

Ref: GL 29/2012

25 October, 2012

Subject : Resolution of EGM No. 2/2012
To: The President
The Stock Exchange of Thailand

With reference to the Extraordinary General Meeting of Shareholders No. 2/2012 of Group Lease Public Company Limited which was held on 25 October, 2012 during 10.00 – 11.50 hrs. at the Boardroom, 4th fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210, the Company would like to report on the shareholders' resolution specifying the amount of votes together with its percentage of the total votes of the shareholders who attended the meeting and exercised their votes as follows:

Agenda 1 Approved to certify the Minutes of the Extraordinary General Meeting of shareholders No. 1/2012 held on 12 September, 2012 with the following votes :

Approved	53,442,397 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	1,900 votes	equivalent to 0.00%

Remark : In this agenda, there were 6 shareholders with 2,207,600 more shares coming in so that the total attended shares were 53,444,297 shares.

Agenda 2 The shareholders acknowledged the Interim Dividend Payment from the operating result during 1 Jan. – 30 Jun, 2012 to the Company's shareholders on 20 September, 2012. (As this is only to acknowledge, there was no voting for this agenda)

Agenda 3 Approved the cancellation of the resolution from EGM No. 1/2012 only the matters concerning the decreasing/increasing of capital and the amendment of the Company's Memorandum of Association (appeared in agenda 3-6 of the EGM No.1/2012).

This agenda was approved with the following votes :

Approved	53,479,997 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Remark : In this agenda, there were 12 shareholders with 35,700 more shares coming in so that the total attended shares were 53,479,997 shares.

Agenda 4 Approved the decreasing of registered capital in an amount 104,536,095 Baht (20,907,219 ordinary shares) to reflect the paid-up capital of the Company after reserving for the exercising of the existing warrants which have not yet expired in an amount 7.5 million Baht so that the registered capital of the Company shall be changed from 456,900,000 Baht (91,380,000 ordinary shares) to the new registered capital of 352,363,905 Baht (70,472,781 ordinary shares).

This agenda was approved with the following votes :

Approved	53,489,597 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	400 votes	equivalent to 0.00%

Remark : In this agenda, there were 1 shareholder with 10,000 more shares coming in so that the total attended shares were 53,489,997 shares.

Agenda 5 Approved the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of registered capital as follows:

"No. 4 Registered capital : 352,363,905 Baht (Three hundred fifty-two million three hundred sixty-three thousand nine hundred and five Baht only)

Divided into : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)

Par value of : 5 Baht (Five Baht only)

Divided into :

Ordinary shares : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)

Preferred shares : -0- Share (none)"

This agenda was approved with the following votes :

Approved 53,489,997 votes equivalent to 100.00%

Disapproved 0 votes equivalent to 0.00%

Abstained 0 votes equivalent to 0.00%

Agenda 6 Approved the increasing of capital in an amount of 103,074,095 Baht (20,614,819 ordinary shares) for the purpose of General Mandate

This agenda was approved with the following votes :

Approved 53,489,997 votes equivalent to 100.00%

Disapproved 0 votes equivalent to 0.00%

Abstained 0 votes equivalent to 0.00%

Agenda 7 Approved the increasing of registered capital in an amount of 114,954,635 Baht (22,990,927 ordinary shares) as shares reserved for the exercising of Warrant No. 6 (GL-W2)

This agenda was approved with the following votes :

Approved 53,519,997 votes equivalent to 100.00%

Disapproved 0 votes equivalent to 0.00%

Abstained 0 votes equivalent to 0.00%

Remark : In this agenda, there were 1 shareholder with 30,000 more shares coming in so that the total attended shares were 53,519,997 shares.

Agenda 8 Approved the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of registered capital for the purpose of General Mandate and share reservation for the exercising of Warrant No. 6 (GL-W2) for the total increased capital amount of 218,028,730 Baht (43,605,746 ordinary shares) 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)"

This agenda was approved with the following votes :

Approved	53,519,997 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Agenda 9 Approved the allocation of the increased capital of 218,028,730 Baht (43,605,746 ordinary shares) as follows:

- To allocate the increased ordinary shares of not exceeding 22,990,927 ordinary shares at 5 Baht par value to reserve for the exercise of warrant No. 6 (GL-W2)
- To allocate the increased ordinary shares of not exceeding 20,614,819 ordinary shares at 5 Baht par value in accordance with General Mandate, for rights offering to the existing shareholders according to their share holding ratio as well as approve for the Board of Directors to have the authority to consider and approve the selling of the shares altogether in one time or many times provided that the increased paid-up capital should not exceed 29.89% of the paid-up capital on the date the Board of Directors has the resolution on the capital increase or the total of 20,614,819 ordinary shares as well as to have the authority to determine the offering price, the offering date and time including other details and conditions in relations to the allocation of the right offering shares. Such allocation is to be finished within the next Annual General Meeting of Shareholders or within the date determined by law to arrange for the next Annual General Meeting of Shareholders whichever is earlier.

This agenda was approved with the following votes :

Approved	53,519,997 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Please be informed accordingly.

Yours sincerely,

(Mr. Deepong Sahachartsiri)
Director