



บริษัท ไทย แคปปิตอล คอร์ปอเรชั่น จำกัด (มหาชน) สำนักงานใหญ่
THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED (HEAD OFFICE)

87/2 อาคารซีอาร์ซีทาวเวอร์ ชั้น 45 ออลซีซั่นสเพลส ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330
87/2 CRC Tower, 45th Fl., All Seasons Place, Wireless Road, Lumpini, Phatumwan, Bangkok 10330
Tel : 66(2) 685 3600-4 (Auto) Fax : 66(2) 685 3607 เลขประจำตัวผู้เสียภาษีอากร 0107537001226

February 27, 2017

Subject: Notification the resolutions of the Board of Directors' meeting No. 2/2017 rerating to the Schedule and Agenda for 2017 Annual General Meeting of shareholders, Omission of Dividend Payment

To: Director and Manager
The Stock Exchange of Thailand

Thai Capital Corporation Public Company Limited ("the Company") would like to inform the resolutions of the Board of Directors' meeting No. 2/2017 held on February 27, 2017 as follows;

1. Resolved to propose that the Shareholders' Annual General Meeting ("the AGM") consider and approve the financial statement of the Company for the fiscal year ended 31 December 2016, which was approved by the Audit Committee and reviewed by the licensed auditor.
2. Resolved to propose that the AGM 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 act as the Company's auditor of the year 2017, to review and provide his/her opinion on the financial statements of the Company. In case that the aforementioned auditors cannot carry out the audits, Siam Truth Audit Co., Ltd. shall find the Company, the substitute auditor with an approval of the Company's Board of Directors.

The fixing of the audit fee for the year 2017 to be an amount of not exceeding Baht 1,180,000, which excludes out-of-pocket expenses such as traveling, stamp, etc.

3. Resolved to propose that the AGM consider and approve Miss Yupin Chaivikrai, Mr. Boon-anant Srikhao and Mr. Thanakorn Wangpipatwong, who will be retired by rotation to act as the director for another term and in order to promote good corporate governance in accordance with the Stock Exchange of Thailand has provided opportunities for shareholders to propose the right to be elected to the position of Director during on December 1, 2016 – January 31, 2017. Upon the expiration of such time it turns out that the shareholders of the Company proposed the nominate persons to be elected as directors of the Company one person namely, Mr. Chalermpong Mahavanidvong. The Board of Director considered the qualifications of the person, resolved to propose to nominate such persons to be elected as Directors to replace those retiring by rotation for another one.

This agenda the Shareholders will vote on the election of directors who retire only 3 people, from individuals who have been nominated for a total of 4 people.



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4. Resolved to propose that the AGM consider and approve the remuneration of Directors for the year 2017 of not exceeding Baht 4,000,000 which is the same as the year 2016.

The Directors' Remuneration	Year 2016	Year 2017
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 not exceeding	4,000,000	4,000,000

5. Resolved to propose that the AGM consider and approve the allocation the profit from performance of the year 2016 for legal reserve in the amount of Baht 702,719.21 and due to the fact that the Company needed to reserve cash for investment and business expansion in the year 2017, approved to propose that the AGM consider and approve omission of dividend payment for the performance of the year 2016.
6. Approve the schedule for the 2017 AGM to be held on Thursday, March 30, 2017 at 10.00 am. (Registration starts 8.30 am.) at Infinity Room, 7th Floor, AETAS Lumpini 1030/4 Rama IV Road, Tung Maha Mek, Sathorn, Bangkok and Approve the schedule of the date to determine the names of shareholders entitled to attend the 2017 AGM. The record date shall be on March 13, 2017 and the closing book date shall be on March 14, 2017.



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7. Approve the meeting agenda for the 2017 AGM are as follows;

- Agenda 1 : Matters for acknowledgement by the Chairman
- Agenda 2 : To consider and certify the Minutes of 2016 AGM
- Agenda 3 : To acknowledge the operational results report of the Company for the year 2016
- Agenda 4 : To consider and approve the Company's audited financial statement for the fiscal year ended December 31, 2016
- Agenda 5 : To consider and approve the profit appropriation and omission dividend payment for the year 2016
- Agenda 6 : To consider and approve the appointment of directors to replace the directors who will be retired by rotation
- Agenda 7 : To consider and approve the remuneration of directors for the year 2017
- Agenda 8 : To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2017
- Agenda 9 : To consider other matters (if any)

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)

Chief Financial Officer