

Minutes of the 2024 Annual General Meeting of Shareholders

Mitsib Leasing PCL.

Time and Venue

The meeting was held on Wednesday, April 10, 2024 at 1:00 PM. Format of the meeting via electronic media (E-AGM)

The Company's Board of Directors has a total of 6 people :

1.	Dr. Kitti	Yongsanguanchai	Chairman
2.	Mr. Pongchai	Kasemthawisak	Independent Director and Audit Committee
3.	Mr. Nithiphat	Yongsanguanchai	Director
4.	Mr. Nutchai	Yongsanguanchai	Director
5.	Mr. Nithat	Yongsanguanchai	Director
6.	Mr. Attasit	Mungmee	Director

Directors who attended the meeting via electronic media, totaling 2 persons :

1.	Asst. Prof. Saran	Chookhiatti	Independent Director/ Chairman of Audit Committee
2.	Mr. Singhachai	Boonyayothin	Independent Director and Audit Committee

Executives attending the live conference room meeting :

1.	Mr. Worakit	Siramethadet	Assistant Chief Executive Officer
2.	Mr. bancha	Kaeotai	Director of Credit and Marketing Division
2.	Miss. Branchen	Wannarat	Retaining Director of Accounting and Finance

The executives of the subsidiary's meeting room were broadcasted live.

1.	Mr. Assawin	Na Nakorn	Branch Director, Mitsib Sek Ngern Co., Ltd.
2.	Mr. Tinnapop	Yongsanguanchai	Operations Director, Mitsib Sek Ngern Co., Ltd.
3.	Mr. Jirayu	Yongsanguanchai	General manager Best Car Center Co., Ltd.

The auditor from KPMG Phoomchai Audit Co., Ltd. attended the meeting via electronic media.

1.	Ms. Saranya	Pludsri	CPA No. 6768
2.	Ms. Chutiwan	ChanSawangPhuwan	CPA No. 8265

**Before the meeting begins**

Mitsib Leasing Public Company Limited ("Company") by Ms. Warunee Nonthasri, Company Secretary ("The meeting operator") welcomed the shareholders. and the attendees who come to the 2024 Annual General Meeting of Shareholders and inform the 2024 Annual General Meeting of Shareholders (the "Meeting"), the Company will record the video and audio broadcast of this meeting. For recording and preparing meeting minutes Meeting management, etc. All shareholders can study the details

according to the Privacy Notice for the Company's 2024 Annual General Meeting of Shareholders in additional documents attached to the meeting invitation letter. and at the company's website.

The Company has determined the names of shareholders who have the right to attend the Annual General Meeting of Shareholders (Record Date) on March 15, 2024 to consider various matters. As specified in the meeting invitation letter.

The Company has hired OJ International Company Limited to organize this annual general meeting of shareholders. In order to comply with the criteria set by law and comply with the meeting control system that maintains the security of the information system, such as storing electronic traffic data of all meeting participants as evidence of meeting attendance. According to announcements or criteria of relevant agencies or laws.

In order for the meeting to be in accordance with the principles of good corporate governance regarding voting via electronic media. Shareholders and proxies must comply with the rules and conditions set by the Company for electronic voting methods. and how to ask questions or express your opinion Can be practiced as follows :

1. Because this meeting is via electronic media. Therefore, ballots will not be printed for attendees.
2. The meeting will consider various matters. According to the agenda specified in the meeting invitation letter Information on each agenda will be presented and shareholders will be given the opportunity to ask questions before voting, and the results will be reported to the meeting once the votes for that agenda have been counted in order.
3. Voting at the meeting Every shareholder has votes equal to the number of shares they hold, with 1 share = 1 vote.
4. In counting votes, the company will deduct the votes of resolution, disagreement, and abstention from the total number of votes of shareholders who attended the meeting and had the right to vote. and the rest will be considered as votes that have a resolution to agree with the proposed agenda.
5. The number of votes of shareholders in each agenda may not be equal. Due to the gradually entering the meeting room of shareholders and Proxy, therefore, the number of attendees in each agenda may change.
6. In voting Shareholders are requested to go to the E-Voting window to vote on each agenda within the specified time (1 minute) in the case that shareholders wish to change their votes. This can be done by pressing to select the score again. If the agenda has already been closed for voting Shareholders will not be able to vote. or change the vote
7. The system will collect points. By counting the total votes from those who voted via E-Voting and those who voted in advance through the proxy documents given to independent directors and meeting participants into the system.

Meeting facilitator Closing registration for the general meeting of shareholders And would like to inform you that today there were 17 shareholders attending the meeting in person via electronic media, holding a total of 153,888,990 shares, accepting 24 proxies, holding a total of 367,826,796 shares, totaling 41 shareholders with a total of 521,715,786 shares, representing 66.2167 percent of the total shares sold, amounting to 787,892,023 shares, thus forming a quorum. According to the Company's Articles of Association, Article 34, which stipulates that at a general meeting of shareholders, there must be no less than 25 shareholders and proxies (if any) present at the meeting, or not less than half of the total number of shareholders. and there must be shares totaling not less than one-third of the total number of shares sold. Therefore, there was a quorum as specified in the Company's regulations.

The Chairman welcomed and opened the Company's 2024 Annual General Meeting of Shareholders in order to comply with the principles of good corporate governance of listed companies (CG Code). Mitsib Leasing Public Company Limited (the Company) has Realize the importance of shareholders and to receive equal treatment. Therefore, shareholders are given an opportunity to participate in proposing agenda items for the 2024 Annual General Shareholders' Meeting between 5 October - 31 December 2023 through the Stock Exchange's news system. and published on the company's website The results showed that there was no shareholder proposing an agenda. The 2024 Annual General Meeting of Shareholders considered and resolved each agenda as follows:

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

The Chairman informed the meeting that this agenda was to consider and approve the minutes of the 2023 Annual General Meeting of Shareholders, held on April 21, 2023. The Company had prepared the minutes. And published on the company's website. For shareholders to certify the minutes of the meeting which no shareholder requested to amend.

The Board of Directors considered that it was appropriate to propose to the meeting to consider and approve the minutes of the general meeting. Shareholders for the year 2023, which the Board of Directors considers to have recorded the report correctly therefore proposed that the meeting adopt the said meeting report.

The Chairman gave shareholders or proxies who attended the meeting an opportunity to express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies who attended the meeting to inquire and provide additional suggestions on this agenda.

The Chairman therefore asked the meeting to vote to adopt the minutes of the 2023 Annual General Meeting of Shareholders held on April 21, 2023..

**Resolution of the meeting** The meeting considered Resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders, held on 21 April 2023, according to the Chairman. Offer everything With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: Resolutions in this agenda must be approved by a majority vote of the total number of votes of shareholders. Who come to the meeting and vote.

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

The Chairman informed the meeting that the Company had summarized past operating results. And important changes that occurred in 2023, with details appearing in the 2023 annual report and statement of financial position. And comprehensive income statement For the accounting period Ending on December 31, 2023 and the auditor's report in QR Code format which appears in the meeting invitation sent to all shareholders.

The Chairman asked Mr. Nitipat Yongsanguanchai, Chief Executive Officer, Explain to the meeting the details of this agenda to the meeting.

Mr. Nitipat Yongsanguanchai presented details to the meeting as follows:

Mitsub Leasing Company operates a financial loan service business. In the form of hire purchase or what is simply called we have been providing finance for more than 20 years by providing finance services to specific groups, namely 1. Groups that are public vehicles (mass transportation vehicles such as taxis/songthaews/buses/vans) and 2. Groups that it's a commercial vehicle. Types of goods transport vehicles such as trucks/trailers/trailers/logistics vehicles etc. and currently we have established a subsidiary company. To provide services in various areas as follows:

1. Mitsib Sekngen Company Limited provides personal loans with collateral, car registration and real estate mortgages.
2. Mitsib Pico Company Limited provides unsecured personal loans with limited credit limits, also known as Pico Finance Company.
3. Best Car Center Company Limited produces and distributes Commercial vehicles

**An overview of the company's performance in 2023 is as follows.**

- Total income of 686 million baht, an increase of 201 million baht, accounting for 41%, EBIT of 92 million baht, net profit of 35 million baht, an increase from 2022 at 14 million, or accounting for 67%.
- Financial ratios at the end of the year are as follows:

**Net Profit Margin** or net profit ratio of 5.11%,

**ROA** ratio of return to total assets is 5.29%,

**ROE** ratio of return on total shareholders' equity is 4.64%,

**NIM** or the ratio of interest income minus interest expenses is 11.04%,

And finally, the ratio of D/E Ratio or debt to equity is 1.45 times.

In 2023, the company issued loans. 65% more than last year with the company foresaw the COVID-19 situation It has been resolved. The total amount is 1,057 million baht, with the proportion between financing and registration pledging of 67% and 33%, respectively. At the end of 2023, we have a total loan portfolio of 2,230 million baht, of which 80 are hire purchase/financing loans. % to 20% respectively, financing of public transportation for commercial vehicles, it is 69% to 31%. For those pawning real estate registration books, it is 83% to 17% for cars.

At the end of 2023, the Company had total assets of 1,890 million baht and liabilities of 1,118 million baht, most of which were debt to financial institutions, debt to related parties and debt to other parties, respectively, and had D/ E ratio at 1.45 times the

group's income for the whole year was 686 million baht, divided into income from interest from hire purchase income of 163 million baht, income from car sales and distribution of 408 million baht, Earned from interest on registered pawn loans at the amount of 59 million baht, and the amount of 56 million baht came from other income such as commissions received from being an insurance broker, service fees. And other fees, etc. The main expenses include sales costs from a subsidiary company, Best Car Center Co., Ltd., which purchases cars for sale in the amount of 365 million baht, expected credit losses of 70 million baht, costs in Distribution and administration of 159 million baht and financial costs of 46 million. It can be seen that costs in every category will increase accordingly. Increased sales and lending volumes But the credit loss category decreased compared to the previous year. Profit over the past three years has continued to grow. With factors from the COVID-19 situation improving, the company has increased lending. Financial costs in terms of Bank interest rates became stable and did not increase, and the impact from the company having to help high-risk debtors decreased accordingly, showing many financial ratios. When comparing the past 3 years, it has always been upwards, such as Net Profit Margin, ROA, ROE, NPL ratio, last year increased from the original at 4.08%, which was checked with other finance companies. In the same industry on the stock exchange, most will be at the level of 4-5% or higher due to the fact that in 2023 the company will cancel measures to help debtors. The debtor must pay the installment in full. As a result, some customers were unable to pay. The loss reserve ratio was at 73%, lower than last year's at 130%. As for the allowance for doubtful debts, or ECL, the reserve was 1 million baht higher compared to last year. With the previous year

Last year Thailand has a total of 28 million tourist arrivals and this year 2024, it is expected that there will be 34 million tourists, which will make the public transportation service business boom and from the number of metered taxi registrations there will be a high volume. Continuously increasing during the 2 months of January and February this year, new vehicle registrations increased 20% compared to the same period last year. And it is estimated that there should be no less than 3,600 new registered vehicles throughout the year. Therefore, it is considered a good opportunity for us to expand the loan amount to meet higher demand.

#### **Operational plan for 2024**

As for this year 2024, the company plans a strategy to add and promote new products. that are environmentally friendly, such as expanding the loan portfolio for more electric taxis, solar rooftop loans for residences, medical equipment loans As for the subsidiary company, Mitsib Sek Ngern Co., Ltd. , providing registration loan services, the company has expanded its branches in the area of Convenience stores that are stand alone, which the company currently Four branches have already been opened and if the evaluation results at the end of the second quarter of this year go well. The company will immediately accelerate the expansion of additional branches. As for Best Car Center, it will expand the sales of electric taxis and Sanddab in Bangkok and surrounding areas. Along with various tourist cities in the country Overall, the company has set a target for all types of loan lending to be approximately 40-50% higher than last year, with a total value of approximately 1,500 million.

The Chairman gave the opportunity to shareholders. Or proxies attending the meeting express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies attending the meeting to inquire and provide additional suggestions on this agenda. For this agenda, there was no voting. Because it is an agenda for acknowledgment Therefore, in order for the meeting to proceed at the appropriate time

Resolution of the Meeting Acknowledge the company's operating results for the year 2023.

Agenda 3 : Consider approving the 2023 financial statements for the accounting period ending December 31, 2023.

The Chairman informed the meeting that the company has prepared financial statements for the accounting period ending on December 31, 2023, according to the details shown in the 2023 annual report, which the company has sent to all shareholders in QR Code form.

The Chairman asked Mr. Banchuen Wannarat for the position of Acting Director of Accounting and Finance. Explain to the meeting the details of this agenda to the meeting.

Mr. Banchuen Wannarat explained the details to the meeting as follows:

According to laws and regulations, the company must prepare a balance sheet and income statement at the end of the fiscal year. To propose for consideration and approval to the annual general meeting of shareholders. The financial statement consists of Statement of financial position Statement of comprehensive income and notes to financial statements for the accounting period ending 31 December 2023 of the Group of Companies Passed review by the audit committee. Including receiving the approval of the Company's Board of Directors. And passed the inspection by a certified public accountant. The auditor gave an unqualified opinion. Accurate as expected according to financial reporting standards Details of the financial statements appear in the 2023 annual report, pages 169-254, published on the company's website. In summary, the main points in the table displayed on the screen are as follows:

รายการ	หน่วย	2565	2566	เปลี่ยนแปลง	%
สินทรัพย์รวม	ล้านบาท	1,589	1,890	302	19%
หนี้สินรวม	ล้านบาท	850	1,118	268	32%
ส่วนของผู้ถือหุ้น	ล้านบาท	739	772	33	4%
รายได้รวม	ล้านบาท	485	686	201	41%
ค่าใช้จ่ายรวม	ล้านบาท	464	651	187	40%
กำไรสุทธิ	ล้านบาท	21	35	14	67%
กำไรต่อหุ้น	บาท	0.027	0.045	0.018	67%

The operating results of the Group in 2023 as presented in Agenda 2 will affect the financial position and operating results of the Group in 2023 as follows.

Total assets amounted to 1,890 million baht, an increase of 302 million baht.

Total liabilities amounted to 1,118 million baht, an increase of 268 million baht.

Shareholders' equity was 772 million baht, an increase of 33 million baht.

Total income was 686 million baht, an increase of 485 million baht.

Total expenses amounted to 651 million baht, an increase of 187 million baht.

Net profit was 35 million baht, an increase of 14 million baht.

Earnings per share amounted to 0.045 baht.

And today representatives from the company's auditing office also attended this meeting. If you have questions, you can ask.

The Chairman gave the opportunity to shareholders. Or proxies who attended the meeting to express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies who attended the meeting to inquire and provide additional suggestions on this agenda.

The Chairman then asked the meeting to vote to approve the Company's financial statements. For the accounting period ending December 31, 2023, which has been audited by a certified public accountant.

**Resolution The meeting** The meeting resolved to approve the financial statements for the year 2023 for the accounting period ending December 31, 2023, which had been audited by the company's certified public accountant. As proposed in all respects with the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: Resolutions in this agenda must be approved by a majority vote of the total number of votes. of all shareholders who attended the meeting and voted

#### Agenda 4 : To consider and approve the allocation of net profit as legal reserve

The Chairman explained that this agenda was an agenda to consider approving the allocation of net profits as a legal reserve. He asked Mr. Banchuen Wannarat to hold the position of Acting Director of Accounting and Finance. Explain to the meeting the details of this agenda to the meeting.

Ms. Banchuen Wannarat explained to the meeting that According to the Company's Articles of Association, Section 37, which stipulates that the general meeting of shareholders is the one to consider allocating profits as legal reserves, and according to the Public Limited Companies Act, B.E. 2535, Section 116, and the Company's Articles of Association, Section 46, stipulates that the company Must allocate part of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit. Until the reserve fund reaches an amount of not less than 10 percent of the registered capital, details are as follows.

list	Amount
Net profit from operating results (Separate budget)	14,795,185
Legal reserve fund, year 2023	739,759
<b>Accumulated legal reserve</b>	<b>18,361,528</b>
<b>Registered capital</b>	<b>393,946,537.50</b>
<b>Ratio of reserve capital to registered capital, percentage</b>	<b>4.66</b>

The Chairman gave the opportunity to shareholders. Or proxies who attended the meeting to express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies who attended the meeting to inquire and provide additional suggestions on this agenda.

The Chairman therefore asked the meeting to vote to approve the allocation of 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).

**Resolution The meeting** The meeting considered and resolved to approve the allocation of 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) as proposed in all respects. With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: Resolutions in this agenda must be approved by a majority vote of the total number of votes. Shareholders who come to the meeting and vote.

**Agenda 5 : To consider and approve the omission of dividend payment for the year 2023**

The Chairman explained that this agenda was an agenda to consider approving the omission of dividend payment for the year 2023. He asked Mr. Banchuen Wannarat to hold the position of Acting Director of Accounting and Finance. Explain to the meeting the details of this agenda to the meeting.

Mr. Banchuen Wannarat explained to the meeting that the Company has a policy of paying dividends to shareholders at a rate of not less than 40 percent of net profits after deducting corporate income tax. and legal reserve each year. However, the said dividend payment is subject to change. It depends on the reason and necessity of the company's management. For this year, the Company's Board of Directors deems it appropriate to refrain from paying dividends for the year 2023 for the following reasons.



1. The company needs to use funds to expand lending.
2. To invest in additional subsidiaries In order for the subsidiary to have sufficient funds for lending in the future.

The Chairman gave the opportunity to shareholders. or proxies who attended the meeting expressed their opinions and asked additional questions about this agenda. It appeared that there were shareholders who asked questions and gave suggestions, which can be summarized as follows.

Dr. Surasak Amnuayprawit Shareholders attending the meeting in person suggested that This agenda is the agenda to refrain from paying dividends. Every year the company has announced dividend payments despite the COVID-19 pandemic crisis. But this year the company made more profits but withheld dividends. which has an impact on The shareholder therefore suggested that the company consider the company's dividend policy.

Mr. Nutchai Yongsanguanchai, Deputy Chief Executive Officer Explained to the meeting that the group of companies has continued profitable operating results despite the COVID-19 outbreak situation. There are still good operating results continuously but may be less than normal business operations. Therefore, the company has confidence in restoring the business to normal. The goal in 2024 is to increase lending by 40 - 50% compared to the previous year, amounting to approximately 1,500 million baht. The company requires a relatively high investment and the company must raise funds through every channel. To support the expansion of the loan portfolio as planned. From the shareholders' suggestions on the amount the company must pay as dividends. The amount is not high. But the company It is a nonbank financial institution that uses the company's cash flow to pay dividends. The continuous result is that the company must borrow money from financial institutions or external funding sources. which is used to compensate for the money paid out This will indirectly cause the company's financial costs to increase and affect the company's profits.

When no shareholder asked any additional questions or expressed any additional opinions, the Chairman proposed that the meeting vote.

**Resolution The meeting** The meeting considered and resolved to approve not paying dividends for the year 2023 as proposed in all respects. With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	517,590,786	99.2093
Disapproved	4,125,000	0.7907
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: Resolutions in this agenda must be approved by a majority vote of the total number of votes. Shareholders who come to the meeting and vote.

Agenda 6 : Consider approving 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.

The Chairman explained that this agenda was an agenda to 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 in this agenda. Ask the company secretary Explain to the meeting the details of this agenda to the meeting.

Ms. Warunee Nonthasri, Company Secretary Explained to the meeting that According to the Public Limited Companies Act, Section 140 (including amendments), the shareholders' meeting may vote to reduce capital by eliminating 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, I would like to propose that the meeting consider approving the reduction of the Company's registered capital in the amount of 526 baht from the original registered capital of 393,946,537.50 baht to a new registered capital of 393,946,011.50 baht by eliminating 1,052 ordinary shares that cannot be sold or have not yet been issued for sale by the company. Par value of 0.50 baht per share (fifty satang) and amendment to the company's memorandum of association, section 4 (regarding registered capital).

In this regard, the Board of Directors' meeting resolved to approve the proposal to the 2024 Annual General Meeting of Shareholders for consideration and approval. Assign authority to sign the application for registration of capital reduction and amendment of the company's memorandum of association. or taking action to amend or change requests and contents in such documents related to the Department of Business Development, Ministry of Commerce. To comply with the law The company's regulations are 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	-

The Chairman gave the opportunity to shareholders. or proxies attending the meeting express their opinions and ask additional questions regarding this agenda which There were no shareholders or proxies who attended the meeting to inquire and provide additional suggestions on this agenda.

The Chairman then asked the shareholders' meeting to vote to approve the consideration and approval of 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.

**Resolution The meeting** The meeting resolved to approve the reduction of the company's registered capital in the amount of 526 baht from the original registered capital of 393,946,537. 50 baht to a new registered capital of 393,946,011. 50 baht by eliminating the common shares that could not be sold or had not yet been put out for sale of the company, 1,052 shares, with par value. 0.50 baht each and amend the Company's Memorandum of Association, Section 4, regarding the Company's registered capital, to be consistent with the reduction of the Company's registered capital. As proposed in all respects With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: 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 : 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. Shares that are entitled to be allocated additional common shares in proportion to their shareholding (Record Date)

The Chairman explained that this agenda was an agenda 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 to approve the date. Determine the names of shareholders who are entitled to be allocated additional common shares in proportion to their shareholding (Record Date). In this agenda is Mr. Nutchua Yongsanguanchai, Deputy Managing Director. Explain to the meeting the details of this agenda to the meeting.

Mr. Nutchua Yongsanguanchai, Deputy Chief Executive Officer Explained to the meeting that The Board of Directors resolved to increase capital by allocating additional ordinary shares of the Company in the amount of not more than 787,892,023 shares with a par value of 0.50 baht per share to the existing shareholders of the Company. According to the shareholding proportion that each shareholder holds (Rights offering) at the share allocation ratio of 1 existing common share to 1 additional common share. Which offers to sell additional common shares at a price of 0.70 baht per share, with a record date of 23 April 2024 and a reserved date for shares of 8-15 May 2024.

The Company plans to raise funds of approximately 551,000,00 baht (in the event that 100% of shares are subscribed) from the issuance and offering of additional common shares to existing shareholders in proportion to their shareholding (Right Offering). To be used for the following purposes

1. To increase capital of Mitsub Sekngen Company Limited (subsidiary company) in order to provide loans that have increased.
2. To lend to Mitsub Leasing Public Company Limited, which has been growing.

The Chairman gave the opportunity to shareholders. or proxies attending the meeting express their opinions and ask additional questions regarding this agenda. It appears that there were shareholders who asked questions and gave suggestions, which can be summarized as follows.

Dr. Surasak Amnuaypravit Shareholders attended the meeting in person. Provide recommendations regarding the allocation of additional shares and setting the price of the offering of additional shares. As the conditions of the stock market are not suitable for increasing capital. Therefore, I would like to propose to postpone the capital increase for now.

Financial advisor Informed to the meeting Allocation of additional capital shares of the company Initially, the Company considers the use of the Company's funds according to the Company's plan and according to the objectives of the capital increase set forth. And the price of the offering of capital increase shares is a number that comes from calculations on the calculation date, which at that time was 1 baht. The company has already compared it with the price that will occur as a dilution.

Dr. Kitti Yongsanguanchai, Chairman of the Board of Directors Notify the meeting of suggestions and recommendations. From shareholders

When no shareholder asked any additional questions or expressed any additional opinions, the Chairman proposed that the meeting vote on a resolution.

The Chairman therefore asked the shareholder meeting to vote to approve 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 names of shareholders who are entitled to be allocated additional common shares in proportion to their shareholding (Record Date).

**Resolution The meeting** The meeting resolved to approve the allocation of 787,892,023 additional common shares with a par value of 0.50 baht per share to support the allocation of additional common shares to existing shareholders in proportion to the number of shares held by each shareholder. At the allocation ratio of 1 existing common share to 1 additional common share. In the case where there is a fraction of shares resulting from the calculation, that fraction must be rounded off. and approve the date for determining the names of shareholders who are entitled to be allocated additional common shares in proportion to their shareholding (Record Date) on April 23, 2024, as proposed in all respects. With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	517,567,510	99.2048
Disapproved	4,125,000	0.7907
Abstained	23,276	0.0045
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: 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 8 :** Consider approving the increase of the company's registered capital. 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.

The Chairman explained that this agenda was an agenda to consider and approve an increase in the company's registered capital. 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. In this agenda, Ms. Warunee Nontasri, Company Secretary, was asked to Explain to the meeting the details of this agenda to the meeting.

Ms. Warunee Nonthasri, Company Secretary Explained to the meeting that Due to Agenda 7, which considers approving the allocation of additional common shares to existing shareholders in proportion to the shareholding that each shareholder holds. At the share allocation ratio of 1 existing common share to 1 additional common share.

Therefore, we would like to propose that the meeting consider approving an increase in the registered capital of the Company in the amount of 393,946,011.50 baht from the original registered capital of 393,946,011.50 baht to a new registered capital of 787,892,023 and amending the Company's Memorandum of Association, Section 4 ( Regarding registered capital) to be consistent with the increase in the Company's registered capital.

In this regard, the Board of Directors' meeting resolved to approve the proposal to the 2024 Annual General Meeting of Shareholders for consideration and approval. Assign authority to sign applications for registration of capital increases and amendments to the company's memorandum of association, or to amend or change requests or contents in such documents related to the Department of Business Development, Ministry of Commerce. To comply with the law The company's regulations are as follows:

**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 -

The Chairman gave the opportunity to shareholders. or proxies attending the meeting express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies attending the meeting to inquire and provide additional suggestions on this agenda.

The Chairman then asked the shareholder meeting to vote to approve the increase in the company's registered capital. 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.

**Resolution The meeting** The meeting resolved to approve an increase in the company's registered capital of 393,946,011.50 baht from the original registered capital of 393,946,011.50 baht. 393,946,011.50 baht is the new registered capital of 787,892,023 baht and amend the company's memorandum of association, section 4 (registered capital) to be consistent with the increase in the company's registered capital. As proposed in all respects with the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: 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 9: Consider approving amendments to the Company's objectives. And the amendment of the company's memorandum of association, section 3. (objective)**

The Chairman explained that this agenda was an agenda to consider and approve amendments to the Company's objectives. And the amendment of the Company's memorandum of association, item 3. (Objective) in this agenda asks Ms. Warunee Nonthasri, Company Secretary. Explain to the meeting the details of this agenda to the meeting.

Ms. Warunee Nonthasri, Company Secretary Explained to the meeting that To be consistent with the company's business operations and supports business operations at the company Will expand and grow in the future by adding 1 objective of the company 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 is the oil system, electrical system or other systems.”

And amend the Company's Memorandum of Association, Section 3. (Objectives) to be consistent with the additional amendments. The Company's objectives are as follows:

**Previously**, Section 3, the Company's objectives, totaling 28 items (details as attached to PLC. 002, published on the Company's website)

**New**, Section 3: Objectives of the Company, totaling 29 items ( details as attached to PCL.002 published on the Company's website)

The Chairman gave the opportunity to shareholders. Or proxies attending the meeting express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies attending the meeting to inquire and provide additional suggestions on this agenda.

The Chairman then asked the shareholder meeting to vote to approve the amendment of the Company's objectives. And the amendment of the company's memorandum of association, section 3. (Objective)

**Resolution The meeting** The meeting considered and approved amendments to the Company's objectives. And the amendment of the Company's Memorandum of Association, Clause 3. (Objectives) with the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: 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 10 : Consider approving the appointment of directors to replace those whose terms will expire.**

The Chairman explained that this agenda is an agenda to consider and approve the appointment of directors to replace those whose terms will expire. In this agenda, I would like to ask Mr. Pongchai Kasemthawisak Chairman of the Nomination and Remuneration Committee Explain to the meeting the details of this agenda to the meeting.

Mr. Phongchai Kasemthawisak Chairman of the Nomination and Remuneration Committee Explain to the meeting The Company has given shareholders an opportunity to nominate names of persons with appropriate qualifications. To be considered for appointment as a director of the company for the year 2024 through the news system of the Stock Exchange of Thailand. and published on the company's website Not less than 3 months in advance, from October 5, 2023 - December 31, 2023, when the aforementioned date and time have expired \*\* The results show that no shareholder has submitted a list of names of persons to be considered for election as directors of the Company.



In this regard, the current Board of Directors has 8 people, so there are 2 directors who must retire by rotation at the 2024 Annual General Meeting of Shareholders, with the directors who have been in office the longest. Those retiring according to the agenda are as follows:

First person

Dr. Kitti Yongsanguanchai, the director proposed for appointment is the Chairman of the Board of Directors. The term of office is 6 years (including the term proposed this time) with no shareholding in the company. He is a person who has knowledge and ability, has leadership, and has a broad vision, as well as having morals, ethics, and a good attitude towards the organization. Able to devote sufficient time that is beneficial to the Company's operations. and have all qualifications according to the company's policy

2nd person

Dr. Singhachai Boonyayothin, the director proposed for appointment is an independent director/ audit committee member. The term of office is 5 years (including the term proposed this time) with no shareholding in the company. The qualifications and duties of independent directors and audit committee members are included. It is of the opinion that Dr. Singhachai Boonyayothin has all the qualifications to be an independent director according to the relevant announcements and criteria. They also have experience and expertise in specific areas that are very beneficial to the company's business as well as being able to express their opinions and make various suggestions. About the operations of the company freely

The Board of Directors, excluding directors who retire by rotation Agreed with the proposal of the Nomination and Remuneration Committee. Which has considered suitability, qualifications, qualifications, experience, skills, and professional expertise Of the directors who must retire from office upon completion of their terms, both of them have gone through the screening process and careful consideration of the Board of Directors.

Therefore, it is considered appropriate to propose to the general meeting of shareholders to consider reappointing the two directors who retired by rotation to serve as directors of the Company and positions in the sub-committees as before for another term.

The Chairman gave the shareholders or proxies who attended the meeting an opportunity to express their opinions and ask additional questions regarding this agenda. When there are no shareholders or the proxy wants to inquire or express another opinion Therefore, the meeting was requested to vote to approve the election of directors to replace those who must retire by rotation in 2024.

**Resolution The meeting** The meeting resolved to approve the election of Dr. Kitti Yongsanguanchai and Dr. Singhachai Boonyayothin, directors whose terms had expired, to return to their positions for another term. As proposed in all respects With the following votes:

1. Approved the appointment of Dr. Kitti Yongsanguanchai as Chairman of the Board of Directors. Return to office for another term Summary of voting results as follows:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

2. Approve the appointment of Dr. Singhachai Boonyayothin as an independent director/audit committee member who returns to the position for another term. The voting results are summarized as follows.

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	521,715,786	100
Disapproved	0	0
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: 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 11 : Consider and approve the determination of remuneration for the Board of Directors and sub-committees for the year 2024.**

The Chairman informed that this agenda is to consider and approve the determination of the remuneration of the Company's Board of Directors and sub-committees for the year 2024 and asked Mr. Phongchai Kasemthawisak Chairman of the Nomination and Remuneration Committee Explain to the meeting the details of this agenda.

Mr. Phongchai Kasemthawisak Explained to the meeting that according to the Public Companies Act, Section 90, which stipulates that the remuneration of directors must be in accordance with the resolution of the shareholder meeting. and the Company's regulations, Article 23, which stipulates that directors have the right to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits in accordance with the regulations or according to the resolution of the meeting. Shareholders will consider which may be specified as a definite number or lay down criteria and determined from time to time Or it will be effective forever until there is a change. For the year 2024, the Nomination and Remuneration Committee has considered the remuneration of 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. In order to

make it more appropriate, it was considered appropriate to propose it to the general meeting of shareholders. By determining the remuneration of directors and various sub-committees for the year 2024 in an amount not exceeding 2,000,000 baht, with details as follows:

**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, TheNomination 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
● <b>Board of Directors</b>		
Chairman	40,000	40,000
Director	25,000	25,000
● <b>Audit Committee</b>		
Chairman	30,000	30,000
Director	20,000	20,000
● <b>Risk Management Committee</b>		
Chairman	30,000	30,000
Director	20,000	20,000

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

The Chairman gave the opportunity to shareholders. or proxies attending the meeting express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies attending the meeting to inquire and provide additional suggestions on this agenda.

The Chairman therefore asked the shareholder meeting to vote to approve the determination of the remuneration of the Company's Board of Directors and sub-committees for the year 2024.

**Resolution The meeting** The meeting considered and resolved to approve the determination of remuneration for the board of directors. and the Company's sub-committees for the year 2024, totaling not more than 2,000,000 baht, proposed in all respects With the following votes:

By counting votes, the number of shares of interested directors is not counted as the basis for counting votes. There are 2 people in total : 1. Mr. Nithat Yongsanguanchai, number of shares: 26,578,123 shares and

2. Mr. Attasit Mangmee, number of shares: 14,765,623 shares

Total shareholders attending the meeting in this agenda 480,372,040 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	480,372,040	100
Disapproved	0	0
Abstained	0	

Therefore, the total number of shareholders attending the meeting was 39, representing a total of 480,372,040 votes. (without counting the votes of interested directors as the basis for counting the votes, totaling 41,343,746 votes)

Note: The resolution in this agenda must be approved by a vote of two-thirds (2/3) of the shareholders present at the meeting.

**Agenda 12 : Consider approving the appointment of an auditor. And determine the auditor's remuneration for the year 2024**

The Chairman explained that this agenda is an agenda to consider and approve the appointment of auditors and determine the audit fees for the year 2024. In this agenda, I would like to invite Assoc. Prof. Saran Chookhiatti, Chairman of the Audit Committee. Explain to the meeting the details of this agenda to the meeting.

Associate Professor Saran Chookhiatti, Chairman of the Audit Committee Explained to the meeting that To comply with Section 120 of the Public Company Act. And the Company's Articles of Association, Article 37, which requires that the general meeting of shareholders appoint 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 those related to such persons in any way, therefore, they are independent in examining and expressing their opinions 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.
1. Miss SARANYA PLUDSRI	6768
2. Miss SOMJAI KHUNAPASUT	4499
3. Miss WANWILAI PHETSANG	5315
4. Miss Chutiwan ChanSawangPhuwan	8265

In the event of necessity 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. EY Office Company Limited is the auditor of the Company. Company for the year 2024 and set the audit fee for the Company and its subsidiaries for the year 2024 at the amount of 2,500,000 baht per year, which does not include other service fees (Non-Audit Fee) that the Company actually pays.

**Determine the auditor's remuneration.**

company	Year 2023	Year 2024 (proposed year)
Mitsib Leasing Public Company Limited	2,140,000.00	2,140,000.00
Mitsib Sek Ngern Company Limited	185,000.00	185,000.00
Mitsip Pico Company Limited	55,000.00	55,000.00
Best Car Center Company Limited	120,000.00	120,000.00
<b>Total</b>	<b>2,500,000.00</b>	<b>2,500,000.00</b>

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

details	Auditor compensation proposal		more (reduce)
	Year 2022	Year 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
<b>Total</b>	<b>2,518,600</b>	<b>2,612,500</b>	

The Chairman gave the opportunity to shareholders. or proxies who attended the meeting to express their opinions and ask additional questions regarding this agenda. There were no shareholders or proxies who attended the meeting to inquire and provide additional suggestions on this agenda.

The Chairman then asked the meeting to vote to approve the appointment of auditors and the determination of audit fees for the year 2024.

**Resolution The meeting** The meeting resolved to approve the appointment of an auditor. and determine the auditor's remuneration for 2024 as proposed in all respects. With the following votes:

Total shareholders attending the meeting in this agenda 521,715,786 shares

Resolution voted	Number of votes cast (1 share = 1 vote)	Percentage of shareholders who attend the meeting and Vote
Approved	517,590,786	99.2093
Disapproved	4,125,000	0.7907
Abstained	0	
Total number of shareholders 41 persons, representing a total of 521,715,786 votes.		

Note: Resolutions in this agenda must be approved by a majority vote of the total number of votes. Shareholders who come to the meeting and vote.

**Agenda 13 : Consider other matters (if any)**

The Chairman informed the meeting that This agenda is an opportunity for shareholders or proxies. expressed an opinion Or have additional questions about other matters? that is apart from the agenda specified in the meeting invitation letter or for the Board of Directors to clarify or answer shareholders' questions. In this agenda there will not be any voting.

The Chairman invited shareholders to ask other questions. It appears that there were shareholders who asked questions and gave suggestions, which can be summarized as follows.

Ms. Chanathip Wittayakul volunteered to protect the rights of shareholders by accepting proxies. From the Thai Investors Association Inquire via chat channel to the meeting: Thai Investors Association There is a policy presented to listed companies. in the Stock Exchange of Thailand Organize a general/extraordinary meeting of shareholders using On-site meeting and Online simultaneously or called Hybrid in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors, which is consistent with circular letter of The Securities and Exchange Commission (SEC) at SEC No. Nor. (W) 2/2024, subject: Requesting cooperation regarding holding a general meeting of shareholders dated 10 January 2024, would like to present to you. Consider the proposal for organizing a hybrid meeting according to the policy of the Thai Investors Association above.

Ms. Warunee Nonthasri Company Secretary Explained to the meeting that The company is grateful for the suggestions from the Thai Investors Association. The company accepts the policy and will take it into consideration in holding the next general meeting of shareholders.

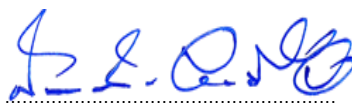
The meeting facilitator informed that if there were no questions or suggestions, the company would complete the meeting minutes. and published on the company website www.mitsibleasing.com within 14 days if any shareholder has any suggestions or significant corrections. Please notify the Company Secretary at Email: sec\_com@mitsibleasing.com within 30 days from the publication of this meeting report.

The Chairman closed the meeting and thanked the shareholders for taking the time to attend the meeting. As well as providing opinions and suggestions that are extremely beneficial to the company.

closed at 15.30

Sincerely yours,

Mitsib Leasing Public Company Limited



(Mr. Kitti Yongsanguanchai)  
Chairman of the Board