

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

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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;

<b>The Directors' Remuneration</b>	<b>Year 2018</b>
<b>1. Fixed Remuneration (Baht / Person / Year)</b>	
- 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
<b>2. Meeting Allowance (Baht / Person / Attendance)</b>	
- 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
<b>3. Bonus ; to be allocated by the Board of Directors</b>	
<b>Totaling of remuneration not exceeding (Baht)</b>	<b>4,000,000</b>

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.

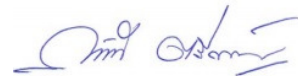


(Mr. Kittisak Chaivikrai)  
Chairman of the Meeting

Certify by



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



(Miss Phawinee Treekanjananan)  
Recorder / Company Secretary