

No. MITSIB 004/2023

20 March 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders

Attention: Shareholders of Mitsib Leasing Public Company Limited

- Enclosures:
1. A copy of the Minutes of the Annual General Meeting of Shareholders for the year 2022 in the form of a QR code (QR Code)
 2. Report form for the 2022 Annual Report in QR Code format, together with the statement of financial position and statement of comprehensive income for the year ended December 31, 2022, which has been audited by a certified public accountant and reviewed by the Audit Committee.
 3. Capital Increase Report Form (F 53-4)
 4. Information of directors nominated to serve as directors to replace directors who are due to retire from office by term of office
 5. Remuneration of Directors and Sub-Committees of the Company for the year 2023
 6. Guidelines for attending shareholders' meetings via electronic media (E-AGM) (Attachment 6)
 7. Personal Data Protection Notice (Privacy Notice) (Attachment 7)
 8. Electronic Meeting Registration Form (E-AGM) (Attachment 8)
 9. Proxy Form A. (general) and Form B. to appoint a proxy that is clear and detailed) (Attachment 9)
 10. Information of independent directors and the definition of independent directors for proxy (Attachment 10)
 11. Articles of Association of the Company relating to the Shareholders' Meeting (Attachment 11)

With the Board of Directors' Meeting of Mitr Sib Leasing Public Company Limited No. 1/2023 held on February 24, 2023 to facilitate shareholders residing in other provinces or those who are inconvenient to attending the meeting in person convenient and fast vote counting in business operations and promote the Company's business operations to be efficient, modern and in line with today's digital world. For this reason, the Board of Directors has assigned the management to Mr. Nitiphat Yongsangnuanchai has the power to consider taking any action. Necessary to organize the shareholders' meeting. (Including changes in meeting format, date, time and venue)

In this regard, the 2023 Annual General Meeting of Shareholders (E-AGM) was held in the format of the Annual General Meeting of Shareholders via Electronic Media (E-AGM) on Friday, April 21, 2023 at 1:00 p.m. (registration can begin via electronic media (E-AGM). AGM) at 12:00 noon) at the main meeting room, Mitsib Leasing Public Company Limited, No. 895-6 Moo 5, Samrong Nuea Subdistrict, Mueang District, Samut Prakan Province 10270 to consider various matters. The agenda of the meeting is as follows:

Agenda 1: To consider and endorse the minutes of the 2022 Annual General Meeting of Shareholders

Objectives and Rationale: The Company held the 2022 Annual General Meeting of Shareholders on April 22, 2022 and the Company's 2022 Annual Report by preparing the minutes of the meeting to record the opinions of the attendees. And the resolutions of the meeting as evidence in the performance. To show operations that have already been performed and informed the results of the meeting to those involved for acknowledgment and further implementation the results of the meeting were also informed to relevant parties and a copy of the minutes of the meeting was submitted to the Ministry of Commerce within the period prescribed by law.

Opinion of the Board of Directors The Board of Directors considered that Minutes of the 2022 Annual General Meeting of Shareholders held on April 22, 2022 were accurately recorded. And complete according to the resolution of the Annual General Meeting of Shareholders, therefore, it is appropriate to propose the Minutes of the Annual General Meeting of Shareholders to certify.

Voting for this This agenda must be approved by a majority vote of the shareholders. Attending the meeting and having the right to vote

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year ended 31 December 2022

Objectives and Rationale In order to comply with Article 37 of the Company's Articles of Association, which requires that the Annual General Meeting of Shareholders acknowledge the report of the Board of Directors regarding the Company's operating results. In the past year, the Company has summarized its operating results. And significant changes that occurred during the fiscal year ended December 31, 2022, details appear in the 2022 Annual Report and Statement of Financial Position and Statement of Comprehensive Income. Ended December 31, 2022 and the auditor's report (in QR Code format) appears in Attachment 2.

Opinion of the Board of Directors The board has considered Agreed to propose to the Annual General Meeting of Shareholders to acknowledge the Company's operating results for the year 2022.

Voting on this This agenda is an agenda item to know, so there is no vote from shareholders.

Agenda 3 To consider and approve the financial statements for the year 2022 for the fiscal year ended December 31, 2022

Objectives and Rationale In order to comply with Section 112 of the Public Limited Companies Act B.E. Arrange for the preparation of the statement of financial position and statement of comprehensive income at the end of the Company's fiscal year to be proposed to the Annual General Meeting of Shareholders for approval.

For the fiscal year ending December 31, 2022, a statement of financial position and a statement of comprehensive income have been prepared. Along with the auditor's report which has been audited by a certified public accountant of KPMG Phoomchai Audit Ltd. ("KPMG") and has been reviewed by the Audit Committee. Including being approved by the Board of Directors on February 24, 2023, details appear in the annual report 2022 and the statement of financial position and statement of comprehensive income ended December 31, 2022 and the report of the Board of Directors audit (in QR Code format) as shown in Attachment 2.

abbreviated comparison

Statement of Financial Position and Income Statement

List	Consolidated Financial Statements		Separate Financial Statements	
	2563	2564	2563	2564
Total Assets	1,573,558,422	1,588,417,982	1,449,144,100	1,382,507,933
Total Liabilities	845,077,169	849,709,553	692,139,363	632,399,106
Total Revenues	555,706,554	495,099,473	188,835,859	181,546,112
Net income (attributable to owner of the parent)	12,953,127	21,481,964	23,959,937	4,359,708
Unappropriated retained earnings	15,239,286	25,247,647	43,763,451	36,649,556
Earnings per share (Bahe/share)	0.017	0.029	0.022	0.006

The details of the financial statements are presented in the 2022 annual report in QR Code format which has been sent to the shareholders together with the invitation letter for this meeting.

Audit Committee's opinion The Audit Committee has considered and reviewed the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2022 which have been audited and signed by the Audit Committee. Ms. Panthip Kulsantidamrong, Certified Public Accountant No. 4208, KTMG Phoomchai Audit Ltd., then recommends the Board of Directors to propose to the Annual General Meeting of Shareholders to consider and approve the consolidated financial statements of the Company and its subsidiaries for Fiscal year ended 31 December 2022

Opinion of the Board of Directors The Board of Directors acknowledged the report of opinions, observations and recommendations from the auditor's audit of the interim financial statements by "The auditor gave an unconditional conclusion" and resolved to approve them to be proposed to the shareholders' meeting. To consider and approve the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2022, which were approved by the Audit Committee Meeting No. 1/2023 held on February 24, 2023.

Voting of this agenda This agenda must be approved by a majority vote of the shareholders. Attending the meeting and having the right to vote

Agenda 4 To consider and approve the allocation of net profit as legal reserve and dividend payment for the year 2022 operating results.

Objectives and Rationale In order to comply with Article 37 of the Company's Articles of Association, which stipulates that the Annual General Meeting of Shareholders shall consider the allocation of profits and according to Section 116 of the Public Company Act. and Article 46 of the Company's Articles of Association which stipulates that the Company must allocate part of its annual net profit as a reserve fund of not less than five (5) percent of its annual net profit. Deducted by

the accumulated loss brought forward (if any) until the reserve fund is not less than ten (10) percent of the registered capital. The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit after income tax. juristic person and statutory reserve each year The allocation of legal reserves of the company At the rate of 5 percent of net profit, amounting to 217,985 baht, including a legal reserve as of December 31, 2022, in the amount of 17,621,769 baht, and approved dividend payment from the company's operations for the year 2022 from net profit and retained earnings. To shareholders with the dividend payment date as follows:

1. Dividend payment is the company's ordinary shares. to the shareholders at the rate of 20 existing shares per 1 stock dividend, totaling 37,518,718 shares at a par value of 0.50 baht per share, total value not exceeding 18,759,359 baht or equivalent to a dividend payment of 0.02500 baht per share in case of fraction of shares from the calculation of the stock dividend allocation The company will cut off such shares. And paid compensation in cash to that shareholder at the rate of 0.02500 baht per share.

2. cash dividend payment At the rate of 0.00250 baht per share or an amount not exceeding 1,875,936.60 baht (to support withholding tax at the rate of 10 percent of income), which is in accordance with Section 50 (2)(e) of the Revenue Code for dividend recipients.

Including the dividend payment in items (1) and (2) at the rate of 0.02750 baht per share or equivalent to 20,635,302.60 baht and all dividends will be subject to withholding tax at the rate specified by law. The company has fixed the names of shareholders who are entitled to receive dividends (Record Date) on May 9, 2023 and scheduled dividend payment to shareholders who are entitled to receive dividends within May 19, 2023.

Historical dividend payment information of the Company

Dividend payout rate* (Baht)	2563	2564	2565
Number of shares (shares)	714,642,503	750,374,357	750,374,357
Separate net profit per share (Baht)	0.052	0.032	0.006
Dividend per share (Baht)	0.07116	0.01500	0.02500
Net profit Separate financial statements (thousand baht)	38,769	23,960	4,360
Dividend paid (thousand baht)	50,854	11,256	18,759
Dividend payout ratio to net profit	131%	47%	430%

Note : 1. Dividend payout ratio is calculated based on the company's separate performance.

- The Board of Directors is of the opinion that High dividend payout because the company wants to return to the shareholders. Which also supports the company it was always good while the company
- Dividend payment in 2022 remains uncertain. Because it must be approved by the shareholders' meeting No. 1/2023 first.

Opinion of the Board of Directors The Board of Directors has considered It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider appropriating net profit as a legal reserve for the year 2022 in the amount of 217,985 baht (not less than 5 percent of net profit) and approving the dividend payment from the Company's

operations for the year 2022 from Net profit and retained earnings to shareholders with the dividend payment date as follows:

1. Dividend payment is the company's ordinary shares. to the shareholders at the rate of 20 existing shares per 1 stock dividend, totaling 37,518,718 shares at a par value of 0.50 baht per share, total value not exceeding 18,759,359 baht or equivalent to a dividend payment of 0.02500 baht per share in case of fraction of shares from the calculation of the stock dividend allocation The company will cut off such shares. And paid compensation in cash to that shareholder at the rate of 0.02500 baht per share.

2. cash dividend payment At the rate of 0.00250 baht per share or an amount not exceeding 1,875,936.60 baht (to support withholding tax at the rate of 10 percent of income), which is in accordance with Section 50 (2)(e) of the Revenue Code for dividend recipients.

Including the dividend payment in items (1) and (2) at the rate of 0.02750 baht per share or equivalent to 20,635,302.60 baht and all dividends will be subject to withholding tax at the rate specified by law. The company has fixed the names of shareholders who are entitled to receive dividends (Record Date) on May 9, 2023 and scheduled dividend payment to shareholders who are entitled to receive dividends within May 19, 2023.

Voting of this This agenda must be approved by a majority vote of the shareholders. Attending the meeting and having the right to vote.

Agenda 5 To consider and approve the reduction of the Company's registered capital in the part that cannot be allocated for stock dividend payment and amendment to Clause 4 of the Memorandum of Association (regarding registered capital) of the Company

Objectives and Rationale According to Section 140 of the Public Limited Companies Act (including any amendments), the meeting of shareholders may pass a resolution to reduce the capital by cutting off registered shares that have not been sold or have not been sold. Within 14 days from the date of the meeting's resolution Therefore, it is necessary to reduce the registered capital of the company in the amount of 136 baht from the original registered capital of 375,187,314.50 baht to 375,187,178.50 baht by canceling the registered unsold or unissued shares of the Company, which are 272 ordinary shares, at par value of 0.50 baht per share.

However, in reducing the registered capital as mentioned above There must be an amendment to Clause 4 of the Company's Memorandum of Association regarding registered capital. To be in line with the reduction of registered capital as follows:

Original Text

Clause 4	Registered Capital	375,187,314.50	Baht	(Three hundred seventy-five million one hundred eighty-seven thousand one hundred seventy-eight baht and fifty satang)
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Consist of	750,374,629	Share	(Seven hundred and fifty million, three hundred and seventy- four thousand, six hundred and twenty- nine shares.)
Par Value	0.50	Baht	(fifty satang)
Divided into			
Ordinaru Share	750,374,629	Share	(Seven hundred and fifty million, three hundred and seventy-four thousand, six hundred and twenty- nine shares.)
Preferred Share	-	Share	-

New Message

Clause 4	Registered Capital	375,187,178.50	Baht	(Three hundred seventy-five million one hundred eighty-seven thousand one hundred seventy- eight baht and fifty satang)
	Consist of	750,374,357	Share	(Seven hundred fifty million three hundred seventy-four thousand three hundred fifty-seven shares.)
	Par Value	0.50	Baht	(fifty satang)
	Divided into			
	Ordinaru Share	750,374,357	Share	(Seven hundred fifty million three hundred seventy-four thousand three hundred fifty-seven shares.)
	Preferred Share	-	Share	-

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce Has the power to edit and add words or take any action in order to comply with the order of the Registrar

Opinion of the Board of Directors The Board of Directors has considered and agrees to propose to the Annual General Meeting of Shareholders No. 1/2023 to consider decreasing the registered capital of the company in the amount of 136 baht from the original registered capital of 375,187,314.50 baht is the registered capital of 375,187,178.50 baht by canceling the unsold or unissued registered shares of the Company, which are 272 ordinary shares, at the par value of 0.50 baht per share, and amending Clause 4 of the Company's Memorandum of Association on registered capital. to be in line with the reduction of registered capital

Voting of this this agenda Must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 6 consider increasing the registered capital and to amend Clause 4 of the Company's Memorandum of Association (regarding registered capital) of the Company to be in line with the increase of registered capital

Objectives and Rationale continuing to Agenda 4, which had to consider and approve the stock dividend payment to existing shareholders of the Company at the rate of 20 existing shares per 1 stock dividend, totaling 37,518,718 shares at a par value of 0.50 baht per share, total value Total not exceeding 18,759,359 baht or equivalent to a dividend payment of 0.02500 baht per share to support the stock dividend payment. The details about the capital increase of the company. Appears according to the capital increase report form (F 53-4) Attachment 3 and in order to be consistent with the increase of the Company's registered capital. To be in line with the said capital increase Therefore, it is proposed to the Annual General Meeting of Shareholders to consider and approve the capital increase and allocation of the newly issued ordinary shares of the Company. And amended clause 4 of the Memorandum of Association by canceling the original clause and use the following message:

Original Text

Clause 4	Registered Capital	375,187,178.50	Baht	(Three hundred seventy-five million one hundred eighty-seven thousand one hundred seventy- eight baht and fifty satang)
	Consist of	750,374,357	Share	(Seven hundred fifty million three hundred seventy-four thousand three hundred fifty-seven shares.)
	Par Value	0.50	Baht	(fifty satang)
	Divided into			
	Ordinaru Share	750,374,357	Share	(Seven hundred fifty million three hundred seventy-four thousand three hundred fifty-seven shares.)
	Preferred Share	-	Share	-

New Message

Clause 4	Registered Capital	393,946,537.50	Baht	(Three hundred and ninety-three million five hundred and thirty-six thousand five hundred and thirty-seven baht fifty satangs)
	Consist of	787,893, 075	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Three thousand seventy-five shares.)
	Par Value	0.50	Baht	(fifty satang)

Divided into

Ordinaru Share 787,893, 075 Share (Seven hundred and eighty-seven million eight hundred and ninety- Three thousand seventy-five shares.)

Preferred Share - Share -

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce Has the power to edit and add words or take any action in order to comply with the order of the Registrar

Opinion of the Board of Directors The Board of Directors has considered It was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the increase of the registered capital. And amended Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital According to the above details in all respects, the person assigned by the Managing Director to register the amendment of the Memorandum of Association at the Department of Business Development. The Ministry of Commerce has the power to amend and add wording. Or take any action in order to comply with the order of the Registrar

Voting of this this agenda Must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 7 To consider and approve the appointment of an auditor and determine the auditor's remuneration for the year 2023

Objectives and Rationale In order to comply with Section 120 of the Public Company Limited Act and Article 37 of the Company's Articles of Association, which stipulates that the annual general meeting of shareholders elect auditors. And determine the remuneration of the Company's auditor every year by electing an auditor, the same auditor may be re-elected. In addition, according to the Notification of the Securities and Exchange Commission (" SEC"), listed companies must rotate auditors. If the former auditor performs audit duties and express opinions on the Company's financial statements.

For the selection of the Company's auditor for the year 2023, the Audit Committee has selected the auditor based on performance, experience, readiness of personnel. Having acceptable performance standards independence and the audit fee proposed by the auditor and deemed it appropriate to consider changing the auditor from KPMG Phoomchai Audit Ltd. (the former auditor) to be EY Office Limited (the auditor new accountant) is the Company's auditor. Due to the price comparison, EY Office Company Limited offers a more suitable price. By having one of the following auditors Have the power to audit and sign the audit report of the Company.

List of Auditors	C.P.A No.	Number of years of being the company's auditor
1. Miss SARANYA PLUDSRI	6768	-
2. Miss SOMJAI KHUNAPASUT	4499	-
3. Miss WANWILAI PHETSANG	5315	-

In case of necessity that the aforementioned auditors are unable to perform their duties, EY Office Limited (EY) may assign another suitable auditor to perform their duties.

whereby EY Office Company Limited (EY) and the proposed auditor No relationship and interest with the Company, subsidiaries, executives, major shareholders or those related to such persons in any way therefore being independent in auditing Including being an auditor who performs duties not exceeding the period specified by the SEC Office.

In this regard, the Audit Committee has deemed it appropriate to propose that the Company's auditor's remuneration be fixed. And its subsidiaries for the year 2023 in the amount of 2,500,000 baht (two million and five hundred thousand baht only) excluding other service fees (Out of pocket expenses).

Opinion of the Board of Directors The Board of Directors considered according to the opinion of the Audit Committee. It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of 3 new auditors, EY Office Limited (EY), as the Company's auditors. By assigning one of the auditors to have the power to audit and express opinions on the financial statements. Including having the authority to sign the audit report of the Company and its 3 subsidiaries, namely Mitr Sib Sek Ngern Co., Ltd., Mitr Sib Pico Co., Ltd. and Best Car Center Co., Ltd. and in case of necessity the auditor All 3 of the aforementioned auditors are unable to perform their duties, so EY Office Company Limited (EY) can find another suitable auditor to perform their duties instead. And consider approving the auditor's remuneration Combined with subsidiaries In the amount of 2,500,000 baht (two million and five hundred thousand baht only), excluding other service fees (Out of pocket expenses).

However, such remuneration does not include other direct expenses such as travel, stamp fees, etc., by comparing the proposed auditor's remuneration for the year 2023 with the remuneration of the previous year as follows:

Comparison table of the company's audit fees for the past 1 year

Company	2022	2023 (Proposed Year)
	Former Auditor KPMG Phoomchai Audit Ltd	New Auditor EY OFFICE LIMITED
Mitsib Leasing Public Co.,Ltd	2,100,000	2,140,000
Mitsib Sek-Ngoen Co.,Ltd	220,000	185,000
Mitsib Pico Co.,Ltd	80,000	55,000
BestCar Center Co.,Ltd	100,000	120,000
รวม	2,500,000	2,500,000

The proposed auditor of EY Office Limited (EY) has no relationship or interest with the Company. And its subsidiaries, executives, major shareholders, or persons related to such persons and are not shareholders of the Company. And its subsidiaries in a manner that will affect the independent performance of duties in any way

Voting of this This agenda must be approved by a majority vote of the shareholders. Attending the meeting and having the right to vote.

Agenda 8 To consider and approve the appointment of directors to replace those who are due to retire by rotation

Objectives and Rationale In accordance with Article 16 of the Company's Articles of Association, the Board of Directors shall consist of not less than 5 members and according to Section 71 of the Public Company Act and Article 18 of the Articles of Association of the Company, stipulates that at the Annual General Meeting of Shareholders hold annual stock every time One-third (1/3) of the directors shall retire from office at that time. If the number of directors cannot be divided exactly into three parts then retire by the number nearest to one-third (1/3). Directors who retire may be re-elected. Directors who must retire from office in the first and second year after the registration of the company shall be drawn by lots. In the following years, the director who has been in office the longest shall be retired. In the 2023 Annual General Meeting of Shareholders of the Company, there are 3 directors who are due to retire by rotation, namely:

- | | |
|-----------------------------------|--|
| 1. Assoc. Prof. Sarun Chookhiatti | Independent Director (Chairman of the Audit Committee) |
| 2. Mr. Attasit Mungmee | Directors |
| 3. Mr. Nutcha Yongsanguanchai | Director/Nomination and Remuneration Committee (Authorized Director) |

In this regard, the Company has given the opportunity to shareholders to propose matters to be included in the agenda of the meeting and to nominate persons to be considered and elected as the Company's directors. At the Annual General Meeting of Shareholders for the year 2023 from November 1, 2022 to December 31, 2022, it appears that no shareholder proposed an agenda for the meeting and nominated a person to be considered and elected as a director of the Company. At the Annual General Meeting of Shareholders for the year 2023 in any way

The Nomination and Remuneration Committee proposed the Board of Directors' meeting to consider the list of qualified persons to be considered for election as directors to replace those who retired by rotation at the Annual General Meeting of Shareholders for the year 2023 by considering from the list of persons proposed by the committee Name list of persons nominated by shareholders (if any) and list of names qualified to be directors of listed companies (Chartered Directors) of the Thai Institute of Directors Association (IOD) according to the guidelines for nomination of persons to be directors in accordance with Board of Directors Charter Including carefully considering the qualifications of each person. And take into account the diversity in the structure of the Board of Directors together with the qualifications, knowledge and expertise of the Board of Directors (Board Skill Matrix) to be in line with the Company's business strategies.

In addition, additional consideration has been made on the qualifications and duties of independent directors. And Audit Committee of according to the relevant announcements of the Capital Market Supervisory Board and in accordance with good corporate governance principles for listed companies in 2017 of the Securities and Exchange Commission and had an opinion that Assoc. They also have experience and expertise in specific fields. Which is extremely beneficial to the Company's business meetings as well as being able to express their opinions and give suggestions about the operation of the company freely in details Profiles of Directors Nominated for the Annual General Meeting of Shareholders to Elect to Replace Directors Retired by Rotation Appears in Attachment 4.

Opinion of the Board of Directors the Board of Directors, excluding those who have conflicts of interest in this agenda considered and agreed with the proposal of the Nomination and Remuneration Committee. The Board of Directors has

screened carefully considered to ensure that all 3 persons who are knowledgeable, capable, qualified as independent directors are fully compliant with relevant announcements and criteria. Has experience and expertise suitable for the business of the company including in the past, all directors performed their duties well and efficiently. which is extremely beneficial to the Company's business meetings It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the election of directors in place of those who retired by rotation to resume their positions as directors of the Company. Next term Details of the profiles of those nominated for appointment as directors appear in attachment 4

Information on the tenure and attendance of nominated directors

Proposed Directors	Number of Directors	Number of Meeting 2023
1. Assoc. Prof. Sarun Chookhiatti	7 (including proposed year)	4/4
2. Mr. Attasit Mungmee	6 (including proposed year)	4/4
3. Mr. Nutch Yongsanguanchai	7 (including proposed year)	4/4

Information on the company's securities holdings

Proposed Directors	Position	No.of shares as Dec 31,2022	% Of total voting shares
1. Assoc. Prof. Sarun Chookhiatti	INDEPENDENTDIRECTOR,CHAIRMAN OF THE AUDIT COMMITTEE	-	-
2. Mr. Attasit Mungmee	Director	14,062,499	1.87
3. Mr. Nutch Yongsanguanchai	Director	13,781,250	1.84

Voting of this This agenda must be approved by a majority vote of the shareholders. Attending the meeting and having the right to vote

Agenda 9 To consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023

Objectives and Rationale According to Section 90 of the Public Company Limited Act, the remuneration of directors shall be in accordance with the resolution of the shareholders' meeting. And Article 23 of the Company's Articles of Association, which stipulates that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with the Articles of Association or the resolution of the shareholders' meeting to consider. Which may be specified as a definite number or set criteria and determined from time to time Or it will last forever until there is a change.

For the year 2023, the Nomination and Remuneration Committee has considered remuneration for the Board of Directors. and sub-committees of the Company taking into account the appropriateness of duties and responsibilities of directors and companies in the same industry Including considering the operating results and business size of the company. For more appropriateness, it was deemed appropriate to propose to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders. by determining remuneration for directors and various sub-committees for the year 2023 in the amount not exceeding 2,000,000 baht (two million baht) as shown in Attachment 5 with the following details:

1. Remuneration in money consists of

1. Directors and independent directors will receive remuneration in the form of meeting allowances. The executive director receives only salary, bonus and employee provident allowances.
2. Remuneration for Directors and Sub-Committees The details are as follows
 - 2.1 Meeting allowances for ordinary shareholders / extraordinary shareholders receive remuneration for each time they attend the meeting.
 - Chairman of the Board 40,000 baht / time
 - Directors 25,000 baht / person / time
 - 2.2 Meeting allowance Directors receive remuneration for each time they attend the meeting.
 - Chairman of the Board 40,000 baht / time
 - Directors 25,000 baht / person / time
 - 2.3 Meeting allowances for sub-committees (Audit Committee, Risk Management Committee, The Nomination and Remuneration Committee) will receive remuneration each time they attend the meeting.
 - Chairman of the Board 30,000 baht / time
 - Director 20,000 baht / person / time

Comparisons of remuneration of directors and sub-committees

Board of Directors	2020 Baht/meeting time	2021 (Proposed year) Baht/meeting time
● Board of Directors		
Chairman	40,000	40,000
Director	25,000	25,000
● Audit Committee		
Chairman	30,000	30,000
Director	20,000	20,000
● Risk Management Committee		
Chairman	30,000	30,000
Director	20,000	20,000
● Nomination and Remuneration Committee		
Chairman	30,000	30,000
Director	20,000	20,000
● Bonus of Directors (not more than)	-	-

note : In 2022, the Board of Directors' remuneration was paid in the total amount of 1,215,000 baht (one million two hundred and fifteen thousand baht) with details of the remuneration appearing in the 2022 Annual Report.

2. Compensation that is any other benefit

- The company does not pay any other benefits to directors.

Opinion of the Board of Directors The Board of Directors has considered Agrees to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of directors and sub-committees for the year 2023 within the amount not exceeding 2,000,000 baht (three million baht) as proposed by the Board of Directors. And approved by the Board of Directors

Voting This This agenda must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote. The shareholders who are directors have no right to vote.

Agenda 10 Consider other matters (if any)


Objectives and Rationale

In addition to the agenda set by the Board of Directors in the 2023 Annual General Meeting of Shareholders, in the case of shareholders proposing other matters to the meeting for consideration. In addition to what is specified in the invitation letter, it must meet the conditions under Section 105, paragraph two of the Public Company Act. The shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider other matters. In addition to those specified in the meeting notice, however, for transparency and to give equal rights to shareholders the agenda should not be added to consider other agendas. Any matters not specified in the notice of the meeting shall be approved by the shareholders' meeting or passed a resolution.

In this regard, the Company has published the meeting invitation letter together with the meeting documents on the Company's website. www.mitsibleasing.com/Shareholders' Meeting/ under the topic "Relative Investors" in the subsection "Shareholders Information" and "Shareholders' Meeting" attending the meeting on the date, time and place mentioned above. Please follow the guidelines for attending the shareholders' meeting via electronic media (E-AGM) as per attachment 6, with the company taking into account the importance of personal data protection. You're By providing measures to protect the personal information of the attendees of the 2023 Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act B.E. About the protection of your personal information and your rights under those laws as per Attachment 7 and shareholders wishing to attend the meeting can register for the Electronic Meeting (E-AGM) as per Attachment 8.

In the event that a shareholder is unable to attend the meeting in person and wishes to grant proxy to another person to attend the meeting and vote on his/her behalf Please use either Proxy Form A or Form B. (Recommended to use form B.) according to the attachment 9 and in order to maintain the rights and benefits for shareholders in case they cannot attend the meeting in person. And wishes to grant proxy to an independent director of the Company to attend the meeting and vote on his/her behalf Shareholders can appoint proxies. By using the proxy form as per the document Attachment 9 Name list of independent directors of the company and the details appear in the attachment 10 to attend the meeting and vote on behalf of the shareholders. In this regard, shareholders wishing to attend the meeting via electronic media (E-AGM) must request to attend the meeting by 2 methods as follows:

1. Shareholders notified their intention to register for the meeting in advance. By sending information via E-mail or post from April 3, 2023 to April 19, 2023
2. Shareholders notified their intention to register for the meeting in advance. By sending information via the website or QR Code, registration can begin from April 3, 2023 to April 19, 2023.

Scan QR Code	Link
	https://MITSIB.thekoble.com/agm/emeeting/index/1

In order to make the registration for the 2023 Annual General Meeting of Shareholders more smooth and convenient. Shareholders are requested to study the regulations and guidelines for attending the meeting via electronic media. The Company will conduct the meeting in accordance with the Company's Articles of Association in relation to the meeting as per Attachment 11.

Therefore, please take note and attend the meeting according to the date, time and place. Thank you very much.

Sincerely yours,

Mitsib Leasing Public Company Limited



(Mr. Kitti Yongsanguanchai)

Chairman of the Board