



MITSIB



Annual General Meeting 2024

Wednesday, April 10.2024 at 1.00 p.m.

E-AGM Meeting

Privacy Notice

For the 2024 Annual General Meeting of Shareholders

Mitsib Leasing Public Company Limited (the "Company") places importance on the protection of your personal information. By providing measures to protect the personal information of the attendees of the 2024 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 such laws as follows:

Personal Data Collected by the Company

The company needs to collect personal information related to shareholders. And proxies The Company will collect personal information about you as follows:

1. General personal information: name, surname, ID card number Date of birth, gender, nationality, shareholder registration number, number of shares, bank account number, photograph, motion picture from video recording within the meeting, etc.

In case of authorization, the Company needs to request a copy of the shareholder's/proxy's identification card. There may be religious information which is a sensitive personal information appearing in the identification card and the Company does not intend to collect such information and the data owner can obscure that information.

2. Information for contact and use of electronic systems: address, telephone number, e-mail address or IP address (in the case of viewing online meetings), etc.

The Company will record broadcast images and sounds in this meeting for the legitimate interests and benefits of the Company's shareholders may receive your personal information directly from shareholders and proxies or receive personal information through the company's system Thailand Securities Depository Co., Ltd. ("TSD") as the company's registrar only if it is necessary by means prescribed by law.

Purpose of collection, use and disclosure of personal information

The Company collects, uses and discloses personal data for the following purposes:

1. Call, organize and conduct the annual general meeting of shareholders. Including to support the annual general meeting of shareholders. in order to comply with the Company's regulations and as required by law or send documents to you Shareholders as informed
2. May disclose personal information to individuals or entities involved in the above operations. Which is in accordance with the legal framework, such as the Department of Business Development Ministry of Commerce, the Stock Exchange of Thailand, administrators of electronic conferencing, etc.
3. Or the preparation of public relations media or organization of activities of the Company. is within the scope of reasonable legitimate interest and not to the extent that the personal data subject may have expected

Retention of personal data collected and retention period

The company will keep your personal information. As specified in this document for the duration specified by relevant laws. and as necessary for the use of information in order to achieve the above objectives, for a period

of not more than 10 years from the date of the 2024 Annual General Meeting of Shareholders. After such period, the Company will destroy or make the information it cannot identify the person.

Your rights as a data subject

As the owner of personal data you have the rights set forth in the Personal Data Protection Act B.E. 2562, which may include the right to withdraw consent. Right to request access to and receive personal data Right to request rectification of personal data Right to request erasure or destruction of personal data Right to request suspension of use of personal information The right to request the transfer of personal data in accordance with the methods specified by law. Right to complain and right to object Collection, use or disclosure of personal data relating to oneself

In this regard, the Company reserves the right to consider your request to exercise your rights and take action in accordance with the law on personal data pro

Contact channels

You can exercise the rights mentioned above. Or notify any other request regarding your personal data by contacting Mitsib Leasing Public Company Limited

Website: www.mitsibleasing.com

Contact Address: 895 – 6 Moo 5, Srinakarin Road, Samrong Nuea Subdistrict, Mueang District, Samut Prakan Province

Tel. 02 743 8787 # 902 E-mail : sec_com@mitsibleasing.com

No. MITSIB 004/2024

18 March 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of Mitsib Leasing Public Company Limited

- Enclosures:
1. Data display form for the 2023 annual report, financial statement and income statement in QR Code format (QR Code)
 2. Copy of the minutes of the 2023 Annual General Meeting of Shareholders in QR Code format (QR Code).
 3. Capital increase report form (F 53-4)
 4. Information about directors who have been nominated to serve as directors in place of directors who are due to retire from office upon completion of their terms.
 5. Information about independent directors and definition of independent directors for appointing proxies
 6. Company regulations regarding shareholder meetings
 7. Proxy Form A. (General) and Form B. (Form specifying various items to grant a clear and detailed proxy)
 8. Guidelines for attending shareholder meetings via electronic media (E-AGM)
 9. Registration form for electronic meeting (E-AGM)

With the meeting of the Board of Directors of Mitsib Leasing Public Company Limited No. 1/2024, which was held on February 27, 2024, it was resolved to call the 2024 Annual General Meeting of Shareholders on Wednesday, April 10, 2024 at 1:00 p.m. in the form of a single electronic meeting (E-AGM) channel. According to the Emergency Decree on Meetings via Electronic Media B. E. 2020 and related regulations, there is only one channel. However, if shareholders who are not convenient to attend meetings via electronic media The Company recommends that you appoint an independent director as a proxy instead of attending the meeting in person. The meeting agenda is as follows:

Agenda 1: To Consider certifying the minutes of the 2023 Annual General Meeting of Shareholders.

Facts and reasons The Company held the 2023 Annual General Meeting of Shareholders on April 21, 2023 and the Company's 2023 Annual Report by preparing minutes of the meeting to record the opinions of the meeting participants. and resolutions of the meeting as evidence of work To show the business that has been carried out and inform the results of the meeting to those involved and take further action as shown in Attachment 2, as well as notify the results of the meeting to those involved and submit a copy of the meeting report to the Ministry of Commerce within the period. Time specified by law

Opinion of the Board of Directors The Board of Directors considered and considered that The minutes of the 2023 Annual General Meeting of Shareholders, which was held on April 21, 2023, were correctly recorded. and complete according to the resolution of the general meeting of shareholders. Therefore, it is considered appropriate to propose that the general meeting of shareholders certify the minutes of the said meeting.

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

Agenda 2 To Consider acknowledging the Company's operating results for the year 2023.

Facts and reasons In order to comply with the Company's Articles of Association, Article 37, which requires the general meeting of shareholders to receive the report of the Board of Directors regarding the Company's operating results. During the past year, the company has summarized its operating results. and important changes that occurred in the accounting period ending December 31, 2023. The details appear in the 2023 Annual Report (in QR Code format) as shown in Attachment 1.

Opinion of the Board of Directors The committee has considered It was agreed that it should be presented to the general meeting of shareholders to acknowledge the company's operating results for the year 2023.

Voting on this This agenda It is an agenda for information. Therefore, there was no vote from shareholders.

Agenda 3 To consider approving the 2023 financial statements for the accounting period ending December 31, 2023.

Facts and reasons In order to comply with Section 112 of the Public Company Limited Act B. E. 2535 (including amendments) (“Public Company Act”) and the Company's Articles of Association, Article 40, which requires the board of directors to: Arrange for preparation of a statement of financial position and statement of comprehensive income at the end of the company's fiscal year to be presented to the general meeting of shareholders for consideration and approval.

For the fiscal year ending on December 31, 2023, a statement of financial position and statement of comprehensive income has been prepared. along with the auditor's report which has been audited by the company's certified public accountant. EY Office Limited (EY) and has been reviewed by the Audit Committee. Including approval from the Board of Directors on February 27, 2024, with details appearing in the 2023 annual report.

abbreviated comparison
Statement of Financial Position and Income Statement

Unit: Baht

List	Consolidated Financial Statements		Separate Financial Statements	
	2022	2023	2022	2023
Total Assets	1,588,417,982	1,890,091,054	1,382,507,933	1,534,338,244
Total debt	849,709,553	118,410,436	632,399,106	771,518,765
Total income	485,449,394	686,467,644	171,896,033	199,606,168
Net profit (attributable to shareholders of the parent company)	21,481,964	35,070,735	4,359,708	14,795,185
Unallocated retained earnings	25,247,647	38,720,707	36,649,556	29,861,616
Net earnings per share (baht/share)	0.027	0.045	0.006	0.019

The financial statements are detailed in the 2023 annual report in QR Code format, which was sent to shareholders along with the invitation to 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 ending December 31, 2023, which have been audited and signed by Ms. Saranya Phlatsri, Certified Public Accountant No. 6768 EY Office Company Limited then agreed that the Board of Directors should propose to the general meeting of shareholders to consider and approve the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2023.

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, where "the auditor gave an unqualified conclusion" and resolved to approve the presentation to the shareholders' meeting. Share To consider and approve the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending 31 December 2023, which has been considered by the Audit Committee Meeting No. 1/2024 on 27 February 2024.

Voting of this agenda This agenda must be approved by a majority vote of shareholders. who came to the meeting and had the right to vote

Agenda 4 To Consider and approve the allocation of net profits as a legal reserve.

Facts and reasons In order to comply with Article 37 of the Company's regulations, which stipulates that the general meeting of shareholders is responsible for allocating profits and according to Section 116 of the Public Companies Act. and the Company's Articles of Association, Article 46, which stipulates that the Company A portion of the annual net profit must be allocated as a reserve fund of not less than five (5) percent of the annual net profit. Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten

(10) percent of the registered capital. Each year the company's legal reserve is allocated. At the rate of 5 percent of net profits, details as follows:

list	Amount of money
Legal reserves as of 1 January 2023	17,621,769
Legal reserve of net profit for the year 2023 (separate financial statement)	739,759
Legal reserve as of 31 December 2023	18,361,528
Registered capital	393,946,537.50
Legal reserve capital as of 31 December 2023 calculated as a percentage of registered capital.	4.66%

Opinion of the Board of Directors The Board of Directors has considered it. It is deemed appropriate to propose that the general meeting of shareholders consider allocating net profits as a legal reserve for the year 2023 in the amount of 739,759 baht (not less than 5 percent of net profits).

Voting of this This agenda must be approved by a majority vote of shareholders. Who came to the meeting and had the right to vote

Agenda 5 Consider approving the omission of dividend payment for the year 2023.

Facts and reasons The Public Limited Companies Act B.E. 2535 according to Section 115 (including amendments) and Article 45 of the Company's Regulations stipulate that it is prohibited to announce permission to pay dividends. In addition to the resolution of the shareholder meeting or resolution of the Board of Directors In the case of paying interim dividends, the Company has a policy of paying dividends to shareholders of not less than 40 percent of net profits after deducting corporate income tax. And after deducting various reserves according to law. However, the said dividend payment may be changed depending on necessity and other appropriateness. As the Board of Directors deems appropriate

Based on the operating results in 2023, the company proposes to consider refraining from paying dividends. Due to financial status, liquidity and the need to use working capital for operations this year. This is because the company needs to use working capital to expand credit. And invest in subsidiaries

Opinion of the Board of Directors The Board of Directors has considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the omission of dividend payment for the year 2023.

Voting of this This agenda must be approved by a majority vote of shareholders. who came to the meeting and had the right to vote

Agenda 6 Consider and approve the reduction of the company's registered capital. In the part that cannot be allocated to pay stock dividends and amend the memorandum of association, section 4 (registered capital) of the company

Facts and reasons According to the Public Limited Companies Act, Section 140 (including amendments), the shareholder meeting may pass a resolution to reduce capital by cutting off registered shares that cannot be sold or have not yet been sold. Once the meeting has passed a resolution, the company will request to register a capital reduction. within 14 Days from the date the meeting voted Therefore, it is necessary to reduce the registered capital of the company by 526 baht from the original registered capital of 526 baht. 393,946,537.50 baht to 393,946,011.50 baht by eliminating registered shares that cannot be sold or that have not yet been put out for sale of the company, which are 1,052 ordinary shares, with the following share value of 0.50 baht per share.

In this regard, in reducing the registered capital as mentioned above, There must be an amendment to the Company's Memorandum of Association, Section 4, regarding registered capital. To be consistent with the reduction of registered capital as follows:

Original Text

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	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Par Value	0.50	Baht	(fifty satang)
	Divided into			
	Ordinaru Share	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Preferred Share	-	Share	-

New Message

Clause 4	Registered Capital	393,946,011.50	Baht	(Three hundred ninety three million nine hundred forty six thousand eleven baht fifty satang)
	Consist of	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Par Value	0.50	Baht	(fifty satang)
	Divided into			

Ordinaru Share	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety-Two thousand twenty-three shares)
Preferred Share	-	Share	-

In this regard, the person assigned by the Board of Directors shall 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 to comply with the registrar's orders

Opinion of the Board of Directors The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders No. 1/2024 to consider and approve the reduction of the company's registered capital of 526 baht from the original registered capital of 526 baht. 393,946,537. 50 baht to 393,946,011. 50 baht by eliminating the registered shares that cannot be sold or have not yet been put out for sale of the company, which are 1,052 ordinary shares, with the value of shares as follows 0.50 baht per share, and amending the company's memorandum of association, section 4, regarding registered capital. To be consistent with the reduction of registered capital.

Voting of this This agenda Must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 7 To consider approving the allocation of additional common shares to support the allocation of additional common shares to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) and approve the date for determining the list of shareholders who have Rights to be allocated additional common shares in proportion to shareholding (Record Date)

Facts and reasons To support the allocation of additional common shares to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) and to approve the date for determining the names of shareholders who are entitled to be allocated additional common shares. Capital according to shareholding percentage (Record Date) as follows:

Allocating additional common shares of the company in the amount not exceeding 787,892,023 shares with a par value of 0.50 baht per share to the existing shareholders of the company in proportion to the shareholding held by each shareholder (Rights Offering) at the share allocation rate. 1 existing common share for 1 additional common share. In the case where there are fractions of shares resulting from the calculation, those fractions of shares must be rounded off. Shareholders may subscribe for additional common shares in excess of their rights. (Oversubscription) Yes, where existing shareholders who have subscribed more than their rights will be allocated shares that they have subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the company who have subscribed in accordance with Only all rights are complete. and set the offering price of additional common shares at 0.70 baht per share.

For the allocation of additional common shares to the existing shareholders of the company in proportion to the shareholding that each shareholder currently holds. In the case where there are additional common shares

remaining from the allocation to the existing shareholders of the Company in proportion to the shareholding that each shareholder holds in the first round. The Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe in excess of their rights in proportion to their original shareholding. At the same price as the shares that have been allocated according to the rights as follows:

- (a) In the case where there are shares remaining from the allocation to the existing shareholders of the company in proportion to the shareholding held by each shareholder in the first round, the amount is greater than or equal to the shares that the original shareholders subscribed for. The Company will allocate the remaining shares to those who subscribe in excess of their rights and pay the subscription fee for all such shares in accordance with the amount that expresses their intention to subscribe in excess of their rights.
- (b) In the case where there are shares remaining from the allocation to the existing shareholders of the Company in proportion to the shareholding held by each shareholder in the first round, the amount is less than the shares that the original shareholders subscribed in excess of their rights. The Company will allocate the remaining shares to those who have oversubscribed according to the following steps.
 - (1) Allocated according to the original shareholding proportion of each person who subscribes more than their rights by multiplying the original shareholding proportion of each person who subscribes more than their rights by the number of remaining shares. will be the number of shares that each person who oversubscribes has the right to be allocated. In the case where there are fractional shares, those shares shall be rounded off. However, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
 - (2) In the case that there are still shares remaining after the allocation according to (1), they will be allocated to each person who has oversubscribed their rights and who has not yet been allocated the full number of shares they subscribed for. By multiplying the original shareholding proportion of each person who subscribed in excess of their rights by the number of remaining shares. will be the number of shares that each person who oversubscribes has the right to be allocated. In the case where there is a fraction of a share, that fraction must be rounded off. The number of shares that will be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. Shares will be allocated to those who have subscribed more than their rights according to the method in item (2).) this until there are no shares left from the allocation. or cannot be allocated again because it is a fraction of a share

Allocation of oversubscribed shares in excess of the rights as detailed above in any case. It must not cause any shareholder who subscribes for additional ordinary shares in excess of their rights to be obliged to make a tender offer for securities (Tender Offer) as specified in the announcement of the Capital Market

Supervisory Board No. Tor. Chor. 12/2011 regarding criteria. Conditions and procedures for acquiring securities for business takeovers, dated May 13, 2011 (including additional amendments) or in a manner that violates the shareholding restrictions of persons without Thai nationality as specified in Company regulations Currently, non-Thai nationals are allowed to hold shares in the company not exceeding 49 percent of the total number of shares sold in the company.

(c) In the case of common shares Increase the remaining capital after allocation to the existing shareholders above. The Company will allocate the remaining additional common shares to be offered for sale at one time or in several occasions to a limited number of persons (Private Placement) according to the announcement of the board of directors. Regulation of the Capital Market No. TorChor. 72/2015 regarding allowing listed companies to offer newly issued shares to a limited number of persons. The said limited persons must not be related persons to the Company. The Company's Board of Directors or persons assigned by the Board of Directors have been assigned the authority to determine. Stock offering price At the best price According to market conditions during the time the capital increase shares are offered to investors. which the offering price Such price must not be less than 0.70 baht per share and not less than the weighted average price of the Company's shares on the Stock Exchange of Thailand. in the past not less than 7 consecutive working days, but not more than 15 consecutive working days before the date Set the offering price for the shares. The price used for averaging must use the average price of shares traded each day. However, the date of setting the offering price for shares must be no more than 3 business days prior to the first day of offering to investors. However, the Board of Directors may set a discounted selling price, but it must not exceed 10 percent of the said market price. In determining the said discount The committee has also considered the market conditions at that time.

In addition, if there are still additional common shares remaining from the allocation to the existing shareholders of the company in proportion to their shareholding. and allocation to shareholders who subscribe in excess of their rights (Oversubscription) and offering to a limited number of persons (Private Placement). The company must reduce the registered capital of the company by cutting off the remaining additional common shares from the offering. The company must request approval on the following matters. Speech from the shareholder meeting at the next shareholder meeting

The Company has set April 23, 2024 as the date for determining the names of shareholders who are entitled to be allocated and offered additional common shares in proportion to the shareholding held by each shareholder (Record Date). In this regard, the Board of Directors The Company may consider changing the date for determining the names of shareholders who are entitled to be allocated and offered for sale of additional common shares in proportion to the shareholding held by each shareholder (Record Date) above in various cases as specified. The Board of Directors deems it appropriate. If there are any changes, the company will inform you further.

Details regarding the issuance and offering of capital increase common shares of the Company to existing shareholders in proportion to the shareholding held by each shareholder appear in the information

regarding the issuance and offering of capital increase shares to existing shareholders. Existing shareholders in proportion to their shareholding that each shareholder holds (Rights Offering) (Attachment 3)

In this regard, assigned to the Board of Directors and/or the Chief Executive Officer of the Company and/or the person who the Board of Directors and/or the Chief Executive Officer of the Company Assigned to have the authority to (a) consider, determine and/or amend and change other details that are necessary and related to the allocation of all of the Company's newly issued ordinary shares as appropriate. and as long as it is not contrary to or inconsistent with relevant announcements, rules, or laws. This includes determining and amending the date for determining the names of shareholders who are entitled to be allocated and offered new ordinary shares in proportion to the shareholding that each shareholder holds (Record Date). Determining and amending Change the subscription date and the offering date for new ordinary shares. Payment of shares Change in the offering price and the number of additional common shares allocated allocation ratio For additional common shares in proportion to the shareholding that each shareholder holds (b) Contact, negotiate, enter into, sign, amend contracts, documents, permission requests, waiver requests, notices. and evidence necessary and related to the allocation of all of the company's newly issued ordinary shares. This includes but is not limited to Relevant registration with the Ministry of Commerce, contact and submission of permission applications, waiver applications, notices Such documents and evidence must be submitted to government agencies or related agencies. Proceeding with amendments or changes to the request or contents of such related documents, as well as the registration of the said newly issued ordinary shares as listed securities on the Stock Exchange and (c) Take any action necessary and relevant to make the allocation of new ordinary shares of all of the companies mentioned above successful. Including the appointment and assignment of other persons who are appropriate to act as sub-attorneys for the above actions.

Opinion of the Board of Directors The Board of Directors has considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the Allocating additional common shares of the company in the amount not exceeding 787,892,023 shares with a par value of 0.50 baht per share to the existing shareholders of the company in proportion to the shareholding held by each shareholder (Rights Offering) at the share allocation rate. 1 existing common share for 1 additional common share. In the case where there is a fraction of a share resulting from the calculation, that fraction of the share must be rounded off. and approve the determination of the date for determining the names of shareholders who are entitled to be allocated additional common shares in proportion to their shareholding (Record Date) according to the details mentioned above in all respects. The person assigned by the Managing Director in registering the amendment shall be made. Memorandum of Association at the Department of Business Development The Ministry of Commerce has the authority to amend and add words. or take any action To comply with the registrar's orders

Voting of this This agenda Must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 8 To Consider and approve the increase in the registered capital of the company. From the original registered capital of 393,946,011.50 baht to a new registered capital of 787,892,023 baht and the amendment of the company's memorandum of association, Section 4. (Regarding registered capital) to be consistent with the increase in registered capital.

Facts and reasons In line with Agenda 7, the Company needs funds to expand its current business according to the Company's expansion plan. To use as money to increase capital in a subsidiary company and to provide working capital in order to increase liquidity and flexibility. (flexibility) for the company as well as helping to help the company have a stronger capital base. Therefore wishes to increase the registered capital of the company. From the original registered capital of 393,946,011.50 baht to a new registered capital of 787,892,023 baht with a par value of 0.50 baht per share to issue and offer additional common shares of the company to existing shareholders in proportion to the shareholding that each shareholder holds (Rights Offering) appears according to the capital increase report form (F 53-4) Attachment 3 and to be in line with the increase in the company's registered capital. Therefore, it is necessary to amend the memorandum of association, section 4, regarding the registered capital of the company. To be consistent with the said increase in registered capital. Therefore, it is proposed to the general meeting of shareholders to consider and approve the capital increase and allocation of additional common shares of the Company. And amending Clause 4 of the Memorandum of Association by canceling the original text. And use the following message:

Original Text

Clause 4	Registered Capital	393,946,011.50	Baht	(Three hundred ninety three million nine hundred forty six thousand eleven baht fifty satang)
	Consist of	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Par Value	0.50	Baht	(fifty satang)
	Divided into			
	Ordinaru Share	787,892,023	Share	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Preferred Share	-	Share	-

New Message

Clause 4	Registered Capital	787,892,023	Baht	(Seven hundred and eighty-seven million eight hundred and ninety- Two thousand twenty-three shares)
	Consist of	1,575,784,046	Share	(One billion five hundred seventy-five million seven hundred eighty-four thousand forty-six shares)

Par Value	0.50	Baht	(fifty satang)
Divided into			
Ordinaru Share	1,575,784,046	Share	(One billion five hundred seventy-five million seven hundred eighty-four thousand forty-six shares)
Preferred Share	-	Share	-

In this regard, assigned to the Board of Directors and/or the Chief Executive Officer of the Company and/or the person who the Board of Directors and/or the Chief Executive Officer of the Company Assigned authority to sign the request. or in any documents related to the registration of amendments to the company's memorandum of association and applying for registration of amendments to the company's memorandum of association with the Department of Business Development, Ministry of Commerce. Processing of amendments or changes to requests or contents in such documents related to registration of amendments to the company's memorandum of association that must be submitted to the Department of Business Development. Ministry of Commerce Including the power to take any action as necessary and related to such action as he deems appropriate. And to comply with the law Regulations and interpretations of relevant government agencies including according to instructions or order of the registrar or official

Opinion of the Board of Directors The Board of Directors has considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the increase in the registered capital of the company. From the original registered capital of 393,946,011.50 baht to a new registered capital of 787,892,023 baht and the amendment of the company's memorandum of association, Section 4. (Registered capital) to be consistent with the increase in registered capital. In this regard, 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 authority to amend and add words. or take any action To comply with the registrar's orders

Voting of this This agenda Must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 9 Consider approving amendments to the company's objectives. And the amendment of the company's memorandum of association, section 3. (Objective)

Facts and reasons To be consistent with the company's business operations and to cover businesses that the company may expand in the future. The company therefore has a great need to amend the company's objectives. By adding objectives from the original 28 items to 29 items, with details as follows:

“No. 29: Operate a business related to all types of service vehicles and public vehicles. Whether it's a car or other types of cars and all vehicle systems whether it be the oil system, electrical system or other systems.”

Opinion of the Board of Directors The Board of Directors has considered it. It is deemed appropriate to propose that the general meeting of shareholders consider approving the amendment of the Company's objectives. and amending the memorandum of association of the company, Clause 3. (objective) according to the details mentioned above 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 authority to amend and add words. or take any action To comply with the registrar's orders

Voting of this This agenda Must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 10 To consider and approve the appointment of directors to replace those who are due to retire by rotation

Facts and reasons In order to be consistent with the Company's regulations, Article 16 stipulates that the number of the Board of Directors must not be less than 5 people and according to Section 71 of the Public Company Act and the Company's regulations, Article 18 stipulates that in the general meeting of shareholders Hold shares every year 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 The number closest to one-third (1/3) shall be dismissed. Directors who have resigned from their positions may be elected to return to assume their positions again. Directors who must retire from office in the first and second years after registering the company will be drawn by lottery. In subsequent years, the directors who have been in office the longest will retire from office. In the 2024 Annual General Meeting of Shareholders of the Company, there were 2 directors whose terms had expired, namely:

1. Dr. Kitti Yongsanguanchai Chairman of the Board of Directors
2. Dr. Singhachai Bunyayothin Director

This is in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 78/2021 regarding criteria for proposing meeting agendas to shareholders and nominating individuals to be considered for election as company directors in advance, not less than 1 month before the end of the period. account The company has completed the announcement to the Stock Exchange and the company's website from 5 Oct. - 31 Dec. 2023, with no shareholders proposing the said agenda.

The Nomination and Remuneration Committee has proposed to the Board of Directors' meeting to consider the names of persons with suitable qualifications to be considered for selection as directors in place of directors who will retire by rotation at the 2023 Annual General Meeting of Shareholders. From the list of people proposed by the committee List of persons nominated by shareholders (if any) and names who have the ability to serve as directors of listed companies (Chartered Directors) of the Thai Institute of Directors Association (IOD) in accordance with the guidelines for selecting persons to be company directors according to Charter of the Board of Directors Including carefully considering each individual's qualifications. and taking into account the diversity in the committee structure together with the qualifications, knowledge, and expertise of the Board of Directors (Board Skill Matrix) to be consistent with the Company's business strategy.

In addition, additional consideration was given to the qualifications and performance of duties of independent directors. and the audit committee of According to the relevant announcement of the Capital Market Supervisory Board.

and according to the principles of good corporate governance For companies listed in 2017 by the Securities and Exchange Commission and is of the opinion that Dr. Singchai Bunyayothin, an independent director, has all the qualifications to be an independent director according to the relevant announcements and criteria. They also have experience and expertise in specific fields. This is extremely beneficial to the company's business meetings. As well as being able to express opinions and give various suggestions. About the operations of the company freely in details Information on directors who are nominated to be elected by the general meeting of shareholders to replace directors who retire by rotation. Appears in attachment 4.

Opinion of the Board of Directors The Board of Directors, excluding directors who have an interest in this agenda Considered and resolved to approve the proposal of the Nomination and Remuneration Committee. The Company's Board of Directors has screened Consider with thoroughness and caution to ensure that both persons have the knowledge, ability, and qualifications to be independent directors in accordance with the relevant announcements and criteria. Has experience and expertise appropriate to the company's business operations. Including in the past, all directors performed their duties as directors very well and efficiently. This is extremely beneficial to the company's business meetings. It is considered appropriate to propose that the general meeting of shareholders consider and approve the election of directors to replace those who must retire from office by rotation and return to the position of director of the Company. Another agenda Details of the history of those nominated for appointment as company directors appear as follows. Attachment 4.

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

Information on the tenure and attendance of nominated directors

Proposed Directors	Number of Directors	Number of Meeting 2023
1. Dr. Kitti Yongsanguanchai	5 (including proposed year)	4/4
2. Dr. Singhachai Bunyayothin	4 (including proposed year)	4/4

Information on the company's securities holdings

Proposed Directors	Position	No.of shares as Dec 31,2023	% Of total voting shares
1. Dr. Kitti Yongsanguanchai	Chairman of the Board of Directors	-	-
2. Dr. Singhachai Bunyayothin	Independent Director/Audit Committee Member	-	-

Agenda 11 To consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024

Facts and reasons 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 2024, 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 2024 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

2. Is the compensation any other benefit? This does not include benefits provided to general employees.

- No other payment to directors and sub-committees.

Comparative 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

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

note : In 2023, remuneration for the Board of Directors was paid in the total amount of 1,165,000 baht (one million one hundred sixty-five thousand baht), with details of remuneration appearing in the 2023 annual report.

Opinion of the Board of Directors The Board of Directors has considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the remuneration of directors and various sub-committees for the year 2024 within the amount not exceeding 2,000,000 baht (two million baht) as proposed by the Board of Directors. and the Board of Directors has approved

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 shareholders who attend the meeting and have the right to vote. The shareholders who are directors do not have the right to vote.

Agenda 12 To consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2024.

Facts and reasons In order to comply with Section 120 of the Public Company Act and the Company's Articles of Association, Section 37, which requires that the general meeting of shareholders elect an auditor. and determine the remuneration of the company's auditors every year. By appointing an auditor, the same auditor may be appointed again. In addition, according to the announcement of the Securities and Exchange Commission ("SEC"), listed companies must provide for the rotation of auditors. If the same auditor performs the auditing duties and express opinions on the company's financial statements.

For the selection of the Company's auditors for the year 2024, the Audit Committee has considered and selected auditors based on performance, experience, and readiness of personnel. Having acceptable standards of performance independence and the audit fee rate proposed by the auditor and deemed appropriate to propose to consider and approve the appointment of the auditor of EY Office Company Limited as the Company's auditor. By having one of the following auditors: Has authority to inspect and sign the company's audit report.

By designating any person Is the auditor who has signed to certify the company's financial statements in 2023, the first year, and there is no auditor who has served for more than 7 years, and all 4 auditors have no relationship or interest in the company, its subsidiaries. Executives, major shareholders or persons related to such persons in any

way, therefore, they are independent in auditing and expressing opinions on the Company's financial statements. and has qualifications that do not violate the rules of the Securities and Exchange Commission.

List of Auditors	C.P.A No.	Number of years of being the company's auditor
1. Miss SARANYA PLUDSRI	6768	2
2. Miss SOMJAI KHUNAPASUT	4499	2
3. Miss WANWILAI PHETSANG	5315	2
4. Miss Chutiwan ChanSawangPhuwan	8265	1

In the event that there is a necessary reason that the auditors listed above are unable to perform their duties, EY Office Company Limited (EY) will find another appropriate auditor to perform their duties on their behalf.

Whereby EY Office Company Limited (EY) and the proposed auditor No relationship or interest with the company, subsidiaries, executives, major shareholders or those related to such persons in any way Therefore there is independence in the audit. Including being an auditor whose duties do not exceed the period specified by the SEC Office.

In this regard, the Audit Committee deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Company's auditors. and 3 subsidiaries totaling 2,500,000 baht (two million five hundred thousand baht only) excluding other service fees (Out of pocket expenses) equal to the auditor's remuneration in 2023.

Comparison table of audit fees of companies for the past 1 year

details	Auditor compensation proposal		more (reduce)
	2022	2023	
Number of companies inspected	4	4	-
Auditor's remuneration	2,500,000	2,500,000	-
Other service fees	18,600	112,500	93,900

Opinion of the Board of Directors The Board of Directors considers the opinions of the Audit Committee. It is deemed appropriate to propose to the general meeting of shareholders to consider and approve the appointment of 4 auditors from EY Office Limited (EY) as the company's auditors. By specifying that any one auditor has the authority to audit and express opinions on the financial statements. Including the authority to sign the audit reports of the Company and 4 subsidiaries, namely Mitsib Sek Ngern Company Limited, Mitsib Pico Company Limited, and Best Car Center Company Limited, and in the case of necessity that the auditor All 4 persons above are unable to perform their duties. EY Office Company Limited (EY) will find another appropriate auditor to perform their duties on their behalf. and consider and approve the auditor's remuneration. combined with subsidiaries The amount is 2,500,000 baht (two million 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., etc. The proposed auditor remuneration for 2023 can be compared with last year's remuneration as follows.

Comparison table of audit fees of companies for the past 1 year

details	Auditor compensation proposal		more (reduce)
	2022	2023	
Number of companies inspected	4	4	-
Auditor's remuneration	2,500,000	2,500,000	-
Other service fees	18,600	112,500	93,900

However, the proposed auditor of EY Office Company Limited (EY) has no relationship or interest with the company. and subsidiaries, executives, major shareholders or persons related to such persons and are not shareholders of the Company and subsidiaries In a manner that will have any impact on the independent performance of duties.

Voting of this This agenda must be approved by a majority vote of shareholders. who came to the meeting and had the right to vote

Agenda 13 Consider other matters (if any)


Facts and reasons

In addition to the meeting agenda that the Board of Directors has set for the 2024 Annual General Meeting of Shareholders, in the case where shareholders will propose other matters to the meeting for consideration. In addition to those specified in the meeting invitation letter, the conditions under Section 105, paragraph two, of the Public Companies Act must be met. Shareholders with shares totaling not less than one-third of the total number of shares sold will request the meeting to consider other matters. other than what is specified in the meeting invitation letter, however, for transparency and gives equal rights to shareholders There should not be additional agenda items to consider other agenda items. that were not specified in the meeting invitation letter for the shareholders' meeting to consider, approve or vote on.

The Company has published the meeting invitation along with meeting documents on the Company's website. [www.mitsibleasing.com/shareholder meeting/](http://www.mitsibleasing.com/shareholder%20meeting/) Topic "Investor Relations" in the subtopic "Shareholder Information" and "Shareholder Meeting" Attending the meeting on the said date, time and place Please follow the regulations for attending shareholder meetings via electronic media (E-AGM) as per attachment 8, with the Company taking into account the importance of personal data protection. yours We have established measures to protect the personal information of attendees at the 2023 Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act 2019. The Company would like to inform you of the Company's actions. About the protection of your personal information and your rights under the said law And shareholders who wish to attend the meeting can register for an electronic meeting (E-AGM) according to attachment 9.

In the event that shareholders are unable to attend the meeting in person and intend to authorize others to attend the meeting and vote on their behalf Please use either Form A or Form B. (It is recommended to use Form B.) according to attached document 7 and in order to preserve rights, and the benefits of shareholders in the case of being unable to attend the meeting in person and wishes to appoint an independent director of the company as a proxy to attend the meeting and vote on his or her behalf. Shareholders can appoint a proxy. By using the proxy according to the document Attachment 7 provides a list of independent directors of famous companies, and details appear in attached document 5 in order to attend the meeting and vote on behalf of shareholders. However, shareholders who wish to attend the meeting via electronic media (E-AGM) must notify their intention to attend the meeting in the following 2 ways:

1. Shareholders inform their intention to register to attend the meeting in advance. By sending information via E-mail or post from 18 March 2024 to 5 April 2024.
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
	http://mitsib.thekoble.com/agm/emeeting/index/1

To make registration to attend the 2024 Annual General Meeting of Shareholders more smooth and convenient. Shareholders are requested to study the regulations and guidelines for attending meetings via electronic media. The Company will conduct the meeting in accordance with the Company's regulations regarding the meeting as per attachment 6.

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



MITSIB

บริษัท มิตรสิบลิสซิ่ง จำกัด (มหาชน)

**895-6 หมู่ที่ 5 ถนนศรีนครินทร์ ตำบลสำโรงเหนือ อำเภอเมือง
จังหวัดสมุทรปราการ 10270**



www.mitsibleasing.com



@mitsib



mitsibleasing



02-743-8787