

25 September, 2012

Subject: Invitation for the Extraordinary General Meeting of Shareholders No. 2/2012

To: The Shareholders

Attachments:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2012
2. Details of the increasing of capital
3. Proxy Form B (which stated information of the Independent Directors)
4. The Company's Articles of Association in relation to the meeting
5. Identification Documents of shareholders and proxies
6. Map of the Meeting place

The Board of Directors of Group Lease Public Company Limited has resolved to hold the Extraordinary General Meeting of Shareholders No. 2/2012 on Thursday 25 October, 2012 at 10.00 a.m. at Boardroom, 4th fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210 to consider the following agenda:

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of the shareholders No. 1/2012 (Attachment 1)

Opinion of the Board : The Board recommends that minutes of the Extraordinary General Meeting of Shareholders No. 1/2012 held on 12 September, 2012 was recorded correctly reflecting the resolutions passed by the shareholders' meeting and should be certified.

Agenda 2 To consider and acknowledge the Interim Dividend Payment

The Board of Directors Meeting No. 9/2012 held on 22 August 2012 has resolved to approve the interim dividend payment from 1 January – 30 June 2012 operating result to the Company's shareholders at 1.45 Baht per share, total amount 100,010,532.45 Baht or 69.21% of the net profit. The record date to determine shareholders name for the right to receive dividend payment was on 7 September 2012 and according to the Section 225 of The Security and Exchange Act, the closing register date of transfer the share capital was on 10 September 2012. Dividend was paid to the shareholders on 20 September 2012.

Agenda 3 To consider and approve the cancellation of the resolution from EGM No. 1/2012 only the matters concerning the decreasing/increasing of capital and the amendment of the Company's Memorandum of Association (appeared in agenda 3-6 of the EGM No.1/2012)

According to the resolution from the Extraordinary General Meeting of Shareholders No. 1/2012 held on 12 September, 2012, the shareholders approved the issuance of Warrant No. 6 (GL-W2) as well as the decreasing/increasing of the Company's registered capital to reserve for the exercising of the said warrant.

However, after consulting with the relevant authorities, in order for the Company to register such capital increase resolution according to the Public Company Limited Act, the Company has to arrange this EGM No.2/2012 to technically re-approving the new increasing of registered capital reserving for the issuance of Warrant No. 6 (GL-W2). However, this procedure will not have any impact on the resolution to approve the issuance of warrant GL-W2 and such resolution will still be effective. The list of shareholders who have the right to receive the warrants and other conditions including offering ratio, offering price and exercise price will remain the same.

Opinion of the Board : The Board recommends that the shareholders consider and approve the cancellation of the resolution from EGM No. 1/2012 held on 12 September, 2012 only the matters concerning the decreasing/ increasing of capital and the amendment of the Company's Memorandum of Association No. 4 (appeared in agenda 3-6 of the EGM No.1/2012 which details may be viewed in Attachment 1)

Agenda 4 To consider and approve the decreasing of the Company's registered capital to reflect the paid-up capital after reserving for the exercising of warrant which has not yet expired

Opinion of the Board : As at present, the Company has a registered capital of 456,900,000 Baht divided into 91,380,000 ordinary shares at 5 Baht par value and a paid-up capital of 344,863,905 Baht divided into 68,972,781 ordinary shares, therefore, in order to prepare for capital increasing, the Board of Directors recommends that the shareholders consider and approve the decreasing of Company's registered capital at an amount 104,536,095 Baht (20,907,219 ordinary shares) to reflect the paid-up capital of the Company after reserving for the exercising of the existing warrant which has not yet expired in an amount 7.5 million Baht so that the registered capital of the Company shall be changed from 456,900,000 Baht (91,380,000 ordinary shares) to the new registered capital of 352,363,905 Baht (70,472,781 ordinary shares).

Agenda 5 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of capital

Opinion of the Board : The Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of registered capital as follows:

"No. 4 Registered capital : 352,363,905 Baht (Three hundred fifty-two million three hundred sixty-three thousand nine hundred and five Baht only)
Divided into : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)
Par value of : 5 Baht (Five Baht only)
Divided into :
Ordinary shares : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)
Preferred shares : -0- Share (none)"

Agenda 6 To consider and approve the increasing of capital for the purpose of General Mandate

Opinion of the Board : In order to reduce the process and save time for future capital increasing during the year if there is a need to do so, the Board recommends the shareholders to consider and approve the increasing of the Company's registered capital in an amount of 103,074,095 Baht (20,614,819 ordinary shares) for the purpose of General Mandate.

Agenda 7 To consider and approve the increasing of capital by issuing new ordinary shares to reserve for the exercising of warrant No. 6 (GL-W2)

Opinion of the Board : The Board recommends that the shareholders consider and approve the increasing of the Company's registered capital for 22,990,927 shares by issuing new ordinary shares of 22,990,927 shares at 5 Baht par value or the total increase of 114,954,635 Baht in order to reserve for the exercising of warrants No. 6 (GL-W2).

Agenda 8 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of capital

Opinion of the Board : The Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of registered capital for the purpose of General Mandate and share reservation for the exercising of Warrant No. 6 (GL-W2) for the total increased capital amount of 218,028,730 Baht (43,605,746 ordinary shares) as follows:

"No. 4 Registered capital : 570,392,635 Baht (Five hundred seventy million three hundred ninety-two thousand six hundred thirty-five Baht only)

Divided into : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)

Par value of : 5 Baht (Five Baht only)

Divided into :

Ordinary shares : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)

Preferred shares : -0- share (none)"

Agenda 9 To consider and approve the allocation of the increased capital shares to reserve for the exercising of Warrant No. 6 (GL-W2) and the increasing of capital under General Mandate

Opinion of the Board : The Board recommends that the shareholders consider and approve the allocation of the increased capital of 218,028,730 Baht (43,605,746 ordinary shares) as follows:

- To allocate the increased ordinary shares of not exceeding 22,990,927 ordinary shares at 5 Baht par value to reserve for the exercise of warrant No. 6 (GL-W2)
- To allocate the increased ordinary shares of not exceeding 20,614,819 ordinary shares at 5 Baht par value in accordance with General Mandate, for rights offering to the existing shareholders according to their share holding ratio as well as approve for the Board of Directors to have the authority to consider and approve the selling of the shares altogether in one time or many times provided that the increased paid-up capital should not exceed 29.89% of the paid-up capital on the date the Board of Directors has the resolution on the capital increase or the total of 20,614,819 ordinary shares as well as to have the authority to determine the offering price, the offering date and time including other details and conditions in relations to the allocation of the right offering shares. Such allocation is to be finished within the next Annual General Meeting of Shareholders or within the date determined by law to arrange for the next Annual General Meeting of Shareholders whichever is earlier.

Agenda 10 To consider any other business (if any)

-none-

The record date to determine the shareholders' right to attend the Extraordinary General Shareholders' Meeting No. 2/2012 is set to be on 8 October, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 9 October, 2012.

The shareholders are cordially invited to attend the Meeting on the abovementioned time and venue. Those who cannot attend the Meeting themselves, please grant the proxy by filling up the attached form and bring it together with the documents as evidences to verify the identity of the shareholder or the grantee of the shareholder entitled to attend the Meeting specified in the attachment to register on the Meeting date starting from 8.00 a.m.

Yours sincerely,



Mr. Mitsuji Konoshita
Chairman of the Board of Directors

Document for Agenda 1 : To Certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2012 held on 12 September, 2012

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2012

Of

Group Lease Public Company Limited

(The "*Company*")

Date, Time and Place

The Meeting was held on Wednesday, 12 September, 2012 at 9.30 a.m., at Boardroom, 4th fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok 10210

List of Attended Directors

- | | | |
|-----|-------------------------------|---|
| 1. | Mr. Mitsuji Konoshita | Chairman and CEO |
| 2. | Mr. Muneo Tashiro | Director |
| 3. | Mr. Tatsuya Konoshita | Director and Chief Business Development Officer |
| 4. | Mr. Worasak Kriengkamol | Director and Executive Director |
| 5. | Mr. Deepong Sahachartsiri | Director and Chief Financial Officer |
| 6. | Mr. Somchai Limpattanasin | Director and Chief Operating Officer |
| 7. | Gen.Suebsan Dardarananda | Independent Director and President of Audit Committee |
| 8. | Mr. Sonit Pichyangkul | Independent Director and Audit Committee |
| 9. | Mr. Pholdej Therdphithakvanij | Independent Director and Audit Committee |
| 10. | Mr. Krit Phanratanamala | Independent Director and Audit Committee |

List of Non-attended Directors

- None -

List of Attended Management

- | | | |
|----|------------------------------|--------------------------------------|
| 1. | Mr. Sakdej Suriyapornchaikul | General Manager - Marketing |
| 2. | Mr. Wittaya Sansingtha | Marketing Manager |
| 3. | Mr. Kittichai Maneenont | Collection Manager |
| 4. | Mr. Kaptan Jeerasete | Credit and Marketing Manager |
| 5. | Mr. Somkid Jarupaiboonpan | Personnel and Administration Manager |
| 6. | Ms. Aujchara Chaina | Accounting & Finance Manager |

Preliminary Proceedings :

Mr. Mitsuji Konoshita, Chairman of the Board of Directors presided as Chairman of the Meeting ("**Chairman**"). The Secretary was assigned to introduce all the Directors, Audit Committee and Management of the Company listed above and explain the voting method to the shareholders and announce that the invitation of this Meeting was sent to the shareholders in accordance with Thai laws and related regulations and announced the meeting quorum as follows:

Quorum Announcement:

The Secretary announced that there were 47 shareholders attended in person with the amount of 40,812,762 shares or equals to 59.17% of total paid up shares and 46 attended by proxies with the amount of 3,071,400 shares or equals to 4.45% of total paid up shares or a total of 93 persons totaling 43,884,162 shares, equal to 63.63% which exceeded one-third of the Company's total paid up capital of 68,972,781 shares and the quorum was constituted according to the Company's Articles of Association No. 33 which states that "In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of paid up shares of the Company".

Then the Chairman declared the Meeting duly convened to consider the subsequent agenda as follows:

Agenda 1 To certify the Minutes of the Annual General Meeting of the shareholders FY 2012

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders FY2012, held on 27 April, 2012 a copy of which was attached in the notice of the Meeting sent to the shareholders prior to the meeting as the Board of Directors viewed that it was recorded correctly.

Resolved: It was resolved that the Minutes of Annual General Meeting of the shareholders FY 2012 be certified.

The above resolution was approved with a majority vote as follows:

Approved	43,892,262 votes	equivalent to 99.98%
Disapproved	0 votes	equivalent to 0.00%
Abstained	8,400 votes	equivalent to 0.02%

Remark : In this agenda, there were 2 shareholders with 16,500 more shares coming in so that the total attended shares were 43,900,662 shares.

Agenda 2 To consider and approve the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio

The Chairman proposed that in order to be prepared for the future business expansion and strengthening of the Company's financial structure, the Board of Directors recommends that the shareholders consider and approve the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio total 22,990,927 units details as follows:

Type	:	warrant entitled to purchase ordinary share of Group Lease Public Company Limited
Offering / Allocation	:	offered to the existing shareholders of the Company at the ratio of 3 existing ordinary shares to 1 warrant
Amount	:	22,990,927 units
Offering price	:	0.10 Baht
Terms of warrant	:	2 years from the issuing date
Exercise ratio	:	1 unit of warrant per 1 new ordinary share
Exercise price	:	35.00 Baht
Exercise period	:	the last business day of every quarter until expiry date of the warrant
Offering period	:	within 1 year after the approval from the shareholders
Listing	:	the warrants will be listed in the Stock Exchange of Thailand

The record date to determine the shareholders' right to subscribe the Right Offering Warrants is proposed to be on 20 September, 2012 and the list of shareholders is to be

gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 21 September, 2012.

The shareholders had made some comments and asked questions as follows:

Comments : A shareholder viewed that the Company should waive the offering price of Warrant of 0.10 Baht per unit as the sum is very little. Another shareholder suggested that next time if there is any warrant issuance, the offering price should be taken from the dividend instead of asking payment from the shareholders.

Answer : In determining the offering price, the Company has been very careful and considered in various aspects and thinks that this is the most suitable price. However, such suggestions might be put into consideration for the next warrant issuance.

Question: Is it necessary to maintain the increasing capital by General Mandate and why not using loan facility from the bank instead of issuing of warrant or new ordinary shares where the shareholders have to invest more money.

Answer: As the nature of the Company's business is a fast growing nature, it is necessary to have sufficient capital reserved for the running of business as well as the expansion of business in the future. Therefore, the increasing capital by General Mandate is still necessary for the Company's future growth. Besides, such capital increase shall be automatically expired within the next AGM. Nevertheless, it was viewed that the increasing of capital done by the shareholders is of mutual benefit to both the Company and the shareholders, themselves in the future.

Question: How was the exercise price at 35.00 Baht calculated and whether such increased capital is sufficient for the Company to be utilized for the company's business expansion and for how long? Will there be any warrant issuance again?

Answer: As of the date of determination of the exercise price of 35.00 Baht which was 2 months ago, the market price calculated according to the SEC's rule was around 30.83 Baht, the 35.00 Baht exercise price seemed to be suitable and sufficient for the time. However, since our business can be aggressively growing under proper management, it is necessary for the need of more capital in which the Chairman as the CEO of the Company had promised to try his very best to grow the business for as much as possible. And once the Company's profit grows, the shareholders shall share the benefits as well.

Resolved : The shareholders considered and approved the issuance of warrant to purchase ordinary share of the Company No. 6 (GL-W2) to the existing shareholders according to the share holding ratio as proposed.

The above resolution was approved with the following votes:

Approved	43,859,962 votes	equivalent to 99.91%
Disapproved	0 votes	equivalent to 0.00%
Abstained	40,700 votes	equivalent to 0.09%

Agenda 3 To consider and approve the decreasing of the Company's registered capital to be in relation to the paid-up capital after reserving for the exercising of the warrants which have not yet expired and for the capital increasing by General Mandate

The Chairman stated that as at present, the Company has a registered capital of 456,900,000 Baht divided into 91,380,000 shares at 5 Baht par value and a paid-up capital of 344,863,905 Baht divided into 68,972,781 ordinary shares, therefore, in order to prepare for capital increasing, the Board of Directors recommends that the shareholders consider and approve the decreasing of Company's registered capital by 1,462,000 Baht (292,400 shares) to be equal to the paid-up capital after reserving 7,500,000 Baht for the future exercising of the existing Warrants which are not expired and 103,074,095 Baht for the increasing of capital by General Mandate which had already been approved by the shareholders so that the new registered capital will be decreased from 456,900,000 Baht (91,380,000 shares) to 455,438,000 Baht (91,087,600 shares).

Resolved : The shareholders considered and approved the decreasing of the Company's registered capital to be in relation to the paid-up capital after reserving for the exercising of the warrants which have not yet expired and for the capital increasing by General Mandate.

The above resolution was approved with a unanimous vote as follows:

Approved	43,902,662 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Remark : In this agenda, there were 2 shareholders with 2,000 more shares coming in so that the total attended shares were 43,902,662 shares.

Agenda 4 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the decreasing of the Company's registered capital

The Chairman said that in relation to the decreasing of registered capital, the Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 to be as follows:

"No. 4 Registered capital : 455,438,000 Baht (Four hundred fifty-five million four hundred thirty-eight thousand Baht only)
Divided into : 91,087,600 Shares (Ninety-one million eighty-seven thousand six hundred shares)
Par value of : 5 Baht (Five Baht only)

Divided into :

Ordinary shares : 91,087,600 Shares (Ninety-one million eighty-seven thousand six hundred shares)
Preferred shares : -0- Share (none)"

Resolved : The shareholders considered and approved the amendment of the Company's Memorandum of Association No. 4 to be in relation to the decreasing of the Company's registered capital.

The above resolution was approved with a unanimous vote as follows:

Approved	43,902,662 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Agenda 5 To consider and approve the increasing of the Company's registered capital by issuing new ordinary shares to reserve for the exercising of Warrant No. 6 (GL-W2)

The Chairman stated that the Board recommends that the shareholders consider and approve the increasing of the Company's registered capital for 22,990,927 shares by issuing new ordinary shares of 22,990,927 shares at 5 Baht par value or the total increase of 114,954,635 Baht in order to reserve for the exercising of warrants No. 6 (GL-W2). Therefore, the Company's registered capital will be increased from 455,438,000 Baht (91,087,600 Shares) to the new registered capital of 570,392,635 Baht (114,078,527 Shares).

The Chairman informed that this agenda shall receive more than three-fourth of the total votes from the shareholders who attend the meeting and has the right to vote.

Resolved : The shareholders considered and approved the increasing of the Company's registered capital by issuing new ordinary shares to reserve for the exercising of Warrant No. 6 (GL-W2).

The above resolution was approved with more than three-fourth of the total votes from the shareholders who attend the meeting and has the right to vote as follows:

Approved	43,899,362 votes	equivalent to 99.99%
Disapproved	0 votes	equivalent to 0.00%
Abstained	3,300 votes	equivalent to 0.08%

Agenda 6 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the increasing of the Company's registered capital

The Chairman stated that for this agenda, the Board recommends that the shareholders consider and approve the amendment of the Company's Memorandum of Association No. 4 to be in relation to the increasing of registered capital as follows:

"No. 4 Registered capital : 570,392,635 Baht (Five hundred seventy million three hundred ninety-two thousand six hundred thirty-five Baht only)
Divided into : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Par value of : 5 Baht (Five Baht only)
Divided into :
Ordinary shares : 114,078,527 Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Preferred shares : -0- Share (none)"

Resolved : The shareholders considered and approved the amendment of the Company's Memorandum of Association No. 4 to be in relation to the increasing of the Company's registered capital.

The above resolution was approved with a unanimous vote as follows:

Approved	43,902,662 votes	equivalent to 100.00%
Disapproved	0 votes	equivalent to 0.00%
Abstained	0 votes	equivalent to 0.00%

Agenda 7 To consider any other business (if any)

-none-

The Chairman announced the meeting closed at 10.30 a.m.



(Ms. Siriphen Pongchaireks)
Company Secretary



(Mr. Mitsuji Konoshita)
Chairman

**Capital Increase Report Form
Group Lease Public Company Limited
24 September , 2012**

The Board of Directors, Meeting No.11/2012 of Group Lease Public Company Limited, held on 24 September, 2012 at 63 Soi 1 Thetsabannimittai Road Ladyao, Chatuchak, Bangkok, adopted the following resolutions in respect of a capital increase/share allotment as follows:

1. Capital increase:

The meeting of the Board of Directors adopted the resolution approving the decrease of the Company's capital for 104,536,095 Baht (20,907,219 ordinary shares) from 456,900,000 Baht (91,380,000 ordinary shares) to 352,363,905 Baht (70,472,781 ordinary shares) to be in relation to the paid-up capital after reserving for the exercising of the existing warrants which have not expired amounted 7,500,000 Baht and increase the Company's registered capital by issuing new ordinary shares of 43,605,746 shares with par value of 5 Baht per share or the total increased capital of 218,028,730 Baht to reserve for the increasing of registered capital for the purpose of General Mandate amount 103,074,095 Baht (20,614,819 ordinary shares) and to reserve for the exercise of the warrant to be offered to the existing shareholders according to the share holding ratio amount 114,954,635 Baht (22,990,927 ordinary shares). Therefore, the Company's registered capital will be increased from 352,363,905 Baht (70,472,781 ordinary shares) to 570,392,635 Baht (114,078,527 ordinary shares).

Type of Capital Increase	Type of Share	Number of Shares(shares)	Par value (THB/share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary	22,990,927	5	114,954,635
General Mandate	Ordinary	20,614,819	5	103,074,095

2. Allotment of new shares:

The Board of Directors' Meeting had resolved to approve the allocation of not exceeding 43,605,746 ordinary shares at 5 Baht par value total 218,028,730 Baht as follows:

2.1 Details of the allocation

2.1.1 Specifying the purpose of utilizing proceeds

Allocation to	No. of shares	Ratio (old : new)	Price per share(THB)	Subscription and payment period
To reserve for the exercise of warrant #6 (GL-W2)	22,990,927	3 : 1	0.10	5-9 November, 2012

2.1.2 General Mandate

Allocation to	Type of Share	Amount of Share (share)	% of paid-up capital
The existing shareholders (Right Offering)	Ordinary	Not exceeding 20,614,819	29.89

2.2) The Company's plan in case where there is a fraction of Shares remaining

The Board of Directors or Executive Board or Authorized Director have discretion to round down the fraction or undertake other actions as necessary and appropriate in order to have a successful share capital increase.

- 2.3) The number of shares remaining from the allotment
 - None -

3. Schedule for shareholders meeting to approve the capital increase/allotment

The Extraordinary General Shareholders' Meeting No.2/2012 is scheduled to be held on 25 October, 2012 at 10.00 a.m. at Boardroom, 4th fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok. The record date to determine name of shareholders who have right to attend the meeting is on 8 October, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 9 October, 2012.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company will register the capital increase at the Ministry of Commerce, Thailand after getting approval from EGM.

4.2 The Company will propose for approval from the Stock Exchange of Thailand to accept the said Warrant to be listed and traded in the Stock Exchange of Thailand

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- More flexible and efficient funding structure for the business expansion
- Revolving fund for future
- Increasing share liquidity

6. Benefits which the Company will receive from the capital increase/share allotment:

- Business and profit growth
- Strengthen financial structure
- Minimizing financial risk
- Revolving fund for future

7. Benefits which the shareholders will receive from the capital increase/share allotment:

Dividend payment policy stated to pay not less than 40% of net profit, shareholders may have more dividend payment if the company gains more profit from the operation.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- none -

9. Schedule of action when the Board of Directors of the Company passes a Resolution approving the capital increase or allotment of new shares:

Actions	Scheduled Date
The Board of Director's meeting No.11/2012	24 September, 2012
Resolutions of the Board disclosed to SET	24 September, 2012
Record date to determine name of shareholders who have right to attend the Extraordinary Shareholder's Meeting no.2/2012	8 October, 2012
The Extraordinary Shareholder's Meeting No.2/2012	25 October, 2012
Resolutions of Extraordinary Shareholder's to SET	25 October, 2012
Register the new registered capital with the MOC	Within 14 days from the resolution
Record date to determine the right to subscribe the Right Offering (GL-W2)	20 September 2012
Right Warrant Subscription and Payment period	5-9 November, 2012

The Company's Articles of Association in relation to the EGM

Article 7. The increase and decrease of Capital

The increase or decrease of the Company's capital can be done by the resolution from the shareholders' meeting.

The increased shares can be offered in the whole or partial amount and shall be offered to the existing shareholders according to the ratio of the present amount held or offered to the public or other persons in the whole amount or in partial according to the shareholders' meeting resolution.

Article 31. The Extraordinary General Meeting

The meeting of shareholders other than that in the Article 30 shall be called the extraordinary general 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 writing requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall 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. Notice of the Meeting

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 three consecutive days before the meeting.

Article 33. Quorum of the Meeting

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. Conducting of Meeting

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 Voting

In any Meetings, both the shareholders who attend the meeting, themselves or who come by proxies shall have the right to vote by counting one share for one vote despite any other voting method has determined.

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 a tie vote, the chairman of the meeting shall cast a final 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 merging of the businesses with other persons with an objective to share profit and loss.

Article 36. The Proxy granting

At the meeting, a shareholder may attend the Meeting himself or grant a proxy to others to attend the meeting. The proxy form used must be in accordance with the form prescribed by the Registrar.

The completed proxy form must be submitted to the Chairman of the Board or his designated person at the meeting place before the proxy can attend the meeting.

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 Original of 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 copy of identification card of the shareholder and copy and original of 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 Original passport of the shareholder.
- 1.2.2 In case of proxy : copy of passport of the shareholder and copy and original of 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 Copy of 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 authorized director who is attending the meeting.
- 2.1.2 In case of proxy : copy of 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.

