

(Translation)

Registration No. Bor Mor Jor 40854600040

No. 2008/01

Date : April 9, 2008

Subject : Invitation to the Annual General Meeting of Shareholders No. 24th/2008

To : Shareholders

- Enclosure:
1. The Minutes of the Annual General Meeting of Shareholders No. 23rd/2007 held on April 25, 2007
 2. The annual report of the Board of Directors for the year 2007 with copies of the Balance Sheets and Profit and Loss Statement and the Independent Auditor's Report as at December 31, 2007.
 3. The curriculum vitae of the directors and members of the Audit Committee, retiring upon the expiration of their term, who are proposed for re-appointment.
 4. List of evidence required to attend the Meeting
 5. Articles of Association relating to Shareholders' Meeting
 6. Proxy Forms
 7. The Venue for the Annual General Meeting of Shareholders No. 24th/2008
 8. Register Forms

Whereas, the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**"), pursuant to the resolution of the Board of Directors' Meeting No. 3rd/2008 held on March 24, 2008 deems it appropriate to hold the Annual General Meeting of Shareholders No. 24th/2008 on April 25, 2008 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, No. 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agendas are as follows:

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

Fact and reason

The Annual General Meeting of Shareholders No. 23rd/2007 was held on April 25, 2008. The said minutes (Attachment 1) enclosed herein are required to be certified by the shareholders.

Board's Opinion

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

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

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

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

The vacated members of the Audit Committee who are proposed for re-appointment are:

- | | |
|--|---------------------------------|
| 1. Mr. Pradit Sawattananond | Chairman of the Audit Committee |
| Service term | May 22, 2008 – May21, 2010. |
| 2. Mr. Anant Svattananon | Member of the Audit Committee |
| Service term | May 22, 2008 – May21, 2010. |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee |
| Service Term | May 22, 2008 – May 21, 2010 |

(please see the curriculum vitae of the 7 directors enclosed in Attachment 3 for your information)

Rules for selection of Directors

The Company does not have an established nominating committee to select directors and members of the Audit Committee. However, the Board of Directors consider the person selected to be a director as someone who must have the appropriate qualifications including experience and skill based on directorship performance and is not prohibited by law.

Fact and reason

According to the Company's Articles of Association, at every Annual General Meeting, one-third of the directors shall retire. This year, four (4) directors, i.e. Dr. Amnuay Viravan, Mr. Tientavee Saraton, Mr. Chen, Fong-Long, Mrs. Patima Chavalit and three (3) members of the Audit Committee, i.e. Mr. Pradit Sawattananond, Mr. Anant Svattananon and Asso. Prof. Dr. Supriya Kuandachakupt, who have contributed greatly to the Company, shall vacate office.

Board's Opinion

The re-appointment of the above four (4) retired directors and three (3) members of the Audit Committee for another term should be proposed to the Meeting of shareholders for approval.

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

Fact and reason

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

Comparison of the remuneration of directors for year 2008

: Baht

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

Remark : In year 2007, the Board of Directors held 7 meetings.

The Company has 2 types of remuneration which are a monthly fixed remuneration and meeting allowance. The Company does not have an established remuneration committee to consider the appropriate remuneration. However, the remuneration has been carefully considered by the Board of Directors in comparison with the economic expansion, referenced industry sector and the Company's profitability.

Board's Opinion

The remuneration of the directors for the year 2008 should be approved by the Meeting as follows:

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

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

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 the year 2007 is enclosed herein as Attachment 2 with the notice to the Meeting.

Board's Opinion

The annual report of the Board of Directors for the year 2007 should be acknowledged by the Meeting.

Agenda 5. To consider and approve the Company's audited financial statement and report of the Independent Auditor as at December 31, 2007, 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, which was audited by the certified auditor, to the Annual General Meeting. Details of the audited financial statements and the report of the Independent Auditor as at December 31, 2007, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2007 and enclosed herein as Attachment 2 with the notice to the Meeting.

Board's Opinion

The said Company's audited financial statements and the report of the Independent Auditor as at December 31, 2007 should be approved by the Meeting.

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

Fact and reason

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

Comparison of Dividend Payment

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

Board's Opinion

For the Company's operating results from January 1, 2007 – December 31, 2007, the annual net profit was 166,381,125 Baht. The Board of Directors proposed the Meeting approve the appropriation of annual net profit for the year 2007 as follows:

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

Agenda 7. To consider and approve the appointment of certified auditors and approve the auditing fees for the year 2008 as follows:

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

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

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

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, appointing the Company's auditors and fixing the auditing fees shall be annually determined by the Annual General Meeting. In addition, according to the good corporate governance for the appointment of an auditor, the Company should not use the same auditor for more than 5 consecutive years.

Currently, Ms. Vissuta Jariyathanakorn of Ernst & Young Office Limited has efficiently been performing the duty as an auditor and has been the auditor for the Company and for Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary) during the last 3 years of services (2005-2007). In the year 2008, the same auditors listed above are proposed.

**Comparison of Auditing Fee for year 2008 and 2007
for the financial statements prepared in accordance with
Thailand's Generally Accepted Accounting Standard**

: Baht

Company	2008	2007	Difference	% Change
Company	1,000,000	940,000	60,000	6.40%
Subsidiary	880,000	790,000	90,000	11.39%
Total	1,880,000	1,730,000	150,000	8.67 %

**Comparison of Auditing Fee for year 2008 and 2007
for the financial statements prepared in accordance with
International Financial Reporting Standards (IFRSs)**

: Baht

Company	2008	2007	Difference	% Change
Company	450,000	-	450,000	N.A.
Subsidiary	450,000	-	450,000	N.A.
Total	900,000	-	900,000	N.A.

Subsidiary : Bangkok Grand Pacific Lease Public Company Limited.

During the last fiscal year, the Company and the Subsidiary received no another services from the auditor, audit firm and person related to the auditor and audit firm.

The proposed auditors mentioned above have no interest in the Company, the Subsidiary, management, major shareholders and related persons.

Board's Opinion

As per the recommendation made by the Audit Committee, appointing an auditor and fixing the auditing fee for the year 2008 described above should be approved by the Meeting.

Agenda 8. To consider and approve the issuance of debt instruments

Fact and reason

The Company's operating funds mainly depend on loans from financial institutions as well as capital and profits gained from the Company's performance. The Board of Directors deems it appropriate for the Company to raise funds for increasing the liquidity and decreasing financial costs of the Company by issuing debt instruments as per the details below:

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

- (1) Structure, determine, specify and adjust any details such as title, type of security of debt instruments, 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 debt instruments and having the debt instruments registered with the stock exchanges or other secondary market and dealing with the relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issue and offer of the debt instruments; and
- (3) Do all such other acts and things the Authorised Persons deems necessary or desirable for the purpose of facilitating or implementing the issue and offer of the debt instruments.

Board's Opinion

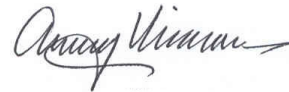
The issuance of debt instruments as per the details above should be approved by the Meeting.

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 attached as Attachment 6, together with the Register Form (Attachment 7), to this notice.

Remark: To facilitate completion of the attendee registration, please submit to the Meeting the applicable documents pursuant to the List of evidence required to attend the Meeting, enclosed herein as Attachment 4 with this notice.

Yours sincerely,



(Dr. Amnuay Viravan)
Chairman

Minutes of the Annual General Meeting of Shareholders No. 23rd /2007
of

Asia Sermkij Leasing Public Company Limited

Time and Place

Held on 25th April 2007, at 3.30 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok Metropolis 10120.

Directors Present

- | | | |
|----|---------------------------------------|--|
| 1. | Mr Lo, Jun-Long | Director/ Executive Director |
| 2. | Mr Tientavee Saraton | Director/ Executive Director |
| 3. | Mr Shen, Ying-Hui | Director/ Executive Director |
| 4. | Mr Yang, Chia-Ming | Director |
| 5. | Mr Chen, Chi-Ching | Director |
| 6. | Mrs Patima Chaowalit | Director |
| 7. | Mr Pradit Sawattananont | Chairman of Audit Committee/
Independent Director |
| 8. | Mr Anant Svattananon | Audit Committee/ Independent Director |
| 9. | Asso. Prof. Dr. Supliya Kuandachakupt | Audit Committee/ Independent Director |

Directors Absent

- | | | |
|----|----------------------|---|
| 1. | Dr Amnuay Viravan | Chairman of the Board of Directors/
Chairman of the Executive Board of Directors |
| 2. | Mr Huang, Cheng-Ming | Director |
| 3. | Mr Chen, Fong-Long | Director |

Management Present

- | | | |
|----|-------------------------------|---|
| 1. | Mr Lo, Jun-Long | Managing Director |
| 2. | Mr Tientavee Saraton | Deputy Managing Director |
| 3. | Mr Srayuth Khaola-iead | General Manager |
| 4. | Mr Danai Lapaviwat | Chief Financial Officer/
Secretary of the Board of Directors |
| 5. | Mr Sarayuth Chaisawadi | Chief Information Officer/
Acting Chief Administrative Officer |
| 6. | Mr Chonpichet Tantigittipinyo | Senior Assistant General Manager |

Auditor Present

- | | | |
|----|----------------------------|---|
| 1. | Ms Vissuta Jariyathanakorn | Certified Public Accountant No.3853
Ernst & Young Office Limited |
| 2. | Ms Boonnard Wattanawong | Ernst & Young Office Limited |

Legal Advisor Present

- | | | |
|----|-------------------------|---|
| 1. | Mr Sathaporn Jumsuk | Johnson Stokes & Master (Thailand) Limited. |
| 2. | Mr Sudkhate Jungcharoen | Johnson Stokes & Master (Thailand) Limited. |

Preliminary Proceeding

Mr Lo, Jun-Long was elected Chairman of the Meeting. The Chairman stated to the Meeting that 53 shareholders were present in person or by proxy at the Meeting, holding altogether 200,840,682 shares, accounting for 87.32 percent of paid-up shares (The Company has a total of 688 shareholders, holding altogether 230,000,000 shares). Thus, a quorum of the Meeting was deemed constituted.

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

Later, 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. 1st/2006 held on 12th September 2006.

The Chairman stated to the Meeting that copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1st/2006, held on 12th September 2006, is enclosed herein and the Board of Directors opined that the Minutes of the said shareholders' meeting should be proposed to the Meeting of shareholders to certify.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The Minutes of the Extraordinary General Meeting of Shareholders No. 1st/2006 held on 12th September 2006 be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

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 required to retire upon the expiration of their terms as follows:

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

The resigned director was:

1. **Mr Huang, Ming-Fu**

The new director in place of the resigned director is:

1. **Mr Chen, Chi-Ching**

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

1. **Mr Lo, Jun-Long**
2. **Mr Anant Svattananon**
3. **Mr Yang, Chia-Ming**
4. **Mr Shen, Ying-Hui**

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 no prohibited characteristics stipulated under the law as the substitute director. Also, at every Annual General Meeting, one-third of the directors shall retire. This year, four (4) directors, Mr Lo, Jun-Long, Mr Anant Svattananon, Mr Yang, Chia-Ming, Mr Shen, Ying-Hui, who have provided great contributions to the Company, shall vacate office. The board of directors then resolved that the resigned director and the new director in place of the resigned one be acknowledged, and re-appointment of the above four (4) retired directors for another term be proposed to Meeting of shareholders for approval.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: Mr Huang, Ming-Fu as the resigned director and Mr Chen, Chi-Ching as the new director in place of the resigned one be acknowledged, and re-appointment of the above four (4) retired directors, which are Mr Lo, Jun-Long, Mr Anant Svattananon, Mr Yang, Chia-Ming, and Mr Shen, Ying-Hui, for another term be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain as follows.

Attachment 1
Supporting Documents for Agenda 1

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Mr Chen, Chi-Ching	Director	200,840,682 100.00%	0 0.00%	0 0.00%
2. Mr Lo, Jun-Long	Director	200,840,682 100.00%	0 0.00%	0 0.00%
3. Mr Anant Svattananon	Independent Director	200,840,682 100.00%	0 0.00%	0 0.00%
4. Mr Yang, Chia-Ming	Director	200,840,682 100.00%	0 0.00%	0 0.00%
5. Mr Shen, Ying-Hui	Director	200,840,682 100.00%	0 0.00%	0 0.00%

Agenda 3. To consider and approve the remuneration of the directors for year 2007.

Mr Danai Lapaviwat, the secretary of the board of directors, stated to the Meeting that in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company may pay to directors remunerations which shall be fixed by the Annual General Meeting in order to support their contribution to the Company. The Board of Directors then resolved that the remuneration of the directors for year 2007 be proposed to the Meeting of shareholders for approval as follows:

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

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 2007 be approved as follows:

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

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

Agenda 4. To consider and acknowledge the annual report of the Board of Directors for year 2006.

Mr Lo, Jun-Long, the Managing Director, reported to the Meeting a summary of the annual report of the Board of Directors for year 2006, which was resolved to propose to the Meeting of shareholders to acknowledge the said year 2006 annual report.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The annual report of the Board of Directors for year 2006 be acknowledged.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

Agenda 5. To consider and approve the Company's audited financial statements and the report of Independent Auditor as at 31st December 2006, which have been reviewed by the Audit Committee and audited by the certified auditor.

Mr Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, of which audited by the certified auditor, at the Annual General Meeting. Details of the audited financial statements and the report of independent auditor as at 31st December 2006, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for year 2006 and enclosed herein with the notice to the Meeting. The summary is total

assets equal to Baht 9,443,840,294.-, total liabilities equal to Baht 6,061,156,729.-, total shareholders' equities equal to Baht 1,806,200,934.-, total revenues equal to Baht 896,797,070.-, total expenses equal to Baht 778,225,223.- and net profit equals to Baht 118,571,847. Also, the Board of Directors resolved that the said Company's audited financial statements and the report of Independent Auditor as at 31st December 2006 be proposed to the Meeting of shareholders for approval.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The audited financial statements and the report of Independent Auditor as at 31st December 2006, which have been reviewed by the Audit Committee and audited by the certified auditor, be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

Agenda 6. To approve the appropriation of annual net profit and dividend payment from operating performance of year 2006.

Mr Lo, Jun-Long, the Managing Director, reported to the Meeting that for the Company's operating results from 1st January 2006 – 31st December 2006, the annual net profit was Baht 118,571,847. The Board of Directors resolved to propose to the Meeting of shareholders for approval of the appropriation of annual net profit for year 2006 as follows:

1. The legal reserve is at 5 percent of the net profit or equal to the amount of Baht 5,928,592.32.
2. Dividend payment is at the equivalent rate of Baht 0.35 per share in the total amount of Baht 80,500,000 to the existing shareholders, whose names appear in the register of shareholders. The schedule to close the register of shareholders, for suspension of share transfer to determine the rights of the shareholders to receive dividends in relation to total 230,000,000 shares is set for Thursday 5th April 2007 from 12.00 noon and the schedule for paying dividends is on Thursday 17th May 2007.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appropriation of annual net profit and dividend payment for the year 2006 operating result be approved as follows:

- To approve that the legal reserve is at 5 percent of the net profit or equal to the amount of Baht 5,928,592.32.

- To approve that a dividend payment is at the equivalent rate of Baht 0.35 per share in the total amount of Baht 80,500,000 to the existing shareholders, who held 230,000,000 ordinary shares. The schedule to close the registrar for suspension of share transfer to determine the right of the shareholders in receiving dividends is set on Thursday 5th April 2007 from 12.00 noon and in paying dividends on Thursday 17th May 2007.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

Agenda 7. To consider and approve an appointment of an auditor and approve an auditing fee for year 2007 as proposed by the Audit Committee as follows:

Mr Danai Lapaviwat, the secretary of the Board of Directors, proposed to the Meeting that the Company's auditors which Board of Directors opined that an appointment of an auditor and the fixing of auditing fee for year 2007 be proposed to the Meeting of shareholders for approval 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 2007 financial statements with an auditing fee in the amount of Baht 940,000.

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, appointing the Company's the auditor and fixing the auditing fee shall be annually determined by the Annual General Meeting. In addition, according to a good corporate governance for the appointment of an auditor, the Company should not use the same auditor for more than 5 consecutive years. Currently, Ms Vissuta Jariyathanakorn of Ernst & Young Office Limited has efficiently been performing the duty as an auditor and has been the auditor for the Company and for Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary) during the last 2 years of services (2005-2006). In year 2007, the same auditors listed above are proposed.

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

The Meeting considered the same and unanimously resolved as follows:

Attachment 1
Supporting Documents for Agenda 1

Resolved That: The appointment of the Company's auditor with the auditing fee for the year 2007 be approved as follows:

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

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2007 financial statements with an auditing fee in the amount of Baht 940,000.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 200,840,682 votes in favour and none against or abstain.

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 4.30 p.m.



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

Personal Profiles of the Director in Place of the Resigned Director

Dr. Amnuay Viravan	Chairman of the Board / Chairman of the Executive Board
Age	75
Highest education	Doctor of Philosophy in Business Administration, University of Michigan, U.S.A.
Experience	Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited Chairman of the Board of Directors, Asia Sermkij Leasing Public Company Limited Chairman of the Board of Directors/ Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited Chairman of the Board of Directors, Union Plastic Public Company Limited Chairman of the Board of Directors, Union Technology (2008) Public Company Limited Chairman of the Board of Directors, Union Pioneer Public Company Limited Chairman of the Board of Directors, Saha-Union Public Company Limited Chairman of the Board of Directors, Union Textile Industrial Public Company Limited Chairman of the Board of Directors, Asia Cement Public Company Limited
Director training program	Director Accreditation Program No. 18/2004, Thai Institute of Directors Association
Year of Directorship	8 years
Position in other listed Company	6 companies Chairman of the Board of Directors, Union Plastic Public Company Limited Chairman of the Board of Directors, Union Technology (2008) Public Company Limited Chairman of the Board of Directors, Union Pioneer Public Company Limited Chairman of the Board of Directors, Saha-Union Public Company Limited Chairman of the Board of Directors, Union Textile Industrial Public Company Limited Chairman of the Board of Directors, Asia Cement Public Company Limited
Position in Non-Listed Company	1 companies Chairman of the Board of Directors/ Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
Position in Rival Companies/ Connected business	None
Meeting Attendance	7 meetings in total: 5 meetings attended
Shareholding as of Dec 31, 07	925,600 shares 0.40 % of the voting right shares

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

Mr. Tientavee Saraton	Executive Director/ Deputy Managing Director	
Age	59	
Highest education	Master of Science in Management, Arthur D. Little Management Education Institute,	
Experience	Deputy Managing Director/ Executive Director, Asia Sermkij Leasing Public Co., Ltd. Executive Director, Bangkok Grand Pacific Lease Public Co., Ltd.	
Director training program	Director Accreditation Program No. 22/2004, Thai Institute of Directors Association Director Certification Program No. 48/2004, Thai Institute of Directors Association	
Year of Directorship	20 years	
Position in other listed Company	None	
Position in Non-Listed Company	1 company Executive Director, Bangkok Grand Pacific Lease Public Co., Ltd.	
Position in Rival Companies/ Connected business	None	
Meeting Attendance	7 meetings in total: 7 meetings attended	
Shareholding as of Dec 31, 06	189,400	0.08% of the voting right shares

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

Mr.Fong-Long Chen	Executive Director	
Age	52	
Highest education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.	
Experience	Director, Asia Sermkij Leasing Public Company Limited Director, Bangkok Grand Pacific Lease Public Company Limited Chairman/President, Chailease Finance Co., Ltd. President/ Director, Financial One Corp. Director, Grand Pacific Holdings Corp. Chairman of Control Committee, Chailease International Leasing Company (Vietnam) Director, My Fleet Co., Ltd. Director, Chailease International Finance Co., Ltd. Director, Chailease Consumer Finance Co., Ltd.	
Director training program	None	
Year of Directorship	8 years	
Position in other listed Company	None	
Position in Non-Listed Company	8 Director, Bangkok Grand Pacific Lease Public Company Limited Chairman/President, Chailease Finance Co., Ltd. President/ Director, Financial One Corp. Director, Grand Pacific Holdings Corp. Chairman of Control Committee, Chailease International Leasing Company (Vietnam) Director, My Fleet Co., Ltd. Director, Chailease International Finance Co., Ltd. Director, Chailease Consumer Finance Co., Ltd.	
Position in Rival Companies/ Connected business	None	
Meeting Attendance	7 meetings in total: 5 meetings attended	
Shareholding as of Dec 31, 06	231,400	0.10% of the voting right shares

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

Mrs. Patima Chavalit	Director
Age	48
Highest education	Bachelor of Accounting Theory, Chulalongkorn University
Experience	Director, Asia Sermkij Leasing Public Company Limited Director, Bangkok Grand Pacific Lease Public Company Limited Senior Vice President, Office of the President, Bangkok Bank Public Company Limited Director/ Executive Vice President, Bualuang Finance Co., Ltd.
Director training program	Director Certification Program No. 48/2004, Thai Institute of Directors Association
Year of Directorship	8 years
Position in other listed Company	1 Senior Vice President, Office of the President, Bangkok Bank Public Company Limited
Position in Non-Listed Company	1 Director, Bangkok Grand Pacific Lease Public Company Limited
Position in Rival Companies/ Connected business	None
Meeting Attendance	7 meetings in total: 5 meetings attended
Shareholding as of Dec 31, 06	161,400 0.07% of the voting right shares

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

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
Age	59
Address	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Highest education	Master of Business Administration, Central State University, Oklahoma, U.S.A.
Experience	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited Independent Director / Audit Committee Member, KGI Securities Public Company Limited Advisor of the Committee on Economics Department, The House of Representatives Director, Thailand Securities Depository Co., Ltd. Specialist of Committee on Finance, Banking and Financial Institution, The House of Representatives
Director training program	Director Accreditation Program No. 19/2004, Thai Institute of Directors Association Director Certification Program No. 3/2000, Thai Institute of Directors Association
Year of Directorship	3 years
Position in other listed Company	2 Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited Independent Director / Audit Committee Member, KGI Securities Public Company Limited
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
Meeting Attendance	7 meetings in total: 7 meetings attended
Relationship to managements, major shareholders of the Company and the Subsidiary	None
Relationship with the Company, Major shareholders, the subsidiary affiliated or associated company and a person with potential conflict of Interest during the last 2 years	None
- be a director or advisor with receive regular salary	None
- be other professional services	None
- have business relationship	None
Interest in any agendas	Agenda 2: To consider and approve the re-appointment of the directors and members of the Audit Committee who are going to vacate office upon the expiration of their term. Agenda 3: To Consider and approve the remuneration of directors for the year 2008
Shareholding as of Dec 31, 06	60,000 0.03% of the voting right shares

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

Mr. Anant Svattananon	Audit Committee/ Independent Director	
Age	56	
Highest education	Commerce Course, The Institute of Foreign Languages Business Development & Management Course	
Experience	Audit Committee/ Independent Director, Asia Sermkij Leasing Public Co., Ltd. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. Managing Director, Star of Andaman Co. , Ltd.	
Director training program	Director Accreditation Program No. 38/2005, Thai Institute of Directors Association	
Year of Directorship	3 years	
Position in other listed Company	None	
Position in Non-Listed Company	2 Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. Managing Director, Star of Andaman Co. , Ltd.	
Position in Rival Companies/		
Connected business	None	
Meeting Attendance	7 meetings in total: 5 meetings attended	
Relationship to managements, major shareholders of the Company and the Subsidiary	None	
Relationship with the Company, Major shareholders, the subsidiary affiliated or associated company and a person with potential conflict of Interest during the last 2 years	None	
- be a director or advisor with receive regular salary	None	
- be other professional services	None	
- have business relationship	None	
Shareholding as of Dec 31, 06	50,000	0.02% of the voting right shares

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

Asso. Prof. Supriya Kuandachakupt	Audit Committee/ Independent Director
Age	54
Highest education	Doctor of Economics, University of Hawaii U.S.A.
Experience	Associate Professor, Department of Economics, Faculty of Economics,, Kasetsart University Advisor to Director-General of Fiscal Policy Office, Fiscal Policy Office Dean of Faculty of Economics, Kasetsart University
Director training program	Director Accreditation Program No. 56/2006, Thai Institute of Directors Association Director Certification Program No. 97/2007, Thai Institute of Directors Association
Year of Directorship	1 year
Position in other listed Company	None
Position in Non-Listed Company	None
Position in Rival Companies/	
Connected business	None
Relationship to managements, major shareholders of the Company and the Subsidiary	None
Meeting Attendance	7 meetings in total: 7 meetings attended
Relationship with the Company, Major shareholders, the subsidiary affiliated or associated company and a person with potential conflict of Interest during the last 2 years	None
- be a director or advisor with receive regular salary	None
- be other professional services	None
- have business relationship	None
Shareholding as of Dec 31, 06	60,000 (Including shares held by related persons 0.03% of the voting right shares

Definition of Independent Directors

The company has defined the meaning of “Independent Directors” as equal as the criteria set by the Securities Exchange Commission as follows:

1. An independent director must hold not more than 5 percent of the Company’ s shares with voting rights in the Company, and those of any affiliated or associated company.
1. An independent director must not take part in direct in direct management and not be an employee, staff member, or advisor who receive a regular salary, nor is an auditor, lawyer, or other professional who by virtue of their profession might affect the giving of impartial opinion to the Company and the Subsidiary.
2. An independent director must not be a close relationship as be father, mother, spouse, child and spouse of child to the managements, major shareholders, controlling shareholders of the Company and the Subsidiary.
3. An independent director must have no direct or indirect business relationship that would restrict the directors’ independence and impartiality in the Company, nor be compromised by a conflict of interest that could affect him or her form giving an unbiased opinion.

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

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

1.2 Foreign individual person

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

2. Juristic persons

2.1 Thai juristic person

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

2.2 Foreign juristic person

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

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

- Note:**
- 1) Shareholders/Proxies are requested to register at the Meeting between 2.00 p.m. and 3.00 p.m. of April 25, 2008.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 25, 2008.

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

**Chapter IV
Shareholders' Meeting**

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

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

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

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

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

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

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

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

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

29 One share shall have one vote.

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

30 A resolution of a shareholders' meeting shall require:

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

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

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

Proxy

Written at

Date Month B.E.

(1) I/We Nationality

residing at No. Road Sub-District

District Province Postal Code

(2) being a shareholder of Asia Sermkij Leasing Public Company Limited

holding the total amount of shares and have the rights to vote equal to votes as follows:

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

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

(3) hereby appoint

(1) age years

residing at No. Road Sub-District

District Province Postal Code

(2) age years

residing at No. Road Sub-District

District Province Postal Code

(3) * Mr. Pradit Sawattananond Chairman of Audit Committee/ Independent Director age 58 years

residing at No. 353/5 Road Sub Sub-District Sripraya

District Bangrak Province Bangkok Postal Code 10500

Either to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 24th/2008 on Friday of 25th April 2008 at 3.00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

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

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

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

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

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

Approve

Disapprove

Abstain

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

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

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

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

- | | |
|--|---------------------------------|
| 1. Mr. Pradit Sawattananond | Chairman of the Audit Committee |
| Service term | May 22, 2008 – May21, 2010. |
| 2. Mr. Anant Svattananon | Member of the Audit Committee |
| Service term | May 22, 2008 – May21, 2010. |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee |
| Service Term | May 22, 2008 – May 21, 2010 |

(please see the curriculum vitae of the 7 directors enclosed as Attachment 3 for your information)

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

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

Approve the appointment of all directors

Approve Disapprove Abstain

Approve the appointment of certain directors as follows:

Name of the Director Dr. Amnuay Viravan.....

Approve Disapprove Abstain

Name of the Director Mr. Tientavee Saraton.....

Approve Disapprove Abstain

Name of the Director Mr. Chen, Fong-Long.....

Approve Disapprove Abstain

Name of the Director Mrs. Patima Chavalit.....

Approve Disapprove Abstain

- Approve the appointment of all members of Audit Committee
- Approve Disapprove Abstain

Name of the Director... Mr. Pradit Sawattananond.....

- Approve Disapprove Abstain

Name of the Director ... Mr. Anant Svattananon.....

- Approve Disapprove Abstain

Name of the Director ... Asso. Prof. Dr. Supriya Kuandachakupt.....

- Approve Disapprove Abstain

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

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

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

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

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

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

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

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of a certified auditor and approve the auditing fee for the year 2008 as follows:

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

Of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2008 financial statements. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. An auditing fees are set in the amount of Baht1,000,000.-for the financial statements prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E. 2547 and in the amount of Baht 450,000.-for the financial statements prepared in accordance with International Financial Reporting Standards (IFRSs).

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

Agenda 8. To consider and approve the issuance of debt instruments.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

Agenda 9. Other business (if any).

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain

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

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

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

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

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

Allonge of Proxy Form B

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

At the Annual General Meeting of Shareholders No. 24th/2008, to be held on Friday, 25th April 2008 at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda

Subject: appointment of new directors (continued)

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

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Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

The Venue for the Annual General Meeting of Shareholders No. 24th/2008

Asia Sermkij Leasing Public Company Limited

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

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

