



# NOTIFICATION OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE YEAR 2025

VIA ELECTRONIC MEDIA (E-AGM)

ON TUESDAY, 22<sup>ND</sup> APRIL 2025 AT 10:00 A.M.

THE E-AGM WILL BE  
BROADCASTED VIA ELECTRONIC MEDIA  
AT THE FOLLOWING PLACE.

THE MEETING ROOM, 3<sup>RD</sup> FLOOR  
MICRO LEASING PUBLIC COMPANY LIMITED

HEAD OFFICE 863/3 PETCHKASEM ROAD,  
SANAMCHAN SUB-DISTRICT,  
MUEANG DISTRICT, NAKHON PATHOM PROVINCE, 73000



REGISTRATION  
VIA APPLICATION  
'IR PLUS AGM'  
AT 08:00 AM.

THE SHAREHOLDERS WHO CANNOT BE PRESENT  
AT THE E-AGM MAY ASSIGN THE COMPANY'S INDEPENDENT  
DIRECTORS TO BE THEIR PROXIES TO ATTEND AND VOTE  
AT THE MEETING ON THEIR BEHALF ACCORDING TO THE  
SPECIFIED PROCEDURES.



March 20, 2025

**Subject :** Notification of the 2025 Annual General Meeting of the Shareholders via electronic media (E-AGM)

**To :** The Shareholders of Micro Leasing Public Company Limited

- Attachments :**
1. Copy of the Minutes of the 2024 Annual General Meeting of the Shareholders held on 22 April 2024.
  2. 2024 Annual Report (56-1 One Report Form) in the form of QR Code
  3. The profiles of the Directors nominated for election to replace those retiring by rotation.
  4. The profiles of the Auditors nominated for appointment as the Company Auditor for the year 2025.
  5. The profile of the Independent Directors proposed by the company as proxies for the shareholders.
  6. The definition of the Independent Directors.
  7. Proxies Form A, Form B and Form C.
  8. The Company's Articles of Association regarding the General Meeting of Shareholders.
  9. The procedures to attend the Annual General Meeting of the shareholders via electronic media (E-AGM).
  10. The Identification Documents of the Shareholder or Proxies entitled to attend the Meeting.
  11. The Request Form of the Annual Report in paper format.
  12. The Procedures for QR Code to download the Annual Report for the year 2024.
  13. The Map of the venue for the Meeting broadcast via electronic media (E-AGM)
  14. The forms of the Cancellation Letter of the Proxy

The Meeting of the Board of Directors of Micro Leasing Public Company Limited No. 2/2025, held on Friday 21 February 2025, has resolved to hold the Annual General Meeting of the Shareholders for the year 2025 on Tuesday, 22 April 2025 at 10.00 a.m. via electronic media, broadcasting from the Company's meeting room on the 3<sup>rd</sup> floor of The Company's Head Office, No. 863/3 Petchkasem Road, Sanamchan Sub-district, Mueang District, Nakhon Pathom Province 73000. For the convenience concerning travelling to attend this meeting, the 2025 Annual General Meeting of the Shareholders is scheduled to be held via electronic media (E-AGM) only one type under the emergency Decree on Electronic Meetings B.E. 2020(2563) and the Notification on the Ministry of Digital Economy and Society Re: Security Standards for Meetings via Electronic Media. As well as other related laws and regulations and the Company's Articles of Association, Article 34.

The record date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of the Shareholders is on March 10, 2025. The agendas of the Meeting are as follows:



**Agenda 1** To consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2024.

**Objective and Rationale**

The Company held the Annual General Meeting of Shareholders for the Year 2024 on April 22, 2024, a copy of the minutes of which was submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting pursuant to relevant laws. In addition, the Company has disseminated such minutes via the Company's website in order to inform all shareholders to consider the minutes of the meeting, the details are shown in Attachment No. 1.

**The Board of Directors' Opinion**

The Company's Board of Directors consider the Minutes of the 2024 Annual General Meeting of Shareholders held on April 22, 2024 and has the opinion that Minutes of the Meeting is properly recorded and correct. Thus, the Board of Directors deems that it is appropriate to propose to the Meeting of the Shareholders to consider and approve the above-mentioned Minutes of the Annual General Meeting of the Shareholders.

**Voting**

This agenda requires a resolution which must be approved by majority vote of the Shareholders who attend the Meeting and cast their votes.

**Agenda 2** To acknowledge the operating performance of the Company for the year 2024.

**Objective and Rationale**

The summary of the business operation results and material changes of the Company, which occurred during the year 2024, are shown in the 2024 Annual Report, which can be downloaded from the QR Code distributed together with this Notification of the Annual General Meeting of the Shareholders, the details are shown in Attachment No. 2.

**The Board of Directors' Opinion**

The Company's Board of Directors considers the matter and deem that it is appropriate to propose to the Shareholders Meeting to acknowledge the Company's Operations performance for the year 2024 as shown in Attachment No. 2.

**Voting**

This agenda is for acknowledgement and requires no resolution.



**Agenda 3** To consider and approve the company financial statements for the year ended 31 December 2024.

**Objective and Rationale**

In accordance with Section 112 of the Public Limited Companies Act B.E. 1992 (2535) and Article 55 of the Company’s Articles of Association, the Company’s Board of Directors shall require the Company to prepares the financial statement which comprise of the balance sheet statements , the profit and loss statements and the cashflow statement at the fiscal year ended 31 December 2024 and to propose to the Annual General Meeting of the Shareholders to consider and approve. This Financial Statements shall be audited by an auditor before such proposal. Details are shown in Attachment No. 2 in QR Code format. The summary is as follows:

(Unit: Baht)

Financial Information	2024	2023
Total Assets	4,325,649,176	5,374,047,008
Total Liabilities	2,327,519,062	3,242,508,204
Total Shareholder’s Equity	1,998,130,114	2,131,538,804
Total Revenue	760,812,530	919,274,397
Net Profit – Equity attributable to the Company	(153,152,259)	(52,538,703)

**The Board of Directors’ Opinion**

The Board of Directors deems that it is appropriate to propose to the Annual General Meeting of the Shareholders to consider and approve the Company’s Financial Statements for the fiscal year ended 31 December 2024, which have been reviewed by the Audit Committee and audited by auditor of EY Office Limited.

**Voting**

This agenda requires a resolution which must be approved by majority vote of the Shareholders who attend the Meeting and cast their votes.

**Agenda 4** To consider and approve the refrain of the allocation of net profit as legal reserves and refrain dividend payment for operating results the year 2024.

**Objective and Rationale**

In accordance with Section 116 of the Public Limited Companies Act B.E. 1992 (2535) and Article 50 of the Company’s Articles of Association, the Company must allocate not less than five (5) percent of annual net profit, deducted by accumulated losses brought forward (if any), as legal reserve fund, until such reserve fund amount is not less than ten (10) percent of the registered capital.



In accordance with Section 115 of the Public Limited Companies Act B.E. 1992 (2535), the dividends shall not be paid other than out of company's profits. In the case where the company has an accumulated loss, no dividends shall be paid. Section 115 Paragraph 2 states that unless otherwise specified by the Article of Association regarding the preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Payment of dividends shall be approved by the shareholder meeting and Article 47 of the Company's Article of Association also states that no dividends shall be paid unless it is approved by the shareholder meeting.

The Company's dividend payment policy stipulates the dividend payout ratio at not less than 40% of net profit based on the Company's separate Financial Statement, after deducting corporate income tax and other reserves as required by related laws and the Company's regulations.

For the Company's operating performance for the fiscal year ended 31 December 2024, audited by the Company's auditor, EY Office Limited, The Company has a net loss 164,400,214 baht, therefore, the company is unable to allocate net profits as legal reserves and to pay the dividends.

#### **The Board of Directors' Opinion**

The Company's Board of Directors considered and agreed to propose to the general meeting of shareholders to consider and approve the cessation of allocation of annual net profits as legal reserves and paying of dividends from the company's operating results for the year 2024 because the company's operating results for the year 2024 has a net loss 164,400,214 baht.

#### **Voting**

This agenda requires a resolution which must be approved by majority vote of the Shareholders who attend the Meeting and cast their votes.

**Agenda 5      To consider and approve the election of directors to replace those retiring by rotation.**

#### **Objective and Rationale**

In accordance with Section 71 of the Public Limited Companies Act, B.E. 1992 (2535) and Article 18 of the Company's Articles of Association, which stipulates that, at each Annual General Meeting of Shareholders, one-third (1/3) of the Directors shall retire from their positions. If the number of Directors could not be divided by one-third, the nearest number to one-third (1/3) of the Directors shall be required to retire from their positions. The Directors retiring in the first and second year after the Company registration shall be selected by drawing lots. In subsequent years, Directors who have served the longest term shall retire. A retiring Director based on the foregoing shall be eligible for re-election.

The Company has given the opportunity to shareholders to nominate a list of qualified persons. to be considered for election as the Company's director for the year 2025 via the Company's website from 1 October 2024 until 31 December 2024, but when the time expires, the shareholders did not propose any names of persons to be elected as directors of the Company.

At present, the Board of Directors consists of 12 directors. As a result, the 4 directors, who retired by rotation at the 2025 Annual General Meeting of the Shareholders, are as follows:

- |                                    |  |
|------------------------------------|--|
| 1. Assistant Professor Krit Umpote | Chairman / Independent Director  |
| 2. Mr. Weidt Nuchjalearn           | Vice Chairman / Independent Director /<br>Chairman of the Risk Management Committee /<br>Member of Audit Committee |
| 3. Mr. Kitsada Auchyawat           | Director / Member of Risk Management<br>Committee / Assistant Chief Operating Officer                              |
| 4. Mr. Jedsada Auchyawat           | Director / Member of Risk Management<br>Committee / Chief Operating Officer  |

### **The Board of Directors' Opinion**

The Company's Board of Directors, which not include directors who retire by rotation this year as previously mentioned, carefully considered and opinioned that the 4 directors who retired by rotation are knowledgeable and experienced in the Company's finance and leasing business and can independently provide their opinion. In addition, those 4 directors already passed the screening and considering process by the Nomination and Remuneration Committee according to the process set by the Company, taking into account the Director qualifications in compliance with the laws concerning public limited companies as well as the Director's competency to operate the Company business in accordance with the regulation of the Office of the Securities and Exchange Commission (SEC). The independent director whose term has expired has the qualifications according to the definition of independent directors as per Attachment No.6. The 4 directors meet the specified criteria, including the knowledge, ability, experience, and specific expertise suitable for the company's business and the 4 directors are not directors or executives in businesses that have the same nature and compete with the Company's businesses. For the mentioned reasons, they are suitable to be re-elected as the Company directors for another term. Therefore, The Company's Board of Directors deems that it appropriate for the Meeting of the Shareholders to consider and approve the re-election of the directors who retired by rotation and the appointment of those directors to the same positions for another term. The Profiles of the 4 directors appear in the Attachment No.3.

### **Voting**

This agenda requires a resolution which must be approved by majority vote of the Shareholders who attend the meeting and cast their votes.

**Agenda 6** To consider and approve the remuneration of the Board of Directors for the year 2025.

**Objective and Rationale**

In accordance with Section 90 of the Public Limited Companies Act B.E. 1992 (2535), No company shall pay money or give any property to any director unless it is a payment of remuneration under the articles of association of the company. Based on Article 33 of the Company's Articles of Association, Directors are entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses, or any other nature of interests pursuant to the Articles of Association or the consideration of the Shareholders' meeting. Such remuneration may be fixed or specified from time to time according to the regulations as laid out, or let it remain effective until there is a change. Other remuneration from the Company shall be in accordance with the Company's regulations.

The Nomination and Remuneration Committee has determined the reasonable remuneration for Directors in comparison with other companies in the same industry having similar size to the Company and considering of the responsibilities and performance of each director. The Company's Board of Directors deems that it is appropriate to set the remuneration for the Company's Board of Directors consisting of monthly remuneration and meeting allowances per meeting attendance, and to determine the remuneration for the Company's sub-committees as meeting allowances per meeting attendance. The Directors who hold positions as Executive Directors shall not receive any remuneration as Directors or sub-committees.

The Nomination and Remuneration Committee Meeting has considered the current economic situation and suitability in various aspects and agreed to determine the remuneration in the form of monthly remuneration and meeting allowance is the same rate as last year (Year 2024). The 2024 Annual General Meeting of Shareholders on April 22, 2024 has voted to approve such remuneration. By adding other benefits in the matter of "Group Accident Insurance" which is a basic welfare provided to all employees of the company. It appears in the table comparing remuneration of the Board of Directors as sub-committees for 2025 compared to 2024 below due to the current economic situation.



Amount: Baht

Remuneration of the Directors				
Position	2025 (Proposed Year)		2024	
	Remuneration per month	Remuneration per meeting	Remuneration per month	Remuneration Per meeting
<b>The Board of Directors</b>				
Chairman of the Board	60,000	20,000	60,000	20,000
Vice Chairman of the Board	50,000	10,000	50,000	10,000
Directors (Except Independent directors, Except member of the executive committee)	20,000	10,000	20,000	10,000
Directors (Independent directors , Except chairman of the board of directors and vice chairman)	40,000	10,000	40,000	10,000
Other benefits	Group Accident Insurance	None	None	None

Remuneration of the Sub-Committee				
<b>The Audit Committee</b>				
Chairman of Audit Committee	None	30,000	None	30,000
Audit Committee	None	15,000	None	15,000
<b>Nomination &amp; Remuneration Committee</b>				
Chairman of Nomination and Remuneration Committee	None	20,000	None	20,000
Nomination and Remuneration Committee	None	10,000	None	10,000
<b>Risk Management Committee</b>				
Chairman of Risk Management Committee	None	20,000	None	20,000
Risk Management Committee (Except for the executive director)	None	10,000	None	10,000

### The Board of Directors' Opinion

The Company's Board of Directors agrees with the proposal of the Nomination and Remuneration Committee and deems that it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2025 to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2025.

### Voting

This agenda requires a resolution which must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the Shareholders present at the Meeting.





**Agenda 7** To consider and approve the appointment of the auditors and their remuneration for the year 2025.

### **Objective and Rationale**

In accordance with Section 120 of the Public Limited Companies Act B.E. 1992 (2535) and Articles 58 and 59 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors and determine the audit fee of the Company every year. The auditors of last year can be reappointed. The Audit Committee has considered the selection of auditors for the year 2025 and proposed to the Company's Board of Directors to consider and further propose to the Annual General Meeting of Shareholders to appoint the Company's auditors. Profile of the auditors nominated to be appointed as the Company's auditors for the year 2025 appears in the Attachment No.4.

### **Audit Committees' opinion**

The Audit Committee has considered the rules and regulations of the company and deems it appropriate to propose to the Meeting of Shareholders to appoint an auditor from EY Office Limited as the Company's auditor. List of proposed auditors to the Annual General Meeting of shareholders to consider and approve are as follows:

- |                                  |   |    |
|----------------------------------|---|----|
| 1. Miss Wanwilai Phetsang        | Certified Public Accountant Registration No. 5315 | or |
| 2. Miss Bongkot Kriangphan-amorn | Certified Public Accountant Registration No. 6777 | or |
| 3. Miss Saranya Pludsri          | Certified Public Accountant Registration No. 6768 |    |

Any one of the auditors shall have the authority to audit the accounts and express opinions on the company's financial statements, Ms. Bongkot Kriangphan-amorn becomes an auditor and has express her opinions on the company's financial statements from 2023 to 2024, for a total period of 2 years. EY Office Company Limited and the Certified Public Accountant as listed above have no relationship with the Company / Subsidiary company / Executives/ Major shareholders or persons related to such person in any way. Therefore, they are independent in auditing and expressing opinions on the financial statements.

The total audit fee for the year 2025 is in the amount of 2,200,000 baht and there are no other service fees, which is a 26.67 percent reduction compared to 2024. The comparison of the audit fee with the previous year is described in the table below. For the auditors and audit fees of Micro Insure Broker Co. Ltd., Micro Fin Co., Ltd. and Micro Plus Leasing Co.,Ltd.(subsidiaries of the Company) also stated in the table below is for the acknowledgement of the Shareholder Meetings. The appointment of the auditors and the auditor fees of each subsidiaries of the Company has been approved by their shareholders of each company at the 2025 annual general meeting of shareholders and the general meeting of shareholders of that company has also selected EY Office Company Limited as the auditor.

Scope of work	Fees for the year 2025	Fees for the year 2024
	Unit: Baht	Unit: Baht
Fee for reviewing financial statements for		
- The first quarter ended March 31	300,000	450,000
- The Second quarter ended June 30	300,000	450,000
- The Third quarter ended September 30	300,000	450,000
Audit fee for the accounting year ended December 31	1,300,000	1,650,000
Other service fee	None	None
<b>Total Amount</b>	<b>2,200,000</b>	<b>3,000,000</b>
Audit fee of Micro Insure Broker Co., Ltd.	180,000	230,000
Audit fee of Micro FIN Co., Ltd.	120,000	180,000
Audit fee of Micro Plus Leasing Co.,Ltd.	480,000	610,000

### The Board of Directors' Opinion

The Company's Board of Directors deems that it is appropriate to propose to the Meeting of Shareholders to consider and approve the appointment of Ms Wanwilai Phetsang, Certified Public Accountant Registration No. 5315, or Ms Bongkot Kriangphan-amorn, Certified Public Accountant Registration No. 6777, or Ms. Saranya Pludsri, Certified Public Accountant No. 6768, of EY Office Limited, as the Auditor of the Company for the year 2025. Any aforementioned- person shall be responsible for reviewing and expressing opinions on the Company's Financial Statements. In case, that the aforementioned -certified auditors are unable to perform his/her duty, the Company shall require EY Office Limited to procure other auditors of EY Office Limited to act in lieu of the appointed auditors. The auditor's annual remuneration for the year 2025 is in the amount of 2,200,000 Baht.

### Voting

This agenda requires a resolution which must be approved by majority vote of the Shareholders who attend the Meeting and cast their votes.



## Agenda 8      Other business (If any)

.....

The company has set on March 10, 2025 as the record date for the determination of the Shareholders who are eligible to attend the 2025 Annual General Meeting of the Shareholders.

The Shareholders are invited to attend the meeting through electronic media (E-AGM) on the date, time and place as specified above. On Tuesday 22 April 2025, the date of the 2025 Annual General Meeting of the Shareholders, **the Company will open the registration via Mobile Application 'IR PLUS AGM' from 08.00 a.m. onwards.**

The Shareholders who would like to attend the 2025 Annual General Meeting of Shareholders via electronic media (E-AGM) **must identity verification** according to the manual for registration and the process in attending the Meeting as stated in supplementary documents (Attachment No 9). **Shareholders can proceed with the identity verification via electronic media after receiving this Notification up until the time of the Annual General Meeting of Shareholders.**

The Shareholders who wish to appoint Independent Directors or other person as proxies to attend the 2025 Annual General Meeting of the Shareholders via electronic media (E-AGM) must fill in the details, including sign as well and submit the proxy form A, B or C (Attachment No.7) with Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting (Attachment No.10). The proxy form must be sent to the Company before the date of the meeting or before the proxy attend the meeting. (Information about the independent directors that the company proposed to serve as proxies appears in Attachment 5)

The grantor (shareholders) **has the right to cancel the proxy** granted to the Independent Directors or other person **by sending the Cancellation Letter of the Proxy (Attachment No. 14) to the Company via registered mail with mail return receipt or EMS.** The Company must receive the Cancellation Letter of the Proxy **at least 3 working days** before the Meeting date **and such Cancellation Letter must be attached with the signed copy of the Proxy Form (every page).**

The shareholders should consider the details of the Meeting's agendas before granting the proxy to attend the Meeting. The proxy, who is the Independent Director, must act in accordance with the authorities granted by the shareholders otherwise the shareholders who suffer damage are entitled to take legal action against the Company and the said proxy.





The Company has provided the opportunity for minor shareholders to exercise their rights to propose the meeting agendas in advance from 1 October 2024 to 31 December 2024 in order to promote Shareholders' right. The Company has published the criteria on the Company's website and also reported the news through the Stock Exchange of Thailand. However, there was no shareholder proposing any agenda for the Annual General Meeting of Shareholders.

Yours faithfully,

Micro Leasing Public Company Limited

*-Krit Umpote-*

(Assistant Professor Krit Umpote)  
Chairman

