

(Translation)

Minutes of the 2020 Annual General Meeting of Shareholders

of

JCK Hospitality Public Company Limited

Time and Place

The Meeting was held on April 30, 2020 at 14.00 hours at the Multi-Purpose Meeting Room, 2<sup>nd</sup> floor, TFD Building, located at No.18, Soi Sathorn 11 Yeak 9, Yannawa, Sathorn, Bangkok, 10120.

Preliminary

Mr. Apichai Taechaubol, Chairman of the Board of Directors, presided as Chairman of the Meeting, informed the Meeting that 45 shareholders attended the Meeting themselves and by proxy, totaling 405,655,084 shares or equivalent to 64.8760 percent of 625,277,672 shares totaling sold, which duly formed a quorum as stated in the Articles of Association.

The Chairman announced the Meeting opened and assigned Mrs. Rathatip Apichotikorn, the Acting Company Secretary, report to the Meeting on the promotion of good corporate governance practice and the equitable and fair treatment to all shareholders as follows.

The Company had offered the right to shareholders to propose, to the 2020 Annual General Meeting, any agenda and qualified candidate for directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2020 Annual General Meeting of Shareholders in an attempt to promote good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 13, 2019. The shareholders may fill in the document "Form to Propose Agenda to the 2020 Annual General Meeting of Shareholders", and send back to the Company via e-mail or facsimile together with other supporting documents as required by the Company within December 31, 2019. Apparently, there was no shareholders exercised such right.

Under the circumstance of Coronavirus 2019 (COVID19) outbreak, the shareholders meeting involves gathering, which may risk person-to-person transmission of the virus. Thus, realizing the shareholders' health concerned and reduction of COVID 19 pandemic spreading, the Company

requests for cooperation from all shareholders to consider appointing the Company's independent directors who have no conflict of interest with any of the meeting agenda a proxy to attend the meeting on shareholder's behalf instead of attending the physical meeting, According to the law and regulation, the Annual General Shareholders' Meeting must be attended by at least 25 shareholders or not less than half of the total shareholders, whichever is lower and the attended shareholders must together hold not less than 1/3 (one- third) of the total shares to constitute a quorum. Currently, the Company has received some amount of proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Annual General Shareholders' Meeting.

The 6 members of the Board of Directors were introduced by the Acting Company Secretary to the Meeting as follows;

Board members who attended the Meeting, totaling 6 members;

1. Mr. Apichai	Taechaubol	Chairman and Executive Chairman
2. Mr. Prasong	Vara-ratanakul	Independent Director, Audit Committee Chairman
3. Mr. Chetawan	Anuntasomboon	Independent Director, Audit Committee Member
4. Dr. Varnadharm	Kanchanasuvarna	Independent Director, Audit Committee Member
5. Mr. Chotiwit	Taechaubol	Director, Executive Director and Chief Executive Officer
6. Mrs. Rachanee	Siwawej	Director, Executive Director,

The proportion of directors who attended the Meeting was 100% of total directors.

The Acting Company Secretary introduced representatives from EY Office Limited, the Company's auditor, which had sent 2 representatives to attend the Meeting consisting of Ms. Watoo Kayankannavee and Ms. Punjaporn Songsri In addition, the representatives from Far East Law Office (Thailand) Company Limited, the Company's solicitor and the Meeting's votes inspector, as represented by Mr. Theerapan Petchsuwan, Mr. Visarut Onnuam and Ms. Vichita Chingchit also attended.

The Acting Company Secretary explained to the Meeting the voting procedures for those who attended by themselves and by proxy that at the Annual General Meeting of Shareholders,

voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Director. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his/her hand and cast a vote in a distributed ballot when registered. The ballot shall be handed over to staff for counting purpose, the result of which will be later notified to the Meeting. The Company would record votes of approval, disapproval or abstention by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting's agenda.

For question and opinion, the Company provided shareholders an opportunity to ask question and to express opinion in all relevant agendas. Before questioning and expressing view, the Company required shareholders to identify themselves to the Meeting.

In addition, the Company would like to notify to shareholders that According to the Parliament and National Anti-Corruption Commission has been supporting the project of "Thailand's Private Sector Collective Action Coalition Against Corruption: CAC", the Company has already signed the notification of intention to be the project's member. Currently, the Company is studying the self-assessment form in relation to the anti-corruption procedure. The Company will inform shareholders further in case there is any progress of this matter.

The Chairman assigned Mrs.Rathatip Apichotikorn, Acting Company Secretary, to operate the Shareholders' Meeting in accordance with the meeting's agendas.

**Agenda 1: To adopt the Minutes of the 2019 Annual General Meeting of Shareholders**

The Acting Company Secretary proposed the Minutes of the 2019 Annual General Meeting of Shareholders held on April 30, 2019 for the Meeting to approve.

This agenda must be approved by simple majority of the total number of votes of the shareholders presented at the meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved :** The Meeting, having considered the matter and deemed that the minutes were correct, therefore resolved, with simple majority of the total number of votes of the shareholders presented at the meeting and voted, to adopt the minutes of

2019 Annual General Meeting of Shareholders held on April 30, 2019 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,645,084	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from the start of the Meeting totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,655,084 shares.

**Agenda 2: To acknowledge the report of the Company's operating results in year 2019.**

Mr. Chotiwit Taechaubol, Chief Executive Officer, reported the Company's operating results in year 2019 to the shareholders for acknowledgement which can be summarized as quoted below.

The Company operates a restaurant business in form of chained restaurants with branches nationwide, mainly are buffet restaurants, but also some a la carte restaurants. The Company has developed its business under the concept to increasing its market share (Market Segmentation) by diversifying its type of restaurant to have more variety of styles under different brands totaling 10 brands.

The restaurant Industry is one of the businesses which are very important to the service sector and economy of the country. There are many small – large entrepreneurs involved in this business. It is also anticipated that the food-service businesses still have potential to grow continuously followed by the increase in the expansion of the new shopping complexes. The growth in restaurants is mainly due to the expansion of the chained restaurants which are mainly expanded in line with the increase in retail spaces.

According to the National Statistical Office of Thailand or NSO's survey of Thai household expenditure on food, the results reflect that Thai households spent more on dining out or buying takeaway to dine at home increasingly during the year 2018 – 2019 conform to the Thai consumption behaviors which dining out is the most favorite activity.

Apart from the support factors of the domestic consumers, the increasing of foreign tourists in the past periods also boosted the income growth of restaurants despite the economic slowdown. According to the foreign tourists' expenditure on food and beverage, it still had tendency to constantly growth by approximately 5% per year which reflects the opportunity for restaurant business to grow much more.

In 2019, the Company's marketing strategy was to provide a variety of foods, delicious flavors, good services at a worthy price, diversify type of restaurants to cover all levels of customers, expand branches to cover various target areas which will increase sales and expand the Company's customers base, develop and invent new food recipes, emphasize on marketing project that reach target customers, launch the promotions together with business partners, and create opportunities to increase sales from the ongoing sales promotions.

For the year 2020, the Company has set a goal to become a leader in the restaurant business in the next 3-5 years as the Company foresees an opportunity to expand other brands of restaurant apart from the buffet restaurant alone. With our new goal to create a variety of choices and differentiation of brand to meet the needs of the customers which have higher demand as well as to create new alternatives for our customers or consumers, these will enable the Company to expand its customer base and new target groups.

The Company is still determined to prepare for business expansion continuously to become a leader in the restaurant business as planned. The Company hereby pledges to keep improving to create a stable business base by adhering to the principle of good corporate governance.

**Resolved:** The Meeting acknowledged the Annual Report of the Board of Directors and the 2019 operating results of the Company.

**Agenda 3: To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2019.**

The Acting Company Secretary submitted the Financial Statements, for the Meeting to consider and approve, which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2019 which have been audited and certified true and correct by the auditor, and also have been reviewed by the Audit Committee. The results are presented in the 2019 Annual Report.

This agenda must be approved by simple majority of the total number of votes of the shareholders presented at the Meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with simple majority of the total number of votes of the shareholders presented at the Meeting and voted, approving the Statement of Financial Statements which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2019 with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 1,200 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 4: To consider and approve the allocation of the 2019 profit, and the Omission of dividend payment.**

The Acting Company Secretary reported the allocation of the 2019 profit, and the Omission of dividend payment for the Meeting to consider and approve.

The Acting Company Secretary informed the Meeting that according to Clause 45 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 44 of the Company's Articles of Association the Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

The Company has the policy to pay dividend not less than 40 percent of net profit after deducting of income tax and legal reserves, of which the dividend payment in each year will depend on the investment plan, liquidity, necessity and other suitability in the future. In addition, the resolution of the Board of Directors that approve to pay dividend must be submitted for approval of the shareholders' meeting, except for the interim dividend payment which the Board of Directors is authorized to approve, which have to report to the shareholders' meeting to acknowledge at a subsequent meeting. (Details of Dividend payments of the past year appeared on Page 3 and 4 of the invitation letters (English Version) which have been distributed to the shareholders).

According to the Company's accumulated loss at the end of 2019, the Board of Directors deemed that the Annual General Meeting of Shareholders is appropriate to approve the omission of dividend payment and legal reserve.

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and vote, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with simple majority of total number of votes of the shareholders presented at the Meeting and voted,

approving the omission of dividend payment and legal reserve with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	10,000
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 5: To consider and elect the directors in replacement of those retired by rotation**

The Acting Company Secretary submitted the matter of the election of directors in replacement of those retired by rotation for the Meeting to consider and approve.

The Acting Company Secretary had informed to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at the 2020 Annual General Meeting of Shareholders. The Articles of Association require the approval by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who had been in the office for the longest period shall be retired and be eligible for re-appointment by the shareholders.

In this year, the directors who had been in the office for the longest period and shall be retired by rotation are as follow:

1. Mr. Apichai                      Taechaubol                      Director
2. Mr. Prasong                      Vara-ratanakul                      Independent Director

The nomination method of directors of the Company was not considered by the Nomination Committee, because at present the Company has still not appointed such committee yet. However, the directors which exclude the directors who have



the related benefits, have considered the matter and deemed that the 2 directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, have visionary and worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. The details of their backgrounds and performances are as follows and also in Attached 3 pursuant to the invitation letters on page 36 – 39 (English version).

This agenda must be approved by simple majority of total number of votes of the shareholders or proxies presented at the Meeting and voted, pursuant to Clause 38 of the Company's Articles of Association.

Mr. Chalemchai Tangmansujaritkul a proxy of Mr. Kasem Arpornitip, holding 28,942,050 of shares, proposed the Meeting to elect Mr. Apichai Taechaubol and Mr. Prasong Vara-ratanakul as the directors for another term.

**Resolved:** The Meeting, having considered the matter, resolved with a simple majority of total number of votes of the shareholders presented at the Meeting and voted to re-elect 2 directors who were retired by rotation as directors, for another term.

Whereas the Meeting had elected each individual person, with the following votes:

1. The Meeting resolved, with simple majority of total number of votes of the shareholders presented at the Meeting and voted, to re-elect **Mr. Apichai Taechaubol** as director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025

4. Void Ballot	0	0.0000
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2. The Meeting resolved, with simple majority of total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, to re-elect **Mr. Prasong Vara-ratanakul** as director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 6: To determine directors' remuneration**

The Acting Company Secretary reported the matter of determination of the directors' remuneration to the Meeting for consideration and approval.

The Acting Company Secretary informed the Meeting that the remuneration which was approved by the 2019 Annual General Meeting of Shareholders is Baht 2,000,000 (Two million Baht) per year as remunerations for all directors whereby the Board of Directors was authorized to allocate such remunerations to each director. In 2020, the Board of Directors has considered the remuneration by taking into consideration their responsibilities, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board therefore deems appropriate to propose the 2020 Annual General Meeting of Shareholders, the same directors' remuneration for a total of Baht 3,000,000 per year.

The details of the remuneration for each director and the scope of responsibility of the Board of Directors and Audit Committee are stated on the page 33 to 35 of the 2019 Annual Report (English Version).

In the meeting, the shareholder asked the Board of Directors to reconsider the 2020 directors' remuneration the same amount as the 2019 directors' remuneration.

The Chairman informed the meeting that the offered remuneration is just the budget, nevertheless, due to the outbreak of Coronavirus 2019 (COVID 19) at present which has severely affected the Company's business and financial status, therefore, it is deemed appropriate for the meeting to consider and approve the 2020 directors' remuneration in the amount of Baht 2,000,000 per year equal to the 2019 director's remuneration whereby the Board of Directors will be authorized to allocate such remunerations to each director.

This agenda must be approved by not less than two-thirds of the total number of votes of the shareholders or proxies presented at the Meeting, pursuant to Section 90 of the Public Limited Company Act B.E. 2535.

**Resolved:** The Meeting, having considered the matter, resolved with not less than two-thirds of the total number of votes of the shareholders presented at the meeting, approving the directors' remunerations for the year 2020 at the total sum of Baht 2,000,000 per year whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 7: To appoint the auditors and to determine the auditor's fees.**

The Acting Company Secretary reported the appointment of auditors and the auditor fees to the Meeting for consideration and approval.

The Acting Company Secretary informed to the Meeting that to comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the 2020 Annual General Meeting of Shareholders to appoint the auditors from EY Office Limited as the auditor of the Company and its subsidiaries for the year 2020, where either of the following auditors shall audit and express opinions to the Company's financial statements. In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

1. Ms. Supanee Triyanantakul CPA No. 4498 and/or  
(as an auditor from 2019 until present, totally 1 year)
2. Ms. Watoo Kayankannavee CPA No. 5423 and/or  
(as an auditor from 2019 until present, totally 1 year)
3. Mr. Preecha Arunnara CPA No. 5800 and/or  
(as an auditor from 2019 until present, totally 1 year)

The auditor proposed the 2020 auditing fee for the Company in the amount of Baht 1,850,000.- per year, equal to the year 2019.

The accounting firm, EY Office Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability both domestic and abroad. The firm also has adequate personnel to maintain its audit standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company. Nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

This agenda must be approved by simple majority of total number of votes of the shareholders presented at the meeting and voted, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with simple majority of total number of votes of the shareholders presented at the meeting and voted, appointing the EY Office Limited, by Ms. Supanee Triyanantakul CPA No. 4498, and/or Ms. Watoo Kayankannavee CPA No. 5423, and/or Mr. Preecha Arunnara CPA No. 5800, as the auditor of the Company and subsidiaries in year 2020 with the total audit fee of Baht 1,850,000.- per year, with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 8:** To consider and approve to decrease the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Acting Company Secretary proposed the meeting to consider and approve to decrease the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Acting Company Secretary informed to the Meeting that the Company has to completely decrease registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to decrease the share capital by cancelling non allotment of the registered share capital prior to increase new registered share capital.

Therefore, it was deemed appropriate to propose to the Meeting of shareholders to consider and approve to decrease the registered capital of the Company from Baht 203,215,243 to Baht 156,319,418 by canceling non-allotment of 187,583,300 ordinary shares at the par value of Baht 0.25 per share, consisting of the ordinary shares which remaining from the issuance and offering to existing shareholders in General Mandate, and that remaining from the allotment via Private Placement in General Mandate which still have not been offered.

In addition, to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital, by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4.	Registered Capital	Baht 156,319,418	(One Hundred Fifty-Six Million Three Hundred Nineteen Thousand Four Hundred and Eighteen Baht)
	Divided into	625,277,672 shares	(Six Hundred Twenty-Five Million Two Hundred Seventy-Seven Thousand Six Hundred and Seventy-Two Shares)
	Par value of	Baht 0.25	(Twenty-Five Satang)
	Divided as follows;		
	Ordinary shares	625,277,672 Shares	(Six Hundred Twenty-Five Million Two Hundred Seventy-Seven Thousand Six Hundred and Seventy-Two Shares)
	Preferred shares	- Shares	(-)”

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders presented at the Meeting and are eligible to vote, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with not less than three-fourths of the total number of votes of the shareholders presented at the Meeting and are eligible to vote, approving to decrease the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital by the details as proposed by the Acting Company Secretary with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	405,646,284	99.9975
2. Disapprove	0	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 9:** To consider and approve to increase the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Acting Company Secretary proposed the Meeting to consider and approve to increase the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

The Acting Company Secretary informed to the Meeting that the Company has the necessities to raising funds for the working capital, repayment of debt, reserving for the current branches improvement and expanding new branch, as well as to be reserving funds to support the investment expansion in the future. Therefore, the

Company has the intention to increase the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Therefore, it was deemed that the Meeting of shareholders should consider and approve to increase the registered capital of the Company from Baht 156,319,418 to Baht 203,215,243 by issuing 187,583,300 newly issued ordinary shares with par value of Baht 0.25 per share for the allotment to existing shareholders (Right Offering), and via private placement under general mandate type as per the details in Capital Increase Report Form (Attached 5), and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by cancellation of the existent contents and use of the new contents as mentioned below:

"Clause 4. Registered Capital	Baht 203,215,243	(Two Hundred Three Million Two Hundred Fifteen Thousand Two Hundred and Forty-Three Baht)
Divided into	812,860,972 shares	(Eight Hundred Twelve Million Eight Hundred Sixty Thousand Nine Hundred and Seventy-Two Shares)
Par value of	Baht 0.25	(Twenty-Five Satang)
Divided as follows;		
Ordinary shares	812,860,972 Shares	(Eight Hundred Twelve Million Eight Hundred Sixty Thousand Nine Hundred and Seventy-Two Shares)
Preferred shares	- Shares	(-)"

This agenda must be approved by not less than three-fourths of the total number of votes of the shareholders or proxies presented at the Meeting and are eligible to vote, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with not less than three-fourths of the total number of votes of the shareholders presented at the Meeting and are eligible to vote, approving to increase the registered capital of the Company and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by the details as stated by the Acting Company Secretary with the following votes:



Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and are eligible to vote
1. Approve	405,646,184	99.9975
2. Disapprove	100	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

**Agenda 10: To consider and approve the allocation of the newly issued ordinary shares.**

The Acting Company Secretary proposed the allocation of the newly issued ordinary shares to the Meeting to consider and approve.

The Acting Company Secretary reported to the Meeting that as aforementioned in agenda 9 with respect to the plan of funding for the working capital, repayment of debt, reserving for the current branches improvement and expanding new branch, as well as to be reserving funds to support the investment expansion in the future, according to the law, the Meeting is required to consider and approve the allocation of 187,583,30 newly issued ordinary shares with par value of Baht 0.25 per share.

Therefore, it was deemed appropriate for the Meeting of shareholders to consider and approve the allocation of newly issued ordinary shares with details as follows:

1. Amount not exceeding 125,055,534 newly issued ordinary shares or equal to 20.00% of the current paid-up capital of the Company, for offering to existing shareholders (Right Offering) in General Mandate

Therefore, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment

process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Market for Alternative Investment (MAI) and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

This allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

2. Amount not exceeding 62,527,766 newly issued ordinary shares or equal 10.00% of the current paid-up capital of the Company, for offering in entirety or in portions for offering in lots from time to time to investors in private placement in General Mandate categorized under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement which such persons are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and amended, whereby the Board of Directors shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) and shall not lower than one of the following price:

- (A) The weighted average of share price trading on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the determination date of the offering price of such shares in each time ("Market Price"), whereby such weighted average of share price is required to use the average price of shares trading in each day, provided that, the determination date of offering price is

required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.

- (B) The price which is determined by the book building method surveyed by the securities company.

This allocation of newly issued ordinary shares to investors in Private Placement in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Annual General Meeting of Shareholders which be determined by the law, whichever date is earlier.

For the allotment and offering of capital increase ordinary shares of the Company above, the Board of Directors shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in private placement; fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increase ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increase ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares the Market for Alternative Investment (MAI) and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in private placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital

Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

Details of the allotment and offering of newly issued ordinary shares to investors in private placement in this occasion appeared in Attached 6

This agenda must be approved by simple majority of total number of votes of the shareholders presented at the Meeting and voted, pursuant to Clause 38 of the Company's Articles of Association.

**Resolved:** The Meeting, having considered the matter, resolved with simple majority of total number of votes of the shareholders presented at the Meeting and voted, approving the allocation of the newly issued ordinary shares by the details as proposed by the Managing Director with the following votes:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of votes of shareholders or proxies presented at the meeting and voted
1. Approve	405,646,184	99.9975
2. Disapprove	100	0.0000
3. Abstain	10,000	0.0025
4. Void Ballot	0	0.0000

Remark: In this agenda, there were shareholders/proxies increasing from previous agenda totaling 0 shares.

Total shares which are eligible to vote in this agenda are 405,656,284 shares.

Agenda 11: Other matter (if any)

- None -

The Meeting was adjourned at 15.15 hours.



(Mr. Apichai Taechaubol)

Chairman of the Meeting