

**- Translation -**  
**Minutes of the Annual General Meeting of Shareholders for 2017**  
**Of**  
**Group Lease Public Company Limited**  
(The "**Company**")

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**Date, Time and Place**

The Meeting was held on Wednesday 26 April, 2017 at 10.30 at The Miracle Grand Convention Hotel, Grand BC Rm., 4<sup>th</sup> fl., No. 99, Kamphang Phet 6 Rd., Laksi, Don Muang, Bangkok 10210

**List of Attended Directors**

- |     |             |                         |  |
|-----|-------------|-------------------------|--|
| 1.  | Mr. Mitsuji | Konoshita               | Chairman and Chief Executive Officer   |
| 2.  | Mr. Tatsuya | Konoshita               | Director, Chairman of Executive Committee and Chief Investor Relations Officer |
| 3.  | Mr. Muneo   | Tashiro                 | Director, Executive Committee and Chief Operating Officer                      |
| 4.  | Mr. Regis   | Martin                  | Director and Chief Financial Officer   |
| 5.  | Mr. Alain   | Dufes                   | Director and Group Executive Committee   |
| 6.  | Mr. Patrick | Fisher                  | Director   |
| 7.  | Mr. Yusuke  | Kozuma                  | Director   |
| 8.  | Gen.Suebsan | Dardarananda            | Independent Director and Chairman of Audit Committee                           |
| 9.  | Mr. Sonit   | Pichyangkul             | Independent Director and Audit Committee                                       |
| 10. | Dr. Pholdej | Therdphithakvanij,Ph.D. | Independent Director and Audit Committee                                       |
| 11. | Mr. Krit    | Phanratanamala          | Independent Director and Audit Committee                                       |
- (The ratio of present director was 91.7%)*

**List of Non attended Director**

- |    |          |          |  |
|----|----------|----------|--|
| 1. | Mr. Riki | Ishigami | Director and Group Executive Committee |
|----|----------|----------|--|

**Group Executive Committee:**

- |    |                      |  |
|----|----------------------|--|
| 1. | Mr. Nikolay Kosyakov | President Director, PT Group Lease Finance Indonesia |
| 2. | Mr. Freddy Marie     | Group IT Director                                    |
| 3. | Mr. Boris Zschorsch  | Deputy Chief Financial Officer, Accounting and Audit |

**Representatives from the External Auditor**

- |    |             |                |                   |
|----|-------------|----------------|-------------------|
| 1. | Mr. Sophon  | Permsiriwallop | EY Office Limited |
| 2. | Ms. Wraporn | Apichainunt    | EY Office Limited |
- (witness of vote counting)

## **Preliminary Proceedings**

Mr. Mitsuji Konoshita presided as the Chairman of the Meeting. The Chairman welcomed all the shareholders and asked the Company Secretary to introduce the members of the Board of Directors, Audit Committee (which is the only one sub-committee that was appointed), Group Executive Committee members as well as the representatives from the Company's independent auditor whose names were listed above. Moreover, Ms. Wraporn Apichainunt was invited to be the witness for the vote counting.

Then the Chairman announced that the Meeting would be conducted in English and assigned the Secretary to read the translation. Some parts were announced in Thai for more convenience such as the announcement of quorum, the voting method and the voting result in each agenda. During the end of each agenda before voting, the shareholders may ask questions concerning about the proposed agenda and before asking, the shareholders were asked to announce their name and surname and whether they were attending in person or by proxy to be recorded in the minutes of meeting and for other questions or suggestions not concerning with the proposed agenda were recommended to be raised after completing the last agenda that was agenda No. 7 to consider any other business in which the Company had no other business to be considered and thus, there would be no resolution or any voting in that agenda.

The Company Secretary assigned by Chairman informed the shareholders that the notice of this Annual General Meeting of Shareholders for 2017 specifying the date, time, venue and agenda including all necessary attachments had been delivered to the shareholders through Thailand Securities Depository Co., Ltd. who is the Company's registrar and was advertised on a daily newspaper in advance in compliance to Thai laws and the Company's Articles of Association. Therefore, such invitation notice was lawful.

The Company Secretary was assigned to announce the quorum that there were 130 shareholders attended in person with the amount of 25,005,796 shares or equals to 1.6391% of total issued shares and 64 attended by proxies with the amount of 914,327,297 shares or equals to 59.9347% of total issued shares or a total of 194 persons totaling 939,333,093 shares, equals to 61.5739% which exceeded one-third of the Company's total paid up capital of 1,525,538,139 shares and the quorum was constituted according to the Company's Articles of Association No. 33 which stated that "In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of paid up shares of the Company".

## **Voting Method Announcement**

The Company Secretary then informed the vote casting method as follows:

Each of the agenda required a majority vote of shareholders who attend the meeting and had the right to vote except in agenda 6 the approval for the Directors' remunerations, which required a vote of not less than two-third of all the total number of votes from the shareholders who attend the Meeting and had the right to vote without participation by directors having interests therein. In this regard, 1 share shall be counted as 1 vote in every agenda. The voting for re-election of Directors in agenda 4 shall be done on individual basis. Before casting their votes, Chairman shall inform the required votes to meet the resolution for such agenda. And there will not be any voting in the last agenda – to consider any other business in which there was no other business to be considered.

The voting method for every agenda shall be made by voting sheets. In casting vote in each agenda, the shareholder shall put only one mark on the voting sheet where they wish to vote for either approve or disapprove or abstain from voting and sign their name on the voting sheet. Split voting shares were not allowed except for the proxies from foreign shareholders who had Custodians in Thailand only. Towards the end of each agenda, only those who wish to disapprove or abstain their voting shall raise their hands and let the staff collect the voting sheet to have the vote recorded. In

the case of unclear marks or in the case of corrections of marks on the voting sheet without any initial, those voting sheets shall be considered void. Those who wish to approve their voted did not need to return the voting sheet after voting in each agenda. However, the shareholders were requested to return all the remaining voting sheets to the Company following the meeting adjournment in order to keep as evidence. In the event that the proxy or the shareholders who attended the meeting did not return the voting sheet or returned without any mark on the voting sheet, those votes shall be considered approved by the shareholders.

The shareholders who granted a proxy to attend the meeting and had specified their votes for each agenda in the proxy form in accordance with applicable rules, the Company shall record such votes as specified by the shareholders in the computer in each related agenda before the Meeting.

In collecting the voting result, the disapproval and abstention votes including the void votes shall be deducted from the total votes of the shareholders and proxy who attended the meeting and the remaining votes shall be the votes for approval. Upon the completion of vote counting of each agenda items, the voting result shall be announced to the Meeting in each agenda.

Then, the Chairman declared the Meeting duly convened to consider the agenda as follows:

**Agenda 1 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 2/2016**

Chairman proposed to the Meeting to certify the Minutes of The Extraordinary General Meeting of Shareholders No.2/2016 held on 6 December, 2016 a copy of which was attached in the notice of the Meeting sent to the shareholders prior to the meeting as the Board of Directors viewed that it was recorded correctly.

The Chairman gave opportunity for shareholders to ask questions, however, there was no question raised by the shareholders. The Chairman then proposed the Meeting to certify the Minutes of the Extraordinary General Meeting of the shareholder No. 2/2016.

This agenda item required majority votes of the total number of votes of the shareholders who attend the meeting and had the right to vote.

**Resolution:** The Meeting considered and resolved to certify the Minutes of The Extraordinary General Meeting of Shareholders No.2/2016 held on 6 December, 2016 as proposed. The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 940,837,402 votes | equivalent to 99.9997%                         |
| Disapproved  | 0 votes           | equivalent to 0.0000%                          |
| Abstained    | 3,000 votes       | equivalent to 0.0003%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Remark :** In this agenda, there were 18 shareholders joining during the meeting with total 1,507,309 shares(votes) so that the total attended shares were 940,840,402 shares (votes).

**Agenda 2 To acknowledge the Directors' Annual Report and approve the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2016**

The Chairman informed that the annual report which comprises of the Company's financial statements for the year ended 31 December 2016 had already been delivered to shareholders together with the notice of the meeting.

Chairman invited Mr. Tatsuya Konoshita, the Chairman of Executive Committee, to report the result of the Company's performance as of 31 December 2016 and informed that there were representatives

from the Company's external auditor, EY Office Limited, presented in the meeting to answer the questions or to give more information if needed.

Mr. Tatsuya reported the operating result of the Company summarized as follows:

GL announced the operating results for the year 2016 with a new high consolidated net profit of Baht 1,062.82 million, a 82.34% yoy increase of Baht 479.93 million from the net profit of the year 2015. The increase in net profit was mainly resulting from the higher hire purchase interest income, higher asset-backed loan interest income, higher interest on loan receivables, lower bad debts and doubtful accounts, lower loss on disposals of foreclosed assets and lower credit costs.

1. GL's consolidated hire purchase interest income was Baht 1,949.69 million, increasing Baht 51.25 million or 2.70%, mainly increasing from interest income from the subsidiaries in Cambodia, Laos and Indonesia by Baht 235.10 million, Baht 71.91 million and Baht 3.18 million respectively, in tandem with rising loan volume in foreign countries. However, the increase was partially offset by decreasing in interest income from GL and from local subsidiary by Baht 138.86 million and Baht 120.11 million respectively. This is in line with the company's strategy and the business model "Digital Finance". The objective is to reach 'Stability and Quality in Thailand for new Motorcycles, Growth and Creation in Emerging countries and Emerging consumers.
2. Asset-backed loan interest income was Baht 116.93 million, increasing Baht 91.44 million, from the new Thai subsidiary showing the success of the business expansion.
3. Interest receivables from loan was Baht 484.86 million, increasing Baht 311.49 million, which was related to "supplier side income" which came from several products suppliers. GL's subsidiaries provide business expansion solution service and financial support to the distributors who want to expand their sales to the countries where GL's subsidiaries existing. The new business model of GL group "Digital Finance" generates these types of incomes in addition of the Hire purchase income.
4. GL's consolidated other income has decreased from Baht 391.41 million to Baht 370.67 million representing decreased by Baht 20.75million or 5.30% which can be explained by the fact that GL did not sale any bad debt in 2016 compared to the sale of bad debts in 2015 for the amount of Baht 63.83 million. Excluding this amount, the other income in year 2016 has increased by Baht 43.08million or 13.15%
5. GL's consolidated service and administrative expenses totaled Baht 887.38 million, increasing by Baht 103.00 million or 13.13% when compared to previous year, mainly resulting from the higher expenses from the foreign business expansion. However, the service and administrative expenses grew at a slower rate than revenue, showing the cost efficient management.
6. GL's consolidated bad debts and doubtful accounts has decreased compared to the same period of last year by Baht 43.30 million or 12.14% showing the improvement of the quality of the portfolio. There were two reasons explaining the increase of quality of the portfolio. Firstly, the foreign and new business portfolio with lower bad debt significantly increased. Secondly, the original business in Thailand is using strict policy on credit approval and improvement on debt follow up process.
7. There were decrease in loss on disposals of foreclosed asset from Baht 355.03 million to Baht 232.25 million representing decreased by Baht 122.78 million or 34.58%, which resulted from a gradually increasing market value of asset foreclosed and increasing of repossession units related to the hire-purchase portfolio expansion. When comparing the ratio between the loss on disposals of foreclosed assets and the hire purchase receivables at the end of Q4/2016, the ratio decreased to 3.54% compared with Q4/2015 which was 5.54%.
8. Share of profit from investments in associated company was Baht 48.35 million resulting from a 29.99-per-cent stake in an associated company in Sri Lanka.
9. GL's consolidated finance cost was Baht 272.75 million, increasing by Baht 5.98 million, or 2.24%, compared to Baht 266.77 million in 2015, primarily a result of large interest expense amounting of Baht 96.19 million from USD-130-million convertible debentures issued in Q3/2016. However it was important to note that the average cost of funding has decreased from 6.28% to 4.66%.

In addition, Mr. Tatsuya updated about the Company's Anti-corruption that in early 2016 last year, after the Company had developed our Anti-corruption Policy based on the contents in Self-evaluation Tool for Countering Bribery Form as the Company's guideline and operation direction, and also developed the channel for whistle blowing, it complied to the policy strictly and towards year end, the

Internal Audit Department had reported in its internal audit result report that there had not been any clues of corruption submitted and there had not been any fraud or corruption cases found from the employees' operation during the year 2016.

The Chairman gave opportunity for shareholders to ask questions which can be summarized as follows:

**Question:** Mr. Narin Rakitikul - shareholder asked when was the Company invest in CCF and when did we recognize the income from CCF and what is CCF's dividend policy and what is the accounting period of CCF

**Answer:** Mr. Tatsuya responded that CCF's accounting fiscal period was during 1 April – 31 March. GLH had acquired CCF after the approval from the EGM No. 2/2016 of the Company held on 6 December 2016 and GLH had recognized the income in QT4/2016 from 1 October – 31 December 2016. The dividend policy of CCF was 1 rupee Sri Lanka per 1 share.

**Question:** Mr. Veera Chaimanowong – shareholder asked questions as follow:

1. He expressed his appreciation on the Company's highest profit achievement. However, within these few months, GL share price had dropped in contrary to the growth in the operating result due to the dropping of confidence level from the investors. So he would like to request the Company to clarify whether the decreasing of confidence level was caused by the declining trend of the company's business or was it from the transparency issue as reported in the newspaper?
2. Were there some constructive ways that the Company could do to regain the confidence from the investors?

**Answer:** Chairman responded as follow:

1. The Company's business was still growing well but the share price in the market was uncontrollable by the Company. What the Company can do was to focus on the growth of the business. However, as the Company had been growing very well and very fast, there may be some miscommunication happen which he would like to apologize and will try to communicate more to the market and investors in the future.
2. In the past experience, there were both good times and bad times similarly to the share price which can also going up and down depending on how the market and investors perceive us. The important thing which should be the direct responsibilities of the Company and Chairman is to communicate in both good and bad situations to the public and to correct any miscommunication or misunderstanding together with having good business operation result which the Company has currently been doing and will continue to do so in the future.

**Question:** Mrs. Suksan Chunsilapavej – shareholder asked that from her own past experiences, there had been some company that had the share price very volatile like GL price now, then such company could not submit the financial statement and was put under SP sign, so she would like to know whether there was a possibility that GL share will be suspended in the future.

**Answer:** Chairman responded that this was quite impossible to happen as the Company had been submitting its financial statement correctly and timely over the past 10 years

**Question:** Mr. Narin Rakitikul – shareholder said that with reference from CCF's financial statement for 3 months from October – December, 2016, the net profit for separate FS was recorded at 898 million LKR and 944 million LKR for consolidated FS, or equal to 200 million Baht and when calculated the 29.99% stake of the Company, it should be a profit share of about 60-70 million Baht. However, in the Notes to FS of the Company No. 17, it states that the income share from CCF was only 48 million Baht so he would like to know where was the discrepancy came from?

**Answer:** Chairman responded that in the last quarter – QT4/2016, there were some portions that had not been consolidated, however, it will be fully consolidated in QT1/2017.

**Question:** A shareholder asked the external auditor whether the Company had set provision fully for the hire purchase and installment sales receivables amount 6,000 million Baht.

**Answer:** Mr. Sophon Permsiriwallop, the external auditor, explained that the hire purchase and installment sales receivables which not yet due amount was 5,600 million Baht from the total receivables of 6,500 million Baht and the provision was set at 257 million Baht and the total net receivables was recorded at 6,295 million Baht. He explained that it was the duty and responsibility of the Company's management to set up the provision for allowance for doubtful accounts policy by taking into consideration the experience of the borrower's business operation and financial status in which the Auditor had the duty to study and understand the calculation of such provision policy, evaluate and test them to verify whether such provision was in compliance to the generally accepted principle of accounting and able to reflect the Company's financial status accurately in which the Company had set the provision at 257 million Baht.

**Question:** A shareholder asked how will the Company manage the loan for these 2 borrowers, Singapore and Cyprus groups, in the future in order to regain the confidence from the investors which was the reason for the dropping of share price.

**Answer:** Chairman explained that first of all these 2 groups of borrowers were quite creditable and had been our strategic partners for a long time. In business point of view, the Company was not a bank and we could provide loan to those strategic partners and focus on the loan to small lender or micro finance and hire purchase which is our basic business and with the strength of "Digital Finance Platform" business model, the Company is able to expand our business in providing loans to millions of borrowers and in various countries which currently there are 7 countries.

**Question:** Mr. Narin Rakitikul – shareholder said that reference to the Company's previous disclosure, both borrowers had accrued interest in 2016 of 267 million Baht and had paid back already in February, 2017 at 123 million Baht of which 144 million Baht was accrued interest outstanding and as of 11 April, 2017, it was disclosed that the Company had received prepayment of the principal and interest for January – March, 2017 and towards the end of the disclosure it was stated that the Company had received the total principal and interest payment without mentioning about the accrued interest outstanding of 144 million Baht. So he would like to know whether the accrued interest outstanding of 144 million Baht had already been paid.

**Answer:** Mr. Tatsuya informed that on 11 April, 2017, the Singapore and Cyprus borrowers had cleared the entire principal and the interest due to the Company and there were no more receivables due for payment and what the shareholder understood was correct.

**Question:** Mr. Narin Rakitikul – shareholder asked further that he was suspicious about Cougar Pacific and K.R Capital Company who are the major shareholders of the Company as to who they were and did they have any relationship with anyone?

**Answer:** Chairman responded that since 17 March 2017, the Company had disclosed all the information of both borrowers about their nature of business, details of the borrowers in each group and the business relationship with the Company. Both borrowers were our strategic partners who had been our business partners for a long time and they had no relationship with our directors, management and major shareholders of the Company. All of the information which could be disclosed had been disclosed fully in which the shareholders could view in the SET disclosure on 17 March 2017 .

**Question:** Mr. Kornchet Aunumananond – shareholder raised questions as follows:

1. The Company had disclosed that there would be Japanese financial institution making investment in GL, so he would like to know whether such institution had already made the investment?
2. What is the projection of profit from the business operation of the Company for this year?

**Answer:** Chairman replied as follows:

1. JTrust Asia Pte.Ltd. had already made investment by purchasing convertible debenture value 50 million USD.
2. We will try to do our best.

**Question:** Mr. Viroj Pongpruek – shareholder said that from the opinion of the auditor which stated that the Company had some unpaid loan and interest receivables so he would like to ask the following questions:

1. Was the quality of the debtors still good because he was afraid that the NPL rate would rise up like it used to be 3 years ago so that it affected the profit and share price?
2. Has the Company called more collateral to cover the loan from the borrowers yet and did the amount of loan given to the borrowers still the same or was it decrease or increase?
3. What was the type of loan that the Company gave to the borrowers, if it was Promissory Note, normally the interest should be deducted first from the principal, therefore, if there had been any overdue for 3 months, provision should be set aside.

**Answer:** Chairman replied as follows:

1. Quality of the debtors had been improving a lot from the past 3 years as seen in the NPL ratio of the Company in Thailand which used to be as high as 12% but now it decreased to only 4% which was because of our good system in credit approval of the customers.
2. As disclosed on 11 April 2017, the borrowers had already made prepayment fully on the loan principal and accrued interest that were become due to the Company so there was no need to call for more collateral
3. The loan given to the borrowers was SME loan. The full amount of loan was given to the borrowers without interest deduction.

**Question:** Ms. Pavana Thongrattana – shareholder asked the Audit Committee that even the Company is a non-bank company and is not regulated by Bank of Thailand(BOT), however, there were some non-bank listed companies who had complied to BOT's regulation especially in the setting up of provision on allowance for doubtful account to commensurate with the total risk. Therefore, she would like to know whether the Company would adjust the provision policy according to the BOT's regulation viewing that this can build up confidence of the investors that the Company is having concern on the risk protection issue.

**Answer:** Mr. Krit Phanratnamala, the Audit Committee, responded that in setting provision on allowance for doubtful account each time, the Company had taken into consideration the past repayment records of the customers in each period and consider whether such provision was appropriate in which the Company viewed that they were very closely matched. We did not comply to the BOT's regulation in booking the overdue 3 months as 100% NPL.

**Question:** Mrs. Arporn Kuhachaisakul – shareholder said that the Company used to be categorized in the SET100 index and it was expected that it would be selected in the SET50 index but finally it was not. She would like to know whether the management had discussed the reason with the SET and had suggested that before disclosing any news to public, the Company should be very careful how such news can affect the investors in the market.

**Answer:** Chairman replied that the selection for SET100 or SET50 index was highly dependent on the SET's consideration and the reason for not being selected was probably because there were some required criteria that the Company could not meet.

**Question:** Mr. Veera Chaimanowong – shareholder asked the following questions:

1. He asked the auditor that after the Company's disclosure on clarification of the auditor's comments to the SET, was such clarification complete and correct and was there any additional notice from the auditor?

2. He asked the management whether what stated in the news was true that the Company had given loan to the borrowers in order to purchase the Company's own share?

**Answer:** 1. Mr. Sophon, the auditor, replied that the auditor had no additional comments but will continue to monitor the loan repayment from the borrowers and the collection of the Company as long as there is still any loan overdue outstanding.  
2. Chairman replied that it was not true.

**Question:** Mr. Noppakun Chantarasuth – shareholder raised the following questions:

1. Regarding the acquisition of CCF in Sri Lanka in the ratio of 29.99% and afterward the share price in the market dropped, why didn't the Company offer to purchase additional shares in the stock market so that the price increased equal to the cost of capital we purchased.
2. What is the projection for the total portfolio of the Company in 2018 and 2019 and will there be any more acquisition of business in foreign countries?
3. As published in the newspaper that the borrowers had the same registered office address as the Company's subsidiary company's address in Singapore, had there been any correction of the news?
4. For the next disclosure of QT1/2017 FS which is coming soon, the shareholder suggested that the auditor and management discuss together in advance should there be any comments on the Company's FS in order to avoid any misunderstanding or miscommunication of the news that may arise.

**Answer:** Chairman responded as follows:

1. The Company's basic principle for the acquisition of any business is to invest in the corporate value of such company and not for speculation of shares. Moreover, CCF had 80% major shareholders so that the shares were having low trading volume in the stock market each day and it would take us so long in order to acquire 29.99% stakes.
2. At present, the Company has good cash flow to acquire more business which can enhance the potential growth of the Company. However, the Company currently has expanded in total 7 countries and provided various financial services such as hire purchase, microfinance, SME loan and group loan and also has adequate infrastructure to operate our business well which are sufficient for us. Nevertheless, the Company will not hesitate to acquire more companies if such businesses can provide opportunity for future business growth.
3. The Company's subsidiary in Singapore, GLH, had registered its office in the lawyer firm which was the biggest lawyer firm in Singapore. Therefore, it is possible that there are so many of their clients in many countries having the same registered address as this lawyer firm.
4. Chairman apologized for the miscommunication that occurred. He informed that the Company and this external auditor have been working well together for 10 years and the shareholders can be ensured that we will cooperate with each other on any necessary improvements.

**Question:** Mr.Somchai Suthirat – shareholder commented that why didn't the external auditor announce the Company's FS certified after the Company had made the clarification as he viewed that this will build more confidence to the investors rather than the Company announced itself.

**Answer:** Chairman responded that it was a misunderstanding that the Company's FS was not certified by the external auditor. Instead he clarified that the auditor had already certified our FS with clear opinion with some additional comments provided for the investors. Mr. Tatsuya had pointed out to the shareholders to refer to the first page of the Independent Auditor's Opinion in the FS of the Company which clearly stated the certified statement of the Auditor.

**Question:** Mr. Boonprasith Rojanapruek – the proxy asked the following questions:



1. How could the Company ensure that the borrowers had not used the loan to purchase the Company's share? Another shareholder asked whether the Company could investigate the usage of the loan of borrowers that they had spent it on the specified purpose or not.
2. There was some suspicion that the money invested in the leasing business of the Company's subsidiary in Cambodia amount 59.136 million USD or equal to about 2,000 million Baht announced on 13 March 2017 might be a bit too high. Therefore, he would like to know the market share of the leasing business of the subsidiary in Cambodia compared to the total leasing market value.

**Answer:** Chairman responded as follows:

1. The Company had never encouraged any borrowers, Singapore or Cyprus groups or even other small borrowers to use the loan to purchase the Company's share. Regarding the investigation of how the borrower used the loan was also could not be done as the Company is not a bank. The Company's business is to provide loans with high interest rate and risky loan and focus on maximize profit and minimize the risk which is the business model of the Company. While focusing on the maximize profit, we need to find good strategic partners in order to minimize the risk and both groups of borrowers have been our good strategic partners for a long time so that we trusted in their creditability and we were also confident in our business model and will continue with the implementation of such model.
2. The market share of motorcycle leasing of the Company in Cambodia was approx. 15% of the total sales of Honda. This may be still low but is growing. As for the microfinance loan, the interest was capped at maximum 18% in Cambodia while there has been no limit for the hire purchase interest rate which was a good signal for the Company's business and the Company can still expand its business in other products other than motorcycle such as agricultural machineries or Motor for Cash business which was recently launched in Cambodia in which we have the potential to grow.

**Question:** A shareholder referred to the Company's disclosure on 11 April 2017 which stated that the Company received the prepayment of the principal and accrued interest receivable from Singapore and Cyprus Borrowers as of the same date so he would like to know whether this income would be consolidated in the QT1/2017 of the Company's FS.

**Answer:** Mr. Tatsuya responded that the Company would calculate the interest income received until QT1/2017 or ending 31 March 2017 and consolidate and record accordingly in QT1/2017 FS of the Company.

Since there was no more question raised, Chairman proposed to the shareholders to acknowledge the Directors' Annual Report and approve the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2016 as proposed.

This agenda item requires a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** The Meeting acknowledged the Directors' Annual Report and approved the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2016 as proposed. The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 941,119,504 votes | equivalent to 99.9991%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 3,000 votes       | equivalent to 0.0003%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Remark :** In this agenda, there were 11 shareholders joining during the meeting with total 287,102 shares(votes) so that the total attended shares were 941,127,504 shares(votes).

### **Agenda 3 To consider and approve dividend payment for FY2016**

Chairman proposed that since the operating result of the Company for the year 2016 (or from 1 January – 31 December, 2016) had recorded a net profit of 481,927,048 Baht without any accumulated deficit, and according to the Company's Articles of Association no. 40, the Company was required to set aside a statutory reserve at least 5% of the net profit of the year after deducting accumulated deficit brought forward (if any) until this reserved amount is not less than 10% of the registered capital of the Company. Since the statutory reserve had already been set aside at 10% as required by law, the Board of Directors recommended that the shareholders consider and approve dividend payment from the operating result ending 31 December, 2016 at the amount of not exceeding 417,997,450 Baht or about 87% of the net profit or equal to 0.2470 – 0.2740 Baht per share. This was in accordance with the Company's dividend payment policy which stated that dividend shall be paid not less than 40% of the net profit of the Company. The exact rate of dividend payment per share depends on the amount of the exercise of GL-W4 No. 8 on 31 March, 2017 and No. 9 on 30 April, 2017 which is to be disclosed again within 2 May, 2017.

The record date to determine shareholders name for the right to receive dividend payment is on 9 May, 2017 and the list of shareholders is to be gathered according to Section 225 of The Securities and Exchange Act B.E.2535 by closing registration book on 11 May, 2017. Dividend will be paid to the shareholders on 25 May, 2017.

In the year 2015, the Company had a net profit of 340,211,643 Baht and paid a dividend from the operating result ending 31 December, 2015 at the total 237,960,099.16 Baht or 69.94% of net profit or equal to 0.1560 Baht per share.

The Chairman gave opportunity for shareholders to ask questions, however, there was no question raised by the shareholders. The Chairman then proposed the Meeting to consider and approve the dividend payment from the operating result ending 31 December, 2016.

This agenda item requires majority votes of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**Resolution:** The Meeting considered and resolved to approve the dividend payment from the operating result ending 31 December, 2016 as proposed. The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 941,122,504 votes | equivalent to 99.9995%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 0 votes           | equivalent to 0.0000%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

### **Agenda 4 To consider and approve the re-election of directors who retired by rotation**

Chairman proposed that according to the Company's Articles of Association No. 18, at each AGM, there should be one-third (1/3) of directors who were in the position the longest retired by rotation. If the number of directors was not a multiple of three, the number of directors closest to one-third shall retire. The retired Directors can be re-elected.

At present, the Company has a total of 12 Directors, therefore, there will be 4 Directors who shall be retired by rotation, they are :

1. Mr. Sonit Pichyangkul Independent Director
2. Mr. Muneo Tashiro Director
3. Mr. Mitsuji Konoshita Chairman
4. Mr. Regis Rodolphe Martin Martin Director

The Board recommended that the shareholders approve to re-elect all 4 Directors in the same position for another term as they all possess good knowledge, ability and related experiences which are beneficial to the Company's business and have been contributing their time fully to the Company.

The Chairman gave opportunity for shareholders to ask questions, however, there was no question raised by the shareholders. The Chairman then proposed the Meeting to consider and approve the re-election of all 4 Directors who retired by rotation in the same position for another term of office.

For this agenda, each director shall be voted individually and each person needs to receive majority votes of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**Resolution:** The Meeting considered and resolved to approve the re-election of all 4 Directors who retired by rotation in the same position for another term of office. The resolution was approved with the following votes:

| No. | Directors' Name       | Votes       |         |             |        |           |        | Void ballot |
|-----|-----------------------|-------------|---------|-------------|--------|-----------|--------|-------------|
|     |                       | Approved    | %       | Disapproved | %      | Abstained | %      |             |
| 1.  | Mr. Sonit Pichyangkul | 931,787,504 | 99.0076 | 7,787,000   | 0.8274 | 1,553,000 | 0.1650 | 0           |
| 2.  | Mr. Muneo Tashiro     | 925,098,486 | 98.2968 | 14,476,018  | 1.5382 | 1,553,000 | 0.1650 | 0           |
| 3.  | Mr. Mitsuji Konoshita | 939,569,504 | 99.8345 | 5,000       | 0.0005 | 1,553,000 | 0.1650 | 0           |
| 4.  | Mr. Regis Martin      | 925,089,486 | 98.2959 | 14,485,018  | 1.5391 | 1,553,000 | 0.1650 | 0           |

Therefore, after the re-election, the list of Directors ranking by rotation period is as follow:

1. Gen.Suebsan Dardarananda Independent Director & Chairman of Audit Committee
2. Mr. Alain Dufes Director
3. Mr. Tatsuya Konoshita Director
4. Mr. Krit Phanratanamala Independent Director & Audit Committee
5. Dr. Pholdej Therdphithakvanij Independent Director & Audit Committee
6. Mr. Patrick T. Fisher Director
7. Mr. Riki Ishigami Director
8. Mr. Yusuke Kozuma Director
9. Mr. Sonit Pichyangkul Independent Director & Audit Committee
10. Mr. Muneo Tashiro Director
11. Mr. Mitsuji Konoshita Chairman of the Board
12. Mr. Regis Rodolphe Martin Martin Director

#### **Agenda 5 To consider and approve the appointment of external auditor and to determine their remunerations for FY2017**

Chairman proposed that the Board recommended that the shareholders approve the appointment of the same audit office, that is, E Y Office Co., Ltd. to be the external auditor of the Company for fiscal year 2017 which will be the 11<sup>th</sup> consecutive years. The proposed CPAs consist of:

1. Mr. Sophon Permsiriwallop CPA No. 3182 (has signed in the Company's FS in year 2016) or
2. Ms.Rungnapa Lertsuwannakul CPA No. 3516(has signed in the Company's FS for 2 consecutive years during 2014 and 2015) or
3. Ms. Pimjai Manitkajohnkit CPA No. 4521 (has signed in the Company's FS for 4 consecutive years during 2010 and 2013) or
4. Mr.Chayapol Suppasetthanon CPA No. 3972(has never signed in the Company's FS) or
5. Ms. Rosaporn Decharkom CPA No. 5659 (has never signed in the Company's FS)

One of the members is empowered to audit, do and sign in verification of the Company's financial statements. The above CPAs do not have any relationship or conflict of interest with the Company

and or its management, major shareholders and their related persons so that their audit function and opinions on the Company's financial statements can be done independently.

For the fiscal year 2017, the audit fee was proposed at not exceeding 4,700,000 Baht per annum (exclusive of other non-audit fee) which was 2.45 million Baht higher than in the year 2016 due to the additional expansion of the Company's subsidiaries in foreign countries from 3 to 6 countries and the additional scope of work to perform Financial Statement consolidation for the Company and its subsidiaries in Thailand, Singapore, Cambodia, Lao, Indonesia, Sri Lanka and Myanmar. In addition, for the year 2017, all the Company's subsidiaries will use the same audit office, E Y Office Ltd. in each country except subsidiary in Indonesia which will use the same audit office, Grant Thornton Indonesia, from last year as EY Indonesia has a limitation and internal restriction to accept new client for 2017.

In addition, the Audit Committee viewed that EY Office Limited was the company which had the standard and qualifications acceptable internationally and the audit fee charged was also reasonable.

The Chairman gave opportunity for shareholders to ask questions which can be summarized as follows:

**Question:** Mr. Nikom Pakamanthu – shareholder questioned that he saw in the attached file the EGM minutes No. 2/2016 held on 6 December, 2016 which stated that Grant Thornton Services Co.,Ltd. was appointed as the Company's IFA and now Grant Thornton Indonesia will be appointed as external auditor so he would like to know whether this can be done without any conflict of interest.

**Answer:** Chairman responded that this can be done as they are different companies.

Since there was no other questions raised, Chairman proposed the shareholders to approve the appointment of EY Office Co.,Ltd. to be the external auditor of the Company for 2017 and to determine the remuneration as proposed.

This agenda item requires a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** The Meeting considered and resolved to approve the appointment of E Y Office Co., Ltd. to be the external auditor of the Company for fiscal year 2017 with the audit fee of not exceeding Bht 4,700,000 per annum (exclusive of other expenses) as proposed. The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 940,999,504 votes | equivalent to 99.9864%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 123,000 votes     | equivalent to 0.0131%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

#### **Agenda 6 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2017**

Chairman stated that as the Company had no Remunerations Committee, the remunerations of the Board of Directors and Audit Committee had not been determined by such committee. However, remunerations which normally consist of meeting fees and annual bonus had been carefully determined by the Board of Directors' meeting significantly in relation with the duties and responsibilities of the directors and the Company's performance before gaining final approval from the shareholders.

The Board recommended that the shareholders approve the remunerations of the Board of Directors and the Audit Committee for FY2017 per meeting attendance at the same rate proposed last year details as follows:

**Meeting fee :**

- Chairman of the Board of Directors and President of the Audit Committee's meeting fees were proposed to be 12,000 Baht each per meeting attendance.
- Other members of the Board of Directors and Audit Committee shall receive 10,000 Baht each per meeting attendance which were the same rate paid last year.

The Audit Committee shall receive meeting fees from both positions as members of the Board of Directors and Audit Committee for more duties and responsibilities.

**Bonus** : will be determined mainly in relation to the Company's performance and to be paid double of the employees' bonus in term of average number of months, (e.g. if the employees get average of 2 months bonus, the Directors shall get 4 months of the meeting fee) which was the same condition as last year.

In 2016, the Company had a net profit of 481.93 million Baht and paid remunerations to the Board of Directors and Audit Committee at total 4,226,000 Baht consisting of Board of Directors' meeting fee of 2,068,000 Baht, Audit Committee meeting fee of 546,000 Baht and total bonus of 1,612,000 Baht.

The Chairman gave opportunity for shareholders to ask questions, however, there was no question raised by the shareholders. The Chairman then proposed the Meeting to consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2017 as proposed.

This agenda item requires a vote of not less than two-third of the total number of votes of shareholders who attend the meeting and have the right to vote. The directors who were shareholders and holding total 1,705,803 shares were having conflict of interest and had no right to vote in this agenda.

**Resolution** : The Meeting considered and resolved to approve the remunerations of the Board of Directors and the Audit Committee for FY2017 as proposed. The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 937,743,701 votes | equivalent to 99.8214%                         |
| Disapproved  | 1,105,000 votes   | equivalent to 0.1176%                          |
| Abstained    | 573,000 votes     | equivalent to 0.0610%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Agenda 7 To consider any other business (if any)**

-none-

The Chairman gave opportunity for shareholders to ask questions, since there was no more question raised by the shareholders, the Chairman then announced the meeting adjourned at 14.25 p.m.

Signed :   
\_\_\_\_\_  
(Ms. Siriphen Pongchaireks)  
Company Secretary

Signed :   
\_\_\_\_\_  
(Mr. Mitsuji Konoshita)  
Chairman