

Ref: GL09/2016

28 April, 2016

Subject : Resolution of AGM 2016
To: The President
The Stock Exchange of Thailand

With reference to the Annual General Meeting of Shareholders 2016 of Group Lease Public Company Limited which was held on 28 April, 2016 during 10.00- 12.15 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 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 56 shareholders attended in person with the amount of 120,244,443 shares or equals to 7.8829 % of total issued shares and 132 attended by proxies with the amount of 701,329,656 shares or equals to 45.9772 % of total issued shares or a total of 188 persons totaling 821,574,099 shares, equal to 53.8601% which exceeded one-third of the Company's total paid up capital of 1,525,385,251 shares and the quorum was constituted according to the Company's Articles of Association No. 33.

Agenda 3 To certify the minutes of the Annual General Meeting of the shareholders 2015

Resolution The shareholders certified the minutes of the Annual General Meeting of the shareholders 2015 held on 27 April, 2015.

The resolution was approved with the following votes:

Approved	823,423,699 votes	equivalent to 100.0000%
Disapproved	0 votes	equivalent to 0.0000%
Abstained	400 votes	equivalent to 0.0000%

Remark : In this agenda, there were 2 more shareholders coming with total 1,850,000 more shares so that the total attended shares were 823,424,099 shares.

Agenda 4 To acknowledge the Directors' Annual Report and approve the audited balance sheet and income statements including the auditor's report ending 31st December, 2015

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 31st December, 2015

The resolution was approved with the following votes:

Approved	823,843,694 votes	equivalent to 100.0000%
Disapproved	0 votes	equivalent to 0.0000%
Abstained	400 votes	equivalent to 0.0000%

Remark : In this agenda, there were 5 more shareholders coming with total 419,995 more shares so that the total attended shares were 823,844,094 shares.

Agenda 5 To consider and approve the allocation of profit for legal reserve and the dividend payment for FY2015

Resolution Since the operating result of the Company for the year 2015 (or from 1 January – 31 December, 2015) had recorded a net profit of 340,211,643 Baht without any accumulated deficit, the shareholders approved the allocation of profit for legal reserve for an additional 4,866,117.30 Baht or 1.43% of net profit to meet the total reserve of 76,958,730.90 Baht or 10% of the registered capital of 769,587,309 Baht, and approved dividend payment for the year ended 31 December, 2015 at the amount not exceeding 237,960,099.16 Baht or 69.94 % of the net profit or equal to 0.1560 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 record date to determine shareholders name for the right to receive dividend payment is on 11 May, 2016 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 12 May, 2016. Dividend will be paid to the shareholders on 26 May, 2016.

The resolution was approved with the following votes:

Approved	823,843,694 votes	equivalent to 100.0000%
Disapproved	0 votes	equivalent to 0.0000%
Abstained	400 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 3 Directors from 4 Directors who shall retire by rotation back in the same position for another term, namely, 1. Mr. Tatsuya Konoshita 2. Mr. Krit Phanratnamala 3. Dr. Pholdej Therdphithakvanij, Ph.D. As for Mr. Worasak Kriengkamol, the meeting resolved to be retired by rotation with the following votes:

No.	Directors’ Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Tatsuya Konoshita	822,883,363	99.8834	960,500	0.1166	400	0.0000
2.	Mr. Krit Phanratnamala	823,843,863	100.000	0	0	400	0.0000
3.	Dr. Pholdej Therdphithakvanij, Ph.D	823,843,863	100.000	0	0	400	0.0000

Remark : In this agenda, there were 1 more shareholders coming with total 169 more shares so that the total attended shares were 823,844,263 shares.

Agenda 7 To consider and approve the increasing number of the Board of Directors and appointment of new Directors

Resolution The shareholders approved the increasing number of the Board of Directors from 10 to 12 and also approved the appointment of 3 new directors and another new director to replace Mr. Deepong Sahachartsiri. So altogether there were total of 4 new directors nominated for election, namely :

1. Mr. Patrick T. Fisher as Director
2. Mr. Riki Ishigami as Director
3. Mr. Yusuke Kozuma as Director
4. Mr. Regis Martin as Director (to replace Mr. Deepong Sahachartsiri and he shall also take up the position of Group Chief Financial Officer)

Each person was approved with the following votes:

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Patrick T. Fisher	822,224,901	99.8034	1,618,962	0.1965	400	0.0000
2.	Mr. Riki Ishigami	821,264,401	99.6869	2,579,862	0.3131	0	0
3.	Mr. Yusuke Kozuma	822,883,363	99.8834	960,900	0.1166	0	0
4.	Mr. Regis Martin	822,883,363	99.8834	960,900	0.1166	0	0

Agenda 8 To consider and approve the appointment of external auditor and to determine their remunerations for FY2016

Resolution The shareholders approved the appointment of EY Office Ltd. to be the Company's external auditor for FY2016 for the 10th consecutive year. The proposed CPAs consist of:

1. Ms. Rungnapa Lertsuwannakul CPA No. 3516 (has signed in the Company's FS for 2 consecutive years during 2014 and 2015) or
2. Mr. Sophon Permsiriwallop CPA No. 3182 (has never signed in the Company's FS) or
3. Ms. Pimjai Manitkajohnkit CPA No. 4521 (has signed in the Company's FS for 4 consecutive years during 2010 and 2013)
4. Mr. Chayapol Suppasetthanon CPA No. 3972 (has never signed in the Company's FS)
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 2,250,000 Baht per annum (exclusive of other expenses).

The resolution was approved with the following votes:

Approved	823,843,863 votes	equivalent to 100.0000%
Disapproved	400 votes	equivalent to 0.0000%
Abstained	0 votes	equivalent to 0.0000%

Agenda 9 To consider and approve the remunerations of the Board of Directors and the Audit Committee for FY2016

Resolution The shareholders approved to determine the remunerations of the Board of Directors and the Audit Committee for FY2016 per meeting attendance at the same rate proposed last year without limiting the maximum amount of the total remunerations 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	821,210,187 votes	equivalent to	100.0000%
Disapproved	400 votes	equivalent to	0.0000%
Abstained	0 votes	equivalent to	0.0000%

Remark : In this agenda, there were 1 more shareholders coming with total 100 more shares so that the total attended shares were 823,844,363 shares.

The Company has directors who are shareholders holding total 2,633,776 shares and are having conflict of interest and had no right to vote in this agenda.

Agenda 10 To consider and approve the increasing size of Debenture which was originally approved by the EGM No. 1/2013 held on 8 November, 2013

Resolution The shareholders approved the increasing size of Debenture which was originally approved by the EGM No. 1/2013 held on 8 November, 2013 from not exceeding 2.0 billion Baht to not exceeding 2.5 billion Baht. All other details and information remain unchanged except the increasing size of debenture. Since 500 million Baht debenture had already been issued on 17 February, 2014, after the increasing size to 2.5 billion Baht, the remaining debenture that can be issued is not exceeding 2.0 billion Baht.

The resolution was approved with the following votes:

Approved	823,843,180 votes	equivalent to	99.9999%
Disapproved	0 votes	equivalent to	0.0000%
Abstained	1,183 votes	equivalent to	0.0001%

Please be informed accordingly.

Sincerely yours,

(Mr. Tatsuya Konoshita)
Director