

Ref: GL24/2018

26 April, 2018

Subject : Resolution of AGM 2018
To: The President
The Stock Exchange of Thailand

With reference to the Annual General Meeting of Shareholders 2018 of Group Lease Public Company Limited which was held on 26 April, 2018 during 10.00- 12.30 hrs. at The Miracle Grand Convention Hotel, Magic 2 Rm., 2nd 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 Annual General Meeting of shareholders FY2017

Resolution The shareholders certified the minutes of the Annual General Meeting of shareholders FY 2017 held on 26 April, 2017.

The resolution was approved with the following votes:

Approved	819,383,475 votes	equivalent to 100.0000%
Disapproved	0 votes	equivalent to 0.0000%
Abstained	0 votes	-
Void ballots	0 votes	-

Remark : In this agenda, there were 8 more shareholders coming with total 18,834,197 more shares so that the total attended shares were 819,383,475 shares.

Agenda 2 To acknowledge the Directors' Annual Report and approve the Company's Financial Statements for the year ended 31st December, 2017

Resolution The shareholders acknowledged the Directors' annual report and the Company's operating result and approved the Company's Financial Statements for the year ended 31st December, 2017

The resolution was approved with the following votes:

Approved	806,944,686 votes	equivalent to 98.4773%
Disapproved	12,477,581 votes	equivalent to 1.5227%
Abstained	4,500 votes	-
Void ballots	0 votes	-

Remark : In this agenda, there were 4 more shareholders coming with total 43,292 more shares so that the total attended shares were 819,426,767 shares.

Agenda 3 To consider and approve no dividend payment for FY2017

Resolution The shareholders approved no dividend payment for the Company's operating result for the year 2017 since there was a net loss of 1,678.27 million Baht.

The resolution was approved with the following votes:

Approved	819,403,167 votes	equivalent to 99.9971%
Disapproved	23,600 votes	equivalent to 0.0029%
Abstained	0 votes	-
Void ballots	0 votes	-

Agenda 4 To consider and approve the re-election of directors who retired by rotation and appointment of new director to fill the vacancy of director position

Resolution The shareholders approved to re-elect all 4 Directors who retired by rotation back in the same position for another term and also approved to appoint 1 new director, namely, Mr. Tomohiko Shoji in the position of Non-executive Director to fill in the vacant position to replace Mr. Patrick Fisher who resigned on 31 January, 2018 with the following votes:

No.	Directors' Name	Votes					Void ballot
		Approved	%	Disapproved	%	Abstained	
1.	Mr. Skol Harnsuthivarin	819,422,067	100.0000	0	0	47,000	0
2.	Mr. Alain Dufes	807,298,069	98.5204	12,124,198	1.4796	4,500	0
3.	Mr. Tatsuya Konoshita	819,305,167	99.9857	116,900	0.0143	4,700	0
4.	Mrs. Sumalee Chokdeeanant	819,422,267	100.0000	0	0	4,500	0
5.	Mr. Tomohiko Shoji	819,422,267	99.9995	4,500	0.0005	0	0

Agenda 5 To consider and approve the increasing number of the Board of Directors and appointment of a new Director

Resolution The shareholders approved the increasing number of the Board of Directors from 12 to 13 and also approved the appointment of a new director, namely, Mr. Kaname Hashimoto in the position of Non-executive Director.

The resolution was approved with the following votes:

Approved	807,316,969 votes	equivalent to 98.5227%
Disapproved	12,105,098 votes	equivalent to 1.4773%
Abstained	4,700 votes	-
Void ballots	0 votes	-

Agenda 6 To consider and approve the appointment of external auditor and to determine their remunerations for FY2018

Resolution The shareholders approved the appointment of EY Office Ltd. to be the Company's external auditor for FY2018. The proposed CPAs consist of:

1. Mr. Sophon Permsiriwallop CPA No. 3182 (has signed in the Company's FS in year 2016-2017) or
2. Ms. Runnapa 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 for FY2018 was approved at not exceeding 6,350,000 Baht per annum (exclusive of other non-audit fee)

The resolution was approved with the following votes:

Approved	800,609,570 votes	equivalent to 97.7036%
Disapproved	18,817,197 votes	equivalent to 2.2964%
Abstained	0 votes	-
Void ballots	0 votes	-

Agenda 7 To consider and approve the remunerations of the Board of Directors and other Subcommittees for FY2018

Resolution The shareholders approved the remunerations of the Board of Directors and the Subcommittees for FY2018 details as follows:

1. Monthly remuneration only for Independent Directors 70,000 Baht per person per month
2. Meeting allowance for Board of Directors: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman of the Board: 30,000 Baht per attendance
 - Board member: 20,000 Baht per member per attendance
3. Meeting Allowance for Subcommittees:
 - Meeting allowance for Audit Committee: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman : 20,000 Baht per attendance
 - Member : 10,000 Baht per member per attendance
 - Meeting allowance for Corporate Governance Committee: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman : 20,000 Baht per attendance
 - Member : 10,000 Baht per member per attendance
 - Meeting allowance for Risk Management Committee: payable pursuant to the actual number of meeting attendance as follows:
 - Chairman : 20,000 Baht per attendance
 - Member : 10,000 Baht per member per attendance
 - Other remuneration: -none-

Employee or management of the Company who is the member of subcommittee shall not receive any remuneration of the subcommittee.

The resolution was approved with the following votes:

Approved	818,477,298 votes	equivalent to 99.8841%
Disapproved	4,500 votes	equivalent to 0.0005%
Abstained	0 votes	equivalent to 0.0000%
Not entitled	944,969 votes	equivalent to 0.1153%
Void ballots	0 votes	-

Agenda 8 To consider and approve the amendment of the Company's Articles of Association

Resolution The shareholders approved the amendment of the Company's Articles of Association No. 24 in order to provide additional channels for the Board of Directors' meeting to be held through electronic devices as follows:

"Article 24 Notice of the Meeting and Meeting via electronic means.

In calling the Board of Directors' meeting, the Chairman or any person(s) entrusted by the Chairman shall send a notice of the meeting at least 7 days before the date of the meeting. However, in case of necessity or urgency for the purpose of preserving the rights or benefits of the Company, the summoning of the meeting may be made by other means and the date of the meeting may be fixed to be earlier.

Where deemed appropriate, the Chairman or any person(s) entrusted by the Chairman, the meetings of the Board of Directors may be held via electronic means, provided that such meetings shall be in accordance with laws, regulations, notifications, requirements or any other relevant rules that are currently applicable or may be enforced or amended in the future.

The notices of the Board meetings may be served via electronic means, subject to applicable laws."

The resolution was approved with the following votes:

Approved	819,422,267	votes	equivalent to 99.9995%
Disapproved	0	votes	equivalent to 0.0000%
Abstained	4,500	votes	equivalent to 0.0005%
Void ballots	0	votes	-

Please be informed accordingly.

Yours sincerely,

Mr. Tatsuya Konoshita
Director