

Ref: GL22/2017

26 April, 2017

Subject : Resolution of AGM 2017  
To: The President  
The Stock Exchange of Thailand

With reference to the Annual General Meeting of Shareholders 2017 of Group Lease Public Company Limited which was held on 26 April, 2017 during 10.30- 14.25 hrs. at The Miracle Grand Convention Hotel, Grand BC Rm., 4<sup>th</sup> fl., No. 99, Kamphang Phet 6 Rd., Lak si, Don Muang, 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 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 2/2016**

**Resolution** The shareholders certified the minutes of the Extraordinary General Meeting of the shareholders No. 2/2016 held on 6 December, 2016.

The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 940,837,402 votes | equivalent to 99.9997%                         |
| Disapproved  | 0 votes           | equivalent to 0.0000%                          |
| Abstained    | 3,000 votes       | equivalent to 0.0003%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Remark** : In this agenda, there were 18 more shareholders coming with total 1,507,309 more shares so that the total attended shares were 940,840,402 shares.

**Agenda 2 To acknowledge the Directors' Annual Report and approve the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2016**

**Resolution** The shareholders acknowledged the Directors' annual report and the Company's operating result and approved the audited balance sheet and income statements including the auditor's report ending 31<sup>st</sup> December, 2016

The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 941,119,504 votes | equivalent to 99.9991%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 3,000 votes       | equivalent to 0.0003%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Remark** : In this agenda, there were 11 more shareholders coming with total 287,102 more shares so that the total attended shares were 941,127,504 shares.

**Agenda 3 To consider and approve dividend payment for FY2016**

**Resolution** Since the operating result of the Company for the year 2016 (or from 1 January – 31 December, 2016) had recorded a net profit of 481,927,048 Baht without any accumulated deficit and since the statutory reserve has already been set aside at 10% as required by law, the shareholders approved dividend payment from the operating result ending 31 December, 2016 at the amount of not exceeding 417,997,450 Baht or about 87% of the net profit (separate FS) or equal to 0.2470 – 0.2740 Baht per share. This is in accordance with the Company's dividend payment policy which states that

dividend shall be paid not less than 40% of the net profit of the Company. 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 Securities and Exchange Act B.E.2535 by closing registration book on 11 May, 2017. Dividend will be paid to the shareholders on 25 May, 2017.

The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 941,122,504 votes | equivalent to 99.9995%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 0 votes           | equivalent to 0.0000%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Agenda 4 To consider and approve the re-election of directors who retired by rotation**

**Resolution** the shareholders approved to re-elect all 4 Directors who shall retire by rotation back in the same position for another term with the following votes:

| No. | Directors' Name       | Votes       |         |             |        |           |        | Void ballot |
|-----|-----------------------|-------------|---------|-------------|--------|-----------|--------|-------------|
|     |                       | Approved    | %       | Disapproved | %      | Abstained | %      |             |
| 1.  | Mr. Sonit Pichyangkul | 931,787,504 | 99.0076 | 7,787,000   | 0.8274 | 1,553,000 | 0.1650 | 0           |
| 2.  | Mr. Muneo Tashiro     | 925,098,486 | 98.2968 | 14,476,018  | 1.5382 | 1,553,000 | 0.1650 | 0           |
| 3.  | Mr. Mitsuji Konoshita | 939,569,504 | 99.8345 | 5,000       | 0.0005 | 1,553,000 | 0.1650 | 0           |
| 4.  | Mr. Regis Martin      | 925,089,486 | 98.2959 | 14,485,018  | 1.5391 | 1,553,000 | 0.1650 | 0           |

**Agenda 5 To consider and approve the appointment of external auditor and to determine their remunerations for FY2017**

**Resolution** The shareholders approved the appointment of EY Office Ltd. to be the Company's external auditor for FY2017 for the 11th consecutive year. The proposed CPAs consist of:

1. Mr. Sophon Permsiriwallop CPA No. 3182 (has signed in the Company's FS in year 2016) or
2. Ms. Runghana Lertsuwannakul CPA No. 3516 (has signed in the Company's FS for 2 consecutive years during 2014 and 2015) or
3. Ms. Pimjai Manitkajohnkit CPA No. 4521 (has signed in the Company's FS for 4 consecutive years during 2010 and 2013) or
4. Mr. Chayapol Suppasetthanon CPA No. 3972 (has never signed in the Company's FS) or
5. Ms. Rosaporn Decharkom CPA No. 5659 (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. The audit fee was determined at not exceeding 4,700,000 Baht per annum (exclusive of other non-audit fee).

The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 940,999,504 votes | equivalent to 99.9864%                         |
| Disapproved  | 5,000 votes       | equivalent to 0.0005%                          |
| Abstained    | 123,000 votes     | equivalent to 0.0131%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

**Agenda 6 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2017**

**Resolution** The shareholders approved to determine the remunerations of the Board of Directors and the Audit Committee for FY2017 per meeting attendance at the same rate proposed last year as follows:

**Meeting fee :**

- Chairman of the Board of Directors and President of the Audit Committee's meeting fees are proposed to be 12,000 Baht each per meeting attendance.
- Other members of the Board of Directors and Audit Committee shall receive 10,000 Baht each per meeting attendance which are the same rate paid last year.

The Audit Committee shall receive meeting fees from both positions as members of the Board of Directors and Audit Committee for more duties and responsibilities.

**Bonus :** will be determined mainly in relation to the Company's performance and to be paid double of the employees' bonus in term of average number of months, which was the same condition as last year.

The resolution was approved with the following votes:

|              |                   |  |
|--------------|-------------------|--|
| Approved     | 937,743,701 votes | equivalent to 99.8214%                         |
| Disapproved  | 1,105,000 votes   | equivalent to 0.1176%                          |
| Abstained    | 573,000 votes     | equivalent to 0.0610%                          |
| Void ballots | 0 votes           | not counted as part of the total no. of shares |

The Company has directors who are shareholders holding total 1,705,803 shares and are having conflict of interest and had no right to vote in this agenda.

Please be informed accordingly.

Sincerely yours,

(Mr. Tatsuya Konoshita)  
Director