

TCC 1/2022

22 March 2022

Subject: Notification on the resolutions of the Board of Directors' Meeting No.2/2022.
(Schedule of the 2022 AGM and Omission Dividend Payment)

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.2/2022 on 22 March 2022, the Board has passed the important resolutions which can be summarized as following;

1. Resolved to propose the 2022 Annual General Shareholder's Meeting ("AGM") to consider and approve the appointment Mr. Bunjong Pichayaprasat, CPA License No. 7147 or Miss Khaymanundt Chaichuen, CPA License No. 8260 or Miss Sirada Jarutakanont, CPA License No. 6995 or Mr. Chaiwat Saetiaw CPA License No. 11042 of Siam Truth Audit Co., Ltd. to be the Company's auditor for 2022, 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 2022 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 2022 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 1 December 2021 –31 January 2022. 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. Nutthirutt Wanwimonphong, 2) Mr. Yanapol Rakkasikorn 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.

3. Resolved to propose the AGM to consider and approve the remuneration of Directors for 2022 of not exceeding Baht 4,000,000 per year which is the same rate as the year 2021. The details as follow;

The Directors' Remuneration	Year 2022	Year 2021
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
4. Other Remuneration of Directors (Non-cash compensation)	None	None

4. Resolved to propose the AGM to consider and approve the appropriation of profit as legal reserve amounting to Baht 279,436.03 and approve the omission of the 2021 annual dividend payment.
5. Resolved to call the Annual General Meeting of shareholders for 2022 on Thursday, 28 April 2022 at 10.00 am. through electronic media (e-AGM) whereby the Record Date on which shareholder shall have the right to attend the Annual General Meeting of shareholders for 2022 will be on 5 April 2022 to consider the following agendas;
 - Agenda 1 Matters to be informed by the Chairman
 - Agenda 2 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders
 - Agenda 3 Acknowledge the report of the operating result of the Company for 2021
 - Agenda 4 To consider and approve the Financial Statements for the fiscal year ended 31 December 2021
 - Agenda 5 To consider and approve the allocation of profits and omission dividend payment from the operating result of year 2021
 - 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 remuneration of directors for 2022

- Agenda 8 To consider and appoint the auditors of the Company and fixing audit fee for 2022
- Agenda 9 To consider other matters. (If any)

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)
Chief Financial Officer