



## The 2024 Annual General Meeting of Shareholders

### Heng Leasing and Capital Public Company Limited

On Friday 19 April 2024 at 14.00 hrs.,

At Sumritphol Meeting Room, 3<sup>rd</sup> floor,

Heng Leasing and Capital Public Company Limited, Head Office

No. 69 Moo 7, San Sai Noi Sub-District,

San Sai District, Chiang Mai Province 50210

**NOTE :**

1. Registration for the meeting begins at 12:00 PM.
2. Please bring the Barcode-printed Meeting Notice Form to the registration officer on the meeting day for a quick registration.
3. Please refrain from giving gifts to be in line with the transparency policy and guidelines that the regulators have campaigned to reduce/stop giving gifts at the general meeting of shareholders.

Heng Leasing and Capital Public Company Limited : Head Office

69 Moo 7, San Sai Noi Subdistrict, Sansai District Chiang Mai 50210

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Heng Leasing and Capital Public Company Limited  
No. 69 Moo 7, Sai Sai Noi Sub-district, Sansai District, Chiang Mai

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18 March 2024

- Subject: Invitation to the 2024 Annual General Meeting of Shareholders
- To: Shareholders of Heng Leasing and Capital Public Company Limited
- Attachment:
1. Minutes of the 2023 Annual General Meeting of Shareholders
  2. The method of using QR code for viewing the invitation to the 2024 Annual General Meeting of Shareholders, Annual Registration Statement/Annual Report (Form 56-1 One Report), and the financial statements for the year 2023
  3. Profile of the nominated auditors to be appointed as the Company's auditors for the year 2024
  4. Profile of persons nominated to be appointed as the Company's directors
  5. Definition of independent director
  6. Information of the independent directors nominated as proxy
  7. Articles of Association of the Company with respect to the Annual General Meeting of Shareholders
  8. Procedure for attending the Annual General Meeting of Shareholders, Proxy and the submission of inquiry
  9. Proxy Form A, Proxy Form B, and Proxy Form C (It is recommended to use Proxy Form B)
  10. Privacy Notice
  11. Request Form for Annual Registration Statement/Annual Report (Form 56-1 One Report) and financial statements for the year 2023 (Booklet)
  12. Map of the Meeting Venue

The Board of Directors of Heng Leasing and Capital Public Company Limited ("the Company") has resolved to convene the 2024 Annual General Meeting of Shareholders on Friday, 19 April 2024 at 14.00 hrs., at Sumritphol Meeting Room, 3<sup>rd</sup> floor, Heng Leasing and Capital Public Company Limited, No. 69 Moo 7, Sai Sai Noi Sub-district, Sansai District, Chiang Mai Province 50210, which is a physical meeting. In this regard, the Company has determined

the list of shareholders who are entitled to attend the 2024 Annual General Meeting on 4 March 2024 (Record Date).

In this regard, the Company has provided an opportunity for shareholders to propose matters for inclusion as meeting agenda and/or to nominate persons to be considered for appointment as the Company's directors from 9 November 2023 to 9 January 2024. However, there were no shareholders proposing any matter to be included as meeting agenda and/or nominated persons to be appointed as the Company's directors. In addition, the Company has provided an opportunity for shareholders to submit questions in advance of the 2024 Annual General Meeting from 9 November 2023 to 31 March 2024. As of the date of this invitation letter, there were no shareholders submitted any questions in advance. Therefore, the Company has determined the following meeting agenda for consideration:

**Agenda 1      To certify the minutes of the 2023 Annual General Meeting of Shareholders, held on 21 April 2023**

Objective and Rationale

The Company held the 2023 Annual General Meeting of Shareholders on 21 April 2023, whereby the Company has properly prepared the minutes of such meeting and submitted the same to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce pursuant to the period required, including disclosure of such minutes through the Company's website [www.hengleasing.com](http://www.hengleasing.com). The details of which are as appeared in Attachment 1 which has been sent to the shareholders together with this invitation letter.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to certify the minutes of the 2023 Annual General Meeting of Shareholders, held on 21 April 2023 which the Board of Directors deemed that the minutes of the 2023 Annual General Meeting of Shareholders has been fully and accurately recorded.

#### Resolution

This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

### **Agenda 2 To acknowledge the operating results of the Company for the year 2023**

#### Objective and Rationale

In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 44 (A) of the Company's Articles of Association, the Company must report the Company's operating results in the past year to the annual general meeting of shareholder. In this regard, the Company has prepared the Board of Directors' report regarding the Company's operating results for the year 2023, which appeared in the annual registration statement/annual report (Form 56-1 One Report) which can be downloaded via QR Code with details as appeared in the Attachment 2 that has been sent to the shareholders together with this invitation letter.

#### Board of Directors' Opinion

The Board of Directors has considered the Company's operating results for the year 2023 and deemed it appropriate to report to the 2024 Annual General Meeting of Shareholders to acknowledge the Company's operating results and the significant changes that occurred in the year 2023.

#### Resolution

This agenda is for acknowledgement only and therefore, voting is not required.

### **Agenda 3 To consider and approve the audited financial statements for the year 2023, ended 31 December 2023**

#### Objective and Rationale

In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 44 (B) and Article 47 of the Company's Articles of Association, the Company is required to prepare financial statement and the statement of

comprehensive income at the end of the Company's accounting period which must be audited by the certified public accountant prior to proposing for the general meeting of shareholders for approval. In this regard, the Company has prepared the financial statements and the statement of comprehensive income for the fiscal year ended 31 December 2023 which has been audited by the Company's auditors. The Audit Committee and the Board of Directors have considered and deemed that it is accurate, complete and sufficient according to the generally accepted accounting principles. The details of the fiscal year ended 31 December 2023 are as appeared in the "Financial Statements" section and the "Report on Board of Directors' Responsibility for Financial Reports" section which are included in the registration statement/annual report (Form 56-1 One Report) and can be downloaded via QR Code. The details of which are as appeared in [Attachment 2](#) which has been sent to the shareholders together with this invitation letter. The key points can be summarized as follows:

Item	Year 2023	Year 2022	Increase (Decrease)	Increase /Decrease (Percentage)
Total assets (Million baht)	15,673.2	12,263.6	3,409.6	27.8
Total liabilities (Million baht)	10,257.1	7,019.3	3,237.8	46.1
Total shareholders' equity (Million baht)	5,416.1	5,244.3	171.8	3.3
Paid-up share value (Million baht)	3,810.0	3,810.0	-	-
Revenues (Million baht)	2,877.7	2,124.4	753.3	35.5
Net profits (Million baht)	422.0	461.1	(39.1)	(8.5)
Earnings per share (Baht/share)	0.11	0.12	(0.01)	(8.3)

#### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the

financial statements for the year 2023, ended 31 December 2023 which have been audited by the certified public accountant from EY Office Limited and have been approved by the Audit Committee and the Board of Directors.

#### Resolution

This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

#### **Agenda 4      To consider and approve the allocation of net profit and the distribution of dividend for the year 2023**

#### Objective and Rationale

In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 44, Article 53 and Article 54, paragraph 1 of the Company's Articles of Association, the Company must allocate a portion of the annual net profits as reserve fund of not less than five (5) percent of the annual net profits deducted by the accumulated loss brought forward (if any) until such reserve fund is not less than ten (10) percent of the registered capital. In addition, the Board of Directors may propose the shareholders' meeting to pass a resolution to allocate other reserves as deemed appropriate for the Company's operations.

In addition, the Company has a dividend payment policy of not less than 40 percent of net profits from separate financial statements after deduction of corporate income tax and legal reserves as required by the law and as specified in the Company's Articles of Association. However, the dividend payment is subject to the Company's operating results, financial positions, suitability and other factors related to the operations and management of the Company.

In the year 2023, the Company has net profits in the amount of Baht 422,008,473 which has been allocated as legal reserve fund in the amount of Baht 21,100,424. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the dividend payment for the fiscal year 2023 at the rate of Baht 0.0665 per weighted average share or



equivalent to Baht 253,365,000 (based on the total number of 3,810,000,000 shares) or equivalent to the dividend payment of approximately 60 percent of the net profit of the separate financial statements after deduction of taxes and legal reserves. Such dividend payment ratio is in accordance with the Company's dividend payment policy. In this regard, all dividends will be paid in cash and are subject to withholding tax at the rate as stipulated by the laws.

The Company has determined the list of shareholders entitled to receive dividends on 4 March 2024 (Record Date). In the case that the 2024 Annual General Meeting of Shareholders has approved the dividend payment, the Company shall distribute the dividend to the shareholders on 10 May 2024.

Details of the comparison of the dividend payment from the Company's operating results for the past year are as follows:

Item	Year 2023 (Proposed Year)	Year 2022
1. Net profits (Baht)	422,008,473	461,124,603
2. Retained earnings (Baht)	890,744,389	718,999,559
3. Number of shares (shares)	3,810,000,000	3,810,000,000
4. Earnings per share (Baht/share)	0.11000	0.12000
5. Retained earnings per share (Baht/share)	0.23379	0.18871
6. Dividend per share (Baht/share)	0.0665	0.0666
- Annual dividend payment (Baht/share)	0.0665	0.0666
- Interim dividend payment (Baht/share)	-	-
7. Total dividends (Baht)	253,365,000	253,746,000
8. Dividend payout ratio (%)	60	55
9. Legal reserve (Baht)	21,100,424	23,056,230

### Board of Directors' Opinion

In considering the dividend payment to the shareholders, the Board of Directors has taken into account several factors, including the Company's operating results, liquidity, cash flow, financial positions of the Company, future plans, funding requirements, and other relevant factors including laws and relevant policies. It is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of net profit and the distribution of dividend for the year 2023 with the details as proposed. In this regard, the Company has determined the list of shareholders entitled to receive dividends on 4 March 2024 (Record Date). In the case that the 2024 Annual General Meeting of Shareholders has approved the dividend payment, the Company shall distribute the dividend to the shareholders on 10 May 2024.

However, the right to receive such dividends is subject to the 2024 Annual General Meeting of Shareholders' approval.

### Resolution

This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 5**      **To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2024**

### Objective and Rationale

In compliance with Public Limited Companies Act, B.E. 2535 (as amended) and Article 44 (F) of the Company's Articles of Association, the appointment of the auditors and determination of the audit fee shall be considered at the annual general meeting, and Article 47 of the Company's Articles of Association which stipulates that the Board of Directors must prepare the financial statements and income statements at the end of the fiscal year of the Company to propose to the annual general meeting of shareholders for consideration and approval. The Board of Directors must arrange for an auditor to complete the audit of the financial statements and income statements prior to proposing to the

shareholders' meeting, and Article 49 of the Company's Articles of Association which stipulates that the annual general meeting of shareholders shall appoint the Company's auditor and determine the audit fee for such auditor. The auditor who has vacated their position has the right to be re-appointed.

The Audit Committee has carefully considered the selection of the auditors from EY Office Limited as the auditors for the year 2024 by considering their performance in the past year and deemed that they have knowledge, capabilities, good working standards, and qualifications according to the Company's Articles of Association and the Securities and Exchange Commission. In addition, the auditors have no relationship and have no conflict of interest with the Company, its management, the major shareholder or any person related to the aforementioned persons in any way and have sufficient independence in auditing and expressing opinions on the Company's financial statements. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors for the year 2024 as follows:

Item	Name	Certified Public Accountant No.	History of auditing the Company
1.	Ms. Wanwilai Phetsang	5315	Has never signed the Company's financial statements. Or
2.	Ms. Chutiwan Chanswangphuwana	8265	Has never signed the Company's financial statements. Or
3.	Ms. Bongkot Kriangphanamorn	6777	Has never signed the Company's financial statements.

The information of the nominated persons to be appointed as the auditors for the year 2024 are as appeared in Attachment 3 which has been sent to the shareholders together with this invitation.

In addition, the Audit Committee has determined the audit fee for the year 2024 in the amount of Baht 3,550,000 and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the audit fee with the details as follows:

Comparison of Fees			
Audit Fee	2024 (Proposed Year) (Baht)	2023 (Baht)	Increase/Decrease in Compensation (Baht)
Audit Fee	3,450,000	3,300,000	150,000
Consolidated Financial Statement Fee <sup>(1)</sup>	100,000	-	100,000
Non-Audit Fee	-	-	-
<b>Total</b>	<b>3,550,000</b>	<b>3,300,000</b>	<b>250,000</b>

**Remarks:** <sup>(1)</sup>At present, the Company does not have any subsidiaries. However, the Company is currently in the process of making investments to acquire a subsidiary. Once the Company's subsidiary has been established, it will use the services of the same auditing firm as the Company.

The abovementioned audit fee excludes other service fees (Non-Audit Fee) which the Company will pay based on actual incurred fee.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of Ms. Wanwilai Phetsang, Certified Public Accountant No. 5315 and/or Ms. Chutiwan Chanswangphuwana, Certified Public Accountant No. 8265 and/or

Ms. Bongkot Kriangphanamorn, Certified Public Accountant No. 6777 from EY Office Limited as the Company's auditor for the year 2024 and the determination of the audit fee in the amount of Baht 3,550,000. The audit fee for the year 2024 excludes other service fees (Non-Audit Fee) which the Company will pay based on actual incurred fee as proposed by the Audit Committee, when comparing to the year 2023 which the Company does not have other service fees (Non-Audit Fee). In this regard, the Audit Committee has carefully considered on the selection of the Company's auditors based on their performance, auditing knowledge and experience, auditors' independence, as well as the audit fees by comparing with the audit fees of other listed companies at the same level and deemed that such audit fee is appropriate. In the event that the abovementioned auditors are unable to perform their duties, the Company can appoint another certified public accountant from EY Office Limited to perform the duties on their behalf.

In addition, the persons nominated above have no relationship and have no conflict of interest with the Company, its management, the major shareholder or persons related to the aforementioned persons in any way and have been approved as auditors by the Securities and Exchange Commission. Furthermore, there is no auditor who has performed the duties as the Company's auditor for a period of 7 consecutive years (including the case that the auditors will perform their duties as the Company's auditors for the year 2024).

#### Resolution

This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 6**      **To consider and approve the appointment of directors to replace those retiring by rotation**

#### Objective and Rationale

In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 25 of the Company's Articles of Association, at every Annual General

Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire. If their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire. The directors who retired from office may be re-appointed. In addition, directors who must retire from office in the first and second year after registration of the Company shall be voluntary. If the number of directors who voluntarily retire from office does not meet the number under the first paragraph, the directors shall draw lots. In the following years, the director who has been in the position for the longest time shall retire. In the 2024 Annual General Meeting of Shareholders, there are 4 directors and/or independent directors who shall retire by rotation, namely:

- |     |                                     |                                |
|-----|-------------------------------------|--------------------------------|
| (1) | Professor Dr. Surapon Nitikraipot   | Director /Independent Director |
| (2) | Mr. Nutchdhawattana Silpavittayakul | Director/Independent Director  |
| (3) | Mrs. Sutharntip Phisitbuntoon       | Director                       |
| (4) | Mr. Bunthid Supasatitkul            | Director                       |

#### Board of Directors' Opinion

The Company has provided an opportunity for the shareholders to nominate persons to be considered for appointment as the Company's director from 9 November 2023 to 9 January 2024. However, there were no shareholders nominating any persons to be appointed as the Company's directors.

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of four (4) directors who retired by rotation to be re-appointed as directors and/or independent directors for another term, namely:

- |     |                                     |                                |
|-----|-------------------------------------|--------------------------------|
| (1) | Professor Dr. Surapon Nitikraipot   | Director /Independent Director |
| (2) | Mr. Nutchdhawattana Silpavittayakul | Director/Independent Director  |
| (3) | Mrs. Sutharntip Phisitbuntoon       | Director                       |
| (4) | Mr. Bunthid Supasatitkul            | Director                       |

Profile of persons nominated to be appointed as the Company's directors are as appeared in the Attachment 4 which has been sent to the shareholders together with this invitation letter.

The nominated persons have been through a careful and thorough consideration process according to the guideline as specified by the Company and have the qualifications as stipulated by relevant regulations and are suitable for the Company's business operation. The Nomination and Remuneration Committee and the Board of Directors have considered and deemed that the four (4) directors are the persons with knowledge, abilities, experience, and expertise comparable to the Board Skill Matrix, which will be the most beneficial to the Company's business operations. The directors have sufficient time to devote knowledge, abilities and are able to fully perform duties for the Company. In addition, the four (4) directors have fully performed their duties as directors and members of the sub-committees throughout the duration of holding the office and have no prohibited characteristics to hold a position as director in accordance with the relevant laws and they have no special interests that are different from the other directors.

In addition, the Board of Directors has considered and deemed that Professor Dr. Surapon Nitikraipot and Mr. Nutchdhawattana Silpavittayakul have the suitable and complete qualifications to be appointed as an independent director according to the definition of independent director of the Stock Exchange of Thailand and the law and/or relevant regulations relating to independent director and can express their opinions independently in accordance with the relevant regulations. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace those retiring by rotation.

#### Resolution

This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 7 To consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2024**

Objective and Rationale

In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 37 of the Company's Articles of Association, the Company is prohibited from paying money or any other assets to the directors, except for the director's remuneration. The directors are entitled to receive directors' remuneration from the Company in accordance with the Company's Articles of Association or as determined by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The director's remuneration may be determined in a fixed amount, or a specific rule and can be determined from time to time, or the remuneration shall be effective until the shareholders' meeting resolves to change otherwise.

The Company has clearly and transparently determined the directors' remuneration in the forms of monetary compensation such as monthly remuneration, meeting fee, bonus, and other compensation such as health insurance benefits and director liability insurance by taking into account suitability, assigned duties and responsibilities, performance, and benefits that the Company expects to receive from the directors. The remuneration is comparable to other listed companies on the Stock Exchange of Thailand which are in the same industry and are in similar size. The remuneration should be appropriate and sufficient to motivate the directors to perform their tasks and achieve the Company's goals and efficiency. In this regard, the Company has determined rules and procedures for determining the directors' remuneration for the Nomination and Remuneration Committee to consider and propose the appropriate amount of remuneration to the Board of Directors for consideration and approval prior to proposing to the shareholders' meeting for further consideration and approval.

In this regard, the Board of Directors deems it appropriate to approve the determination of remuneration of the Board of Directors and the sub-committees



for the year 2024 which is differ from the remuneration of the Board of Directors and sub-committees for the year 2023 as proposed by the Nomination and Remuneration Committee. The details of which are as follows:

1. Monetary compensation

Comparison of Remuneration				
Position	2024 (Proposed Year)		2023	
	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)
Remuneration for the Board of Directors <sup>(1)</sup>				
Chairman	60,000	-	60,000	-
Director	40,000	-	40,000	-
Remuneration for the Audit Committee				
Chairman of the Audit Committee	35,000	-	35,000	-
Member of the Audit Committee	25,000	-	25,000	-
Remuneration for the Executive Committee <sup>(2) (3)</sup>				
Chairman of the Executive Committee	-	169,000	-	165,000
Member of the Executive Committee who holds a position as the Company's director and/or member of the sub- committee	-	128,000	-	125,000
Member of the Executive Committee who does not hold a	-	108,000	-	105,000

Comparison of Remuneration				
Position	2024 (Proposed Year)		2023	
	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)
position as the Company's director and/or member of the sub-committee				
Remuneration for the Risk Management Committee				
Chairman of the Risk Management Committee	35,000	-	35,000	-
Member of the Risk Management Committee	25,000	-	25,000	-
Remuneration for the Nomination and Remuneration Committee				
Chairman of the Nomination and Remuneration Committee	35,000	-	35,000	-
Member of the Nomination and Remuneration Committee	25,000	-	25,000	-
Remuneration for the Corporate Governance and Sustainable Development Committee				
Chairman of the Corporate	35,000	-	35,000	-

Comparison of Remuneration				
Position	2024 (Proposed Year)		2023	
	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)	Meeting Fee (Baht/Time)	Monthly Remuneration (Baht)
Governance and Sustainable Development Committee				
Member of the Corporate Governance and Sustainable Development Committee	25,000	-	25,000	-

**Remarks:** <sup>(1)</sup> Including the attendance at the shareholders' meeting and the non-executive directors' meetings.

<sup>(2)</sup> Members of the Executive Committee who hold positions as the Company's directors and/or members of the sub-committees will only receive monthly remuneration as the member of the Executive Committee.

<sup>(3)</sup> Members of the Executive Committee who hold positions as the Company's management will not receive meeting fees and monthly remuneration as members of the Executive Committee.

2. Details of non-monetary compensation and other benefits (excluding welfare provided to general employees)

Year	Item	Details of Welfare
2023	1. Health insurance	Health insurance benefits is an insurance that covers both inpatient (IPD) and outpatient (OPD) medical treatments for the

Year	Item	Details of Welfare
		Board of Directors and the Executive Committee with the total maximum benefits of not exceeding Baht 100 million per person per year. The terms and conditions are as specified under the insurance policy.
	2. Directors liability insurance	Directors and officer's liability insurance benefits is an insurance that covers directors and senior officers or executive officers of the Company from financial loss or damage due to violations or wrongful acts responsible by the Company's directors or officers according to the laws. In addition, such insurance protects the Company in the event that the Company is permitted or obligated to indemnify directors and/or officers for wrongdoings responsible by directors or officers according to the laws with the maximum liability limit of Baht 200 million per claim throughout the insurance period. The terms and conditions are as specified under the insurance policy.
2024 (Proposed Year)	1. Health insurance	Health insurance policy is an insurance that covers both inpatient (IPD) and outpatient (OPD) medical treatments for the Board of Directors and the Executive Committee with the total maximum benefits of not exceeding Baht 100 million per person per year. The terms and conditions are as specified under the insurance policy.
	2. Directors liability insurance	Directors and officer's liability insurance benefits is an insurance that covers directors

Year	Item	Details of Welfare
		<p>and senior officers or executive officers of the Company from financial loss or damage due to violations or wrongful acts responsible by the Company's directors or officers according to the laws. In addition, such insurance protects the Company in the event that the Company is permitted or obligated to indemnify directors and/or officers for wrongdoings responsible by directors or officers according to the laws with the maximum liability limit of Baht 200 million per claim throughout the insurance period. The terms and conditions are as specified under the insurance policy.</p>

### 3. Bonus for the Board of Directors

The director's bonus for the year 2024 shall not exceed 2.5 percent of the Company's net profit and the total bonus for the Board of Directors shall not exceed Baht 9,000,000 of which the payment shall be calculated according to the duration of the position. In addition, the Chairman of the Board of Directors shall receive a higher bonus than the directors. The Nomination and Remuneration Committee will propose to the Board of Directors for approval.

#### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the sub-committee for the year 2024 which is differ from the remuneration of the Board of Directors and sub-committee for the year 2023 as proposed by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has carefully considered various suitability factors by comparing with other listed

companies on the Stock Exchange of Thailand in the same industry and of similar sizes.

Resolution

This agenda must be approved by no less than two-thirds of the votes of the shareholders who attended the meeting.

**Agenda 8** To acknowledge the change of schedule for utilizing the proceeds received from the initial public offering (IPO), which is a non-material change

Objective and Rationale

As the Company has conducted its Initial Public Offering (IPO) from 6 – 8 October 2021 and received a net amount of approximately Baht 1,504.87 million after deduction of distribution and underwriter fees as well as other expenses from the IPO, the Company has planned to utilize such proceeds for the following purposes:

Objective of Utilizing the Proceeds	Approximate Amount of Proceeds (Million Baht)	Approximate Schedule for Utilizing the Proceeds	Balance as of 31 December 2023 (Million Baht)
1. Expand the business of providing credit services, branches, including related businesses such as non-life and life insurance brokerage businesses, and use as working capital for business operations.	1,134.8-1,014.8	Year 2021 – 2023	-
2. Partially repayment of loans from the financial institutions	300.0 – 400.0	Year 2021 – 2023	-

Objective of Utilizing the Proceeds	Approximate Amount of Proceeds (Million Baht)	Approximate Schedule for Utilizing the Proceeds	Balance as of 31 December 2023 (Million Baht)
3. Develop information technology systems such as software and mobile applications for using the Company's credit services, etc.	70.0 – 90.0	Year 2021 – 2023	50.9

In this regard, the Board of the Directors has resolved to approve the change of schedule for utilizing the proceeds received from the initial public offering (IPO), due to the schedule for utilizing the proceeds having exceeded the schedule as specified in the prospectus, which is a non-material change, by considering extending the schedule for the utilization of the proceeds for the development of the information technology systems such as software and mobile applications for using the Company's credit services, etc. Initially, the estimated schedule for utilizing such the proceeds was from 2021 to 2023, which has now been extended to 2021 to 2024 because the Company is currently in the process of selecting the service providers. In this regard, the Board of Directors has carefully considered and deemed that it reasonable and necessary to extend the schedule for utilizing such proceeds.

#### Board of Directors' Opinions

The Board of Directors has considered and deemed it appropriate to report to the 2024 Annual General Meeting of Shareholders to acknowledge the change of schedule for utilizing the proceeds received from the initial public offering (IPO), which is a non-material change, and the Board of Directors has carefully considered the suitability and necessity of such change.

### Resolution

This agenda is for acknowledgement only and therefore, voting is not required.

### **Agenda 9 To consider any other matters (if any)**

This agenda is for shareholders to ask questions and/or to allow directors to clarify questions or doubts (if any). Therefore, no other matters will be presented to the meeting for approval and there will be no voting in this agenda.

### Board of Directors' Opinion

For shareholders to be able to make decisions on important matters, any agenda should not be included without prior notice. Therefore, the meeting proceedings will be conducted in accordance with the agenda items as announced in this invitation letter to comply with the Corporate Governance Code for Listed Companies 2017 and the annual general meeting of shareholders' quality assessment project.

Therefore, the Company would like to invite the shareholders to attend the meeting on the date, time and place as proposed. If any shareholder cannot attend the meeting in person and wish to appoint another person to attend the meeting and vote on their behalf. Please fill in the details and sign either one of Proxy Form A, or Proxy Form B, or Proxy Form C. In case of any foreign shareholder who appoints a custodian in Thailand to be a stock depository, please use either Proxy Form A, Proxy Form B or Proxy Form C according to the Attachment 9 together with the relevant supporting documents as appeared in the Attachment 8. In this regard, the Company has also prepared stamps duty for affixing on the proxy form for the shareholders' convenience on the meeting day.

The Company kindly requests the cooperation of shareholders who wish to appoint an independent director as a proxy, please refer to information in Attachment 5 and 6 and to deliver the proxy form and the related documents as appeared in Attachment 8 to the Company within 12 April 2024, for the convenience of reviewing evidence in advance, to the address “**Company Secretary Office**” of Heng Leasing and Capital Public Company Limited located at No. 69 Moo 7, San Sai Noi Sub-District, San Sai District, Chiang Mai Province 50210. In this



regard, the Company shall conduct the meeting in accordance with the Company's Articles of Association. The details of which are as appeared in the Attachment 7.

Shareholders who wish to request for the Annual Registration Statement/Annual Report (Form 56-1 One Report), please kindly fill in attachment 11 and deliver it to the “**Company Secretary Office**” of Heng Leasing and Capital Public Company Limited located at No. 69 Moo 7, San Sai Noi Sub-District, San Sai District, Chiang Mai Province 50210 or email it to CS\_Heng@hengleasing.co.th to request for a delivery.

For the shareholders to receive the utmost benefits from attending the meeting and to protect the rights and benefits of the shareholders, the shareholders can research the additional details of the Company at <https://investor.hengleasing.com/en/home>. Should the shareholders have any questions that need clarification from the Company on the issues of the proposed agenda, the shareholders can submit questions in advance via e-mail to [cs\\_heng@hengleasing.co.th](mailto:cs_heng@hengleasing.co.th) within 31 March 2024. Please kindly specify your name, address, telephone number, fax and email address that can be contacted. In this regard, the Company will collect the questions and deliver them to the Board of Directors for consideration and to provide answers on the meeting date.

Please be informed accordingly.

Yours sincerely,



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Professor Dr. Surapon Nitikraipot  
Chairman of the Board of Directors

Minutes of the 2023 Annual General Meeting of Shareholders  
of  
Heng Leasing and Capital Public Company Limited

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**Date, Time and Venue**

The meeting was held on 21 April 2023 at 2.00 p.m. in the form of hybrid meeting at Rajpruek Ballroom, 2<sup>nd</sup> Floor, Sports Clubhouse Building, Rajpruek Club, 100 Moo 3, Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkok 10210.

**Members of the Board of Directors and/or the sub-committees present**

There were 14 the Board of Directors and/or the sub-committees attending the Meeting, accounted for 100 percent of the total number of 14 the Board of Directors and/or the sub-committees attending the Meeting.

**Members of the Board of Directors and/or the sub-committees attending the Meeting at Rajpruek Ballroom, Rajpruek Club**

- |    |  |  |
|----|--|--|
| 1. | Professor Dr. Surapon Nitikraipot            | Chairman of the Board of Directors / Chairman of the Corporate Governance and Sustainable Development Committee / Independent Director |
| 2. | Mrs. Sutharntip Phisitbuntoon                | Director / Chairman of the Executive Committee / Chief Executive Officer (CEO)   |
| 3. | Mr. Nutchdhawattana Silpavittayakul          | Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee                           |
| 4. | Assistant Professor Dr. Chaiwuth Tangsomchai | Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee                                       |

5.	Mr. Nutthirutt	Wanwimonphong	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Risk Management Committee
6.	Mr. Wichai	Suphasathikul	Director / Vice Chairman of the Executive Committee / President / Acting Senior Executive Vice President – Business Partner & Service
7.	Mr. Patpong	Patong	Director / Member of the Risk Management Committee / Executive Director
8.	Mr. Bunthid	Suphasathikul	Director / Member of the Nomination and Remuneration Committee / Executive Director
9.	Mr. Parinya	Suphasathikul	Director / Executive Director
10.	Mr. Thanassorn	Ratanasirisap	Director / Member of the Corporate Governance and Sustainable Development Committee / Executive Director
11.	Miss Thapanattsamon	Paisanteerakorn	Director / Member of the Corporate Governance and Sustainable Development Committee / Executive Director
12.	Miss Varita	Laothamatas	Director / Member of the Corporate Governance and Sustainable Development Committee / Executive Director

**Member of the Board of Directors and/or the sub-committees attending the Meeting through electronic means (E-AGM)**

13.	Miss Chonchissa	Ratanasirisap	Executive Director
14.	Mr. Punsongpol	Paisanteerakorn	Executive Director

Executive Directors attending the Meeting at Rajpruek Ballroom, Rajpruek Club

- |    |                |                 |  |
|----|----------------|-----------------|--|
| 1. | Mr. Rapee      | Pruenglampoo    | Acting Senior Executive Vice President -<br>Operation / Executive Vice President –<br>Branch Operations Department |
| 2. | Dr. Theerawat  | Thawanratphokin | Executive Vice President - Accounting<br>and Finance   |
| 3. | Mr. Benjarong  | Kammanid        | Executive Vice President - Risk<br>Management  |
| 4. | Mr. Sompop     | Pundrikabha     | Executive Vice President -Marketing  |
| 5. | Miss Sarinya   | Krissanakupata  | Executive Vice President - Human<br>Resources and Corporate Affairs  |
| 6. | Miss Natthanan | Kittiphonsombun | Corporate Secretary / Executive Vice<br>President - Corporate Governance and<br>Investor Relations                 |

Auditors from EY Office Limited attending the Meeting at Rajpruek Ballroom, Rajpruek Club

- |    |                |             |         |
|----|----------------|-------------|---------|
| 1. | Miss Saranya   | Pladsri     | Auditor |
| 2. | Miss Ployjutha | Sukantamarn | Auditor |

Auditors from EY Office Limited attending the Meeting through electronic means (E-AGM)

- |    |                |       |         |
|----|----------------|-------|---------|
| 3. | Miss Patchanin | Panin | Auditor |
|----|----------------|-------|---------|

Legal advisors from Charin & Associates Co., Ltd., attending the Meeting at Rajpruek Ballroom, Rajpruek Club

- |    |                |           |               |
|----|----------------|-----------|---------------|
| 1. | Mr. Charin     | Satchayan | Partner       |
| 2. | Miss Benjaporn | Puttinan  | Partner       |
| 3. | Miss Booraya   | Hemstapat | Legal advisor |

Legal advisors from Charin & Associates Co., Ltd., attending the Meeting through electronic means (E-AGM)

- |    |               |           |               |
|----|---------------|-----------|---------------|
| 4. | Miss Vipaporn | Chantavee | Legal advisor |
|----|---------------|-----------|---------------|

Examiner of voting results from Charin & Associates Co., Ltd., attending the Meeting at Rajpruek Ballroom, Rajpruek Club

1. Miss Natchaya Chanasith Examiner of voting results

Examiner of Thai Investor Association

1. Mrs. Raweewan Chaikong
2. Miss Usa Sumetlak

The Meeting commenced at 2:00 p.m.

Miss Natthanan Kittiphonsombun, the Corporate Secretary, welcomed the shareholders to the 2023 Annual General Meeting of Shareholders of Heng Leasing and Capital Public Company Limited (“the Company”). This year, the Company organized the Meeting in the form of the hybrid meeting in following the relevant laws in relation to regular meetings and meeting through electronic means according to the Emergency Decree on Meetings via Electronic Means B.E. 2563 (2020) and other relevant laws or regulations. The Meeting is held and broadcasted from Rajpruek Ballroom, 2<sup>nd</sup> Floor, Sports Clubhouse Building, Rajpruek Club with the agenda items appearing in the invitation letter which had been sent to all shareholders.

The Company has published the meeting documents on its website and notified to the Stock Exchange of Thailand since March 20, 2023. To promote good corporate governance in respect of the rights and equality of shareholders, the Company informed the Stock Exchange of Thailand and published the meeting documents on the Company’s website, inviting shareholders to propose any matters that should be included as agenda items of the 2023 Annual General Meeting of Shareholders and nominate names of candidates who are qualified and meet the Company’s criteria for appointment as the Company’s directors during November 10, 2022 to January 10, 2023. Shareholders may send questions in advance during November 10, 2022 to March 31, 2023.

However, there were no shareholders nominating any candidate for appointment as the Company’s directors, and no agenda items were proposed by the shareholders according to the specified criteria.

In addition, the Company has determined the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders as of March 3, 2022 (Record Date). At present,

there were 17 shareholders attending the Meeting in person, representing the total number of 195,457,116 shares, and 63 shareholders attending the Meeting by proxy, representing the total number of 2,779,429,823 shares, totaling 80 shareholders, representing the total number of 2,974,886,939 shares or equivalent to 78.081 percent of the Company's total paid-up shares, constituted as a quorum according to Article 41 of the Company's Articles of Association. Such article stipulates that the quorum for shareholders' meeting must consist of at least twenty-five (25) shareholders and proxy (if any) or at least half (1/2) of the total number of shareholders holding no less than one-third (1/3) of the Company's total paid-up shares in aggregate.

For this meeting, the Company will collect, use or disclose personal data of shareholders, which was directly received from shareholders or via other channels for processing any actions related to this Meeting, including the invitation to the meeting, identity verification, organizing the meeting, counting the votes, as well as complying with the laws as a public limited company and a listed company on the Stock Exchange of Thailand. Furthermore, the Company will record video and audio throughout the Meeting for the aforementioned objectives.

To ensure that the 2023 Annual General Meeting of Shareholders shall be transparent and in compliance with the laws, the Company has invited Miss Natchaya Chanasith, an external legal advisor from Charin & Associates Co., Ltd., to act as an examiner of vote counting and witness of the Meeting.

Professor Dr. Surapon Nitikraipot, Chairman of the Board of Directors ("the Chairman"), presided as the chairman of the Meeting and give an opening speech to the 2023 Annual General Meeting of Shareholders and then thanked all shareholders for attending the meeting. The Chairman expressed his gratitude to all shareholders for taking their time to attend the Meeting. Prior to starting consideration of the agenda items, the Chairman assigned Miss Natthanan Kittiphonsombun, the Corporate Secretary, to inform the shareholders regarding the voting criteria and vote-counting for the 2023 Annual General Meeting of Shareholders as follows:

1. The meeting will consider the matters in order of the agenda specified under the invitation letter to the meeting. Information will be presented on each agenda item and shareholders will be given an opportunity to ask questions before voting, and the meeting will be informed of the voting results when the vote counting in that agenda is completed.

2. Each shareholder has a vote of 1 share per 1 vote, which is in accordance with Article 43 of the Articles of Association of the Company. In the event that any shareholder has an interest in any particular matter, they will not have the right to vote.
3. In the counting of votes, the Company will deduct disapprovals and abstentions from the total number of votes of the shareholders attending the meeting and having the right to vote. The remaining votes will be treated as “approved” votes.
4. Shareholders who make a proxy for others to attend the meeting and as a voting form according to the wishes of the shareholders, the Company has taken the votes of approval, disapproval, or abstention according to the wishes of the shareholders were recorded in consolidated in the registration for voting the agenda.

For shareholders who attend the Meeting at the meeting venue

1. Shareholders attending in person and by proxies, who are authorized to vote in the meeting, shall receive ballots at the registration point before attending the meeting.
2. For proxies who do not receive ballots at the registration point in case of shareholders having already casted their votes in the proxy form, the Company will count the votes as specified in the said proxy form.
3. In case any shareholder wishes to ask questions or express opinions at the meeting, please raise your hand and when the Chairman has given permission, inform the name-surname and status as a shareholder or proxy, or write down the question on a piece of paper and send it to the staff. The Company will only respond to questions relating to the agenda being proposed. For any other questions or suggestions, the Company will gather the questions submitted and consider responding to such questions in the agenda relating to any other matter.
4. If any shareholder or proxy disapproves or wishes to abstain from voting on any agenda in the meeting, please mark in the box of disapproval or abstention and sign the ballot. The officer will collect the ballots to be used to calculate the votes by barcode system. Shareholders approving an agenda are not required to raise their hands. Please mark the box confirming votes and return all approved ballots to the Company's officers at the exit after the meeting is completed.

5. Shareholders are requested to mark clear voting on the ballot. The ballot will be considered invalid if shareholder or proxy expresses unclear intention on the ballot, for instance, casting a vote in more than 1 box under the ballot or voting is divided, except in the case of custodian, or in case of amendment of voting on the ballot without signature.
6. In case that shareholder or proxy wishes to leave before the meeting is adjourned, please return all ballots to the Company's officers for deducting votes from the voting base.

For shareholders who attend the meeting via electronic means (E-AGM)

1. Asking questions or expressing opinions in the meeting can be done by selecting an agenda that requires inquiries or opinions. Then, press the "Question" button, which can be submitted via 2 channels:
  - (1) Inquiry via message box – shareholder can type a question and press "Submit Question" button. The Company will respond to the question in the meeting when the agenda related to that question is proposed. However, if there is a lot of questions, the Company reserves the right to consider selecting questions as appropriate. Or
  - (2) Inquiry via video and audio (VDO Conference) – please press the "Question via Conference" button, then press the "OK" button for confirming your queue. Once permitted by the Company's officer, shareholder or proxy shall turn on the camera and microphone. The shareholder or proxy must inform their full name and status as shareholder or proxy before asking a question to record in the minutes of the meeting accurately and completely.

However, the Company reserves the right not to record audio and visual of shareholders who ask questions or express impolite comments, disrespect others, or violate any laws, including infringement of the rights of others or disturbing the meeting, or causing trouble to other attendees.

2. In the event there are many shareholders who wish to ask questions via conference, the Company requests that shareholders submit questions via message box to maintain the duration of the meeting and having the Company's officer answering the questions or collecting the questions to be responded at the end of the meeting.



3. For voting, shareholder shall choose the agenda he/she wishes to vote. Then, press the "Vote" button, the system will display all 3 types of voting, namely approve, disapprove and abstain.

In respect of proxy who has been appointed by many shareholders, the system will display names of all shareholders, the voting will be placed separately for each user account.

If shareholder or proxy wishes to cancel the vote, please press the "Cancel Vote" button. Any shareholder who has not voted within the specified time, the Company shall deem that the shareholder approves that agenda and voting can be amended until there is a notice of voting closure for that agenda.

4. In the event a proxy is being authorized by multiple shareholders, please select the menu "User Account" and press the "Change Account" button to access the account of other shareholders. The system will not deduct votes from the voting base.
5. In case a shareholder or proxy wishes to leave the meeting before closing of the voting for any agenda, the shareholder's votes will not be counted as a quorum for that agenda and the votes will be immediately not counted for the remaining agenda. However, leaving the meeting during any agenda will not prejudice the right of the shareholder or proxy in returning to the meeting and voting on the next agenda in the system.
6. In case a shareholder encounters any problem in entering into the meeting system or the voting system, please read and follow instructions provide along with the invitation letter to the meeting or select the menu "Help" in the system. The shareholder can contact Inventech Call Center at 02-931-9134 and Line Official.
7. In case the system crashes during the meeting, shareholders will receive an email to return to the meeting through the backup system.

In addition, the Company would like to notify that the number of shareholders or proxies and the number of votes in each agenda may not be equal because some shareholders or proxies may leave or enter the meeting room, and the Company will give voting time for 1 minute. When the voting results for each agenda are closed, the results of that agenda will be announced to the meeting. However, if any agenda requires longer than usual for counting votes, the Chairman may ask the meeting to consider the next agenda first for

continuity of the meeting and when the staff has finished counting the votes, the meeting will be notified immediately of the resolution of that agenda.

Once shareholders have acknowledged the voting procedures, the Chairman starts the meeting in order of the following agenda.

**Agenda 1**      **To certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022**

The Chairman assigned Miss Natthanan Kittiphonsombun, the Corporate Secretary, to present the Meeting the details of this agenda.

Miss Natthanan Kittiphonsombun, the Corporate Secretary, informed the Meeting that the Company held the 2022 Annual General Meeting of Shareholders on April 20, 2022 and sent the minutes of the 2022 Annual General Meeting of Shareholders to the shareholders together with the invitation letter to the meeting, details of which are as set out under **Attachment No. 1**. The Board of Directors views that the minutes has been accurately recorded and deems it appropriate to propose for certification of the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Wiwat Khusakul, a proxy, recommended for amendment of page 32 of the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022 by amending details in the summary table of financial statements for the year ending December 31, 2021 from "Baht" to "Million Baht", and amendment of page 33 by amending the amount of dividends from Baht 363,089,572 million to Baht 363,089,572.

The Chairman thanked you for the recommendations and would take them into account in the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

There was no further question or opinion, therefore, the Chairman requested to consider and certify the minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 20, 2022, as proposed.

**Resolution:** After due consideration, the Meeting unanimously resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 20, 2022, with proposed details and amendments, with a majority vote of shareholders attending the Meeting and casting their votes as follows:

Approved	2,974,885,971	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	16,064	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000

**Agenda 2** **To acknowledge the operating performance of the Company for the year 2022**

The Chairman assigned Mrs. Sutharntip Phisitbuntoon, Chief Executive Officer (CEO), to present the details of the agenda to the Meeting.

Mrs. Sutharntip Phisitbuntoon, Chief Executive Officer (CEO), informed the Meeting that the Company has prepared a report regarding the Company's operating performance in the year 2022, which the Board of Directors has considered to be accurate and sufficient. Therefore, the Company would like to propose the Meeting for acknowledgment of the Company's operating performance for the year 2022 ended December 31, 2022. In this regard, the shareholders can consider the operating performance of the Company for the year 2022 and the Company's financial statements which are included in the form 56-1 One Report.

**Operating Performance for the year 2022**

- Outstanding loans in 2022 amounted to Baht 12,020.1 million, an increase of 30.9 percent, which can be categorized into hire purchase loans of 56 percent, car title loans of 38.6 percent, and other products of 5.4 percent.

- Non-performing loan (NPL) of the Company decreased from 3.4 percent to 3 percent.
- Collaterals consisted of 46.8 percent collaterals for pickup truck financing and 32.7 percent collaterals for car financing.
- Credit cost ratio of the Company was 1.9 percent, equivalent to the year 2021.
- Expected credit loss (ECL) of the Company decreased from 5.9 percent to 4.5 percent.
- Interest income increased by 26.5 percent, amounting to Baht 1,861.4 million, consisting of hire purchase loans of 49.6 percent and car title loans of 40.9 percent and other loans of 9.5 percent.
- Cost to income ratio was 52.5 percent, a decrease from 54.2 percent.
- Cost of fund decreased from 4.0 percent to 3.8 percent, resulting in an increase in interest spread from 12.9 percent to 13.8 percent.
- Yield on loans increased from 16.9 percent to 17.6 percent.
- Net profit margin increased from 21.5 percent to 21.7 percent.
- Return on equity (ROE) increased from 8.5 percent to 9.2 percent.
- Return on asset (ROA) increased from 7.0 percent to 7.2 percent.
- Debt to equity ratio increased from 1.0 time to 1.3 times.

#### Factors affecting business operations

- The unemployment rate tends to decrease, resulting in more spending.
- The proportion of regulated personal loans provided by financial institutions grew by 19.9 percent and the proportion of personal loans by non-bank service providers grew by 31.3 percent.

- Regulated personal loans in the category of secured loans grew by 36.7 percent of total loans and unsecured loans grew by 14.2 percent of total loans.
- Increase in interest rates by financial institutions. The interest rate depends on the market mechanism. However, the Company will manage its finance cost by negotiating with financial institutions to reduce finance cost.

#### Actions on environment, social and corporate governance

##### (1) Environment

- The Company focuses on efficient use of resources through project "Heng Save the World" by campaigning for waste separation so that waste can be processed or quality improved and returned to the same quality or close to the original (Recycle). The Company also organizes a campaign to reduce the use of electricity and water, including reducing pollution from using cars, electricity, and water in all areas. After the campaign, the Company can reduce electricity and water consumption, including emitting less pollution than before the campaign.
- The Company slightly increased the use of fuel. This is because the Company accelerated the work process to achieve operational goals by the end of 2022.
- The amount of greenhouse gas emissions by the Company has decreased.

##### (2) Social

- The Company provides employees training programs with an average training hours increasing from 2021.
- The Company has provided financial knowledge to people in the community and society through social media in online society through the program "Heng Ruay Pang".
- The Company has educated employees especially regarding sustainable development so that employees are led in the same direction.

### (3) Corporate Governance

- The Company places importance on good corporate governance by improving its corporate governance policy to be in line with good corporate governance and sustainable development guidelines.
- The Company gives its shareholders the right to properly access information that should be disclosed and carry out related activities.
- The Company provides knowledge to employees so that they can use it as a guideline for performing their duties and providing services to customers properly and appropriately.

In addition, Mrs. Sutharntip Phisitbuntoon, Chief Executive Officer (CEO), informed the meeting that for the past year, it was the first year that the company was listed on the Stock Exchange of Thailand. The Company has been evaluated for good corporate governance (CG Rating) at a 5-star level by the Thai Institute of Directors (IOD), which can reflect business operations that aim to create sustainable growth. The Company was assessed at an excellent level (100 points) from the 2022 Annual General Meeting of Shareholders Assessment Project or AGM Checklist by the Thai Investors Association, reflecting the importance of shareholders and the Company was awarded the Best Hire Purchase Company for Second Hands Cars from the International Finance Magazine in England, which demonstrates the Company's commitment to promote and support the Company's business to be able to operate continuously.

In addition, the Company has an anti-corruption policy and corruption risk assessment by presenting to the audit committee for consideration on a quarterly basis. The Company will continue to review the corruption risk assessment form to extend the membership of the Thai Private Sector Collective Action Against Corruption (CAC) for the year 2024. The Company is committed to educating its employees about such matters to prevent possible risks, which the company will continue to maintain work standards in accordance with good corporate governance principles.

The Chairman asked the meeting whether there were any additional questions or comments.

Mr. Wiwat Khusakul, a proxy, thanked the Company for organizing a hybrid meeting to increase the channels for shareholders to attend the meeting including recommending the Company to produce a video introducing the company to allow shareholders to better understand the nature of the Company's business operations. He also asked the meeting whether the Company had registered mortgages for land and house loans or not and suggested that it should be cautious in reviewing the collateral for land and house loans.

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer informed the meeting that for the land loan, the Company has registered the mortgage using the appraisal price from the Department of Lands. Thank you for your advice on reviewing the collateral in the land loan. The Company welcomes such observations for consideration and further action.

Mrs. Raweewan Chaikong, a proxy from the Thai Investors Association, asked at the meeting whether the risks that may arise from rising interest rates, economic slowdown, inflation, cyber threats (Cyber Resilience) or the ripple epidemic and the new wave of COVID-19 will affect the Company's operations and how does the Company have a risk management approach?

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer informed the meeting as follows:

(1) Increasing the interest rate: the Company has received support from the lender banks to negotiate and adjust the interest rate to suit the situation, and the Company plans to sell debentures to support business expansion plans.

(2) Inflation has no significant effect on the Company due to most of the Company's customers are small entrepreneurs and farmers who are in the process of expanding their business after the situation of the COVID-19 pandemic has subsided and in the event of a new wave of outbreaks, the Company has ready to cope with all aspects of risk management and ready to help customers affected by the outbreak.

(3) Cyber Security: the Company conducts investigations through social media and fake pages referring to the Company's name and takes immediate legal action upon encountering or notifying by customers.

In addition, Mrs. Sutharntip Phisitbuntoon, Chief Executive Officer (CEO), also informed that the Company has managed risks by constantly changing strategies. In addition, the Company has developed the credit approval process of the Company to be more efficient.

Mr. Wiwat Khusakul, a proxy, asked the meeting that since the hire purchase loan was a long-term loan, what was the interest rate calculation criteria for the Company?

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer informed the meeting that the Company has charged the interest at fixed rate.

Mr. Wiwat Khusakul, a proxy, suggested to the meeting that if the interest was charged at a fixed rate, the Company should plan for appropriate interest management, including planning for the utilization of tax benefits to increase the efficiency of the Company's operations in the future.

The Chairman thanked for the suggestions which were taken into consideration and further actions.

There was no further question or opinion, therefore, the Chairman requested to consider acknowledge the operating performance of the Company for the year 2022, as proposed.

This agenda is for acknowledgement, no vote.

**Agenda 3**      **To consider and approve the audited financial statements for the year ending December 31, 2022**

The Chairman assigned Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer, to present the details of this agenda to the Meeting.

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer, proposed that the Company has prepared the statement of financial position and the statement of



comprehensive income for the year ending December 31, 2022, which were audited by the auditors of EY Office Co., Ltd., and the Audit Committee and the Board of Directors subsequently considered and viewed that the financial statements were accurate and complete in accordance with the accounting standards. Therefore, it proposed to the Annual General Meeting of Shareholders to consider and approve the statement of financial position and statement of comprehensive income for the year ending December 31, 2022, as stated in the section “Financial Statements”, “Report of Board of Directors Responsibility for Financial Reports” and “Audit Committee Report to Shareholders”, which were included in Form 56-1 One Report.

However, assigned Dr. Theerawat Thawanratphokin, the Executive Vice President -Accounting & Finance, to present the financial statements for the year 2022 ending 31 December 2022, the main points summarized as follows:

Item	Year 2022	Year 2021
Total assets (Million baht)	12,263.6	9,701.9
Total liabilities (Million baht)	7,019.3	4,886.4
Total shareholders' equity (Million baht)	5,244.3	4,815.5
Paid-up share value (Million baht)	3,810.0	3,810.0
Revenues (Million baht)	2,124.4	1,644.4
Net profits (Million baht)	461.1	353.8
Earnings per share (Baht/share)	0.12	0.11

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Wiwat Khusakul, a proxy, suggested to the meeting that the Company should manage debtor quality more efficiently in order to reduce the proportion of non-performing loans.

The Chairman thanked for the suggestions which were taken into consideration and further actions.

There was no further question or opinion, therefore, the Chairman then requested to consider and approve the audited financial statements for the year 2022 ending 31 December 2022 as proposed.

Resolution: after due consideration, the Meeting unanimously resolved to approve the audited financial statements for the year 2022 ended 31 December 2022, as proposed with a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	2,974,885,971	Votes	equal to	100.0000
Disapproved	0	Votes	equal to	0.0000
Abstained	10,064	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000

**Agenda 4** **To consider and approve the dividend payment for the year 2022 and to approve the allocation of net profits as legal reserve**

The Chairman assigned Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer, to present the details of this agenda to the Meeting.

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer, proposed that according to Article 54, paragraph 1 of the Company's Articles of Association, the Company must allocate a portion of the annual net profits as a reserve fund not less than five (5) percent of the annual net profits less the accumulated loss brought forward (if any) until this reserve is not less than ten (10) percent of the registered capital. In addition, to such reserve, the Board of Directors may propose to the shareholders' meeting pass a resolution to allocate other reserves as deemed appropriate for the Company's operations. In addition, the Company has a dividend payment policy not less than 40 percent of net profits from separate financial statements after deduction of corporate income tax and legal reserves as required in the Company's Articles of Association. This is subject to the Company's operating performance, financial positions, suitability and other factors related to the Company's operations and management.

However, assigned Dr. Theerawat Thawanratphokin, the Executive Vice President -Accounting & Finance, to present the dividend payment for the year 2022 and to approve the allocation of net profits as legal reserve, the main points summarized as follows:

Based on the overall operating performance and financial positions, the Company has net profits for the year 2022 in the amount of Baht 461,124,603. The net profits have been allocated as legal reserve in the amount of Baht 23,056,230. Therefore, the Annual General Meeting of shareholders is proposed to consider and approve the dividend payment at the rate of Baht 0.0666 per share or equivalent to a value of Baht 253,746,000 or equivalent to the dividend payment of approximately 55% of the net profit after tax and legal reserve. However, such dividend payment ratio is in accordance with the Company's dividend payment policy. All cash dividends are subject to withholding tax at the rate as stipulated by the laws. The Company has set the date for determination of list of shareholders who shall be entitled to receive dividends to be on 3 March 2023 (Record Date) and the Company has determined the dividend payment date on 12 May 2023.

Details compared with the dividend payment from the Company's operating performance of the past year are as below:

Item	Year 2022 (Proposed Year)
1. Net profits (Baht)	461,124,603
2. Retained earnings (Baht)	718,999,559
3. Number of shares (shares)	3,810,000,000
4. Earnings per share (Baht/share)	0.12000
5. Retained earnings per share (Baht/share)	0.18871
6. Dividend per share (Baht/share)	0.0666
- Annual dividend payment (Baht/share)	0.0666

Item	Year 2022 (Proposed Year)
- Interim dividend payment (Baht/share)	-
7. Total dividends (Baht)	253,746,000
8. Dividend payout ratio (%)	55
9. Legal reserve (Baht)	23,056,230

In consideration of the dividend payment to the shareholders, the Board of Directors has taken into several factors, including the Company's operating performance, liquidity, cash flow, financial positions or future plans, funding requirements, and other relevant factors. The Board of Directors considered that it is appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profits for the year 2022 with details as presented.

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Wiwat Khusakul, a proxy, suggested to the Meeting that the Company should consider accelerating the allocation of legal reserve funds to reach 10 percent of the Company's registered capital.

The Chairman thanked for the suggestion.

There was no further question or opinion, therefore, the Chairman then requested to consider and approve the allocation of net profits, legal reserve, and the dividend payment for the year 2022, as proposed.

Resolution: after due consideration, the Meeting resolved to approve the allocation of net profits, legal reserve, and the dividend payment for the year 2022 to the shareholders within 12 May 2023, as proposed, with a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	64	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000

**Agenda 5** **To consider and approve the appointment of directors in replace of directors who are due to retired by rotation**

The Chairman assigned Mr. Bunthid Suphasathitkul, the Member of Nomination and Remuneration Committee to present the details of this agenda to the Meeting.

Mr. Bunthid Suphasathitkul, the Member of Nomination and Remuneration Committee proposed the Meeting that according to Article 25 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire. If their number is not a multiple of three, then the number nearest to one-third (1/3). In addition, directors who must retire from office in the first and second year after registration of the Company shall be voluntary. If the number of directors who voluntarily retire from the office does not meet the number under the first paragraph, the directors shall draw lots. In the following years, the director who has been in the position for the longest time shall retire. In the 2023 Annual General Meeting of Shareholders, there will be 4 directors who retired by rotation, namely:

- (1) Mr. Nutthirutt Wanwimonphong Independent Director
- (2) Miss Thapanattsamon Paisanteerakorn Director
- (3) Mr. Thanassorn Ratanasirisap Director
- (4) Miss Varita Laothamatas Director

For the purposes of compliance with the principles of good corporate governance and transparency, all 4 directors named above and were considered as director with a conflict of interest in this agenda, were asked to step outside the meeting until the voting on this agenda was finished and as the Company provided an

opportunity for shareholders to propose the meeting agenda and/or nominate qualified candidates for election as directors since 10 November 2022 to 10 January 2023, there was no shareholder proposed any agendas for the Annual General Meeting of shareholders and/or a candidate nominated for election as the Company's director. The Board of Directors considered and resolved to approve the appointment of 4 directors who retired by rotation to be re-appointed for another term:

- |     |                                     |  |
|-----|-------------------------------------|--|
| (1) | Mr. Nutthirutt Wanwimonphong        | Independent Director<br>(Reappointed for another term) |
| (2) | Miss Thapanattsamon Paisanteerakorn | Director<br>(Reappointed for another term)             |
| (3) | Mr. Thanassorn Ratanasirisap        | Director<br>(Reappointed for another term)             |
| (4) | Miss Varita Laothamatas             | Director<br>(Reappointed for another term)             |

Profiles of 4 directors are shown in **Attachment No. 3**, along with the invitation to the 2023 Annual General Meeting of Shareholders letter. The nominated persons have been carefully considered and thoroughly scrutinized according to the process specified by the company and have qualifications in accordance with relevant regulations suitable for business by the Nomination and Remuneration Committee and the Board of Directors and are considered to be persons with knowledge, abilities, experience, and expertise comparable to the Board Skill Matrix, which will be the most beneficial to the Company's business operations. The directors have sufficient time to devote knowledge and abilities to fully perform duties for the Company. All four directors have performed their duties well as directors and sub-committees throughout the duration of holding the office and do not have any prohibited characteristics to hold a directorship under the relevant laws. They are suitable to be directors of the Company, and all four directors have no special interests that are different from other directors.

In addition, the Board of Directors has considered that Mr. Nutthirutt Wanwimonphong is qualified as an independent director according to the definition of independent director of the Stock Exchange of Thailand and can express his opinion independently and in accordance with the relevant rules. Therefore, it is appropriate to propose the 2023 Annual General Meeting of shareholders to consider and approve the appointment of directors to replace those who retired by rotation.

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Wiwat Khusakul, a proxy, asked the meeting if the Company's Articles of Association had specified the number of the Board of Directors or not.

Mr. Charin Satchayan, partner of Charin & Associates Co., Ltd. as legal advisor clarified to the meeting that Article 21 of the Company's Articles of Association states that the Board of Directors of the Company consisting of not less than five (5) members and not more than twelve (12) members.

There was no further question or opinion. The Chairman then requested the Meeting to approve the election of 1) Mr. Nutthirutt Wanwimonphong, 2) Miss Thapanattsamon Paisanteerakorn, 3) Mr. Thanassorn Ratanasirisap , and 4) Miss Varita Laothamatas as the directors of the Company for another term, as proposed to the Meeting, and for the purposes of compliance with the principles of good corporate governance, the Company asked to cast their votes for each director on an individual basis.

Resolution: after consideration, the Meeting resolved to approve the election of 1) Mr. Nutthirutt Wanwimonphong, 2) Miss Thapanattsamon Paisanteerakorn, 3) Mr. Thanassorn Ratanasirisap , and 4) Miss Varita Laothamatas as the directors of the Company for another term with a majority vote of shareholders attending the meeting and casting their votes as follows:

(1) Mr. Nutthirutt Wanwimonphong				
Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	64	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000
(2) Miss Thapanattsamon Paisanteerakorn				
Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	64	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000
(3) Mr. Thanassorn Ratanasirisap				
Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	64	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000
(4) Miss Varita Laothamatas				
Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	364	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000

**Agenda 6**      **To consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023**

The Chairman assigned Mr. Nutthirutt Wanwimonphong, the Chairman of Nomination and Remuneration Committee, to present the details of this agenda to the Meeting.



Mr. Nutthirutt Wanwimonphong, the Chairman of Nomination and Remuneration Committee, proposed the Meeting that in the article 37 of the Company's Articles of Association provides that the Company is prohibited from paying money or any other assets to the directors, except for the remuneration of directors. Directors are entitled to receive directors' remuneration from the Company in accordance with the Company's regulations or as determined by the shareholders' meeting and voted by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The director's remuneration may be determined in a fixed amount, or a specific rule is and will be determined from time to time, or the remuneration shall be effective until the shareholders' meeting resolves to change otherwise.

The Company has clearly and transparently determined the directors' remuneration in the forms of monetary compensation such as salary, meeting allowance, bonus, and other compensation such as health insurance benefits and director liability insurance by taking into account suitability, assigned duties and responsibilities, performance, and benefits that the Company expects to receive from the directors and the remuneration is comparable to companies listed on the Stock Exchange of Thailand, which are in the same industry and are similar in size. The remuneration should be appropriate and motivate the directors to perform tasks and achieve the Company's goals and efficiency. The Company has determined rules and procedures for determining the remuneration of directors for the Nomination and Remuneration Committee to consider and propose the appropriate amount of remuneration to the Board of Directors for consideration and approval by the Board of Directors prior to presenting to the shareholders' meeting for further consideration and approval.

In addition, the Board of Directors deems it appropriate to approve the determination of the Board of Directors and sub-committees for the year 2023 same as the year 2022 as proposed by the Nomination and Remuneration Committee. The details are as follows:

- Monetary remuneration

Comparison of Remuneration				
Position	2023 (Proposed Year)		2022	
	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)
Remuneration for the Board of Directors <sup>(1)</sup>				
Chairman	60,000	-	60,000	-
Director	40,000	-	40,000	-
Remuneration for the Audit Committee				
Chairman of the Audit Committee	35,000	-	35,000	-
Member of the Audit Committee	25,000	-	25,000	-
Remuneration for the Executive Committee <sup>(2) (3)</sup>				
Chairman of the Executive Committee	-	165,000	-	165,000
Member of the Executive Committee who holds a position as director and/or member of the sub-committee	-	125,000	-	125,000

Comparison of Remuneration				
Position	2023 (Proposed Year)		2022	
	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)
Member of the Executive Committee who does not hold a position as director and/or member of the sub-committee	-	105,000	-	105,000
Remuneration for the Risk Management Committee				
Chairman of the Risk Management Committee	35,000	-	35,000	-
Member of the Risk Management Committee	25,000	-	25,000	-
Remuneration for the Nomination and Remuneration Committee				
Chairman of the Nomination and Remuneration Committee	35,000	-	35,000	-

Comparison of Remuneration				
Position	2023 (Proposed Year)		2022	
	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)	Meeting Allowance (Baht/Time)	Monthly Compensation (Baht)
Member of the Nomination and Remuneration Committee	25,000	-	25,000	-
Remuneration for the Corporate Governance and Sustainable Development Committee				
Chairman of the Corporate Governance and Sustainable Development	35,000	-	35,000	-
Member of the Corporate Governance and Sustainable Development	25,000	-	25,000	-

**Remarks:** <sup>(1)</sup> Including attending the Annual General Meeting and attending non-executive directors' meetings.

<sup>(2)</sup> Members of the Executive Committee who hold positions as directors and/or members of the sub-committees will only receive monthly remuneration as members of the Executive Committee.

<sup>(3)</sup> Members of the Executive Committee who hold positions as executive will not be entitled to receive meeting allowance and monthly remuneration as members of the Executive Committee.

- Details of non-monetary remuneration and other benefits (excluding welfare provided to general employees)

Year	Item	Details of Welfare
2022	1. Health insurance	Health insurance is a policy that covers both inpatient (IPD) and outpatient (OPD) medical treatments for the Board of Directors and the Executive Committee with the total maximum benefits of not exceeding Baht 100 million per person per year. Other terms and conditions are as specified under the policy.
	2. Directors liability insurance	Directors and officer's liability insurance is an insurance that covers directors and senior officers or executive officers of the Company from financial loss or damage due to violations or wrongful acts responsible by the Company's directors or officers according to the laws. In addition, such insurance protects the Company in the event that the Company is permitted or obligated to indemnify directors and/or officers for wrongdoings responsible by directors or officers according to the laws with a maximum liability limit of Baht 200 million per claim and throughout the insurance period. Other terms and conditions are as specified under the policy.
2023 (Proposed Year)	1. Health insurance	Health insurance is a policy that covers both inpatient (IPD) and outpatient (OPD) medical treatments for the Board of Directors and the Executive Committee with the total maximum benefits of not exceeding Baht 100 million per person per year. Other terms and conditions are as specified under the policy.

Year	Item	Details of Welfare
	2. Directors liability insurance	Directors and officer's liability insurance is an insurance that covers directors and senior officers or executive officers of the Company from financial loss or damage due to violations or wrongful acts responsible by directors or officers according to the laws. In addition, such insurance protects the Company in the event that the Company is permitted or obligated to indemnify directors and/or officers for wrongdoings responsible by directors or officers according to the laws with a maximum liability limit of Baht 200 million per claim and throughout the insurance period. Other terms and conditions are as specified under the policy.

- Bonus of the Board of Directors

The remuneration for the director's bonus for the year 2023 should not exceed 2.5 percent of the Company's net profit. The bonus shall not be greater than Baht 9,000,000. The Chairman of the Board of Directors will receive a higher bonus than directors. The Nomination and Remuneration Committee shall propose it to the Board of Directors for approval. Directors who hold executive positions will not be entitled to receive this bonus but it will receive bonuses based on their executive position only.

In this regard, the Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the annual remuneration for the Board of Directors and sub-committees for the year 2023 at the rate equal to the remuneration of the Board of Directors and sub-committees for the year 2022 as proposed by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has prudently considered and taken into account the appropriateness of the remuneration for the Board of Directors and sub-committees by considering from other listed companies in the

Stock Exchange of Thailand operating in the same industry and size, including considering the remuneration and welfare of the Board of Directors and sub-committees for the year 2022.

The chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023, as proposed to the Meeting.

Resolution: after due consideration, the Meeting resolved to approve the remuneration of the Board of Directors and sub-committees for the year 2022, as proposed, with the vote no less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting as follows:

Approved	2,974,885,971	Votes	equal to	99.9994
Disapproved	64	Votes	equal to	0.0000
Abstained	16,000	Votes	equal to	0.0005
Voided Ballot	0	Votes	equal to	0.0000

**Agenda 7** **To consider and approve the appointment of the Company's auditors and the determination of the audit fee for the year 2023**

The Chairman assigned Mr. Nutchdhawattana Silpavittayakul, the Chairman of the Audit Committee, to present the details of this agenda to the Meeting.

Mr. Nutchdhawattana Silpavittayakul proposed the Meeting that in the article 44 (f) of the Company's Articles of Association provides that appointment of the auditors and determination of the audit fee should be considered at the annual general meeting. To comply with Article 47 of the Company's Articles of Association, the Board of Directors must prepare the statement of financial positions and income statements at the end of the Company's financial year for submission to the Annual General Meeting of shareholders for consideration and approval. The Board of Directors must arrange

for an auditor to complete the audit of the statement of financial positions and income statements before presenting them to the shareholders' meeting.

The Audit Committee has prudently considered the selection of auditors from EY Office Limited as the auditors for the year 2023 by considering the performance in the past year and knowledge, capabilities, good working standards, and qualifications according to the Company's Articles of Association and the Securities and Exchange Commission. In addition, the auditors have no relationship and have no conflict of interest with the Company, its management, major shareholders or any person related to such persons in any way and have sufficient independence in auditing and expressing opinions on the Company's financial statements. Therefore, it is appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors as follows:

Item	Name	Certified Public Accountant No.	History of auditing the Company
1.	Ms. Somjai Khunapasut	4499	She has been the Company's auditor for a period of 1 financial year; and/or
2.	Ms. Wanwilai Phetsang	5315	She has never signed the Company's financial statements; and/or
3.	Ms. Saranya Pludsri	6768	She has been the Company's auditor for a period of 1 financial year.

(Information of the nominated persons as the auditors for the year 2023 were set out in ***Attachment No. 4***, along with the invitation to the 2023 Annual General Meeting of Shareholders letter)



It also proposed to the meeting to consider and approve the determination of the audit fee for the year 2023 in the amount of Baht 3,300,000, with details as follows:

Comparison of Fees			
Audit Fee	2023 (Proposed Year) (Baht)	2022 (Baht)	Increase/Decrease in Compensation (Baht)
Audit fee	3,300,000	3,300,000	-

The said audit fee does not include other service fees (Non-Audit Fee) actually paid by the Company.

The Audit Committee has considered the performance, knowledge and experience in auditing and independent auditors in detail to select the auditors of the Company. For the determination of the auditor's remuneration, the Audit Committee has compared the audit fee of other listed companies on the Stock Exchange of Thailand in the same industry group and of similar size and viewed that the above auditors are appropriate. In the event that the above auditors are unable to perform their duties, the Company may appoint another certified public accountant from EY Office Limited to perform the duties on its behalf.

In addition, the nominated person has no relationship and no conflict of interest with the Company, management, major shareholders or any person related to such person and is an auditor approved by the Office of Securities and Exchange Commission. Furthermore, no auditor has performed the duty as an auditor for the Company for 7 consecutive fiscal years (including the case of being the Company's auditor in 2023).

The Board of Directors has considered and resolved to propose to the meeting to consider and approve the appointment of Ms. Somjai Khunapasut, Certified Public Accountant No. 4499, and/or Ms. Wanwilai Phetsang, Certified Public Accountant No. 5315 and/or Ms. Saranya Pludsri, Certified Public Accountant No. 6768 from EY Office Limited as the Company's auditor for the year 2023 and the determination of the audit fee in the amount of Baht 3,300,000. In this regard, the auditor's

remuneration does not include other service fees (Non-Audit Fee) as proposed by the Audit Committee.

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Wiwat Khusakul, a proxy, asked the meeting whether does the auditor's remuneration include the quarterly review of the financial statements and whether the Company has any subsidiaries?

Mr. Nutchdhawattana Silpavittayakul, the Chairman of the Audit Committee informed that the said audit fee already includes the quarterly financial statement review fee and the Company has no subsidiary.

There was no further opinion or suggestion, therefore, the Chairman then requested the Meeting to approve the appointment of 1) Miss Somjai Kunpasut, and/or 2) Miss Wanwilai Phetsang, and/or 3) Miss Saranya Pladsri, auditors from EY Office Limited, as the Company's auditors and the determination of the audit fee for the year 2023 of up to Baht 3,300,000 as details proposed above.

Resolution: after due consideration, the meeting resolved to approve the appointment of 1) Miss Somjai Kunpasut, and/or 2) Miss Wanwilai Phetsang, and/or 3) Miss Saranya Pladsri, auditors from EY Office Limited, as the Company's auditors and the determination of the audit fee for the year 2023 of up to Baht 3,300,000, as proposed, with a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	2,974,891,971	Votes	equal to	99.9999
Disapproved	64	Votes	equal to	0.0000
Abstained	10,000	Votes	not constituted as vote	
Voided Ballot	0	Votes	equal to	0.0000

Agenda 8      To consider any other matters (If any)

The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Piyapong Prasarttong, a shareholder, asked the meeting whether the Company had measures to prevent and suppress fraudsters from using the Company's name or the Company's top executives to deceive the public and shareholders that the Company provided high credit limits at low interest rates through social media?

Mrs. Sutharntip Phisitbuntoon, the Chief Executive Officer informed the meeting that the Company regularly monitors through social media and will take further legal action when found in such cases and the Company has communicated information to the public and shareholders to increase more caution.

There was no further opinion or suggestion, therefore, the Chairman then thanked all shareholders for attending the meeting and expressing their opinions and closed the meeting at 4.00 p.m.

*Professor Dr. Surapon Nitikraipot*

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Professor Dr. Surapon Nitikraipot

Chairman of the Meeting

*Miss Natthanan Kittiphonsombun*

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Miss Natthanan Kittiphonsombun

Company Secretary

Minutes Recorder



The method of using QR code  
for viewing the invitation to the 2024 Annual General Meeting of Shareholders,  
Annual Registration Statement/Annual Report (Form 56-1 One Report),  
and the financial statements for the year 2023

Shareholders can download meeting documents and other information via QR Code by the following methods:


- For iOS system (iOS 11 and above)
  1. Open the camera application on your phone.
  2. Scan the QR code.
  3. A notification message will appear on the screen. Click on the message to view the meeting information.

Remark: In the event that the notification message does not appear on the screen, the shareholders may scan the QR code from other applications such as QR Code Reader, Facebook or Line, etc.


- For Android system
  1. Open QR Code Reader application, Facebook or Line.  
    - Procedure for scanning QR Code via Line  
Open Line application > Select Add Friends > Select QR Code > Scan QR Code
    - Procedure for scanning QR Code via Facebook  
Open Facebook application > Select Search on the top bar > Select QR Code > Scan QR Code.
  2. Scan the QR Code to view the meeting information.

<u>The invitation to the 2024 Annual General Meeting of Shareholders</u>	<u>The Annual Registration Statement/Annual Report (Form 56-1 One Report)</u>
	


Profiles of the nominated auditors to be appointed as the Company's auditors for the year 2024
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First name – Last name	:	Ms. Wanwilai Phetsang	
CPA registration number	:	Certified Public Accountant (Thailand) No. 5315	
Age	:	52 years old	
Education	:	Master of Business Administration Thammasat University	
Position of the auditor in the office	:	Partner	
Auditing experience	:	- Krungthai Bank Public Company Limited - Thanachart Bank Public Company Limited - Thanachart Capital Public Company Limited - Mizuho Bank Limited, Bangkok Branch - JMT Network Services Public Company Limited	
Relationship and/or interest (other than audit service) with the Company / subsidiary / management / major shareholder or those related to such persons which may result in inability to perform duties independently	:	None	
Number of years of auditing for the Company	:	Has never signed the financial statements of Heng Leasing and Capital Public Company Limited.	

Profiles of the nominated auditors to be appointed as the Company's auditors for the year 2024

<p>First name – Last name</p> <p>CPA registration number</p> <p>Age</p> <p>Education</p> <p>Position of the auditor in the office</p> <p>Auditing experience</p> <p>Relationship and/or interest (other than audit service) with the Company / subsidiary / management / major shareholder or those related to such persons which may result in inability to perform duties independently</p> <p>Number of years of auditing for the Company</p>	<p>: Ms. Chutiwan Chanswangphuwana</p> <p>: Certified Public Accountant (Thailand) No. 8265</p> <p>: 44 years old</p> <p>: - Master of Business Administration National Institute of Development Administration</p> <p>- Bachelor of Accountancy Chulalongkorn University</p> <p>: Partner</p> <p>: - Krungthai Bank Public Company Limited - Krungthai Card Public Company Limited - Mitsib Leasing Public Company Limited - Amanah Leasing Public Company Limited</p> <p>: None</p> <p>: Has never signed the financial statements of Heng Leasing and Capital Public Company Limited.</p>	
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Profiles of the nominated auditors to be appointed as the Company's auditors for the year 2024

First name – Last name	: Ms. Bongkot Kriangphanamorn	
CPA registration number	: Certified Public Accountant (Thailand) No. 6777	
Age	: 47 years old	
Education	: - Master of Science in Accounting Thammasat University - Bachelor of Accountancy Chulalongkorn University	
Position of the auditor in the office	: Partner	
Auditing experience	: - Star Money Public Company Limited - Knight Club Capital Asset Management Public Company Limited - JMT Network Services Public Company Limited - LH Financial Group Public Company Limited - Land and Houses Bank Public Company Limited	
Relationship and/or interest (other than audit service) with the Company / subsidiary / management / major shareholder or those related to such persons which may result in inability to perform duties independently	: None	
Number of years of auditing for the Company	: Has never signed the financial statements of Heng Leasing and Capital Public Company Limited.	

Profiles of persons nominated to be appointed as the Company's directors

**Profile of Professor Dr. Surapon Nitikraipot**



**Name - Surname** : Professor Dr. Surapon Nitikraipot

**Age** : 63 years old

**Nationality** : Thai

**Company shareholdings as of December 31, 2023** : Personally : 5,000,000 shares equivalent to 0.131%  
Spouse : 650,000 shares equivalent to 0.017%  
Total of 0.148%

**Appointment date** : 21 April 21 2021

**Years maintaining the position of Director** : 3 years  
Upon being appointed for another term, he will maintain the position of Director for a total of 6 years

**Positions nominated for** : Director/Independent Director

**Academic background**

- Bachelor's Degree (Graduated with Honors) in Law, Thammasat University
- Master's Degree and Doctorate Degree (Graduated with Honors) of Public Law, Robert Schuman University, France
- Honorary Doctorate Degree, Soka University, Japan

**Director Trainings**

- Board Nomination and Compensation Program (BNCP), Thai Institute of Directors (IOD), Class of 5/2018
- Role of the Chairman Program (RCP), Thai Institute of Directors (IOD), Class of 25/2011
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 102/2008



- International Public Administration “Decentralization and Local Governance Program”, Institut International d’administration publique, Paris, France
- National Defence Course for the Joint State Private Sector, Class of 23 (WBRA.2553), National Defence College of Thailand
- Thai Barrister at Law, Class of 35, Institute of Legal Education of the Thai Bar
- The Executive Program in Energy Literacy for a Sustainable Future, Class of 7, Thailand Energy Academy
- The Executive Program Class of 4, Capital Market Academy

### Work experiences

2024 – Present	Independent Director of Carabao Group Public Co., Ltd.
2022 - present	Chairman of the Corporate Governance and Sustainable Committee of Heng Leasing and Capital Public Company Limited
2022 - Present	President of the University Council, Thammasat University
2022 - Present	Counselor at Thammasat University Hospital
2021 - Present	Chairman of the Board of Directors / Independent Director of Heng Leasing and Capital Public Company Limited
2020 - Present	Chairman of the Board of Directors of JD Food Public Company Limited
2017 - Present	Chairman of the Executive Committee of Kamnoetvidya Science Academy
2016 - Present	Honorary Director of Office of the Public Sector Development Commission
2016 - Present	President of the University Council, Navamindradhiraj University
2015 – Present	President of Vidyasirimedhi Institute of Science and Technology
2012 – Present	Special Counsel of the Office of Administrative Court and legal advisor of Election Committee
2006 – Present	Member of the Council of State No. 8, Office of the Council of State
2015 – 2023	Director of Knowledge Institute of Thailand
2005 – 2022	Chairman of the Executive Committee of Thammasat University Hospital
2018 – 2021	Independent Director of PTT Public Company Limited
2018 – 2021	Chairman of the Board of Directors / Independent Director of Heng Leasing Company Limited

Current positions			
Other listed companies		Other non-listed companies	
Quantity	Position	Quantity	Position
2	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors of JD Food Public Company Limited</li> <li>- Independent Director of Carabao Group Public Co., Ltd.</li> </ul>	8	<ul style="list-style-type: none"> <li>- President of the University Council, Thammasat University</li> <li>- Counselor at Thammasat University Hospital</li> <li>- Chairman of the Executive Committee of Kamnoetvidya Science Academy</li> <li>- Honorary Director of Office of the Public Sector Development Commission</li> <li>- President of the University Council, Navamindrachiraj University</li> <li>- Vice President of Vidyasirimedhi Institute of Science and Technology</li> <li>- Special Counsel of the Office of Administrative Court and legal advisor of Election Committee</li> <li>- Member of the Council of State No. 8, Office of the Council of State</li> </ul>
Positions that may be in a conflict of interest or competition to the company			
None			

Conference attendance	Number of meeting attendances in 2023
General Meeting of Shareholders	1/1 time

Conference attendance	Number of meeting attendances in 2023
	100%
Meeting of Board of Directors	7/7 times 100%
Meeting of the Corporate Governance and Sustainable Committee	2/2 times 100%
Meeting of Non-board Committee	1/1 time 100%

**Criteria and nomination methods** : Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors

Professor Dr. Surapon Nitikraipot possesses the legal and regulatory requirements for the position of Director, with the additional qualifications for the position of Independent Director as follows:

- Not a close relative of the management, the major shareholders or controlling person of the company
- Not a committee member involved in managing staffs, employees, or consultants on the company's payroll or has been paid by the company in the last 2 years
- Not a provider of professional services, such as being an auditor or legal consultant for the company at present or in the last 2 years
- Not possessing a workplace relationship with the Company, the management, the major shareholders, or the controlling person of the company which may result in the director may not perform the duties independently

Profiles of persons nominated to be appointed as the Company's directors

Profile of Mr. Nutchdhawattana Silpavittayakul

Name - Surname : Mr. Nutchdhawattana Silpavittayakul

Age : 60 years old

Nationality : Thai

Company shareholdings as of 31 December 2023 : Personally : None equivalent to 0%  
Spouse : None equivalent to 0%  
Total 0%

Appointment date : 21 April 2021

Years maintaining the position of Director : 3 years  
Upon being appointed for another term, will maintain the position of Director for a total of 6 years

Positions nominated for : Director / Independent Director

Academic background

- Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Master's Degree in Business Administration, Faculty of Commerce and Accountancy, Thammasat University

Director Trainings

- Role of Chairman Program (RCP), Thai Institute of Directors (IOD), Class of 39/2016
- Director Certification Program (DCP) Thai Institute of Directors (IOD), Class of 102/2008
- Strategy Management Program (SMP), Faculty of Commerce and Accountancy Class 1 (Chairman of the Class) Chulalongkorn University



- Public Economics Management Program for the mid-level management Class 3, King Prajadhipok's Institute
- CFO Certification Program, Federation of Accounting Profession Under the Royal Patronage of His Majesty the King
- The Executive Program Class of 28, Capital Market Academy

#### Work experiences (5 years duration)

2022 – Present	Director of Singha People Development Company Limited
2021 - Present	Chairman of the Audit Committee / Independent Director / Member of the Nomination and Remuneration Committee of Heng Leasing and Capital Public Company Limited
2021 – Present	Director / Member of Risk Management Committee of Boon Rawd Supply Chain Company Limited
2020 – Present	Executive Vice President of Financial and Central Administration of Boon Rawd Brewery Company Limited
2020 – Present	Chief of Staff, Singha International Headquarter Company Limited
2018 – Present	Director of SBP Digital Service Co., Ltd.
2018 – Present	Director of Singha Europe Company Limited
2017 – Present	Director / Member of the Corporate Governance and Sustainable Development Committee of Singha Estate Public Company Limited
2017 – Present	Director of Singha Venture Capital Fund Ltd.
2012 – Present	Director of Singha Park Chiangrai Company Limited
2008 – Present	Director of Beer Singha Beer Thai Company Limited
1991 – Present	Director of C.B. Holding Company Limited
2018 – 2021	Chairman if the Audit Committee / Independent Director / Member of the Nomination and Remuneration Committee of Heng Leasing Company Limited

Current positions			
Other listed companies		Other non-listed companies	
Quantity	Position	Quantity	Position
1	- Director / Member of the Corporate Governance and Sustainable Development Committee of Singha Estate Public Company Limited	10	- Director of Singha People Development Company Limited - Director / Member of Risk Management Committee of Boon Rawd Supply Chain Company Limited - Executive Vice President of Financial and Central Administration of Boon Rawd Brewery Company Limited - Chief of Staff, Singha International Headquarter Company Limited - Director of SBP Digital Service Co., Ltd. - Director of Singha Europe Company Limited - Director of Singha Venture Capital Fund Ltd. - Director of Singha Park Chiangrai Company Limited - Director of Beer Singha Beer Thai Company Limited - Director of C.B. Holding Company Limited
Positions that may be in a conflict of interest or competition to the company			
None			

Conference attendance	Number of meeting attendances in 2022
General Meeting of Shareholders	1/1 time 100%
Meeting of Board of Directors	7/7 times 100%
Meeting of the Audit Committee	5/5 time 100%
Meeting of the Nomination and Remuneration Committee	5/5 times 100%
Meeting of Non-Executive Committee	1/1 time 100%

**Criteria and nomination methods:** Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors

Mr. Nutchdhawattana Silpavittayakul possesses the legal and regulatory requirements for the position of Director, with the additional qualifications for the position of Independent Director as follows:

- Not a close relative of the management, the major shareholders or controlling person of the company
- Not a committee member involved in managing staffs, employees, or consultants on the company's payroll or has been paid by the company in the last 2 years
- Not a provider of professional services, such as being an auditor or legal consultant for the company at present or in the last 2 years
- Not possessing a workplace relationship with the Company, the management, the major shareholders, or the controlling person of the company which may result in the director may not perform the duties independently

Profiles of persons nominated to be appointed as the Company's directors

Profile of Mrs. Sutharntip Phisitbuntoon

Name - Surname : Mrs. Sutharntip Phisitbuntoon

Age : 69 years old

Nationality : Thai



Company shareholdings as of 31 December 2023 : Personally : 3,025,000 shares equivalent to 0.079%  
Spouse : None  
Total of 0.079%

Appointment date : 21 April 2021

Years maintaining the position of Director : 3 years  
Upon being appointed for another term, she will maintain the position of Director for a total of 6 years

Positions nominated for : Director

Academic background

- Master's Degree in Economics, Thammasat University
- Bachelor's Degree (First Class Honors) in Banking and Finance, Chulalongkorn University

Director Trainings

- Audit Committee Forum 2023 "Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee", Thai Institute of Directors (IOD)
- Director Leadership Certification Program (DLCP), Class of 9/2023, Thai Institute of Directors (IOD)
- Introduction to Business Organization Sustainability Management by Sustainable Business Development Institute (SBDi)



- Financial Landscape of the Bank of Thailand and the formulation of financial plans for the future of financial institution
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 279/2019
- Guideline for the SME Success Program, Thai Institute of Directors (IOD), Class of 2/2013  
Director Accreditation Program (DAP), Thai Institute of Directors (IOD), Class of 23/2003
- The Wharton Advanced Management Program, The Wharton School, University of Pennsylvania, USA
- National Defence Course for the Joint State Private Sector, Class of 23 (WBRA.2553), National Defence College of Thailand  
  
The Advanced Senior Executive Program (SAEP), Sasin Graduate Institute of Business Administration of Chulalongkorn University and Kellogg School of Management, Northwestern University, USA

#### **Work experiences (for 5 years)**

2021 - Present	Director of Heng Leasing and Capital Public Company Limited
2021 – 2023	Chief Executive Officer / Chairman of the Executive Committee of Heng Leasing and Capital Public Company Limited
2020 – 2021	Chief Executive Officer / Chairman of the Executive Committee / Director of Heng Leasing Company Limited
2018 – 2020	Chairman of the Risk Management Committee / Member of the Audit Committee / Independent Director of Heng Leasing and Capital Public Company Limited
2014 - 2018	Deputy Managing Director of Credit Development and Risk Management, Land and Houses Bank Public Company Limited
2010 - 2014	Senior Executive Assistant of Vice President of the Customer Group / Senior Executive Assistant of the Credit Risk management of Siam Commercial Bank Public Company Limited

Current positions			
Other listed companies		Other non-listed companies	
Quantity	Position	Quantity	Position
None		None	
Positions that may be in a conflict of interest or competition to the company			
None			

Conference attendance	Number of meeting attendances in 2022
General Meeting of Shareholders	1/1 time 100%
Meeting of Board of Directors	7/7 times 100%
Meeting of Risk Management Committee	1/1 time 100%
Meeting of the Executive Committee	11/11 times 100%
Meeting of Non-Executive Committee	1/1 time 100%

**Criteria and nomination methods:** Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors

Mrs. Sutharntip Phisitbuntoon possesses the legal and regulatory requirements for the position of director.

Profiles of persons nominated to be appointed as the Company's directors

Profile of Mr. Bunthid Supasatitkul

Name - Surname : Mr. Bunthid Supasatitkul

Age : 48 years old

Nationality : Thai



Company shareholdings as of 31 December 2023 : Personally : 148,344,820 shares equivalent to 3.894%  
Spouse : None  
Total of 3.894%

Appointment date : 21 April 2021

Years maintaining the position of Director : 3 year  
Upon being appointed for another term, he will maintain the position of Director for a total of 6 years

Positions nominated for : Director (Authorized Director)

Academic background

- Bachelor's Degree in Computer Engineering, Faculty of Engineering, Siam University

Director Trainings

- Company Secretary Program (CSP), Thai Institute of Directors (IOD), Class of 87/2018
- Financial Statement for Director (SFD), Thai Institute of Directors (IOD), Class of 37/2018
- Boardroom Success through Financing and Investment (BFI), Thai Institute of Directors (IOD), Class of 2/2017
- Board of Nomination and Compensation Program (BNCP), Thai Institute of Directors (IOD), Class of 2/2017
- Family Business Governance (FBG), Thai Institute of Directors (IOD), Class of 10/2017
- Driving Company Success with IT Governance (ITG), Thai Institute of Directors (IOD), Class of 5/2017

- How to Develop a Risk Management Plan (HRP), Thai Institute of Directors (IOD), Class of 13/2017
- Anti-Corruption the Practical Guide (ACPG), Thai Institute of Directors (IOD), Class of 31/2017
- Successful Formulation and Execution of Strategy (SFE), Thai Institute of Directors (IOD), Class of 30/2017
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 243/2017
- Finance for Non-Financial Executive, Class of 31, Thammasat University
- Introduction to Business Organization Sustainability Management by Sustainable Business Development Institute (SBDi)

**Work experiences (for 5 years)**

2021 - Present	Member of the Nomination and Remuneration Committee / Director / Authorized Director of Heng Leasing and Capital Public Company Limited
2015 - 2021	Director of Taweeheng Motor Company Limited
2015 – 2021	Authorized Director / Director / Member of the Executive Committee of Heng Leasing Company Limited
2002 – 2021	Managing Partner of Ban Du Leasing Ltd. Part.
2002 – 2021	Director of Taweeheng Motor Lease Company Limited
2002 – 2021	Director of Taweeheng Autor Leaing Company Limited
2002 – 2021	Managing Partner of Taweeheng Leasing Ltd. Part.
1994 – 2021	Managing Partner of Tawee Heng Car Limited Partnership

Current positions			
Other listed companies		Other non-listed companies	
Quantity	Position	Quantity	Position
None		None	
Positions that may be in a conflict of interest or competition to the company			
None			

Conference attendance	Number of meeting attendances in 2022
General Meeting of Shareholders	1/1 time 100%
Meeting of Board of Directors	7/7 times 100%
Meeting of the Executive Committee	22/22 times 100%
Meeting of the Nomination and Remuneration Committee	5/5 times 100%
Meeting of Non-Executive Committee	1/1 time 100%

**Criteria and nomination methods:** Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors

Mr. Bunthid Supasatitkul possesses the legal and regulatory requirements for the position of Director.

### Definition of Independent Director

Independent directors must meet the requirements set by the company and follow the guideline as specified by the Notification of the Capital Market Supervisory Board. The Independent Director must be a person that can take care of all shareholders' interest equally to prevent conflicts of interests. The details can be summarized as follows:

1. Holding no more than 1 % of total voting shares in the Company, including the parent company, subsidiaries, affiliates, major shareholder(s), controlling person(s) of the Company, including the shares held by persons related to the independent directors.
2. Not currently being or was the Company's director, employee, staff, salaried consultants, or controlling person(s) of the Company, the parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder(s), or the company's controlling person(s) unless the person has been free from the abovementioned characteristics for not less than 2 years before assuming the position as the independent director. However, the aforementioned prohibition does not include the case where the independent director has been a government official or a consultant to a government body who is a major shareholder or a controlling party of the Company.
3. Not currently having or never have any business relations with the Company, including the parent company, subsidiaries, associates, major shareholder(s), or controlling person(s) of the Company in the way that that such relation may obstructs the person from having an independent view as well as not currently being or was a significant shareholder or controlling person of the persons having business relation with the Company, including the parent company, subsidiaries, affiliates, major shareholder(s), or controlling person(s) of the Company, unless the person has been free from the abovementioned characteristics for not less than 2 years. Additionally, the person must have no direct or indirect interest whether in monetary or management terms affiliated with the Company, including the parent company, subsidiaries, affiliates, or persons with possible conflicts that can obstruct the person from having independent views.

The aforementioned relations as well as routine transactions, real estate rentals, transactions related to assets and services, provision or receiving or providing of financial assistance by accept or provide loans, guarantee, providing assets as collateral and other circumstances that result in the Company or the contracting party has a liability that must be paid to one another from 3% of tangible assets of the Company or a minimum of 20 million Bath, whichever amount is lower. In this regard, the value used for the calculation of the transaction size will be based on the formula for the Connected Transactions in accordance with the Notification of the Capital Market Supervisory Board Re: Rules for Conducting Connected Transactions. For the consideration of such liability, inclusion for all transactions occurred during 1 year prior to the business relations with the connected person.

4. Have no blood relation or by legally registered as father, mother, spouse, sibling, offspring, including the spouse of the offspring, directors, executives, major shareholders, controlling person(s), or persons who will be nominated as directors, executives, or controlling person(s) of the Company or subsidiaries.
5. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholders. Additionally, the person must be able to express their opinions independently according to the assigned duties without concern for the loss of interest and are not under the influence of any persons or parties that may impede the person from having independent views.
6. Not currently an auditor or was an auditor of the Company, the parent company, subsidiaries, associates, major shareholder(s), or controlling person(s) of the Company as well as not being or was a significant shareholder, controlling party, or a partner to the audit firm ("Partner" means person who was assigned by the audit firm to sign the audited financial statement) which consist of the current auditor of the Company, the parent company, subsidiaries, associates, major shareholder(s), or controlling person(s) of the Company unless the person has been free from the abovementioned characteristics for not less than 2 years before assuming the position of independent director.

7. Not currently providing or never provided any professional services, legal consulting, nor financial consulting services to the Company with a fee of more than 2 million Baht per year from the Company, the parent company, subsidiaries, associates, major shareholder(s), or controlling person(s) of the Company as well as not being or was a significant shareholder, controlling party, or a partner to the current service providers (“Partner” means person who was assigned by the audit firm to sign the audited financial statement) unless the person has been free from the abovementioned characteristics for not less than 2 years before assuming the position of independent director.
8. Not currently operating under similar business that significantly compete with the Company or subsidiaries; or not a significant partner of the partnership, executive director, salaried worker, employee, consultant; or holding more than 1 % of voting shares of any other Companies operating under similar business and has significant competition to the company and its subsidiaries.
9. Not under any conditions that may impede the person from having independent views towards the company’s operations.



Information of the independent directors nominated as proxy

**Name - Surname** : Assistant Professor Dr. Chaiwuth Tansomchai  
**Age** : 52 years old  
**Position** : Chairman of the Risk Management Committee /  
 Member of the Audit Committee / Independent  
 Director  
**Address** : 69 Moo 7, San Sai Noi Sub-District, San Sai District,  
 Chiang Mai Province, 50210  
**Personal gain/loss within** : None  
**the meeting agenda**



**Name - Surname** : Mr. Nutthirutt Wanwimonphong  
**Age** : 48 years old  
**Position** : Chairman of the Nomination and Remuneration  
 Committee / Member of the Audit Committee /  
 Independent Director  
**Address** : 69 Moo 7, San Sai Noi Sub-District, San Sai District,  
 Chiang Mai Province, 50210  
**Personal gain/loss within** : None  
**the meeting agenda**

Articles of Association of the Company with respect to the Meeting of Shareholders

Chapter 5

Board of Directors

Article 24. The shareholder's meeting will choose directors based on these following methods and criteria.

- (A) Each shareholder has one vote per (1) share.
- (B) Each shareholder will utilize all of their votes to elect one or more directors, as shown by (A). The Board of Directors cannot divide the vote if more than one person is chosen.
- (C) According to the number of directors the company desires in that election, the individual who earned the most votes in order of importance will be elected as a director. If there are more individuals elected than seats available and they all have the same number of votes. The deciding vote will be given by the meeting's chairman.

Article 25. Remove one-third (1/3) of total directors at each annual general shareholder meeting. If the number of directors cannot be split by three, reduce the number of directors to one-third (1/3) of the total. Directors who have been removed from their positions may run for re-election.

Use the volunteer technique for directors who must retire from their positions in the first and second years after the firm is formed. Use the draw lots approach if there aren't enough directors willing to retire as specified in the first paragraph. Remove the longest-serving director from the job the next year.

Article 26. In addition to the conditions listed above, the board of directors will be dismissed from office if:

- (A) Pass away
- (B) Resign

- (C) Lack of qualities or has prohibited characteristics as indicated in the Public Limited Companies Act, the Securities and Exchange Act and other related laws.
- (D) Shareholder's meeting has a resolution to terminate according to Article 29.
- (E) Court has an order to be terminated.

Article 29. A shareholder meeting with at least a third-fourth (3/4) vote of eligible shareholders and total shares of no less than half (1/2) of the shares held by attending eligible shareholders may vote one of the directors out of the post before the term expires.

Article 37. The Company is prohibited from paying money or other assets to Directors except for compensation. Directors have rights to receive compensation from the Company under the Company's obligations or from a resolution of the shareholders' meeting with no less than two in three (2/3) votes of all attending shareholders. The amount of remuneration depends on the resolution and may be either temporary or permanent until the shareholders' meeting has reached a new resolution.

Any messages in any paragraphs will not affect the rights of the Directors appointed by the Company's employees or staff to receive compensations and benefits as an employee of the Company.

## Section 6

### Shareholders' Meeting

Article 38. The Board of Directors shall hold the Annual General Meeting of Shareholders within four (4) months after the final date of the Company's accounting year.

The shareholders' meeting outside of those mentioned in Paragraph 1 shall be called an Extraordinary General Meeting, where the Board of Directors can hold such meetings at any time they see fit.

One or more shareholders who collectively hold more than or equal to ten (10) percent of total shares can request the Board of Directors to appoint an Extraordinary General Meeting at any time. However, they shall clearly specify the meeting agendas and reasons for such appointment in the request letter. The Board of Directors shall hold the shareholders' meeting within forty-five (45) days after receiving a letter from the aforementioned shareholders.

If the Board of Directors decide to not hold a meeting within the timeframe as indicated in Paragraph 3, shareholders who collectively hold the amount of shares as mentioned may autonomously appoint a meeting within forty-five (45) days after the allotted time in Paragraph 3 has passed. In this case, the meeting will be treated the same as would those held by the Board of Directors. Additionally, the Company has to compensate for the necessary expenses in organizing the meeting and appropriately assist the shareholders in doing so.

If the shareholders' meeting that has been appointed autonomously by shareholders as indicated in Paragraph 4 does not have enough attendees to fill the prescribed quorum as specified in this obligations letter, the shareholders as indicated in Paragraph 4 have to compensate the Company for the expenses used to organize said meeting.

Article 39. To appoint the shareholders' meeting, the Board of Directors shall create appointment letters that specify the place, date, time, meeting agenda, and proposals for the meeting in detail. The letter shall clearly specify the purpose of each proposal whether if it is for notification, approval, or for consideration, and the Board of Director's opinion distribute it to shareholders and registrar at least seven (7) days before the meeting date and announce the meeting appointment in printed form for three (3) consecutive days at least three (3) days before the meeting.

The meeting place has to be within the same province as the Company's headquarters or other places in accordance with the Board of Director's consensus.

The Board of Directors may decide to host an online shareholders' meeting. The online meeting, conducted via e-conference, will follow the rules and methodology as indicated by law and by information security standards, including future amendments to said laws and standards.

In case of shareholders providing proxy to persons to attend an online shareholder's meeting, both the shareholders and the proxy recipients must comply with the Company's rules, conditions and related laws, including any future amendments.

Article 40. Shareholders may provide proxy to persons to attend and cast votes in their place during shareholders' meeting. A power of attorney letter must be created with the

shareholder's signature and specifying the signed date, while the process of giving proxy must comply with conditions set by the registrar and contain information on at least the following items:

- 1) Share holdings of the proxy providers
- 2) Name of the proxy recipients
- 3) The particular meeting of which the proxy provider gives authority to the recipient to attend and cast votes in their place

The power of attorney letter shall be given to the Chairman or persons assigned by the Chairman at the meeting place before the proxy recipient's attendance.

Article 41. The prescribed quorum for shareholders' meeting consists of at least twenty-five (25) shareholders and proxy recipients in total, or at least half (1/2) of the total number of shareholders with no less than one-third (1/3) of total shares held collectively.

When each shareholders' meeting has been delayed by one (1) hour due to the prescribed quorum not being met as indicated in Paragraph 1, the meeting, if requested by shareholders shall be called off or if not requested by shareholders shall be postponed until further notice. A postponed meeting's appointment letter shall be sent to shareholders no less than seven (7) days before the set date and no quorum shall be set for this meeting.

Article 42. The Chairman of the Board shall be assigned as the Chairman of Shareholder's meeting. In case of the Chairman's absence or their inability to perform such duties, the Vice-chairman of the Board shall be assigned instead. In case a Vice-chairman is nonexistent, absent, or unable to perform such duties, a shareholder in the meeting shall be assigned instead.

Article 43. In the shareholders' meeting, one (1) share shall equal one (1) vote and reaching of meeting resolutions shall consist of the following:

- (A) In general cases, the side with more shareholder votes win. If a tie occurs, the Chairman of the meeting shall cast one (1) vote as the decisive vote.
- (B) In the following cases, at least three out of four (3/4) of total votes must be present.

- (1) The act of selling or transferring the whole or part of the Company to a third party.
- (2) The act of buying or accepting the transfer of a private or public Company.
- (3) The act of forming, editing, or terminating a contract regarding the lease of the whole or part of the Company. The act of assigning authority over Company operations to a third party or merging of operations to share both profit and loss.
- (4) The act of editing the Company's memorandum or regulations.
- (5) The act of altering the Company's registered capital.
- (6) The act of dissolution
- (7) The act of offering debentures to the public.
- (8) The act of mergers & acquisitions.

Article 44. Actions to be undertaken at the Annual General Meetings

- (A) Acknowledge reports from the Board of Directors regarding the Company's performance in the last fiscal year.
- (B) Consider the approval of balance sheets and profit and loss accounts in the last fiscal year.
- (C) Consider the approval of profit allocation, dividends, and reserves as indicated by related laws.
- (D) Consider the appointment of new directors in place of those who have completed their term.
- (E) Consider setting the remuneration of the Directors
- (F) Consider the appointment of the Audit Committee members and the remuneration for auditors
- (G) Others

## Section 7

### Accounting, finance, and auditing

Article 47. The Board of Directors shall facilitate the making of the statement of financial position and the profit and loss account at the end of the fiscal year and present them for consideration at the shareholders' meeting during the Annual General Meeting. The Board of Directors must also appoint auditors for said balance sheets and financial statements before presenting them at the shareholders' meeting.

Article 48. The Board of Directors shall distribute the following documents to shareholders along with the appointment letter for the Annual General Meeting of Shareholders.

(A) A copy of the statement of financial position and the profit and loss account that has been revised by shareholders and an auditor's report.

(B) An annual report from the Board of Directors and related documents.

Article 49. The appointment of an auditor and their compensation shall be determined during the Annual General Meeting of Shareholders. Retired auditors may be reappointed.

Auditors may not be directors, staffs, employees, or holding any positions within the Company.

The Company shall consider the rotation of auditors in accordance with regulations indicated by the Securities and Exchange Act and other related laws.

Article 50. Auditors possess the authority to audit the Company accounts, documents, and any evidences related to income, expenditures, owned properties, and liabilities during the Company's working hours. They also possess the authority to question and request relevant documents from the directors, employees, staffs, any persons of any positions within the Company, and the Company's representatives.

Auditors shall make a report on the statement of financial position and the profit and loss account and present it during the Annual General Meeting of Shareholders. They must also declare that the aforementioned report is a legitimate representation of the Company's operations.

Article 51. Auditors are obligated to attend the shareholders' meetings whenever the statement of financial position and the profit and loss account are being considered. Auditors shall explicate to shareholders information regarding audits. They may also request for themselves a copy of all documents to be distributed to shareholders during the meeting.

Article 52. The Board of Directors shall facilitate the recording of reports during the shareholders' meeting and the Board's meeting in booklet form within fourteen (14) days after each meeting, where it is to remain in the Company for safekeeping.

## Section 8

### Dividends and Legal Reserves

Article 53. Dividends shall only be distributed from profits. When the Company's proceeds are at a loss, dividends shall not be distributed.

Dividends shall be distributed with regards to shareholdings, with each share being of equal value with the exception of preferred shares which shall receive dividends in accordance to premade agreements.

For interim dividends as indicated in Paragraph 4, the distribution must be approved by the shareholders' meeting.

The interim dividend may be paid from time to time when the Company has reasonable profits to do so and shall report it to the next shareholders' meeting.

If the Company's total shares have not been completely sold or if the Company has registered a capital increase, the Company shall distribute the deserved amount or a part of it in addition to new common shares to shareholders once approved by the shareholders' meeting.

Dividend distribution shall be done within one (1) month from the date of the shareholders' meeting or in accordance with the Board of Director's consensus. A notification and written announcement shall be made to shareholders for at least three (3) consecutive days.

Article 54. The Company shall allocate at least five (5) percent of net profit subtracting cumulative loss as reserve until this reserve is no less than ten (10) percent of registered capital.



The Board of Directors may also propose additional sources for the reserve as they see fit.

Once approved by the shareholders' meeting, the Company may allocate legal reserves and premium reserves, in that order, to compensate for loss.

Procedure For Attending the Annual General Meeting of Shareholders,  
Proxy and the submission of inquiry

1. Procedure for attending the Annual General Meeting of shareholders of Heng Leasing and Capital Public Company Limited at Sumritphol Meeting Room, 3<sup>rd</sup> floor, Heng Leasing and Capital Public Company Limited, No. 69 Moo 7, Sai Sai Noi Sub-district, Sansai District, Chiang Mai Province 50210 (Physical Meeting)

The Company has prepared and delivered a map and the method of traveling to the meeting venue as set out in Attachment 12 and the shareholders and proxy can register to attend the meeting from 12.00 hrs., on the meeting date. The Company will use the barcode system to register and count the votes in the meeting for attending the meeting in person. Therefore, the shareholders and proxies please present the registration documents on the meeting date as follows:

**1.1 Shareholder as individual**

- Registration form, which prints barcode
- Identification card or civil servant identification card or driving license that has not expired or a passport or a document used instead of passport that have not expired (in the case of a foreigner) and a copy of evidence of changing names and/or surname (if any)

**In case of proxy**

- Registration form, which prints barcode
- Proxy form A or form B. (Attachment 9), please select only one proxy form and please complete information accurately with signatures of shareholder and its proxy.
- Copy of Identification card or civil servant identification card or driving license that has not expired or a passport or a document used instead of passport that have not expired (in the case of a foreigner) of the shareholder and its proxy with the true and correct certification.

## **1.2 Shareholder as juristic person**

- Registration form, which prints barcode
- Copy of Certified Affidavit which issued, no greater than 6 months, from the Department of Business Development, together with the true and correct certification by the authorized persons to bind the juristic person with the common seal affixed (if any).

### **In case of proxy**

- Registration form, which prints barcode
- Proxy form A or form B. (Attachment 9), please select only one proxy form and please complete information accurately with signatures of shareholder and its proxy.
- Copy of Identification card or civil servant identification card or driving license that has not expired or a passport or a document used instead of passport that have not expired (in the case of a foreigner) of the shareholder and its proxy with the true and correct certification.
- Copy of Identification card or civil servant identification card or driving license that has not expired or a passport or a document used instead of passport that have not expired (in the case of a foreigner) of the authorized persons to bind the juristic person who have his or her signature on the proxy form with the true and correct certification.
- Copy of Certified Affidavit which issued, no greater than 6 months, from the Department of Business Development or affidavit issued by the government agency which has a jurisdiction over such juristic person together with the true and correct certification by the authorized persons to bind the juristic person with the common seal affixed (if any).

**In the event that the shareholders appear in the share's registration as foreign investors and appointed Custodian in the country as securities depositors to attend the meeting and vote for foreign investors.**

- Registration form, which prints barcode

- Proxy form C (Attachment 9), please complete information accurately with signatures of shareholder and its proxy.
- Certified Affidavit of Custodian with the true and correct certification by the authorized persons to bind the Custodian or the proxy together with the common seal affixed (if any).
- Copy of Identification card or civil servant identification card or driving license that has not expired or a passport or a document used instead of passport that have not expired (in the case of a foreigner) of the authorized persons to bind the juristic person with the true and correct certification.

1.3 If the shareholders wish to give a proxy to other person to attend the meeting and to vote at the meeting, please proxy to a person of legal age or if the shareholders wish to give a proxy to the Independent Director, the shareholders can give a proxy to the Independent Director of the Company of which all Independent Directors do not have any conflict of interest on any agendas of the meeting, the information of the Independent Directors are set out in Attachment 6.

## 2. Procedure for attending the Annual General Meeting of Shareholders at the venue of the meeting

### Step for requesting via register

#### 1. In case in person

- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot
- 4 Join meeting in meeting room
- 5 Vote as they wish in ballot

#### 2. In case in proxy

- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

The image shows two yellow proxy forms. The top form is for 'In case in person' and the bottom form is for 'In case in proxy'. Both forms include fields for name, shareholding amount, and voting options (Approve, Disapprove, Abstain). The forms are numbered 1 and 2 respectively, corresponding to the steps in the procedure.

### 3. Channels for providing suggestions or questions related to business, industry, company performance or related to the agenda

In order for the meeting to proceed according to the agendas, the meeting will receive only written questions. The shareholder can provide suggestions or questions in advance before the meeting date through the following channels:

- deliver it to the “**Company Secretary Office**” of Heng Leasing and Capital Public Company Limited located at No. 69 Moo 7, San Sai Noi Sub-District, San Sai District, Chiang Mai Province 50210
- Email: [cs\\_heng@hengleasing.co.th](mailto:cs_heng@hengleasing.co.th); or
- Deliver it to the Company's officer on the meeting date.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

ทำयाประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E. 2550 (2007)

เขียนที่ .....

Made at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Heng Leasing and Capital Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

Holding shares in total which are entitled to cast votes as follows:

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary shares shares in total which are entitled to cast votes

หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred shares shares in total which are entitled to cast votes

(3) ขอมอบฉันทะให้

I/We wish to appoint

1) นาย / นาง / นางสาว ..... อายุ ..... ปี

Mr. / Mrs. / Ms.

Age

Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code ,or

2) ..... ผศ.ดร.ชัยวุฒิ ตั้งสมชัย ..... อายุ 52 ปี

Assistant Professor Dr. Chaiwuth Tangsomchai Age 52 Years

อยู่บ้านเลขที่ 69 หมู่ที่ 7 ตำบล สันทรายน้อย อำเภอ สันทราย .....

Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District

จังหวัด เชียงใหม่ รหัสไปรษณีย์ 50210 หรือ

Chiangmai Province Postal Code 50210 ,or

3) ..... นายณัติรุจน์ วรณวิมลพงษ์ ..... อายุ 48 ปี

Mr. Nutthirutt Wanwimonphong Age 48 Years

อยู่บ้านเลขที่ 69 หมู่ที่ 7 ตำบล สันทรายน้อย อำเภอ สันทราย .....

Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District

จังหวัด เชียงใหม่ รหัสไปรษณีย์ 50210 .....

Chiangmai Province Postal Code 50210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น. ณ ห้องประชุม สัมฤทธิ์ผล ชั้น 3 บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) เลขที่ 69 หมู่ 7 ตำบลสันทราย น้อย อำเภอสันทราย จังหวัดเชียงใหม่ 50210 หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders (AGM) to be held on Friday 19<sup>th</sup> April 2024 at 14:00 hrs. at Heng Leasing and Capital Public Company Limited, Sumritphol Meeting room, 3<sup>rd</sup> floor, 69 Moo 7, San Sai Noi Sub-district, San Sai District, Chiangmai Province 50210 or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts or performance cause by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

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

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

**หมายเหตุ / Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



แบบหนังสือมอบฉันทะ แบบ ข.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E. 2550 (2007)

เขียนที่ .....

Made at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Heng Leasing and Capital Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

Holding shares in total which are entitled to cast votes as follows:

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary shares shares in total which are entitled to cast votes

หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred shares shares in total which are entitled to cast votes

(3) ขอมอบฉันทะให้

I/We wish to appoint

1) นาย / นาง / นางสาว ..... อายุ ..... ปี

Mr. / Mrs. / Ms.

Age Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code ,or

2) ..... ผศ.ดร.ชัยวุฒิจึงสมชัย ..... อายุ 52 ปี  
Assistant Professor Dr. Chaiwuth Tangsomchai Age 52 Years  
อยู่บ้านเลขที่ 69 หมู่ที่ 7 ตำบล สันทรายน้อย อำเภอ สันทราย .....  
Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District  
จังหวัด เชียงใหม่ รหัสไปรษณีย์ 50210 หรือ  
Chiangmai Province Postal Code 50210 ,or

3) ..... นายณัติรุจน์ วรณวิมลพงษ์ ..... อายุ 48 ปี  
Mr. Nutthirutt Wanwimonphong Age 48 Years  
อยู่บ้านเลขที่ 69 หมู่ที่ 7 ตำบล สันทรายน้อย อำเภอ สันทราย .....  
Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District  
จังหวัด เชียงใหม่ รหัสไปรษณีย์ 50210  
Chiangmai Province Postal Code 50210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน  
การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น. ณ ห้องประชุม  
สัมฤทธิ์ผล ชั้น 3 บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) เลขที่ 69 หมู่ 7 ตำบลสันทราย  
น้อย อำเภอสันทราย จังหวัดเชียงใหม่ 50210 หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders (AGM) to be held on Friday 19<sup>th</sup> April 2024 at 14:00 hrs. at Heng Leasing and Capital Public Company Limited, Sumritphol Meeting room, 3<sup>rd</sup> floor, 69 Moo 7, San Sai Noi Sub-district, San Sai District, Chiangmai Province 50210 or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้  
ดังนี้:

I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in  
the following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่ 21 เมษายน  
2566

Item 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders held on  
21 April 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

Item 2 To acknowledge the operating results of the Company for the year 2023

วาระนี้เป็นวาระรับทราบ จึงไม่ต้องได้รับการออกเสียงลงคะแนนจากผู้ถือหุ้น

This agenda is for acknowledgment and, therefore, does not require voting from the shareholders.

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Item 3 To consider and approve the audited financial statements for the year 2023, ended 31 December 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสุทธิ และการจ่ายเงินปันผลประจำปี 2566

Item 4 To consider and approve the allocation of net profit and the distribution of dividend for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Item 5 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

วาระที่ 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Item 6 To consider and approve the appointment of directors to replace those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy must cast the votes in accordance with the following instructions:

- การแต่งตั้งกรรมการทั้งชุด
- Appointment of the entire board
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appointment of any dorector(s)
- ชื่อกรรมการ..... ศาสตราจารย์ ดร.สุรพล นิติไกรพจน์.....
- Name of Director... Professor Dr. Surapon Nitikraipot.....
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

- ชื่อกรรมการ..... นายณัฐวัฒน์ ศิลปวิทย์กุล.....
- Name of Director..... Mr. Nutchdhawattana Silpavittayakul.....
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

- ชื่อกรรมการ..... นางสุธารทิพย์ พิสิฐบัณฑิตกุล.....
- Name of Director..... Mrs. Sutharntip Phisitbuntoon.....
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                                      Disapprove                                      Abstain

- ชื่อกรรมการ..... นายบัณฑิต สุขสาธิตกุล.....
- Name of Director..... Mr. Bunthid Supasatitkul.....
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 7 พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท และคณะกรรมการชุดย่อย ประจำปี 2567

Item 7 To consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 8 พิจารณารับทราบการเปลี่ยนแปลงกำหนดระยะเวลาการใช้เงินเพิ่มทุนที่ได้รับจากการระดมทุนจากการเสนอขายหุ้นต่อประชาชนเป็นครั้งแรก (IPO) ซึ่งเป็นการเปลี่ยนแปลงอย่างไม่เป็นนัยสำคัญ

Item 8 To acknowledge the change of the schedule for utilizing the proceeds received from the initial public offering (IPO), which is a non-material change

วาระนี้เป็นวาระรับทราบ จึงไม่ต้องได้รับการออกเสียงลงคะแนนจากผู้ถือหุ้น

This agenda is for acknowledgment and, therefore, does not require voting from the shareholders.

- วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item 9 To consider any other matters (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those state above, or there is any change or addition to the relevant facts, then the proxy will be entitle to cast the votes on my/our behalf at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

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

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

#### **หมายเหตุ / Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่มึวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) ในการประชุม  
สามัญผู้ถือหุ้น ประจำปี 2567 วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น. ณ ห้องประชุมสัมฤทธิผล ชั้น  
3 บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) เลขที่ 69 หมู่ 7 ตำบลสันทรายน้อย อำเภอสัน  
ทราย จังหวัดเชียงใหม่ 50210 หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Heng Leasing and Capital public Company Limited for the  
2024 Annual General Meeting of Shareholders (AGM) to be held on Friday 19th April 2024 at 14:00  
hrs. at Heng Leasing and Capital Public Company Limited, Sumritphol Meeting room, 3rd floor, 69 Moo  
7, San Sai Noi Sub-district, San Sai District, Chiangmai Province 50210 or such other date, time and  
place as may be adjourned.

วาระที่ ..... เรื่อง .....

Agenda Item .... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                              Disapprove                              Abstain

วาระที่ ..... เรื่อง .....

Agenda Item .... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                              Disapprove                              Abstain

วาระที่ ..... เรื่อง .....

Agenda Item .... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy must cast the votes in accordance with the following instructions:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Item 6 To consider and approve the appointment of the directors to replace those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy must cast the votes in accordance with the following instructions:

ชื่อกรรมการ.....

Name of Director.....

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ.....

Name of Director.....

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ.....

Name of Director.....

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ.....

Name of Director.....

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ.....

Name of Director.....

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**แบบหนังสือมอบฉันทะ แบบ ค.**

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ

และแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

**Form of Proxy, Form C.**

(This form is use only if the shareholder is an offshore investor

Who appoints a local custodian in Thailand to keep his/her shares in the custody)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E. 2550 (2007)

เขียนที่ .....

Made at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า.....

We

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....

In our capacity as the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เฮงลิสซิง แอนด์ แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Heng Leasing and Capital Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้:

Holding shares in total which are entitled to cast votes as follows:

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary shares shares in total which are entitled to cast votes

หุ้นบุริมสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred shares shares in total which are entitled to cast votes

(2) ขอมอบฉันทะให้ / We wish to appoint

1) นาย / นาง / นางสาว ..... อายุ ..... ปี

Mr. / Mrs. / Ms. Age Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing/located at No. Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code ,or

2) ..... ผศ.ดร.ชัยวุฒิ ตั้งสมชัย ..... อายุ ..... 52 ..... ปี

Assistant Professor Dr. Chaiwuth Tangsomchai Age 52 Years

อยู่บ้านเลขที่ ..... 69 ..... หมู่ที่ ..... 7 ..... ตำบล ..... สันทรายน้อย ..... อำเภอ ..... สันทราย .....

Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District

จังหวัด ..... เชียงใหม่ ..... รหัสไปรษณีย์ ..... 50210 ..... หรือ

Chiangmai Province Postal Code 50210 ,or

3) ..... นายณัติรุจน์ วรวัฒนวิมลพงษ์ ..... อายุ ..... 48 ..... ปี

Mr. Nutthirutt Wanwimonphong Age 48 Years

อยู่บ้านเลขที่ ..... 69 ..... หมู่ที่ ..... 7 ..... ตำบล ..... สันทรายน้อย ..... อำเภอ ..... สันทราย .....

Residing/located at No. 69 Moo 7 San Sai Noi Sub-district San Sai District

จังหวัด ..... เชียงใหม่ ..... รหัสไปรษณีย์ ..... 50210 .....

Chiangmai Province Postal Code 50210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน **การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น. ณ ห้องประชุม สัมฤทธิผล ชั้น 3 บริษัท เฮงลิสซิ่ง แอนด์ แคปิตอล จำกัด (มหาชน) เลขที่ 69 หมู่ 7 ตำบลสันทรายน้อย อำเภอสันทราย จังหวัดเชียงใหม่ 50210** หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy to attend and vote on my/our behalf at **the 2024 Annual General Meeting of Shareholders (AGM) to be held on Friday 19th April 2024 at 14:00 hrs. at Heng Leasing and Capital Public Company Limited, Sumritphol Meeting room, 3rd floor, 69 Moo 7, San Sai Noi Sub-district, San Sai District, Chiangmai Province 50210** or such other date, time and place as may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้:

We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

- หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
 Ordinary shares shares in total, which are entitled to cast votes; and
- หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
 Preferred shares shares in total, which are entitled to cast votes  
 รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง  
 Total: votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้  
 ดังนี้:

We authorise our proxy to cast the votes on our behalf at the above meeting in the  
 following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่ 21  
 เมษายน 2566

Item 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders held on  
 21 April 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
 เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

Item 2 To acknowledge the operating results of the Company for the year 2023

วาระนี้เป็นวาระรับทราบ จึงไม่ต้องได้รับการออกเสียงลงคะแนนจากผู้ถือหุ้น

This agenda is for acknowledgment and, therefore, does not require voting from the  
 shareholders.

- วาระที่ 3 พิจารณานุมัติงบการเงิน สำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566  
Item 3 To consider and approve the audited financial statements for the year 2023, ended 31 December 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสุทธิ และการจ่ายเงินปันผลประจำปี 2566

- Item 4 To consider and approve the allocation of net profit and the distribution of dividend for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

- วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Item 5 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- เห็นด้วย ..... เสียง

Approved with votes

- ไม่เห็นด้วย ..... เสียง

Disapproved with votes

- งดออกเสียง ..... เสียง

Abstain with votes

- วาระที่ 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Item 6 To consider and approve the appointment of directors to replace those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board

- เห็นด้วย ..... เสียง

Approved with votes

- ไม่เห็นด้วย ..... เสียง

Disapproved with votes

- งดออกเสียง ..... เสียง

Abstain with votes

- การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of any dorector(s)

ชื่อกรรมการ..... ศาสตราจารย์ ดร.สุรพล นิติไกรพจน์.....

Name of Director..... Professor Dr. Surapon Nitikraipot.....

- เห็นด้วย ..... เสียง  
Approved with ..... votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with ..... votes
- งดออกเสียง ..... เสียง  
Abstain with ..... votes

ชื่อกรรมการ..... นายณัฐวัฒน์ ศิลปวิทย์กุล.....

Name of Director..... Mr. Nutchdhawattana Silpavittayakul.....

- เห็นด้วย ..... เสียง  
Approved with ..... votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with ..... votes
- งดออกเสียง ..... เสียง  
Abstain with ..... votes

ชื่อกรรมการ..... นางสุธารทิพย์ พิสิฐบัณฑิตกุล.....

Name of Director..... Mrs. Sutharntip Phisitbuntoon.....

- เห็นด้วย ..... เสียง  
Approved with ..... votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with ..... votes
- งดออกเสียง ..... เสียง  
Abstain with ..... votes

ชื่อกรรมการ..... นายบัณฑิต สุขสาธิตกุล.....

Name of Director..... Mr. Bunthid Supasatitkul.....

- เห็นด้วย ..... เสียง  
Approved with ..... votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with ..... votes
- งดออกเสียง ..... เสียง  
Abstain with ..... votes

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

วาระที่ 7 พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท และคณะกรรมการชุดย่อย ประจำปี 2567

Item 7 To consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

วาระที่ 8 พิจารณารับทราบการเปลี่ยนแปลงกำหนดระยะเวลาการใช้เงินเพิ่มทุนที่ได้รับจากการระดมทุนจากการเสนอขายหุ้นต่อประชาชนเป็นครั้งแรก (IPO) ซึ่งเป็นการเปลี่ยนแปลงอย่างไม่เป็นนัยสำคัญ

Item 8 To acknowledge the change of the schedule for utilizing the proceeds received from the initial public offering (IPO), which is a non-material change

วาระนี้เป็นวาระรับทราบ จึงไม่ต้องได้รับการออกเสียงลงคะแนนจากผู้ถือหุ้น

This agenda is for acknowledgment and, therefore, does not require voting from the shareholders.



วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item 9 To consider any other matters (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those state above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

**หมายเหตุ / Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with the proxy form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

a certification that the authorized signatory of the proxy form is licensed to operate the custodial business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and grant to more than one proxy in order to divide the votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเบี่ยงเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) ในการประชุม  
สามัญผู้ถือหุ้น ประจำปี 2567 วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น. ณ ห้องประชุมสัมฤทธิผล ชั้น  
3 บริษัท เฮงลิสซิ่ง แอนด์ แคปปิตอล จำกัด (มหาชน) เลขที่ 69 หมู่ 7 ตำบลสันทรายน้อย อำเภอสัน  
ทราย จังหวัดเชียงใหม่ 50210 หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Heng Leasing and Capital public Company Limited for the  
2024 Annual General Meeting of Shareholders (AGM) to be held on Friday 19th April 2024 at 14:00  
hrs. at Heng Leasing and Capital Public Company Limited, Sumritphol Meeting room, 3rd floor, 69 Moo  
7, San Sai Noi Sub-district, San Sai District, Chiangmai Province 50210 or such other date, time and  
place as may be adjourned.

วาระที่ ..... เรื่อง .....

Agenda Item .... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง

Disapproved with votes

งดออกเสียง ..... เสียง

Abstain with votes

วาระที่ ..... เรื่อง .....

Agenda Item .... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่  
เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง

Approved with votes

ไม่เห็นด้วย ..... เสียง  
Disapproved with votes

งดออกเสียง ..... เสียง  
Abstain with votes

วาระที่ ..... เรื่อง .....

Agenda Item ..... Re .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง  
Approved with votes

ไม่เห็นด้วย ..... เสียง  
Disapproved with votes

งดออกเสียง ..... เสียง  
Abstain with votes

วาระที่ 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Item 6 To consider and approve the appointment of the directors to replace those retiring by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitle to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

ชื่อกรรมการ.....

Name of Director.....

เห็นด้วย ..... เสียง  
Approved with votes

ไม่เห็นด้วย ..... เสียง  
Disapproved with votes

งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ.....

Name of Director.....

- เห็นด้วย ..... เสียง  
Approved with votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ.....

Name of Director.....

- เห็นด้วย ..... เสียง  
Approved with votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ.....

Name of Director.....

- เห็นด้วย ..... เสียง  
Approved with votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ.....

Name of Director.....

- เห็นด้วย ..... เสียง  
Approved with votes
- ไม่เห็นด้วย ..... เสียง  
Disapproved with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

## Privacy Notice

### According to the Personal Data Protection Act B.E. 2562 (2019)

Heng Leasing and Capital Public Company Limited (the “**Company**”) gives importance on the protection of our shareholders’ personal data. In this regard, to comply with the Personal Data Protection Act B.E. 2562 (2019), the Company would like to inform the shareholders as follows:

#### 1. Objectives and necessity of the use of information

- To invite the shareholders to the 2024 Annual General Meeting of Shareholders, to hold an annual general meeting of shareholders and prepare minutes of the meeting as required by the laws.
- To submit Annual Registration Statement/Annual Report (Form 56-1 One Report) to shareholders as required by the laws and/or upon shareholder’s request.
- To record still and moving images as evidence of the meeting and for public relations through print media and electronic media.
- To notify the benefits and financial information to the shareholders such as dividend payments.
- To verify the identification of shareholders to exercise their rights as shareholders, such as the right to attend the shareholders’ meeting and the right to transfer shares etc.

#### 2. Personal data to be collected

The Company shall directly collect personal data from shareholders, proxies, and/or other participants of the shareholders’ meeting. The Company shall use and disclose personal data provided to the Company by shareholders such as first name, last name, age, address, email, telephone number, photo, moving image recorded from the meeting, and national identification number or passport number.

Personal data provided to the Company by shareholders may consist of sensitive data such as nationality, race, and religion, which are not necessary for the shareholders' meeting. The Company requests shareholders to conceal such sensitive information before submitting it to the Company. If any shareholder does not conceal such information, the shareholder shall be deemed to provide consent to the Company for collection of such information.

3. Collection period of personal data

The Company shall store the personal data of shareholders for the period as necessary to achieve objectives as specified under this notice in storing, collecting, organizing, and using personal data. The collection period of personal data may change depending on the specified objective in analyzing such personal data.

4. Rights of personal data owners

Shareholders, as owners of the personal data, have the rights as prescribed under the Personal Data Protection Act B.E. 2562 (2019). The rights under such Act include the right to withdraw consent, the right to access and receive personal data, the right to amend and correct personal data, the right to request to delete or destroy personal data, the right to cease usage of personal data, the right to transfer personal data by using the methods as prescribed by the laws, the right to file a complaint and the right to object the collection, usage, and disclosure of their personal data.

However, if the owner of personal data has not provided information necessary for the specified objectives, the rights of the owner of personal data, such as the right to attend the shareholders' meeting or the right to request documents, may be restricted.

5. Exercise of rights of personal data owners

Please contact "Office of Corporate Secretary" of Heng Leasing and Capital Public Company Limited located at No. 69 Moo 7, San Sai Noi Sub-district, Sansai District, Chiang Mai 50210 or email to [cs\\_heng@hengleasing.co.th](mailto:cs_heng@hengleasing.co.th) or telephone number 02-1539582 ext. 8021-25.

Request Form for Annual Registration Statement/Annual Report

(Form 56-1 One Report) and Financial Statements for the year 2023 (Booklet)

Dear Shareholders,

The company has completed the Annual Registration Statement/Annual Report (Form 56-1 One Report) wherein highlights the 2023 financial statement in the form of a QR Code which has been distributed along with this invitation letter.

The shareholders who prefer a booklet of the Annual Registration Statement/Annual Report (Form 56-1 One Report) with contents identical to those of the QR Code, please kindly fill in this form and deliver it to the Company Secretary Office of Heng Leasing and Capital Public Company Limited located at No. 69 Moo 7, San Sai Noi Sub-District, San Sai District, Chiang Mai Province, 50210 or email to CS\_Heng@hengleasing.co.th to request a delivery.

Name.....Surname.....

Delivery Address.....

.....

.....

Tel..... Email.....



**Map of the Meeting Venue**

The 2024 Annual General Meeting of Shareholders  
Heng Leasing and Capital Public Company Limited  
On 19 April 2024 at 14.00 hrs.,  
At Sumritphol Meeting Room, 3<sup>rd</sup> floor,  
Heng Leasing and Capital Public Company Limited  
No. 69 Moo 7, San Sai Noi Sub-District,  
San Sai District, Chaing Mai Province, 50210



## Route to attending the annual general meeting

At Sumritphol Meeting Room, 3<sup>rd</sup> floor, Heng Leasing and Capital Public Company Limited

- The Company has prepared transportation for the shareholders to attend the meeting.
  1. **Prior to the Meeting**

Pick-up Point 1 : Chiangmai International Airport, Exit 3

    - Round 1 at 11:00 hrs. , Round 2 at 12:00 hrs. , Round 3 at 13:00 hrs.

Pick-up Point 2 : Bus Stop at Central Chiangmai (Central Festival)

    - Round 1 at 12:00 hrs.
    - Round 2 at 12:30 hrs.
    - Round 3 at 13:00 hrs.
    - Round 4 at 13:30 hrs.
    - Round 5 at 14:00 hrs.
  2. **After the meeting**, the pick-up point is the parking space in front of the HQ1 Building of Heng Leasing and Capital Public Company Limited for taking the shareholders to the pick-up point prior the meeting with the timetable details as follows:

To the Pick-up Point 1 : Chaingmai International Airport Gate 4 - 5

    - Round 1 at 15:00 hrs. , Round 2 at 16:00 hrs. , Round 3 at 17:00 hrs.

To the Pick-up Point 2 : Central Chiangmai (Central Festival)

    - Round 1 at 15:00 hrs.
    - Round 2 at 15:30 hrs.
    - Round 3 at 16:00 hrs.
    - Round 4 at 16:30 hrs.
    - Round 5 at 17:00 hrs.
- In the case that the shareholders are traveling by themselves, the shareholders are able to park the car at the parking space in front of the HQ1 Building of Heng Leasing and Capital Public Company Limited.