

No. GL 10/2010
April 21st, 2010

Subject : Resolution of AGM 2010
To: The President
The Stock Exchange of Thailand

At the Annual General Shareholders Meeting 2010 of **Group Lease Public Company Limited** which held on April 21st, 2010 at the head office of the Company , 4th floor meeting room located at 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok 10900 , Thailand. Mr. Mitsuji Konoshita, Chairman of the Board of Directors chairs ("Chairman") the meeting and the shareholders passed the following resolutions :

Agenda 1 Inform that the invitation to this meeting is in accordance with Thai law and regulations

Resolution The Meeting acknowledged, Khun Somyod Suteerapornchai was appointed to be the chairman's representative to inform that the invitation notice of this meeting was sent to shareholders in accordance with Thai law and regulations.

Agenda 2 The announcement of the quorum

Resolution The Meeting acknowledged, Khun Somyod Suteerapornchai was appointed to be the chairman's representative to announce the quorum that there were 34 self-attending shareholders and 8 proxies totaling 53,319,969 shares, equal to 94.93 percent of total 56,167,890 shares. The numbers of attendant showed the right quorum as according of the company regulation no. 33.

Agenda 3 Certify the minutes of Annual General Shareholders' Meeting 2009

Resolution The shareholders certified the minutes of the Annual General Shareholders' Meeting of the year 2009 held on April 22nd, 2009 with the votes as presented below

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 4 Acknowledge and approve the company's financial statement for the year 2009 which has already been audited by the auditor and approve the Board of Directors' annual report for the year 2009

Resolution The shareholders acknowledged and approved the Company's financial statement for the year 2009 which has already been audited by the auditor and the Annual Report of the Board of Directors for the year 2009, with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 5 Acknowledge the interim dividend payment for January 1st – September 30th, 2009 operating results which paid to the shareholders on July 30th and December 9th, 2009

Resolution The shareholders acknowledged.

Agenda 6 Consider and approve the profit allocation and dividend payment for the year 2009

Resolution The shareholders considered and approve an allocation for legal reserve 3,130,206.39 Baht or 1.73% of the net profit which will make the appropriated retained earning balance at amount 39,954,571.29 Baht or 10.01% of registered capital and approved dividend payment for the operating result ended December 31st, 2009 at the rate 2.24 Baht per share. Since the company paid an interim dividend on 30 July and 9 December 2009 to shareholders of 0.84 and 0.70 Baht, a remaining amount 0.70 Baht per share shall be paid to shareholders. The record date to determine shareholders name for the right to receive dividend payment is on 29 April 2010 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on 30 April 2010. Dividend will pay to the shareholders on 13 May 2010, with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 7 Consider and approve appointment of directors to replace those who retired by rotation

Resolution The shareholders considered and approved appointment of 3 directors who retired by rotation with the votes as presented below :

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Mitsuji Konoshita	53,319,969	100	0	0	0	0
2.	Mr. Deepong Sahachartsiri	53,319,969	100	0	0	0	0
3.	Mr. Chatchai Chotanakarn	53,319,969	100	0	0	0	0

Percentage calculation base on total shares who attended the meeting and have right to vote.

So the Board of Directors list, ranking by rotation period are

1. Ms. Jaranya Sangsukdee Independent Director and Audit Committee
2. Mr. Samart Chiradamrong Vice Chairman of the Board of Directors
3. Mr. Surasak Khemthongkam Director
4. Mr. Satit Rungkasiri Independent Director and Audit Committee
5. Mr. Muneo Tashiro Director
6. Mr. Mitsuji Konoshita Chairman of the Board of Directors
7. Mr. Deepong Sahachartsiri Director
8. Mr. Chatchai Chotanakarn Chairman of the Independent Director and Audit Committee

Agenda 8 Consider and approve the remunerations of Directors for the year 2010

Resolution The shareholders considered and approved the remunerations of Directors for the year 2010 is not over 3,500,000 Baht same as the year 2009 with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 9 Consider and approve appointment of external auditor and determine the remunerations for the year 2010

Resolution The shareholders considered and approved an appointment of Ernst and Young Office Limited as the Company's external auditor for the year 2010 same as the year 2009. The auditor will be Ms. Rungnapa Lerdsuwankul CPA no. 3516 or Ms. Wissutta Chariyathanakorn CPA no. 3853 or Mrs. Nonglak Pumnoi CPA no. 4172 or Ms. Pimjai Manitkajornkit CPA no. 4521 or Mr. Chayapol Suppasdtanon CPA no. 3972, in which one be empowered to audit, do and sign in verification of the Company's financial statements. And determine the remunerations for the year 2010 is not over 930,000 Baht exclusive of other expenses, with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 10 Consider and Approve the issuance of warrant to purchase ordinary shares of the company no.4 amount 500,000 units to the directors and company's employee – ESOP no.3 (GL-WC)

Resolution The shareholders considered and approved the issuance of the warrant to purchase ordinary share under ESOP no.3 (GL-WC), with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 11 Consider and Approve an increase of the company's registered capital in the amount of 32,500,000 Baht from the original registered capital of 399,000,000 Baht to be 431,500,000 Baht

Resolution The shareholders considered and approved an increase of the company's registered capital in the amount of 32,500,000 Baht from the original registered capital of 399,000,000 Baht to be 431,500,000 Baht by issue 6,500,000 shares with par value 5 Baht per share., with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 12 Consider and Approve the allocation of increased ordinary 6.5 million shares offering to the specific investors by private placement and reservation for exercise of ESOP no.3 (GL-WC) and empowered to proceed relevant to the warrant allocation and offering of that shares

Resolution The shareholders considered and approved the allocation of the increased ordinary shares reserve for ESOP no.3 (GL-WC) and for private placement detail as in an attachment and the shareholders' meeting approved the authorization to the Board of Director to proceed relevant to the warrant allocation and shares offering by Private Placement, with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Agenda 13 Consider and Approve the amendment of Clause 4 of Memorandum of Association in respect of the Company's registered capital

Resolution The shareholders considered and approved amendment clause 4 of the Company's Memorandum of Association in respect of the Company's registered capital, with the votes as presented below :

Approved	53,319,969 votes	equivalent to 100%
Disapproved	0 votes	equivalent to 0%
Abstained	0 votes	equivalent to 0%

Percentage calculation base on total shares who attended the meeting and have right to vote.

Best Regards

Sign _____
(Mr. Samart Chiradamrong)
Managing Director