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Ref: GL 21/2016

September 7, 2016

To: The President
The Stock Exchange of Thailand

Subject: To notify the entering into a memorandum of understanding in relation to the potential acquisition of shares in a Microfinance company in Myanmar

Group Lease Public Company Limited (the "**Company**") would like to inform that Group Lease Holdings PTE. Ltd. ("**GLH**"), a subsidiary of the Company, incorporated in Singapore as a holding company, will sign a memorandum of understanding with BG Investments (PVT) Ltd., BG International (PVT) Ltd. and BG Capital (PVT) Ltd. (together referred to as "**BG**") on September 7, 2016 (the "**MOU**") in order to conduct due diligence investigation of BG Microfinance Myanmar Co., Ltd ("**BGMM**"), a microfinance company doing business in Myanmar for the potential acquisition of 71.9% of the issued share capital in BGMM by GLH (the "**Proposed Transaction**"). The signing ceremony of the MOU will be held at Swissotel Le Concorde Hotel, at 1:00 pm.

BGMM is a Microfinance company which has been doing business in Myanmar for more than 2 years and obtained its permanent license on 5 November 2015, with the objective to uplift the social and economic status of the low income population in Myanmar, by establishing comprehensive economic and social development approach through financial and non-financial services in an efficient and effective way. BGMM is providing micro loans to women considered as focal point of overall development of the family unit, and by group of five members each collectively responsible on each member. Loan maturity is fixed as 50 weeks and repayment collection is made on a weekly basis.

Under the MOU, BGI grants GLH the exclusive right to conduct due diligence and negotiate in respect of the Proposed Transaction during a specified period of 30 days after the date of the MOU and GLH shall place a **non-interest-bearing deposit** equal to US\$ 1 Million with BG as specified in the MOU. Such deposit will be returned to GLH when the parties enter into the definitive agreements relating to the Proposed Transaction or when the definitive agreements relating to the Proposed Transaction are not entered into pursuant to terms and conditions in the MOU. In this connection, the obligation of GLH and BG to proceed with implementation of the Proposed Transaction is subject to certain conditions, which include the conditions that (i) GLH is satisfied with its due diligence results; (ii) GLH obtains approvals from all relevant authorities and shareholders in compliance with the laws of relevant jurisdictions; and (iii) GLH is satisfied with the results of commercial negotiations in respect of the Proposed Transaction.

In this regards, BGI which is the seller under the said MOU is not the related person of the Company and does not have any relation to the Company which will cause the said transaction to be connected transactions under the Notification of the Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546.

The Company believes that, in case the result of due diligence investigation and other conditions are satisfied and GLH invests in BGMM, this investment shall benefit to the Company and effect to the sustainable growing of income and profit. Additionally, with "Digital Finance" business model which is the original business model of the Company and has been proven successful will provide growth to the

business of BGMM. At the same time the Company will have chances to learn new know-how of 'Group Finance', which will help the Company to efficiently expand its business in Cambodia, Laos, Indonesia, and Thailand where the Company's operation has already existed. Moreover, the Company will get new promising business with good synergies as well.

Should there be any additional significant information in this connection, the Company shall report to shareholders, investors and the Stock Exchange of Thailand (the "SET") accordingly. In this regards, the Company shall further comply with relevant provisions of the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets, 2008 (as amended), the Notification of the Board of Governor of the SET re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547 and other applicable laws, regulations and notifications of the Securities and Exchange Commission and the SET.

Please be informed accordingly

Sincerely yours,

(Mr. Tatsuya Konoshita)

Director