



# INVITATION FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING FOR THE YEAR 2024

Wednesday, 24 April 2024 at 14:00 o'clock.

*Our Service Mind Is Your Satisfaction*



via E-AGM



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Remark: <i>Shareholders are encouraged to access the shareholder meeting invitation letter and supplementary documents through the company's official website, accessible at <a href="http://www.ecl.co.th">www.ecl.co.th</a> This information will be made available on 22 March 2024.</i>	

Date 22 March 2024

Subject **Invitation for the Annual General Shareholders' Meeting  
for the Year 2024**

To the Attention of Shareholders of Eastern Commercial Leasing PLC

The Board of Directors Meeting No. 1/ 2567 of Eastern Commercial Leasing PLC ( " **The Company**" ) held on 22 February 2024 has unanimously resolved to convene the Annual General Shareholders' Meeting for the year 2024 via **electronic media conference (E-AGM)** in accordance with the provision prescribed by the Royal Decree on Electronic Media Conference BE 2563, **to be held on 24 April 2024 at 14:00 o'clock**. To consider various agenda summarized as follows:

**Agenda 1** To consider ratification of the Minute of the Annual General Shareholders' Meeting for the Year 2023 held on 24 April 2023

**Objective and Reasoning:** Public Company Act BE2535 (Public Company Act) requires under Article 96 that the Company must complete preparation of the minute of the shareholders' meeting within 14 days from the date of the meeting. The Company convened the Annual General Shareholders' Meeting for the Year 2023 on Monday 24 April 2023 in which copy of the minute of the meeting has already been submitted to the Securities Exchange of Thailand within the required time schedule and publicized in the company website (<https://www.ecl.co.th>).

**Board's Opinion** The Board has reviewed and believes the Minute has been recorded complete and accurate in accordance with resolutions passed in the AGM2023 with copy of the Minute and details presented per Attachment 1. The Board considered appropriate to submit the Minute at the Annual General Shareholders' Meeting for ratification.

**Required Votes** Majority of the attending and eligible shareholders

**Agenda 2** To consider acknowledgement of the company's results of operations for the period ended on 31 December 2023

**Objective and Reasoning:** The Company summarized the results of operations and important changes occurring in fiscal year 2023 as presented in Annual Report 2023 (Form 56-1, One Report) , accessible through QR Code under caption ' Management Analysis and Explanation' already forwarded to shareholders along with the invitation document per Attachment 2.

**Board's Opinion** The Board considered appropriate to submit the operating results and Annual Report 2023 (Form 56-1 One Report) for acknowledgement.at the Annual General Shareholders' Meeting.

**Required Votes** The Agenda is for acknowledgement only. No voting is required.

**Agenda 3** To consider approval of the statement of financial position and statement of income for fiscal year ended on 31 December 2023

**Objective and Reasoning:** To comply with the Public Companies Act BE 2535, and Article of Association, Article 56 as appeared per Attachment 3, the Company must prepare statement of financial position, and statement of comprehensive income for the past fiscal year as audited by company auditor, submitted for approval consideration at the Annual General Shareholders' Meeting. The Company has prepared financial statements for the year ended on 31 December 2023 presented in the Annual Report 2023 ( Form 56- 1 One Report) with summary financial report as audited by the auditor and reviewed by the Audit Committee ( Annual Report 2023, Form 56- 1 One Report) and financial highlights presented in the Attachment 2, accessible via QR Code under caption 'financial statements'.

**Board's Opinion** The Board considered appropriate to submit to the Annual General Shareholders' Meeting for consideration and approval the statement of financial position, and statement of comprehensive income for the year ended on 31 December 2023, as audited by company auditor, and reviewed by the Audit Committee

**Required Votes** Majority of the attending and eligible shareholders

**Agenda 4**

To consider approving appropriation for legal reserve, and dividend declared from operating profits for the year 2023

**Objective and Reasoning:** The Public Companies Act Article 116 requires companies to appropriate a portion of their net profit for the year as reserve no less than 5% of net profit for the year deducted by retained loss carried forward (if any) until reserve reaches no less than 10% of registered capital, and for the approval of appropriation of profit as dividend declared as shareholder return in which the Company's policy is to maintain the payout ratio of approximately 50% of net profit after income tax and legal reserve. Subject to necessity and other appropriateness in the future, dividend declared requires approval at the shareholders' meeting. The Board resolved to submit for shareholder approval consideration with prior year dividend payment information including year 2023 proposal.

Prior year dividend payments, and year ending 31 December 2023 proposal:

Description	Accounting period 2021	Accounting period 2022	Year 2023: Jan - Jun interim dividend	Accounting period 2023 (proposed)
Net profit after corporate income tax – Baht million	183.80	192.64	66.99	94.70
Deducted by appropriation of legal reserve 5% - Baht million	9.19	9.63	3.35	4.73
Net profit after corporate income tax and legal reserve 5% - Baht million	174.61	183.01	63.64	89.97
Number of shares Baht 1 par / share	1,108,859,002	1,108,859,002	1,108,859,002	1,108,859,002
Dividend from operating results (year)	Jan – Dec 2021	Jan – Dec 2022	Jan – Jun 2023	Jan - Dec.2023

Dividend declared / Baht per share	0.08	0.05+0.05	0.03	Proposed Baht 0.05/ share, value Baht 55.44 million, interim dividend already declared Baht 0.03/share, balance Baht 0.02 /share
Dividend declared - Baht million	88.71	110.89	33.27	22.18
Dividend payment date	13 May 2022	9 Sep 2022 and 12 May 2023	8 Sep 2023	16 May 2024
Dividend payout ratio – Dividend over net income after income tax and legal reserve (%)	50.80%	60.59%	52.27%	61.62%

#### Board's Opinion

Operating results for the year 2023, separate financial statements generated net profit amounting to Baht 94,704,031.26 (corporate income tax rate 20%). The Board considered appropriate to submit for approval consideration at the Annual General Shareholders' Meeting for appropriation as follows:

1. Appropriation for legal reserve at 5% of net profit for the year 2023 amounting to Baht 4,735,201.56 with balance of net profit amounting to Baht 89,968,829.70, and unappropriated retained earnings, increasing to Baht 349,639,670.35 total available for appropriation of dividend.
2. Appropriation of dividend declared from net profit for the year 2023 to shareholders holding 1,108,859,002 shares at the rate of Baht 0.05/ share amounting to Baht 55,442,950.10. The Board at its 4/2566 meeting dated 10 August 2023 resolved to approve interim dividend at the rate of Baht 0.03 per share, and paid on 8 September 2023.

There remains dividend declared balance of Baht 0.02/ share amounting to Baht 22,177,180.04 million. Dividend payout ratio for the year will be 61.62% of net profit for the year after tax and legal reserve which is higher than the 50% policy ratio to maintain the continuing compensation return on investment for shareholders.

Such dividend proposal, and eligibility remain uncertain as it requires approval resolution at the shareholders' meeting. If shareholders resolve to approve such dividend proposal, date determines shareholder list eligibility for dividend declared shall be the same as the record date for shareholder AGM attendance on 13 March 2024, with dividend payable scheduled on 16 May 2024.

It is considered appropriate to submit such dividend proposal at the shareholders' meeting for approval consideration.

**Required Votes** Majority of the attending and eligible shareholders

**Agenda 5** To consider the appointment of directors replacing directors retired through rotation

**Objective and Reasoning:** In accordance with the Public Companies Act BE 2535, and Articles of Association,

Article 18, at the Annual General Shareholders' Meeting, a third of the directors shall be retired annually on the basis that the longest servicing directors shall be retired first. Retiring directors are eligible to be reinstated as directors. At this year's meeting three directors are scheduled to be retired consisting of:

No.	Name of Director	Position	Board Attendance for the year 2023	Years of Service as at 31 December 2023
1	Mr. Danucha Veerapong	Director, Chairperson of the Executive Committee	5/5	20 Y 1 MO
2	Mr. Masayuki Nozawa	Director, Managing Director, Member of the Executive Committee	5/5	3 Y 7 MO
3	Mrs. Prapasri Permsup	Director/Independent Director/ Chairperson of the Audit Committee, Member of the Nomination and Remuneration Committee	5/5	5 Y 8 MO

All three directors are eligible to be reinstated.

The company complies with policy of promoting the good governance principles, equal and fair treatment with all shareholders, the company as a matter of practice guidance, provided opportunity for shareholder

participation by proposing qualified director candidate for approval consideration as director in accordance with established basis posted on company website from 1 October 2023 to 30 December 2023 to no avail.

In this regard, the Nomination and Remuneration Committee has considered and resolved to submit the 3 directors for approval consideration to be reinstated as directors for another term.

**Board's Opinion:**

The Board of Directors have considered with due care and of the opinion that the three proposed directors have been considered with due process established by the company for various qualification in accordance with relevant regulations and appropriate to company's business engagement, knowledgeable, and experienced beneficial to the company's business engagement. The 3 individuals have dedicated in the performance of their duties for the best interest of the company, and shareholders as a whole continuingly. In particular director ranked number 3, has been an independent director since 24 April 2018, has had qualification in accordance with relevant law and regulations related to independent directors with terms to expire in 9 years on 24 April 2027 and therefore remains qualified for the position of company director, and member of the Audit Committee.

It is therefore appropriate to propose appointment of the three directors namely:

- (1) Mr. Danucha Veerapong Director, the Chairperson of the Executive Committee
- (2) Mr. Masayuki Nozawa Director, Managing Director
- (3) Mrs. Prapasri Permsup Director, Independent Director, Chairperson of the Audit Committee, Member of the Nomination and Remuneration Committee

To be reinstated as directors for another term as proposed by the Nomination and Remuneration Committee (detailed background of the three directors per [Attachment 4](#), and qualification of an independent directors presented per [Attachment 5](#)).

**Required Votes**

Individual voting with majority of the attending and eligible shareholders

Agenda 6 To consider the appointment of auditor and establishment of audit fees for the year 2024

Objective and Reasoning: To comply with Public Company Act BE 2535, Article 120, the AGM shall consider the appointment of company auditor, and establishment of audit fees for the year. And in accordance with the Capital Market Supervisory Board, listed company must arrange for auditor rotation in the event the existing auditor has been reviewing or auditing and expressing opinion for company's financial reports over the past 7 consecutive years. The company may appoint new auditor working with the same existing audit firm. Nonetheless the company may reappoint the replaced auditor for rotation reason, upon time lapsed of 5 years from the date the auditor is replaced.

For the year 2024, the Audit Committee has considered and proposed to the Board of Directors for submission at the Annual General Shareholders' Meeting the consideration for appointment of DIA International Audit Co., Ltd, as the Company's auditor for the year 2024. DIA International Audit Co., Ltd. has proposed list of auditors and audit fees below:

1. Mrs. Suvimol Krityakien, CPA number 2982, and / or
2. Mr. Viroj Sajjathamnukul, CPA number 5128, and / or
3. Mr. Jumpot Prairatanakorn, CPA number 7645, and / or
4. Mr. Noppalerk Pitsanuwong, CPA number 7764

Proposed audit fee for the year 2024 shall be Baht 2,285,000 increasing Baht 310,000 from previous year as a result of increasing work corresponding with the change in accounting standards, and the company's expanding regulated credit business. The Audit Committee has considered the proposal as follows:

1. DIA International Audit Co., Ltd. has auditors with knowledge and skills capable of performing audit works efficiently and provides quality service for the company including providing advice, clarification on new accounting standards.
2. DIA International Audit Co., Ltd. has been performing its duties for the company well over the years allocating sufficient and appropriate time required for audit works, delivered financial report per schedule. And for continuity, it is appropriate to utilize service of the same firm.

3. Auditors of the company, and its joint venture shall be from the same audit firm, in which the Board shall supervise to ensure a timely completion of financial reports preparation.
4. DIA International Audit Co., Ltd. and individual auditors listed above have no relationship, no vested interest in the company, with the Management, or major shareholders whatsoever. Past auditor appointment and audit fees are summarized below:

Fiscal Year Audited	Year 2022	Year 2023	Year 2024 (Year Proposed)
Name of audit firm	DIA	DIA	DIA
Individual auditors	Miss Somjintana or Mr. Viroj or Mr.Jumpot, or Mr.Nopalerk	Miss Somjintana or Mr. Viroj or Mr.Jumpot, or Mr.Nopalerk	Mrs. Suvimol or Mr. Viroj or Mr.Jumpot, or Mr.Nopalerk
Years auditing the company	sixth Year	seventh Year	Shall be first Year
Reason for auditor change	-	-	Existing auditor has serviced for 7 consecutive year.
Audit Fee	1,855,000	1,975,000	2,285,000
Allowance, travel expense for upcountry branch audit	None	None	May be
Other services (Non audit fee)	None	None	None

**Board's Opinion**

The Board resolved to propose to the AGM for approval consideration for the appointment of DIA International Audit Co., Ltd. with individual auditors being 1. Mrs. Suvimol Krityakien, CPA Registration # 2982, or 2. Mr. Viroj Sajathamnukul, CPA Registration # 5128, or 3. Mr. Jumpot Prairatanakom, Registration # 7645, or 4. Mr. Nopalerk Pitsanuwong, CPA Registration # 7764 as company's auditor for the year 2024. If appointed auditor, Mrs. Suvimol Krityakien shall be in her first year auditing the company. Audit fees for the year 2024 has been established at Baht 2,285,000 an increase of Baht 310,000 over prior year.

**Required Votes**

Majority of the attending and eligible shareholders

Agenda 7

To consider approving compensation amount for directors, members of the Audit Committee for the year 2024

**Objective and Reasoning:** As per Article 34 of the Articles of Association, the shareholders' meeting determines pension fund and compensation for directors. Directors are entitled to compensation from the company in the forms of reward, meeting fees, retirement payment, bonus, or other forms of benefits per Articles of Association or as determined at the shareholders' meeting which may be in specific amount or on certain basis and shall be established from time to time or continuingly until otherwise modified. This may furthermore include allowances and fringe benefits in accordance with company regulation.

The establishment of compensation has been considered by the Board thoroughly by comparison with companies in the same industry and operating results, submitted for shareholder approval consideration annually. The Board is authorized to have its own discretion in allocating the sum approved among directors in accordance with duties, responsibilities, amount of works, and consistent with director compensation in other companies of the same size (detailed appropriation for the year 2023, presented in One Report, section 8. Report of Important Operating Results related to Entity Governance, 8.1.2 Attendance and Compensation for individual director).

For the year 2024, the Nomination and Remuneration Committee has performed preliminary consideration, and resolved to submit the information to the Board of Directors for consideration prior to submission to the Shareholders' meeting for approval consideration with the opinion that the compensation for directors, members of the Audit Committee for an amount limit of Baht 5.5 million, a decrease of Baht 3 million from prior year, is appropriate with below details:

1. Financial Compensation

Compensation in Baht	2023	2022	2021
limit amounted	8,500,000	8,500,000	8,500,000
Number of Individuals	6	6	5
Amounts	4,647,000	6,172,000	5,632,000

**Remarks:**

- Director appointment from May 2023 shall be compensate with a monthly pay of Baht 30,000 and meeting fee of Bah 5,000 per meeting.
- Company executive directors and employees are not eligible for the monthly, and the meeting fees

2. Non-Financial Compensation namely life insurance, health insurance (group basis) specifically for director with Thai residency and age less than 70 years old, without hereditary disorder per guideline established by insurance company, and cost of training/ seminar.

**Board's Opinion**

The Board resolved to submit to the shareholders' meeting for approval consideration regarding compensation of directors, members of the Audit Committee for the year 2024 amounting to Baht 5.5 million, Baht 3 million decrease from prior year. The Board of Directors is authorized at its discretion to establish basis for allocation, rate of compensation for director at the sum as appropriate.

**Required Votes**

No less than two-third (2/3) of the attending and eligible shareholders

**Agenda 8**

**To consider other matters (if any)**

This agenda item has been provided for shareholder enquiry and/or director clarification or response to enquiry (if any). Therefore, there shall be no other agenda for approval consideration, and no resolution required in this agenda. The company recognized the importance of shareholders' right and therefore invites all shareholders to participate in the meeting via electronic media in full force at the specified date and time. Shareholders who are not able to attend by themselves, may assign other individuals under proxy or to 1. Mr. Wichai Maithong, the Chairperson of the Board/ Independent Director, and 2. Mr. Thailuck Leetavorn, Member of the Audit Committee/ Independent Director, with detailed information per Attachment 6 as assignee to participate and vote on their behalf.

In this regard, the company requests cooperation for participating shareholders or assignee under proxy to please study documents or required evidential identification documents at the meeting, assignment procedures, registration for shareholder identification, the advance document submission and, meeting procedures via electronic media, voting procedures, vote counts, and questioning during the meeting by following instruction per attachment 8.

**Document submission via company channel:**

Document submission indicating intent to attend the meeting via electronic media, utilize registration document per Attachment 10, and identification document including various supporting documents as appeared per Attachments 7, 8, 9 with submission via company channel below:

Post: Office of Directors and Company Secretary/ Eastern Commercial Leasing PLC, Number 976/1 Soi Rama IX Hospital, Rim Klong San Saeb Road, Bangkapi Sub-District, Huay Kwang District, Bangkok 10310

Email: [comsec@ecl.co.th](mailto:comsec@ecl.co.th)

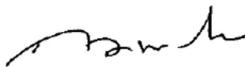
Proxy documents enclosed per Attachment 7 are types A and B for general shareholders. As for proxy document type C is for foreign shareholder investors and Thai custodian appointment for shareholding/ monitoring.

The Company has publicized this invitation letter, relevant meeting documents, copy of minute of the AGM for the year 2023, Annual Report 2023 (form 56-1, One Report) through company website, [www.ecl.co.th](http://www.ecl.co.th) or convenience and speedy access to company information by shareholders.

For this Meeting, the Company has prepared annual report in the form of a QR Code forwarded to shareholders. Shareholders, who would like to have Invitation letter for the year 2024, or Annual Report 2023, One Report in printed form, may contact at phone number 02-641-5252, Extension 9419 or email at [comsec@ecl.co.th](mailto:comsec@ecl.co.th) for such documents.

The Company scheduled the date determining the list of shareholders eligible to participate in the Annual General Shareholders' Meeting for the Year 2024 and entitled to dividend declared on the 13 March 2024 (Record Date). Appropriation of dividend is subject to resolution passed at the shareholders' meeting.

Sincerely Yours



Eastern Commercial Leasing PLC

Mr. Danucha Veerapong

The Chairperson of the Executive Committee

As per resolution passed by the Board of Directors

**Date, Time, and Location of the Meeting**

Held on 24 April 2023 14:00 – 14:45 O'clock, with shareholders' meeting onsite physical venue conference and via electronic media conference – E-AGM, at the Parichart Room (3rd Floor), Hotel Golden Tulip Sovereign Bangkok, Rama IX Road, Huay Kwang District, Bangkok

**The Meeting**

Mr. Phipat Phornsuan, the Chairman of the Board, acted as the Chairman of the meeting, introduced company directors and auditors attending the Meeting as follows:

**Attending Directors (9 out of 9 directors, 100% participation):**

1. Mr. Phipat Phornsuan, the Chairman of the Board
2. Mr. Danucha Veerapong, Vice Chairman of the Board, and Chairman of the Executive Committee
3. Mr. Prapakorn Veerapong, Director, Vice Chairman of the Executive Committee, and Managing Director
4. Mrs. Duangrat Jaengmongkol, Director, Member of the Executive Committee, Company Secretary, and Member of the Nomination and Remuneration Committee
5. Mr. Masayuki Nozawa Director, Member of the Executive Committee, and Managing Director
6. Mr. Sorapas Suttienkul, Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee
7. Mrs. Prapasri Permsab Independent Director, Chairperson of the Audit Committee, and Member of the Nomination and Remuneration Committee
8. Mr. Thailuck Leetavorn, Independent Director, and Audit Committee Member
9. Mr. Wichai Maithong Independent Director

**Auditor for the year 2022**

Miss Somjintana Polhirunyarat, Certified Public Accountant Number 5599

**Management staff participated in responding to shareholders' questions in this Meeting**

1. Mrs. Charatsang Yuampai, Deputy Managing Director – Finance and Accounting
2. Mr. Tiratee Patiparnvoharn Deputy Managing Director - Marketing

**The Meeting**

Mr. Phipat Phornsuan assigned Mr. Danucha Veerapong, the Vice Chairman of the Board, to conduct the meeting.

Mr. Danucha Veerapong, the Vice Chairman, informed the Meeting that there were shareholders attending both by themselves and via proxy totaling 41 individuals, in aggregate 624,815,923 shares equivalent to 56.35 percent of the total 1,108,859,002 shares issued and paid up. The quorum requirement per Company's Articles of Association has been met considering the number of attending shareholders no less than 25 individuals holding in aggregate no less than one third of total shares issued and paid up or 369,619,667 shares (three hundred and sixty-nine million, six hundred and nineteen thousand, and six hundred and sixty-seven shares). The Meeting hence proceeded to consider various matters in accordance with the established agenda contained in the meeting invitation document.

Mr. Danucha Veerapong informed the meeting of the voting procedures and vote count of shareholders for each subject matter agenda considered as follows:

**Physical Vote**

- As per Article 42 of the Articles of Association voting for each agenda considered, a shareholder shall have the right to vote, one share for one vote, with total votes equal to the total number of shares held plus the number of shares under proxy. A shareholder, utilizing vote card received at registration, may elect to vote in only one of the three choices namely to vote for, to vote against, or to abstain in each agenda being considered. A shareholder may not allocate shares to vote in multiple choices.
- As voting for resolution or authorization for any activities for all agenda of the meeting shall be on eligible and attending shareholder majority votes, for speedy vote count for each agenda, vote count shall be administered for participating shareholders and proxy by accumulating the number of votes against, abstained, and voided in each agenda considered. These votes against, abstained, and voided shall be deducted from the total number of shares attending the meeting to derive at the number of votes for the issue being considered. Voided voting card is the card with unclear marking or correction made on marking without signature certification. Voided cards shall be deducted from total eligible and attending votes. Shareholders who wish to vote against, or abstained shall raise their hands for voting card collection by attending officials and accordingly recorded for subsequent result summary. For

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accurate vote count for each agenda, shareholders who wish to leave the conference during the meeting to please advise registration official at the front counter.

- Vote count for each agenda may differ from total votes at the beginning of the meeting if attending shareholders leave the conference or enter after the meeting already started. After the meeting the company shall request to collect voting cards from all attending shareholders in particular Agenda 5 related to appointment of directors replacing directors scheduled through rotational retirement (including shareholder voting for, against, or abstained). Please drop the voting card in the provided box at the exit door.

#### **Voting via Electronic Media (E-Meeting)**

- For the Annual General Shareholders' Meeting for the year 2022 via electronic media, participants may watch the live broadcast throughout the meeting, including result of vote count for each agenda. The company has provided demonstration VDO clip for user of the E-Meeting System at the beginning of the meeting for voting and shareholder questioning. Shareholders encountering technical issues with the system, may contact for assistance from OJ Call Center at 02-079-1811 or email address – [e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com) at all times throughout the meeting.
- A shareholder shall have the right to vote, one share for one vote, with total votes equal to the total number of shares held plus the number of shares under proxy. A shareholder may elect to vote in only one of the three choices namely to vote for, to vote against, or to abstain in each agenda being considered. A shareholder may not allocate shares to vote in multiple choices.
- Shareholders may enter their vote in the system by click at the link AGM Vote, then click at the E-Voting button for voting of each agenda requiring voting with available time period of approximately one minute for each agenda. For each agenda voting, where shareholders do not enter voting, the system shall consider the voting choice as 'for' the agenda.
- Vote counts shall include attending shareholders via electronic media and proxy shareholders by compiling votes against, abstained, or voided, deducted from total votes, with the remaining to be considered votes for.
- Voided votes not counted in the voting procedures, are proxy voting with marking more than one choice or amended marking without signature initial, or split voting by same individual shareholders, except in the case of custodian shareholders.
- To be consistent with the good governance principle for the Securities Exchange of Thailand, on Agenda 5, Appointment of Director replacing scheduled retiring Directors, it is requested

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that shareholders or proxy vote for appointment on an individual director basis.

- The company has provided opportunities for shareholder submission of questions related to the agenda at the annual general shareholders' meeting in advance with the office of the Directors and Company Secretary, and prior to voting of each agenda, the opportunities for questioning of the agenda as appropriate with request to text in question at the 'chat' menu, and click at 'ECL Q&A' button, follow by question message. The company shall consider the question and respond at the agenda involved or in the event of the direct questioning at the meeting, with request to click on 'Raise Hand' button, questioning then click 'Lower Hand' upon finishing.
- For proxy shareholders with specific instruction for voting for, against or abstained written in the proxy document, the company shall record voting accordingly on the basis of the proxy document. Where specific instructions are not written on the proxy document, proxy shareholders shall vote as if the assigning shareholders attending the meeting themselves.
- The company shall report results to the meeting upon completion of vote count in which for each agenda, the latest attending shareholder for that agenda, and the results shall be reported with four decimal places, and the results of voting of the agenda shall be considered final and conclusive upon announcement.

Resolution passed or approved for Agenda 1-6 shall be by majority votes of the attending and eligible shareholders. Only Agenda 7, concerning compensation for directors shall require voting for resolution passed or approved at no less than two-third or 67%

Subsequently, Mr. Danucha Veerapong introduced Khun Rangsiya Booranapawang, a member of the internal audit team from Improvis Co., Ltd. who shall perform the duties of vote count at each agenda. Mr. Danucha Veerapong then proceeded to introduce an observer from the Thai Investors Association, Khun Pornnaris Srila-aporn, a shareholder right protection volunteer.

Mr. Danucha Veerapong proposed subject matters for consideration per the Agenda as follows:

**Agenda1: To consider ratification of the Minute of the Extra-Ordinary General Shareholders' Meeting 1/2565 held on 30 June 2022**

Mr. Danucha Veerapong proposed to the meeting to consider ratification of the Minute of the Extra-Ordinary General Shareholders' Meeting 1/2565, prepared for submission to the Securities Exchange of Thailand, and the Ministry of Commerce within the scheduled time including disclosure in the company website, with copy per Attachment 1 in which the Board is of the opinion

that it has recorded matters of the meeting correctly, and therefore submits for shareholder ratification of the aforementioned minute.

There were no shareholder enquiries or request for modification of the Minute.

Upon proper proceeding and ratification, the resolution is as follows:

**Resolution:**     **The meeting resolved to ratify the EGM 1/2565 Minute** with majority votes comprising the following vote count:

For....	624,815,923.....	Votes, equivalent to....	100.....	percent
Against .....		Votes, equivalent to... ..	.....	percent
Abstained ... ..		Votes, equivalent to ... ..	.....	percent
Voided .....		Votes, equivalent to .....	.....	percent

Of the eligible and attending shareholders

**Agenda 2:**     **To consider acknowledgement of Company's results of operations, for the year ended on 31 December 2022**

Mr. Danucha Veerapong, reported that the company's net profit for the year 2022 was Baht 184.57 million, a decrease of Baht 9.44 million or 4.87% from that of prior year.

New credit extension for the year 2022 amounted to Baht 1,895.64 million, increased by Baht 507.44 or 36.55% over that of 2021.

During the year 2022, the company's portfolio, used to be at the level of Baht 6,000-7,000 million, came down to Baht 5,021.69 million. Comparing to the year 2021, the portfolio declined by Baht 289.02 million or 5.44%.

During the year 2022, the company was able to maintain the level of Net Interest Margin at the average rate of 6.94% even if the market rate was on the increasing trend.

On company's leverage, the D/E ratio at the end of 2022 declined from 1.65 to 1.37, considered to be relatively low, indicating company's potential to leverage itself for additional funding to support business expansion. NPL ratio declined from 7% to 6.2% for the same period.

The company's plan for the year 2023, has been the intent to extend hire purchase credit approximately Baht 3,000 million which based on result of new credit during the first quarter indicating likelihood trend of achieving target thus growing total credit portfolio to the level of Baht 6,000-7,000 million once again. During the pre-Covid19 era, the company recorded annually 10,000 customers, during the 2020-2021 period total customers p.a. were approximately 8,000.

Conversely, for the year 2022, the company reported 5000 customers signaling an improving trend.

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For the year 2023, the company has initiated new business via its Car for Cash product which shall help expand company's business for greater growth, as well as the Warranty business in joint venture with the Japanese company under the FIXMAN brand name with company having approximately 6,000 current customers. Nonetheless, the company's expansion for the year 2023 has still faced with the primary interest rate obstacle which has been on rapid rising trend. The company shall attempt to price for interest margin to achieve the highest profit which shall not be lower than that of the year 2022.

Mr. Masayuki Nozawa explained further that the company's pre-Covid19 portfolio quality was not of high quality. The company has subsequently improved on various basis for credit analysis thus improving portfolio quality continuingly. Year on year comparison, interest income for 2022 declined to Baht 494.65 from Baht 569.71 million in 2021 as a result of increasingly stringent credit analysis resulted in better quality credit. This coupled with reversal of doubtful debt provisioning resulted in overall higher profitability. The company has gone through time and experiences regarding the longest overdue period of credit portfolio management. For the year 2023, along with increasing new credit extension, the company shall attempt to control collection overdue amount at a fixed level along with credit extension. Nonetheless, for the year 2023, the level of doubtful debt provisioning reversal has declined. The company therefor plans and in process of increasing new loan interest income to compensate and achieve an overall balance of net profit for the year 2023 to be higher than that of the year 2022 with three components of strategy as follows:

1. To increase marketing via online application, business-to-business (B2B), and Car for Cash business
2. To initiate study of credit analysis through auto scoring model including enhancing speed for Speedy Operation
3. To study implementation of new collection system, and for long overdue debtors to jointly work with outsourcing agent to improve collection quality.

The three aforementioned components indicate the important factor being the digital transformation. Therefore, the company shall modify its operations along such a trend. The achieved operational efficiency shall result in increasing profitability. Nevertheless, improvement or modification in various matters require investment both in system and human resources. The Premium Group Co., Ltd. (the Japanese shareholder) agreed to and is ready to fully support this transformation.

Subsequently, Mr. Danucha Veerapong provided opportunities for shareholders to question:

**Shareholder question (Khun Piyapong Prasarttong):**

What has been the company's method and procedure in handling customer overdue payments.

**ECL answer (Khun Dhanucha):**

Over the past 2 years, the company understood fully the Covid19 situation. The company therefore adopted policy for delayed litigation against debtors, with preference for negotiation and debtor compromising agreement instead by providing payment period extension including debt restructuring for debtors to express empathy with them.

**Shareholder question (Khun Vararat Charoonsmith):**

For Digital Transformation that will improve margin, how long does it take for the project to be implemented to generate result.

**ECL answer (Mr. Nozawa):**

The company shall proceed in accordance with procedure with Auto Scoring System of the Call Center, and the Operation System development the fastest expected approximately in 3 years. Commencing the year 2023, the company shall compile information and various requirements. Upon completion, the company shall commence the development stage in 2024 with anticipated implementation in the year 2025 which shall be commencement of implementation concurrently with system development.

**Resolution:** The meeting resolved to acknowledge Company's operating results and Annual Report for the year 2022 with majority votes comprising the following vote count:

For ... 624,816,051... Votes, equivalent to.....100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

**Remark:** There were shareholders and proxy participated in the meeting for this agenda increased by 128 shares with total eligible and attending shares of 624,816,051

**Agenda 3:** To consider approving Company's Statement of Financial Position and the Statement of Comprehensive Income for the year ended on 31 December 2022

Mr. Danucha Veerapong proposed for approval consideration Statement of Financial Position and Statement of Comprehensive Income for the year ended on 31 December 2022 as audited by the company's auditor and presented in the Annual Report forwarded to shareholders in advance prior

to the meeting date, with summary report of the Statement of Financial Position, and Statement of Income in comparison between Year 2021, and Year 2022 shown on the conference room screen for this agenda.

Mr. Danucha Veerapong provided opportunities for shareholders to question or provide advice with executive directors and company auditor ready to respond:

There was no further enquiry.

Upon proper proceeding and ratification, the resolution is as follows:

**Resolution: The Meeting resolved to approve the Statement of Financial Position, and Statement of Comprehensive Income for the year ended 31 December 2022**

with majority votes comprising the following vote counts

For ... 624,816,051... Votes, equivalent to.....100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

**Agenda 4: To consider approving appropriation of legal reserve, and dividend declared from net profit for the year 2022**

Mr. Danucha Veerapong requested the meeting to consider approving appropriation of legal reserve and dividend declared from net profit as proposed by the Board of Directors

namely:

4.1 Operating results for the company alone for the year 2022 reported net profit of Baht 192,638,992.56 ( after paying corporate income tax at the rate of 20% ), the Board proposed to the meeting to consider approving appropriation of profit for legal reserve accounting for 5% of net profit amounting to Baht 9,631,949.63

4.2 After the appropriation of legal reserve, there remained balance of annual net profit available for dividend declared amounting to Baht 183,007,042.93 and unappropriated retained earnings increased to Baht 348,080,643.61. The Board felt appropriate to submit for shareholder consideration for appropriation of dividend declared from net profit for the year 2022 for shareholders holding 1,108,859,002 shares at the rate of Baht 0.10 per share amounting to Baht 110,885,900.20 dividend. The Board of Directors at its 3/2565 meeting on 11 August 2022 has already resolved to approve interim dividend, and paid out on 9 September 2022 at the rate of Baht 0.05 per share. There shall be dividend declared

remaining at the rate of Baht 0.05 per share amounting to Baht 55,442,950.10. Such payout ratio of 60.59% of annual net profit will be higher than the established dividend payout policy of approximately 50% of net profit after corporate income tax and legal reserve to maintain the level of compensation to shareholders continuingly.

The Board of Directors requested that eligible shareholders should be shareholders who have been eligible for participation at this meeting with name list established on 14 March 2023, and dividend payable on 12 May 2023.

Prior to resolution in this agenda, Mr. Danucha Veerapong provided opportunities for shareholders to raise their questions regarding other issues, or suggestion.

As no further questioning forthcoming, the meeting proceeded to vote on the proposed appropriation of legal reserve and dividend declared for the year 2022:

**Resolution:** The meeting resolved to approve the appropriation of legal reserve at 5% amounting to Baht 9,631,949.63, and dividend declared from net profit for the year 2022 at the rate of Baht 0.10 per share amounting to Baht 110,885,900.20. As the Board on its 3/2565 dated 11 August 2022 has already resolved to approve interim dividend, and paid on 9 September 2022 at the rate of Baht 0.05 per share amounting to Baht 55,442,950.10, there shall be additional dividend declared at this time at the rate of Baht 0.05 per share amounting to Baht 55,442,950.10 with majority votes comprising the following vote counts:

For. ... 624,816,051... Votes, equivalent to..... 100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

**Agenda 5:** To consider the appointment of directors replacing directors scheduled to be retired

To adhere to good governance practices, prior to the proceeding of this agenda, directors with rotational retirement and proposed to be reinstated for another term, have requested to leave the Meeting namely Mr. Prapakorn Veerapong, Mr. Thailuck Leetavorn, and Mr. Wichai Maithong.

Mr. Danucha Veerapong explained to shareholders that during this meeting a third of the directors or three directors are scheduled to be retired namely:

1. Mr. Prapakorn Veerapong The Managing Director

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2. Mr. Thailuck Leetavorn Director, Independent Director, and Member of the Audit Committee

3. Mr. Wichai Maithong Director, Independent Director

All three directors are eligible to be reinstated. As the company encouraging participation by all shareholders through submission of agenda, qualified and appropriate individual director candidate for director appointment consideration per regulation disclosed through company's website during 1 October to 30 December 2022, there were no director candidates or agenda being submitted to the company.

On 23 February 2023, the Board of Directors, on the Nomination and Remuneration Committee proposal, has considered various qualification including performance as company director over the past and was of the opinion that the three directors have performed their duties well throughout, have been knowledgeable, competent, and experienced beneficial to the company's business engagement, have been dedicated in the performance of duties as directors with due care for the best interest of the company and shareholders as a whole. All three directors have been without prohibitive characters per public company act, and with qualification in accordance with definition and charter of directors and independent directors. The Board resolved unanimously to approve reinstating the three directors for another term and to retain their existing position.

Directors who have been proposed for approval consideration to be reinstated are as follows:

1. Mr. Prapakorn Veerapong The Managing Director
2. Mr. Thailuck Leetavorn Director, Independent Director, and Member of the Audit Committee
3. Mr. Wichai Maithong Director, Independent Director

Detailed individual background of the three directors, and director qualification have been presented to shareholders in advance within the invitation document and Annual Report

There were no enquiries from shareholders.

Mr. Danucha requested for individual director voting.

Upon proper proceeding and ratification, the resolution is as follows:

**Resolution: The Meeting passed resolution with majority votes comprising:**

**5.1 Resolution passed to appoint Mr. Prapakorn Veerapong as director for another term**

For ... 624,816,051... Votes, equivalent to.....100...percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

**5.2 Resolution passed to appoint Mr. Thailuck Leetavorn as director for another term**

For. ... 624,816,051.....Votes, equivalent to.....100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

**5.3 Resolution passed to appoint Mr. Wichai Maithong as director for another term**

For. ... 624,816,051.....Votes, equivalent to.....100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

Appointed directors returned to the Meeting.

**Agenda 6: To consider the appointment of auditor for the year 2023 and establishing audit fees**

Mr. Danucha Veerapong proposed with counsel from the Audit Committee, and the Board has considered it appropriate to propose for appointment

1. Miss. Somjintana Polhiranrat, CPA Registration No. 5599, or
2. Mr. Viroj Sajathamnukul, CPA Registration No. 5128, or
3. Mr. Jumpote Prairatanakorn, CPA Registration No. 7645, or
4. Mr. Nopalerk Pitsanuvong, CPA Registration Number 7764

all from DIA International Audit Co., Ltd. as Company's external auditor for the year 2023. The Board is of the opinion that the audit firm has been working efficiently providing good quality services. The listed Auditors have no relationship with or vested interests in the Company whatsoever. Proposed audit fees for the year 2023 would be Baht 1,975,000, increasing by Baht 120,000 from prior year as a result of changing accounting standards requiring greater amount of works. If appointed at this time, Miss Somjintana, Auditor listed #1 shall have performed audit for the Company for the 7<sup>th</sup> year. Auditors listed #2-4 have not been signers for Company's Audit Report.

Mr. Danucha Veerapong provided opportunities for shareholders to raise their queries.

There was no further questioning.

Upon proper proceeding and ratification, the resolution is as follows:

**Resolution:** The meeting passed resolution appointing Miss Somjintana Polhiranrat or Mr. Viroj Sajathamnukul or Mr. Jumpote Prairatanakorn, or Mr. Nopalerk Pitsanuvong, all auditors from DIA International Audit Co., Ltd. as Company's external auditor for the year 2023 with established audit fee amounting to Baht 1,975,000 (one million, nine hundred and seventy-five thousand only), an increase of Baht 120,000 from prior year, with majority votes comprising the following vote count:

For ... 624,816,051...	Votes, equivalent to.....	100....	percent
Against .....	Votes, equivalent to .....		percent
Abstained ... ..	Votes, equivalent to .....		percent
Voided .....	Votes, equivalent to .....		percent

Of the eligible and attending shareholders

**Agenda 7:** To consider establishing compensation amount for directors, Audit committee members and member of the Nomination and Remuneration Committee for the year 2023

Mr. Danucha Veerapong reported that for the year 2023, compensation establishment has been carefully reviewed by the Nomination and Remuneration Committee, and the Board of Directors through comparison with companies in the same industry and operating results of the company, with amount appropriation at the Board's discretion on the basis of duties and responsibilities corresponding with director compensation in other companies at the same level.

For the year 2023, the Nomination and Remuneration Committee conducted preliminary review for compensation and submitted forthwith compiled information to the Board of Directors for consideration prior to submission for shareholders approval consideration. The Board was with the opinion that compensation for directors, audit committee members, and members of the Nomination and Remuneration Committee amounting to Baht 8.5 million is appropriate. Details for the amount appropriation was the same as prior years as presented in the One Report 2022, section 8. Important Operating Result Report Regarding Entity Governance, 8.1.2 Individual Director Compensation.

1. Financial Compensation

Meeting fee and monthly compensation

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Chairman of the Board: Baht 220,000 monthly compensation, no meeting fee

The Board of Directors: director compensation, Baht 50,000 per month, meeting fee Baht 7,000 per meeting

Chairman of the Audit Committee: Baht 20,000 per month, no meeting fee

The Audit Committee: committee member, Baht 10,000 per month, no meeting fee

Chairman of the Nomination and Remuneration Committee: Baht 5,000 per month, no meeting fee

The Nomination and Remuneration Committee: committee member, Baht 5,000 per month, no meeting fee.

Remark: Executive directors and company employees are not eligible for meeting fees and director compensation.

2. Non-Financial Compensation namely life insurance, and health insurance (Group type) specifically for Thai resident directors with age less than 70 years old, and without personal illness per insurance company standards, training and development costs.

There was no further questioning.

Mr. Danucha Veerapong proposed that as there was no further questioning, the meeting is to vote on the resolution for compensation for directors, audit committee members, and members of the Nomination and Remuneration Committee for the year 2023.

Approving vote for this agenda shall require 'for' voting no less than two-third (2/3) or 67%

Upon proper proceeding and ratification, the resolution is as follows:

**Resolution:** The meeting resolved to approve compensation for directors, the Audit Committee members, and members of the Nomination and Remuneration Committee for the year 2023, with amount limit of Baht 8.5 million, the same as prior year, with Board discretion for appropriation of the amount limit, with vote count no less than 2/3 (i.e. 416,544,034 votes) comprising the following vote count:

For. ... 624,816,051... Votes, equivalent to..... 100.... percent

Against ..... Votes, equivalent to ..... percent

Abstained ... ..... Votes, equivalent to ..... percent

Voided ..... Votes, equivalent to ..... percent

Of the eligible and attending shareholders

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**Agenda 8: To consider other matter**

Mr. Danucha Veerapong provided opportunities for shareholders queries or additional suggestion.

There was no further questioning.

Khun Danucha informed the meeting that as there was no further matter to consider, the meeting was to adjourn, with his gratitude toward all shareholders who dedicated their time participating at the meeting, and via electronic media and provided support for the Company's various activities successfully throughout, and requested that participants please return vote cards at the drop box at the exit door.

**The meeting adjourned at 14:45:00 o'clock**

Mr. Phipat Phornsawan

The Chairman of the Meeting

Mrs. Duangrat Jaengmongkol,

Company Secretary

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QR Code



## Articles of Association Specifically Related to Shareholders' Meetings

### Shareholders' Meetings

Article 36. The Board must convene shareholders' meeting as the Annual General Meeting within four (4) months subsequent to the ending of the Company's annual accounting period.

Other shareholders' meetings, other than under paragraph 1, are to be called 'extraordinary meeting'. The Board may convene extraordinary general meeting of shareholders whenever it considers appropriate.

One or more shareholders holding in aggregate at least ten percent (10) of the entire shares issued and subscribed shall jointly prepare requesting document for the Board to convene extra-ordinary shareholders' meeting at any time but must indicate matter and reasoning for the meeting request with clarity. In such an event, the Board must convene shareholders' meeting within forty-five (45) days from the date of receipt of the document from shareholders.

In the event the Board does not convene shareholders' meeting within the time period specified under paragraph three, shareholders who jointly request or other shareholders in aggregate holding the required number of shares, may convene the meeting by themselves within forty-five (45) days from the expiry date of the time period specified under paragraph three. In such an event, the shareholders' meeting is deemed to have been convened by the Board, and the Company shall be held responsible for expenses necessarily incurred for convening the meeting and reasonable facilitation.

In the event it is found that any shareholders' meeting as convened by shareholders per paragraph four the number of shareholders attending in the meeting does not meet the quorum requirement as specified under clause 38, shareholder per paragraph 4 must jointly be held responsible for and repay to the Company the expenses incurred for convening the particular meeting.

Article 37. To convene shareholders' meeting, the Board shall prepare meeting invitation document indicate the place, date, time, meeting agenda, and materials for the presentation at the meeting along with appropriate details indicated clearly that which relates to subject for acknowledgement, for approval, or for consideration along with the Board's opinion for the said subject matters indicated, and delivered to shareholders and the Registrar of the Public Companies no less than seven (7) days prior to the date of the meeting, and to publicize the invitation document in newspaper for three (3) consecutive days, no less than three (3) days prior to the date of the meeting.

Article 38. At the shareholders' meeting, the quorum requirement shall be met when the number of shareholders and the proxy shareholders under power of attorney (if any) attend the meeting no less than 25 persons or no less than half of the total number of shareholders, and holding shares in aggregate no less than one third (1/3) of total number of shares issued and subscribed.

At the shareholders' meeting, when the scheduled meeting time elapses for an hour, the number of shareholders attend the meeting has not fulfilled the quorum requirement, and the meeting is requested by shareholders, the meeting shall be cancelled. If the meeting is not requested by shareholders, the meeting shall be re-scheduled and the invitation document delivered to shareholders no less than seven (7) days prior to the meeting date. At the latter meeting the quorum requirement needs not be applied.

Article 41. The Chairman of the Board of Directors shall preside as the Chairman at the shareholders' meeting. In the event the Chairman of the Board is absent or unable to perform the duty, if there is a Deputy Chairman of the Board, the Deputy Chairman of the Board shall preside as Chairman of the meeting, if there is no Deputy Chairman of the Board or the Deputy Chairman is unable to perform the duty, attending shareholders shall elect one shareholders to become the Chairman of the meeting.

Article 40. The shareholders' meeting shall be conducted in accordance with the sequence of the meeting agenda established in the invitation document unless the meeting passes resolution to alter the agenda with voting no less than two-third (2/3) of the attending shareholders.

When all the subject matters have been considered in accordance with the established meeting agenda, shareholders holding shares in aggregate no less than a third (1/3) of all the shares issued and subscribed may request the meeting to consider subject matter other than those established in the invitation document.

In the event the meeting is unable to complete consideration of the subject matters in accordance with the meeting agenda, or additional matters requested by shareholders, and deferment is necessary, the meeting shall establish place, date, and time for the next meeting. The Board shall deliver invitation document indicating the place, date, time, and meeting agenda to shareholders no less than seven (7) days prior to the date of the meeting, and to publicize the invitation document in newspaper for three (3) consecutive days, no less than three (3) days prior to the date of the meeting.

Power of Attorney to Attend the Meeting and the Voting Right of Shareholders

Article 39. At the Shareholders' Meeting shareholders may assign others to attend and vote on their behalf. The Power of Attorney must be prepared in writing affixing the signature of the assigner in the form prescribed by the Registrar of the Public Companies, and submitted to the Chairman of the Board or individual designated by the Chairman of the Board at the place of the meeting prior to the assignee attending the meeting. The document shall contain at the least the following items:

- A. The number of shares held by the assigner
- B. The name of the assignee
- C. The number of the meeting for the proxy shareholder to attend and vote

Article 42. At the Shareholders' Meeting each individual shareholder may exercise one vote for one share held  
Shareholders may not vote for matters in which they have vested interest in other than voting for the appointment of directors.

Article 43. Voting for any resolutions or any approvals at the Shareholders' Meeting shall be by majority of the attending shareholders who are eligible to vote except as established otherwise in this Articles or under other circumstances established by Law or under the following instances - no less than three-quarter (3/4) of the number of votes of the attending shareholders who are eligible to vote

- the sale or transfer of the Company's essential business in whole in part to other party
- the purchase or receipt of business of other public company or private company
- the entering into, the modification, or the cancellation of the contract to lease the essential business of the Company in whole or in part, the assignment of other individual or entity to manage the business of the Company, the merger of the Company with other entity with the purpose of sharing profit
- the alteration, addition to the Memorandum, or the Articles of Association
- the increase or decrease in registered capital
- the issuance of debenture
- the merger or the liquidation of the Company

Qualification of Directors, the Appointment of Directors, and the Scheduled Retirement of Directors

Article 15. The Company shall have one Board of Directors consisting of at least five (5) directors. The Board shall elect among the directors, the Chairman of the Board. The Board may elect Deputy Chairman or other position as appropriate. No less than half of the directors must have residency in the kingdom.

Article 16. Company's director needs not be a shareholder.

Article 17. The Shareholders' Meeting shall elect directors in accordance with the following rules and procedures

- 1) each shareholder shall be eligible to vote equal to the number of shares held
- 2) each shareholder may exercise one's right to vote for one individual or multiple individuals to become directors. In the latter case the shareholder may not split the number of votes among the director candidates.
- 3) Individual candidates who gather the highest number of votes in descending order become the elected directors equal to the number of directors required per the Articles or the number of directors needed at the particular meeting. In the event the subsequent candidate directors have equal number of votes in excess of the number of directors required per Articles, or the number of directors needed at the particular meeting, the Chairmen of the Meeting shall have the casting vote.

Article 18. At the Annual General Shareholders' Meeting, at least a-third (1/3) of the number of directors shall retire. If it is not possible to partition the number of available directors in to three parts, the nearest proportion to a-third should suffice for the purpose.

Directors who are scheduled to retire during the first, and the second year after registering the Company shall be elected by random drawing. For subsequent years, the longest servicing directors shall be retired first.

Retiring directors may be reappointed.

Director Compensation

Article 34. The Shareholders' Meeting shall establish benefit and compensation for directors.

Directors are eligible to be compensated by the Company by way of monetary reward, meeting fees, benefit, bonus, or other types of compensation in accordance with the Articles or as considered and established at the Shareholders' Meeting in specific amount, or in principle governing amount as required, or in force until modified. In addition, directors are eligible for other fringe benefits in accordance with Company Rules and Regulation

The right in the previous paragraph shall not affect the right of directors who are employees of the Company, to benefit from compensation and other fringe benefits as an employee of the Company.

Compensation payment under paragraph 1 and 2 shall not contradict with the maintenance of the qualification of an independence director according to law relevant to and established by the securities and securities exchange

#### Dividend Declared

Article 48. Dividend declared is prohibited unless approved by resolution at the shareholders' meeting or resolution of the Board for interim dividend declared.

Shareholders are to be informed of dividend declared in writing. Such announcement delivered to shareholders is to be publicized in newspaper for three (3) consecutive days. Dividend declared is payable within one (1) month from the date of resolution passed for dividend declared.

Article 49. The Board may approve interim dividend from time to time when it is found that the Company earns reasonable profit to entertain such payment. The Board is to report interim dividend payment at the subsequent shareholders' meeting.

Article 50. Dividend is to be appropriated in accordance with the number of shares equally among all shares unless established otherwise in this Article for preferred shares.

Article 51. The Company must appropriate part of the net profit for the year as legal reserve amounting to no less than five (5) percent of net profit for the year deducted by deficit brought forward (if any) until the legal reserve reaches the amount no less than ten (10) percent of the Company's registered capital

#### Books of Account and Audit

Article 56 The Board must arrange for the preparation of balance sheet and statement of income at the end of the fiscal year of the Company for presentation to the shareholders at the Annual General Shareholders' Meeting for consideration and approval. The Board of Directors must arrange for the audit of the financial statements prior to submission at the shareholders' meeting.

Article 59 The Annual General Shareholders' Meeting shall appoint the auditor annually, and previous auditor may be re-appointed.

Article 60 The compensation amount of the auditor shall be determined at the shareholders' meeting.

## Supporting document for considered – Agenda 5

The information for supporting to consider to appoint of directors replacing directors retired through rotation

1. Mr. Danucha Veerapong	Age 54 years
Type of directors proposed to be appointed	Director
Position Title	Director / Chairman of the Executive Committee
Education Background	- Master of Business Administration, Major in Marketing, University of Hartford, Connecticut, U.S.A.  - Bachelors of Business Administration, Major in Economic/ Finance, Bentley College, Massachusetts, U.S.A.
Professional Training	- The Thai Institute of Directors Association (IOD) program:  The Director Accreditation Program (DAP)
Work Experiences	
2007 – 2019	Director, Cool Solution Co., Ltd.
2002 – 2003	Director of Sales and Services, the Bank of Asia PCL
Position held in Other Listed Entities	None
Position held in Non-Listed Entities	
2018 – Present	Chairman of the Board, ECL Asset Co., Ltd.
2017 – Present	Chairman of the Audit Committee, Siam Syndicate Technology Co., Ltd.
2016 – Present	Independent Director, Siam Syndicate Technology Co., Ltd
2002 – Present	Director, Hi-Tech Land (2002) Co., Ltd.
Date of Appointment	November 11, 2003
Number of years in position	20 years 1 month
Meeting attendance	Attend to the Executive Committee in 2023 for 5 times out of 5 total
Proportion of Shares held	3.90%
Appointed position in other business that may conflicts of interest or compete with the company	None

**Nature of the Relationship**

- The director who does participate in management, employee, an advisor who does receives compensation. not being a professional service provider.

- Business relationship (e.g. land lessor)

- Relative with the Executive and major shareholders of the company

**Performance in 2023**

- Co-determine policy, vision, mission, and strategic plans for the company's business operations.

- Participate in setting operational goals for each department and jointly determine success indicators

- The operational control and follow up on performance to meet targets.

- Supervises the company to have internal controls, risk management system and ensuring diligent monitoring of their effectiveness.

<b>2. Mr. Masayuki Nozawa</b>	Age 59 years
<b>Type of directors proposed to be appointed</b>	Director
<b>Position Title</b>	Director / Member of the Executive Committee, and Managing Director
<b>Education Background</b>	- Bachelor of Law, University of Kokukakuin, Japan
<b>Professional Training</b>	- The Thai Institute of Directors Association (IOD) program: The Director Certification Program (DCP) class 153/2011
<b>Work Experiences</b>	
2022 – Present	Managing Director, Eastern Commercial Leasing PCL
2018 – 2022	Deputy Managing Director, Eastern Commercial Leasing PCL
2016 – 2018	Director and senior executive, Acom Co., Ltd.
2009 – 2016	Director and executive, Acom Co., Ltd.
2006 - 2016	Managing Director, marketing planning, investor relation, customer service, Acom Co., Ltd.
2006	Assistant Manager, International Business, Acom Co., Ltd.
1996 – 2006	Managing Director, ISI Corporation Ltd.
1993 – 1996	Marketing Manager ISI Corporation Ltd.
1990 – 1993	Supervisor, credit card business planning, A-Plus Co., Ltd.
1986 – 1990	Employee, A-Plus Co., Ltd. Shisuoka Branch
<b>Position held in Other Listed Entities</b>	None
<b>Position held in Non-Listed Entities</b>	
2019 – Present	Director, Premium Asset Management (Thailand) Co., Ltd
2019 – Present	Director, Premium Service (Thailand) Co., Ltd.
<b>Date of Appointment</b>	May 15, 2020
<b>Number of years in position</b>	3 years 7 months
<b>Meeting attendance</b>	Attend to the Executive Committee in 2023 for 5 times out of 5 total
<b>Proportion of Shares held</b>	0.05%
<b>Appointed position in other business that may conflicts of interest or compete with the company</b>	None

**Nature of the Relationship**

- The director who does participate in management, employee, an advisor who does receives compensation. not being a professional service provider.

- Not being close relative to the executive or major shareholders.

**Performance in 2023**

- Co-determine policy, vision, mission, and strategic plans for the company's business operations.

- Participate in setting operational goals for each department and jointly determine success indicators

- The operational control and follow up on performance to meet targets.

- Supervises the operations of the collection and business development department.

3. Mrs. Prapasri Permsup	Age 74 years
Type of directors proposed to be appointed	Director
Position Title	Director, Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee and Member of the Corporate Governance and Sustainability Committee
Education Background	- Master of Business Administration (Public Accounting), St. John's University, New York, USA - Bachelor of Accountancy (Honored), Chulalongkorn University
Professional Training	- The Thai Institute of Directors Association (IOD) program: The Director Certification Program (DCP) (258/2018) The Advance Audit Committee Program (AACP) (29/2018) The Board Nomination & Compensation Program (BNCP) (6/2019) - Certificate, Advance Finance, Thammasat University - Certificate, Executive Development for The Experienced Manager University of Pennsylvania - Certificate, Siam Cement Management Development Programs University of Pennsylvania - Certificate, Personnel Management and Labor Relation, Faculty of Economics, Chulalongkorn University - Certificate, Marketing Management, Thailand Management Association - Certificate, Internal Auditor, Association of Internal Auditors
Work Experiences	
2017 – 2021	Audit and Assessment Director, Ministry of Public Health
2007 – 2015	Director of Audit Office, Red Cross Society Thailand
1980 – 2007	Assistant Director, Audit Department, Siam Cement PCL, Deputy Managing Director, Cement Thai Accounting, Director of Accounting and Finance, Siam Cement Group
1977 – 1979	Assistant Comptroller, ITT (Thailand) Co., Ltd.
1973 – 1976	Senior Auditor, Coopers & Lybrand

<b>Position held in Other Listed Entities</b>	None
<b>Position held in Non-Listed Entities</b>	
2020 – Present	Director, Christian Foundation for the Blind in Thailand Under the Royal Patronage of H.M. the King
<b>Date of Appointment</b>	April 24, 2018
<b>Number of years in position</b>	5 years 8 months
<b>Meeting attendance</b>	<ul style="list-style-type: none"> <li>- Attend to the Board of Director in 2023 for 5 times out of 5 total.</li> <li>- Attend to the Audit Committee Meeting in 2023 for 5 times out of 5 total.</li> <li>- Attend to the Nomination and Remuneration Committee Meeting in 2023 for 5 times out of 5 total.</li> <li>- Attend to the Corporate Governance and Sustainable Committee Meeting in 2023 for 1 time out of 1 total.</li> </ul>
<b>Proportion of Shares held</b>	None
<b>Appointed position in other business that may conflicts of interest or compete with the company</b>	None
<b>Nature of the Relationship</b>	<ul style="list-style-type: none"> <li>- Not holding position of director or former director participating in The executive function of the Company, being employee, staff, advisor under Company's payroll, or individual having influential control over the Company except where the individual has exit from such position for at least 2 years prior to the appointment.</li> <li>- Not being close relative to the executive or major shareholders.</li> </ul>
<b>Performance in 2023</b>	<ul style="list-style-type: none"> <li>- Member of the Audit Committee participate in reviewing the internal control system, financial reports, auditor, efficient risk management systems.</li> <li>- Participate in determining policy, vision, mission, and strategic plans of the company.</li> </ul>

- Continuously monitor the company's performance to optimize results and offer strategic recommendations for sustainable business growth and long-term value creation.
- Promote business operations based on good governance, while encouraging for environment and social responsibility of the company business operations.

### Qualification of Independent Director

The Company has established qualification of independent director consists of qualification as prescribed by the Public Companies Act, and qualification as established by the Securities Exchange Commission namely:

#### **Qualification of director as prescribed by the Public Companies Act**

1. Must be an individual
2. Must have reached one's legal age
3. Must not have been declared bankrupt, incapacitated, or appeared to be incapacitated
4. Must not have been convicted and sentenced with prison term for guilt relating to properties committed by fraudulent act and
5. Must not have been penalized by dismissal, or discharged from Government or organization or agencies of the Government on ground of fraudulent conduct in performing one's duties

#### **Qualification of an independent director as established by the Securities Exchange Commission**

1. Holding no more than 1% of the total voting common stocks of the Company, its parent, subsidiaries, affiliates, or entities which may have conflicting interests with the Company including shares held by related parties to that of the particular independent directors
2. Not holding position of director or former director participating in the executive function of the Company, being employee, staff, advisor under Company's payroll, or individual having influential control over the Company, parent, subsidiary, affiliate, subsidiary at the same level or legal entity which may have conflicting interest with the Company except where the individual has exit from such position for at least 2 years prior to the appointment.
3. Not individual genetically connected, or through legal marriage in the form of parents, spouse, brothers-sisters, and children including spouses of children of executives, major shareholders, individuals with controlling interest or individuals who may be proposed to executive position or individual with controlling interest of the Company, or subsidiaries.
4. Not having or formerly having business relationship with the Company, parent, subsidiaries, affiliates, or legal entities who may have conflicting interest in the form that may impede an independent judgment of the director including not being or formerly being a major shareholder, director who is not independent director or executive of individual having business relationship with the Company, parent, subsidiary,

affiliate or legal entity who may have conflicting interest except where the individual has exit such position for at least 2 years prior to the appointment.

The aforementioned business relationship includes trade transaction performed in the normal course of business for the purposes of engaging in rental or property lease, transactions related to properties or services or providing, or receiving financial assistance via receiving or lending, guaranteeing, providing properties as securities for indebtedness including other like kind of activities which may result in the Company or contracting party having debt obligation to the other party accounting for 3% or more of the net tangible asset of the Company or Baht 20 million or more whichever is the lower. The computation procedure for debt obligation is to apply by adaption the computation for value of related party transaction announced by the Securities Exchange Commission on information disclosure, and operation of listed entities concerning related party transactions. However the consideration of debt obligation is to include debt obligation occurring during the period one year period prior to the date having business relationship with the same individual.

5. Not being or formerly being an auditor of the Company, parent, subsidiary, affiliate or legal entity which may have conflicting interest, and not being major shareholder, director who is not independent director, executive, or managing partner of an audit firm who has auditors being auditors of the Company, parent, subsidiary, affiliate, or legal entity which may have conflicting interest except where the individual has exit from such position for at least 2 years prior to the appointment.
6. Not being or formerly being provider of any professional services including legal counseling or financial advisory receiving service fees exceeding Baht 2 million per annum from the Company, parent, subsidiary, affiliate or legal entity which may have conflicting interest. Where the service provider is a legal entity to include its major shareholder, director who is not independent director, executive, or managing partner of the professional service provider except where the individual has exit from such position for at least 2 years prior to the appointment.
7. Not being director appointed as representative of director of the Company, major shareholders or shareholders related to the Company's major shareholders
8. Not having any other characters rendering the individual incapable of providing an independent opinion related to the operation of the Company.

## Independent Director Details for Proxy Document Preparation

<b>1. Mr. Wichai Maithong</b>	Age 63 years
<b>Address</b>	7/88 Chaiyaphruek, Soi Thawi Watthana 24, Liap Khlong Thawi Wattana Road, Sala Thammasop Subdistrict, Thawi Watthana District, Bangkok, 10170.
<b>Position Title</b>	Chairman of the Board of Director, Independent Director, Chairman of the Risk Management Committee
<b>Educational Background</b>	- Master of Business Administration (MBA), Dhurakij Pundit University - Bachelor of Business Administration (BA), Ramkhamhaeng University
<b>Professional Training</b>	- The Thai Institute of Directors Association (IOD) program: The Director Leadership Certification Program (DLCP) Class 7/2022 The Director Certification Program (DCP) (258/2018) The Advance Audit Committee Program (AAP) (30/2018) Executive Development Program (EDP) (12/2013)
<b>Work Experiences</b>	
2018 - 2023	Advisor to the Risk Management Committee, Doikham Food Products Co., Ltd.
2017 - 2022	Director, Prism Consulting Co., Ltd.
2012 - 2019	Director, and Advisor, Risk Management and Internal Control Group of the Association of Listed Companies
2016 – 2017	Manager, Sustainable Development, Thai Oil PCL
2008 – 2016	Manager, Organizational Risk Management, Thai Oil PCL
1993 - 2008	Administrative Manager, Thai Lube Base PCL
1986 – 1993	Purchasing official, Petroleum Authority of Thailand
<b>Position held in Other Listed Entities</b>	
2018 - Present	Independent Director, Chairman of the Risk Management and Member of the Audit Committee, Prosper Engineering PCL
<b>Position held in Non-Listed Entities</b>	None
<b>Date of appointment</b>	April 23, 2018
<b>Number of years in the position</b>	5 years 8 months
<b>Meeting Attendance</b>	- Attend to the Board of Director in 2023 for 5 times out of 5 total. - Attend to the Risk Management Committee Meeting in 2023 for 1 time out of 1 total.

Proportion of Shares Held	None
Holding in other entities which may be in conflict of interest of or in competition with this company	None
Nature of the Relationship	<ul style="list-style-type: none"><li>- Not holding position of director or former director participating in the executive function of the Company, being employee, staff, advisor under Company's payroll, or individual having influential control over the Company except where the individual has exit from such position for at least 2 years prior to the appointment.</li><li>- Not individual genetically connected</li><li>- Not being close relative to the executive or major shareholders.</li></ul>
Having vested interest differed from other directors within the agenda being presented in this meeting	None

<b>2. Thailuck Leetavorn</b>	Age 75 years
<b>Address</b>	64/2 Soi Ekkamai 10 Yaek 4, Sukhumvit 63 Road, Klongtan-Nua Subdistrict, Watthana District, Bangkok, 10110.
<b>Position Title</b>	Member of the Board of Director, Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee
<b>Educational Background</b>	- Master of Economics, Sul Ross State University, Texas, USA. - Bachelor of Accountancy, Faculty of Commerce and Accountancy (Statistics), Chulalongkorn University
<b>Professional Training</b>	- Thai Institute of Directors Association (IOD)'s - The Directors Accreditation Program (DAP) (37/2005) - The Director Certification Program (DCP) (64/2005) - The Advance Audit Committee Program (AACP) (29/2018) - The Thai Listed Companies Association program: - The Executive Development Program (EDP) (#1) - CMA (#4), Capital Market Academy
<b>Work Experiences</b>	
2013 – 2016	Independent Director and Audit Committee Member, Porn Prom Metal PCL
2012 – 2013	Independent Director, Porn Prom Metal PCL
2006 – 2009	Director, Chief Executive Officer, Unimit Engineering PCL
1993 - 2005	Chairman of the Board, Unimit Engineering Co., Ltd.
<b>Position held in Other Listed Entities</b>	
2016 – Present	Independent Director and Chairman of the Audit Committee, Porn Prom Metal PCL
2009 – Present	Director, Unimit Engineering PCL
<b>Position held in Non-Listed Entities</b>	None
<b>Date of appointment</b>	August 15, 2017
<b>Number of years in the position</b>	6 years 4 months
<b>Meeting Attendance</b>	- Attend to the Board of Director in 2023 for 5 times out of 5 total. - Attend to the Audit Committee Meeting in 2023 for 5 times out of 5 total. - Attend to the Corporate Governance and Sustainable Committee in 2023 for 1 times out of 1 total.
<b>Proportion of Shares Held</b>	None

Holding in other entities which may be None

in conflict of interest of or in competition with this company

Nature of the Relationship

- Not holding position of director or former director participating in the executive function of the Company, being employee, staff, advisor under Company's payroll, or individual having influential control over the Company except where the individual has exit from such position for at least 2 years prior to the appointment.
- Not individual genetically connected
- Not being close relative to the executive or major shareholders.

Having vested interest differed from None

other directors within the agenda being

presented in this meeting

(ปิดอากรแสตมป์ 20 บาท)  
(Affix 20 Baht duty stamp)



Attachment 7

**หนังสือมอบฉันทะ แบบ ก.**  
**Proxy Form (A)**

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholder's Registration No. Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ บ้านเลขที่ \_\_\_\_\_  
I/We Nationality Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ลีสซิง จำกัด (มหาชน)  
As a shareholder of Eastern Commercial Leasing Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of shares and have the rights to vote equal to votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and have the right to vote equivalent to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง  
Preferred share shares and have the right to vote equivalent to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1.  
กรุณาระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing no. 1,  
please mark ✓ at  1. and give the  
detail of the Assignee

กรณีเลือกข้อ 2. หรือ 3.

กรุณาทำเครื่องหมาย ✓ ที่  2. หรือ 3.

If you make proxy by choosing no. 2  
or 3, please mark ✓ at  2 or 3.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name Age Years,  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code  
หรือ/or

2. ชื่อ นายวิชัย ไหมทอง อายุ 63 ปี  
Name Mr. Wichai Maithong Age 63 Years  
อยู่บ้านเลขที่ 7/88 หมู่บ้านชัยพฤกษ์ ซ.ทวีวัฒนา 24 ถนน เลียบคลองทวีวัฒนา  
Residing at 7/88 Chaiyaphruek Village Soi. Thawi Watthana 24  
Road, Road Along the Cannal Thawi Watthana ,  
อำเภอ/เขต ทวีวัฒนา จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10170  
District Thawi Watthana Province Bangkok Postal Code 10170  
หรือ /or,

3. ชื่อ นายไทยลักษณ์ ลีถาวร อายุ 75 ปี  
Name Mr. Thailuck Leetavorn Age 75 Years,  
อยู่บ้านเลขที่ 64/2 ซอย เอกมัย 10 แยก 4 ถนน สุขุมวิท 63  
Residing at 64/2 Soi Ekkamai 10, Intersection 4 Road Sukhumvit 63  
ตำบล/แขวง คลองตันเหนือ อำเภอ/เขต วัฒนา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110  
Sub-district, Khlong Tan Nuea District, Watthana Province, Bangkok Postal 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธ ที่ 24 เมษายน 2567 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เวลา 14.00 น. หรือจะฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 on Wednesday 24 April 2024 via electronic media conference E-AGM, broadcast live on 14:00 O'clock, or such other date, time and place as the meeting maybe adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts the assignee committed at the Meeting are considered as if I have committed by myself in all material respect.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ The Assigner  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Independent Director Assignee  
( \_\_\_\_\_ )

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** The shareholder who assigns one's right, must so assign to only one assignee as attendant who votes at 1the Meeting.The shareholder may not allocate one's shares held to multiple assignees for isolated voting.

**หนังสือมอบฉันทะ แบบ ข.**

**Proxy Form (B)**

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholder's Registration No. Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ บ้านเลขที่ \_\_\_\_\_  
I/We Nationality Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ลีสซิ่ง จำกัด (มหาชน)  
Being a shareholder of Eastern Commercial Leasing Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of shares and have the right to vote equal to votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share of shares, have the right to vote equivalent to votes,  
 หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง  
Preferred share shares, have the right to vote equivalent to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1.  
กรุณาระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing no. 1,  
please mark ✓ at  1. and give the  
detail the Assignee.

กรณีเลือกข้อ 2. หรือ 3.  
กรุณาทำเครื่องหมาย ✓ ที่  2. หรือ 3.

If you make proxy by choosing no. 2  
or 3, please mark ✓ at  2 or 3.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name \_\_\_\_\_ Age Years,  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Postal Code or,

2. ชื่อ \_\_\_\_\_ นายวิชัย ไหมทอง \_\_\_\_\_ อายุ \_\_\_\_\_ 63 \_\_\_\_\_ ปี  
Name \_\_\_\_\_ Mr. Wichai Maithong \_\_\_\_\_ Age \_\_\_\_\_ 63 \_\_\_\_\_ Years,  
อยู่บ้านเลขที่ 7/88 หมู่บ้านชัยพฤกษ์ ซ.ทวีวัฒนา 24 ถนน เลียบคลองทวีวัฒนา  
Residing at 7/88 Chaiyaphruk Village Soi. Thawi Watthana 24 ,  
อำเภอ/เขต ทวีวัฒนา \_\_\_\_\_ จังหวัด \_\_\_\_\_ กรุงเทพฯ \_\_\_\_\_ รหัสไปรษณีย์ 10170  
District Thawi Watthana Province Bangkok \_\_\_\_\_ Postal Code 10170  
หรือ/OR

3. ชื่อ \_\_\_\_\_ นายไทยลักษณ์ ลีถาวร \_\_\_\_\_ อายุ \_\_\_\_\_ 75 \_\_\_\_\_ ปี  
Name \_\_\_\_\_ Mr.Thailuck Leeatavorn \_\_\_\_\_ Age \_\_\_\_\_ 75 \_\_\_\_\_ Years,  
อยู่บ้านเลขที่ 64/2 ซอย \_\_\_\_\_ เอกมัย 10 แยก 4 ถนน สุขุมวิท 63  
Residing at 64/2 Soi \_\_\_\_\_ Ekkamai 10, Intersection 4 Road Sukhumvit 63  
ตำบล/แขวง คลองตันเหนือ อำเภอ/เขต วัฒนา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110  
Sub-district, Khlong Tan Nuea District, Watthana Province, Bangkok Postal 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่พุธ ที่ 24 เมษายน 2567 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เวลา 14.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 on Wednesday 24 April 2024 via electronic media conference E-AGM, broadcast live on 14:00 O'clock, or such other date, time and place as the meeting maybe adjourned.

4. ข้าพเจ้า ขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้า ดังนี้

(4) I/We hereby authorize the Assignee to vote on my/our behalf in this meeting as follows:

- (A) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion
- (B) The Assignee shall vote as I so wish as follows

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 1 Ratification consideration of the minute of the AGM for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 2 Acknowledgement of operating results for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 Approval consideration for the statements of financial position, and statements of comprehensive income of the Company for the year ended on 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรประจำปี 2566 เป็นสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4 Approval consideration for the appropriation of the year 2023 for Legal Revenue, and dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion..
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 Approval consideration for the appointment of directors replacing directors retired through rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- การแต่งตั้งกรรมการทั้งชุด
- Appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. นายตฤชา วีระพงษ์

1. Mr. Danucha Veerapong

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

2. นายมาซายุกิ โนซาวะ

2. Mr. Masayuki Nozawa

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

3. นางประภาศรี เพ็มทรัพย์

3. Mrs. Praphasri Permsub

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

วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับปี 2567

Agenda 6 Approval consideration for the appointment of auditor, and establishment of audit fees for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2567

Agenda 7 Approval consideration the compensation amount for directors, member of the audit committee, for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters if (any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Any agenda voting of the proxy which is not complied with this letter shall be deemed as incorrect voting and it shall not be my voting in term of a shareholder

(5) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(6) In case I/we do not specify my/our intention to vote in any agenda or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/ she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือ มอบฉันทะให้ ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

All acts the Assignee committed at the Meeting except the case that the Assignee does not vote according to those specify in the proxy form, are considered as if I have committed by myself in all material respect.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ The Assigner  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Independent Director Assignee  
( \_\_\_\_\_ )

#### **หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

#### **Remark**

1. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex to this proxy form (B).

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.  
Extension Form to Power of Attorney Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ซิสซิ่ง จำกัด (มหาชน)

The proxy on behalf of the shareholder of Eastern Commercial Leasing Public Company Limited.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่พุธ ที่ 24 เมษายน 2567 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เวลา 14.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 on Wednesday 24 April 2024 via electronic media conference E-AGM, broadcast live on 14:00 O'clock, or such other date, time and place as the meeting maybe adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

- ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                       Disapprove                       Abstain

ข้าพเจ้าฯ ขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ The Assigner

( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee

( \_\_\_\_\_ )

หนังสือมอบฉันทะ แบบ ค. (ใช้เฉพาะ คัสโตเดียน (Custodian))

Proxy Form C. (For foreign shareholders who have custodian in Thailand only.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholder's Registration No. Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Address Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
as being the custodian of \_\_\_\_\_

(2) ซึ่งเป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ลีสซิ่ง จำกัด (มหาชน)

Being a shareholder of Eastern Commercial Leasing Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share of \_\_\_\_\_ shares, have the right to vote equivalent to \_\_\_\_\_ votes,  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares, have the right to vote equivalent to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name Age Years,  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Postal Code or,

2. ชื่อ นายวิชัย ไหมทอง อายุ 63 ปี  
Name Mr.Wichai Maithong Age 63 Years,  
อยู่บ้านเลขที่ 7/88 หมู่บ้านชัยพฤกษ์ ซ.ทวีวัฒนา 24 ถนน เลียบคลองทวีวัฒนา  
Residing at 7/88 Chatyaphruek Village Soi. Thawi Watthana 24 ,  
อำเภอ/เขต ทวีวัฒนา จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10170 หรือ  
District Thawi Watthana Province Bangkok Postal Code 10170 or,

3. ชื่อ นายไทยลักษณ์ ลีถาวร อายุ 75 ปี  
Name Mr. Thailak Leethaworn Age 75 Years,  
อยู่บ้านเลขที่ 64/2 ซอย เอกมัย 10 แยก 4 ถนน สุขุมวิท 63  
Residing at 64/2 Soi Ekkamai 10, Intersection 4 Road Sukhumvit 63  
ตำบล/แขวง คลองตันเหนือ อำเภอ/เขต วัฒนา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110  
Sub-district, Khlong Tan Nuea District, Watthana Province, Bangkok Postal 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธ ที่ 24 เมษายน 2567 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เวลา 14.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 on Wednesday 24 April 2024 via electronic media conference E-AGM, broadcast live on 14:00 O'clock, or such other date, time and place as the meeting maybe adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 1 Ratification consideration of the minute of the AGM for the year 2023..

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 2 Acknowledgement of operating results for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 Approval consideration for the statements of financial position, and statements of comprehensive income of the Company for the year ended on 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรประจำปี 2566 เป็นสำรองตามกฎหมายและการจ่ายเงินปันผล
- Agenda 4 Approval consideration for the appropriation of the year 2023 for Legal Revenue, and dividend payment.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ
- Agenda 5 Approval consideration for the appointment of directors replacing directors retired through rotation.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- การแต่งตั้งกรรมการทั้งชุด
- Appointment of all directors
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appointment of individual directors
1. นายอนุชา วีระพงษ์
1. Mr. Danucha Veerapong
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
2. นายมาซายุกิ โนซาวะ
2. Mr. Masayuki Nozawa
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
3. นางประภาศรี เพ็มทรัพย์
3. Mrs. Praphasri Permsub
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain
- วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567
- Agenda 6 Approval consideration for the appointment of auditor, and establishment of audit fees for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve  Disapprove  Abstain

วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2567

Agenda 7 Approval consideration the compensation amount for directors, member of the audit committee, for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters if (any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The Assignee shall vote as I so wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| <input type="checkbox"/> Approve  | <input type="checkbox"/> Disapprove  | <input type="checkbox"/> Abstain    |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(5) Any agenda voting of the proxy which is not complied with this letter shall be deemed as incorrect voting and it shall not be my voting in term of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(6) In case I/we do not specify my/our intention to vote in any agenda or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Assignee shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

All acts the Assignee committed at the Meeting except the case that the Assignee does not vote according to those specify in the proxy form, are considered as if I have committed by myself in all material respect.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ The Assigner  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

#### หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. เอกสารและหลักฐานแสดงตัวตนที่ผู้เข้าร่วมประชุมจะต้องแสดง และ/หรือนำส่งให้บริษัทก่อนเข้าร่วมประชุม
  - ก. หนังสือมอบอำนาจจากผู้ถือหุ้นให้ คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - ข. หนังสือยืนยันว่า ผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
  - ค. สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคล ที่ออกโดยส่วนราชการของประเทศที่บุคคลนั้นตั้งอยู่ ซึ่งรับรองสำเนาถูกต้อง โดยผู้มีอำนาจกระทำการแทนนิติบุคคล และมีข้อความแสดงให้เห็นว่า ผู้ที่ลงนามมอบฉันทะในหนังสือมอบ ฉันทะ เป็นผู้ที่มีอำนาจกระทำการแทนนิติบุคคลซึ่งเป็นผู้ถือหุ้น
  - ง. เอกสารที่ไม่ได้มีต้นฉบับเป็นภาษาอังกฤษ จะต้องจัดทำคำแปลเป็นภาษาอังกฤษแนบมาด้วย และให้ผู้มีอำนาจ กระทำการแทนนิติบุคคลนั้น ลงลายมือชื่อรับรองความถูกต้องของคำแปล หากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศ ควรมีการรับรองลายมือชื่อโดยโนตารีพับลิก
  - จ. สำเนาหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ฉบับรับรองสำเนาถูกต้องของผู้มีอำนาจกระทำการแทนนิติบุคคล
  - ฉ. สำเนาหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) หรือ สำเนาบัตรประชาชน ฉบับรับรองสำเนาถูกต้องของผู้รับมอบ ฉันทะ
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

หมายเหตุ

บริษัทไม่มีการกำหนดให้ต้องใช้บัตรประชาชนตัวจริงของผู้มอบอำนาจ หรือไม่กำหนดในสิ่งที่นอกเหนือไปจากเอกสาร หรือหนังสือเวียนของทางการที่เกี่ยวข้อง

Remarks

1. This Proxy Type Core is designed for shareholders who recorded as foreign shareholders and have appointed a Custodian to act as their Depository and Trustee in Thailand
2. Documents and evidences required to be send to Company by the attendant prior to the E-AGM Meeting
  - A. A Shareholder's power of attorney which authorizes the Custodian to sign the proxy on his/her behalf.
  - B. A letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
  - C. Photocopy of the entity registration certificate issued by government authority of the country where the entity is located, certified to be correct by entity's authorized individual with document indicating that the individual affixing signature on the POA is so authorized by the entity shareholder
  - D. Where original documents are not in English, an English translation document must be prepared and attached, and certified to be the correct translation by entity's authorized individual. Where such documents are prepared in foreign countries, the notary public signature verification procedure must be performed.
  - E. Photocopy of passport (in case of foreign citizens) certified to be correct by entity's authorized individual
  - F. Photocopy of passport (in case of foreign citizens) or individual identification certified to be correct of the assignee
3. The shareholder who wishes to assign one's right, must so assign to only one assignee as attendant who votes at the Meeting. The shareholder may not allocate one's shares held to multiple assignees for isolated voting
4. In case of agenda for consideration in the Meeting is more than above stated, it can be specified in the attached supplemental "Extension Form to Power of Attorney (Type Kor and Type Core)"

REMARK:

The company does not require the original ID of the assigner or requires things other than the document or circular of the authorities involved specifies.

ใบประจำต่อแบบหนังสือมอบฉันทะ ค.

The Annex of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ลีสซิ่ง จำกัด (มหาชน)

The proxy on behalf of the shareholder of Eastern Commercial Leasing Public Company Limited.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธ ที่ 24 เมษายน 2567 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เวลา 14.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 on Wednesday 24 April 2024 via electronic media conference E-AGM, broadcast live on 14:00 O'clock, or such other date, time and place as the meeting maybe adjourned..

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion..

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Assignee shall vote as I so wish as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion..

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Assignee shall vote as I so wish as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Assignee is granted the right to consider and vote on my behalf at his or her sole discretion..

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Assignee shall vote as I so wish as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve  Disapprove  Abstain

ข้าพเจ้าฯ ขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

All acts the Assignee committed at the Meeting are considered as if I have committed by myself in all material respect.

ลงชื่อ Signed \_\_\_\_\_ ผู้มอบฉันทะ The Assigner  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

ลงชื่อ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ The Assignee  
( \_\_\_\_\_ )

Required documents or evidences to be presented for meeting registration (via electronic media)

Proxy assignment and Shareholder identity registration

Submission of documents and participate in the meeting of procedure

As the company has scheduled for the Annual General Shareholders' Meeting for the year 2024 online via electronic media only on Wednesday 24 April 2024, in which there shall be no venue of meeting or any at site registration, the company therefore requests that shareholders register in advance for the online electronic media meeting.

The company has engaged OJ International Co., Ltd. as organizer of the online shareholders' meeting via electronic media (E-Meeting Service). Shareholders who would like to participate in the online electronic media meeting may proceed to do so based on the following procedures:

**Required documents or evidences to be presented for meeting registration (via electronic media)**

1. **To inform the desire to participate in the meeting via electronic media, with information submission via email or posting**

Please fill in the form document informing the desire to participate in the meeting via electronic media (E - AGM) as presented in the Attachment 10. Please fill in with detailed information indicating participant's email address, and mobile telephone number clearly for the purpose of meeting registration.

2. **For individual shareholder**

- 2.1 **Where the shareholders participate in the meeting by themselves**

- (A) Shareholders' copy of their valid and unexpired identification document
- (B) Or alternatively other copy of their identification document issued by authorities for example civil servant identification, state enterprise identification or passport in the case of foreigners

- 2.2 **Where the shareholders assign other individual under proxy to participate in the meeting on their behalf**

- (A) Proxy documents type A or type B enclosed with the invitation document with complete and accurate filled in of information affixed with signatures of assigner and assignee.
- (B) Copy of shareholder identification certified to be true and correct
- (C) Copy of identification certified to be true and correct of the assignee of the proxy document
- (D) Or alternatively other identification document as per 2.1 (B) affixed with signature certifying true and correct copy of the shareholder (s) and the assignee of the proxy document

**3. For legal entity shareholder registered in Thailand**

**3.1 For cases where legal entity authorized individuals participate in the meeting by themselves**

- (A) Copy of legal entity registration of the shareholders certified true and correct (issued no more than 90 days to date of submission) affixed with signature of legal entity authorized individual, indicated that the participants are with delegated authorities to act on behalf of the legal entity shareholders.
- (B) Copy of identification certified to be true and correct of the authorized individual who have delegated authorities to act on behalf of the legal entities
- (C) Or alternatively, other identification document as per 2.1 (B), affixed with signature certifying true and correct of the legal entity authorized individual.

**3.2 For legal entity shareholders registered in Thailand assigning Proxy to other individual to participate in the meeting on their behalf**

- (A) Proxy documents type A or type B enclosed with the meeting invitation document, filled in with complete and accurate information, affixed with signatures of the assignor and the assignee.
- (B) Copy of the legal entity shareholders registration document (issued no more than 90 days to date of submission) affixed with signature certified to be true and correct by legal entity authorized individual indicating that the assignor in the proxy document having delegated authorities to act on behalf of the shareholder legal entities.
- (C) Copy of identification certified to be true and correct of the legal entity authorized individual
- (D) Copy of identification certified to be true and correct of the individual assignee

**4. For legal entity shareholders registered in a foreign country**

- (A) Proxy documents type A or type B enclosed with the meeting invitation document, filled in with complete and accurate, affixed with signatures of the assignor and the assignee
- (B) Copy of the legal entity registration document issued by authorities of the country where the legal entities are located, certified to be true and correct by the legal entity authorized individual indicating that the assignor of the proxy document having delegated authorities to act on behalf of the shareholder legal entity
- (C) Documents without English original copy must be translated in English attached with the submitted document, and certified to be true and correct of the translated copy by the legal entity authorized individual. If the documents are prepared in a foreign country, it should be subject to signature certification through the notary public procedure.

- (D) Copy of passport (in case of foreign citizen) certified to be true and correct by legal entity authorized individuals
- (E) Copy of passport (in case of foreign citizen) or copy of identification certified to be true and correct by the assignee

**5. Foreign shareholder investors appoint custodian for share deposit and monitoring**

- (A) Proxy documents type A or type B or type C filled in, and affixed with signatures of assignor and assignee
- (B) Copy of legal entity registration documents issued by the authority of the country where the entity is located, certified to be true and correct by the legal entity authorized individual indicating that the assignor in the proxy document having delegated authority to act on behalf of the shareholder legal entity.
- (C) Documents without English original copy must be translated in English attached with the submitted document, and certified to be true and correct of the translated copy by the legal entity authorized individual. If the documents are prepared in a foreign country, it should be subject to signature certification through the notary public procedure.
- (D) Copy of travel documents (for foreigner) certified to be true and correct of the individuals who are authorized to act on behalf of the legal entity.
- (E) Copy of travel documents (for foreigner) or copy of identification certified to be true and correct of the individual assigned with proxy
- (F) Power of attorney from the shareholders assigning share custodian to sign on behalf of the shareholders on the proxy document.
- (G) Confirmation document that the signer in the proxy document is authorized to engage in the share custodian business.

Remark: The company reserves the right to provide leniency regarding the presentation of individual shareholder identification document or evidences or individual holder of proxy for meeting participation as company feels appropriate.

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Proxy assignment and Shareholder identity registration submission of documents and meeting participation of procedure

1. For shareholders wish to participate in the meeting by themselves

- Individual shareholders may participate in the meeting by themselves by filling in shareholder account number, and citizen identification number or other identification document (issued by authority) as identification document.

2. For shareholders wish to assign other individual to participate in the meeting on their behalf ( not to independent directors)

- For shareholders who wish to assign to any other individual or assignee to participate in the meeting on their behalf, may fill in information indicating name and details of the individual assignee indicated in the proxy documents type A, or B as announced by the Department of Business Development, the forms of which have been enclosed with the meeting invitation documents.
- Please submit meeting intent document, filled in proxy document, affixed with signatures of assignor and assignee, along with identification documents of the assignor and the assignee as issued by the authority through company provided channel (per 4)

3. Shareholders who would like to provide proxy to an independent director

- Shareholders who do not wish to participate in the meeting via electronic media by themselves may also assign one or the other company's independent directors namely **Mr. Wichai Maithong** or **Mr. Thailux Leetavorn** to participate in the meeting and vote on their behalf by crossing the space provided for independent director option in the proxy document as assignee for the meeting. The company has enclosed the proxy documents within the meeting invitation document as presented in Attachment 7. Names and brief background information of independent directors designated as assignees are provided per Attachment 6.
- Please submit the filled in and signed Proxy document along with identification documents of the assignor issued by the authority through company provided channel (per 4)

4. Submission of documents through company's channel of communication

Submission of intent document for participation in the electronic media meeting as presented in the registration form per Attachment 10 and identification evidence along with supporting documents via company provided channel of communication as follows:

**Post:** Office of Directors and Company Secretary  
 Eastern Commercial Leasing PLC  
 976/1 Soi Rama IX Hospital, Rim Klong Samsen Road,  
 Bangkapi Sub-District, Huay Kwang District, Bangkok 10310

**Email:** [comsec@ecl.co.th](mailto:comsec@ecl.co.th)

Within 16.30 O'clock on 18 April 2024 (documents received date) with posting no later than 8 April 2024 (provided for long public holidays)

- For registration problem resolution, please contact company official at phone number 02-641-5252 Extension 9413, 9419, and 9429 during office hours 08.30 - 16.30 O'clock from 1 April 2024 (except Saturday-Sunday and public holidays).

Remark: For E-Meeting Service registration, if attendants are shareholders and concurrently assignee from other shareholders, or attendants who are assignees from a number of shareholders, may utilize one common email address (same address) for each shareholder registration without limit on the number of assignments.

5. Upon reviewing the comprehensive manual for the Annual General Shareholder's Meeting (E-AGM) provided by the company via email. The system permits registration for 60 minutes prior to the commencement of the meeting, The electronic media meeting is scheduled to commence promptly at 2 p.m.
6. Regarding the voting procedures during the Annual General Shareholder's Meeting (E-AGM), participants have the option to express their voting on each agenda item by selecting "approve," "disapprove," or "abstain". In the even no voting is exercised in any agenda, the system will result in the automatic to determine no voting as "for" voting.
7. Should you encounter any technical issues either prior to or during the Meeting (E-AGM), please promptly contact OJ International Co., Ltd., as a service provider for the company's E-AGM meeting system. Contact channels for OJ International Co., Ltd. will be specified in the email containing the meeting link that has been sent to you.

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Electronic Media Conference Procedure / Voting via the E – Voting System  
Submission of Advice or Enquiry

Electronic Media Conference Participation (E – AGM)

1. Upon complete verification of submission of meeting intent by shareholders or assignee under proxy, the applicants shall receive an email from the E – Meeting service prepared by OJ International Co., Ltd. ([e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com)) as service provider for the conference with link provided within the email for meeting purpose and system user manual 2 days prior to the meeting date. Please contact the company immediately if no email is received within 22 April 2024.
2. Participation and voting via electronic media in the meeting may be done through computer/notebook computer/tablet and mobile phone through Web Browser: Chrome with 5G high speed internet or basic home use internet service.

Remark: Participation in the conference via tablet and mobile phone require installation of Zoom Cloud Meeting software prior to the conference which may be download as follows:

iOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

3. The system shall be on 60 minutes ahead of the meeting time. Nonetheless, live broadcast shall be on only at the meeting time onward.
4. System access for the conference, both shareholders themselves or under proxy shall refer only to shareholder registration number, and citizen identification number / passport number of shareholders.

5. Where participants experienced technical issue or problem regarding E – AGM system utilization, they may contact the company, OJ International Co., Ltd. Through the indicated phone number in the email advice to be forward to shareholders along with the system user manual.
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#### Voting through the E – Voting system

1. The Chairperson of the meeting requests shareholders to vote at each agenda.
  2. Participants shall be able to vote at each agenda – for, against, or abstained, one choice only. Agenda for acknowledgement shall require not voting.
  3. In the event no voting is exercised in any agenda, the system has been set at default to determine no voting as 'for' voting (vote count method established toward favorable voting).
  4. Where participants desire to change voting, they may do so by pressing once again the voting button.
  5. In each agenda, the meeting may pass resolution with below vote count:
    - 5.1 Agenda 1: To consider ratification of the Minute of the Annual General Shareholder's Meeting for the year 2023.  
Agenda 2: To acknowledge of the company's results of operations for the period ended on 31 December 2023.  
Agenda 3: To consider approval of the statement of financial position and statement of income for fiscal year ended on 31 December 2023.  
Agenda 4: To consider approving appropriation for legal reserve, and dividend declared out of net profit for the year 2023.  
Agenda 5: To consider the appointment of directors replacing directors retired through rotation.  
Agenda 6: To consider the appointment of auditor and establishment of audit fees for FY2024.
    - 5.2 Agenda 7: To consider approving compensation amount for directors, members of the Audit Committee for the year 2024.
    - 5.3 Agenda 8: To consider other matters (if any
-

Submission of advice or enquiry relating to the business, industry, operating results of the company, or related to any agenda which shall be considered at the E – AGM conference:

In the event shareholders desire to submit various advice or enquiries, they may do so in two ways as follows:

1. Submit advice or enquiry in advance to the company prior to the meeting date through below channels:

**Post:** Office of Directors and Company Secretary  
Eastern Commercial Leasing PLC  
976/1 Soi Rama IX Hospital, Rim Klong Samsen Road,  
Bangkapi Sub – District, Huay Kwang District, Bangkok 10310

**Email:** [comsec@ecl.co.th](mailto:comsec@ecl.co.th)

**Telephone:** 02-641-5252 Extension 9419, 9413, and 9429

2. Submit advice or enquiry during the meeting for E – AGM meeting participants indicating name, family name, including information whether the participants are shareholders participating in the meeting by themselves, or assignee under proxy at any time prior to submission of advice or enquiries. The company provides channels of communication for submission of advice and enquiry during the meeting as follows:

- Conversational channel via text printing system (Chat)
  - Conversational channel via audio system which participants may press the hand raising button, and turn on microphone at the shareholders' own equipment upon system control official returning invitation advice for commencement of conversation. Please turn off microphone upon completion of conversation (Supplementary information may be viewed from system conference manual forwarded via email to the meeting participants)
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แบบฟอร์มลงทะเบียนการประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ตะวันออกพาณิชย์ลิซซิง จำกัด (มหาชน)  
Registration form for attending the E-AGM of Eastern Commercial Leasing Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

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

District Province Postal Code

(2) เลขทะเบียนผู้ถือหุ้น.....เป็นผู้ถือหุ้นของ บริษัท ตะวันออกพาณิชย์ ลิซซิง จำกัด (มหาชน)

Shareholder registration number.....Being a shareholder of Eastern Commercial Leasing public company limited โดยถือหุ้นรวมทั้งสิ้น .....

Holding the total amount of share

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567  
I would like to participate the E-AGM for Annual General Meeting 2024

เข้าร่วมประชุมด้วยตัวเอง  
Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม  
Please send the Link to join the meeting by below email

อีเมล \*.....(โปรดระบุ)

E-Mail \* Please fill in the blank.

โทรศัพท์มือถือ \*.....(โปรดระบุ)

Mobile Number \* Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 8 วิธีการเข้าร่วมประชุม ภายในวันที่ 18 เมษายน 2567

Please submit the required document per an attachment 8 by 18 April 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นที่เข้าร่วมประชุมด้วยตนเองจะต้องเตรียมเลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ ผู้รับมอบฉันทะ  
จะต้องเตรียมเลขบัตรประชาชน และเบอร์โทรศัพท์มือถือสำหรับการเข้าร่วมประชุม

Shareholder who self-attending prepare your shareholder registration number and your identification card number, Proxy prepare your identification card and your mobile number for log in before the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder  
(.....)

Personal Data Protection Guideline (Privacy Notice) In accordance with the Personal Data Protection Act  
B.E. 2562  
Eastern Commercial Leasing Public Company Limited

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Eastern Commercial Leasing Public Company Limited (“the Company”) realizes the importance of the protection of personal data and therefore upholds the guideline for security and privacy in respect of the personal data for the annual general meeting of shareholders and extraordinary meeting (if any) (collectively referred to as (“Shareholders’ Meeting”) as follows:

**1. Purposes and Necessity for Collecting Personal Data**

It is necessary for the Company to collect the personal data of shareholders for the purposes of compliance with the relevant applicable laws, namely the public limited company laws and the related security exchange laws for instances preparation of shareholder register book, determination of shareholder’s right, and the Company is necessarily required to collect, gather, disclose and otherwise process your personal data and/or proxyholders’ data for the purpose of Shareholders’ Meeting, for instances documents delivery, votes casting and counting and other actions necessary for such Shareholders’ Meeting.

**2. Collected Personal Data and Source of Collection**

The Company is required to collect your following personal data; name and surname, nationality, national identification number (or your passport number), the date of birth, age, address, shareholder’s registration number, telephone number, email address (if any), any sound or video recordings.

The Company may receive your personal data from the following means:

- (1) from the Shareholders’ Meeting registration form, the copy of your national identification card or other Identification documents submitted to the Company in relation to the Shareholders’ Meeting.
- (2) from Thailand Securities Depository Company Limited or TSD’s system as the Registrar of the Company.
- (3) by the additional collection of your personal data during the Shareholders’ Meeting which includes sound recordings, photography, video recordings for the purposes of security, the promotional material for the Company’s shareholders or other purposes

permitted by laws, provided that such personal data collection will be made to the extent legitimate and permitted by law and where the data subject could reasonably expect.

*Remark: Identification documents you submit to the Company may contain the sensitive data such as race, blood type or religion which are not necessary for the Shareholders' Meeting. You are advised to redact such data before submitting the documents to the Company. In case you do not redact the data, it will be regarded that you give us the consent to retain it.*

### **3. Processing of your Personal Data**

The Company is required to process your personal data as follows:

- (1) Your Personal data will be collected in both hard copy format and electronic form and disclosed to the relevant information technology service providers for the conduct or in the course of the Shareholders' Meeting such as the registration, verification and processing of the required shareholders' quorum, and votes counting.
- (2) Your personal data may be disclosed to the relevant authorities to the extent required by the statutory obligation, such as the filing of minutes of Shareholders' Meeting and the shareholders registry to the Department of Business Development, the Ministry of Commerce and the Stock Exchange of Thailand or other related authorities in relation to the public health and disease control in case there is a patient with severe epidemic.
- (3) Your personal data will be processed as deemed necessary for your benefit, such as the disclosure to the relevant bank for your dividend (if any).

### **4. Maintenance and retention of your Personal Data**

The Company retains your personal data in both hard copy and electronic form at the Company's principal office or other storage places where the Company rents for the storage of documents. the Company will retain such personal data for the abovementioned purposes at least 10 years from the date the Company receives such personal data, including for the purpose of reference or audit.

### **5. The rights of the Data Subject**

Subject to Personal Data Protection Act B.E. 2562, you have the right to consent, withdraw the consent, request for the rectification, object the retention, processing or disclosure, request for the erasure, or restrict the processing in relation to your personal data. You may exercise such rights under the law by submitting a written request to the Company by email or to the address set out below. the Company will

consider and respond to your request within 30 days following receipt of the request. The Company may refuse to take actions as requested if such refusal is permitted by law.

**6. Contact Details**

If you have any additional questions, please contact us by below address

Office of the Director and Company Secretary

Eastern Commercial Leasing Public Company Limited

No. 976/1 Soi Rama 9 Hospital, Rim Khlong Samsen Road

Bang Kapi Subdistrict, Huai Khwang District, Bangkok 10310

Phone number 02-641-5252 # 9413, 9419

Email: [comsec@ecl.co.th](mailto:comsec@ecl.co.th)



EASTERN COMMERCIAL LEASING PCL.

976/1 Soi Praram 9 Hospital, Rim Khlong Samsen Rd.,  
Bangkapi Sub-district, Huai Khwang District, Bangkok 10310.

Telephone : 0-2641-5252 Fax : 0-2641-5994-5



[www.ecl.co.th](http://www.ecl.co.th)