



บริษัท ตะวันออกพาณิชย์ลิซซิ่ง จำกัด (มหาชน)
EASTERN COMMERCIAL LEASING PUBLIC COMPANY LIMITED

Sor Gor 41/60

11 August 2017

To the Attention of the Manager and Director of the **Securities Exchange of Thailand**

Subject Notification of the resolution passed at the Board of Directors' Meeting
3/2560, approving registered capital increase, approving debenture
issuance, and establishing date for the meeting of the extraordinary
shareholders' meeting 1/2660

Attachment Capital increase report

The Board of Directors of the Eastern Commercial Leasing PLC (the 'Company') convened its meeting 3/2017 dated 11 August 2017 between 10.00 น. – 12.00 O'clock. The Company would like to notify the resolutions passed at the meeting as follows:

1. Approved registered capital increase by Baht 14,869,345 from existing registered capital of Baht 1,095,745,395 to increased registered capital of Baht 1,110,614,740 by issuance of new ordinary shares of 14,869,345 shares with par value of Baht 1 per share, and appropriation of such increased shares to support the proportional exercise right under the 2nd warrant – ECL-W2 adjustment, and to submit the matter for approval consideration at the extraordinary shareholders' meeting.

This has been a result of the exercise right adjustment under the 2nd warrant ECL – W2 which was originally 1 warrant unit for 1 ordinary share at Baht 1.60 per share, to 1 warrant unit to 1.05 ordinary share at Baht 1.525 per share, as notified through the securities exchange system since 9 May 2016. The exercise right proportional adjustment necessitated the increase of 14,869,345 in ordinary shares to support the exercise of right under warrant which has yet to be effected. The capital increase by Baht 14,869,345 has been proposed accordingly for such reason.

2. Approved amendment of the memorandum of association, article 4 corresponding with the increased registered capital of the company, and to submit for approval consideration at the extraordinary shareholders' meeting as follows:



บริษัท ตะวันออกพาณิชย์ลิซซิ่ง จำกัด (มหาชน)
EASTERN COMMERCIAL LEASING PUBLIC COMPANY LIMITED

Article 4.

Registered capital, Baht 1,110,614,740

Number of shares, shares 1,110,614,740

Par value per share, Baht 1

Separated into:

Ordinary shares of shares 1,110,614,740, and

Preferred shares of - nil -

3. Approved the submission for approval consideration at the extraordinary shareholders' meeting for the issuance and offering for sales, debenture within an amount limit of Baht 1,200 million with the following details:

Objective	To supplement liquidity and/or as investment fund for business expansion and/or as general working capital fund or other objectives as the Board may appropriately determines
Type	All types of debenture, with holder names or without, subordinated or unsubordinated, with debenture holder agent or without, secure or unsecure, depending on market environment at the time of each issuance and offering for sale as appropriate and other relevant factors.
Amount (limit)	Limit not to exceed Baht 1,200 million
Nature of amount limit	The company may issue and offer for sale incrementally any types of debenture supplementing/replacing the original debenture upon redemption or repurchase within the amount limit of the project specified above, in which the issued and sold debenture amount balance outstanding / yet to be redeemed at any point in time shall not exceed the amount limit as specified above (on a revolving basis)
Currency	Thai Baht
Tenor	Not to exceed 5 years from the date of debenture issuance
Interest rate	Depending on debt instrument market prevailing as at the time of issuance and offering for sales of the debenture
Method of sale offering	Sale offerings are to domestic and/or foreign investors, the general public and/or institutional investors and/or large investor and/or specific industry investor, and/or any entities/individuals. Sale offerings of the debenture may be in whole or in part, all at the same time or in multiple tranches and/or in revolving basis, as announced by the Securities Exchange Commission, and/or the Capital Market Supervisory



	Board and/or other regulations and/or other relevant laws effective at the time of debenture issuance and offering for sale.
Repayment of principal	In principal installments or one time at maturity
Early redemption prior to the debenture maturity date	Debenture holders, or the company may or may not be entitled to the early redemption, and such redemption by the company shall be governed by regulations and conditions established for each debenture at the time of issuance.
Authority in establishing condition	To authorize the Board of Directors, and/or Chairman of the Executive Committee and/or individuals assigned by the Board, to establish basis, conditions, and other details relevant to the issuance and offering for sale of the debenture as appropriate in compliance with law for examples name, type, par value, offering price per unit, rate of interest, appointment of debenture holder's representative, the quantity at each offering, amount total, tenor, principal repayment term, appropriation method, type of security, offering details, the tenor of redemption, early redemption, including registration of the debenture as listed securities with the securities exchange of Thailand and/or The Thai Bond Market Association and/or other secondary markets including authority to apply for permit, disclosure of information and any other acts with relevant authorities, the appointment of advisor or relevant individuals to the issuance and offering for sale of the debenture, the entering into agreement, affixing signature and/or amendment of documents, various relevant agreements, and authority in undertaking any acts relevant to the issuance and offering of the debenture as necessary and appropriate

4. Established the convening of the extraordinary shareholders' meeting 1/2560, meeting agenda, date for eligible shareholders to attend and vote, and share registry closing date suspending share transfer as follows:

4.1 Established the extraordinary shareholders' meeting 1/2560, on Friday 29 September 2017, at 14.00 O'clock, in Wasana Room (3rd Floor), Hotel Golden Tulip Sovereign, Bangkok with the following meeting agenda:

- (1) Ratification of the Minute of the Annual General Shareholders' Meeting for the year 2017
- (2) Approval consideration for registered capital increase and appropriation of increased ordinary shares to support the exercise of right under warrant



บริษัท ตะวันออกพาณิชย์ลิซซิ่ง จำกัด (มหาชน)
EASTERN COMMERCIAL LEASING PUBLIC COMPANY LIMITED

- (3) Approval consideration for amendment of Memorandum of Association, Article 4
- (4) Approval consideration for the issuance and offering for sale of debenture
- (5) Consideration for other matters (if any)

4.2 Established shareholder list eligible to attend the extraordinary shareholders' meeting on 28 August 2017, by compiling shareholder list in accordance with article 225 of the Securities, and Securities Exchange Act, by closing the share registry, suspending share transfer on 29 August 2017.

Please be informed accordingly for public and investor disclosure.

Sincerely Yours

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