



บมจ.ภัทรลีสซิ่ง
PHATRA LEASING PLC.

Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025

Phatra Leasing Public Company Limited

on Thursday, 24 April 2025 at 2.00 p.m.

**The meeting will be held through electronic media according to the Emergency Decree
on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations.**

**Shareholders or proxies who wish to attend the meeting, please fill in the request form for
attending the meeting at <https://app.inventech.co.th/PL662644R/#/homepage>
or scan QR Code, on Thursday, 17 April 2025 from 08.30 a.m. onwards, until the meeting
is adjourned.**



No. AGM01/2025

3 April 2025

To: Shareholders of Phatra Leasing Public Company Limited

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2025

Enclosures:

1. Annual Report for the Year 2024;
2. Names and Summarized Biographies of the Nominated Directors to be Appointed to Replace the Directors who Retired by Rotation;
3. Definition of Independent Directors;
4. The Company's Articles of Association in relation to the Shareholders' Meeting;
5. Details of Directors who are Nominated as a Proxy of Shareholders;
6. Proxy Forms;
7. Guidelines for Attending of Electronic Meeting;
8. Proxy Clarification, including Explanation of Voting and Vote Counting

The Board of Directors of Phatra Leasing Public Company Limited has resolved to hold the Annual General Meeting of Shareholders for the Year 2025 on Thursday, 24 April 2025 at 2.00 p.m., through electronic media according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), including other related laws and regulations to consider the following agendas:

Agenda 1**Background Information****Board of Directors' Opinion****Votes Required to Pass Resolution****To acknowledge the report on the operating results for the year 2024**

The report on the business operating results of the Company for the year 2024 and other important information appear in the Annual Report (Enclosure No. 1) distributed to the shareholders together with this Invitation.

The Board of Directors deemed it appropriate to report the business operating results for the year 2024 and other important information to the shareholders' meeting for their acknowledgement.

This agenda is for acknowledgement. Therefore, voting is not required.

Agenda 2**Background Information****To consider and approve the financial statements for the year 2024**

The Company has prepared the financial statements for the year ended 2024 which comprise the statement of financial position as at 31 December 2024, the statements of comprehensive income, the statement of changes in equity and the statement of cash flows. All of which are for the same year ended, and have been audited and signed by KPMG Phoomchai Audit Ltd., the Company's auditor. In addition, the Audit Committee and the Board of Directors have considered the financial statements and are of the opinion that they are accurate, complete and sufficient pursuant to the Generally Accepted Accounting Principles. Thus, the financial statements for the year ended 2024, which set out in the Annual Report

(Enclosure No. 1) distributed to the shareholders together with this Invitation, are proposed to the shareholders' meeting to consider and approve.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed it appropriate that the shareholders' meeting should approve the financial statements for the year ended 2024 as proposed.

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3**Background Information****To consider and approve the omission of dividend payment for the year 2024**

The Company has its dividend policy at the rate of approximately 50 percent of the net profit from operating results and financial status of the Company and according to Article 43 of the Company's Articles of Association which prescribes the Company to appropriate a part of the annual net profit as a reserve fund in an amount of not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than 10 percent of the registered capital. However, in the year 2024, the Company's operating results are at a loss, the Board of Directors' Meeting No. 2/2025 held on 27 February 2025, therefore, considered the matter and deemed it appropriate to propose to the shareholders' meeting to consider and approve the omission of the dividend payment for the year 2024.

Board of Directors' Opinion

The Board of Directors has considered necessity and suitability by taking into account the shareholders' benefits, as well as to be in compliance with the Company's dividend policy, and deemed it appropriate to propose to the shareholders' meeting to consider and approve the omission of the dividend payment for the year 2024 since the Company's operating results are at a loss.

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4**Background Information****To consider and approve the appointment of the directors in place of the directors who retired by rotation**

Article 17 of the Company's Articles of Association specifies that at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. In this year, there are 4 directors who retired by rotation, namely:

- | | |
|---------------------------------|---|
| 1. Mr. Poomchai Lamsam | Vice Chairman / Chairman of the Remuneration and Selection Committee; |
| 2. Mr. Suebtrakul Soonthornthum | Independent Director / Chairman of the Audit Committee; |
| 3. Mr. Poonpipat Aungurikul | Independent Director / Member of the Audit Committee; |

4. Dr. Sutee Mokkhavesa Director / Member of the Executive Committee /
Member of the Risk Management Committee /
Member of the Investment Committee / Member
of the Lending Committee

The above persons have been considered by the Remuneration and Selection Committee, and the Board of Directors is of the opinion that the above persons possess competence, knowledge and experiences in the Company's business, and have well performed their duties as the directors of the Company. Moreover, they meet the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended). In addition, Mr. Suebtrakul Soonthornthum and Mr. Poonpipat Aungurikul have qualifications to be Independent Directors in accordance with the "Definition of Independent Directors (Enclosure No. 3). Therefore, they are able to give their opinions independently from the executives. They also have offered suggestions to the Company by applying his competence, knowledge and expertise, which are useful for determining the strategy and policy for the business operations according to the Company's sustainable development plan and relevant laws and regulations. Mr. Suebtrakul Soonthornthum has been the Company's Independent Director for 8 years and 7 months or totaling 11 years and 7 months from the appointment of this year. Mr. Poonpipat Aungurikul has been the Company's Independent Director for 25 years and 9 months or totaling 28 years and 9 months from the appointment of this year. In any event, the Company has the necessity to appoint Mr. Suebtrakul Soonthornthum and Mr. Poonpipat Aungurikul to continue to be the Independent Directors for another term due to their knowledge and understanding of the nature of the business of the Company. Furthermore, they are able to independently express their opinions without interference from the executives, and have readiness to propose recommendations which will be useful for determining the strategy and policy of the business operations of the Company. The summarized biographies of the above 4 persons are set out in Enclosure No. 2 which is distributed to the shareholders together with this Invitation.

In this regard, the condition regarding the authorized directors who can sign to bind the Company remains the same which is "The authorized directors who can sign to bind the Company are Mr. Photipong Lamsam, Mr. Poomchai Lamsam, Mr. Sara Lamsam, Mrs. Nualphan Lamsam, Mr. Sutee Mokkhavesa, Mr. Pipop Kunasol with the condition requiring 2 directors to jointly sign together with the Company's seal affixed."

The Company has already published on the Company's website (www.pl.co.th) the related criteria for the rights of shareholders to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2025. However, there was no shareholder nominating any person to be elected as the Company's directors in replacement of the retired directors for the year 2025. Thus, it is deemed that none of the shareholders had the intention to exercise such rights.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed it appropriate that the shareholders' meeting should approve the appointment of the directors who retired by rotation to be directors for another term and to hold the same positions in the committees as follows:

- | | |
|---------------------------------|--|
| 1. Mr. Poomchai Lamsam | Vice Chairman / Chairman of the Remuneration and Selection Committee; |
| 2. Mr. Suebtrakul Soonthornthum | Independent Director / Chairman of the Audit Committee; |
| 3. Mr. Poonpipat Aungurikul | Independent Director / Member of the Audit Committee; |
| 4. Dr. Sutee Mookhavesa | Director / Member of the Executive Committee /
Member of the Risk Management Committee /
Member of the Investment Committee / Member
of the Lending Committee |

In this regard, the condition regarding the authorized directors who can sign to bind the Company remains the same which is "The authorized directors who can sign to bind the Company are Mr. Photipong Lamsam, Mr. Poomchai Lamsam, Mr. Sara Lamsam, Mrs. Nualphan Lamsam, Mr. Sutee Mookhavesa, Mr. Pipop Kunasol with the condition requiring 2 directors to jointly sign together with the Company's seal affixed."

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 5

To consider and approve the payment of the directors' remuneration for the year 2025 and omission of the payment of the directors' bonus for the year 2024

Background Information

The Board of Directors has considered and determined the remunerations for the directors and members of the Sub-Committees, and then proposed to the shareholders' meeting to determine the directors' remuneration for the year 2025 and omit the directors' bonus for the year 2024, as per the following details:

1. To propose paying the remuneration to the directors for the year 2025 at the same rate as being made in 2024 as proposed by the Remuneration and Selection Committee since such remuneration is reasonable, reflects duties and liabilities of the directors, as well as is in accordance with the Company's business operations, in line with the operating results and comparable to other big listed companies. Details of which are as follows

1.1 Remuneration of the Board of Directors:

Remuneration Component	Year 2025 (Proposing year)	Year 2024
1. Monthly Remuneration - Directors	(remain the same) Baht 20,000/person/month	Baht 20,000/person/month
2. Meeting Allowance - Directors	-None-	-None-
The ratio of the remuneration of each director is as follows:		
▪ Chairman	2 times	
▪ Vice Chairman	1.5 times	
▪ Directors	1 time	

1.2 Remuneration of the members of the Sub-Committees:

To propose paying the meeting allowance each time according to each Sub-Committee's meeting. The Sub-Committees who are entitled to receive the remuneration are as follows:

- Audit Committee;
- Remuneration and Selection Committee; and
- Risk Management Committee.

Remuneration component	Year 2025 (Proposing year)	Year 2024
Meeting Allowance - Members	(remain the same) Baht 20,000/person/time	Baht 20,000/person/time
The ratio for the meeting allowance is in accordance with the ratio for the remuneration of the Board of Directors.		

In this regard, there will be no other remunerations for the directors, and the members of the Sub-Committees who are the representatives of the executives will not receive the meeting allowance.

2. To propose the omission of the payment of the directors' bonus for the year 2024 since the Company's operating results are at a loss.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed it appropriate that the shareholders' meeting should approve the payment of the directors' remuneration for the year 2025 at the same rate as being made in 2024 and the omission of the payment of the directors' bonus for the year 2024 since the Company's operating results are at a loss.

Votes Required to Pass Resolution

The votes of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 6

Background Information

To consider and approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2025

The Audit Committee has selected the auditors for the fiscal year 2025 and proposed to the Board of Directors' Meeting No. 2/2025 held on 27 February 2025 for their consideration and adoption the appointment of the auditors for the fiscal year 2025, and then for proposing to the shareholders' meeting to consider the appointment of the auditors from KPMG Phoomchai Audit Ltd. to be the Company's auditors for the fiscal year 2025. The names of the proposed auditors are as follows:

1. Ms. Pantip Gulsantithamrong CPA Registration No. 4208 (having signed the Company's financial statements for 1 year in 2024); or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728 (having never signed the Company's financial statements); or
3. Ms. Charinrat Noprampa CPA Registration No. 10448 (having never signed the Company's financial statements); or
4. Mr. Jedsada Leelawatanasuk CPA Registration No. 11225 (having never signed the Company's financial statements).

In case any of the above auditors cannot perform their duties, KPMG Phoomchai Audit Co., Ltd. shall procure the Company with other certified public accountant to perform the auditing services instead. The above 4 auditors have no relationship or conflict of interest with the Company / subsidiary companies of the Company / the executives / major shareholders or any persons related to such persons. At present, the Company has no subsidiary companies. Therefore, they are independent in auditing and commenting on the Company's financial statements. The audit fee for the fiscal year 2025 is proposed be in the amount of Baht 2,370,000 (two million three hundred and seventy thousand), which increases from the audit fee for the fiscal year 2024 by Baht 120,000 (one hundred and twenty thousand).

Comparison of Audit Fee of the Previous Years

	Year 2021 (Jan-Dec 21)	Year 2022 (Jan-Dec 22)	Year 2023 (Jan-Dec 23)	Year 2024 (Jan-Dec 24)	Year 2025 (Jan-Dec 25)
Audit Fee					
▪ Review Fee for 3 Quarters (Baht)	690,000	690,000	850,000	850,000	890,000
▪ Annual Audit Fee (Baht)	1,060,000	1,060,000	1,300,000	1,400,000	1,480,000
▪ Audit Fee for Consolidated Financial Statements	-	-	-	-	-
Non-Audit Fee	-	-	-	-	-
Total (Baht)	1,750,000	1,750,000	2,150,000	2,250,000	2,370,000

Audit Committee's Opinion

The Audit Committee has considered qualifications, biographies and performance of each of the auditors, continuity and competency in auditing, including the reasonableness of the audit fee for the fiscal year 2025, and deemed that the audit fee is reasonable comparing to the scope of services. In addition, KPMG Phoomchai Audit Ltd. and all 4 auditors have no relationship or conflict of interest with the

Company / subsidiary companies of the Company / the executives / major shareholders or any persons related to such persons. At present, the Company has no subsidiary companies. Therefore, they are able to function independently in auditing and commenting on the Company's financial statements. Also, none of the auditors as per the names proposed above have performed their duties for more than the period specified by relevant regulations. Thus, this matter was proposed to Board of Directors Meeting for their consideration and adoption of the appointment of the auditors for the fiscal year 2025, and then for proposing the same to the shareholders' meeting for approval of the appointment of the auditors of KPMG Phoomchai Audit Ltd. to be the Company's auditors for the fiscal year 2025, as per the details stated above.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed it appropriate that the shareholders' meeting should approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. to be the Company's auditors for the fiscal year 2025, provided that the appointment shall be retroactive to the beginning of the year 2025 as proposed by the Audit Committee. The names of the proposed auditors are as follows:

- | | |
|--------------------------------|---|
| 1. Ms. Pantip Gulsantithamrong | CPA Registration No. 4208 (having signed the Company's financial statements for 1 year in 2024); or |
| 2. Mr. Chokechai Ngamwutikul | CPA Registration No. 9728 (having never signed the Company's financial statements); or |
| 3. Ms. Charinrat Noprampa | CPA Registration No. 10448 (having never signed the Company's financial statements); or |
| 4. Mr. Jedsada Leelawatanasuk | CPA Registration No. 11225 (having never signed the Company's financial statements). |

In case any of the above auditors cannot perform their duties, KPMG Phoomchai Audit Ltd. shall procure the Company with other certified public accountant to perform the auditing services instead. The above 4 auditors have no relationship or conflict of interest with the Company / subsidiary companies of the Company / the executives / major shareholders or any persons related to such persons. Thus, they are independent in auditing and commenting on the Company's financial statements. The audit fee for the fiscal year 2025 is proposed to be in the amount of Baht 2,370,000 (two million three hundred and seventy thousand), which increases from the audit fee for the fiscal year 2024 by Baht 120,000 (one hundred and twenty thousand).

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 7

To consider other matters (If any)

Board of Directors' Opinion

The Board of Directors deemed it appropriate that this agenda should be provided for the case where any shareholder would like to propose any matter for the meeting to consider.

The Company has previously disclosed information and procedures for the rights of shareholders to propose matters for inclusion as meeting agenda and to nominate candidates to be considered and elected as directors for the Annual General Meeting of Shareholders for the Year 2025 from 18 November 2024 to 30 December 2024. However, there was no shareholder who wished to propose any additional agenda or nominate candidates as the Company's directors.

In addition, the Company has determined the lists of the shareholders who have the right to attend the Annual General Meeting of Shareholders for the Year 2025 (Record Date) on 13 March 2025, therefore, the shareholders are cordially invited to attend this meeting as per date, time and venue via electronic meeting only as stated above. In this regard, the Company will conduct the meeting in accordance with the Company's Articles of Associations (Enclosure No. 4).

In case any shareholder cannot attend the electronic meeting and wishes to appoint another person or a Company's Independent Director who is nominated to be a proxy (Enclosure No. 5) to attend and vote at the meeting on your behalf, please complete and execute one of the Proxy Forms (Enclosure No. 6) (without affixing the stamp duty), and enclose and deliver supporting documents as specified in the instructions for proxy appointment (Enclosure No. 8) to the Company by e-mail at company_secretary@pl.co.th, or by post to the "Company Secretary, Phatra Leasing Public Company Limited", No. 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok 10320, provided that the documents must be delivered to the Company within 21 April 2025.

In this regard, to reserve your rights and benefits, the shareholders and/or the proxy holders who wish to attend the electronic meeting are recommended to read the Guidelines for Attending of the Electronic Meeting (Enclosure No. 7) and the Proxy Clarification, including Explanation of Voting and Vote Counting (Enclosures No. 8).

For preparation prior to attend the meeting, the Company will unlock the system for shareholders and proxy holders to submit the request form to attend the meeting via electronic media from 17 April 2025 at 8.30 a.m. onwards, and will open for registration for the shareholders and proxy holders to attend the meeting (e-Register) on 24 April 2025 from 12.00 p.m. onwards, until the meeting is adjourned.

Should there be any inquiries regarding the proxy, or if you wish to send suggestions or questions regarding the agenda matters of this meeting, please send it (a) through the e-Meeting system during the meeting, or (b) to the Company before the meeting date through the following channels:

- By e-mail: company_secretary@pl.co.th, or
- By post: Company Secretary, Phatra Leasing Public Company Limited,
No. 252/6 Muang Thai Phatra Complex 1, 29th Floor,
Rachadaphisek Road, Huaykwang, Bangkok 10320

Yours sincerely,



Mr. Pipop Kunasol
President

Privacy Notice

Phatra Leasing Public Company Limited (the “**Company**”) is greatly aware of the personal data protection of the shareholders. And to be compliance with the Personal Data Protection Act B.E. 2562 (2019), the Company would like to inform details regarding personal data as follows:

Objectives, Necessities and Collecting Personal Data

It is necessary for the Company to collect your personal data that are given to the Company, i.e. name, surname, address, telephone number and identification number, etc., which will be used for the following purposes:

- To call the Annual General Meeting of the Shareholders for the Year 2025 and to hold the Annual General Meeting of Shareholders as required by law.
- To deliver relevant documents as requested by the shareholders.
- To communicate with and facilitate the shareholders for and at the Annual General Meeting of the Shareholders for the Year 2025.

Period of Personal Data Collection

The Company will keep your personal data for certain period as required by laws and as deemed necessary and in accordance with the objectives for collection of the Company as prescribed by laws.

Owners’ Rights to Personal Data

The shareholders as the owner of the personal data, will have the rights as prescribed in the Personal Data Protection Act B.E. 2562 (2019), which includes the right to request for access and obtain a copy of personal data, right to request for transfer of personal data, right to object the collection, use or disclosure of personal data, right to request for deletion or destruction or anonymization of personal data to become unidentified, right to request for temporary suspension of personal data, right to request for withdrawal of consent, and right to request for correction of personal data. The shareholders, who wish to entitle to such rights, may submit your request by contacting the Company at Phatra Leasing Public Company Limited, Muang Thai Phatra Complex 1, 29th Floor, No. 252/6 Rachadaphisek Road, Huaykwang, Bangkok 10320 Tel. 0-2290-7575, 0-2693-2288 or at <https://www.pl.co.th/>.

**Names and Summarized Biographies of the Nominated Directors
to Be Appointed to Replace the Directors who Retired by Rotation**



Mr. Poomchai Lamsam

Date of Birth	2 August 1949
Age	75 years
Nationality	Thai
Address	250 Rachadaphisek Road, Huaykwang, Huaykwang, Bangkok
Highest Educational Degree	B.A. Political Science, University of Colorado, USA.
Training Courses for Director	Director Certification Program (DCP) by the Thai Institute of Directors Association (IOD)
Number of Years on the Board	37 years 7 months (appointed on 28 September 1987)

Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position / Company
2021 – Present	Advisor to the Board of Directors / Advisor to the CEO, Life Insurance Agency Department, Muang Thai Life Assurance Public Company Limited
2010 – 2021	Director, Muang Thai Life Assurance Public Company Limited
2010 – Present	Advisor to the President, Muang Thai Insurance Public Company Limited
1988 – Present	Director, Muangthai Holding Co., Ltd.
1988 – Present	Director, Muang Thai Real Estate Public Company Limited
1987 – Present	Vice Chairman / Chairman of the Remuneration and Selection Committee, Phatra Leasing Public Company Limited

Positions in Other Listed Companies

Period (Year started – Present)	Position / Company
2010 – Present	Advisor to the President, Muang Thai Insurance Public Company Limited

**Positions in Other Companies
(Non-Listed Companies)**

Period (Year started – Present)	Position / Company
2021 – Present	Advisor to the Board of Directors / Advisor to the CEO, Life Insurance Agency Department, Muang Thai Life Assurance Public Company Limited
1988 – Present	Director, Muangthai Holding Co., Ltd.
1988 – Present	Director, Muang Thai Real Estate Public Company Limited

Positions in Rival Companies/

**Companies which Have Businesses
Related to the Company**

–None–

**Type of Director Nominated to Be
Appointed**

Vice Chairman / Chairman of the Remuneration and Selection Committee, which has been considered by the Remuneration and Selection Committee and the Board of Directors

Shareholding in the Company

- Directly holding 3,540,000 shares (equivalently to 0.593 percent)
- Spouse holding 20,000 shares (equivalently to 0.003 percent)

Meeting Attendance (in Year 2024)

- 7 out of 9 Board of Directors' Meetings (equivalently to 77.78 percent)
- 1 out of 2 Remuneration and Selection Committee's Meeting (equivalently to 50.00 percent)

Director Nomination Criteria

The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mr. Poomchai Lamsam meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that such person be appointed as a director of the Company.

**Names and Summarized Biographies of the Nominated Directors
to Be Appointed to Replace the Directors who Retired by Rotation**

Mr. Suebtrakul Soonthornthum

Date of Birth	23 October 1942
Age	82 years
Nationality	Thai
Address	102 Na Ranong Road, Klong Toey, Bangkok
Highest Educational Degrees	<ul style="list-style-type: none"> - MBIM, Hon.Dlitt, Curtin University, Australia - PMD., Harvard University, USA. - National Defense College, Thailand
Training Courses for Director	Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD)
Number of Years on the Board	8 years 7 months (appointed on 1 October 2016)



Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position / Company
2022 – Present	Member of the Risk Management Committee / Member of the Remuneration and Selection Committee, United Overseas Bank Public Company Limited
2004 – Present	Director, United Overseas Bank Public Company Limited
2021 – Present	Chairman of the Advisory Council of the Board of Directors, Muang Thai Life Assurance Public Company Limited
2001 – 2021	Chairman of the Audit Committee /Member of the Audit Committee, Muang Thai Life Assurance Public Company Limited
1987 – 2021	Independent Director, Muang Thai Life Assurance Public Company Limited
2020 – Present	Vice Chairman, Loxley Public Company Limited
2017 – 2019	Executive Vice President, Loxley Public Company Limited
2016 – Present	Independent Director / Chairman of the Audit Committee, Phatra Leasing Public Company Limited
2013 – Present	Director, Bluescope Buildings (Thailand) Limited
2005 – Present	Vice Chairman, Vanachai Group Public Company Limited
1994 – Present	Independent Director, Vanachai Group Public Company Limited
2000 – Present	Chairman, Muang Thai Real Estate Public Company Limited
1999 – Present	Director, BP-Castrol (Thailand) Limited
1992 – Present	Chairman, Foseco (Thailand) Limited
1987 – Present	Director, NS Bluescope (Thailand) Limited
	Director, NS Bluescope Lysaght (Thailand) Limited
1977 – Present	Director, Loxley Group

Positions in Other Listed Companies

Period (Year started – Present)	Position / Company
2020 – Present	Vice Chairman, Loxley Public Company Limited
2005 – Present	Vice Chairman, Vanachai Group Public Company Limited
1994 – Present	Independent Director, Vanachai Group Public Company Limited

Positions in Other Companies
(Non-Listed Companies)

Period (Year started – Present)	Position / Company
2022 – Present	Member of the Risk Management Committee / Member of the Remuneration and Selection Committee, United Overseas Bank Public Company Limited
2004 – Present	Director, United Overseas Bank Public Company Limited
2021 – Present	Chairman of the Advisory Council of the Board of Directors, Muang Thai Life Assurance Public Company Limited
2013 – Present	Director, Bluescope Buildings (Thailand) Limited
2000 – Present	Chairman, Muang Thai Real Estate Public Company Limited
1999 – Present	Director, BP-Castrol (Thailand) Limited
1992 – Present	Chairman, Foseco (Thailand) Limited
1987 – Present	Director, NS Bluescope (Thailand) Limited Director, NS Bluescope Lysaght (Thailand) Limited
1977 – Present	Director, Loxley Group

Positions in Rival Companies/
Companies which Have Businesses
Related to the Company

-None-

Type of Director Nominated to Be
Appointed

Independent Director / Chairman of the Audit Committee, which has been considered by the Remuneration and Selection Committee and the Board of Directors

Shareholding in the Company

-None-

Meeting Attendance in 2024

9 out of 9 Board of Directors' Meetings (equivalently to 100 percent)
4 out of 4 Audit Committee's Meetings (equivalently to 100 percent)

Director Nomination Criteria

The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mr. Suebtrakul Soonthornthum meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that such person be appointed as a director of the Company.

**Names and Summarized Biographies of the Nominated Directors
to Be Appointed to Replace the Directors who Retired by Rotation**



Mr. Poonpipat Aungurikul

Date of Birth	1 July 1947
Age	77 years
Nationality	Thai
Address	252/6 Muang Thai Phatra Complex 1, 29 th Floor, Rachadaphisek Road, Huaykwang, Bangkok
Highest Educational Degree	Certificate of Higher Education in Accounting, King Mongkut's University of Technology
Training Courses for Director	Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD)
Number of Years on the Board	25 years 9 months (appointed on 30 July 1999)

Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position/Company
1999 – Present	Independent Director / Member of the Audit Committee, Phatra Leasing Public Company Limited

Positions in other listed companies

-None-

Positions in other companies

-None-

(Non-Listed Companies)

Positions in Rival Companies/

-None-

Companies which Have Businesses

Related to the Company

Type of Director Nominated to Be

Appointed

Independent Director / Member of the Audit Committee, which has been considered by the Remuneration and Selection Committee and the Board of Directors

Shareholding in the Company

-None-

Meeting Attendance (in Year 2024)

9 out of 9 Board of Directors' Meetings (equivalently to 100 percent)

4 out of 4 Audit Committee's Meetings (equivalently to 100 percent)

Director Nomination Criteria

The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mr. Poonpipat Aungurikul meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that such person be appointed as a director of the Company.

**Names and Summarized Biographies of the Nominated Directors
to Be Appointed to Replace the Directors who Retired by Rotation**



Dr. Sutee Mokkhavesa

Date of Birth 18 August 1975
 Age 49 years
 Nationality Thai
 Address 250 Rachadaphisek Road, Huaykwang, Huaykwang, Bangkok
 Highest Educational Degrees Ph.D. Applied Mathematical Finance, Imperial College, London, UK.
 Training Courses for Director Director Certification Program (DCP) by the Thai Institute of Directors Association (IOD)
 Number of Years on the Board 9 years (appointed on 29 April 2016)

Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position / Company
2024 – Present	Member of the Lending Committee, Phatra Leasing Public Company Limited
2016 – Present	Director, Phatra Leasing Public Company Limited
2013 – Present	Member of the Executive Committee, Phatra Leasing Public Company Limited
2011 – Present	Member of the Investment Committee, Phatra Leasing Public Company Limited
2009 – Present	Member of the Risk Management Committee / Advisor to the President, Phatra Leasing Public Company Limited
2024 – Present	Independent Director / Member of Audit Committee, Drug Care Co., Ltd.
2024 – Present	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Apex Medical Center Co., Ltd.
2024 – Present	Honorary Director, ATI-Asco Training Institute
2021 – Present	Director / President / Member of the Risk Management Committee / Member of the Executive Committee / Member of the Investment Committee / Member of Product Governance Committee, Muang Thai Life Assurance Public Company Limited
2021 – Present	Independent Director, The Thailand Securities Depository Co., Ltd. (TSD)
2021 – Present	Independent Director, The Thailand Clearing House Co., Ltd. (TCH)
2021 – Present	Member of the sub-committee on research, Thailand Capital Market Development Fund (CMDf)
2020 – Present	Independent Director / Member of the Audit Committee / Member of the Risk Enterprise Policy Committee, KCE Electronic Public Company Limited
2020 – Present	Director / Secretary, the Education and Public Welfare Foundation
2019 – Present	Chairman of the Board of Directors, Aigen Co., Ltd.
2017 – Present	Director / Member of the Executive Committee / Member of the Investment Committee, Fuchsia Venture Capital Co., Ltd.
2017 – Present	Member of the Steering Committee, Centre of Excellence in Mathematics, Faculty of Science, Mahidol University
2016 – Present	Independent Director / Chairman of the Enterprise Risk Management / Member of the Investment Committee, Thaire Life Assurance Public Company Limited

2016 – Present	Director / Member of the Supervisory Board / Member of the Risk Management Committee / Member of the Investment Committee, ST-Muang Thai Insurance Co., Ltd. (Lao People's Democratic Republic)
2006 – Present	Advisor to the President / Member of the Risk Management Committee, Muang Thai Insurance Public Company Limited
2006 – Present	Market and Liquidity Risk Consultant, Government Housing Bank

Positions in Other Listed Companies

Period (Year started – Present)	Position / Company
2020 – Present	Independent Director / Member of the Audit Committee / Member of the Risk Enterprise Policy Committee, KCE Electronic Public Company Limited
2016 – Present	Independent Director / Chairman of the Enterprise Risk Management Committee / Member of the Investment Committee, Thaire Life Assurance Public Company Limited
2006 – Present	Advisor to the President / Member of the Risk Management Committee, Muang Thai Insurance Public Company Limited

Positions in Other Companies
(Non-Listed Companies)

Period (Year started – Present)	Position / Company
2024 – Present	Independent Director / Member of Audit Committee, Drug Care Co., Ltd.
2024 – Present	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Apex Medical Center Co., Ltd.
2024 – Present	Honorary Director, ATI-Asco Training Institute
2021 – Present	Director / President / Member of the Risk Management Committee / Member of the Executive Committee / Member of the Investment Committee / Member of Product Governance Committee, Muang Thai Life Assurance Public Company Limited
2021 – Present	Independent Director, The Thailand Securities Depository Co., Ltd. (TSD)
2021 – Present	Independent Director, The Thailand Clearing House Co., Ltd. (TCH)
2021 – Present	Member of the sub-committee on research, Thailand Capital Market Development Fund (CMDf)
2020 – Present	Director / Secretary, the Education and Public Welfare Foundation
2019 – Present	Chairman of the Board of Directors, Aigen Co., Ltd.
2017 – Present	Director / Member of the Executive Committee / Member of the Investment Committee, Fuchsia Venture Capital Co., Ltd.
2017 – Present	Member of the Steering Committee, Centre of Excellence in Mathematics, Faculty of Science, Mahidol University
2016 – Present	Director / Member of the Supervisory Board / Member of the Risk Management Committee / Member of the Investment Committee, ST-Muang Thai Insurance Co., Ltd. (Lao People's Democratic Republic)
2006 – Present	Market and Liquidity Risk Consultant, Government Housing Bank

Positions in Rival Companies/
Companies which Have Businesses
Related to the Company

–None–

Type of Director Nominated to Be Appointed	Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Investment Committee / Member of the Lending Committee, which has been considered by the Remuneration and Selection Committee and the Board of Directors
Shareholding in the Company	-None-
Meeting Attendance in 2024	9 out of 9 Board of Directors' Meetings (equivalently to 100.00 percent) 3 out of 4 Risk Management Committee's Meetings (equivalently to 75.00 percent) 12 out of 13 Executive Committee's Meetings (equivalently to 92.31 percent) 5 out of 5 Investment Committee's Meetings (equivalently to 100.00 percent)
Director Nomination Criteria	The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that <u>Dr. Sutee Mokkhavesa</u> meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that such person be appointed as a director of the Company.

Definition of Independent Directors

Independent Directors are persons who are independent according to the Notification of the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission and are able to look after the interest of each and every shareholder equally and assure that there will be no conflict of interest as well as are independent from the management. In addition, the Independent Directors must be able to attend the Board of Directors' meetings and able to express their opinions independently. The qualifications of the independent directors are as follows:

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders or controlling persons of the Company, unless the foregoing status has ended for not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder, or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or its subsidiary companies;
4. Neither having nor used to have a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years. The term business relationship under the first paragraph shall include any normal business transaction, rental or lease of immovable properties, transactions relating to assets or services or granting or receipt of financial assistance through receiving or granting loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of at least three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include the indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;
5. Neither being nor used to be an auditor of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of an auditing firm which employs auditors of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years;
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended for not less than two years;

7. Not being a director appointed as a representative of directors of the Company, major shareholders, or shareholders who are related to the major shareholders;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertake business in the same nature and in competition to the business of the Company or its subsidiary companies;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent directors with the qualifications stated in Item 1. to Item 9., the independent directors may be assigned by the Board of Directors to take part in the business decision of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons of the Company, whereby such decision shall be in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provide professional services exceeding the value specified under Item 4. or Item 6., the Company may be granted an exemption from such prohibition only if the Company has provided the opinion of the Company's Board of Directors indicating that, by taking into account the provision in Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), the appointment of such person does not affect the performance of duties and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- a. The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- b. The reason and necessity for maintaining or appointing such person as an independent director;
- c. The opinion of the Company's Board of Directors for proposing the appointment of such person as an independent director.

For the purpose of Item 5. and Item 6., the term "partner" shall mean a person assigned by an auditing firm or a provider of professional services to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

The Company's Articles of Association in relation to the Shareholders' Meeting**Provision 5 Shareholders' Meeting**

Article 30. The board of directors shall convene an annual general meeting of shareholders within 4 months of the last day of fiscal year of the Company.

The shareholders meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may summon an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 32. of these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

Article 31. In summoning a meeting of shareholders, the board of directors shall prepare a written notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar at least 7 days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting. Such notice may be published via electronic media instead in accordance with the criteria stipulated by the Registrar.

The date, time and place for the meeting shall be fixed by the board of directors or the director entrusted whereby the place for the meeting of shareholders must be in the locality where the Company's head office or branch office is located or in a nearby province, or other province as the board of directors deems proper.

In the case that a meeting is summoned by the shareholders under paragraph three of Article 30, such shareholders may send a notice summoning the meeting to shareholders by electronic methods, provided that the shareholders have already declared their intention or given consent to the Company or the board of directors as stipulated in the Public Limited Companies Act, B.E. 2535 (1992).

Article 32. In a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting not less than 25 persons or not less than one-half of the total number of shareholders, and holding shares in aggregate not less than one-third of the total issued shares, to constitute a quorum.

At any shareholders' meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum as specified, if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In a subsequent meeting, a quorum is not required.

Article 33. The resolution of a shareholders' meeting shall comprise the following votes:

- (1) In ordinary events, a majority vote of the shareholders who attend the meeting and cast their votes.
In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or amalgamation of the business with other persons with the purpose of profit and loss sharing.

Article 34. Transactions to be conducted at an annual general meeting are as follows:

- (1) To consider the report of the board of directors as proposed to the meeting presenting the business management of the Company in the preceding year;
- (2) To consider and approve the financial statements;
- (3) To consider the appropriation of profits;
- (4) To appoint directors in replacement of the directors who retire by rotation;
- (5) To appoint the auditors; and
- (6) To transact any other businesses.

Provision 6 The Meetings via Electronic Media

Article 35. Apart from the procedure stipulated herein, the chairman of the board may require a meeting of the board of directors or a meeting of shareholders to be held via electronic media. The meeting held via electronic media shall be in compliance with the criteria stipulated in relevant laws or notifications.

In the case that the meeting mentioned in paragraph one is held via electronic media, it shall be deemed that the Company's head office is the place of the meeting.

Article 36. In the case that the chairman of the board of directors requires a meeting to be held via electronic media, an invitation and supporting documents for the meeting may be sent by electronic mail, provided that such electronic mail shall be sent within such period of time and the notice of the meeting shall be published as stipulated herein.

Article 37. The board of directors' meeting and the shareholders' meeting through electronic media which comply with the criteria stipulated in the relevant laws and notifications shall be deemed a lawful meeting and shall have the same effect as the meeting conducted under the procedures stipulated by laws and these Articles of Association.

Details of Directors who are Nominated as a Proxy of the Shareholders**Mr. Arpatsorn Bunnag**

Date of Birth 17 September 1952
 Age 72 years
 Nationality Thai
 Address 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok
 Highest Educational Degrees Bachelor of Science Advertising Design, University of Maryland at College Park, USA.
 Training Courses for Director Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD)
 Number of Years on the Board 32 years 1 months (appointed on 11 March 1993)

Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position / Company
1993 – Present	Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee, Phatra Leasing Public Company Limited

Positions in Other Listed Companies –None–

Positions in Other Companies –None–

(Non-Listed Companies)

Positions in Rival Companies/ Companies –None–

which Have Businesses Related to the Company

Shareholding in the Company Directly holding 296,000 shares (equivalently to 0.050 percent)

Meeting Attendance in 2024 9 out of 9 Board of Directors' Meetings (equivalently to 100 percent)

4 out of 4 Audit Committee's Meetings (equivalently to 100 percent)

2 out of 2 Remuneration and Selection Committee's Meetings (equivalently to 100 percent)

Conflict of Interests in the Agenda of this Meeting Having conflict of interest in the agenda to consider and approve the payment of the directors' remuneration for the year 2025 and omission of the payment of the directors' bonus for the year 2024

Details of Directors who are Nominated as a Proxy of the Shareholders**Mrs. Chantira Pumariksha**

Date of Birth 10 November 1946
 Age 78 Years
 Nationality Thai
 Address 252/6 Muang Thai Phatra Complex 1, 29th Floor,
 Rachadaphisek Road, Huaykwang, Bangkok
 Highest Educational Degree Master of M.A. Diplomacy and Comparative Economics,
 University of Kentucky, USA.
 Bachelor of Comparative Economics (with honor), University of California, Berkeley, USA.
 Training Courses for Director Director Certification Program (DCP) by the Thai Institute of Directors Association (IOD)
 Number of Years on the Board 13 Years 5 months (appointed on 25 November 2011)



Experiences

(During the Past 5 Years)

Period (Year started – Latest)	Position / Company
2021 – Present	Member of the Risk Management Committee, Jasmine International Public Company Limited
2011 – Present	Independent Director / Member of the Audit Committee, Jasmine International Public Company Limited
2020	Member of the Selection Committee for the Governor of the Bank of Thailand Member of the Selection Committee for members of the Board of the Bank of Thailand
2019 – Present	Member of the Remuneration and Selection Committee, Phatra Leasing Public Company Limited
2011 – Present	Independent Director, Phatra Leasing Public Company Limited
2015 – Present	Advisory to the Board of Directors, Muang Thai Life Assurance Public Company Limited
1975 – Present	Director, S.P. Enterprise Company Limited

Positions in Other Listed Companies

Period (Year started – Present)	Position / Company
2021 – Present	Member of the Risk Management Committee, Jasmine International Public Company Limited
2011 – Present	Independent Director / Member of the Audit Committee, Jasmine International Public Company Limited

Positions in Other Companies

(Non-Listed Companies)

Period (Year started – Present)	Position / Company
2015 – Present	Advisory to the Board of Directors, Muang Thai Life Assurance Public Company Limited
1975 – Present	Director, S.P. Enterprise Company Limited

Positions in Rival Companies/Companies

–None–
 which Have Businesses Related to the
 Company

Shareholding in the Company	-None-
Meeting Attendance in 2024	9 out of 9 Board of Directors' Meetings (equivalently to 100 percent) 2 out of 2 Remuneration and Selection Committee's Meetings (equivalently to 100 percent)
Conflict of Interests in the Agenda of this Meeting	Having conflict of interest in the agenda to consider and approve the payment of the directors' remuneration for the year 2025 and omission of the payment of the directors' bonus for the year 2024

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

(เปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ภัทรลีซซิ่ง จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

being a shareholder of Phatra Leasing Public Company Limited, holding the total number of

หุ้น

shares,

และออกเสียงลงคะแนนได้เท่ากับ

and having the right to vote equivalent to

เสียง ดังนี้

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

เสียง

votes,

เสียง

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(2) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(3) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ ☐

or

นายอภิสิทธิ์ บุณนาค

Mr. Arpatsorn Bunnag

อายุ 72 ปี

age 72 years

ตำแหน่ง

Positions

กรรมการอิสระ / กรรมการตรวจสอบ / กรรมการพิจารณาค่าตอบแทนและสรรหา

Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee

ที่อยู่เลขที่ 252/6 อาคารเมืองไทยภัทรคอมเพล็กซ์ 1 ชั้น 29 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพฯ

Residing at 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok

หรือ ☐

or

นางจันทรา บุณณิกษ์

Mrs. Chantira Punanikha

อายุ 78 ปี

age 78 years

ตำแหน่ง

Positions

กรรมการอิสระ / กรรมการพิจารณาค่าตอบแทนและสรรหา

Independent Director / Member of the Remuneration and Selection Committee

ที่อยู่เลขที่ 252/6 อาคารเมืองไทยภัทรคอมเพล็กซ์ 1 ชั้น 29 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพฯ

Residing at 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok

ส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้ : มีส่วนได้เสียในวาระพิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จ

กรรมการ

Conflict of interest in the Agenda proposed to this AGM: having conflict of interest in the Agenda to consider and approve the payment of the remuneration and bonus of the directors

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2568

วันพฤหัสบดีที่ 24 เมษายน 2568

เวลา 14.00 น.

for the Year 2025

on Thursday 24 April 2025

at 2.00 p.m.

โดยการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

through electronic media according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1

Agenda No. 1

รับทราบรายงานผลการดำเนินงานในรอบปี 2567

To acknowledge the report on the operating results for the year 2024

วาระที่ 2

Agenda No. 2

พิจารณาอนุมัติงบการเงิน ประจำปี 2567

To consider and approve the Financial Statements for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3

Agenda No. 3

พิจารณาอนุมัติการงดการจ่ายเงินปันผล ประจำปี 2567

To consider and approve the omission of dividend payment for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4

Agenda No. 4

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

To consider and approve the appointment of the directors in place of the directors who retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นายภูมิชาย ลำชา

Mr. Poomchai Lamsam

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

4.2 นายสืบตระกูล สุนทรธรรม

Mr. Suebrakul Soonthomthum

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

4.3 นายพลพิพัฒน์ อังกูริกุล

Mr. Poonpipat Aungurikul

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

4.4 ดร.สุธี โมกขเวส

Dr. Sutee Mokkhavesa

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

Agenda No. 5

พิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการ ประจำปี 2568 และงดจ่ายบำเหน็จกรรมการ ประจำปี 2567

To consider and approve the payment of the directors' remuneration for the year 2025 and omission of the payment of the directors' bonus for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6

Agenda No. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568

To consider and approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7

Agenda No. 7

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (If any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ภัทรลีซซิ่ง จำกัด (มหาชน)

The appointment of proxy by the shareholder of Phatra Leasing Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2568 ในวันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14.00 น. โดยการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2025, on Thursday 24 April 2025 at 2.00 p.m. through electronic media according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่.....เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

Agenda No.

Re: To consider and approve the appointment of the directors in place of the directors who retired by rotation (continued)

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

สำนักงานตั้งอยู่เลขที่

Residing at

ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท ภัทรลีซซิ่ง จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

being a shareholder of Phatra Leasing Public Company Limited, holding the total number of

และออกเสียงลงคะแนนได้เท่ากับ

เสียง ดังนี้

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น

shares,

เสียง

votes,

เสียง

votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ

or

(2) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ

or

(3) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ ☐

or

นายอภิสร บุนนาค

Mr. Arpatsorn Bunnak

อายุ 72 ปี

age 72 years

ตำแหน่ง

Positions

กรรมการอิสระ / กรรมการตรวจสอบ / กรรมการพิจารณาค่าตอบแทนและสรรหา

Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee

ที่อยู่เลขที่ 252/6 อาคารเมืองไทยภัทรคอมเพล็กซ์ 1 ชั้น 29 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพฯ

Residing at 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok

หรือ ☐

or

นางจันทรา บุณณฤกษ์

Mrs. Chantra Purnariksha

อายุ 78 ปี

age 78 years

ตำแหน่ง

Positions

กรรมการอิสระ / กรรมการพิจารณาค่าตอบแทนและสรรหา

Independent Director / Member of the Remuneration and Selection Committee

ที่อยู่เลขที่ 252/6 อาคารเมืองไทยภัทรคอมเพล็กซ์ 1 ชั้น 29 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพฯ

Residing at 252/6 Muang Thai Phatra Complex 1, 29th Floor, Rachadaphisek Road, Huaykwang, Bangkok

ส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้ : มีส่วนได้เสียในวาระพิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จ
กรรมการ

Conflict of interest in the Agenda proposed to this AGM: having conflict of interest in the Agenda to consider and approve the payment of the remuneration and bonus of the directors

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2568 วันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14.00 น.

for the Year 2025

on Thursday 24 April 2025

at 2.00 p.m.

โดยการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา
และสถานที่อื่นด้วย

through electronic media according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

☐ มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

☐ หุ้นสามัญ

ordinary share

☐ หุ้นบุริมสิทธิ

preference share

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด

Total amount of voting rights

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

เสียง

votes,

เสียง

votes.

เสียง

votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1

รับทราบรายงานผลการดำเนินงานในรอบปี 2567

Agenda No. 1

To acknowledge the report on the operating results for the year 2024

วาระที่ 2

พิจารณาอนุมัติงบการเงิน ประจำปี 2567

Agenda No. 2

To consider and approve the Financial Statements for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 3

พิจารณาอนุมัติการงดการจ่ายเงินปันผล ประจำปี 2567

Agenda No. 3

To consider and approve the omission of dividend payment for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 4

Agenda No. 4

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

To consider and approve the appointment of the directors in place of the directors who retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นายภูมิชาย ลำชา

Mr. Poomchai Lamsam

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.2 นายสืบตระกูล สุนทรธรรม

Mr. Suebtrakul Soonthornthum

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.3 นายพูลพิพัฒน์ อังยุริกุล

Mr. Poonpipat Aungurikul

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.4 ดร.สุธี โมกขเวส

Dr. Sutee Mokkhavesa

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5

Agenda No. 5

พิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการ ประจำปี 2568 และงดจ่ายบำเหน็จกรรมการ ประจำปี 2567

To consider and approve the payment of the directors' remuneration for the year 2025 and omission of the payment of the directors' bonus for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6

Agenda No. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568

To consider and approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7

Agenda No. 7

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ภัทรลิซซิ่ง จำกัด (มหาชน)

The appointment of proxy by the shareholder of Phatra Leasing Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2568 ในวันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14.00 น. โดยการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์
ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2025, on Thursday 24 April 2025 at 2.00 p.m. through electronic media according to the Emergency Decree on Electronic Meetings
B.E. 2563 (2020), or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

Agenda No.

Re: To consider and approve the appointment of the directors in place of the directors who retired by rotation (continued)

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ


Director's name

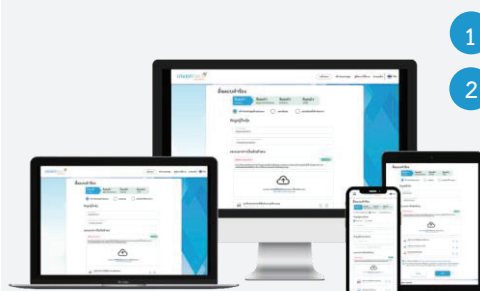
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

Guidelines for Attending of Electronic Meeting

Shareholders and proxies, who wish to attend the electronic meeting, can proceed with the steps for submitting a request form for attending the electronic meeting as follows:

Steps for submitting a request form for attending the meeting

1. Shareholders must submit a request form for attending the electronic meeting via the web browser at <https://app.inventech.co.th/PL662644R/#/homepage> or scan this QR code  to access the system, and follow the steps as shown in the picture below.



**** If you wish to merge multiple users into one account, please use the same email and phone number ****

- 1 Click URL link or scan QR code from the AGM invitation letter.
- 2 Choose a request form and follow 4 steps below.
 - Step 1 Fill in shareholder's information.
 - Step 2 Fill in other information for verification.
 - Step 3 Verify identity via OTP.
 - Step 4 If transaction is completed, the system will display information again for final verification.
- 3 Please wait for an email to confirm and inform of meeting details and password.

2. The system will be available for submitting a request form for attending the electronic meeting on 17 April 2025 from 8.30 a.m. onwards, until the meeting is adjourned.

3. For the meeting system, the shareholders and proxies who wish to access, it will be available for registration on 24 April 2025 from 12.00 p.m. onwards (2 hours before commencing the meeting). The shareholders or proxies must use the provided username and password and follow instruction manual to access the system.

Appointment of proxy to the Company's director

The shareholders who wish to appoint a Company's director to be your proxy holder, the shareholders must submit a request form for attending the electronic meeting and supporting documents, as well as follow the steps as specified. The shareholders may also deliver the proxy form and supporting documents to the Company by post to the following address, provided that the documents must be delivered to the Company within 21 April 2025.

- By e-mail : company_secretary@pl.co.th; or
- By post : Company Secretary, Phatra Leasing Public Company Limited
No. 252/6 Muangthai Phatra Complex 1,
29th Floor, Rachadaphisek Rd., Huaykwang, Bangkok 10320

If you have any problems with the software, please contact Inventech Call Center



02-931-9137



@inventechconnect



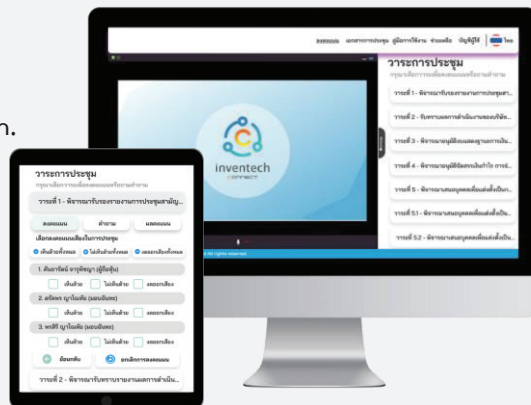
The services will be available during 17 – 24 April 2025 at 08.30 a.m. – 05.30 p.m.
(only on working days, except holidays and public holidays)



Report a problem
@inventechconnect

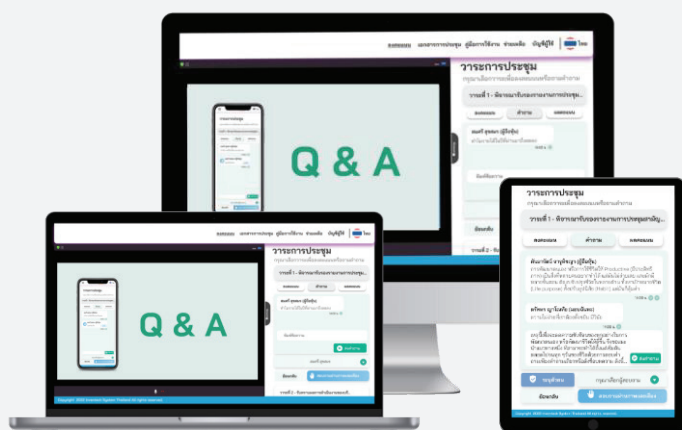
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Fill out the username and password received from your email or request OTP.
- 2 Click “Register” button, the system will count votes as a quorum.
- 3 Click “Join Attendance” button, then click on “Accept” button.
- 4 Select the agenda that you wish to vote.
- 5 Click “Vote” button.
- 6 Click a voting button as you wish.
- 7 The system will display status of your latest vote.



To cancel the latest vote, please click “Cancel Latest Vote” button (this means that your most recent vote will be equal abstention, or your vote will be calculated with other votes in such agenda). The shareholders can change your vote in any agenda before the system closes for voting in such agenda.

Steps to ask questions via Inventech Connect



- Select an agenda of the meeting.
- Click “Question” button.

- 1 Ask a question.
 - Type the question, then click “Send” button.
- 2 Ask a question via video record.
 - Click “Conference” button.
 - Click “OK” button to confirm your queue.
 - Please wait for your queue, then you can turn on the microphone and camera.

How to use Inventech Connect

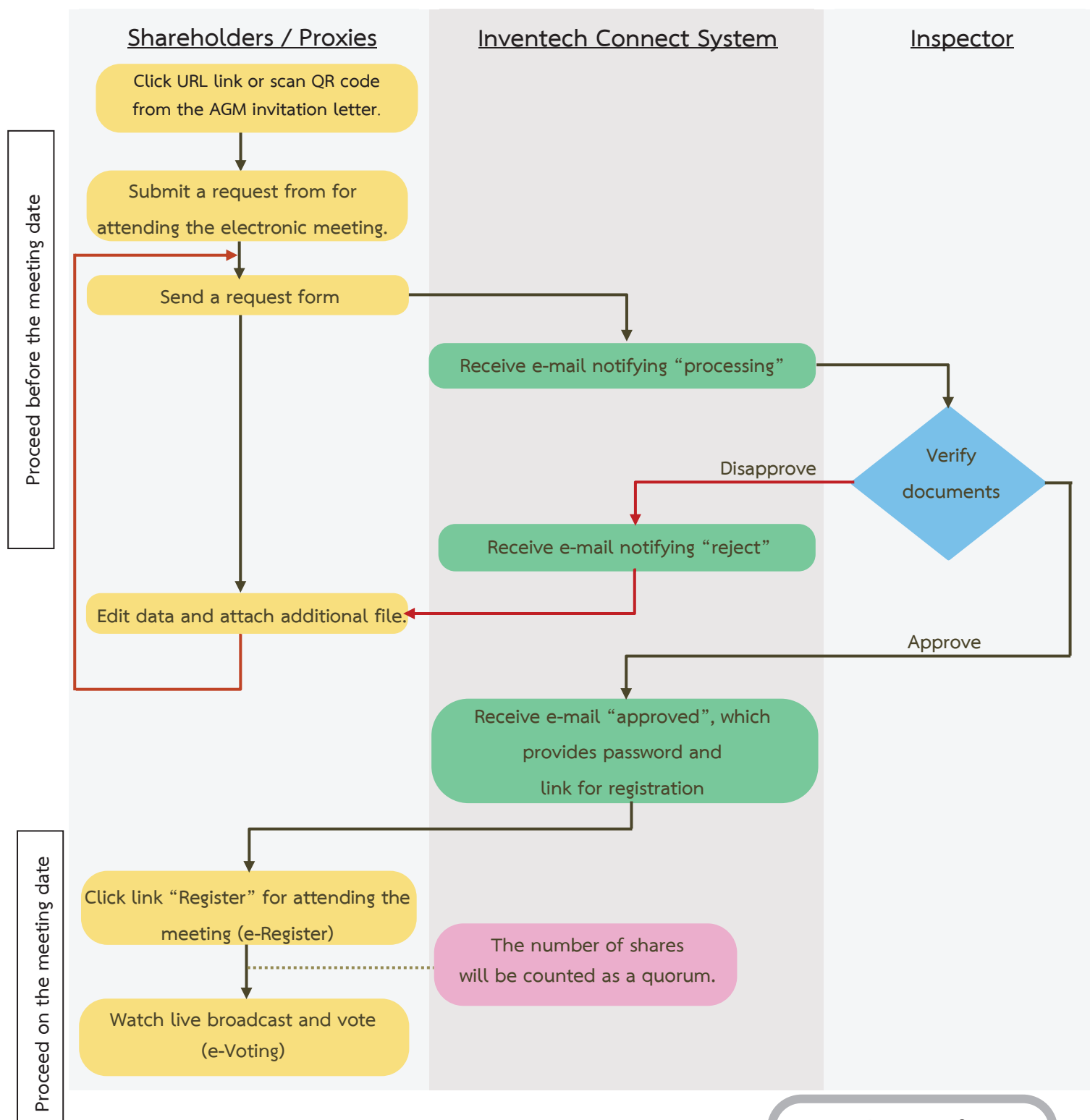


User Manual of Inventech Connect Systems

* Note: Operation of the electronic meeting and Inventech Connect systems depends on the supporting internet system of the shareholders or proxies, including equipment and/or program of devices or equipment. Please use the devices, equipment and/or program as follows:

1. Recommended Internet speed
 - High Definition Video: Internet speed should be at 2.5 Mbps (recommended).
 - High Quality Video: Internet speed should be at 1.0 Mbps.
 - Standard Quality Video: internet speed should be at 0.5 Mbps.
2. Practicable equipment.
 - Smartphone/tablet that uses IOS or android OS.
 - PC/laptop that use Windows or Mac OS.
3. Internet Browser: Chrome (recommended) / Safari / Microsoft Edge ** The system does not support Internet Explorer.

Flowchart for registration and meeting attendance



Conditions of Use

In case of merging/changing usernames

In case of multiple requests by using the same email and phone number, the system will merge usernames. In the case the user has more than 1 account, you can click "Change account" button and the previous account will also be counted as attendee in the meeting.

In case of leaving the meeting

Attendees can click on "Register to leave the quorum" button, the system will deduct the number of your shares from the agendas which are not resolved.

Proxy Clarification, including Explanation of Voting and Vote Counting

Proxy Clarification

1. The Company has sent the Proxy Form B. to the shareholders who cannot attend the meeting yourselves and wish to appoint another person or the Company's Director (as per the name proposed by the Company in item 1.2 below) as a proxy to attend and vote at the E-AGM. For those who are the foreign shareholders who have custodians in Thailand only can use the Proxy Form C. Nonetheless, the shareholders must use **either one** of the Proxy Forms only.

1.1 Appointing any person to be a proxy

- The grantor must appoint only one proxy to attend and vote at the meeting, and must not split the number of shares to several proxies for splitting votes.

1.2 Appointing the Company's director to be a proxy

- The grantor shall specify the name and details of the Company's directors as follows to be a proxy:

(1) Mr. Arpatsorn Bunnag	Positions: Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee Age 72 years; Residing at 252/6 Muang Thai Phatra Complex 1, 29 th Floor, Rachadaphisek Road, Huaykwang, Bangkok
(2) Mrs. Chantira Purnariksha	Positions: Independent Director / Member of the Remuneration and Selection Committee Age 78 years; Residing at 252/6 Muang Thai Phatra Complex 1, 29 th Floor, Rachadaphisek Road, Huaykwang, Bangkok

1.3 Supporting documents in case of granting the proxy

(1) Shareholders who are natural persons (in case of granting the proxy)

- A duly completed Proxy Form sent by the Company, signed by both grantor and proxy (without affixing the stamp duty);
- A copy of identification card, a copy of government official identification card, a copy of passport (for foreigners), or a copy of valid document with a photo of the grantor issued by the governmental authorities, provided that those must be certified true and correct by the grantor;
- A copy of identification card, a copy of government official identification card, a copy of passport (for foreigners), or a copy of valid document with a photo of the proxy issued by the governmental authorities, provided that those must be certified true and correct by the proxy;
- In order to comply with the Personal Data Protection Act B.E. 2562 (2019), the Company would like to request the grantor and the proxy to cross out, conceal, or act anything to hide data that indicates religion or blood type. If you do not perform as such, the Company reserves the right to proceed such action on your behalf.

(2) Shareholders who are juristic persons (in case of granting of proxy)

- A duly completed Proxy Form sent by the Company, signed by both grantor and proxy (without affixing the stamp duty);

- A copy of the company's affidavit, issued by the Ministry of Commerce for not more than 1 month, certified true and correct by the representative(s) of the juristic person, provided that those shall be specified that the representative(s) of the juristic person appointing the proxy are duly authorized on behalf of the juristic person;
- A copy of identification card, a copy of government official identification card, a copy of passport (for foreigners), or a copy of valid document with a photo of the representative(s) of the juristic person, issued by the governmental authorities, provided that those must be certified true and correct by such person(s);
- A copy of identification card, a copy of government official identification card, a copy of passport (for foreigners), or a copy of valid document with a photo of the proxy issued by the governmental authorities, provided that those must be certified true and correct by the proxy;
- In order to comply with the Personal Data Protection Act B.E. 2562 (2019), the Company would like to request the grantor and the proxy to cross out, conceal, or act anything to hide data that indicates religion or blood type. If you do not perform as such, the Company reserves the right to proceed such action on your behalf.

(3) Shareholders who are not Thai citizens or who are juristic persons which are established under foreign laws (in case of granting of proxy)

Please apply the information in items (1) and (2), mutatis mutandis, as the case may be, and follow the instructions below.

- A copy of the juristic person's affidavit issued for not more than 1 month, provided that those may be issued by the governmental authorities of the countries where such juristic person is situated or by the officers of such juristic person. Such documents shall be specified the name of the juristic person, the authorized persons who can sign to bind the juristic person, the conditions or limitations of the authorized signatories, the location of head office, etc;
- For the original documents which are not in English, an English translation of such documents, certified true translation by the representatives of the juristic person, is required.

1.4 Fill in and sign the Proxy Form (Enclosure No. 6), and send the Proxy Form together with supporting documents to the Company. Those documents must be arrived at the Company within Monday, 21 April 2025, via the following channels:

- By email: company_secretary@pl.co.th, or
- By post: Company Secretary, Phatra Leasing Public Company Limited
No. 252/6 Muangthai Phatra Complex 1, 29th Floor, Rachadaphisek Rd., Huaykwang, Bangkok 10320

Voting

1. One share is entitled to 1 vote.
2. In casting votes in each agenda, the system will show 3 buttons of votes, which are approve, disapprove and abstain, whereby the Chairman will ask the meeting to cast the votes, and the shareholders who wish to cast their votes must press only one button. In any event, the system will allow to change the vote until the casting period in each agenda is closed.
 - (1) In case the shareholders do not press any buttons until the end of casting period in each agenda, the Company will count your votes as approval.
 - (2) In case the shareholders have granted proxy and casted your votes in the Proxy Form, the Company will record your votes in advance.

Vote Counting

1. The Chairman will assign the Company's officer to announce the voting result after the system has finished analyzing the voting results, whereby the announced votes will be divided into the numbers of the approval, disapproval and abstention votes and the percentage thereof. In any event, the shareholders will not be able to cast or change your votes if the system has closed the casting.

The shareholders, however, can check the voting results of each agenda after such agenda has closed for vote casting by selecting the voting results of each agenda. Then, the system will present the information as selected.

2. The votes required for this meeting shall be divided into 2 categories, which are as follows:
 - (1) The agenda requiring an approval by the majority votes of the shareholders attending the meeting and casting their votes (for Agendas 2 – 4, and Agenda 6) – The Company will not count the abstention votes as the calculation basis.
 - (2) The agenda requiring an approval by the votes of not less than two-thirds of the total votes of the shareholders attending the meeting (for Agenda 5) – The Company will count all the approval votes, the disapproval votes and the abstention votes as the calculation basis.

