



บริษัท กู๊ปลีส์ จำกัด (มหาชน)  
GROUP LEASE PUBLIC COMPANY LIMITED

Ref: GL21/2020

3 August, 2020

Subject : Resolution of AGM 2020  
To: The President  
The Stock Exchange of Thailand

With reference to the Annual General Meeting of Shareholders 2020 of Group Lease Public Company Limited which was held on 3 August, 2020 during 10.00 – 12.00 hrs. at The Miracle Grand Convention Hotel, Magic 2 Rm., 2<sup>nd</sup> fl., No. 99, Kamphang Phet 6 Rd., Lak Si, Don Muang, Bangkok 10210, the Company would like to report on the shareholders' resolution specifying the amount of votes together with its percentage of the total votes of the shareholders who attended the meeting and exercised their votes as follows:

**Agenda 1 To certify the Minutes of the Annual General Meeting of shareholders FY2019**

**Resolution** The shareholders certified the minutes of the Annual General Meeting of shareholders FY 2019 held on 23 April, 2019.

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 and Casting Their Votes
Approved	779,969,709	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

**Agenda 2 To acknowledge the Directors' Annual Report and approve the Company's Financial Statements for the year ended 31<sup>st</sup> December, 2019**

**Resolution** The shareholders acknowledged the Directors' annual report and the Company's operating result and approved the Company's Financial Statements for the year ended 31<sup>st</sup> December, 2019.

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 and Casting Their Votes
Approved	779,972,545	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

**Remark** : In this agenda, there were 2 more shareholders coming with total 2,836 more shares so that the total attended shares were 779,972,545 shares.

**Agenda 3 To consider and approve non-payment of dividend for FY2019**

**Resolution** The shareholders approved no dividend payment for the Company's operating result for the year 2019.

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 and Casting Their Votes
Approved	779,972,545	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

**Agenda 4 To consider and approve the re-election of directors who retired by rotation**

**Resolution** The shareholders approved to re-elect all 4 Directors who retired by rotation back in the same position for another term.

The resolution was approved with the following votes:

No.	Directors' Name	Votes					Void ballot
		Approved	%	Disapproved	%	Abstained	
1.	Mr. Troy Schooneman	770,031,767	98.7255	9,940,878	1.2745	0	0

2.	Mr. Tomohiko Shoji	779,381,445	99.9242	591,200	0.0758	0	0
3.	Mr. Kaname Hashimoto	770,031,767	98.7255	9,940,878	1.2745	0	0
4.	Mr. Skol Harnsuthivarin	779,972,645	100	0	0.0000	0	0

**Remark** : In this agenda, there were 1 more shareholder coming with total 100 more shares so that the total attended shares were 779,972,645 shares.

**Agenda 5 To consider and approve the appointment of external auditor and to determine their remunerations for FY2020**

**Resolution** The shareholders approved the appointment of KPMG Phoomchai Audit Ltd. which is the same audit office to be the Company's external auditor for FY 2020 for another year which will be the 2<sup>nd</sup> consecutive years. The proposed CPAs consist of:

- 1). Mr. Chokechai Ngamwutikul CPA Registration No. 9728 or
- 2). Ms. Orawan Chotiwiwiyakul CPA Registration No. 10566 or
- 3). Ms. Thitima Pongchaiyong CPA Registration No. 10728

One of the members is empowered to audit, provide their opinion and sign in verification of the Company's financial statements. The audit fee for FY2020 was approved at 10,250,000 Baht per annum (exclusive of other expenses).

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 and Casting Their Votes
Approved	779,972,645	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

**Agenda 6 To consider and approve the remunerations of the Board of Directors and other Sub-committees for FY2020**

**Resolution** The shareholders approved the remunerations of the Board of Directors and the Subcommittees for FY2020 at the same rate as FY2019, 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 Subcommittees:

-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

-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

-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

-Other remuneration: -none-

Employee or management of the Company who is the member of subcommittee shall not receive any remuneration of the subcommittee.

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	779,972,645	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

### **Agenda 7 To consider and approve the amendment of the Company's Articles of Association Clause No. 31 regarding the Extraordinary General Meeting of Shareholders**

**Resolution** The shareholders approved the amendment of the Company's Articles of Association Clause No. 31 Re: The Extraordinary General Meeting details as below and approved authorizing the Company's authorized signers or other person empowered by the authorized signers to have the authority to amend or add any statement necessary according to the recommendation or opinion from the Registrar or any other related government agency.

Clause No. 31 Re: The Extraordinary General Meeting

"The meeting of shareholders other than specified in No. 30 of this Articles of Association shall be called the Extraordinary General Meeting.

The board of directors may call an extraordinary general meeting of shareholders on the date, time and place whenever the board deems appropriate. However, there should be a lawful notice of such meeting according to the provision set forth in No. 32 of this Articles of Association.

**Any one or more shareholders holding an aggregate number of not less than ten percent of the total issued shares may collectively request the board of directors to call an extraordinary meeting at any time in writing but the subjects and reasons should be clearly stated in such request. In such case, the board of directors shall proceed to call a meeting of shareholders within forty-five days from the date of receipt of such request.**

**In case that the Board of Directors fails to convene the meeting within the period prescribed in paragraph three, the shareholders who collectively executed the letter or the other shareholders holding in aggregate the required number of shares, may convene the meeting on their own within forty-five days from the ending date of the period under paragraph three. In this case, it shall be deemed that such meeting is convened by the Board of Directors in which the Company shall be responsible for the necessary expenses incurred from holding the meeting and for reasonable facilitation.**

**In case it appears that any shareholders' meeting is convened due to the request of shareholders under paragraph four, if the attending shareholders do not constitute a quorum as required under the Company's Articles of Association Clause 33, the shareholders under paragraph four shall jointly be liable to pay the Company the expenses incurred from convening such meeting."**

The resolution was approved with the following votes:

<b>Resolution</b>	<b>No. of Votes Casted (1 share = 1 vote)</b>	<b>Percentage of All Votes from Shareholders Attending the Meeting</b>
Approved	779,972,645	100.0000
Disapproved	0	0
Abstain	0	0
Voided ballots	0	0

Please be informed accordingly.  
Yours sincerely,

Mr. Tatsuya Konoshita  
Chief Executive Officer