



บริษัท เอเชียเสริมกิจลีสซิ่ง จำกัด (มหาชน)
Asia Sermkij Leasing Public Company Limited
ทะเบียนเลขที่ บมจ. 40854600040

(Translation)

Registration No. Bor Mor Jor 40854600040
No. 2006/10

Date: 11th April 2006

Subject: Invitation to the Annual General Meeting of Shareholders No. 22nd/2006

To: Shareholders

- Enclosure:
1. The Minutes of the Annual General Meeting of Shareholders No. 21st/2005 held on April 27, 2005
 2. The annual report of the Board of Directors for year 2005 with copies of the Balanced Sheet and Profit and Loss Statement and the Independent Auditor's Report as at 31st December 2005.
 3. The curriculum vitae of the director in place of the resigned director and the retired directors on the expiration of their terms who are proposed for re-appointment.
 4. Evidences required for attending the Meeting
 5. Proxy Forms.

Whereas, the Board of Directors of Asia Sermkij Leasing Public Company Limited ("the Company") deems it appropriate to hold the Annual General Meeting of Shareholders No. 22nd/ 2006 on April 26, 2006 at 3.30 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, No. 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda are as follows:

- Agenda 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 21st/2005 held on April 27, 2005.**

Fact and reason

The Annual General Meeting of Shareholders No. 21st/2005 was held on April 27, 2005. The said minutes (attachment 1) enclosed herein are required for the Shareholders' certification.

Board's Opinion

The minutes of the said Annual General Meeting of Shareholders should be proposed to the Meeting of the shareholders to certify.

- Agenda 2.** To consider and acknowledge the resigned director, the new director in place of the resigned one, and approve re-appointment of directors who are going to retire on the expiration of their terms as follows:

The resigned director was:

1. Mr. Tang, Lai-Wang

The new director in place of the resigned director is:

1. Mr. Shen, Ying-Hui

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

1. Mr. Huang, Ming-Fu
2. Mr. Huang, Cheng-Ming
3. Mr. Pradit Sawattananond
4. Pol. Lt. Gen. Pichit Kuandachakupt

Fact and reason

According to the Company's Articles of Association, in the case of a vacancy in the board of directors for reasons other than the expiration of the director's term of office, the board of directors shall elect a person who has the qualifications and passes no prohibited characteristics stipulated under the law as the substitute director. Also, at every annual general meeting, one-third of the directors shall retire. In this year, four directors, Mr. Huang, Ming-Fu, Mr. Huang, Cheng-Ming, Mr. Pradit Sawattananond and Pol. Lt. Gen. Pichit Kuandachakupt, who provide great contribution to the Company, shall vacate office.

Board's Opinion

The resigned director and the new director in place of the resigned one should be acknowledged, and re-appointment for another term of the above four (4) retired directors on the expiration of their terms should be proposed to Meeting of shareholders for approval.

- Agenda 3.** To consider and approve the remuneration of the directors for year 2006.

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company may pay remunerations which shall be determined by the annual general meeting. For further supporting the directors undertaking, the reasonable remuneration should be compensate to the Company's directors.

Board's Opinion

The remuneration of the directors for year 2006 should be proposed to the Meeting of the shareholders for approval as follows:

- Chairman of Audit Committee/ Independent Director	Fixed Remuneration	30,000 Baht per month
- Audit Committee Member/ Independent Director	Fixed Remuneration	20,000 Baht per month
- Chairman of Board of Directors/ Executive Director	Fixed Remuneration	10,000 Baht per month
- Non-Executive Director	Fixed Remuneration	10,000 Baht per month

Agenda 4. To consider and acknowledge the annual report of the Board of Directors for year 2005.

Fact and reason

According to the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented at the annual general meeting for the right of the shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for year 2005 is enclosed herein with the notice to the Meeting.

Board's Opinion

The annual report of the Board of Directors for year 2005 should be proposed to the Meeting of shareholders for acknowledgement.

Agenda 5. To consider and approve the Company's audited financial statements and the report of Independent Auditor as at December 31, 2005, which have been reviewed by the Audit Committee and audited by the certified auditor.

Fact and reason

According to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, of which audited by the certified auditor, at the annual general meeting. Details of the audited financial statements and the report of independent auditor as at December 31, 2005, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for year 2005 and enclosed herein with the notice to the Meeting.

Board's Opinion

The said Company's audited financial statements and the report of Independent Auditor as at December 31, 2005 should be proposed to the Meeting of shareholders for approval.

- Agenda 6.** To acknowledge the payment of interim dividend in year 2005 and approve the appropriation of annual net profit and dividend payment for the year 2005 operating result.

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the board of directors may pay interim dividends to the shareholders and such payments shall be reported to the shareholders at the next shareholders' meeting. In addition, for the Company's operating results from January 1, 2005 - December 31, 2005, the annual net profit was Baht 138,638,824 and had no accumulated loss. The Company may distribute the dividends by taking into consideration of the Company's dividend policy at 40 percent - 70 percent of the annual net profit. Also, an allocation of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) to a legal reserve shall be made until the fund attains an amount of no less than 10 percent of the registered capital.

Board's Opinion

The meeting of the Board of Directors No. 6th /2005, which held on September 28, 2005, resolved that an interim dividend payment shall be made from retained earnings and be paid to the existing shareholders, which held 115,000,000 ordinary shares, at the equivalent rate of Baht 0.60 per share, in the total amount of Baht 69,000,000 or equal to 50.13 percent of the year 2004 net profit of Baht 137,654,726. The schedule of the closing of the registrar for suspension of share transfer to determine the right of the shareholders in receiving dividends was set on Wednesday of October 12, 2005 from 12.00 noon and the dividends were paid on October 27, 2005. The Meeting of shareholders should be acknowledged of the said dividend payments.

For the Company's operating results from January 1, 2005 - December 31, 2005, the annual net profit was Baht 138,638,824. The Board of Directors proposes to the Meeting of shareholders for approval of the appropriation of annual net profit for year 2005 as follows:

1. A legal reserve is at 5 percent of the net profit or equal to the amount of Baht 6,931,941.19 .
2. A dividend payment is at the equivalent rate of Baht 0.60 per share in the total amount of Baht 69,000,000 to the existing shareholders, who held 115,000,000 ordinary shares. The schedule of the closing of the registrar for suspension of share transfer to determine the right of the shareholders in receiving dividends is set on Thursday of May 11, 2006 from 12.00 noon and in paying dividends on Tuesday of May 23, 2006.

Agenda 7. To consider and approve an appointment of an auditor and approve an auditing fee for year 2006 as follows:

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

Of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2006 financial statements with an auditing fee in the amount of Baht 880,000.

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company's auditor and auditing fee shall be annually appointed and determined by the annual general meeting. In addition, according to a good corporate governance in an appointment of Independent Auditor, the Company should not use the same auditor more than 5 consecutive years. In year 2005, the Annual General Meeting of Shareholders appointed the Independent Auditor of Ernst & Young Office Limited for the first service year. In year 2006, the same Independent Auditors listed in the enclosed notice to the Meeting providing for the shareholders are proposed.

Board's Opinion

As per recommendation by the Audit Committee, the appointment of an auditor and the determining of auditing fee for year 2006 described above should be proposed to the Meeting of shareholders for approval.

Agenda 8. Other business (if any).

Kindly attend the meeting at the date, time and venue above-mentioned.

Yours sincerely,



(Dr. Amnuay Viravan)
Chairman

**Minutes of the Annual General Meeting of Shareholders No. 21/2005
of
Asia Sermkij Leasing Public Company Limited**

Time and Place

Held on 27th April 2005, at 4.00 p.m., at the Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok Metropolis 10120.

Preliminary Proceedings

Dr. Amnuay Viravan was elected Chairman of the Meeting. The Chairman stated to the Meeting that 75 shareholders were present in person or by proxy at the Meeting, holding altogether 89,049,040 shares, accounting for 96.79 percent of paid-up shares (The Company has a total of 223 shareholders, holding altogether 92,000,000 shares). Thus, a quorum of the Meeting was deemed constituted.

The Chairman declared opening of the Meeting and introduced the following matters for the Meeting's consideration:

Agenda 1. To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2004 held on August 30, 2004.

The Chairman read the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2004, held on 30th August 2004, to the Meeting and asked the Meeting to consider the said Minutes.

Further, the Chairman stated to the Meeting that the Board of Directors of the Company opined that the Minutes of the said shareholder's meeting was approved.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The said Minutes be certified.

Agenda 2. To consider and approve the appointment of new director to replace the resigned director and re-appointment of the directors who are going to retire on the expiration of their terms as follows:

The resigned director is:

1. Mr. Koo, John-Lee

The new director to replace the resigned director is:

1. Mr. Chia-Ming, Yang

The retiring directors having been re-appointed are:

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

The Chairman stated to the Meeting that in this Annual General Meeting of Shareholders No. 21/2005, one (1) director resigned and one (1) new director was nominated for appointment to replace the resigned director, and in accordance with the Article of Association, 1 out of 3 of total directors shall retire with four (4) directors going to retire on the expiration of their terms this year as mentioned above.

Further, the Chairman stated to the Meeting that the Board of Directors of the Company opined that the resignation of a director and the appointment of new director as well as the re-appointment of directors who were going to retire on the expiration of their terms were approved to manage the Company for another term.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The resignation of director and the appointment of one (1) new director to replace the resigned director as well as the re-appointment of the said four (4) directors of the Company to manage the Company for another term be approved.

Agenda 3. To consider and approve the remuneration of directors for year 2005.

The Chairman stated to the Meeting that under the Agenda 2 the meeting approved the appointment of new director and the re-appointment of directors who were going to retire on expiration of their terms to manage the Company for another term, the Meeting then should consider approving the remuneration of the directors of the Company for year 2005, which the Board of Directors of the Company approved as follows:

Attachment 1
Supporting Documents for Agenda 1

- Chairman of Audit Committee and Independent Director	Fixed Remuneration	30,000 Baht per month
- Audit Committee Member and Independent Director	Fixed Remuneration	20,000 Baht per month
- Non-Executive Director and	Fixed Remuneration	10,000 Baht per month
- Chairman of Board of Directors and Executive Director	Fixed Remuneration	5,000 Baht per month

However, the proxy of the Company's major shareholder which was Chailease Finance Co., Ltd. requested the meeting to consider approving the change of the remuneration of the Chairman of the Board of Directors and Executive Director as follow:

- Chairman of Board of Directors and Executive Director	Fixed Remuneration	10,000 Baht and per month
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The Chairman, therefore, requested the Meeting to consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The remuneration of the directors for year 2005 be approved as follows:

- Chairman of Audit Committee Independent Director	Fixed Remuneration	30,000 Baht and per month
- Audit Committee Member Independent Director	Fixed Remuneration	20,000 Baht and per month
- Non-Executive Director	Fixed Remuneration	10,000 Baht per month
- Chairman of Board of Directors and Executive Director	Fixed Remuneration	10,000 Baht and per month

Agenda 4. To consider and acknowledge the annual report of the Board of Directors for year 2004.

Mr. Lo Jun Long, the Managing Director, reported to the meeting a summary of the annual report of the Board of Directors for year 2004.

Further, the Chairman stated to the Meeting that the Board of Directors of the Company opined that the annual report of the Board of Directors for year 2004 was acknowledged.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The annual report of the Board of Directors for year 2004 be acknowledged.

Agenda 5. To consider and approve the Audited Financial Statements and the Auditor's Report as at 31st December 2004, which have been reviewed by the Audit Committee.

The Chairman stated to the Meeting that the Audited Financial Statements and the Auditor's Report as at 31st December 2004 had been audited by the Company's auditor and reviewed by the Audit Committee.

Further, the Chairman stated to the Meeting that the Board of Directors of the Company opined that the Audited Financial Statements and the Auditor's Report, which had been reviewed by the Audit Committee, as of 31st December 2004 were approved.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The Audited Financial Statements and the Auditor's Report as at 31st December 2004, which were audited by the Company's auditor and reviewed by the Audit Committee, be approved.

Agenda 6. To consider and approve the appropriation of profit for year 2004.

The Chairman reported to the Meeting that due to the fact that the Company had a net profit from the operational results between 1st January 2004 and 31st December 2004 for totaling Baht 137,654,726, the Board of Directors of the Company then opined that the appropriation of the profit for year 2004 was approved as a legal reserve at 5 percent of the net profit for the amount of 6,882,736.32 Baht.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appropriation of profit for year 2004 as legal reserve be approved as mentioned above.

Agenda 7. To consider and appoint an auditor and approve an auditing fee for year 2005 as suggested by the Audit Committee

The Chairman proposed to the Meeting that the Board of Directors opined that an appointment of the Company's auditor and the fixing of auditing fee for year 2005 as suggested by the Audit Committee be approved as follows:

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

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2005 financial statements with an auditing fee in the amount of Baht 800,000.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appointment of the Company's auditor with the auditing fee for the year 2005 totaling Baht 800,000 be approved.

Agenda 8. Other business (if any).

There was no other businesses proposed for the Meeting's consideration. The Chairman therefore declared closing of the Meeting at 5.00 p.m.



(Dr. Amnuay Viravan)
Chairman of the Meeting

Curriculum Vitae of the Director in Place of the Resigned Director

Mr. Shen, Ying-Hui

Director/ Executive Director	Highest Education	Master of Business Administration, National Central University
	Experience	
	2006 - Present	Director, Asia Sermkij Leasing Public Company Limited
	2006 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
	2006 - Present	Senior Vice President, Chailease Finance Co., Ltd.
	2001 - 2006	Executive Vice President, Chailease Consumer Finance Co., Ltd.
Changes of shares held as of 31 December 2005, compared with those of 2004		None

Curriculum Vitae of the Retired Directors Who are Proposed for Re-Appointment

Mr. Huang, Ming-Fu

Director	Highest Education	Bachelor of Business Administration, Soochow University Taiwan, R.O.C.
	Experience	
	2002 - Present	Director, Asia Sermkij Leasing Public Company Limited
	2002 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
	1994 - Present	Chairman/ President, Grand Pacific Investment & Development Co., Ltd.
Changes of shares held as at 31 December 2005, compared with those of 2004		(Remain unchanged at 231,400 shares)
No. of participation in the Board of Directors' meeting		2 out of total 7 meetings

Mr. Huang, Cheng-Ming

Director	Highest Education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.
	Experience	
	2004 - Present	Director, Asia Sermkij Leasing Public Company Limited
	2004 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
	2004 - Present	Chairman, My-Funding Corporation
	2004 - Present	Secretary General / CSO, Chailease Group
	1995 - 2003	Chairman / CEO, Otto-Chailease Mailorder Co., Ltd.
Changes of shares held as at 31 December 2005, compared with those of 2004		(Remain unchanged at 231,400 shares)
No. of participation in the Board of Directors' meeting		3 out of total 7 meetings

Mr. Pradit Sawattananond

Chairman of the Audit Committee/ Independent Director	Highest Education	Master of Business Administration, Central State University, Oklahoma, U.S.A.
	Training	Director Accreditation Program No. 19/2004, Thai Institute of Directors Association Director Certification Program No. 3/2000, Thai Institute of Directors Association Audit Committee Program No. 3/2547, Thai Institute of Directors Association
	Experience	
	2004 - Present	Chairman of the Audit Committee/Independent Director, Asia Sermkij Leasing Public Company Limited
	2005 - Present	Advisor of the Committee on Economics Department, The House of Representatives
	2004 - Present	Independent Director, Thai Film Industries Public Company Limited
	2004 - Present	Director, Thailand Securities Depository Co., Ltd.
	2001 - Present	Specialist of Committee on Finance, Banking and Financial Institution, The House of Representative
	2000 - Present	Director/ Audit Committee Member, KGI Securities Public Company Limited
Changes of shares held as at 31 December 2005, compared with those of 2004		(Remain unchanged at 60,000 shares)
No. of participation in the Board of Directors' meeting		7 meetings out of total 7 meetings
No. of participation in the Audit Committee's meeting		6 meetings out of total 6 meetings

Curriculum Vitae of the Retired Directors Who are Proposed for Re-Appointment

Pol. Lt. Gen. Pichit Kuandachakupt
Audit Committee/ Independent Director

Highest Education	Master of Arts (Social Development), Kasetsart University
Training	Director Accreditation Program No. 19/2004, Thai Institute of Directors Association Director Certification Program No. 48/2004, Thai Institute of Directors Association

Experience

2004 - Present	Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2003 - Present	Assistant Commissioner-General (Crime Suppression 11), Royal Thai Police
2002 - 2003	Commissioner of Provincial Police Region 7, The Royal Thai Police
2000 - 2002	Commissioner of Provincial Police Region 1, The Royal Thai Police

Changes of shares held as of 31 December 2005, compared with those of 2004	(Remain unchanged at 60,000 shares)
No. of participation in the Board of Directors' meeting	6 meetings out of total 7 meetings
No. of participation in the Audit Committee's meeting	6 meetings out of total 6 meetings

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

- a) Shareholder's Identification Card such as personal I.D. card, driver license or identification card of Government officer or identification card of State Enterprise officer
- b) In case of appointing proxy : Copy of Identification Card of Shareholder and Identification Card or Passport (in case of foreigner) of Proxy

1.2 Foreign individual person

- a) Shareholder's Passport
- b) In case of appointing proxy : 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) Company's Affidavit issued, within the past 30 days, by Department of Business Development, Ministry of Commerce
- b) 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) Company's Affidavit which contains details of the persons authorized to sign on behalf of that company
- b) Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

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

- Note :**
- 1) Shareholders/Proxies are requested to register at the Meeting between 2.00 p.m. and 3.30 p.m. of April 26, 2006.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 26, 2006.

Proxy

Written at

Date Month B.E.

- (1) I/We
 Address Nationality
 Shareholder Registration No.

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

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

or 2. Mr.Pradit Sawattananond Chairman of Audit Committee/Independent Director age 58 years
 residing at No. 353/5 Soi Santiparb 1, Sripraya, Bangrak, Bangkok

to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 22nd/2006 on
 Wednesday of April 26, 2006 at 3.30 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South
 Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120

- (4) The number of voters which I/we have granted to my/our proxy to attend this Meeting and vote therein as follows:
 equal to all of the amount of shares held by me/us and have the rights to vote in accordance with Clause (2)
 a part of ordinary share shares and have the rights to vote votes
 preferred share shares and have the rights to vote votes
- (5) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
 (b) To grant my/our proxy to vote at my/our desire as follow:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 21st/2005 held on April 27,
 2005.

Approve votes Disapprove votes Abstain votes

- Agenda 2** To consider and acknowledge the resigned director, the new director in place of the resigned one, and approve re-appointment of directors who are going to retire on the expiration of their terms as follows:

The resigned director was:

1. Mr. Tang, Lai-Wang

The new director in place of the resigned director is:

1. Mr. Shen, Ying-Hui

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

1. Mr. Huang, Ming-Fu
2. Mr. Huang, Cheng-Ming
3. Mr. Pradit Sawattananond
4. Pol. Lt. Gen. Pichit Kuandachakupt

Approve the appointment of all directors votes

Approve the appointment of certain directors as follows:

1. Mr. Shen, Ying-Hui

Approve votes Disapprove votes Abstain votes

2. Mr. Huang, Ming-Fu

Approve votes Disapprove votes Abstain votes

3. Mr. Huang, Cheng-Ming

Approve votes Disapprove votes Abstain votes

4. Mr. Pradit Sawattananond

Approve votes Disapprove votes Abstain votes

5. Pol. Lt. Gen. Pichit Kuandachakupt

Approve votes Disapprove votes Abstain votes

- Agenda 3** To consider and approve the remuneration of the directors for year 2006.

Approve votes Disapprove votes Abstain votes

- Agenda 4** To consider and acknowledge the annual report of the Board of Directors for year 2005.

Approve votes Disapprove votes Abstain votes

- Agenda 5** To consider and approve the Company's audited financial statements and the report of Independent Auditor as at December 31, 2005, which have been reviewed by the Audit Committee and audited by the certified auditor.

Approve votes Disapprove votes Abstain votes

Agenda 6 To acknowledge the payment of interim dividend in year 2005 and approve the appropriation of annual net profit and dividend payment for the year 2005 operating result.

Approve votes Disapprove votes Abstain votes

Agenda 7 To consider and approve an appointment of an auditor and approve an auditing fee for year 2006 as follows:

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

Of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2006 financial statements with an auditing fee in the amount of Baht 880,000.

Approve votes Disapprove votes Abstain votes

Agenda 8 Other business (if any).

Approve votes Disapprove votes Abstain votes

Agenda 9

Approve votes Disapprove votes Abstain votes

Agenda 10 Other business (if any)

Approve votes Disapprove votes Abstain votes

- (6) The proxy's statement or any other evidencing document (if any)
- (7) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Notes:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. The proxy may split votes. In this regard, if the content is too long, it can be specified in the attached allonge of the proxy form.
4. For Agenda appointing Directors, the whole Board of Directors or certain directors can be appointed.
5. If there is any rule or regulation requiring the proxy to make any statement or provide any evidences such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may make the statement or provide evidence by specifying in Clause (6)

Allonge of Proxy Form

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

At the Annual General Meeting of Shareholders No. 22nd/2006, to be held on Wednesday, April 26, 2006 at 3.30 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

Agenda Subject

Approve votes Disapprove votes Abstain votes

Agenda Subject

Approve votes Disapprove votes Abstain votes

I hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

Signed _____ Grantor
(.....)

Date / /

Signed _____ Proxy
(.....)

Date / /