

Ref: GL04/2016

22 March, 2016

**Subject:** Increasing number of Directors and nomination of new Directors, Appointment of external auditor and determination of audit fee FY2016

**Attention:** The President  
The Stock Exchange of Thailand

Reference was made to the disclosure of the resolution from Group Lease Plc. Board of Directors' meeting No. 3/2016 held on 15 March, 2016 which had disclosed dividend payment and increasing size of debenture including the convening of Annual General Meeting 2016 and had also informed that some more important resolutions shall be disclosed again within 23 March, 2016.

Therefore, the Company would like to disclose the resolutions of Board of Directors' meeting No. 4/2016 held on 22 March, 2016 as follows:

1. Proposed the shareholders to consider and approve to re-elect 3 directors who retire by rotation in the same position for another term, namely 1. Mr. Tatsuya Konoshita 2. Mr. Krit Phanratanamala 3. Dr. Pholdej Therdphithakvanij, Ph.D. From the 4 directors who will be retire by rotation for this year, namely Mr. Tatsuya Konoshita, Mr. Krit Phanratanamala and Dr. Pholdej Therdphithakvanij, Ph.D. and Mr. Worasak Kriengkamol, the Board resolved for Mr. Worasak Kriengkamol to be retired by rotation.
2. In order to enhance the business governance efficiency of the Board of Directors of the Company, the shareholders was proposed to consider and approve the increasing number of members who will take up director position of the Company from 10 to 12. And also approve the appointment of 3 new directors, namely 1. Mr. Patrick T. Fisher 2. Mr. Riki Ishigami 3. Mr. Yusuke Kozuma in the position of Director. The increasing number of Board of Directors to 12 members does not have any effect on the existing number of the Independent Directors and Audit Committee which consists of 4 persons as it is already complied with the regulations.

Moreover, due to Mr. Deepong Sahachartsiri, the Director and Chief Financial Officer, would like to resign from the positions to be effective on 28 April, 2016 after the 2016 Annual General Meeting ends, therefore, the shareholders were proposed to consider and approve the appointment of Mr. Regis Martin in the position of Director and Group Chief Financial Officer to replace Mr. Deepong Sahachartsiri.

3. Proposed the shareholders to consider and approve the appointment of E Y Office Limited to be the Company's external auditor for the 10<sup>th</sup> consecutive year with the proposed remunerations of 2,250,000 Baht per annum (excluding other expenses) which increases for 380,000 Baht from last year due to the increase in scope of work to perform financial statement consolidation for the Company and its subsidiaries in Thailand, Singapore, Cambodia and Lao.
4. Proposed the shareholders to consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2016 to be similar to last year as follows:

**Meeting fee :**

- Chairman of the Board of Directors and President of the Audit Committee's meeting fees are proposed to be 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 for more duties and responsibilities.

**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.

Please be informed accordingly.

Yours sincerely,

Mr. Tatsuya Konoshita  
Director