

Sor Gor 25 /61

26 June 2018

To the Attention of the Manager and Director of the Securities Exchange of Thailand

Subject Information Summary for Related Party Transaction concerning the Advisory Fee Payment for Warranty Business to Premium Financial Services Co., Ltd. (PFS).

Attachment Information for Related Party Transaction concerning ECL paying Warranty Business advisory fees to Premium Financial Services Co., Ltd. (PFS)

The Board at its 2/2561 meeting on 11 May 2018 resolved to approve ECL's payment for warranty business advisory and knowhow fees amounting to Baht 100,000 per month for a period of 2 years totaling Baht 2.4 million to Premium Financial Services Co., Ltd., who is ECL's shareholder holding 25.4% of ECL's paid up capital on 21 March 2018

The transaction is considered related party transaction of the classification of normal business support pursuant to announcement of the Securities Exchange of Thailand with details per attachment.

Please be informed accordingly.

Sincerely Yours,



Mrs. Duangrat Jaengmongkol,
Director and Company Secretary
Eastern Commercial Leasing PLC

Attachment

Information Summary Regarding Related Party Transaction

EASTERN COMMERCIAL LEASING PLC

Subject: ECL's Payment of Warranty Business Advisory Fee Payment to Premium Financial Services Co., Ltd. (PFS)

1. **Date of transaction:** 26 June 2018

2. **Contract Parties**

Recipient: Premium Financial Services Co., Ltd. (PFS)

Payer: Eastern Commercial Leasing PLC. (ECL)

Relationship: Premium Financial Services Co., Ltd. (PFS) is an ECL shareholder, holding 25.4% of ELC's paid up capital.

3. **Nature of transaction**

Since PFS, a major shareholder of ECL holding 25.4% of the ECL equity, has acquired experiences in motor vehicle hire purchasing and warranty business in Japan. PFS has had the intent to help develop business for ECL through the establishment of EPS joint venture engaging in the business of vehicle maintenance center since May of 2016. PFS would like to introduce supplementary warranty business which is the maintenance services providing second hand vehicle parts with installment payment arrangement. ECL should support this type of business coupled with the vehicle maintenance center and hire purchasing business of the company.

In this regard, PFS requested for approval from ECL the payment of advisory and knowhow concerning warranty business amounting to Baht 100,000 per month with preparation of advisory agreement including market research, sales guideline, along with the warranty business operating procedure for a period of one year, renewable automatically for another year totaling 2 years.

4. **Total Value and basis for the establishment of transactional value**

Transactional value amounted to Baht 100,000 per month times 2-year totaling Baht 2,400,000 or accounting for 0.14% of company's net tangible asset as at 31 March 2018 (NTA: Baht 1,664.43 million, per company's financial report).

5. **Name list for related party transaction**

PFS is the related party legal entity having one PFS representative holding the position of director in the ECL Board.

6. **Meeting attendance and voting at the Board of Directors' Meeting by related parties**

Directors who have vested interest per item 5 did not attend and vote in the Board of Directors' Meeting in consideration of the agenda mentioned.

7. Nature and scope of vested interest of the related parties in participating in the related transaction

The transaction is considered related party transaction of the classification of normal business support. The size of the transaction is greater than Baht 1 million but less than Baht 20 million or accounting for greater than 0.03% but less than 3% of net tangible assets of the company. This requires Board of Directors' approval for the transaction, and information disclosure to the Securities Exchange of Thailand, in accordance with announcement of the Board of Governors of the Securities Exchange of Thailand.

8. The Board of Directors' opinion on decision to participate in the related party transaction

The aforementioned business is not clearly pervasive in Thailand, and ECL lacks knowledge relating this type of business. It is therefore necessary to learn the business in order to formulate the business model. Payment for advisory, knowhow, and technical assistance may be considered support for ECL's own business which is normal trade practice for such advisory payment. Furthermore, the amount of Baht 100,000 per month for a period of 2 years is an appropriate price.

9. The Audit Committee opinion and /or company directors' opinion contradicting with the Board of Directors' opinion referred to in item 8.

- None -
