

Document for Agenda 1 : To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders held on 28 April 2022

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**Minutes of the 2022 Annual General Meeting of Shareholders
of
Group Lease Public Company Limited
(the “Company”)**

Date, Time and Venue of the Meeting

The meeting was held on Thursday, 28 April 2022 at 10.00 a.m. at Venus Room, 3rd floor, the Miracle Grand Convention Hotel, No. 99, Khampang Phet 6 Road, Laksi, Donmuang, Bangkok 10210.

The meeting commenced

Ms. Chothip Nimitanon (the “**Secretary**”) informed the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) that due to this year, the Coronavirus disease or COVID-19 especially the Omicron variant still continues to spread and the number of new infections in the country still continues to rise, our 2 directors cannot enter to the Kingdom of Thailand. However, both directors had attended the Meeting via electronic device while the other 6 directors and 2 executives had attended the Meeting in person. The Secretary introduced the Board of Directors, the Sub-committees, the Executives and the Company’s legal advisors from DLA Piper (Thailand) Ltd. participating in the Meeting, as follows:

Directors Present in the Meeting (attended in person):

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| 1) Mr. Kaname Hashimoto | Chairman of the Board and Executive Director |
| 2) Mr. Riki Ishigami | Executive Director, Chief Executive Officer (CEO) and Vice Chairman |
| 3) Mr. Tatsuya Konoshita | Executive Director, Deputy CEO, Vice Chairman, Acting Chief Financial Officer (Acting CFO) and Chairman of the Executive Committee |
| 4) Dr. Thanaphon Kongjieng | Chairman of the Audit Committee and Independent Director |
| 5) Mr. Charoen Charoenattavit | Audit Committee and Independent Director |
| 6) Ms. Kanokrat Deemangmee | Audit Committee and Independent Director |

Directors Present in the Meeting (attended via electronic device):

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| 1) Mr. Muneo Tashiro | Executive Director, Vice Chairman, Deputy CEO Support |
| | and Risk Management Committee |
| 2) Mr. Yusuke Kozuma | Non-Executive Director |

(The ratio of present directors is 100.00 percent)

Executive Committees Present in the Meeting:

- 1) Mr. Frederic-Alexandre Paul Laurent Solbani CEO of PT Group Lease Finance Indonesia and Group Executive Committee Member
- 2) Mr. Vittawat Arunakasikor Chief Operating Officer (COO) and Risk Management Committee

Representative from Legal Advisor, DLA Piper (Thailand) Ltd., Present in the Meeting (attended via electronic device):

- 1) Mr. Santipap Dumprapai Senior Associate
- 2) Ms. Krittiya Wuddhikiranpreeda Associate

Mr. Kaname Hashimoto, Chairman, presided over the Meeting (the “**Chairman**”) and welcomed all shareholders including proxies and said that the Meeting shall be conducted mainly in English and Mr. Vittawat Arunakasikor, COO, shall interpret in Thai for better understanding of shareholders. However, the voting procedures and the voting result in each agenda shall be conducted in Thai for correct understanding and practice of shareholders. For the English translation, it would be provided on the presentation screen in order to facilitate the foreign shareholders. Moreover, Mr. Thongsak Phaengnakorn, a shareholder, was invited to be the witness of vote counting.

The Chairman informed the Meeting that at the end of each agenda before voting, he will provide opportunity to the shareholders and proxies to ask question and give suggestion concerning with each agenda; otherwise, it shall be done after the last agenda, Agenda 7, had been completed.

The Chairman informed the Meeting that the notice of the 2022 Annual General Meeting of Shareholders specifying the date, time, venue and agendas including all necessary attachments had been delivered to the shareholders through Thailand Securities Depository Co., Ltd. who is the Company’s registrar and was advertised on a daily newspaper in advance in compliance to Thai laws and the Company’s Articles of Association. Therefore, such invitation notice was validly made. The Chairman then assigned the Secretary to make announcement of the quorum in English and the voting procedure including the vote counting according to the Company’s regulation in Thai for the correct understanding and practice of shareholders.

The Secretary announced that there were 17 shareholders present in person, holding 25,319,186 shares in aggregate or 1.6597 percent of the total number of shares sold and 44 shareholders present by proxy, holding 697,353,305 shares in aggregate or 45.7120 percent of the total number of shares sold, totaling of 61 persons attending this Meeting, holding an aggregate of 722,672,491 shares, representing 47.3716 percent or more than one-third of the total number of the Company’s shares sold, i.e. 1,525,538,158 shares, which constituted the quorum according to Article 33 of the Articles of Association of the Company, which specifies that a quorum of each shareholders’ meeting shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half of the total number of shareholders, holding the shares in an aggregate of at least one-third (1/3) of the total number of the shares sold.

Voting procedures

To ensure that the conduct of the Meeting is in accordance with the principle of good corporate governance, the Secretary informed the Meeting regarding the voting procedures and vote counting methods for acknowledgement, as follows.

1. In casting votes in the Meeting, each shareholder will have the number of votes equal to the number of shares held, whereby one share is regarded as one vote.

2. The voting will be made by the ballot card provided upon registration. The shareholders will put only 1 mark on the ballot card as desired to vote either approve or disapprove or abstain and then sign their names on the ballot cards. Split voting shares were not allowed except for Custodians.
3. Only the shareholders who want to disapprove and or abstain voting will raise up their hands and submit their ballot cards to the staff for votes recording.
4. The voting for election of directors shall be done for each individual director, one by one.
5. Any votes cast in the following manner shall be considered invalid and the Company will not include the votes on such void ballots into the total number of votes for vote counting purpose:
 - A ballot card that is filled with more than one mark in the same agenda;
 - A ballot card with a vote that has been crossed out with no signature;
 - A ballot card that casts a vote exceeding the number of voting right to which the shareholder is entitled or splitting the number of votes (except Custodian).
6. After the Meeting, all ballot cards should be returned. In case the disapproved or abstained voting ballots were submitted after the vote counting in each agenda was closed, the votes casted shall not be counted or recorded in such agenda. In the event that the proxy or the shareholders who attended the meeting did not return the ballot card or returned without any mark on the ballot card, those votes shall be considered approved by the shareholders.
7. The proxy who was appointed by a shareholder to attend and vote on their behalf and has specified their intention of vote for approve, disapprove, or abstain voting (as the case may be) as marked on the proxy form will not receive the ballot card except that the shareholder grants the right for the proxy to vote on his/her behalf. The specified vote cast has already been recorded in advance.

Vote Counting

1. In collecting the voting result, the disapproval and abstention votes including the invalid votes (if any) shall be deducted from the total votes of the shareholders and proxy who attended the meeting and the remaining votes shall be the votes for approval.
2. Then the voting result shall be announced to the Meeting in each agenda.

Before leaving the meeting room when the Meeting is over, all the remaining ballot cards should be returned to the staff for evidence.

Thereafter, the Chairman proceeded the Meeting in accordance with the agenda items as follows:

Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021

The Chairman informed the Meeting that the Company had prepared the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021 which had been sent to shareholders together with the invitation letter. In this regard, the Board of Directors viewed that such minutes were correctly recorded reflecting the resolution passed by the shareholders and deemed it appropriate to propose the Meeting to certify the said minutes.

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

Question: Mr. Thongsak Phaengnakorn, the shareholder, asked about the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021 as he could not find that it had been sent to shareholders together with the invitation letter to the 2022 Annual General Meeting of Shareholders as mentioned by the Chairman.

Answer: Secretary said that the Company had sent the shareholders the aforementioned minutes of meeting together with to the invitation letter to the 2022 Annual General Meeting of Shareholders in QR Code format to enable the shareholders to access all important information including the minutes of the aforementioned meeting in order to reduce both paper consumption and deforestation.

Mr. Tatsuya Konoshita informed that for the next shareholder's meeting, the Company will improve such matter and will make it clearer and easier to be understood by the shareholders.

There was no person expressing any comment or raising any question. The Chairman then proposed the Meeting to resolve this agenda regarding the consideration and certification of the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021.

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting has resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021 with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	722,796,991	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

Agenda 2 To acknowledge the Company's performance of the 2020 and 2021 financial years and to consider and approve the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021

The Chairman informed the Meeting that the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 cannot be proposed to be considered and approved in the Meeting given that they have not yet been audited by the external auditor. Therefore, the Board of Directors recommended the shareholders to consider and approve the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 in the Shareholders' Meeting which will be held after the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 of the Company have been audited by the external auditor.

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

Question: Mr. Narong Junjuasupareerk, the shareholder, stated that as per the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 of the Company have not yet been audited by the external auditor and the Company's securities have been suspended from trading so he would like to ask the Management about the Company's financial performance in the 2020 and 2021 financial years whether the Company had made a profit or a loss.

Answer: Mr. Tatsuya Konoshita, on behalf of Acting CFO and the Management of the Company, said that first of all, he would like to make an apology to the shareholders regarding the Company's financial statements which has been pending since the 2020 financial statements ended 31st December 2020 up to now, so the Company cannot submit the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 with the auditor's opinion to the shareholders for consideration in the Meeting. Even, the Company has the unaudited financial statements in hand but under the regulation of the Stock Exchange of Thailand ("**SET**"), it cannot be disclosed at this moment. Moreover, some figure in the financial statements might be amended after the real audit process is finished. Therefore, the Company cannot disclose to the Meeting that the Company had made a profit or a loss in the 2020 – 2021 financial years.

The Management realized that the Company's securities have been suspended from trading for more than a year so we are in a hurry to finish the audit process on the 2020 financial statements ended 31st December 2020 first then the 2021 financial statements ended 31st December 2021 in order to make the Company's securities resume trading after the suspension ("**SP**") sign is lifted. The Company had already submitted KPMG Phoomchai Audit Ltd. ("**KPMG**"), the Company's external auditor for the 2020 financial year, the 2020 unaudited financial statements and all related documents which we have. Now we are waiting for KPMG's response. We promise that we will try our best to finish the audit process of the 2020 financial statements ended 31st December 2020 as soon as possible.

Question: Mrs. Nantaporn Trisareekij, the shareholder, asked about the timeframe that the 2020 financial statements ended 31st December 2020 will be audited and disclosed to the public including when the Company's securities can resume trading.

Answer: Mr. Tatsuya Konoshita answered that it depends on KPMG, the external auditor due to the Company had already submitted them the 2020 unaudited financial statements ended 31st December 2020 including all related documents, which we have, as we would like to finish it as fast as possible. For the procedures and the timeline that the Company's securities can resume trading, the regulators informed that we have to submit the 2020 financial statement ended 31st December 2020 to the SET first then we can call the Extraordinary General Meeting of Shareholders ("**EGM**") to approve the aforementioned financial statements. We wish we could do the 2021 financial statements ended 31st December 2021 together. We promise that we will try our best to arrange the EGM as soon as possible and make the Company's securities resume trading within this year. We are so sorry for making the shareholders in trouble due to the Company's securities has been suspended from trading. We promise that we will try our best to solve this issue.

Question: Mr. Narong Junjuasupareerk, the shareholder, stated that the Audit Committee has to work for the benefit of the shareholders. KPMG is one of the big 4 accounting firms. If KPMG asks for some evidence/information then the Company provides them but they do not satisfy and audit our financial statements, it means we might have some issue. He heard that one of our former Executives had been accused of siphoning off money by the Securities and Exchange Commission ("**SEC**") but he does not know whether it is truth or not but up to now, this issue still cannot be solved by EY Corporate Services Limited ("**EY**") and KPMG which are big 4 accounting firms. In addition, he knew that J Trust Asia Pte. Ltd. ("**JTA**") made a litigation against the Company but the shareholders knew nothing about JTA including a cause, a progress and a judgement of the case. Moreover, he does not know that the Company had profit or loss in the

2020 and 2021 financial years. Therefore, he asked the Chairman of the Audit Committee to answer his questions.

Answer: Dr. Thanaphon Kongjieng said that the main responsibility of the Audit Committee is working for the benefit of the shareholders. At this present, the Audit Committee is accelerating to take legal action for all relevant matters.

Mr. Tatsuya Konoshita said that the Company has tried to solve all the issues raised by KPMG as stated in KPMG's disclaimer opinion for the Q3/2020 financial statements of the Company. We had already made a clarification to all investors and shareholders via a disclosure on the SET's website including the Public Presentation via Facebook Live which was held in 2021 for 2 times. We are very proactively discussing with KPMG and we have taken the actions as per KPMG's suggestion. We will try to submit the pending financial statements to the SET as soon as possible. For the question regarding the financial performance of the Company in the 2020 and 2021 financial years, the Company cannot disclose whether the Company has profit or loss in those couple of years at this moment as we have to disclose the Company's financial statements to the SET and to the public first; otherwise we will breach the regulation of the SET.

Mr. Tatsuya Konoshita said that about the accusation one of our former directors in 2017 by the SEC, the investigation is still pending by the Department of Special Investigation (“DSI”) so we cannot answer this question right now. We will explain this matter to the shareholders after the DSI make a conclusion for this case.

Question: Mr. Thongsak Phaengnakorn, the shareholder, asked about the process regarding the appointment of the external auditor including determination their remuneration for the 2021 and 2022 as it is related to the time that the Company's securities can resume trading. Moreover, he gave some advises detail as follows:

1. He attended many shareholder's meetings held by other companies and noticed that they invited the external auditor to attend the shareholders' meeting so he would like to request the Company to invite the external auditor to attend the shareholder's meeting to provide opportunity to the shareholders to raise question directly to the external auditor.
2. He would like to request the Company to arrange the Public Presentation via Facebook Live. As he could remember that we told the investors and the shareholders through the Public Presentation via Facebook Live held in last year that we will arrange the Public Presentation via Facebook Live in every 3 months to update the Company's situation and he thinks it would be benefit for the shareholders.

Answer: Mr. Tatsuya Konoshita answered that we may ask the external auditor to attend the upcoming shareholder's meeting but we cannot promise that they will attend our shareholders' meeting or not. For the Public Presentation via Facebook Live, we had arranged it for 2 times in 2021 according to the SET's regulation. After that, we did not arrange it as it is not required by the regulation and there is no update progress since the latest Public Presentation via Facebook Live was held in 2021. If we arrange it again and informed the same things, the shareholders may misunderstand. However, we have kept update the progress on the financial statements and other related matters of the Company to the shareholders via the disclosure on the SET's website in every quarter as per the SET's regulation. Therefore, we are currently doing everything in accordance to the regulation and what we can do at this moment is finish the audit process of the 2020 financial statements as soon as possible then submit it to the SET and disclose it to the public.

Regarding the external auditor for the 2021 financial year, we have to propose the shareholders to consider and approve the appointment including determine their remuneration but after the 2020 financial statements is audited by KPMG. As there is no candidate including KPMG will accept to be the Company's external auditor

for the 2021 financial year unless they know the opening balance of balance sheet and financial statements of the Company.

Question: Mr. Sinthu Vesvarut, the shareholder, asked/stated as follows:

1. He would like to know the Company's performance of the 2020 and 2021 financial years.
2. He would like to request the Company to print out documents related to the Agenda 2 in order to circulate to the Meeting.
3. He would like to know why the Company always name a new branch as Thanaban ("TNB") instead of GL or GL Capital, etc.
4. He would like to know why the Company has only 5 branches while a lot of new finance companies which have been established after the Company such as Muangthai Leasing, Srisawad, Ngern Tid Lor, etc., have a thousand of branches.
5. He would like to know why the Company asked the shareholders to approve the 2020 and 2021 financial statements in the Meeting while the Company has not yet informed the shareholders the profit and loss for the 2020 and 2021 financial years.
6. He agreed with Mr. Thongsak Phaengnakorn's suggestion that the Company should invite the external auditor to attend the shareholder's meeting to provide opportunity to the shareholders to raise question directly to the external auditor.

Answer: Mr. Vittawat Arunakasikor said that for the Agenda 2, the Company did not ask the shareholders to approve the financial statements in the Meeting but the Company asked the shareholders to approve the 2020 financial statements and the 2021 financial statements in the Shareholders' Meeting which will be held after the 2020 financial statements and the 2021 financial statements of the Company have been audited by the external auditor. Therefore, we do not have any document related to this agenda to circulate in the Meeting. Moreover, the Company will invite the external auditor to attend the next shareholder's meeting.

Mr. Tatsuya Konoshita said that Thanaban Company Limited ("TNB") is the Company's subsidiary which was bought around 8 years ago. It was named TNB since in the beginning including its branches. Due to the business model of the Company is different from Muangthai Leasing and Ngern Tid Lora, our staffs are assigned to wait for customers in motorcycle dealers instead of opening a branch to wait for customers to come in so we have less no. of branches in comparison to others. Moreover, we would like to do international competition more than domestic competition so we had expanded our business to other countries such as Cambodia, Myanmar, Laos, Indonesia, etc.

Mr. Riki Ishigami gave more explanation that our hire purchase or leasing for motorcycle has less OPEX than microfinance business as we allocate only 1 – 2 staffs to motorcycle dealers and we need only one mobile, one desk and one laptop instead of a big branch/office/shop. Our business could rapidly expand to some region/country such as Cambodia, Laos, Myanmar, Indonesia, etc. mainly due to we have our own application. Moreover, we have a centralized system so we can send our staffs to do area while contracts will be sent to head office to verify credit assessment. Now we are planning to do paperless operation in the future in order to accelerate our process time.

Question: Mr. Sinthu Vesvarut, the shareholder, stated that due to he had experience in automotive industry and new motorcycle hire purchase business in his view is a loss – making business as he found that a current down payment for new motorcycle is quite low and some customer might not want to continue making repayment so at the end we might have to repossess the motorcycles back and lose around 20,000 – 30,000 THB/unit, he would like to suggest us to do Motor for Cash ("MFC") business same as Muangthai or Micro Leasing for a small truck instead.

Answer: Mr. Riki Ishigami said that the MFC business is a profitable business. However, new motorcycle hire purchase business of the Company is also a profitable business. Even though we have some repossession, we have our own auction process and place to sell the repossessed motorcycle in every month. In addition, we also have second hand motorcycle business so in term of motorcycle business, we have already covered all life-cycle. However, he would need to study more about MFC business and will seek for more profitable business for the Company.

As there was no more comment or question, the Chairman then proposed the Meeting to resolve this agenda regarding the acknowledgement of the Company's performance of the 2020 and 2021 financial years and consideration and approval of the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021.

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting has resolved that the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 shall be considered and approved in the Shareholders' Meeting which will be held after the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 of the Company have been audited by the external auditor, with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	722,639,707	99.9782
Disapproved	157,284	0.0218
Abstain	0	0
Voided ballots	0	0

Agenda 3 To consider and approve the allocation of profit and dividend payment for the 2020 and 2021 financial years (if any)

The Chairman informed the Meeting that due to the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31 December 2021 of the Company have not yet been audited by the external auditor. Therefore, the Board of Directors recommended the shareholders to consider and approve the allocation of profit and dividend payment for the 2020 and 2021 financial years (if any) in the Shareholders' Meeting which will be held after the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 of the Company have been audited by the external auditor.

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

Question: Mr. Thongsak Phaengnakorn, the shareholder, stated that due to the Company cannot disclose the Company's performance before the audit process of the 2020 financial statements and the 2021 financial statements are finished, he would like to ask about the overall financial performance of our 4 businesses as informed by Mr. Riki Ishigami—1. Hire purchase for new motorcycle 2. Second hand motorcycle 3. MFC and

4. Auction—whether all these 4 businesses are profitable or not and which business in which subsidiary is non-profitable.

Answer: Mr. Tatsuya Konoshita said that the Company has to submit the 2020 financial statements first then we can discuss about the dividend for the 2020 financial year and after we submit the 2021 financial statements then we can discuss about dividend for the 2021's. Due to we could not finish the audit process of the aforementioned financial statements so we cannot discuss about the dividend of the 2020 and 2021 financial years in the Meeting.

Based on what Mr. Riki Ishigami explained earlier about the current business of the Company and subsidiaries, he thought Mr. Riki Ishigami had already answered that the aforementioned 4 businesses are profitable due to their business models themselves but if we asked whether those 4 businesses can generate profit at this moment or not, it is another matter as in these couple years, we have the COVID-19 outbreak around the World including the civil war in Myanmar so it is quite tough for us but if it is in a normal situation, we believed that our business model is a profitable and expandable business. Refer to one of our disclosures on the SET's website in 2021 which disclosed that we are going to close our subsidiary in Indonesia mainly due to the COVID-19 situation even its business model is a very profitable and expandable. We always try to improve our business portfolio by considering which country and which business can generate profit then we will do it and we will close it when we find that we should not do it. Due to the current situation is better and almost back to normal situation and now we have a lot of cash in hand as we did not expand business in last two years, we decided to use it to re-expand our business.

Our 4 main businesses which are profitable are New Motorcycle Finance, Second Hand Motorcycle Finance, Microfinance (in Myanmar and Indonesia) and Asset-Backed Loan. Moreover, we also provide finance to mobile phone in Laos.

Even though we have profitable business model, we did not expand our business in the last two years due to the COVID-19 outbreak. However, we still had fixed cost to pay such as employee's salary, etc. so we might have less profit. In the financial statements, sometimes we need to impair our fixed asset/asset as required by the external auditor so profit in financial statements and profit in business performance are completely related but it is not directly related.

Question: Ms. Orarat Sirichumphan, the shareholder, asked questions which can be listed as follows:

1. What are proportion of the aforementioned 4 businesses of the Company?
2. How many remaining countries that we are still operating business and what is proportion in comparison to the overall business of the Company?
3. Which product/business do we think that will enable the Company to have good performance same as in the past? Do you have any new idea or new product that you are going to launch?
4. A compensation that we have to make a payment to JTA had already been recorded in the 2020 financial statements and the 2021 financial statements, right? How many percent of the profit/loss of the Company was affected in case it had already been recorded?

Answer: Mr. Tatsuya Konoshita answered that for the 1st question, we cannot answer right now as we need to wait until the financial statements can be disclosed. For the 2nd question, we are still operating business in Thailand, Laos, Cambodia, Myanmar and Sri Lanka (associate company).

For the 3rd question regarding the business that might increase the profit in the future in case there is no more COVID-19 outbreak, he thought that our businesses are still quite profitable especially motorcycle business in Cambodia. In Thailand, we would like to expand our business to other provinces through business partners after there is no more COVID-19 outbreak. Recently, we found that motorcycle business is our main product. Now we are ready to expand business to other businesses such as microfinance business in Myanmar. During

the COVID-19 outbreak, we need to check situation of each country carefully. We believed that our businesses are quite profitable but sometimes we have faced some issue such as a disaster, our business got some impact. For example, Bajaj business (tricycle motorcycle), driver cannot find tourists during the COVID-19 outbreak.

For the last question, there are 2 kinds of compensation as per JTA made a litigation against us and we also made a litigation against JTA (2 litigations: 1. ask for 682 MB at the Supreme Court and 2. ask for 9,130 MB at the Court of First Instance). The Court in Thailand and the Court in Singapore will make decision whether JTA or us have to pay a compensation. We had already disclosed that we needed to pay and we had already paid JTA around USD 70 million or roughly 2,400 MB as per the Singapore Court's judgement in October 2020 and it had already been recorded as loss in the Q3/2020 financial statements of the Company which already been published so there is no additional loss could happen in the future. The remaining claim that JTA asked from us is the Convertible Debenture ("CD") the amount of USD 130 million or roughly 4,480 MB which we had already recorded it in the Q3/2021 financial statements as debt plus interest payable. If we need to pay JTA the compensation, it means we need to give USD 130 million back to them so there is no impact on our Profit and Loss. We believe that if we lose the case, the impact on our Profit and Loss in the future should be limited. On the other hands, if the Court has a judgement in favor of us, we will record roughly 9,812 MB as profit in our Balance Sheet including Profit and Loss as we have never recorded it in the Company's financial statements.

Question: Ms. Orarat Sirichumphan, the shareholder, asked question which can be listed as follows:

1. Will the court make a judgement for the litigation we made to claim for 682 MB from JTA in this year? Both litigations we made against JTA will be made a judgement by the Court of Thailand, right? When will the court make a judgement for the litigation claimed for roughly 9,130 MB?
2. Have we gotten some compensation back from the former management who had conducted some fraud activity in the past?

Answer: Mr. Tatsuya Konoshita answered that about the timeframe that the court will make a judgement for the aforementioned litigations, we cannot answer as it depends on the court. The Supreme Court is handling the litigation claimed for 682 MB and the Court of First Instance is handling the litigation claimed for 9,130 MB.

For the former management who had conducted the fraud. His fraud had been recorded in the financial statement as expense. Now we are making him an accusation as the criminal cases so there is no financial impact in the future.

There was no person expressing any comment or raising any question. The Chairman then proposed the Meeting to resolve this agenda regarding the consideration and approval of the allocation of profit and dividend payment for the 2020 and 2021 financial years (if any).

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution The shareholders resolved that the allocation of profit and dividend payment for the 2020 and 2021 financial years (if any) shall be considered and approved in the Shareholders' Meeting which will be held after the 2020 financial statements ended 31st December 2020 and the 2021 financial statements ended 31st December 2021 of the Company have been audited by the external auditor with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	722,782,890	99.9980
Disapproved	14,101	0.0020
Abstain	0	0
Voided ballots	0	0

Agenda 4 To consider and approve the election of directors to replace the directors who retire by rotation

The Chairman informed the Meeting that according to Section 71 of the Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association No. 18, at each Annual General Meeting of Shareholders, one-third (1/3) of the total number of the directors must retire by rotation and if the number of directors cannot be divided into three proportions, a number of directors closest to one-third (1/3) shall retire; directors who were in the position the longest shall retire by rotation; and directors retiring by rotation can be re-elected.

At present, the Company has a total of 9 Director seats (inclusive of one vacant seat from the resignation of Mr. Tomohiko Shoji on 20 August 2021 which has not been replaced); therefore, there were 3 Directors who shall be retired by rotation for the year 2022, namely as follows:

- | | | |
|---------------|----------|--------------------------|
| 1) Mr. Riki | Ishigami | Director |
| 2) Mr. Yusuke | Kozuma | Director (non-executive) |
| 3) Mr. Muneo | Tashiro | Director |

For good corporate governance, Mr. Riki Ishigami, Mr. Yusuke Kozuma and Mr. Frederic-Alexandre Paul Laurent Solbani, a director who is proposed to be elected as director in replacement of Mr. Muneo Tashiro, will leave the meeting room and Zoom Meeting.

During 8 January – 23 February 2022, the shareholders were provided the opportunity to nominate qualified person who possesses suitable qualifications and does not prohibited qualification to be nominated as Company's director in which rules were published on the Company's website. However, there had not been any nomination proposed.

The Chairman informed the Meeting that the Board of Directors excluding those who may have conflict of interest recommends that the shareholders approve the re-election of two directors who retired by rotation, namely as below, back in the same position for another term as the Board has carefully and prudently considered and has the opinion that the they possess good knowledge, skill and related experiences which are beneficial to the Company's business operation:

- | | | |
|---------------|----------|--------------------------|
| 1) Mr. Riki | Ishigami | Director |
| 2) Mr. Yusuke | Kozuma | Director (non-executive) |

The Chairman informed the Meeting that profile of Mr. Riki Ishigami and Mr. Yusuke Kozuma had already been attached to the invitation to this Meeting. Regard to the vacancy left opened by the retirement of Mr. Muneo Tashiro, the retiring director who has expressed his intention not to be nominated for re-election as a director for another term, the Board recommended that the shareholders approve the election of one new director, namely, Mr. Frederic-Alexandre Paul Laurent Solbani to be the Director in replacement of Mr. Muneo Tashiro. As the Board deemed that he possesses the qualifications and no prohibited characteristics for election as the Company's director and also possesses the knowledge, capability and suitable experiences which will be beneficial to the Company's business operation. Moreover, he also has good understanding of the Company's business as he is the CEO of PT Group Lease Finance Indonesia and also be directors of the Company's subsidiaries. His profile had already been attached to the invitation to this meeting.

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

Question: Ms. Orarat Sirichumphan, the shareholder, asked that do we have any procedure to make sure that the appointed director will not conduct fraud same as our former directors who used to conduct some fraud?

Answer: Mr. Tatsuya Konoshita answered that at this moment, the three persons who are proposed to be appointed/re-elected as directors, they have been honestly worked for the Company for a long time so we trust them and believe they will not conduct any fraud in the future.

For Mr. Riki Ishigami, he has been worked with us since 2011 and he has been the management of GL Finance PLC ("GLF"), the Company's subsidiary in Cambodia, since 2012. For Mr. Yusuke Kozoma, Non-Executive Director, he has been worked as the executive and director in GLF and he also has been worked in the Company since 2012. For Mr. Frederic-Alexandre Paul Laurent Solbani, he has been worked with the Company since 2015. They work very hard and we believe they are trustable. For a former director who had conducted fraud, we found his fraud and then made him an accusation as mentioned earlier. It means check and balance process of the Company is still workable even to the top management and CFO, so in the future, if any of us conduct some fraud, other directors can definitely find and check it.

There were no any other persons expressing any comment or raising any question. The Chairman then proposed the Meeting resolved this agenda regarding the consideration and approval of the election of directors to replace the directors who retire by rotation as directors of the Company. For this agenda, each director shall be voted individually and each person needs to receive a majority vote of the shareholders attending the meeting and casting their votes.

The Chairman informed the Meeting that before the Secretary announce the voting result for this agenda, he would like to invite Mr. Riki Ishigami and Mr. Frederic-Alexandre Paul Laurent Solbani back to the Meeting room including allowing Mr. Yusuke Kozuma back to the Zoom Meeting.

Resolution The Meeting has resolved to approve the re-election of two directors who retired by rotation, namely, Mr. Riki Ishigami and Mr. Yusuke Kozuma back in the same position for another term and the Meeting also resolved to approve the election of Mr. Frederic-Alexandre Paul Laurent Solbani to be the Director in replacement of Mr. Muneo Tashiro, the retiring director who had expressed his intention not to be nominated for re-election as a director for another term as proposed with the following votes:

No.	Directors' Name	Votes					Void ballot
		Approved	%	Disapproved	%	Abstained	
1.	Mr. Riki Ishigami	722,676,390	99.998 0	14,101	0.0020	106,500	0
2.	Mr. Yusuke Kozuma	722,676,390	99.998 0	14,101	0.0020	106,500	0
3.	Mr. Frederic-Alexandre Paul Laurent Solbani	722,676,390	99.998 0	14,101	0.0020	106,500	0

Therefore, after the election of directors to replace the directors who retire by rotation, the Company has a total of 9 Directors seats which already included a vacant seat due to the resignation of Mr. Tomohiko Shoji on 20 August 2021. The list of Directors ranking by rotation period shall be as follow:

- | | | |
|----|---|--|
| 1. | <i>A vacant seat (Mr. Tomohiko Shoji)</i> | Director (non-executive) |
| 2. | Mr. Kaname Hashimoto | Chairman of the Board |
| 3. | Mr. Tatsuya Konoshita | Director |
| 4. | Ms. Kanokrat Deemangmee | Audit Committee and Independent Director |
| 5. | Dr. Thanaphon Kongjieng | Chairman of the Audit Committee and Independent Director |
| 6. | Mr. Charoen Charoenattavit | Audit Committee and Independent Director |
| 7. | Mr. Riki Ishigami | Director |
| 8. | Mr. Yusuke Kozuma | Director (non-executive) |
| 9. | Mr. Frederic-Alexandre Paul Laurent Solbani | Director |

Agenda 5 To consider and approve the appointment of external auditor and to determine their remunerations for the 2021 and 2022 financial years

The Chairman informed the Meeting that the Board of Directors recommended the shareholders to consider and approve the appointment of external auditor and to determine their remunerations for the 2021 and 2022 financial years after the Company considers an appropriate external auditor to be proposed to the shareholders for approval. Now the process is under discussion with candidates.

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

There was no person expressing any comment or raising any question. The Meeting was then proposed to resolve this agenda regarding the consideration and approval of the appointment of external auditor and to determine their remunerations for the 2021 and 2022 financial years.

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution The Meeting has resolved to consider and approve the appointment of external auditor and to determine their remunerations for the 2021 and 2022 financial years after the Company considers an

appropriate external auditor to be proposed to the shareholders for approval. Now the process is under discussion with candidates with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	722,796,991	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

Agenda 6 To consider and approve the remunerations of the directors and member of sub-committees for the 2022 financial year

The Chairman informed the Meeting that as for the year 2022, the remunerations shall consist of monthly allowance for the Independent Directors and meeting allowance for the Board of Directors and sub-committees, namely, Audit Committee, Corporate Governance Committee and Risk Management Committee which significantly in relation with the duties and responsibilities of the directors and in line with the remunerations for directors in the same industry and in relation to the Company's performance.

In this regard, the Board recommends that the shareholders approve the remunerations of the Board of Directors and the sub-committees for 2022 financial year at the same rate paid in 2021, details as follows:

1. Monthly remuneration only for Independent Directors: 70,000 Baht per person per month
2. Meeting allowance for Board of Directors: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman of the Board: 30,000 Baht per attendance
 - Board member: 20,000 Baht per member per attendance
3. Meeting Allowance for sub-committees:
 - 1) Meeting allowance for Audit Committee: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman : 20,000 Baht per attendance
 - Member : 10,000 Baht per member per attendance
 - 2) Meeting allowance for Corporate Governance Committee: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman : 20,000 Baht per attendance
 - Member : 10,000 Baht per member per attendance

4) Meeting allowance for Risk Management Committee: payable pursuant to the actual number of meeting attendance as follows:

- Chairman : 20,000 Baht per attendance
- Member : 10,000 Baht per member per attendance

Employee or management of the Company who is the member of sub-committee shall not receive any remuneration of the sub-committee.

4. Other remuneration: -none-

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

There was no person expressing any comment or raising any question. The Chairman then proposed the Meeting to resolve this agenda regarding the consideration and approval of the remunerations of the directors and member of sub-committees for the 2022 financial year.

A resolution of this agenda must be passed by the vote of not less than two-thirds of the total number of votes of shareholders who attend the Meeting.

Resolution The Meeting has resolved to approve the remuneration of the Board of Directors and the sub-committees for the year 2022 at the same rate paid in the year 2021 as proposed with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting
Approved	722,796,991	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

Agenda 7 To consider any other business (if any)

-none-

Resolution There was no any other business to be considered in the Meeting.

The resolution was approved with the following votes:

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting
Approved	722,782,890	99.9980

Resolution	No. of Votes Casted (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting
Disapproved	14,101	0.0020
Abstain	0	0
Voided ballots	0	0

The Chairman opened the floor for shareholders and proxies to provide comments and ask questions.

Question: Mr. Thongsak Phaengnakorn, the shareholder, stated that he understood that it might take long time to get all financial statement are audited including to appoint the external auditor in order to enable the Company's securities resume trading but due to many shareholders are having some financial difficulty so he suggested the Company to launch new product/business by allowing the shareholders to use the Company's security held by the shareholders as a collateral to get a loan from the Company.

Answer: Mr. Tatsuya Konoshita said that it is not proper to give some special benefit only to some of our shareholders so he thought it could not be done. For the benefit of the shareholders, the Company will try our best to finish and disclose the financial statements as soon as possible.

When no person expressed any more opinions or raised any more questions, the Chairman expressed his gratitude to all shareholders for attendance and for their suggestions which are beneficial to the Meeting and adjourned the 2022 Annual General Meeting of Shareholders accordingly.

The Meeting adjourned at 13.55 hrs.

Signed by: *Mr. Kaname Hashimoto*
(Mr. Kaname Hashimoto)
Chairman of the Board

Signed by: *Ms. Chothip Nimittanon*
(Ms. Chothip Nimittanon)
Company Secretary