

English Translation

Minute of the Annual General Meeting of Shareholder for the year 2020

S11 Group Public Company Limited

Date, Time and Venue

The meeting was held on 2 April 2020 at 10.00a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Sai Mai District, Bangkok 10220

Mr. Samart Chiradamrong, Chairman, was the Chairman of the meeting. Chairman appointed Mr. Somyod Suteerapornchai, legal advisor, to be the Meeting Facilitator. Chairman welcomed the shareholders presenting at the meeting and then Legal Advisor recorded that 166 shareholders were attending the meeting in person and 27 shareholders by proxy, representing 193 shareholders being counted to be 445,943,080 shares or 72.75 percent of total paid up shares (total paid up shares was 613,000,000 shares), thus constitution a quorum in accordance with the company's Articles of Association. The meeting be composed not less than 25 shareholders presenting in person or by proxy or not less than a half of all shareholders and counted shares be not less than 1/3 of the paid up shares.

Legal Advisor asked Company Secretary to introduce the Board of Directors, Management and External Auditor of the Company who joined the meeting and to inform the vote counting procedure.

Company Secretary introduced the Board of Directors, Management and External Auditor of the Company as follow;

Directors who attended the meeting (totaling 77.78% of the Board of directors)

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|------------------------------|---|
| 1. Mr. Samart Chiradamrong | Chairman |
| 2. Mrs. Vachira Na Ranong | Chairman of the Audit Committee and Vice Chairman |
| 3. Mr. Surasak Khemthongkum | Managing Director and the 2 nd vice chairman |
| 4. Mr. Thirawat Sarindu | Audit Committee |
| 5. Mr. Thanisorn Dejthamrong | Audit Committee |
| 6. Mr. Sirawat Wanglee | Director |
| 7. Mr. Thosaporn Lerdbhan | Director |

Directors who could not attend the meeting due to the COVID-19

- | | |
|--------------------------------|----------|
| 1. Mr. Tay Christopher Charles | Director |
| 2. Mr. Jeremy Liau | Director |

External Auditor of the company

1. Ms. Sarunya Pladsri
2. Ms. Patchanin Pan-in

Other Attendants

- | | |
|-------------------------------|--|
| 1. Ms. Watcharaporn Meruthong | Finance and Accounting Manager |
| 2. Mr. Somyod Suteerapornchai | Legal Advisor |
| 3. Mrs. Katika Kusawadee | Company Secretary, as a secretary of the meeting |

The meeting was commenced as follow:

Company Secretary informed the vote counting procedure in each agenda as follow;

1. Shareholders who attending the meeting in person and by proxy, and have been authorized to vote in the meeting shall receive voting cards upon the registration, shall sign in every voting cards.

2. Each shareholder and proxy shall have one vote for each share of which he/she is the holder and any shareholders having gain and loss in any agenda shall have no right to vote in that agenda. For proxy, the company shall count and record their vote of agree against and abstain.

In case of shareholders attending the meeting after the meeting was commenced, shareholders have rights to register and attend the meeting but are allowed voting only on the rest of agendas.

And in case of shareholders leaving the meeting before the meeting was closed, shareholders shall make a prior voting by submitting the voting cards to the company's officers.

3. The meeting shall consecutively consider the issues according to the agenda in Invitation Letter to the meeting by proposing data in each agenda and opening the opportunities to shareholders for their interrogations before any resolutions according to that agenda. In case that shareholder or the proxy requires for making an inquiry or expressing an opinion, please raise your hands and inform your name and surname. In case that you are the proxy, please always inform the name of the shareholder who authorized you for meeting attendance every time. The company has given the opportunity for the shareholder to making inquiries or expressing opinions in related agendas. In case the shareholder requires for making an inquiry other than the aforementioned agendas, please inquire or express opinions in other agendas.

4. After details in each agenda have been informed, except Agenda 2 which was the agenda proposed for acknowledgement by the meeting without voting, shareholder may cast the vote in

their voting cards which shall be collected by the company's officers for each agenda. The company's officers shall collect the voting cards of shareholders who against and then following with the voting cards of the shareholders who abstain. Against and abstain votes will be subtracted from the total number of votes cast by the shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda. And after the meeting was closed, the company's officers shall collect the rest of agree voting cards from shareholders.

For considering Agenda 5 the appointment of directors replacing those retired by rotation, the company determines the vote casting for each directors and shall prior collect the vote casting of against and abstain which will be subtracted from the total number of vote casting by the shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda in order to state the vote result of each directors to the meeting.

5. For counting votes in each agenda, the majority votes of the shareholders who present and eligible to vote at the meeting shall be relied on, except Agenda 6 the determination of directors' remuneration must be approved by voting of not less than 2/3 of total votes cast by the shareholders who present and eligible to vote at the meeting. Meanwhile, Agenda 8 the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million must be approved by voting of not less than 3/4 of total votes cast by the shareholders who present and eligible to vote at the meeting. For counting votes of each agenda, against and abstain votes will be subtracted from the total number of votes cast by the shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda. Anyhow, In case that nobody expresses any opposing opinions or other opinions, it shall be considered that the meeting agrees or unanimously approves.
6. The company secretary shall declare the result of each vote counting after the vote casting of each agenda was finished by announcing the number of vote results of agree, against, abstain, void and the percentage compared to the total number of votes cast by the shareholders who present and eligible to vote at the meeting.

Legal Advisor then requested the meeting to consider the agenda as follows:

Agenda 1 Certify the minutes of the 2019 Annual General Meeting of Shareholders

Legal Advisor presented the minutes of the 2019 Annual General Meeting of Shareholders held on 4 April 2019 which was accurately recorded and submitted to SET and the Ministry of Commerce in the given period. The minute was attached to the notice sent to all shareholders.

Legal Advisor asked the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not give company the suggestion. Legal Advisor then proposed the meeting to certify the minutes of the 2019 Annual General Meeting of Shareholders.

Resolution: The meeting unanimously resolved to certify the minutes of the 2019 Annual General Meeting of Shareholders as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,943,080	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	445,943,080	100.00

Remark: 1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 2 Acknowledge the Company's operating performance for the year 2019

Legal Advisor requested Mr. Surasak Khemthongkum, Managing Director and the 2nd vice chairman, to report the company's operating results for the year 2019.

Managing Director and the 2nd vice chairman has stated the performance and significant changing for the year 2019 as follow;

The operating results of the company for the year 2019 ended 31 December 2019, the company generated the net profit of Baht 528.96 million or increased 20.41 percent from Baht 439.28 million compared to the same period of the previous year. Total revenue for the year 2019 was Baht 1,914.65 million, increased 14.57 percent from Baht 1,671.12 million compared to the same period of the previous year. Major increased revenue was hire purchase interest income. Total expense for the year 2019 was increased 11.12 percent from Baht 991.19 million to Baht 1,101.37 million compared to the same period of the previous year.

Total assets were Baht 6,709.44 million or increased 14.78 percent from Baht 5,845.62 million compared to the same period of the previous year. Most of the Company's assets is hire

purchase receivables, which total net hire purchase receivables was Baht 6,184.58 million or increased 15.35 percent from 5,361.35 million compared to the same period of the previous year. Total liabilities were Baht 4,089.43 million or increased 16.42 percent from 3,512.60 million compared to the same period of the previous year.

Moreover, the Company has a guideline in announcing its intentions to public about anti-corruption policy by set a whistle blowing policy through suggestion box, mail and e-mail for persons who witness or be aware of or suspect that the board of directors or management or employees has break the laws, procedure, rules or code of conduct of the company. Such persons will be able to complain through the way set by the company. The whistle blowing policy has shown in the Corporate Governance Manual and on the company's website.

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions.

Ms.Warintorn Sotinai asked that what the impact of COVID-19 affecting to the Company's business is and what the Company's measure to cope with such situation is.

Managing Director and the 2nd vice chairman reported that the COVID-19 situation is not only affecting to the Company's business and the motorcycle industry but also broadly affecting to all business sectors. The motorcycle manufacturer and distributor have declared to decrease their production capacity this year and be focusing on managing their inventory instead. The Company, therefore, has been strictly complied with related law enforcement and criterion of the Ministry of Public Health such as assigning some department to work from home, assigning employees to always wear a hygienic mask at the office, checking the body temperature of all employees and visitors, regularly spraying an anti-infective at the working area and holding a motorcycle auction via online channel in order to reduce the auctioneer who come to the office.

Mrs.Chayanuch Kanhapakorn asked that what the impact of the new Thai Accounting Standard which will affect on the Company.

Legal Advisor reported that the Company and external auditor have studied and consulted for the guideline and the impact of the new Thai Accounting Standard which will affect on the Company's financial report. However, according to the announcement of the relevant authorities, there is possibility to postpone the enforcement of such Standard. If there is any progress, the Company will declare and inform through the SET Portal for acknowledge in the next opportunity.

Mr.Suparoj Rojweera asked that what the progress of the establishment of subsidiary company is in the last and current year.

Managing Director and the 2nd vice chairman reported that the Company is in the process of doing feasibility study on a subsidiary company which conducting loan with collateral of motorcycles registration book and a subsidiary company which developing software and new technology. Thus, no subsidiary company has been established yet.

After that, there is no shareholders inquire additional questions. Legal Advisor then additionally informed that details of the company's operating performance for the year 2019 is provided in the Annual Report which was disclosed on the Company's website www.sgroup.co.th since 2 March 2020 and attached to the notice sent to all shareholders.

Resolution: Due to this agenda is for acknowledgement the company's operating performance for the year 2019 as proposed, the agenda proposed for acknowledgement by the meeting without voting

Agenda 3 Consider and approve the financial statement for the year 2019 ended 31 December 2019 which has been audited by external auditor

Legal Advisor requested Managing Director and the 2nd vice chairman to inform the meeting that according to section 112 of the Public Limited Companies Act B.E.2535 as amended, the company shall prepare the financial statement for the year 2019 ended 31 December 2019 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board. The detail was provided in the Annual Report that disclosed on the Company's website www.sgroup.co.th since 2 March 2020 and attached to the notice sent to all shareholders.

Legal Advisor then proposed the meeting to consider and approve the financial statement for the year 2019 ended 31 December 2019 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board.

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions.

Ms.Warintorn Sotinai asked that what the Company's business expansion plan is in this year.

Managing Director and the 2nd vice chairman reported that due to the COVID-19 situation interrupted the country's economic in many sector together with the Company cannot expect

when this situation will relieve, the Company, therefore, has no business expansion plan at the present time.

After that, there is no shareholders inquire additional questions. Legal Advisor then proposed the meeting to consider and approve the financial statement for the year 2019 ended 31 December 2019.

Resolution: The meeting unanimously approved the financial statement for the year 2019 ended 31 December 2019 which has been audited by the external auditor as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,943,080	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	445,943,080	100.00

Remark: 1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 4 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2019 ended 31 December 2019

Legal Advisor requested Managing Director and the 2nd vice chairman to state that under section 115 of the Public Limited Companies Act B.E.2535 as amended, the company must pay dividends from its profit only and after the interim dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders and section 116 provides that the company must set aside at least 5 percent of its net annual profit as statutory reserve until the reserve reaches 10 percent of the company's registered capital. However, the legal reserve of the Company has been fully according to related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital, thus the Company no needed to have any additional legal reserve.

In addition, The Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after income tax and legal reserve. However, the company may determine the dividend

payout at a lower rate than the above rate, depending on the company's business profit, financial statement, capital liquidity, necessity of the optimization of working capital to operate or expand business, and other factors concerning the management of the company relying on the decision of the board of directors and/or the shareholders.

According to the company's operating results of the year 2019 ended 31 December 2019, the company had an income of Baht 1,914,645,585.02 and net profit before comprehensive income of Baht 528,957,954.78. The Board then proposed the meeting to consider and approve the cash dividend payment for the operating results of the year 2019 ended 31 December 2019 with payout rate of Baht 0.43 per share or the total dividend payout amount of Baht 263,590,000, of which the Company paid interim dividend at the rate of Baht 0.15 per share on 12 September 2019 and will pay the remaining dividend at the rate of Baht 0.28 per share.

The record date for determining the shareholders who are entitled to the dividend payment is 16 April 2020 and the due date for payment is 30 April 2020.

Anyhow, the rate of dividend payment from the company's overall operation for the year 2019 ended 31 December 2019 will be equal to the rate of Baht 0.43 per share (authorized capital of 613,000,000 shares at par value of Baht 1.0 per share) estimated to be dividend payment rate compared with net profit after corporate tax for 49.83 percent that has been correspondent to the company's dividend payment policy.

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not give company the suggestion. Legal Advisor then proposed the meeting to consider and approve no profit allocation as legal reserve and dividend payment for the operating results of the year 2019 ended 31 December 2019 as proposed.

Resolution: The meeting unanimously approved no profit allocation as legal reserve for the year 2019 as the Company has been fully legal reserved according to the related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital. The record date for determining the shareholders who are entitled to the dividend payment is 16 April 2020. The dividend payout rate is Baht 0.43 per share, of which the Company paid interim dividend at the rate of Baht 0.15 per share on 12 September 2019 and will pay the remaining dividend at the rate of Baht 0.28 per share and the due date for payment is 30 April 2020 as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,943,080	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	445,943,080	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 5 Consider and approve the re-election of directors who retired by rotation for the year 2020

Legal Advisor stated to the meeting that under Article 17 of the company's Articles of Association, at least 1/3 of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the company. In each subsequent year, the directors who occupy the position for the longest period must retire. Therefore, the retiring directors in 2020 Annual General Meeting of Shareholders were;

1. Mr. Smart Chiradamrong Chairman
2. Mr. Sirawat Wanglee Director
3. Mr. Thirawat Sarindu Audit Committee and Independent Director

Profiles of 3 mentioned directors were attached to the notice sent to all shareholders.

Moreover, the selection of persons to serve on the Board of Directors of the company is not made through the procedures of the Nominating Committee because the company does not have a Nominating Committee. The selection process is at the discretion of the Board meeting, which will select suitable candidates whose qualifications meet the requirements provided under the Public Limited Companies Act B.E.2535 and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. The company has given the opportunity for the shareholder to nominate the candidate whom is regarded as qualified without prohibited characteristic to be considered for election as the director based on the

criteria revealed in the company's website. However, nobody has nominated the list to the company.

The Board, excluding these 3 directors who retired by rotation, considered and agreed to re-elect these 3 directors for another term of office and then proposed the meeting to consider and approve the above mentioned directors to re-election for another term of office.

Legal Advisor allowed the meeting to inquire questions and propose appropriated person to be elected as the company's directors. As a result, shareholders had no inquiry and did not propose any person to be elected as directors of the company. Legal Advisor then proposed the meeting to consider and approve the re-election director as follow;

1. Mr.Samart Chiradamrong as Chairman

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,867,556	99.98
2. Against	71,945	0.02
3. Abstain	3,579	0.00
Total Number of Vote Casting	445,943,080	100.00

2. Mr.Sirawat Wanglee as Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,883,077	99.99
2. Against	56,424	0.01
3. Abstain	3,579	0.00
Total Number of Vote Casting	445,943,080	100.00

3. Mr.Thirawat Sarindu as Audit Committee and Independent Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,930,277	100.00
2. Against	9,224	0.00
3. Abstain	3,579	0.00
Total Number of Vote Casting	445,943,080	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 6 Consider and approve the remunerations of the Board of Directors for the year 2020

Legal Advisor stated to the meeting that the company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board meeting has determined director's remuneration on the basis of the company's operating results in the previous year, the directors' performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors. The Board proposes meeting to consider and approve the following directors' remuneration in total amount of not over Baht 2,500,000 for the year 2020 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow;

1. Executive Director will not receive the remuneration of the Board of Directors but will receive the remuneration of employees instead.
2. Non-executive Director will receive the remuneration of the Board of Directors monthly by authorized the Board of Directors to determine the detail of the remuneration. However, such remuneration will not exceeding Baht 2,500,000 per year.
3. No bonus for directors of the Company for the year 2020.
4. The remuneration is paid only to Non-executive Directors of the Company.
5. Other remuneration : None

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not give company the suggestion. Legal Advisor then proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2020 as proposed.

Resolution: The meeting unanimously approved the remunerations of the Board of Director for the year 2020 as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,943,080	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	445,943,080	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires an affirmative vote of not less than 2 in 3 of the total number of vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 7 Consider and approve the appointment of external auditor and determine their remuneration for the year 2020

Legal Advisor requested Managing Director and the 2nd vice chairman to state to the meeting that according to section 120 of the Public Limited Companies Act B.E.2535 requires that the Annual General Meeting of Shareholders appoint the external auditor and determine their remuneration.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. GorJor 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no.20), the company must ensure the rotation of the external auditors if any of the external auditors have performed their duties for 5 consecutive financial years. However, the rotation does not mean that the company is required to engage a new auditing firm. The company may appoint any external auditors in the existing auditing firm to replace the old ones.

The Board of Directors and the Audit Committee selected and proposed the meeting to approve the appointment of

1. Ms. Rattana Jala, CPA no. 3734 and/or
2. Ms. Ratchada Yongsawadwanich, CPA no.4951 and/or
3. Ms. Wanwilai Phetsang, CPA no.5315 and/or
4. Ms. Sirikorn Plernpissiri, CPA no.5234

of EY Office Limited which are the company's auditor for 2 years to be the auditors of the company for the financial year 2020 with their remuneration of up to Baht 3,200,000 per annum excluded other out-of-pocket expenses such as travelling.

The above nominated auditors do not have any relationship or interest with or in the company or any of its executives, major shareholders or their affiliates.

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions.

Mr.Thanakrit Thirawongphaisarn asked whether the Company did negotiation with the external auditor in determining the remuneration for the year 2020.

External Auditor reported that the external auditor has negotiated with the Company's Audit Committee every year. However, due to the enforcement of the new Thai Accounting Standard and the possibility of auditing additional subsidiary company which may cause the external auditor to spend longer time preparing the Company's financial statement, the increased remuneration is according to such aspects.

Mr.Thanakrit Thirawongphaisarn suggested that among the economic recession caused by the COVID-19 situation both the Company and the external auditor should support each other in decreasing the remuneration for the year 2020.

Legal Advisor additional reported that the remuneration for the year 2020 be approved before the COVID-19 situation became pandemic. However, the Company will do its best to negotiation the decreasing of such remuneration.

After that, there is no shareholders inquire additional questions. Legal Advisor then proposed the meeting to consider and approve the appointment of external auditors and determine their remuneration for the year 2020 as details proposed.

Resolution: The meeting approved the appointment of external auditors as proposed with their remuneration of up to Baht 3,200,000 per annum excluded other out-of-pocket expenses as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,939,501	100.00
2. Against	0	-
3. Abstain	3,579	0.00
Total Number of Vote Casting	445,943,080	100.00

Remark:

1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 8 Consider and approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million

Legal Advisor requested Managing Director and the 2nd vice chairman to inform the meeting that the company is continually expanding its business, therefore it is needed to increase the sources of fund and its competitiveness.

Managing Director and the 2nd vice chairman then proposed the meeting to consider and approve the issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E.2535 with the total value of not exceeding Baht 2,000 million within the following details;

- a) issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E.2535 (including, but not limited to, debentures, short-term debentures, bills and short-term bills) in different forms in one or several issue(s) and/or as a program, depending on discretion and funding needs of the company with a total value of not exceeding Baht 2,000 million subject to the following conditions;

Type of Debt Instruments : secured or unsecured, subordinated or unsubordinated, convertible or non-convertible, with or without callable terms, with named certificate and with or without a debentureholders' representative (in case of debentures).

Currency : Thai Baht or the equivalent in foreign currency by using the exchange rate prevailing on each issue date.

- Total Value : The principal amount of the debt instruments to be issued shall not exceed Baht 2,000 million. The amount includes any outstanding debt instruments which have been issued but have not yet been redeemed, at any time.
- Term of Debt Instruments : Not exceeding 20 years
- Offering Method : Offering to public, high net worth investors or onshore and/or offshore institutional investors, investors who concerned with the Company and investors not over 10 persons within any 4 months in accordance with a notification of the Securities and Exchange Commission Notification and/or the Office of the Securities and Exchange Commission and/or any other applicable rules which are in force at the time of issuing and offering of the debt instruments.

The type, amount, total value, term, interest rate, offering price per unit, the offering period, offering method, allotment method, redemption conditions of the debt instruments and any other related details will be at the discretion of the company's board of directors or directors or any persons authorized by the board of directors or directors to act as they deem appropriate.

- b) The approval be hereby given to the company's board of directors or directors or any person authorized by the company's board of directors or directors to issue and offer the debt instruments, including to consider and specify the type, amount, total value, term, interest rate, offering price per unit, offering period, offering method, allotment method and redemption conditions of the debt instruments and any other related details as appropriated. The company's board of directors or directors or any person authorized by the company's board of directors or directors are also authorized to take any actions necessary for and in connection with the issuing and offering of the debt instruments, including but not limited to the appointment of a financial advisor, a counsel for the issuing and offering of the debt instruments, a credit rating agency, debt instruments brokers, a debentureholders' representative and/or a registrar for the debt instruments and to execute (with or without the company's seal affixed), amend and negotiate any agreements and/or documents including to contact, inform and submit documents to the Office of the Securities and Exchange Commission, the Bank of Thailand, the Stock Exchange of Thailand, the Thai Bond Market Association and/or any other authorities relating to the issuing and offering of the debt instruments.

Legal Advisor allowed the meeting to inquire questions and give the company supplementary suggestions.

Ms.Warintorn Sotinai asked that what and how the impact of debentures issuance is at the present time.

Legal Advisor reported that the COVID-19 situation made the bond market stagnant, investors lose confidence and withdraw their investment fund from the bond market. However, the resolution from the meeting in this agenda is prepared for the future fundraising. If the COVID-19 situation relieves in the future and the bond market return to normal, the Company could issue the debt instrument immediately,

Mr.Suparoj Rojweera asked that is there a possibility of adjustment the Company's credit rating.

Legal Advisor reported that the credit rating agency (TRIS Rating) will review and declare the Company credit rating's result in the mid of the year. However, the Company is not in position to say whether the COVID-19 situation will cause the adjustment of Company's credit rating.

After that, there is no shareholders inquire additional questions. Legal Advisor then proposed the meeting to consider and approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million which was attached to the notice sent to all shareholders.

Resolution: The meeting approved the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	445,939,501	100.00
2. Against	0	-
3. Abstain	3,579	0.00
Total Number of Vote Casting	445,943,080	100.00

Remark: 1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires an affirmative vote of not less than 3 in 4 of the total number of vote of the shareholders attending the meeting and eligible to casting their votes.

3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 9 To consider any other business (if any)

Legal Advisor informed the meeting that if shareholders require proposing other agenda, counted shares from those shareholders shall not be less than 1/3 of the issued shares or representing 202.29 million shares.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions.

Mr.Suparoj Rojweera asked that how the overview of motorcycle business from the beginning of the year to present is and how the competitive situation in the hire-purchase industry is nowadays.

Managing Director and the 2nd vice chairman reported that the motorcycle business grew up in decreasing rate due to the COVID-19 situation which made no competition in the hire-purchase industry. However, the variety of customer, the carefulness in loan approval and the strictness in debt collection are made the Company still manage the assets quality in the satisfactory level.

Mr.Thanakrit Thirawongphaisarn asked that what the Company's strategy to cope with the COVID-19 situation is.

Managing Director and the 2nd vice chairman reported that the Company has improved the criterion of the loan approval among the COVID-19 situation by considering from the target customers as well as taking care of all stakeholders by collaborating to solve the problem both short-term and long-term. Moreover, the Company has a management team who has the experience in motorcycle hire-purchase industry for more than 40 years, we believe that the Company then can overcome this crisis.

Mrs.Chayanuch Kanhapakorn asked that how the Company's compensation or encouragement measurement their employees are among the COVID-19 situation.

Chairman reported that as the employees are the main mechanism in running business and the value of Company depends on staff and operating system. The Company, therefore, gives the most important to our employees.

After that, there is no shareholders inquire additional questions. Chairman then declared the meeting adjourned.

The meeting was closed at 11.00 a.m.

Mr. Samart Chiradamrong

Chairman

Minutes certification has been verified

Mrs. Katika Kusawadee

Company Secretary