



(English translation)

March 27, 2024

Subject: Invitation to 2024 Annual General Meeting of Shareholders by Electronic Means (E-AGM)

To: Shareholders of Saksiam Leasing Public Company Limited

Attachment Supporting Documents for the Meeting's Agendas

1. 56-1 One Report together with the Financial Statements for the fiscal year ended 31 December 2023 in QR Code
2. Profiles of the directors retiring by rotation and nominated for the appointment to be director for another term
3. Definition of independent directors
4. Profiles and experience of the auditors

Supporting Documents for the Meeting

5. Articles of Association of the Company in relation to the shareholders' meeting and voting
6. Proxy Form A., Form B. and Form C.
7. Details of independent director supporting the appointment of shareholder's proxy
8. Guidelines for attending the AGM through Electronic Means (E-AGM) and the Appointment of Proxies
9. Registration Form for attending the AGM through Electronic Means (E-AGM)
10. Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)
11. Request Form for the 56-1 One Report in printed format
12. Form for submission of questions in advance prior to the shareholders meeting

The Board of Directors of Saksiam Leasing Public Company Limited (the "**Company**") has passed a resolution to approve the 2024 Annual General Meeting of Shareholders (the "**Meeting**") to be convened by electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations on Friday April 19, 2024 at 10.00 A.M., which will be broadcasted from the Company's headquarter at No. 49/47 Chetsada Bodin Road., Tha It Sub-district, Muang Uttaradit District, Uttaradit Province to consider the following agendas.



Agenda 1 To consider acknowledging the Company's operating results for the year 2023

Fact and Rationale: Pursuant to Section 113 of the Public Company Limited Act B.E. 2535 (as amended) (the "PLC Act"), the Board of Directors shall deliver to the shareholders the annual report together with the invitation of the annual general meeting of shareholder. The Company has summarized the operating results and material changes of the Company in the Annual Report for 2023 (56-1 One Report), The details are as shown in **Attachment 1.**

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose the Company's operating results for the year 2023 to the Meeting for acknowledgement.

Voting: This agenda is for acknowledgement; therefore, no vote shall be cast.

Agenda 2 To consider approving the financial statements for the fiscal year ended 31 December 2023

Fact and Rationale: Pursuant to Section 112 of the PLC Act and Article 45 of the Articles of Association of the Company ("AOA") specified that the Board of Directors have to prepare the financial statement and annual profit and loss account of the Company to propose to the shareholders' meeting for approval. The Board of Directors, therefore, prepared the Company's financial statements for the fiscal year ended 31 December 2023 which has already been audited and certified by the certified auditor from PricewaterhouseCoopers ABAS Ltd. and endorsed by the Audit Committee that it is prepared accurately, completely, and in accordance with generally accepted accounting principles, as well as approved by the Board of Directors in order to propose the shareholders for consideration and approval at the annual general meeting.

The financial statements for the fiscal year ended 31 December 2023 have been provided under Section "Auditor's Report" and "Financial Statements" of the 56-1 One Report, details as shown in **Attachment 1.** A summary of significant information is as follows:

Summary of significant information of the Financial Statements for the fiscal year ended 31 December 2023



Unit: THB Million

Item	Consolidated Financial Statements		
	As of 31 December 2022	As of 31 December 2023	Change in Percent + / (-)
Total assets	11,624	13,184	13.4
Total liabilities	6,247	7,352	17.7
Total equity	5,376	5,832	8.5
Total revenue	2,336	2,740	17.3
Net profit	710	749	5.5
Basic earnings per share (THB per share)	0.34	0.36	5.9

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose the Meeting to consider and approve the financial statements for the fiscal year ended 31 December 2023 which have been audited by the Certified Public Accountant, reviewed and endorsed by the Audit Committee and approved by the Board of Directors of the Company.

Voting: The resolution for this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 To consider approving the allocation of net profits as a legal reserve and dividend payment for the operating results for the year 2023

Fact and Rationale: Pursuant to Section 116 of the PLC Act and Article 54 of the Company's AOA, the Company shall allocate a part of the annual net profits to be the legal reserve of not less than 5% of the annual net profit, less the amount of carried-forward accumulated loss (if any), until this legal reserve is at the amount of not less than 10% of the registered capital.

In addition, the Company has its dividend payment policy at the rate of not less than 40% of the net profit per the separate financial statements after deducted by the corporate income tax and legal reserves of each of such year. Such dividend payment rate may be changed from the determined rate depending on the operating results, financial position, cash flow, necessity for investment, working capital, additional investment, business expansion, conditions and limitations as stipulated in the loan agreements as well as other appropriateness in relation to management of the Company as the Board of Directors and/or the shareholders deemed appropriate. The dividend paid shall not exceed the retained earnings as appearing on the Company's financial statements and shall be paid in accordance with relevant law.



In 2023, The Company has profit derived from its operation in the amount of THB 751,552,023. The Company has considered that it is appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the allocation of net profit from 2023 operating results to be the legal reserve in the amount of THB 42,600,000 and approve the dividend payment from the Company's operating results for the fiscal year ended 31 December 2023, at the rate of THB 0.15 per share, totaling THB 314,400,000 accounting for a percentage 41.83 of net profit per the separate financial statements after tax deduction from specific budgets and after deducting various reserve funds, which is consistent with the Company's dividend payment policy. The dividend will be subject to the required withholding tax.

A comparison of the previous dividend payments from 2022 - 2023

Details of dividend payment	(as proposed) 2023	2022
1. Annual net profit (Loss) (THB)	751,552,023	716,628,094
2. Number of the Company's issued shares (Shares)	2,096,000,000	2,096,000,000
3. Cash Dividend (THB/Share)	0.15	0.137
4. Total amount of dividends paid (THB)	314,400,000	287,152,000
5. Dividend Payout Ratio (percent)	41.83	40.07

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose the Meeting to consider as follows:

1. To approve the allocation of net profits from the 2023 operating results to be the legal reserve in the amount of THB 42,600,000; and
2. To approve the dividend payment from 2023 operating results at the rate of THB 0.15 per share, totaling THB 314,400,000. The record date to determine the list of shareholders entitled to receive the dividend is scheduled on April 30, 2024 and the distribution of dividend will be made on May 17, 2024.

Voting: The resolution for this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider approving the appointment of directors to replace those who are due to retire by rotation.

Fact and Rationale: Pursuant to Section 71 of the PLC Act and Article 22 of The Company's AOA, at every annual general meeting of shareholders, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the



number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

At present, the Board of Directors consists of 13 directors. In this Meeting, the 4 which is closest to one-third directors retiring by rotation are as follows:

Item	Name of Directors	Position(s)
1.	Dr. Suphot Singhasaneh	Independent Director/ Audit Director
2.	Mrs. Nantana Sangkavichir	Independent Director/ Audit Director
3.	Mrs. Woranutchanan Phongsurang	Independent Director
4.	Mr. Siridej Aungudomsin	Director

The Company provide the opportunity for the shareholders to nominate qualified persons to be elected as directors in advance during October 2, to November 30, 2023 by announcement through the electronic disclosure channel of the Stock Exchange of Thailand and the Company's website. Nonetheless, no shareholders nominated any qualified candidates for election as directors.

The Nomination and Remuneration Committee (without the interested directors) has considered the recruitment and selection of the personnel, who are deserving as being nominated as directors in replacement of the directors who are retiring by rotation, by taking into account the suitability, knowledge, competencies and expertise of the Board of Directors with the variety of experiences in the relevant businesses which are supportive to the operation of the Company and of the view that the retiring directors are knowledgeable, experienced, as well as possessing good employment record, leadership, vision, ethics, integrity, and have an excellent attitude toward the Company, and are able to devote sufficient time to the affairs of the Company. In addition, they are qualified under the qualification requirements for directors under the PLC Act, Securities and Exchange Act B.E. 2535 (as amended) and notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand and other relevant notification. In addition, for those who will holding positions as independent directors is a person fully qualified according to the definition of an independent director of the Company, which is equivalent to the notification of the Capital Market Supervisory Board. The definition of an independent director is detailed in **Attachment 3**, which has been sent to all shareholders along with this invitation letter and also serves as an independent director of the company for a period of no more than 9 years from the date of first appointment (including the agenda proposed for appointment this time). The Nomination and Remuneration Committee, therefore, deemed it appropriate to reappoint the 4 directors retiring by rotation as directors for another term.

The Company's shareholdings held by the nominated directors



No.	Name of the persons nominated for appointment as director	Number of share held	Voting Rights
1.	Dr. Suphot Singhasaneh	2,000,000	2,000,000
2.	Mrs. Nantana Sangkavichir	1,000,000	1,000,000
3.	Mrs. Woranutchanan Phongsurang	300,000	300,000
4.	Mr. Siridej Aungudomsin	300,000	300,000

Profiles, educational backgrounds, and work experience of the 4 directors are as shown in **Attachment 2**.

Opinion of the Board of Directors:

The Board of Directors (without the interested directors) has carefully considered and agreed with the recommendation of the Nomination and Remuneration Committee. Viewing that the 4 nominated persons has passed the consideration of the Nomination and Remuneration Committee that such persons are the qualified persons who are supportive to the operation of the Company, knowledgeable, experienced, as well as possessing good employment record, leadership, vision, ethics, integrity, and have an excellent attitude toward the Company, and are able to devote sufficient time to the affairs of the Company as well as the characteristics which are appropriate and in accordance with the elements and structure of the directors. In addition, they are qualified under the qualification requirements for directors under the PLC Act, Securities and Exchange Act B.E. 2535 (as amended) and notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand and other relevant notification.

As a result, the Board of Directors (without the interested directors) deems it appropriate to propose the Meeting to appoint the 4 directors to be retired by rotation to be the Company's directors for another term provided that the Board of Directors has carefully scrutinized and reviewed the proposal of such retiring 4 directors.

Voting:

The resolution for this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes (In considering the election of directors who retire by rotation, the company will consider approving on an individual basis).

Agenda 5

To consider approving the remuneration and meeting allowances of directors for the year 2024.

Fact and Rationale:

Pursuant to Section 90 of the PLC Act and Article 36 of the Company's AOA, the remuneration of the Company's directors shall be determined by the meeting of shareholders. The Company's directors are entitled to receive the directors' remuneration from the Company in form of monetary reward, meeting allowance, lump-sum payment, bonus or the remunerative benefit in other forms pursuant to



the Company's AOA or as determined by the meeting of shareholders. In addition, such distribution of remuneration may be specified in a fixed amount or in principle or prescribe the remuneration criteria applicable from time to time or applicable until amending by the resolution of the meeting of shareholders. Further, the directors shall be entitled to receive any other allowance and welfare according to the Company's rule. However, the remuneration provision in the first paragraph shall not affect any staff or employee who has been elected as director with regard to his/her the right to receive remuneration and benefit as a staff member or employee of the Company. In this regard, such remuneration paid to the directors shall not contrary to or inconsistent with the qualifications of independent directors according to the law on securities and exchange.

For the determination of the remuneration of the directors for the year 2024, the Nomination and Remuneration Committee has considered the current economic conditions and deemed appropriate to propose the Board of Directors to consider proposing the compensation and attendance fee for the year 2024 which is the same as last year as per resolved by the 2023 Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders No. 1/2023 as follows:

Board and Sub-committee	For the year 2024 (THB)	For the year 2023 (THB)
Board of Director		
Chairman	50,000	50,000
Independent director	35,000	35,000
Director	17,000	17,000
Audit Committee		
Chairman of Audit Committee	35,000	35,000
Member of Audit committee	25,000	25,000
Risk Management Committee		
Chairman of Risk Management Committee	35,000	35,000
Member of Risk Management Committee (independent director and a non-executive director)	25,000	25,000
Nomination and Remuneration Committee		
Chairman of Nomination and Remuneration Committee	35,000	35,000
Member of Nomination and Remuneration Committee (independent director and a non-executive director)	25,000	25,000



Board and Sub-committee	For the year 2024 (THB)	For the year 2023 (THB)
Corporate Governance and Sustainability Committee		
- Chairman of Corporate Governance and Sustainability	35,000	35,000
- Member of Corporate Governance and Sustainability (independent director and a non-executive director)	25,000	25,000
Pension (lump-sum payment): The Board of Directors determine as appropriate.	Not exceeding 4,110,000	Not exceeding 4,110,000

Non-monetary remuneration and other benefits - None -

Opinion of the Board of Directors: Having considered and agreed with the recommendation of the Nomination and Remuneration Committee, the Board of Directors deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2024 according to the above rationales and proposal.

Voting: The resolution for this agenda item must be approved by the votes of not less than two of three (2/3) of the total votes of shareholders presented at the meeting.

Agenda 6 To consider approving the appointment of the auditor, and remuneration of auditor for the year 2024.

Fact and Rationale: Section 120 of the PLC Act and Article 62 and 63 of the Company's AOA requires the annual general meeting of shareholders to consider the appointment of auditor provided that the meeting of shareholders may re-elect the same auditor and to determine the auditor's remuneration.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 dated October 22, 2013 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for 7 fiscal years, whether consecutively or not. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the current auditing firm to replace the former auditor(s). Nevertheless, the auditor can be re-appointed after at least 5 fiscal years interval break.

The Audit Committee has considered and proposed to appoint the auditor(s) of the Company and subsidiary based on experience with the internationally acceptable standards, possession of thorough knowledge and understanding in the businesses of the group of companies. It is deemed appropriate to propose the appointment of



KPMG Phoomchai Audit Co., Ltd. to be the Company and subsidiary's audit firm. The Company will change its audit firm from PricewaterhouseCoopers ABAS Ltd. in the year 2023 to KPMG Phoomchai Audit Co., Ltd. in the year 2024 since after comparing the audit fees and existing auditor with auditors, the audit fees of KPMG Phoomchai Audit Co.,Ltd. is lower than that of existing auditor by 10% , has met all the criteria and qualifications as an auditor to perform such scope of services for the company and proposed to appoint the following certified public accountants from KPMG Phoomchai Audit Co., Ltd., who are the auditors approved by the Office of the Securities and Exchange Commission (“Office of SEC”), to be the Company and subsidiary's auditors:

List of Auditors	CPA License No.	Signing in the Company's Financial Statements
1. Khun Orawan Chotiwiwiyakul	10566	-
2. Khun Chokchai Ngamwutikul	9728	-
3. Khun Thitima Pongchaiyong	10728	-
4. Khun Jedsada Leelawatanasuk	11225	-

The Audit Committee has further proposed the auditor's remuneration for the year 2024 in the amount of THB 2,700,000 per year, exclusive other expenses and THB 200,000 per year for the Company's subsidiary, exclusive other expenses.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Fiscal Year ended 2024 (as proposed)		Fiscal Year ended 2023	
	Audit fee	Other service charges and expenses	Audit fee	Other service charges and expenses
1. Saksiam Leasing Public Company Limited	2,700,000	-	3,000,000	-
2. Saksiam Maker Drone Limited (subsidiary)	200,000	-	250,000	-

Opinion of the Board of Directors: The Board of Directors, by taking into account the independence and remuneration of the auditors, deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Phoomchai Audit Co., Ltd. to be the Company's audit firm and the appointment of (1) Khun Orawan Chotiwiwiyakul Certified Public Accountant No. 10566 and/or (2) Khun Chokchai Ngamwutikul, Certified Public Accountant No. 9728 and/or (3) Khun Thitima Pongchaiyang, Certified Public Accountant No. 10728 and/or (4) Khun Jedsada Leelawatanasuk, Certified Public Accountant No. 11225 from KPMG Phoomchai Audit



Co., Ltd. to be the Company's auditors for the year 2024 with the auditor's remuneration of THB 2,700,000 per year, exclusive other expenses and THB 200,000 per year for the Company's subsidiary, exclusive other expenses.

Furthermore, the auditors of the Company and its subsidiary are from the same audit firm, namely KPMG Phoomchai Audit Co., Ltd.

The above nominated auditors do not provide any other services to the Company as well as do not have any relationship or interest with or in the Company, or any of its subsidiaries, executives, major shareholders or other related persons thereof.

The details of biography of the 4 auditors are set out in **Attachment 4**.

Voting:

The resolution for this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 7

To consider other business (if any).

The Company invited the shareholders to propose agendas and to nominate qualified candidates for election as directors for the 2024 Annual General Meeting of Shareholders in advance during October 2 to November 30, 2023 by announcements through the electronic disclosure channel of the Stock Exchange of Thailand and the Company's website. Nonetheless, no shareholders proposed any matters or nominated any candidates for election as directors.

The Company, cordially invites the shareholders to attend the 2024 Annual General Meeting of Shareholders by electronic means (E-AGM) on the date and time abovementioned. The Company will run the system for registration on the meeting date from 8.30 a.m. onwards. In this regard, in order to guarantee the rights of and to protect benefits of the shareholders, in case that the shareholders are unable to attend the meeting and would like to appoint proxy to attend the Meeting and cast the votes, the shareholders shall use either Proxy Form A or Proxy Form B, which has been deliver to the shareholders together with this invitation, and for the foreign shareholders who appoint custodian, please use Proxy Form C only, the details of the proxies are in **Attachment 6** or the shareholders may consider appointing the Company's independent director to attend the Meeting and cast the votes, whose details are shown in **Attachment 7**. By using Proxy Form B., the Company's independent director shall vote in each agenda as determined by the shareholders in the Proxy Form B. Please see Guidelines for attending the AGM through Electronic Means (E-AGM) and the Appointment of Proxies in **Attachment 8** for more information.

The shareholders wishing to attend the 2024 Annual General Meeting of Shareholders by Electronic Means (E-AGM), please deliver Registration Form for attending the AGM through Electronic Means (E-AGM) together with the evidence of meeting eligibility (Details are as shown in **Attachment 9** to the Company to the following channels:

Email: secretary.s@saksiam.co.th
(Within April 11, 2024)



Saksiam Leasing Public Company Limited

49/47 Chetsada Bodin Road., Tha It, Muang Uttaradit, Uttaradit 53000

Tel : 055-444495 , 830778 Fax 055-440371

Mail:
(Within April 11, 2024)

Mrs. Tippamas Lamcharoen
Saksiam Leasing Public Company Limited
No. 49/47 Chetsada Bodin Road., Tha It,
Muang Uttaradit, Uttaradit Province 53000

QR Code:
(Open for registration from
March 22, 2024 to April 11,
2024)



The Company has prepared the 56-1 One Report in QR Code which the shareholders can download from Notification of Meeting (with QR Code) (**Attachment 1**). In addition, the Company has published this 2024 Annual General Meeting of Shareholders invitation letter, including Form 56-1 One Report, Proxy Form A, Form B and Form C and other documents related to this meeting via the Company's website www.saksiam.com since March 20, 2024.

However, any shareholder the 56-1 One Report in printed format, please submit the request form, details as shown in **Attachment 11**. The Company will deliver the 56-1 One Report in printed format accordingly.

After the Company review the list of shareholders entitled to attend the Meeting on February 29, 2024, which is scheduled to be the record date, the Company will deliver Username and Password for logging in the program for attending the 2024 Annual General Meeting of Shareholders by Electronic Means (E-AGM) to the shareholders via e-mail provided to the Company.

This 2024 Annual General Meeting of Shareholders by Electronic Means (E-AGM) will be conducted by OJ International Co., Ltd., the service provider that has already been certified by the Electronic Transactions Development Agency.

Any shareholders having any queries in relation to the Meeting or significant information of the Company, please deliver your queries in advance before the Meeting date (**Attachment 12**) to the Company or via e-mail secretary.s@saksiam.co.th

Please be informed accordingly.

Yours faithfully,

Saksiam Leasing Company Public Company Limited

(Mr. Suphot Singhasaneh)
Chairman of the Board