

Distribution of  
souvenirs prohibited



*Krunghai Car Rent and Lease Public Company Limited*

The Registration Form

The Annual Ordinary General Meeting of Shareholder for the year 2022

Krunghai Car Rent and Lease Public Company Limited

Wednesday, April 27<sup>th</sup>, 2022 at 14.00 hours

Room 2nd Floor of Toyota Krunghai Co., Ltd. (Toyota Showroom), Kaset branch, No. 2368 Paholyothin Rd.,

Senanikom, Jatuchak, Bangkok

I/We,.....  being a shareholder or  being a proxy of who is a  
shareholder of Krunghai Car Rent and Lease Public Company Limited, National ID number.....

Signed.....

(.....)

**Registration Procedures**

1. Shareholders are required to surrender this document to the registration staff on the date of the meeting.
2. Proxies are required to surrender this document along with the proxy form to the registration staff on the date of the meeting.

**Remark** Inquiries and requests of additional information pertaining to the annual general meeting's agenda of KCR shareholders, please send an e-mail to [noppol@krunghai.co.th](mailto:noppol@krunghai.co.th)

March 9<sup>th</sup>, 2022

**Subject :** Invitation to the 2022 Annual General Meeting of Shareholders

**To :** Shareholders

**Attachment:**

- (1) Annual Report (Form 56-1 One Report) (digital format in the form of QR Code).
- (2) Brief biodata of the person nominated for the position of directors for the replacement of the retired directors by rotation method.
- (3) Brief biodata of independent directors.
- (4) Power of Attorney or Letter of Assignment of Proxy.
- (5) Recommended practices for shareholders in the Annual General Meeting of Shareholders for the fiscal year 2022.
- (6) Articles of Association relating to the Annual General Meeting of Shareholders.
- (7) Requisition Form for supporting documents of the 2022 Annual General Meeting of Shareholders

With the Board of Directors having resolved to hold the Annual General Meeting of Shareholders for the fiscal year 2022 on Wednesday, April 27<sup>th</sup>, 2022, at 1400 hours with the venue being located at the main meeting room, on the 2nd floor of Toyota Krungthai Company Limited, Kaset Branch, at the address of 2368, Phaholyothin road, Senanikhom, Chatuchak district, Bangkok, with the purpose of considering various matters according to the following agenda of the meeting:

**Agenda 1      Consideration and validation of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2021.**

Opinion of the Board      The Board of Directors has considered and mutually agreed that the minutes of the Annual General Meeting of Shareholders for the fiscal year 2021 was accurate and correct. It is deemed appropriate to validate the minutes of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2021, which was held on April 27<sup>th</sup>, 2021. And it is deemed appropriate to further propose to the shareholders' meeting to validate this report.

**Agenda 2      Consideration of the committee's report concerning the performance of the company over the past year as proposed by the Board of Directors.**

Opinion of the Board      The Board of Directors has considered and mutually agreed that the shareholders' meeting is recommended to acknowledge the company's operating results for the year 2021 with the details as appeared in the Annual Report of the year 2021 which was attached with this invitation letter(digital format in the form of QR Code)..

**Agenda 3**      **Consideration and approval of the Financial Statements for the year ended December 31<sup>st</sup>, 2021, and the company's auditor's report.**

Opinion of the Board      The committee in charge with auditing – the auditing committee – has considered the company's financial statements for the fiscal year ended December 31<sup>st</sup>, 2021, with the details as appeared in the Annual Report of the year 2021. This report has been audited by the Certified Public Accountant. The said financial statements are deemed appropriate, and then proposed to the shareholders' meeting for further approval.

**Agenda 4**      **Approval of the allocation of profit and the payment of dividend according to the company's performance in 2021.**

Opinion of the Board      The company has a policy to make the payments of dividends to shareholders at the rate of at least 50 (fifty) percent of the net profit of the company after deducting the corporate income tax and legal reserve each year, which depend on the financial status, the accompanying plan, the company's future business, and liquidity. The Board of Directors has considered approving the allocation of profit and the payment of dividends for the operating results of the year 2021 by making the payments of dividends to shareholders at the rate of 0.43 baht per share, or 107.5 million baht in total.

As in progress, the company has concluded with success the first payment of an interim dividend for the year 2021 at the rate of 0.17 baht per share, or 42.5 million baht on September 10<sup>th</sup>, 2021.

The payment of the remaining dividend to be distributed at the rate of 0.26 baht per share, totalling 65 million baht, will be concluded on May 24<sup>th</sup>, 2022. And it is deemed appropriate to propose to the shareholders' meeting on April 27<sup>th</sup>, 2022, to approve the allocation of profit and the payment of dividend for the operating results of the year 2021, with a remark that the dividend payment requested for approval is precisely in accordance with the company's policy.

**Information of the rate of dividend payment for comparison:**

		<u>2021</u>	<u>2020</u>
1	The company's net profit (unit: baht)	211,896,088.00	217,552,398.58
2	Number of shares (unit: share)	250,000,000	250,000,000
3	Total dividends paid per share (unit: baht per share)	0.43	0.44
	3.1 Interim dividend (unit: baht per share)	0.17	0.22
	3.2 Annual dividend (unit: baht per share)	0.26	0.22
4	Total dividends paid and to be paid (unit: baht)	107,500,000	110,000,000
5	The ratio of dividend pay-out (unit: percentage of net profit)	50%	50%

**Agenda 5**      **Consideration of a move to elect new directors for the replacement of directors retired by rotation method, and determination of the remuneration of the directors.**

Opinion of the Board      According to the company's regulations,

5.1) One-third of the directors are required to retire by rotation method at the Annual General Meeting of Shareholders. The directors who are designated for retirement are 1) Mr Pithep Chantarasereekul, The Chairman of the Board of Directors, and Member of the Corporate Governance Committee; along with 2) Mr Pichit Chantarasereekul, Director and Managing Director, Member of Nominating and Remunerating Committee and Member of the Risk Management Committee. The company provides the shareholders an opportunity to nominate persons who are deemed to have appropriate qualifications and who do not have any prohibited characteristics to be eligible for the position of director, whose qualifications and characteristics are in accordance with the criteria stated on the company's website, from November 19<sup>th</sup>, 2021 to January 20<sup>th</sup>, 2022. However, the shareholders did not appear to propose any candidate or candidates. As a result, the Nomination and Remuneration Committee, excluding the stakeholders, has jointly considered the qualifications and suitability, completely in accordance with the selection process. The Board of Directors, excluding the directors with conflict of interest, agreed with the proposal of the Nomination and Remuneration Committee. The names of the new directors were therefore proposed to the shareholders' meeting for the year 2022 asking for approval of the election of two directors who are to retire by rotation method: 1) Mr Pithep Chantarasereekul, The Chairman of the Board of Directors, and Member of the Corporate Governance Committee; along with 2) Mr Pichit Chantarasereekul, Director and Managing Director, Member of Nominating and Remunerating Committee and Member of the Risk Management Committee, to remain as directors for another term considering that the two directors have passed the screening process. A careful consideration has been given to assure that the persons nominated as the new directors are perfectly qualified for the company's business operations, having background and expertise from a wide range of professions, leadership, vision, virtue, ethics, ability to express opinions in an independent fashion and in accordance with applicable guidelines, and impressive qualifications. They have also proven that they had performed well their duties as directors (as per attachment 1 and 2).

5.2) The Nomination and Remuneration Committee has considered the appropriateness of the annual remuneration of the company's directors for the year 2022 by taking the suitability into consideration by comparing it with reference to organisations of the same business type or of the similar size, the expansion rate of business, and company's profitability performance. The Board of Directors has agreed with the proposition concluded by the Nomination and Remuneration Committee. It is deemed appropriate to increase the remuneration of the directors, the members of the Audit Committee, the independent directors, and the members of the sub-committees in 2022 by 5 (five) percent: allocating the director's remuneration for the year 2022 in an amount not exceeding 5,000,000 (five million) baht by proposing to the shareholders' meeting for approval. And if the shareholders' meeting approves, the new rate of remuneration will be effective from the date of approval by the shareholders' meeting onwards. It will remain so until the shareholders' meeting resolves to change to the new remuneration policy.

	Retainer Fee (Baht/person year) <u>increase by 5 (five) percent.</u> 2022	Retainer Fee (Baht/person year) 2021
The Board of Directors		
- Chairman of the Committee	55,246.09	52,615.32
- Committee member	44,887.87	42,750.35
- Independent Director <sup>/1</sup>	25,112.50	23,916.67
Audit Committee <sup>/1</sup>		
- Chairman of the Committee	31,390.66	29,895.87
- Committee member	25,112.50	23,916.67
Nominating and Remunerating Committee		
- Chairman of the Committee	31,390.66	29,895.87
- Committee member	25,112.50	23,916.67
Corporate Governance Committee		
- Chairman of the Committee	31,390.66	29,895.87
- Committee member	25,112.50	23,916.67
Risk Management Committee		
- Chairman of the Committee	31,390.66	29,895.87
- Committee member	25,112.50	23,916.67

<sup>1/</sup>Remark:

- The remuneration of the Independent Directors will be increased from 23,916.67 baht per month, to 25,112.50 baht per month, or an increase by 5 (five) percent.
- The remuneration for the Chair of the Audit Committee will be increased from 29,895.87 baht per month, to 31,390.66 baht per month, or an increase of 5 (five) percent.
- The remuneration of the members of the Audit Committee will be changed from 23,916.67 baht per month, to 25,112.50 baht per month, or an increase by 5 (five) percent.

**Agenda 6 Consideration of an appointment of the company's auditors for the fiscal year ending December 31<sup>st</sup>, 2022, and consideration of the remuneration of auditor or auditors.**

Opinion of the Board The Board of Directors has agreed with the proposal of the Audit Committee to propose to the shareholders' meeting to approve the appointment of Ms Soraya Tintasuwan (Certified Public Accountant Licence No 8658) and/or Ms Sullit Atesawang (Certified Public Accountant Licence No 7517) and/or Ms Nanthapas Wannasomboon (Certified Public Accountant Licence No 7793) and / or Ms Arisa Chumvisut (Certified Public Accountant Licence No 9393) of Dharmniti Auditing Company Limited, as the company's auditors for the fiscal year ending on December 31<sup>st</sup>, 2022, with the audit fee worth 1,030,000 (one million thirty thousand) baht. According to the list proposed above, not one of the auditor candidates is related to or has a conflict of interest with Krungthai Car Rent and Lease Public Company Limited, its management, major shareholders, or person related to such entities. And this is the fourth year that these auditors have been fulfilling their duty as the auditors for the company.

In addition, it is deemed appropriate to propose that the Annual General Meeting of Shareholders approve the audit fees for the consolidated financial statements of the company for the year 2022 accordingly.

	2021	2020
1. Annual audit fee for the Company's financial statements	1,030,000 Baht	1,000,000 Baht
2. Annual audit fee for quarterly review and financial statements of subsidiary		
- Number of subsidiary	1 company	1 company
- Amount of fee	372,500 Baht	355,000 Baht
3. Non-audit fee	No	No
4. Total audit fees of Krungthai Car Rent and Lease Public Company Limited and its subsidiary	1,402,500 Baht	1,355,000 Baht

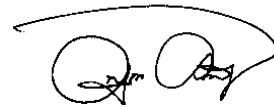
The subsidiary company is designated to have the benefit of using the service of the same as the main company.

**Agenda 7      Consideration of other matters (if applicable)**

In addition, according to the resolution of the Board of Directors No 1/2022 concluded on February 24<sup>th</sup>, 2022 of having passed a resolution of approving the list of shareholders who were entitled to attend and vote at the Annual General Meeting of Shareholders for the year 2022 and the rights to receive the voting rights and the rights to dividend on March 21<sup>st</sup>, 2022, the dividend payment date is specified on May 24<sup>th</sup>, 2022.

Therefore, we would like to extend to you an invitation to attend the shareholders' meeting on the aforementioned date, time, and place. If any of the invited shareholders is unable to attend the meeting, they are recommended to appoint a proxy to fulfil the duty in place of the absentees. In this regard, the shareholders reserves the right to appoint Mr Chaiwat Asawintarangkun (Chairman of the Audit Committee – brief details as stated in Attachment 3) as an attorney to attend the meeting on behalf of the absentees. Please fill in and sign the proxy form (see Attachment 4) and request it to be forwarded to one of the directors or the person assigned by the committee before attending the meeting.

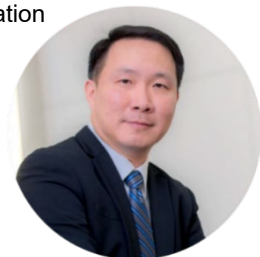
Your Faithfully,

A handwritten signature in black ink, consisting of stylized initials and a surname, enclosed within a large, sweeping horizontal flourish.

(Mr. Pithep Chantarasereekul)

The Chairman of the Board of Directors

## Profile of persons nominated for the position of director in place of directors who retire by rotation




Name	:	Mr Pithep Chantaraseeekul
Type of director proposed for appointment	:	Directors who possess the necessary qualifications as specified by the company.
Directorship period	:	3 years (appointed on April 25 <sup>th</sup> , 2019) Having held the position for 5 terms for 15 years and will hold office for another term for 3 years for a total of 18 years. Reason: being qualified, experienced, having basic knowledge and expertise, having leadership, broad vision, being a virtuous and ethical person, and in accordance with the relevant guidelines.
Position in the company	:	The Chairman of the Board of Directors, and Member of the Corporate Governance Committee
Age (Years)	:	51
Nationallity	:	Thailand
Qualifications	:	Master's Degree : Faculty of Finance, Seattle University, United States Bachelor's Degree : Business Administration, Assumption University
Training	:	Class PDI 21 of Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute Class 116 of Security Psychology Class DCP 201 of Certificate from the Thai Institute of Directors Class EDP 3 of Executive Development Program Master NLP from Mind Transformations, Singapore
Holding shares in the company	:	34,000,000 shares
Position in Other Listed Companies	:	No
Position in Non Listed Companies	:	<u>Managing Director</u> 1.Toyota Krungthai Company Limited <u>Executive Director</u> 2.Thanapat Property Company Limited 3.Krungthai Automobile Company Limited 4.Mitsu Impresstion Company Limited 5. Go Automobile Company Limited
Position in Other company that compete with / relate to Company that may cause conflict of interest	:	No

<b>Remark</b>	Meeting of the Board of Directors	Attended 5 of 5
	Corporate Governance Committee Meeting	Attended 1 of 1



## Profile of persons nominated for the position of director in place of directors who retire by rotation

Name	:	Mr Pichit Chantarasereekul	
Type of director proposed for appointment	:	Directors who possess the necessary qualifications as specified by the company.	
Directorship period	:	3 year (appointed on April 25th, 2019) Having held the position for 5 terms for 15 years and will hold office for another term for 3 years for a total of 18 years. Reason: being qualified, experienced, having basic knowledge and expertise, having leadership, broad vision, being a virtuous and ethical person and in accordance with the relevant guidelines.	
Position in the company	:	Director and Managing Director, Member of Nominating and Remunerating Committee and Member of the Risk Management Committee	
Age (Years)	:	49	
Nationality	:	Thailand	
Education	:	Master's Degree : Business Administration, University of Toledo, United States . Bachelor : Business Administration Assumption University	
Training	:	Class ASMP 2 of Advanced Security Management Program at The Association of National Defence College of Thailand Under The Royal Patronage of His Majesty The King Class DAP 19 of Director Accreditation Program Class DCP 85 of Director Certification Program Class CDC 8/2014 of Chartered Director Class Class FBS 2/2015 of Family Business Governance for Sustainability Class RNG 7/2015 of Role of the Nomination & Governance Committee Class RCC 20/2015 of Role of the Compensation Committee Integrated HR and Digital Technology by TMA	
Holding shares in the company	:	34,000,000 shares	
Position in Other Listed Companies	:	No	
Position in Non Listed Companies	:	<u>Managing Director</u> 1.Toyota Krungthai Company Limited <u>Executive Director</u> 2.Siam Nissan Krungthai Company Limited 3.Thanapat Property Company Limited 4.Krungthai Automobile Company Limited 5.Mitsu Impresstion Company Limited 6. Go Automobile Company Limited	

Position in Other company that : No  
compete with / relate to Company that  
may cause conflict of interest

<b>Remark</b>	Meeting of the Board of Directors	Attended 5 of 5
	Nominating and Remunerating Committee	Attended 1 of 1
	Risk Management Committee	Attended 1 of 1

## Definition of the Audit Committee/Independent Director

The desired qualifications of the company's independent directors which are higher than the minimum requirement set by the Securities and Exchange Commission and the Stock Exchange of Thailand are as follows:

(1) The Audit Committee/Independent Director shall hold no more than 0.5% of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, or juristic person that may have conflict of interest, including the shares held by related persons of independent directors.

(2) The Audit Committee/Independent Director shall have never been a director who used to take part in managing work, employees, staff, advisors who earn regular salaries, or an authorised controlling person of the company, parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, unless having been removed from the aforementioned positions or characteristics for the period of at least 2 years before the appointment.

(3) The Audit Committee/Independent Director shall not be related by blood or by legal registration, in the manner of parent, spouse, sibling and child (including the child's spouse) to the executive, major shareholder, authorised controlling person, or a person who will be nominated as an executive or an authorised controlling person of the company or of the subsidiary company.

(4) The Audit Committee/Independent Director shall not have a business relationship with the company, parent company, subsidiary company, associated company, or juristic person that may have conflict of interest in a manner that may impede one's independent exercise of judgement, including having never been or being a major shareholder, director who is not an independent director, or in management of a person having a business relationship with the company, parent company, subsidiary company, associated company or juristic person who may have conflict of interest, unless having been removed from having such positions or characteristics for the period of at least 2 years before the appointment.

(5) The Audit Committee/Independent Director shall have never been an auditor of the company, parent company, subsidiary company, associated company, or juristic person that may have conflict of interest, and not a major shareholder or director who is not an independent director, executive or managing partner of the audit firm which has the auditors of the company, parent company, subsidiary company, associated company or juristic person who may have conflict of interest, unless having been removed from having such positions or characteristics for the period of at least 2 years before the appointment.

(6) The Audit Committee/Independent Director shall have never been a professional service provider of any kind including services as a legal advisor or financial advisor which received a service fee of more than 2 million baht per year from the company, parent company, subsidiary company, associated company or juristic person that may have conflict of interest, including being a major shareholder, a director who is not an independent director, executive or managing partner of such professional service providers, unless having been removed from having such positions or characteristics for the period of at least 2 years before the appointment.

(7) The Audit Committee/Independent Director shall not be a director who has been appointed as a representative of the Board of Directors, major shareholders, or shareholders who are related either by blood or by legal registration to the major shareholders of the company.

(8) The Audit Committee/Independent Director shall not have any other positions or characteristics that may prevent one from expressing independent opinions on the company's operations.

## Brief biodata of independent directors.

Curriculum Vitae of the Independent Director  
Krungthai Car Rent and Lease Public Company Limited

Name-Surname	Mr.Chaiwat Atsawintarangkun
Date of Birth	1 July 1952
Education	MBA in Business Administration, Thammasat University Barrister at Law, Thai Bar Association BBA- Faculty of Accounting , Ramkhamhaeng University BBA in Business Administration and Faculty of Law , Ramkhamhaeng University DAP ' 24 DCP' 81 ACP '12
Experience	Director and Executive Partner Prospect Consulting Company Limited
Present positions	Director and Chairman of the Audit Committee <i>Positions in other listed companies</i> <ul style="list-style-type: none"> <li>- Eastern Polymer Group Public Company Limited</li> <li>- Eastern Printing Public Company Limited</li> <li>- Syntec Construction Public Company Limited</li> <li>- U City Public Company Limited</li> </ul> <i>Positions in non-listed companies</i> <ul style="list-style-type: none"> <li>- Merchant Partners Securities Public Company Limited</li> </ul> Director <ul style="list-style-type: none"> <li>- Boat House Hua Hin Company Limited</li> <li>- Prospect Consulting Company Limited</li> <li>- Bright Lilly (Thailand) Company Limited</li> <li>- Merchant Partners Securities Public Company Limited</li> </ul>

PROXY FORM A: General Proxy Form (SIMPLE FORM)  
According to Regulation of Department of Business Development  
Re: Form of Proxy (No. 5) B.E. 2550

Written at .....

Date..... Month..... Year.....

(1) I / We ..... Nationality.....

Address No..... Road..... Sub-District.....

District..... Province..... Postal Code.....

(2) being a shareholder of Krungthai Car Rent and Lease Public Company Limited

holding the total amount of ..... shares with the voting rights of ..... votes as follows;

ordinary share ..... shares with the voting rights of ..... votes

preferred share ..... shares with the voting rights of ..... votes

(3) do hereby appoint either one of the following persons

(1) ..... Mr.Chaiwat Atsawintarangkun ..... Age 69 Years

with address at .....427/76 ..... Road Sathu Pradit ..... Sub-District Chong Nonsi ..

District Yannawa ..... Province Bangkok ..... Postal Code 10120 ..... or

(2) ..... Age ..... Years

with address at ..... Road ..... Sub-District.....

District ..... Province ..... Postal Code ..... or

(3) ..... Age ..... Years

with address at ..... Road ..... Sub-District.....

District ..... Province ..... Postal Code.....

as only one of my / our proxy to attend and vote on my / our behalf 2022 Annual General Meeting of Shareholders to be held on April 27<sup>th</sup>, 2022, 14:00 hours at Room 2nd Floor of Toyota Krungthai Co., Ltd. (Toyota Showroom), Kaset branch, No. 2368 Paholyothin Rd., Senanikom, Jatuchak, Bangkok or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects

Signed..... Shareholder

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remarks: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

PROXY FORM B (SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at.....

Date..... Month..... Year.....

(1) I / We..... Nationality.....

Address No..... Road..... Sub-District.....

District..... Province..... Postal Code.....

(2) being a shareholder of Krungthai Car Rent and Lease Public Company Limited

holding the total amount of..... shares with the voting rights of..... votes as follows;

ordinary share..... shares with the voting rights of..... votes

preferred share..... shares with the voting rights of..... votes

(3) do hereby appoint either one of the following persons

(1)..... Mr.Chaiwat Atsawintarangkun..... Age 70..... Years

with address at..... 427/76..... Road..... Sathu Pradit..... Sub-District..... Chong Nonsi.....

District..... Yannawa..... Province..... Bangkok..... Postal Code..... 10120..... or

(2)..... Age..... Years

with address at..... Road..... Sub-District.....

District..... Province..... Postal Code..... or

(3)..... Age..... Years

with address at..... Road..... Sub-District.....

District..... Province..... Postal Code.....

as only one of my / our proxy to attend and vote on my / our behalf 2022 Annual General Meeting of Shareholders to be held on April 27<sup>th</sup>, 2022, 14:00 hours at Room 2nd Floor of Toyota Krungthai Co., Ltd. (Toyota Showroom), Kaset branch, No. 2368 Paholyothin Rd., Senanikom,Jatuchak, Bangkok or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows

Agenda 1 : Consideration and validation of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2021.

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

(b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda 2 : Consideration of the committee's report concerning the performance of the company over the past year as proposed by the Board of Directors.

- The meeting acknowledged the said report.

Agenda 3 : Consideration and approval of the financial statements for the year ended December 31<sup>st</sup>, 2021, and the company's auditor's report.

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda 4 : Approval of the allocation of profit and the payment of dividend according to the company's performance in 2021.

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda 5 : Consideration of a move to elect new directors for the replacement of directors retired by rotation method, and determination of the remuneration of the directors.

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve                       Disapprove                       Abstain

To elect each director individually

Name of Director : Mr. Pithep Chantarasereekul

Approve                       Disapprove                       Abstain

Name of Director : Mr. Pichit Chantarasereekul

Approve                       Disapprove                       Abstain

Determination of the remuneration of the directors

Approve                       Disapprove                       Abstain

Agenda 6 : Consideration of an appointment of the company's auditors for the fiscal year ending December 31<sup>st</sup>, 2022, and consideration of the remuneration of auditor or auditors.

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

**Remarks:**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.



REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of the Krungthai Car Rent and Lease Public Company Limited.

For the 2022 Annual General Meeting of Shareholders to be held on April 27<sup>th</sup>, 2022, 14:00 hours at Room 2nd Floor of Toyota Krungthai Co., Ltd. (Toyota Showroom), Kaset branch, No. 2368 Paholyothin Rd., Senanikom, Jatuchak, Bangkok or at any adjournment thereof.

Agenda No. .... Subject .....

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda No. .... Subject .....

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda No. .... Subject .....

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda No. .... Subject .....

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda No. .... Subject .....

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

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Disapprove                       Abstain

Agenda No. .... : Election of Directors (continued) .....

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Safety protocols for the Annual General Meeting of Shareholders of the Krungthai Car Rent and Lease Public Company Limited. during the outbreak of the novel coronavirus 2019 (COVID-19)

As this Annual General Meeting of Shareholders will be held during the outbreak of the novel coronavirus 2019 (COVID-19), the Company is, therefore, introducing screening and preventive measures against COVID-19, which all shareholders and proxies attending the meeting are requested to strictly follow. While the Company seeks to keep its meeting short and concise to diminish the length of time that a large number of people gather in one place, these protocols involve additional processes and steps that may delay your meeting attendance or cause inconveniences. In addition, the venue may not be able to accommodate a large number of people as the arrangements will be made to enforce social distancing between individuals at all times as determined by the government agencies.

The Company would like to request your cooperation as follows:

1. The advance question submission form and/ or the attendance form can be submitted via e- mail E-mail address: [noppol@krungthai.co.th](mailto:noppol@krungthai.co.th) by April 20<sup>th</sup>, 2022
2. Given the limitation of the venue, attendants of shareholders will not be allowed inside the meeting hall or the additional seating area.
3. To ensure hygiene for all, you are requested to refrain from eating food in the meeting hall. Drinking water will be provided in the meeting hall, and snacks will be provided to shareholders as they are leaving only.

**Pre-meeting protocol**

Screening

- 1) The screening point will be located in a well-ventilated, open-air space with no air conditioning.
- 2) Shareholders and proxies must wear face masks at all times.
- 3) All meeting participants must undergo thermal screening before entering the meeting area.
- 4) All meeting participants must fill out the COVID-19 screening form and are required to provide accurate information for the purpose of screening and tracing back of infected persons with COVID19 after the meeting, and use Thai Chana and/or Mor Chana application as recommended by the government for the benefit of screening and background checks of those in the meeting area.
- 5) The Company reserves the right to deny entry to individuals in any of the following categories as diagnosed the on-site medical professionals provided by the Company:
  - 5.1) Any individual with a body temperature of 37.5 degrees Celsius and over
  - 5.2) Any individual showing symptoms of fever, cough, sore throat, runny nose, loss of sense of smell or taste, shortness of breath, or pneumonia

5.3) Any individual who has been in contact with a confirmed COVID-19 patient, worked in a quarantine facility or medical personnel who examines patient under investigation of having COVID-19, traveled to or resided in Maximum Control Areas: Samut Sakhon Province in the period of 14 days prior to the meeting or been to a public space or place where people are gathered, which have been confirmed cases of COVID-19 in the past 1 month.

Any shareholders or proxies who are denied entry may submit their questions to the staff, which will be included in the summary attached to the minutes of the Annual General Meeting of Shareholders. Shareholders may also authorize independent directors to be their proxies by filling out Proxy Form B and giving clear vote instructions.

**Protocol for attending the meeting in the meeting hall and the additional seating area**

To maintain hygiene and ensure the safety of all meeting participants, the Company would like to request the cooperation of any shareholders and proxies wishing to attend the 2022 Annual General Meeting of Shareholders who have passed the screening in observing the protocol below.

1. The seating in meeting hall has been arranged to maintain distance between each attendee as specified by the government and as deemed appropriate for the location. The Company will arrange the live stream of the meeting. Once each meeting hall is filled, no more chairs will be added and no shareholders and proxies will be allowed inside the meeting hall.
2. All attendees must sit only in their designated zone and must not move to another zone throughout the duration of the meeting.
3. All attendees must keep a face mask on at all times (except when drinking water only).
4. All attendees are requested to avoid touching their face (eyes, nose, and mouth) with unwashed hands.
5. All attendees are requested to avoid sharing personal items with others.
6. All attendees must not eat any food or snacks throughout the entire duration of the meeting while in the meeting venue or the meeting hall.
7. Any attendees with any symptoms of fever, cough, runny nose, sore throat, or shortness of breath are requested to leave the meeting venue.

**Protocol for question submission to keep the meeting concise (Not exceeding 1 hour 30 minutes)**

1. Any shareholders and proxies who have questions are requested to write down their questions on the slips that will be provided in the meeting hall and submit them to the staff. Only questions related to the agenda items where voting is involved will be addressed in the meeting hall.
2. A summary of questions and answers, both those submitted in advance and during the meeting, will be attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed on the SET Portal and published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders.
3. To ensure hygiene for all, microphones will not be provided for shareholders and proxies during Q&A sessions.

Under the circumstances of the epidemic of COVID-19, the Company must request for permission from and report the operation plan to hold a meeting to the government authorities which some measures might be adjusted from the above-mentioned protocols. Prior to the Annual General Meeting of Shareholders, the Company would like to request all shareholders to follow the latest protocols on the Company's website at [www.krungthai.co.th](http://www.krungthai.co.th)

To make inquiries or request further information, please visit [www.krungthai.co.th](http://www.krungthai.co.th) or contact:

Miss Kanyanun Techapisitchai      Tel 02-291-8888 # 228 or

Mr.Noppol Sakthong                      Tel 02-291-8888 # 120

<b>Documents verifying eligibility to attend the Meeting</b>
--

Participants are requested to produce the following documents before attending the Meeting (as the case may be):

**1. Natural person**

1.1. Self-attending

Valid official document issued by governmental authorities, e.g. ID card, Governmental ID, driver license or passport, including the evidence of name or last name's change (if any).

1.2. Proxy

- a. The Proxy Form as attached in Notice, completely filled in and signed by the Shareholder and the Proxy
- b. A copy of valid official document issued by governmental authorities of the Shareholder as specified in item 1.1 which is certified true by the Shareholder.
- c. Valid official document issued by governmental authorities of the Proxy as specified in item 1.1.

**2. Juristic person by Shareholder representative (Authorized director)**

2.1 Self-attending

- a. Valid official document issued by governmental authorities of the Proxy as specified in item 1.1.
- b. A copy of the shareholder's Affidavit (not older than six month) certified true copy by the shareholder representative (Authorized Director) who attends the meeting showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder

2.2 Proxy

- a. The Proxy Form as attached in Notice, completely filled in and signed by the authorized person of the Juristic person and the Proxy.
- b. A copy of the shareholder's Affidavit (not older than six month) certified true copy by the shareholder representative (Authorized Director) who attends the meeting showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder
- c. Valid official document issued by governmental authorities of the Proxy as specified in item 1.1.

**3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws**

Provisions specified in paragraphs No.1 And No.2 referred to above shall be applied mutatis mutandis to a non-Thai shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- a. Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- b. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the Shareholder or the authorized person of juristic person.

## Registration process

The company will start accepting the registration of participants to attend the shareholders' meeting from 1230 hours onwards at Toyota Krungthai Company Limited, Kaset Branch, N° 2368, Phaholyothin Road, Senanikom, Chatuchak district, Bangkok, according to the map of the meeting venue and the document attached herewith.

### 1. Attending in person

- 1.1. Contact the registration point, surrender the documents and evidence to demonstrate the right to attend the meeting.
- 1.2. Receive ballot papers separated by agenda.

### 2. Attending by proxy

#### 2.1 How to formulate a power of attorney to appoint proxy:

The company has provided type A and type B of proxy form to the shareholders. According to the form in line with the regulations set by the Department of Business Development, Ministry of Commerce, determining that shareholders who are unable to attend the meeting in person can consider whether to assign a proxy right to another person, or to appoint a proxy to any director as proposed by the company. The form must contain detailed information of the directors that the company nominates for shareholders to choose as proxies. A shareholder may specify more than one proxy for their full flexibility. In the case of any proxy who is unable to attend the meeting, other proxies can attend the meeting on their behalf. But the grantor is entitled to attend and vote only one share and cannot be allocated to multiple proxies. Shareholders have the right to vote, agree, disagree or abstain in one way or the other. Shareholders can choose between A and B proxy form in accordance with the following cases.

- Proxy Form A is general, simple, and uncomplicated (applicable to all shareholders).
- Proxy Form B is a form that specifies detailed and clear categorised matters for proxy to execute the rights on the grantor's behalf. The company has attached one to the shareholders, along with the invitation for the meeting as appeared in the attachment.

#### 2.2 Contact the document checkpoint and submit the following documents:

- One type of proxy form which has been filled out completely with accurate and correct information, with signature of both the grantor and the proxy. The company will be responsible for the required duty stamp worth 20 baht.
- Evidence of the right to attend the meeting as the case may be.

#### 2.3 Contact the registration point and submit the documents in accordance with clause 2.2 that have been verified.

#### 2.4 Receive ballot papers separated by agenda

## Voting process and regulations of vote counting

### Voting process

1. The chair of the meeting asks the shareholders to vote on each agenda item.
2. Shareholders wishing to vote no or abstain are required to check the “Disagree” or “Abstain” in the checkboxes on the ballot papers and present themselves in order for the staff to retrieve the ballots and count the votes.
3. Shareholders who agree or do not make a mark in the ballot will be considered as “Agree” by the chair. There is no need to present ballot papers to the staff at the end of each agenda item. All unrepresented ballot papers will be retrieved at the end of the meeting.

### Vote Counting Rules

1. One share is equal to one vote. The majority vote shall be taken as a resolution, unless otherwise required by law, if the number of votes are equal, the chair has the right to exercise his or her right to vote as one share.
2. In counting of the voting results in each agenda item, the company will count the shareholders' votes at the meeting only for those who vote “disagree” and “abstain”. The score will be deducted from the total number of votes of the shareholders attending the meeting and the proxy holders recorded in advance.
3. If an attendee wishes to leave the meeting room by casting their votes in advance, they are required to contact the staff, unless they wish to be deemed to vote for approval.
4. The voting results will be reported along with the following information: the votes of approval, the votes of disapproval, the votes of abstaining, and the number of voting ballots, with each agenda item being calculated based on the total number of shares held by the attendees recorded in the latest session.



**Krungthai Car Rent and Lease Public Company Limited**  
**Regulations**

**Section 4:**  
**Shareholders' Meeting**

33. The company's general meeting shall be held at the venue where the headquarters of the company is located, or nearby provinces, or at any other places determined by the committee.

In the period of 21 days prior to the date of the general meeting of the shareholders, the company will close the register book and suspend any incoming requests for transfer of shares. The company will notify the shareholders of the suspension of such activities 14 days in advance at the head office and branch offices of the company.

34. There shall be at least one session of the general meeting of shareholders. Such a meeting shall be called "General Meeting". The meeting shall be made within four months after the end of the company's accounting year. Any other meeting of shareholders shall be called "Extraordinary General Meeting".

The committee may summon an Extraordinary General Meeting whenever it sees fit, or when the shareholders with shares totalling not less than one-fifth of the total shares issued, or the number of shareholders of not less than twenty-five persons holding shares of the number of not less than one-tenth of the total number of shares issued. The group of shareholders are required to generate a letter with all signatures of the shareholders, giving reasons and requesting the company to call an extraordinary general meeting of shareholders. The committee shall hold a meeting within one month from the date of the reception of the letter from the shareholders.

35. In the calling notification of the meeting of shareholders, the committee shall prepare a meeting invitation letter specifying the place, the date, the time, the agenda of the meeting, the matters to be proposed to the meeting with suitable details, and statements indicating which agendum seeks the meeting's acknowledgement, consideration, or approval. The invitation letter shall also include the opinion of the Board of Directors under each agendum prior to the letter's delivery to the shareholders and the registrar at least seven days prior to the meeting date.

In addition, the invitation shall also be published as an advertisement in a newspaper for three consecutive days, at least three days prior to the date of the meeting.

36. To appropriately conduct a meeting, there must be at least twenty-five shareholders and proxies (if there is any) attending the meeting, or not less than half of the total number of shareholders, and must have the number of shares amounting to not less than one-third of the total number of shares issued. Therefore, a quorum would be constituted.

In the event that it appears that the number of attendees of the shareholders' meeting does not meet the determined quorum one hour after the specified time: If the meeting was held by the request of shareholders, the meeting shall be called off. If the meeting was not held by the request of the shareholders, the meeting should be readjourned at a later date, with letter of notification and invitation delivered to all shareholders seven days in advance. In the latter meeting, no quorum shall be required.

37. In the shareholders' meetings, shareholders may appoint other persons to attend the meeting in place of themselves and can cast votes on their behalf. To appoint a proxy, a power of attorney is required and signed by the grantor, as well as the following information as designated by the Public Limited Companies Registrar:
  - a. The number of shares held by the proxy grantor.
  - b. Name of Proxy
  - c. Number of the meeting for which the proxy will attend and cast vote in place of the grantor.
  
38. In the event that the meeting is unable to conclude the consideration of all the agenda specified in the meeting notice, in which the number of shareholders holding shares amounting to not less than one-third of the total number of shares issued at the meeting is not completed and it is necessary to postpone the consideration. The meeting shall specify the place, date and time for the next meeting. In addition, the Board of Directors shall send the meeting invitation letter specifying the place, date, time and agenda to the shareholders at least 7 days prior to the meeting. In this regard, the notification for the meeting shall be published in a newspaper for at least three consecutive days prior to the meeting date.
  
39. The chair of the Board of Directors is automatically appointed as the chair of the shareholders' meeting. In the event that the chair of the Board of Director is not present at the meeting or is unable to perform duties, the vice chair or the second in command of the Board of Directors shall take the position of the chair of the shareholders' meeting. If the vice chair or the second in command is not present at the meeting or is unable to perform such duties, the shareholders' meeting shall elect one of the shareholders to be the ad interim chair of the shareholders' meeting.
  
40. In the shareholders' meeting, each shareholder has one vote per share. The resolution of the shareholders' meeting shall consist of the following votes:
  1. In an ordinary event, it is deemed appropriate that a majority vote of the shareholders who attend the meeting and have the right to vote, by counting one share as one vote. If the voting sum of the two sides are equal, the chair of the shareholders' meeting shall have one additional vote as an arbitrary or the ruling vote.

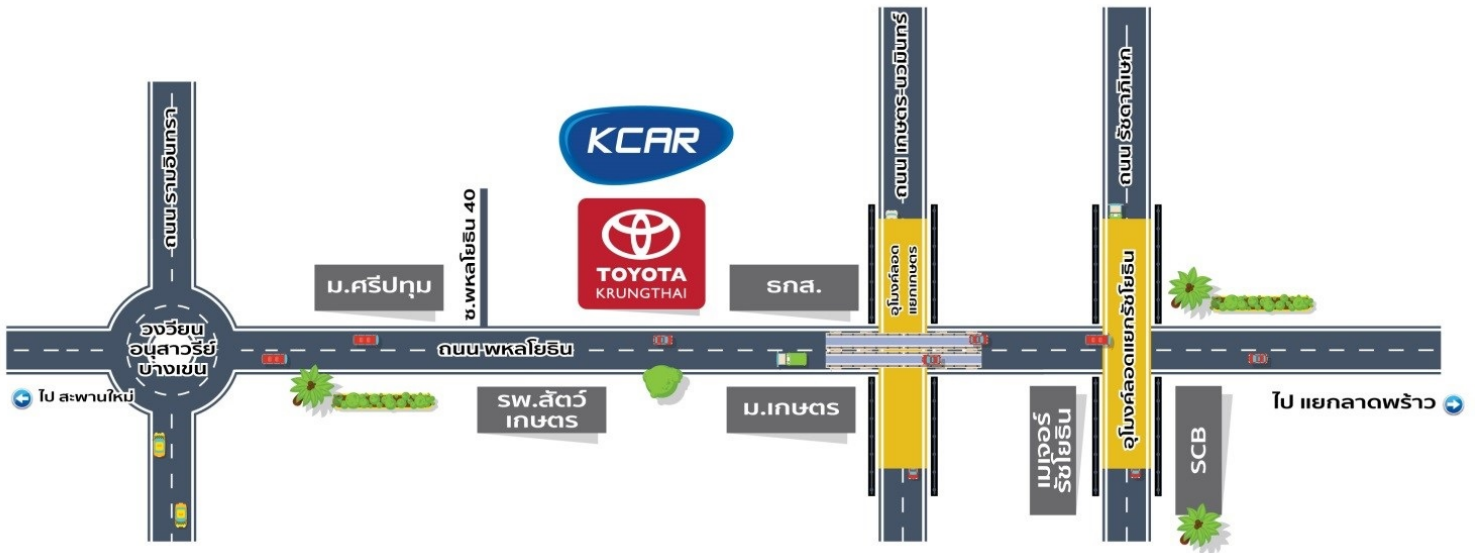
2. In the following cases, the total number of votes of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote is valid.
  - a. Sale or transfer of all or a significant portion of the company's activities to another person.
  - b. Buying or accepting business transfers of other companies or a private company to the company.
  - c. Making, amending or terminating the rental agreement of the entire company business or some important parts of the business, assigning other party or parties to manage the business of the company, or merging with other persons with the purpose of sharing profit and loss.
  - d. Augmentation of the registered capital of the company.
  - e. Reduction of the registered capital of the company.
  - f. Issuance of corporate bonds.
  - g. Merger of the company.
  - h. Dissolution of the company.
  - i. Amendments to the Memorandum of Association and the Articles of Association of the company.
  - j. Issuance of shares for the settlement of debt and the scheme of conversion of debt to equity under the principles of the Public Limited Company law.
  - k. Any other matters as required by law.

A discreet voting session may be performed upon requests by at least five shareholders with the approval of the shareholders' meeting with a majority vote of the shareholders including the shareholders' proxies (if there is any) who attend the meeting and have the right to vote. The vote count remains as one share per one vote.

41. The activities which may be done by the Annual General Meeting are as follow:
  1. Consideration of the report of the committee on the business that the company operated in the past year.
  2. Consideration and approval of the balance sheet and profit and loss account of the past year.
  3. Consideration of the allocation of dividends and allocation of funds as reserves.
  4. Election of directors to replace those who retire by rotation and determination of their remuneration.
  5. Appointment of auditor and determination of the remuneration.
  6. Any other activities as deemed fit and necessary.

-----

Map to the main meeting room, on the 2nd floor of  
Toyota Krungthai Company Limited, Kaset Branch,  
at the address of 2368, Phaholyothin road, Senanikhom, Chatuchak district, Bangkok  
Tuesday, April 27<sup>th</sup>, 2022 at 14.00 hours



Requisition Form for supporting documents of the 2022 Annual General Meeting of Shareholders

Shareholder(s) may choose to request the supporting documents by one of the following methods:

1. Scan this QR Code and:"



and fill out the details

2. Email to [noppol@krungthai.co.th](mailto:noppol@krungthai.co.th)

3. Please mark ✓ in  and fill out the following details and return this form to KCAR via mail by business reply service as appeared on the back of this form.

- 2022 Notice of the Annual General Meeting of Shareholders
- Annual Report for the year 2021
- Sustainability Report for the year 2021

Place of receiving of the printed documents:

Name-Surname.....  
Address No..... Village No..... Alley..... Village Name.....  
Road..... Sub-District..... District.....  
Province..... Postal Code..... Tel.....

Should you have any query or suggestion, please contact:

Miss Kanyanun Techapisitchai      Tel 02-291-8888 # 228 or  
Mr.Noppol Sakthong                      Tel 02-291-8888 # 120

Should you wish to receive the above-mentioned documents before the date of the Shareholders' Meeting (April 27<sup>th</sup>, 2022), please submit the completed requisition form to Corporate Secretary Office by April 20<sup>th</sup>, 2022.