

Subject: Notification on the resolutions of the Board of Directors' Meeting No.1/2023
(Schedule of the 2023 AGM, Omission Dividend Payment, extension the limit for issuing and offering debentures)

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.1/2023 on 28 February 2023, the Board has passed the important resolutions which can be summarized as following.

1. Resolved to propose the 2023 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 Miss Kornpreeya Soonphiphatsakul, CPA License No. 10001 or Mr. Chaiwat Saetiaw CPA License No. 11042 of Siam Truth Audit Co., Ltd. to be the Company's auditor for 2023, 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 2023 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 2023 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 2022 to 31 January 2023. As the result, there was not 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) Miss Yupin Chaivikrai, 2) Mr. Boon-anant Srikhao and 3) Mr. Vithawat Vichiateerapongse, 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 2023 of not exceeding Baht 4,000,000 per year which is the same rate as the year 2022. The details as follow.

The Directors' Remuneration	Year 2023	Year 2022
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 3,153,891.71 and approve the omission of the 2022 annual dividend payment.
5. Resolved to propose to the AGM to consider and approve the extension the limit for issuing and offering debentures under the consolidated financial statements in from the existing amount that not exceeding THB 400 million to not exceeding THB 700 million at any period which is the extension of the amount previously approved by the Extraordinary General Meeting of Shareholders 1/2022, held on 8 July 2022. For business expansion 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 are 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.

Therefore, assign to 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 have the power to operate any action necessary and relevant to the issuing and offering of the Debt Instruments to comply with the law including but not limited to determining the conditions and other details of the Debt Instruments to be issued each time such as tenure, value, offering price per unit, issuance and offering method, allocation method, details of the offering, allocation method, offering details, the appointment of the bondholders' representative, registrar appointment etc. The power also includes the signing of agreements or any related documents, as well as requesting approval from related government authorities and taking any relevant actions.

6. Resolved to call the Annual General Meeting of shareholders for 2023 on Tuesday, 25 April 2023 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 2023 will be on 16 March 2023 to consider the following agendas.

- Agenda 1 Matters to be informed by the Chairman
- Agenda 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders 1/2022
- Agenda 3 Acknowledge the report of the operating result of the Company for 2022
- Agenda 4 To consider and approve the Financial Statements for the fiscal year ended 31 December 2022
- 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 and approve for the extension of the limit of the issuance and offering debentures from up to THB 400 million to up to THB 700 million at any period, under specified conditions.
- Agenda 10 To consider other matters. (If any)

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)

Chief Financial Officer