

No. GL04/2009

February 18th, 2009

Subject: Annual General Meeting of Shareholders and Dividend Payment

Attention: The President
The Stock Exchange of Thailand

Group Lease Public Company Limited would like to inform the following resolutions of the Board of Directors' Meeting held on February 17th – 18th, 2009

1. The Board of Directors of Group Lease Public Company Limited has acknowledged company's financial statements for the year ended December 31st, 2008. After having the careful consideration of company's financial status, 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 1.96 – 2.84 Baht per share (up to the first exercising amount of GL-W1). 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 1.71 - 2.59 Baht per share shall be paid to shareholders, the certain calculation of dividend per share will be announced after the first exercise of GL-W1.

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.

2. The Annual General Meeting of Shareholders date is confirmed to be on Wednesday, April 22nd, 2009 at 10.00 hrs., at the head office, 4th floor meeting room of the company located at 63, Soi 1, Thetsabannimitai Road, Kwaeng Ladyao, Khet Chatuchak, Bangkok 10900. The record date to determine shareholders name for the right to attend AGM is on March 18th, 2009 and according to the Clause 225 of The Security and Exchange Act, the closing register date of transfer the share capital is on March 19th, 2009. The agenda would be as follows :

- Agenda 1 Inform that the invitation to this meeting is in accordance with Thai law and regulations.
- Agenda 2 The announcement of the quorum.
- Agenda 3 Certify the Minutes of the Extraordinary General Meeting of Shareholders no. 2/2008 held on October 27th, 2008.
- Agenda 4 Acknowledge and Approve the Company's financial statement FY 2008 ended December 31st, 2008 which has already been audited by the auditor and approve the directors' annual report.
- Agenda 5 Consider and Approve the profit allocation and dividend payment for the operating result of the year ended December 31st, 2008 amount 153,500,000 Baht or 1.96 – 2.84 Baht per share (up to the first exercising amount of GL-W1).
- Agenda 6 Consider and Approve re-election of Directors who retired by rotation for the year 2009, 3 persons : Mr. Samart Chiradamrong, Mr. Surasak Khemthongkam and Mr. Satit Rangkasiri.
- Agenda 7 Consider and Approve the remunerations of the Board of Directors for the year 2009, amount not more than 3.5 million baht per annum equal to the year 2008.
- Agenda 8 Consider and Approve the Appointment of External Auditor and determine the remuneration for the year 2009, Ernst & Young office limited will be proposed to be the company's auditors for fiscal year 2009 which is the 3rd service year. Their remuneration not more than 950,000 Baht per annum excluded other expenses.
- Agenda 9 Consider and Approve amendment of the Articles of Association accord with the new SEC Act as follows :

Article 3

Old "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."

New "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

Old "...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"

New "...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

Old "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."

New "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."

Agenda 10 Consider any other business (if any)

Please be informed accordingly.

Yours sincerely,

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(Samart Chiradamrong)
Managing Director