

30 March 2011

Subject : Inviting to Year 2011 Annual General Shareholders Meeting

Attn : The Shareholders

Enclosure : 1. Year 2010 Annual Report, Financial Statement as 31 December 2010 and Report of the Auditor (CD-ROM)
2. The copy of the minutes of AGM 2010
3. Articles of association of the company relating to shareholders meeting
4. Directors and Independent Directors' Profile : To consider and approve appointment of directors replacing those retired by rotation and To consider and authorize the Proxy to attend and vote.
5. New Directors' Profile : To consider and approve appointment of new directors
6. Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting
7. The Meeting Place Map
8. Proxy Form

The Board of Directors approved to arrange the Year 2011 Annual General Shareholders Meeting on Wednesday, 20 April 2011 at 10.00 hrs. at the conference room of the company located at 4th floor No.63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok to consider the following agendas :

Agenda no.1 Inform that the invitation to this meeting is in accordance with Thai Law

Agenda no. 2 The announcement of the quorum

Agenda no. 3 Certify the Minutes of Annual General Shareholders' Meeting 2010

Board of Directors' opinion: should approve the above-mentioned minutes held on 21 April 2010

Agenda no. 4 Acknowledge and Approve the Company's financial statement FY 2010 which has already been audited by the auditor and approve the directors' annual report

Board of Directors' opinion: should approve the financial statement FY 2010 and the directors' annual report.

Agenda no. 5 Acknowledge the interim dividend payment for January 1st – September 30th, 2010 operating results which paid to the shareholders on July 15th and December 30th, 2010

Board of Directors' opinion: the Board of Directors Meeting of Group Lease Public Company Limited no.6/2010 held on June 16th, 2010 has resolved to approve interim dividend payment for January 1st, 2010 – March 31st, 2010 operating results to the company shareholders at 0.86 Baht (eighty six satang) per share totally amount

48,512,596.56 Baht. The record date to determine shareholders name for the right to receive dividend payment is on July 7th, 2010 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on July 8th, 2010. The dividend was paid to shareholders on July 15th, 2010. And the Board of Directors Meeting of Group Lease Public Company Limited no.13/2010 held on December 9th, 2010 has resolved to approve interim dividend payment for January 1st – September 30th, 2010. After deduct interim dividend payment which paid on the first quarter, a remaining amount 84,625,494.00 Baht or 1.50 Baht (one Baht fifty Satang) per share was paid. The closing register date to determine shareholders name for the right to receive dividend payment is on December 23rd, 2010. Dividend was paid to the shareholders on December 30th, 2010.

Agenda no. 6 Consider and Approve profit allocation for dividend payment and legal reserve for the operating result of the year 2010

Board of Directors' opinion: should approve an allocation for legal reserve 3,195,428.71 Baht or 1.21% of the net profit and declaration of dividend payment for FY 2010 up to 183,138,090.56 Baht or 69.57% of the net profit or 3.25 Baht per share (at existing 56,416,996 shares). Since GL paid an interim dividend on 15 July and 30 December 2010 to shareholders of 0.86 and 1.50 Baht per share total amount 133,138,090.56 Baht, a remaining cash amount 50,000,000.00 Baht or 0.64 – 0.89 Baht per share shall be paid to shareholders, the certain calculation of dividend per share will be announced after the 9th exercise of GL-W1 period 25 - 31 March 2011.

The company dividend payment policy is not less than 40% of the net profit so this dividend payment is in accordance with the company's policy. In the year 2009, the company paid dividend at 2.24 Baht per share or 69.77% of the net profit.

Agenda no. 7 Consider and Approve appointment of directors

7.1 Consider and Approve re-election of Directors who retired by rotation

Board of Directors' opinion: should approve re-election of three directors who shall retire by rotation namely

- | | | | |
|----|-------------|--------------|--|
| 1) | Ms. Jaranya | Sangsukdee | Independent Director and Audit Committee |
| 2) | Mr. Samart | Chiradamrong | Vice Chairman of the Board of Director and Managing Director |
| 3) | Mr. Surasak | Khemthongkum | Director |

So list of the board of director after re-election, ranking by retired by rotation order is as follow :

- | | | | |
|----|--------------|---------------|--|
| 1) | Mrs. Vachira | Na-Ranong | Independent Director and Audit Committee |
| 2) | Mr. Muneo | Tashiro | Director |
| 3) | Mr. Mitsuji | Konoshita | Chairman of the Board of Director |
| 4) | Mr. Deepong | Sahachartsiri | Director |
| 5) | Mr. Chatchai | Chotanakarn | Independent Director and President of Audit Committee |
| 6) | Ms. Jaranya | Sangsukdee | Independent Director and Audit Committee |
| 7) | Mr. Samart | Chiradamrong | Vice Chairman of the Board of Director and Managing Director |
| 8) | Mr. Surasak | Khemthongkum | Director |

7.2 Consider and Approve appointment of new additional directors proposed by the major shareholder

Board of Directors' opinion: according to the major shareholder, Engine Holdings Asia Pte Ltd. proposal, as in document dated 4 March 2011. Names and position of the new directors to get approval are as follow :

- | | | | |
|----|-------------|-------------------|----------------------|
| 1) | Mr. Tatsuya | Konoshita | Director |
| 2) | Mr. Krit | Phanratanamala | Director |
| 3) | Mr. Sonit | Pitchyangkul | Independent Director |
| 4) | Mr. Pholdej | Therdphithakvanij | Independent Director |

Agenda no. 8 Consider and Approve the Remunerations of the Board of Directors for FY 2011

Board of Directors' opinion: should approve to determine the directors' remuneration for 2011 is not over 3,500,000 Baht. The company has set the appropriated remuneration to the directors comparable to the industry and considered in relation to the operation result. The remuneration will be proposed by the board of directors, approved by the audit committee and propose to the annual general shareholders meeting for approval.

The remunerations are accounted to attendance allowance and bonus. The attendance allowance is up to the number of meeting attended. Every Director have the same rate 10,000 baht once. The Bonus is relied on the company performance which will normally propose at the rate 2 times of employee bonus (ie. If employee get 2 months bonus, directors will take 4 months). The audit committee will receive for more, up to the additional meeting time, 10,000 baht once equally for everyone.

In the year 2010, The company paid for directors' remuneration totally amount 2,300,001 Baht.

Agenda no. 9 Consider and Approve the Appointment of external Auditor and determine the remunerations for 2011

Board of Directors' opinion: should appoint Ernst and Young Office Ltd. as external auditor for the year 2011, same as the year 2010, this company has been the external auditor for GL totally 4 years. 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 Suppasedtanon CPA no. 3972, in which one be empowered to audit, do and sign in verification of the Company's financial statements. No one is related person or have conflict of interest with GL, management, the main shareholders or related person of those parties.

And the Board also recommends the shareholders to approve the auditing fee is not over THB 930,000 per annum exclusive of other expenses. In the year 2010, the company paid for auditing fee totally 941,302 Baht with no other services fee.

The audit committee meeting no. 1/2011 which was held on 23 February 2011, has approved to appoint Ernst and Young Office Ltd. as the company's external auditor same as the last year because of the reputation and convenient for consolidated financial statement of the company in the same group which have the same major shareholder.

Agenda no. 10 Consider any others (if any)

The record date to determine shareholders name for the right to attend AGM is on March 18th, 2011 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on March 21st, 2011.

And the record date to determine shareholders name for the right to receive dividend payment is on April 28th, 2011 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on April 29th, 2011. Dividend will be paid to the shareholders on May 12th, 2011.

Please be informed accordingly to above-mentioned date, time, and place. If any shareholder can not attend this meeting and need to appoint a proxy please sign in the proxy form as an attachment with this invitation letter, present documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting as specify in an attachment, register at the meeting date from 8.00 hrs.

Yours sincerely,

.....
(Mr. Samart Chiradamrong)
Vice Chairman of the Board

Remarks : Any shareholders who prefer to have an Annual Report 2010 as a book, Please contact to K. Wanna Laicharoenwong Tel. 0-2580-7555 ext. 5022

Minutes of The Annual General Meeting of Shareholders for 2010
Of
Group Lease Public Company Limited
(The "*Company*")

Date, Time and Place

The Meeting was held on Wednesday, 21st April 2010 at 10.00 hrs., at the head office of the Company located at 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok 10900 , Thailand

List of Attended Directors

- | | | |
|----|---------------------------|---|
| 1. | Mr. Mitsuji Konoshita | Chairman |
| 2. | Mr. Samart Chiradamrong | Vice Chairman and Managing Director |
| 3. | Mr. Muneo Tashiro | Director |
| 4. | Mr. Surasak Khemthongkum | Director and Marketing Manager |
| 5. | Mr. Deepong Sahachartsiri | Director |
| 6. | Mr. Chatchai Chotanakarn | President of Audit Committee and Independent Director |
| 7. | Ms. Jaranya Sangsukdee | Audit Committee and Independent Director |

List of Absented Directors

- | | | |
|----|----------------------|--|
| 1. | Mr. Satit Rangkasiri | Audit Committee and Independent Director |
|----|----------------------|--|

List of Attended Management (except executive directors)

- | | | |
|----|----------------------------|-------------------------------------|
| 1. | Mr. Wanchai Boontham | Collection Manager |
| 2. | Ms. Watcharaporn Meruthong | Accounting and Finance Manager |
| 3. | Mr. Somkid Jarupaiboonpan | Personnel an Administration Manager |
| 4. | Mr. Thosaporn Lertbhan | Information Technology Manager |

Representative from the Auditor Office

- | | | |
|----|---------------------------|--------------------------------|
| 1. | Ms. Pimjai Manitkajohnkit | Ernst and Young Office Limited |
| 2. | Ms. Wraporn Apichainunt | Ernst and Young Office Limited |

Other Participants

- | | | |
|----|----------------------------|---|
| 1. | Mr. Somyod Suteerapornchai | Chief Operating Officer – Asia Partnership Fund |
|----|----------------------------|---|

Mr. Mitsuji Konoshita, Chairman of the Board of Directors ("**Chairman**") opened the meeting on the following agendas :

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

Mr. Somyod Suteerapornchai was appointed to be the chairman's representative to inform that the notice of this Annual General Meeting was sent to shareholders in accordance with Thai law and regulations.

Resolution The Meeting acknowledged.

Agenda 2 The announcement of the quorum

Mr. 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

Resolution The Meeting acknowledged.

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

Chairman informed that copy of the Minutes has already been attached with the invitation notice of this meeting.

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

Chairman informed that the annual report which comprises of the company's financial statements for the year ended 31 December 2009 has already been sent to shareholders together with the invitation notice of this meeting.

Chairman asked Mr. Samart Chiradamrong, the Managing Director to report the result of the Company's performance as of 31 December of last year. And there were representatives from the Company's external auditor, Ernst & Young Office Limited, presented in the meeting to answer the questions or to give more information if needed.

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 is based on total shareholders who attended the meeting and have the 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

Chairman informed that the Board of Directors Meeting of Group Lease Public Company Limited no.7/2009 held on July 10th, 2009 has resolved to approve interim dividend payment for January 1st, 2009 – March 31st, 2009 operating results to the company shareholders at 0.84 Baht (eighty four satang) per share totally amount 47,181,027.60 Baht. The closing date of the company's share register book to determine the right to receive interim dividend was scheduled for September 5th, 2008 at 12.00 hrs. The dividend was paid to shareholders on July 24th, 2009 and dividend was paid on July 30th, 2009. And the Board of Directors Meeting of Group Lease Public Company Limited no.11/2009 held on November 11th, 2009 has resolved to approve interim dividend payment for January 1st – September 30th, 2009 operating results to the company shareholders at 1.54 Baht (one baht fifty four satang) per share totally amount 86,498,550.60 Baht. After deduct interim dividend payment which paid on the first quarter, a remaining amount 39,317,523 Baht or 0.70 Baht (seventy satang) per share was paid. The record date to determine shareholders name for the right to receive dividend payment is on November 26th, 2009 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on November 27th, 2009. Dividend was paid to the shareholders on December 9th, 2009.

Resolution The shareholders acknowledged.

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

Chairman informed that, the company recorded net profit 181,128,756.99 Baht or 3.29 Baht per share plus brought forward un-appropriated retained earning 309,800,000 Baht from the end of year 2008 and had reserved amount 3,130,206.39 Baht in 2009 and had interim dividend payment for the operating result of the first and the third quarter of the year 2009 amount 86,498,550.60 million Baht so constitutes to the retained earnings un-appropriated of 404,430,206.39 Baht at the end of year 2009. Now the company has appropriated to legal reserve 36,824,364.9 Baht which still less than 10% of the Company's registered capital 399 million Baht so the Board of Director proposed the meeting to consider 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 un-appropriated retained earning balance at amount 401,300,000.00 Baht.

The Board of Director also proposed shareholders' meeting to approve 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 be paid to the shareholders on 13 May 2010.

Resolution The shareholders approved the profit allocation and dividend payment for the year 2009 as the Board of Directors proposed, 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 is based on total shareholders who attended the meeting and have the right to vote.

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

Chairman informed that according to the Public Limited Company Act B.E. 2535 (as amended), at each AGM, one-third of directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. And according to the Company's Articles of Association No. 18, in each AGM there should be one-third of Directors who were in the position the longest retire by rotation. Since there are altogether 8 members in the Board, there will be 3 members retired by rotation. They are :

1. Mr. Mitsuji Konoshita
2. Mr. Deepong Sahachartsiri
3. Mr. Chatchai Chotanakarn

Board of Directors' opinion is the shareholders' meeting should approve re-election of all three directors

Resolution The shareholders considered and approved an appointment of 3 directors who retired by rotation as the vote 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 is based on total shareholders who attended the meeting and have the 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 year 2010.

Chairman informed that the remunerations for the Board of Directors and the Audit Committee of the Company will normally consist of the meeting fee and bonus. The Board was assigned to consider the remunerations of the Company's Board of Directors, proposed to get approval from the audit committee and raise to the annual general shareholders meeting for approval annually. The proposed meeting fee was determined by comparing the rates with the other listed company in the same industry and similar size as well as related to the Company's performance.

Now the company pay for the attendance allowance, up to the number of meeting attended and every director have the same rate 10,000 baht once. The Bonus is relied on the company performance which will normally propose at the rate twice of employee bonus for example if employee get 2 months bonus, directors will get 4 months bonus. For the audit committee will receive for more, up to the additional meeting time, 10,000 baht once equally for everyone.

The Board recommends that the shareholders approve the propose meeting fee and bonus is not over THB 3,500,000 which are the same rate as last year. In the year 2009, The Company paid for directors' remuneration totally amount 1,440,000 Baht.

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 is based on total shareholders who attended the meeting and have the right to vote.

Agenda 9 Consider and Approve the Appointment of external Auditor and determine the remunerations for year 2010

Chairman informed that this agenda the Board recommends that the shareholders approve to appoint Ernst and Young Office Limited as the Company's external auditor for the year 2010 same as the year 2009, this company has been the external auditor for GL totally 3 years. The auditor will be Ms. Rungnapa Lersuwankul 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. No one is related person or have conflict of interest with GL, management, the major shareholders or related person of those parties. And the Board also recommends the shareholders to approve the auditing fee is not over THB 930,000 per annum exclusive of other expenses. In 2009, the company paid for auditing fee totally 944,929 Baht with no other services fee.

And also the audit committee meeting no. 2/2010 which was held on 17 February 2010, has approved to appoint Ernst and Young Office Ltd. as the company's external director same as the last year because of the reputation and convenient for consolidated financial statement of the company in the same group which have the same major shareholder.

Resolution The shareholders considered and approved the appointment of external Auditor and determine the remunerations for 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 is based on total shareholders who attended the meeting and have the 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)

Chairman informed that the Board of Directors recommended that shareholders meeting should approve the issuance of warrant to purchase ordinary share of the Company, offer to the company's directors and employee under the 3rd Employee Stock Ownership Program or ESOP, at the amount of 500,000 units, detailing as in attachment which was sent together with the notice of this meeting.

Resolution The shareholders unanimously resolved that the issuance of warrant to purchase ordinary share of the Company No.4 (GL-WC) at the amount of 500,000 units to the Company's directors and employees (ESOP scheme) as proposed with at least three-fourth of total voting rights of attending shareholders who held the rights of voting. Also, there was no objection from shareholders who held more than 10% of total voting rights of attending shareholders who held the rights of voting, be approved as proposed, 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 is based on total shareholders who attended the meeting and have the 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

Chairman informed that the purpose of capital increased is to reserve for the exercise of ESOP no.3 (GL-WC) and offering to specific shareholders by private placement. An increase of the Company's registered capital is from the original 399,000,000 Baht to 431,500,000 Baht by issuing new ordinary shares of 6,500,000 shares at the par value of Baht 5 each.

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 at the par value of Baht 5 each, 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 is based on total shareholders who attended the meeting and have the 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

Chairman informed that the allocation of the increased ordinary shares reserve for the exercise of ESOP no.3 (GL-WC) 500,000 shares as in Agenda 10 and 6,000,000 shares for private placement detail as in an attachment and the meeting was also asked to approve an authorization to the board of directors and/or a person authorized by the board of directors to have the power to proceed relevant to the warrant allocation and shares offering by Private Placement.

Resolution The shareholders considered and approved the allocation of the increased ordinary shares reserve for ESOP no.3 (GL-WC) and for private placement. And the shareholders' meeting approved the authorization to the board of directors and/or a person authorized by the board of directors 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 is based on total shareholders who attended the meeting and have the 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

The Chairman informed that the amendment of Clause 4 of the Memorandum of Association of the Company is to be consistent with the increase of the registered capital as follows :

Clause 4		
Registered capital (Baht)	:	431,500,000
		(four hundred thirty one million and five hundred thousand Baht)
Divided into (shares)	:	86,300,000
		(eighty six million and three hundred thousand shares)
Par value of (Baht)	:	5 (five Baht)
Ordinary shares (shares)	:	86,300,000
		(eighty six million and three hundred thousand shares)
Preferred shares (shares)	:	- (-)

Resolution The shareholders considered and approved an 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 is based on total shareholders who attended the meeting and have the right to vote.

Agenda 14 Consider any other business (if any)

There is no other issue proposed, Chairman adjourned the meeting at 11.20 hrs.

Sign _____
 (Mrs. Wanna Laicharoenwong)
 Company's Secretary

Sign _____
 (Mr. Samart Chiradamrong)
 Vice Chairman of the Board of Director

Company's Articles of Association relating to the General Meeting of Shareholders

Article 30. The board of directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the last day of the fiscal year of the Company.

Article 31. The meeting of shareholders other than that in the Article 30 shall be called the extraordinary meetings.

The board of directors may summon an extraordinary meeting of shareholders whenever the board think appropriate. The shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give express reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 32. In summoning for a meeting of shareholders, the board of directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than consecutive three days before the meeting.

Article 33. The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required.

Article 34. The Chairman of the Board shall by office be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or if there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting.

Article 35. The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
 - a. the sale or transfer of whole or essential parts of business of the Company to other persons.
 - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

Article 36. At a meeting of shareholders, the shareholder may appoint any other person who is sui juris as proxy present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.



Directors and Independent Directors' Profile as at 31 December 2010 :
To consider and approve the appointment of directors replacing those retired by rotation and To consider and authorize the Proxy to attend and vote

Mr. Samart Chiradamrong

age 58 years
Position Vice Chairman of the Board and Managing Director
Education Master of Science in Management Engineering,
Saint Louis University, Philippines.
Five-month computer science course.
Directors Accreditation Program (DAP) May 18th, 2004.

Shareholding 5,764,315 ordinary shares or 10.22%
Year of Directorship 21 years

Positions as Director/ Management in other companies

Other Listed Companies - none -
Non-Listed Companies - none -
Connected Business that may cause conflict of interest
- none -

The number of attendance the Board of Directors' meeting in 2010 : 13/13

Work Experience last 5 years :

2007 – Present Vice Chairman of the Board and Managing Director, Group Lease Plc.
2005 – 2007 Chairman of the Board of Directors, Group Lease Public Co., Ltd.
1990 – 2005 Managing Director, Group Lease Public Co., Ltd.

Interest in AGM 2011 : - none -

Mr. Surasak Khemthongkum

age 45 years
Position Director and Marketing & Credit Manager
Education Master of Business Administration, Rangsit University
Bachelor of Political Science, Ramkhamhaeng University
Directors Accreditation Program (DAP) June 15th, 2007.

Shareholding 69,600 ordinary shares or 0.12%
Year of Directorship 4 years

Positions as Director/ Management in other companies

Other Listed Companies - none -
Non-Listed Companies - none -
Connected Business that may cause conflict of interest
- none -

The number of attendance the Board of Directors' meeting in 2010 : 13/13

Work Experience last 5 years :

2007 – Present Director, Group Lease Public Co., Ltd.
2003 - Present Marketing and Credit Manager, Group Lease Public Co., Ltd.
1996 - 2002 Head of Credit Division, Group Lease Public Co., Ltd.

Interest in AGM 2011 : - none -

**Mr. Chatchai Chotanakarn**

age 58 years
Position President of Audit Committee and Independent Director
Education M.S. (Computer Science) Florida Institute of Technology, U.S.A
M.S. (Agricultural Economics) Kasetsart University
Directors Accreditation Program (DAP) April 27th, 2007.

Shareholding - none -
Year of Directorship 4 years

Positions as Director/ Management in other companies

Other Listed Companies - none -
Non-Listed Companies - none -
Connected Business that may cause conflict of interest
- none -

The number of attendance the Board of Directors' meeting in 2010 : 11/13

Work Experience last 5 years :

2007 – Present Chairman of the Audit Committee and Independent Director,
Group Lease Public Co., Ltd.
2001 - Present IT Senior Vice President, Bangkok Life Assurance Pcl.
1998 - 2001 IT Director, Financial Sector Restructuring Authority Organization
1994 - 1998 IT Director, Savco Wholesale Co., Ltd.
1987 - 1994 Project Manager, Bank of Thailand

Interest in AGM 2011 : - none -

Mrs. Vachira Na-Ranong

age 56 years
Position Audit Committee and Independent Director
Education FINANCE, MBA., MARSHALL UNIVERSITY, USA.
BANKING & BUSINESS FINANCE FACULTY OF COMMERCE AND
ACCOUNTANCY CHULALONGKORN UNIVERSITY
Directors Accreditation Program (DAP) 2007
Role of the Compensation Committee (RCC) 2007
Directors Certification Program (DCP) 2009

Shareholding - none -
Year of Directorship 2 months

Positions as Director/ Management in other companies

Other Listed Companies - none -
Non-Listed Companies - none -
Connected Business that may cause conflict of interest
- none -

The number of attendance the Board of Directors' meeting in 2010 : 2/2

Work Experience last 5 years :

2010 – Present Audit Committee and Independent Director, Group Lease Public Co., Ltd.
2003 – 2010 Deputy Secretary General Administration Group, Government Pension Fund (GPF)
2002 – 2003 Project Advisor, Fiscal Policy Research Institute (FPRI)
1998 – 2002 Assistant Secretary General Financial Sector, Restructuring Authority (FRA)

Interest in AGM 2011 : - none -

**Ms. Jaranya Sangsukdee**

age	46 years
Position	Audit Committee and Independent Director
Education	Executive MBA Kasetsart University B.A. (Management) Sukhothai Thammathirat University Mini Master of Management Program, NIDA Directors Accreditation Program (DAP) class 62/2007, April 2007. Directors Certification Program (DCP) class 96/2007, December 2007. - Monitoring the Internal Audit Function (MIA) - Monitoring the Quality of Financial Reporting (MFR) - Monitoring the system of Internal Control and Risk Management (MIR) - Monitoring Fraud Risk Management (MFM)
Shareholding	- none -
Year of Directorship	4 years

Positions as Director/ Management in other companies

Other Listed Companies 1 company : Globlex Holding Management Public Company Limited as a
Audit Committee and Independent Director.

Non-Listed Companies 2 companies

Connected Business that may cause conflict of interest
- none -

The number of attendance the Board of Directors' meeting in 2010 : 11/13

Work Experience last 5 years :

2007 – Present	Audit Committee and Independent Director, Group Lease Public Co., Ltd.
2007 - Present	Managing Director, Tax Specialist Co., Ltd.
2007 - Present	Managing Director, Bangkok Training Center Co., Ltd.
2002 – 2004	Tax Advisor TOT Public Co., Ltd.
2006 – 2009	Tax Advisor Provincial Electricity Authority
2003 – 2010	Tax Advisor PTT (Gas) Public Co., Ltd
2006 – 2007	Tax Advisor Metropolitan Waterworks Authority
2004 – 2005	Tax Advisor CAT Telecom Public Co., Ltd.
2002 – 2003	Tax Advisor Airports of Thailand

Interest in AGM 2011 : - none -

Method and Process for Director Selection

The board is responsible for the search, selection and nomination of qualified candidate to be directors or members of any committee of the company as there is not yet a Nominating Committee. The company invited the minority shareholders to nominate candidates as directors of the company. Such candidates must have some basic qualifications as shown on the company's website www.grouplease.co.th on 16 December 2010 – 31 January 2011.



New Directors' Profile :
To consider and approve appointment of new directors

Mr. Krit Phanratanamala

age 42 years
Position Director
Education Chartered Financial Analyst, CFA Institute, USA.
Master of Science (Communication and Signal Processing),
Imperial College, University of London, England
Master of Business Administration (Finance), University of Florida, USA.
Bachelor of Electrical Engineering, Chulalongkorn University
Director Certification Program (DCP 86)
Advanced Audit Committee Program (Class 1/2009)

Shareholding - none -

Positions as Director/ Management in other companies

Other Listed Companies

Director, Diamond Building Products Public Company Limited.
Independent Director & Audit Committee, Quality House Pcl.
Director, Royal Porcelain Public Company Limited
Director, The Union Mosaic Industry Public Company Limited
Director, Sahathai Steel Pipe Public Company Limited

Non-Listed Companies Director, Thai Prosperity Advisory Co., Ltd.

Connected Business that may cause conflict of interest - none -

Work Experience last 5 years :

2005-Present Director, Thai Prosperity Advisory Co., Ltd.
2011-Present Director, Diamond Building Products Public Company Limited.
2008-Present Independent Director & Audit Committee, Quality House Pcl.
2006-Present Director, Royal Porcelain Public Company Limited
2006-Present Director, The Union Mosaic Industry Public Company Limited
200-Present Director, Sahathai Steel Pipe Public Company Limited

**Mr. Tatsuya Konoshita**

age 38 years
Position Director
Education BA Literature, Osaka University
Directors Accreditation Program (DAP) 88/2011

Shareholding - none -

Positions as Director/ Management in other companies

Other Listed Companies : United Securities PCL.

Non-Listed Companies - none -

Connected Business that may cause conflict of interest

- none -

Work Experience last 5 years :

Jan 2011 – Present Managing Director, United Securities PCL.
2006 - Present Director/Chairman of the Executive Board and Senior Executive Vice President –
Business Development.
United Securities PCL.
2005 - 2006 Chairman of the Executive Officer.
Bangkok Station Network Co., Ltd. (Thailand)
1998 - 2005 Director, Sanwa Home Service Co., Ltd. (Japan)

Interest in AGM 2011 : - none -

Mr. SONIT PICHYANGKUL

age 60 years
Position Independent Director
Education Economic (M.A) North Texas State University
Economic Thammasart University
Credit Risk Management, City Bank Hongkong
Director Certification Program, SET

Shareholding - none -

Positions as Director/ Management in other companies

Other Listed Companies - none -

Non-Listed Companies

Executive Director, Ekthana Engineering Co., Ltd.

Executive Director, Eastern Filatex Co., Ltd.

Connected Business that may cause conflict of interest

- none -

Work Experience last 5 years :

2006 Executive Director, Thai Filatex Co., Ltd.
2004 Senior Executive Vice President, AIG Finance Co., Ltd.
2000 Assistant Management Director, Kiatnakin Finance PCL.
1987 Credit Officer, Finance One PCL.
1983 Accountant, Chase Manhattan Bank, Bangkok

**Mr. Pholdej Therdphithakvanij**

age 42 years
Position Independent Director
Education Doctor of Philosophy (Civil Engineering) Lehigh University, U.S.A. 2005.
Master of Structural Engineering Washington University, U.S.A. 1995.
Master of Construction Management Washington University, U.S.A. 1993.
Bachelor of Engineering (Civil) Chulalongkorn University, 1989.

Shareholding - none -

Positions as Director/ Management in other companies

Other Listed Companies - none -

Non-Listed Companies Vice President, R.K.V. Engineering Consultant Co., Ltd.

Connected Business that may cause conflict of interest

- none -

Work Experience last 5 years :

2007 – present	Vice President, R.K.V. Engineering Consultant Co., Ltd.
2006 – 2007	Vice President, IMMS Co., Ltd.
2000 – 2005	Visiting Engineer, Lehigh University (2000 - 2005)
1989 – 1992	Senior Engineer, R.K.V. Engineering Consultant Co., Ltd.

Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting

1. Natural person

1.1 Thai nationality

- 1.1.1 Identification card of the shareholder (personal I.D. card or I.D card of governmental officer or I.D. card of state enterprise officer)
- 1.1.2 In case of proxy identification card of the shareholder and identification card or passport (in case proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

1.2 Non-Thai nationality

- 1.2.1 Passport of the shareholder.
- 1.2.2 In case of proxy passport of the shareholder and identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

2 Juristic person

2.1 Juristic person registered in Thailand

- 2.1.1 Corporate affidavit, issued within three months by the Department of Business Development, Ministry of Commerce with original and copy of identification card or passport (in case the director is a foreigner) of the director who is empowered to attend the meeting.
- 2.1.2 In case of proxy identification card or passport (in case the director is a foreigner) of the director(s) of the juristic person who sign(s) the proxy form including original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

2.2 Juristic person registered outside of Thailand

- 2.2.1 Corporate affidavit and certificate of incorporation, provided that such documents must contain the name of the juristic person, the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or condition of the authority of such person(s) and the principal address of the juristic person together with original and copy of identification card or passport (in case the authorized person is a foreigner) of the authorized person who is empowered to attend the meeting.
- 2.2.2 In case of proxy identification card or passport (in case the authorized person is a foreigner) of the authorized person(s) of the juristic person who sign(s) the proxy form including, original and copy of the identification card or passport (in case the proxy holder is a foreigner) of the proxy holder. The original proxy form with stamp duty of Baht 20 affixed.

Remarks :

- 1) Copies of identification card or passport must be certified true copy by the holder thereof.
- 2) The copy of documents in item 2.1.1 must be certified by the authorized director(s) of the juristic person.
- 3) The documents in item 2.2.1 which have been produced or executed outside of Thailand, or the copies of such must be notarized by a notary public or certified by Thai embassy or Thai consulate in the country which the document is produced or executed within the period of one year until the date of meeting. Thai or English translation is required to be attached for the original document which is in foreign language other than English and such translation must be certified by the authorized person(s) of such juristic person.

อาคาร
แสดงปี
20 บาท

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B)

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอเขต.....
Located at No. Road Tambol/Kwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

2. เป็นผู้ถือหุ้นของบริษัท กรู๊ปลีส์ จำกัด (มหาชน)
As a shareholder of Group Lease Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกคะแนนเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares and the total number of votes for which I/We are entitled to cast is

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares the total number of votes for which I/We are entitled to cast is votes

3. ขอมอบฉันทะให้ (โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว)
Hereby appoint (Mark only one proxy)

1. ชื่อ.....อายุ.....ปี
Name Age

ที่อยู่.....
Residing/Located at

2. นายฉัตรชัย โชตนาการ กรรมการอิสระ อายุ 58 ปี
Mr. Chatchai Chotanakarn Independent Director Age 58 Years
ที่อยู่ 14 ซ. บุญชูศรี ถนนดินแดง แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
Residing at 14 soi Boonchoosri Dindaeng Rd. Samsaennai Phayathai, Bangkok 10400
3. นางวชิรา ณ ระนอง กรรมการอิสระ อายุ 56 ปี
Mrs. Vachira Na Ranong Independent Director Age 56 Years
ที่อยู่ 256 ซ. สุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110
Residing at 256 Sukhumvit 55 (Thonglor) Klongtannua Wattana Bangkok 10110
4. นางสาวจรรย์ญา แสงสุขดี กรรมการอิสระ อายุ 46 ปี
Ms. Jaranya Saengsukdee Independent Director Age 46 Years
ที่อยู่ 179/97 หมู่ที่ 3 ถ. ร่มมิตรพัฒนา แขวงท่าแร้ง เขตบางเขน กรุงเทพฯ 10900
Residing at 179/97 Moo 3 Ruammitrattana Tharaeng Bangkaen Bangkok 10900

(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 4 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2554)
(details specified in the attachment no.4 of the invitation notice of the AGM 2011)

ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy in stead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2554 ในวันพุธที่ 20 เมษายน 2554 เวลา 10.00 น. ณ ห้องประชุมสำนักงานใหญ่ อาคารเลขที่ 63 ซอย 1 ถนนเทศบาลนิมิตร์ใต้ แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร 10900 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
as my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting for the year 2011 on Wednesday, 20 April 2011 at 10.00 hrs. at conference room of the company located at 4th floor, no. 63 Soi 1, Thetsabannimittai Road, Ladyao ,Chatuchak, Bangkok, Thailand or such other date, time and place as the meeting may be adjourned.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

- วาระที่ 3 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2553
Agenda No.3 Certify the Minutes of Annual General Shareholders' Meeting 2010
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4 พิจารณารับทราบและอนุมัติงบการเงินของบริษัทฯ สำหรับรอบปี 2553 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับ
อนุญาตแล้ว และอนุมัติรายงานประจำปีของคณะกรรมการ
Agenda No.4 Acknowledge and Approve the Company's financial statement FY 2010 which has already been audited by the
auditor and approve the directors' annual report
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5 รับทราบ การจ่ายเงินปันผลระหว่างกาล จากผลการดำเนินงานระหว่างวันที่ 1 มกราคม – 30 กันยายน 2553 ซึ่งได้
จ่ายให้แก่ผู้ถือหุ้น ณ. วันที่ 15 กรกฎาคม และ 30 ธันวาคม 2553
Agenda No.5 Acknowledge the interim dividend payment for January 1st – September 30th, 2010 operating results which
paid to the shareholders on July 15th and December 30th, 2010
- (ไม่มีการลงมติในวาระนี้/ No casting of votes for this agenda)
- วาระที่ 6 พิจารณาอนุมัติการจัดสรรเงินกำไร และการจ่ายเงินปันผล ประจำปี 2553
Agenda No.6 Consider and Approve profit allocation for dividend payment and legal reserve for the operating result of the
year 2010
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7.1 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระสำหรับปี 2553
Agenda No.7.1 Consider and Approve re-election of Directors who retired by rotation for the year 2011
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- แต่งตั้งกรรมการเป็นรายบุคคล
1. นางสาวจริญญา แสงสุขดี Ms. Jaranya Sangsukdee
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นายสามารถ จิระดำรง Mr. Samart Chiradamrong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. นายสุรศักดิ์ เข้มทองคำ Mr. Surasak Khemthongkum
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 7.2 พิจารณานุมัติแต่งตั้งกรรมการใหม่ โดยการนำเสนอของผู้ถือหุ้นใหญ่
Agenda No.7.2 Consider and Approve appointment of new additional directors proposed by the major shareholder
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- แต่งตั้งกรรมการเป็นรายบุคคล
1. นายทัตซึยะ โคโนชิตะ Mr. Tatsuya Konoshita

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
 2. นายกฤษณ์ พันธุ์รัตนมาลา Mr. Krit Phanratanamala

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
 3. นายโศภนิต พิษญางกูร Mr. Sonit Pitchyangkul

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
 4. นายพลเดช เทอดพิทักษ์วานิช Mr. Pholdej Therdpithakvanij

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 8 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการสำหรับปี 2554
Agenda No.8 Consider and Approve the Remunerations of the Board of Directors for FY 2011
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 9 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี พร้อมกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2554
Agenda No.9 Consider and Approve the Appointment of external Auditor and determine the remunerations for 2011
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 10 Consider any others (if any)

5. การลงคะแนนเสียงของผู้รับมอบฉันทะ ในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนน เสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
To vote by the proxy, in an agenda which is out of this form is not the right vote and is not my vote as a shareholder.
6. ในการนี้ที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed..... ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ
Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case that number of agenda is more than specified above, the proxy can specify in an annex to the proxy form.

ใบประจำต่อแบบหนังสือมอบฉันทะ
Annex to the Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กรูปลีส จำกัด (มหาชน)
The proxy is granted by a shareholder of Group Lease Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2554 ในวันพุธที่ 20 เมษายน 2554 เวลา 10.00 น.
ณ ห้องประชุม สำนักงานใหญ่ อาคารเลขที่ 63 ซอย 1 ถนนเทศบาลนิมิตใต้ แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
For the Shareholders' Ordinary General Meeting for the year 2011 on Wednesday, April 20th, 2011 at 10.00 hrs.,
at the conference room of the company located at the 4th floor, no. 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet
Chatuchak, Bangkok or such other date, time and place as the meeting may be adjourned.

วาระที่.....เรื่อง.....
Agenda Item

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) To grant my/our proxy to vote at my/our desire as follows:
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| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่.....เรื่อง.....
Agenda Item

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Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่.....เรื่อง.....
Agenda Item

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Disapprove | <input type="checkbox"/> งดออกเสียง
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วาระที่.....เรื่อง.....
Agenda Item

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Abstain |
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วาระที่.....เรื่อง.....
Agenda Item

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Abstain |
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