



บริษัท ตะวันออกพาณิชย์อิสซิ่ง จำกัด (มหาชน)

EASTERN COMMERCIAL LEASING PUBLIC COMPANY LIMITED

Sor Gor 5/2019

8 January 2019

To the Attention of The Manager and Director of the **Securities Exchange of Thailand**
Subject Notification of the resolution passed at the Extraordinary Shareholders' Meeting
1/2019

Eastern Commercial Leasing PLC (the 'Company') convened its extraordinary shareholders' meeting 1/2019 dated 8 January 2019 between 10.00 – 12.00 O'clock. There were shareholders, and shareholders under proxy attending the meeting totaling 49 Shareholders, accounting for 700,131,843 shares or 63.14 percent of the shares issued and paid up totaling 1,108,857,244 shares having met the quorum requirement in accordance with company articles. The Company would like to notify the resolutions passed at the meeting summarized below:

1. Ratification of the Annual General Shareholders' Meeting for the Year 2018 dated 23 April 2018 with majority votes, and vote count summarized below:

For.....702,009,093.....votes, accounting for.....100.....
Against.....-.....votes, accounting for.....-.....
Abstained.....-.....votes, accounting for.....-.....
Voided.....-.....votes, accounting for.....-.....

Of the shareholders attending the meeting and eligible for votes

Remarks: For agenda 1, there were additional shareholders attending the meeting totaling 1,877,250 shares, accounting totaling 702,009,093 shares.

2. Approved for the decrease of registered capital by Baht 1,757,496 from existing registered capital of Baht 1,110,614,740 to Baht 1,108,857,244 by reduction (cancellation) of the unissued registered capital totaling 1,757,496 ordinary shares at par value of Baht 1 per share, to enable the Company to increase capital by other amounts with vote count no less than three – quarter (3/4) of the eligible and attending shareholders (526,506,820 shares) as follows:

For.....702,009,093.....votes, accounting for.....100.....
Against.....-.....votes, accounting for.....-.....
Abstained.....-.....votes, accounting for.....-.....
Voided.....-.....votes, accounting for.....-.....

Of the shareholders attending the meeting and eligible for votes

3. Approved the amendment of the memorandum of association, article 4 corresponding with the decreased registered capital of the Company as follows:

Clause 4:

Registered capital: Baht 1,108,857,244 (Baht one billion, one hundred and eight million, eight hundred and fifty-seven thousand, two hundred and forty-four)

Separated into: 1,108,857,244 shares (one billion, one hundred and eight million, eight hundred and fifty-seven thousand, two hundred and forty-four shares)

Par value per share Baht 1 (Baht one)

Separated into:

Ordinary shares: 1,108,857,244 shares (one billion, one hundred and eight million, eight hundred and fifty-seven thousand, two hundred and forty-four shares)

Preferred shares: nil shares (nil shares)

With vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (526,527,347 shares) as follows:

For.....702,036,426.....votes, accounting for.....100.....

Against.....-.....votes, accounting for.....-.....

Abstained.....-.....votes, accounting for.....-.....

Voided.....-.....votes, accounting for.....-.....

Of the shareholders attending the meeting and eligible for votes

Remarks: For agenda 3, there were additional shareholders attending the meeting totaling 27,369 shares, accounting totaling 702,036,462 shares.

4. Approving the issuance and offering for sale of the third warrant (ECL-W3) with amount limit of 554,428,622 units for existing shareholders pro-rata to shares held at the ratio of 2 shares for 1 unit of warrant (in the event division results in decimal places, they shall be rounded down to full unit) at no costs. The rate of acquisition and the exercise price are also established to be one unit of warrant for one ordinary share at the exercise price of Baht 1.85 per share (subject to change subsequently in the event right adjustment is required). Holders of warrants may convert their right under the warrants to ordinary shares at each 6-month intervals over the two-year

period. It is established that 16 January 2019 shall be the Record Date in which shareholders compiled and listed shall be eligible to receive warrants.

The Board or the Chairman of the Executive Committee shall be assigned under power of attorney to establish details and other terms, and engaging in any other proceedings as necessary relevant to the issuance and offering for sale of the third warrant.

With vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For..... 712,014,644..... votes, accounting for..... 100.....
Against..... -..... votes, accounting for..... -.....
Abstained..... -..... votes, accounting for..... -.....
Voided..... -..... votes, accounting for..... -.....

Of the shareholders attending the meeting and eligible for votes

Remarks: For agenda 4, there were additional shareholders attending the meeting totaling 9,978,182 shares, accounting totaling 712,014,644 shares.

5. Approved registered capital increase of the Company from Baht 1,108,857,244 to Baht 1,663,285,866 by issuing new ordinary shares amounting to 554,428,622 shares at the par value of Baht 1 per share, to support of the exercise of right – under the warrant No.3 with vote count no less than three – quarter (3/4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For..... 712,014,644..... votes, accounting for..... 100.....
Against..... -..... votes, accounting for..... -.....
Abstained..... -..... votes, accounting for..... -.....
Voided..... -..... votes, accounting for..... -.....

Of the shareholders attending the meeting and eligible for votes

6. Approved amendment of the memorandum of association of the Company under clause 4 to correspond with the registered capital increase.

Clause 4:

Registered capital: Baht 1,663,285,866 (Baht one billion, six hundred and sixty - three million, two hundred and eighty-five thousand, eight hundred and sixty-six)

Separated into: 1,663,285,866 shares (One billion, six hundred and sixty- three million, two hundred and eighty- five thousand, eight hundred and sixty - six shares)

Par value per share Baht 1 (Baht one)

Separated into:

Ordinary shares: 1,663,285,866 shares (One billion, six hundred and sixty- three million, two hundred and eighty - five thousand, eight hundred and sixty - six shares)

Preferred shares: nil shares (nil share)

With vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For..... 712,014,644votes, accounting for..... 100.....
Against..... -votes, accounting for -
Abstained..... -votes, accounting for -
Voided -votes, accounting for -

7. Approved appropriation of the increased ordinary shares totaling 554,428,622 shares with Baht 1 par to support the exercise of right under the third warrant (ECL-W3) for the acquisition of ordinary shares at the rate of one unit for one ordinary share with at the exercise price of Baht 1.85 per share (Baht one point eight five) (subject to change in the event of right adjustment)

With vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For..... 712,014,644votes, accounting for..... 100.....
Against..... -votes, accounting for -
Abstained..... -votes, accounting for -
Voided -votes, accounting for

8. Approved amendment of the articles of association under clause 36 to correspond with the law with vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For 712,014,644 votes, accounting for 100
Against - votes, accounting for -
Abstained - votes, accounting for -
Voided - votes, accounting for -

Of the shareholders attending the meeting and eligible for votes

9. Approved the issuance and offering for sale of debenture with amount limit of Baht 1,800 million. Since the company has requested for amount limit of Baht 1,200 million (as per resolution reached at the Extraordinary Meeting of Shareholder No. 1/ 2560 dated 29 September 2017) The Company has subsequently issued debenture for the amount of Baht 600 million on 5 October 2018. There remains Baht 600 million balance for debenture issuance. Current approval request is for an amount limit of Baht 1,800 million which in combination with the previous limit approved, totaling Baht 3,000 million, the amount limit for debenture issuance and offering for sale. The amount limit balance for debenture issuance is Baht 2,400 million. They do not include convertible bond, and warrant bond.

With vote count no less than three – quarter (3 / 4) of the eligible and attending shareholders (534,010,983 shares) as follows:

For 712,014,644 votes, accounting for 100
Against - votes, accounting for -
Abstained - votes, accounting for -
Voided - votes, accounting for -

Please be informed accordingly for public and investor dissemination.

Sincerely Yours



Mrs. Duangrat Jaengmongkol
Director and Company Secretary
Eastern Commercial Leasing PLC