

No. GL03/2011

March 4th, 2011

Subject: Dividend Payment, Annual General Meeting of Shareholders and additional directors

Attention: The President

The Stock Exchange of Thailand

Group Lease Public Company Limited would like to inform the following resolutions of the Board of Directors' Meeting No. 3/2011 held on 4 March 2011

1. The Board of Directors has agreed to submit the agenda of the dividend payment for the operating result of the year 2010 ended 31 December 2010 amount 183,138,090.56 Baht or 69.57% of the net profit or 3.25 Baht per share (at existing share amount 56,416,996 shares). Since GL paid an interim dividend on 15 July and 30 December 2010 to shareholders of 0.86 and 1.50 Baht per share total amount 133,138,090.56 Baht, a remaining cash amount 50,000,000.00 Baht or 0.64 – 0.89 Baht per share shall be paid to shareholders, the certain calculation of dividend per share will be announced after the 9th exercise of GL-W1 on 25 – 31 March 2011.

The record date to determine shareholders name for the right to receive dividend payment is on 28 April 2011 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on 29 April 2011. Dividend will pay to the shareholders on 12 May 2011.

2. The Annual General Meeting of Shareholders date is on Wednesday 20 April 2011 at 10.00 hrs, at the head office, 4th floor meeting room of the company located at 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok 10900. The record date to determine shareholders name for the right to attend AGM is on 18 March 2011 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on 21 March 2011.

3. The agenda on AGM 2011 would be as follows:

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

Agenda 2 The announcement of the quorum.

Agenda 3 Certify the Minutes of Annual General Meeting of Shareholder for the year 2010.

Agenda 4 Acknowledge and Approve the Company's financial statement FY 2010 ended December 31st, 2010 which has been audited by the auditor and approve the directors' annual report.

Agenda 5 Acknowledge interim dividend payment from the operating result of 1 January – 30 September 2010 which paid to the shareholders on 15 July and 30 December 2010.

Agenda 6 Consider and Approve profit allocation for dividend payment and legal reserve for the operating result of the year 2010 amount 183,138,090.56 Baht or 3.25 Baht per share. After deduct interim dividend payment, a remaining 0.64 – 0.89 Baht per share (up to the 9th exercise amount of GL-W1) shall be paid to the shareholders this time.

Agenda 7 Consider and Approve re-election of Directors who retired by rotation and approve appointment of new directors

3 directors who retired by rotation:

- 1) Ms. Jaranya Sangsukdee Independent Director and Audit Committee
- 2) Mr. Samart Chiradamrong Vice Chairman of the Board of Director and Managing Director
- 3) Mr. Surasak Khemthongkum Director

So list of the board of director after re-election, ranking by retired by rotation order is as follow:

- 1) Mrs. Vachira Na-Ranong Independent Director and Audit Committee
- 2) Mr. Muneo Tashiro Director
- 3) Mr. Mitsuji Konoshita Chairman of the Board of Director
- 4) Mr. Deepong Sahachartsiri Director
- 5) Mr. Chatchai Chotanakarn Independent Director and President of Audit Committee
- 6) Ms. Jaranya Sangsukdee Independent Director and Audit Committee
- 7) Mr. Samart Chiradamrong Vice Chairman of the Board of Director and Managing Director
- 8) Mr. Surasak Khemthongkum Director

Agenda 8 Consider and Approve the remunerations of the Board of Directors for the year 2011, amount not more than 3.5 million baht per annum equal to the year 2010.

Agenda 9 Consider and Approve the Appointment of External Auditor and determine the remuneration for the year 2011, Ernst & Young office limited will be proposed to be the company's auditors for the 5th consecutives service year with the remuneration not more than 930,000 Baht per annum excluded other expenses.

Agenda 10 Consider any other business (if any)

In addition, after the Board of Directors' Meeting No. 3/2011 held on 4 March 2011 was adjourned, the Company was received a letter dated 4 March 2011 from Engine Holdings Asia Pte Ltd. proposing a special agenda in the Annual General Meeting of Shareholders to consider and approve appointment of new additional directors, names and positions as follow :

- 1) Mr. Tatsuya Konoshita Director
- 2) Mr. Krit Phanratanamala Director
- 3) Mr. Sonit Pitchyangkul Independent Director
- 4) Mr. Pholdej Therdphithakvanij Independent Director

Please be informed accordingly.

Yours sincerely,

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(Samart Chiradamrong)
Managing Director