

May 30, 2022

Subject: Notification of the resolutions of the Board of Director's Meeting Issuance and offering of debentures and Determination of the Date for the EGM No.1/2022 via electronic method E-EGM

To: Director and Manager  
The Stock Exchange of Thailand

Enclosure: 1. Summary of the issuance and offer for sale of debentures of the Company at the amount of not exceeding THB 400 million

Thai Capital Corporation Public Company Limited ("the Company") would like to inform the resolutions of the Board of Director's Meeting No.4/2022 on Monday, May 30, 2022 through the Stock Exchange of Thailand as follows:-

1. Approved to propose to the EGM 1/2022 to consider and approve the issuance and offering of debentures in the amount of not exceeding THB 400 million to use in the business operation of the Company (Enclosure 1).,However, the authorized director of the company or the Board of Executive Committee or the Managing Director or the person who the Board of Executive Committee or the Managing Director is assigned to be authorized to perform the following actions:-
  - (1) To determine the details with regard to the debentures, including the name, interest rate, term, details on redemption, appointment of debenture-holder's representative, as well as other details with respect to the offer for sale e.g., whether the offer for sale of debentures is to be carried out in different forms or on more than one occasion so that after the debentures of any number are matured, they can be reissued and offered for sale, including but not limited to the price, method, and period of the offer for sale and allocation;
  - (2) To appoint a financial advisor and/or underwriter and/or credit rating agency of the securities issuer and/or of the securities and/or any other person as required by the relevant rules and regulations or in any other case as it deems appropriate;
  - (3) To contact, enter into negotiation, execute, amend the agreement and/or documents, including to file documentation or evidence with the office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offer for sale of the debentures, as well as to undertake any act necessary for or relevant to as it deems appropriate.

2. Approved the Extraordinary General Meeting of Shareholders 1/2022 via electronic method (E-EGM) on Friday, July 8, 2022 at 10.00 am by specifying the name Extraordinary General Meeting of Shareholders entitling to attend the Meeting shall be recorded on June 15 2022. To consider and approve the following agendas:-

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for 2022 held on April 28, 2022.

Agenda 2 To consider and approve the issuance and offering of debentures in the amount of not exceeding THB 400 million.

Agenda 3 To consider other business matters (if any).

In this regard, the Board of Directors has authorized Managing Director/person authorized by Managing Director to amend/change the date, time, location and format of the meeting including with details related to the arrangement of the 1/2022 Extraordinary General Meeting of Shareholders as necessary and appropriate. The detail of meeting attendance via electronic method will be announced in the notice to the EGM 1/2022 and on the Company's website.

Please be informed accordingly

Yours Sincerely,

(Mr.Kamphol Patana-anukul)

Chief of Financial Officer

**Summary of the issuance and offer for sale of debentures of the Company  
at the amount of not exceeding THB 400 million  
Thai Capital Corporation Public Company Limited**

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The issuance and offering of debenture will be performed according to the regulation of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the Stock Exchange of Thailand and the relevant government authorities, as well as in accordance with the needs of the company's money, including market conditions.

**Details of the issuance and offering of debentures**

**Objective:** The proceeds derived from the issuance and offer for sale of debentures will be used in the business operation of the Company and its subsidiaries and/or business expansion or investment in the new business of the Company in accordance with the Board of Directors' resolution and/or repay the existing loan of the Company, and/or as working capital of the Company, or for other purposes as the Board of Directors may deem appropriate.

**Type:** Debentures of all type and kinds, whether name-registered or bearer debentures, subordinated or unsubordinated, secured or unsecured, with or without debenture holder's representatives, with fixed redemption date or with no redemption date, depending on the appropriateness of the market condition at the time of each issuance and offer for sale.

**Currency:** THB and/or other foreign currency by using the exchange rate at the time of each issuance and offer for sale.

**Total Value:** Not exceeding THB 400 million or equivalent amount in other currency. In this regard, the Company is able to issue and offer for sale additional debentures and/or issue and offer debentures in place of the existing debentures which have been redeemed within such credit line. Any debenture issued by the Company at any time shall have a value not exceeding such credit line.

**Interest rate:** To be determined from time to time depending on the market condition at the time of each issuance and offer for sale, and other relevant factors. In this regard, the interest rate shall be determined in compliance with the notifications of the Securities and Exchange Commission and/or of the SEC Office, and/or other relevant notifications or regulations applicable at the time of each issuance and offer for sale.

**Term of Debenture:** Depending on the market condition at the time each issuance and offer for sale, whereby it can be determined whether the debenture is callable or perpetual.

- Offer for sale: (1) To offer all at one or several times, and/or as a scheme and/or on a revolving basis.
- (2) To offer for sale to the general public and/or in a private placement and/or to the institutional investors in the country and/or abroad, at one or several times in accordance with the notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or other relevant notifications, ministerial regulations, regulations, and laws applicable at the time of each issuance and offer for sale.
- Call redemption: The debenture-holders may or may not have the right to redeem their debentures before their maturity date, or the Company may or may not determine that the debentures can be redeemed before maturity date in a special event (special event redemption) depending on the terms and conditions of each issuance.
- Other details: To propose to the shareholder's meeting to consider and approve the assignment of the authorized director of the company or the Board of Executive Committee or the Managing Director or the person who the Board of Executive Committee or the Managing Director is assigned to be authorized to perform the following actions:-
- (1) To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holders representative(s), as well as to determine the details relating to the offering; for example, the issuance of various kinds of debentures from time to time, and when any amount of debentures become mature, such amount may be reissued and reoffered, including but not limited to, price, procedure and offering and allocation period.
- (2) To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate.
- (3) To deal with, negotiate, execute and/or amend the agreements and/or documentation, as well as provide information, submit documentation to the office of Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such debentures, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.