



19 January 2024

Subject: Notification of the resolutions of the board of Directors regarding the Board of Director Meeting on appointments of the directors to replace directors, consideration for the director's remuneration 2024., increasing the number of directors and the election of new directors.

Attention: Director and Manager
The Stock Exchange of Thailand

Micro Leasing Public Company Limited (**the "Company"**) would like to here by notify that the Company held the Board of Directors Meeting No.1/2024 on January 19, 2024 at the Company's meeting room, 3rd floor of Head Office, 863/3 Petchkasem Road, Sanamchan Sub-district, Mueang District, Nakhon Pathom Province 73000, and has resolved on the following matters as follows:

1. It was resolved to propose to the general meeting of shareholders to consider electing 4 directors to replace those whose terms expire this year, with names as follows:

- | | | |
|-------------------|--------------|---|
| 1) Mr. Chalong | Luengprasit | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 2) Mrs. Rotsanan | Yingtaveesak | Director / Executive Vice President senior Deputy Managing Director |
| 3) Mr. Keittipong | Toemkunanon | Director |
| 4) Mr. Tanyakon | Auchyawat | Director / Member of Risk Management Committee / Executive Director / and Assistant Managing Director of Credit Operations. |

The Board of Directors, excluding the 4 directors whose terms have expired, resolved to approve the resolution of the Nomination and Remuneration Committee to propose the election of

the 4 directors whose terms have expired to serve as directors one term and present it to the general meeting of shareholders for further consideration and approval.

As the Company invited shareholders to propose the agenda and to nominate candidates to be elected as Directors in advance from 1 October 2023 to 31 December 2023 by publishing through the company's website and after the said period has elapsed. It appears that there were no shareholders in advance to propose meeting agendas and nominate persons to be considered for election as company directors.

2. It was resolved to approve the determination of the remuneration of directors and sub-committees for the year 2024 in accordance with the opinions of the Nomination and Remuneration Committee and presented to the general meeting of shareholders for further consideration and approval according to the original criteria and rates at the meeting. The ordinary shareholders have approved the details as follows.

(Unit:Baht)

| Remuneration of the Directors | | | | |
|---|------------------------|--------------------------|------------------------|--------------------------|
| Position | 2024 | | 2023 | |
| | Remuneration per month | Remuneration per meeting | Remuneration per month | Remuneration Per meeting |
| The Board of Directors | | | | |
| Chairman of the Board | 60,000 | 20,000 | 60,000 | 20,000 |
| Vice Chairman of the Board | 50,000 | 10,000 | 50,000 | 10,000 |
| Company Director (Not an independent director Not an executive director) | 20,000 | 10,000 | 20,000 | 10,000 |
| Company Director (Is an independent director except the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors) | 40,000 | 10,000 | 40,000 | 10,000 |
| Remuneration of the Sub-Committee | | | | |
| The Audit Committee | | | | |
| Chairman of Audit Committee | None | 30,000 | None | 30,000 |
| Audit Committee | None | 15,000 | None | 15,000 |
| Nomination & Remuneration Committee | | | | |

| | | | | |
|--|------|--------|------|--------|
| Chairman of Nomination and Remuneration Committee | None | 20,000 | None | 20,000 |
| Nomination and Remuneration Committee | None | 10,000 | None | 10,000 |
| Risk Management Committee | | | | |
| Chairman of Risk Management Committee | None | 20,000 | None | 20,000 |
| Risk Management Committee (Except for the executive director) | None | 10,000 | None | 10,000 |
| Other benefits | None | None | None | None |

3. It was resolved to approve the opinion of the Nomination and Remuneration Committee to propose to the general meeting of shareholders to consider and approve the increase in the number of directors and the election of new directors, for reasons that the overall economic situation during the past year has been extremely volatile both in the export sector and the construction sector. Therefore, it directly affects companies that have loans for used trucks. The Nomination and Remuneration Committee therefore considers it appropriate to consider increasing the number of directors with knowledge, abilities, and experience related to the Company's business from 11 people to 12 people and it was deemed appropriate for the shareholder meeting to elect a newly nominated director this time, namely Mr. Ekaphan Kuptawat, who has experience in operating the logistics business and as a dealer selling trucks in Nakhon Pathom province. Including participating in the development of new generations of entrepreneurs in Nakhon Pathom Province by being an advisor to the Young Entrepreneur Chamber of Commerce: YEC project of Nakhon Pathom Province, which can provide advice and information that is relevant and directly beneficial to the company's business.

With the approval of the Board of Directors, Mr. Ekaphan Kuptawat is now in a position to be nominated to the shareholders' meeting for election as a director of the Company and is considered a connected person. Due on December 8, 2022 Mr. Ekaphan Kuptawat has provided financial assistance to Micro Plus Leasing Company Limited (Subsidiary of the Company) and is considered a type 5 connected transaction (financial assistance transaction) according to the announcement of the Capital Market Supervisory Board No. Tor Jor. 21/2008 regarding criteria for conducting connected transactions, dated August 31, 2008 (and which has been amended) and the announcement of the Board of the Stock Exchange of Thailand regarding information disclosure and operations of listed companies in connected transactions B.E. 2003, edition dated 19 November 2003 (and with additional amendments) as detailed as follows:

1) Date of transaction 8 December 2022

2) Related parties

- Lender : Micro Plus Leasing Company Limited
- Borrower : As listed below

| <i>Type</i> | <i>Lender</i> | <i>Amount (Million Baht)</i> | <i>Interest rate</i> | <i>Period</i> |
|------------------|----------------------|------------------------------|----------------------|---------------|
| Connected person | Mr. Ekaphan Kuptawat | 50.0 | 5.90% | 4 years |
| | Total | 50.0 | | |

- Relationship with the Company : Persons to be nominated as directors of the company

3) General explanation of the transaction

- Type of the transaction Connected transaction in the category of receiving financial assistance
- Loan Amount 50,000,000 Baht
- Interest rate 5.90 % per year
- Repayment of principal and interest Repay the principal at maturity and pay interest monthly.
- Loan Term 4 year
- Objectives for the turnover of the Company's subsidiaries
- Securities as collateral None
- Other borrowing terms None
- Conditions that may affect the rights of shareholders None.

This financial assistance has no significant impact on the rights of the shareholders of the Company in any way because the Company does not provide any collateral to the lender and has no restrictions on the payment of dividends.

4) The total value of transaction, transaction size and criteria used to determine the transaction value.

$$\begin{aligned} \text{Transaction value} &= \text{Maximum loan amount} \times \text{Maximum interest rate} \times \text{Maximum borrowing period} \\ &= 50,000,000 \times 5.9 \% \times 4 \text{ (year)} = 11,800,000 \text{ baht} \end{aligned}$$

| | | |
|---------------------|--|-------------------|
| | Stamp Tax | = 10,000 baht |
| | Total value of transaction | = 11,810,000 baht |
| Size of Transaction | = Total Assets - Intangible Assets - Liabilities - Non-Controlling Interests NTA calculated from the consolidated financial statements of the Company as of September 30, 2023 = 1,866.66 million baht, medium transaction size 1 million baht < X < 56 million baht | |

Entering into such transactions is considered a connected transaction in the category of receiving financial assistance Type 5 Connected Transaction (Financial Assistance Transaction) according to the Notification of the Capital Market Supervisory Board No. Tor. Jor . 21/2551 Re: Rules for Connected Transactions, dated August 31,2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand : Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, B.E. 2546 , dated November 19, 2003 (and as amended)

Therefore, when considering the criteria for providing financial assistance to other according to the above list, the transactions size exceeds 0.03 % but not exceed 3 % of the net tangible assets (NTA) , according to the consolidated financial statements of the Company at on September 30, 2023 is considered a medium-sized item.

The Company must request approval for entering into the transaction from the Board of Directors' meeting and disclose the information about entering into such transaction to the Stock Exchange of Thailand.

In the past 6 months, the Company has not entered into any connected transactions.

5) Directors with interests and/or directors who are connected persons

-None-

6) Opinion of the Board of Directors

The Board of Directors considered that the said transactions is reasonable and beneficial to the Subsidiary since the Subsidiary needs to use the money for its business operations and the interest rate is the interest rate that is comparable to the debenture rate of Micro Leasing Public Company Limited.

7) Opinions of the Audit Committee and/or the Company's Directors differ from the opinions of the Board of Directors Committee under Clause 6)

-None-

Note The determination of the names of shareholders who have the right to attend the meeting and the meeting agenda will be announced next time.

Please kindly be informed accordingly.

Yours Sincerely,

(Mr. Kandanai Chonsuwat)

Deputy Managing Director of Accounting and Finance

Executive Office

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