

Subject: Notification on the resolutions of the Board of Directors' Meeting No.2/2020

To: Director and Manager
The Stock Exchange of Thailand

Because of Thai Capital Corporation Public Company Limited ("the Company") was held the Board of Director's Meeting No.2/2020 on March 17, 2020, the Board has passed the important resolutions which can be summarized as following;

1. Resolved to propose the Annual General Shareholder's Meeting ("AGM") 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 2020, 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 2020 to be an amount of not exceeding Baht 1,180,000 which excludes out-of-pocket expenses such as traveling, overtime pay, stamp, etc.

2. Encourage good corporate governance, the Company would invite the shareholders to propose the agenda for the 2020 Annual General Meeting of Shareholders and propose the nominate qualified candidates for the Board of Directors in advance by posting it on the Company's website between December 2, 2019 – January 31, 2020. As the result, there was no any shareholder to propose the agenda or the name of nominate qualified candidates.

The Board of Directors approved the re-appointment of 3 directors consist of; 1) Ms.Yupin Chaivikrai, 2) Mr.Boon-anant Srikhao and 3) Mr.Vithawat Vichiateeraphongse, whose terms expired by rotation to be the directors of the Company for another term and proposed to the AGM for further approval.

3. Resolved to propose the AGM to consider and approve the remuneration of Directors for the year 2020 of not exceeding Baht 4,000,000 per year which is the same rate as the year 2019. The details as follow;

The Directors' Remuneration	Year 2020	Year 2019
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

The Directors' Remuneration	Year 2020	Year 2019
- 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

4. Resolved to propose the AGM to consider and approve no distribution of annual dividend for the year 2019 because the Company has a net loss in the separate financial statements for the year 2019.
5. Resolved to propose the AGM to consider and approve the application of the Company's legal reserve in the amount of Baht 9,828,921 and the premium on ordinary shares in the amount of Baht 67,951,842 to offset the retained loss in the Company's separate financial statements.
6. Resolved to propose the AGM to consider and approve the amendment of Article 30 of the Company's Article of Association, the meeting via video conference.
7. Resolved to call the Annual General Meeting of shareholders for the year 2020 on Wednesday, April 29, 2020 at 10.00 am. (Registration starts 8.30 a.m.) at Infinity Room, 7th Floor, AETAS Lumpini 1030/4 Rama IV Road, Tung Maha Mek, Sathorn, Bangkok whereby the Record Date on which shareholder shall have the right to attend the Annual General Meeting of shareholders for the year 2020 will be on April 1, 2020 to consider the following agendas;

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| Agenda 1 | Matters to be informed by the Chairman |
| Agenda 2 | To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders |
| Agenda 3 | Acknowledge the report of the operating result of the Company for the year 2019. |
| Agenda 4 | To consider and approve the Financial Statements for the fiscal year ended 31 December, 2019. |
| Agenda 5 | To consider and approve no distribution of annual dividend for the year 2019 |
| Agenda 6 | To consider and approve the election of directors to replace the directors who retire by rotation. |
| Agenda 7 | To consider and approve the determination of the remuneration of the directors for the year 2020. |
| Agenda 8 | To consider and appoint the auditor and determination the audit fees for the year 2020. |
| Agenda 9 | To consider and approve the application of the Company's legal reserve and premium on ordinary shares to offset the retained loss in the Company's separate financial statements. |
| Agenda 10 | To consider and approve the amendment of Article 30 of the Company's Article of Association |
| Agenda 11 | To consider other matters (If any) |

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)
Chief Financial Officer