

Ref: GL08/2015

11 March, 2015

Subject: Annual General Meeting of Shareholders 2015

Attention: The President  
The Stock Exchange of Thailand

With reference to the Board of Directors' Meeting of Group Lease Pcl No. 3/2015 held on 6 March, 2015 which had resolved about the issuance of convertible debenture, capital increasing and the determination regarding the Annual General Meeting of Shareholders FY2015 to be held on Monday 27 April, 2015 at 10.00 a.m. at the Miracle Grand Convention Hotel, Magic 3 Rm, 2<sup>nd</sup> floor, 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 27 March, 2015 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 30 March, 2015 which had already been disclosed earlier.

The Company would like to announce additional agendas for the AGM2015 resolved by the Board of Directors' Meeting No. 4/2015 held on 11 March, 2015 as follows:

1. Proposed the shareholders to consider and approve the allocation of profit for dividend payment for the year ended 31 December, 2014 at the amount not exceeding 68,718,486.82 Baht or 59.91% of the net profit (consolidated financial statement) or equal to *0.048 – 0.063* Baht per share. The exact rate of dividend payment per share depends on the amount of the exercise of GL-W3 No. 15 on 31 March, 2015 and No. 16 on 30 April, 2015 which is to be disclosed *within 6 May, 2015*.

The record date to determine shareholders name for the right to receive dividend payment is on 11 May, 2015 and the list of shareholders is to be gathered according to Section 225 of The Security and Exchange Act by closing registration book on 12 May, 2015. Dividend will be paid to the shareholders on 26 May, 2015.

2. 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 Annual General Meeting of shareholders FY2015  |                          |                                    |                              |          |                             |  |                              |          |
| Agenda 4                     | 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, 2014   |                          |                                    |                              |          |                             |  |                              |          |
| Agenda 5                     | To consider and approve the allocation of profit for Legal reserve and dividend payment for FY2014   |                          |                                    |                              |          |                             |  |                              |          |
| Agenda 6                     | To consider and approve the re-election of directors who retired by rotation<br>The Directors who are due for retired by rotation and recommended to be re-elected to the same position for another term are:<br><br><table><tbody><tr><td>1) Mr. Mitsuji Konoshita</td><td>Chairman of the Board of Directors</td></tr><tr><td>2) Mr. Deepong Sahachartsiri</td><td>Director</td></tr><tr><td>3) Gen.Suebsan Dardarananda</td><td>Independent Director &amp; Chairman of Audit Committee</td></tr><tr><td>4) Mr. Somchai Limpattanasin</td><td>Director</td></tr></tbody></table> | 1) Mr. Mitsuji Konoshita | Chairman of the Board of Directors | 2) Mr. Deepong Sahachartsiri | Director | 3) Gen.Suebsan Dardarananda | Independent Director & Chairman of Audit Committee | 4) Mr. Somchai Limpattanasin | Director |
| 1) Mr. Mitsuji Konoshita     | Chairman of the Board of Directors   |                          |                                    |                              |          |                             |  |                              |          |
| 2) Mr. Deepong Sahachartsiri | Director   |                          |                                    |                              |          |                             |  |                              |          |
| 3) Gen.Suebsan Dardarananda  | Independent Director & Chairman of Audit Committee   |                          |                                    |                              |          |                             |  |                              |          |
| 4) Mr. Somchai Limpattanasin | Director   |                          |                                    |                              |          |                             |  |                              |          |
| Agenda 7                     | To consider and approve the appointment of external auditor and to determine their remunerations for FY2015<br>For this matter, it is still under consideration which will be disclosed within 20 March, 2015  |                          |                                    |                              |          |                             |  |                              |          |

- Agenda 8 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2015  
The Board recommended to propose for the amount not more than 3.5 million baht per annum which is the same proposed amount last year
- Agenda 9 To consider and approve the issuance and offering of convertible debentures to a specific foreign investor (Private Placement) in the amount not exceeding US Dollar 30 million or an equivalent amount in other currencies;
- Agenda 10 To consider and approve the reduction of the registered capital of the Company from the existing registered capital, by cancelling authorized but unissued shares, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital;
- Agenda 11 To consider and approve the increase in the registered capital of the Company by issuing newly issued ordinary shares and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the Company's registered capital;
- Agenda 12 To consider and approve the allocation of newly issued ordinary shares in order to reserve for the exercise of conversion rights by holder of convertible debentures.
- Agenda 13 To consider any other business (if any)

3. Pursuant to the Company's providing advance opportunity during 1 October – 31 December, 2014 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the 2015AGM agenda, there has been no agenda or any nomination proposed.

Please be informed accordingly.

Yours sincerely,

(Mr. Deepong Sahachartsiri)  
Director