

31 March 2010

Subject : Inviting to Year 2010 Annual General Shareholders Meeting

Attn : The Shareholders

- Enclosure :
1. Year 2009 Annual Report, Financial Statement as 31 December 2009 and Report of the Auditor (CD-ROM)
 2. The copy of the minutes of AGM 2009
 3. Articles of association of the company relating to shareholders meeting
 4. Directors and Independent Directors' Profile : To consider and approve the appointment of directors replacing those retired by rotation and :To consider and authorize the Proxy to attend and vote.
 5. Detail of Private Placement
 6. Detail of ESOP (GL-WC)
 7. Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting
 8. The Meeting Place Map
 9. Proxy Form

The Board of Directors approved to arrange the Year 2010 Annual General Shareholders Meeting on Wednesday, 21 April 2010 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 2009

Board of Directors' opinion: should approve the above-mentioned minutes held on 22 April 2009

Agenda no. 4 Acknowledge and Approve the Company's financial statement FY 2009 which has already been audited by the auditor and approve the directors' annual report

Board of Directors' opinion: should approve the financial statement FY 2009 and the directors' annual report.

Agenda no. 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

Board of Directors' opinion: 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.

Agenda no. 6 Consider and Approve profit allocation for dividend payment and legal reserve for the operating result of the year 2009

Board of Directors' opinion: should approve an allocation for legal reserve 3,130,206.39 Baht or 1.73% of the net profit and declaration of dividend payment for FY 2009 126,377,752.50 Baht or 69.77% of the net profit or 2.05 – 2.25 Baht per share (up to the 5th exercise amount of GL-W1). Since GL paid an interim dividend on 30 July and 9 December 2009 to shareholders of 0.84 and 0.70 Baht per share total amount 86,498,550.60 Baht, a remaining cash amount 39,879,201.90 Baht or 0.51 – 0.71 Baht per share shall be paid to shareholders, the certain calculation of dividend per share will be announced after the 5th exercise of GL-W1 period 25 - 31 March 2010. In the year 2008, the company paid dividend at 0.25 Baht (twenty five satang) per share or 7.35% of the net profit.

Agenda no. 7 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 Mr. Mitsuji Konoshita, Mr. Deepong Sahachartsiri and Mr. Chatchai Chotanakarn. So the Board of Directors list, ranking by retire by rotation order are

- | | | | |
|----|--------------|---------------|--|
| 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 |
| 4) | Mr. Satit | Rangkasiri | Independent Director and Audit Committee |
| 5) | Mr. Muneo | Tashiro | Director |
| 6) | Mr. Mitsuji | Konoshita | Chairman of the Board of Director |
| 7) | Mr. Deepong | Sahachartsiri | Director |
| 8) | Mr. Chatchai | Chotanakarn | Independent Director and President of Audit Committee |

Agenda no. 8 Consider and Approve the Remunerations of the Board of Directors for FY 2010

Board of Directors' opinion: should approve to determine the directors' remuneration for 2010 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 Directors 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 2009, The company paid for directors' remuneration totally amount 1,440,000 Baht.

Agenda no. 9 Consider and Approve the Appointment of external Auditor and determine the remunerations for 2010

Board of Directors' opinion: should appoint Ernst and Young Office Ltd. as 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 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 Suppasetanon 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 2009, the company paid for auditing fee totally 944,929 Baht with no other services fee.

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.

Agenda no.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)

Board of Directors' opinion: should approve the issuance of the warrant to purchase ordinary share under ESOP no.3 (GL-WC) detail as in an attachment.

Agenda no. 11 Consider and Approve the 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

Board of Directors' opinion: should approve the increase of the company's registered capital.

Agenda no. 12 Consider and Approve the allocation of the increased ordinary 6,500,000 shares offering to the specific investors by private placement and reservation for exercise of ESOP no.3 (GL-WC)

Board of Directors' opinion: should approve the allocation of the increased ordinary shares reserve for ESOP no.3 (GL-WC) and for private placement detail as in an attachment and empowered to proceed relevant to the issuance and offering of the share.

Agenda no. 13 Consider and Approve the amendment of Clause 4 of Memorandum of Association in respect of the Company's registered capital

Board of Directors' opinion: should approve amendment clause 4 of the Company's Memorandum of Association in respect of the Company's registered capital.

Agenda no. 14 Consider any others (if any)

The record date to determine shareholders name for the right to attend AGM is on March 10th, 2010 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on March 11th, 2010.

And the record date to determine shareholders name for the right to receive dividend payment is on April 29th, 2010 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer is on April 30th, 2010. Dividend will be paid to the shareholders on May 13th, 2010.

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 2009 as a book, Please contact to K. Wanna Laicharoenwong Tel. 0-2580-7555 ext. 5022

Minutes of The Annual General Meeting of Shareholders for 2009
Of
Group Lease Public Company Limited
(The "**Company**")

Date, Time and Place

The Meeting was held on Wednesday, 22nd April 2009 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 |
| 8. | Mr. Satit Rangkasiri | Audit Committee and Independent Director |

List of Absented Directors

- none -

List of Attended Management (except executive directors)

- | | | |
|----|----------------------------|--------------------------------------|
| 1. | Ms. Watcharaporn Meruthong | Accounting and Finance Manager |
| 2. | Mr. Somkid Jarupaiboonpan | Personnel and Administration Manager |
| 3. | Mr. Thosaporn Lertpan | 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 30 self shareholders attended in person and 13 shareholder attended in proxy totaling 43 shareholders holding 51,835,379 shares, equal to 95.99 percent of total 54,000,000 shares. The

numbers of attendant showed the right quorum as according to the Articles of Association no. 33.

Resolution The Meeting acknowledged.

Agenda 3 Certify the Minutes of Extraordinary General Shareholders Meeting no. 2/ 2008

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 Extraordinary General Meeting of Shareholders No. 2/2008 with the votes as presented below :

Approved	51,835,379	votes equivalent to	100%
Disapproved	0	votes equivalent to	0%
Abstained	0	votes equivalent to	0%

Percentage calculation is based on total shares of shareholders who attended the meeting and have the right to vote.

Agenda 4 Acknowledge and Approve the Company's financial statement for year 2008 which has already been audited by the auditor and approve the Board of Directors' annual report for year 2008

Chairman informed that the annual report which comprises of the company's financial statements for the year ended 31 December 2008 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.

Q&A A shareholder asked about NPLs which have increased last year, and how to manage?

The managing director explained that the increase of NPLs was due to the hire-purchase portfolio expansion. However, comparing NPLs rate to other companies in the same industry, the company's NPLs is still quite low.

Shareholder asked about foreclosed assets for sell?

The managing director explained that the "foreclosed assets for sell" means the motorcycles which were repossessed from the customers who fail to installments. If the repossessed units increase, that will lead to the higher loss on the sale of foreclosed assets.

Shareholder asked about an increasing of long-term loan from the financial institute, what did the company spend for?

The managing director explained that the loan was used for the expansion of hire-purchase portfolio.

Resolution The shareholders acknowledged and approved the Company's financial statement for the year 2008 which has already been audited by the auditor and

the Annual Report of the Board of Directors for the year 2008, with the votes as presented below :

Approved	51,835,379	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 Consider and Approve the profit allocation and dividend payment for year 2008

Chairman informed that the company recorded net profit 183,670,199.29 Baht or 3.42 Baht per share plus brought forward un-appropriated retained earning 235,107,157.18 Baht from the end of year 2007 and had reserved amount 5,207,157.18 Baht in 2008 and had dividend payment for the operating result of the year 2007 amount 81 million Baht and pay dividend for the operating result of the first half year 2008 amount 13.5 million Baht so constitutes to the retained earnings un-appropriated of 319,070,199.29 Baht at the end of year 2008. Now the company has appropriated to legal reserve 27,554,165.61 Baht which still less than 10% of the Company's registered capital 399 million Baht so the Managing Director proposed the meeting to consider an allocation for legal reserve 9,270,199.29 Baht or 5.05% of the net profit which will make the appropriated retained earning balance at amount 36,824,364.90 Baht and un-appropriated retained earning balance at amount 309,800,000 Baht.

For the dividend payment of the operating result ended December 31st, 2008 after having the careful consideration of company's financial status, (stop) the Board of Directors has agreed to submit the agenda of the dividend payment 153,500,000 Baht or 83.57% of the net profit or 2.84 Baht per share. Since GL paid an interim dividend on 19 September 2008 to shareholders of Baht 0.25 per share total amount 13,500,000 Baht , a remaining cash amount 140,000,000 Baht or 2.59 Baht per share shall be paid to shareholders. The record date to determine shareholders name for the right to receive dividend payment is on May 7th, 2009 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on May 11th, 2009. Dividend will pay to the shareholders on May 20th, 2009.

Q&A

Mr. Muneo Tashiro as a representative of Engine Inc., one of GL's major shareholders worried about the world economic crisis and also the political problem in Thailand seems not easy to be finished and may lead to the worse and hard to correct situation. So his opinion is the company should not pay dividend on this circumstance, to make sure that the company will have enough financial back up for the business operation in this crisis. The company may later propose to pay interim dividend if the situation relieve. After that he proposed the meeting to separate the vote for this agenda to 2 times, 5.1 to approve the dividend payment and 5.2 to approve the allocation for the legal reserve.

So the Chairman informed the meeting to separate the vote for this agenda to 2 votes as a shareholder proposed.

Resolution 5.1 The shareholders considered and did not approve the dividend payment, due to the economic crisis and would like to maintain the company's financial back up, with the votes as presented below :

Approved 590,400 votes equivalent to 1.14%
 Disapproved 51,244,879 votes equivalent to 98.86%
 Abstained 100 votes equivalent to 0%

Percentage calculation is based on total shares of shareholders who attended the meeting and had the right to vote.

5.2 And the shareholders considered and approved the profit allocation for legal reserve 9,270,199.29 Baht or 5.05% of the net profit, with the votes as presented below :

Approved 51,835,379 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 6 Consider and approve the appointment of directors to replace those who retired by rotation and approve appointment of a new director.

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 7 members in the Board, there will be 3 members retired by rotation. They are :

1. Mr. Samart Chiradamrong
2. Mr. Surasak Khemthongkam
3. Mr. Satit Rungkasiri

and propose the meeting to approve an appointment of new director, Mr. Muneo Tashiro. The Board's opinion is to re-elect all three directors of the Company for another term and approve an appointment of Mr. Muneo Tashiro as new director of the Company.

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

No.	Directors' Name	Votes					
		Approved	%	Disapproved	%	Abstained	%
1.	Mr. Samart Chiradamrong	46,715,160	90.12	0	0	5,120,219	9.88
2.	Mr. Surasak Khemthongkam	51,835,379	100	0	0	0	0
3.	Mr. Satit Rangkasiri	51,835,379	100	0	0	0	0
4.	Mr. Muneo Tashiro	51,835,379	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. Mr. Mitsuji Konoshita Chairman of the Board of Directors
2. Mr. Deepong Sahachartsiri Director
3. Mr. Chatchai Chotanakarn Chairman of the Independent Director and Audit Committee
4. Ms. Jaranya Sangsukdee Independent Director and Audit Committee
5. Mr. Samart Chiradamrong Vice Chairman of the Board of Directors
6. Mr. Surasak Khemthongkam Director
7. Mr. Satit Rungkasiri Independent Director and Audit Committee
8. Mr. Muneo Tashiro Director

Agenda 7 Consider and approve the remunerations of Directors for year 2009.

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 2008, The Company paid for directors' remuneration totally amount 1,430,000 Baht.

Resolution The shareholders considered and approved the remunerations of Directors for the year 2009 is not over 3,500,000 Baht same as the year 2008 with the votes as presented below :

Approved	51,835,379	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 8 Consider and Approve the Appointment of external Auditor and determine the remunerations for year 2009.

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 2009 same as the year 2008, this company has been the external auditor for GL totally 2 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 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 950,000 (Nine hundred and fifty thousand baht) per annum exclusive of other expenses. In 2008, the company paid for auditing fee totally 916,802 Baht.

The audit committee meeting no. 2/2008 which was held on 17 February 2009, 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	51,835,379	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 amendment of the Articles of Association in accordance with the Amendment of The Securities and Exchange Act B.E. 2535 (the "New SEC Act")

Chairman proposed the meeting to consider and approve amendment of the Articles of Association in accordance with the New SEC Act, and asked Mr. Somyod Suteerapornchai to explain the detail (in Thai) as follows :

Article 3

Existing "Unless otherwise provided in these Articles of Association, the existing public limited companies act BE 2535 and which may correct in the future, shall apply."

Change to "Unless otherwise provided in these Articles of Association, the provisions of the laws regarding public limited companies and the provisions of the laws regarding securities and exchange shall apply."

Article 15

Existing "...the board of directors may determine the closing date of registration book to suspend share transfer during the period of twenty-one (21) days prior to the date of each shareholders meeting by making an announcement to the shareholders in advance at its head office and every branch office not less than fourteen (14) days before the closing date of registration book to suspend share transfer"

Change to "...the board of directors may determine the closing date of registration book to suspend share transfers during the period of twenty-one

(21) days prior to the date of each shareholders meeting by making an announcement to the shareholders in advance at its head office and every branch office not less than fourteen (14) days before the closing date of registration book to suspend share transfers or may determine the record date for the right of shareholders to attend the meeting and to vote refer to the law regarding securities and exchange"

Article 45

Existing "In case the Company agree to enter into party-related transaction(s) or transaction(s) to acquisition or disposal of the assets of the Company as defined in the announcement(s) of the Stock Exchange of Thailand (SET) that govern(s) party-related transaction(s) of registered company or acquisition or disposal of the assets of registered company as the case may be, the company shall comply with the rule and procedure as prescribed by such announcement(s) in that particular matter."

Change to "In case the Company agree to enter into party-related transaction(s) or transaction(s) to acquisition or disposal of the assets of the Company as defined in the announcement(s) of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) that govern(s) party-related transaction(s) of registered company or acquisition or disposal of the assets of registered company as the case may be, the company shall comply with the rule and procedure as prescribed by such announcement(s) in that particular matter."

In this agenda, the Board recommends that the shareholders should approve amendment of the Articles of Association in accordance with the new SEC Act as explained above.

Resolution The shareholders considered and approved the appointment of external Auditor and determine the remunerations for 2009, with the votes as presented below :

Approved	51,835,379	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 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. Mitsuji Konoshita)
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 :
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. Mitsuji Konoshita age 42 years
Position Chairman of the Board of Director
Education Master and Bachelor of Law, Osaka University, Japan

Shareholding - none -
Year of Directorship 3 years
Positions as Director/ Management in other companies
Other Listed Companies 1 company : United Securities Public Co., Ltd.
Non-Listed Companies 6 companies
Connected Business that may cause conflict of interest - none -

The number of attendance the Board of Directors' meeting in 2009 : 8/12

Work Experience last 5 years :

2008 – Present Chairman of the Board of Director, A.P.F. International Insurance Co. Ltd.
2008 – Present Director, P.P. Coral Resort Co.,Ltd.
2007- Present Director, A.P.F. Hospitality Co., Ltd.
2007 - Present Chairman of the Board of Directors, Group Lease Public Co., Ltd.
2006 – Present Chairman of the Board of Directors, United Securities Public Co., Ltd.
2005 - Present Director, A.P.F Holdings Co., Ltd.
2004 – Present Director, Sanwa Techno Co., Ltd.
2000 – Present Director, Sanwa World Services Co., Ltd

Interest in AGM 2010 : - none -

Mr. Deepong Sahachartsiri age 36 years

Position Director
Education Master of Business Administration, Thammasart University
Bachelor of Architecture, Kingmongkut Institute of Technology, Ladkrabang
Directors Accreditation Program (DAP) April 27th, 2007.

Shareholding - none -
Year of Directorship 3 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 2009 : 12/12

Work Experience last 5 years :

2007 – Present Director , Group Lease Public Co., Ltd.
2005 - 2007 Product Manager, Mahaphant Fibre Cement Public Co., Ltd.
2003 - 2005 Assistant Marketing Manager, Sun Wood Industries Public Co., Ltd.Ltd.

Interest in AGM 2010 :

Entitled to receive warrant to buy ordinary shares in ESOP no.3 scheme 6,000 units or 1.2% of total allocated warrant.



Mr. Chatchai Chotanakarn age 57 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 3 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 2009 : 11/12

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 2010 :

Entitled to receive warrant to buy ordinary shares in ESOP no.3 scheme 6,000 units or 1.2% of total allocated warrant.

Mr. Satit Rungkasiri age 50 years
Position Audit Committee and Independent Director
Education MA in Economics, Atlanta University, U.S.A.
Certificates in Taxation from The University of Canberra and
The University of New South Wales, Australia.
The Civil Service Executive Development Program 1, Class of 39
Directors Accreditation Program (DAP) August 22nd – 23rd, 2003

Shareholding 48,000 ordinary shares or 0.09%
Year of Directorship 6 years
Positions as Director/ Management in other companies
Other Listed Companies 1 companies : Thai Wah Food Product PCL. as a
President of Audit Committee and Independent Director
Non-Listed Companies - none -
Connected Business that may cause conflict of interest - none -

The number of attendance the Board of Directors' meeting in 2009 : 7/12

Work Experience last 5 years :

2004 – Present Audit Committee and Independent Director, Group Lease Public Co., Ltd.
2002 – Present Director and Chairman of the Audit Committee, Thai Wah Food Products PCL.
2002 – 2004 Honorary advisor to Economic, Commercial and Industrial Senate Committee.
1984 - Present Visiting lecturer in Tax Law and Accounting Graduate courses, Chulalongkorn,
Thammasart, Chamber of commerce Universities and others.

Interest in AGM 2010 :

Entitled to receive warrant to buy ordinary shares in ESOP no.3 scheme 6,000 units or 1.2% of total allocated warrant.



Ms. Jaranya Sangsukdee age 45 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 3 years

Positions as Director/ Management in other companies

Other Listed Companies 1 company : Globlex Holding Management PCL. 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 2009 : 10/12

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.
2008 – Present Tax Advisor TOT Public Co., Ltd.
2006 – Present Tax Advisor Provincial Electricity Authority
2003 – Present 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 2010 :

Entitled to receive warrant to buy ordinary shares in ESOP no.3 scheme 6,000 units or 1.2% of total allocated warrant.

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 October – 31 December 2009.



**The issuance and offering of new ordinary shares to specific investor by
Private Placement of Group Lease Public Co., Ltd.**

Group Lease Public Co., Ltd. will issue and offer new ordinary shares to specific up to 50 investors by Private Placement, the detail as follows :

1. Purpose and necessity, including the benefit that may be obtained

- 1.1 Diversify source of funding.
- 1.2 Increase the percentage of minority shareholder in accordance with SET regulation. Increasing of the liquidity can stabilize the market price to reflect operating result and market demand.

Cash Inflow from shares offering will be the company working capital.

2. Preliminary details of the Private Place

Type	: Group Lease PLC. Ordinary shares
Amount	: 6,000,000 shares
Offering price	: not less than 23.20 Baht
Investor Number	: up to 50 investors
Offering period	: within 1 year after shareholders' meeting approved

3. Market Price calculation

The reference market price calculation base on weight average closing price of the stock Group Lease PCL in SET 7 consecutive business days prior to the date of price determination which is BOD meeting's approve the issuance and offering of PP. The **"market price" is 23.70 Baht** so the offering price is 97.89% of the market price which is not less than 90% of "market price" so this case is not falling on the definition of "low price offering" as described in SEC announcement sor-jor 39/2551.



Group Lease Public, Co., Ltd. ordinary share price summary from September 2009 – February 2010 :

Year	Month	Average Price (THB)*	High (THB)	Low (THB)	Close (THB)	Value ('000 THB)
2009	September	23.10	28.00	23.00	28.00	231
	October	24.58	28.00	20.00	24.00	22.12
	November	25.55	30.25	23.00	25.00	125.20
	December	24.85	26.00	24.00	25.00	32.3
2010	January	26.11	28.50	24.00	27.75	120.11
	February	23.01	23.70	23.00	23.00	232.70

* Average price calculated by trade value (THB) divide by trade volume (shares) on that month (weighted average)

4. Offering Price determination and Target investors

4.1 Refer to the warrant to buy company's ordinary shares (GL-W1) which have offering price 0.20 Baht plus exercise price 23 Baht so that warrant holder will not lost, and price level is not too high to motivate the investor.

4.2 Target investors are the investor who interested in the motorcycle hire-purchase business and understand the company's business operation style who are not "strategic shareholder" meaning as listed below :

- 4.2.1 Directors, chief executive officers and the next four executives succeeding the chief executive position, including those in an equivalent position to the fourth executive. Close relatives and related person under section 258 of the SEC. Act.
- 4.2.2 Any person holding more than 5% of a company's paid-up capital, including related person.
- 4.2.3 Any persons with power to control the company.

5. Effects upon shareholders from this Private Placement

In case all shares can be sold 6,000,000 shares as calculated from the paid-up capital 56,167,890 shares effects upon existing shareholders due to reduced ownership ratio (or control dilution) and earning per share ratio equal to 9.65% and price dilution 0.20% compare to the market price.



Group Lease Public Company Limited

Details of the issuance of warrant allocate to directors and employee of the Company - Employee Stock Option Plan – ESOP no. 3 (GL-WC)

1. Purpose and necessity, including the benefit that may be obtained from the issue of warrants to Employees

- 1.1 Encourage the directors and employees to share company ownership.
- 1.2 To be the motivation to improve the work morale and to stimulate the best performance of the Employees.
- 1.3 To encourage the employees to work for the company on the long term basis.

Cash Inflow from exercising will be the company working capital.

2. Preliminary details of warrants under ESOP scheme

Type	: warrant entitled to purchase ordinary share of the Company
Offering/ Allocation	: Allocate for directors and employees at the issuance date
Amount	: 500,000 units
Offering price	: none (0 Baht)
Exercise ratio	: 1 unit of warrant per new 1 ordinary share
Exercise price	: 16.59 Baht
Terms of warrant	: 3 years from the issuing date
Exercise period	: once as expiring date
Offering period	: within 1 year after shareholders' meeting approved
Listing	: non-listed in the Stock Exchange of Thailand
The Company shall allocate the ordinary shares for the exercise of warrants	: Total 500,000 ordinary shares equivalent to 0.89 % of all paid-up capital of the Company.



3. Market Price calculation

The reference market price calculation base on weight average closing price of the stock Group Lease PCL in SET 7 consecutive business days prior to the date of price determination which is BOD meeting's approve the issuance of ESOP no.3 and will further pass to shareholder meeting to approve. The **"market price" is 23.70 Baht.**

Group Lease Public, Co., Ltd. ordinary share price summary from September 2009 – February 2010 :

Year	Month	Average Price (THB)*	High (THB)	Low (THB)	Close (THB)	Value (^000 THB)
2009	September	23.10	28.00	23.00	28.00	231
	October	24.58	28.00	20.00	24.00	22.12
	November	25.55	30.25	23.00	25.00	125.20
	December	24.85	26.00	24.00	25.00	32.3
2010	January	26.11	28.50	24.00	27.75	120.11
	February	23.01	23.70	23.00	23.00	232.70

* Average price calculated by trade value (THB) divide by trade volume (shares) on that month (weighted average)

4. Offering and Exercise Price

- no offering price (0 Baht)
- Exercise Price use the company's book value at the end of December 2009.

5. The different between the ESOP for Directors and ESOP for Employees

The warrant allocated for director has the same offering price, terms and other conditions completely the same as the warrant allocated for the employee.

6. The List of All Directors Entitled to Receive Warrants

No.	Name	Number of Allocated Warrants (Unit)	% of Total Allocated Warrants
1	Mr. Samart Chiradamrong	6,000	1.20%
2	Mr. Deepong Sahachartsiri	6,000	1.20%
3	Mr. Surasak Khemthongkum	6,000	1.20%
4	Mr. Chatchai Chotanakarn	6,000	1.20%
5	Ms. Charanya Sansukdee	6,000	1.20%
6	Mr. Satit Rungkasiri	6,000	1.20%

Nobody entitled to receive warrants at the rate exceeding 5 percent of the warrant to be issued and offered for sale.

7. Employees who entitled to receive warrants at the rate exceeding 5 percent of the warrant to be issued and offered for sale

Nobody entitled to receive warrants at the rate exceeding 5 percent of the warrant to be issued.

8. Effects upon shareholders from this ESOP allocation

In case all warrants are exercised by all directors and employees 500,000 shares as calculated from the paid-up capital 56,167,890 shares effects upon existing shareholders due to reduced ownership ratio (or control dilution) and earning per share ratio equal to 0.88% and price dilution 0.26% compare to the market price.

9. Warrant allocation obligations between the company and directors and employees of the company

Qualifications of Directors and employees Eligible for Warrant Allocation

: Any directors and employee of the Company at the issuance date.

Allocation Criteria : The Board of Directors, the Executive Board, or the person who are authorized by Board of Directors has the authority to determine the list of employee, number of warrants for



each employee. The number of warrants as determined will not necessarily be in the same amount, but will be varied based on the position, salary base, work experience, years of service, performance and potential, as well as benefits providing to the Company.

Exercise Conditions :

1). A holder of the warrant certificate who wishes to exercise their rights to purchase ordinary shares must be directors or employees of the company on that exercise period except any directors or employees who retire from the company pursuant to the company's work rules, or by reason of decease, disappearance, infirmity, or incompetent, such warrants will be entitled to exercise by a holder and/or shall then pass on to the inheritor (as the case may be) until the term of warrants.

2). The Board of Directors, the Executive Board, or the person who are authorized by Board of Directors has the authority to consider and prescribe conditions to the details to buy ordinary share for the entitled directors and employees.

3). If any directors or employees is no longer a director or employees of the company by reason of stop employment, terminated by the company or resign prior to expiration of the exercise period, such directors and employees shall not be entitled to exercise their warrants to purchase ordinary shares of the Company. Remaining warrants which any directors and employees are unable to exercise shall be submitted to the Company for cancellation.

10. Rights of Shareholders in opposition (veto) the issuance and offering of ESOP

Pursuant to Clause 14 of the Notification of the SEC No. GorJor. 36/2544 dated October 19, 2001, the issuance and offering of warrants to directors or employees shall be approved by the Shareholders' Meeting with the votes of not less than three quarters of all votes of shareholders attending the meeting and having the right to vote and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of shareholders attending 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 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.

อากร
แสตมป์
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.....อำเภอ/เขต.....
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 57 ปี
Mr. Chatchai Chotanakarn Independent Director Age 57 Years
ที่อยู่ 14 ซ. บุญชูศรี ถนนดินแดง แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
Residing at 14 soi Boonchoosri Dindaeng Rd. Samsaennai Phayathai, Bangkok 10400
3. นายสาธิต รังคสิริ กรรมการอิสระ อายุ 50 ปี
Mr. Satit Rungkasiri Independent Director Age 50 Years
ที่อยู่ 276 ซ. ลาดพร้าว 130 แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240
Residing at 276 Ladprao 130 Klongchan Bangkokkapi Bangkok 10240
4. นางสาวจรรยา แสงสุขดี กรรมการอิสระ อายุ 45 ปี
Ms. Jaranya Saengsukdee Independent Director Age 45 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 2553)
(details specified in the attachment no.4 of the invitation notice of the AGM 2010)

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 2553 ในวันพุธที่ 21 เมษายน 2553 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 2010 on Wednesday, 21 April 2010 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 2552
Agenda No.3 Certify the Minutes of Annual General Shareholders' Meeting 2009
- (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 2552 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับ
อนุญาตแล้ว และอนุมัติรายงานประจำปีของคณะกรรมการ
Agenda No.4 Acknowledge and Approve the Company's financial statement FY 2009 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 รับทราบการจ่ายเงินปันผลระหว่างกาล จากผลการดำเนินงานระหว่างวันที่ 1 มกราคม 2551 – 30 กันยายน 2552
ซึ่งได้จ่ายให้แก่ผู้ถือหุ้น ณ. วันที่ 30 กรกฎาคม และ 9 ธันวาคม 2552
Agenda No.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
- (ไม่มีการลงมติในวาระนี้/ No casting of votes for this agenda)
- วาระที่ 6 พิจารณาอนุมัติการจัดสรรเงินกำไร และการจ่ายเงินปันผล ประจำปี 2552
Agenda No.6 Consider and Approve profit allocation for dividend payment and legal reserve for the operating result of the
year 2009
- (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 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระสำหรับปี 2553
Agenda No.7 Consider and Approve re-election of Directors who retired by rotation
- (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. นายมิทซุจิ โคโนชิตะ Mr. Mitsuji Konoshita
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นายดีพงค์ สหะชาติศิริ Mr. Deepong Sahachartsiri
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. นายฉัตรชัย โชตนาการ Mr. Chatchai Chotanakarn
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 8 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการสำหรับปี 2553
Agenda No.8 Consider and Approve the Remunerations of the Board of Directors for FY 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 9 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี พร้อมกำหนดจำนวนเงินค่าสอบบัญชี ประจำปี 2553
Agenda No.9 Consider and Approve the Appointment of external Auditor and determine the remunerations for 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 10 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิสำหรับซื้อหุ้นสามัญของบริษัท ครั้งที่ 4 จำนวน 500,000 หน่วย เพื่อจัดสรรแก่กรรมการและพนักงานของบริษัท ตามโครงการ ESOP ครั้งที่ 3 (GL-WC)
Agenda No. 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)
- (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 11 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 32,500,000 บาท จากทุนจดทะเบียน จำนวน 399,000,000 บาท เป็นทุนจดทะเบียนจำนวน 431,500,000 บาท
Agenda No. 11 Consider and Approve the 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
- (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 12 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน จำนวน 6.5 ล้านหุ้น เพื่อเสนอขายให้แก่บุคคลในวงจำกัด และรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จัดสรรสำหรับกรรมการและพนักงาน ครั้งที่ 3 (GL-WC) และมอบอำนาจในการดำเนินการเกี่ยวกับการจัดสรรตลอดจนเสนอขายใบสำคัญแสดงสิทธิดังกล่าว
Agenda No. 12 Consider and Approve the allocation of the increased ordinary 6,500,000 shares offering to the specific investors by private placement and reservation for exercise of ESOP no.3 (GL-WC)
- (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 13 พิจารณานุมัติให้มีการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียนบริษัท
Agenda No. 13 Consider and Approve the amendment of Clause 4 of Memorandum of Association in respect of the Company's registered capital
- (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 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 14 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 หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

