

No. GL09/2011
April 20th, 2011

Subject : Resolution of AGM 2011
To: The President
The Stock Exchange of Thailand

At the Annual General Shareholders Meeting 2011 of **Group Lease Public Company Limited** which held on April 20th, 2011 at the head office of the Company , 4th floor meeting room located at 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok 10900 , Thailand. Mr. Mitsuji Konoshita, Chairman of the Board of Directors chairs ("Chairman") the meeting and the shareholders passed the following resolutions :

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

Resolution The Meeting acknowledged, Mr. Kru Sukcharoen was appointed to be the chairman's representative to inform that the invitation notice of this meeting was sent to shareholders in accordance with Thai law and regulations.

Agenda 2 The announcement of the quorum

Resolution The Meeting acknowledged, Khun Mr. Kru Sukcharoen was appointed to be the chairman's representative to announce the quorum that there were 40 self-attending shareholders and 12 proxies totaling 46,823,821 shares, equal to 83.00 percent of total 56,416,996 shares. The numbers of attendant showed the right quorum as according of the company regulation no. 33.

Agenda 3 Certify the minutes of Annual General Shareholders' Meeting 2010

Resolution The shareholders certified the minutes of the Annual General Shareholders' Meeting of the year 2010 held on April 21st, 2010 with the votes as presented below

Approved	43,102,076votes	equivalent to 92.06%
Disapproved	0 votes	equivalent to 0%
Abstained	3,721,745 votes	equivalent to 7.94%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 4 Acknowledge and approve the company's financial statement for the year 2010 which has already been audited by the auditor and approve the Board of Directors' annual report for the year 2010

Resolution The shareholders acknowledged and approved the Company's financial statement for the year 2010 which has already been audited by the auditor and the Annual Report of the Board of Directors for the year 2010, with the votes as presented below :

Approved	43,143,216votes	equivalent to 92.14%
Disapproved	0 votes	equivalent to 0%
Abstained	3,680,605 votes	equivalent to 7.86%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 5 Acknowledge the interim dividend payment for January 1st – September 30th, 2010 operating results which paid to the shareholders on July 15th and December 30th, 2010

Resolution The shareholders acknowledged.

Agenda 6 Consider and approve the profit allocation and dividend payment for the year 2010

Resolution The shareholders considered and approve an allocation for legal reserve 3,195,428.71 Baht or 1.21% of the net profit which will make the appropriated retained earning balance at amount 43,150,000 Baht or 10% of registered capital and approved dividend payment for the operating result ended December 31st, 2010 at the rate 3.25 Baht per share. Since the company paid an interim dividend on 15 July and 30 December 2010 to shareholders of 0.86 and 1.50 Baht per share, a remaining amount 0.89 Baht per share shall be paid to shareholders. 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, with the votes as presented below :

Approved	42,985,082 votes	equivalent to 91.80 %
Disapproved	2,294 votes	equivalent to 0 %
Abstained	3,836,445 votes	equivalent to 8.20 %

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 7 Consider and approve director appointment

7.1 Consider and approve appointment of directors to replace those who retired by rotation

Resolution The shareholders considered and approved appointment of 3 directors who retired by rotation with the votes as presented below :

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Ms. Jaranya Sangsukdee	43,101,996	92.06	0	0	3,721,825	7.94
2.	Mr. Samart Chiradamrong	43,099,996	92.05	41,100	0.09	3,682,725	7.87
3.	Mr. Surasak Khemthongkum	43,099,996	92.06	0	0	3,723,825	7.94

Percentage calculation base on total shares who attended the meeting and have right to vote.

7.2 Consider and Approve appointment of new additional directors proposed by the major shareholder

Resolution Because Mr. Sonit Pitchayangkul who is nominated to be an independent director informed to the major shareholder that he has health problem so he could not be the candidate. So the major shareholder proposed Khun Krit Phanratanamala who is nominated to be a director change to be nominated as an independent director for the appropriate proportion of director type. The shareholders considered and approved appointment of new directors as the vote presented below :

No	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Tatsuya Konoshita	42,953,542	91.74	594	0	3,866,085	8.26
2.	Mr. Krit Phanratanamala	43,040,162	99.81	594	0	81,060	0.19
3.	Mr. Pholdej Therdphithakvanij	42,905,962	91.72	594	0	3,874,565	8.28

Percentage calculation base on total shares who attended the meeting and have right to vote.

So the Board of Directors list, ranking by rotation period are

- 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
- 9) Mr. Tatsuya Konoshita Director
- 10) Mr. Krit Phanratanamala Independent Director
- 11) Mr. Pholdej Therdphithakvanij Independent Director

Agenda 8 Consider and approve the remunerations of Directors for the year 2011

Resolution The shareholders considered and approved the remunerations of Directors for the year 2011 is not over 3,500,000 Baht same as the year 2010 with the votes as presented below :

Approved	41,837,916 votes	equivalent to 89.36%
Disapproved	21,600 votes	equivalent to 0.05%
Abstained	4,961,505 votes	equivalent to 10.60%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 9 Consider and approve appointment of external auditor and determine the remunerations for the year 2011

Resolution The shareholders considered and approved an appointment of Ernst and Young Office Limited as the Company's external auditor for the year 2011 same as the year 2010. The auditor will be Ms. Rungnapa Lerdsuwankul CPA no. 3516 or Ms. Wissutta Chariyathanakorn CPA no. 3853 or Mrs. Nonglak Pumnoi CPA no. 4172 or Ms. Pimjai Manitkajornkit CPA no. 4521 or Mr. Chayapol Suppasdtanon CPA no. 3972, in which one be empowered to audit, do and sign in verification of the Company's financial statements. And determine the remunerations for the year 2011 is not over 930,000 Baht exclusive of other expenses, with the votes as presented below :

Approved	43,138,716 votes	equivalent to 92.14 %
Disapproved	0 votes	equivalent to 0 %
Abstained	3,678,205 votes	equivalent to 7.86 %

Percentage calculation base on total shares who attended the meeting and have right to vote.

Best Regards

Sign _____
(Mr. Deepong Sahachartsiri)
Director