

Ref\_SETN\_E\_07/2017

April 12, 2017

Subject Notification of the Resolutions of the Annual General Meeting of Shareholders  
No. 33/2017

Attention The President  
The Stock Exchange of Thailand

Asia Sermkij Leasing Public Company Limited (“the Company”) would like to inform that the meeting of the Annual General Meeting of Shareholders No. 33/2017 on April 12, 2017 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok has adopted the following resolutions:

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

The voting results are as follows:

Certified: 254,329,967 votes, equal 100.0000 percent of all shareholders’ voting

Against: 0 vote, equal 0.0000 percent of all shareholders’ voting

Abstain: 21,000 votes

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

Remarks: This agenda item was for acknowledgement, and the votes casting was not required.

**(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.**

The voting results are as follows:

Approved: 254,367,913 votes, equal 100.0000 percent of all shareholders’ voting

Against: 0 vote, equal 0.0000 percent of all shareholders’ voting

Abstain: 36,000 votes

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

- 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 voting results are as follows:

Approved: 254,386,913 votes, equal 100.0000 percent of all shareholders' voting

Against: 0 vote, equal 0.0000 percent of all shareholders' voting

Abstain: 17,000 votes

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

The voting results are as follows:

Name	Position	Approved		Against		Abstain
		No. of Votes	Percent	No. of Votes	Percent	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: The directors who are shareholders and conflict of interest entitled to abstain for this agenda.

- (6) **To consider approving the remuneration of directors for the year 2017.**

(Unit: Baht)

Position	2017		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2016 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	280,000
4. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	210,000
5. Other Director	20,000	-	-

The voting results are as follows:

Approved: 254,014,062 votes, equal 99.8467 percent of all shareholders' voting

Against: 2,000 votes, equal 0.0007 percent of all shareholders' voting

Abstain: 387,951 votes

Remark: The attending directors who are shareholders entitled the abstain for this agenda.

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

1. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 or
2. Mrs. Poonnard Paucharoen 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, 2017. In this regard, any of the said persons shall audit and certify the financial statements of the Company. 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 comparison of the auditors' remuneration for the financial statements prepared in accordance with Thailand's Generally Accepted Accounting Standard and IFRSs for the 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.

The voting results are as follows:

Approved: 254,265,911 votes, equal 99.9598 percent of all shareholders' voting

Against: 102,102 votes, equal 0.0401 percent of all shareholders' voting

Abstain: 36,000 votes

**(8) To consider approving the issuance of debentures.**

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 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.

**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 voting results are as follows:

Approved: 252,288,298 votes, equal 99.1683 percent of all shareholders' voting  
Against: 2,077,715 votes, equal 0.8166 percent of all shareholders' voting  
Abstain: 38,000 votes

Please be informed accordingly.

Yours sincerely,

Asia Sermkij Leasing Public Company Limited

---

(Mr. Lo, Jun-Long)  
Chief Executive Officer