



Asia Sermkij Leasing Public Co., Ltd.

Invitation Letter to Annual General Meeting of Shareholders

No. 26/2010 April 9, 2010 at 3:00 p.m.,

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

175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

(Translation)

Registration No. Bor Mor Jor 0107546000393

No. 2010/06

Date : March 2, 2010

Subject : Invitation to the Annual General Meeting of Shareholders No. 26/2010

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 25/2009 held on April 28, 2009
2. The annual report of the Board of Directors for the year 2009 with copies of the Balance Sheets and Profit and Loss Statement and the Independent Auditor's Report as at December 31, 2009.
3. List of directors and members of the Audit Committee retiring upon the expiration of their term, who are proposed for re-appointment and their curriculum vitae in brief
4. Definition of independent directors
5. List of documentation required for attendance the Meeting
6. Articles of Association relating to Shareholders' Meeting
7. Proxy Forms
8. The Venue for the Annual General Meeting of Shareholders No. 26/2010
9. Registration Forms

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2009 held on February 24, 2010 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 26/2010 on April 9, 2010 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda to be considered is as follows:

Agenda item 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 25/2009 held on April 28, 2009.

Fact and reason

The Company has prepared minutes of The Annual General Meeting of Shareholders No. 25/2009 which was held on April 28, 2009 and submitted this minutes to SET and MOC within the time frame required. The meeting is therefore required to certify the minutes of The Annual General Meeting of Shareholders No. 25/2009 which was held on April 28 as enclosed herein. (Attachment 1)

Board of Directors's Opinion

The minutes of the Annual General Meeting of Shareholders No. 25/2009 which was held on April 28, 2009 have been recorded accurately; therefore, they should be proposed to the meeting of the shareholders for certification.

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

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

Facts and reason

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

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

- | | |
|--------------------------|----------------------|
| 1. Mr. Lo, Jun-Long | Director |
| 2. Mr. Shen, Ying-Hui | Director |
| 3. Mr. Anant Svattananon | Independent Director |
| 4. Mr. Kasem Akanesuwan | Independent 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, 2010 – May 21, 2012. |
| 2. Mr. Anant Svattananon | Member of the Audit Committee |
| Service term | May 22, 2010 – May 21, 2012. |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee |
| Service Term | May 22, 2010 – May 21, 2012 |
| 4. Mr. Kasem Akanesuwan | Member of the Audit Committee |
| Service Term | May 22, 2010 – May 21, 2012 |

(Please see the curriculum vitae of the directors in enclosed Attachment 3 and the Definition of independent directors in enclosed Attachment 4)

Rules for selection of Directors

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

Board's Opinion

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

The re-appointment of the above vacated directors and members of the Audit Committee for another term should be proposed to the meeting of shareholders for approval.

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

Agenda item 3. To consider and approve the remuneration of directors for the year 2010

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Company may pay directors' remunerations which shall be fixed by the Annual General Meeting of Shareholders in order to support their contribution to the Company. The Board of Directors then resolved that the remuneration of the directors for year 2010 be proposed to the Meeting of shareholders for approval as follows:

Comparison of the remuneration of directors for year 2010 and 2009

Unit : Baht

Position	No. of directors	2010			2009		
		Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2009 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2008 performance)
Chairman of the Audit Committee/ Independent Director	1	30,000	6,000	120,000	30,000	6,000	90,000
Audit Committee Member/ Independent Director	3	20,000	6,000	80,000	20,000	6,000	60,000
Chairman of the Board of Directors/ Executive Directors/ Non-Executive Director	7	10,000	-	-	10,000	-	-
External Director*	1	10,000	6,000	40,000	10,000	6,000	30,000

Remark : * External Director = Mrs. Patima Chavalit

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

Board's Opinion

The remuneration of the directors for the year 2010 should be proposed to the meeting of shareholders for approval as follows:

Unit : Baht

Position	No. of directors	2010		
		Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2009 performance)
Chairman of the Audit Committee/ Independent Director	1	30,000	6,000	120,000
Audit Committee Member/ Independent Director	3	20,000	6,000	80,000
Chairman of the Board of Directors/ Executive Directors / Non-Executive Director	7	10,000		-
External Director	1	10,000	6,000	40,000

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

Agenda item 4. To consider and acknowledge the annual report of the Board of Directors for the year 2009.

Facts and reason

According to the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented at the Annual General Meeting of shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2009 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 2009 should be proposed to the meeting of shareholders for acknowledgement.

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

Agenda item 5. To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2009, which have been reviewed by the Audit Committee and audited by the certified auditor.

Facts and reason

According to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, which have been audited by the certified auditor, to the Annual General Meeting of Shareholders. Details of the audited financial statements and the report of the Independent Auditor as at December 31, 2009, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2009 and enclosed herein as Attachment 2 with the notice to the Meeting.

Board's Opinion

The Company's audited financial statements and the report of the Independent Auditor as at December 31, 2009, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the meeting of shareholders for approval.

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

Agenda item 6. To consider and approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2009.

Facts and reason

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

Comparison of Dividend Payment for year 2010 and 2009

Dividend Payment Details	2010	2009
1 Net Profit (Consolidated)	193,631,475 Baht (Net Profit of Year 2009)	178,922,302 Baht (Net Profit of Year 2008)
2 No. of Shares	230,000,000 Shares	230,000,000 Shares
3 Dividend Payment per Share	0.58 Baht	0.54 Baht
4 Total Dividend Paid	133,400,000 Baht	124,200,000 Baht
5 Dividend Payout Ratio	68.89%	69.42%

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

Board's Opinion

For the Company's operating results from January 1, 2009 – December 31, 2009, the annual net profit was 193,631,475 Baht. The Board of Directors proposed that the Meeting approve the appropriation of annual net profit for the year 2009 as follows:

1. The legal reserve at 5 percent of the net profit of the company's separate financial statements or equal to the amount of 9,290,568 Baht.
2. Dividend payment at the rate equivalent to 0.58 Baht per share in the total amount of 133,400,000 Baht to the existing shareholders of 230,000,000 shares. The company has scheduled the record date on March 10, 2010 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on March 11, 2010 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. The schedule for paying dividends is on April 28, 2010.

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

Agenda item 7. To consider and approve the appointment of the certified auditors and the auditing fees for the year 2010

Facts and reason

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

1. Mr. Sophon Permsirivallop Certified Public Accountant (Thailand) No.3182 and/or
2. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 and/or
3. Mrs. Gingkarn Atsawarangsalit Certified Public Accountant (Thailand) No.4496 and/or
4. Ms. Pimjai Manikajohnkit Certified Public Accountant (Thailand) No.4521 and/or
5. Mr. Chayapol Suppasedtanon Certified Public Accountant (Thailand) No.3972

of Ernst & Young Office Limited to be auditors of the Company for the fiscal year ending December 31, 2010. In this regard, any of the said persons shall audit and certify the financial statements of the Company. In addition, the said auditors have no relationship or interest related to the Company, its affiliates, management, major shareholders, or any persons related to the said entities and persons; therefore, the company's auditors are independent in auditing and giving opinion on the Company's financial statements. Moreover, the said auditors have not been appointed for more than 5 consecutive years in auditing, reviewing or giving opinion on the Company's financial statements.

The said auditors shall also be the auditors of the Company's subsidiary, Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary). The audit committee, by the approval of the Board of Directors, hereby requests the meeting to approve the remuneration of the auditors for the fiscal year ending December 31, 2010 for an amount of not more than Baht 1,020,000 for the financial statements prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E.2547 and for an amount of not more than Baht 470,000 for the financial statements prepared in accordance with the International Financial Reporting Standards ("IFRS"). The details of comparison of the auditors' remuneration for the financial statements prepared in accordance with Thailand's Generally Accepted Accounting Standard and IFRSs for the year 2010 and 2009 are as follows;

Comparison of Auditing Fee for year 2010 and 2009

Unit : Baht

	2010	2009	Difference	% Change
Auditing Fee for financial statements prepared in accordance with Thailand's Generally Accepted Accounting Standard	1,020,000	1,020,000	0	0%
Auditing Fee for financial statements prepared in accordance with International Financial Reporting Standards (IFRSs)	470,000	470,000	0	0%
Total	1,490,000	1,490,000	0	0%

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 65,643. The Company received no another services from the office employing such auditor and persons related to the auditor and audit firm.

Board's Opinion

As per the recommendation made by the Audit Committee, the appointment of an auditor and the fixing of the auditing fee for the year 2010 described above should be proposed to the meeting of shareholders for approval.

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

Agenda item 8. To consider and approve the 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 generated from the Company's performance. The Board of Directors deems it appropriate for the Company to raise funds for managing the liquidity and financial costs of the Company by issuing debt instruments as 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	:	The outstanding of the debt instrument issued in accordance with this shareholders' meeting resolution shall not exceeding 5,000 million Baht or other currency in equivalent amount. A replacement tranche shall be entitled to be issued to replace a matured tranche, provided the total outstanding balance shall not exceed the approved amount.
Term	:	Not exceeding 5 years from the date of issuance
Allocation	:	Offer to the public and/or institutional investors and/or certain investors (private placement) and/or local investors and/or foreign investors in accordance with the relevant notifications of the Office of the Securities and Exchange Commission. The 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 the debt instruments registration with the stock exchanges or other secondary market and the coordination with the relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issuance and offer of the 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 issuance and offer of the debt instruments.

Board's Opinion

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

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

Agenda item 9. Other business (if any)

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

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

Yours sincerely,

A handwritten signature in cursive script, appearing to read "Amnuay Viravan".

(Dr. Amnuay Viravan)
Chairman

Minutes of the Annual General Meeting of Shareholders No. 25th /2009
of
Asia Sermkij Leasing Public Company Limited

Time and Place

Held on April 28, 2009, at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

Directors Present

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

Directors Absent

- | | | |
|--------------------------|-------------|---------------------------------------|
| 1. Mr. Huang, Cheng-Ming | | Director |
| 2. Mr. Chen, Fong-Long | | Director |
| 3. Mr. Liu, Chia-Jeang | | Director |
| 4. Mr. Anant | Svattananon | Audit Committee/ Independent Director |

Management Present

- | | | |
|---------------------|-----------------|---|
| 1. Dr. Amnuay | Viravan | Chairman of the Executive Board of Directors |
| 2. Mr. Lo, Jun-Long | | Managing Director |
| 3. Mr. Tientavee | Saraton | Executive Director |
| 4. Mr. Srayuth | Khaola-iead | General Manager |
| 5. Mr. Danai | Lapaviwat | Chief Financial Officer |
| 6. Mr. Sarayuth | Chaisawadi | Chief Information Officer/
Acting Chief Administrative Officer |
| 7. Mr. Chonpichet | Tantigittipinyo | Senior Assistant General Manager |

Company Secretary

Weerawong, Chinnavat and Peangpanor Ltd. by Miss Yaowarote Klinboon appointed to act as the Company Secretary attended the Meeting.

Auditor Present

- | | | |
|----------------|-----------------|------------------------------|
| 1. Ms. Vissuta | Jariyathanakorn | Ernst & Young Office Limited |
| 2. Ms. Poonard | Wattanawong | Ernst & Young Office Limited |

Independent Legal Advisors Present

- | | | |
|------------------|----------|------------------------------------|
| 1. Mr. Sathaporn | Jumsuk | Mayer Brown JSM (Thailand) Limited |
| 2. Mr. Maythawee | Sarathai | Mayer Brown JSM (Thailand) Limited |

Preliminary Proceeding

Dr. Amnuay Viravan, Chairman of the Board of Directors, was the Chairman of the Meeting. The Chairman stated to the Meeting that 47 shareholders were present in person or by proxy at the Meeting, holding altogether 191,738,842 shares, accounting for 83.36 percent of paid-up shares (The Company has a total of 639 shareholders, holding altogether 230,000,000 shares). Thus, a quorum of the Meeting was deemed constituted.

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

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

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

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that a copy of the Minutes of the Annual General Meeting of Shareholders No. 24th/2008, held on April 25, 2008, was enclosed with the Invitation to this Meeting and the Board of Directors opined that the Minutes of the said shareholders' meeting should be proposed to the Meeting of shareholders to certify.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The Minutes of the Annual General Meeting of Shareholders No. 24th/2008 held on April 25, 2008 be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

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

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

Attachment 1
Supporting Documents for Agenda 1

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

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

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, Mr. Pradit Sawattananond, Asso. Prof. Dr. Supriya Kuandachakupt, Mr. Huang, Cheng-Ming, and Mr. Liu, Chia Jeang, who have provided great contributions to the Company, shall vacate the office. The board of directors then resolved that the re-appointment of the above four (4) retired directors for another term be proposed to Meeting of shareholders for approval. The curriculum vitae of 4 directors were enclosed to the Invitation to this Meeting and sent to the Shareholders.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The re-appointment of the above four (4) retired directors, Mr. Pradit Sawattananond, Asso. Prof. Dr. Supriya Kuandachakupt, Mr. Huang, Cheng-Ming, and Mr. Liu, Chia-Jeang, for another term be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour and none against or abstaining as follows:

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Mr. Pradit Sawattananond	Independent Director	191,738,842 100.00 %	0 0.00 %	0 0.00%
2. Asso. Prof. Dr. Supriya Kuandachakupt	Independent Director	191,738,842 100.00 %	0 0.00%	0 0.00%
3. Mr. Huang, Cheng-Ming	Director	191,738,842 100.00 %	0 0.00%	0 0.00%
4. Mr. Liu, Chia-Jeang	Director	191,738,842 100.00 %	0 0.00%	0 0.00%

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

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

Attachment 1
Supporting Documents for Agenda 1

Unit : Baht

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

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

** External Director = Mrs.Patima Chavalit

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 2009 be approved as follows:

Unit : Baht

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

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

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

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented at the Annual General Meeting for the right of the shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2008 is enclosed as Attachment 2 with the Invitation to this Meeting.

Mr. Lo, Jun-Long, the Managing Director, reported to the Meeting a summary of the annual report of the Board of Directors for year 2008 as detailed below

ECONOMY & INDUSTRY IN 2008

During the year 2008, the Thai economy declined substantially from the previous year, with GDP growth rate dropping from 4.9% in 2007 to 2.6% in 2008. Externally the economy was plagued by the high inflation caused by the surge of oil and food prices in the first half and then by the world economic recession caused by the failure of the U.S. sub-prime mortgage loans in the second half. Internally, the economy was dragged by the political instability. As a result, on the domestic demand side, diminishing consumer and investor confidence continued to retard the growth rates of private consumption and investment at 2.5% and 3.2% respectively in 2008 as compared with 1.5% and (0.5)% in 2007. On the foreign demand side, trading partners' economic slowdown withheld the growth rates of exports and imports at 16.8% and 26.4% respectively in 2008 as compared with 17.2% and 9.0% in 2007.

Interest rates remained mostly stable in the first half of 2008 and then moved downward in the second half. The 1-day repurchase rate or reference rate averaged at 3.38% in 2008 lower than the previous year's 3.77% to help stimulate the economy in the face of 5.5% inflation rate in 2008.

The new vehicle sales decreased by 2.5% from 631,250 units in 2007 to 615,270 units in 2008. New pick-up and commercial car sales decreased by 17.6% and 1.9% respectively while new passenger car sales increased by 33.3%. The average industrial capacity utilization decreased from 72.6% in 2007 to 67.6% in 2008 to reflect the continuing decline of export orders.

PERFORMANCE IN 2008

The Company and its subsidiary, on a consolidated basis, registered total assets of THB 11,938 million as of December 31, 2008 increasing by 9.9% from THB 10,866 million in 2007 mainly due to the portfolio growth supported by the business expansion. Internally generated funds of THB 179 million from profitable operations relieved the burden of totally relying on external borrowings to support the assets increase. The equity base expanded by 3.9% from THB 1,662 million in 2007 to THB 1,726 million in 2008 as a result of the net profit contribution. The financial leverage was increased by 11.0% from THB 9,203 million in 2007 to THB 10,211 million in 2008. The total revenues advanced by 9.1% from THB 1,051 million in 2007 to THB 1,147 million in 2008. Selling and administrative expenses increased 14.8% from THB 311 million in 2007 to THB 357 million in 2008 or equal to 29.6% of Total Revenues in 2007 versus 31.1% of that in 2008. Finance cost increased by 2.1% from THB 440 million in 2007 to THB 449 million in 2008 or equal to 41.8% of Total Revenues in 2007 versus 39.1% of that in 2008. Consequently the net profit increased by 7.5% from THB 166 million in 2007 to THB 179 million in 2008. The net profit margin and return on equity stayed at 15.6% and 10.6% in 2008 as compared with 15.8% and 10.3% in 2007 respectively.

Total portfolio increased from THB 10,776 million as of December 31, 2007 to THB 11,820 million as of December 31, 2008 due to increased disbursements from business expansion. Despite the economic downturn reducing customers' payment capability, NPLs only slightly increased from 0.77% of the total portfolio as of December 31, 2007 to 0.92% of the total portfolio at the end of 2008 reflecting good

asset quality. The ratio of Allowance for Doubtful Account to NPLs was provided at 146.6% at the end of 2008. Although it declined from 196.2% at the end of 2007, it still indicated the adequacy of the Company's reserve for doubtful debts.

CORPORATE GOVERNANCE

The Board of Directors has recognized the importance of good corporate governance by establishing a policy of corporate governance in accordance with the Principles of Corporate Governance for Listed Companies of the Stock Exchange of Thailand. In addition, the Board of Directors also has encouraged the company to conscientiously comply with the policy to enhance efficiency, effectiveness, transparency, and assessability of the Company's management. This eventually will create confidence and long-term benefits of all shareholders, investors, stakeholders and other relevant parties, and strengthen the competitiveness and the sustainable growth of the Company.

2009 BUSINESS PROSPECT AND STRATEGY

In 2009, worsening world recession plus domestic political uncertainty will continue to depress Thailand's GDP to contract at -2.5% significantly sliding from 2.6% in 2008. Both private consumption and investment are expected to register a 1.2% growth and a 6.1% decrease respectively and both exports and imports a decline of 20.5% and 33.2% respectively in 2009.

The hire purchase industry is expected to undergo a decrease in business volume, following a decline of auto industry by 22% to remain 480,000 units this year. The leasing and factoring business are expected to receive an unfavorable impact from the declining industrial capacity utilization which will withhold the needs for machinery investment and working capital. Moreover, the credit crunch imposed by the banking community will increase the difficulty of funding availability for operating the business.

The business strategy for 2008 is to provide our financial services including hire purchase, leasing, factoring, and floor plan to individuals and small-and-medium-sized enterprises with credit worthiness up to our more prudential credit standards. Likewise, the competitive strategy is to emphasize on quality, speed, and flexibility to differentiate our services for the selective target customers in our niche segments. For our operations in 2009, we will endeavor to hold up at the level of the year before through all the difficult challenges.

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

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 2008 be acknowledged.

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

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

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, of which were audited by the certified auditor, at the Annual General Meeting. Details of the audited financial statements and the report of the independent auditor as at December 31, 2008, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for year 2008 and enclosed herein with the Invitation to this Meeting. The summary of the annual report of the Board of Directors for year 2008 is as prescribed in agenda item 4.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The audited financial statements and the report of the Independent Auditor as at December 31, 2008, 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 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

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

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

Mr. Lo, Jun-Long, the Managing Director, reported to the Meeting that for the Company's operating results from January 1, 2008 – December 31, 2008, the annual net profit was Baht 178,922,302. The Board of Directors resolved to propose to the Meeting of shareholders for approval of the appropriation of annual net profit for year 2008 as follows:

1. The legal reserve is at 5 percent of the net profit of the Company's separate financial statements or equal to the amount of Baht 9,690,090.
2. Dividend payment at the rate equivalent to 0.54 Baht per share in the total amount of 124,200,000 Baht to the existing shareholders, whose names appear in the register of shareholders. The schedule to close the register of shareholders, for suspension of share transfer to determine the rights of the

Attachment 1
Supporting Documents for Agenda 1

shareholders to receive dividends in relation to a total of 230,000,000 shares is set on April 8, 2009 and the schedule for paying dividends is on May 15, 2009.

Comparison of Dividend Payment for year 2009 and 2008

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

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

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 2008 operating result be approved as follows:

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

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

Agenda 7 To consider and approve an appointment of an auditor and approve an auditing fee for year 2009

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that, according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the appointment of the Company's auditors and the fixing of the auditing fees shall be annual determined by the Annual General Meeting of Shareholders. In this regard, the auditor committee, by approval of Board of Directors, elected the Company's auditors in accordance with the Public Limited Companies Act B.E. 2535 and the notification of the SEC no. Kor.Chor. 39/2548 re:

Attachment 1
Supporting Documents for Agenda 1

the criteria, conditions and methods for the disclosure of information as to the financial status and the business performance of the companies issuing securities (No. 20). It is hereby proposed to the meeting to appoint the following persons as the Company's auditors;

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

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2009 financial statements.

The auditing fees are set in the amount of Baht 1,0200,000 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 470,000 for the financial statements prepared in accordance with the International Financial Reporting Standards (IFRSs)

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, appointing the Company's auditor and fixing the auditing fee shall be annually determined by the Annual General Meeting. According to good corporate governance for the appointment of an auditor, the Company should not use the same auditor for more than 5 consecutive years. Currently, Ms. Vissuta Jariyathanakorn of Ernst & Young Office Limited has efficiently been performing the duty as an auditor and has been the auditor for the Company and for Bangkok Grand Pacific Lease Public Co., Ltd. (the Subsidiary) during the last 4 years of services (2005-2008). In addition, the said auditors have no relationship or interest related to the Company, its affiliates, management, major shareholders, or any persons related to the said entities and persons, therefore, the company's auditors are independent in auditing and giving opinion on the Company's financial statement. In year 2009, the Board of Directors deems it appropriate to propose to the Meeting appointing the same auditors and fixing the auditing fees for year 2008 as per the details above.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appointment of the Company's auditor with the auditing fee for the year 2009 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 2009 financial statements. The auditing fees are set in the amount of Baht 1,020,000 for the financial statements

Attachment 1
Supporting Documents for Agenda 1

prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E. 2547 and the in the amount of Baht 470,000 for the financial statements prepared in accordance with the International Financial Reporting Standards (IFRSs)

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

Agenda 8 **To consider and approve the re-clarification of authority of the Board of the Board of Directors regarding the approval of credit line provided to a Taxi Cooperative**

Mr. Danai Lapaviwat, the secretary of the Board of Directors, stated to the Meeting that the company proposes the re-clarification of the Board of Directors' Approval Authority which was approved by the resolution of the extraordinary shareholders meeting no. 2/2004 held on June 24, 2004. With respect to the hire purchase credit line provided to a Taxi Cooperative, the Board of Directors will consider the credit line of customers who are the Taxi Cooperative regarding each individual member of the Taxi Cooperative who is the guarantor and responsible for installment payment to the Company, they will not consider the credit line for the Taxi Cooperative. Therefore, the credit line for the confinement of one customer or group, according to the authority of the Board of the Board of Directors, will apply to the customer who is an individual member of the Taxi Cooperative and does not apply to the Taxi Cooperative.

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 re-clarification of authority of the Board of Directors regarding the approval of credit line provided to a Taxi Cooperative by the Board of Directors will consider the credit line of the customer who is the Taxi Cooperative regarding each individual member of the Taxi Cooperative who is the guarantor and responsible for installment payment to the Company, they will not consider the credit line for the Taxi Cooperative as proposed by the Board of Directors.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 191,738,842 votes in favour, equal to 100% of all shareholders' voting and none against or abstaining.

Agenda 9 Other business (if any).

There was no other business proposed for the Meeting's consideration. The Chairman, therefore, declared of the Meeting closed at 4.10 p.m.

(Dr. Amnuay Viravan)
Chairman of the Meeting

Attachment 3
Supporting Document for Agenda 2

**Personal profiles of the director and retired audit committee who are proposed to re-
appointment and to be appointed as a proxy**

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
Age	61 years
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 Accreditation Program No. 19/2004, Thai Institute of Directors Association Director Certification Program No. 3/2000, Thai Institute of Directors Association
Director training program	
Year of Directorship	6 years
Position in other listed Company	2 companies 1 Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited 2 Independent Director / Audit Committee Member, KGI Securities Public Company Limited
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2009	6 meetings in total: 6 meetings attended
Interest in any agendas	Agenda 3: To consider and approve the remuneration of directors for the year 2009
Shareholding as of Dec 31, 09	60,000 shares 0.03% of the voting right shares

Attachment 3
Supporting Document for Agenda 2

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

Mr. Lo, Jun-Long	Executive Director/ Managing Director	
Age	58 years	
Highest education	Master of Business Administration, University of Santa Clara, U.S.A.	
Experience	Executive Director/ Managing Director, Asia Sermkij Leasing Public Company Limited Executive Director/ Managing Director, Bangkok Grand Pacific Lease Public Company Limited	
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	11 years	
Position in other listed Company	None	
Position in Non-Listed Company	1 company	
Position in Rival Companies/ Connected business	1 Executive Director/ Managing Director, Bangkok Grand Pacific Lease Public Company Limited None	
Meeting Attendance in 2009	6 meetings in total: 6 meetings attended	
Shareholding as of Dec 31, 09	180,050 shares	0.08% of the voting right shares

Attachment 3
Supporting Document for Agenda 2

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

Mr. Shen, Ying-Hui	Executive Director
Age	44 years
Highest education	Master of Business Administration, National Central University, Taiwan, R.O.C.
Experience	Executive Director, Asia Sermkij Leasing Public Company Limited Executive Director/ Senior Assistant General Manager, Bangkok Grand Pacific Lease Public Company Limited Executive Vice President, Chailease Finance Co., Ltd. Executive Vice President, Chailease Consumer Finance Co., Ltd.
Director training program	Director Accreditation Program No. 57/2006, Thai Institute of Directors Association
Year of Directorship	4 years
Position in other listed Company	None
Position in Non-Listed Company	2 companies 1. Executive Director/ Senior Assistant General Manager, Bangkok Grand Pacific Lease Public Company Limited 2. Executive Vice President, Chailease Finance Co., Ltd.
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2009	6 meetings in total: 6 meetings attended
Shareholding as of Dec 31, 09	None 0.00% of the voting right shares

Attachment 3
Supporting Document for Agenda 2

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

Mr. Anant Svattananon	Audit Committee/ Independent Director
Age	58 years
Highest education	Commerce Course, The Institute of Foreign Languages Business Development & Management Course
Experience	Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited 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	6 years
Position in other listed Company	None
Position in Non-Listed Company	2 companies 1. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. 2. Managing Director, Star of Andaman Co., Ltd.
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2009	6 meetings in total: 4 meetings attended
Shareholding as of Dec 31, 09	50,000 shares 0.02% of the voting right shares

Attachment 3
Supporting Document for Agenda 2

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

Mr. Kasem Akanesuwan	Audit Committee/ Independent Director
Age	61 years
Highest education	Master of Science in Accounting, Roosevelt University, U.S.A.
Experience	Director, Asia Sermkij Leasing Public Company Limited Director, BNH Medical Center Co., Ltd. Assistant Vice President-Finance Bangkok Airways Co., Ltd.
Director training program	Director Accreditation Program No. 79/2009, Thai Institute of Directors Association
Year of Directorship	1 year
Position in other listed Company	None
Position in Non-Listed Company	2 companies 1. Director, BNH Medical Center Co., Ltd. 2. Assistant Vice President-Finance Bangkok Airways Co., Ltd.
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2009	5 meetings in total: 5 meetings attended (appointed as director from resolution of the BOD No. 2/2009)
Shareholding as of Dec 31, 09	None 0.00% of the voting right shares

Attachment 3
Supporting Document for Agenda 2

Personal profiles of the retired audit committee who are proposed for re-appointment

Asso. Prof. Supriya Kuandachakupt	Audit Committee/ Independent Director
Age	56
Highest education	Doctor of Economics, University of Hawaii U.S.A.
Experience	Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited Chairman of the Business Economics, Faculty of Economics, Kasetsart University Associate Professor, Department of Economics, Faculty of Economics, Kasetsart University Advisor to Director-General of Fiscal Policy Office, Fiscal Policy Office
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	4 years
Position in other listed Company	None
Position in Non-Listed Company	None
Position in Rival Companies/	
Connected business	None
Meeting Attendance in 2009	6 meetings in total: 6 meetings attended
Shareholding as of Dec 31, 09	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” more strengthen than the criteria set by the Capital Market Supervisory Board Tor.Chor.14/2551 as follows:

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

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

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

1.2 Foreign individual person

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

2. Juristic persons

2.1 Thai juristic person

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

2.2 Foreign juristic person

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

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

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

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

**Chapter IV
Shareholders' Meeting**

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

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

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

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

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

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

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

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

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

29 One share shall have one vote.

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

30 A resolution of a shareholders' meeting shall require:

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

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

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

Proxy Form B

Written at

Date Month B.E.

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

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

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

(3) hereby appoint

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

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

(3) Mr. Pradit Sawattananond, Chairman of Audit Committee/ Independent Director age .. 61 .. years
 residing at No. 353/5 Road Sub-District Sripaya
 District Bangrak Province Bangkok Postal Code 10100

Either to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 26th/2010 on April 9, 2010 at 3.00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok
 or any adjournment to another date, time and place thereof.

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

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 25th /2009 held on April 28, 2009.

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

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

Approve

Disapprove

Abstain

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

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

- | | |
|-------------------------|----------------------|
| 1. Mr. Lo, Jun-Long | Executive Director |
| 2. Mr. Shen, Ying-Hui | Executive Director |
| 3. Mr. Anant Svattanont | Independent Director |
| 4. Mr. Kasem Akanesuwan | Independent Director |

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

- | | |
|--|---------------------------------|
| 1. Mr. Pradit Sawattananond | Chairman of the Audit Committee |
| 2. Mr. Anant Svattanont | Member of the Audit Committee |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee |
| 4. Mr. Kasem Anakesuwan | Member of the Audit Committee |

(please see the curriculum vitae of the 6 directors enclosed in Attachment 3 for your information)

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

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

Approve the appointment of all directors

Approve Disapprove Abstain

Approve the appointment of certain directors as follows:

Name of the Director Mr. Lo, Jun-Long.....

Approve Disapprove Abstain

Name of the Director Mr. Shen, Ying-Hui.....

Approve Disapprove Abstain

Name of the Director Mr. Anant Svattanont.....

Approve Disapprove Abstain

Name of the Director Mr. Kasem Akanesuwan.....

Approve Disapprove Abstain

Approve the appointment of all members of Audit Committee

Approve Disapprove Abstain

Approve the appointment of certain Audit Committee as follows

Name of the Audit Committee Mr. Pradit Sawattananond.....

Approve Disapprove Abstain

Name of the Audit Committee Mr. Anant Svattanont.....

Approve Disapprove Abstain

Name of the Audit Committee Asso. Prof. Dr. Supriya Kuandachakupt.....

Approve Disapprove Abstain

Name of the Audit Committee Mr. Kasem Akanesuwan.....

Approve Disapprove Abstain

- Agenda 3 To consider and approve the remuneration of directors for the year 2010**
- (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 2009.**
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain
- Agenda 5 To consider and approve the Company’s audited financial statements and the report of the Independent Auditor as at December 31, 2009, 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 2009.**
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follow:
- Approve Disapprove Abstain
- Agenda 7 To consider and approve the appointment of the certified auditors and approve the auditing fees for the year 2010.**
- (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. 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. 26th/2010, to be held on April 9, 2010 at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

.....

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Agenda Subject

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

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

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

Name of the Director

Approve Disapprove Abstain

The Venue for the Annual General Meeting of Shareholders No. 26th/2010

Asia Sermkij Leasing Public Company Limited

April 25, 2010, 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

