

(Translation)

Registration No. Bor Mor Jor 40854600040

No. 2009/12

Date : March 25, 2009

Subject : Invitation to the Annual General Meeting of Shareholders No. 25/2009

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 24/2008 held on April 25, 2008
2. The annual report of the Board of Directors for the year 2008 with copies of the Balance Sheets and Profit and Loss Statement and the Independent Auditor's Report as at December 31, 2008.
3. List of directors retiring upon the expiration of their term, who are proposed for re-appointment and their curriculum vitae in brief
4. Definition of independent directors
5. List of documentation required for attendance the Meeting
6. Articles of Association relating to Shareholders' Meeting
7. Proxy Forms
8. The Venue for the Annual General Meeting of Shareholders No. 25/2009
9. Registration Forms

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "Company") No. 3/2009 held on March 25, 2009 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 25/2009 on April 28, 2009 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda to be considered is as follows:

Agenda item 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 24/2008 held on April 25, 2008.

Fact and reason

The Company has prepared minutes of The Annual General Meeting of Shareholders No. 24/2008 which was held on April 25, 2008 and submitted this minutes to SET and MOC within the time frame required. The meeting is therefore required to certify the minutes of The Annual General Meeting of Shareholders No. 24/2008 which was held on April 25 as enclosed herein. (Attachment 1)

Board of Directors's Opinion

The minutes of the Annual General Meeting of Shareholders No. 24/2008 which was held on April 25, 2008 have been recorded accurately, therefore, they should be proposed to the meeting of the shareholders for certification.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 2. To consider and approve the re-appointment of the directors who are going to vacate the office upon the expiration of their term.

Facts and reason

Under the Public Company Limited Act B.E. 2535 and Clause 13 of the Company's articles of association, at least one-third of the Board of Directors must vacate office upon the expiration of their term. If their number is not a multiple of three, then the number nearest to one-third of the directors must vacate office. The vacating directors can be re-elected

The directors who will vacate the office this year and will be proposed to be re-appointed by the meeting are:

- | | |
|--------------------------------------|----------------------|
| 1. Mr. Pradit Sawattananond | Independent Director |
| 2. Asso. Prof. Supriya Kuandachakupt | Independent Director |
| 3. Mr. Huang , Cheng-Ming | Director |
| 4. Mr. Liu, Chia Jeang | Director |
- (Mr.Liu, Chia Jeang was appointed to be a director by the Board of Directors' Meeting no.2/2009 on February 25, 2009 in place of Mr. Chen, Chi-Ching who is going to vacate office upon the expiration of his term this year)

(please see the curriculum vitae of the 4 directors enclosed Attachment 3 and the Definition of independent directors enclosed in Attachment 4 for your information)

Rules for selection of Directors

The Company does not have an established nominating committee to select directors. The Board of Directors considers a person selected to be a director as someone who must have the appropriate qualifications as well as experience and skill based on their directorship performance and who are not prohibited by law.

Board's Opinion

The above four (4) retiring directors have the appropriate qualifications as well as the experience and skill and have contributed greatly to the Company. They are also qualified under the Public Company Limited Act B.E. 2535. As for the independent directors, they are qualified under definition of independent directors as promulgated by the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"). They, therefore, are appropriate for being re-appointed for another term.

The re-appointment of the above four (4) retiring directors for another term should be proposed to the meeting of shareholders for approval.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 3. To consider and approve the remuneration of directors for the year 2009

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company may pay directors' remunerations which shall be fixed by the Annual General Meeting of Shareholders in order to support their contribution to the Company. The Board of Directors then resolved that the remuneration of the directors for year 2009 be proposed to the Meeting of shareholders for approval as follows:

Comparison of the remuneration of directors for year 2009 and 2008

Position	2009			2008		
	Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus	Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus
Chairman of the Audit Committee/ Independent Director	30,000	6,000	90,000	30,000	6,000	-
Audit Committee Member/ Independent Director	20,000	6,000	60,000*	20,000	6,000	-
Chairman of the Board of Directors/ Executive Directors/ Non-Executive Director	10,000	-	-	10,000	-	-
External Director**	10,000	6,000	30,000	10,000	6,000	-

Remark : * The bonus will be paid to 2 Audit Committee/ Independent Directors namely Mr.Anant Svattananon and Associate Professor Dr.Supriya Kuandachakupt. Mr.Kasem Akanesuwana, who was appointed to be an Audit Committee Member/Independent Director by the Board of Directors' Meeting no. 2/2009 on February 25, 2009, will not be entitled to the bonus.

** External Director = Mrs.Patima Chavalit

This year, the company proposed to pay a bonus equivalent to 3 months fixed monthly remuneration to Mr. Pradit Sawattananond Chairman of the Audit Committee/ Independent Director, Mr. Anant Svattananon, Associate Professor Dr. Supriya Kuandachakupt Audit Committee Member / Independent Director, and Mrs. Patima Chavalit the External Director due to the continuous contributions made by them over the past years.

The Company has 3 types of remuneration, these are fixed monthly remuneration, meeting allowance and bonus. The Company does not have an established remuneration committee to consider the appropriate remuneration. The remuneration, however, has been carefully considered by the Board of Directors in comparison with appropriate industry sector and the Company's profitability.

Board's Opinion

The remuneration of the directors for the year 2009 should be proposed to the meeting of shareholders for approval as follows:

Unit : Baht

Position	2009		
	Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus
Chairman of the Audit Committee / Independent Director	30,000	6,000	90,000
Audit Committee Member / Independent Director	20,000	6,000	60,000
Chairman of the Board of Directors / Executive Directors / Non-Executive Director	10,000		-
External Director	10,000	6,000	30,000

Remark: This agenda item requires the resolution of two-thirds of the votes of all shareholders present at the meeting

Agenda item 4. To consider and acknowledge the annual report of the Board of Directors for the year 2008.

Facts and reason

According to the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented at the Annual General Meeting of shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2008 is enclosed herein as Attachment 2 with the notice to the Meeting.

Board's Opinion

The annual report of the Board of Directors for the year 2008 should be proposed to the meeting of shareholders for acknowledgement.

Remark: No resolution is required since this agenda item is to inform the meeting and have the meeting consider and acknowledge the agenda item.

Agenda item 5. To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2008, which have been reviewed by the Audit Committee and audited by the certified auditor.

Facts and reason

According to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, which has been audited by the certified auditor, to the Annual General Meeting of Shareholders. Details of the audited financial statements and the report of the Independent Auditor as at December 31, 2008, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2008 and enclosed herein as Attachment 2 with the notice to the Meeting.

Board's Opinion

The said Company's audited financial statements and the report of the Independent Auditor as at December 31, 2008 which was reviewed by the audit committee and audited by the certified auditor should be proposed to the meeting of shareholders for approval.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 6. To consider and approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2008.

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, if the Company has no accumulated loss, it may distribute a dividend by taking into consideration the Company's dividend policy at 40 percent – 70 percent of the annual net profit. Also, the allocation of not less than 5 percent of the annual net profit, less the accumulated loss brought forward (if any), to a legal reserve shall be made until the fund attains an amount of no less than 10 percent of the registered capital.

Comparison of Dividend Payment for year 2009 and 2008

Dividend Payment Detail	2009	2008
1 Net Profit (Consolidated)	178,922,302 Baht (Net Profit of Year 2008)	166,381,125 Baht (Net Profit of Year 2007)
2 No. of Shares	230,000,000 Shares	230,000,000 Shares
3 Dividend Payment per Share	0.54 Baht	0.50 Baht
4 Total Dividend Paid	124,200,000 Baht	115,000,000 Baht
5 Dividend Payout Ratio	69.42%	69.12%

Remark : The company pay corporate income tax at 25% from accounting year 2006 to 2010.

Board's Opinion

For the Company's operating results from January 1, 2008 – December 31, 2008, the annual net profit was 178,922,302 Baht. The Board of Directors propose that the Meeting approve the appropriation of annual net profit for the year 2008 as follows:

1. The legal reserve at 5 percent of the net profit of the company's separate financial statements or equal to the amount of 9,690,090 Baht.
2. Dividend payment at the rate equivalent to 0.54 Baht per share in the total amount of 124,200,000 Baht to the existing shareholders, whose names appear in the register of shareholders. The schedule to close the register of shareholders, for suspension of share transfer to determine the rights of the shareholders to receive dividends in relation to a total of 230,000,000 shares is set for April 8, 2009 and the schedule for paying dividends is on May 15, 2009.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 7. To consider and approve the appointment of the certified auditors and to approve the auditing fees for the year 2009

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the appointment of the Company's auditors and the fixing of the auditing fees shall be annually determined by the Annual General Meeting of Shareholders. In this regard the audit committee, by approval of Board of Directors, elected the Company's auditors in accordance with the Public Company Limited Act B.E. 2535 and the notification of the SEC no. Kor.Chor 39/2548 re: the criteria, conditions and methods for the disclosure of information as to the financial status and the business performance of the companies issuing securities (No. 20). It is hereby proposed to the meeting to appoint the following persons as the Company's auditors;

1. Ms. Vissuta Jariyathanakorn Certified Public Accountant (Thailand) No.3853 or
2. Mr. Sophon Permsirivallop Certified Public Accountant (Thailand) No.3182 or
3. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970

of Ernst & Young Office Limited to be auditors of the Company for the fiscal year ending December 31, 2009. In this regard, any of the said persons shall audit and certify the financial statements of the Company. In addition, the said auditors have no relationship or interest related to the Company, its affiliates, management, major shareholders, or any persons related to the said entities and persons, therefore, the company's auditors are independent in auditing and giving opinion on the Company's financial statement. Moreover, the said auditors have not been appointed for more than 5 consecutive years in auditing, reviewing or giving opinion on the Company's financial statement. Currently, Ms. Vissuta Jariyathanakorn of Ernst & Young Office Limited has efficiently been performing the duty as an auditor during the last 4 years of contributory services (2005-2008).

The said auditors shall also be the auditors of the Company's subsidiary, Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary). The audit committee by approval of Board of Directors, hereby requests the meeting to approve the remuneration of the auditors for the fiscal year ending December 31, 2009 for an amount of not more than Baht 1,020,000 for the financial statements prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E.2547 and for an amount of not more than Baht 470,000 for the financial statements prepared in accordance with the International Financial Reporting Standards ("IFRS"). The details of such auditors' remuneration when compared with the auditors' remuneration for the financial statements prepared in accordance with Thailand's Generally Accepted Accounting Standard and IFRSs for the year 2009 and 2008 are as follows;

**Comparison of Auditing Fee for year 2009 and 2008
for the financial statements prepared in accordance with
Thailand's Generally Accepted Accounting Standard**

Unit : Baht

Company	2009	2008	Difference	% Change
Company	1,020,000	1,000,000	20,000	2.00%
Subsidiary	900,000	880,000	20,000	2.27%
Total	1,920,000	1,880,000	40,000	2.13%

**Comparison of Auditing Fee for year 2009 and 2008
for the financial statements prepared in accordance with
International Financial Reporting Standards (IFRSs)**

Unit : Baht

Company	2009	2008	Difference	% Change
Company	470,000	450,000	20,000	4.44%
Subsidiary	470,000	450,000	20,000	4.44%
Total	940,000	900,000	40,000	4.44%

Subsidiary : Bangkok Grand Pacific Lease Public Company Limited.

During the last fiscal year, the Company and the Subsidiary paid other additional expense relating to auditing service totalling Baht 20,440. For other expenses, the Company and the Subsidiary received no another services from the office employing such auditor and persons related to the auditor and audit firm.

Board's Opinion

As per the recommendation made by the Audit Committee, the appointment of an auditor and the fixing of the auditing fee for the year 2009 described above should be proposed to the meeting of shareholders for approval.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 8. To consider and approve the re-clarification of the Board of Directors' Approval Authority for credit line provided to a Taxi Cooperative.

Facts and reason

The company proposes the re-clarification of the Board of Directors' Approval Authority which was approved by the resolution of the extraordinary shareholders meeting no. 2/2004 held on June 24, 2004. The hire purchase credit line provided to a Taxi Cooperative is not subject to the confinement of one customer or group for credit approval under the Hierarchy of the Board of Directors' Approval Authority. Instead, each individual member of the Taxi Cooperative who is the guarantor and responsible for installment payment shall be the base for the credit extension which naturally falls into the confinement of one customer or group.

Board's Opinion

The re-clarification of the Board of Directors' approval authority which was approved by the resolution of the extraordinary shareholders meeting no. 2/2004 held on June 24, 2004 should be proposed to the meeting of shareholders for approval. The hire purchase credit line provided to a Taxi Cooperative is not subject to the confinement of one customer or group for credit approval under the Hierarchy of the Board of Directors' Approval Authority. Instead, each individual member of the Taxi Cooperative who is the guarantor and responsible for the installment payment shall be the base for the credit extension which naturally falls into the confinement of one customer or group.

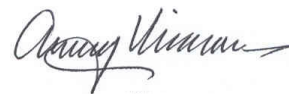
Remark: This agenda item requires the resolution of more than half of the votes of all shareholders present at the meeting and entitled to vote.

Agenda item 9. Other business (if any).

Kindly attend the meeting on the date and at the time and venue above-mentioned. If you cannot attend the Meeting and wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute the enclosed Proxy Form in Attachment 7, together with the Registration Form (Attachment 9), to this notice.

Remark: **To facilitate the completion of attendee registration, please submit to the Meeting the applicable documents pursuant to the list of documentation required to attend the Meeting, enclosed herein as Attachment 5 with this notice.**

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'Amnuay Viravan', with a stylized flourish at the end.

(Dr. Amnuay Viravan)
Chairman

Minutes of the Annual General Meeting of Shareholders No. 24th /2008
of
Asia Sermkij Leasing Public Company Limited

Time and Place

Held on April 25, 2008, at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

Directors Present

- | | |
|--|--|
| 1. Dr. Amnuay Viravan | Chairman of the Board of Directors/
Chairman of the Executive Board of
Directors |
| 2. Mr. Lo, Jun-Long | Executive Director/ Managing Director |
| 3. Mr. Tientavee Saraton | Executive Director/ Deputy Managing
Director |
| 4. Mr. Shen, Ying-Hui | Executive Director |
| 5. Mrs. Patima Chaowalit | Director |
| 6. Mr. Pradit Sawattananont | Chairman of Audit Committee/
Independent Director |
| 7. Mr. Anant Svattananon | Audit Committee/ Independent Director |
| 8. Asso. Prof. Dr. Supriya Kuandachakupt | Audit Committee/ Independent Director |

Directors Absent

- | | |
|--------------------------|----------|
| 1. Mr. Huang, Cheng-Ming | Director |
| 2. Mr. Liao, Ying-Chih | Director |
| 3. Mr. Chen, Fong-Long | Director |
| 4. Mr. Chen, Chi-Ching | Director |

Management Present

- | | |
|----------------------------|---|
| 1. Dr. Amnuay Viravan | Chairman of the Executive Board of
Directors |
| 2. Mr. Lo, Jun-Long | Managing Director |
| 3. Mr. Tientavee Saraton | Deputy Managing Director |
| 4. Mr. Srayuth Khaola-iead | General Manager |
| 5. Mr. Danai Lapaviwat | Chief Financial Officer |
| 6. Mr. Sarayuth Chaisawadi | Chief Information Officer/
Acting Chief Administrative Officer |

Auditor Present

- | | |
|----------------------------|------------------------------|
| 1. Ms. Ponnard Wattanawong | Ernst & Young Office Limited |
|----------------------------|------------------------------|

Independent Legal Advisors Present

- | | | |
|------------------|-------------|------------------------------------|
| 1. Mr. Maythawee | Sarathai | Mayer Brown JSM (Thailand) Limited |
| 2. Mr. Sudkhate | Jungcharoen | Mayer Brown JSM (Thailand) Limited |

Preliminary Proceeding

Dr. Amnuay Viravan, Chairman of the Board of Directors, was the Chairman of the Meeting. The Chairman stated to the Meeting that 47 shareholders were present in person or by proxy at the Meeting, holding altogether 201,535,171 shares, accounting for 87.62 percent of paid-up shares (The Company has a total of 606 shareholders, holding altogether 230,000,000 shares). Thus, a quorum of the Meeting was deemed constituted.

Later, the Chairman declared opening of the Meeting and appointed Mr. Lo, Jun-Long to proceed the Meeting to consider the following agenda.

The Independent legal advisor, as the inspector, stated to the Meeting regarding the voting criteria of each agenda that if no shareholders vote against or abstain from casting his/her vote, it shall be deemed that such shareholder has approved in accordance with the proposed resolution. However, if any shareholders vote against or abstain from casting his/her vote, such shareholder shall write his/her vote on the ballot provided. With regards to the voting calculation method, the Company will use the 1 share: 1 vote method. In calculating the votes, the Company will deduct the contradictory vote and no-vote from the affirmative votes. In case the shareholder appoints a proxy to vote as per such shareholder's instruction, the Company shall initially record such instructed vote in the computer for further calculation in each agenda.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 23rd/2007 held on April 25, 2007

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that a copy of the Minutes of the Annual General Meeting of Shareholders No. 23rd/2007, held on April 25, 2007, was enclosed with the Invitation to this Meeting and the Board of Directors opined that the Minutes of the said shareholders' meeting should be proposed to the Meeting of shareholders to certify.

The Chairman, therefore, requested the Meeting to consider and certify the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The Minutes of the Annual General Meeting of Shareholders No. 23rd/2007 held on April 25, 2007 be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Agenda 2 To consider and approve the re-appointment of the directors and members of the Audit Committee who are going to vacate office upon the expiration of their term

Mr. Danai Lapaviwat, the secretary of the Board of Directors, informed the Meeting that:

The retiring directors who are proposed for re-appointment are as follows:

- | | |
|--------------------------|------------------------------------|
| 1. Dr. Amnuay Viravan | Chairman of the Board of Directors |
| 2. Mr. Tientavee Saraton | Director |
| 3. Mr. Chen, Fong-Long | Director |
| 4. Mrs. Patima Chavalit | Director |

The retiring members of the Audit Committee who are proposed for re-appointment are as follows:

- | | |
|--|--|
| 1. Mr. Pradit Sawattananond | Chairman of the Audit Committee
(May 22, 2008 – May 21, 2010) |
| 2. Mr. Anant Svattananon | Member of the Audit Committee
(May 22, 2008 - May 21, 2010) |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee
(May 22, 2008 – May 21, 2010) |

According to the Company's Articles of Association, at every Annual General Meeting, one-third of the directors shall retire. This year, four (4) directors, Dr. Amnuay Viravan, Mr. Tientavee Saraton, Mr. Chen, Fong-Long and Mrs. Patima Chavalit and three (3) members of the Audit Committee, Mr. Pradit Sawattananond, Mr. Anant Svattananon and Asso. Prof. Dr. Supriya Kuandachakupt, who have provided great contributions to the Company, shall vacate office. The board of directors then resolved that the re-appointment of the above four (4) retired directors and three (3) retired members of the Audit Committee for another term be proposed to Meeting of shareholders for approval. The curriculum vitae of 7 directors were enclosed to the Invitation to this Meeting and send to the Shareholders.

The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Attachment 1
Supporting Documents for Agenda 1

Resolved That: The re-appointment of the above four (4) retired directors, Dr. Amnuay Viravan, Mr. Tientavee Saraton, Mr. Chen, Fong-Long and Mrs. Patima Chavalit and three (3) members of the Audit Committee, Mr. Pradit Sawattananond, Mr. Anant Svattananon and Asso. Prof. Dr. Supriya Kuandachakupt, for another term be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining as follows:

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Dr. Amnuay Viravan	Chairman of the Board of Directors	201,535,171 100.00 %	0 0.00%	0 0.00%
2. Mr. Tientavee Saraton	Director	201,535,171 100.00 %	0 0.00%	0 0.00%
3. Mr. Chen, Fong-Long	Director	201,535,171 100.00 %	0 0.00%	0 0.00%
4. Mrs. Patima Chavalit	Director	201,535,171 100.00 %	0 0.00%	0 0.00%
5. Mr. Pradit Swattananond	Chairman of the Audit Committee/ Independent Director	201,535,171 100.00 %	0 0.00%	0 0.00%
6. Mr. Anant Svattananon	Audit Committee/ Independent Director	201,535,171 100.00 %	0 0.00%	0 0.00%
7. Asso. Prof. Dr. Supriya Kuandachakupt	Audit Committee/ Independent Director	201,535,171 100.00 %	0 0.00%	0 0.00%

Agenda 3 To consider and approve the remuneration of directors for the year 2008

Mr. Danai Lapaviwat, the secretary of the board of directors, stated to the Meeting that in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company may pay the director remuneration which shall be fixed by the Annual General Meeting in order to support their contribution to the Company. The Board of Directors then resolved that the remuneration of the directors for year 2008 be proposed to the Meeting of shareholders for approval as follows:

Attachment 1
Supporting Documents for Agenda 1

Position	2008		2007	
	Fixed Remuneration (Baht per month)	Meeting Allowance (Baht per meeting)	Fixed Remuneration (Baht per month)	Meeting Allowance (Baht per meeting)
1. Chairman of the Audit Committee/ Independent Director	30,000	6,000	30,000	-
2. Audit Committee Member/ Independent Director	20,000	6,000	20,000	-
3. Chairman of the Board of Directors/ Non-Executive Director	10,000	-	10,000	-
4. External Director	10,000	6,000	10,000	-

The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The remuneration of the directors for year 2008 be approved as follows:

Position	2008	
	Fixed Remuneration (per month)	Meeting Allowance (per meeting)
Chairman of the Audit Committee/ Independent Director	30,000	6,000
Audit Committee Member/ Independent Director	20,000	6,000
Chairman of the Board of Directors/ Executive Directors/ Non-Executive Director	10,000	-
External Director	10,000	6,000

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Suggestions from the Meeting: Mr. Supoj Auechailertkul, who holds 101 shares in the Company, suggested that the Company indicate the number of the External Directors of the Company in the agenda of the next meeting.

Agenda 4 To consider and acknowledge the annual report of the Board of Directors for year 2007

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented at the Annual General Meeting for the right of the shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2007 is enclosed as Attachment 2 with the Invitation to this Meeting.

Mr. Lo, Jun-Long, the Managing Director, reported to the Meeting a summary of the annual report of the Board of Directors for year 2007, which was resolved to propose to the Meeting of shareholders to acknowledge the said year 2007 annual report.

The Chairman, therefore, requested the Meeting to consider and acknowledge the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The annual report of the Board of Directors for year 2007 be acknowledged.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Agenda 5 To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2007, which have been reviewed by the Audit Committee and audited by the certified auditor

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, of which were audited by the certified auditor, at the Annual General Meeting. Details of the audited financial statements and the report of the independent auditor as at December 31, 2007, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for year 2007 and enclosed herein with the Invitation to this Meeting. The summary is total assets are Baht 10,865,604,921, total liabilities are

Baht 9,203,241,165, total shareholders' equity is Baht 1,662,363,756, total revenues are Baht 1,072,918,711, total expenses are Baht 906,537,586 and net profit is Baht 166,381,125. Also, the Board of Directors resolved that the said Company's audited financial statements and the report of the Independent Auditor as at December 31, 2007 be proposed to the Meeting of shareholders for approval.

The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The audited financial statements and the report of the Independent Auditor as at December 31, 2007, which have been reviewed by the Audit Committee and audited by the certified auditor, be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Agenda 6 To approve the appropriation of annual net profit and dividend payment from operating performance of year 2007

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, if the Company has no accumulated loss, it may distribute the dividends by taking into consideration the Company's dividend policy at 40 percent – 70 percent of the annual net profit. Also, allocation of not less than 5 percent of the annual net profit, less the accumulated loss brought forward (if any), to a legal reserve shall be made until the fund attains an amount of no less than 10 percent of the registered capital.

Mr. Lo, Jun-Long, the Managing Director, reported to the Meeting that for the Company's operating results from January 1, 2007 – December 31, 2007, the annual net profit was Baht 166,381,125. The Board of Directors resolved to propose to the Meeting of shareholders for approval of the appropriation of annual net profit for year 2007 as follows:

1. The legal reserve is at 5 percent of the net profit of the Company's separate financial statements or equal to the amount of Baht 8,625,797.
2. Dividend payment is at the equivalent rate of Baht 0.50 per share in the total amount of Baht 115,000,000 to the existing shareholders, whose names appear in the register of shareholders. The schedule to close the register of shareholders, for suspension of share transfer to determine the rights of the shareholders to receive dividends in relation to total

Attachment 1
Supporting Documents for Agenda 1

230,000,000 shares is set for April 8, 2008 from 12.00 and the schedule date for paying dividends is May 15, 2008.

Comparison of Dividend Payment

Dividend Payment Detail	2008	2007
1 Net Profit (Consolidated)	Baht 166,381,125 (Net Profit of Year 2007)	Baht 118,571,847 (Net Profit of Year 2006)
2 No. of Shares	230,000,000 Shares	230,000,000 Shares
3 Dividend Payment per Share	Baht 0.50	Baht 0.35
4 Total Dividend Paid	Baht 115,000,000	Baht 80,500,000
5 Dividend Payout Ratio	69.12 %	67.89 %

The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appropriation of annual net profit and dividend payment for the year 2007 operating result be approved as follows:

1. The legal reserve is at 5 percent of the net profit of the Company's separate financial statements or equal to the amount of Baht 8,625,797.
2. Dividend payment is at the equivalent rate of Baht 0.50 per share in the total amount of Baht 115,000,000 to the existing shareholders, whose names appear in the register of shareholders. The schedule to close the register of shareholders, for suspension of share transfer to determine the right of the shareholders in receiving dividends in relation to total 230,000,000 shares is set for April 8, 2008 from 12.00 and the schedule date for paying dividends is May 15, 2008.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Suggestions from the Meeting: Mr. Supoj Auechailertkul who holds 101 shares in the Company suggests that the Company indicate the rate of the corporate income tax imposed to the Company in the agenda of the next meeting.

Agenda 7 To consider and approve an appointment of an auditor and approve an auditing fee for year 2008

1. Ms. Vissuta Jariyathanakorn
Certified Public Accountant (Thailand) No.3853 or
2. Mr. Sophon Permsirivallop
Certified Public Accountant (Thailand) No.3182 or
3. Ms. Sumalee Reewarabandith
Certified Public Accountant (Thailand) No.3970

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2008 financial statements. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its certified auditors to perform the audit and express an opinion on the company's financial statements in their place.

The auditing fees are set in the amount of Baht 1,000,000 for the financial statements prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E. 2547 and in the amount of Baht 450,000 for the financial statements prepared in accordance with the International Financial Reporting Standards (IFRSs)

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, appointing the Company's the auditor and fixing the auditing fee shall be annually determined by the Annual General Meeting. In addition, according to good corporate governance for the appointment of an auditor, the Company should not use the same auditor for more than 5 consecutive years. Currently, Ms. Vissuta Jariyathanakorn of Ernst & Young Office Limited has efficiently been performing the duty as an auditor and has been the auditor for the Company and for Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary) during the last 3 years of services (2005-2007). In year 2008, the Board of Directors deems it appropriate to propose to the Meeting appointing the same auditors and fixing the auditing fees for year 2008 as per the details above.

The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appointment of the Company's auditor with the auditing fee for the year 2008 be approved as follows:

1. Ms. Vissuta Jariyathanakorn
Certified Public Accountant (Thailand) No.3853 or
2. Mr. Sophon Permsirivallop
Certified Public Accountant (Thailand) No.3182 or

3. Ms. Sumalee Reewarabandith
Certified Public Accountant (Thailand) No.3970

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2008 financial statements. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its certified auditors to perform the audit and express an opinion on the company's financial statements in their place.

The auditing fees are set in the amount of Baht 1,000,000 for the financial statements prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E. 2547 and the in the amount of Baht 450,000 for the financial statements prepared in accordance with the International Financial Reporting Standards (IFRSs)

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Agenda 8 To consider and approve the issuance of debt instruments

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting the reasons for issuing debt instruments and the details of the debt instruments issuance which was resolved by the Board of Directors to propose to the Meeting of shareholders to approve as follows:

The Company's operating funds mainly depend on borrowings from financial institutions as well as capital and profits generated from the Company's performance. The Board of Directors deems it appropriate for the Company to raise funds for managing the liquidity and financial costs of the Company by issuing debt instruments as per the following details.

- | | |
|--------------|---|
| Type | : Debenture and/or Bill with the name of the holder specified or with the bearer certificate, subordinated, non-subordinated, with or without security or representative |
| Total amount | : Not exceeding Baht 3,000 Million or other currency in equivalent amount |
| Term | : Not more than 5 years from the date of issuance |
| Allocation | : Offer to the public and/or institutional investors and/or certain investors (private placement) and/or local investors and/or foreign investors in accordance with the relevant notifications of the Office of the Securities and Exchange Commission. The debt instruments may be issued and offered in one or more tranches or in one or several occasions. |

The Chairman, therefore, requested the Meeting to consider and approve the matter.


The Meeting considered the same and unanimously resolved as follows:

Resolved That: The issuance of debt instruments proposed by the Board of Directors be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 201,535,171 votes in favour and none against or abstaining.

Agenda 9 Other business (if any).

There was no other business proposed for the Meeting's consideration. The Chairman, therefore, declared of the Meeting closed at 4.30 p.m.



(Dr. Amnuay Viravan)
Chairman of the Meeting

Personal Profiles of the Retired Directors Who Are Proposed for Re-Appointment and Independent Director to be appointed as a proxy

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
Age	60
Address	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Highest education	Master of Business Administration, Central State University, Oklahoma, U.S.A.
Experience	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited Independent Director / Audit Committee Member, KGI Securities Public Company Limited Advisor of the Committee on Economics Department, The House of Representatives Director, Thailand Securities Depository Co., Ltd. Specialist of Committee on Finance, Banking and Financial Institution, The House of Representatives
Director training program	Director Accreditation Program No. 19/2004, Thai Institute of Directors Association Director Certification Program No. 3/2000, Thai Institute of Directors Association
Year of Directorship	4 years
Position in other listed Company	2 1 Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited 2 Independent Director / Audit Committee Member, KGI Securities Public Company Limited
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2008	6 meetings in total: 6 meetings attended
Interest in any agendas	Agenda 2: To consider and approve the re-appointment of the directors who are going to vacate the office upon the expiration of their term. Agenda 3: To consider and approve the remuneration of directors for the year 2008
Shareholding as of Dec 31, 08	60,000 0.03% of the voting right shares

Personal Profiles of the Retired Directors Who Are Proposed for Re-Appointment

Asso. Prof. Supriya Kuandachakupt	Audit Committee/ Independent Director
Age	55
Highest education	Doctor of Economics, University of Hawaii U.S.A.
Experience	Associate Professor, Department of Economics, Faculty of Economics,, Kasetsart University Advisor to Director-General of Fiscal Policy Office, Fiscal Policy Office Dean of Faculty of Economics, Kasetsart University
Director training program	Director Accreditation Program No. 56/2006, Thai Institute of Directors Association Director Certification Program No. 97/2007, Thai Institute of Directors Association
Year of Directorship	2 years
Position in other listed Company	None
Position in Non-Listed Company	None
Position in Rival Companies/	
Connected business	None
Meeting Attendance in 2008	6 meetings in total: 5 meetings attended
Shareholding as of Dec 31, 08	60,000 (Including shares held by related persons) 0.03% of the voting right shares

Personal Profiles of the Retired Directors Who Are Proposed for Re-Appointment

Mr. Huang, Cheng-Ming	Director
Age	53
Highest education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.
Experience	Director, Asia Sermkij Leasing Public Company Limited Director, Bangkok Grand Pacific Lease Public Company Limited Senior Executive Vice President/Director, Financial One Corp. Director, Grand Pacific Holdings Corp. Chairman, Chailease International Leasing Co., Ltd. Non-executive Director, Responze TV International Ltd. Managing Director, AK Enterprise (Thailand) Co., Ltd. Senior Executive Vice President/Director, Chailease Finance Co., Ltd.
Director training program	None
Year of Directorship	4 years
Position in other listed Company	None
Position in Non-Listed Company	7 companies
	1 Director, Bangkok Grand Pacific Lease Public Company Limited
	2 Senior Executive Vice President/Director, Financial One Corp.
	3 Director, Grand Pacific Holdings Corp.
	4 Chairman, Chailease International Leasing Co., Ltd.
	5 Non-executive Director, Responze TV International Ltd.
	6 Managing Director, AK Enterprise (Thailand) Co., Ltd.
	7 Senior Executive Vice President/Director, Chailease Finance Co., Ltd.
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2008	6 meetings in total: 5 meetings attended
Shareholding as of Dec 31, 08	231,400 shares 0.10 % of the voting right shares

Personal Profiles of the Retired Directors Who Are Proposed for Re-Appointment

Mr.Liu, Chia Jeang	Director
Age	56
Highest education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.
Experience	Director, Asia Sermkij Leasing Public Company Limited Director, Bangkok Grand Pacific Lease Public Company Limited Member of Control Committee, Chailease International Leasing Co., Ltd. Chief Financial Officer, Financial One Corp Supervisor, Chailease Auto Service Co., Ltd. Supervisor, My-Funding Corp.
Director training program	None
Year of Directorship	- years (Appointed effective February 25, 2009 in place of Mr.Chen, Chi Ching who are going to vacate the office upon the expiration of his term in 2009)
Position in other listed Company	None
Position in Non-Listed Company	5 1 Director, Bangkok Grand Pacific Lease Public Company Limited 2 Member of Control Committee, Chailease International Leasing Co., Ltd. 3 Chief Financial Officer, Financial One Corp. 4 Supervisor, Chailease Auto Service Co., Ltd. 5 Supervisor, My-Funding Corp.
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2008	- (Appointed effective February 25, 2009 in place of Mr.Chen, Chi Ching who are going to vacate the office upon the expiration of his term in 2009)
Shareholding as of Dec 31, 08	- % of the voting right shares

Definition of Independent Directors

The company has defined the meaning of “Independent Directors” more strengthen than the criteria set by the Capital Market Supervisory Board Tor.Chor.14/2551 as follows:

1. Holding shares not exceeding 0.5 per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the appointment.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary.
4. Not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the appointment date.
5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the appointment date.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the appointment date.
7. Not being a director who has been appointed as a representative of the company’s director, major shareholder or shareholders who are related to the company’s major shareholder.
8. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company’s business affairs.

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

- a) In case attendance in person: Shareholder's Identification Card
- b) In case of appointing proxy: Completed of proxy form and a Copy of Identification Card of Shareholder and Identification Card or Passport (in case of foreigner) of proxy

1.2 Foreign individual person

- a) In case attendance in person: Shareholder's Passport
- b) In case of appointing proxy: Completed of proxy form and a Copy of Passport of the Shareholder and Identification Card or Passport (in case of foreigner) of proxy

2. Juristic persons

2.1 Thai juristic person

- a) In case attendance in person:
 - 1. Company's Affidavit issued, within the past 60 days, by Department of Business Development, Ministry of Commerce
 - 2. Completed proxy form with a Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy
- b) In case of appointing proxy:
 - 1. Company's Affidavit issued, within the past 60 days, by Department of Business Development, Ministry of Commerce
 - 2. Completed proxy form with a Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

2.2 Foreign juristic person

- a) In case attendance in person:
 - 1. Company's Affidavit issued, within the past 60 days, by Department of Business Development, Ministry of Commerce
 - 2. Completed proxy form with a Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy
- b) In case of appointing proxy:
 - 1. Company's Affidavit issued, within the past 60 days, by Department of Business Development, Ministry of Commerce
 - 2. Completed proxy form with a Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

- Note:
- 1) Shareholders/Proxies are requested to register at the Meeting between 2.00 p.m. and 3.00 p.m. of April 28, 2009.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 28, 2009.

**Articles of Association
of
Asia Sermkij Leasing Public Company Limited**

**Chapter IV
Shareholders' Meeting**

- 25 The board of directors shall call a shareholders' meeting, which is an annual general meeting of shareholders, within four months from the end of the fiscal year of the Company.

Shareholders' meetings, other than the one above-mentioned, shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting of shareholders any time the board of directors considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall call for a shareholders' meeting to be held within one month of the date of receipt of such request from the said shareholders.

- 26 In calling a shareholders' meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time and agenda of the meeting, as well as the matters to be proposed to the meeting with reasonable details by indicating clearly whether the matter proposed is as information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders at least seven days prior to the date of the meeting. The notice calling for the meeting shall also have been published for three consecutive days in a newspaper at least three days prior to the date of the meeting.

The shareholders' meeting shall be held at the head office of the Company or any other province in Thailand.

- 27 In the shareholders' meeting, a shareholder may authorise any other person as a proxy to attend and vote at the meeting on his or her behalf by submitting a proxy to the chairman of the board or the person designated by the chairman of the board prior to the proxy attending the meeting.

The power of attorney shall be dated and signed by the grantor in the form prescribed by the Registrar.

- 28 In order to constitute a quorum, the shareholders and proxies (if any) attending a shareholders' meeting shall not be fewer than twenty-five persons or not less than a half of the total number of shareholders and in either case such shareholders shall hold shares amounting to at least one-third of the total number of shares sold of the Company.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders at least seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

29 One share shall have one vote.

The voting shall be conducted openly, except in the case where five or more shareholders request and the meeting passes a resolution for secret voting. The procedure for secret voting shall be as prescribed by chairman of the meeting.

30 A resolution of a shareholders' meeting shall require:

- a. in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In the case of a tie vote, the chairman of the meeting shall have the casting vote;
- b. in the following events, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - i. the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - ii. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - iii. the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - iv. the amendment of the memorandum of association or the articles of association;
 - v. the increase or decrease of the Company's capital or the issuance of debentures;
 - vi. the amalgamation or dissolution of the Company; and
 - vii. other issues as stipulated by laws.

31 Business carried out in an annual general meeting shall be to:

- (i) consider reports presented by the board of directors on the Company's operation results over the past year;
- (ii) consider and approve a balance sheet and a statement of profit and loss over the past fiscal year;
- (iii) consider allocation of profit and reserve fund;
- (iv) elect directors to replace those vacating their office and fix remuneration;
- (v) appoint an auditor and fix remuneration; and
- (vi) undertake other business.

Proxy Form B

Written at

Date Month B.E.

(1) I/We Nationality
 residing at No. ... Road Sub-District
 District Province Postal Code

(2) being a shareholder of Asia Sermkij Leasing Public Company Limited
 holding the total amount of shares and have the rights to vote equal to votes as
 follows:

ordinary share shares and have the rights to vote equal to votes

preferred share shares and have the rights to vote equal to votes

(3) hereby appoint

(1) age years
 residing at No. ... Road Sub-District
 District Province Postal Code

(2) age years
 residing at No. ... Road Sub-District
 District Province Postal Code

(3) Mr. Pradit Sawattananond, Chairman of Audit Committee/ Independent Director age ..60.. years
 residing at No. ... 353/5 Road Sub-District Sripaya
 District Bangrak Province Bangkok Postal Code 10100

Either to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 25th/2009 on April 28, 2009 at 3.00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

or any adjournment to another date, time and place thereof.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

☐ **Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 24th /2008 held on April 25, 2008.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2 To consider and approve the re-appointment of the directors who are going to vacate the office upon the expiration of their term as follows:**

The vacated directors who are proposed for re-appointment are:

1. Mr. Pradit Sawattananond Independent Director
2. Asso. Prof. Supriya Kuandachakupt Independent Director
3. Mr. Huang, Cheng-Ming Director
4. Mr. Liu, Chia Jeang Director

(Mr.Liu, Chia Jeang was appointed to be a director by the Board of Directors' Meeting no.2/2009 on February 25,2009 in place of Mr. Chen,Chi-Ching who is going to vacate the office upon the expiration of his term this year)

(please see the curriculum vitae of the 4 directors enclosed in Attachment 3 for your information)

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve the appointment of all directors

☐ Approve

☐ Disapprove

☐ Abstain

☐ Approve the appointment of certain directors as follows:

Name of the Director Mr. Pradit Sawattananond

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director Asso. Prof. Supriya Kuandachakupt

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director Mr. Huang, Cheng-Ming

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director Mr. Liu, Chia Jeang

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 3 To consider and approve the remuneration of directors for the year 2009**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 4 To consider and acknowledge the annual report of the Board of Directors for the year 2008.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 5 To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2008, which have been reviewed by the Audit Committee and audited by the certified auditor.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 6 To approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2008.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 7 To consider and approve the appointment of the certified auditors and approve the auditing fees for the year 2009.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 8. To consider and approve the re-clarification of the Board of Directors' Approval Authority for credit line provided to a Taxi Cooperative.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 9. Other business (if any).**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follow:

☐ Approve ☐ Disapprove ☐ Abstain

(5) If the vote of the proxy in any agenda is not being as I/we have specified above, it shall be deemed that such vote is untrue and that it is not my/our vote as a shareholder.

(6) 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 on any matters other than those specified above, including in case there is any amendment to or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy at the said meeting, except for the case where the proxy does not vote as I/we have specified herein, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

1. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of shares or votes to several proxies.
2. For the Agenda to appoint Directors, the whole Board of Directors or certain directors can be appointed.
3. In case there are other agendas in addition to those specified above, the Grantor can specify his/her/its additional intention in the Allonge of Proxy Form.

Allonge of Proxy Form B

The appointment of proxy by the shareholder of Asia Sermkij Leasing Public Company Limited

At the Annual General Meeting of Shareholders No. 25th/2009, to be held on April 28, 2009 at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

.....

☐ Agenda Subject

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of the Director

The Venue for the Annual General Meeting of Shareholders No. 25th/2009

Asia Sermkij Leasing Public Company Limited

At 3.00 P.M., Grand Hall, The Bangkok Club, Sathorn City Tower, 28 Floor, 175 South Sathorn Road, Bangkok 10120

Tel : 02-679 5550 Fax : 02-285 1998

