

## Minutes of Annual General Meeting of Shareholders for the year 2020

### Srisawad Corporation Public Company Limited

#### Date, Time, and Place

The Meeting was held on Friday, July 31, 2020 at 1.30 p.m. at Ballroom Foyer, 2<sup>nd</sup> Floor, The Ramada by Wyndham Bangkok Chaophya Park Hotel, 247 Ratchapisek Rd., Din Daeng, Bangkok.

#### Start of Meeting

The MC welcomed the shareholders to the Annual General Meeting of Shareholders for the year 2020 (“The Meeting”) of Srisawad Corporation Public Company Limited (“The Company”) and introduced to the Meeting the 11 directors of total 12 directors who attended the Meeting represented 92% as follows:

1. Mr.Sukont Kanjanahuttakit Chairman
2. Mr.Vinai Vittavasgarnvej Vice Chairman/Chairman of Audit Committee/Independent Director
3. Pol.Gen..Pharnu Kerdlarpphon Chairman of Nomination and Remuneration Committee/ Audit Committee/Independent Director
4. Mr. Weerachai Ngarmdeevilai Sak Chairman of Risk Management Committee/Audit Committee/Independent Director
5. Mr. Sumate Maneewattana Independent Director
6. Mr. Veera Veerakool Independent Director
7. Mr. Chatchai Kaewbootta Chief Executive Officer/ Chairman of Executive Committee
8. Ms. DOUNGCHAI Kaewbootta Director/ Managing Director
9. Mr. Somyot Ngerndamrong Director/ Executive Director
10. Mr. Prayong Saennual Director/ Executive Director
11. Mr. Pinit Puapan Director

And Mr. Tzung-Han Tsai, Director who couldn't attend the meeting due to being a foreigner and unable to travel to attend the meeting.

Management members who were in attendance at the Meeting include:

- Ms. Thida Kaewbootta Investor Relation  
Mrs. Wanaporn Pornkitipong Vice President – Accounting and Finance Division

Also in attendance were:

Auditor from PricewaterhouseCoopers ABAS Co., Ltd.

Mrs. Anothai Leekitwattana

There were 48 shareholders attending the Meeting in person, accounting for 399,304,175 shares, and 1,345 shareholders represented by proxies accounting for 688,133,034 shares. Therefore, the numbers of shareholders attending in person and proxies totaled 1,393 persons, and the numbers of shares held by attendees totaled 1,087,437,209 shares, or 79.19 percent of the total 1,373,152,393 shares outstanding; which constituted a quorum in accordance with the Company's Articles of Association.

Mr. Sukont Kanjanahuttakij, Chairman of the Board, acting as the Chairman of the Meeting ("Chairman"), declared the Annual General Meeting of Shareholders for the year 2020 of the Company duly convened and conducted the Meeting.

Prior to starting the agenda, the Company noted that the Company had invited shareholders to propose agendas and nominate candidates for consideration for Directorship from 4 November 2019 to 27 December 2019, but no shareholder proposed any agenda or nominated any person for Directorship.

The Company had announced regarding this Annual General Meeting of Shareholders ("AGM") through 3 channels: 1) sending the invitation letter by mail to all shareholders 14 days before the Meeting for sufficient time to study all agendas and information, 2) placed an advertisement of the invitation letter in the newspaper, and 3) sending the itinerary and agenda of the AGM via broadcast to the Stock Exchange of Thailand and, along with posting related information on the Company's website since 8 July 2020. Procedures of the Meeting and the voting rules consist of the following:

1. Each shareholder shall have voting right equal to total number of shares held by the shareholder, whereby one share equals one vote. Each shareholder has the right to cast their vote for each of the proposed agenda as one of the following only: approve, disapprove, or abstain. Otherwise, the ballot will be deemed as nullified; except for the Custodian appointed by shareholder from outside the country to supervise their shares.
2. In counting the votes, the Company will determine the vote counts based on the barcode on the ballot card. The "disapprove" and "abstain" vote counts will be deducted from the total number of votes registered at the Meeting. If there are those who wish to cast a "disagrees" or "abstains" vote for each of the agenda item, the person can raise their hand and the Company will collect the voting card. In casting a "disagrees" or "abstains" vote, a shareholder may place a check mark, in the corresponding box, along with signing their name, on the yellow voting card that was distributed to the attendees prior to the Meeting.
3. For those acting as proxies to the shareholders who have already indicated their votes for each agenda item in the proxy statement, the Company has already counted the votes from the proxy statement for your convenience.
4. In line with good governance principles, "approve" ballot cards shall be returned by shareholders prior to leaving the meeting room.

In an event that a shareholder wishes to leave before the Meeting finishes, the shareholder shall return the ballot card to an officer. Minutes from the Meeting will be available on the Company's website within 14 days afterward.

5. The resolution of each agenda will be announced by the Chairman, whereby the result will include the votes from shareholders attending in-person and from proxies.

6. For each of the agenda item, shareholders or proxies may ask questions by written in the prepared paper, and stating their name before asking the questions.

7. To follow the Measure and Guidelines for the Annual General Meeting of Shareholders Under the Pandemic Situation of Coronavirus Disease 2019, no food and drink allow in the meeting room, all attendants must wear face masks all the time while attending the meeting and seated at the specified seating number.

In line with good governance principles, the MC invited the representatives from PricewaterhouseCoopers ABAS Ltd. to observe the vote count.

Mr. Sukont Kanjanahuttakij, acting as the Chairman of the Meeting ("Chairman"), conducted the Meeting agendas as followings.

**Agenda 1. Consideration of the minutes of the Annual General Meeting of Shareholders for the year 2019**  
Chairman proposed the minutes of the Annual General Meeting of Shareholders for the year 2019 held on April 24, 2019 for adoption. The minutes had been accurately recorded, and its content is contained within the attachment in Enclosure No. 1

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to adopt the minutes of the Annual General Meeting of Shareholders for the year 2019 by majority votes as follows:

Approved	1,087,149,701	vote(s)	equivalent to	99.95%
Disapproved	-	vote(s)	equivalent to	-
Abstained	539,400	vote(s)	equivalent to	0.05%
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 2 Acknowledgement of the performance results of the year 2019**

Chairman assigned Miss Doungchai Kaewbotta to inform the Meeting on the performance of the Company for the year 2019. In 2019 the Company had increased proportion of holdings in BFIT from 45.34% to 82.04% from subscribed and oversubscribed right to purchase newly issued shares and Tender Offer.

The performance results of the year 2019 were: Interest income totaled Baht 7,239 million calculated to 74% of total income, other income totaled Baht 2,554 million, most of expense was administration expense totaled Baht 3,354.94 million calculated to 34% of total income. Regarding the administration expenses mainly causes from the expansion of office branch network in order to rose the group's revenue as of the end of 2019, there are 4,080 branches were in operation all across the country. Bad debt and allowance of last year was Baht 552 million, calculated to 5.6% of total income, as a result from acquiring BFIT, the Company have to proceed under the BoT's regulation. In addition, cost of funding of the Company had declined due to other lower cost of funding from other sources. That made the Company's net profit was Baht 3,928 million growth 31% from prior year. Account receivables from loan and hire purchase rose to Baht 36,341 million increased 23% from prior year. Last year the Company has investment portfolio worth approximately 3,001 MB. As of the end of the year 2019, there were short term borrowing more than long term borrowing due to there are some lots of debenture will be matured in 2019 and in addition, there were Deposits which issued by BFIT. However the Company will manage the balancing of short term and long term liabilities in relation with the average age of account receivables. The Company had net profit from operation totaled Baht 3,928 million growth 31% from 2018.

For anti-corruption and whistle blowing policy, the Company had announced these policies, and governed internal operation, employee, partners, vendors and suppliers to concern with these policies.

This agenda is for acknowledgement only, and shall not be voted on.

**Agenda 3          Consideration for approval the financial statements of the Company for the year 2019 ended 31 December 2019**

Chairman assigned Miss Doungchai Kaewbootta to propose for approval the financial statements of the Company for the year 2019 ended 31 December 2019, which have been audited by the Company's auditor and reviewed by the Audit Committee. The auditor opined that the Company's financial statements present fairly in all material respects.

**Khun Phussadee Kongpakdeepong, Shareholder:**

Government Saving Bank will join leasing business, what is the Company's plan?

**Chairman:**

The Company has considered the impact, which not much due to the Company has more branches than GSB. The Company has more than 4,000 branches with more experience in this business that can provide more efficiency service.

**Khun Uraiwan Atiwattanchai, Shareholder:**

How does the new accounting standard, TFRS 9 and 16 affect the Company, in term of income booking, valuation, provision, credit cost and NPLs ratio.

**Chairman:**

The Company has prepared for TFRS9 and 16 since last year so there are less impact, in fact, TFRS 9 will be advantage to the Company due to the Company's business is collateralized loan, the recovery bad debt or NPL will be returned to be collateral and the loss will be minimal. And the impact of TFRS 16 is not much.

**Khun Uraiwan Atiwattanchai, Shareholder:**

From COVID -19 situation, may effected to the Company's revenue and performance, what's the Company plan? What are the measures for customers who are in trouble.

**Chairman:**

The measures to help customers are related to Bank of Thailand measurement by extending the installment period or reduced the payment amount. This will be slightly impact, shown as NPLs ratio which still be in the same level.

**Khun Pornchai Lertmanokul, Shareholder:**

Is there any corruption in the Company?

**Chairman:**

No, but the Company must have anti-corruption policy and measures.

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the financial statements of the Company for the year 2019 ended 31 December 2019 by majority votes as follows:

Approved	1,087,693,894	vote(s)	equivalent to	100.00%
Disapproved	2,200	vote(s)	equivalent to	0.00%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 4      Consideration for approval the appropriation of 2019 net profit and dividend payment**

Chairman assigned Miss Doungchai Kaewbootta to propose for approval the appropriation of 2019 net profit and dividend payment. According to Section 116 of the Public Company Limited Act B.E. 2535 and Article 29 of the Company's Articles of Association, the Meeting shall allocate not less than five percent of annual net profit to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. From separated

financial statement of 2019, the Company had gained amounting Baht 101.75 million then the allocation of net profit shall be:

1. To appropriate to be legal reserve amounted Baht 5,087,472, this renders the legal reserve to be Baht 130.06 million.
2. To appropriate to pay for dividend from retain earning and performance of 2019 to shareholders amounted Baht 1,922.41 million, which shall be paid in cash by Baht 1.40 per share.

The total dividend payment calculated to 1,889.35%, over than dividend policy, which is not less than 40%.

Determined to establish the list of shareholders who are entitled to receive dividend on August 7, 2020. Dividend payment date is August 28, 2020

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the appropriation of 2019 net profit to be legal reserve and cash dividend payment by majority votes as follows:

Approved	1,087,697,097	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 5. Consideration for approval the issuance and offering of Warrant No. 2 (SAWAD-W2)**

Chairman assigned Miss Doungchai Kaewbootta to propose approval the issuance and offering of Warrant No. 2 or SAWAD-W2 amounted not exceeding to 54,926,095 units for shareholders proportionally for free with the ratio of 25 existing shares to 1 unit of warrant, any fraction from calculation shall be disregarded. One unit of warrant shall be entitled to purchase 1 newly issued share with exercise price Baht 100 per share. Details of Warrant are included as enclosure 3.

In any case, the Board of Directors would like to further propose that the Meeting consider for approval to empower the Board or the person(s) entrusted by the Board to establish or modify the terms and conditions of the Warrant issuance and offering. This empowerment would also entail the Board or the appointed proceeding with necessary actions in regard to the warrant issuance and offering in order to complete the transactions, including listing warrant and exercised share in SET, other applicable government bodies, and/or any applicable individuals.

Determined to establish the list of shareholders who are entitled to receive Warrant No. 2 on August 18, 2020.

The resolution of this agenda item shall be passed by not less than three-fourth of total votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the issuance and offering of Warrant No. 2 (SAWAD-W2) by majority votes as follows:

Approved	1,079,194,794	vote(s)	equivalent to	100.00%
Disapproved	8,502,500	vote(s)	equivalent to	0.78%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 6. Consideration for approval the decrease of registered capital from Baht 1,374,661,443 to Baht 1,373,152,393**

Chairman assigned Miss DOUNGCHAI KAEWBOOTTA to propose for approval the decrease of registered capital from Baht 1,374,661,443 to Baht 1,373,152,443, the Board of Directors proposed to decrease the registered capital by reducing ordinary shares which were left over from stock dividend paid to shareholders and last exercise of Warrant No. 1 (SAWAD-W1) as following:

Stock dividend had been approved for payment in 2019, in the amount of 120,477,158 shares; 120,474,100 shares were paid out on 22 May 2019, 3,058 shares remain to be paid out. The last exercise of Warrant No. 1 (SAWAD-W1) on 29 May 2020, there were 38,411,134 shares for exercise SAWAD-W1, 36,905,142 shares were exercised, 1,505,992 shares remain. Therefore, the Company proposes to reduce 1,509,050 of registered shares at the par value of Baht 1, decreasing the total registered capital to Baht 1,373,152,393.

The resolution of this agenda item shall be passed by not less than three-fourths of total votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the decrease of registered capital from Baht 1,374,661,443 to Baht 1,373,152,393 by majority votes as follows:

Approved	1,087,697,294	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 7. Consideration for approval the amendment of Memorandum of Association Clause 4 in compliance with the decrease of registered capital**

Chairman assigned Miss DOUNGCHAI KAEWBOOTTA to propose for approval the amendment of Memorandum of Association Clause 4 in compliance with the decrease of registered capital as follows:

Clause 4: Registered Capital	1,373,152,393	Baht
Divided into	1,373,152,393	shares
Par Value	1.00	Baht
Divided into		
Ordinary share	1,373,152,393	shares
Preferred share	--	shares

In this regard, the person designated by the Board to proceed with the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to alter or add other related wordings as instructed by the registrar.

The resolution of this agenda item shall be passed by no less than three-fourths of the total votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed resolution to approve the amendment of the Memorandum of Association Clause 4 in compliance with the decrease of registered capital by majority votes as follows:

Approved	1,087,697,294	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 8. Consideration for approval the increase of registered capital from Baht 1,373,152,393 to Baht 1,428,078,488 and the allotment of new shares**

Chairman assigned Miss DOUNGCHAI KAEWBOOTTA to propose for approval an increase of registered capital from Baht 1,373,152,393 to Baht 1,428,078,488 by issuing 54,926,095 ordinary shares at par value of Baht 1 (one Baht) and the allotment of 54,926,095 shares at par value of Baht 1 (one Baht) reserving for exercise Warrant No. 2. Details of Capital Increase are included as enclosure 4.

The resolution of this agenda item shall be passed by no less than three-fourths of the total votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**



The Meeting passed resolution to approve the increase of registered capital from Baht 1,373,152,393 to Baht 1,428,078,488 by issuing 54,926,095 ordinary shares at par value of Baht 1 and allotment of new shares by majority votes as follows:

Approved	1,079,196,994	vote(s)	equivalent to	99.22%
Disapproved	8,500,300	vote(s)	equivalent to	0.78%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 9. Consideration for approval the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital**

Chairman assigned Miss DOUNGCHAI KAEWBOOTTA to propose approval the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital as follows:

Clause 4: Registered Capital	1,428,078,488	Baht
Divided into	1,428,078,488	shares
Par Value	1.00	Baht
Divided into		
Ordinary share	1,428,078,488	shares
Preferred share	--	shares

In this regard, the person designated by the Board to proceed with the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to alter or add other related wordings as instructed by the registrar.

The resolution of this agenda item shall be passed by no less than three-fourths of the total votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed resolution to approve the amendment of the Memorandum of Association Clause 4 in compliance with the increase of registered capital by majority votes as follows:

Approved	1,079,196,994	vote(s)	equivalent to	99.22%
Disapproved	8,500,300	vote(s)	equivalent to	0.78%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 10. Consideration for approval the re-appointment of directors who retired by rotation.**

Chairman assigned Pol Gen Pharnu Kerdlarpphon, chairman of Nomination and Remuneration Committee, to propose for approval the re-appointment of directors and invited 4 directors who retired to leave the Meeting room. According to Section 70, 71 of the Public Company Limited Act B.E. 2535 and Article 14 of the Company's Articles of Association, in annual meeting, one-third of the directors shall vacate in proportion and the directors who retired can be re-elected. The directors who retired this year are follows:

1. Mr. Sukont Kanjanahuttakit
2. Mr. Chatchai Kaewbootta
3. Mr. Weerachai Ngarmdeevilaiak
4. Miss DOUNGCHAI Kaewbootta

The Company had announced on its website providing the opportunity to shareholders to nominate candidates with required qualifications to be elected as directors. There was no director candidate nominated. The Nomination and Remuneration Committee had considered their qualification and experiences and proposed to re-appoint the directors who retired by rotation for one more term. The profiles of the candidates appear as enclosure 5.

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes and by individual.

**10.1 Mr. Sukont Kanjanahuttakit**

**Resolution:**

The Meeting passed the resolution to approve the re-appointment of directors who retired by rotation by majority votes as follows:

Approved	1,083,128,111	vote(s)	equivalent to	99.58%
Disapproved	4,571,383	vote(s)	equivalent to	0.42%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**10.2 Mr. Chatchai Kaewbootta**

**Resolution:**

The Meeting passed the resolution to approve the re-appointment of directors who retired by rotation by majority votes as follows:

Approved	1,071,689,499	vote(s)	equivalent to	98.53%
Disapproved	16,009,499	vote(s)	equivalent to	1.47%
Abstained	-	vote(s)	equivalent to	-

Void Ballot - Vote(s) equivalent to -  
Of total votes of shareholders who attended the meeting and casted their votes

### 10.3 Mr. Weerachai Ngarmdeevilaisak

#### Resolution:

The Meeting passed the resolution to approve the re-appointment of directors who retired by rotation by majority votes as follows:

Approved	1,048,824,630	vote(s)	equivalent to	96.43%
Disapproved	38,874,864	vote(s)	equivalent to	3.57%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

### 10.4 Miss DOUNGCHAI KAEWBOOTTA

#### Resolution:

The Meeting passed the resolution to approve the re-appointment of directors who retired by rotation by majority votes as follows:

Approved	1,068,260,407	vote(s)	equivalent to	98.21%
Disapproved	19,439,087	vote(s)	equivalent to	1.79%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

Chairman invited directors who were re-appointed back in the Meeting room.

### Agenda 11 Consideration for approval the appointment of new Director

Chairman assigned Pol.Lt.Gen. Pharnu Kerdlarpphon to present to the meeting for consideration to approve the appointment of new director. To increase the number of director shall be approved by the Meeting. The Nomination and Remuneration Committee is proposing to appoint new Board member with leadership capability who independent, posses substantial hands-on experience especially in Law and Regulations, then proposed Mr. Kudun Sukkumanada to be Director. The profile has been attached as Enclosure 6.

The resolution of this agenda item shall be passed by no less than three-fourths of the total votes of the shareholders who attended the meeting and casted their votes.

#### Resolution:

The Meeting passed resolution to approve the appointment of Mr. Kudun Sukhumanada to be new Director by majority votes as follows:

Approved	1,085,501, 734	vote(s)	equivalent to	99.80%
Disapproved	2,197,760	vote(s)	equivalent to	0.20%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 12. Consideration for approval the director remuneration for the year 2020**

Chairman assigned Pol. Gen. Pharnu Kerdlarpphon, Chairman of Nomination and Remuneration Committee, to propose for approval the director remuneration for the year 2020.

According to Article 15 of the Company's Articles of Association, directors are eligible for remuneration in forms of reward, meeting fee, pension, bonus or other remunerations according to the resolution of the Shareholders Meeting by not less than two-thirds of the shareholders presented at the meeting and entitled to vote. The Nomination and Remuneration Committee had considered the remuneration compare to other companies within the same industry of similar size. The details of proposed director remuneration as follows:

Remuneration	2020	2019
<b>Monthly Fee</b>		
Chairman	135,000	135,000
Vice Chairman	90,000	90,000
Director	65,000	65,000
Directors who act as management	None	None
<b>Sub-committee</b>		
Chairman of Audit Committee	25,000	25,000
Chairman of Nomination and Remuneration Committee	25,000	25,000
Chairman of Risk Management Committee	25,000	25,000
<b>Attendance Fee</b>	None	None
<b>Other remuneration</b>	None	None

It is proposed that the Directors' bonus of the year 2020 does not exceed 1 percent of the cash dividend paid to shareholders or 15 percent of stock dividend paid to shareholders. The bonus amount shall be not more than Baht 5,000,000, and will only be paid upon the payment of dividend to shareholders.

Questions from Shareholders

**Khun Uraiwan Atiwattanachai**, shareholder

How much the remuneration paid to directors in the year 2019 and directors' bonus from the year 2019 performance had complied with the shareholders' resolution or not?

**Chairman:**

The director remuneration had complied with shareholders' resolution, in 2019, directors' bonus around 4 MB, which were under the level 5 MB from shareholders' resolution.

The resolution of this agenda item shall be passed by two-third votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the director remuneration for the year 2020 by majority votes as follows:

Approved	1,085,953,034	vote(s)	equivalent to	99.84%
Disapproved	1,746,460	vote(s)	equivalent to	0.16%
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 13. Consideration for approval the appointment of the Company's auditor and determination of audit fee for the year 2020**

Chairman assigned Mr. Vinai Vittavasgarvej, Chairman of Audit Committee, to propose for approval the appointment of the Company's auditor and determination of audit fee for the year 2020.

According to Article 29 of the Company's Articles of Association, the Meeting shall consider to appoint the auditor and determine the audit fee. The Audit Committee and the Board considered the qualification, performance and independence of the auditor, no conflict of interest with the Company, subsidiaries, associates, management and major shareholders, then proposed the auditors from PricewaterhouseCoopers ABAS Co., Ltd. as follows:

Mrs. Anothai	Leekijwattana	CPA No. 3442 and/or
Mr. Paiboon	Tunkoon	CPA No. 4298 and/or
Ms. Sinsiri	Thangsombat	CPA No. 7352

It is also proposed for the Meeting to consider the audit fee of the Company and its subsidiaries for the year 2020 in the amount of Baht 6,673,500, which is an increase of Baht 591,000 from the year 2019, or increased 9.72%, the details as follow.

1. The quantity of work of the Company's subsidiary such as SWP Asset Management Co., Ltd. has increased in Port size.
2. According to the new accounting standards which will effective in 2020, the auditor has lots of work to do for new accounting standards.

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the appointment of the Company's auditor and audit fee for the year 2020 by majority votes as follows:

Approved	1,070,234,942	vote(s)	equivalent to	98.39%
Disapproved	9,381,517	vote(s)	equivalent to	0.86%
Abstained	8,083,035	vote(s)	equivalent to	0.74%
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 14      Consideration for approval the amendment of the Company's Articles of Association**

Chairman assigned Ms. DOUNGCHAI KAEWBOOTTA to propose for approval the amendment of the Company's Articles of Association.

The Board of Directors had proposed to amend the Articles of Association to be in compliance with Emergency Decree on Electronic Meetings BE. 2563, the amendment of Articles of Association concerning with Chapter 3 and Chapter 4, related to the board of directors and shareholders meeting as follows;

Chapter 3 the part related to the Board of Directors meeting, Article 22 added:

"The meeting of the board of directors or sub –committee's meeting can be conducted via teleconference through electronic means in accordance with rules, procedures and conditions as stipulated by the laws."

Chapter 4 the part related to Shareholders' meeting, Article 26 added:

"The board of directors may determine to hold the shareholders' meeting via electronic means and it shall have the same effect as the meeting being held pursuant to a legally provided that such meeting shall be held in accordance with the rules, regulations, procedures and conditions as stipulated by the laws."

In order to facilitate the registration of such changes, any person designated by the Board of Directors is authorized to carry out the registration of the change to the Company's Articles of Associations and to carry out any necessary act as designated by the registrar under any restriction by a relevant law without affecting the materiality of such change.

The resolution of this agenda item shall be passed by no less than three-fourths vote of the shareholders who attended the meeting and casted their votes.

**Resolution:**

The Meeting passed the resolution to approve the amendment of the Company's Articles of Association by majority votes as follows:

Approved	1,087,699.494	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-
Void Ballot	-	Vote(s)	equivalent to	-

Of total votes of shareholders who attended the meeting and casted their votes

**Agenda 15 To consider other business (if any)**

No matters were further proposed.

Chairman opened for questions and suggestions from shareholders:

**Khun Urai Vichitrothai, Shareholder:**

Would you please rehearse the Company's performance which impacted from COVID-19? How to fix the problems? How about the strategy to increase profit in the circumstance of crisis and more competitors? How strengthen of the Company when collaborate with BFIT?

**Khun Chatchai Kaewbootta:**

There are some impact from COVID-19, but with the government measures to help relieve the effect by soft loan and accounting relief for customers who had affected from COVID. The Company may consider from the ability to pay of each customer, if the customers are able to pay, we will ask them to pay as usual, if the customers are unable to pay, we will compromise by using the measures. For the business strategy, the Company cannot disclose it, which may affect the Company's business. We expect that in the middle of next year, there will be benefit from the strategy that have been launched. We would like the Shareholders to have confidence in the management team with more than 30 years of experience in this business, with careful management, risk assessment, these will be able to sustain this growth rate. For the collaborate with BFIT, the Company will gain from operations and BFIT will generate profits legally.

**Khun Thada, Shareholder:**

Government Saving Bank will be a new comer in this business in the next 6 months, what is the Company opinion?  
How to prepare for it?

**Khun Chatchai Kaewbootta:**

There will be not much impact, due to the Company's more branches and this business relies on experience, knowledge, employees and close contact with customers and communities. This lending business shall be fast and minimize risk and the most important, collection shall comply with the regulation of debt collection. Then the Company has branches near the communities to help reducing operation cost of collection due to collection fee cannot charge very high. The Company has developed a system to help branches system for more branches but not more people.

**Khun Pornchai Lertmanokul, Shareholder:**

Pro and con of warrant issuance?

**Chairman:**

Pros are The Company will receive capital from conversion of warrant during conversion period, and for shareholders, warrant will be traded in SET, this will be value added to shareholders.

Chairman thanked the shareholders attending the Meeting and terminated the Meeting at 2.45 p.m.

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(Mr. Sukont Kanjanahuttakit)

Chairman

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(Mrs.Chomchaba Sathapornpong)

Secretary