

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**  
**of**  
**Thai Capital Corporation Public Company Limited**

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The Extraordinary General Meeting of Shareholders No. 1/2022 (the “Meeting”) was held on Friday, 8 July 2022 via electronic means pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) at the Company’s meeting room in Bangkok.

The Meeting started at 10:00 hrs.

Miss Weeravan Boonganokwong, the Company Representative welcomed the shareholders and informed the Meeting that Mr. Munsin Chaivikrai, Chairman of the Board of Directors unable to attend the Meeting. According to the Company’s Article of Association Clause 36 which specifies that the Chairman of the Board of Directors shall be the Chairman of shareholders’ meetings and if the Chairman of the Board of Directors does not present himself at a shareholders’ meeting or cannot perform his or her duty the Vice Chairman of the Board of Directors shall be the Chairman of the meeting. If there is no Vice Chairman or there is a Vice Chairman who is not present at the meeting or cannot perform his or her duty the shareholders present shall elect one shareholder to be the Chairman of the meeting. To comply with the Company’s Article of Association the Announcer invited Mr. Kittisak Chaivikrai Vice Chairman performed as the Chairman of the Meeting (the “Chair”).

The Chairman declared the Extraordinary General Meeting of Shareholders No. 1/2022 had been duly opened, then requested the Company Representative to summarize the number of shares and the number of shareholders attending the meeting today and requested Mr. Kamphol Patana-anukul, Director and Chief Financial Officer performed as the moderator of the Meeting.

The Company Representative informed the Meeting that on the record date (15 June 2022), the Company had registered the paid-up capital total Baht 696,361,609 divided into 1,392,723,218 ordinary shares, par value at Baht 0.50 per share. Now there was a total of 29 shareholders attending the Meeting via electronic means, divided into 2 shareholder attending as themselves and 27 shareholders attending by proxy, holding 592,639,829 shares in aggregate, representing 42.5526 percent of the total number of issued shares of the Company. A quorum was thus constituted in accordance with the Articles of Association of the Company.

Chief Financial Officer introduced the Board of directors and Executive Directors who were in attendance, including the Legal Advisor shall be responsible for supervising the Meeting to ensure it is held in accordance with the laws and the Articles of Association of the Company for the purposes of openness and good corporate governance.

**Directors and Executive Directors in attendance** (equivalent to 88.89 percent of the total number of directors 9 person)

1. Mr. Kittisak Chaivikrai Vice Chairman (performed as the Chairman of the Meeting)
2. Miss Yupin Chaivikrai Vice Chairman and  
Member of the Investment Committee
3. Mr. Charoenchai Chaivikrai Director  
Chairman of the Executive Director  
Chairman of the Risk Management  
Chairman of the Investment Committee  
Member of the Nomination and Remuneration Committee and  
Chief Executive Officer
4. Mr. Nutthirutt Wanwimonpong Independent Director  
Chairman of the Audit Committee and  
Chairman of the Nomination and Remuneration Committee
5. Mr. Vitthawat Vichiateeraphongse Independent Director  
Member of the Audit Committee and  
Member of the Nomination and Remuneration Committee
6. Mr. Yanapol Rakkasikorn Independent Director and  
Member of the Audit Committee
7. Mr. Boon-anant Srikhao Director  
Member of the Executive Director  
Member of the Investment Committee  
Member of the Nomination and Remuneration Committee  
Member of the Investment Committee and  
Managing Director
8. Mr. Kamphol Patana-anukul Director  
Member of the Executive Director  
Member of the Investment Committee  
Member of the Investment Committee and  
Chief Financial Officer

**Legal Advisor**

Mr. Teerasak Passaree

The Chief Financial Officer then explained the voting procedures and method to express opinions or raise questions.

### Voting Procedures

One share shall have one vote.

A shareholder may cast his/her vote to either “approve” “disapprove” or “abstain” from voting. To vote in each agenda, only shareholders who “disapproved” or “abstained” from voting shall cast their votes through IR Plus AGM application. Shareholders who “approved” the agenda were not required to vote through IR Plus AGM application.

To count the votes, “disapproved” “abstained” and “invalid votes” would be deducted from the total votes of the shareholders who attended the Meeting and were entitled to vote.

For the shareholders who have given proxies and have already voted in the proxy forms. The Company has already collected and recorded scores in the system. The proxies attending the meeting do not have to vote again. And for shareholders who gave proxies but did not vote. The proxy holder is requested to vote according to the method stated above.

To pass a resolution, a simple majority vote of the shareholders who attended the Meeting and cast their votes would be required, except for Agenda Item 2, to consider and approve the issuance and offer for sale of the debentures in an amount not exceeding THB 400 million, which requires a resolution passed by not less than two-thirds (3/4) of the total votes of the shareholders attending the Meeting.

### Method to Raise Questions

Shareholders can ask questions or make comments at the end of the presentation on that agenda, selecting the button at the bottom right of each Agenda Item through IR Plus AGM application, typing the question, and selecting the ‘Send’ button.

The Chief Financial Officer then gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

### **Agenda 1      To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders**

The Chief Financial Officer informed the Meeting that the Company had prepared the minutes of the 2022 Annual General Meeting of Shareholders, held on 28 April 2022. The Board of Directors had considered and deemed it properly recorded in accordance with the resolutions of the meeting, recommended the shareholders adopt such minutes of the 2022 Annual General Meeting of Shareholders, where the copies of which were sent to all shareholders together with the notice of this Meeting.

The Chief Financial Officer then gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chief Financial Officer proposed that the Meeting consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders, held on 28 April 2022.

**Resolution:** The Meeting has been certified the minutes of the 2022 Annual General Meeting of Shareholders, held on 28 April 2022 with unanimously vote as follow;

Approved	592,639,829	Votes	or	100
Disapproved	0	Votes	or	0
Abstain	0	Votes	or	0
Invalid Ballots	0	Votes	or	0

**Agenda 2** To consider and approve the issuance and offer for sale of the debentures in an amount not exceeding THB 400 million

The Chief Financial Officer informed the Meeting that the Company would like to issuance and offer for sale of the debentures in an amount not exceeding THB 400 million with details as follows:

**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.

**Board's Opinion:** The Board of Directors should propose that Extraordinary General Meeting Shareholders No. 1/2022 to consider and approve the issuance and offer for sale in an amount of not exceeding THB 400 million or in another currency in an equivalent amount with details as presented.

The Chief Financial Officer then gave the shareholders an opportunity to ask questions and express their opinions.

Mr. Sakon Sookwanichvichai, the proxy from Thai Investors Association, asked that

- (1) Has the Company considered the interests of shareholders in an issuance of the debenture?
- (2) Has the Company consulted with a financial advisor and obtained opinion of the Audit Committee in an issuance and offering of the debenture? What are their opinions?

The Chief Financial Officer informed the Meeting that, in an issuance and offering of the debenture, the Company has fully considered the interests of shareholders and has consulted with financial advisor and the Audit Committee and it was agreed that this matter shall be proposed to the Board of Directors' Meeting and the Shareholders' Meeting for further consideration and approval.

The Chief Financial Officer then gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chief Financial Officer proposed that the Meeting consider and approve the issuance and offer for sale of the debentures in an amount not exceeding THB 400 million.

**Resolution:** The Meeting has been approved the issuance and offer for sale of the debentures in an amount not exceeding THB 400 million with vote by not less than two-thirds (3/4) of the total votes of the shareholders attending the Meeting as follow;

Approved	592,639,729	Votes	or	100
Disapproved	100	Votes	or	0
Abstain	0	Votes	or	0
Invalid Ballots	0	Votes	or	0

**Agenda 3 To consider other matters (If any)**

The Chief Financial Officer then gave the shareholders an opportunity to ask questions and express their opinions.

Mr. Sakon Sookwanichvichai, the proxy from Thai Investors Association, asked that Why did the Company slowed down investment in land and buildings for carrying on the agricultural products market in project Chai Market” in Nakhonpathom province, which was indicated in the note No. 10 of the financial statements as at 31 December 2021 of the investment value amounting to THB 627 million.

The Chief Financial Officer informed the Meeting that from the epidemic situation of the coronavirus disease 2019 (Covid 19) during the past 2-3 years has greatly affected the economy of Thailand and the world. A number of businesses have slowed down their investments and/or stopped operating, and that the purchasing power of consumers is decreasing. The Management and the Board of Directors have considered and assessed the situation and it was advisable to postpone the investment in the said project and the Company will revisit such project when situations unravel in a better direction.

No shareholders asked any questions or expressed any opinions.

The Chief Financial Officer invited the Chairman declared the Meeting adjourned.

The Chair then thanked the shareholders for their time in attending the Meeting and expressing their opinions, all of which would be of interest to the Company, and then declared the Meeting adjourned.

The Meeting was adjourned at 10.30 hrs.

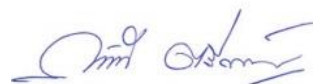


(Mr. Kittisak Chaivikrai)  
Chairman of the Meeting

Certify by



(Mr. Kamphol Patana-anukul)  
Director / Chief Financial Officer



(Miss Phawinee Treekanjananan)  
Recorder / Company Secretary