



Invitation Letter to
the 2023 Annual General Meeting of Shareholders
Thai Capital Corporation Public Company Limited

Tuesday, 25 April 2023

At 10.00 hrs.

via Electronic Annual General Meeting of Shareholders (E-AGM)
according to the Emergency Decree on Electronic Meeting B.E.2563 (2020)

Privacy Notice

The 2023 Annual General Meeting of Shareholders (E-AGM)

Thai Capital Corporation Public Company Limited (the “Company”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as to prevent unauthorized use.

1. Personal Data Collection and the Purpose of Collection

The Company will collect, use, store, disclose and transfer the personal data that you have provided to the Company, such as your name-surname, address, telephone number and identification card number required by law for the purposes of:

- Calling an Annual General Meeting of Shareholders (AGM) as required by law.
- Sending the form 56-1 One Report to the shareholders.
- Disclosing the Shareholder’s personal data to relevant agencies as required by law.

including other personal information of you that appear in the copy of your national ID card, such as your date of birth, religion, blood type, etc. that you gave to the company while registering to attend the AGM 2023, which the company needs to collect for complying with or exercising legal claims including to confirm your identity in exercising the right to attend the shareholders' meeting according to the law.

2. Personal Data Storage and Retention Period.

The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

3. Rights of the Personal Data Subject.

According to the Personal Data Protection Act, B.E.2562 (2019) and related laws, the personal data owner, has the rights to request assessment to your personal data, to obtain copies of your personal data, to disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, to transfer, to suspend, to erase, to object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time.

Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.

If you have any questions or inquiries or wish to take action according to your rights, please contact "Company Secretary", Telephone number 02-685-3600 ext. 300 Fax number 02-685-3607 Email phawinee.t@thaicapital.co.th

24 March 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders.

Attention: Shareholders of Thai Capital Corporation Public Company Limited

- Attachment:
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.
 2. Form 56-1 One Report including the Financial Statement for the year 2022 and how to use QR Code to download the documents of the shareholders' meeting.
 3. Profiles of candidates nominated for election as directors of the Company.
 4. Qualifications of independent directors.
 5. Summary of the issuance and offer for sale of debentures of the Company at the amount of not exceeding THB 700 million.
 6. Articles of Association of the Company concerning shareholders' meeting.
 7. Proxy Form A, B and C.
 8. Manual to Attend the Annual General Meeting of Shareholders for the year 2023 and voting via electronic means (E-AGM) by IR PLUS AGM Application.

Thai Capital Corporation Public Company Limited (the "Company") hereby informs you that, the Board of Directors' meeting resolved to convene the 2023 Annual General Meeting of Shareholders ("the AGM 2023") on Tuesday, 25 April 2023 at 10.00 hrs., via Electronic Annual General Meeting of Shareholders (E-AGM) according to the Emergency Decree on Electronic Meeting B.E.2563 (2020) and other related laws and regulations, In this regard, the Company has provided the opportunity for shareholders to propose matters to be included in the meeting agenda in advance for the AGM 2023 from 1 December 2022 – 31 January 2023 via the Company's website and SET Portal. It appeared that no shareholder proposing any matter to be included in the meeting agenda. Therefore, the Board of Directors has set the agenda for consideration as follows:

Agenda No. 1 **Matters to be informed by the Chairman.**

Voting Requirements: No casting of votes in this agenda.

Agenda No. 2 **To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**

Fact and reasons: The Company has convened the Extraordinary General Meeting of Shareholders No. 1/2022 on 8 July 2022. The Company has prepared and delivered a copy of the minutes of the meeting to SET and the Ministry of Commerce within the period specified by the law as per the details set out in Copy of the Minutes of the Extraordinary General Meeting No. 1/2022, Enclosure 1.

Opinion of the Board: Appropriate to propose to the AGM 2023 to certify the Minutes of the Extraordinary General Meeting No. 1/2022, convened on 8 July 2022 which has been correctly and accurately recorded.

Voting Requirements: The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

Agenda No. 3 **To acknowledge the report on the Company's operational results in year 2022.**

Fact and reasons: In order to with Article 40 of the Company's Articles of Association which requires the general meeting of shareholders should be acknowledged of the report of the Board of Directors regarding the operational results of the Company in the last year. In this regard, the Company summarized the last year performance and significant changes that occurred during the year 2022 as per the details set out in the Form 56-1 One Report for the year 2022, in the form of QR code. (Enclosure 2)

Opinion of the Board: Appropriate to propose to the AGM 2023 to consider and acknowledge the operational results of the Company in year 2022 which the Company summarized the last year performance and significant changes that occurred during the year 2022.

Voting Requirements: No casting of votes in this agenda.

Agenda No. 4 **To consider and approve the Financial Statement for the fiscal year ended 31 December 2022.**

Fact and reasons: In order to with Section 112 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) and Article 43 of the Company's Articles of Association, provides that the Company must prepare the Statement of Financial Position and Comprehensive Income Statement for the fiscal year to the shareholders' meeting. The Board of Directors has prepared the Statement of Financial Position and Comprehensive Income Statement for the fiscal year ending 31 December 2022 as per the details set out in the Form 56-1 One Report for the year 2022, Part 3 "Financial Statement" (Enclosure 2).

The Audit Committee has considered and reviewed the financial statements. have an opinion the financial statements have been prepared accurately and completely, audited, and signed by the Company's certified auditor. It was deemed appropriate to propose to the Board of Directors to propose to the AGM 2023 for consideration and approval.

Opinion of the Board: Appropriate to propose to the AGM 2023 to consider and approve the financial statement for the fiscal year ending 31 December 2022 and Auditor' s Report which have been audited by the certified public accountant and reviewed by the Audit Committee.

Voting Requirements: The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

Agenda No. 5 **To consider and approve the appropriation of the annual net profit as a legal reserve and the omission of dividend payment from the 2022 operational results.**

Fact and reasons: In order to with In order to with Section 116 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) and Article 46 of the Company's Articles of Association which requires the annual general meeting of shareholders to the company shall allocate no less than five percent of its annual net profit, with the deduction of the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent of the registered capital. Consequently, the Company operational results of 2022 showed a net profit of THB 63,077,834.26 (Separate Financial Statements). The Company is required to allocate its profits of THB 3,153,891.71 as a legal reserve in accordance with the law for the operational results of 2022.

For dividend payment, according to Section 115 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) and Article 45 of the Company's Articles of Association which requires the annual general meeting of shareholders to the company shall not allocate dividend be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. The Board of Directors may, on occasion the profit justifies, pay interim dividends to shareholders if it is reasonably profitable to do so. And report to the shareholders' meeting at the next meeting.

In addition, the dividend policy of the Company, the Company shall distribute dividend to its shareholders at a rate of no less than 40 percent of the net profit after the corporate income tax and the legal reserve have been deducted as required by law. In this regard, the payment of dividend depends on the Company's operational results, the financial statement and the investment plan of the Company and its subsidiaries as the Board of Directors deems appropriate. However, for the company to have working capital in the business and to support future investments of the company. Therefore, it is proposed to omit dividend payment from the operating results of the year 2022.

Opinion of the Board: Appropriate to propose to the AGM 2023 to consider and approve the allocation of the annual net profits of 2022 in the amount of THB 3,153,891.71 as a legal reserve and approve omit dividend payment from the operating results of the year 2022 for the company to have working capital in the business and to support future investments of the company.

Voting Requirements: The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

Agenda No. 6 **To consider and approve the re-election of directors of the Company in replacement of those who are due to retire by rotation.**

Fact and reasons: In order to with Section 71 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) and Article 17 of the Company's Articles of Association, provides that at every annual general meeting, one-third (1/3) of the directors shall vacate office, if the number of directors is not a multiple of three, the number closest to one- third (1/3) shall vacate, whereby a director who vacates office under this provision may be re-elected. The directors to vacate office in the first and second years following the registration of the Company shall, unless otherwise provided in the Articles of Association, be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. At present, the Company has 9 directors. In this the AGM 2023, there are 3 directors who are required to vacate office, as follows:

- | | | | |
|----|----------------|-------------------|----------------------|
| 1. | Miss Yupin | Chaivikrai | Director |
| 2. | Mr. Boon-anant | Srikhao | Director |
| 3. | Mr. Vithawat | Vichiateerapongse | Independent Director |

In this regard, the Company has provided the opportunity for shareholders to nominate persons to be elected as directors in advance for the AGM 2023 from 1 December 2022 – 31 January 2023 via the Company's website and SET Portal. It appeared that there was no shareholder nominating a person to be considered and elected as a director of the Company.

The Nomination and Remuneration Committee excluding the directors who have been nominated as candidates for the re-election of directors of the Company in replacement of those who are due to retire by rotation ("the Nomination") has followed the guidelines for nominating directors by considering the appropriate qualification, experience, skills and professional expertise, including elements of the directors of the Company as well as the efficiency and performance of the Company in the past. It

turned out that the 3 retiring directors are qualified and suitable to be re-elected as directors for the Company's business operations, as well as in the past all directors have performed their duties well and efficiently.

In addition, the Nomination has additionally considered qualifications and performance of independent director, Mr. Vithawat Vichiateerapongse according to the relevant Notification of the Capital Market Supervisory Board. It is of the opinion that Mr. Vithawat Vichiateerapongse has all qualifications as independent director in accordance with the relevant notifications and criteria. He also has experience and expertise in which is very beneficial for the business meeting of the Company, as well as being able to express opinions and make recommendations independently regarding the operations of the Company as per the details in profiles of the persons who are nominated for the re-election of the directors who are due to retire by rotation, Enclosure 3

Opinion of the Board: Excluding the directors who have been nominated as candidates for the re-election of directors of the Company in replacement of those who are due to retire by rotation appropriate to propose to the AGM 2023 to consider and approve for the re-election of 3 directors who are due to retire by rotation, namely (1) Miss Yupin Chaivikrai (2) Mr. Boon-anant Srikhao (3) Mr. Vithawat Vichiateerapongse to hold office for another term.

Voting Requirements: The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

Agenda No. 7 **To consider and approve the remuneration of directors for the year 2023.**

Fact and reasons: In order to with Section 90 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) provides that the determination of the directors' remuneration requires approval from the shareholders' meeting regarding to the Article of Association of the Company. Therefore, the Article 23 of Association of the Company which stipulate the directors are entitled to cash reward, meeting allowance, per diem, grant, bonus or other benefits in accordance with the Articles of Association or as consented by the Shareholders' Meeting, which may be specified from time to time or to be available forever until the shareholders' meeting has a resolution to change it. In addition, be eligible to receive financial aid or other benefits according to the regulations of the company too.

The 2022 Annual General Meeting of Shareholders held on 28 April 2022 resolved to approve the remuneration of the directors for the year 2022 in the amount of not exceeding THB 4,000,000. Therefore, the Company paid the remuneration to 9 directors in the amount THB 2,262,000. There is no paid other remuneration to directors.

For the determination of remuneration of directors for the year 2023, The Nomination has determined the remuneration for the directors considering the overall performance of the Company and compare the remuneration with the other listed companies that operate the same business as the Company, the operational results of the Company and to be consistent with the suitability of their duties and responsibilities, appropriate to proposed to the Board of Directors in order for the Board of Directors to propose that the shareholders' meeting to approve the remuneration of directors in year 2023 in the amount of not exceeding THB 4,000,000 (same the previous year) as details and comparison of the directors' remuneration from the past year are as follows:

| Remuneration of Directors | Year 2023 (Proposing Year) | 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 allocate by the Board of Directors) | - | - |
| Total Remuneration (Baht) not exceeding | 4,000,000 | 4,000,000 |
| 4. Other Remuneration (Non-cash compensation) | None | None |

Opinion of the Board: Appropriate to propose to the AGM 2023 to approve the remuneration of directors for the year 2023 in the amount of not exceeding THB 4,000,000 as the abovementioned details.

Voting Requirements: The resolution on this agenda shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the meeting.

Agenda No. 8

To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2023.

Fact and reasons:

In order to with Section 120 of the Public Limited Companies Act B.E.2535 (1992) (including any amendment thereto) and Article 40 of the Company's Articles of Association, provides that at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the Company. In appointing an auditor, the former auditor may be re-appointed. In addition, the notification of SEC which requires an auditor of listed company must be rotated after the said auditor has performed his/her duty for 7 fiscal years whether in consecutive years or not. The Company shall re-appoint the said auditor to be the auditor of the Company in case that he/she has ceased providing audit services to the Company for at least 5 consecutive years unless it is considered as the exception stipulated by law.

The appointment of the auditors for the year 2023, the Audit Committee has selected the auditors by taking into an account the performance, experience, personnel readiness, performance standards, independence and audit fee and proposed to appoint auditors from Siam Truth Audit Company Limited as the auditor of Company for the year 2023 by appointing one of the following auditors to review and certify on the Statement of Financial of the Company.

| Name | CPA License No. | Year as the auditor of the Company |
|----------------------------------|-----------------|------------------------------------|
| Mr. Bunjong Pichayaprasat | 7147 | 1 year (2021) |
| Miss Khaymanundt Chaichuen | 8260 | - |
| Miss Sirada Jarutakanont | 6995 | - |
| Miss Kornpreeya Soonphiphatsakul | 10001 | 1 year (2022) |
| Mr. Chaiwat Saetiaiw | 11042 | - |

In the case such auditors fail to perform their duties, the Siam Truth Audit Company Limited is allowed to arrange for other of its auditors in place of such auditors which must be approved by the Board of Directors first.

In this regard, The Siam Truth Audit Company Limited and all auditors are not shareholders of the Company, do not have any conflict of interest with the Company/ the subsidiaries of the Company/the executives/the major shareholders/or the related persons of the aforementioned and do not provide any advisory service to the Company. Therefore, such auditor is able to audit and render opinions towards the

Company's Statement of Financial independently. The Audit Committee also determined the remuneration for the auditors of the Company for the year 2023 in the amount of not exceeding THB 1,180,000 (same the previous year) which does not include other services (Non-Audit Fee) that the Company pay on actual basis.

Opinion of the Board: Appropriate to propose to the AGM 2023 for the consideration and approval of the appointment of all five auditors from the Siam Truth Audit Company Limited as the auditors of the Company by having one of the proposed auditors to review the accounts and render opinions on the Statement of Financial of the Company. In the case such auditors fail to satisfactorily perform their duties, the Siam Truth Audit Company Limited is allowed to arrange for other of its auditors in place of such auditors which must be approved by the Board of Directors first and propose to the AGM 2023 to consider and approve for the audit fee in year 2023 in the amount of not exceeding THB 1,180,000 which does not include other services (Non- Audit Fee) that the Company pay on actual basis.

For the auditor of all the Company's subsidiaries will be appointment by the shareholders' meeting of each subsidiary. The Board of Directors will supervise them so that they can prepare financial statements within the time requirement without affecting the preparation of the consolidated financial statements of the Company.

Voting Requirements: The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

Agenda No.9 **To consider and approve for the increase of the debentures facility from THB 400 million to not exceeding THB 700 million, at any period of time, under specified conditions.**

Fact and reasons: The Extraordinary General Meeting of Shareholders No. 1/2022 held on 8 July 2022 resolved to approval the issuance and offer for sale of the debentures in an amount not exceeding THB 400 million. The Company would like to increase the debentures facility by THB 300 million, from the existing facility of THB 400 million to not exceeding THB 700 million, at any period of time, under specified conditions. In this regard, this extension of the limit is to be use in 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 as per the details in summary of the issuance and offer for sale of debentures of the Company, Enclosure 5.

Opinion of the Board: Appropriate to propose to the AGM 2023 for the consideration and approval of 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.

Voting Requirements: The resolution on this agenda shall be passed by the votes of no less than three-quarters (3/4) of the total votes cast by the shareholders attending the meeting and entitled to vote.

Agenda No. 10 To consider other matters. (If any)

This agenda was set for shareholders to ask questions or express opinions to the Board of Directors (if any). There would be no additional matters presented for shareholder's consideration in this agenda item.

The Company would like to invite the shareholders to attend the meeting. via electronic media at the aforementioned date and time. In this regard, the Company schedule the date to record the names of the shareholders who are entitled to attend the AGM 2023 (Record Date) on 16 March 2023. The meeting will be conducted in accordance with the Company's Articles of Association related to the shareholders' meeting as per Enclosure No. 6

In order to protect the rights and interests of the shareholders in the event that is unable to attend the meeting by himself and wishes to appoint a proxy to attend the meeting and vote on his/her behalf. Shareholders can choose to use one of the proxy forms as per Enclosure No. 7 to grant proxies to the general public or independent directors of the Company (Any person) can attend the meeting and vote on their behalf. In this regard, the shareholders are requested to study the manual for attending the AGM 2023 and voting via electronic media (E-AGM) by IR PLUS AGM application as per Enclosure No. 8.

In addition, the Company has used the e-Proxy Voting service of Thailand Securities Depository Co., Ltd. ("TSD") Therefore, shareholders can exercise their rights by proxy through electronic channels (e-Proxy Voting) as an additional channel. Without having to deliver a proxy form and identification documents of the shareholders to the company. This will increase convenience and reduce expenses for shareholders. The details of how to use are as follows.

1. **Thai Individual Holder**, Members of the Investor Portal can access the Investor Portal.
2. **Thai Juristic Persons: funds and private funds**, managed by asset management companies / companies that are licensed to manage funds that have enabled e-Proxy Voting with TSD, can utilize the service through e-Proxy for Intermediaries.
3. **Foreign Juristic Persons**, maintained by custodians who have enabled e-Proxy Voting with TSD can utilize the service through e-Proxy for Intermediaries.

Therefore, can learn more information at <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>

In order to prepare before attending the meeting The Company will open the IR PLUS AGM system for shareholders or proxies to verify their identity in advance from 10 April 2023 at 9:00 hrs. onwards. and able to log in to the system to attend the meeting on 25 April 2023 since 8:00 a.m. In order for the shareholders to get the most benefit from the meeting and for the benefit of the Board of Directors and the management in preparation for clarification on the meeting date. Shareholders can submit questions in advance of the meeting date by specifying their name - surname, telephone number and email address (if any) to the Company Secretary via e-mail: phawinee.t@thaicapital.co.th or fax 0-2685-3607.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'Munsin Chaivikrai', written in a cursive style.

(Mr. Munsin Chaivikrai)

Chairman of the Board of Directors

Thai capital Corporation Public Company Limited

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

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 Nakonpathom 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

Form 56-1 One Report including the Financial Statement for the year 2022 and
How to use QR Code to download the documents of the shareholders' meeting

The Stock Exchange of Thailand (“SET”) by Thailand Securities Depository Co., Ltd. as a Securities Registrar has developed the system for listed companies to send the documents of the shareholders' meeting, the Form 56-1 One Report including the Financial Statement for the year 2022 in electronic form via QR Code for the convenience of the shareholders so that they can easily and quickly browse the information. Shareholders can download information via QR Code by following the steps below.

QR Code for downloading documents for the Annual General Meeting of Shareholders 2023

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=TCC&date=230425>

For iOS (iOS 11)

1. Open camera on the phone.
2. Scan (turn the camera on the code) QR Code.
3. The screen will show up the notification, then press it to see the information.

Remark: In case the notification does not show up on the phone, a shareholder can scan QR Code from other applications e. g. QR CODE READER, Facebook, and Line.

For Android

1. Open the application QR CODE READER, Facebook, or Line.

Scan QR Code via Line application

- Open Line, then press add friend.
- choose QR Code
- Scan QR Code.

2. Scan QR Code to see the information

Remark:

1. If cannot download the documents from QR Code, please download from the Company's website www.thaicapital.co.th choose the menu Investor Relation >> Information for shareholders >> Invitation Letter for shareholders meeting.

2. Any shareholder wishing to obtain Form 56-1 One Report for the year 2022 in hard copy, please contact the Company Secretary via e-mail: phawinee.t@thaicapital.co.th or fax 0-2685-3607

Profiles of candidates nominated for election as directors of the Company.

Name - Surname : Miss Yupin Chaivikrai

Age : 45 years

Nationality : Thai

Type of Director proposed for election : Director

Appointment date as a director : 21 June 2006

Number of years as a director : 16 years and 10 months
(Up to the date of the AGM 2023)

Current position : - Vice President
- Member of the Investment Committee
- Authorize Director



Education:

- Master of Science in Accounting, Strayer University, USA
- Bachelor of Business Administration in Accounting, Assumption University.

Training director:

- Director Accreditation Program (DAP 56/2006), Thai Institute of Directors
- Directors Certification Program (DCP 210/2015), Thai Institute of Directors
- Financial Statements for Directors (FSD 29/2015), Thai Institute of Directors
- Successful Formulation & Execution of Strategy (SFE 27/2016), Thai Institute of Directors
- Role of the Chairman Program (RCP 39/2016), Thai Institute of Directors
- Ultra Wealth Program (UW 1/2016), Market Capital Academy

Work Experience:

- 2006 – Present Vice President, Member of the Investment Committee and Authorize Director
Thai Capital Corporation Plc.
- 2014 – Present Chairman, Chief Executive Officer and Authorize Director
You & I Group Co., Ltd.
- 2019 – Present Chairman, Chief Executive Officer and Authorize Director
Y.I.M Food Management Co., Ltd.
- 2016 – 2019 Director and Authorize Director
NYC Thai BD Co., Ltd.
- 2016 – 2017 Director and Authorize Director
TCC Asset Management Co., Ltd.

Holding director/executive position in other companies

- listed companies: : None
- non-listed companies: : 2 companies
- Other companies having conflict of interest : None

Shareholding Proportion (On 4 January 2023)

- Direct : 161,641,758 shares or 11.61% of the number of shares entitled to vote
- Indirect : None

Relationship of family between directors or executive directors of the Company and subsidiary company:

- daughter of Mr.Munsin (Chairman)
- sister of Mr.Kittisak (Vice President)
- grand daughter of Mr.Charoenchai (Chief Executive Director)

Forbidden qualifications : None


Criteria and methods for nominating directors :

Is a current director of the Company. The Board of Directors Meeting has approved the suggestion of the Audit Committee, which has a role in the recruitment and consideration through a screening process and carry out the recruiting process including considering the suitability in qualifications, knowledges, abilities, including experiences of the director and considered that such director has qualified in accordance with the Public Company Limited Act. and has no forbidden qualifications to be director of the Company following the regulations of the Securities and Exchange Commission and related government sector.

Attend the meeting in 2022 :

- Shareholders Meeting 2/2 times or 100%
 - Board of Directors 6/6 times or 100%
 - Investment Committee 2/2 times or 100%
-

Profiles of candidates nominated for election as directors of the Company.

| | | | |
|--|---|---|---|
| Name - Surname | : | Mr. Boon-anant Srikhao |  |
| Age | : | 47 years old. | |
| Nationality | : | Thai | |
| Type of Director proposed for election | : | Director | |
| Appointment date as a director | : | 2 February 2009 | |
| Number of years as a director | : | 14 years and 2 months (Up to the date of the AGM 2023) | |
| Current position | : | - Director - Member of the Nomination and Remuneration Committee - Member of the Risk Management Committee - Member of the Investment Committee - Executive Director - Managing Director - Authorize Director | |

Education:

- Master's Degree, Faculty of Engineering, Construction Project Management, University of Manchester Institute of Science and Technology (UMIST)
- Bachelor's degree, Faculty of Engineering, Civil Engineering, Thammasat University

Training director:

- Security Management and Leadership for Executives Program (SML 4/2022), The Association of National Defence College of Thailand under the Royal Patronage of His Majesty the King.
- Directors Certification Program (DCP 208/2015), Thai Institute of Directors
- Management Accounting for Planning and Decisions #2/2019, Dharmniti Seminar and Training Co., Ltd.

Work Experience:

- 2015 – Present Member of the Nomination and Remuneration Committee,
Member of the Risk Management Committee, Member of the Investment Committee and
Managing Director
Thai Capital Corporation Plc.
- 2009 – Present Director, Executive Director and Authorize Director
Thai Capital Corporation Plc.
- 2017 – Present Director and Authorize Director
Chai Market Co., Ltd.

- 2016 – Present Director and Authorize Director
TCC Asset Management Co., Ltd.
- 2016 – Present Director, Executive Director and Authorize Director
TCC Energy Co., Ltd.
- 2013 – Present Director, Executive Director and Authorize Director
P.T. Thai Capital Indo Mining
- 2012 – Present Director, Executive Director and Authorize Director
Thai Capital Corporation (Guangzhou)

Holding director/executive position in other companies

- listed companies: : None
- non-listed companies: : 5 companies
- Other companies having conflict of interest : None

Shareholding Proportion (On 4 January 2023)

- Direct : 423,652 shares or 0.03% of the number of shares entitled to vote
- Indirect : None

Relationship of family between directors or executive directors of the Company and subsidiary company:

- son-in-law of Mr.Munsin (Chairman)

Forbidden qualifications : None

Criteria and methods for nominating directors :

Is a current director of the Company. The Board of Directors Meeting has approved the suggestion of the Audit Committee, which has a role in the recruitment and consideration through a screening process and carry out the recruiting process including considering the suitability in qualifications, knowledges, abilities, including experiences of the director and considered that such director has qualified in accordance with the Public Company Limited Act. and has no forbidden qualifications to be director of the Company following the regulations of the Securities and Exchange Commission and related government sector.

Attend the meeting in 2022 :

- Shareholders Meeting 2/2 times or 100%
- Board of Directors 6/6 times or 100%
- Nomination and Remuneration Committee 2/2 times or 100%
- Risk Management Committee 4/4 times or 100%
- Investment Committee 2/2 times or 100%
- Executive Committee 4/4 times or 100%

Profiles of candidates nominated for election as directors of the Company.

Name - Surname : **Mr. Vithawat Vichiateerapongse**
 Age : 67 years old.
 Nationality : Thai



Type of Director proposed for election : **Independent Director**
 Appointment date as a director : 28 February 2019
 Number of years as a director : 4 years and 2 months
 (Up to the date of the AGM 2023)
 Current position :
 - Independent Director
 - Member of the Audit Committee
 - Member of the Nomination and Remuneration Committee

Education : Bachelor Degree of Business Administration, Finance, Assumption University

Training director:

- Certificate of Practice Guide on Derivatives (DRG/2548), Thailand Securities Institute.
- Certificate of Fund Manager Refresher Course #1/2540, Association of Investment Management Companies.
- English for Securities Analyst Association Members Personal Course, Chulalongkorn University.

Work Experience:

- 2019 - Present Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
Thai Capital Corporation Plc.
- 2015 - 2019 Consultant
Finansia Syrus Securities PCL.
- 2010 – 2015 Executive Director
Finansia Syrus Securities PCL.
- 2002 - 2010 Director, Senior Deputy Managing Director and Acting Managing Director
Fareast Securities Co., Ltd.
- 2001 - 2002 Senior Deputy Managing Director
Trinity Securities Co., Ltd.

Holding director/executive position in other companies

- listed companies: : None
- non-listed companies: : None
- Other companies having conflict of interest : None

Shareholding Proportion (On 4 January 2023)

- Direct : None
- Indirect : None

Relationship of family between directors or executive directors of the Company and subsidiary company:

None

Has an interest with the Company / Parent Company / Subsidiary / Associated Company Or legal entities that may have conflicts at present or in the past 2 years.

- Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee. : None
- Being a professional service provider (i.e., auditor, lawyer, financial advisor). : None
- Having the significant business relations that may affect the ability to perform independently. : None

Forbidden qualifications : None**Criteria and methods for nominating directors :**

Is a current director of the Company. The Board of Directors Meeting has approved the suggestion of the Audit Committee, which has a role in the recruitment and consideration through a screening process and carry out the recruiting process including considering the suitability in qualifications, knowledges, abilities, including experiences of the director and considered that such director has qualified in accordance with the Public Company Limited Act. and has no forbidden qualifications to be director of the Company following the regulations of the Securities and Exchange Commission and related government sector.

Attend the meeting in 2022 :

- Shareholders Meeting 2/2 times or 100%
- Board of Directors 6/6 times or 100%
- Audit Committee 4/4 times or 100%
- Nomination and Remuneration Committee 2/2 times or 100%

Qualifications of independent directors

The Company set up the composition of the Board of Directors in accordance with the regulation of the SEC. The Company set the nomination criteria in accordance with that determined by SEC as detailed below:

- 1) Holding shares not exceeding 1 percent of the total shares with voting rights of its parent company, its subsidiary, its associated company, or potential conflicting juristic person (provided that any shares held by his or her related person as stipulated in section 258 of securities laws (No.4) 2008 must be considered).
- 2) Not being (at present) nor having been (2 years prior to appointment) an executive director (including the director who has the same responsibility as management and authorized director except for the signature in transactions approved by the Board of Directors and joint signing with other directors), employee, officer, monthly paid advisor or controlling person of the Company, its parent company, its subsidiary, its associated company, its parallel subsidiary (subsidiary of the same holding company) or potential conflicting juristic person.
- 3) Not being a person related by blood or by registration under laws such as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling person or such other persons who will be nominated to take up the position of executive or controlling person of the Company or its subsidiary.
- 4) Not having (at present) nor having had (2 years prior to appointment) a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person that might interfere his or her use of independent discretion, including not being (at present) nor having been (2 years prior to appointment) a major shareholder, a director who is not an independent director, or an executive of a person who has a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person with transaction value equal to or more than 3 percent of net tangible assets (NTA) of the Company. The calculation of such transaction value must include the transaction incurred during 1 year prior to the date entering into the business relationship with the same person. The aforementioned business relationship includes any trading transaction in the ordinary course of business, taking or granting a lease of real property, any transaction relating to assets or services, and granting or acceptance of financial assistance.
- 5) Not being (at present) nor having been (2 years prior to appointment) an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person as well as not being a major shareholder, a director who is not an independent director, an executive, or a managing partner of the auditing firm employing an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person.
- 6) Not being (at present) nor having been (2 years prior to appointment) any professional service providers, including a legal advisor or a financial advisor, obtaining service fees of more than baht two million per annum from the Company, its subsidiary, its associated company or potential conflicting juristic person. If

a professional service provider is a juristic person, this will include a major shareholder, a director who is not an independent director, an executive or a managing partner of such professional service provider.

- 7) Not being a director appointed to represent any director of the Company, a major shareholder or a shareholder who is a related person to the Company's major shareholder.
- 8) Not operating the same business and being in a significant competition with the Company, its subsidiary or associated company. Not holding significant shares in the Partnership, being an Executive Director, an employee, or a consultant receiving fixed salary, or holding more than 1% of the total number of shares with voting rights of the other company operating the business of the same nature and being in significant competition with the Company, its subsidiary or associated company.
- 9) Not having any other characteristic which makes him or her incapable of expressing an independent opinion regarding the Company's operation.

**Summary of the issuance and offer for sale of debentures of the Company
at the amount of not exceeding THB 700 million**

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 700 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.

Articles of Association of the Company concerning shareholders' meeting

1. Director's qualifications, elections, terms, and remunerations

- Article 14 The Company shall have a board of directors to operate business of the company, comprising at least five directors of which not less than one half shall reside in the Kingdom. The directors may be elected from a third party other than the shareholders of the company.
- Article 15 The directors shall be natural persons and
- 1) be sui juris (full age).
 - 2) be not bankrupt, incompetent, or quasi-incompetent.
 - 3) not have been sentenced by a final judgment to imprisonment for dishonesty.
 - 4) not have been dismissed from a government service or state organization or agency for dishonesty on duty.
- Article 16 The election of directors shall be made by a majority vote of the shareholders meeting in accordance with the following criteria and procedures:
- 1) one shareholder shall have one vote for each share held.
 - 2) each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
 - 3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.
- Article 17 At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. The director who has held office longest shall vacate.
- For the first and second year, the Directors must retire by way of drawing lots.
- Those Directors may be re-elected for a further term.
- Article 18 The retirement of directors, besides completing the terms, are by his/her:
- 1) Death.
 - 2) Resignation.
 - 3) Disqualification or forbidden by Article 15.
 - 4) the Shareholders' Meeting vote by Article 22.

5) By court order.

Article 22 Voted out of office at the Shareholders' Meeting by voters whose number not less than 3/4 of those attended, who command not less than 50% of shares with voting rights participated in the Meeting.

Article 23 The Directors are entitled to cash reward, meeting allowance, per-diem, grant, bonus, or other benefits in accordance with the Articles of Association or as consented by the Shareholders' Meeting. The amount may either be fixed or laid down in principle and determined on each occasion.

Article 28 The Director are forbidden to operate a business of the same nature as and in competition with that of the company, or to enter to be a partner in an ordinary partnership or a partner of limited liability in a limited partnership or a director of a private company or other company which operates a business of the same nature as and in competition with that of the company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto.

2. Shareholders' meeting

Article 33 The Board of Directors must convene an Annual General Meeting of Shareholders (AGM) within 4 months from the end of the fiscal year.

Any other shareholders' meetings shall be called Extraordinary General Meeting of Shareholders (EGM). The Board of Directors may summon an extraordinary meeting whenever it deems appropriate to do so. One or more shareholders holding not less than ten percent of total issued share may make a written request for the Board of Directors to summon an extraordinary meeting of shareholders. Such request shall clearly specify the agenda of the meeting and reason for summoning such meeting. The Board of Directors shall accordingly hold a meeting of shareholders within 45 days from the date of receipt of such request from the shareholders.

In the event the Board of Directors does not call a shareholders' meeting within the period prescribed in paragraph two, the shareholders who made the request or any other shareholders with the required aggregate number of shareholdings may summon a shareholders' meeting within 45 days from the end of the period under paragraph two. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of the shareholders' meeting summoned by the shareholders as prescribed in paragraph three is not formed in accordance with the Articles of Association of the company,

all the shareholders who summoned the meeting as prescribed in paragraph three shall jointly reimburse the company for the necessary costs incurred for holding such meeting.

Article 34 In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall have the statements published in a daily Thai language newspaper printed for distribution in the locality in which the head office of the said company is located for the period of not less than three consecutive days and three days prior to the date of the meeting.

Article 35 In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one. If such meeting of shareholders was called because of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called because of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 36 The president of the board shall preside over the meetings of shareholders. In the case where the president of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice- president, the vice-president shall preside over the meeting. If there is no vice-president or is a vice-president, but such vice- president is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Article 37 Shareholders are entitled to attend and vote at the meeting of shareholders, but they may also authorize other persons as proxies to attend and vote at any meeting on their behalf.

In voting, the subscribers shall have votes equal to the number of subscribed shares. One share is entitled to one vote.

Article 38 A resolution of the meeting of shareholders shall be made by the following votes:

- 1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the president of the meeting shall have an additional vote as a casting vote.
- 2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - a) The sale or transfer of the whole or important parts of the business of the company to other persons.
 - b) The purchase or acceptance of transfer of the business of other companies or private companies by the company.
 - c) The making, amending, or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - d) Any amending the memorandum or the articles of association of the company, increases or reductions of capital, issuance of debentures, amalgamation of Companies, dissolution or other instances stipulated by law that resolution of the meeting of any matter must be passed by voted not less than the above.

Article 39 Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Article 40 The matters to be considered at the Shareholder meeting are:

- 1) To adopt minutes of the meeting of Board of Directors that propose to the meeting of shareholder for management of the company's business during the past year.
- 2) To approve the financial statement
- 3) The allocation of profit and the distribution of dividends
- 4) The election of directors who terminated by the term of office.
- 5) The election of the auditor and the determination of audit fees
- 6) Others

Article 43 The Board of Directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve, the Board of Directors shall have them prepared and completed by the auditor before submission to the meeting of shareholders.

Article 44 The Board of Directors shall send documents as follows to the shareholders together with the notice of annual ordinary meeting:

- 1) Copies of the balance sheet and the profit and loss account duly examined by the auditor together with the credit report of the auditor.

- 2) The documents are show the details about the company's name, the location of head office, type of business, Issued and Paid-up Share Capital of the Company, subsidiary company, the company where are the company has stocks since 10% of Paid-up Share Capital of their company.
- 3) The annual report of the board of directors.

3. The allocation of profit and dividend payment

Article 45 Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share.

The Board of Directors may, on occasion the profit justifies, pay interim dividend to shareholders. In so doing, the next Shareholders' Meeting shall be duly informed.

Dividends shall be made within the timeframe given by laws. Written notification shall be sent to Shareholders and advertised in the newspaper.

Article 46 The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

4. The qualifications, appointments, and participations in shareholders' meeting of the auditor.

Article 47 The auditor shall not be a Director, staff, employee, or person holding any position in the company and has the power to examine the accounts, documents, and other evidence relating to the income and expenditure as well as assets and liabilities of the company during working hours of the company.

In this regard, the auditor is empowered to interrogate the directors, staff, employees, persons holding any position in the company, and agents of the company, including the power to instruct said persons to give facts or furnish documents pertaining to the operations of the company.

Article 48 The auditor is obliged to attend all Shareholders' Meeting that involve scrutinizes of the Balance Sheet, Statement of Profit and Loss to clarify all questions related to the Company's accounts and the auditing processes. The Company shall provide the auditor all reports and documents distributable to the shareholders in the Meeting.

Duty
Stamp
20 Baht

Proxy Form A (General Form)

Written at.....

Date.....Month.....Year (B.E.).....

(1) I/We.....Nationality.....
Residing at.....Road.....Tambol/Sub-District.....
Amphur/District.....Province.....Postal Code.....

(2) being a shareholder of the **Thai Capital Corporation Public Company Limited** (“the Company”)

Holding the securities of.....shares and the voting right is.....as follows:

Ordinary shares in the amount of.....shares and the voting right is.....votes.

Preferred shares in the amount of.....shares and the voting right is.....votes.

(3) Authorize one of the following persons:

(1)age.....year

Residing at.....Road.....Tambol/Sub-District.....

Amphur/District.....Province.....Postal Code.....or

(2) **Mr.Nutthirutt Wanwimonphong** age **47-year** Position **Independent Director**

Residing at **1289/269** Road **Rama III** Tambol/Sub-District **Chong Nonsi**

Amphur/District **Yannawa** Province **Bangkok** Postal Code **10120** or

(3) **Mr.Yanapol Rakkasikorn** age **48-year** Position **Independent Director**

Residing at **98/63 Moo 7** Road **-** Tambol/Sub-District **Maha Sawat**

Amphur/District **Bang kruai** Province **Nonthaburi** Postal Code **11130**

as my/our sole proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2023 on Tuesday, 25th April 2023 at 10.00 hrs., at through electronic media (e-AGM) or such other date and such other place as may be adjourned or changed.

Remark: The independent directors who are the Company proposed to the granter from shareholders has beneficiaries In Agenda No.7: To consider and approve the remuneration of directors for the year 2023.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

The Grantor

The Proxy

Signature.....

(.....)

Signature.....

(.....)

Remark: A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

Duty
Stamp
20 Baht

Proxy Form B.
(Proxy Form containing specific details)

Written at.....

Date.....Month.....Year (B.E.).....

(1) I/We.....Nationality.....
Residing at.....Road.....Tambol/Sub-District.....
Amphur/District.....Province.....Postal Code.....

(2) being a shareholder of the **Thai Capital Corporation Public Company Limited** (“the Company”)

Holding the securities of.....shares and the voting right is.....as follows:

Ordinary shares in the amount of.....shares and the voting right is.....votes.

Preferred shares in the amount of.....shares and the voting right is.....votes.

(3) Authorize one of the following persons:

(1)age.....year

Residing at.....Road.....Tambol/Sub-District.....

Amphur/District.....Province.....Postal Code.....or

(2) Mr.Nutthirutt Wanwimonphong age 47-year Position Independent Director

Residing at 1289/269 Road Rama III Tambol/Sub-District Chong Nonsi

Amphur/District Yannawa Province Bangkok Postal Code 10120 or

(3) Mr.Yanapol Rakkasikorn age 48-year Position Independent Director

Residing at 98/63 Moo 7 Road - Tambol/Sub-District Maha Sawat

Amphur/District Bang kruai Province Nonthaburi Postal Code 11130

as my/our sole proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2023 on Tuesday, 25th April 2023 at 10.00 hrs., at through electronic media (e-AGM) or such other date and such other place as may be adjourned or changed.

Remark: The independent directors who are the Company proposed to the granter from shareholders has beneficiaries In Agenda No.7: To consider and approve the remuneration of directors for the year 2023.

(4) I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

Agenda No. 1 Matters to be informed by the Chairman.

- No casting of votes in this agenda -

Agenda No. 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda No. 3 To acknowledge the report on the Company’s operational results in year 2022.

- No casting of votes in this agenda -

Agenda No. 4 To consider and approve the Financial Statement for the fiscal year ended 31 December 2022

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda No. 5 To consider and approve the appropriation of the annual net profit as a legal reserve and the omission of dividend payment from the 2022 operational results

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda No. 6 To consider and approve the re-election of directors of the Company in replacement of those who are due to retire by rotation.

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Appointment of all nominees to be the Board of Directors
- Approve Disapprove Abstain
- Appointment of each nominee to be the Board of Directors
- 1) Miss Yupin Chaivikrai
- Approve Disapprove Abstain
- 2) Mr. Boon-anant Srikhao
- Approve Disapprove Abstain
- 3) Mr. Vithawat Vichiateerapongse
- Approve Disapprove Abstain

Agenda No. 7 To consider and approve the remuneration of directors for the year 2023.

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2023.

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No.9 To consider and approve for the extension of the limit of the issuance and offering debentures from THB 400 million to up to THB 700 million at any period, under specified conditions.

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No. 10 To consider other matters. (If any)

There will be no further proposed agenda to the Meeting of Shareholders and no voting for a resolution in this agenda to give the shareholders an opportunity to make enquiries to the Board of Directors (if any).

(5) Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

The Grantor

The Proxy

Signature.....
(.....)

Signature.....
(.....)

Remarks:

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of
2. Either all or each nominee to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
3. If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form B as attached.

Allonge of Proxy Form B

The appointment of proxy by the shareholder of the **Thai Capital Corporation Public Company Limited**

In the meeting of the Annual General Meeting of Shareholders for the Year 2023 on Tuesday, 25th April 2023 at 10.00 hrs., at through electronic media (e-AGM) or such other date and such other place as may be adjourned or changed.

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

Duty
Stamp
20 Baht

Proxy Form C

(Form used only in the case of a shareholder being a foreign person and
has appointed a custodian in Thailand to act as a depository and administrator of shares)

Written at.....

Date.....Month.....Year (B.E.).....

(1) I/We.....

Office residing at.....Road.....Tambol/Sub-District.....

Amphur/District.....Province.....Postal Code.....

as a custodian of

which is/ are securities holder(s) of the **Thai Capital Corporation Public Company limited (“the Company”)**

Holding the securities of.....shares and the voting right is.....as follows:

 Ordinary shares in the amount of.....shares and the voting right is.....votes. Preferred shares in the amount of.....shares and the voting right is.....votes.

(2) Authorize one of the following persons:

 (1)age.....year

Residing at.....Road.....Tambol/Sub-District.....

Amphur/District.....Province.....Postal Code.....or

 (2) Mr.Nutthirutt Wanwimonphong age 47-year Position Independent DirectorResiding at 1289/269 Road Rama III Tambol/Sub-District Chong NonsiAmphur/District Yannawa Province Bangkok Postal Code 10120 or (3) Mr.Yanapol Rakkasikorn age 48-year Position Independent DirectorResiding at 98/63 Moo 7 Road - Tambol/Sub-District Maha SawatAmphur/District Bang kruai Province Nonthaburi Postal Code 11130 or

as my/our sole proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2023 on Tuesday, 25th April 2023 at 10.00 hrs., at through electronic media (e-AGM) or such other date and such other place as may be adjourned or changed.

Remark: The independent directors who are the Company proposed to the granter from shareholders has beneficiaries In Agenda No.7: To consider and approve the remuneration of directors for the year 2023..

(3) I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

 to vote with the total number of shares held by me/us to which I/we am/are entitled. to vote with the partial number of shares as follows;

Ordinary shares in the amount of.....shares and the voting right is.....votes.

Preferred shares in the amount of.....shares and the voting right is.....votes.

Total number of voting right is.....shares

(4) I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

Agenda No. 1 Matters to be informed by the Chairman.

- No casting of votes in this agenda -

Agenda No. 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No. 3 To acknowledge the report on the Company's operational results in year 2022

- No casting of votes in this agenda -

Agenda No. 4 To consider and approve the Financial Statement for the fiscal year ended 31 December 2022

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No. 5 To consider and approve the appropriation of the annual net profit as a legal reserve and the omission of dividend payment from the 2022 operational results

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the re-election of directors of the Company in replacement of those who are due to retire by rotation.

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Appointment of all nominees to be the Board of Directors

Approve Disapprove Abstain

Appointment of each nominee to be the Board of Directors

1) **Miss Yupin Chaivikrai**

Approve Disapprove Abstain

2) **Mr. Boon-anant Srikhao**

Approve Disapprove Abstain

3) **Mr. Vithawat Vichiateerapongse**

Approve Disapprove Abstain

Agenda No. 7 To consider and approve the remuneration of directors for the year 2023.

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2023.

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No.9 To consider and approve for the extension of the limit of the issuance and offering debentures from THB 400 million to up to THB 700 million at any period, under specified conditions.

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda No. 10 To consider other matters. (If any)

There will be no further proposed agenda to the Meeting of Shareholders and no voting for a resolution in this agenda to give the shareholders an opportunity to make enquiries to the Board of Directors (if any).

(5) Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

The Grantor

The Proxy

Signature.....
(.....)

Signature.....
(.....)

Remarks;

- 1. This Proxy Form C is applicable only to shareholders whose names appear in the registration book as foreign investors and a custodian in Thailand is appointed thereof.
- 2. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
- 3. Either all or each nominee to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
- 4. If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form C as attached.

Allonge of Proxy Form C

The appointment of proxy by the shareholder of the **Thai Capital Corporation Public Company Limited**

In the meeting of the Annual General Meeting of Shareholders for the Year 2023 on Tuesday, 25th April 2023 at 10.00 hrs., at through electronic media (e-AGM) or such other date and such other place as may be adjourned or changed.

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No.....Re:.....

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

Agenda No.....Re:.....

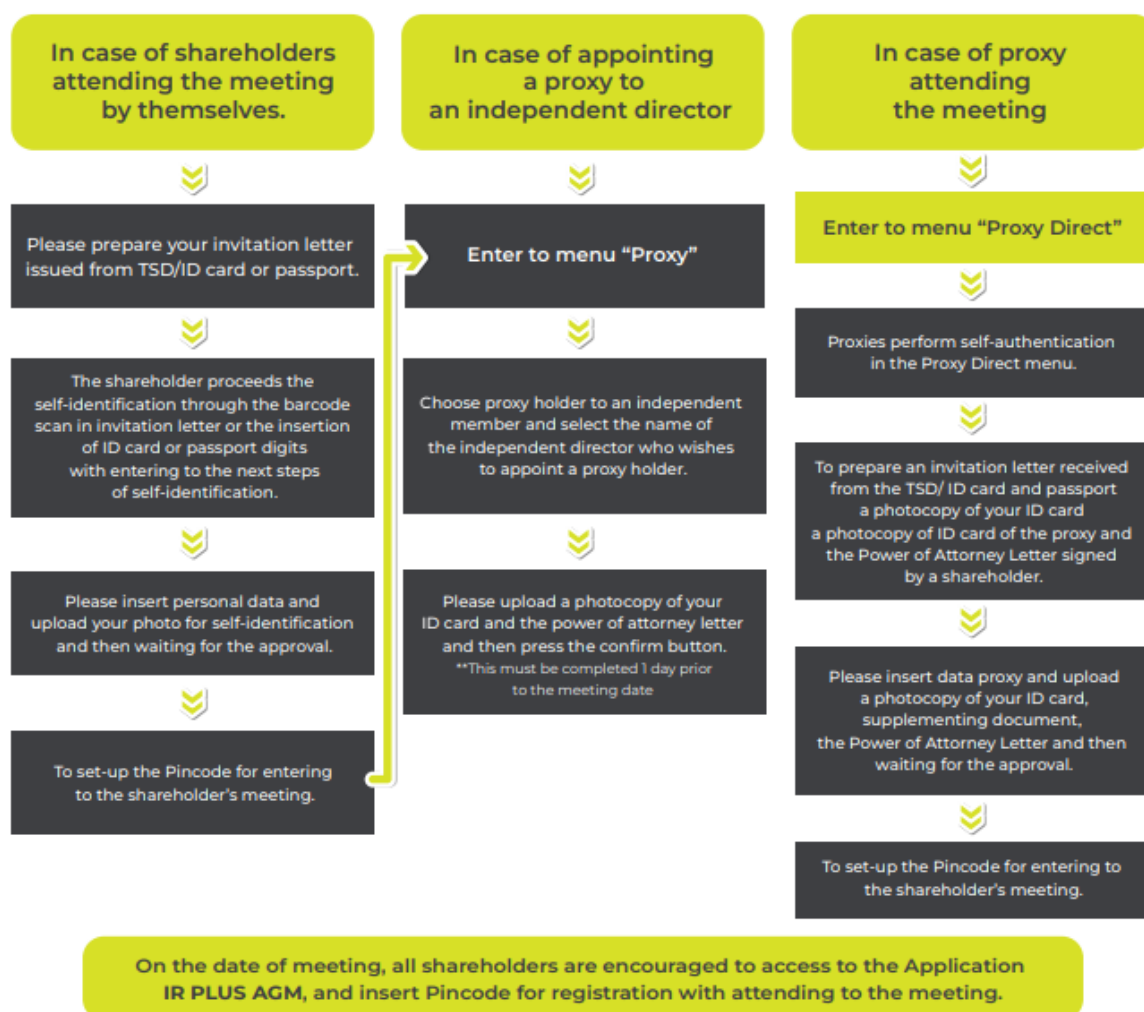
- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
 - Approve Disapprove Abstain

**Manual to Attend the Annual General Meeting of Shareholders for the year 2023
and voting via electronic means (E-AGM) by IR PLUS AGM Application**

Prior to register for attending the Annual General Meeting of Shareholders for the year 2023 via electronic means (E-AGM) via Mobile application or Web application IR PLUS AGM, please download the IR Plus AGM Application or visit the web application <https://webagm.irplus.in.th> and obtain an application manual from:



The registration and self-identification processes are depicted below. When shareholders register or grant proxies via E-AGM and receive E-AGM attendance confirmation from the system, it should be noted that voting must be done via the mobile application or web application: <https://webagm.irplus.in.th> only.



Documents used for registration and self-verification

1. In case shareholder wishes to attend the meeting by himself/herself.

- Notification of Meeting with representing securities holder number If not, shareholder must fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
- Photo of identity card or passport which has not expired.

2. In case shareholder appoints the independent director to attend and vote at the meeting on your behalf.

- Notification of Meeting with representing securities holder number If not, shareholder must fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
- A proxy form which has been completed and executed.
- A copy of the identity card, or passport of the principal which has not expired, certified true and correct by the principal.

3. In case shareholder appoints a person to attend and vote at the meeting on your behalf.

- Notification of Meeting with representing securities holder number If not, shareholder must fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
- A proxy form which has been completed and executed.
- A copy of the identity card, or passport of the principal which has not expired, certified true and correct by the principal.
- Identity card or passport of the proxy which has not expired.
- Additional document for shareholder who is a juristic person: A copy of the certification document of the principal backdated not more than six months, certified true and correct by an authorized person(s) of that juristic person and affixed with company's seal (if any)

Attending the Meeting and Voting through the Mobile or Web Application IR Plus AGM

1. The right to attend and cast votes at the meeting through the mobile or web application is exclusive for each shareholder and proxy. One username may not be able to login to the application simultaneously on several devices. Therefore, the shareholders or proxies must use the username and pin code to attend the meeting themselves,
2. In the case that one person is appointed as a proxy by several shareholders, the proxy may attend the meeting for one shareholder per one device only.

3. At the commencement of the meeting, shareholders or proxies may cast their votes through the mobile or web application on every agenda item in advance or cast their votes during the consideration of that agenda item. The system will count the votes until the end of each agenda item.
4. In voting count, the number of votes against or votes abstain (if any) would be deducted from the total number of votes of shareholders attending the meeting, or of shareholders who have voting right thus, the rest would be the number of votes agree.
5. In the case that a shareholder or proxy logs out from the Application before voting for any agenda item, the shareholder or proxy will not be counted as part of the quorum for that agenda item and the votes of such shareholder or proxy will not be counted in that agenda. However, if a shareholder or proxy logs out from any agenda item, the right to log in into the meeting and vote for the remaining agenda items shall not be prejudiced.

Raising Questions and Expressing Opinions during the Meeting

1. The meeting will be broadcasted through the mobile or web application only. In order to ensure that the meeting shall be conducted smoothly, in the case that a shareholder or proxy has any question or would like to express his or her opinion on any agenda item, the shareholder or proxy can choose the question make icon on the screen to submit questions or to express an opinion in the system. The system will arrange the questions and opinions by the order of time requested. Questions asked and opinions expressed must be related to the agenda items being considered.
2. During the meeting, if any shareholder or proxy acts in any way that interferes with the meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to suppress the action that interferes with the meeting or causing annoyance to other attendees.

Other Requirements

1. Video and audio contents of the meeting are the sole intellectual property of the Company and the Company does not permit any shareholders or proxies to record, modify or publish video and audio at the meeting. The Company reserves the right to take legal action against those who do so.
2. In the event that shareholders or proxies use any system related to the meeting through IR PLUS AGM in any way which does not comply with this requirement, or other manuals that the Company has provided to the shareholders for use in supporting the meeting and it causes damage to the Company in any way, such shareholders or proxies shall indemnify and hold the Company harmless in full from and against the damages and costs resulting from claim and litigation by any third party, including claim and litigation by the Company against such shareholders and/or proxies who causes such damage.
3. The Company reserves the right to undertake any act in the case that any shareholder does not comply with this Processes and Guidelines and may suspend the shareholder's right to attend the meeting through the Application if, during the meeting, the shareholders or proxies fail to comply with this Processes and Guidelines.



If you encounter problems in the use please contact: IR PLUS AGM Call Center

Tel. 02-022 6200 ext. 2, 626 Office hours: Monday - Friday 09.00-17.30 hrs.

Add Line id: @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.