



Board of Directors Charter

Group Lease Public Company Limited

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Board of Directors Charter

(Amended (2) by the resolution from the Board of Directors' Meeting No. 11/2019

Held on 17th September 2019)

1. Objectives

Group Lease Public Company Limited (the "Company") strongly believes that in order for the Company's business to achieve sustainable growth, the Board of Directors of the Company needs to possess appropriate qualifications to carry out its duties on behalf of the shareholders as the leader of the organization, in directing the Company's operations to comply with the set objectives, Articles of Association, the Code of Business Ethics of the Company, good corporate governance and related laws, rules and regulations. The purpose of this Charter is, therefore, to determine the appropriate qualifications, composition, election and terms of office, as well as the duties and responsibilities, of the Board of Directors of the Company.

2. Structure and Composition

- 2.1 The Company's Board of Directors shall comprise of at least five directors, and one-third of all directors and not less than 3 directors should be Independent Directors. Not less than half of all directors shall reside within the Kingdom of Thailand.
- 2.2 The Board of Directors shall elect one director to be the Chairman. In the case where the Board of Directors deems it appropriate, one or several directors can be elected as Vice-chairman. The Vice-chairman shall have duties in line with the Company's Articles of Association and as assigned by the Chairman of the Board.

3. Qualifications

- 3.1 The Company's Director may or may not be the Company's shareholder.
- 3.2 The Director should have the qualifications and not possess any prohibited qualifications specified in the Public Limited Companies Act and/or the provisions stated in the Securities and Exchange Act. In addition, Director must not possess any inappropriate qualifications which may lead to doubt that he or she can manage the Company, the shares of which are held by the public, as stipulated in the Stock Exchange Commission's notifications.

- 3.3 The Director should possess knowledge, ability, integrity and business ethics and should have sufficient time to devote to the Company. As a result, the number of directorships in other listed companies that the director can hold is limited to not exceeding 5 companies.
- 3.4 The Director should not enter into any business as a partner or become a director of any other juristic persons whose business is of the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the meeting of shareholders prior to the resolution for his or her appointment.
- 3.5 An Independent Director shall possess the qualifications of independency in accordance with the provisions specified in the Securities and Exchange Act and shall be able to take care of all of the shareholders' benefits fairly without any conflict of interest. In addition, the Independent Director shall be able to attend the Company's Board of Directors Meeting and make any comments independently.

4. Nomination, Election and Term of Office

Nomination

The nomination of directors and independent directors should reflect the diversity of the board structure. Candidates can be drawn from minor shareholders or from the existing executive or subsidiary or associated company directors or introduced by existing directors or other persons or representatives from the major shareholder, etc. and proposed for appointment onto the Board of Directors' or the shareholders' meeting (as the case may be). The persons selected for nomination should possess knowledge and experience that are beneficial to the Company's business operation, vision, reliability and knowledge and understanding of the principles of good corporate governance, and should not be the director of a company that may have a conflict of interest with the Company.

For the nomination of Independent Directors, apart from all the qualifications mentioned above, the persons selected should possess the minimum qualifications specified by the Notification of Capital Market Supervisory Board Ref: Tor.Jor 39/2016 RE: Application for Approval and Granting of Approval for offering of newly issued shares (Codified) dated 30 September, 2016. In addition to those minimum qualifications, other qualifications such as being a person who is reputable or acceptable in society or possesses knowledge and experience of an Audit Committee are also considered, such as experience in financial statement auditing or other work experience directly in the hire-purchase business, which is the main business of the Company, etc. Most importantly, the ability to express opinions independently is the most significant qualification required.

Election

- 4.1 Only the shareholders in the shareholders' meeting shall have the right to elect or remove Directors. However, in the case of a vacancy on the Board of Directors for reasons other than the termination of the term of office stated in No. 4.3, the remaining Directors shall elect a person as the substitute director to fill the vacancy, unless the remaining term of

office of the director is less than two months. The said resolution from the Board of Directors shall require the affirmative votes of not less than three quarters of the remaining directors. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces. In the event that the removal and substitution of a director is made by a shareholders' resolution, the substitute director shall have a term of office equal to the remaining term of office of the director he or she replaces.

4.2 The meeting of shareholders shall conduct the election of directors in accordance with the following principles and procedures:

- (1) The director shall be elected by a majority vote, and each shareholder has the voting right of one vote per each share held by them.
- (2) The shareholders are allowed to vote for the election of one or several persons to be the Director(s) but cannot assign their votes more or less to any one person.
- (3) The person who receives the subsequent highest number of votes shall be elected as a director until the number of required directors is met. In the case of a tie vote with the person with next highest number of votes, so that the required number of directors is exceeded, the Chairman of the meeting shall cast an additional vote to make the resolution.

Term of Office

4.3 At each Annual General Meeting, one-third of the directors shall retire by rotation. The directors who have held office the longest shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. A director who vacates office under this section may be re-elected.

For the Independent Directors, the term of office shall be limited to 9 consecutive years to prevent a lack of independence of the Independent Directors. Should the Board of Directors be of the opinion that such Independent Director still possesses qualifications which are beneficial to the Company and is still able to remain independent in providing opinions, the Meeting of the Board of Directors can consider extending the term of office of such Independent Director as deemed appropriate.

4.4 Apart from vacating office upon the expiry of the term, directors shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) lack of qualifications or possession of prohibited characteristics specified in the Public Limited Companies Act and/or the Securities and Exchange Act;

(4) removal by a resolution of the meeting of shareholders, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and hold shares totaling not less than half of the total number of shares held by the shareholders attending the meeting and having the right to vote;

(5) removal by a court order.

4.5 Any director who wishes to resign from office shall submit a resignation letter to the Company and the resignation shall be effective from the date on which the Company receives the resignation letter. A director who has resigned may also notify the Registrar of the resignation for acknowledgement.

5. Duties and Responsibilities

The Board of Directors has the duty to manage the Company's business to be in compliance with the laws, the Company's objectives and the Company's Articles of Association, as well as the shareholders' resolutions which are lawful with integrity and carefully protect the Company's interests. The significant duties and responsibilities of the Board of Directors are as follows:

5.1 To determine the Company's primary objectives and goals for sustainable growth by implementing strategies and yearly plans and ensure that they are in line with such objectives and goals and also control and supervise the Management team to be in accordance with the set strategies and goals as well as to encourage the revision of such objectives, goals and strategies from time to time as may be deemed appropriate or necessary by the Board of Directors but, in any event, not less than once every 5 years in order to ensure that they are in line and appropriate with the Company's business environment, situation and potential.

5.2 To arrange the Annual General Shareholders' meeting within four months after the year end period and determine the agenda items and give opinions to be proposed to the Meeting for approval such as the dividend payment, Board of Directors' and other sub-committee's remunerations and the appointment of directors, etc.

5.3 To ensure that the Company complies with the Securities & Exchange Act as well as the SET's rules and regulations, for example, regarding the related transactions and the acquisition and disposal of significant assets so that it complies with the rules of the SET and other laws in relation with the Company's business including the good corporate governance and risk management policies of the Company.

5.4 To establish significant and necessary policies that govern the Company's business operations so that the Company shall be operated under good corporate governance and risk management principles, including the setting up of the Company's rules and regulations which have been screened and proposed by the management or the Audit Committee or other sub-committees and monitor its implementation.

- 5.5 To arrange the Board of Directors' Meeting at least once every quarter.
- 5.6 To prepare the financial statements, the balance sheets and Profit & Loss statements of the Company and have them audited by an external auditor and presented to shareholders for approval in the shareholders' meeting.
- 5.7 To monitor the Company's operating results to ensure that the Company is continuously achieving the set target according to the business plan and budget.
- 5.8 Directors have to inform the Company promptly if they have any conflict of interest directly or indirectly in any of the Company's contracts, or the increasing and decreasing of the Company's shares or debenture holdings.
- 5.9 Directors have the duty to keep the inside information of the Company strictly confidential, especially information that has not been disclosed to public or information that has an impact on the Company's business operation or share price by adhering to following guidelines:
- In the case of information regarding the periodical accounting reports, such as quarterly operating results or financial statements and yearly reports, directors must avoid buying or selling the Company's shares at least 30 days prior to the disclosure of the said information to public.
 - In the case of the disclosure according to an emerging event, such as acquisition/disposal of assets, related party transactions, merger/dissolving of capital, capital increase/decrease, rights offering, treasury stock, dividend payment/ non-payment or any other events that will have an impact on the share price, etc., directors must avoid buying or selling the Company's shares from the date of becoming aware of such information until 24 hours after the date the Company discloses the news to public.

6. Meeting and Quorum

- 6.1 A Board of Directors' meeting should be arranged at least once every 3 months, and the date, time and place of the meeting shall be determined by the Board of Directors.
- 6.2 The Chairman of the Board shall be the one who calls the meeting or if two or more directors request to have the Board of Directors' meeting, the Chairman shall have to set up the meeting within 14 days after the request date.
- 6.3 In calling the meeting, the Chairman or his designated person shall send notice of meeting to every director at least 7 days prior to the meeting date, except for in an urgent case to protect the Company's interests, the advance notice period may be shortened.
- 6.4 Where deemed appropriate by the Chairman or any person(s) entrusted by the Chairman, the meetings of the Board of Directors may be held via electronic means, provided that such meetings shall be in accordance with laws, regulations, notifications, requirements

or any other relevant rules that are currently applicable or may be enforced or amended in the future.

The notices of the Board meetings may be served via electronic means, subject to applicable laws.

- 6.5 In the Board of Directors meeting, there should not be less than one-half of the total number of directors present to constitute a quorum. The minimum quorum of the Board meeting while making resolution should be at least two-thirds of the total number of Board of Directors
- 6.6 In the case of the absence of the Chairman or if he or she is unable to carry out his or her duties, if there is a Vice-chairman, the Vice-chairman shall preside as the Chairman. If there is no Vice-chairman, or if there is but he cannot perform his duties, the other directors present shall select among them 1 director to be the Chairman of the meeting.
- 6.7 The resolutions of the Board of Directors' meeting shall be made by a majority vote. A director shall have one vote each. A director with conflicts of interest in any matter is not eligible to vote on such matter. In the case of a tie vote, the Chairman shall cast another vote to make the final resolution.

7. Remuneration

The director is eligible to receive remuneration in the form of cash rewards, meeting allowances, bonuses or in other forms according to the shareholders' resolution which may be paid in a fixed amount or set up as certain criteria which may be effective occasionally or continuously until further notice. Moreover, the directors are eligible to receive allowances and other benefits according to the Company's rules.

8. Effective Date

The Board of Directors Charter (Amended no. 2) shall be effective on 18th September 2019.

Skol Harnsuthivarin

(Mr. Skol Harnsuthivarin)
Chairman of the Board of Directors
Group Lease Public Company Limited