

17 July, 2012

Subject: Invitation for the Extraordinary General Meeting of Shareholders No. 1/2012

To: The Shareholders

Attachments:

1. Copy of the Minutes of the Annual General Meeting of Shareholders FY 2012
2. Details of the issuance of warrant (GL – W2) and the increasing of capital
3. Proxy Form B (which stated information of the Independent Directors)
4. The Company's Articles of Association in relation to the meeting
5. Identification Documents of shareholders and proxies
6. Map of the Meeting place

The Board of Directors of Group Lease Public Company Limited has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2012 on Wednesday, 12 September, 2012 at 9.30 a.m. at Venus Room, 3rd fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210 to consider the following agenda:

Agenda 1 To certify the Minutes of the Annual General Meeting of the shareholders FY 2012 (Attachment 1)

Opinion of the Board : The Board recommends that minutes of the Annual General Meeting of Shareholders FY 2012 held on 27 April, 2012 was recorded correctly reflecting the resolutions passed by the shareholders' meeting and should be certified.

Agenda 2 To consider and approve the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio (Attachment 2)

Opinion of the Board : In order to be prepared for the future business expansion and strengthening of the Company's financial structure, the Board of Directors recommends that the shareholders consider and approve the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio total 22,990,927 units details as follows:

Type	:	warrant entitled to purchase ordinary share of Group Lease Public Company Limited
Offing / Allocation	:	offered to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	:	22,990,927 units
Offering price	:	0.10 Baht
Terms of warrant	:	2 years from the issuing date
Exercise ratio	:	1 unit of warrant per 1 new ordinary share
Exercise price	:	35.00 Baht
Exercise period	:	the last business day of every quarter until expiry date of the warrant
Offering period	:	within 1 year after the approval from the shareholders
Listing	:	The warrants will be listed in the Stock Exchange of Thailand

The record date to determine the shareholders' right to subscribe the Right Offering Warrants is proposed to be on 20 September, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 21 September, 2012.

Agenda 3 To consider and approve the decreasing of the Company’s registered capital to be in relation to the paid-up capital after reserving for the exercising of the warrants which have not yet expired and for the capital increasing by General Mandate

Opinion of the Board : As at present, the Company has a registered capital of 456,900,000 Baht divided into 91,380,000 shares at 5 Baht par value and a paid-up capital of 344,863,905 Baht divided into 68,972,781 ordinary shares, therefore, in order to prepare for capital increasing, the Board of Directors recommends that the shareholders consider and approve the decreasing of Company’s registered capital by 1,462,000 Baht (292,400 shares) to be equal to the paid-up capital after reserving 7,500,000 Baht for the future exercising of the existing Warrants which are not expired and 103,074,095 Baht for the increasing of capital by General Mandate which had already been approved by the shareholders so that the new registered capital will be decreased from 456,900,000 Baht (91,380,000 shares) to 455,438,000 Baht (91,087,600 shares).

Agenda 4 To consider and approve the amendment of the Company’s Memorandum of Association No. 4 to be in relation to the decreasing of the Company’s registered capital

Opinion of the Board : The Board recommends that the shareholders consider and approve the amendment of the Company’s Memorandum of Association No. 4 to be in relation to the decreasing of registered capital as follows:

“No. 4 Registered capital : 455,438,000 Baht (Four hundred fifty-five million four hundred thirty-eight thousand Baht only)
Divided into : 91,087,600 Shares (Ninety-one million eighty-seven thousand six hundred shares)
Par value of : 5 Baht (Five Baht only)

Divided into :
Ordinary shares : 91,087,600 Shares (Ninety-one million eighty-seven thousand six hundred shares)
Preferred shares : -0- Share (none)”

Agenda 5 To consider and approve the increasing of the Company’s registered capital by issuing new ordinary shares to reserve for the exercising of Warrant No. 6 (GL-W2)

Opinion of the Board : The Board recommends that the shareholders consider and approve the increasing of the Company’s registered capital for 22,990,927 shares by issuing new ordinary shares of 22,990,927 shares at 5 Baht par value or the total increase of 114,954,635 Baht in order to reserve for the exercising of warrants No. 6 (GL-W2). Therefore, the Company’s registered capital will be increased from 455,438,000 Baht (91,087,600 Shares) to the new registered capital of 570,392,635 Baht (114,078,527 Shares).

Agenda 6 To consider and approve the amendment of the Company’s Memorandum of Association No. 4 to be in relation to the increasing of the Company’s registered capital

Opinion of the Board : The Board recommends that the shareholders consider and approve the amendment of the Company’s Memorandum of Association No. 4 to be in relation to the increasing of registered capital as follows:

"No. 4 Registered capital : 570,392,635 Baht (Five hundred seventy million three hundred ninety-two thousand six hundred thirty-five Baht only)
Divided into : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Par value of : 5 Baht (Five Baht only)
Divided into :
Ordinary shares : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Preferred shares : -0- Share (none)"


Agenda 7 To consider any other business (if any)

-none-

The record date to determine the shareholders' right to attend the Extraordinary General Shareholders' Meeting No. 1/2012 is set to be on 7 August, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 8 August, 2012.

The shareholders are cordially invited to attend the Meeting on the abovementioned time and venue. Those who cannot attend the Meeting themselves, please grant the proxy by filling up the attached form and bring it together with the documents as evidences to verify the identity of the shareholder or the grantee of the shareholder entitled to attend the Meeting specified in the attachment to register on the Meeting date starting from 8.00 a.m.

Yours sincerely,



Mr. Mitsuji Konoshita
Chairman of the Board of Directors

Document for Agenda 1 : To Certify the Minutes of the Annual General Meeting of Shareholders FY 2012 held on 27 April, 2012

**Minutes of the Annual General Meeting of Shareholders for 2012
Of
Group Lease Public Company Limited
(The "*Company*")**

Date, Time and Place

The Meeting was held on Friday, 27 April, 2012 at 10.10 a.m., at Venus Room, 3rd fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210

List of Attended Directors

- | | | |
|-----|-------------------------------|---|
| 1. | Mr. Mitsuji Konoshita | Chairman |
| 2. | Mr. Muneo Tashiro | Director |
| 3. | Mr. Tatsuya Konoshita | Director |
| 4. | Mr. Worasak Kriengkamol | Director |
| 5. | Mr. Deepong Sahachartsiri | Director |
| 6. | Mr. Somchai Limpattanasin | Director and Executive Director |
| 7. | Gen.Suebsan Dardarananda | Independent Director and President of Audit Committee |
| 8. | Mr. Sonit Pichyangkol | Independent Director and Audit Committee |
| 9. | Mr. Pholdej Therdphithakvanij | Independent Director and Audit Committee |
| 10. | Mr. Krit Phanratanamala | Independent Director and Audit Committee |

List of Non-attended Directors

- None -

List of Attended Management

- | | | |
|----|---------------------------|-------------------------------------|
| 1. | Mr. Paiboon Chaibenjaphol | General Manager |
| 2. | Mr. Kittichai Maneenont | Collection Manager |
| 3. | Mr. Kaptan Jeerasete | Credit and Marketing Manager |
| 4. | Mr. Somkid Jarupaiboonpan | Personnel an Administration Manager |
| 5. | Mr. Wanchalerm Wongphan | Information Technology Manager |
| 6. | Ms. Aujchara Chaina | Accounting & Finance Manager |

Representative from the External Auditor

- | | | |
|----|---------------------------|--|
| 1. | Ms. Pimjai Manitkajohnkit | Ernst and Young Office Limited |
| 2. | Ms. Waraporn Apichainunt | Ernst and Young Office Limited
(witness of vote counting) |

Other Participant

- | | | |
|----|----------------------|--------------------------------|
| 1. | Ms. Paninee Tepnarin | The Stock Exchange of Thailand |
|----|----------------------|--------------------------------|

Mr. Mitsuji Konoshita, Chairman of the Board of Directors presided as Chairman of the Meeting (“**Chairman**”). After the Secretary had introduced all the Directors and Management of the Company together with the representatives from the External Auditor listed above, the Chairman declared the Meeting duly convened to consider the subsequent agenda as follows:

Agenda 1 Inform that the invitation to this meeting is in accordance with Thai laws and regulations

The Company Secretary was assigned to inform the shareholders that the invitation of this Annual General Meeting of Shareholders FY2012 was sent to the shareholders in accordance with Thai laws and related regulations.

Agenda 2 The announcement of the quorum

The Company Secretary was assigned to announce the quorum that there were 38 shareholders attended in person with the amount of 2,269,400 shares or equals to 3.30% of total paid up shares and 46 attended by proxies with the amount of 47,403,575 shares or equals to 68.94% of total paid up shares or a total of 84 persons totaling 49,672,975 shares, equal to 72.24% which exceeded one-third of the Company’s total paid up capital of 68,765,181 shares and the quorum was constituted according to the Company’s Articles of Association No. 33 which states that “In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders’ meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of paid up shares of the Company”.

Agenda 3 To certify the Minutes of the Annual General Meeting of the shareholders FY 2011

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders FY2011, held on 20 April, 2011 a copy of which was attached in the notice of the Meeting sent to the shareholders prior to the meeting as the Board of Directors viewed that it was recorded correctly.

Resolved: It was resolved that the Minutes of Annual General Meeting of the shareholders FY 2011 be certified.

The above resolution was certified with a majority vote as follows:

Approved	49,632,975 votes	equivalent to 99.92%
Disapproved	0 votes	equivalent to 0.00%
Abstained	40,000 votes	equivalent to 0.08%

Agenda 4 To acknowledge and approve the Directors’ Annual Report, the audited balance sheet and income statements including the auditor’s report ending 31st December, 2011

The Chairman informed that the annual report which comprises of the company’s financial statements for the year ended 31 December 2011 has already been sent to shareholders together with the invitation notice of this meeting.

The Chairman asked Mr. Deepong Sahachartsiri to report the result of the Company’s performance as of 31 December of last year. And there were representatives from the Company’s external auditor, Ernst & Young Office Limited, presented in the meeting to answer the questions or to give more information if needed.

Question : The hire purchase and installment sales receivables reduced from 2,410 million Baht in the year 2010 to about 1,916 million Baht in 2011, does it show that the Company’s business was decreasing and will it be improved.

Answer: Last year, there was a big change caused by the Company's former Managing Director's resignation which caused the loss of some of our market shares, temporarily from May – Sept. Unfortunately, after that there was a flooding crisis which caused extremely but temporary damage to the Company's operating result. Currently, the situations recovered and more employees, adequate staffs were hired to be ready for the Company's business expansion and it was believed that this year the Company's performance should be better.

Question: Have the allowance for doubtful accounts setting aside in QT4/2011 been paid back?

Answer: Yes, they were being paid back continuously.

Question: The Company's cost of fund were all from borrowings at MLR -.05 to -1 while the competitors issued bond at 3.2-4.25 interest rate. Will the Company issue bond to lesson its cost of fund?

Answer: Issuing bond might be an alternative, however, the Company will have to consider carefully on various factors to reduce the cost of fund in the future.

Question: In the Company's annual report, it states that the Company could approve the hire purchase contract within an hour while our competitors could do within 3 days, how could we do it and would it be too risky?

Answer: The Company has developed credit assessment system in analyzing the credit so that it can reduce documentation and processing time and therefore, the credit approving could be done faster. That's why we could expand our market faster for the past 5 years.

Question: For better funding resources, a shareholder suggested that the Company may swap its shares with a small bank which has a potential of doing hire purchase of motorcycle business since the present major shareholder structure did not come from family group and such merging will not cause any loss but in the contrary, it will probably be good for the minor shareholders.

Answer: At present, we had already acquired a company in Singapore as announced earlier which may consider the first step for our funding resources with low cost of fund. The merging with bank might have to be considered more carefully of the pros and cons. Being under the Bank of Thailand, the bank probably has many procedures and regulations to follow which will slow down the credit approval service in which at present, the Company's strong point was a fast service.

Question: 1. The Company's Debt to Equity Ratio was considerably low, what was the Chairman's comment and how much will the ratio be towards the end of this year.
2. What is the oversea market expansion plan of the Company?
3. What was the plan of last year for the Company's growth and what will the plan be for this year.

Answer: 4. Does the new employment rate have any effect on the Company and how?
The debt to equity ratio of 0.72 times was very low which was good for the Company to be prepared for future business expansion of becoming an Asean Regional Finance Company. The Company has got surplus fund and such fund was planned to be used for domestic as well as overseas' business expansion especially within Asean regional countries which have similar cultures with Thailand. In the past year, the Company has been doing the feasibility studies of such countries and so the progress shall be informed later.

As for the Company's growth of last year, there was an internal problem caused by the changing of management coupled with the flood crisis in the last quarter which impacted the Company's operating result temporarily. However, in the first quarter of this year, the result should be better than targeted. In addition, the new employment rate of 300 Baht per day does not have much effect on us and the 15,000 Baht per month shall have only slight effect within 2-3 years ahead.

Resolved: The shareholders acknowledged the Company's performance FY2011 and approved the Directors' Annual Report and the Company's audited balance sheet and income statements including the auditor's report ending 31 December, 2011.

The above resolution was approved with a majority vote as follows:

Approved	49,756,375 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	2,200 votes	equivalent to 0.00%

Remark : In this agenda, there were 85,600 more shares coming in so that the total attended shares were 49,758,575 shares.

Agenda 5 To acknowledge the interim dividend payment

The Chairman informed the Meeting that the Company's Board of Directors Meeting No. 11/2011 held on 14 Sept., 2011 had resolved to approve interim dividend payment for 1 Jan – 30 Jun, 2011 operating results to the Company's shareholders at 1.67 Baht (one Baht sixty-seven satang) per share totally 104,076,397.32 Baht. The record date to determine shareholders' name for the right to receive such dividend payment was on 5 Oct. 2011 and the list of shareholders was gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 6 Oct. 2011 and the interim dividend was paid on 13 Oct, 2011.

And the Board of Directors Meeting No. 2/2012 held on 13 Feb, 2012 had resolved to approve interim dividend payment for 1 Jan – 30 Sept, 2011 operating results to the Company's shareholders for a total amount of 148,086,113.16 Baht. However, after deducting the first interim dividend payment, the remaining amount of 44,009,715.84 Baht or 0.64 Baht (sixty-four satang) per share was paid. The record date to determine the shareholders' right to receive dividend payment was on 28 Feb., 2012 and the registration book's closing according to the Securities & Exchange Act, Section 225 was on 29 Feb., 2012 and the interim dividend was paid to the shareholders on 9 Mar, 2012.

Agenda 6 To consider and approve no dividend payment for FY2011

The Chairman said that for the operating result of the year 2011(from 1 Jan. – 31 Dec, 11), the Company had a net profit of 215.08 million Baht which was only slightly increased from the net profit of 212 million Baht of the 3rd quarter with the major reasons from an increasing of the allowance for doubtful account in the 4th quarter which caused by an impact from the flood and from the changes in the new applicable tax rate through the deferred tax asset re-calculation.

Besides, the Company had paid interim dividend for the operating result during 1 Jan. – 30 Jun. 2011 which was paid on 13 Oct, 2011 at 1.67 baht/share and paid the interim dividend for the operating result during 1 Jan. – 30 Sept., 2011 again on 9 March, 2012 at 0.64 baht/share and altogether the interim dividend payment paid for the year 2011 was a total of 148,086,113.16 Baht or 68.85% of the net profit of the year which had already complied to the Company's dividend policy which states that the dividend will be paid at not less than 40% of the net profit after tax and other legal reserves.

Therefore, it was recommended that the shareholders approve no dividend payment for FY2011 ending 31 December, 2011 and reserve the capital for the Company's future working capital. In FY2010, however, the Company's net profit was 263.25 million Baht and the Company had paid a total dividend for FY2010 of 183,138,090.56 Baht or 69.57% of the net profit of the year.

Resolved : The shareholders approved no dividend payment for FY2011 as proposed.

The above resolution was approved with a majority vote as follows:

Approved	49,366,675 votes	equivalent to 99.21%
Disapproved	391,800 votes	equivalent to 0.79%
Abstained	100 votes	equivalent to 0.00%

Agenda 7 To consider and approve the re-election of directors who retired by rotation

The Chairman stated that according to the Company's Articles of Association No. 18, at each AGM, there should be one-third (1/3) of directors who were in the position the longest retired by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The retired Directors can be re-elected.

At present, the Company has a total of 10 Directors, therefore, there will be 4 Directors who shall be retired by rotation, they are :

1. Mr. Sonit Pitchyangkul Independent Director & Audit Committee
2. Mr. Muneo Tashiro Director
3. Mr. Mitsuji Konoshita Chairman of the Board
4. Mr. Deepong Sahachartsiri Director

The Board recommends that the shareholders approve to re-elect all 4 Directors back in the same position for another term as they all possess sound knowledge, ability and related experiences which are beneficial to the Company's business and have been contributing their time fully to the Company.

Resolved : The shareholders considered and approved the re-election of all 4 directors back in the same position for another term.

The above resolution was approved with the following votes:

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Sonit Pitchyangkul	49,756,375	100.00	0	0.00	2,200	0.00
2.	Mr. Muneo Tashiro	49,758,575	100.00	0	0.00	0	0.00
3.	Mr. Mitsuji Konoshita	49,758,575	100.00	0	0.00	0	0.00
4.	Mr. Deepong Sahachartsiri	49,758,575	100.00	0	0.00	0	0.00

Therefore, after this rotation, the list of the Directors ranking by rotation period is:

1. Gen.Suebsan Dardarananda Independent Director & President of Audit Committee
2. Mr. Somchai Limpattanasin Director
3. Mr. Worasak Kriengkamol Director
4. Mr. Tatsuya Konoshita Director
5. Mr. Krit Phanratanamala Independent Director & Audit Committee
6. Mr. Pholdej Therdphithakvanij Independent Director & Audit Committee
7. Mr. Sonit Pitchyangkul Independent Director & Audit Committee
8. Mr. Muneo Tashiro Director
9. Mr. Mitsuji Konoshita Chairman of the Board
10. Mr. Deepong Sahachartsiri Director

Agenda 8 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2012

The Chairman informed that as the Company has no Remunerations Committee, the remunerations of the Board of Directors and Audit Committee has not been determined by such committee. However, remunerations which normally consist of meeting fees

and annual bonus have been carefully determined by the Board of Directors' meeting significantly in relation with the Company's performance before gaining final approval from the shareholders.

As for the year 2012, the Board proposed that the shareholders approve a total sum of not exceeding 3,500,000 Baht to be the remunerations of the Board of Directors and the Audit Committee which was the same rate proposed last year and to be allocated as follows:

Meeting fee : was proposed to be the same rate as the year 2011 which was 10,000 Baht equally to each of the Board member who attended the meeting which normally held once a month. The Audit Committee gets both fees for more responsibilities as the members of both the Board of Directors and the Audit Committee for an additional 10,000 Baht each equally per meeting per attendance. Audit Committee Meeting is normally arranged once a quarter.

Bonus : will be mainly in relation to the Company's performance and to be paid twice of the amount of the employees' bonus which was the same condition proposed last year.

The total actual amount of remunerations including the meeting fees and bonus for FY2011 were paid at 2,080,000 Baht. In 2010, the total remunerations for the Board of Directors and Audit Committee were 2,300,001 Baht.

In addition, the Chairman informed that for this agenda, the directors who are shareholders will abstain their votes, and this agenda needs to receive more than two-third of the total votes from the shareholders who attend the meeting and have the right to vote.

Resolved : The shareholders considered and approved the remunerations of the Board of Directors and the Audit Committee for FY2012 as proposed.

The above resolution was approved with more than 2/3 of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	49,736,075	votes	equivalent to 99.95%
Disapproved	0	votes	equivalent to 0.00%
Abstained	22,500	votes	equivalent to 0.05%

Agenda 9 To consider and approve the appointment of external auditor and determine their remunerations for FY2012

The Chairman stated that the Board recommended that the shareholders approve the appointment of Ernst & Young Office Ltd. to be the external auditor of the Company for FY2012 which will be the 6th consecutive year. The CPA team consists of Ms.Rungnapa Lertsuwannakul CPA No. 3970 or Ms. Vissuta Jariyathanakorn CPA No. 3853 or Mrs.Nongluk Pumnoi CPA No. 4172 or Ms.Pimjai Manitkajohnkit CPA No. 4521 or Mr.Chayapol Suppasetthanon CPA No. 3972, of which one of the members be empowered to audit, do and sign in verification of the Company's financial statements. The above CPAs do not have any relationship or conflict of interest with the Company and or its management, major shareholders and their related persons. The auditing fees were proposed at Bht950,000 per annum (exclusive of other expenses) while in 2011 it was Bht 938,393 without other non-audit service.

In addition, the Audit Committee also viewed that Ernst & Young Office is the company which is acceptable internationally and the audit fee is reasonable.

Resolved : The shareholders considered and approved the appointment of external auditor and determine their remunerations for FY2012 as proposed.

The above resolution was approved with a unanimous vote as follows:

Approved	49,758,575	votes	equivalent to 100.00%
Disapproved	0	votes	equivalent to 0.00%
Abstained	0	votes	equivalent to 0.00%

Agenda 10 To consider and approve the decreasing of the Company's registered capital to be in relation to the Company's present paid-up capital after reserved for the future exercising of the existing Warrants which are not expired

The Chairman said that because as at present, the Company has a registered capital of 431,500,000 Baht divided into 86,300,000 shares at 5 Baht par value and a paid-up capital of 343,825,905 Baht divided into 68,765,181 ordinary shares, therefore, in order to prepare for the future capital increasing, the Company's registered capital needs to be decreased to be equal to the paid-up capital after reserved 5 million Baht for the future exercising of the existing Warrants which are not expired consisting of the ESOP Warrant No. 2 (GL-WB) and No. 3 (GL-WC).

Therefore, the Board recommended that the shareholders approve the decreasing of the Company's registered capital amounted Bht 82,674,095 Baht (or 16,534,819 shares) from the current registered capital to the new registered capital of 348,825,905 Baht (or 69,765,181 shares) at 5 Baht par value to be in relation to the Company's present paid-up capital after reserved 5,000,000 Baht for the future exercising of the existing Warrants which are not expired.

In addition, this agenda shall receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the decreasing of the Company's registered capital as proposed.

The above resolution was approved with a unanimous votes as follows:

Approved	49,758,575	votes	equivalent to 100.00%
Disapproved	0	votes	equivalent to 0.00%
Abstained	0	votes	equivalent to 0.00%

Agenda 11 To consider and approve the amendment of the Company's Memorandum & Articles of Association No. 4 in relation to the decreasing of the Company's registered capital

The Chairman informed that with reference to the agenda No. 10 above, the Board recommended the shareholders to approve the amendment of the Company's Memorandum & Articles of Association No. 4 to be in relation to the decreasing of the Company's registered capital as follows:

"No. 4 The registered capital	348,825,905	Baht
Divided into	69,765,181	shares
At par value	5	Baht
Divided into		
Ordinary share	69,765,181	shares
Preferred share	-0-	share"

This agenda also has to receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the amendment of the Company's Memorandum & Articles of Association No. 4 in relation to the decreasing of the Company's registered capital as proposed.

The above resolution was approved with a unanimous vote as follows:

Approved	49,758,575	votes	equivalent to 100.00%
Disapproved	0	votes	equivalent to 0.00%

Abstained 0 votes equivalent to 0.00%

Agenda 12 To consider and approve the Warrant issuance to purchase the Company's share No. 5 to be allocated to the Company's Directors and Employees (ESOP) No. 4 (GL-WD)

The Chairman said that in order to bring up morale for the employees and Directors of the Company, the Board recommended the shareholders to approve the issuance of the new warrant to purchase the Company's share No. 5 under ESOP Warrant No. 4 (GL-WD) which detailed as follows:

Warrant Type	:	Warrant to purchase the ordinary shares of Group Lease Public Company Limited
Offer to / allocate to	:	The Company's Directors and employees
Amount of Warrant	:	1,000,000 units
Offered price	:	0 Baht
Expiry	:	3 years from the issuance date
Ratio	:	1 Warrant : 1 ordinary share
Exercise price	:	19.62 Baht
Exercise period	:	once on the expiry date
Offering period	:	within 1 year after approval from the shareholders
Secondary market	:	not listed in the Stock Exchange of Thailand

For this agenda, the directors who are the shareholders will abstain their votes. In addition, this agenda shall receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Question: Was it for the best interest of the shareholders to issue the ESOP Warrant to the directors and employees, has the Company aware that such Warrant issuance shall cause dilution effect to the Company's shares. Will there be any ESOP Warrant issuing again in the future or will it be better to bring up employees' morale by other mean such as giving more bonus.

Answer: Such issuance of warrant is the next step of the Company to prepare for the future business expansion after the last ESOP warrant issuance of the past 3 years and it was considered the most suitable means for both the shareholders and the employees for the time being. With the business type of the Company, human resources are the most important resources and the employees should receive suitable remunerations to compensate for their contributions. In addition, the Company as a listed company should pay higher remunerations to its employees than our competitors.

Question: Where is the exercise price of 19.62 Baht come from, why not set it higher? Will the ESOP Warrant be issued again every 3 years?

Answer: Such exercise price is the book value price of the Company's share which was still lower than the market price. Such price needs to be improved through the better operating result of the Company. The amount of this ESOP Warrant issuance was considerably less compared to other companies' and there should not be very much impact from the dilution effect as the shareholders worried. Moreover, ESOP warrant was issued for the employees to have the feeling of ownership to the Company. Currently, there is no plan to issue further ESOP Warrant and in future, the Company might think of other better means to remunerate the employees so that all concerns shall benefit more together.

Resolved : The shareholders considered and approved the Warrant issuance to purchase the Company's share No. 5 to be allocated to the Company's Directors and Employees (ESOP) No. 4 (GL-WD) as proposed.

The above resolution was approved with more than $\frac{3}{4}$ of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	47,981,875	votes	equivalent to 96.43%
Disapproved	1,589,200	votes	equivalent to 3.19%

Abstained 187,500 votes equivalent to 0.38%

Agenda 13 To consider and approve the increasing of registered capital to accommodate for the exercising of ESOP Warrant No. 4 (GL-WD)

The Chairman stated that for this agenda, the Board recommended the shareholders to consider and approve the increasing of the Company's registered capital for 1,000,000 shares at 5 Baht par value or the total capital increase of 5,000,000 Baht in order to accommodate for the exercising of Warrant to purchase the Company's ordinary shares under ESOP Warrant No. 4 (GL-WD) which the shareholders had approved in agenda No.12.

In addition, this agenda should receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the increasing of registered capital to accommodate for the exercising of ESOP Warrant No. 4 (GL-WD) as proposed.

The above resolution was approved with more than $\frac{3}{4}$ of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	47,924,375	votes	equivalent to 96.31%
Disapproved	1,629,200	votes	equivalent to 3.27%
Abstained	205,000	votes	equivalent to 0.41%

Agenda 14 To consider and approve the increasing of registered capital under General Mandate method

The Chairman said that In order to reduce the process and save time for future capital increasing during the year if there is a need to do so, the Board recommended the shareholders to consider and approve the increasing of the Company's registered capital under General Mandate method, by issuing 20,614,819 (twenty million, six hundred fourteen thousand, eight hundred, nineteen) new ordinary shares at 5 Baht par value or the total increase of 103,074,095 (one hundred and three million, seventy-four thousand, and ninety-five) Baht.

This agenda also has to receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the increasing of registered capital under General Mandate method as proposed.

The above resolution was approved with more than $\frac{3}{4}$ of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	47,849,375	votes	equivalent to 96.16%
Disapproved	1,862,000	votes	equivalent to 3.74%
Abstained	47,200	votes	equivalent to 0.09%

Agenda 15 To consider and approve the amendment of the Company's Memorandum & Articles of Association No. 4 in relation to the increasing of the Company's registered capital

The Chairman proposed that for this agenda, the Board recommended the shareholders to approve the amendment of the Company's Memorandum & Articles of Association No. 4 to be in relation to the Company's registered capital increases approved in agenda No. 13 and 14 above to accommodate for the exercising of ESOP Warrant No. 4 (GL-WD) and under General Mandate, as follows:

"No. 4 The registered capital	456,900,000	Baht
Divided into	91,380,000	shares

At par value	5 Baht
Dividing into	
Ordinary shares	91,380,000 shares
Preferred share	-0- share"

In addition, this agenda also has to receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the amendment of the Company's Memorandum & Articles of Association No. 4 in relation to the increasing of the Company's registered capital as proposed.

The above resolution was approved with more than $\frac{3}{4}$ of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	48,065,175 votes	equivalent to 96.60%
Disapproved	1,646,200 votes	equivalent to 3.31%
Abstained	47,200 votes	equivalent to 0.09%

Agenda 16 To consider and approve the allocation of the increased capital shares to accommodate for the exercising of ESOP Warrant No. 4 and the capital increasing under General Mandate method

The Chairman stated that with reference to the shareholders' approval in agenda No. 13 and 14, the Board recommended that the shareholders consider and approve the allocation of the increased capital shares of not exceeding 21,614,819 (twenty-one million, six hundred fourteen thousand, eight hundred and nineteen) shares as follows:

- To allocate the increased capital of not exceeding 1,000,000 shares at 5 Baht par value to reserve for the exercise of ESOP warrant No. 4 (GL-WD)
- To allocate the increased capital of not exceeding 20,614,819 (twenty million, six hundred fourteen thousand, eight hundred and nineteen) shares at 5 Baht par value under General Mandate method for rights offering to the existing shareholders according to their share holding ratio. The Board also recommended the shareholders to approve for the Board of Directors to have the authority to consider and approve the selling of the shares altogether in one time or many times provided that the increased paid-up capital should not exceed 29.98% of the paid-up capital on the date that the Board of Directors has the resolution on the capital increase or the total of 20,614,819 (twenty million, six hundred fourteen thousand, eight hundred and nineteen) shares as well as to have the authority to determine the offering price, the subscription date and time including other details and conditions in relations to the allocation of the right offering shares.

Such allocation is to be finished within the next Annual General Meeting of Shareholders or within the date determined by law to arrange for the next Annual General Meeting of Shareholders whichever is earlier.

This agenda shall also receive more than three-fourth of the total votes from the shareholders who attend the meeting.

Resolved : The shareholders considered and approved the allocation of the increased capital shares to accommodate for the exercising of ESOP Warrant No. 4 and the capital increasing under General Mandate method as proposed.

The above resolution was approved with more than $\frac{3}{4}$ of the total votes from the shareholders who attend the meeting and have the right to vote as follows:

Approved	47,965,175 votes	equivalent to 96.40%
Disapproved	1,746,200 votes	equivalent to 3.51%

Abstained 47,200 votes equivalent to 0.09%

Agenda 17 To consider any other business (if any)

-none-

Suggestion from the shareholder: A shareholder suggested the management of the Company to join the Opportunity Day arranged by the SET in order to promote the Company to the investors.

As there was no more questions, the Chairman thanked all of the shareholders for their time to attend the meeting and for their valuable suggestions and encouraged the shareholders to follow the Company's progress on the Company's website.

The Meeting adjourned at 12.40 hrs.



Signed : _____
(Ms. Siriphen Pongchareks)
Company Secretary



Signed : _____
(Mr. Mitsuji Konoshita)
Chairman

Group Lease Public Company Limited
Details of the Issuance of Warrant (GL – W2) and the Increasing of Capital

The Board of Directors Meeting No.7/2012 of Group Lease Public Company Limited, held on July 16th, 2012 at 63 Soi 1 Thetsabannimitai Road Ladyao, Chatuchak, Bangkok, adopted the following resolutions in respect of a capital increase/share allotment as follows:

1. Capital increase:

The meeting of the Board of Directors adopted the resolution approving the increase of the Company's registered capital of 22,990,927 shares by issuing new ordinary shares of 22,990,927 shares with par value of 5 Baht per share or the total increased capital of 114,954,635 Baht to reserve for the exercise of the warrant to be offered to the existing shareholders according to the share holding ratio.

2. Allotment of new shares:

2.1) The Board of Directors' Meeting adopted the resolution approving the allocation of the increased ordinary shares of 22,990,927 shares reserve for the exercise of the warrant which offer to the existing shareholder according to shareholding ratio (GL-W2), details as follow :

Type	: warrant entitled to purchase ordinary share of the Group Lease Public Company Limited
Offing / Allocation	: offered to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	: 22,990,927 units
Offering price	: 0.10 Baht
Terms of warrant	: 2 years from the issuing date
Exercise ratio	: 1 unit of warrant per 1 new ordinary share
Exercise price	: 35.00 Baht
Exercise period	: the last business day of every quarter until expiration date of the warrant
Offering period	: within 1 year after shareholders meeting approved
Listing	: The right warrants will be listed in the Stock Exchange of Thailand

The allocation of the newly issued ordinary shares of 22,990,927 to be offered to the existing shareholders according to shareholding ratio at the ratio of 3 existing ordinary shares to 1 warrant with the offering price Baht 0.10 and exercise price of Baht 35.00 per share.

The existing shareholders shall be entitled to subscribe for the right warrants not exceeding to shareholding ratio. The remaining of unsubscribed warrants according to the right shall be expired.

2.2) The Company's plan in case where there is a fraction of Shares remaining

The Executive Board of Directors or Authorized Director have discretion to round down such fraction or undertake other actions as necessary and appropriate in order to have a successful share capital increase.

2.3) The number of shares remaining from the allotment

- None -

2. Schedule for shareholders meeting to approve the capital increase/allotment

The Extraordinary General Shareholders' Meeting No.1/2012 is scheduled to be held on September 12th, 2012 at 9.30 a.m. at Venus Room, 3rd fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210. The record date to determine name of shareholders who have right to attend the meeting is on August 7th, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on August 8th, 2012.

3. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- The Company will register the capital increase at the Ministry of Commerce, Thailand after getting approval from EGM.
- The Company will propose for approval from the Stock Exchange of Thailand to accept the said Warrant to be listed and traded in the Stock Exchange of Thailand

4. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- More flexible and efficient funding structure for the business expansion
- Revolving fund for future
- Increasing share liquidity

5. Benefits which the Company will receive from the capital increase/share allotment:

- Business and profit growth
- Strengthen financial structure
- Minimizing financial risk
- Revolving fund for future

6. Benefits which the shareholders will receive from the capital increase/share allotment:

Dividend payment policy stated to pay not less than 40% of net profit, shareholders may have more dividend payment if the company gains more profit from the operation.

7. Other details necessary for shareholders to approve the capital increase/share allotment:

- none -

8. Effects upon Shareholders

Effects upon Shareholders	From Right Warrant (GL-W1) If shareholders exercise all
Control dilution up to	-
Price dilution up to *	none
Earning per share dilution up to	25.00%

* Reference Market Price is 30.83 Baht calculated by weighted average share price of 7 business days prior to the Board of Directors Meeting date to approve the warrant issuance.

9. Schedule of action when the Board of Directors of the Company passes a Resolution approving the capital increase or allotment of new shares:

Actions	Scheduled Date
The Board of Director's meeting No.7/2012	16 July 2012
Resolutions of the Board disclosed to SET	16 July 2012
Record date to determine name of shareholders who have right to attend the Extraordinary Shareholder's Meeting no.1/2012	7 August 2012
The Extraordinary Shareholder's Meeting No.1/2012	12 September 2012
Resolutions of Extraordinary Shareholder's to SET	12 September 2012
Change Registered Capital at MOC	Within 25 September 2012
Record date to determine the right to subscribe the Right Offering (GL-W2)	20 September 2012
Right Warrant Subscription and Payment period	8 – 12 October 2012

Submit Checklist of Warrant – RO to SEC	Within 15 days after complete allocation
Submit request form for warrants to be listed in SET	17 October 2012
Rights Warrant can be traded in SET	Within 30 days from the request date

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของบริษัท กรู๊ปลีส์ จำกัด (มหาชน)
being a shareholder of Group Lease Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม Holding the total amount of	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้ Votes as follows:
<input type="checkbox"/> หุ้นสามัญ Ordinary share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง Votes
<input type="checkbox"/> หุ้นบริวารสิทธิ Preferred share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง Votes

(3) ขอมอบฉันทะให้ (โปรดทำเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว)
Hereby appoint (Mark only one proxy)

1. ชื่อ.....อายุ.....ปี
Name Age

ที่อยู่.....
Residing/Located at

2. พลเอกสืบสันต์ ทรธรานนท์ กรรมการอิสระ อายุ 60 ปี
Gen. Suebsan Dardarananda Independent Director Age 60 Years
ที่อยู่ 116/9 ถนนพระราม 6 แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
Residing at 116/9 Rama 6 Rd., Samsen nai, Phayathai, Bangkok 10400
3. นายไศยนิต พิษญางกูร กรรมการอิสระ อายุ 61 ปี
Mr. Sonit Pichyangkul Independent Director Age 61 Years
ที่อยู่ 36/1 ลาดพร้าว ซ. 8 แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900
Residing at 36/1 Ladprao Soi 8, Jompol, Chatuchak, Bangkok 10900
4. นายพลเดช เทอดพิทักษ์วานิช กรรมการอิสระ อายุ 43 ปี
Mr. Pholdej Therdphithakvanij Independent Director Age 43 Years
ที่อยู่ 318/1 ถนนจันทน์ แขวงทุ่งวัดดอน เขตสาทร กรุงเทพฯ 10120
Residing at 318/1 Chan Rd., Tungwatdon, Sathorn, Bangkok 10120

หมายเหตุ กรรมการอิสระทุกท่านที่ระบุข้างต้น เป็นผู้ที่ไม่มีส่วนได้เสียในทวาระ

Remark All of the above Independent Directors have no conflict of interest in any of the proposed agenda

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/ 2555 ในวันพุธที่ 12 กันยายน 2555 เวลา 9.30 น. ณ ห้องวีนิส ชั้น 3 โรงแรมมิราเคิล แกรนด์ คอนเวนชัน เลขที่ 99 ถนนวิภาวดี-รังสิต แขวงหลักสี่ เขตดอนเมือง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my sole proxy to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/ 2012 on Wednesday, 12 September, 2012, at 9.30 hours, at Venus Room 3rd fl., Miracle Grand Convention Hotel, No. 99 Vibhavadi-Rungsit Road, Laksi, Donmuang, Bangkok or at any adjournment thereof.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I authorize my Proxy to cast the votes according to my intentions as follows:

- วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2555 เมื่อวันที่ 27 เมษายน 2555
- Agenda No. 1** To approve the Minutes of the Annual General Meeting of Shareholders for the year 2012 held on 27 April, 2012
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2** พิจารณานอมนุมัติการออกไปสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 6 (GL-W2) เพื่อเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น
- Agenda No. 2** To consider and approve the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3** พิจารณานอมนุมัติการลดทุนจดทะเบียนของบริษัทให้สอดคล้องกับทุนจดทะเบียนเรียกชำระแล้วของบริษัท หลังจากสำรองไว้เพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิที่ยังไม่หมดอายุและการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) แล้ว
- Agenda No. 3** To consider and approve the decreasing of the Company's registered capital to be in relation to the paid-up capital after reserving for the exercising of the warrants which have not yet expired and for the capital increasing by General Mandate
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4** พิจารณานอมนุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4 ให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda No. 4** To consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the decreasing of the Company's registered capital
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท โดยการออกหุ้นสามัญเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิ ครั้งที่ 6 (GL-W2)

Agenda No. 5 To consider and approve the increasing of the Company's registered capital by issuing new ordinary shares to reserve for the exercising of Warrant No. 6 (GL-W2)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4 ให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 6 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the increasing of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 7 To consider any other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Shareholder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Annex to the Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Annex to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กรุ๊ปลีส์ จำกัด (มหาชน)

The proxy is granted by a shareholder of Group Lease Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2555 ในวันที่ 12 กันยายน 2555 เวลา 9.30 น. ณ ห้องวินัส ชั้น 3 โรงแรมมิราเคิล แกรนด์ คอนเวนชัน เลขที่ 99 ถนนวิภาวดี-รังสิต แขวงหลักสี่ เขตดอนเมือง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No. 1/ 2012 on 12 September, 2012, at 9.30 hours, at Venus Room 3rd fl., Miracle Grand Convention Hotel, No. 99 Vibhavadi-Rungsit Road, Laksi, Donmuang, Bangkok or at any adjournment thereof.

วาระที่ _____ เรื่อง _____
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ
Agenda Re :

ชื่อกรรมการ

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

ชื่อกรรมการ

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

ชื่อกรรมการ

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

The Company's Articles of Association in relation to the EGM

Article 7. The increase and decrease of Capital

The increase or decrease of the Company's capital can be done by the resolution from the shareholders' meeting.

The increased shares can be offered in the whole or partial amount and shall be offered to the existing shareholders according to the ratio of the present amount held or offered to the public or other persons in the whole amount or in partial according to the shareholders' meeting resolution.

Article 31. The Extraordinary General Meeting

The meeting of shareholders other than that in the Article 30 shall be called the extraordinary general meetings.

The board of directors may summon an extraordinary meeting of shareholders whenever the board think appropriate. The shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in writing requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall express reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 32. Notice of the Meeting

In summoning for a meeting of shareholders, the board of directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than three consecutive days before the meeting.

Article 33. Quorum of the Meeting

The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required.

Article 34. Conducting of Meeting

The Chairman of the Board shall by office be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or if there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting.

Article 35. The Voting

In any Meetings, both the shareholders who attend the meeting, themselves or who come by proxies shall have the right to vote by counting one share for one vote despite any other voting method has determined.

The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall cast a final vote.
- (2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
 - a. the sale or transfer of whole or essential parts of business of the Company to other persons.
 - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the merging of the businesses with other persons with an objective to share profit and loss.

Article 36. The Proxy granting

At the meeting, a shareholder may attend the Meeting himself or grant a proxy to others to attend the meeting. The proxy form used must be in accordance with the form prescribed by the Registrar.

The completed proxy form must be submitted to the Chairman of the Board or his designated person at the meeting place before the proxy can attend the meeting.

Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting

1. Natural person

1.1 Thai nationality

- 1.1.1 Original of Identification card of the shareholder (personal I.D. card or I.D card of governmental officer or I.D. card of state enterprise officer)
- 1.1.2 In case of proxy copy of identification card of the shareholder and copy and original of identification card or passport (in case proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

1.2 Non-Thai nationality

- 1.2.1 Original passport of the shareholder.
- 1.2.2 In case of proxy : copy of passport of the shareholder and copy and original of identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

2 Juristic person

2.1 Juristic person registered in Thailand

- 2.1.1 Copy of Corporate affidavit, issued within three months by the Department of Business Development, Ministry of Commerce with original and copy of identification card or passport (in case the director is a foreigner) of the authorized director who is attending the meeting.
- 2.1.2 In case of proxy : copy of identification card or passport (in case the director is a foreigner) of the director(s) of the juristic person who sign(s) the proxy form including original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

2.2 Juristic person registered outside of Thailand

- 2.2.1 Corporate affidavit and certificate of incorporation, provided that such documents must contain the name of the juristic person, the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or condition of the authority of such person(s) and the principal address of the juristic person together with original and copy of identification card or passport (in case the authorized person is a foreigner) of the authorized person who is empowered to attend the meeting.
- 2.2.2 In case of proxy : identification card or passport (in case the authorized person is a foreigner) of the authorized person(s) of the juristic person who sign(s) the proxy form including, original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

Remarks :

- 1) Copies of identification card or passport must be certified true copy by the holder thereof.
- 2) The copy of documents in item 2.1.1 must be certified by the authorized director(s) of the juristic person.
- 3) The documents in item 2.2.1 which have been produced or executed outside of Thailand, or the copies of such must be notarized by a notary public or certified by Thai embassy or Thai consulate in the country which the document is produced or executed within the period of one year until the date of meeting. Thai or English translation is required to be attached for the original document which is in foreign language other than English and such translation must be certified by the authorized person(s) of such juristic person.

