



บริษัท กู๊ปเปลี่ส จำกัด (มหาชน)

GROUP LEASE PUBLIC COMPANY LIMITED

Ref: GL14/2023

27 June 2023

Subject: The 2023 Annual General Meeting of Shareholders  
Attention: The President  
The Stock Exchange of Thailand  
Attachment: Guideline for attending the meeting regarding the outbreak of Novel Coronavirus (COVID-19)

The Board of Directors' Meeting of Group Lease Public Company Limited (the "Company") No. 8/2023 held on 27 June 2023 had resolved the followings:

1. The 2023 Annual General Meeting of Shareholders is proposed to be held on Monday, 31 July 2023 at 10.00 a.m. at the Miracle Grand Convention Hotel, Venus Room, 3<sup>rd</sup> floor, No. 99 Kamphaeng Phet 6 Road, Laksi, Bangkok 10210. The record date to determine the shareholders' right to participate in the AGM is set to be on 11 July 2023.
2. Proposed the shareholders to acknowledge the Director's 2020 Annual Report, and consider and approve the 2020 financial statements ended 31<sup>st</sup> December 2020.
3. Proposed the shareholders to acknowledge the postponement of the report on the Company's performance of the 2021 and 2022 financial years and the postponement of the consideration and approval of the 2021 financial statements ended 31<sup>st</sup> December 2021 and the 2022 financial statements ended 31<sup>st</sup> December 2022 until the 2021 financial statements ended 31<sup>st</sup> December 2021 and the 2022 financial statements ended 31<sup>st</sup> December 2022 of the Company have been audited by the external auditor.
4. Proposed the shareholders to consider and approve non-payment of dividend for the operating result ending 31<sup>st</sup> December 2020 according to Section 115 of the Public Company Limited Act, B.E. 2535 due to a net loss which also in accordance with the Company's dividend payment policy which states that dividend shall be paid not less than 40% of the net profit of the Company after tax and other legal reserves and additionally other factors such as the Company's operating result, financial position and liquidity, business expansion and any other related business management factors should also be taken into consideration. Therefore, with the accumulated loss of 3,150,922,000 Baht, is the factor that the Board of Directors deems it appropriate to recommend no dividend payment for the 2020 financial year.
5. Proposed the shareholders to acknowledge the postponement of the consideration and approval of the allocation of profit and dividend payment for the 2021 and 2022 financial years (if any) until the 2021 financial statements ended 31<sup>st</sup> December 2021 and the 2022 financial statements ended 31<sup>st</sup> December 2022 of the Company have been audited by the external auditor.
6. The Board, excluding those who may have conflict of interest, proposed the shareholders to consider and approve the re-election of all 3 directors who retired by rotation as follows, back in the same position for another term as the Board has carefully and prudently considered and has the opinion that they possess good knowledge, skill and related experiences which are beneficial to the

Company's business operation. Moreover, Ms. Kanokrat Deemangmee is also possesses full qualifications as Independent Director as per the criteria specified by the Company and is able to express her opinion independently and in compliance to the related rules and regulations.

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|----|--------------|------------|---|
| 1) | Mr. Kaname   | Hashimoto  | Chairman of the Board of Directors and Executive Director |
| 2) | Mr. Tatsuya  | Konoshita  | Executive Director  |
| 3) | Ms. Kanokrat | Deemangmee | Audit Committee and Independent Director                  |

7. Proposed the shareholders to consider and approve the appointment of HLB Audit (Thailand) Limited to be the Company's external auditor for the 2021, 2022 and 2023 financial years as it is a good practice to have a new auditor so that the Company may gain new ideas from new auditor with more independent opinion. The proposed audit fee excluding other expenses is 15,040,000 Baht per each annum. The Company and group companies will be using the different external audit firms. However, the Board will monitor and ensure that the financial statements can be done and submitted on time.

The proposed Certified Public Accountants ("CPA") are:

- |    |               |                |                            |      |
|----|---------------|----------------|----------------------------|------|
| 1) | Mr. Somchai   | Jinnovart      | CPA Registration No. 3271  | ; or |
| 2) | Mrs. Wantanee | Chanarithichai | CPA Registration No. 4122  | ; or |
| 3) | Ms. Sakonwan  | Withayasarana  | CPA Registration No. 10881 |      |

8. Proposed the shareholders to consider and approve remuneration of Directors and sub-committees for the year 2023 which consisted of monthly remuneration for Independent Directors and meeting allowance for Board of Directors and sub-committees to be the same rate as the year 2022.

9. The agendas for the 2023 Annual General Meeting of Shareholders are proposed as follows:

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

Agenda 2 To acknowledge the Director's 2020 Annual Report and to consider and approve the 2020 financial statements ended 31<sup>st</sup> December 2020

Agenda 3 To acknowledge the postponement of the report on the Company's performance of the 2021 and 2022 financial years and the postponement of the consideration and approval of the 2021 financial statements ended 31<sup>st</sup> December 2021 and the 2022 financial statements ended 31<sup>st</sup> December 2022

Agenda 4 To consider and approve non-payment of dividend for the 2020 financial year

Agenda 5 To acknowledge the postponement of the consideration and approval of the allocation of profit and dividend payment for the 2021 and 2022 financial years (if any)

Agenda 6 To consider and approve the re-election of directors who retire by rotation

Agenda 7 To consider and approve the appointment of external auditor and to determine their remunerations for the 2021, 2022 and 2023 financial years

Agenda 8 To consider and approve the remunerations of the directors and member of sub-committees for the 2023 financial year

Agenda 9 To consider any other business (if any)

10. Pursuant to the Company's providing advance opportunity during 5 January – 24 February 2023 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the agenda for the 2023 Annual General Meeting of Shareholders, there has been no agenda or any nomination proposed.

In addition, please be informed that due to the current outbreak of Novel Coronavirus Diseases 2019 (COVID-19) in many areas, the Company is concerned about the health of the meeting attendees and hereby recommended the guideline for the attendees to comply with on the meeting date as in the attachment.

Moreover, the shareholders are provided the opportunity to submit the questions in relation to the AGM agenda item prior to the meeting date until 20 July 2023 via the below channels:

- Company Secretary: Telephone no. 0-2580-7555 ext. 8108
- E-mail address: [ir@grouplease.co.th](mailto:ir@grouplease.co.th)

Please be informed accordingly.

Yours sincerely,

( Mr. Riki Ishigami )  
Chief Executive Officer

**Guideline for attending the meeting regarding the outbreak of Novel Coronavirus 2019**

**(COVID-19)**

With our deep concern over the health of all meeting attendees from the outbreak of COVID-19, the Company; therefore, recommends the shareholders to strictly comply with the following guidelines:

1. Shareholders who have a fever (the temperature from 37.5 degree Celsius) or having the respiratory symptoms such as coughing, sneezing, having mucus, having sore throat, having short breath, the Company would like to request your cooperation to avoid attending the meeting. In this regard, please consider to appoint the Independent Director of the Company or any person as deemed appropriate to act as your proxy to attend and vote on your behalf. Please deliver the executed proxy and required documents to the Company according to the procedures specified in the AGM Invitation Letter in order to protect the rights of the Shareholders to attend and vote in the meeting.
2. The Company shall conduct health screening in compliance with the guideline of Department of Disease Control at the meeting entrance. After completing the health screening, the attendees are requested to prepare and wear the hygienic mask and keep wearing it at all time during the meeting. Should any attendee found not wearing the mask or having any of the respiratory symptoms, the Company would request your cooperation to leave the meeting area for the sake of safety and health hygienic of all attendees.
3. With our deep concern over the health of the shareholders, even those who are not in the risk group, the Company requests for your kind cooperation to proxy the Company's Independent Director to attend the meeting.

The Company reserves the right to issue any additional measures as necessary.