



Invitation to Attend the Annual General Meeting of Shareholders for the Year 2020

Phatra Leasing Public Company Limited
on Wednesday, 29 April 2020 at 2.00 p.m.

at Le Lotus 1 Room, 2nd Floor,
Swissotel Le Concorde Bangkok Hotel,
No. 204 Rachadapisek Road, Huaykwang, Bangkok 10320

Due to the fact that a gathering of many people at the AGM may give rise to the risk of spreading the Coronavirus Disease ("COVID-19"), therefore, to prevent the spread of COVID-19, you are all encouraged to appoint any one of the Company's independent directors as your proxy instead of attending the AGM in person.

No gift or souvenir to be given in order to comply with the guideline of the authority supervising listed companies which has a campaign not to give souvenir at any shareholders' meetings. However, the Company will provide lunch boxes to the shareholders or their proxies who attend the Meeting. (one set per one person)

Registration starts from 1:00 p.m.

To facilitate during the registration, please bring the registration form
with barcode to registration staff on the Meeting date.

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No. 0146/2020

1 April 2020

To: Shareholders of Phatra Leasing Public Company Limited

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2020

- Enclosures:
1. A copy of the minutes of the Annual General Meeting of Shareholders for the Year 2019;
 2. Annual Report for the Year 2019;
 3. Names and summarized biographies of the nominated directors to be appointed to replace the directors who retired by rotation;
 4. Definition of Independent Directors;
 5. Details of the directors who are a proxy of the shareholders;
 6. Proxy Forms;
 7. Proxy clarification, registration and presentation of documents prior to attending the meeting, voting and vote counting in the Annual General Meeting of Shareholders for the Year 2020;
 8. The Company's Articles of Association in relation to the shareholders' meeting;
 9. Summary of Material Amendment to the Company's Articles of Association;
 10. Map of the meeting's venue.

The Board of Directors of Phatra Leasing Public Company Limited has resolved to hold the Annual General Meeting of Shareholders for the Year 2020 on Wednesday, 29 April 2020 at 2.00 p.m. at Le Lotus 1 Room, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, No. 204 Rachadapisek Road, Huaykwang, Bangkok 10320 to consider the following agendas:

Agenda 1

To acknowledge the report on the operating results for the year 2019

Background Information

The report on the business operating results of the Company for the year 2019 and other important information appear in the Annual Report distributed to the shareholders together with this Invitation.

Board of Directors' Opinion

The Board of Directors deemed appropriate to report the business operating results for the year 2019 and other important information to the shareholders' meeting for their acknowledgement.

Votes Required to Pass Resolution

This agenda is for acknowledgement. Therefore, voting is not required.

Agenda 2

Background Information

To consider and approve the Financial Statements for the year 2019

The Company has prepared the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended 31 December 2019, which were audited by the Company's auditors. In addition, the Audit Committee and the Board of Directors have considered the Financial Statements and are of the opinion that they are accurate, complete and sufficient pursuant to the Generally Accepted Accounting Principles. Thus, the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended 31 December 2019, which appear in the Annual Report distributed to the shareholders together with this Invitation, are proposed to the shareholders' meeting to consider and approve.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed appropriate that the shareholders' meeting should approve the Financial Statements for the year 2019, ended 31 December 2019, which were audited by the Company's auditors.

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3

Background Information

To consider and approve the dividend payment for the year 2019

The Company has its dividend policy at the rate of approximately 50 percent of the net profit from operating results and financial status of the Company. In this year, the Company has profit and does not have accumulated loss and the Company also has sufficient cash flow to make dividend payment. Thus, the Board of Directors has considered the matter and is of the opinion that the Company shall make dividend payment to the shareholders at the rate of Baht 0.15 (zero point one five) per share for the total number of 596,509,825 (five hundred ninety six million five hundred nine thousand eight hundred and twenty five) shares, totaling Baht 89,476,473.75 (eighty nine million four hundred seventy six thousand four hundred seventy three baht and seventy five satang) from the net profit and the operating results for the year 2019. The dividend payment will be made to the shareholders on 25 May 2020. The information regarding the dividend payment comparing with the previous years can be summarized as follows:

Dividend Payment Comparison

Details of Dividend Payment	Year 2015 (1 Jan 15 – 31 Dec 15)	Year 2016 (1 Jan 16 – 31 Dec 16)	Year 2017 (1 Jan 17 – 31 Dec 17)	Year 2018 (1 Jan 18 – 31 Dec 18)	Year 2019 (1 Jan 19 – 31 Dec 19)
1. Dividend policy	50 percent of the net profit				
2. Net profit (Baht)	170,998,988	220,171,327	221,889,418	224,066,829	170,311,239
3. Number of shares (Share)	596,492,753	596,492,753	596,492,874	596,509,825	596,509,825
4. Dividend payout ratio per share (Baht : Share)	0.17	0.19	0.19	0.19	0.15
5. Total dividend payment (Baht)	101,403,768.01	113,333,623.07	113,333,646.06	113,336,866.75	89,476,473.75
6. Percentage of net profit (%)	59.30	51.48	51.08	50.58	52.54

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed appropriate that the shareholders' meeting should approve the dividend payment to the shareholders at the rate of Baht 0.15 (zero point one five) per share from the net profit and the operating results for the year 2019 for the total number of 596,509,825 (five

hundred ninety six million five hundred nine thousand eight hundred and twenty five) shares, totaling Baht 89,476,473.75 (eighty nine million four hundred seventy six thousand four hundred seventy three baht and seventy five satang), equivalently to 52.54 percent of the net profit from operating results and financial status of the Company, which is in compliance with the Company's dividend policy. Whereby, the dividend payment shall be made to the shareholders whose names appear on the date on which the recorded shareholders are entitled to receive the dividend on 11 May 2020 (Record Date). The dividend payment will be made on 25 May 2020.

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4

Background Information

To consider and approve the appointment of the directors in place of the directors who retired by rotation

Article 17 of the Company's Articles of Association specifies that at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. In this year, there are 4 directors who retired by rotation, namely:

1. Mrs. Nualphan Lamsam Director
2. Mrs. Chantra Purnariksha Independent Director / Member of the Remuneration and Selection Committee
3. Mr. Arpatsorn Bunnag Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee
4. Mr. Anupon Likitpurkpaisan Independent Director / Chairman of the Risk Management Committee

The above persons have been considered by the Remuneration and Selection Committee, and the Board of Directors is of the opinion that the above persons possess competence, knowledge and experiences in the Company's business, and have well performed their duties as the directors of the Company. Moreover, they meet the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended).

In addition, Mrs. Chantra Purnariksha, Mr. Arpatsorn Bunnag and Mr. Anupon Likitpurkpaisan have the qualifications to be the Independent Directors who are able to give their opinions independently from the executives. They have also offered suggestions to the Company by applying their competence, knowledge and expertise, which are useful for determining the strategy and policy for the business operations according to the Company's sustainable development plan and relevant laws and regulations. Mr. Arpatsorn Bunnag has been an Independent Director of the Company for 26 years and 1 months, while Mr. Anupon Likitpurkpaisan has held this same position for 11 years and 5 months. In any event, the Company has necessity to appoint the 2 directors to continue to hold the position as the Independent Director for another term due to their knowledge and understanding of the nature of the business of the Company. Furthermore, they are able to independently express their opinions without interference from the executives, and have the readiness to propose recommendations which will be useful for determining the strategy and policy of the business operations of the Company.

The summarized biographies of the above 4 persons are distributed to the shareholders together with this Invitation.

The condition regarding the authorized directors who can sign to bind the Company remains the same which is “The authorized directors who can sign to bind the Company are Mr. Photipong Lamsam, Mr. Poomchai Lamsam, Mr. Sara Lamsam, Mrs. Nualphan Lamsam, Mr. Sutee Mokkhavesa, Mr. Pipop Kunasol with the condition requiring 2 directors to jointly sign together with the Company’s seal affixed.”

The Company has already published on the Company’s website (www.pl.co.th) the related criteria for rights of shareholders to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2020. However, there was no shareholder nominated any person to be elected as for the Company’s directors in replacement of the retired directors for the year 2020. Thus, it is deemed that none of the shareholders had the intention to exercise such rights.

Board of Directors’ Opinion

The Board of Directors has considered the matter and deemed appropriate that the shareholders’ meeting should approve the appointment of the directors who retired by rotation to be directors for another term and to hold the same position(s) in the committees as follows:

1. Mrs. Nualphan Lamsam Director
2. Mrs. Chantra Purnariksha Independent Director / Member of the Remuneration and Selection Committee
3. Mr. Arpatsorn Bunnag Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee
4. Mr. Anupon Likitpurkpaisan Independent Director / Chairman of the Risk Management Committee

In this regard, the condition regarding the authorized directors who can sign to bind the Company remains the same which is “The authorized directors who can sign to bind the Company are Mr. Photipong Lamsam, Mr. Poomchai Lamsam, Mr. Sara Lamsam, Mrs. Nualphan Lamsam, Mr. Sutee Mokkhavesa, Mr. Pipop Kunasol with the condition requiring 2 directors to jointly sign together with the Company’s seal affixed.”

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 5

Background Information

To consider and approve the payment of the remuneration and bonus of the directors

The Remuneration and Selection Committee and the Board of Directors have considered and determined the remuneration of the directors and the members of the committees from the Company’s overall performance and the dividend payment to the shareholders by taking into account the appropriateness and the duties and responsibilities of the directors and the members of the committees. Thus, it is proposed to the shareholders’ meeting to determine the remuneration of the directors for the year 2020 and the bonus of the directors for the year 2019 as per the following details:

1. The remuneration of the directors

1.1 Board of Directors

Remuneration component	Year 2020 (Proposing year)	Year 2019
1. Monthly Remuneration - Directors	(remain the same) Baht 20,000/person/month	Baht 20,000/person/month
2. Meeting Allowance - Directors	-None-	-None-
The ratio of the remuneration of each director is as follows: <ul style="list-style-type: none"> ▪ Chairman 2 times ▪ Vice Chairman 1.5 times ▪ Directors 1 time 		

1.2 Committees

The remuneration of the members of the committees: the meeting allowance will be paid each time according to each committee's meeting. The committees who are entitled to receive remuneration are as follows:

- Audit Committee;
- Remuneration and Selection Committee; and
- Risk Management Committee.

Remuneration component	Year 2020 (Proposing year)	Year 2019
Meeting Allowance - Members	(remain the same) Baht 20,000/person/time	Baht 20,000/person/time
The ratio for the meeting allowance is in accordance with the ratio for the remuneration of the Board of Directors.		

In this regard, members of the Committees who are the representatives of the executives will not receive the meeting allowance.

2. Bonus of the directors for the year 2019

Proposed the payment of the bonus of the directors for the year 2019 pursuant to the principle approved for the year 2006, which is not more than 5 percent of the total dividend payout to the shareholders. Thus, it is proposed that the bonus of the directors is to be paid in the total amount of not more than Baht 3,355,000 (three million three hundred and fifty five thousand baht), by authorizing the Chairman of the Board to determine the criteria and allocate the bonus.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed appropriate that the shareholders' meeting should approve the payment of the remuneration of the directors for the year 2020 and the bonus of the directors for the year 2019 as follows:

1. The remuneration of the directors for the year 2020 is to be the same rate as that of the year 2019;
2. The bonus of the directors for the year 2019 is to be paid pursuant to the principle approved for the year 2006, which is not more than 5 percent of the total dividend payout to the shareholders. Thus, it is proposed that the bonus of the directors is to be paid in the total amount of not more than Baht 3,355,000 (three million three hundred and fifty five thousand baht), by authorizing the Chairman of the Board to determine the criteria and allocate the bonus.

Votes Required to Pass Resolution

The votes of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 6

Background Information

To consider and approve the appointment of the auditors and the determination of the audit fee

The Audit Committee has selected the auditors for the fiscal year 2020 and proposed to the Board of Directors in order to consider and propose to the shareholders' meeting to consider the appointment of the auditors from KPMG Phoomchai Audit Ltd. as the Company's auditors for the fiscal year 2020, namely:

1. Ms. Aorapin Sinthawornkul CPA Registration No. 9441 (signed the Company's financial statements of the year 2018); or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728 (having never signed the Company's financial statements); or
3. Mr. Chanchai Sakulkoedsin CPA Registration No. 6827 (having never signed the Company's financial statements); or
4. Ms. Pantip Gulsantithamrong CPA Registration No. 4208 (having signed the Company's financial statements for 4 years from 2008 to 2011).

In the case that such auditors cannot perform their duties, KPMG Phoomchai Audit Co., Ltd. (KPMG) shall procure the Company with other certified public accountant to perform the auditing services instead. The above 4 auditors have no relationship or conflict of interest with the Company / its subsidiary companies / the executives / major shareholders or any persons related to such persons. Thus, they are independent in auditing and commenting on the Company's financial statements. The audit fee for the fiscal year 2020 will be in the amount of Baht 1,750,000 (one million seven hundred and fifty thousand baht).

Comparison of Audit Fee of the Previous Years

	Year 2016 (Jan 16 – Dec 16)	Year 2017 (Jan 17 – Dec 17)	Year 2018 (Jan 18 – Dec 18)	Year 2019 (Jan 19 – Dec 19)	Year 2020 (Jan 20 – Dec 20)
Audit Fee					
▪ Review Fee for 3 Quarters (Baht)	570,000	600,000	690,000	690,000	690,000
▪ Annual Audit Fee (Baht)	830,000	850,000	1,010,000	1,010,000	1,060,000
▪ Audit Fee for Consolidated Financial Statements	-	-	-	-	-
Non-Audit Fee	-	-	-	-	-
Total (Baht)	1,400,000	1,450,000	1,700,000	1,700,000	1,750,000

Audit Committee's Opinion

The Audit Committee has considered the qualifications, biographies, and performance of each of the auditors, particularly as regards their continuity and competency in auditing, including the reasonableness of the audit fee for the fiscal year 2020, and has deemed that the audit fee is reasonable comparing to the scope of services, whereby the proposed audit fee has not increased from the past year. In addition, KPMG Phoomchai Audit Ltd. (KPMG) and all 4 auditors have no relationship or conflict of interest with the Company / its subsidiary companies / the executives / major shareholders or any persons related to such persons. Therefore, they are able to function independently in auditing and commenting on the Company's financial statements. Also, none of the auditors as per the names proposed above have performed their duties for more than the period specified by relevant regulations. Thus, this matter was proposed to Board of Directors Meeting No. 2/2020, which was held on 24 February 2020, for their consideration and adoption of the appointment of the auditors, and then for proposing the same to the shareholders' meeting for approval of the appointment of the auditors of KPMG Phoomchai Audit Ltd. (KPMG) to be the Company's auditors for the fiscal year 2020, the details of which appear above.

Board of Directors' Opinion

The Board of Directors has considered the matter and deemed appropriate that the shareholders' meeting should approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. (KPMG) as the Company's auditors for the fiscal year 2020, namely:

1. Ms. Aorapin Sinthawornkul CPA Registration No. 9441 (signed the Company's financial statements of the year 2018); or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728 (having never signed the Company's financial statements); or
3. Mr. Chanchai Sakulkoedsin CPA Registration No. 6827 (having never signed the Company's financial statements); or
4. Ms. Pantip Gulsantithamrong CPA Registration No. 4208 (having signed the Company's financial statements for 4 years from 2008 to 2011).

The above 4 auditors have no relationship or conflict of interest with the Company / its subsidiary companies / the executives / major shareholders or any persons related to such persons. Thus, they are independent in auditing and commenting on the Company's financial statements. The audit fee for the fiscal year 2020 will be in the amount of Baht 1,750,000 (one million seven hundred and fifty thousand baht).

Votes Required to Pass Resolution

The majority votes of the shareholders attending the meeting and casting their votes.

Agenda 7

To consider and approve the amendment of Articles 23, 24 and 25 of the Company's Articles of Association

Background Information

It is proposed to be in accordance with the Announcement of the National Council for Peace and Order No. 74/2557 dated 27 June 2014 Re: Electronic Conferencing (the "Order No. 74/2557") which provides that the conference under the provisions of law which requires that the conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the person serving as the chairman of the conference may determine that the conference be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. In addition, according to the Clarification of the Department of Business Development Re: A Teleconference through Electronic

Devices of Registered Partnerships, Limited Companies, Public Limited Companies, Trade Associations and Chambers of Commerce under the Announcement by the Order No. 74/2557 (the “**Clarification of the Department of Business Development**”) which stipulates that a public limited company may hold a meeting through electronic media only if their articles of association is prescribed such holding of a meeting through electronic media.

In this regard, in order to be in line with the Order No. 74/2557 and the Clarification of the Department of Business Development, it is deemed appropriate to amend Articles 23, 24 and 25 of the Company’s Articles of Association (the “**AOA**”), the details of which are set out in “Enclosure No. 9” provided that the details of the AOA not being proposed for amendment shall remain unchanged.

In addition, it is deemed appropriate to propose to the shareholders’ meeting to authorize the President and/or the person appointed by the President to register the amendment of the aforementioned AOA with the Department of Business Development, Ministry of Commerce, and to proceed with the amendment and addition to the amended AOA in the case where the registrar of the public limited companies gives orders and/or recommendations to amend certain wordings in such document.

Board of Directors’ Opinion

The Board of Directors deems it appropriate to propose to the shareholders’ meeting to approve the amendment to Articles 23, 24 and 25 of the AOA and to approve the authorization as proposed.

Votes Required to Pass Resolution

At least three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 8

To consider other matters (if any)

Board of Directors’ Opinion

The Board of Directors deemed appropriate that this agenda be provided for the case where any shareholder would like to propose any matter for the meeting to consider.

Due to the situation of the spread of the Coronavirus Disease 2019 (“**COVID-19**”) which has been transmitted quickly and widely, the Office of the Securities and Exchange Commission jointly with the Department of Business Development, the Ministry of Commerce, the Ministry of Digital Economy and Society and the Stock Exchange of Thailand have acknowledged restrictions of listed companies in holding shareholders’ meetings during the pandemic. In this regard, the Company would like to request for shareholders’ cooperation to appoint either one of the Company’s directors as per the details set out in “Enclosure No. 5” to be the proxy to attend and vote at the meeting instead of attending the meeting in person. In such case, the shareholders are requested to fill in and sign any of proxy forms attached to this Invitation. In addition, the shareholder who appoints a proxy shall send the proxy form duly affixed with stamp duty together with documentary evidence of the appointment of proxy as detailed in “Enclosure No. 7”, provided that all of such documents shall be put into a business reply service envelope which shall be sealed and mailed by post, without having to affix postage stamp, to the Company Secretary before 24 April 2020, or at the venue of the shareholders’ meeting prior to commencement of the meeting.

If any shareholder wishes to appoint another person to attend and vote at the meeting instead of appointing the Company's director, please fill in and sign any of proxy forms attached herewith and enclose the same with documentary evidence of the appointment of proxy as detailed in "Enclosure No. 7". For those who will attend the meeting in person and the proxies who have been appointed to attend the meeting must present documentary evidence as detailed in "Enclosure No. 7" before attending the meeting.

In this regard, to reserve your rights and benefits, please read the proxy clarification, registration and presentation of documents prior to attending the meeting, voting and vote counting in the Annual General Meeting of Shareholders for the Year 2020 and the Company's Articles of Association in relation to the shareholders' meeting as per the details in Enclosures No. 7 and 8.

Yours sincerely,



Mr. Pipop Kunasol

President

Minutes of the Annual General Meeting of Shareholders for the Year 2019

Phatra Leasing Public Company Limited

on 29 April 2019 at 2.00 p.m.

at Salon A, 2nd Floor, Swissotel Le Concorde, Bangkok

No. 204 Rachadaphisek Road, Khet Huaykwang, Bangkok 10320

Mr. Photipong Lamsam, Chairman of the Board of Directors, presided as the Chairman of the Meeting. The Chairman then declared the Meeting opened and assigned the Company's officer to inform the Meeting of the number of shareholders attending the Meeting, introduce the Company's directors and relevant officers, and explain voting methods for this Meeting.

The Company's officer then informed the Meeting that there were 41 shareholders attending the Meeting in person, holding shares in the total of 17,697,062 shares, and 42 shareholders attending the Meeting by proxy, holding shares in the total of 291,536,859 shares. The total number of shareholders attending the Meeting in person and by proxy was 83, holding shares in the total of 309,233,921 shares, equivalent to 51.8405 % of the total number of shares sold, i.e., 596,509,825 shares, thereby constituting a quorum according to the Articles of Association of the Company, which specify that there shall be shareholders attending the meeting not less than 25 shareholders and holding shares in aggregate of not less than one-third of the total number of shares sold.

Then, the Company's officer introduced the Company's directors attending the Meeting as follows:

1. Mr. Photipong Lamsam	Current Positions	Chairman of the Board of Directors
2. Mr. Poomchai Lamsam	Current Positions	Vice-Chairman and Chairman of the Remuneration and Selection Committee
3. Mr. Sara Lamsam	Current Positions	Director / Chief Executive Officer / Member of the Remuneration and Selection Committee and Member of the Risk Management Committee
4. Mr. Pipop Kunasol	Current Positions	Director / President / Member of the Executive Committee / Chairman of the Investment Committee and Member of the Risk Management Committee
5. Dr. Sutee Mokkhavesa	Current Positions	Director / Member of the Executive Committee, Member of the Investment Committee and Member of the Risk Management Committee
6. Mr. Sueptrakul Soonthornthum	Current Positions	Independent Director and Chairman of the Audit Committee
7. Mr. Arpatsorn Bunnag	Current Positions	Independent Director, Member of the Audit Committee and Member of the Remuneration and Selection Committee
8. Mr. Poonpipat Aungurikul	Current Positions	Independent Director and Member of the Audit Committee
9. Mrs. Chandra Purnariksha	Current Positions	Independent Director
10. Mr. Anupon Likitpurkpaisan	Current Positions	Independent Director and Chairman of the Risk Management Committee
11. Mr. Vichate Tantiwanich	Current Positions	Independent Director and Member of the Risk Management Committee

The director who did not attend the Annual General Meeting of Shareholders for the Year 2019 was Mrs. Nualphan Lamsam due to the necessity to work on other assignment.

In addition, there were officers attending the Meeting including:

- | | | |
|--|-------------------|--|
| 1. Mrs. Thipsuda Kuenkong | Current Positions | Executive Vice President, Head of Supporting Group and the Company Secretary |
| 2. Mr. Kachornjak Chalothorn | Current Positions | Executive Vice President and Head of Price and Cost Management Group |
| 3. Mr. Danu Sukhavat | Current Positions | First Senior Vice President and Head of Finance and Control Group |
| 4. auditors from KPMG Phoomchai Audit Ltd. | | |

In order to be in line with the guideline for holding shareholders' meetings of a listed company with respect to vote counting, the Company had invited a legal advisor from Weerawong, Chinnavat & Partners Ltd. to witness the vote counting. The vote counting was also witnessed by 2 representatives of the shareholders.

Furthermore, the Company's officer explained the voting methods to the Meeting which could be summarized as follows:

1. Voting

- Each shareholder is entitled to the votes equaling to the number of shares held by them, whereby one share is entitled to one vote.
- In casting votes in each agenda, the Chairman will ask the Meeting whether there are any shareholders who disapprove or abstain, and ask them to raise their hands.

- The shareholders who disapprove or abstain shall confirm their intention in the ballots which were distributed by the Company's officer prior to attending the Meeting. The Chairman will ask the Company's officer to collect the ballots from the shareholders who disapprove or abstain for vote counting. The shareholders who do not raise their hands and do not submit their ballots will be deemed that they approve the agenda proposed by the Chairman.

- If there is no shareholder raising his/her hand, it will be deemed that such agenda is approved unanimously as proposed by the Chairman, except for the case in which the disapproval or the abstention votes have been specified in the Proxy Form and the Company has recorded such disapproval or abstention votes for each agenda.

- The shareholders who appoint the proxy to attend the Meeting and have specified their votes in the Proxy Form, the Company will record such votes as specified in the Proxy Form in advance during the proxy registering to attend the Meeting for proxy's convenience. The proxy does not have to specify such votes in the ballots again.

2. Vote Counting

- For vote counting in each agenda, the Company will deduct the disapproval and the abstention votes of the shareholders who attend the Meeting and who appoint the proxy, of which the Company has recorded the votes in advance during the proxy registering to attend the Meeting, from the total votes of the shareholders attending the Meeting and/or having the rights to cast their votes (as the case may be) for each agenda.

- The Chairman will assign the Company's officer to announce the voting result after the voting in each agenda is completed, whereby the announced votes will be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The ballots submitted after the Company's officer announced the voting result of each agenda to the Meeting will not be counted as the voting result.

- For the proxies who are entitled to consider and vote on the grantors' behalf as the grantors did not specify their vote intentions in any agenda in the Proxy Form, the proxies should check the grantors' instructions and cast votes accordingly.

- Counting of votes for this Meeting shall be categorized into 3 types as follows:

- For agenda item which shall be passed by a majority of the shareholders present and voting at the Meeting, the Company shall not count votes of the shareholders who abstain as base for calculation.

- For agenda item which shall be passed by votes not less than two thirds of the total votes of the shareholders present at the Meeting, the Company shall count votes of all of them, whether they approve, disapprove or abstain, as base for calculation.

- For agenda item which shall be passed by votes not less than three quarters of the total votes of the shareholders present and having the right to vote at the Meeting, the Company shall count votes of all of them, whether they approves, disapproves or abstains, as base for calculation.

Meanwhile, the Company's officer informed the Meeting that the Company had realized the importance and rights of the shareholders and in order to promote good corporate governance, the Company provided the shareholders with opportunities to propose matters which should be included in the agenda of the Shareholders' Meeting and to nominate persons for consideration and election as directors. However, there was no shareholder proposing any matter to be included in the agenda or nominating any person for consideration and election as director.

Then, the Chairman welcomed the shareholders to the Annual General Meeting of Shareholders for the Year 2019 and convened the Meeting as per the following agenda:

Agenda 1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2018

The Chairman assigned the Company's officer to propose the Minutes of the Annual General Meeting of Shareholders for the Year 2018 to the Meeting for consideration and adoption.

Then the Company's officer proposed the Minutes of the Annual General Meeting of Shareholders for the Year 2018 which was held on 27 April 2018, to the Meeting, a copy of which was distributed to the shareholders together with the Invitation to this Meeting. The Chairman, then, asked the Meeting to consider such Minutes.

Meanwhile, the Company's officer informed the shareholders that according to the Public Limited Companies Act and the Company's Articles of Association, the shareholders' meeting was not required to adopt the minutes, so in order prevent the shareholders from wasting their time for considering other matters of the shareholders' meetings, and moreover, it was not necessary to propose the minutes to the shareholders for consideration and adoption. Therefore, at the following shareholders' meetings, the Company would not propose the minutes to the shareholders for consideration and adoption or for acknowledgement.

However, the Company would prepare and complete the minutes of the shareholders' meeting within 14 days from the meeting date and submit a copy thereof to the Securities Exchange of Thailand and the Office of the Securities and Exchange Commission within 14 days from the meeting date. In addition, the minutes shall be published on the Company's website consecutively so that the shareholders should have the opportunity to notify of their intention to the Company.

After that, the Chairman allowed the shareholders to ask questions and express their opinions. There was no shareholder asking or requesting to amend the Minutes otherwise. Thus, the Chairman asked the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2018 as proposed.

Resolution: The Meeting considered the matter and unanimously resolved to adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2018 which was held on 27 April 2018 as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,343,721	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	-	votes			
Voided ballot	-	votes			

For this agenda, 5 additional shareholders attended the Meeting, holding shares in the total of 109,800 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 88 shareholders, holding shares in the total of 309,343,721 shares.

Agenda 2. To acknowledge the report on the business operating results for the year 2018

The Chairman assigned Mr. Pipop Kunasol, President, to present the annual report and the report on the business operating results for the year 2018 to the Meeting for their acknowledgement.

Mr. Pipop Kunasol reported the business operating results for the year 2018 in summary to the Meeting as follows:

In 2018, Thailand's economy moved in a positive direction, with economic growth of 4.1%. The average inflation rate was 1.1%. The export volume was 4.2%. Thailand's economy in 2019 was expected to grow in the range of 3.5 - 4.5%. The key drivers of Thailand's economic growth included higher public investment, continuous expansion in private sector and increasing number of tourists. However, there were certain risk factors and restrictions, i.e., trade war, Eurozone's stability and yen strengthening.

With respect to the automotive industry in 2018, the domestic sales volume reached 1.03 million units, increasing by approximately 19% from 2017, which was higher than 0.98 million units expected. For 2019, it was expected that the domestic sales volume would grow at a similar rate to the year 2018, as a result of positive economic factors and new car models launched by automakers.

With respect to the country's used car market, in 2018 the used car market was likely to recover, resulting from the growth trend of the first-hand car market and the expiration of the first car scheme lock-in period. However, as there were a large number of cars in the used car market, the selling price might be impacted. For the situation in 2019, the Association of Used Car expected that the market would grow at the rate of 7%.

Regarding operating results for 2018, the Company's assets for lease amounted to Baht 12,337 million, divided into leased assets under operating lease contracts in the amount of Baht 10,177 million and accounts receivable under financial lease contracts in the amount of Baht 2,160 million. The Company's main customers increased in accordance with the expansion of target industries. The Company's total assets amounted to Baht 14,066 million, which increased by Baht 855 million, compared to the total assets of Baht 13,211 million as of the end of the year 2017 while the Company's total liabilities amounted to Baht 11,085 million, which increased by Baht 736 million, compared to the total liabilities of Baht 10,349 million as of the end of the year 2017. The shareholders' equity amounted to Baht 2,981 million, increasing by Baht 119 million from the shareholders' equity of Baht 2,862 million as of the end of the year 2017.

With respect to the income from the sale of leased assets under operating lease contracts, the Company earned such income in the amount of Baht 1,056 million, which increased by Baht 50 million, compared to the income from the sale of leased assets under operating lease contracts in the amount of Baht 1,006 million as of the end of the year 2017. The Company gave importance on risk management in relation to disposal of assets, contracts of which had expired, by balancing all distribution channels, i.e., auction channel, wholesale channel and retail channel. In 2018, the Company's profit from the sale of leased assets under operating lease contracts was Baht 2 million, as a result from an increase in the proportion of retail sales.

Meanwhile, the Company also generated more income from the assets, contracts of which had expired, by granting short term leases to both corporate customers and personal customers. The Company's net profit in 2018 amounted to Baht 224 million, near to the net profit of Baht 222 million in 2017. For future business plan, the Company would place emphasis on business opportunity seeking to meet the demand for leases of assets of existing customers with potential and also expansion into other types of leased assets in target industries, cautious control of loan quality as well as lease approval subject to stricter assessment for sustainable profitability.

In the meantime, Mr. Pipop Kunasol thanked all of the customers, shareholders, investors and business alliances for their support and all of the directors and employees who devoted their time and effort to achieve growth and good performance of the Company.

Then, the Chairman allowed the shareholders to ask questions and express their opinions in relation to the matter.

There was no shareholder asking any question or giving any further opinion. Thus, the Chairman asked the Meeting to acknowledge the report on the business operating results for 2018 as proposed.

Resolution : The Meeting acknowledged the matter.

Agenda 3. To consider and approve the Financial Statements for the year 2018

The Chairman assigned Mr. Pipop Kunasol, President, to present the Financial Statements in summary to the Meeting for the Meeting to consider and approve the Financial Statements for the year 2018.

Mr. Pipop Kunasol presented the data/information relating to the Financial Statements of the Company in summary as follows:

As of 31 December 2018, the total assets of the Company amounted to Baht 14,066 million, which increased by Baht 855 million, compared to the total assets of Baht 13,211 million as of the end of 2017. With respect to the total liabilities, as of 31 December 2018, the Company's total liabilities amounted to Baht 11,085 million, which increased by Baht 736 million, compared to that as of the end of 2017, at which the Company's total liabilities amounted to Baht 10,349 million. In addition, as of 31 December 2018, the Company's shareholders' equity was Baht 2,981 million, which increased from the shareholders' equity of Baht 2,862 million as of the end of 2017 by Baht 119 million. As of 31 December 2018, the Company's paid-up capital was Baht 596.51 million, which increased due to the exercise of rights under the Warrants to Purchase the Ordinary Shares of Phatra Leasing Public Company Limited No. 1 (PL-W1).

As of 31 December 2018, the Company's total income was Baht 3,832 million, near to that of the previous year. In relation to the total expenses as of 31 December 2018, the Company's total expenses amounted to Baht 3,688 million, which decreased by Baht 3 million, compared to the Company's total expenses of Baht 3,691 million at the end of 2017. In 2018, the Company's net profit was Baht 224 million, which increased by Baht 2 million, compared to the net profit of Baht 222 million as of the end of 2017.

Then, Mr. Pipop Kunasol allowed the shareholders to ask questions and express their opinions in relation to the matter. The questions and opinions of the shareholders could be summarized as follows:

The questions of Mr. Daecha Suntrarachun, shareholder, could be summarized as follows:

1. What the assets held for sale recorded in the financial statements were;
2. Why the total current liabilities increased from the year 2017;
3. According to the financial statements, there was a loss from the sale of equipment and assets held for sale, this item should be clarified;
4. Taking into account current fierce competition, how the Company could maintain customer loyalty.

For question 1 regarding the assets held for sale, Mr. Pipop Kunasol explained that the assets held for sale recorded in the financial statements meant land and condominium unit received by the Company as debt repayment for a long time, comprising 3 plots of land and 1 condominium unit. The process of selling such assets was taking place.

For question 2 regarding the increase in the total current liabilities from the year 2017, Mr. Pipop Kunasol explained that the total current liabilities were higher from the year 2017 because accounts payable increased, as a result of the purchase of assets for lease during the end of the year and the debts which had to be repaid in accordance with repayment schedules. Besides, there were debentures which should mature within 1 year whereby such debentures had been recorded as non-current liabilities in 2017 as they had not yet matured then. In 2018, such debentures which should mature within 1 year were transferred as current liabilities.

For question 3 regarding the loss from the sale of equipment and assets held for sale, Mr. Pipop Kunasol clarified that it was the loss from the sale of assets returned from debtors. According to accounting principles, such loss had to be recorded first and then the differences would be demanded from the debtors.

For question 4 regarding business competition, Mr. Pipop Kunasol explained that in spite of fierce competition, the Company's policies were to keep the customers who had potential and good payment history and to carefully run the business for sustainable growth.

After that, the Chairman allowed the shareholders to ask questions and express their opinions in relation to the matter. As there was no shareholder asking any further question or giving any further opinion, the Chairman asked the Meeting to consider and approve the Financial Statements for the year 2018 as proposed.

Resolution: The Meeting considered the matter and unanimously resolved to approve the Financial Statements for the year 2018 as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,439,224	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

For this agenda, 5 additional shareholders attended the Meeting, holding shares in the total of 155,503 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 93 shareholders, holding shares in the total of 309,499,224 shares.

Agenda 4. To consider and approve the dividend payment for the year 2018 and the allocation of net profit as statutory reserve fund

The Chairman assigned Mr. Pipop Kunasol, President, to present the report on the dividend payment for the year 2018 and the allocation of net profit as statutory reserve fund to the Meeting for the Meeting to consider and approve the matter.

Mr. Pipop Kunasol informed the meeting of the dividend payment for the year 2018 and the allocation of net profit as statutory reserve fund in summary as follows:

Pursuant to the operating results of the Company as presented above, the Board of Directors had considered the matter and deemed appropriate that the Shareholders' Meeting should consider and approve the dividend payment to the shareholders at the rate of Baht 0.19 per share from the net profit and the operating results for the year 2018 for the total number of shares of 596,509,825 shares, amounting to Baht 113,336,866.75. In addition, the net profit from the operating results in the year 2018 in the amount of Baht 60,000 should be allocated as statutory reserve fund. In this regard, the aforesaid dividend would be payable to the shareholders whose names would appear as of the Record Date, i.e., 9 May 2019 and the dividend payment would be made to the shareholders on 23 May 2019.

Then, the Chairman allowed the shareholders to ask questions and express opinions in relation to the matter. There was no shareholder asking any question or giving any opinion. Thus, the Chairman asked the Meeting to consider and approve the dividend payment for the year 2018 and the allocation of net profit as statutory reserve fund as proposed.

Resolution: The Meeting considered the matter and unanimously resolved to approve the dividend payment for the year 2018 and the allocation of net profit as statutory reserve fund as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,439,424	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

For this agenda, 2 additional shareholders attended the Meeting, holding shares in the total of 200 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 95 shareholders, holding shares in the total of 309,499,424 shares.

Agenda 5. To consider and approve the appointment of directors to replace the directors who retired by rotation

The Chairman assigned Mr. Arpatsorn Bunnag, Member of the Remuneration and Selection Committee, to present a brief report to the Meeting and proceed with the Meeting on his behalf:

Mr. Arpatsorn Bunnag, Member of the Remuneration and Selection Committee, presented the report to the Meeting that in accordance with the Company's Articles of Association, in this year there were 4 directors who had to retire by rotation, namely:

1. Mr. Poomchai Lamsam Vice-Chairman / Chairman of the Remuneration and Selection Committee
2. Mr. Suebtrakul Soonthornthum Independent Director / Chairman of the Audit Committee
3. Mr. Poonpipat Aungurikul Independent Director / Member of the Audit Committee
4. Dr. Sutee Mokkhavesa Director / Member of the Executive Committee, Member of the Risk Management Committee / Member of the Investment Committee

In addition, in order to be in line with the principles of good corporate governance and to enable the shareholders to vote independently, Mr. Arpatsorn Bunnag then asked the directors who had to retire by rotation to leave the meeting room during the shareholder voting process.

After that, Mr. Arpatsorn Bunnag clarified to the Meeting that such persons had been considered by the Remuneration and Selection Committee and the Board of Directors. In their opinion, such persons possessed competence, knowledge, abilities and experiences in the Company's business, and had well performed their duties as the directors of the Company. Moreover, they met the qualifications required by the Public Limited Companies Act, B.E. 2535 (as amended) and the Securities and Exchange Act, B.E. 2535 (as amended).

In addition, Mr. Suebrakul Soonthornthum and Mr. Poonpipat Aungurigul possessed qualifications to hold the positions of independent directors as they were able to give opinions independently from the management and had used their knowledge, experiences and expertise to give useful advice to the Company for determining business strategies and policies on the basis of sustainable development and in accordance with relevant criterion and laws. Mr. Suebrakul Soonthornthum had held the position of independent director of the Company for 2 years and 6 months while Mr. Poonpipat Aungurigul had held the position of independent director of the Company for 19 years and 9 months. It was necessary for the Company to re-appoint Mr. Poonpipat Aungurigul to be an independent director for another term because of his knowledge and understanding of the Company's business. Besides, he could give opinions independently from the management and had competence to provide useful suggestions for determining business strategies and policies of the Company.

The summarized biographies of the above 4 persons were described in the Invitation to this Meeting. With respect to the condition regarding the authorized directors who can sign to bind the Company, the condition shall remain the same, i.e., "Authorized directors who can sign to bind the Company include Mr. Photipong Lamsam, Mr. Poomchai Lamsam, Mr. Sara Lamsam, Mrs. Nualphan Lamsam, Mr. Sutee Mokkhavesa and Mr. Pipop Kunasol on the condition that any 2 of these directors jointly sign together with the Company's seal affixed."

Then, Mr. Arpatsorn Bunnag allowed the shareholders to ask questions and express their opinions in relation to the matter.

There was no shareholder asking any question or giving any opinion. Thus, Mr. Arpatsorn Bunnag asked the Meeting to consider and approve the election of the 4 directors who retired by rotation to be directors of the Company for another term, by asking the Shareholders' Meeting to vote for the directors individually.

Resolution: The Meeting considered the matter and resolved to approve the election of the 4 directors who retired by rotation to be directors of the Company for another term, whereby the condition regarding the authorized directors who can sign to bind the Company shall remain the same, as per the following votes:

1. Mr. Poomchai Lamsam: The Meeting unanimously resolved to approve the re-election of such director to be the Company's Vice-Chairman, holding the positions of Vice-Chairman and Chairman of the Remuneration and Selection Committee for another term, as per the following votes:

Approved by	309,439,624	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

For this agenda, 2 additional shareholders attended the Meeting, holding shares in the total of 200 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 97 shareholders, holding shares in the total of 309,499,624 shares.

2. Mr. Suebrakul Soonthornthum: The Meeting unanimously resolved to approve the re-election of such director to be a director of the Company, holding the positions of Independent Director and Chairman of the Audit Committee for another term, as per the following votes:

Approved by	309,439,624	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

3. Mr. Poonpipat Aungurikul: The Meeting resolved with majority votes of all shareholders present and voting at the Meeting to approve the re-election of such director to be a director of the Company, holding the positions of Independent Director and Member of the Audit Committee for another term, as per the following votes:

Approved by	309,438,624	votes	equivalent to	99.9997	percent
Disapproved by	1,000	votes	equivalent to	0.0003	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

4. Dr. Sutee Mokkhavesa: The Meeting resolved with majority votes of all shareholders present and voting at the Meeting to approve the re-election of such director to be a director of the Company, holding the positions of Member of the Executive Committee, Member of the Risk Management Committee and Member of the Investment Committee for another term, as per the following votes:

Approved by	309,399,624	votes	equivalent to	99.9871	percent
Disapproved by	40,000	votes	equivalent to	0.0129	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

Then, Mr. Arpatsorn Bunnag invited the 4 directors to return to the meeting room.

Agenda 6. To consider and approve the payment of remuneration and bonus of the directors

The Chairman assigned Mr. Poomchai Lamsam, Chairman of the Remuneration and Selection Committee, to present a brief report to the Meeting.

Mr. Poomchai Lamsam reported the matter to the Meeting that the Board of Directors resolved to propose that the Shareholders' Meeting should consider and approve the payment of remuneration of the directors for 2019 at the same rate as that of the previous year and the payment of bonus of the directors for 2018 in the amount of Baht 4,530,000 in accordance with the existing criterion as per the following details:

1. Remuneration of the directors

1.1 The Board of Directors

Elements of remuneration	2019 (proposed year)	2018
1. Monthly remuneration	(unchanged)	
- directors	Baht 20,000/person/month	Baht 20,000/person/month
2. Meeting allowance		
- directors	-none-	-none-
The ratio of the remuneration of each director shall be as follows:		
■ Chairman	2 times	
■ Vice Chairman	1.5 times	
■ Directors	1 time	

1.2 The committees

Remuneration of the committees: The meeting allowance shall be paid each time according to each committee's meeting. The committees who are entitled to receive remuneration are as follows:

- Audit Committee
- Remuneration and Selection Committee
- Risk Management Committee

Elements of remuneration	2019 (proposed year)	2018
Meeting allowance	(unchanged)	
- committee members	Baht 20,000/person/time	Baht 20,000/person/time
The ratio of the meeting allowance shall be in accordance with the ratio of the remuneration of the Board of Directors.		

In this regard, members of the committees who are the representatives of the management and the executive directors shall not receive the meeting allowance.

2. Bonus of the directors for the year 2018

The Board of Directors proposed that the bonus of the directors for the year 2018 should be paid pursuant to the principle approved for the year 2006, which should not exceed 5 percent of the total dividend payout to the shareholders. Thus, the bonus of the directors shall be paid in the total amount of Baht 4,530,000.-, whereby the Chairman shall be authorized to determine the criteria and allocate the bonus.

Then, the Chairman allowed the shareholders to ask questions and express their opinions in relation to the matter. There was no shareholder asking any question or giving any opinion. Thus, the Chairman asked the Meeting to consider and approve the payment of the remuneration and bonus of the directors as proposed.

Resolution: The Meeting considered the matter and resolved by votes not less than two thirds of the total votes of the shareholders present at the Meeting to approve the payment of the remuneration and bonus of the directors as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,439,924	votes	equivalent to	99.9806	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes	equivalent to	0.0194	percent
Voided ballot	-	votes			

For this agenda, 3 additional shareholders attended the Meeting, holding shares in the total of 300 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 100 shareholders, holding shares in the total of 309,499,924 shares.

Agenda 7. To consider and approve the appointment of the auditors and the determination of the audit fee

The Chairman assigned Mr. Suebrakul Soonthornthum, Chairman of the Audit Committee, to report the matter in summary to the Meeting as follows: Mr. Suebrakul Soonthornthum informed the Meeting that the Audit Committee had selected the auditors for the fiscal year 2019 and proposed them to the Board of Directors for consideration and further proposed the matter to the Shareholders' Meeting for consideration and appointment of the following auditors from KPMG Phoomchai Audit Ltd. (KPMG) as the auditors of the Company for the year 2019:

- Miss Orapin Sinthawornkul Certified Public Accountant No. 9441 (who had signed the Company's financial statements for 2018); or
- Mr. Chokechai Ngamwutikul Certified Public Accountant No. 9728 (who had never signed the Company's financial statements); or
- Mr. Chanchai Sakulkoedsin Certified Public Accountant No. 6827 (who had never signed the Company's financial statements); or
- Miss Pantip Gulsantithamrong Certified Public Accountant No. 4208 (who had signed the Company's financial statements for 4 years from 2008 – 2011.)

In this regard, if the aforesaid auditors were unable to perform their duties, KPMG Phoomchai Audit Ltd. should provide other certified public accountants to perform such duties. The audit fee for the fiscal year 2019 should be in the amount of Baht 1,700,000.

Mr. Suebtrakul Soonthornthum additionally reported that in the opinion of the Audit Committee regarding the audit fee for the fiscal year 2019, the fee was reasonable compared to the scope of work and there was no increase from that of the previous year. Besides, KPMG Phoomchai Audit Ltd. (KPMG) and the aforesaid 4 auditors did not have any relationship or interest with the Company/its affiliated companies/executives/major shareholders or related persons. Therefore, they could independently audit and express opinions on the Company's financial statements. Moreover, none of the auditors proposed had performed the duties for more than 7 fiscal years according to the criteria of rotation of auditors prescribed by the Securities and Exchange Commission.

After that, the Chairman allowed the shareholders to ask questions and express their opinions in relation to the matter. As there was no shareholder asking any question or expressed any opinion, the Chairman asked the Meeting to consider and approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2019 as proposed.

Resolution: The Meeting considered the matter and unanimously resolved to approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2019 as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,439,924	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	60,000	votes			
Voided ballot	-	votes			

Agenda 8.To consider and approve the amendment to Clause 30 of the Company's Articles of Association

The Chairman assigned Mr. Pipop Kunasol, President, to present the matter in summary to the Meeting.

Mr. Pipop Kunasol reported the matter to the Meeting that in order to be in line with the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendment to Laws to Facilitate Business Operations, dated 4 April 2017. According to the Order, Section 100 of the Public Limited Companies Act, B.E. 2535 should be repeal. Thus, the Board of Directors proposed that the shareholders should consider and approve the amendment to Clause 30 of the Company's Articles of Association whereby the existing provisions should be repealed and replaced by the following provisions:

"Clause 30. The Board of Directors shall hold the annual ordinary meeting of shareholders within four months from the date ending the fiscal year of the Company.

Other meetings of shareholders in addition to the meeting under paragraph one shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders any time it deems expedient, or any one or more shareholders holding shares amounting to not less than 10% of the total number of shares sold may subscribe their names to a notice requesting the Board of Directors to convene an extra-ordinary

meeting of shareholders at any time but they shall also specify matters and reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within 45 days from the date of receipt of the notice from the shareholders.

In the case that the Board of Directors does not arrange for a meeting of shareholders within the period of time mentioned in paragraph two, the shareholders who have subscribed their names or other shareholders holding shares amounting to not less than the number of shares required may call a meeting within 45 days after the period of time mentioned in paragraph two lapses. In such case, such shareholders' meeting shall be deemed to have been called by the Board of Directors whereby the Company shall be responsible for necessary expenses arising from the arrangement for such meeting and provide accommodation as may be proper.

If it appears that at any shareholders' meeting called because of the shareholders as mentioned in paragraph three, the number of shareholders present cannot constitute a quorum as prescribed in Clause 30 of the Articles of Association, the shareholders mentioned in paragraph three shall be jointly responsible for the expenses arising from the arrangement for such meeting for the Company."

In addition, the Board of Directors proposed that the Meeting should consider and approve the authorization to the President and/or the person assigned by him to have the powers to amend and add the provisions in the amended Articles of Association in the case that the public limited companies' registrar issues an order and/or instruction requiring amendment to certain provisions in the said document.

After that, the Chairman allowed the shareholders to ask questions and express their opinions in relation to the matter. As there was no shareholder asking any question or expressed any opinion, the Chairman asked the Meeting to consider and approve the amendment to Clause 30 of the Company's Articles of Association and the authorization as proposed.

Resolution: The Meeting considered the matter and unanimously resolved to approve the amendment to Clause 30 of the Company's Articles of Association and the authorization, as proposed by the Chairman in all respects, as per the following votes:

Approved by	309,503,924	votes	equivalent to	100.0000	percent
Disapproved by	-	votes	equivalent to	-	percent
Abstained by	-	votes	equivalent to	-	Percent
Voided ballot	-	votes			

For this agenda, 2 additional shareholders attended the Meeting, holding shares in the total of 4,000 shares. Thus, the total number of shareholders attending the Meeting in this agenda was 102 shareholders, holding shares in the total of 309,503,924 shares.

Agenda 9.To consider other matters (if any)

The Chairman asked the shareholders and no shareholder proposed any other matter for consideration. The Chairman then allowed the shareholders to ask questions and express opinions.

Mr. Wutisak Udompornpadung, shareholder, asked how the standards, TFRS 9, TFRS 15 and TFRS 16, which had just been announced and applied, would affect the Company and what the Company had done.

Mr. Pipop Kunasol, President, explained that the Company was preparing information jointly with its advisors in order to ensure that the preparation of information would meet the standards, TFRS 9 and TFRS 15, whereby the preparation was expected to be completed in time as announced. For Standard, TFRS 16, which would mainly affect lessees, large corporate customers had already understood this standard.

The Chairman allowed the shareholders to ask additional questions and express additional opinions. As there was no shareholder proposing any other matter, the Chairman, then, declared the Meeting adjourned at 3.45 p.m.



(Mr. Photipong Lamsam)

Chairman

Chairman of the Meeting



(Mr. Pipop Kunasol)

President



(Mrs. Thipsuda Kuenkong)

Company Secretary

Recorder of the Minutes

**Names and summarized biographies of the nominated directors
to be appointed to replace the directors who retired by rotation**



Mrs. Nualphan Lamsam

Date of birth 21 March 1966
 Age 54 years
 Nationality Thai
 Address 252 Rachadaphisek Road, Huaykwang, Bangkok
 Highest educational degree Master of Education Management, Boston University, USA
 Bachelor's degree in Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University
 Training courses for director Director Certification Program (DCP) Class 67/2548
 by the Thai Institute of Directors Association (IOD)
 Number of years on the Board 12 years 2 months
 (Since 23 Jan 2007 – 11 Feb 2009, and since 25 Feb 2010 – present))

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
2019 – Present	Director, Royal Bangkok Symphony Orchestra Foundation under the Royal Patronage of Her Royal Highness Princess Sirivannavari Nariratana Rajakanya
2019 – 2020	Advisor, Thai Institute of Directors (IOD)
2018 – 2020	Director, Rama Foundation under the Royal Patronage of Her Royal Highness Princess Maha Chakri Sirindhorn
2018 – Present	Director, Promotion of Academic Olympiad and Development of Science Education Foundation
2018 – 2020	Director, Raks Thai Foundation
2018 – Present	Director, Suvannachad Co., Ltd. under the Royal Patronage
2018 – Present	Director, Foundation for the Crown Prince Hospitals
2017 – Present	Deputy Secretary General, Thai Chamber of Commerce and Board of Trade of Thailand
2017 – Present	Advisor, Consultant at the Crown Property Bureau
2016 – Present	Expert Director, Commission Assumption University Council
2015 – Present	Honorary Consul, the Republic of Lithuania for Thailand
27 Feb 2014 – Present	President and Chief Executive Officer & Executive Director, Muang Thai Insurance Public Company Limited
2008 – 26 Feb 2014	President, Muang Thai Insurance Public Company Limited

Positions in other listed companies	2014 – 2016	Advisor to the President, National Legislative Assembly
	2014 – Present	Director of the National Identity, National Identity Committee
	2014 – Present	Expert Director, Ministry of Social Development and Human Security
	2007 - Present	Director of Phatra Leasing Public Company Limited
	Period (Year started – Present)	Position / Company
Positions in other companies (non-listed companies)	27 Feb 2014 – Present	President, Chief Executive Officer and Executive Director, Muang Thai Insurance Public Company Limited
	2008 – 26 Feb 2014	President, Muang Thai Insurance Public Company Limited
	Period (Year started – Present)	Position / Company
	2019 – Present	Director, Royal Bangkok Symphony Orchestra Foundation under the Royal Patronage of Her Royal Highness Princess Sirivannavari Nariratana Rajakanya
	2019 – 2020	Advisor, Thai Institute of Directors (IOD)
	2018 – 2020	Director, Rama Foundation under the Royal Patronage of Her Royal Highness Princess Maha Chakri Sirindhorn
	2018 – Present	Director, Promotion of Academic Olympiad and Development of Science Education Foundation
	2018 – 2020	Director, Raks Thai Foundation
	2018 – Present	Director, Suvarnachad Co., Ltd. under the Royal Patronage
	2018 – Present	Director, Foundation for the Crown Prince Hospitals
	2017 – Present	Deputy Secretary General, Thai Chamber of Commerce and Board of Trade of Thailand
	2017 – Present	Advisor, Consultant at the Crown Property Bureau
	2016 – Present	Expert Director, Commission Assumption University Council
	2015 – Present	Honorary Consul, the Republic of Lithuania for Thailand
	2014 – 2016	Advisor to the President, National Legislative Assembly
Positions in rival companies / companies which have businesses related to the Company	2014 – Present	Director of the National Identity, National Identity Committee
	2014 – Present	Expert Director, Ministry of Social Development and Human Security
Positions in rival companies / companies which have businesses related to the Company	-None-	
Type of director nominated to be appointed	Director which has been considered by the Remuneration and Selection Committee and the Board of Directors	
Shareholding in the Company	Holding 1,800,000 shares by herself, equivalent to 0.302 percent	
Meeting attendance in 2019	9 out of 12 Board of Directors' Meetings	

Director nomination criteria

The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mrs. Nualphan Lamsam meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that she be appointed as a director of the Company.

Names and summarized biographies of the nominated directors
to be appointed to replace the directors who retired by rotation

Mrs. Chantra Purnariksha



Date of birth 10 November 1946

Age 73 years

Nationality Thai

Address 58/2 Soi Sukhumvit 55, Thong Lo Junction 5,
Khwaeng Klongtan Nua, Khet Wattana, Bangkok

Highest educational degrees Master of M.A. Diplomacy and Comparative Economics
University of Kentucky, U.S.A.
Bachelor of Comparative Economics (with honor)
University of California, Berkeley, U.S.A.

Training courses for director Director Certification Program (DCP)
by the Thai Institute of Directors Association (IOD)

Number of years on the Board 8 years 5 months (appointed on 25 November 2011)

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
2013 – Nov 2016	Director and President, Saha Pathana Inter Holding Public Company Limited
2011 – Present	Independent Director, Phatra Leasing Public Company Limited
2019 – Present	Member of the Remuneration and Selection Committee, Phatra Leasing Public Company Limited
2011 – Present	Independent Director / Member of the Audit Committee, Jasmine International Public Company Limited
2012 – 2013	Independent Director / Member of the Audit Committee, KASIKORNBANK Public Company Limited
2007 – 2011	Secretary, Office of Insurance Commission
2006 – 2007	Director General of the Department of Insurance, Department of Insurance, Ministry of Commerce
1975 – Present	Director, S.P. Enterprise Co., Ltd.

Positions in other listed companies

Period (Year started – Present)	Position / Company
2011 – Present	Independent Director / Member of the Audit Committee, Jasmine International Public Company Limited

Positions in other companies

(non-listed companies)

Period (Year started – Present)	Position / Company
1975 – Present	Director, S.P. Enterprise Co., Ltd.

Positions in rival companies / companies which have businesses related to the Company	-None-
Type of director nominated to be appointed	Director which has been considered by the Remuneration and Selection Committee and the Board of Directors
Shareholding in the Company	-None-
Meeting attendance in 2019	11 out of 12 Board of Directors' Meetings
Director nomination criteria	The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that <u>Mrs. Chantra Purnariksha</u> meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that she be appointed as a director of the Company.

Names and summarized biographies of the nominated directors
to be appointed to replace the directors who retired by rotation

Mr. Arpatsorn Bunnag



Date of birth 17 September 1952

Age 67 years

Nationality Thai

Address 43 Soi Sukhumvit 26, Khwaeng Klongton, Khet Klongton, Bangkok

Highest educational degree Bachelor of Science Advertising Design
University of Maryland at College Park

Training courses for director Director Accreditation Program (DAP)
by the Thai Institute of Directors Association (IOD)

Number of years on the Board 26 years 1 month (appointed on 11 March 1994)

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
1993 - Present	Independent Director / Member of the Audit Committee / Member of the Remuneration and Selection Committee, Phatra Leasing Public Company Limited

Positions in other listed companies -None-

Positions in other companies
(non-listed companies) -None-

Positions in rival companies /
companies which have businesses
related to the Company -None-

Type of director nominated to
be appointed Director which has been considered by the Remuneration and Selection Committee and the Board of Directors

Shareholding in the Company Holding 296,000 shares, equivalently 0.050 percent

Meeting attendance in 2019 12 out of 12 Board of Directors' Meetings
3 out of 3 Remuneration and Selection Committee's Meetings
4 out of 4 Audit Committee's Meetings

Director nomination criteria The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mr. Arpatsorn Bunnag meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that he be appointed as a director of the Company.

Names and summarized biographies of the nominated directors
to be appointed to replace the directors who retired by rotation

Mr. Anupon Likitpurkpaisan



Date of birth 5 December 1965
 Age 54 years
 Nationality Thai
 Address 99 Soi Vibhavadi Rangsit 40, Vibhavadi Rangsit Road,
 Khwaeng Lat Yao, Khet Lat Yao, Bangkok
 Highest educational degree Master of Business Administration, Executive (MBA), Ramkhamhaeng University
 Bachelor's degree, Business Executive Program, Dhonburi Rajabhat University
 Training courses for director Director Certification Program (DCP) Class 115/2552
 by the Thai Institute of Directors Association (IOD)
 Number of years on the Board 11 years 5 month (appointed on 27 November 2008)

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
2018 – Present	President, MG BKK United Sakaeo Co., Ltd.
2017 – Present	Executive Director, BKK Commercial Vehicle Co., Ltd.
2014 – Present	President, BKK Autohouse Karnjanapisak Co., Ltd.
2010 – Present	Chairman of the Risk Management Committee, Phatra Leasing Public Company Limited
2009 – Present	Independent Director, Phatra Leasing Public Company Limited
1988 – Present	President, Benz BKK Vipavadee Co., Ltd.
1988 – Present	Executive Vice President, BKK Grand Estate Co., Ltd.
1988 – Present	Member of the Executive Committee, Benz BKK Group Co., Ltd. and SIAM NISSAN BKK Co., Ltd.
1988 – Present	Member of the Executive Committee, BKK Chrysler Co., Ltd.

Positions in other listed companies

-None-

Positions in other companies

(non-listed companies)

Period (Year started – Present)	Position / Company
2018 – Present	President, MG BKK United Sakaeo Co., Ltd.
2017 – Present	Executive Director, BKK Commercial Vehicle Co., Ltd.
2014 – Present	President, BKK Autohouse Karnjanapisak Co., Ltd.
1988 – Present	President, Benz BKK Vipavadee Co., Ltd.
1988 – Present	Executive Vice President, BKK Grand Estate Co., Ltd.

1988 – Present	Member of the Executive Committee, Benz BKK Group Co., Ltd. and SIAM NISSAN BKK Co., Ltd.
1988 – Present	Member of the Executive Committee, BKK Chrysler Co., Ltd.
2018 – Present	President, MG BKK United Sakaeo Co., Ltd.

Positions in rival companies /
companies which have businesses
related to the Company

-None-

Type of director nominated to be
appointed

Director which has been considered by the Remuneration and Selection Committee and the Board of Directors

Shareholding in the Company

-None-

Meeting attendance in 2019

9 out of 12 Board of Directors' Meetings

4 out of 4 Risk Management Committee's Meetings

Director nomination criteria

The Company has considered pursuant to the Remuneration and Selection Committee's recommendation and viewed that Mr. Anupon Likitpurkpaisan meets the qualifications required by the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and possesses competence, knowledge and experiences in the business related to the operation of the Company, and is able to contribute to the Company's development. It is, therefore, deemed appropriate that he be appointed as a director of the Company.

Definition of Independent Directors
Phatra Leasing Public Company Limited

Independent Directors are persons who are independent according to the Notification of the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission and are able to look after the interest of each and every shareholder equally and assure that there will be no conflict of interest as well as are independent from the management. In addition, the Independent Directors must be able to attend the Board of Directors' meetings and able to express their opinions independently. The qualifications of the independent directors are as follows:

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders or controlling persons of the Company, unless the foregoing status has ended for not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder, or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or its subsidiary companies;
4. Neither having nor used to have a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years.

The term business relationship under the first paragraph shall include any normal business transaction, rental or lease of immovable properties, transactions relating to assets or services or granting or receipt of financial assistance through receiving or granting loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of at least three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include the indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of an auditing firm which employs auditors of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years;
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent companies, subsidiary companies, associated

companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended for not less than two years;

7. Not being a director appointed as a representative of directors of the Company, major shareholders, or shareholders who are related to the major shareholders;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertake business in the same nature and in competition to the business of the Company or its subsidiary companies;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent directors with the qualifications stated in Item 1. to Item 9., the independent directors may be assigned by the Board of Directors to take part in the business decision of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons of the Company, whereby such decision shall be in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provide professional services exceeding the value specified under Item 4. or Item 6., the Company may be granted an exemption from such prohibition only if the Company has provided the opinion of the Company's Board of Directors indicating that, by taking into account the provision in Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (as amended B.E. 2551 (2008)), the appointment of such person does not affect the performance of duties and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- a. The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- b. The reason and necessity for maintaining or appointing such person as an independent director;
- c. The opinion of the Company's Board of Directors for proposing the appointment of such person as an independent director.

For the purpose of Item 5. and Item 6., the term "partner" shall mean a person assigned by an auditing firm or a provider of professional services to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

Details of the directors who are a proxy of the shareholders

Mr. Suebrakul Soonthornthum



Date of birth 23 October 1942

Age 77 years

Nationality Thai

Address 102 Na Ranong Road, Khet Klong Toey, Bangkok

Highest educational degrees

- MBIM, Hon.Dlitt, Curtin University – Australia
- PMD., Harvard University – U.S.A.
- National Defense College - Thailand

Training courses for director Director Accreditation Program (DAP)
by the Thai Institute of Directors Association (IOD)

Number of years on the Board 3 years 7 months (appointed on 1 October 2016)

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
2016 – Present	Independent Director / Chairman of the Audit Committee, Phatra Leasing Public Company Limited
2013 – Present	Director, Bluescope Buildings (Thailand) Limited.
2004 – Present	Director, United Overseas Bank Public Company Limited (UOB)
2008 – 2010	Chairman of the Audit Committee / Member of the Audit Committee, United Overseas Bank Public Company Limited (UOB)
2000 – Present	Chairman, Muang Thai Real Estate Public Company Limited
1999 – Present	Director, BP-Castrol (Thailand) Limited.
1996 – Present	Independent Director, Vanachai Group Public Company Limited
2002 – 2005	Chairman of the Audit Committee / Member of the Audit Committee, Vanachai Group Public Company Limited
2020 – Present	Vice President, Loxley Public Company Limited
2017 – 2019	Executive Vice President, Loxley Public Company Limited
1993 – 2016	Senior Executive Vice President, Loxley Public Company Limited
1992 – Present	Chairman, Foseco (Thailand) Limited
1987 – Present	Director, NS Bluescope (Thailand) Limited Director, NS Bluescope Lysaght (Thailand) Limited
2001 – Present	Chairman of the Audit Committee / Member of the Audit Committee, Muang Thai Life Assurance Public Company Limited
1987 – Present	Independent Director, Muang Thai Life Assurance Public Company Limited
1980 – 1986	Director, Muang Thai Life Assurance Public Company Limited

Positions in other listed companies	1977 – Present	Director, Loxley Group
	Period (Year started – Present)	Position / Company
	2004 – Present	Director, United Overseas Bank Public Company Limited
	1996 – Present	Independent Director, Vanachai Group Public Company Limited
	2020 – Present	Vice President, Loxley Public Company Limited
	2017 – 2019	Executive Vice President, Loxley Public Company Limited
Positions in other companies (non-listed companies)	Period (Year started – Present)	Position / Company
	2013 – Present	Director of Bluescope Buildings (Thailand) Limited
	2000 – Present	Chairman, Muang Thai Real Estate Public Company Limited
	1999 – Present	Director, BP-Castrol (Thailand) Limited
	1992 – Present	Chairman, Foseco (Thailand) Limited
	1987 – Present	Director, NS Bluescope (Thailand) Limited Director, NS Bluescope Lysaght (Thailand) Limited
	2001 – Present	Chairman of the Audit Committee / Member of the Audit Committee, Muang Thai Life Assurance Public Company Limited
	1987 – Present	Independent Director, Muang Thai Life Assurance Public Company Limited
	1980 – 1986	Director, Muang Thai Life Assurance Public Company Limited
Positions in rival companies / companies which have businesses related to the Company	-None-	
Shareholding in the Company	-None-	
Meeting attendance in 2019	12 out of 12 Board of Directors' Meetings 4 out of 4 Audit Committee's Meetings	
Conflict of interests in the agenda of this meeting	Having conflict of interest in the agenda to consider and approve the payment of the remuneration and bonus of the directors	

Details of the directors who are a proxy of the shareholders

Mr. Poonpipat Aungurikul



Date of birth 1 July 1947

Age 72 years

Nationality Thai

Address 35/43 Ladawan Village Soi 5/4 Srinakarin Road
Tambol Bangkaeo, Amphoe Bangplee,
Samutprakarn Province

Highest educational degree Certificate of Higher Education in Accounting
King Mongkut's University of Technology

Training courses for director Directors Accreditation Program (DAP)
by the Thai Institute of Directors Association (IOD)

Number of years on the Board 20 years 9 months (appointed on 30 July 1999)

Experiences

(during the past 5 years)

Period (Year started – Present)	Position / Company
1999 – Present	Independent Director / Member of the Audit Committee, Phatra Leasing Public Company Limited
2000 – 2016	Independent Director / Member of the Audit Committee, Thai British Security Printing Public Company Limited

Positions in other listed companies -None-

Positions in other companies -None-

(non-listed companies)

Positions in rival companies / -None-

companies which have businesses related to the Company

Shareholding in the Company -None-

Meeting attendance in 2019 11 out of 12 Board of Directors' Meetings

3 out of 4 Audit Committee's Meetings

Conflict of interests in the agenda of this meeting Having conflict of interest in the agenda to consider and approve the payment of the remuneration and bonus of the directors

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty)

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
(General Form)

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ภัทรลีซซิง จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

being a shareholder of Phatra Leasing Public Company Limited, holding the total number of

หุ้น

shares,

และออกเสียงลงคะแนนได้เท่ากับ

and having the right to vote equivalent to

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

เสียง ดังนี้

votes as follows:

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

เสียง

votes,

เสียง

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(2) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(3) ☐ นาย/นาง/นางสาว

Mr./Mrs./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ ☐

or

นายสีบตระกูล สุนทรธรรม ตำแหน่ง กรรมการอิสระ / ประธานกรรมการตรวจสอบ

Mr. Suebtrakul Sonthornthum Positions Independent Director / Chairman of the Audit Committee

อายุ

77

ปี

age

77

years

ที่อยู่เลขที่ 102 ถนน ณ ระนอง เขตคลองเตย กรุงเทพมหานคร

Residing at 102 Na Ranong Road, Khet Klong Toey, Bangkok

หรือ 

or

นายพลพิพัฒน์ อังยุริกุล

Mr. Poonpipat Aungurikul

ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ

Positions Independent Director / Member of the Audit Committee

อายุ 72 ปี

age

72

ปี

years

ที่อยู่เลขที่ 35/43 หมู่บ้านลาดาวลัย ชอย 5/4 ถนนศรีนครินทร์ ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ

Residing at 35/43 Ladawan Village Soi 5/4 Srinakarin Road, Tambol Bang Kaew, Amphoe Bang Phli, Samut Prakan Province

ส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้ : มีส่วนได้ส่วนเสียในวาระพิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จ
กรรมการ

Conflict of interest in the Agenda proposed to this AGM: having conflict of interest in the Agenda to consider and approve the payment of the remuneration and bonus of the directors

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563

for the Year 2020

วันพุธที่ 29 เมษายน 2563

on Wednesday 29 April 2020

เวลา 14.00 น.

at 2.00 p.m.

ณ ห้อง เลอเลตส์ 1 ชั้น 2 โรงแรมสวิสโฮเต็ล เลอ คอนคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at Le Lotus 1, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Rachadapisek Road, Huaykwang, Bangkok 10320, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ

Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจินตายตัว)
(Proxy Form containing specific details)

(ปิดอากร
แสตมป์ 20
บาท)

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We Nationality Residing at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ภัทรลิสซิง จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม
being a shareholder of Phatra Leasing Public Company Limited, holding the total number of
และออกเสียงลงคะแนนได้เท่ากับ
and having the right to vote equivalent to
หุ้นสามัญ
ordinary share of
หุ้นบุริมสิทธิ
preference share of
เสียง ดังนี้
votes as follows:
หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares, and having the right to vote equivalent to
หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares, and having the right to vote equivalent to
หุ้น
shares,
เสียง
votes,
เสียง
votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่
Mr./Mrs./Miss age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code
หรือ
or
(2) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่
Mr./Mrs./Miss age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code
หรือ
or
(3) ☐ นาย/นาง/นางสาว อายุ ปี อยู่บ้านเลขที่
Mr./Mrs./Miss age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ ☐ นายสืบตระกูล สุนทรธรรม ตำแหน่ง กรรมการอิสระ / ประธานกรรมการตรวจสอบ
or Mr. Suebrakul Soonthornthum Positions Independent Director / Chairman of the Audit Committee

อายุ 77 ปี ที่อยู่เลขที่ 102 ถนน ณ ระนอง เขตคลองเตย กรุงเทพมหานคร
age 77 years Residing at 102 Na Ranong Road, Khet Klong Toey, Bangkok

หรือ ☐ นายพูลพิพัฒน์ อังยุริกุล ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ
or Mr. Poonpipat Aungurikul Positions Independent Director / Member of the Audit Committee

อายุ 72 ปี ที่อยู่เลขที่ 35/43 หมู่บ้านลดาวัลย์ ซอย 5/4 ถนนศรีนครินทร์ ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ
age 72 years Residing at 35/43 Ladawan Village Soi 5/4 Srinakarin Road, Tambol Bang Kaew, Amphoe Bang Phli, Samut Prakan Province

ส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครึ่งนี้ : มีส่วนได้เสียในวาระพิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จ
กรรมการ

Conflict of interest in the Agenda proposed to this AGM: having conflict of interest in the Agenda to consider and approve the payment of the remuneration and bonus of the directors

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563 วันพุธที่ 29 เมษายน 2563 เวลา 14.00 น.

for the Year 2020

on Wednesday 29 April 2020

at 2.00 p.m.

ณ ห้อง เลอโลตัส 1 ชั้น 2 โรงแรมสวิสโฮเต็ล เลอ คอนคอร์ด กรุงเทพมหานคร เลขที่ 204 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at Le Lotus 1, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Rachadapisek Road, Huaykwang, Bangkok 10320, or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานในรอบปี 2562
Agenda No. 1 To acknowledge the report on the operating results for the year 2019

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี 2562
Agenda No. 2 To consider and approve the Financial Statements for the year 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2562
Agenda No. 3 To consider and approve the dividend payment for the year 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ
Agenda No. 4 To consider and approve the appointment of the directors in place of the directors who retired by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นางนวลพรรณ ล่ำซำ

Mrs. Nualphan Lamsam

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

4.2 นางจันทร์ภา บุรณฤกษ์

Mrs. Chantira Punariksha

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

4.3 นายอาทิตย์สร บุนนาค

Mr. Arpatsorn Bunnag

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

4.4 นายอนุพล ลิขิตพฤษไพบูล

Mr. Aunpon Likitpurkpaian

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

พิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จกรรมการ

Agenda No. 5 To consider and approve the payment of the remuneration and bonus of the directors

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda No. 6 To consider and approve the appointment of the auditors and the determination of the audit fee

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 23 ข้อ 24 และข้อ 25

Agenda No. 7 To consider and approve the amendment of Articles 23, 24 and 25 of the Company's Articles of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8

Agenda No. 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)

To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ภัทรลิขิ่ง จำกัด (มหาชน)

The appointment of proxy by the shareholder of Phatra Leasing Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 14.00 น. ณ เลอโลตัส 1 ชั้น 2 โรงแรมสวิสโฮเต็ล เลอ
คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก แขวง ขาว กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Wednesday 29 April 2020 at 2.00 p.m. at Le Lotus 1 Room, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Rachadapisek
Road, Huaykwang, Bangkok 10320, or any adjournment at any date, time and place thereof.

.....

วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

Agenda No.

Re: To consider and approve the appointment of the directors in place of the directors who retired by rotation (continued)

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝาก
(For foreign shareholders who have custodians in Thailand only)

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____ สำนักงานตั้งอยู่เลขที่ _____
I/We _____ Residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
as a Custodian for _____
ซึ่งเป็นผู้ถือหุ้นของบริษัท ภัทรลีซิง จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
being a shareholder of Phatra Leasing Public Company Limited, holding the total number of _____ shares,
และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
and having the right to vote equivalent to _____ votes as follows:
หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of _____ shares, and having the right to vote equivalent to _____ votes,
หุ้นบุริมสิทธิ _____ - _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share of _____ shares, and having the right to vote equivalent to _____ votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____
หรือ (2) ☐ นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Mrs./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____
หรือ (3) ☐ นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Mrs./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____

หรือ ☐ นายสืบตระกูล สุนทรธรรม ตำแหน่ง กรรมการอิสระ / ประธานกรรมการตรวจสอบ
or Mr. Suebrakul Soonthornthum Positions Independent Director / Chairman of the Audit Committee

อายุ 77 ปี ที่อยู่เลขที่ 102 ถนน ณ ระนอง เขตคลองเตย กรุงเทพมหานคร
age 77 years Residing at 102 Na Ranong Road, Khet Klong Toey, Bangkok

หรือ ☐ นายพูลพัฒน์ อังยุริกุล ตำแหน่ง กรรมการอิสระ/ กรรมการตรวจสอบ
or Mr. Poonpipat Aungurikul Positions Independent Director / Member of the Audit Committee

อายุ 72 ปี ที่อยู่เลขที่ 35/43 หมู่บ้านลดาวัลย์ ซอย 5/4 ถนนศรีนครินทร์ ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ
age 72 years Residing at 35/43 Ladawan Village Soi 5/4 Srinakarin Road, Tambol Bang Kaew, Amphoe Bang Phli, Samut Prakan Province

ส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครึ่งนี้ : มีส่วนได้เสียในวาระพิจารณาอนุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จกรรมการ
Conflict of interest in the Agenda proposed to this AGM: having conflict of interest in the Agenda to consider and approve the payment of the remuneration and bonus of the directors

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders

ประจำปี 2563 วันพุธที่ 29 เมษายน 2563 เวลา 14.00 น.
for the Year 2020 on Wednesday 29 April 2020 at 2.00 p.m.

ณ ห้อง เลอโลตัส 1 ชั้น 2 โรงแรมสวิสโฮเต็ล เลอ คองคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at Le Lotus 1, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Rachadapisek Road, Huaykwang, Bangkok 10320, or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

☐ มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

<input type="checkbox"/> หุ้นสามัญ ordinary share		หุ้น และออกเสียงลงคะแนนได้เท่ากับ		เสียง votes,
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	-	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	-	เสียง votes.
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Total amount of voting rights				เสียง votes.

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานในรอบปี 2562
Agenda No. 1 To acknowledge the report on the operating results for the year 2019

วาระที่ 2 พิจารณาอนุมัติงบการเงินประจำปี 2562
Agenda No. 2 To consider and approve the Financial Statements for the year 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2562

Agenda No. 3 To consider and approve the dividend payment for the year 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No. 4 To consider and approve the appointment of the directors in place of the directors who retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointing the whole nominated candidates

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointing an individual nominated candidate

4.1 นางนวลพรรณ ล่ำซำ

Mrs. Nualphan Lamsam

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.2 นางจันทรา บุรณฤกษ์

Mrs. Chantira Pumariksha

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.3 นายอาภัสสร บุนนาค

Mr. Arpatsorn Bunnag

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

4.4 นายอนุพล ลิขิตพฤษไพศาล

Mr. Aunpon Likitpurkpaisan

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณานุมัติการจ่ายค่าตอบแทนกรรมการและบำเหน็จกรรมการ

Agenda No. 5 To consider and approve the payment of the remuneration and bonus of the directors

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda No. 6 To consider and approve the appointment of the auditors and the determination of the audit fee

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 23 ข้อ 24 และข้อ 25

Agenda No. 7 To consider and approve the amendment of Articles 23, 24 and 25 of the Company's Articles of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

(7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ภัทรลีซิง จำกัด (มหาชน)

The appointment of proxy by the shareholder of Phatra Leasing Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 14.00 น. ณ เลอโลตัส 1 ชั้น 2 โรงแรมสวิสโฮเต็ล เลอ คอนคอร์ด กรุงเทพฯ เลขที่ 204 ถนนรัชดาภิเษก ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2020, on Wednesday 29 April 2020 at 2.00 p.m. at Le Lotus 1 Room, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Rachadapisek Road, Huaykwang, Bangkok 10320, or any adjournment at any date, time and place thereof.

.....

วาระที่.....เรื่อง.....

Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่.....เรื่อง.....

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votes

Disapprove

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Approve

votes

Disapprove

votes

Abstain

votes

วาระที่.....เรื่อง.....

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Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

Agenda No. Re: To consider and approve the appointment of the directors in place of the directors who retired by rotation (continued)

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

Proxy Clarification, Registration, Presentation of Documents Prior to Attending the Meeting,
Voting and Vote Counting
in the Annual General Meeting of Shareholders for the Year 2020
Phatra Leasing Public Company Limited
on Wednesday, 29 April 2020

A. Proxy

The Company has sent the Proxy Form B. for the shareholders who cannot attend the Meeting themselves to consider appointing any person or one of the directors of the Company (as per the name of directors designated by the Company) to be a proxy to attend and vote at the Meeting on the shareholders' behalf.

In this regard, in case the shareholders wish to appoint a proxy in general, you may use the Proxy Form A. For the shareholders who are foreign investors and appoint custodians in Thailand, you may use the Proxy Form C. In any event, the shareholders must use either one of the above Proxy Forms.

1. Appointing any person to be a proxy
 - The grantor must appoint only one proxy to attend and vote at the Meeting, and must not split the number of shares to several proxies for splitting votes.
 - The grantor, please fill in the details in the Proxy Form which must be duly executed by both the grantor and the proxy.
 - The proxy shall submit such Proxy Form to the Company's officer at the meeting venue prior to attending the Meeting.
2. Appointing one of the Company's directors to be a proxy
 - The grantor, please specify the name and details of one of the Company's directors as follows to be a proxy:
 1. Mr. Suebtrakul Soonthornthum; Positions: Independent Director / Chairman of the Audit Committee; Age: 77 years; Residing at 102 Na Ranong Road, Khet Klong Toey, Bangkok
 2. Mr. Poonpipat Aungurikul; Positions: Independent Director / Member of the Audit Committee; Age: 72 years; Residing at 35/43 Ladawan Village Soi 5/4 Srinakarin Road, Tambol Bang Kaew, Amphoe Bang Phli, Samut Prakan Province
 - The grantor, please fill in the details and execute the Proxy Form, put it in the business reply service envelop, seal the envelope and mail by post, without having to affix postage stamp, to the Company Secretary before the day of the Meeting. In this case, please deliver the same to the Company by Friday, 24 April 2020.

B. Registration and Presentation of Documents Prior to Attending the Meeting

The Company will start reviewing the completeness of the Proxy Form and open for registration from 1.00 p.m. onwards at Le Lotus 1 Room, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, No. 204 Rachadapisek Road, Huaykwang, Bangkok 10320 as appeared in the map attached herewith.

1. Shareholders who are natural persons

- Shareholders attending the Meeting themselves:
 - Identification card, government official identification card or passport (for foreigners) of the shareholder, or valid document with a photo of the shareholder issued by governmental authorities.
- Shareholders appointing a proxy to attend the Meeting:
 - One of the Proxy Forms, as attached herewith, which has been duly completed and executed by the grantor and the proxy and affixed with Baht 20 stamp;
 - A copy of the grantor's identification card, government official identification card or passport (for foreigners), or a copy of a valid document with a photo of the grantor issued by governmental authorities, certified true and correct by the grantor; and
 - Identification card, government official identification card or passport (for foreigners) of the proxy, or valid document with a photo of the proxy issued by governmental authorities.

2. Shareholders who are juristic persons

- Representatives of juristic persons (authorized directors) attending the Meeting themselves:
 - Identification card, government official identification card or passport (for foreigners) of the representatives of the juristic person, or valid document with a photo of the representatives of the juristic person issued by governmental authorities; and
 - A copy of the company's affidavit of the shareholder, issued by the Ministry of Commerce, certified true and correct by the representatives of the juristic person, specifying that the representatives of the juristic person attending the Meeting are duly authorized on behalf of the juristic person, and have been issued for not more than 1 month.
- Shareholders appointing a proxy to attend the Meeting.
 - One of the Proxy Forms, as attached herewith, which has been duly completed and executed by the grantor and the proxy and affixed with Baht 20 stamp;
 - A copy of the company's affidavit of the shareholder, issued by the Ministry of Commerce, certified true and correct by the representatives of the juristic person, specifying that the representatives of the juristic person appointing the proxy are duly authorized on behalf of the juristic person, and have been issued for not more than 1 month;
 - A copy of identification card, government official identification card or passport (for foreigners) of the representatives of the juristic person, or a copy of valid document with a photo of the representative of the juristic person issued by governmental authorities, certified true and correct by such person; and
 - Identification card, government official identification card or passport (for foreigners) of the proxy, or valid document with a photo of the proxy issued by governmental authorities.

3. Shareholders who are not Thai citizens or who are juristic persons which are established under foreign laws

The information in Item 1. and Item 2. will be used for the shareholders who are not Thai citizens or who are juristic persons which are established under foreign laws, as the case may be, *mutatis mutandis*, and also subject to the following:

- A copy of the juristic person's affidavit issued for not more than 1 month, may be issued by the governmental authorities of the countries where such juristic person is situated or by the officers of such juristic person, whereby such document shall specify the name of the juristic person, the authorized persons who can sign to bind the juristic person, the conditions or limitations of the authorized signatories, the location of head office, etc.
- For the original documents which are not in English, an English translation of such documents, certified true translation by the representatives of the juristic person, is required.

C. Voting and Vote Counting

The Chairman of the Meeting (the "Chairman") will clarify the voting methods and vote counting to the Meeting prior to commencing the agenda of the Meeting.

1. Voting

- 1 share is entitled to 1 vote.
- In casting votes in each agenda, the Chairman will ask the Meeting whether there are any shareholders who disapprove or abstain and ask them to raise their hands.
 - ❖ The shareholders who disapprove or abstain shall confirm their intention in the ballots which were distributed by the Company's officer prior to attending the Meeting. The Chairman will ask the Company's officer to collect the ballots from the shareholders who disapprove and abstain for vote counting. The shareholders who do not raise their hands and do not submit the ballots for vote counting in each agenda will be deemed that such shareholders approve the agenda proposed by the Chairman.
 - ❖ If there is no shareholder who disapproves or abstains, it will be deemed that such agenda is approved unanimously as proposed by the Chairman, except for the case that the disapproval or abstention votes have been specified in the Proxy Form and the Company has recorded such disapproval or abstention votes for each agenda.
- The shareholders who appoint the proxy to attend the Meeting and have specified their votes in the Proxy Form, the Company will record such votes as specified in the Proxy Form in advance for the proxy's convenience during the proxy registering to attend the Meeting so that the proxy does not have to specify such votes in the ballots again.

2. Vote Counting

- For vote counting in each agenda, the Company will deduct the disapproval and abstention votes of the shareholders who attend the Meeting and who appoint the proxy, of which the Company has recorded the votes in advance during the proxy registering to attend the Meeting, from the total votes of the shareholders attending the Meeting and casting their votes and/or having the rights to cast their votes (as the case may be).
- The Chairman will announce the voting result after the voting in each agenda is completed, whereby the announced votes will be divided into the numbers of the approval, disapproval and abstention votes and the percentage thereof. The ballots submitted after the Chairman announced the voting result of each agenda to the Meeting will not be counted as the voting result.

- When counting the votes, the votes shall be divided into 3 categories, which are as follows:
 - ❖ The agenda requiring an approval by the majority votes of the shareholders attending the meeting and casting their votes: The Company will not count the abstention votes as the calculation basis.
 - ❖ The agenda requiring an approval by the votes of not less than two-thirds of the total votes of the shareholders attending the meeting: The Company will count all the approval votes, the disapproval votes and the abstention votes as the calculation basis.
 - ❖ The agenda requiring an approval by the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote: The Company will count all the approval votes, the disapproval votes and the abstention votes as the calculation basis.

The Company's Articles of Association in relation to the shareholders' meeting

Provision 5 Shareholders' Meeting

Article 30. The board of directors shall convene an annual general meeting of shareholders within 4 months of the last day of fiscal year of the Company.

The shareholders meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may summon an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 32. of these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

Article 31. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date and time, the agenda of the meeting and the matters to be proposed to the meeting with reasonable details, by expressly specifying as to the matter to be set forth to the meeting for information, approval or consideration, as the case may be, including opinions of the board of directors on the said matters. The said notice shall be sent to the shareholders and registrar at least 7 days prior to the date of the meeting and shall also be published in a newspaper for 3 consecutive days, at least 3 days prior to the date of the meeting.

The board of directors or an authorized director shall determine the date, time and place of a shareholders' meeting, whereby the place of a shareholders' meeting shall be located where the head office or a branch office is located or a province nearby the location of the head office and branch office or other province as the board of directors deems appropriate.

Article 32. In a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting not less than 25 persons or not less than one-half of the total number of shareholders, and holding shares in aggregate not less than one-third of the total issued shares, to constitute a quorum.

At any shareholders' meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum as specified, if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In a subsequent meeting, a quorum is not required.

Article 33. The resolution of a shareholders' meeting shall comprise the following votes:

- (1) In ordinary events, a majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or amalgamation of the business with other persons with the purpose of profit and loss sharing.

Article 34. Transactions to be conducted at an annual general meeting are as follows:

- (1) To consider the report of the board of directors as proposed to the meeting presenting the business management of the Company in the preceding year;
- (2) To consider and approve the financial statements;
- (3) To consider the appropriation of profits;
- (4) To appoint directors in replacement of the directors who retire by rotation;
- (5) To appoint the auditors; and
- (6) To transact any other businesses.

Summary of the Amendment of the Company's Articles of Association

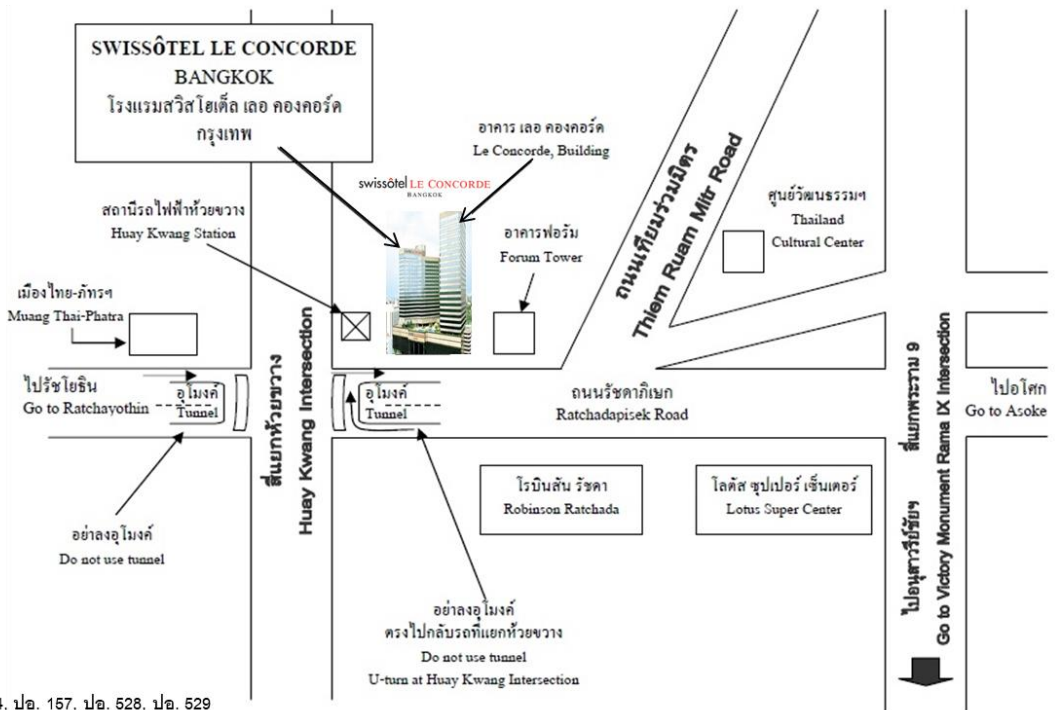
Existing Articles of Association	Proposing Articles of Association to be Amended
Article 23. A meeting of the board of directors must be held at least once in every three months. The Chairman of the board of directors or the director who has been assigned by him shall be the person who calls the meeting, determine the date, time and place of the meeting which can be designated in the area other than where the Company's head office is located.	Article 23. A meeting of the board of directors must be held at least once in every three months. The Chairman of the board of directors or the director who has been assigned by him shall be the person who calls the meeting, determine the date, time and place of the meeting which can be designated in the area other than where the Company's head office is located. <u>In conducting the meeting, the board of directors is entitled to conduct the meeting through electronic media.</u>
Article 24. In calling a meeting of the board of directors, the Chairman of the board of directors or the person assigned by him shall send out a notice of meeting via registered mail or deliver to the receiver or his/her representative directly, and state date, time, place and agenda of the meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.	Article 24. In calling a meeting of the board of directors, the Chairman of the board of directors or the person assigned by him shall send out a notice of meeting via registered mail or deliver to the receiver or his/her representative directly, and state date, time, place and agenda of the meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting. <u>In delivering an invitation letter to the board of directors' meeting through electronic media, the Company may send such invitation letter and meeting documents via electronic mail (e-mail).</u>
Article 25. At a meeting of the board of directors, at least one-half of the total number of directors attending the meeting shall constitute a quorum. In case the Chairman of the board of directors is not present at the meeting or cannot perform his duty, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman but he cannot perform his duty, the directors present at the meeting shall elect one of the directors to be the Chairman of the meeting.	Article 25. At a meeting of the board of directors, at least one-half of the total number of directors attending the meeting shall constitute a quorum. In case the Chairman of the board of directors is not present at the meeting or cannot perform his duty, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman but he cannot perform his duty, the directors present at the meeting shall elect one of the directors to be the Chairman of the meeting.

Existing Articles of Association	Proposing Articles of Association to be Amended
<p>Decisions at the board of directors' meeting shall be made by majority vote. Each director is entitled to one vote, except the director who has interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.</p>	<p>Decisions at the board of directors' meeting shall be made by majority vote. Each director is entitled to one vote, except the director who has interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.</p> <p><u>In each meeting of the board of directors, the Chairman of the meeting may allow the directors to attend and participate in such meeting through electronic media provided that at least one-third of the directors to form a quorum must be in the same meeting venue and all of them must be in Thailand during the meeting.</u></p> <p><u>Such electronic meeting under paragraph three must be held via a controlled electronic system applying IT security measures by voice, or voice and video recording (as the case may be) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant laws.</u></p> <p><u>Any director who attends a meeting of the board of directors through electronic media in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with laws and these Articles of Association.</u></p>

แผนที่ โรงแรมสวิสโฮเต็ล เลอ คอนคอร์ด กรุงเทพฯ

swissôtel LE CONCORDE
BANGKOK

SWISSOTEL LE CONCORDE BANGKOK MAP



กรณีเดินทางด้วยรถไฟฟ้าใต้ดิน (By MRT)

- สถานีห้วยขวาง ทางออกหมายเลข 2
- Huaykwang Station, Exit 2

กรณีเดินทางด้วยรถโดยสารประจำทาง (By Bus)

- สาย 12, 13, 73, 122, 136, 137, 175, 185, 206
- Bus line 12, 13, 73, 122, 136, 137, 175, 185, 206
- ปอ. 15, ปอ.18, ปอ. 22, ปอ. 136, ปอ. 137, ปอ. 514, ปอ. 157, ปอ. 528, ปอ. 529
- Air-conditioned bus line 15, 18, 22, 136, 137, 514, 157, 528, 529

หากต้องการสอบถามรายละเอียดเพิ่มเติม สามารถติดต่อได้ที่คุณศศิธร หรือคุณพจนา โทร. 0-2290-7575, 0-2693-2288 ต่อ 113,114, หรือมือถือ 085-920-6228, 081-900-7594
For more information, please contact Khun Sasitron or Khun Potjana
Tel 0-2290-7575, 0-2693-2288 ext. 113, 114, or Mobile 085-920-6228, 081-900-7594