Position in other company**

- Listed Company - None -
- Non-Listed Company - None -

Positioning in competitive company with company - None -

Positioning in related company with company - None -

Additional Information to Consider for Independent Director Election

Relation among Family with other Directors, Management, Major Shareholders of the Company or Subsidiaries. - None -

Having the following interests in the Company, parent company, subsidiaries, joint venture, major shareholder, affiliates or any legal entities that have conflicts, at present or in the past 2 years :

- 5) Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee. - None -
- 6) Being a professional service provider (i.e., auditor, lawyer, financial advisor). - None -
- 7) Having the significant business relations that may affect the ability to perform independently. - None -
- 8) Being an owner, director, management, employee or advisor who receive regular salary or holding more than one percent of shares with voting rights of the company with the same business and its competition is significant. - None -

The Curriculum Vitae of the Nominated Persons to Be Elected as Directors

Name – Name List **Mr. Kamphol Patana-anukul**

Age 41 Years
Appointed March 30, 2016
Current Position Director,
 Executive Director,
 Member of the Risk Management Committee,
 Member of the Investment committee and
 Chief Financial Officer

Director Nomination Director



Shareholding - None -
 (As March 4, 2019)

Education Bachelor Degree of Business Administration, Accounting,
 Assumption University

Training / Training Director

- Certified Public Account (CPA) of Thailand, Federation of Accounting Professions
- Company Secretary Program (CSP) #65/2015, Thai Institute of Directors
- Directors Certification Program (DCP) #229/2016, Thai Institute of Directors

Work Experiences

- 2016 – Present Director, Executive Director and Authorize Director
 NYC Thai – BD Company Limited
- 2016 – Present Director, Executive Director and Authorize Director
 TCC Asset Management Company Limited
- 2013 – Present Director, Executive Director, Member of the Risk Management Committee,
 Member of the Investment committee and Chief Financial Officer
 Thai Capital Corporation Public Company Limited
- 2011 – 2013 Senior Regional Accounting Manager
 Red Planet Hotel Company Limited
- 2008 – 2011 Corporate Accounting Manager
 Bangkok Hospital Medical Services Public Company Limited
- 2005 – 2007 Audit Manager
 PricewaterhouseCoopers LLP, USA.
- 1999 – 2008 Audit Manager
 PricewaterhouseCoopers ABAS Ltd.

Term of to be Director 1st Term; March 30, 2016 – April 26, 2019

Meeting attendance in 2018 (Total Meeting / Attendance)
 • Board of Directors 5/5 Meeting (100%)

Nomination Procedure Considered by the Nomination and Remuneration Committee and
 the Board of Directors

Mr. Kamphol Patana-anukul (Continue)

Current Position in other company

- Listed Company - None -
- Non-Listed Company - None -

Positioning in competitive company with company

- None -

Positioning in related company with company

- None -

The Definition of Independent Directors

The Company set up the composition of the Board of Directors in accordance with the regulation of the SEC which requires at least 1 out of 3 of the Directors to be Independent Directors with a minimum of 3 persons. The Company set the nomination criteria in accordance with that determined by SEC as detailed below:

- 1) Holding shares not exceeding 1 percent of the total shares with voting rights of its parent company, its subsidiary, its associated company or potential conflicting juristic person (provided that any shares held by his or her related person as stipulated in section 258 of securities laws (No.4) 2008 must be taken into account).
- 2) Not being (at present) nor having been (2 years prior to appointment) an executive director (including the director who has the same responsibility as management and authorized director except for the signature in transactions approved by the Board of Directors and joint signing with other directors), employee, officer, monthly paid advisor or controlling person of the Company, its parent company, its subsidiary, its associated company, its parallel subsidiary (subsidiary of the same holding company) or potential conflicting juristic person.
- 3) Not being a person related by blood or by registration under laws such as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling person or such other persons who will be nominated to take up the position of executive or controlling person of the Company or its subsidiary.
- 4) Not having (at present) nor having had (2 years prior to appointment) a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person that might interfere his or her use of independent discretion, including not being (at present) nor having been (2 years prior to appointment) a major shareholder, a director who is not an independent director, or an executive of a person who has a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person with transaction value equal to or more than 3 percent of net tangible assets (NTA) of the Company. The calculation of such transaction value must include the transaction incurred during 1 year prior to the date entering into the business relationship with the same person. The aforementioned business relationship includes any trading transaction in the ordinary course of business, taking or granting a lease of real property, any transaction relating to assets or services, and granting or acceptance of financial assistance.
- 5) Not being (at present) nor having been (2 years prior to appointment) an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person as well as not being a major shareholder, a director who is not an independent director, an executive, or a managing partner of the auditing firm employing an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person.
- 6) Not being (at present) nor having been (2 years prior to appointment) any professional service providers, including a legal advisor or a financial advisor, obtaining service fees of more than baht two million per annum from the Company, its subsidiary, its associated company or potential conflicting juristic person. If a professional service provider is a juristic person, this will include a major shareholder, a director who is not an independent director, an executive or a managing partner of such professional service provider.
- 7) Not being a director appointed to represent any director of the Company, a major shareholder or a shareholder who is a related person to the Company's major shareholder.

- 8) Not operating the same business and being in a significant competition with the Company, its subsidiary or associated company. Not holding significant shares in the Partnership, being an Executive Director, an employee, or a consultant receiving fixed salary, or holding more than 1% of the total number of shares with voting rights of the other company operating the business of the same nature and being in significant competition with the Company, its subsidiary or associated company.
- 9) Not having any other characteristic which makes him or her incapable of expressing an independent opinion with regard to the Company's operation.

The Articles of Association Regarding the Shareholders Meeting and Vote Casting

1. Director's Qualifications, Elections, Terms and Remunerations

Article 14 The Company shall have a board of directors to operate business of the company, comprising at least five directors of which not less than one half shall reside in the Kingdom. The directors may be elected from a third party other than the shareholders of the company.

Article 15 The directors shall be natural persons and

- 1) be sui juris (full age);
- 2) be not bankrupt, incompetent, or quasi-incompetent;
- 3) not have been sentenced by a final judgment to imprisonment for dishonesty;
- 4) not have been dismissed from a government service or state organization or agency for dishonesty on duty.

Article 16 The election of directors shall be made by a majority vote of the shareholders meeting in accordance with the following criteria and procedures:

- 1) one shareholder shall have one vote for each share held;
- 2) each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number;
- 3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.

Article 17 At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. The director who has held office longest shall vacate.

For the first and second year, the Directors must retire by way of drawing lots.

Those Directors may be re-elected for a further term.

Article 18 The retirement of directors, besides completing the terms, are by his/her:

- 1) Death;
- 2) Resignation;
- 3) Disqualification or forbidden by Article 15;
- 4) the Shareholders' Meeting vote by Article 22;
- 5) By court order.

- Article 22 Voted out of office at the Shareholders' Meeting by voters whose number not less than 3/4 of those attended, who command not less than 50% of shares with voting rights participated in the Meeting;
- Article 23 The Directors are entitled to cash reward, meeting allowance, per-diem, grant, bonus or other benefits in accordance with the Articles of Association or as consented by the Shareholders' Meeting. The amount may either be fixed or laid down in principle and determined on each occasion.
- Article 28 The Director are forbidden to operate a business of the same nature as and in competition with that of the company, or to enter to be a partner in an ordinary partnership or a partner of limited liability in a limited partnership or a director of a private company or other company which operates a business of the same nature as and in competition with that of the company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto.

2. Shareholders' Meeting

- Article 33 The Board of Directors must convene an Annual General Meeting of Shareholders (AGM) within 4 months from the end of the fiscal year.

Any other shareholders' meetings shall be called Extraordinary General Meeting of Shareholders (EGM). The Board of Directors may summon an extraordinary meeting whenever it deems appropriate to do so. One or more shareholders holding not less than ten percent of total issued share may make a written request for the Board of Directors to summon an extraordinary meeting of shareholders. Such request shall clearly specify the agenda of the meeting and reason for summoning such meeting. The Board of Directors shall accordingly hold a meeting of shareholders within 45 days from the date of receipt of such request from the shareholders.

In the event the Board of Directors does not call a shareholders' meeting within the period prescribed in paragraph two, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may summon a shareholders' meeting within 45 days from the end of the aforementioned period under paragraph two. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of the shareholders' meeting summoned by the shareholders as prescribed in paragraph three is not formed in accordance with the Articles of Association of the company, all the shareholders who summoned the meeting as prescribed in paragraph three shall jointly reimburse the company for the necessary costs incurred for holding such meeting.

- Article 34 In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or

for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall have the statements published in a daily Thai language newspaper printed for distribution in the locality in which the head office of the said company is located for the period of not less than three consecutive days and three days prior to the date of the meeting.

Article 35 In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one. If such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 36 The president of the board shall preside over the meetings of shareholders. In the case where the president of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice- president, the vice-president shall preside over the meeting. If there is no vice- president or there is a vice- president, but such vice-president is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Article 37 Shareholders are entitled to attend and vote at the meeting of shareholders but they may also authorize other persons as proxies to attend and vote at any meeting on their behalf.

In voting, the subscribers shall have votes equal to the number of subscribed shares. One share is entitled to one vote.

Article 38 A resolution of the meeting of shareholders shall be made by the following votes:

- 1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the president of the meeting shall have an additional vote as a casting vote;
- 2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - a. The sale or transfer of the whole or important parts of the business of the company to other persons;
 - b. The purchase or acceptance of transfer of the business of other companies or private companies by the company;

- c. The making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- d. Any amending the memorandum or the articles of association of the company, increases or reductions of capital, issuance of debentures, amalgamation of Companies, dissolution or other instances stipulated by law that resolution of the meeting of any matter must be passed by voted not less than the above.

Article 39 Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Article 40 The matters to be considered at the Shareholder meeting are:

- 1) To adopt minutes of the meeting of Board of Directors that propose to the meeting of shareholder for management of the company's business during the past year.
- 2) To approve the financial statement
- 3) The allocation of profit and the distribution of dividends
- 4) The election of directors who terminated by the term of office.
- 5) The election of the auditor and the determination of audit fees
- 6) Others

Article 43 The Board of Directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve, the Board of Directors shall have them prepared and completed by the auditor before submission to the meeting of shareholders.

Article 44 The Board of Directors shall send documents as follows to the shareholders together with the notice of annual ordinary meeting:

- 1) Copies of the balance sheet and the profit and loss account duly examined by the auditor together with the credit report of the auditor;
- 2) The documents is show the details about the company's name, the location of head office, type of business, Issued and Paid-up Share Capital of the Company, subsidiary company, the company where are the company has stocks since 10% of Paid-up Share Capital of their company.
- 3) The annual report of the board of directors.

3. The allocation of profit and Dividend Payment

Article 45 Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share.

The Board of Directors may, on occasion the profit justifies, pay interim dividend to shareholders. In so doing, the next Shareholders' Meeting shall be duly informed.

Dividends shall be made within the timeframe given by laws. Written notification shall be sent to Shareholders and advertised in the newspaper.

Article 46 The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital

4. The Qualifications, Appointments and Participations in Shareholders' Meeting of the Auditor.

Article 47 The auditor shall not be a Director, staff, employee, or person holding any position in the company and has the power to examine the accounts, documents, and other evidence relating to the income and expenditure as well as assets and liabilities of the company during working hours of the company.

In this regard, the auditor is empowered to interrogate the directors, staff, employees, persons holding any position in the company, and agents of the company, including the power to instruct said persons to give facts or furnish documents pertaining to the operations of the company

Article 48 The auditor is obliged to attend all Shareholders' Meeting that involve scrutinizes of the Balance Sheet, Statement of Profit and Loss in order to clarify all questions related to the Company's accounts and the auditing processes. The Company shall provide the auditor all reports and documents distributable to the shareholders in the Meeting.

The List of document or evidence that must be presented in order to attend the AGM

1. Attendance in person

1.1. For individual shareholder

Identification card or Government officer I.D. card affixed shareholder's picture or original passport (Non-Thai Citizen)

1.2 For a juristic entity shareholder

- 1) Document as per detail on 1.1 of authorized person.
- 2) Copy of affidavit of such entity issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 1 month certification by authorized person together with stamp of company (if any) and the passage as the authorized persons who attend to the meeting has authority to do instead of justice person who right of shareholder.

2. Attendance by proxy (Please use Proxy form B to Specify the voting in each agenda)

2.1 In case the shareholder is an individual person:

- 1) Proxy form with complete information and signature.
- 2) Copy document as per detail on 1.1 of shareholder with certified by shareholder
- 3) Copy document as per detail on 1.1 of proxy with certified by proxy

2.2 In case the shareholder is a juristic entity.

- 1) Proxy form with complete information and signature.
- 2) Copy of affidavit of such entity issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 1 month certification by authorized person together with stamp of company (if any)
- 3) Copy document as per detail on 1.1 of authorized person who signed on proxy form
- 4) Copy document as per detail on 1.1 of proxy

2.3 In case the custodian in Thailand.

- 1) Documents as per detail on 2.2 1) – 4)
- 2) Power of attorney which foreign shareholder empowers custodian to sign in proxy form with certified by authorized person of proxy.
- 3) Proxy submits a confirmation letter or copy of Business license of grantor with certified by authorized person of proxy.
- 4) All originals' document as writing in other language needs to translate to English with certificate by authorized person of translation and stamp of company (if any). In case of the document is translated in other country, it needs to certify signature by Notary public.

In order to support all shareholders to exercise their rights to meeting attendance, even when they have other engagements, the Company recommends the shareholders to appoint one of two of the Independent Directors as a proxy to vote on their behalves.

Duty Stamp
20 Baht

Proxy (Form A.)

Issued at _____
Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
With address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) Being a shareholder of **Thai Capital Corporation Public Company Limited** ("the Company")
Holding the total number of _____ shares and have the rights to vote equal to _____ votes a
☐ Ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ Preference share _____ shares and have the rights to vote equal to _____ votes

(3) Hereby appoint
☐ Name Mr. Vithawat Vichiateerapongse Age 63 _____ Year, Position Independent Director
With address at 672/20 _____ Road Pracharathumpen _____ Sub-District Sam Sen Nok
District Huai Khwang _____ Province Bangkok _____ Postal Code 10310 Or
☐ Name _____ Age _____ Year, Position _____
With address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
☐ Name _____ Age _____ Year, Position _____
With address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
☐ Name _____ Age _____ Year, Position _____
With address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for the year 2019 to be held on Friday, April 26, 2019 at 10.00 hrs., at the Infinity Room, 7th Floor, AETAS Lumpini 1030/4 Rama IV Road, Tung Maha Mek, Sathorn, Bangkok or any adjournment thereof to any other date, time, and venue.

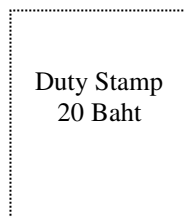
(Remark : The independent director who is the Company proposed to the granter from shareholders has beneficiaries In Agenda No. 7: To consider and approve the remuneration of directors for the year 2019, propose to Annual General Meeting in this year.)

For any act performed by the proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Remark: The shareholders shall appoint only one proxy to attend and vote at the meeting. Shareholders may not split number of shares and appoint more than one proxy in order to split votes.

**Proxy (Form B.)**

Issued at _____
 Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
 With address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____

(2) Being a shareholder of **Thai Capital Corporation Public Company Limited** (“the Company”)
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes a
☐ Ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ Preference share _____ shares and have the rights to vote equal to _____ votes

(3) Hereby appoint
☐ Name **Mr. Vithawat Vichiateerapongse** Age **63** Year, Position **Independent Director** _____
 With address at **672/20** Road **Pracharathumpen** Sub-District **Sam Sen Nok** _____
 District **Huai Khwang** Province **Bangkok** Postal Code **10310** Or
☐ Name _____ Age _____ Year, Position _____
 With address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____
☐ Name _____ Age _____ Year, Position _____
 With address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____
☐ Name _____ Age _____ Year, Position _____
 With address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for the year 2019 to be held on Friday, April 26, 2019 at 10.00 hrs., at the Infinity Room, 7th Floor, AETAS Lumpini 1030/4 Rama IV Road, Tung Maha Mek, Sathorn, Bangkok or any adjournment thereof to any other date, time, and venue.

(Remark : The independent director who is the Company proposed to the granter from shareholders has beneficiaries In Agenda No. 7: To consider and approve the remuneration of directors for the year 2019, propose to Annual General Meeting in this year.)

(4) I / We authorize the proxy to vote on my/our behalf at the Meeting as follows:

Agenda 1: Matters for acknowledgement by the Chairman

Agenda 2: To consider and certify the minutes of the Annual General Meeting of Shareholders for 2018

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
☐ (B) To grant my/our proxy to vote at my/our desire as follows:
☐ Agree ☐ Disagree ☐ Abstain

Agenda 3: To acknowledge the operating result for the year 2018

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 4: To consider and approve the financial statement for the year ended December 31, 2018

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 5: To consider and approve the omission dividend payment for the year 2018

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 6: To consider and approve the re-election of directors to replace those retired by rotation

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Election of all directors
- ☐ Agree
 ☐ Disagree
 ☐ Abstain
- ☐ Election of each individual director
- 1) **Mr. Songyos Noppaprach**
- ☐ Agree
 ☐ Disagree
 ☐ Abstain
- 2) **Mr. Nutthirutt Wanwimonphong**
- ☐ Agree
 ☐ Disagree
 ☐ Abstain
- 3) **Mr. Kamphol Patana-anukul**
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 7: To consider and approve the remuneration of directors for the year 2019

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 8: To consider and approve the appointment of auditors and determination the auditing fee for the year 2019

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Agree
 ☐ Disagree
 ☐ Abstain

Agenda 9: To consider other matters (if any)

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree

☐ Disagree

☐ Abstain

(5) A proxy's vote in any agenda which does not comply with those specified in this Proxy Form, shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting consider or passes resolution in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy shall have the rights to consider and vote as to his/her consideration.

I / We shall be fully liable for any action taken by the proxy at the meeting, except for the case that the proxy does not cast the vote as specified in this Proxy Form.

Signed.....Shareholder
(.....)

Signed.....Proxy
(.....)

Remark:

- 1) The shareholders shall appoint only one proxy to attend and vote at the meeting. Shareholders may not split number of shares and appoint more than one proxy in order to split votes.
- 2) In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- 3) In case there are further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form B.

Regular Continued Proxy Form B.

Authorization on behalf of a shareholder of **Thai Capital Corporation Public Company Limited**

In the 2019 Annual General Meeting of Shareholders to be held on Friday, April 26, 2019 at 10.00 hrs. at the Infinity Room, 7th Floor, AETAS Lumpini 1030/4 Rama IV Road, Tung Maha Mek, Sathorn, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No. **Subject**

- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:
 ○ Agree ○ Disagree ○ Abstain

Agenda No. **Subject**

- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:
 ○ Agree ○ Disagree ○ Abstain

Agenda No. **Subject**

- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:
 ○ Agree ○ Disagree ○ Abstain

Agenda No. **Subject**

- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:
 ○ Agree ○ Disagree ○ Abstain

Agenda No. **Subject**

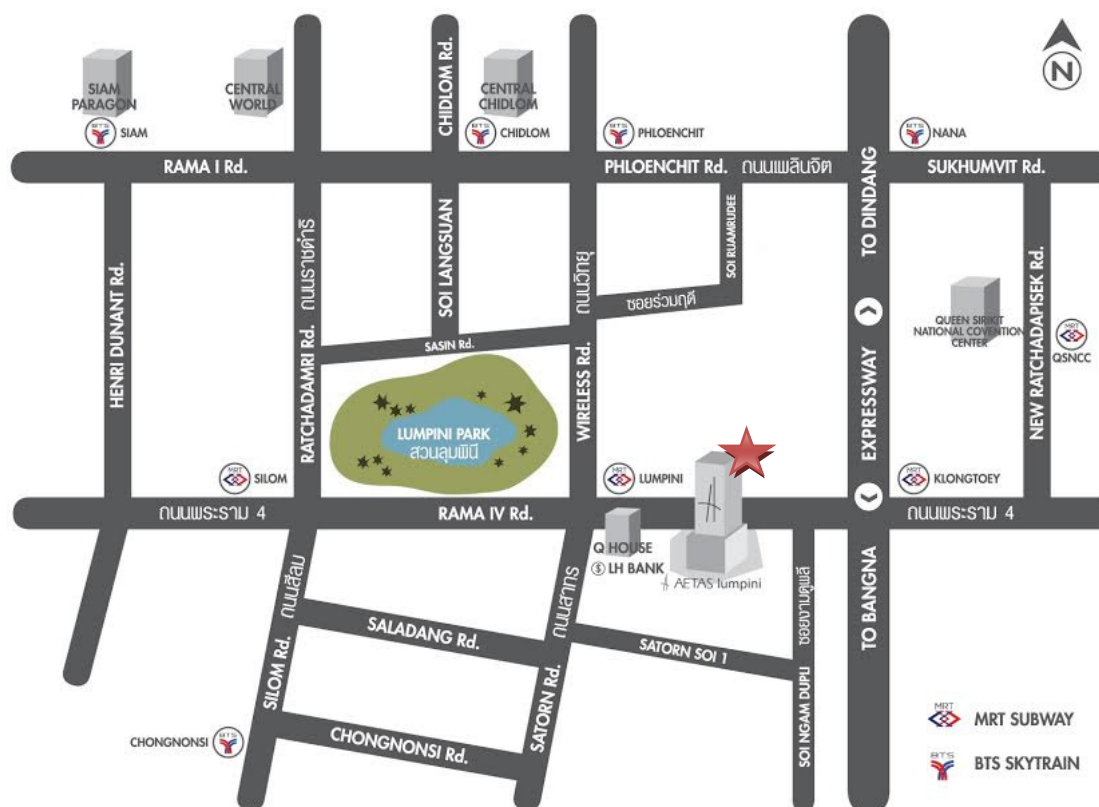
- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:
 ○ Agree ○ Disagree ○ Abstain

Signed.....Grantor
 (.....)

Signed.....Proxy
 (.....)

Location map of venue for the 2019 Annual General Meeting of Shareholders

**Infinity room, 7th Floor, AETAS Lumpini, 1030/4 Rama IV Road,
Thung Maha Mek, Sathorn, Bangkok 10120
(Same venue as 2018AGM)**



Recommendation on Traveling to the Venue:

1. To avoid traffic jam, the Company recommends the shareholder travel to the venue via MRT by exiting at the Lumpini Station and use Exit no. 1
2. For traveling by car with the usage of express way
 - 2.1 In case of using Express Way No. 1 (Dindaeng – Bangna – Port), exit at Checkpoint on Rama IV Road (Klongtoey – Lumpini), turn right to Rama IV Road, go pass Soi Ngam Duplee, the venue will be slightly beyond Soi Ngam Duplee.
 - 2.2 In case of using Rama II Express Way, exit at Checkpoint on Rama IV Road, turn left to Rama IV Road, go pass Soi Ngam Duplee, the venue will be slightly beyond Soi Ngam Duplee.