

2 October, 2013

**Subject:** Invitation for the Extraordinary General Meeting of Shareholders No. 1/2013

**To:** The Shareholders

**Attachments:**

1. Copy of the Minutes of the Annual General Meeting of Shareholders FY 2013
2. Details of the Debentures Issuance
3. Details of the issuance of warrant (GL – W3) and the increasing of capital
4. Proxy Form B (which stated information of the Independent Directors)
5. The Company's Articles of Association in relation to the meeting
6. Identification Documents of shareholders and proxies
7. Map of the Meeting place

The Board of Directors of Group Lease Public Company Limited has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2013 on Friday, 8 November, 2013 at 10.00 a.m. at Magic 2 Room, 2<sup>nd</sup> fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210 to consider the following agenda:

**Agenda 1 Inform that the invitation to this meeting is in accordance with Thai law and regulations**

**Agenda 2 The announcement of the quorum**

**Agenda 3 To certify the Minutes of the Annual General Meeting of the shareholders FY 2013 (Attachment 1)**

**Opinion of the Board** : The Board recommends that minutes of the Annual General Meeting of Shareholders FY 2013 held on 26 April, 2013 was recorded correctly reflecting the resolutions passed by the shareholders' meeting and should be certified.

**Agenda 4 To acknowledge the Interim Dividend Payment**

The Board of Directors Meeting of Group Lease Public Company Limited No.11/2013 held on 27 August, 2013 had resolved to approve the interim dividend payment from 1 January – 30 June, 2013 operating result to the Company's shareholders at 0.11 Baht per share or the total amount of 112,402,983.22 Baht or 67.73% of the net profit. The record date to determine shareholders name for the right to receive dividend payment is on 16 September, 2013 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on 17 September, 2013. Dividend was paid to the shareholders on 25 September, 2013.

**Agenda 5 To consider and approve the Issuance of Debentures (Attachment 2)**

**Opinion of the Board** : In order to accommodate the source of fund for the Company's business expansion and/or for use as working capital or any other purposes as deemed appropriate, the Board recommends that the shareholders consider and approve the issuance of debentures at the combined total amount not exceeding Baht 2 Billion and also approve to empower the authorized directors acting on behalf of the Company and/or the person(s) authorized by authorized director(s) to consider and determine the various details relating to the issuance and offering of debentures, including the applications for the approval from the agencies concerned, appointment of advisor or the person concerning the issuance and offering of the debentures, negotiation, agreement and entering into the documents and agreement concerned as well as doing any acts as necessary in relation to the issuance and offering of the Company's Debentures.

**Agenda 6 To consider and approve the issuance of warrant to purchase ordinary share of the company No. 7(GL-W3) to the existing shareholders**

**Opinion of the Board** : In order to accommodate the source of fund for the Company's business expansion and/or for use as working capital or any other purposes as deemed appropriate, the Board of Directors recommends that the shareholders consider and

approve the issuance of warrant to purchase ordinary share of the Company No. 7(GL-W3) allocated to the existing shareholders on the following details:

Type	:	warrant entitled to purchase ordinary share of Group Lease Public Company Limited
Offering / Allocation	:	allocated to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	:	341,568,986 units
Offering price	:	-0- Baht
Terms of warrant	:	not exceeding 2 years from the issuing date
Exercise ratio	:	1 unit of warrant per 1 new ordinary share
Exercise price	:	10.00 Baht
Exercise period	:	the last business day of every month until expiry date of the warrant
Offering period	:	within 1 year after the approval from the shareholders
Listing	:	The warrants will be listed in the Stock Exchange of Thailand

The record date to determine the shareholders' right for the Right Offering Warrants is on 20 November, 2013 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 21 November, 2013.

**Agenda 7 To consider and approve the cancellation of increasing of capital for the purpose of General Mandate**

**Opinion of the Board** : With reference to the EGM No. 2/2012 held on 25 October, 2012 in which the shareholders had approved for the capital increasing for the purpose of General Mandate as well as the allocation of the shares to accommodate for such capital increasing in an amount of 103,074,095 Baht (20,614,819 ordinary shares), as it is expected that there might not be any increasing of capital by General Mandate method until the Annual General Meeting of Shareholders of the year 2014 which is the expiry date of such capital increasing, the Board recommends that the shareholders consider and approve the cancellation of the increasing of capital for the purpose of General Mandate and the allocation of the increased ordinary shares.

**Agenda 8 To consider and approve the decreasing of Company's registered capital to reflect the paid-up capital after reserving for the exercising of warrant which has not yet expired**

**Opinion of the Board** : As at present, the Company has a registered capital of 675,000,000 Baht divided into 1,350,000,000 shares at 0.50 Baht par value and a paid-up capital of 512,353,479 Baht divided into 1,024,706,958 ordinary shares, therefore, in order to prepare for capital increasing, the Board of Directors recommends that the shareholders consider and approve the decreasing of Company's registered capital by 124,858,357 Baht (249,716,714 shares) to be equal to the paid-up capital after reserving 37,788,164 Baht for the future exercising of the existing Warrants which are not expired so that the new registered capital will be decreased from 675,000,000 Baht (1,350,000,000 shares) to 550,141,643 Baht (1,100,283,286 shares).

**Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of capital**

**Opinion of the Board** : The Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 reflect the decreasing of registered capital as follows:

"No. 4 Registered capital	:	550,141,643 Baht
Divided into	:	1,100,283,286 Shares
Par value of	:	0.50 Baht

Divided into :  
Ordinary shares : 1,100,283,286 Shares  
Preferred shares : -0- Share"

**Agenda 10 To consider and approve the increasing of capital by issuing new ordinary shares to reserve for the exercising of warrant No. 7 (GL-W3)**

**Opinion of the Board** : The Board recommends that the shareholders consider and approve the increasing of the Company's registered capital for 170,784,493 Baht (341,568,986 ordinary shares) at 0.50 Baht par value as shares reserved for the exercising of Warrant No. 7 (GL-W3)

**Agenda11 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of capital**

**Opinion of the Board** : The Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the increasing of registered capital as follows:

"No. 4 Registered capital	: 720,926,136	Baht
Divided into	: 1,441,852,272	Shares
Par value of	: 0.50	Baht
Divided into :		
Ordinary shares	: 1,441,852,272	Shares
Preferred shares	: -0-	Share"

**Agenda 12 To consider any other business (if any)**

-none-

The record date to determine the shareholders' right to attend the Extraordinary General Shareholders' Meeting No. 1/2013 is set to be on 15 October, 2013 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 16 October, 2013.

The shareholders are cordially invited to attend the Meeting on the abovementioned time and venue. Those who cannot attend the Meeting themselves, please grant the proxy by filling up the attached form and bring it together with the documents as evidences to verify the identity of the shareholder or the grantee of the shareholder entitled to attend the Meeting specified in the attachment to register on the Meeting date starting from 8.00 a.m.

Yours sincerely,



Mr. Mitsuji Konoshita  
Chairman of the Board of Directors

**Document for Agenda 3 : To Certify the Minutes of the Annual General Meeting of Shareholders FY 2013 held on 26 April, 2013**

**Minutes of the Annual General Meeting of Shareholders for 2013  
Of  
Group Lease Public Company Limited  
(The "*Company*")**

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**Date, Time and Place**

The Meeting was held on Friday, 26 April, 2013 at 10.00 a.m., at Venus Room, 3<sup>rd</sup> fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210

**List of Attended Directors**

- |     |                               |   |
|-----|-------------------------------|---|
| 1.  | Mr. Mitsuji Konoshita         | Chairman and Chief Executive Officer                  |
| 2.  | Mr. Muneo Tashiro             | Director  |
| 3.  | Mr. Tatsuya Konoshita         | Director and Chief Business Development Officer       |
| 4.  | Mr. Worasak Kriengkamol       | Director and Executive Director                       |
| 5.  | Mr. Deepong Sahachartsiri     | Director and Chief Financial Officer                  |
| 6.  | Mr. Somchai Limpattanasin     | Director and Chief Operating Officer                  |
| 7.  | Gen. Suebsan Dardarananda     | Independent Director and President of Audit Committee |
| 8.  | Mr. Sonit Pichyangkul         | Independent Director and Audit Committee              |
| 9.  | Mr. Pholdej Therdphithakvanij | Independent Director and Audit Committee              |
| 10. | Mr. Krit Phanratanamala       | Independent Director and Audit Committee              |

**List of Non-attended Directors**

- None -

**List of Attended Management**

- |    |                              |                                      |
|----|------------------------------|--------------------------------------|
| 1. | Mr. Pornsak Aurujchutchairut | General Manager – Operation          |
| 2. | Mr. Charas Liengvithayakun   | General Manager - Marketing          |
| 3. | Mr. Kittichai Maneenont      | Field & Repossession Manager         |
| 4. | Mr. Kaptan Jeerasete         | Credit and Marketing Manager         |
| 5. | Mr. Somkid Jarupaiboonpan    | Personnel and Administration Manager |
| 6. | Mr. Sorathas Kanthiwong      | Information Technology Manager       |
| 7. | Mr. Chanchai Lertchareonka   | Operation Manager                    |
| 8. | Ms. Aujchara Chaina          | Accounting & Finance Manager         |
| 9. | Mr. Chinawat Ketphan         | Advisor                              |

**Representative from the External Auditor**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Ms. Pimjai Manitkajohnkit | Ernst and Young Office Limited                               |
| 2. | Ms. Wraporn Apichainunt   | Ernst and Young Office Limited<br>(witness of vote counting) |

## **Preliminary Proceedings**

Mr. Mitsuji Konoshita presided as the Chairman of the Meeting. The Chairman welcomed all the shareholders and asked the Secretary to introduce the members of the Board of Directors, Audit Committee, Executive Directors, and Management of the Company as well as the representatives from the Company's independent auditor whose names are listed above. Moreover, Ms. Wraporn Apichainunt was assigned to be the witness for the vote counting.

Then the Chairman announced that the Meeting would be conducted in English and assigned the Secretary to read the translation. Some parts would be announced in Thai for more convenience such as the invitation notice report and the announcement of quorum, report on the Company's operating result and the voting result in each agenda. During the end of each agenda before voting, the shareholders may ask questions or may do it during Agenda 18, the last agenda to consider any other business as the Company had no other agenda to be considered and thus, there would be no resolution or any voting in this agenda.

## **Voting Method Announcement**

The Secretary went on to announce the voting method as follows:

In each of the agenda, the resolution could be passed by a majority vote of the shareholders except the approval for the Directors' remunerations, which should gain more than two-third of all the votes from the shareholders presented in the Meeting and have the right to vote and the approval of capital increasing in agenda 12 and 13 shall gain more than three-fourth of all the votes from the shareholders presented in the Meeting and have the right to vote by using 1 share 1 vote system in every agenda. The voting for agenda 7 about the re-election of Directors shall be done individually for each director. For agenda 1, 2, 4 and 17 which were presented for acknowledgement only would not require any voting for those agenda.

The voting method for every agenda shall be made by voting sheets. In casting vote, the shareholder shall put only one mark on the voting sheet where they wish to vote approve or disapprove or abstain, sign their name on the voting sheet and return them to the staff after the end of each agenda to have the vote recorded.

The shareholders who granted proxy for others to attend the meeting and had specified their votes to be cast on each agenda in the proxy form, those specified votes of approve, disapprove or abstain voting by the grantor had already been recorded in the computer in each related agenda and such proxy person shall not receive any more voting sheet except that it was prescribed in the proxy form to grant the right to the proxy to vote on their behalf.

In the event that the proxy or the shareholders who attend the meeting do not return the voting sheet or return but without making any mark on the voting sheet, those voting shall be considered approved by the shareholders in that agenda and all of the voting sheets shall be kept as evidence.

In collecting the voting result, the disapprove and abstain votes shall be deducted from the total votes of the shareholders and proxy who attended the meeting and the remaining votes shall be the votes for approve. After the completion of vote counting, result of votes shall be announced to the Meeting in each agenda.

After all shareholders understood the voting method, the Chairman then declared the Meeting duly convened to consider the agenda as follows:

### **Agenda 1 Inform that the invitation to this meeting is in accordance with Thai laws and regulations**

The Company Secretary was assigned to inform the shareholders that the invitation of this Annual General Meeting of Shareholders FY2013 was done in compliance with Thai laws and related regulations. Therefore, such invitation notice is lawful.

### **Agenda 2 The announcement of the quorum**

The Company Secretary was assigned to announce the quorum that there were 48 shareholders attended in person with the amount of 6,965,698 shares or equals to 10.02% of total issued shares and 19 attended by proxies with the amount of 47,132,331 shares or equals to 67.78% of total issued shares or a total of 67 persons totaling 54,098,029 shares, equal to 77.80% which exceeded one-third of the

Company's total paid up capital of 69,532,208 shares and the quorum was constituted according to the Company's Articles of Association No. 33 which states that "In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of paid up shares of the Company".

**Agenda 3 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 2/2012**

The Chairman proposed to the Meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2012 held on 25 October, 2012 a copy of which was attached in the notice of the Meeting sent to the shareholders prior to the meeting as the Board of Directors viewed that it was recorded correctly.

**Resolved:** It was resolved that the Minutes of Extraordinary General Meeting of the shareholders No. 2/2012 be certified.

The above resolution was certified with the following votes :

Approved	54,242,229 votes equivalent to 100.00%
Disapproved	0 votes equivalent to 0.00%
Abstained	0 votes equivalent to 0.00%

**Remark :** In this agenda, there were 2 more shareholders coming in with total 144,200 more shares so that the total attended shares were 54,242,229 shares.

**Agenda 4 To acknowledge the Interim Dividend Payment**

Chairman informed the meeting that the Company's Board of Directors Meeting No. 4/2013 held on 12 March, 2013 had resolved to approve interim dividend payment from the operating result during 1<sup>st</sup> Jan – 30 Sept, 2012 for the amount of 169,055,211.30 Baht or 67.49% of the net profit. Since as of 20 September, 2012, the interim dividend was paid already from the fiscal year at the total of 99,523,003.30 Baht, the remaining amount of 69,532,208 Baht or 1 Baht per share was paid. The record date to determine shareholders name for the right to receive dividend payment was on 28 March, 2013 and the list of shareholders was gathered according to Section 225 of The Security and Exchange Act by closing registration book on 29 March, 2013 and the dividend was paid to the shareholders on 11 April, 2013.

**Agenda 5 To acknowledge and approve the Directors' Annual Report, the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2012**

The Chairman informed that the annual report which comprises of the Company's financial statements for the year ended 31 December 2012 has already been sent to shareholders together with the invitation notice of this meeting.

The Chairman asked Mr. Deepong Sahachartsiri to report the result of the Company's performance as of 31 December of last year. And there were representatives from the Company's external auditor, Ernst & Young Office Limited, presented in the meeting to answer the questions or to give more information if needed.

**Question :** A shareholder would like to have the explanation on the Company's hire-purchase interest income which was decreasing in 2012 including the interest margin and its tendency.

**Answer :** The hire-purchase interest income was accumulated from the hire purchase interest income of each month which relate to the size of the portfolio so at the beginning of the year it may not look a large sum but towards the end of the year such income was gradually increased and the total income recognition was just a slight difference from the year 2011. Therefore, the Company would like to emphasize on the total profit which has been increasing from the increase of the amount of qualified portfolios.

**Resolved:** The shareholders acknowledged the Company's performance FY2012 and approved the Directors' Annual Report and the Company's audited balance sheet and income statements including the auditor's report ending 31 December, 2012.

The above resolution was approved with the following votes :

Approved	54,269,529 votes equivalent to 100.00%
Disapproved	0 votes equivalent to 0.00%
Abstained	0 votes equivalent to 0.00%

**Remark :** In this agenda, there were 2 more shareholders coming in with total 27,300 more shares so that the total attended shares were 54,269,529 shares.

**Agenda 6 To consider and approve the allocation of profit for Legal reserve and dividend payment**

The Chairman stated that since the Company's operating result for the year 2012 ending 31 Dec., 2012 was a net profit of 357.38 million Baht which increased from 215.08 million Baht or an increase of 66.16% from the year 2011 and in order to comply to the Company's dividend payment policy which states that dividend shall be paid not less than 40% of the net profit of the Company after tax, the Board of Directors views it appropriate to recommend the shareholders to approve the allocation of profit for legal reserve for an additional 13,889,263.50 Baht or 3.89% of net profit to meet the total reserve of 57,039,263.50 Baht or 10% of the registered capital of 570,392,635 Baht. And to approve dividend payment for the year ended 31 December, 2012 at the amount of 249,712,572.58 Baht. Therefore, when deducted by the paid interim dividend from the operating result of the 2nd and 3rd quarters total 99,523,003.30 and 69,532,208 Baht, respectively, the remaining amount of 80,657,361.28 Baht shall be paid. In the year 2011, dividend was paid at 68.85% of the net profit. And as informed in the invitation letter, the exact rate for dividend amount depends on the exercise amount of GL-W2 No. 2 on 29 March, 2013.

On 29 March, 2013, there were 101 shareholders exercised total 9,248,828 units which can convert to the same amount of 9,248,828 ordinary shares so the dividend payment would be 1.02 Baht per share. Dividend shall be paid in forms of stock dividend and cash dividend as follows:

- In case of the stock dividend payment, the Company will pay at the rate 5.4466230936 existing shares to 1 new share or equivalent to the dividend payment of Baht 0.9180 per share, total dividend share of 14,464,198 shares, calculating from the par value at 5 Baht per share or total dividend amount of 72,320,990 Baht  
However, in case that calculation of the stock dividend containing any fraction, the dividend shall be paid as a cash dividend at the rate of 0.9180 Baht per share.
- In case of cash dividend payment, the Company will pay at the rate of 0.1020 Baht per share, or total of 8,035,665.67 Baht.

After the change of par value from 5 Baht per share to Baht 0.50 per share is completely registered with the Ministry of Commerce, the dividend payment will be changed as follows:

- The stock dividend payment will be changed to Baht 0.0918 per share or equivalent to 144,641,980 shares.
- The cash dividend payment will be changed to Baht 0.0102 per share.

All dividends shall be deducted for the withholding tax at the rate of 10% as stipulated by law and will be deducted from cash dividends of shareholders.

The record date to determine the shareholders' right to receive dividend is on 8 May, 2013 and the list of shareholders is to be gathered according to Section 225 of the Securities and Exchange Act by closing registration book on 9 May, 2013 and the dividend will be paid on 23 May, 2013.

**Resolved:** The shareholders approved the allocation of profit for Legal reserve and dividend payment FY2012 ending 31 December, 2013 as proposed.

The above resolution was approved with the following votes:

Approved 54,243,929 votes equivalent to 99.95%  
 Disapproved 0 votes equivalent to 0.00%  
 Abstained 27,400 votes equivalent to 0.05%

**Remark :** In this agenda, there was 1 more shareholder coming in with total 1,800 more shares so that the total attended shares were 54,271,329 shares.

**Agenda 7 To consider and approve the re-election of directors who retired by rotation**

The Chairman stated that according to the Company's Articles of Association No. 18, at each AGM, there should be one-third (1/3) of directors who were in the position the longest retired by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The retired Directors can be re-elected.

At present, the Company has a total of 10 Directors, therefore, there will be 4 Directors who shall be retired by rotation, they are :

1. General Suebsan Dardarananda as Independent Director & President of Audit Committee
2. Mr. Somchai Limpattanasin as Director
3. Mr. Worasak Kriengkamol as Director
4. Mr. Tatsuya Konoshita as Director

The Board recommends that the shareholders approve to re-elect all 4 Directors back in the same position for another term as they all possess sound knowledge, ability and related experiences which are beneficial to the Company's business and have been contributing their time fully to the Company.

**Resolved :** The shareholders considered and approved the re-election of all 4 directors back in the same position for another term.

The above resolution was approved with the following votes:

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Gen.SuebsanDardarananda	54,271,329	100.00	0	0.00	0	0.00



2.	Mr.SomchaiLimpattanasin	54,271,329	100.00	0	0.00	0	0.00
3.	Mr.WorasakKriengkomol	54,271,329	100.00	0	0.00	0	0.00
4.	Mr. Tatsuya Konoshita	54,271,329	100.00	0	0.00	0	0.00

Therefore, after this rotation, the list of the Directors ranking by rotation period is as follow:

1. Mr. Krit Phanratanamala Independent Director & Audit Committee
2. Mr. Pholdej Therdphithakvanij Independent Director & Audit Committee
3. Mr. Sonit Pitchyangkul Independent Director & Audit Committee
4. Mr. Muneo Tashiro Director
5. Mr. Mitsuji Konoshita Chairman of the Board
6. Mr. Deepong Sahachartsiri Director
7. Gen.SuebsanDardarananda Independent Director & President of Audit Committee
8. Mr. Somchai Limpattanasin Director
9. Mr. Worasak Kriengkomol Director
10. Mr. Tatsuya Konoshita Director

#### **Agenda 8 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2013**

The Chairman said that as the Company has no Remunerations Committee, the remunerations of the Board of Directors and Audit Committee has not been determined by such committee. However, remunerations which normally consist of meeting fees and annual bonus have been carefully determined by the Board of Directors' meeting significantly in relation with the Company's performance before gaining final approval from the shareholders.

As for the year 2013, the Board recommends that the shareholders approve a total sum of not exceeding 3,500,000 Baht to be the remunerations of the Board of Directors and the Audit Committee which is the same rate proposed last year and to be allocated as follows:

**Meeting fee** : For the year 2013, meeting fee is proposed to be as follows:

- Chairman of the Board of Directors and President of the Audit Committee's meeting fees are proposed to be increased 20% from last year from 10,000 Baht each per meeting attendance to 12,000 Baht each per meeting attendance.
- Other members of the Board of Directors and Audit Committee shall receive 10,000 Baht each per meeting attendance which are the same rate paid last year.

The Audit Committee shall receive meeting fees from both positions as members of the Board of Directors and Audit Committee.

**Bonus** : will be determined mainly in relation to the Company's performance and to be paid double of the employees' bonus in term of average number of months, (e.g. if the employees get average of 2 months bonus, the Directors shall get 4 months of the meeting fee) which was the same condition as last year.

In 2012, the Company had a net profit of 357.38 million Baht and the remunerations of the Board and Audit Committee were paid at 2.87 million Baht while in 2011, the Company had a net profit of 215.08 million Baht and the total remunerations were paid at 2.08 million Baht.

In addition, the Chairman informed that for this agenda, the directors who are shareholders will abstain their votes, and this agenda needs to receive more than two- third of the total votes from the shareholders who attend the meeting and have the right to vote.

**Resolved** : The shareholders considered and approved the remunerations of the Board of Directors and the Audit Committee for FY2013as proposed.

The above resolution was approved with more than 2/3 of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	54,224,729 votes equivalent to 99.91%
Disapproved	0 votes equivalent to 0.00%
Abstained	46,600 votes equivalent to 0.09%

**Agenda 9 To consider and approve the appointment of external auditor and to determine their remunerations for FY2013**

The Chairman stated that the Board recommends that the shareholders approve the appointment of the same audit office, i.e., Ernst & Young Office Ltd. to be the external auditor of the Company for FY2013 which will be the 7<sup>th</sup> consecutive year. The proposed CPAs consist of Ms.Rungnapa Lertsuwannakul CPA No. 3970(has signed in the Company's FS for 3 years during 2007-2009) or Ms.Pimjai Manitkajohnkit CPA No. 4521(has signed in the Company's FS for 3 years during 2010-2012) or Mr.Chayapol Suppasetthanon CPA No. 3972(has never signed in the Company's FS), one of the members be empowered to audit, do and sign in verification of the Company's financial statements. The above CPAs do not have any relationship or conflict of interest with the Company and or its management, major shareholders and their related persons.

For the fiscal year 2013, the audit fee was proposed at Bht 1,750,000 per annum (exclusive of other expenses). In 2012, the audit fee was Bht997,638without other non-audit service fee. The reason for the fee increasing is because of the additional scope of work to support the consolidation financial statement of the Company and the group companies.

In addition, the Audit Committee views that Ernst & Young Office is the company which has the standard and qualifications acceptable internationally and the audit fee charged is also reasonable.

**Resolved** : The shareholders considered and approved the appointment of external auditor and to determine their remunerations for FY2013 as proposed.

The above resolution was approved with the following votes :

Approved	54,261,729 votes equivalent to 99.98%
Disapproved	900 votes equivalent to 0.00%
Abstained	8,700 votes equivalent to 0.02%

**Agenda 10 To consider and approve the decreasing of the Company's registered capital to be equal to the paid-up capital after reserving for the future exercising of the existing warrant**

The Chairman informed that pursuant to the Board Meeting resolution No. 4/2013 held on 12 March, 2013, had resolved for the Company to decrease its registered capital on which date the Company's registered capital was recorded at 570,392,635 Baht (or 114,078,527 ordinary shares) and in order to prepare for the increasing of registered capital, the Company's present registered capital has to be decreased to be equal to its paid-up capital after reserving for the future exercising of the existing warrant which has not yet expired first.

Therefore, the Board recommends that the shareholders approve the decreasing of the Company's capital for 100,276,960 Baht (or 20,055,392 ordinary shares) from the current registered capital of 570,392,635 Baht (or 114,078,527 ordinary shares) to 470,115,675 Baht (or 94,023,135 ordinary shares) at 5 Baht par value to be equal to the paid-up

capital after reserving for the exercising of the existing warrants which have not expired amounted 122,454,635 Baht (or 24,490,927 shares).

**Resolved** : The shareholders considered and approved the decreasing of the Company's registered capital as proposed.

The above resolution was approved with the following votes:

Approved	54,253,829 votes	equivalent to 99.97%
Disapproved	0 votes	equivalent to 0.00%
Abstained	17,500 votes	equivalent to 0.03%

**Agenda 11 To consider and approve the amendment of the Company's Memorandum of Association No. 4 in relation to the decreasing of the Company's registered capital**

The Board recommends the shareholders to approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the decreasing of the Company's registered capital as follows:

"No. 4 The registered capital	470,115,675	Baht
Divided into	94,023,135	shares
At par value of	5	Baht
Dividing into :		
Ordinary share	94,023,135	shares
Preferred share	-0-	shares"

**Resolved** : The shareholders considered and approved the amendment of the Company's Memorandum of Association No. 4 in relation to the decreasing of the Company's registered capital as proposed.

The above resolution was approved with the following votes:

Approved	54,271,329 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

**Agenda 12 To consider and approve the increasing of Company's registered capital under General Mandate Method**

The Chairman said that with reference to the Extraordinary General Meeting of Shareholders No. 2/2012 last year, the shareholders had approved the increasing of the Company's registered capital under General Mandate method for the amount of 103,074,095 Baht by issuing new ordinary shares of 20,614,819 shares at 5 Baht par value. According to the rule, when the shares have not been allocated within the next Annual General Meeting of Shareholders, such capital increase shall automatically expire. However, in order to reduce the process and save time for future capital increasing during the year if there is a need to do so, the Board recommends the shareholders to consider and approve the increasing of the Company's registered capital under General Mandate method by issuing 20,859,662 new ordinary shares at 5 Baht par value or the total increase of 104,298,310 Baht for rights offering to the existing shareholders according to their share holding ratio.

The Board also recommends the shareholders to approve for the Board of Directors to have the authority to consider and approve the selling of the shares altogether in one time or many times provided that the increased paid-up capital should not exceed 30% of the paid-up capital on the date that the Board of Directors has the resolution on the capital increase or the total of 20,859,662 shares as well as to have the authority to

determine the offering price, the subscription date and time including other details and conditions in relations to the allocation of the right offering shares.

Such allocation is to be finished within the next Annual General Meeting of Shareholders or within the date determined by law to arrange for the next Annual General Meeting of Shareholders whichever is earlier.

Question : Is it necessary for the Company to increase its capital under General Mandate method and if so, when shall the paid-up capital be called.

Answer : At present, the Company does not need to call for any more capital despite the rapid expansion of business. However, the capital increasing under General Mandate method would be useful should there be any rapid or unexpected changing in the future as this system is set up to save time and expenses in arranging the EGM. Besides, the Board viewed that it is a right offering which will not affect any of the existing shareholders' right. However, for this time, if it does not work, the Company shall not propose it again next year.

The Chairman informed that for this agenda, it has to receive more than three-fourth of the total votes from the shareholders who attend the meeting and has the right to vote.

**Resolved** : The shareholders considered and approved the increasing of Company's registered capital under General Mandate Method as proposed.

The above resolution was approved with more than three-fourth of the total votes from the shareholders who attend the meeting and has the right to vote as follows:

Approved	54,092,229 votes equivalent to 99.67%
Disapproved	176,000 votes equivalent to 0.32%
Abstained	3,100 votes equivalent to 0.01%

**Agenda 13 To consider and approve the increasing of Company's registered capital to accommodate for stock dividend payment and reserve for warrant exercise adjustment**

The Chairman stated that because of the dividend payment of the year 2012 proposed in agenda 6 to be paid by stock dividend and by cash, the Company's registered capital has to be increased in order to accommodate for the stock dividend payment and reserve for warrant exercise ratio adjustment.

Therefore, the Board recommends that the shareholders consider and approve the increasing of registered capital of the Company to accommodate the stock dividend payment by issuing new ordinary shares of approximately 14,518,326 shares at 5 Baht par value total 72,591,630 Baht and to reserve for warrant exercise ratio adjustment of 5,598,877 shares at 5 Baht par value total 27,994,385 Baht. Therefore, the total registered capital increase will be 100,586,015 Baht (or 20,117,203 shares).

In addition, the Chairman informed that this agenda also needs to receive more than three-fourth of the total votes from the shareholders who attend the meeting and has the right to vote.

**Resolved** : The shareholders considered and approved the increasing of Company's registered capital to accommodate for stock dividend payment and reserve for warrant exercise adjustment as proposed.

The above resolution was approved with the following vote:

Approved	54,271,329 votes equivalent to 100.00%
Disapproved	0 votes equivalent to 0.00%
Abstained	0 votes equivalent to 0.00%

**Agenda 14 To consider and approve the amendment of the Company’s Memorandum of Association No. 4 in relation to the increasing of the Company’s registered capital**

The Chairman stated that the Board recommends the shareholders to consider and approve the amendment of the Company’s Memorandum of Association No. 4 to be in relation to the increasing of the Company’s registered capital under General Mandate Method and to accommodate for the stock dividend payment and reserve for warrant exercise ratio adjustment as follows:

“No. 4 The registered capital	675,000,000	Baht
Divided into	135,000,000	shares
At par value of	5	Baht
Dividing into		
Ordinary share	135,000,000	shares
Preferred share	-0-	shares”

**Resolved** : The shareholders considered and approved the amendment of the Company’s Memorandum of Association No. 4 in relation to the increasing of the Company’s registered capital as proposed.

The above resolution was approved with the following votes:

Approved	54,271,329 votes equivalent to	100.00%
Disapproved	0 votes equivalent to	0.00%
Abstained	0 votes equivalent to	0.00%

**Agenda 15 To consider and approve the changing of par value of the Company’s shares**

The Chairman said that in order to increase the liquidity of the Company’s shares, the Board recommends the shareholders to consider and approve the changing of the Company’s par value from Baht 5 (five) per share to Baht 0.50 (fifty satang) per share.

In this event, the amount of the Company’s registered capital remains unchanged at 675,000,000Baht (six hundred seventy five million Baht), but the value and number of ordinary registered shares shall be split from 135,000,000 shares (one hundred thirty five million shares) of Baht 5 par value per share to 1,350,000,000 shares (one thousand three hundred fifty million shares) of Baht 0.50(fifty satang) par value per share. The paid-up capital then changes from 78,781,036 shares at Baht 5 par value per share to 787,810,360 shares at Baht0.50 par value per share.

The change of par value and the split of shares will not affect the existing shareholders’ rights and the total value of registered capital remains unchanged.

**Resolved** : The shareholders considered and approved the changing of par value of the Company’s shares as proposed.

The above resolution was approved with the following votes:

Approved	54,267,329 votes equivalent to	99.99%
Disapproved	0 votes equivalent to	0.00%
Abstained	4,000 votes equivalent to	0.01%

**Agenda 16 To consider and approve the amendment of the company’s Memorandum of Association No. 4 in relation to the changing of the par value of the Company’s shares**

The Chairman stated that in order to reflect the changing of the par value of the Company’s shares,the Board recommends that the shareholders consider and approve the amendment of the Company’s Memorandum of Association No. 4 as follows:

"No. 4 The registered capital	675,000,000	Baht
Divided into	1,350,000,000	Shares
At par value of	0.50	Baht
Dividing into		
Ordinary share	1,350,000,000	Shares
Preferred share	-0-	Shares"

**Resolved** : The shareholders considered and approved the amendment of the Company's Memorandum of Association No. 4 in relation to the changing of the par value of the Company's shares as proposed.

The above resolution was approved with the following votes:

Approved	54,271,329 votes equivalent to	100.00%
Disapproved	0 votes equivalent to	0.00%
Abstained	0 votes equivalent to	0.00%

**Agenda 17 To acknowledge the contribution letter to support the Company's business from Engine Holdings Asia Pte., Ltd.**

The Chairman related that the Board of Directors had received a Letter of Contribution from the Company's major shareholder, Engine Holdings Asia Pte.,Ltd., in Singapore, dated 6 March, 2013 which states the intention to support and facilitate GL to access to not only various financial resources but also available other financial instruments and technologies as EHA viewed that GL has the potential growth which appeared in the net profit ending 2012 which showed 66% growth relative to 2011. In order to participate in the Company's achievement to become a leading ASEAN Regional Finance Company according to the vision announced earlier, initially, EHA had offered to GL the collateral equivalent to one billion Thai Baht and will continue to support more to GL.

**Agenda 18 To consider any other business (if any)**

-none-

Question : From the Company's FS, the hire purchase interest income in 2012 had increased slightly from the year 2011 or an increase from 824 million to 837 million, therefore, what will be the future trend.

Answer :As mentioned earlier, the Company's hire purchase interest income came from the size of portfolio in each month. In early 2013, there were less expansion of the new portfolio but after that until the end of the year, the portfolio had been increased for 60%. And since the Company could get more and qualified new contracts which could generate more income, the NPL ratio had been decreasing and the revenue recognition rate had gradually increased and the growth tendency had become clearly now.

Question : What does the Company choose between quality and size of the new portfolio ?

Answer : The Company rather chose quality than the quantity in which we will not get into price war. At present the Company ranks number 2 or 3 in the market which makes it able to be the market leader or benchmarker. In addition, the big motorcycle manufacturers do not encourage its dealers to do their own financing. Therefore, provides the opportunity for the Company's business to grow. Besides, when compared to the competitors which are under the bank, the Company can operate faster especially for small loan as banks are governed and audited by the Bank of Thailand. However, the Company has to be very specialized in this business in order to be able to have the competitive power in the industry. In short, the Company should be able to get both quality and quantity simultaneously.

Question : When will be the effective date of the split of par value of the Company's shares and what is the opportunity that the Company get from the splitting of par value?

Answer : The Company's shares will have more liquidity in the stock market. The effective date for the split of par according to the law is after the registration with the Ministry of

Commerce which prescribed to be within 14 days from the resolution date and after the SET has finished the process which is expected to be in middle of May, 2013.

Question : What is the volume of the Company's monthly motorcycle leasing in Thailand and what is the highest target ?

Answer : At present, it was approximately 8,000 units per month. The target was set at 15,000 units per month.

Question : From the policy to emphasize the business on quality rather than quantity, the shareholder would like to know that such target would bring the Company into the top ranking in Asean or in Thailand ?

Answer : The Company wishes to be the first in this industry of this region, the business should be expanded with the low NPL ratio. If too high, the Company will not expand its business. Last year, the Company's NPL was 3.26% while the NPL ratio of the industry was 7%.

As there was no more question, the Chairman thanked all of the shareholders for their time to attend the meeting and for their valuable suggestions.

The Meeting adjourned at 12.30 hrs.

Signed :   
(Ms. Siriphen Pongchaireks)  
Company Secretary

Signed :   
(Mr. Mitsuji Konoshita)  
Chairman

**Document for Agenda 5 : To consider and approve the Issuance of Debenture**

## Details of Debentures:

Objective	For use as working capital and/or accommodation of expansion of business of the Company or any purposes depending on the determination and consideration of the Board.
Type of Debentures	All types of Debentures, with and/or without a name registered, secured and/ or unsecured Debentures, with and/or without Debenture holders' representative, subordinated Debentures and/or unsubordinated Debentures, and perpetual and/or tenured depending on market conditions at the time of offering.
Size of Debentures	The combined total amount not exceeding Baht 2 Billion by issuing either single or multiple offerings.
Denomination	In Baht and/or equivalent in other currencies.
Interest Rate	Depends on market conditions at the time of offering.
Debentures redemption	Debenture holders and/or the Company may or may not have the right to redeem Debentures prior to maturity, depending on the terms and conditions of each Debentures issuance
Offering	Debenture will be offered in one or several occasions, and/or as a project, and/or revolving basis nature. The Debentures are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the notifications of Securities and Exchange Commission and/or the notifications of Capital Market Supervisory Board and/or other relevant rules and regulations in force at the time the Debentures are issued and offered.
Special Conditions	For Debentures for short-term period for not exceeding 270 days ,in the case where the company has redeems or rapid the principal of the Debentures issued under the total offering amount authorized above, the company may issue and offer short-term Debenture additionally in substitution of the Debentures within the conditions and offering amount (revolving)as provided above.
Authorization	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as its name, type, face value, offering price per unit, interest rate, appointment of Debenture holder's Representative, offering amount of each issuance, total amount term, principle repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market etc., including applications for the approval from the agencies concerned, appointment of advisor or the person concerning the issuance and offering of the Debentures, negotiation, agreement and entering into the documents and agreement concerned and doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorizes by authorized director(s) to consider and determine.
Other Conditions	Depends on market conditions at the time of offering and other relevant factors.



**Document for Agenda 6 : To consider and approve the issuance of warrant to purchase ordinary share of the company No. 7(GL-W3) to the existing shareholders**

**Group Lease Public Company Limited  
Details of the Issuance of Warrant (GL – W3) and the Increasing of Capital**

The Board of Directors Meeting No.13/2013 of Group Lease Public Company Limited, held on 30 September, 2013 adopted the following resolutions in respect of a capital increase/share allotment as follows:

**1. Capital increase:**

The meeting of the Board of Directors adopted the resolution approving the increase of the Company's registered capital of 341,568,986 shares by issuing new ordinary shares of 341,568,986 shares with par value of 0.50 Baht per share or the total increased capital of 170,784,493 Baht to reserve for the exercise of the warrant to be offered to the existing shareholders according to the share holding ratio.

**2. Allotment of new shares:**

2.1) The Board of Directors' Meeting adopted the resolution approving the allocation of the increased ordinary shares of 341,568,986 shares reserve for the exercise of the warrant which allocated to the existing shareholders according to shareholding ratio (GL-W3) amount 341,568,986 units, details as follow :

Type	:	warrant entitled to purchase ordinary share of Group Lease Public Company Limited
Offing / Allocation	:	allocated to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	:	341,568,986 units
Offering price	:	-0- Baht
Terms of warrant	:	not exceeding 2 years from the issuing date
Exercise ratio	:	1 unit of warrant per 1 new ordinary share
Exercise price	:	10.00 Baht
Exercise period	:	the last business day of every month until expiry date of the warrant
Offering period	:	within 1 year after the approval from the shareholders
Listing	:	The warrants will be listed in the Stock Exchange of Thailand

2.2) The Company's plan in case where there is a fraction of Shares remaining

The Executive Board of Directors or Authorized Director have discretion to round down such fraction or undertake other actions as necessary and appropriate in order to have a successful share capital increase.

2.3) The number of shares remaining from the allotment

- None -

**3. Schedule for shareholders meeting to approve the capital increase/allotment**

The Extraordinary General Shareholders' Meeting No.1/2013 is scheduled to be held on 8 November, 2013 at 10.00 a.m. at Magic 2 Room, 2<sup>nd</sup> fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210. The record date to determine name of shareholders who have right to attend the meeting is on 15 October, 2013 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 16 October, 2013.

**4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

- The Company will register the capital increase at the Ministry of Commerce, Thailand after getting approval from EGM.
- The Company will propose for approval from the Stock Exchange of Thailand to accept the said Warrant to be listed and traded in the Stock Exchange of Thailand

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

- To support future business expansion and/or acquisition of finance business in ASEAN region
- Revolving fund for future

**6. Benefits which the Company will receive from the capital increase/share allotment:**

- Business and profit growth
- Strengthen financial structure
- Minimizing financial risk
- Revolving fund for future

**7. Benefits which the shareholders will receive from the capital increase/share allotment:**

Dividend payment policy stated to pay not less than 40% of net profit, shareholders may have more dividend payment if the company gains more profit from the operation.

**8. Effects upon Shareholders**

<b>Effects upon Shareholders</b>	<b>From Right Warrant (GL-W3) If shareholders exercise all</b>
Control dilution up to	-
Price dilution up to *	none
Earning per share dilution up to	25.00%

\* Reference Market Price is 7.22 Baht calculated by weighted average share price of 7 business days prior to the Board of Directors Meeting date to approve the warrant issuance.

**9. Schedule of action when the Board of Directors of the Company passes a Resolution approving the capital increase or allotment of new shares:**

<b>Actions</b>	<b>Scheduled Date</b>
The Board of Director's meeting No.13/2013	30 September, 2013
Resolutions of the Board disclosed to SET	30 September, 2013
Record date to determine name of shareholders who have right to attend the Extraordinary Shareholder's Meeting no.1/2013	15 October, 2013
The Extraordinary Shareholder's Meeting No.1/2013	8 November, 2013
Resolutions of Extraordinary Shareholder's to SET	8 November, 2013
Change Registered Capital at MOC	Within 22 November, 2013
Record date to determine the right for Right Offering (GL-W3)	20 November, 2013
Submit request form for warrants to be listed in SET	Within December, 2013
Rights Warrant can be traded in SET	Within 30 days from the request date

**The Company's Articles of Association in relation to the Shareholders' Meeting**

**Article 7. The increase and decrease of Capital**

The increase or decrease of the Company's capital can be done by the resolution from the shareholders' meeting.

The increased shares can be offered in the whole or partial amount and shall be offered to the existing shareholders according to the ratio of the present amount held or offered to the public or other persons in the whole amount or in partial according to the shareholders' meeting resolution.

**Article 31. The Extraordinary General Meeting**

The meeting of shareholders other than that in the Article 30 shall be called the extraordinary general meetings.

The board of directors may summon an extraordinary meeting of shareholders whenever the board think appropriate. The shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in writing requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall express reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

**Article 32. Notice of the Meeting**

In summoning for a meeting of shareholders, the board of directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than three consecutive days before the meeting.

**Article 33. Quorum of the Meeting**

The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required.

**Article 34. Conducting of Meeting**

The Chairman of the Board shall by office be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or if there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting.

**Article 35. The Voting**

In any Meetings, both the shareholders who attend the meeting, themselves or who come by proxies shall have the right to vote by counting one share for one vote despite any other voting

method has determined.

The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall cast a final vote.
- (2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
  - a. the sale or transfer of whole or essential parts of business of the Company to other persons.
  - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
  - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the merging of the businesses with other persons with an objective to share profit and loss.

Article 36. The Proxy granting

At the meeting, a shareholder may attend the Meeting himself or grant a proxy to others to attend the meeting. The proxy form used must be in accordance with the form prescribed by the Registrar.

The completed proxy form must be submitted to the Chairman of the Board or his designated person at the meeting place before the proxy can attend the meeting.

**Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting**

**1. Natural person**

**1.1 Thai nationality**

- 1.1.1 Original of Identification card of the shareholder (personal I.D. card or I.D card of governmental officer or I.D. card of state enterprise officer)
- 1.1.2 In case of proxy copy of identification card of the shareholder and copy and original of identification card or passport (in case proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

**1.2 Non-Thai nationality**

- 1.2.1 Original passport of the shareholder.
- 1.2.2 In case of proxy : copy of passport of the shareholder and copy and original of identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

**2 Juristic person**

**2.1 Juristic person registered in Thailand**

- 2.1.1 Copy of Corporate affidavit, issued within three months by the Department of Business Development, Ministry of Commerce with original and copy of identification card or passport (in case the director is a foreigner) of the authorized director who is attending the meeting.
- 2.1.2 In case of proxy : copy of identification card or passport (in case the director is a foreigner) of the director(s) of the juristic person who sign(s) the proxy form including original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

**2.2 Juristic person registered outside of Thailand**

- 2.2.1 Corporate affidavit and certificate of incorporation, provided that such documents must contain the name of the juristic person, the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or condition of the authority of such person(s) and the principal address of the juristic person together with original and copy of identification card or passport (in case the authorized person is a foreigner) of the authorized person who is empowered to attend the meeting.
- 2.2.2 In case of proxy : identification card or passport (in case the authorized person is a foreigner) of the authorized person(s) of the juristic person who sign(s) the proxy form including, original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

**Remarks :**

- 1) Copies of identification card or passport must be certified true copy by the holder thereof.
- 2) The copy of documents in item 2.1.1 must be certified by the authorized director(s) of the juristic person.
- 3) The documents in item 2.2.1 which have been produced or executed outside of Thailand, or the copies of such must be notarized by a notary public or certified by Thai embassy or Thai consulate in the country which the document is produced or executed within the period of one year until the date of meeting. Thai or English translation is required to be attached for the original document which is in foreign language other than English and such translation must be certified by the authorized person(s) of such juristic person.

