



บริษัท ราชนานีลีสซิ่ง จำกัด (มหาชน)

R. 031/2017

March 3, 2017

Subject : Schedule of General Meeting of Shareholders for the year 2017

To : Shareholders of Ratchthani Leasing Public Company Limited.

Enclosure:

1. The Minutes of Annual General Meeting of Shareholder for the year 2016 (For Agenda 1)
2. Annual Report for the year 2016.
3. Names and profiles of Directors who are nominated to replace the retirement of the Directors. (For Agenda 5)
4. Definitions of Independent Directors.
5. Names and profiles of Auditors who are nominated to be the auditor of the Company. (For Agenda 7)
6. Conditions and Meeting Practices, Registration, Procedures, Proxy and Necessary Documents for Attending the Meeting of Shareholders.
7. Company's Regulations Regarding the Meeting of Shareholder.
8. Profiles of Independent Directors.
9. Proxy Form A, B and C.
10. Map for venue of the meeting.

Ratchthani Leasing Public Company Limited ("The Company") hereby would like to inform that the Board of Directors' Meeting determined the Annual General Meeting of Shareholder for the year 2017 hold on Tuesday, April 4, 2017 at 2.00 p.m. on Conference Room of Sinnsathorn Tower 11th floor Sinnsathorn Tower, Krungthoburi Road, Khlongtong Sai, Khlongsarn, Bangkok 10600 for resolve to approve the following resolution:

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2016, held on April 1, 2016

Objective and Rationale Ratchthani Leasing Plc. held the AGM on April 1, 2016 and The Company submitted the minutes of the meeting to the Stock Exchange of Thailand within 14 days and to the Ministry of Commerce in compliance with Thai law. The minutes were also posted online on the Ratchthani Leasing website. A copy of the minutes is enclosed in Enclosure 1

Board of Directors' opinion The Board recommends the shareholders to certify the Minutes of Annual General Meeting of Shareholder because they were accurately recorded.

Voting To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2016

Objective and Rationale The Company's Article of Association No. 36(1) states that the Annual General Meeting of Shareholders shall acknowledge the report of the Board of Directors on the Company's business operation over the past year. In compliance with the Article, the related details are disclosed in Enclosure 2, the 2016 Annual Report which is sent to shareholder together with this Notice of Annual General Meeting of Shareholders.

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for acknowledge the report of the Board of Directors on the Company's operating results in the past year, the details of which are disclosed in the 2016 Annual Report.

Voting As this agenda is for information to shareholders; therefore, a vote is not required.

Agenda 3 To consider and approve the Company Financial Statement (Statements of financial position, Statements of comprehensive income and Cash flows statements) for the year ended 31 December 2016

Objective and Rationale In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 and the Company's Article of Association No. 36(2), the Company is required to prepare the Statement of financial position (balance sheet) and Statements of comprehensive income at the end of each fiscal year, which have been audited by an external auditor before presenting them to the shareholders' meeting for consideration and approval. The related details are disclosed in Enclosure 2

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for approval the Statement of financial position, the Statements of comprehensive income and the Cash flows statements for the year ended 31 December 2016. In this connection, the statements have already been reviewed by the Audit Committee and endorsed by the Board of Directors. As well, the statements have already been audited by the Certified Public Accountant. The detail of the Company Financial Statement (Statements of financial position, Statements of comprehensive income and Cash flows statements) is disclosed in Enclosure 2, the 2016 Annual Report. In summary of detail as follows:

Brief important figures	2016	2015	Change %
Total Assets (Million Baht)	33,364.87	29,504.67	13.08
Total Liabilities (Million Baht)	28,355.48	24,940.42	13.69
Total Shareholders' Equity (Million Baht)	5,009.39	4,564.25	9.75
Total Revenue (Million Baht)	2,985.19	2,781.88	7.31
Net Income (Million Baht)	881.16	748.66	17.77
Earnings per Share (Baht / Share)	0.36	0.31	16.13

Voting To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve to allocate of income as a legal reserve for fiscal year ended, approve the dividend payment and schedule the payment date.

4.1 To consider and approve to allocate of income as a legal reserve for fiscal year ended.

Objective and Rationale In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and the Company's Article of Association No. 36(3), requires that the Annual General Meeting of Shareholders must consider and approve the appropriation of profits. The Company had to allocate the net profit by set aside a statutory reserve at least 5 percent of its annual net profit. Deducting accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the share capital. The statutory reserve is not available to pay dividends.

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for approval to allocate the yearly net profit as reserves as required by law. For the year 2016, the Company considers allocating the income as a legal reserve with the amount of 45,000,000 Baht then the total amount of reserves requirement was 228,000,000 Baht (Two hundred and twenty eight million baht).

Voting To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

4.2 To consider and approve the dividend payment and schedule the payment date.

Objective and Rationale the Company has a policy of paying a dividend at least 50% of net profits follow Article of Association as require by the law, if there are no other necessary causes and such dividend has no significant effect on normal operation. The Company may consideration for sufficient to support the business and legal reserve requirement. The dividend policy may vary in each year depending on the investment plan, the company's needs and other appropriate prospects. After the board resolves to pay the annual dividend, the dividend policy requires the meeting of Shareholders approval.

The overall performance of the year 2016, the Company had earned net profits amount of 881.16 million Baht. Therefore, the Company considers to paying dividend for annual performance 2016, as cash dividend at the rate of 0.21 Baht per share or 57.58% of the net profits. This is in line with the Company's dividend payment policy.

Recent dividend payments may be compared as follows:

Details of Dividend Payment	2016 (Proposed Year)	2015 (Previous Year)
Net Profits (Baht)	881,156,884	748,663,047
Number of shares (shares)	2,416,227,209	2,416,227,209
Total Dividend Payment (Baht per shares)	0.21	0.18
Total Dividend Amount (Baht)	507,407,713.89	434,920,897.62
Dividend Rate (%)	57.58	58.09

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for approval the payment of dividends as follow:

1. The Company will pay dividend by cash dividend with totaling 507,407,713.89 Baht or at the rate of 0.21 Baht per share, representing 57.58% of the 2016 net profit was allocated to existing shareholders. (The previous year, paid dividend with at the rate of 0.18 Baht per share, about 58.09% of the 2015 net profit by cash dividend was allocated to existing shareholders)

2. The dividend payment shall be made on April 28, 2017.

However, these rights are still uncertain because it must be approved in the General Meeting of Shareholders.

Voting

To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the election of directors retire for the year 2017

Objective and Rationale

In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and the Company's Article of Association No.36(4), the Company's directors shall be elected at the meeting of shareholders. And the Company's Article of Association No.17, at every annual general meeting, one-third of the directors shall retire from office. The directors who have served the longest term in office shall retire. A retiring director based on the foregoing shall be eligible for re-election.

Board of Directors' opinion

the directors as one-third of all directors must retire by rotation on the Annual General Meeting of Shareholder. 4 directors listed below are due to retire by rotation in 2017:

- | | | |
|--------------------|---------------|--------------------------------------|
| 1. Mr. Virat | Chinrapinporn | Director/Chairman/Executive Director |
| 2. Mr. Charoensook | Kijitti | Director |
| 3. Mr. Wuttichai | Suraratchai | Director/Executive Director |
| 4. Mr. Anuchart | Deeprasert | Director |

The Company invited all shareholders to propose qualified candidates for the election of directors and offered Agendas to pack in the AGM through on the Company's website (From 14 October 2016 until 14 January 2017). Despite the invitation, there are no shareholders propose any candidate to be the director of the Company.

The Nomination and Remuneration Committee undertook nomination procedures for appropriate candidates and beneficial to the company compliance of directors quorum, qualifications, wisdom, talents, experience and expertise. The Nomination and Remuneration Committee to propose 4 of the directors will be re-elected to another term and appointed the same position. (For the Director who related on the conflict of interest does not vote righting)

The Board of Directors supports the proposal of the Nomination and Remuneration Committee that reappointed 4 of the directors to another term and appointed the same position. They are well qualified, knowledgeable and capable and, importantly, they have carried out them duties diligently during them the tenure as director. As a result, it is deemed appropriate to propose to shareholders for approval to appoint Directors who retire by rotation and then 4 of the directors then the names were following:

- | | | |
|--------------------|----------------|--------------------------------------|
| 1. Mr. Virat | Chinprapinporn | Director/Chairman/Executive Director |
| 2. Mr. Charoensook | Kijitti | Director |
| 3. Mr. Wuttichai | Suraratchai | Director/Executive Director |
| 4. Mr. Anuchart | Deeprasert | Director |

For those 4 retiring Directors by rotation, they will be re-elected to another term and appointed the same position. (Names and profiles of Directors who are nominated to replace the retirement of the Directors are disclosed in Enclosure 3. And Enclosure 7 Regulations regarding of the election on the 17 criteria and the definition of independent directors on Enclosure 4 and the Nomination Committee can see from the 2016 Annual Report topic as the shareholders structure and management)

The Board of Directors for 2017 is as follow:

- | | | |
|-------------------------|-------------------|---|
| 1. Mr.Virat | Chinprapinporn | Director/Chairman/Executive Director |
| 2. Mr.Kovit | Rongwattanasophon | Director/Managing Director/Executive Director (Chairman) |
| 3. Mr.Charoensook | Kijitti | Director |
| 4. Mr.Anuwat | Luengtaweekul | Director/Nomination and Remuneration Committee |
| 5. Mr.Praphan | Anupongongarch | Director/Executive Director |
| 6. Mr.Wuttichai | Suraratchai | Director/Executive Director |
| 7. Mr.Anuchart | Deeprasert | Director |
| 8. Ph.D. Thakol | Nanthirapakorn | Independent Director/Audit Committee (Chairman) |
| 9. Mr.Suvit | Arunanondchai | Independent Director/Audit Committee/
Nomination and Remuneration Committee (Chairman) |
| 10. Asst.Prof. Naengnoi | Chai-onnom | Independent Director/Audit Committee |
| 11. Mr.Varavudh | Varaporn | Independent Director/Audit Committee/
Nomination and Remuneration Committee |
| 12. Mr.Surapon | Satimanont | Independent Director/Audit Committee |

Voting

To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 6 To acknowledge the remuneration report for the Board of Director in previous year, to approve remuneration for the directors and members of Sub-Committees, and to approve directors' performance allowances for the year 2017

6.1 To acknowledge the remuneration report for the Board of Director for the year 2016

Objective and Rationale the current remuneration of the Company's Board of Director is in compliance with the Annual General Meeting of shareholder for the year 2016 held on 1 April 2016.

The related details are disclosed in Enclosure 2

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for acknowledge the remuneration report for the Board of Director for the year 2016, the details of which are disclosed in the 2016 Annual Report, topic as the shareholders structure and management.

Voting As this agenda is for information to shareholders; therefore, a vote is not required.

6.2 To consider and approve the payment of meeting allowance for the directors and members of Sub-Committees in 2017 not more than 4 Million Baht

Objective and Rationale It has been the Board of Directors' policy and principle to make payment to the directors and member of the various sub-committees at appropriate levels in line with their responsibility, the expectations of various groups of stakeholders as well as the related laws and regulations. In this connection, the Company has to select the directors who have appropriate experiences and qualification. As well, it has been the Board of Directors' policy to establish the remuneration for each director so that it reflects their respective duties and responsibilities. The remunerations must be reviewed and compared to those of similar positions in the same industry. Moreover, in order to comply with the principles of good corporate governance, the Board of Directors deems it appropriate to review the remunerations annually. The current remuneration of the Company's Board of Director, Audit Committee, Executive Director Committee, and Nomination and Remuneration Committee is in compliance with the Annual General Meeting of shareholder for the year 2016 held on 1 April 2016. In detail as follows:

Elements of remuneration	2017 (Proposed Year)	2016 (Previous Year)
Board of Director :		
1. The meeting allowance		
- Chairman	30,000 Baht/person/time	30,000 Baht/person/time
- Director	25,000 Baht/person/time	25,000 Baht/person/time
2. The performance allowances	**	*At the rate of 0.5% Of the dividend payment.
Remuneration of sub-committee: paid in each meeting to the attending director. (Board committees include the Audit Committee. The Nomination and Remuneration Committee)		
The meeting allowance		
- Chairman	30,000 Baht/person/time	30,000 Baht/person/time
- Director	25,000 Baht/person/time	25,000 Baht/person/time
Remuneration of Executive Committee: paid in each meeting to the attending director. (Not pay to the Directors who receive the salary)		
The meeting allowance		
- Executive Committee	10,000 Baht/person/time	10,000 Baht/person/time
Other Privilege	- None -	- None -

Remarks *the payment of the performance allowances to the Directors for the year 2016, at the fixed rate of 0.5% of the dividend payment for net profit of the year 2016. With totaling 2,537,038.57 Baht. (Two Million Five Hundred and Thirty-Seven Thousand and Thirty-Eight Point Five Seven Baht)

**the payment of the performance allowances to the Directors for the year 2017, will be consider and approve on the Annual General Meeting of shareholder for the year 2018.

Board of Directors' opinion In agreement with the recommendation made by the Nomination and Remuneration Committee, The Board of Directors deems it appropriate to present to the meeting of Shareholders for approval the payment of meeting allowance for the directors and members of Sub-Committees in 2017 not more than 4 Million Baht. (as same as the previous year) Allocated by The Nominating and Compensation Committee.

Voting To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the meeting and cast their votes.

Agenda 7 To consider the appointment of auditors and the determination of audit fee for the year 2017

Objective and Rationale

In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 as well as No.36(5) of the Company's Article of Association, the Annual General Meeting of shareholder shall appoint the auditors and determine the audit fee of the Company every year. In addition, the Securities and Exchange Commission imposes limits on an appointment of the individual external auditors (but not the audit firm) at company to no more than five consecutive years (one term). After five years, the auditors must be rotated. Miss Somjai Khunapasut as appointed auditor with registration no. 4499 who audited the financial statements of the Company on 2012-2016 for a period of 5 years. Therefore, she had completed her five-year term, the auditors must be rotated to accord with regulatory of the changing of the external auditors. After that they can be reappointed after a two-year interval break.

The Audit Committee's opinion

the Audit Committee considers and deems it appropriate to present to the meeting of Shareholders for appointment of EY Office Limited as the Company's auditors, whose Certified Public Accountants include the following:

1. Miss Ratana Jala as Certified Public Accountant no. 3734 and/or (Audited the financial statements of the Company for a period of one year on 2011)
2. Mrs. Nonglak Pumnoi as Certified Public Accountant no. 4172 and/or (Never audit the financial statements of the Company)
3. Miss Rachada Yongsawadvanich as Certified Public Accountant no. 4951 (Never audit the financial statements of the Company)

The total annual audit fee is the amount of 1,300,000 Baht. (One million and Three hundred thousand Baht)

Comparison of the 2017 and 2016 audit fee:

Audit fee	2017 (Proposed Year)	2016 (Previous Year)	Increase (Baht)	Increase (%)
Annual auditing	470,000	440,000	30,000	6.82
Half year auditing	350,000	330,000	20,000	6.06
2 Quarters auditing In 2017: 240,000 Baht in each Quarter In 2016: 240,000 Baht in each Quarter	480,000	480,000	-	-
Other services	- None -	- None -	-	-
Total fee	1,300,000	1,250,000	50,000	4.00

Auditors in the lists have no relationship with or interests in companies, subsidiaries (if any), executives, major shareholders or any person related to these persons. Therefore, they are independent to audit and express opinions on the Financial Statements of the Company.

Board of Directors' opinion In agreement with the recommendation made by the Audit Committee, The Board of Directors deems it appropriate to present to the meeting of Shareholders for approval the appointment of EY Office Limited as the Company's auditors. (The Company does not have subsidiaries). Names and profiles of Auditors who are nominated to be the auditor of the Company is disclosed in Enclosure 5 and approval the audit fee as follow as recommended.

Voting To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 8 To consider and approve to issuance and offering of the Debenture and other Debt instruments

Objective and Rationale The Board of Directors deems it appropriate to present to the meeting of Shareholders for approve the issuance and offering the debenture and other debt instruments in each year purpose to be used in the operation of the company, to be used for loan payments and to provide auto loan. In the case of non-issuance and offering of the Debenture will approve to cancellation by the next General Shareholder Meeting.

In order that, Financial amount has been approved by resolution of the General Meeting of Shareholders No.1/2016 (1 April 2016), which is an amount not exceeding 20,000 million baht. The company used debt instruments after period the AGM 2016 until the AGM 2017 as follows:

Debt instruments	Approved on	Amount** (Million Baht)
1. Bills of Exchange (BE)	approved by resolution of the AGM No.1/2016 (1 April 2016)	7,738.00
2. Promissory Note (PN)		932.00
3. Debenture		4,745.00
	Total usage	13,415.00
	Total approving	20,000.00
	Total remaining	6,585.00

** As of January 31, 2017

Board of Directors' opinion The Board of Directors deems it appropriate to present to the meeting of Shareholders for approve the issuance and offering the debenture and other debt instruments, which are the necessary financial instrument tools. These issuance and offering for using in general operation and reduce financial cost period for the year 2017 until the AGM 2018. Purpose of borrowing fund to be used in normal operation or/and refinancing or/and expansion Hire-purchase loan with amount not more than 20,000 Million Baht (or the equivalent amount in other currencies).

Other Conditions: Additional restrictions and conditions of the Debentures and other debt instruments be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any) shall be determined and fixed by the Board of Directors and/or the person(s) entrusted by the Board of Directors.

In addition, the Board of Directors and/or the person(s) entrusted by the Board shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures and other debt instruments including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures and other debt instruments in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.

For the issuance and offering the debenture have the details as follow:

Type : Debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivatives notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.

Amount: The principal amount of the Debentures will not exceed 20,000 Million Baht or the equivalent amount in other currencies.

Offering: The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.

Interest: Subject to the prevailing market conditions at the time of issue and offering.

Maturity: Subject to the prevailing market conditions at the time of issue and offering.

And resolved to approve the cancellation of the Debentures and other debt instruments which have not been issued for the amount of 20,000 Million Baht (Refer to the AGM. No 1/2016)

Voting To approve this matter, a resolution must be passed by not less than three-quarters of the shareholders who attend the meeting and cast their votes.

Agenda 9 To consider other issues (if any)

Objective and Rationale On the other hand, in case shareholders want the meeting to consider any matters other than those listed on the agenda set in the notice of the meeting, they are required to comply with the second paragraph of section 105 of the Public Limited Companies Act B.E. 2535 which states that "After the meeting has finished considering the matters in the first paragraph, **shareholders collectively holding shares amounting to not less than one-third of the total paid-up shares** may request the meeting to consider **matter other than** those indicated in the notice of the meeting".

Board of Directors' opinion The Board of Directors deems it appropriate to include this agenda item so that shareholders can ask questions and/or express opinions on various matter without having to adopt any resolution. However, in case shareholders wish to propose any matter which requires a resolution, they must comply with the abovementioned.

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the Annual General Meeting of shareholder for the year 2017 and the right to receive dividends on March 8, 2017 and to collect a list under Section 225 of the Securities and Exchange Act. Payable by the Register of Shareholders on March 9, 2017.

Yours sincerely,



Mr. Virat Chinrapinporn
Chairman

Remark: All shareholders of the company are accordingly invited to attend the General Meeting of Shareholder No.1/2017 hold on April 4, 2017 at 2.00 p.m. on Conference Room of Sinnsathorn Tower 11st floor Sinnsathorn Tower Krungthonburi Road, Khlongtongsai, Khlongsam, Bangkok 10600 (The details are disclosed in Enclosure 10 Map for venue of the meeting). The registration of attendance shall commence at 12.00 p.m.

1. The meeting Shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders shall choose and fill in either the proxy form A or the proxy form B and submit it to registrar before the meeting. See in Enclose 6.
2. Shareholders may assign a certain Independent Directors as a proxy to attend the meeting and vote on behalf of the principle shareholder. Brief Independent Director Profiles are available in Enclose 8. Shareholders and proxies must submit documents in Enclose 6 and 9 for registration prior to or in the meeting day.
3. Please read the registration terms, conditions and procedures and relevant documents preparation for the meeting day in Enclose 6. The Company will conduct the meeting in compliance with the Articles of Association in Enclose 7.

For inquiries, please contact Miss Rungtip Chaipattanapruck via email address: rungtip_c@thani.co.th or

Fax: 02-431-9098