

Ref: GL 11/2018

23 February, 2018

Re: Appointment of the Chairman of the Board of Directors, Chief Executive Officer, Chairman of the Audit Committee, Independent Directors and Audit Committee

To: President  
The Stock Exchange of Thailand

Reference is made to disclosure previously issued by Group Lease Public Company Limited (the “**Company**”) No. GL 46/2017 dated 20 October 2017 regarding the appointment of Mr. Tatsuya Konoshita as the Chairman of the Board of Directors and that the Company was in the process of finding a new Chairman of the Board of Directors candidate who has qualifications as required by law and has a Thai nationality as suggested by the Board of Directors.

The Company would like to disclose the resolution from the Board of Directors’ Meeting No. 4/2018 on 23 February 2018 (the “**Meeting**”), where it was considered and resolved in the Meeting to approve the material matters as follows;

1. The Meeting approved the appointment of Mr. Skol Harnsuthivarin as the Chairman of the Board of Directors (in replacement of Mr. Tatsuya Konoshita), and the Chairman of the Audit Committee and Independent Director (in replacement of General. Suebsan Dardarananda)
2. The Meeting approved the appointment of Mr. Tatsuya Konoshita as the Chief Executive Officer.
3. The Meeting approved the appointment of Mrs. Sumalee Chokdeeanant as the Independent Director and Audit Committee (in replacement of Mr. Krit Phanratanamala)
4. The Meeting approved the appointment of Mr. Troy Andrew Schooneman as Director (in replacement of Mr. Mitsuji Konoshita) and he was also appointed Independent Director and Audit Committee

The aforementioned appointments shall be effective from 23 February 2018 onward.

In this regard, the structure of the new Board of Directors of the Company will consist of 11 directors as follows;

1)	Mr. Skol Harnsuthivarin	Chairman of the Board of Directors / Chairman of Audit Committee and Independent Director
2)	Mr. Tatsuya Konoshita	Director/ Chief Executive Officer/ Chairman of Executive Committee
3)	Mr. Muneo Tashiro	Director/ Chief Operating Officer
4)	Mr. Alain Jean Pascal Dufes	Director/ Chief Financial Officer

5)	Mr. Regis Rodolph Martin Martin	Director
6)	Mr. Riki Ishigami	Director
7)	Mr. Yusuke Kozuma	Director
8)	Mr. Pholdej Therdphithakvanij	Independent Director and Audit Committee
9)	Mr. Viboon Engkagul	Independent Director and Audit Committee
10)	Mrs. Sumalee Chokdeeanant	Independent Director and Audit Committee
11)	Mr. Troy Andrew Schooneman	Independent Director and Audit Committee

Please be informed accordingly

Yours sincerely,

(Mr. Tatsuya Konoshita)

Chairman of the Board of Directors

### Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting ~~shareholders meeting~~ of No.4/2018 held on February, 23<sup>rd</sup>, 2018 resolved the meeting's resolutions in the following manners:

☒ Appointment of the audit committee ~~Renewal for the term of audit committee~~:

☒ Chairman of the audit committee      ☐ Member of the audit committee

As follows:

- (1) .....Mr.Skol Harnsuthivarin.....as Chairman of Audit Committee.....
- (2) .....Mrs. Sumalee Chokdeeanant.....as member of Audit Committee.....
- (3) .....Mr. Troy Andrew Schooneman... as member of Audit Committee.....
- (4) .....

, the appointment/renewal of which shall take an effect as of February 23<sup>rd</sup>, 2018.

☐ Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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, the determination/change of which shall take an effect as of .....(date).....

The audit committee is consisted of:

- 1. Chairman of the audit committee Mr..Skol Harnsuthivarin      remaining term in office 1 Y 3 M
- 2. Member of the audit committee Mr.Pholdej Therdphithakvanij remaining term in office 1 Y 3 M
- 3. Member of the audit committee Mr. Viboon Engkagul      remaining term in office 1 Y 3 M



4. Member of the audit committee Mrs. Sumalee Chokdeeanant remaining term in office 1 Y 3 M

5. Member of the audit committee Mr. Troy Andrew Schooneman remaining term in office 2 Y

Secretary of the audit committee Mr. Chissanuphong Chinna

Enclosed hereto are -3- copies of the certificate and biography of the audit committee. The audit committee number(s) no. .4- has/have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Review the Company's financial reporting process to ensure accuracy and sufficiency.
2. Review to ensure that the Company has appropriate and efficient internal control system and internal audit system and review the independency of the Internal Audit Department. The Audit Committee shall approve the appointment, transfer or termination of the head of Internal Audit Dept. or other related department responsible for the internal auditing of the Company.
3. Review the performance of the Company to ensure compliance with the Securities and Exchange Acts, rules and regulations of the Stock Exchange or other laws relating to the Company's business.
4. Consider, select and recommend independent external auditor and determine their remunerations and participate in the meeting with the external auditor without the Company's management at least once a year.
5. Ensure that the connected transaction or transaction that may lead to conflict of interest has been done in compliance to the laws and regulations of the SET & SEC.
6. Prepare report of the Audit Committee and disclose it in the annual report of the Company. Such report should be signed by the Chairman of the Audit Committee and should contain the minimum information as follows:
  - Comment on accurateness, completeness and credibility of the Company's financial report.
  - Comment on the sufficiency of the Company's internal control system.
  - Comment on the Company's compliance with Securities and Exchange Acts and SET's regulations and other laws relevant to the Company's business.
  - Comment on suitability of the external auditor.
  - Comment on transactions that may have conflicts of interest.
  - Number of meetings of the Audit Committee, and attendance of each member.
  - Overall comments or remarks that the Audit Committee has while carrying out their duties prescribed in the Charter.

- Any other transactions that the shareholders and general investors should know within the scope of duties and responsibilities of the Audit Committee assigned by the Board of Directors.
7. Perform other duties as assigned by the Board of Directors with the consent of the Audit Committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed ..... Director

( Tatsuya Konoshita )



Signed ..... Director