

**Guidelines in Proposing Agendas and Nominating persons as Directors  
in the Annual General Meeting of Shareholders FY2015  
Group Lease Public Company Limited**

- No. 1 Objectives
- No. 2 Qualifications of shareholders (proposers)
- No. 3 Proposing of agendas for the AGM
  - 3.1 Agendas Proposing Form and proposing period
  - 3.2 Agendas which might not be included as AGM agendas
  - 3.3 Consideration Procedures
- No. 4 Nomination of Directors
  - 4.1 Nomination of Director Form and proposing period
  - 4.2 Qualifications and prohibited characteristic of Directors
  - 4.3 Consideration Procedures

**No 1. Objectives**

Group Lease Pcl. ("The Company") realizes the importance of the shareholders and in order to comply to the good corporate governance, before each Annual General Meeting of Shareholders (AGM) every year, the shareholders are provided the opportunity to propose useful matters to the Company to be included as agendas in the AGM and nominate suitable persons to be elected as Directors in advance so that the Company is able to review those proposed agendas to meet the best interest of the Company and to select the most appropriate person to be elected as Directors to carry out duties with high efficiency for the utmost interest of the Company and all the stakeholders as well as to be able to substantially comply to the best corporate governance practice.

**No. 2 Qualifications of the Shareholders**

Shareholders who want to propose agendas or nominate persons as directors shall possess following qualifications:

- 2.1 Being the Company's shareholder either individual person or collective person
- 2.2 Having minimum share holding ratio of not less than 1.00 percent of the Company's total shares issued and paid-up
- 2.3 The share holding period of Company's shares in the ratio set forth in No. 2.2 above should be at least not less than 1 year consecutively from the first holding until the proposing and nominating date

**No. 3 Agenda Proposing**

3.1 The shareholders who have the qualifications in No. 2 above are able to propose matters to be included as agendas in the AGM by filling in the AGM Agenda Proposing Form (Form A) and sign their names with the evidence of share holding attached according to the guidelines set forth in No. 2.2 and 2.3 above such as the certificate of share holding from securities broker company or any other documents from the SET and other additional documents which might be useful for the Board of Directors' consideration (if any) and send them to the Company at the following address within 31 December 2014 so that the Board of Directors shall have enough time to consider :

<p>The Company Secretary Group Lease Public Company Limited No. 63 Soi 1 Thetsabannimitai Road, Khwaeng Ladyao, Khet Chatuchak, Bangkok 10900</p>
-------------------------------------------------------------------------------------------------------------------------------------------------------------------

In the case of collective shareholders who can fulfill the qualifications specified in No. 2 propose the agendas to the Board of Directors, each individual shareholder has to sign the Form and attach their share holding evidence in which the total collective number of shares should not be less than the number set forth in No. 2.2. In such case, the name of 1 designated person from such collective shareholders should be declared in the Form as a contact person. As such, when the Company contacts with the designated person, this shall mean contacting with all of the shareholders who sign in the Form.

In case of 1 shareholder or collective shareholders with the complete qualification set forth in No. 2 want to propose more than 1 agenda, the shareholder needs to prepare 1 form per 1 agenda and sign their name(s) as evidence.

3.2 For more efficiency, the Company reserves the right not to include the following matters as agenda of the Meeting

(1) The matters which are in contrary with the laws, notifications, rules and regulations of governmental agency or other regulators of the Company or other related regulations or not complied with the Article of Association, the shareholders' resolutions or good corporate governance practice of the Company except for the proposal to amend the Company's Article of Association or to revise the shareholders' resolution

(2) The matters which required by law to acquire the resolution from the shareholders' meeting and have already been set up as agenda

(3) The matters by which legally are not within the authority of the Annual General Meeting of Shareholders

(4) The matters which are beyond the scope of the objectives or duties and responsibilities of the Company to take action

(5) The matters which the shareholders' meeting used to consider within the past 12 months and had acquired less than 10% supportive votes from the total shares with voting right of which such matters still contain no significant change

(6) The matters which proposed with no supportive or incomplete or inadequate evidences or having the wordings that are different from the truth, ambiguous and cannot contact with the proposer to correct it or were proposed not in time for the deadline.

(7) The matters that are routine job or within the authority of the Company's management except for those matters which might cause significant damage to the shareholders as a whole

(8) The matters which do not contribute any advantage to the Company's operation

3.3 The meeting of the Company's independent directors shall consider and review the proposed agendas before proposing to be considered in the Board of Directors' meeting within January 2015. Only the matters which agreed or approved by the Board of Directors shall be included as agendas in the invitation letter for AGM.

#### **No. 4 Nomination of Directors**

4.1 The shareholders who possess full qualifications specified in No. 2 of this guideline can nominate persons to be elected as directors by completing the Nomination of Directors Form (Form B) which should be signed in consent by the nominated person. Such form should be attached by the proposer's share holding evidence according to the guideline No. 2.2 and 2.3, i.e. certification letter from the securities broker company or other documents issued by the SET as well as the letter of consent from the nominated person and other supportive documents such as education certificate and work experience and any other supportive documents (if any) which shall be useful for the Board of Directors consideration. All documents shall be sent to the Company within 31 December 2014 at the following address:

Company Secretary  
Group Lease Public Company Limited  
No. 63 Soi 1 Thetsabannimitai Road,  
Khwaeng Ladyao, Khet Chatuchak,  
Bangkok 10900

In the case of collective shareholders who possess the qualifications specified in No. 2 nominate a person to the Board of Directors, each individual shareholder has to give their signature and present their share holding evidence in which the collective number of shares should not be less than the number set forth in No. 2.2. In such case, the name of 1 designated person from such collective shareholders should be declared in the form as a contact person. As such, when the Company contacts with the designated person, this shall mean contacting with all of the shareholders who signed in the Form.

In case of 1 shareholder or collective shareholders with the complete qualification set forth in No. 2 want to nominate more than 1 person, such shareholder needs to prepare 1 form per 1 nominated person and sign their name(s) on the form(s) and submit them together with the nominated person's signature on the form as evidence of consent and attach the documents showing the qualifications such as the education certificate and work experiences record or any other supportive documents (if any) of each of the nominated person which shall be useful for the Board of Directors' consideration.

4.2 The nominated persons should possess the qualifications and do not possess any prohibited characteristic as follows:

(1) Possess the qualifications and does not possess prohibited characteristics specified by Public Company Limited Act, Securities and Exchange Act as well as the good corporate practice of the Company

(2) Possess the knowledge, ability and experiences in finance, accounting, laws or business administration

(3) Must not have any conflict of interest with the Company:

(3.1) Operate or being a partner in a partnership company or being an unlimited partner in a limited partnership company or being a director of a private company or other public company which has the business of the same characteristic and competing with the Company's business

(3.2) Not being a party, receiving any concession or being involved in the benefit alike or being a partner in a partnership company or being an unlimited partner in a limited partnership company or being director of a private or other public company that operates the business of the abovementioned characteristic

(3.3) Or any other cases according to the Public Company Limited Act and / or others prescribed by law

(4) Being able to contribute adequate time to the Company both in and outside the meeting and carry out other duties as assigned by the Board of Directors

4.3 The nominated persons shall be considered together with the related documents which are complete, correct and adequate by the Company's Independent Directors on the set guideline and proposed to the Board of Directors for further considerations within January of the year arranging the AGM.

AGM Agenda Proposing Form

(1) I, Mr./Mrs./Miss ..... as shareholder of Group Lease  
Public Company Limited holding ..... shares

Residing at No. ....  
.....

Mobile phone No. .... Home/Office Tel: .....

E-mail (if any) .....

(2) I would like to propose an agenda to be considered in the AGM yr.... ..

Subject .....

(3) Proposed to consider :.....  
.....

With supportive information which is useful for consideration (such as facts or reasons, etc.)  
.....  
.....

Together with the documents which were signed in verification on every page total..... pages

(4) I, hereby, appoint Mr./Mrs./Miss ..... to be the contact  
person in accordance with guideline No. 3.1 paragraph 2

I certify that the information given in this AGM Agenda Proposing Form as well as the share  
holding evidence and other supportive documents were true and correct and signed as evidence as  
follows

..... Shareholder

(.....)

Date .....

## Remark

1. Please attach share holding evidence, namely, certificate from securities broker company or other evidence from the SET and in case the shareholder is a juristic person, a duplicate copy of the Company's affidavit and Identification card/ passport (for foreigner) of the authorized directors with certified true copy should be attached.

2. The AGM Agenda Proposing Form should be submitted to the Company within 31 December 2014 in order to be reviewed by the Board of Directors according to the set guideline and propose to the AGM for consideration.

3. In case that the proposer is a collective shareholder, each shareholder has to complete the AGM Agenda Proposing Form with signature and has to fill in the name of 1 person who was agreed by the collective shareholder to act as their contact person and it shall be considered that contacting with this person shall mean contacting with every shareholder who has given the signature in the Form. Forms should be collectively submitted to the Company according to No. 3.1 paragraph 2 stipulated in the guideline.

4. In case a shareholder or a collective shareholder wants to propose more than 1 agenda, they have to prepare 1 AGM Agenda Proposing Form for each proposed agenda and follow guideline No. 3.1 paragraph 3

5. In case that there is a change of the shareholder's title, name or surname, the evidence copy of such changing should be attached with certified true copy

6. The Company reserves the right to reject those shareholders who submit inadequate or incorrect information or cannot be contacted or disqualified.

Nomination of Directors Form

(1) I, Mr./Mrs./Miss ..... as shareholder of Group Lease  
 Public Company Limited holding ..... shares  
 Residing at No. ....  
 ..... Mobile phone  
 No. .... Home/Office Tel: .....

(2) I would like to nominate Mr./Mrs./Miss .....  
 age ..... years who possesses full qualifications and does not have any prohibited characteristic  
 according to No. 4.2 of the guideline to be the Company's Director and attached herewith are the consent  
 evidence of the nominated person together with his/her documents such as education certificate and work  
 experience record and other documents with certified true copies on every page, total ..... pages

(3) I, hereby, appoint Mr./Mrs./Miss ..... to be the contact  
 person in accordance with guideline No. 4.1 paragraph 2

I, hereby, certify that the information specified in the Nomination of Directors Form including the  
 share holding evidence, consent evidence as well as all the other supportive documents attached herewith  
 are true and correct and signed as evidence as follows

..... Shareholder  
 (.....)  
 Date .....

(4) I, Mr./ Mrs./ Miss ..... Who was nominated to be the Director  
 stipulated in (2) hereby, give my consent and certify that I possess the full qualifications and not possess  
 any prohibited characteristic according to guideline No. 4.2 and agree to comply with the good corporate  
 governance practice of the Company and sign as evidence as follows

..... Nominated person  
 (.....)  
 Date .....

## Remark

1. Please attach share holding evidence, namely, certificate from securities broker company or other evidence from the SET and in case the shareholder is a juristic person, a duplicate copy of the Company's affidavit and Identification card/ passport (for foreigner) of the authorized directors with certified true copy should be attached.

2. The Nomination of Directors Form should be submitted to the Company within 31 December 2014 in order to be reviewed by the Board of Directors according to the set guideline and propose to the AGM for consideration.

3. In case that the proposer is a collective shareholder, each shareholder has to complete the Nomination of Directors Form with signature and has to fill in the name of 1 person who was agreed by the collective shareholder to act as their contact person and it shall be considered that contacting with this person shall mean contacting with every shareholder who has given the signature in the Form. Forms should be collectively submitted to the Company according to No. 4.1 paragraph 2 stipulated in the guideline.

4. In case a shareholder or a collective shareholder wants to nominate more than 1 person, they have to prepare 1 Nomination of Director Form for each nominating person and follow guideline No. 4.1 paragraph 3

5. In case that there is a change of the shareholder's title, name or surname, the evidence copy of such changing should be attached with certified true copy

6. The Company reserves the right to eliminate those shareholders who submit inadequate or incorrect information or cannot be contacted or having incomplete qualifications.

7. The nominated persons should possess the qualifications and do not possess the prohibited characteristic as follows:

7.1 Possess the qualifications and does not possess prohibited characteristics specified by Public Company Limited Act, Securities and Exchange Act as well as the good corporate practice of the Company, etc.

7.2 Possess the knowledge, ability and experiences in finance, accounting, laws or business administration

7.3 Must not have any conflict of interest with the Company

(1) Operate or being a partner in a partnership company or being an unlimited partner in a limited partnership company or being a director of a private company or other public company which has the business of the same characteristic and competing with the Company's business

(2) Not being a party, receiving any concession or being involved in the benefit alike or being a partner in a partnership company or being an unlimited partner in a

limited partnership company or being director of a private or other public company that operates the business of the abovementioned characteristic

(3) Or any other cases according to the Public Company Limited Act and / or others prescribed by law

7.4 Being able to contribute adequate time to the Company both inside and outside the meeting and carry out other duties as assigned by the Board of Directors