

Ref: GL 16/2017

20 March, 2017

Subject: Dividend Payment and Annual General Meeting of Shareholders 2017(Revised)

Attention: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Group Lease Public Company Limited No. 6/2017 held on 20 March, 2017 had resolved the followings:

1. Proposed the shareholders to consider and approve the allocation of profit for dividend payment for the year ended 31 December, 2016 at the amount not exceeding 417,997,450 Baht or 87% of the net profit (separate financial statement) or equal to 0.2470-0.2740 Baht per share. The exact rate of dividend payment per share depends on the amount of the exercise of GL-W4 No. 8 on 31 March, 2017 and No. 9 on 30 April, 2017 which is to be disclosed again within [2 May, 2017](#).

The record date to determine shareholders name for the right to receive dividend payment is on 9 May, 2017 and the list of shareholders is to be gathered according to Section 225 of The Security and Exchange Act by closing registration book on 11 May, 2017. Dividend will be paid to the shareholders on 25 May, 2017.

2. Proposed the shareholders to consider and approve the re-election of directors who retired by rotation as follows:

1) Mr. Sonit Pichyangkul	Independent Director and Audit Committee
2) Mr. Muneo Tashiro	Director
3) Mr. Mitsuji Konoshita	Chairman of the Board
4) Mr. Regis Rodolphe Martin Martin	Director

3. Proposed the shareholders to consider and approve the appointment of E Y Office Ltd. to be the Company's external auditor for the year 2017 which will be the 11th consecutive year with the proposed remunerations of 4,700,000 Baht per annum (excluding other non-audit fee) which increases for 2.45 million Baht from last year due to the additional expansion of the Company's subsidiaries in foreign countries from 3 to 6 countries and the additional scope of work to perform Financial Statement consolidation for the Company and its subsidiaries in Thailand, Singapore, Cambodia, Lao, Indonesia, Sri Lanka and Myanmar.
4. Proposed the shareholders to consider and approve remuneration of Directors and Audit Committee for the year 2017 to be the same rate as the year 2016 as follows:

Meeting fee :

-Chairman of The Board and Chairman of Audit Committee were paid at 12,000 Baht each for the attended meetings.

-Member of the Board and member of the Audit Committee were paid at 10,000 Baht each for the attended meetings.

-Audit Committee got both fees as the member of the Board of Directors and the Audit Committee.

Bonus : will be mainly in relation to the Company's performance and will be paid double in term of the number of average months paid to the employee (for example, if the employees' bonus is average 2 months of salary, the directors' bonus will be paid at 4 months of the meeting fee) which is the same condition as last year.

5. The AGM2017 is to be held on Wednesday 26 April, 2017 at 10.00 a.m. at the Miracle Grand Convention Hotel, Magic 2 Room, 2nd floor, No. 99 Kamphaeng Phet 6 Rd, Laksi, Bangkok 10210.

The record date to determine the shareholders' right to participate in the AGM is set to be on 3 April, 2017 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 4 April, 2017.

The agenda for AGM 2017 are proposed as follows:

- Agenda 1 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 2/2016 held on 6 December, 2016
 - Agenda 2 To acknowledge and approve the Directors' Annual Report, the audited balance sheet and income statements including the auditor's report ending 31st December, 2016
 - Agenda 3 To consider and approve the dividend payment for FY2016
 - Agenda 4 To consider and approve the re-election of directors who retired by rotation
 - Agenda 5 To consider and approve the appointment of external auditor and to determine their remunerations for FY2017
 - Agenda 6 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2017
 - Agenda 7 To consider any other business (if any)
6. Pursuant to the Company's providing advance opportunity during 1 October – 31 December, 2016 for the shareholders to propose agenda or nominate person to be appointed as Director to be put into the 2017AGM agenda, there has been no agenda or any nomination proposed.

Please be informed accordingly.

Yours sincerely,

(Mr. Tatsuya Konoshita)
Director