

Ref: GL018/2012

16 July, 2012

Subject: Resolutions of Board of Directors' Meeting regarding issuance of warrant No. 6 (GL-W2) and EGM No. 1/2012
Attention: The President
The Stock Exchange of Thailand

With reference to the Board of Director's Meeting no. 7/2012 held on 16th July, 2012, Group Lease Public Company Limited would like to announce the Board of Directors' significant resolutions which could affect investors' decision making as follows :

- 1.) Approved the issuance of the warrant to purchase ordinary shares of Group Lease Public Company Limited No.6 (GL-W2) at the amount of 22,990,927 units to the existing shareholders of the Company. Details of which are as follows:

Type	:	warrant entitled to purchase ordinary share of the Company
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
- 2.) Approved the decreasing of the Company's registered capital to be in relation to the paid-up capital after reserving for the exercising of the existing warrants which have not yet expired amounted 7,500,000 Baht and reserve for increasing capital by General Mandate amounted 103,074,095 Baht. Therefore, the Company's registered capital will be decreased from 456,900,000 Baht to 455,438,000 Baht.
- 3.) Approved the amendment of the Company's Memorandum of Association No. 4 to be in line with 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)"
- 4.) Approved 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 to 570,392,635 Baht.
- 5.) Approved 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)”

However, the issuance of warrants, the decreasing and increasing of capital and the amendment of the Company’s Memorandum of Association are subject to the approval from the Extraordinary General Shareholders’ Meeting.

6.) Approved the date to hold an Extraordinary General Shareholders’ Meeting 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 2012 Annual General shareholders’ Meeting held on 27 April, 2012.
- 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
- 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
- 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
- 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)
- 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
- Agenda 7 To consider any other business (if any)

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 record date to determine the shareholders’ right to subscribe the Right Offering Warrants (GL-W2) is set 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.

Please be informed accordingly.

Yours sincerely,

(Mr. Deepong Sahachartsiri)
 Director

Capital Increase Report Form
Group Lease Public Company Limited
July 16th , 2012

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 decrease of the Company's capital for 1,462,000 Baht (292,400 shares) from 456,900,000 Baht (91,380,000 shares) to 455,438,000 Baht (91,087,600 shares) to be in relation to the paid-up capital after reserving for the exercising of the existing warrants which have not expired amounted 7,500,000 Baht and for the capital increase by General Mandate amounted 103,074,095 Baht. The Board also approved 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. Therefore, the Company's registered capital will be increased from 455,438,000 Baht (91,087,600 shares) to 570,392,635 Baht (114,078,527 shares).

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 Company
Offering / 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 shares 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 Board of Directors or Executive Board or Authorized Director have discretion to round down the 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 -

3. 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. 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.

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

4.1 The Company will register the capital increase at the Ministry of Commerce, Thailand after getting approval from EGM.

4.2 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

5. 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

6. 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

7. 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.

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

- none -

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

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed.....Authorized Director
(Mr. Somchai Limpattanasin)
Director

Signed.....Authorized Director
(Mr. Deepong Sahachartsiri)
Director