



Saksiam Leasing Public Company Limited

49/47 Chetsada Bodin Road., Tha it Sub-district,
Muang Uttaradit District, Uttaradit 53000
Tel : 1487 , 0 5544 0372 Fax 0 5544 0371 www.saksiam.com

(English translation)

March 25, 2025

Subject: Invitation to 2025 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 for the year 2025

1. 56-1 One Report together with the Financial Statements for the fiscal year ended December 31, 2024, in QR Code
2. List and profiles of the directors retiring by rotation and nominated for the appointment to be director for another term
3. Profiles and experience of the auditors

Supporting Documents for the Meeting

4. Articles of Association of the Company in relation to the shareholders' meeting and voting
5. Proxy Form A., Form B. and Form C.
6. List and details of independent directors supporting the appointment of shareholder's proxy
7. Guidelines for attending the AGM through Electronic Means (E-AGM) and the Appointment of Proxies
8. Registration Form for attending the AGM through Electronic Means (E-AGM)
9. Guidelines for attending the meeting via e-Proxy Voting.
10. Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)
11. 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 2025 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 Tuesday, April 22, 2025 at 10.00 A.M., which will be broadcasted from the Company's head office 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 2024

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 that occurred in 2024 which forms part of the Company’s 2024 Annual Report (56-1 One Report) which can be downloaded in QR Code , 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 2024 to the Meeting for acknowledgement.

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

Agenda 2 To consider approving the financial position statement and profit and loss account for the fiscal year ended December 31, 2024

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 position 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 financial position statement and profit and loss account for the fiscal year ended December 31, 2024, which has already been audited and certified by the certified auditor from KPMG Phoomchai Audit Co., 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 for the year 2025.

The financial statements for the fiscal year ended December 31, 2024, which forms part of the Company’s 2024 Annual Report (56-1 One Report) which can be downloaded in QR Code, 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 December 31, 2024**

Unit: THB Million

Item	Consolidated Financial Statements		
	As of December 31, 2023	As of December 31, 2024	Change in Percent + / (-)
Total assets	13,184	15,316	16.17
Total liabilities	7,352	8,969	21.99
Total equity	5,832	6,347	8.83
Total revenue	2,740	3,124	14.01
Net profit	749	839	12.02
Basic earnings per share (THB per share)	0.36	0.40	11.11

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose the Meeting to consider and approve the financial position statement and profit and loss account for the fiscal year ended December 31, 2024, 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 omission of net profit allocation as legal reserve and the dividend payment for the operating results for the year 2024

Fact and Rationale:

Pursuant to Sections 115 and 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 percent of the annual net profit, deducting the amount of carried-forward accumulated loss (if any), until this legal reserve is at the amount of not less than 10 percent of the registered capital.

In addition, the Company has its dividend payment policy at the rate of not less than 40 percent 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

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management of the Company as the Board of Directors and/or the shareholders deemed appropriate. Such dividend payment shall not exceed the retained earnings as appearing on the Company's financial statements and shall be paid in accordance with relevant law.

The Company has considered and approved the omission of allocation of profits to the legal reserve, as required by law, since the Company has already allocated the total legal reserve of THB 209,600,000 representing 10 percent of the Company's registered capital, which has reached 10 percent of the Company's current registered capital. The Company, therefore, is not required to allocate the additional profits from the Company's operating results for the fiscal year ended December 31, 2024, to the legal reserve.

In this regard, in 2024, the Company has profit derived from its operation in the amount of THB 845,588,583. The Company has considered that it is appropriate to propose the Meeting to approve the allocation of net profit from 2024 at the rate of THB 0.18 per share, totaling THB 377,280,000 accounting for 44.60 percent 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. The record date for determining shareholders entitled to receive the dividends is scheduled for April 30, 2025, and the distribution of dividends will be made on May 20, 2025.

A comparison of the rate of dividend payments from 2023 to 2024

Details of dividend payment	For the operating result	
	2024	2023
1. Annual net profit (Loss) (THB)	845,588,583	751,552,023
2. Number of the Company's issued shares (Shares)	2,096,000,000	2,096,000,000
3. Cash Dividend (THB/Share)	0.18	0.15
4. Total amount of dividends paid (THB)	377,280,000	314,400,000
5. Dividend Payout Ratio (percent)	44.60	41.83

**Opinion of the
Board of Directors:**

The Board of Directors deems it appropriate to propose the Meeting to consider as to approve the omission of net profit allocation as legal reserve and the dividend payment from 2024 operating results at the rate of THB 0.18 per share, totaling THB 377,280,000. The record date to determine the list of shareholders entitled to receive the dividend is scheduled for April 30, 2025 and the distribution of dividend will be made on May 20, 2025.

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 reappointment 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)	Number of years being a director (years)	Number of meetings attended		
				Board of Directors' Meeting	Executive Committee Meeting	Risk Management Committee Meeting
1.	Mrs. Jintana Boonsalee	Director/Executive Committee Member	8.6 years	9/9	13/14	-
2.	Mrs. Sopida Suksai	Director/Executive Committee Member	8.6 years	8/9	13/14	-
3.	Mrs. Renu Wilasri	Director/Executive Committee Member	7.1 years	9/9	13/14	-
4.	Mr. Chawalit Phanpha	Director/Executive Committee Member/Risk Management Committee Member	8.6 years	9/9	12/14	4/4



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The Company provided the opportunity for the shareholders to nominate qualified persons to be elected as directors in advance during October 1, to November 30, 2024, 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 directors who have conflicts of interest) 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 suitable and 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.

The Company does not have any directors nominated to serve as independent directors.

The Company's shareholdings held by the nominated directors

No.	Name of the person nominated for appointment as director	Number of shares held	Voting Rights
1.	Mrs. Jintana Boonsalee	505,857,200	505,857,200
2.	Mrs. Sopida Suksai	1,000,000	1,000,000
3.	Mrs. Renu Wilasri	1,100,000	1,100,000
4.	Mr. Chawalit Phanpha	550,000	550,000

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 directors who have conflicts of interest) 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, structure of the directors, and the Company's business operations. 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 directors who have conflicts of interest) deems it appropriate to propose the Meeting appointing the 4 directors to be retired by rotation to be the Company's directors for another term.

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 of directors and sub-committee members for the year 2025

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 the 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. Furthermore, the directors shall be entitled to receive any other allowance and welfare according to the Company's rules. 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 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 be 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 and sub-committee members for the year 2025, the Nomination and Remuneration Committee has considered the current economic conditions and deemed it appropriate to propose the Board of Directors to consider proposing the compensation and meeting allowance of the directors and sub-committee members for the year 2025 which is the same as last year as per resolved by the 2024 Annual General Meeting of Shareholders follows:



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Board and Sub-committee	For the year 2025 (THB)	For the year 2024 (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 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 determines as appropriate.	Not exceeding 4,110,000	Not exceeding 4,110,000
Non-monetary compensation and other benefits	-None-	-None-

The Company does not provide any other remuneration and benefits to the directors and sub-committees beyond those specified above.



Furthermore, the Board of Directors resolved to propose the Meeting to consider authorizing the Nomination and Remuneration Committee to allocate such amounts to directors and sub-committees within the budget approved by the 2025 Annual General Meeting of Shareholders.

**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 Meeting to approve the remuneration of directors and sub-committee members for the year 2025 and to authorize the Nomination and Remuneration Committee to allocate such amounts to directors and sub-committees within the budget 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 2025

**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 audit fee.

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 appointing the auditor(s) of the Company and subsidiaries based on experience with 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 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:

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List of Auditors	CPA License No.	Number of years providing audit services to the Company
1. Miss Orawan Chotiwiwiyakul	10566	2024
2. Mr. Chokchai Ngamwutikul	9728	-
3. Miss Thitima Pongchaiyong	10728	-
4. Mr. Jedsada Leelawatanasuk	11225	-

And resolved that any one of the above auditors will be the auditor of the Company and provide an opinion on the Company's and its subsidiary's financial statements. In case the aforementioned auditors are unable to perform their duties, KPMG Phoomchai Audit Co., Ltd. shall provide other auditors from KPMG Phoomchai Audit Co., Ltd. to audit and provide an opinion on the Company's and its subsidiary's financial statements instead with the audit fee of THB 2,800,000 per year, and 2 subsidiaries, namely Saksiam Maker Drone Co., Ltd. with the audit fee of THB 200,000 per year and Saksiam Solar Energy Co., Ltd. with the audit fee not exceeding of THB 300,000 per year, excluding other related service fees.

Comparison of the Audit Fees

Auditor	Fiscal Year ended 2025 (as proposed)		Fiscal Year ended 2024	
	Audit fee	Non-Audit Fee	Audit fee	Non-Audit Fee
1. Saksiam Leasing Public Company Limited	2,800,000	-	2,700,000	-
2. Saksiam Maker Drone Limited (subsidiary)	200,000	-	200,000	-
3. Saksiam Solar Energy Limited (subsidiary)	Not exceeding 300,000	-	80,000	-

Opinion of the Audit Committee:

The Audit Committee has considered the qualifications of the auditors by evaluating their independence and audit fees and deemed it appropriate to propose the appointment of the above-mentioned auditors as the Company's auditors for the year 2025, whereby any one of these auditors shall be authorized to audit and provide an opinion on the Company's financial statements.

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 Meeting to consider and approve the appointment of KPMG Phoomchai Audit Co., Ltd. to be the Company's audit firm and the appointment of (1) Miss Orawan Chotiwiwiyakul Certified Public Accountant No. 10566



and/or (2) Mr. Chokchai Ngamwutikul, Certified Public Accountant No. 9728 and/or (3) Miss Thitima Pongchaiyong, Certified Public Accountant No. 10728 and/or (4) Mr. Jedsada Leelawatanasuk, Certified Public Accountant No. 11225 from KPMG Phoomchai Audit Co., Ltd. to be the Company's auditors for the year 2025 with the audit fee of the Company of THB 2,800,000 per year, and 2 subsidiaries, namely Saksiam Maker Drone Co., Ltd. with the audit fee of THB 200,000 per year and Saksiam Solar Energy Co., Ltd. with the audit fee not exceeding of THB 300,000 per year, excluding other related service fees.

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 either or 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 3.](#)

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 businesses (if any).

The Company invited the shareholders to propose agendas and to nominate qualified candidates for election as directors for the Meeting in advance during October 1 to November 30, 2024, 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 2025 Annual General Meeting of Shareholders by electronic means (E-AGM) on the date and time abovementioned. The Company will run the system for registration at the meeting date from 9.00 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 5](#) 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 6](#). 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 7](#) for more information.

The shareholders wishing to attend the 2025 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 evidence of meeting eligibility (Details are as shown in [Attachment 8](#) to the Company to the following channels:



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Email: secretary.s@saksiam.co.th

(Within April 11, 2025)

Mail:

(Within April 11, 2025)

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 25, 2025 to April 11,
2025)



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 2025 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 21, 2025.

After the Company reviews the list of shareholders entitled to attend the Meeting on February 28, 2025, which is scheduled to be the record date, the Company will deliver Username and Password for logging in the program for attending the 2025 Annual General Meeting of Shareholders by Electronic Means (E-AGM) to the shareholders via e-mail provided to the Company.

The Company places great importance on the protection of your personal data as a shareholder, including in cases where you are a proxy. To ensure that you are confident that the Company will protect and treat your personal data in accordance with the Personal Data Protection Act B.E. 2562 (as amended), the Company hereby notifies you of the details of personal data processing, as well as inform you of your rights regarding your personal data, according to [Attachment 10](#).

This 2025 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 11](#)) 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