

Ref: GL16/2014

30 April, 2014

Subject : Resolution of AGM 2014

To: The President
The Stock Exchange of Thailand

With reference to the Annual General Meeting of Shareholders 2014 of Group Lease Public Company Limited which was held on 30 April, 2014 during 9.15-11.15 hrs. at the Magic 3 Room, 2nd 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 Inform that the invitation to this meeting is in accordance with Thai law and regulations

The Company Secretary informed that the invitation notice of this meeting was sent to the shareholders in compliance with Thai law and regulations.

Agenda 2 The announcement of the quorum

The Company Secretary announced the quorum that there were 68 shareholders attended in person with the amount of 138,398,651 shares or equals to 13.4768% of total issued shares and 330 attended by proxies with the amount of 689,278,141 shares or equals to 67.1196% of total issued shares or a total of 398 persons totaling 827,676,792 shares, equal to 80.5964% which exceeded one-third of the Company's total paid up capital of 1,026,940,383 shares and the quorum was constituted according to the Company's Articles of Association No. 33.

Agenda 3 To certify the minutes of the Extraordinary General Meeting of the shareholders No. 1/2013

Resolution The shareholders certified the minutes of the Extraordinary General Meeting of the shareholders No. 1/2013 held on 8 November, 2013 with the following votes :

| | | |
|-------------|------------------|-------------------------|
| Approved | 831,170,226votes | equivalent to 100.0000% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 0 votes | equivalent to 0.0000% |

Remark : In this agenda, there were 17 more shareholders coming with total 3,493,434 more shares so that the total attended shares were 831,170,226 shares.

Agenda 4 To acknowledge and approve the Directors' Annual Report, the audited balance sheet and income statements including the auditor's report ending 31st December, 2013

Resolution The shareholders acknowledged the Company's operating result and approved the Directors' Annual Report, the audited balance sheet and income statements including the auditor's report ending 31st December, 2013 with the following votes :

| | | |
|-------------|-------------------|-------------------------|
| Approved | 831,349,372 votes | equivalent to 100.0000% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 0 votes | equivalent to 0.0000% |

Remark : In this agenda, there were 6 more shareholders coming with total 179,146 more shares so that the total attended shares were 831,349,372 shares.

Agenda 5 To consider and approve the allocation of profit for Legal reserve and dividend payment for FY2013

Resolution The shareholders approved the allocation of profit for legal reserve for an additional 15,053,351 Baht or 5.84% of net profit to meet the total reserve of 72,092,614 Baht or 10% of the registered capital of 720,926,136 Baht, and approve dividend payment for the year ended 31 December, 2013 at the amount of not exceeding 167,907,435.88 Baht or 69.87% of the net profit of consolidated financial statement.

Therefore, after deducting the paid interim dividend from the operating result during 1 January – 30 June, 2013 at the total of 109,479,979.18 Baht, the remaining amount of 58,427,456.70 Baht or the rate of 0.0409 - 0.0570 Baht per share shall be paid. (the exact rate for dividend amount depends on the exercise amount of GL-W2 No.6 and GL-W3 No.3 on 31 March, 2014 and exercise amount of GL-W3 No.4 on 30 April 2014). The exact amount of dividend per share shall be informed on 2 May, 2014 morning.

The record date to determine shareholders name for the right to receive dividend payment is on 12 May, 2014 and the list of shareholders is to be gathered according to Section 225 of The Security and Exchange Act B.E.2535 by closing registration book on 14 May, 2014. Dividend will be paid to the shareholders on 28 May, 2014.

This resolution was approved with the following votes:

| | | |
|-------------|-------------------|-------------------------|
| Approved | 831,349,372 votes | equivalent to 100.0000% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 0 votes | equivalent to 0.0000% |

Agenda 6 To consider and approve the re-election of directors who retired by rotation

Resolution The shareholders approved to re-elect all 4 directors who retired by rotation back in the same position for another term with the following votes:

| No. | Directors' Name | Votes | | | | | |
|-----|-------------------------------------|-------------|----------|-------------|------|-----------|------|
| | | Approved | % | Disapproved | % | Abstained | % |
| 1. | Mr.Krit Phanratanamala | 831,349,372 | 100.0000 | 0 | 0.00 | 0 | 0.00 |
| 2. | Dr. Pholdej Therdphithakvanij, Ph.D | 831,349,372 | 100.0000 | 0 | 0.00 | 0 | 0.00 |
| 3. | Mr. Sonit Pichyangkul | 831,349,372 | 100.0000 | 0 | 0.00 | 0 | 0.00 |
| 4. | Mr. Muneo Tashiro | 831,349,372 | 100.0000 | 0 | 0.00 | 0 | 0.00 |

Agenda 7 To consider and approve the appointment of external auditor and to determine their remunerations for FY2014

Resolution The shareholders approved the appointment of EY Office Ltd. to be the Company's external auditor for FY2014 for the 8th consecutive year. The proposed CPAs consist of:

1. Mr. Sophon Permsiriwallop CPA No. 3182 (has never signed in the Company's FS) or
2. Ms.Rungnapa Lertsuwannakul CPA No. 3516(has signed in the Company's FS for 3 years during 2007-2009) or
3. Mr.Chayapol Suppasetthanon CPA No. 3972(has never signed in the Company's FS)

One of the members is empowered to audit, do and sign in verification of the Company's financial statements. In addition, the auditing fee for FY2014 of Bht

1,780,000 per annum exclusive of other expenses was also approved with the following votes :

| | | |
|-------------|-------------------|-------------------------|
| Approved | 831,349,372 votes | equivalent to 100.0000% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 0 votes | equivalent to 0.0000% |

Agenda 8 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2014

Resolution The shareholders approved a total sum of not exceeding 3,500,000 Baht to be the remunerations of the Board of Directors and the Audit Committee for FY2014 which is the same rate proposed last year with the following votes :

| | | |
|-------------|-------------------|------------------------|
| Approved | 829,540,005 votes | equivalent to 99.9963% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 31,000 votes | equivalent to 0.0037% |

Agenda 9 To consider and approve the amendment of the Company's Articles of Association No. 12 to allow the Company to repurchase the shares from the shareholders

Resolution The shareholders approved the amendment of the Company's Articles of Association No. 12 to allow the Company to repurchase the shares from the shareholders as follows:

"No.12 : The Company may not own its own shares or take them in pledge, except for the following events:

- (1) The Company may repurchase its shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the articles of association of the Company relating to the right to vote and the right to dividend payment which is unfair in view of such shareholder.
- (2) The Company may repurchase its shares for the purpose of financial administration when it has accumulated profits and surplus liquidity, and such repurchase shall not cause a financial problem for the Company.
The repurchased shares shall not be included when counting the quorum of the shareholders' meeting and shall not be entitled to voting rights and the rights to receive dividend.
The repurchased shares must be resolved within timeframe as prescribed by laws. In the case the Company does not or is unable to dispose the repurchased shares within the timeframe, the Company will reduce its capital by write off of the remaining unsold repurchased shares under the conditions and processes as prescribed by laws.

The repurchase of the shares, dispose of the shares and cancellation of the shares shall be in accordance with the rules and procedures prescribed in the Ministerial Regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.

If the amount of the repurchased shares is not in excess of 10% of the paid up capital, the approval shall be the authority of the Board of Directors without having to seek for approval from the shareholders' meeting.

The repurchase of shares of a listed company in excess of 10% of the paid-up capital shall require an approval of its shareholders at not less than 50% of the total votes of shareholders present and entitled to vote. The repurchase period shall be as prescribed by laws."

This resolution was approved with the following votes:

| | | |
|-------------|-------------------|-------------------------|
| Approved | 831,822,800 votes | equivalent to 100.0000% |
| Disapproved | 0 votes | equivalent to 0.0000% |
| Abstained | 0 votes | equivalent to 0.0000% |

Remark : In this agenda, there were 2 more shareholders coming with total 473,428 more shares so that the total attended shares were 831,822,800 shares.

Agenda 10 To consider and approve the Company's Share Repurchase Project for financial management purpose (Treasury Stock)

Resolution Chairman has summarized the Company's Share Repurchase Project for financial management purpose (Treasury Stock) as follows:

- Repurchased period can be started after shareholders' meeting has approved the amendment of the Articles of Association to allow the Company to repurchase its shares.
- The maximum amount for the share repurchase is 330 million baht.
- Number of shares repurchased is 51,252,155 shares (at par value 0.5 baht per share) or 5.00% of the total of paid-up capital.
- Procedure used for the repurchasing of shares is to purchase on the Stock Exchange of Thailand
- The principle used to determine the repurchase price taking into account the average market price during the last 30 days prior to the date on which the company discloses the information of shares repurchase. The repurchase price must not exceed average closing price during 5 working days prior to each trading date plus 15% of such average closing price.

However, according to the law and governing rules and regulations and after the shareholders had approved the amendment of the Company's Articles of Association on the above agenda, the Board of Directors already has the authority to consider and proceed with the repurchase of the shares detailed above. Therefore, the shareholders were recommended to just assign the Board of Directors to further proceed with the project in determining each repurchase timing and amount of shares repurchased to be appropriately in line with the situation and for the best interest of the Company. Consequently, there was no need for the voting in this agenda in which there was no shareholder rejected and had acknowledged accordingly.

Please be informed accordingly.

Yours sincerely,

Mr. Deepong Sahachartsiri
Director