

Ref: GL03/2016

15 March, 2016

Subject: Dividend Payment, increasing size of debenture and Annual General Meeting of Shareholders 2016

Attention: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Group Lease Public Company Limited No. 3/2016 held on 15 March, 2016 had resolved the followings:

1. Proposed the shareholders to consider and approve the allocation of profit for legal reserve for an additional 4,866,117.30 Baht or 1.43% of net profit to meet the total reserve of 76,958,730.90 Baht or 10% of the registered capital of 769,587,309 Baht, and approve dividend payment for the year ended 31 December, 2015 at the amount of 237,960,099.16 Baht or 69.94% of net profit (separate financial statement) or equal to 0.1560 Baht per share.

The record date to determine shareholders name for the right to receive dividend payment is on 11 May, 2016 and the list of shareholders is to be gathered according to Section 225 of The Security and Exchange Act by closing registration book on 12 May, 2016. Dividend will be paid to the shareholders on 26 May, 2016.

2. Proposed the shareholders to consider and approve the increasing size of Debenture which was originally approved by the EGM No. 1/2013 held on 8 November, 2013 from 2 billion Baht to 2.5 billion Baht. On 17 February, 2014, the Company had issued 500 million Baht debenture, therefore, currently there are 1,500 million Baht remaining. However, the increasing size of debenture shall support the Company's business expansion in the long run. All other details and information remain unchanged except the increasing size of debenture as follows:

Details of Debentures:

Objective	For use as working capital and/or accommodation of expansion of business of the Company or any purposes depending on the determination and consideration of the Board.
Type of Debentures	All types of Debentures, with and/or without a name registered, secured and/ or unsecured Debentures, with and/or without Debenture holders' representative, subordinated Debentures and/or unsubordinated Debentures, and perpetual and/or tenured depending on market conditions at the time of offering.
Size of Debentures	The combined total amount not exceeding Baht 2.5 Billion by issuing either single or multiple offerings.
Denomination	In Baht and/or equivalent in other currencies.
Interest Rate	Depends on market conditions at the time of offering.
Debentures redemption	Debenture holders and/or the Company may or may not have the right to redeem Debentures prior to maturity, depending on the

terms and conditions of each Debentures issuance

Offering	Debenture will be offered in one or several occasions, and/or as a project, and/or revolving basis nature. The Debentures are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the notifications of Securities and Exchange Commission and/or the notifications of Capital Market Supervisory Board and/or other relevant rules and regulations in force at the time the Debentures are issued and offered.
Special Conditions	For Debentures for short-term period for not exceeding 270 days ,in the case where the company has redeems or rapid the principal of the Debentures issued under the total offering amount authorized above, the company may issue and offer short-term Debenture additionally in substitution of the Debentures within the conditions and offering amount (revolving)as provided above.
Authorization	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as its name, type, face value, offering price per unit, interest rate, appointment of Debenture holder's Representative, offering amount of each issuance, total amount term, principle repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market etc., including applications for the approval from the agencies concerned, appointment of advisor or the person concerning the issuance and offering of the Debentures, negotiation, agreement and entering into the documents and agreement concerned and doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorizes by authorized director(s) to consider and determine.
Other Conditions	Depends on market conditions at the time of offering and other relevant factors.

3. The Annual General Meeting 2016 is determined to be on Thursday 28 April, 2016 at 10.00 a.m. at the Miracle Grand Convention Hotel, Magic 2 Rm., 2nd floor, located at 99 Kamphaeng Phet 6 Rd, Laksi, Bangkok 10210 .

The record date to determine the shareholders' right to participate in the AGM is set to be on 30 March, 2016 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 31 March, 2016.

The agenda for AGM 2016 is to be as follows:

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| Agenda 1 | To inform that the invitation to this meeting is in accordance with Thai law and regulations |
| Agenda 2 | To acknowledge the announcement of the quorum |
| Agenda 3 | To certify the Minutes of the Annual General Meeting of the shareholders for the year 2015 held on 27 April, 2015 |

- 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, 2015nd
- Agenda 5 To consider and approve the allocation of profit for legal reserve and the dividend payment for FY2015
- Agenda 6 To consider and approve the re-election of directors who retired by rotation and the nomination of director to replace the director who wishes to retire by rotation
- Agenda 7 To consider and approve the increasing number of the Board of Directors and appointment of new Directors
- Agenda 8 To consider and approve the appointment of external auditor and to determine their remunerations for FY2016
- Agenda 9 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2016
- Agenda 10 To consider and approve the increasing the increasing size of Debenture which was originally approved by the EGM No. 1/2013 held on 8 November, 2013 from 2 billion Baht to 2.5 billion Baht.
- Agenda 11 To consider any other business (if any)

4. Pursuant to the Company's providing advance opportunity during 1 October – 31 December, 2015 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the 2016AGM agenda, there has been no agenda or any nomination proposed.

For the other important agenda such as the appointment of directors to replace those who retire by rotation, the increasing of number of Board of Directors and the nomination of new directors including the appointment of external auditor and determination of audit fee shall be disclosed later within 23 March, 2016.

Please be informed accordingly.

Yours sincerely,

(Mr. Tatsuya Konoshita)
Director