

Sor Gor 38 / 62

27 May 2019

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

Subject **Information summary for Related Party Transaction concerning renewal of the Advisory Fee Payment Contract to Premium Financial Services Co., Ltd. (PFS)**

Attachment **Information for Related Party Transaction concerning ECL renewal of the advisory fee payment contract amounting to Baht 600,000 per month to Premium Financial Services Co., Ltd. (PFS)**

The Board at its 1/2019 meeting on 27 February 2019 resolved to approve ECL's renewal of the advisory fee payment contract amounting to Baht 600,000 per month for another year totaling Baht 7,200,000 payable to Premium Financial Services Co., Ltd., who is ECL's shareholder holding 25.4% of ECL's paid up capital on 31 March 2019.

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 Concerning Related Party Transaction**

**EASTERN COMMERCIAL LEASING PLC**

**Subject: Renewal of Advisory Fee Payment Contract amounting to Baht 600,000 per month to Premium Financial Services Co., Ltd. (PFS)**

**1. Date of transaction: 26 May 2019**

**2. Contract parties**

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

**Payer: Eastern Commercial Leasing PLC. (ECL)**

**Relationship: Premium Financial Services Co., Ltd. (PFS) is a shareholder holding 25.4% of Eastern Commercial Leasing PLC (ECL)**

**3. Nature of transaction**

Since ECL has entered into the Business Alliance Agreement with the Premium Financial Services Co., Ltd. (PFS) as per resolution of the AGM for the year 2016 dated 26 April 2016, ECL has been required under the agreement to pay advisory compensation to PFS amounting to Baht 600,000 per month the amount of which includes salary, and various expenses the company is required to pay to the PFS representative seconded to become employee of the company. The Agreement has a tenor of 2 years starting from 26 April 2016, with automatic renewal annually unless contract party elects to cancel the agreement in writing.

Currently, the agreement has been in effect for a period of 3 years and shall expire on 26 April 2019. The Board of Directors, at its 1/2019 meeting on 27 February 2019, resolved to approve renewal of the advisory payment agreement for another year from 26 May 2019 to 26 April 2020.

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

Transactional value amounted to Baht 600,000 per month for a period of 1-year totaling Baht 7,200,000 or accounting for 0.41% of company's net tangible assets (NTA). The NTA amounted to Baht 1,753,613,616.15 as at 31 March 2019 as per company's financial report, and upon verification over the prior 6-month period, there has been no other transactions with normal business support classification.

**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 namely Mr. Yoichi Shibata.

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

Director who has vested interest per item 5 did not vote at 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**

ECL has been paying advisory compensation to PFS who has been a joint venture shareholder since 2016. Over the past 3 years, the company has experienced growth at a rather high rate, increasing assets, increasing supports from a number of commercial banks which enabling the company the opportunities to participate in the joint venture and expanding into other type of business. The advisory compensation payment to support the company's own business may be considered normal trade practice for such advisory payment to other. Furthermore, the amount of Baht 600,000 per month for a period of 1 year 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 -

Please be informed accordingly.



Mrs. Duangrat Jaengmongkol,  
Director and Company Secretary