

Ref: GL05/2013

12 March, 2013

Subject : Interim Dividend Payment, Capital Increasing, Dividend Payment, Changing of par value of the Company's shares and Annual General Meeting of Shareholders FY2013  
Attention: The President  
The Stock Exchange of Thailand

Group Lease Public Company Limited would like to inform about the resolution from the Board of Directors' meeting No. 4/2013 held on 12 March, 2013 as follows:

1. Approved the interim dividend payment from the operating result during 1 Jan – 30 Sept, 2012 for the amount of 169,055,211.30 Baht or 67.49% of the net profit. Since as of 20 September, 2012, the interim dividend was paid already from the fiscal year at the total of 99,523,003.30 Baht, therefore, the remaining amount of 69,532,208 Baht or 1 Baht per share shall be paid. The record date to determine shareholders name for the right to receive dividend payment is on 28 March, 2013 and the list of shareholders is to be gathered according to Section 225 of The Security and Exchange Act by closing registration book on 29 March, 2013. Dividend will be paid to the shareholders on 11 April, 2013.

The warrant holders who exercise their rights for GL-W2 No. 2 on 29 March, 2013 shall not be received such interim dividend.

2. Proposed the shareholders to consider and approve the allocation of profit for dividend payment for the year ended 31 December, 2012 at the amount of 249,712,572.58 Baht, therefore, when deducted by the paid interim dividend from the operating result of the 2nd and 3rd quarters total 99,523,003.30 and 69,532,208 Baht, respectively, the remaining amount of 80,657,361.28 Baht or the rate of 0.877-1.160 Baht per share shall be paid. Dividend shall be paid in forms of stock dividend and cash dividend (the exact rate for dividend amount depend on the exercise amount of GL-W2 No. 2 on 29 March, 2013) as follows:

- 2.1 In case of the stock dividend payment, the Company will pay in the ratio between 6.3347269733 existing shares to 1 new share and 4.7892720307 existing shares to 1 new share or equivalent to the dividend payment of Baht 0.7830–1.0440 per share, approximately 14,518,325.03 shares calculating from the par value at 5 Baht per share or an approximate total dividend amount 72,591,625.15 Baht.

However, in the event that calculation of the stock dividend containing any fraction, the dividend shall be paid as a cash dividend at the rate of 0.7893 – 1.0440 Baht per share.

- 2.2 In case of cash dividend payment, the Company will pay at the rate of Baht 0.0877 – 0.1160 per share, or equivalent to approximate total of Baht 8,065,736.13.

After the change of par value from Baht 5 per share to Baht 0.50 per share is completely registered with the Department of Business Development, Ministry of Commerce, the dividend payment will be changed as follows:

- The stock dividend payment will be changed to Baht 0.07893 – 0.10440 per share or equivalent to approximately 145,183,250.30 shares.
- The cash dividend payment will be changed to Baht 0.00877 – 0.01160 per share.

The exact amount of dividend payments in forms of stock dividend and cash dividend shall be declared after the exercise of GL-W2 No. 2 on 29 March, 2013 in which the Company shall disclose it on 1 April, 2013.

All dividends shall be deducted for the withholding tax at the rate of 10 percent as stipulated by law and will be deducted from cash dividends of shareholders.

The Company will determine the shareholders who have the right to receive dividends on 8 May, 2013 and collect name list according to Section 225 of the Securities and Exchange Act B.E. 2535 (Amendment version) by closing of registration book to suspend the share transfer on 9 May, 2013 and the date of distribution of dividends will be on 23 May, 2013. This agenda shall be proposed to the 2013 Annual General Meeting of Shareholders for approval.

3. Proposed to the shareholders to consider and approve the decreasing of Company's registered capital to be equal to the paid-up capital after reserving for the future exercising of the existing warrant which has not yet expired from 570,392,635 Baht (or 114,078,527 shares) to 470,115,675 Baht (or 94,023,135 ordinary shares) at 5 Baht par value. This agenda shall be proposed to the 2013 Annual general Meeting of Shareholders for approval.
4. Proposed to the shareholders to consider and approve the amendment of No. 4 of the memorandum of the Association of the Company to be in relation to the decreasing of the Company's registered capital as follows:

"No. 4 The registered capital	470,115,675	Baht
Divided into	94,023,135	shares
At par value of	5	Baht
Dividing into		
Ordinary share	94,023,135	shares
Preferred share	-0-	shares"

5. Proposed to the shareholders to consider and approve the increasing of the Company's registered capital under General Mandate Method amount 104,298,310 Baht (or ordinary shares of 20,859,662 shares) at 5 Baht par value.
6. Proposed to the shareholders to consider and approve the increasing of registered capital of the Company by issuing new ordinary shares of approximately 14,518,326 shares and reserve for warrant exercise ratio adjustment 5,598,877 shares at 5 Baht par value to accommodate the stock dividend payment.

7. Proposed to the shareholders to consider and approve the amendment of No. 4 of the memorandum of the Association of the Company to be in relation to the increasing of the Company's registered capital under General Mandate Method and to accommodate for the stock dividend payment and reserve for warrant exercise ratio adjustment as follows:

"No. 4 The registered capital	675,000,000	Baht
Divided into	135,000,000	shares
At par value of	5	Baht
Dividing into		
Ordinary share	135,000,000	shares
Preferred share	-0-	shares"

8. Proposed to the shareholders to consider and approve the changing of par value of the Company's shares from Baht 5 (five) per share to Baht 0.50 (fifty satang) per share. In this event, the amount of the Company's registered capital remains unchanged at 675,000,000Baht (six hundred seventy five million Baht), but the value and number of ordinary registered shares of the Company shall be split from 135,000,000 shares ( one hundred thirty five million shares) of Baht 5 per share to 1,350,000,000 shares (one thousand three hundred fifty million shares) of Baht 0.50(fifty satang) per share. This agenda shall be proposed to the 2013 Annual general Meeting of Shareholders for approval.

The change of par value and the split of shares will not affect the existing shareholders' rights and the total value of registered capital remains unchanged.

9. Proposed to the shareholders to consider and approve the amendment of No. 4 of the memorandum of the Association of the Company to be in relation to the changing of par value of the Company's shares as follows:

"No. 4 The registered capital	675,000,000	Baht
Divided into	1,350,000,000	Shares
At par value of	0.50	Baht
Dividing into		
Ordinary share	1,350,000,000	Shares
Preferred share	-0-	Shares"

10. To consider and approve the appointment of external auditor and to determine their remunerations for FY2013

The Board recommended to appoint Ernst & Young Office Ltd. to be the external auditor which is the 7<sup>th</sup> year that the Company has been using their service and the audit fee was determined to be 1,750,000 Baht per annum excluding other expenses which increased from 950,000 of last year because of the additional scope of work to support the consolidation financial statement of the company and the group companies.

11. Approved to set up the date for Annual General Meeting FY2013 on Friday, 26April, 2013 at 10.00 a.m. at Venus Room, The Miracle Grand Convention Hotel, 3<sup>rd</sup> fl., No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210 and the record date to determine the shareholders' entitlement to participate in the AGM is set to be on 28 March, 2013 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 29 March, 2013.

12. Approved to propose the following agenda :

- Agenda 1 To inform that the invitation to this meeting is in accordance with Thai laws and regulations
- Agenda 2 To acknowledge the announcement of the quorum
- Agenda 3 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 2/2012
- Agenda 4 To acknowledge the Interim Dividend Payment from the operating result during 1 Jan. – 30 Sept. 2012
- Agenda 5 To acknowledge and approve the Directors' Annual Report, the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2012
- Agenda 6 To consider and approve the allocation of profit for dividend payment for FY2012
- Agenda 7 To consider and approve the re-election of directors who retired by rotation
- Agenda 8 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2013
- Agenda 9 To consider and approve the appointment of external auditor and to determine their remunerations for FY2013
- Agenda 10 To consider and approve the decreasing of Company's registered capital to be equal to the paid-up capital after reserved for the future exercising of the existing Warrants which are not expired
- Agenda 11 To consider and approve the amendment of the company's Memorandum & Articles of Association No. 4 in relation to the decreasing of the Company's registered capital
- Agenda 12 To consider and approve the increasing of Company's registered capital under General Mandate Method
- Agenda 13 To consider and approve the increasing of Company's registered capital to accommodate for stock dividend payment and reserve for warrant exercise adjustment
- Agenda 14 To consider and approve the amendment of the company's Memorandum & Articles of Association No. 4 in relation to the increasing of the Company's registered capital
- Agenda 15 To consider and approve the changing of par value of the Company's shares from 5 Baht to 0.50 Baht per share
- Agenda 16 To consider and approve the amendment of the Company's Memorandum & Articles of Association No. 4 in relation to the changing of the par value of the Company's shares
- Agenda 17 Acknowledge the contribution letter to support the Company's business from Engine Holdings Asia Pte., Ltd.
- Agenda 18 To consider any other business (if any)

Remark : Pursuant to the Company's providing advance opportunity during October – December, 2012 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the AGM agenda, there has been no agenda proposed.

Please be informed accordingly.

Yours sincerely,

Mr. Deepong Sahachartsiri  
Director

(F 53-4)

**Capital Increase Report Form**  
**Group Lease Public Company Limited**  
**12 March, 2013**

The Board of Directors, Meeting No.4/2013 of Group Lease Public Company Limited, held on 12 March, 2013 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 100,276,960 Baht (20,055,392 ordinary shares) from 570,392,635 Baht (114,078,527 ordinary shares) to 470,115,675 Baht (94,023,135 ordinary shares) to be in relation to the paid-up capital after reserving for the exercising of the existing warrants which have not expired amounted 122,454,635 Baht and increase the Company's registered capital by issuing new ordinary shares of 40,976,865 shares with par value of 5 Baht per share or the total increased capital of 204,884,325 Baht to reserve for the increasing of registered capital for the purpose of General Mandate amount 104,298,310 Baht (20,859,662 ordinary shares) and to reserve for the stock dividend payment amount 72,591,630 Baht (14,518,326 ordinary shares) and to reserve for warrant exercise ratio adjustment amount 27,994,385 (5,598,877 ordinary shares). Therefore, the Company's registered capital will be increased from 570,392,635 Baht (114,078,527 ordinary shares) to 675,000,000 Baht (135,000,000 ordinary shares).

Type of Capital Increase	Type of Share	Number of Shares(shares)	Par value (THB/share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary	20,117,203	5	100,586,015
General Mandate	Ordinary	20,859,662	5	104,298,310

**2. Allotment of new shares:**

The Board of Directors' Meeting had resolved to approve the allocation of not exceeding 40,976,865 ordinary shares at 5 Baht par value total 204,884,325 Baht as follows:

**2.1 Details of the allocation**

**2.1.1 Specifying the purpose of utilizing proceeds**

Allocation to	No. of shares	Ratio (old : new)	Price per share(THB)	Dividend Payment Date
1. To reserve for the stock dividend payment	14,518,326	between 6.3347269733 : 1 to 4.7892720307 : 1	-	23 May, 2013
2. To reserve for warrant exercise ratio adjustment	5,598,877			Effective immediately after the changing of Par value
Total	20,117,203			

### 2.1.2 General Mandate

<b>Allocation to</b>	<b>Type of Share</b>	<b>Amount of Share (share)</b>	<b>% of paid-up capital</b>
The existing shareholders (Right Offering)	Ordinary	Not exceeding 20,859,662	30

2.2) The Company's plan in case where there is a fraction of Shares remaining

In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash.

2.3) The number of shares remaining from the allotment

- None -

### **3. Schedule for shareholders meeting to approve the capital increase/allotment**

The 2013 Annual General Meeting of Shareholders is scheduled to be held on 26 April, 2013 at 10.00 a.m. at Venus Rm., 3<sup>rd</sup> 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 28 March, 2013 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 29 March, 2013.

### **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 AGM.

4.2 The Company will propose for approval from the Stock Exchange of Thailand to accept the said ordinary shares 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**

To reserve for the stock dividend payment and reserve the capital fund for future business expansion

### **6. Benefits which the Company will receive from the capital increase/share allotment:**

To retain the working capital for Company's operation and increase the Company's stock liquidity.

### **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:**

<b>Actions</b>	<b>Scheduled Date</b>
The Board of Director's meeting No.4/2013	12 March, 2013
Record date to determine name of shareholders who have right to attend the 2013 AGM and to receive interim dividend payment	28 March, 2013
Interim dividend payment date	11 April, 2013
The AGM date	26 April, 2013
Record date to determine the right to receive stock dividend payment	8 May, 2013
Stock dividend payment date	23 May, 2013