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**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
of Chayo Group Public Company Limited**

Date, Time and Venue of the Meeting

The Extraordinary General Meeting of Shareholders No. 1/2020 of Chayo Group Public Company Limited (the “**Company**”) was held on Friday, September 25, 2020 at 10.00 hours at Magic meeting room No. 3, 2nd Floor, Miracle Grand Convention Hotel, 99 Kamphaeng Phet 6 Road, Talad Bangkhen Sub-district, Laksi District, Bangkok, 10210.

Directors Present at the Meeting

- | | |
|-----------------------------------|--|
| 1. Mr. Suksan Yasasin | Vice Chairman of the Board of Directors /CEO |
| 2. Mr. Chanon Chotevijit | Chairman of Audit Committee/Independent Director |
| 3. Mr. Anon Jarayapant | Audit Committee/Independent Director |
| 4. Mr. Teeranut Thangsatapornpong | Audit Committee/Independent Director |
| 5. Mr. Vitthaya Inala | Director |
| 6. Mr. Seksan Rangsiyeranon | Director |
| 7. Miss Siriphon Juntip | Director/Service Managing Director |
| 8. Mr. Kitti Tungsiwong | Director/ Vice CEO/Company Secretary |

Absent Directors

- | | |
|------------------------------|------------------------------------|
| 1. Mr. Wutisak Lapcharoensap | Chairman of the Board of Directors |
| 2. Mrs. Rosporn Sooksomporn | Director |

Executive Present at the Meeting

- | | |
|------------------------------------|-------------------------|
| 1. Mr. Nottapol Thipchatchawanwong | Chief Financial Officer |
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Legal Counsels from The Capital Law Office Ltd.

- | | |
|----------------------------|------------------|
| 1. Miss Wipada Saksri | Legal Consultant |
| 2. Miss Sithayu Tantragoon | Legal Consultant |

The Meeting Started at 10.00 hours

Mr. Suksan Yasasin, Vice Chairman of the Board of Directors and CEO of the Company was the chairman of the meeting (the “**Chairman**”) instead of Mr. Wutisak Lapcharoensap, Chairman of the Board of Directors who was not able to attend the meeting.

According to Article 42 of the Company’s Article of Association, the shareholders’ meeting requires at least 25 shareholders or proxies or not less than one half (1/2) of the total number of shareholders and having the total shares amounting to not less than one-thirds (1/3) of the total number of sold shares to constitute a quorum, this meeting had 19 shareholders and 938 proxies, totaling 957 shareholders/proxies, attending the meeting. Their total shares were 419,088,939 shares, equaling to 62.36 percent of the total

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issued shares of the Company. Thus, it was constituted a quorum according to Article 42 of the Company's Article of Association.

The Chairman introduced the directors, executives, and the legal counsels to the meeting. The Chairman also assigned Mr. Kittti Tungswong, Vice CEO and Secretary of the Company and/or Miss Chonnanart Trisarp to be the conductor of the meeting (the “**Meeting Conductor**”).

The Meeting Conductor informed the meeting that to comply with Corporate Governance Principles, rules and procedures of the meeting including the voting procedures by the ballot cards which have been given to the shareholders on the meeting registration, and the vote counting procedures shall be informed as follows:

1. There were a total of 8 agenda items out of 9 agenda items requiring a vote.
2. This meeting shall proceed in order as prescribed in the invitation of the meeting, where the details of each agenda item shall be presented and the shareholders shall have the opportunity to make inquiries and express opinions prior to the voting of each agenda item. In the case that a shareholder or proxy holder wishes to make inquiries or express opinions, the shareholders or proxy is required to provide their full names before asking questions or sharing their opinions. If any opinion or inquiry is not related to the agenda item being considered, the Chairman shall request the participant to express such opinion or inquiry during consideration of agenda item 9, which was for considering other business. Please ask a short and clear question or opinion in order to give the same opportunity to the other shareholders and to manage the meeting's time.
3. For the purpose of vote counting, each shareholder or proxy will have vote equaling to number of shares held by them or proxied to them. One share shall be counted as one vote.
4. The vote required by the laws for each agenda item was identified in a letter of invitation. The Meeting Conductor will also inform it again before voting in each agenda item.
5. The shareholders and proxy according to the form required by the laws shall follow the voting procedures as follows:
 - a) In casting a vote for each agenda, if no shareholder disapproves or abstains, it shall be deemed that the shareholders have approved such agenda item in accordance with their number of votes. Any shareholder who wishes to disapprove or abstain shall mark X in disapproval or abstain box in the ballots and raise their hands so that the staff will collect the ballots for counting.
 - b) In vote counting, disapproval and abstain vote will be deducted from the total votes and the remaining votes shall be deemed approval in that agenda. Any shareholder approving an agenda item shall keep the ballots and return them to the Company's staff after the meeting adjourned.
 - c) Any vote casted in the following manner shall be considered as voided ballot and invalid
 1. A ballot that is marked more than one blank space;
 2. A ballot that has conflicting vote;
 3. A ballot that is crossed out with no signature affixed; and
 4. A ballot that has more votes than the right to vote.
6. In announcing the voting results of each addenda item, the Company shall count the votes and inform the Meeting Conductor to inform the meeting.
7. Even the vote casting of the meeting shall be conducted openly and not a secret voting, the Company wishes to collect all the voting card for the transparency purposes.

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8. The shareholder may leave the Meeting in any agenda by returning the ballots in advance to the staff at the exit door.
9. The shareholder who appointed their proxy to attend the meeting and cast their votes according to the given proxy form B, the Company has taken the number of votes of each agenda into the vote counting per the above methods. For the proxy appointed by the shareholder without any voting instructions, please follow the aforementioned voting procedures.

In order to ensure transparency in the vote counting, the Company invited legal counsels from aQ to witness the vote counting.

The Chairman, therefore, conducted the meeting as follows:

Agenda 1 To adopt the Minutes of the 2020 Annual General Meeting of Shareholders

The Chairman informed the meeting that the 2020 Annual General Meeting of Shareholders was held on April 29, 2020. The minutes of the meeting was prepared by the Company and a copy of the said minutes was delivered to the shareholders together with the invitation letter and was published on the Company's website at www.chayo555.com. The details of which are set out in Enclosure 1 of the invitation of the Meeting which has been already delivered to the shareholders.

The Board of Directors' Meeting opined that the minutes of the 2020 Annual General Meeting of Shareholders is accurate and complete. The Board of Directors, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders which was held on April 29, 2020.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to adopt the Minutes of the 2020 Annual General Meeting of Shareholders as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,089,589	100.0000
Disapproval	0	0.0000
Abstain	0	-
Invalid Ballot	0	-
Total (959 person)	419,089,589	100.0000

* In this agenda, there were 2 additional shareholders presenting at the meeting increasing from the beginning of the meeting, their number of shares was 650 shares. Thus, this meeting had total 959 shareholders/proxies, attending the meeting. Their total shares were 419,089,589 shares.

Remark: The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda 2 To consider and approve the reduction of the Company's registered capital of THB 1,168.50 from the registered capital of THB 440,999,979.50 to THB 440,998,811 by canceling 2,337 unissued shares, with a par value of THB 0.50 per share

The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that as the Company desires to (1) distribute the interim dividend in form of common stock dividend and (2) allocate the Company's ordinary shares to

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accommodate the adjustment of rights of warrants to purchase the newly issued ordinary shares of Chayo Group Public Company Limited No. 1 (“CHAYO-W1 Warrants”), the Company has to increase the Company’s registered capital to accommodate the common stock dividend distribution and the adjustment of right of CHAYO-W1 Warrants. However, pursuant to Section 136 of Public Limited Company, a public limited company may increase its registered capital by issuing of new shares and all of the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

Since the Company currently has 2,337 unissued shares, with a par value of THB 0.50 per share which is the remaining shares from the allocation of common stock dividend under the resolution of the Annual General Meeting of Shareholders 2020, held on April 29, 2020. Therefore, in order to comply with the applicable law, the Company is required to reduce its registered capital of THB 1,168.50 from the registered capital of THB 440,999,979.50 to THB 440,998,811 by cancelling 2,337 unissued shares, with a par value of THB 0.50 per share.

The Board of Directors’ Meeting, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the reduction of the Company’s registered capital of THB 1,168.50 from the registered capital of THB 440,999,979.50 to THB 440,998,811 by canceling 2,337 unissued shares, with a par value of THB 0.50 per share as detailed above.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the reduction of the Company’s registered capital of THB 1,168.50 from the registered capital of THB 440,999,979.50 to THB 440,998,811 by canceling 2,337 unissued shares, with a par value of THB 0.50 per share as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,089,589	100.0000
Disapproval	0	0.0000
Abstain	0	0.0000
Invalid Ballot	0	0.0000
Total (959 person)	419,089,589	100.0000

* In this agenda, there was no additional shareholder presenting at the meeting.

Remark: The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

Agenda 3 **To consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company’s registered capital**

The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that in order to be in line with the reduction of the Company’s registered capital as detailed in the agenda 2 above, the Board of Directors’ Meeting, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020

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to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company by replacing with the following particulars:

“Clause 4. Registered capital 440,998,811 THB (Four hundred forty million, nine hundred ninety-eight thousand, eight hundred eleven Baht)

Divided into 881,997,622 Shares (Eight hundred eighty-one million, nine hundred ninety-seven thousand, six hundred twenty-two shares)

Par value per share 0.50 THB (Fifty Satang)

Divided into:

Ordinary shares 881,997,622 Shares (Eight hundred eighty-one million, nine hundred ninety-seven thousand, six hundred twenty-two shares)

Preferred shares - Shares (-)”

In this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar’s instruction.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company’s registered capital and approve the delegation of the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar’s instructions as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,089,801	100.0000
Disapproval	0	0.0000
Abstain	0	0.0000
Invalid Ballot	0	0.0000
Total (961 person)	419,089,801	100.0000

* In this agenda, there were 2 additional shareholders presenting at the meeting from the previous agenda, their number of shares was 212 shares. Thus, this meeting had total 961 shareholders/proxies, attending the meeting. Their total shares were 419,089,801 shares.

Remark: The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

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Agenda 4 To consider and approve the interim dividend payment (payment made in common stock dividend and cash)

The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that due to the Company's policy for dividend payment, the Company is required to make a dividend payment for no less than 40 percent of the net profit after corporate income tax and legal reserve. The dividend payment rate shall be based on the investment plan, terms and conditions under loan agreements or relevant agreements (if any), financial position and operating results, and any other factors relating to the Company. The Board of Directors may consider and amend the dividend payment policy in order to comply with the business growth plan of the Company's group in the future, needs of investment fund and working capital fund, and other factors as they deem appropriate. In this regard, such dividend payment shall not be exceeded than the retained earnings as shown in the Company's separate financial statement and shall be complied with the relevant laws and regulations.

The Company has unallocated retained earnings of THB 81,352,234 according to the Company's standalone financial statements for the fiscal year ended June 30, 2020. The Company, therefore, be able to pay interim dividend to the shareholders according to Section 115 of the Public Limited Companies Act and Article 53 of the Article of Association of the Company.

The Board of Directors' Meeting, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the interim dividend payment (payment made in common stock dividend and cash), detailed as follows:

- a) distribute common stock dividend from unallocated retained earnings of the Company as at June 30, 2020 to the existing shareholders of the Company at the rate of 20 existing shares per 1 ordinary share, with the total number of shares not exceeding 44,099,882* shares at a par value of THB 0.50, totaling not exceeding THB 22,049,941, representing stock dividend payment at the rate of THB 0.0250000 per share.

*The Company has set the date of October 7, 2020 as the date for determining the shareholders' right to receive the dividend (Record Date) which will take place after the exercise date of CHAYO-W1 Warrants No.2 on September 30, 2020. The Company therefore determines the total number of shares for the dividend payment on the assumption that all CHAYO-W1 Warrants' holders exercise their rights under the Warrants to purchase all newly issued ordinary shares of the Company.

In case that the shareholder has share fraction derived from the allocation of stock dividend, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.0250000 per share; and

- b) distribute cash dividend at the rate of THB 0.0027778 per share, totaling in equivalent to approximately not exceeding THB 2,450,013 (to accommodate for 10 percent withholding tax of assessable income pursuant to Article 50(2)(Jor) of Thailand Revenue Code for the dividend's receiver). This cash dividend has been amended from the rate of THB 0.0027777 per share, totaling in equivalent to approximately not exceeding THB 2,449,925 as stated in the invitation to the meeting. This increase of approximately THB 88 is a result of the last decimal digit rounding of dividend amount.

The total of dividend payment of a) and b) is at the rate of THB 0.0277778 per share (changed from THB 0.0277777 as stated in the invitation to the meeting) or equaling to not exceeding THB 24,499,954 (changed from THB 24,499,865 as stated in the invitation to the meeting) which will subject to withholding tax at the rate determined by the laws.

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In this regard, the Company has set the date of October 7, 2020 as the date for determining the shareholders' right to receive the dividend (Record Date) and October 21, 2020 as the dividend payment date.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item.

Mr. Kittiyos Arpakiatiwong, the shareholder, inquired that:

1. Is the interim dividend payment in form of common stock dividend and cash dividend in line with the Company's dividend payment policy?

Mr. Kitti Tungswong answered that: The dividend payment is in accordance with the Company's policy and may amend as appropriate. This dividend is the interim dividend (payment made in common stock dividend and cash), and the Board of Directors may consider the annual dividend again.

2. Is the dividend payment in 2021 still in the form of stock dividends and cash?

Mr. Kitti Tungswong answered that: The Company wishes to maintain cash flow for future investment; therefore, the annual dividend tends to be the stock dividend as usual. However, it is subject to the consideration of the Board of Director and the shareholders' meeting.

3. Does the Company's dividend payment affect the possibility of the Company to consider moving the listed securities of the Company from the Market for Alternative Investment (“**mai**”) to the Stock Exchange of Thailand (“**SET**”).

Mr. Kitti Tungswong answered that: The dividend payment is not related to the consideration of relocating the listed securities of the Company from mai to SET. However, the Company meets the qualifications for listing the Company's securities on the SET.

There were no other questions or suggestion. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the interim dividend payment (payment made in common stock dividend and cash) as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,090,434	100.0000
Disapproval	0	0.0000
Abstain	0	-
Invalid Ballot	0	-
Total (962 person)	419,090,434	100.0000

* In this agenda, there was 1 additional shareholder presenting at the meeting from the previous agenda, their number of shares was 633 shares. Thus, this meeting had total 962 shareholders/proxies, attending the meeting. Their total shares were 419,090,434 shares.

Remark: The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda 5 **To consider and approve the increase of the Company's registered capital by THB 27,299,910.50 from the existing registered capital of THB 440,998,811 to THB 468,298,721.50 by issuing 54,599,821 newly issued ordinary shares with a par value of THB 0.50 per share**

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The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that in order to accommodate (1) distribution of common stock dividend as detailed in agenda 4 above and (2) allocation of ordinary shares to accommodate the adjustment of rights of the CHAYO-W1 Warrants since the Company is required to adjust the right of warrant according to the terms and conditions of the CHAYO-W1 Warrants due to the distribution of common stock dividend for the purpose of preserving the interests of the CHAYO-W1 Warrant's holders and not to be less favorable than those currently available to them.

The Board of Directors, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the increase of the Company's registered capital by THB 27,299,910.50 from the existing registered capital of THB 440,998,811 to THB 468,298,721.50 by issuing 54,599,821 newly issued ordinary shares with a par value of THB 0.50 per share. The details of which are set out in the capital increase report form (Form F53-4), enclosure 2 of the invitation letter which has been already delivered to the shareholders.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item.

Mr. Pramote Liprattanasakul, the shareholder, inquired that:

1. What is the trend of the debt to equity ratio or D/E ratio before and after the capital increase of the company?

Mr. Kitti Tungswiwong answered that: Debt to Equity Ratio ("D/E Ratio") as of June 30, 2020 is equal to 0.59. After the capital increase of the Company, D/E Ratio will be decreased. On July 31, 2020, the Company has issued THB 300 million additional debentures, resulting in a slight increase in D/E Ratio.

2. Regarding the issuance of the Company's debentures apart from the purpose for the purchase of debt, is it also an investment for the operation of 555 Shopping Company Limited?

The Chairman answered that: The issuance of the Company's debentures is for the purchase of secured and unsecured assets for management only. It is not related to the operation or investment of 555 Shopping Company Limited.

There were no other questions or suggestion. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the increase of the Company's registered capital by THB 27,999,910.50 from the existing registered capital of THB 440,998,811 to THB 468,298,721.50 by issuing 54,599,821 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate (1) the common stock dividend distribution as detailed in agenda 4 and (2) the allocation of ordinary shares to accommodate the adjustment of rights of the CHAYO-W1 Warrants as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,090,434	100.0000
Disapproval	0	0.0000
Abstain	0	0.0000
Invalid Ballot	0	0.0000
Total (962 person)	419,090,434	100.0000

* In this agenda, there was no additional shareholder presenting at the meeting.

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Remark: The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

Agenda 6 To consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that in order to be in line with the increase of the Company's registered capital as detailed in the agenda 5 above, the Board of the Directors deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by replacing with the following particulars:

“Clause 4. Registered capital 468,298,721.50 THB (Four hundred sixty-eight million, two hundred ninety-eight thousand, seven hundred twenty-one Baht fifty Satang)
 Divided into 936,597,443 Shares (Nine hundred thirty-six million, five hundred ninety-seven thousand, four hundred forty-three shares)
 Par value per share 0.50 THB (Fifty Satang)
 Divided into:
 Ordinary shares 936,597,443 Shares (Nine hundred thirty-six million, five hundred ninety-seven thousand, four hundred forty-three shares)
 Preferred shares - Shares (-)”

In this regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholders expressed any opinions or made any inquiries. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and approve the delegation of the power to the persons designated by the Board of the Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instructions as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,090,834	100.0000
Disapproval	0	0.0000
Abstain	0	0.0000

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Votes	Number of Votes	Percentage
Invalid Ballot	0	0.0000
Total (963 person)	419,090,834	100.0000

* In this agenda, there was 1 additional shareholder presenting at the meeting increasing from the previous agenda, their number of shares was 400 shares. Thus, this meeting had total 963 shareholders/proxies, attending the meeting. Their total shares were 419,090,834 shares.

Remark: The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

Agenda 7 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the payment of stock dividend and the adjustment of right of the CHAYO-W1 Warrants

The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that as the Company desires to increase the Company's registered capital by THB 27,299,910.50 from the existing registered capital of THB 440,998,811 to THB 468,298,721.50 by issuing 54,599,821 newly issued ordinary shares with a par value of THB 0.50 per share as detailed in agenda 5 above.

The Board of Directors deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the allocation of newly issued ordinary shares of not exceeding 54,599,821 shares with a par value of THB 0.50 per share as follows:

- (1) allocate newly issued ordinary shares of not exceeding 44,099,882 shares with a par value of THB 0.50 per share to accommodate the common stock dividend payment as detailed in agenda 4; and
- (2) allocate newly issued ordinary shares of not exceeding 10,499,939 shares with a par value of THB 0.50 per share to accommodate the adjustment of right of the CHAYO-W1 Warrants.

In addition, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee to undertake the following actions:

- (1) determining the details and conditions relating to the allocation of newly issued ordinary shares of the Company;
- (2) entering into negotiation and agreement, and signing any relevant documents, including taking any other actions in connection with the allocation of such newly issued ordinary shares; and
- (3) signing applications, waivers, as well as other evidence which are necessary for and relevant to the allocation of such newly issued ordinary shares, including contacting and filing such applications or waivers, documents and evidence with the relevant governmental authorities or any competent agencies, as well as listing the newly issued ordinary shares on the MAI and undertaking any other actions necessary for and relevant to the allocation of such newly issued ordinary shares.

The details of the allocation of newly issued ordinary shares of the Company are set out in the capital increase report form (Form F53-4), enclosure 2 of the invitation letter which has been already deliver to the shareholders.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item.

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Mr. Kittiyos Arpakiatiwong, the shareholder, inquired that:

1. What is the exercise period and the exercise price of the CHAYO-W1 Warrants?

The Chairman answered that: The CHAYO-W1 Warrants has been allocated to shareholders on May 28, 2020 in accordance with the resolution of the 2020 Annual General Meeting of Shareholders. Under the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of Chayo Group Public Company Limited No. 1 (CHAYO-W1), the CHAYO-W1 Warrants can be exercised on the last business day of every quarter (last business day of March, June, September and December) of each calendar year throughout the term of the warrant. The exercise period No. 1 and No. 2 is June 30, 2020 and September 30, 2020 respectively with the exercise price of THB 6.50 per share and the exercise ratio of 1 unit to 1 ordinary share.

2. Does the Company have all the qualifications to transfer the listed securities of the Company from mai to SET?

The Chairman answered that: The Company understands that the Company meets all the qualifications to be listed on the SET.

There were no other questions or suggestion. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the allocation of not exceeding 54,599,821 newly issued ordinary shares of the Company with a par value of THB 0.50 per share as follows:

- (1) allocate newly issued ordinary shares of not exceeding 44,099,882 shares with a par value of THB 0.50 per share to accommodate the common stock dividend payment as detailed in agenda 4; and
- (2) allocate newly issued ordinary shares of not exceeding 10,499,939 shares with a par value of THB 0.50 per share to accommodate the adjustment of right of the CHAYO-W1 Warrants.

And the meeting approved the delegation of power to the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee to undertake any actions relevant to the allocation of such newly issued ordinary shares as proposed as follows:

Votes	Number of Votes	Percentage
Approval	419,090,834	100.0000
Disapproval	0	0.0000
Abstain	0	-
Invalid Ballot	0	-
Total (963 person)	419,090,834	100.0000

* In this agenda, there was no additional shareholder presenting at the meeting.

Remark: The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda 8 To consider and approve the increase in the limit of the issuance and offering of debentures and/or bills of exchange from the amount not exceeding THB 1,250,000,000 to THB 2,500,000,000 at any given time

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The Chairman assigned Mr. Kitti Tungswiwong, director, Vice CEO, and secretary of the Company to inform the meeting in this agenda item.

Mr. Kitti Tungswiwong informed the meeting that the Company is presently considering the source of fund to be used as working capital for an investment, business expansion and debt repayments, the Company is therefore required to increase the limit of the issuance and offering of debentures and/or bills of exchange of the Company from the amount not exceeding THB 1,250,000,000 to THB 2,500,000,000 at any given time to accommodate the business expansion, purchase and management of non-performing loan (NPLs), investment in related business and/or as working capital for operation (including debt repayments). The details of the issuance of debentures and bills of exchange are as set out in the Information of Debentures and Bills of Exchange, enclosure 3 of the invitation letter which has been already delivered to the shareholders.

The Board of Directors, therefore, deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the increase in the limit of the issuance and offering of debentures and/or bills of exchange from the amount not exceeding THB 1,250,000,000 to THB 2,500,000,000 at any given time.

The Chairman gave the meeting an opportunity to express opinions and make inquiries about the agenda item.

Mr. Kittiyos Arpakiatwong, the shareholder, inquired that:

1. Is the number of the increase in the limit for issuance and offering debentures and/or corporate bills of exchange too much or too little? Does the Company plan to increase the limit for issuance and offering debentures and/or corporate bills of exchange in the future?

The Chairman answered that: The number of the increase in the limit for issuing and offering debentures and/or corporate bills of exchange is to increase the credit limit at a particular time is only a framework according to the investment policy of the Company.

Mr. Kitti Tungswiwong answered that: It is subject to the economic conditions of the country, the Company will consider the issuance and offer of debentures and/or bills of exchange to in line with the economic conditions and the Company's operating results appropriately. In this regard, the Board of Directors has considered and deemed appropriate to increase the limit amount from the amount not exceeding THB 1,250,000,000 to THB 2,500,000,000 at any given time, thus, it is deemed appropriate to propose such increase to the Extraordinary General Meeting of Shareholders No. 1/2020.

2. Does the Company plan to issue and offer the perpetual bonds?

Mr. Nottapol Thipchatchawanwong answered that: Perpetual bonds or subordinated bonds are a debt instrument that offers higher interest rates than general debt securities. This type of debt instrument may be not appropriate with the Company's business. Thus, the Company does not have any plan to issue and offer the perpetual bonds at this moment. In addition, the debenture with the limit amount of not exceeding THB 2,500,000,000 has 10-year term.

There were no other questions or suggestion. The Chairman then requested the meeting to cast the vote on this agenda item.

Resolution: The meeting resolved with a unanimous vote to approve the increase in the limit of the issuance and offering of debentures and/or bills of exchange from the amount not exceeding THB 1,250,000,000 to THB 2,500,000,000 at any given time as proposed as follows:

(-Translation-)

Votes	Number of Votes	Percentage
Approval	419,090,834	100.0000
Disapproval	0	0.0000
Abstain	0	0.0000
Invalid Ballot	0	0.0000
Total (963 person)	419,090,834	100.0000

* In this agenda, there was no additional shareholder presenting at the meeting.

Remark: The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

Agenda 9 Other matters (if any)

The Chairman informed the meeting that pursuant to Section 105 paragraph 2 of the Public Limited Companies Act, upon completion of consideration of the meeting under paragraph one, the shareholders holding shares amounting to not less than one-third of the total number of issued shares may request the meeting to consider other matters in addition to those specified in the notice of meeting. However, there was no one propose other matter to the meeting.

The Chairman gave the meeting an opportunity to express opinions and make inquiries to the Company and shareholders/proxies expressed an opinion and made inquiries as follows:

1. Mr. Thada Sukkoh, the shareholder, inquired that what is the trend for debt collection and non-performing asset management in Q2/2020 compared to Q1/2020?

Mr. Kitti Tungswong answered that:

(1) Unsecured debt collection was the most impacted business by the coronavirus disease (COVID-19) pandemic situation in April 2020. The collection volume has steadily increased since May 2020 and it is almost recovered to normal.

(2) For the management of foreclosed properties and/or sale of securities, the Company has continuously auctioning the securities from the Legal Execution Department.

Mr. Thada Sukkoh had an additional question that: Is the debt purchase plan of the Company in line with the target in 2020?

The Chairman answered that: As of June 30, 2020, the Company has been able to purchase debt of THB 550 million to manage and it the purchase is still continues. In this regard, the Company will disclose NPLs purchasing amount for Q3/2020 on September 30, 2020 via ELCID system of SET. The Company still remains the revenue growth plan for the year 2020 at not less than 20 percent.

Mr. Thada Sukkoh had an additional question that: If the government announces an extension of the policy to suspend debt for another 1 to 2 years according to the public's request, how it will affect the operation of the Company?

The Chairman answered that: According to public demand for the government to extend the moratorium period, the Company is confident that the Company will be able to remain the revenue growth and profit of not less than 20 percent. This is a result of large number of NPL in the market, which is approximately THB 500,000 million. Therefore, the extension of moratorium period for another 1 to 2 years will not affect the Company's growth.

Mr. Thada Sukkoh had an additional question that: Does the Company plan to joint with a company in mai who operates a debt collection business in the same manner?

(-Translation-)

The Chairman answered that: The Company has no plan to implement this part but may consider the possibility in the future.

2. Mr. Kittiyos Arpakiatiwong, the shareholder, inquired that what is the performance of 555 Shopping Company Limited, subsidiary of the Company? Has the management tested its products?

The Chairman answered that: 555 Shopping Company Limited has started its business in June 2020. It engages in selling products through Call Center and other related online channels. All products have passed the consideration of efficiency, quality and safety according to the standards of the Food and Drug Administration (FDA) and have FDA number on each product label for reference. The executives regularly test and use the products.

Mr. Kittiyos Arpakiatiwong had an additional question that: How does the company conduct social and community activities (CSR) during the situation of the coronavirus 2019's outbreak?

The Chairman answered that: The Company has been doing CSR activities continuously. In particular, during the time of the coronavirus outbreak in 2019, the Company organized activities with the district office, the government agencies and the public, such as Survival-bags donation for those who affected by the coronavirus 2019, medical-tools donation to Queen Sirikit Hospital, and instalment of Tu-Kub-Kaow-Kong-Mae for sharing essential consuming goods with the people in the nearby community.

3. Mr. Thun Kositanont, the shareholder, inquired that does the situation of the coronavirus outbreak in 2019 or current economic affect the Company's risk in the debt purchasing?

The Chairman answered that: Regarding debt collection, the Company has followed the government's debt moratorium policy and was slightly affected. This a result of the Business Continuity Management and risk assessment on regular basis of the Company. For the purchase of debt to manage, there was also no material impact since the Company still participates in dept purchase auction both in secured and unsecured debts continuously. In addition, the current economic situation incurs many NPLs in the system. Thus, it is an opportunity for the Company to continue purchasing the additional NPLs to manage.

Mr. Thun Kositanont had an additional question that: Do the Company still operate real estate development business?

The Chairman answered that: Due to the unfavorable economic conditions, the Company decided to delay or pause the real estate development business at this moment.

There were no other questions or suggestion. The Chairman thanked all the shareholders for their time and declared the meeting adjourned.

The meeting was adjourned at 11.15 hours.

(Mr. Suksan Yasasin)

Chairman

(Mr. Kitti Tungswong)

Company Secretary