

## Minutes of Extraordinary General Meeting of Shareholders No. 1/2018

### Srisawad Corporation Public Company Limited

#### Date, Time, and Place

The Meeting was held on Thursday, March 15, 2018 at 9.00 a.m. at Ballroom 2, 3<sup>rd</sup> Floor, The Emerald Bangkok Hotel, 99/1 Ratchapisek Rd., Dindaeng, Bangkok.

#### Start of Meeting

The MC welcomed the shareholders to the Extraordinary General Meeting of Shareholders No. 1/2018 (“The Meeting”) of Srisawad Corporate Public Company Limited (“The Company”) and introduced to the Meeting the directors who attended the Meeting as follows:

1. Mr.Sukont Kanjanahuttakit Chairman
2. Mr.Vinai Vittavasgarnvej Vice Chairman/Chairman of Audit Committee/Independent Director
3. Pol.Lt.Gen.Pharnu Kerdlarpphon Chairman of Nomination and Remuneration Committee/ Audit Committee/Independent Director
4. Mr. Sumate Maneewattana Independent Director
5. Mr. Chatchai Kaewbootta Chief Executive Officer/ Chairman of Executive Committee
6. Mr. Somyot Ngerndamrong Director/ Executive Director
7. Mr. Prayong Saennual Director/ Executive Director
8. Ms. Doungchai Kaewbootta Director
9. Mr. Weidt Nuchjalearn Director

Directors who did not attend the Meeting due to their business

- |               |                  |
|---------------|------------------|
| Mr. Pinit     | Puapan           |
| Mr. Weerachai | Ngarmdeevilaisak |
| Mr. Veera     | Veerakool        |

Management members who were in attendance at the Meeting include:

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

There were 50 shareholders attending the Meeting in person, accounting for 324,244,244 shares, and 1,343 shareholders represented by proxies accounting for 474,603,999 shares. Therefore, the numbers of shareholders attending in person and proxies totaled 1,393 persons, and the numbers of shares held by

attendees totaled 798,848,243 shares, or 73.47 percent of the total 1,087,315,394 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 Extraordinary General Meeting of Shareholders No. 1/2018 of the Company duly convened and conducted the Meeting.

The Company had announced regarding this Extraordinary General Meeting of Shareholders ("EGM") through 3 channels: 1) sending the invitation letter by mail to all shareholders 21 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 EGM via broadcast to the Stock Exchange of Thailand and, along with posting related information on the Company's website since 23 February 2018. 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 raising their hand, and stating their name before asking the questions.

In line with good governance principles, the MC invited the shareholders to take part in observing the share count in the Meeting. Mr. Woraphat Sretasompop volunteered to participate in the vote count observation.

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 Extraordinary General Meeting of Shareholders No. 2/2017**

Chairman proposed the minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 held on June 22, 2017 for adoption. The minutes had been accurately recorded, and its content is contained within the attachment in Enclosure No. 1

Questions from shareholders

Khun. Promote Lipratanasakul: Why the Company have to convene this Meeting? Why do not combine these agendas to the Annual General Meeting?

Chairman: In the last EGM, we were in discussion process with the Bank of Thailand. When the Company had conclusion, the SET and SEC. had advised the Company to acknowledge and propose this significant agenda to shareholders, that why the Company convened this Meeting.

Shareholder: The Company should introduce directors by person and his/her position.

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 Extraordinary General Meeting of Shareholders No. 2/2017 by majority votes as follows:

Approved	806,798,526	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-

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

**Agenda 2 Approve the Company to amend its Collateralized Lending Business Plan**

Chairman assigned Miss Thida Kaewbotta to present the Meeting on the amendment of the Company's collateralized lending business plan. According the Tender Offer Statements, the Board of Directors of Srisawad Corporation Public Company Limited (“SAWAD”) as a Tender Offeror has determined a preliminary business plan in the event that SAWAD can hold between 36.35 and 60 percent interest in BFIT, the lending business to be operated by BFIT shall not overlap with S2014, which shall be separated by type of collateral. Nevertheless, the

said business plan was just a preliminary plan which is subject to further discussion and approval by the Bank of Thailand. After the discussion with the Bank of Thailand, the Company has been notified that certain types of financial product as stated in the Tender Offer documents are unable to be provided by BFIT as they were restricted by the regulations. The Company is, therefore, required to amend the its business plan as stated in the Tender Offer, which will affect the following two collateralized lending products of BFIT: Car for Cash and Home for Cash services, as follows:

Product type of BFIT	Previous Plan	Revised Plan
Motorcycle for cash	None	None
Car for cash – 4-wheeled vehicle	Loan and Hire Purchase contracts	Loan contract
Car for cash – Truck	None	Loan contract
Car for cash – Agricultural vehicle	None	Loan contract
Home for cash	Loan contract	Mortgage loan with the amount ≤ Baht 10 million

Based on indicates proportion of the business between BFIT and SAWAD to total collateralized lending business of SAWAD Group, according to the previous business plan in comparison to the revised plan will not materially affect the Company's financial position, performance, and its shareholders.:

	BFIT	S2014
Previous plan - Tender Offer	58 percent	42 percent
Revised plan	57 percent	43 percent

After the discussion with SET and SEC , the Company has prepared to develop clear criterion to determine the lending entity and has promptly established reliable measures to prevent potential conflicts of interest, as follows:

- Develop Clearly Written Work Instruction, Policy, and Business Separation Criterion
- Regularly Review Business Separation Criterion and Ensure Audit Committees Approval Before Effective
- Use Conflict Checklist Form to Assist in Business Separation
- Review and Reassure the Appropriateness of Contract Type by the Credit Department
- Prepare Monthly Credit Approval Report for Management Consideration
- Regularly Perform Internal Auditing at Branch Office
- Ensure Approval by the Audit Committee Before Rate Book Becomes Effective

- Develop Information Technology System to Assist in Defining the Lending Entity  
its content is contained within the attachment in Enclosure No. 2

Khun Worawit Dhamaree: From the previous plan, there will be the expected fee amounted Baht 1,273 million received from service agreement for the first year and after revised plan, will the Company receive this fee or not?

Chairman: The Company will receive fee as plan.

Khun Worawit Dhamaree: In the past 9 months, has the Company been providing services to BFIT and if so, has the compensation target been the same? Will the company be retroactively compensated from July of 2017, and if so, when would the revenue be recognized? As for the 36.35% profit distribution from the investment in BFIT, will the distribution be based on the actual net profit or from the dividend payment? How much additional income will the Company be receiving per quarter?

Chairman: The Company has been compensated according to plan, which was retroactive from July of 2017 and recognized at the end of each month. The Company's financial statements reflect the consolidation from BFIT proportionately. Therefore, BFIT's net income has already been included in the Company's bottom line. The consolidated net profit for the group is also in accordance with the target. Each quarter's net profit will fluctuate based on the economy. The fees charged between companies are also reasonable

Khun Pramote Liprattanaskul: How much will be the expenses related to IT system development, and is there a plan to develop an application to be used on the mobile platform?

Chairman: Modification to the existing IT system will be modest, and the related expenses will be in the hundreds of thousand Baht only. The company is not current on the mobile platform but we are seeking to develop an application that would provide more convenience to the customers.

Khun Pramote Liprattanaskul: What is the outlook for the Sale with Right of Redemption line of business?

Chairman: The Sale with Right of Redemption contract is restricted by Bank of Thailand to be carried out by BFIT. It is being carried out through S2014 instead, and is only a small portion of the entire portfolio.

Khun Hangchai Akkawaskul: The car for cash loan product is based on a loan contract whereby the title of car still belongs to the customer. Whereas the house for cash loan product cannot be done through an agreement for sale with right of redemption, and could only be done through a mortgage contract. A case to litigate to recover the asset would take a lot of time to complete. Therefore, this new plan will have a higher risk with regard to the collateral. What are your thoughts on this?

Khun Chatchai Kaewbootta: This new plan pertains to BFIT. The loan issuance at BFIT will be safer than any other company. We will utilize a new law, which is the Business Security Act, where Srisawad Finance Public Company Limited is able to register the collateral as a business security without transferring the title. In the event that the customer defaults on the loan and sells the vehicle, the sale could not go through since the ownership

could not be transferred. This minimizes the risk for the company. The advantage belongs to the Company on the basis of the law.

This agenda requires approval from no less than 3 out of 4 of the total voting rights represented in the meeting.

**Resolution:**

The Meeting passed the resolution to approve the amendment the collateralized lending business plan by majority votes as follows:

Approved	807,220,735	vote(s)	equivalent to	100.00%
Disapproved	-	vote(s)	equivalent to	-
Abstained	-	vote(s)	equivalent to	-

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

**Agenda 3 To consider other business (if any)**

No matters were further proposed.

Chairman opened for questions and suggestions from shareholders:

Khun Pramote Liprattanaskul: Is the Company considered to be a financial institution that has to establish additional allowance for doubtful accounts similar to the big banks? How will the new COSO updates impact the Company? Does the Company have to undergo any changes? Is the Company considering establishing a representative?

Chairman: The Company has established sufficient allowance for bad debt at the moment. BFIT has to comply with regulations issued by the Bank of Thailand. S2014, if considered a financial institution, would also have to follow the guidelines, but the impact would not be much. Currently, BFIT has a Capital Adequacy Ratio of approximately 20%, which the Company has set a threshold at 14%; whereas the rule calls for 8%. In terms of COSO, the Company currently follows the related requirements. Any updates to the requirements will be studied and implemented. The Company currently does not have any plan to establish a representative.

Khun Punchana Thitamethakul: What are the benefits and detriments of a rise in interest rates, which would impact the cost of funds. What has been the trend on non-performing loans for the Company? How does the fluctuation in foreign exchange rates effect the company's loans or investments?

Chairman: The Company does not have any overseas loans.

Khun Thida Kaewbootta: The debt to equity ratio of the Company is quite low: current at approximately 2 times. As for a rise in interest rates, the Company would try to fix the cost of funds to the extent possible. Currently, the average term of borrowings taken on by the Company is at 2.8 years on average. The Company will try to mitigate the interest rate risk as much as we can. The Company's non-performing loan ratio has remained at the same level, and is still manageable. In the end, the low debt to equity ratio is a result of the good financial performance with a healthy amount of retained earnings.

The Chairman thanked the shareholders for the suggestions and questions, and announced the closing of the meeting at 9.45 am.

-----  
(Mr. Sukont Kanjanahuttakit)

Chairman

-----  
(Mrs.Chomchaba Sathapornpong)

Secretary