

Ref: GL26/2013

30 September, 2013

Subject: Issuance of Bond, Warrant No. 7 (GL-W3) and Extraordinary General Meeting of Shareholders No. 1/2013

Attention: The President
The Stock Exchange of Thailand

Group Lease Public Company Limited would like to inform the following resolutions from the Board of Directors' Meeting No. 13/2013 held on 30 September, 2013 as follows:

1. Approved the issuance of bond detailed as follows:

Objective	For use as working capital and/or accommodation of expansion of business of the Company or any purposes depending on the determination and consideration of BOD.
Type of Bond	All types of Bond, with and/or without a name registered, secured and/ or unsecured Bond, with and/or without Bondholders' representative, subordinated bond and/or unsubordinated bond, and perpetual and/or tenured depending on market conditions at the time of offering.
Size of Bond	The combined total amount not exceeding Baht 2 Billion by issuing either single or multiple offerings.
Denomination	In Baht and/or equivalent in other currencies.
Interest Rate	Depends on market conditions at the time of offering.
Bond redemption	Bondholders and/or the Company may or may not have the right to redeem bond prior to maturity, depending on the terms and conditions of each bond issuance
Offering	Bond will be offered in one or several occasions, and/or as a project, and/or revolving basis nature. The Bond are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the notifications of Securities and Exchange Commission and/or the notifications of Capital Market Supervisory Board and/or other relevant rules and regulations in force at the time the bond are issued and offered.
Special Conditions	For Bond for short-term period for not exceeding 270 days ,in the case where the company has redeems or rapid the principal of the bond issued under the total offering amount authorized above, the company may issue and offer short-term bond additionally in substitution of the bond within the conditions and offering amount (revolving)as provided above.

Authorization	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the bond; such as its name, type, face value, offering price per unit, interest rate, appointment of Bond holder's Representative, offering amount of each issuance, total amount term, principle repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market etc., including applications for the approval from the agencies concerned, appointment of advisor or the person concerning the issuance and offering of the bond, negotiation, agreement and entering into the documents and agreement concerned and doing any acts as necessary and related to the issuance and offering the Bond of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorizes by authorized director(s) to consider and determine.
Other Conditions	Depends on market conditions at the time of offering and other relevant factors.

2. Approved the issuance of warrant to purchase ordinary share of the Company No. 7 (GL-W3) to the existing shareholders according to the share holding ratio total 341,568,986 units details as follows:

Type	: warrant entitled to purchase ordinary share of Group Lease Public Company Limited
Offing / Allocation	: offered to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	: 341,568,986 units
Offering price	: -0- Baht
Terms of warrant	: not exceeding 2 years from the issuing date
Exercise ratio	: 1 unit of warrant per 1 new ordinary share
Exercise price	: 10.00 Baht
Exercise period	: the last business day of every month 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

The record date to determine the shareholders' right for the Right Offering Warrants is on 20 November, 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 21 November, 2013.

3. Approved the cancellation of the increasing of capital for the purpose of General Mandate and the allocation of the increased ordinary shares in an amount of 103,074,095 Baht (20,614,819 ordinary shares) which the shareholders had approved in the EGM No. 2/2012 held on 25 October, 2012 as it is expected that there might not be any increasing of capital by General Mandate method until the Annual General Meeting of Shareholders of the year 2014 which is the expiry date of such capital increasing by General Mandate method.
4. Approved the decreasing of the Company's registered capital by 124,858,357 Baht (249,716,714 shares) to be in relation to the paid-up capital after reserving for the exercising of the warrants which have not yet expired amounted 37,788,164 Baht so that the new registered capital will be decreased from 675,000,000 Baht (1,350,000,000 shares) to 550,141,643 Baht (1,100,283,286 shares)

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	:	550,141,643	Baht
Divided into	:	1,100,283,286	Shares
Par value of	:	0.50	Baht
Divided into :			
Ordinary shares	:	1,100,283,286	Shares
Preferred shares	:	-0-	Share"

6. Approved the increasing of registered capital in an amount of 170,784,493 Baht (341,568,986 ordinary shares) as shares reserved for the exercising of Warrant No. 7 (GL-W3)

7. Approved the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of registered capital for share reservation for the exercising of Warrant No. 7 (GL-W3) as follows:

"No. 4 Registered capital	:	720,926,136	Baht
Divided into	:	1,441,852,272	Shares
Par value of	:	0.50	Baht
Divided into :			
Ordinary shares	:	1,441,852,272	Shares
Preferred shares	:	-0-	Share"

However, the issuance of bond, 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.

8. Approved to set up the date for Extraordinary General Meeting of Shareholders No. 1/2013 on Friday, 8 November, 2013 at 10.00 a.m. at Magic 2 Room, The Miracle Grand Convention Hotel, 2nd fl., No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210 with the following agenda :

- Agenda 1 To inform that the invitation to this meeting is in accordance with Thai law and regulations
- Agenda 2 To acknowledge the announcement of the quorum
- Agenda 3 To certify the Minutes of the Annual General Meeting of the shareholders FY 2013
- Agenda 4 To acknowledge the Interim Dividend Payment
- Agenda 5 To consider and approve the issuance of bond
- Agenda 6 To consider and approve the issuance of warrant to purchase ordinary share of the company No. 7(GL-W3) to the existing shareholders
- Agenda 7 To consider and approve the cancellation of increasing of capital for the purpose of General Mandate
- Agenda 8 To consider and approve the decreasing of Company's registered capital to reflect the paid-up capital after reserving for the exercising of warrant which has not yet expired
- Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of capital
- Agenda 10 To consider and approve the increasing of capital by issuing new ordinary shares to reserve for the exercising of warrant No. 7 (GL-W3)
- Agenda11 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of capital
- Agenda 12 To consider any other business (if any)

The record date to determine the shareholders' entitlement to participate in the EGM is set to be on 15 October, 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 16 October, 2013

Please be informed accordingly.

Yours sincerely,

(Mr. Deepong Sahachartsiri)
Director

**Capital Increase Report Form
Group Lease Public Company Limited
30 September, 2013**

The Board of Directors, Meeting No.13/2013 of Group Lease Public Company Limited, held on 30 September, 2013 at 63 Soi 1 Thetsabannimittai 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 124,858,357 Baht (249,716,714 ordinary shares) from 675,000,000 Baht (1,350,000,000 ordinary shares) to 550,141,643 Baht (1,100,283,286 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 37,788,164 Baht and increase the Company's registered capital by issuing new ordinary shares of 341,568,986 shares with par value of 0.50 Baht per share or the total increased capital of 170,784,493 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 550,141,643 Baht (1,100,283,286 ordinary shares) to 720,926,136 Baht (or 1,441,852,272 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	341,568,986	0.50	170,784,493

2. Allotment of new shares:

The Board of Directors' Meeting had resolved to approve the allocation of not exceeding 341,568,986 ordinary shares at 0.50 Baht par value total 170,784,493 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)	Subscription and payment period
To reserve for the exercise of warrant #7 (GL-W3)	341,568,986	1 : 1	10.00	N/A

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.1/2013 is scheduled to be held on 8 November, 2013 at 10.00 a.m. at Magic 2 Room, 2nd 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 15 October, 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 16 October, 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 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

- To support future business expansion and/or acquisition of finance business in ASEAN region
- Revolving fund for future

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.13/2013	30 September, 2013
Resolutions of the Board disclosed to SET	30 September, 2013
Record date to determine name of shareholders who have right to attend the Extraordinary Shareholder's Meeting no.1/2013	15 October, 2013
The Extraordinary Shareholder's Meeting No.1/2013	8 November, 2013
Resolutions of Extraordinary Shareholder's to SET	8 November, 2013
Record date to determine the right for the Right Offering (GL-W3)	20 November, 2013
Right Warrant Subscription and Payment period	N/A