



บริษัท กู๊ปเปลีส จำกัด (มหาชน)

GROUP LEASE PUBLIC COMPANY LIMITED

Ref: GL10/2021

19 March 2021

Subject: The 2021 Annual General Meeting of Shareholders  
Attention: The President  
The Stock Exchange of Thailand  
Attachment: Guideline for attending the meeting regarding the outbreak of the Novel Coronavirus Diseases 2019 (COVID-19)

The Board of Directors' Meeting of Group Lease Public Company Limited ("the Company") No. 5/2021 held on 19 March 2021 had resolved the followings:

1. The 2021 Annual General Meeting of Shareholders is proposed to be held on Wednesday, April 28, 2021 at 10.00 a.m. at the Miracle Grand Convention Hotel, Magic 2 Room, 2<sup>nd</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 2 April 2021.
2. Proposed the shareholders to consider and approve the 2020 financial statements ended 31 December 2020 in the 2021 Annual General Meeting of Shareholders which will be held for 2<sup>nd</sup> times after the Company's financial statements for the year ended 31 December 2020 has been audited by the external auditor.
3. Proposed the shareholders to consider and approve the allocation of profit and dividend payment for the 2020 financial year in the 2021 Annual General Meeting of Shareholders which will be held for 2<sup>nd</sup> time after the Company's financial statements for the year ended 31 December 2020 has been audited by the external auditor.
4. At present, the Company has a total of 9 Directors; therefore, there will be 3 Directors who shall be retired by rotation for the year 2021 namely as follows:

- |    |             |                          |  |
|----|-------------|--------------------------|--|
| 1) | Mr. Alain   | Jean Pascal Dufes        | Director                                 |
| 2) | Mr. Tatsuya | Konoshita                | Director                                 |
| 3) | Dr. Pholdej | Therdphithakvanij, Ph.D. | Independent Director and Audit Committee |

The Board of Directors proposed the shareholders to consider and approve the re-election of director who retired by rotation as follows back in the same position for another term:

- |    |             |           |          |
|----|-------------|-----------|----------|
| 1) | Mr. Tatsuya | Konoshita | Director |
|----|-------------|-----------|----------|

5. Proposed the shareholders to consider and approve the increase of number of the Board of Directors from 9 to be 10 and appointment of 3 new directors. The proposed candidates are as follows:
  - 1) Ms. Kanokrat Deemangmee Audit Committee and Independent Director
  - 2) Dr. Thanaphon Kongjieng Audit Committee and Independent Director
  - 3) Mr. Charoen Charoenattavit Audit Committee and Independent Director

6. Proposed the shareholders to consider and approve the appointment of external auditor and to determine their remunerations for the 2021 financial year after the Company get the appropriate external auditor to be proposed to the shareholders to consider and approve the appointment as now it is on the process of discussion with candidates.
7. Proposed the shareholders to consider and approve remuneration of Directors and sub-committees for the year 2021 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 2020.
8. The Board of Directors got a proposal from Engine Holding Asia Pte. Ltd. (“EHA”), who is one of the major shareholders of the Company and is holding 402,565,553 shares or approximately around 26.39% of the total votes of the Company, to add an agenda for approval by the 2021 Annual General Meeting of Shareholders for the removal of Mr. Skol Harnsuthivarin as a director of the Company. EHA exercises their right as a shareholder of the Company pursuant to Section 89/28 of the Securities and Exchange Act, B.E. 2535—any shareholder or shareholders holding shares and having the right to vote amount to not less than 5% of the total number of the voting rights of a company may submit a written proposal in order to request the board of directors to include such proposal as an agenda of the shareholders’ meeting. EHA proposes this agenda to be approved in the 2021 Annual General Meeting of Shareholders due to the following reasons:
  - 1) Mr. Skol Harnsuthivarin has not participated in 7 board of directors’ meetings since late November 2020 up until now – for a period of four months;
  - 2) Mr. Skol Harnsuthivarin has disputed over the removal of himself as Chairman of the Board and the appointment of Mr. Riki Ishigami as the Chairman of the Board in his place. Mr. Skol Harnsuthivarin subsequently challenged this appointment as well as the validity of all the board’s meetings during this four-month period;
  - 3) despite having insistently challenged the removal of himself and the appointment of Mr. Riki Ishigami as the Chairman of the Board in his place, he failed to continue fulfilling the duties of the Chairman of the Board as claimed. In particular, he failed to call for any board of director meeting since late November 2020 while under Article 23 of the Articles of Association of the Company provides that the Board of Directors shall hold a meeting at least once every three months;
  - 4) Mr. Skol Harnsuthivarin also refused to accept the amicable invitation from two directors to attend a Board meeting to resolve this conflict by reconsidering and casting a new vote on the appointment of Chairman.

Under Section 89/28 of the Securities and Exchange Act, B.E. 2535, the Board of Directors may refuse to include such proposal in the agenda of the meeting in case:

- 1) The proposal does not comply with the rules prescribed by the Capital Market Supervisory Board;
- 2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- 3) The proposal is beyond the company’s power to produce the proposed result;
- 4) the proposal was submitted to the shareholders’ meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting;
- 5) any other cases as specified in the notification of the Capital Market Supervisory Board.

Due to EHA’s proposal is not the cases specified above, there is no ground for the Board of Directors to object the inclusion of EHA’s proposal in the agenda of the 2021 Annual General Meeting of Shareholders. The Board of Directors, therefore, proposed this agenda to the

shareholders' consideration as a decision to remove a Director is a shareholder's rights and it will respect the decision of Shareholders.

9. The agendas for the 2021 Annual General Meeting of Shareholders are proposed as follows:

- Agenda 1 To consider and certify the minutes of the 2020 Annual General Meeting of Shareholders
- Agenda 2 To acknowledge the Company's performance in 2020 and to consider and approve the 2020 financial statements ended 31<sup>st</sup> December 2020
- Agenda 3 To consider and approve the allocation of profit and dividend payment for the 2020 financial year (if any)
- Agenda 4 To consider and approve the re-election of directors who are retired by rotation
- Agenda 5 To consider and approve the increase of number of the Board of Directors and appointment of new director(s)
- Agenda 6 To consider and approve the appointment of external auditor and to determine their remunerations for the 2021 financial year
- Agenda 7 To consider and approve the remunerations of the directors and member of sub-committees for the 2021 financial year
- Agenda 8 To consider and approve the removal of Mr. Skol Harnsuthivarin as a director of the Company pursuant to the request of shareholder under Section 89/28 of the Securities and Exchange Act B.E. 2535
- Agenda 9 To consider any other business (if any)

10. Pursuant to the Company's providing advance opportunity during 1 October – 31 December 2020 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the agenda for the 2021 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 the 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 April 2021 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 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 traveled to/from the high risk countries or have been in contact with people who traveled to/from the high risk countries within 14 days prior to the date of the meeting or having any symptoms reasonably suspected of being infected with the Coronavirus Disease 2019 (COVID-19) or having 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.