

February 28, 2019

Subject: Notification on the resolutions of the Board of Directors' Meeting No. 1/2019

To: Director and Manager  
The Stock Exchange of Thailand

Enclosure: Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

Because of Thai Capital Corporation Public Company Limited ("the Company") was held the Board of Director's Meeting No.1/2019 on February 28, 2019, the Board has passed the important resolutions which can be summarized as following;

1. Resolved to appoint "Mr.Vithawat Vichiateerapongse" as an Independent Director and Member of the Audit Committee in replacement of Mr.Thanakorn Wangpipatwong who resigned prematurely. The appointment was effective on March 1, 2019.
2. 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 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 to be an amount of not exceeding Baht 1,230,000 which excludes out-of-pocket expenses such as traveling, overtime pay, stamp, etc.

3. Encourage good corporate governance, the Company would invite the shareholders to propose the agenda for the 2019 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 1, 2018 – January 31, 2019. 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) Mr.Songyos Noppaprach, 2) Mr.Nutthirutt Wanwimonphong and 3) Mr.Kamphol Patana-anukul, whose terms expired by rotation to be the directors of the Company for another term and proposed to the AGM for further approval.

4. Resolved to propose the AGM to consider and approve the remuneration of Directors for the year 2019 of not exceeding Baht 4,000,000 per year which is the same rate as the year 2018. The details as follow;

The Directors' Remuneration	Year 2019	Year 2018
<b>1. Fixed Remuneration (Baht/Person/Year)</b>		
- Chairman of the Board of Directors	252,000	252,000
- Chairman of the Audit Committee	252,000	252,000

<b>The Directors' Remuneration</b>	<b>Year 2019</b>	<b>Year 2018</b>
- Vice Chairman	150,000	150,000
- Independent Director	150,000	150,000
- Member of the Audit Committee	204,000	204,000
<b>2. Meeting Allowance (Baht/Person/Attendance)</b>		
- 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
<b>3. Bonus: to be allocated by the Board of Directors</b>		
<b>Total Remuneration not exceeding</b>	<b>4,000,000</b>	<b>4,000,000</b>

5. Resolved to propose the AGM 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.
6. Resolved to call the Annual General Meeting of shareholders for the year 2019 on Friday, April 26, 2019 at 10.00 am. (Registration starts 8.30 a.m.) at Infinity Room, 7<sup>th</sup> 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 2019 will be on March 19, 2019 to consider 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 2018
- Agenda 3: To acknowledge the operating result for the year 2018
- Agenda 4: To consider and approve the financial statement for the year ended December 31, 2018
- Agenda 5: To consider and approve the omission dividend payment for the year 2018
- Agenda 6: To consider and approve the re-election of directors to replace those retired by rotation
- Agenda 7: To consider and approve the remuneration of directors for the year 2019
- Agenda 8: To consider and approve the appointment of auditors and determination the auditing fee for the year 2019
- Agenda 9: To consider other matters (if any)

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)  
Chief Financial Officer

### Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors Meeting of Thai Capital Corporation Public Company Limited  
 No. 1/2019 Held on 28 February 2019 resolved the meeting's resolutions in the following manners;

- Appoint/Renewal for the term of audit committee:  
 Chairman of the audit committee       Member of the audit committee  
 As follows: Mr. Vithawat Vichiateeraphongse  
 The appoint/renewal of which shall take an effect as of March 1, 2019  
 Determination/Change in the scope of duties and responsibilities of the audit committee

The audit committee consists of:

1. Member of the audit committee Mr. Songyos Noppaprach remaining term in office 1 months
  2. Member of the audit committee Mr. Nutthirutt Wanwimonphong remaining term in office 1 months
  3. Member of the audit committee Mr. Vithawat Vichiateeraphongse remaining term in office 1 year 1 month
- Secretary of the audit committee Miss Boonnee Kusolsopit

The audit committee number 2, 3 have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters;

1. To ensure that the Company's financial report accurately and sufficiently discloses the information by coordinating with the auditor and the executives responsible for the preparation of the financial statement both quarterly and annually, During the course of auditing, the Audit Committee may request the auditor to review or audit any transactions as deemed necessary
2. To ensure, together with the auditor and the internal auditor, that the Company has a suitable and effective internal audit system, and to approve the appointment, transfer, and termination of the Company's internal auditor.
3. To consider and propose the appointment of auditor as well as remuneration of auditor, The auditor shall be appointed on the basis of credibility, resourcefulness, amount of work commissioned to such audit office and the experience of the auditor that has been appointed
4. To consider and disclose the Company's information regarding connected transactions or conflicts of interest, if any, in an accurate and complete manner
5. To perform duties as assigned by the Board of Directors and agreed by the Audit Committee such as to review financial management and risk management policies; to review the management performance in terms of good business ethics; to review together with the management the reports that disclose significant transactions to the public such as the analysis report of the management
6. To prepare and arrange the Audit Committee's activity report and disclose it in the Annual Report, The report must be certified by the Chairman of the Audit Committee and the detail shall include:
  - 6.1 Opinion regarding preparation process and disclosure of information in the financial statement on its accuracy, completeness and trustworthiness
  - 6.2 Opinion regarding the sufficiency of internal control system
  - 6.3 Reasons to support the appointment of the auditor
  - 6.4 Opinion on the Company's operation in accordance with the Securities and Exchange Act, Regulations set by SET or any other laws relating to the business of the Company
  - 6.5 Any other reports that the shareholders and investors should be informed, under the duties and responsibilities assigned by the Board of Directors

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirement of the Stock Exchange of Thailand



Signed  Director  
(Mr.Charoenchai Chaivikrai)

Signed  Director  
(Mr.Boon-Anant Srikhao)