



THANI.017/2022

17 February 2022

Subject : Notification of the resolutions of the Board of Directors on Dividend Payment, Amendment to the Company's objective, and Schedule for the Annual General Meeting of Shareholders for the Year 2022

To : Director and Manager  
The Stock Exchange of Thailand

Ratchthani Leasing Public Company Limited ("the Company") held the Board of Directors Meeting No.1/2022 on 15 February 2022, the meeting has resolved the following matters as follows :

1. The Board of Directors Meeting deems it appropriate to propose to the Meeting of Shareholders to consider and approve the dividend payment for the year 2021 performance at the rate of 0.17 Baht per share, total amount 962,714,794 Baht, representing 57.34 percent of the 2021 net profit based on the Company's separate financial statements or 56.33 percent based on the Company's consolidated financial statements. The dividend payment shall be made on 27 April 2022

Such rights of the Company are uncertain, will need the approval from the meeting of shareholders.

2. The Board of Directors Meeting considers business opportunities based on knowledge, expertise, and experience in providing credit services. In the future, credit services may be provided to business operators related to the Company's operations with land as collateral. And to reduce the risk of giving such credit, the Company must carry out mortgage transactions with the Land Office. Therefore, it is necessary to amend the objectives of the Company to be clear and consistent with the requirements of the law. It is then deemed appropriate to propose to the Meeting of Shareholders to consider and approve the amendment to the Company's objective No. (7) as follows :

**Present Objective**

"(7) To buy, sell, exchange, rent, lease, hire purchase, pledge, accept pledge, mortgage, accept mortgage, sell on consignment, accept sell on consignment of chattels and real estate such as lands, buildings, and all types of assets (except for the act of credit foncier)"

**Propose Objective**

"(7) To buy, sell, exchange, rent, lease, hire purchase, pledge, accept pledge, mortgage, accept mortgage, sell on consignment, accept sell on consignment of chattels and real estate such as lands, buildings, and all types of assets without running credit foncier business and without accepting deposits or receiving money from the public and taking advantage of that money."

In addition, the Company must make amendments to Clause 3 of the Company's Memorandum of Association to comply with the amendment to such objective by using the statement: "Clause 3. The Company has 34 clauses of objectives, the content of which appears on the form Bor.Mor.Jor.002 attached hereto."

Authorizing the Board of Directors and/or any person authorized by the Board of Directors to be the applicant for the registration of the amendments to the Company's objective and Clause 3 of the Memorandum of Association to the Department of Business Development, Ministry of Commerce, as well as, to amend the text or take any necessary action to comply with the registrar's orders.

3. The Board of Directors Meeting resolved to approve convening an Annual General Meeting of Shareholders for the Year 2022 held on 5 April 2022 at 2.00 p.m. through the electronic conference (E-Meeting), according to the criteria specified in relevant laws. The agenda items are as follows :

**Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2021**

Board of Directors' opinion The Board of Directors deems it appropriate to propose to the meeting of shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the Year 2021 held on 8 April 2021.

**Agenda 2 To acknowledge the Company's operating performance for the year 2021**

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of shareholders to acknowledge the Company's operating performance for the year 2021.

**Agenda 3 To consider and approve the Company Financial Statements (Statements of financial position, Statements of comprehensive income, Cash flows statements, and Notes to financial statements) for the year ended 31 December 2021**

Board of Directors' opinion The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and approve the Company Financial Statements (Statements of financial position, Statements of comprehensive income, Cash flows statements, and Notes to financial statements) for the year ended 31 December 2021 which have been audited by an auditor. In this connection, the Company Financial Statements have already been reviewed by the Audit Committee and endorsed by the Board of Directors.

**Agenda 4 To consider and approve the allocation of net profit for the year 2021 as a legal reserve**

Board of Directors' opinion The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and approve the allocation of net profit for the year 2021 as a legal reserve with the amount to 86,000,000 Baht then the cumulative legal reserve of 557,500,000 Baht or 9.84 percent of the registered capital.

**Agenda 5 To consider and approve dividend payment for the year 2021 performance and the date of dividend payment**

Board of Directors' opinion The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and approve dividend payment and the date of dividend payment as proposed above.

**Agenda 6 To consider and election of directors to replace the retired by rotation for the year 2022**

Board of Directors' opinion At the Annual General Meeting of Shareholders for the Year 2022, the directors who retire by rotation are as follows 1) Mr. Thakol Nunthirapakorn 2) Mr. Suvit Arunanondchai 3) Mr. Surapon Satimamnont and 4) Mr. Kovit Rongwattanasophon

The Board of Directors, excluding directors retiring by rotation, in agreement with the Nomination and Remuneration Committee's recommendation, deems it appropriate to propose to the meeting of shareholders to consider and appoint the 4 Directors who retired by rotation will be reelected to another term and appointed the same position.

In this regard, the Company provided the shareholders with an opportunity to propose a nominate candidates for the election of directors for the year 2022 via the Company's website during the period from 1 October to 31 December 2021. However, until the end of the specified period, there was no shareholder proposing any.

**Agenda 7 To consider and approve remuneration of the Board of directors and Sub-Committees for the year 2022**

Board of Directors' opinion In agreement with the Nomination and Remuneration Committee's recommendation, The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and approve the remuneration of the Board of directors and Sub-Committees for the year 2022 as follows :

1) Payment of monthly compensation and meeting allowances not more than 5,000,000 Baht.

2) Payment of the performance allowances to the directors, at the fixed rate of 0.5 percent of the cash dividend payment to shareholders from 2021 performance, which amounts to 4,813,573.97 Baht.

Allocated by the Nomination and Remuneration Committee.

**Agenda 8 To consider the appointment of auditors and determination of audit fees for the year 2022**

Board of Directors' opinion In agreement with the Audit Committee' recommendation, The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and appointment of the auditor from EY Office Limited as the Company's auditors, whose Certified Public Accountants include the following:

1) Miss Ratana Jala Certified Public Accountant (Thailand) No.3734 and/or

2) Miss Saranya Pludsri Certified Public Accountant (Thailand) No.6768 and/or

3) Miss Somjai Kunpasut Certified Public Accountant (Thailand) No.4499

The audit fees for the year 2022 amount of 1,900,000 Baht.

**Agenda 9 To consider and approve the amendment to the Company's objective and Clause 3 of the Memorandum of Association**

Board of Directors' opinion The Board of Directors deems it appropriate to propose to the meeting of shareholders to consider and approve the amendment to the Company's objective and Clause 3 of the Memorandum of Association as proposed above.

**Agenda 10 To consider other issues (if any).**

Board of Directors' opinion The Board of Directors deems it appropriate to include this agenda item so that shareholders can ask questions and/or express opinions on various matters without having to adopt any resolution. However, in case the shareholders wish to propose any matter which requires a resolution, they must comply with the following legal requirement stipulated in the second paragraph of Section 105 of the Public Limited Companies Act, B.E.2535: "After the meeting has completed considering the matters in the first paragraph, shareholders collectively holding shares amounting to not less than one-third of the total paid-up shares may request the meeting to consider matters other than those indicated in the notice calling the meeting."

4. The Board of Directors Meeting resolved to approve the Record date a list of shareholders eligible for attending the Annual General Meeting of shareholder for the year 2022 and the right to receive dividends on 3 March 2022.

The Company will inform shareholders of the details on the procedures for attending the E-Meeting, and the use of E-Meeting system in the Notice of the Annual General Meeting of Shareholders for the year 2022. However, any shareholder who is unable to attend the E-Meeting can appoint independent directors as your proxies instead attend meeting in persons.

Please be informed accordingly

Yours faithfully,

Ratchthani Leasing Public Company Limited

*- Kovit Rongwattanasophon -*

(Mr. Kovit Rongwattanasophon)

Chairman of the Executives Committee

and Managing Director