



**Asia Sermkij Leasing Public Company Limited**

**Invitation Letter to Annual General Meeting of Shareholders No. 34/2018**

**April 11, 2018 at 3:00 p.m.,**

**At Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower,**

**175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok**

**(Translation)**

Registration No. Bor Mor Jor 0107546000393

No. 2018/07

Date : March 7, 2018

Subject : Invitation to the Annual General Meeting of Shareholders No. 34/2018

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017
2. The annual report of the Board of Directors for the year 2017 with copies of the Statements of Financial position and Comprehensive income and the Independent Auditor's Report as at December 31, 2017
3. List of directors retiring upon the expiration of their term, who are proposed for re-appointment and their curriculum vitae in brief and the profile of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy
4. Definition of independent directors
5. List of documentation required to attend the Meeting
6. Articles of Association relating to Shareholders' Meeting
7. Proxy Forms (Form B)
8. The Venue for the Annual General Meeting of Shareholders No. 34/2018
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2018 held on February 9, 2018 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 34/2018 on April 11, 2018 at 3:00 p.m., at Grand Hall, The Bangkok Club 28<sup>th</sup> Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda to be considered are as follows:

**Agenda 1. To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017.**

**Fact and reason**

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017 and submitted such Minutes to the Stock Exchange of Thailand and Ministry of Commerce within the time frame required. The Meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders No. 33/2017 as per Enclosure 1 distributed to shareholders together with this invitation letter.

**Board of Directors' Opinion**

The Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

**Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.**

**Agenda 2. To consider acknowledging the annual report of the Board of Directors for the year 2017.**

**Facts and reason**

According to Article 113 of 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 2017 is enclosed herein, as Enclosure 2, distributed to shareholders together with this invitation letter.

**Board of Directors' Opinion**

The annual report of the Board of Directors for the year 2017 should be proposed to the Shareholders' Meeting for acknowledgement.

**Remark: No resolution is required since this agenda item is to inform the Meeting.**

**Agenda 3. To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor.**

**Facts and reason**

According to Article 112 of the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, which have 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, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2017 and enclosed herein, as Enclosure 2, distributed to shareholders together with this invitation letter.

**Board of Directors' Opinion**

The Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the Shareholders' Meeting for approval.

**Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.**

**Agenda 4. To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2017.**

**Facts and reason**

According to Article 116 the Public Limited Companies Act B.E. 2535 and Clause 38 of 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 fund shall be made until the fund attains an amount of not less than 10 percent of the registered capital.

### **Board of Directors' Opinion**

For the Company and its subsidiary' s operating result from January 1, 2017 - December 31, 2017 generated an annual net profit of **745,042,542** Baht. The Company proposes the appropriation of annual net profit for the year 2017 as follows:

1. Since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company in which equals to Baht **176,000,000** (details as per stipulated in the financial statement of the Company ended December 31, 2017) which is in accordance with the laws and the Articles of Association of the Company. Therefore, the Company deems appropriate to suspend the allocation of profits from the operation of the Company for the year 2017 ended December 31, 2017 to be the legal reserve of the Company since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company.
2. Dividend payment from year 2017 operating result at the rate equivalent to Baht **1.48** per share in the total amount of Baht **520,805,547** in the forms of cash dividend. The payout ratio is **69.90%** and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company shall fix the record date on February 23, 2018 according to section 89/26 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 26, 2018. The company paid corporate income tax at 20% in year 2017.

### **Comparison of Dividend Payment for year 2018 and 2017**

<b>Dividend Payment Detail</b>	<b>2018</b>	<b>2017</b>
1. Net Profit (Consolidated)	745,042,542 (Year 2017 performance)	706,683,730 Baht (Year 2016 performance)
2. No. of Shares	351,895,640 shares	351,895,640 shares
3. Dividend Payment per Share	<b><u>1.48 Baht</u></b>	<b><u>1.40 Baht</u></b>
4. Total Dividend Paid	520,805,547 Baht	492,653,896 Baht
5. Dividend Payout Ratio	69.90%	69.71%

**Remark: The above dividend payment cannot be proceeding until having the approval from the shareholders' meeting. The Agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.**

**Agenda 5. To consider approving the re-appointment of the directors who are going to vacate the office upon the expiration of their term.**

**Facts and reason**

According to Article 71 of the Public Limited Companies 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 the office upon the expiration of their term. If the number is not a multiple of three, then the number nearest to one-third of the directors must vacate the office. The vacating directors can be re-elected.

The 4 directors who are going to vacate the office upon the expiration of their term and will be proposed to be re-appointed by the Meeting are as follows

- |  |                      |
|--|----------------------|
| 1. Mr. Chen, Jer-Jyh                     | Director             |
| 2. Mr. Liao, Ying-Chih                   | Director             |
| 3. Mr. Pradit Sawattananond              | Independent Director |
| 4. Asso. Prof. Dr. Supriya Kuandachakupt | Independent Director |

Please see the curriculum vitae of the re-appointed directors in Enclosure 3, distributed to shareholders together with this invitation letter

**Criteria for selection of Directors**

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was selected to be a director in the structure, board diversity policy such gender, nationality (the Company' directors are both Thai and foreign) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills, directorship performance and unprohibited person by the law and the regulation of the Securities and Exchange Commission. In addition, the Company provide the opportunity for shareholders to propose qualified persons to be appointed as the Company's director during October 16, 2017 – December 31, 2017. However, there is no shareholder proposes name of qualified candidates to be appointed as director.

**Board of Directors' Opinion**

The Board of Directors has considered that the above 4 retired directors have the appropriate qualifications as well as the experience, knowledge, skills in the business and have performed their directorship effectively to the Company. They are appropriated and also qualified under the Public Limited Companies Act B.E. 2535. The Board of Directors has considered that they should be proposed to the Shareholders' Meeting for re-appointment for another term.

The Board of Directors has together considered in the structure, board diversity policy such gender, nationality (the Company directors are both Thai(s) and foreigner(s)) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills.

For Mr. Pradit Sawattananond, as an Independent Director who has been appointed for 13 years continuously and Asso. Prof. Dr. Supriya Kuandachakupt, as an Independent Director who has been appointed for 10 years continuously have performed effectively for their directorship. They have direct experiences in the Company' businesses, knowledge and unprohibited people by the law and the regulation of the Securities and

Exchange Commission. Moreover, The Board of Directors has considered that Mr. Pradit Sawattananond and Asso. Prof. Dr. Supriya Kuandachakupt can provide opinion independently and in accordance with the related regulation.

Therefore, the Board of Directors has considered that Mr. Pradit Sawattananond and Asso. Prof. Dr. Supriya Kuandachakupt have the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Director for another term.

**Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.**

**Agenda 6. To consider approving the remuneration of directors for the year 2018.**

**Facts and reason**

According to Article 90 of the Public Limited Companies Act B.E. 2535 and Clause 31 of 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 2018 be proposed to the shareholders' meeting for approval as follows:

**Comparison of the remuneration of directors for year 2018 and 2017**

Unit: Baht

Position	2018			2017		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2017 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2016 performance)
1. Honorary Chairman	40,000	-	-	40,000	-	-
2. Chairman of the Board of Directors	40,000	-	-	40,000	-	-
3. Chairman of the Audit Committee/ Independent Director	40,000	6,000	300,000	40,000	6,000	280,000
4. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	225,000	30,000	6,000	210,000
5. Other Director	20,000	-	-	20,000	-	-

The Company has 3 types of remunerations i.e., monthly fixed remuneration, meeting allowance, and bonus. The Board of Directors has been carefully considered in comparison with appropriate industry sector and the Company's profitability.

The Company does not provide any additional benefits to the Board of Directors.

**Board of Directors' Opinion**

The remuneration of the directors for the year 2018 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2018		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2017 performance)
1. Honorary Chairman	40,000	-	-
2. Chairman of the Board of Directors	40,000	-	-
3. Chairman of the Audit Committee/ Independent Director	40,000	6,000	300,000
4. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	225,000
5. Other Director	20,000	-	-

**Remark: This agenda item requires the resolution of two-thirds of the votes of all shareholders presented at the Meeting.**

**Agenda 7. To consider approving the appointment of the certified auditors and the auditing fees for the year 2018.**

**Facts and reason**

According to Article 120 of the Public Limited Companies Act B.E. 2535 and Clause 31 of 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 the approval of the 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. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 or
2. Mrs. Poonnard Paocharoen Certified Public Accountant (Thailand) No.5238 or
3. Ms. Manee Rattanabunnakit Certified Public Accountant (Thailand) No. 5313

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2018. 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 statements. Moreover, the auditors have not been appointed for more than 5 consecutive years in auditing, reviewing or giving opinion on the Company's financial statements.

The said auditors shall also be the auditors of the Company's subsidiaries, Bangkok Grand Pacific Lease Public Co., Ltd. and SK Insurance Broker Co., Ltd. The audit committee, by the approval of the Board of Directors, hereby requests the Meeting to approve the remuneration of the auditors for the fiscal year ending December 31, 2018 for an amount of not more than Baht 1,660,000.

### Comparison of Auditing Fees for year 2018 and 2017

Unit : Baht

	2018	2017	Difference	% Change
Auditing Fee for financial statements	1,660,000	1,575,000	85,000	5.40

During the last fiscal year, the Company paid other additional expense relating to auditing service totaling Baht 14,127. The company also paid fee for consulting and training service in accounting standard to the office related to the audit firm totaling Baht 3,675,000.

#### **Board of Directors' Opinion**

As per the recommendation made by the Audit Committee, the appointment of auditors and the fixing of the auditing fees for the year 2018 described above should be proposed to the Shareholders' Meeting for approval.

**Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the meeting and cast their vote.**

#### **Agenda 8. To consider approving the issuance of debentures.**

##### **Fact and reason**

At present, the Company's operating funds mainly depend on loans 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 to manage the liquidity and financial costs and to enhance flexibility in managing the Company structure and efficiency of its strategic plan according new SEC regulation by issuing the short-term and/or long-term debentures under the program with the below details:

- Type : Short-term and/or long-term debentures with or without the name of the holder specified, subordinated, non-subordinated, with or without security or representative.
- Total Amount : The outstanding of the short-term and/or long-term debentures including debentures in Medium Term Notes Program (MTN) to be issued by resolution of this Shareholders' Meeting and debentures issued by permission of Securities and Exchange Commission (SEC) in the prior period which have not yet been due shall not exceed Baht **30,000** million or in other currency with the equivalent amount. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance shall not exceed the approved amount.
- Term : Not exceeding 5 years from the date of issuance depending on market condition at the time when the debentures are to be offered.
- 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 debentures may be issued and offered in one or more tranches in one or several occasions.

The Board of Directors and/ or an appropriate person appointed by the Board of Directors shall have the authority to determine the terms and conditions relating to the issuance and offer for sale of the short-term and/or long-term debentures as follows:

- (1) Structure, determine, specify and adjust any details such as title, type of security of short-term and/or long-term debentures, the terms and conditions, issue size, redemption period, pre-redemption, interest rate, payment of principal and interest, subscription period, security or guarantee, offering/allocation method etc., (including but not limited to) an appointment of arranger/underwriter, registrar and/or bondholders representative (if any) or advisor or other personnel in relation to the issuance and offer for sale of the short-term and/or long-term debentures, and the short-term and/or long-term debentures registration with the stock exchanges or other secondary market and the coordination with the relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issuance and offer of the short-term and/or long-term debentures; and
- (3) Do all such other acts and things the Authorised Persons deems necessary or desirable for the purpose of facilitating or implementing the issuance and offer of the short-term and/or long-term debentures.

**Remark:** The issuance of the Company's Bill of Exchanges, the outstanding amount, terms and conditions shall be under the authority of the Board of Directors.

#### **Board of Directors' Opinion**

The issuance of debentures as the detailed above should be approved by the shareholders' meeting.

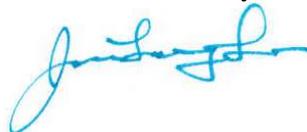
**Remark: This agenda item requires the resolution of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the right to vote.**

#### **Agenda 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 Enclosure 7, together with the Registration Form in Enclosure 9, to this invitation letter.

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

Yours sincerely,



( Mr. Lo, Jun-Long )  
Chairman of the Board of Directors

**(Translation)**

**Minutes of the Annual General Meeting of Shareholders No. 33/2017**  
**of**  
**Asia Sermkij Leasing Public Company Limited**

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**Time and Place**

The Meeting was held on April 12, 2017 at 3:00 p.m., at Grand Hall, The Bangkok Club, 28<sup>th</sup> Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

**Attending Directors**

- |    |                         |               |   |
|----|-------------------------|---------------|---|
| 1. | Mr. Lo, Jun-Long        |               | Chairman of the Board of Directors                    |
| 2. | Mr. Li, Yuan-I          |               | Member of the Executive Committee                     |
| 3. | Mr. Tientavee           | Saraton       | Director  |
| 4. | Mr. Pradit              | Sawattananond | Chairman of the Audit Committee/ Independent Director |
| 5. | Mr. Anant               | Svattananon   | Member of the Audit Committee/ Independent Director   |
| 6. | Asso. Prof. Dr. Supriya | Kuandachakupt | Member of the Audit Committee/ Independent Director   |
| 7. | Mr. Kasem               | Akanesuwan    | Member of the Audit Committee/ Independent Director   |

**Attending Management**

- |    |                     |                 |   |
|----|---------------------|-----------------|---|
| 1. | Mr. Danai           | Lapaviwat       | Secretary to the Board of Directors/ Company Secretary/ Chief Financial Officer     |
| 2. | Mr. Sarayuth        | Chaisawadi      | Chief Information Officer/ Acting Chief Administrative Officer                      |
| 3. | Mr. Chonpichet      | Tantigittipinyo | General Manager (Hire Purchase Credit and Marketing Division)                       |
| 4. | Mr. Hong, Jui-Chong |                 | Chief Operating Officer, Bangkok Grand Pacific Lease Public Company Limited         |
| 5. | Mr. Kitisak         | Leelaharat      | Senior Executive Vice President, Bangkok Grand Pacific Lease Public Company Limited |
| 6. | Mr. Torsak          | Amatayakul      | First Senior Vice President   |
| 7. | Mr. Pholkrit        | Pholadejvisai   | First Vice President  |

**Attending Company Secretary**

- |    |           |           |                   |
|----|-----------|-----------|-------------------|
| 1. | Mr. Danai | Lapaviwat | Company Secretary |
|----|-----------|-----------|-------------------|

**Attending Auditors**

- |    |              |            |                           |
|----|--------------|------------|---------------------------|
| 1. | Ms. Poonnard | Paocharoen | EY Office Company Limited |
| 2. | Mr. Wijit    | Buasri     | EY Office Company Limited |

**Attending Independent Legal Advisors**

- |    |               |              |                                |
|----|---------------|--------------|--------------------------------|
| 1. | Ms. Yaowarote | Klinboon     | The Capital Law Office Limited |
| 2. | Ms. Woramon   | Kengtanomsak | The Capital Law Office Limited |

**Attending Independent Vote Teller**

Inventech Systems (Thailand) Co.,Ltd

**Preliminary Proceeding**

Mr. Lo, Jun-Long, Chairman of the Board of Directors, acted as the Chairman of the Meeting. The Chairman informed to the Meeting that 285 shareholders were present in person and by proxy at the Meeting, holding the aggregation of 254,290,068 shares, constituting 72.2629 percent of total issued shares sold as shareholders attend the meeting greater twenty-five persons and one-third of the total number of shares sold as prescribed by law and the Company's Articles of Association. Thus, a quorum of the Meeting was constituted.

Then Ms. Woramon Kengtansak, an Independent Legal Advisor, introduced the attending Directors, Management, Auditors, Independent Legal Advisors and Independent Vote Teller to the Meeting. The Independent Legal Advisor informed the shareholders that before the Meeting, the Company has informed the shareholders to propose the agenda of Shareholders' Meeting, qualified persons to be appointed as the Company's director, and submission of the questions in advance during October 18, 2016 to December 31, 2016 which resulted that there is no shareholder propose additional agenda, name of qualified candidates to be appointed as director and questions in advance. The voting procedure of each agenda, if any shareholders voted against or abstained from casting his/ her/ its votes, such shareholders should indicate his/ her/ its votes on the ballots provided and deliver same to the Company's officer. In case there were no shareholders to do that, it should be deemed that the shareholders had approved in accordance with the proposed resolution.

For Agenda item 5 concerning the appointment of the directors, the voting would be conducted on a director by director basis. The Company would collect ballots of this agenda after completion of voting. The Company will collect all balance ballots from all attending shareholders after the Meeting, provided that shareholders shall vote on all agenda in accordance with their voting right for each agenda item.

In casting a vote for each agenda item, one share shall have one vote. In calculating the votes, the Company will deduct the contradictory votes and the abstention votes from the total votes of shareholders who are entitled to vote in the Meeting. For shareholders who appointed proxy to attend the Meeting and to vote as per such shareholders' instruction, the Company has recorded such instructed votes into the calculation system for each agenda item and the proxy holder does not need to execute any ballots. For shareholders who appointed a custodian in Thailand to be a share depository and keeper (Proxy Form C.) can cast their vote, approved disapproved or abstain, for each agenda item by separate a vote equal to the total amount of share of each shareholder.

Later, the Chairman declared the opening of the Meeting to consider the following agenda items.

**Agenda 1      To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 32/2016 held on April 8, 2016.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors of the Company, informed the Meeting that the Company had prepared Minutes of the Annual General Meeting of Shareholders No. 32/2016 held on April 8, 2016 and submitted such Minutes to the Stock Exchange of Thailand and Ministry of Commerce within the time frame required. The Meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders No. 32/2016 as enclosed herein together with the notice to the Meeting.

The Board of Directors viewed that the Minutes of the Annual General Meeting of Shareholders No. 32/2016 held on April 8, 2016 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

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

The Meeting considered the resolved as follows:

**Resolved That:** The Minutes of the Annual General Meeting of Shareholders No. 32/2016 held on April 8, 2016, be certified.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions with 254,329,967 votes in favor, equal to 100% of all the shareholders' votes, and 21,000 abstention votes, without contradictory votes.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.

**Agenda 2      To consider acknowledging the annual report of the Board of Directors for the year 2016.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, according to Article 113 of 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 2015 is enclosed together with the notice to the Meeting.

An Independent Legal Advisor reported to the Meeting a summary of the operations for year 2016 as follows:

**ECONOMY & INDUSTRY IN 2016**

In 2016, Thai economy ended up with a GDP growth of 3.2%, increasing from 2.8% in 2015 driven by the key factors of public investment, fiscal stimulus and tourism. Export performance in 2016 showed 0% growth but still improved from the negative growth of 5.53% in 2015, amid the world's economic slowdown. However, the lack of consumer confidence decreased domestic spending due to the high household debt. In order to stimulate the inert economy, the Bank of Thailand exerted the monetary policy to maintain low policy interest rate at 1.50% throughout 2016.

For the automobile industry, new car sales in 2016 were 768,788 units, decreasing 3.9% from 2015 due to economic slowdown. Also, non-one-ton pickup commercial vehicle sales in 2016 were 94,834 units, decreasing 15.09% from 111,694 units in 2015 for the same reason.

For leasing and factoring industries, SMEs still delayed the investments in machinery equipment and the additional requirement for working capital due to the lack of confidence in the future economy. As a result, the growth was almost flat.

**PERFORMANCE IN 2016**

On a consolidated basis, as of December 31, 2016, the Company recorded the total assets of THB 31,707 million, increasing 4.82% from THB 30,249 million

**Enclosure 1**  
**Supporting Document for Agenda 1**

at the end of year 2015 due to the portfolio growth from hire-purchase and leasing businesses. However, the total disbursement in 2016 was THB 20,091 million, decreasing 1.49% from THB 20,395 million in 2015 due to conservative credit policy for the short-term credit factoring business.

The total liabilities as of December 31, 2016 were THB 27,128 million, increasing 4.73% from THB 25,902 million at the end of 2015 to support the portfolio growth. The shareholders' equity as of December 31, 2016 was THB 4,578 million, increasing 5.32% from THB 4,347 million at the end of 2015 resulting from the Company's profit increase. The Company has the paid-up capital at THB 1,759 million with the retained earnings of THB 2,099 million.

The total revenues in 2016 amounted to THB 2,816 million, increasing 3.45% from THB 2,722 million in 2015 resulting from the continuing growth of portfolio. The total operating expenses in 2016 amounted to THB 1,118 million increasing 15.88% from THB 964 million in 2015 mainly due to the reserve increase for doubtful accounts from declining customers' payment ability. Consequently, the total profit for the year 2016 was recorded at THB 707 million, increasing 3.83% from THB 681 million in 2015.

The total portfolio in 2016 amounted to THB 31,671 million, increasing 5.29% from THB 30,079 million in 2015 due to the growth of business volume of long-term credits. The NPLs ratio at the end of 2016 was at 1.96% of the total portfolio and the allowance for doubtful accounts to NPLs ratio stood at 109.47% at the end of 2016, indicating asset quality is still under control.

#### **CORPORATE GOVERNANCE & CORPORATE SOCIAL RESPONSIBILITY**

The Board of Directors has adhered to corporate governance policy and corporate social responsibility to enhance efficiency, effectiveness, transparency, and assessability of the management for the confidence and long-term benefits to all shareholders, investors, stakeholders, society, and environment.

The Company engaged in the social activities to provide scholarships to students. In 2016, the Company received 98.75 score from the AGM Assessment Program of Listed Companies organized by the "Securities and Exchange Commission" in conjunction with the "Thai Investors Association". In addition, the company received the announcement of the "Very Good" status from the last 5 years for the Corporate Governance Report of Thai Listed Companies 2016 published by the "Thai Institute of Directors Association". Additionally, the company received the outstanding company performance award from the SET Awards 2016 for the SET market capitalization of THB 3,000 million – THB 10,000 million.

The Board of Directors Meeting No. 1/2016 on January 20, 2016 has approved declaration of intent in view of establishing the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) and the Board of Directors Meeting No. 5/2016 on November 11, 2016 has approved Self-Evaluation Tool for Countering Bribery and the Company has already submitted it to Thai Institute of Directors (IOD) in order to consider and review. Now it is under consideration process.

#### **BUSINESS PROSPECT AND STRATEGY IN 2017**

Thai GDP in 2017 is forecasted to grow 3.2% equivalent to that of 2016. The key factors to propel the growth are the government investments in the mega

**Enclosure 1**  
**Supporting Document for Agenda 1**

infrastructure projects, Eastern Economic Corridor (EEC) project, and the growth in tourism sector. Furthermore, private consumption is expected to improve due to the higher agricultural products prices. Besides, export is forecasted to expand by 1% – 3% due to the recovery of world economy and also the cross-border trades of AEC.

The domestic new car sales in 2017 are expected to slightly increase to 800,000 units from 768,788 units in 2016 due to released purchasing power from the end of locked period of first car buyer scheme. Moreover, continuing disbursement in the public investment projects by government will support the demand for construction vehicles and equipment and related transportation vehicles which in turn benefits our hire-purchase and leasing businesses.

The Company still pursues the opportunities from the cross-border trades of AEC. We continue to expand the market via opening new branches in gateway cities along the neighboring CLMV to grasp the transport link of border and transshipment trades.

Later, the Company's Board of Directors would like to convey heartfelt gratitude to shareholders, customers, creditors, and employees for their support and confidence.

The Board of Directors had considered and deemed appropriate to recommend shareholders acknowledging the Annual Report 2016 of the Company.

The Chairman, therefore, proposed that the Meeting to consider and acknowledge this matter.

**Resolved That:** The annual report of the Board of Directors for the year 2016 be acknowledged.

**Voting Results:** No resolution is required since this agenda item was to inform the Meeting.

**Agenda 3**      **To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2016, which have been reviewed by the Audit Committee and audited by the certified auditor.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, according to Article 112 of the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, which have 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, 2016, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2016 and enclosed together with the notice to the Meeting.

The Board of Directors had considered and deemed appropriate to recommend shareholders to consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2016, which were reviewed by the audit committee and audited by the certified auditor.

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

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The Meeting considered the resolved as follows:

**Resolved That:** To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2016, 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 adopted the resolutions with 254,367,913 votes in favor, equal to 100% of all the shareholders' votes, and 36,000 abstention votes, without contradictory votes.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.

**Agenda 4**

**To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2016.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, according to Article 116 the Public Limited Companies Act B.E. 2535 and Clause 38 of 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 fund shall be made until the fund attains an amount of not less than 10 percent of the registered capital.

For the Company and its subsidiary' s operating result from January 1, 2016 - December 31, 2016 generated an annual net profit of 706,683,730 Baht. The Company proposes the appropriation of annual net profit for the year 2016 as follows:

1. Since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company in which equals to Baht **176,000,000** (details as per stipulated in the financial statement of the Company ended December 31, 2016) which is in accordance with the laws and the Articles of Association of the Company. Therefore, the Company deems appropriate to suspend the allocation of profits from the operation of the Company for the year 2016 ended December 31, 2016 to be the legal reserve of the Company since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company.
2. Dividend payment from year 2016 operating result at the rate equivalent to Baht **1.40** per share in the total amount of Baht **492,653,896** in the forms of cash dividend. The payout ratio is **69.71%** and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company shall fix the record date on March 10, 2017 according to section 89/26 to determine the shareholders right to receive dividends, and the closing date of the register of shareholders on March 13, 2017 to compile the names of shareholders pursuant to section 225 of the Securities and Exchange Act. The dividend payment date shall be made on April 28, 2017. The company paid corporate income tax at 20% in year 2016.

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

The Meeting considered the resolved as follows:

**Resolved That:** The suspension of annual net profit's appropriation and dividend payment from operating performance of the year 2016 be approved.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions with 254,367,913 votes in favor, equal to 100% of all the shareholders' votes, and 17,000 abstention votes, without contradictory votes.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.

**Agenda 5**

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, According to Article 71 of the Public Limited Companies 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 the office upon the expiration of their term. If the number is not a multiple of three, then the number nearest to one-third of the directors must vacate the office. The vacating directors can be re-elected.

The 4 directors who are going to vacate the office upon the expiration of their term and will be proposed to be re-appointed by the Meeting are as follows

1. Dr. Amnuay Viravan Director
2. Mr. Tientavee Saraton Director
3. Mr. Chen, Fong-Long Director
4. Mrs. Patima Chavalit Independent Director

The Board of Directors has considered that the above 4 retired directors have the appropriate qualifications as well as the experience, knowledge, skills in the business and have performed their directorship effectively to the Company. They are appropriated and also qualified under the Public Limited Companies Act B.E. 2535. The Board of Directors has considered that they should be proposed to the Shareholders' Meeting for re-appointment for another term.

The Board of Directors has together considered in the structure, board diversity policy such gender, nationality (the Company directors are both Thai(s) and foreigner(s)) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills.

For Mrs. Patima Chavalit, as an Independent Director who is continuously in a position of Independent Director more than 9 years, has performed effectively for his directorship. She has direct experiences in the Company' businesses, knowledge and unprohibit person by the law and the regulation of the Securities and Exchange Commission. The Board of Directors has considered that Mrs. Patima Chavalit has the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Director for another term.

The Chairman, therefore, proposed that the Meeting to consider and approve this matter.

The Meeting considered the resolved as follows:

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**Resolved That:** The re-appointment of the directors who are going to vacate the office upon the expiration of their term.

**Voting Results:** The shareholders attending the Meeting casted their votes as follows:

Name	Position	Approved		Against		Abstain
		Percent	No. Of votes	Percent	No. Of votes	No. Of votes
Dr. Amnuay Viravan	Director	201,977,426	79.4036	52,390,587	20.5963	36,000
Mr. Tientavee Saraton	Director	254,368,013	100.0000	0	0	36,000
Mr. Chen, Fong-Long	Director	254,368,013	100.0000	0	0	36,000
Mrs. Patima Chavalit	Independent Director	254,481,711	99.2584	1,886,302	0.7415	36,000

- Remark:
1. The directors who are shareholders and conflict of interest entitled to abstain for this agenda.
  2. This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.

**Agenda 6 To consider approving the remuneration of directors for the year 2017.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that according to Article 90 of the Public Limited Companies Act B.E. 2535 and Clause 31 of 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 2017 be proposed to the shareholders' meeting for approval.

The remuneration of the directors for the year 2017 should be proposed to the Meeting of Shareholders for approval as follows:

(Unit: Baht)

Position	2017		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per attendance)	Bonus (Y2016 performance)
Honorary Chairman	40,000	-	-
Chairman of the Board of Directors	40,000	-	-
Chairman of the Audit Committee/ Independent Director	40,000	6,000	280,000
Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	210,000
Other Director	20,000	-	-

Independent legal advisors informed the meeting that the Directors in attendance and who are shareholders in the Company are considered as having interest in this matter and in compliance with the principles of corporate governance and transparency, those Director proposed for abstention of their votes in this agenda.

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The Chairman, therefore, proposed that the Meeting to consider and approve this matter.

The Meeting considered the resolved as follows:

**Resolved That:** The remuneration of directors for the year 2017 be approved.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions of two-thirds with 254,014,062 votes in favor, equal to 99.8467% of all the shareholders' votes, 2,000 against votes, equal to 0.0007% and 387,951 abstention votes.

Remark: 1. The directors who are shareholders and conflict of interest entitled to abstain for this agenda.  
2. This agenda item requires the resolution of two-thirds of the votes of all shareholders presented at the Meeting.

**Agenda 7 To consider approving the appointment of the auditors and the auditing fees for the year 2017.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that According to Article 120 of the Public Limited Companies Act B.E. 2535 and Clause 31 of 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 the approval of the 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. Sumalee  | Reewarabandith  | Certified Public Accountant (Thailand)<br>No. 3970 or |
| 2. Mrs. Ponnard | Paocharoen      | Certified Public Accountant (Thailand)<br>No. 5238 or |
| 3. Ms. Manee    | Rattanabunnakit | Certified Public Accountant (Thailand)<br>No. 5313    |

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2017. 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 statements. Moreover, the auditors have not been appointed for more than 5 consecutive years in auditing, reviewing or giving opinion on the Company's financial statements.

The said auditors shall also be the auditors of the Company's subsidiary, Bangkok Grand Pacific Lease Public Co., Ltd.. The audit committee, by the approval of the Board of Directors, hereby requests the Meeting to approve the remuneration of the auditors for the fiscal year ending December 31, 2017 for an amount of not more than Baht 1,575,000. The details of auditing fee in comparison for year 2017 and 2016 are as follows:

**Comparison of Auditing Fees for year 2017 and 2016**

**Unit : Baht**

	<b>2017</b>	<b>2016</b>	<b>Difference</b>	<b>% Change</b>
Auditing Fee for financial statements	1,575,000	1,495,000	80,000	5.35%

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 15,135. The Company received no other services from the office employing such auditor and persons related to the auditor and audit firm.

As per the recommendation made by the Audit Committee, The Board of Directors had considered and deemed appropriate to recommend shareholders to consider approving the appointment of the certified auditors and the auditing fees for the year 2017, as per details above.

The Chairman, therefore, proposed that the Meeting consider and approve the matter.

The Meeting considered the resolved as follows:

**Resolved That:** The appointment of the certified auditors and the auditing fees for the year 2017 be approved.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions with 254,265,911 votes in favor, equal to 99.9598% of all the shareholders' votes, 102,102 against votes, equal to 0.0401% and 36,000 abstention votes.

Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and cast their vote.

**Agenda 8 To consider approving the issuance of debentures.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that the Company's operating funds mainly depend on loans 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 to manage the liquidity and financial costs by issuing of debentures with the below details:

Type : Short-term and/or long-term debentures with or without the name of the holder specified, subordinated, non-subordinated, with or without security or representative.

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- Total amount : The outstanding of the short-term and/or long-term debentures to be issued by resolution of this Shareholders' Meeting and debentures issued by permission of Securities and Exchange Commission (SEC) in the prior period which have not yet been due shall not exceed Baht **30,000** million or in other currency with the equivalent amount. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance shall not exceed the approved amount.
- Term : Not exceeding 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 debentures may be issued and offered in one or more tranches in one or several occasions.

The Board of Directors and/ or an appropriate person appointed by the Board of Directors shall have the authority to determine the terms and conditions relating to the issuance and offer for sale of the short-term and/or long-term debentures as follows:

- (1) Structure, determine, specify and/or adjust any details such as title, type of security of short-term and/or long-term debentures, the terms and conditions, issue size, redemption period, pre-redemption, interest rate, payment of principal and interest, subscription period, security or guarantee, offering/allocation method etc., (including but not limited to) an appointment of arranger/underwriter, registrar and/or bondholders representative (if any) or advisor or other personnel in relation to the issuance and offer for sale of the short-term and/or long-term debentures, and the short-term and/or long-term debentures registration with the stock exchanges or other secondary market and the coordination with the relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issuance and offer of the short-term and/or long-term debentures; and
- (3) Do all such other acts and things the Authorised Persons deems necessary or desirable for the purpose of facilitating or implementing the issuance and offer of the short-term and/or long-term debentures.

Remark: The issuance of the Company's Bill of Exchanges, the outstanding amount, terms and conditions shall be under the authority of the Board of Directors.

The Chairman, therefore, proposed that the Meeting consider and approve the matter.

The Meeting considered the resolved as follows:

**Resolved That:** the issuance of debentures be approved.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions of not less than three-fourths with

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252,288,298 votes in favor, equal to 99.1683% of all the shareholders' votes, 2,077,715 against votes, equal to 0.8166% and 38,000 abstention votes.

Remark: This agenda item requires the resolution of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the right to vote.

Furthermore, certain shareholders had additional questions for the Company as follows:

Shareholder	Due to the increase of reserve for doubtful accounts for factoring business in 2016. The shareholder asked that what is the ratio of income of the factoring business of the Company comparing with other business and whether the Company reserve for doubtful accounts in 2017 or not?
Executive	Clarified that the income of factoring business of the Company equal to 3 percent of total income. In this regard, the Company records the reserves for allowance for doubtful accounts in the amount of 70 Million Baht, which is fully reserves. Thus, there is no additional reserve need for.
Shareholder	In 2016, the amount of bad debts and doubtful accounts are increase. what is a plan of the Company to solve such problem?
Chairman of Audit Committee	Clarified that the Company has taken into a deep consideration on credit facility approval and also increase the collector staffs as well. However, the total numbers of granting credit has decreased, but the total profit stated in the financial statement has increased due to the conservative credit policy. The Company's bad debt ratio is at 2 percent but not more than 3 percent is normal level.
Shareholder	Questioned that how does the Company prepare for the amendment of International Financial Reporting Standard (IFRS 9)?
Auditor from EY	Clarified that IFRS 9 is not yet applicable to the Company in 2017. However, an auditor and the Company are in the process of studying the appropriate accounting system to comply with the new financial reporting standard, and including an actual loss.
Shareholder	Questioned that what is a kind of cases which the Company grant an extension of periods for repayment of debts to the customers?
Executive	Clarified that the company's reserve policy was determined by historical loss of each product which will reserve by aging of the receivable outstanding.
Shareholder	Questioned that what cases does the company waive a repayment to customers?
Executive	Clarified that the Company will grant an extension period

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	<p>by 2 ways, which are:</p> <ol style="list-style-type: none"> <li>1) granting an extension period (Reschedule); and</li> <li>2) proceeding a debt restructuring (Restructure). In case that customers are able to repay the debt in smaller amount, the Company will provide assistance to customers who come to negotiate.</li> </ol>
Shareholder	Questioned about the ratio of granting credit for truck?
Executive	Clarified that the Company presently grants credit facilities for truck at 50 percent of total port. During past 4-5 years, the Company has increased the number of granting credit facilities for commercial vehicles e.g. van, taxi and truck, etc. In this regard, the number of granting credit facilities for private decrease.
Shareholder	<p>Questioned that</p> <ol style="list-style-type: none"> <li>1. What is the Company's view on the United States' announcement of an interest-rate increase?</li> <li>2. Does the Company plan to invest in the group of CLMV?</li> </ol>
Executive	<p>Clarified that</p> <ol style="list-style-type: none"> <li>1. Although the United States has announced to increase an interest rate. However, the Bank of Thailand has not followed yet.</li> <li>2. The Company plans to expand the market via opening new branches in gateway cities along the CLMV.</li> </ol>
Shareholder	Suggested to add information regarding the movement of assets held for sale in the financial statements
Shareholder	Questioned whether the Company will able to collect debts from defaulted debtor under the factoring agreement?
Executive	Clarified that the Company is in the process of negotiating with the debtor who make a default on the factoring agreement. Currently, this debtor is still operating his business and also has given a personal guarantee and mortgaged machines, its valued is about 30 Million Baht. Thus, The Company views an opportunity to repay the debt.
Shareholder	<p>Questioned that</p> <ol style="list-style-type: none"> <li>1. How does the Company manage financial costs?</li> <li>2. What is loan transaction from related party?</li> </ol>
Executive	<p>Clarified that</p> <ol style="list-style-type: none"> <li>1. The Company has a source of fund from commercial bank loans with fixed interest rates. And the Company</li> </ol>

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	<p>also issued the debentures with 3 percent of interest rates.</p> <p>2. The loan transactions with related party is made between the Company and Bangkok Bank who is a shareholder of the Company.</p>
Shareholder	Questions about insurance broker business of the Company?
Executive	The Company has expanded our business as an insurance broker. Currently, the Company is applying for permission from relevant authorities.
Shareholder	Questioned that why the impairments of assets from investment increase?
Executive	Clarified that it occurred from impairments of Bangkok Club's assets.
Shareholder	Questioned that what is the main consideration of the Company in relation to the nomination and the appointment of independent director?
Chairman of Audit Committee	Clarified that the Company's independent director shall qualify the qualifications determined by the SEC such as free to express their opinions, protect minority shareholders, versatile and regularly attend the meeting. For Mrs. Patima Chavalit, the Board of Directors deems that she is a qualified person as an independent director. In addition, the Company has informed the shareholders to propose qualified persons to be appointed as the Company's director, but there is no shareholder propose name of qualified candidates to be appointed as director.
Shareholder	<p>Questioned that:</p> <ol style="list-style-type: none"> <li>1. Why is the Company's auditing fee increasing 5 percent?</li> <li>2. How long the auditors from EY act as the Company's auditors?</li> </ol>
Auditor from EY	<p>Clarified that:</p> <ol style="list-style-type: none"> <li>1. the Company's auditing fee increases due to the increase of workload of the auditor in relation to preparation of the Company to comply with the amendment of International Financial Reporting Standard (IFRS 9)</li> <li>2. EY is the auditor of the Company for more than 5 years, but the auditors have been changed regularly in order to comply with the SEC's regulations.</li> </ol>
Shareholder	Questioned about the actual ratio of van hire purchase comparing with total portfolio of the Company?

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Executive	Clarified that van hire purchase is approximately 8 percent of total portfolio of the Company.
Shareholder	Questioned that how many branches opened in gateway cities. Does the Company plan to expand new branches?
Chairman of the Board of Director	Clarified that there are 2 types of branches which are 3 main branches and 9 mini branches. In 2017, the Company plans to expand 2-3 new branches in gateway cities.
Shareholder	Questioned that does the Company plan to open new branch in other countries?
Chairman of the Board of Director	Clarified that the Company still not have plan to open a new branch in other countries since the Company must explore a requirement under the local laws.
Shareholder	Questioned that does the Company use any technology to facilitate customers?
Executive	Clarified that the Company uses tablet for credit approval.
Shareholder	Questioned about the progress of insurance broker business?
Chairman of the Board of Director	Clarified that the Company is in the process of applying for permission from relevant authorities.
Shareholder	Questioned about the expanding of new branches in gateway cities. Which product do the Company focusing on? What is the plan to deal with competitors?
Chairman of the Board of Director	The Company focuses on truck financing and the Company is the leader of market in gateway cities.

There was no other business proposed and no question from the shareholders. The Chairman, therefore, declared of the Meeting adjourned at 6.00 p.m.



(Mr. Lo, Jun-Long)  
**Chairman of the Meeting**

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**Personal profiles of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy and personal profiles of the retired director who are proposed for re-appointment**

<b>Mr. Pradit Sawattananond</b>	<b>Chairman of the Audit Committee/ Independent Director</b>	
	Appointed as director on 18 June, 2004	
<b>Address</b>	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500	
<b>Age</b>	69 years	
<b>Highest education</b>	Master of Business Administration, Central State University, Oklahoma, U.S.A.	
<b>Experience</b>		
	2004	Current Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
	2015	Current Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
	2004	Current Audit Committee Member / Independent Director, Thai Film Industries Public Company Limited
	2000	Current Audit Committee Member / Independent Director, KGI Securities Public Company Limited
<b>Director training program</b>	Director Certification Program No. 3/2000, Thai Institute of Directors Association Audit Committee Program No. 3/2004, Thai Institute of Directors Association Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association How to Develop a Risk Management Plan (HRP) No. 4/2013 , Thai Institute of Directors Association Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association	
<b>Year of Directorship</b>	13 years	
<b>Position in others listed Company</b>	3 companies	
	1. Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited 2. Audit Committee Member / Independent Director, Thai Film Industries Public Company Limited 3. Audit Committee Member / Independent Director, KGI Securities Public Company Limited	

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<b>Mr. Pradit Sawattananond (Con't)</b>	<b>Chairman of the Audit Committee/ Independent Director</b>
<b>Position in Non-Listed Company</b>	None
<b>Position in Rival Companies/ Connected business</b>	None
<b>Nature of relationships with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;</b>	
- being or not being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being or not being professional service providers	None
- material business relationships,	None
<b>Nature of relationships between director/management</b>	Elder Brother of Mr. Anant Svattananon
<b>Interest in any agendas</b>	Agenda 6: To consider and approve the remuneration of directors for the year 2018
<b>Meeting Attendance in 2017</b>	6 meetings in total: 6 meetings attended
<b>Changes of shares held as at December 31, 2017, compared with those of 2016</b>	Remain unchanged (Outstanding at 91,800 share or equivalent to 0.03% of the total shares)

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**Personal profiles of the retired directors who are proposed for re-appointment**

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<b>Mr. Jer-Jyh Chen</b>	<b>Director</b>
<b>Age</b>	65 years
<b>Highest education</b>	Master of Business Administration (MBA), Pepperdine University, California USA
<b>Experience</b>	
2018 - Current	Director, Asia Sermkij Leasing Public Company Limited
2009 - Current	President, Grand Pacific Holdings Corp
2009 - Current	President, Grand Pacific Financing Corp
2015 - 2016	Director, Asia Sermkij Leasing Public Company Limited
<b>Director training program</b>	None
<b>Year of Directorship</b>	-
<b>Position in other listed Company</b>	None
<b>Position in Non-Listed Company</b>	2 companies
	1. President, Grand Pacific Holdings Corp
	2. President, Grand Pacific Financing Corp
<b>Nature of relationships between director/management</b>	None
<b>Meeting Attendance in 2017</b>	-
<b>Shareholding as of Dec 31, 2017, compared with those of 2016</b>	None

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Note : Was appointed on January 24, 2018

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**Personal profiles of the retired director who are proposed for re-appointment**

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<b>Mr. Liao, Ying-Chih</b>	<b>Director</b>
<b>Age</b>	54 years
<b>Highest education</b>	Ph.D.Candidate, Harvard University, U.S.A.
<b>Experience</b>	
2011 - Current	Director, Asia Sermkij Leasing Public Company Limited
2016 - Current	Director, Chailease Engine Lease Finance Corp.
2016 - Current	Shareholder representative, Chailease Royal Leasing Plc.
2015 - Current	Director, Chailease International Investment Corp.
2015 - Current	Director, Chailease International Company (UK) Limited.
2015 - Current	Director, CL Capital Management Company Limited.
2015 - Current	Director, CLJ Investment Partners Company Limited.
2015 - Current	Director, Chailease International Finance (Cambodia) Plc.
2015 - Current	Director, Chailease Berjaya Credit Sdn. Bhd.
2012 - Current	Chief Strategy Officer, Chailease Holding Co., Ltd.
<b>Director training program</b>	None
<b>Year of Directorship</b>	10 years
<b>Position in other listed Company</b>	None
<b>Position in Non-Listed Company</b>	8 companys
	1. Director, Chailease Engine Lease Finance Corp.
	2. Director, Chailease International Investment Corp.
	3. Director, Chailease International Company (UK) Limited.
	4. Director, CL Capital Management Company Limited.
	5. Director, CLJ Investment Partners Company Limited.
	6. Director, Chailease International Finance (Cambodia) Plc.
	7. Director, Chailease Berjaya Credit Sdn. Bhd.
	8. Chief Strategy Officer, Chailease Holding Co., Ltd.
<b>Nature of relationships between director/management</b>	None
<b>Meeting Attendance in 2017</b>	6 meetings in total: 3 meetings attended
<b>Shareholding as of Dec 31, 2017, compared with those of 2016</b>	None

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**Enclosure 3**  
**Supporting Document for Agenda 5**

**Personal profiles of the retired independent director who are proposed for re-appointment**

<b>Asso. Prof. Dr. Supriya Kuandachakupt</b>	<b>Member of the Audit Committee/ Independent Director</b>
<b>Age</b>	64 years
<b>Highest education</b>	Doctor of Economics, University of Hawaii, U.S.A.
<b>Experience</b>	<p>2006 - Current      Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited</p> <p>2017 - Current      Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, LH Financial Group Public Company Limited</p> <p>2016 - Current      Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, Land and House Public Company Limited</p> <p>2013 - Current      Special Senior Fellow, Faculty of Economics, Kasetsart University</p> <p>2002 - Current      Director, P.A.K. Supply Co., Ltd.</p> <p>1986 - Current      Associate Professor, Department of Economics, Faculty of Economics, Kasetsart University</p> <p>2012 - 2013      Chairman of Board of Operation Director, Entrepreneurial Economics Bachelor of Administration (EEBA) International Program, Kasetsart University</p> <p>2007 - 2013      Chairman of the Business Economics, Faculty of Economics, Kasetsart University</p> <p>2010 - 2012      Member of Board of Directors, The Government Lottery Office</p>
<b>Director training program</b>	<p>Director Accreditation Program No. 56/2006, Thai Institute of Directors Association</p> <p>Director Certification Program No. 97/2007, Thai Institute of Directors Association</p> <p>Financial Statements for Directors No. 10/2010, Thai Institute of Directors Association</p> <p>Diploma of Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI 7), Public Director Institute, King Prajadhipok's Institute</p> <p>Audit Committee Effectiveness Program, Thai Institute of Directors Association, 2012</p> <p>How to Develop a Risk Management Plan (HRP) No. 4/2013 , Thai Institute of Directors Association</p> <p>Diploma of Administrative Justice for Senior Executives No. 5/2014, College of Administrative Justice, The Administrative Court</p> <p>Corporate Governance for Capital Market Intermediaries No.7/2015, Thai Institute of Directors Association</p> <p>Chartered Director Class No. 9/2015, Thai Institute of Directors Association</p>

**Enclosure 3**  
**Supporting Document for Agenda 5**

<b>Asso. Prof. Dr. Supriya Kuandachakupt (Con't)</b>	<b>Member of the Audit Committee/ Independent Director</b>
<b>Year of Directorship</b>	10 years
<b>Position in other listed Company</b>	Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, LH Financial Group Public Company Limited
<b>Position in Non-Listed Company</b>	2 companies 1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, Land and House Public Company Limited 2. Director, P.A.K. Supply Co., Ltd.
<b>Position in Rival Companies/ Connected business</b>	None
<b>Nature of relationships with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;</b>	
- being or not being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being or not being professional service providers	None
- material business relationships,	None
<b>Meeting Attendance in 2017</b>	6 meetings in total: 5 meetings attended
<b>Shareholding as of Dec 31, 2017, compared with those of 2016</b>	Remain unchanged (Outstanding at 91,800 shares or equivalent to 0.03% of total shares). Including shares held by related party.

**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.28/2551 as follows:

1. Holding shares not exceeding 0.5 percent 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.

## List of documentation required to attend the 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. Certified copy of the Company's Affidavit issued, within the past 180 days, by Department of Business Development, Ministry of Commerce
  2. Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign on the Company's Affidavit
- b) In case of appointing proxy:
  1. Certified copy of the Company's Affidavit issued, within the past 180 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. Certified copy of the Company's Affidavit issued, within the past 180 days, by Department of Business Development, Ministry of Commerce
  2. Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign on the Company's Affidavit
- b) In case of appointing proxy:
  1. Certified copy of the Company's Affidavit issued, within the past 180 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 1.00 p.m. and 3.00 p.m. of April 11, 2018.
  - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 5, 2018.
  - 3) In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in Enclosure 7. As for Proxy Form A and Form C, the shareholders can download from the Company's website.

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

**Clause related with Shareholders' Meeting**

- 13 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.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. The above retired directors may be re-elected.

- 14 A director shall be entitled to receive remuneration from the Company in the form of salary, reward, meeting allowance, commission, bonus or benefits in other forms as per the articles of association or as approved by shareholders' meetings, which may prescribe the exact amount or the criteria to be set from time to time or to take effect until prescribed otherwise, as well as other allowance and welfare as per the regulations of the Company.

The provisions of the first paragraph of this article shall not affect rights of the Company's staff or employees elected as directors to receive remuneration and benefits as the Company's staff or employee.

- 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 authorize 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 and 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.

38 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Unless otherwise specified by the articles of association regarding preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

Payment of dividends shall be approved by a shareholders' meeting.

The board of directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the Company justify such payment and report the same to the shareholders at the next shareholders' meeting.

Payment of dividends shall be made within one month of the date of the resolution of the shareholders' meeting or of the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper. Interest shall not be charged upon the Company if dividends are paid within the period prescribed by law.

**หนังสือมอบฉันทะแบบ ข.**  
**Proxy Form B.**  
**(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)**  
**(Form with fixed and specific details authorizing proxy)**

(ปิดอากรแสตมป์ 20 บาท)  
 (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น  
 Shareholder registration number

เขียนที่ \_\_\_\_\_  
 Written at \_\_\_\_\_  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
 I/We \_\_\_\_\_ nationality \_\_\_\_\_ located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
 Road Tambol/Kwaeng Amphur Province  
 รหัสไปรษณีย์ \_\_\_\_\_  
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเชียเซิร์มกิจลีสซิง จำกัด (มหาชน) (“บริษัท”)  
 Being a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้นและออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียงดังนี้  
 Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้นและออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้นและออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้(กรุณาเลือกข้อใดข้อหนึ่ง)  
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓  
 ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
 If you make proxy by choosing  
 No.1, please mark ✓ at  1. and  
 give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name age years located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road Tambol/Kwaeng Amphur  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name age years located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road Tambol/Kwaeng Amphur  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
 Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
 ✓ ที่  2. และเลือกกรรมการอิสระ  
 If you make proxy by choosing No.  
 2, please mark ✓ at  2. and  
 choose the member of the  
 Independent Directors.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
 Appoint the following member of the Independent Directors of the Company

**นายประดิษฐ์ ศวัสตนานนท์** ตำแหน่ง ประธานกรรมการตรวจสอบ/ กรรมการอิสระ  
**Mr. Pradit Sawattananond** Position Chairman of the Audit Committee/ Independent Director

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญ  
 ประจำปีผู้ถือหุ้น ครั้งที่ 34/2561) (Details of members of the Independent Directors of the Company  
 are specified in Enclosure 3 of the Invitation to the Annual General Meeting of Shareholders No.  
 34/2018)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 34/2561 ในวันที่ 11 เมษายน 2561 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทรซิตี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 34/2018 on April 11, 2018 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote as per my/our desire as follows:

**วาระที่ 1** **พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 33/2560 ซึ่งประชุมเมื่อวันที่ 12 เมษายน 2560**  
Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 2** **พิจารณารับทราบรายงานประจำปี 2560 ของคณะกรรมการบริษัท**  
Agenda 2 To consider acknowledging the annual report of the Board of Directors for the year 2017.  
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 3** **พิจารณาอนุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2560 ซึ่งได้ผ่านการพิจารณาสอบทานจากคณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต**  
Agenda 3 To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 4** **พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2560**  
Agenda 4 To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2017.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5  
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระและให้กลับเข้าดำรงตำแหน่งใหม่

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. นายเฉิน เจ้อ จี

Mr. Chen, Jer-Jyh

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. นายเลี้ยว อิง จื่อ

Mr. Liao, Ying-Chih

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

3. นายประดิษฐ์ ศวัสตนานนท์

Mr. Pradit Sawattananond

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

4. รศ.ดร. สุปรียา ภารเดชะคุปต์

Asso. Prof. Dr. Supriya Kuandachakupt

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6  
Agenda 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทประจำปี 2561

To consider approving the remuneration of directors for the year 2018.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7  
Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2561

To consider approving the appointment of the certified auditors and the auditing fees for the year 2018.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8  
Agenda 8

พิจารณาอนุมัติการออกหุ้นกู้

To consider approving the issuance of debentures.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9  
Agenda 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Other business (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have 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 right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)  
ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this ProxyForm B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชียเซริมกิลีสซิ่ง จำกัด (มหาชน) (“บริษัท”)

A proxy is granted by a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 34/2561 ในวันที่ 11 เมษายน 2561 เวลา 15.00 น. ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทร ซิตีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 34/2018 on April 11, 2018 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง พิจารณานุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระ

Agenda no. Subject : To consider and approve the re-appointment of the directors

ชื่อกรรมการ \_\_\_\_\_

Name of the Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of the Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of the Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of the Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

**The Venue for the Annual General Meeting of Shareholders No. 34/2018**

**Asia Sermkij Leasing Public Company Limited**

April 11, 2018, 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

