

Asia Sermkij Leasing Public Co., Ltd.

Invitation Letter to Annual General Meeting of Shareholders

No. 27/2011 April 26, 2011 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. 2011/08

Date : March 23, 2011

Subject : Invitation to the Annual General Meeting of Shareholders No. 27/2011

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 26/2010 held on April 9, 2010
2. The annual report of the Board of Directors for the year 2010 with copies of the Balance Sheets and Profit and Loss Statements and the Independent Auditor's Report as at December 31, 2010.
3. List of directors 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 to attend the Meeting
6. Articles of Association relating to Shareholders' Meeting
7. Proxy Forms
8. The Venue for the Annual General Meeting of Shareholders No. 27/2011
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 3/2011 held on March 23, 2011 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 27/2011 on April 26, 2011 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 are as follows:

Agenda item 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 26/2010 held on April 9, 2010.

Fact and reason

The Company had prepared minutes of the Annual General Meeting of Shareholders No. 26/2010 which was held on April 9, 2010 and submitted such minutes to the Stock Exchange of Thailand (SET) and Ministry of Commerce (MOC) within the time frame required. The Meeting is therefore required to certify the minutes of the Annual General Meeting of Shareholders No. 26/2010 which was held on April 9, 2010 as enclosed herein. (Attachment 1)

Board of Directors' Opinion

The minutes of the Annual General Meeting of Shareholders No. 26/2010 which was held on April 9, 2010 had 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 presented at the meeting and entitled to vote.

Agenda item 2. To consider and acknowledge the annual report of the Board of Directors for the year 2010.

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 2010 is enclosed herein as Attachment 2 with the notice to the Meeting.

Board of Directors' Opinion

The annual report of the Board of Directors for the year 2010 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 3. To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2010, 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, 2010, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2010 and enclosed herein as Attachment 2 with the notice to the Meeting.

Board of Directors' Opinion

The Company's audited financial statements and the report of the Independent Auditor as at December 31, 2010, 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 presented at the meeting and entitled to vote.

Agenda item 4. To consider and approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2010.

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and Clause 38 of the Company's Articles of Association, if the Company has no accumulated loss, it may distribute a dividend by taking into consideration the Company's dividend policy at 40 percent – 70 percent of the annual net profit. Also, the allocation of not less than 5 percent of the annual net profit, less the accumulated loss brought forward (if any), to a legal reserve 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 2011 and 2010

Dividend Payment Details	2011	2010
1 Net Profit (Consolidated)	290,018,991 Baht (Net Profit of Year 2010)	193,631,475 Baht (Net Profit of Year 2009)
2 No. of Shares	230,000,000 Shares	230,000,000 Shares
3 Dividend Payment per Share	0.88 Baht	0.58 Baht
4 Total Dividend Paid	202,400,000 Baht	133,400,000 Baht
5 Dividend Payout Ratio	69.79%	68.89%

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

Board of Directors' Opinion

For the Company's operating results from January 1, 2010 – December 31, 2010, the annual net profit was 290,018,991 Baht. The Board of Directors proposed that the Meeting approve the appropriation of annual net profit for the year 2010 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 13,901,403 Baht.
2. Dividend payment at the rate equivalent to 0.88 Baht per share in the total amount of 202,400,000 Baht to the existing shareholders of 230,000,000 shares. The Company has fixed the record date on April 7, 2011 to determine the shareholders right to receive dividend, and the closing date of the register of shareholders on April 8, 2011 to compile the names of shareholder pursuant to section 225 of the Securities and Exchange Act. The dividend payment date is on May 18, 2011.

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

Agenda item 5. To consider and approve the re-appointment of the directors 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 the office upon the expiration of their term. If the number is not a multiple of three, then the number nearest to one-third of the directors must vacate the office. The vacating directors can be re-elected.

The directors who will vacate the office this year and will be proposed to be re-appointed by the Meeting 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 |

(Please see the curriculum vitae of the directors in enclosed Attachment 3)

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 skills based on their directorship performance and who is not prohibited by the law.

Board of Directors' Opinion

The above vacated directors have the appropriate qualifications as well as the experience, skills and have contributed greatly to the Company. They are also qualified under the Public Company Limited Act B.E. 2535. They, therefore, are appropriate for being re-appointed for another term.

The re-appointment of the above vacated directors 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 presented at the meeting and entitled to vote.

Agenda item 6. To consider and approve the remuneration of directors for the year 2011

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and Clause 31 of the Company's Articles of Association, the Company may pay directors' remunerations which shall be fixed by the Annual General Meeting of Shareholders in order to support their contribution to the Company. The Board of Directors then resolved that the remuneration of the directors for year 2011 be proposed to the Meeting of shareholders for approval as follows:

Comparison of the remuneration of directors for year 2011 and 2010

Unit : Baht

Position	No. of directors	2011			2010		
		Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2010 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2009 performance)
Chairman of the Board of Directors/ Chairman of the Executive Board of Directors	1	40,000	-	-	10,000	-	-
Chairman of the Audit Committee/ Independent Director	1	40,000	6,000	135,000	30,000	6,000	120,000
Audit Committee Member/ Independent Director	3	30,000	6,000	90,000	20,000	6,000	80,000
External Director*	1	30,000	6,000	45,000	10,000	6,000	40,000
Executive Director/ Non-Executive Director	6	20,000	-	-	10,000	-	-

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 of Directors' Opinion

The remuneration of the directors for the year 2011 should be proposed to the Meeting of shareholders for approval as follows:

Unit : Baht

Position	No. of directors	2011		
		Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2010 performance)
Chairman of the Board of Directors/ Chairman of the Executive Board of Directors	1	40,000	-	-
Chairman of the Audit Committee/ Independent Director	1	40,000	6,000	135,000
Audit Committee Member/ Independent Director	3	30,000	6,000	90,000
External Director	1	30,000	6,000	45,000
Executive Director/ Non-Executive Director	6	20,000	-	-

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

Agenda item 7. To consider and approve the appointment of the certified auditors and the auditing fees for the year 2011

Facts and reason

According to the Public Limited Companies Act B.E. 2535 and Clause 31 of the Company's Articles of Association, the appointment of the Company's auditors and the fixing of the auditing fees shall be annually determined by the Annual General Meeting of Shareholders. In this regard the audit committee, by the approval of the Board of Directors, elected the Company's auditors in accordance with the Public Company Limited Act B.E. 2535 and the Notification of the SEC no. Kor.Chor 39/2548 re: the criteria, conditions and methods for the disclosure of information as to the financial status and the business performance of the companies issuing securities (No. 20). It is hereby proposed to the meeting to appoint the following persons as the Company's auditors;

1. 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 Suppasertanon Certified Public Accountant (Thailand) No.3972

of Ernst & Young Office Limited to be auditors of the Company for the fiscal year ending December 31, 2011. 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, 2011 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 (“IFRSs”). 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 2011 and 2010 are as follows;

Comparison of Auditing Fees for year 2011 and 2010

Unit : Baht

	2011	2010	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 28,520. The Company received no other services from the office employing such auditor and persons related to the auditor and audit firm.

Board of Directors’ Opinion

As per the recommendation made by the Audit Committee, the appointment of auditors and the fixing of the auditing fees for the year 2011 described above should be proposed to the Meeting of shareholders for approval.

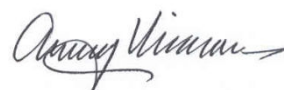
Remark: This agenda item requires the resolution of more than half of the votes of all shareholders presented at the meeting and entitled to vote.

Agenda item 8. 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,



(Dr. Amnuay Viravan)
Chairman of the Board of Directors

Minutes of the Annual General Meeting of Shareholders No. 26th /2010
of
Asia Sermkij Leasing Public Company Limited

Time and Place

The Meeting was held on April 9, 2010, 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.

Attending Directors

- | | |
|--|--|
| 1. Mr. Lo, Jun-Long | Director |
| 2. Mr. Tientavee Saraton | Director |
| 3. Mr. Shen, Ying-Hui | Director |
| 4. Mr. Liu, Chia-Jeang | Director |
| 5. Mrs. Patima Chaowalit | Director |
| 6. Mr. Pradit Sawattananont | Chairman of the Audit Committee/
Independent Director |
| 7. Asso. Prof. Dr. Supriya Kuandechakupt | Member of the Audit Committee/ Independent
Director |
| 8. Mr. Kasem Akanesuwan | Member of the Audit Committee/ Independent
Director |

Absent Directors

- | | |
|--------------------------|--|
| 1. Dr. Amnuay Viravan | Chairman of the Board of Directors |
| 2. Mr. Huang, Cheng-Ming | Director |
| 3. Mr. Chen, Fong-Long | Director |
| 4. Mr. Anant Svattananon | Member of the Audit Committee/ Independent
Director |

Attending Management

- | | |
|-----------------------------------|---|
| 1. Mr. Lo, Jun-Long | Executive Director/ Managing Director |
| 2. Mr. Tientavee Saraton | Executive Director |
| 3. Mr. Shen, Ying-Hui | 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., represented by Mr. Vasuthep Bhanavavatana, who is appointed to act as the Company Secretary, attended the Meeting.

Attending Auditor

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

Attending Independent Legal Advisors

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

Preliminary Proceeding

Mr. Lo, Jun-Long, the Managing Director, was appointed as the Chairman of the Meeting. The Chairman stated to the Meeting that 39 shareholders were present in person or by proxy at the Meeting, holding the aggregation of 172,421,025 shares, constituting 74.97 percent of paid-up shares. There were additional shareholders attending the meeting after the meeting started, totally 45 shareholders were present in person or by proxy at the Meeting, holding the aggregation of 189,433,585 shares, constituting 82.36 percent of paid-up shares (The Company has a total of 665 shareholders, holding the aggregation of 230,000,000 shares). Thus, a quorum of the Meeting was deemed constituted.

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

The Independent legal advisor informed the Meeting of the voting procedure of each agenda, provided 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 regard to the vote casting method, the Company will use the 1 share: 1 vote method. In calculating the votes, the Company will deduct the contradictory vote and abstention vote from the affirmative votes. In the case that any shareholder appointed 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 item.

For Agenda 2 concerning re-appointment of the directors and members of the Audit Committee, the voting will be conducted individual. 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. The Company will further collect all affirmative vote form from all attending shareholders and proxy after ended of the appointment.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that a copy of the Minutes of the Annual General Meeting of Shareholders No. 25/2009, held on April 28, 2009, was enclosed with the Invitation sent to the shareholders and the Board of Directors considered and proposed the Meeting that the Minutes of the said shareholders' meeting be proposed to the Meeting of shareholders to certify.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The Minutes of the Annual General Meeting of Shareholders No. 25th/2009 held on April 28, 2009 be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 172,433,025

Attachment 1
Supporting Documents for Agenda 1

votes in favor, equal to 100% of all shareholders' votes without contradictory or abstention votes..

Remark: During consideration of this agenda, there were additional shareholders attending the Meeting.

Agenda 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**

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

Pursuant to 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 all the directors must vacate office. The retiring directors can be re-elected.

The directors who will vacate the office this year are as follows:

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

In addition, the retiring members of the Audit Committee are as follows:

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

The Board of Directors then resolved that the above retiring directors and members of Audit Committee have the appropriate qualifications as well as the experience and skill and have contributed greatly to the Company. Therefore, the re-election of the above four (4) retiring directors and four (4) retiring members of the Audit Committee for another term of their directorship was proposed to Meeting of Shareholders for approval. The service term of member of the Audit Committee was May 22, 2010 – May 21, 2012. The profiles of the above retiring directors were enclosed with the Meeting Invitation sent to the Shareholders.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The re-election of the above four (4) retiring directors, Mr. Lo, Jun-Long, Mr. Shen, Ying-Hui, Mr. Anant Svattananon, and Mr. Kasem Akanesuwan, and four (4) retiring members of the Audit Committee, Mr. Pradit Sawattananond, Mr. Anant Svattananon, Asso. Prof. Dr. Supriya Kuandachakupt and Mr. Kasem Akanesuwan, for another term be approved. The service term of member of the Audit Committee was May 22, 2010 – May 21, 2012.

Attachment 1
Supporting Documents for Agenda 1

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with all 189,333,585 votes in favor without contradictory or abstention votes, as follows:

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Mr. Lo, Jun-Long	Director	189,333,585 100.00 %	0 0.00 %	0 0.00 %
2. Mr. Shen, Ying-Hui	Director	189,333,585 100.00 %	0 0.00 %	0 0.00 %
3. Mr. Anant Svattananon	Independent Director	189,333,585 100.00 %	0 0.00 %	0 0.00 %
4. Mr. Kasem Akanesuwan	Independent Director	189,333,585 100.00 %	0 0.00 %	0 0.00 %

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Mr. Pradit Sawattananond	Chairman of the Audit Committee	189,333,585 100.00 %	0 0.00 %	0 0.00 %
2. Mr. Anant Svattananon	Member of the Audit Committee	189,333,585 100.00 %	0 0.00 %	0 0.00 %
3. Asso. Prof. Dr. Supriya Kuandachakupt	Member of the Audit Committee	189,333,585 100.00 %	0 0.00 %	0 0.00 %
4. Mr. Kasem Akanesuwan	Member of the Audit Committee	189,333,585 100.00 %	0 0.00 %	0 0.00 %

Remark: During consideration of this agenda, there were additional shareholders attending the Meeting.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed 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 2010 be proposed to the Meeting of Shareholders for approval as follows:

Unit : Baht

Position	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	30,000	6,000	120,000	30,000	6,000	90,000
Audit Committee Member/ Independent Director	20,000	6,000	80,000	20,000	6,000	60,000
Chairman of the Board of Directors/ Executive Directors/ Non-Executive Director	10,000	-	-	10,000	-	-
External Director*	10,000	6,000	40,000	10,000	6,000	30,000

Remark : * External Director = Mrs.Patima Chavalit

Attachment 1
Supporting Documents for Agenda 1

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

The Meeting considered the same and resolved as follows:

Resolved That: The remuneration of the directors for year 2010 be approved as follows:

Unit : Baht

Position	2010		
	Fixed Monthly Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2009 performance)
Chairman of the Audit Committee/ Independent Director	30,000	6,000	120,000
Audit Committee Member/ Independent Director	20,000	6,000	80,000
Chairman of the Board of Directors/ Executive Directors / Non-Executive Director	10,000		-
External Director	10,000	6,000	40,000

Voting Results: The shareholders attending the Meeting and casting their votes adopted the resolutions with 188,279,935 votes in favor, equal to 99.44% of all the shareholders' votes, and 1,053,650 abstention votes, equal to 0.56% of all the shareholders' votes.

Remark: The directors who were the shareholders and attended the meeting abstained their votes for this agenda.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed 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 operational result. The annual report of the Board of Directors for the year 2009 is enclosed as Attachment 2 with the Meeting Invitation.

Mr. Lo, Jun-Long, the Managing Director, reported to the Meeting a summary of the annual report of the Board of Directors for year 2009 as detailed as follows:

ECONOMY & INDUSTRY IN 2009

Thailand's economy had encountered a year-long recession affected by the global economic crisis began in last quarter of 2008. In 2009, the Thai economy could only make a turnaround in the 4th quarter after it had continuously declined for three consecutive quarters. Thus, the GDP growth rate for the full year of 2009 was negative 2.3%.

The Bank of Thailand maintained the low interest rate to keep the economy afloat, with a reference rate of 1.25% for most of the time in 2009. The government also increased the public spending to stimulate the economy. Along with the slow recovery of the world economy beginning in the second half, Thailand was able to

Attachment 1
Supporting Documents for Agenda 1

stop the declining trend of its GDP growth rate and turned it to positive results in the last quarter of 2009.

For the vehicle hire-purchase industry in 2009, the new car sales decreased by 10.8%, compared to those in 2008, or 548,871 units. For the leasing and factoring industries, a substantial drop was seen in the repurchase and replace of machinery and the requirement of working capital in major export industry.

PERFORMANCE IN 2009

The Company and its subsidiary, on a consolidated basis, had registered total assets of THB 12,569 million, as of December 31, 2009, increasing by 5.3%, mainly due to the portfolio growth supported by the business expansion. The equity base expanded, by 4.0%, to THB 1,796 million in 2009 as a result of the net profit contribution. The financial leverage was increased, by 5.5%, to THB 10,773 million in 2009. The total revenues advanced, by 4.0%, to THB 1,194 million in 2009. Selling and administrative expenses increased 4.6% to THB 373 million in 2009. Finance cost decreased, by 6.6%, to THB 419 million in 2009. Consequently the net profit increased, by 8.2%, to THB 194 million in 2009. The net profit margin and return on equity stayed at 16.2% and 11.0% in 2009 respectively.

Total portfolio increased from THB 11,820 million as of December 31, 2008 to THB 12,267 million as of December 31, 2009. NPLs decreased from 0.92% of the total portfolio as of December 31, 2008 to 0.75% of the total portfolio at the end of 2009, reflecting good asset quality.

2010 BUSINESS PROSPECT AND STRATEGY

The Thai economy in 2010 is expected to grow 3.5-4.5%. The vehicle hire-purchase industry is expected to go hand in hand with the growth of the auto industry which has forecasted sales of 600,000 units in 2010. The leasing and factoring industries are also expected to benefit from the upturning global demand that brings about the growth of machinery investments and working capital requirements.

The business strategy for 2010 is to provide our financial services including hire purchase, leasing, factoring, personal loan, 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 in order to differentiate our services for the selective target customers in our niche segments.

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, proposed that the Meeting 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 2009 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, 2009, which have been reviewed by the Audit Committee and audited by the certified auditor**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, according to the Public Limited Companies Act B.E. 2535, the Company shall propose the financial statements for each fiscal year, which were audited by the certified auditor, at the Annual General Meeting for further approval. 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 year 2009 and enclosed with the Meeting Invitation. The summary of the annual report of the Board of Directors for year 2009 is as prescribed in agenda item 4.

The Chairman, therefore, proposed that the Meeting 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, 2009, 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 189,433,585 votes in favour, equal to 100% of all the shareholders' votes without contradictory or abstention votes.

Remark: During consideration of this agenda, there were additional shareholders attending the Meeting.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed 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 operational results from January 1, 2009 – December 31, 2009, the annual net profit was Baht 193,631,475. The Board of Directors resolved to propose that the Meeting of Shareholders to approve the appropriation of annual net profit for year 2009 as follows:

Attachment 1
Supporting Documents for Agenda 1

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. The company has scheduled the record date on March 10, 2010 to determine the shareholders entitled to receive dividend in relation to a total of 230,000,000 shares, and the closing date of a shareholder register book 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.

Comparison of Dividend Payment for years 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 has paid corporate income tax at 25% from the accounting years 2006 to 2010.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appropriation of annual net profit from the Company's operating results from January 1, 2009 – December 31, 2009 with the net profit of 193,631,475 Baht and dividend payment for the year 2009 operating result be approved as follows:

1. The legal reserve was designated 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 was designated at the rate equivalent to 0.58 Baht per share in the total amount of 133,400,000 Baht to the existing shareholders. The company has scheduled the record date on March 10, 2010 to determine the shareholders entitled to receive dividend in relation to a total of 230,000,000 shares, and the closing date of a shareholder register book 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.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 189,433,585 votes in favor, equal to 100% of all the shareholders' votes without contradictory or abstention votes.

Agenda 7 To consider and approve an appointment of an auditor and approve an auditing fee for year 2010

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed 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 annually determined by the Annual General Meeting of Shareholders. In this regard, the Audit Committee, under approval of Board of Directors, nominated the Company's auditors in accordance with 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). The Audit Committee is hereby proposed that the meeting 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 Manitkajohnkit
Certified Public Accountant (Thailand) No.4521 and/or
5. Mr. Chayapol Suppasedtanon
Certified Public Accountant (Thailand) No.3972

of Ernst & Young Office Limited. In this regard, any of the said persons shall audit and certify the financial statements of the Company for the fiscal year ending December 31, 2010. 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 auditing fees are set in 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' fees 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:

Attachment 1
Supporting Documents for Agenda 1

Comparison of Auditing Fee for years 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%

The Chairman, therefore, proposed that the Meeting 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 fees for the year 2010 be approved as follows:

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 Manitkajohnkit
Certified Public Accountant (Thailand) No.4521 and/or
5. Mr. Chayapol Suppasedtanon
Certified Public Accountant (Thailand) No.3972

of Ernst & Young Office Limited. In this regard, any of said persons shall be appointed as an auditor to give opinions and sign the 2010 financial statements. The auditing fees are set in the amount of Baht 1,020,000 for the financial statements 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 189,433,585 votes in favor, equal to 100% of all the shareholders' votes without contradictory or abstention votes.

Agenda 8 To consider and approve the issuance of debt instruments

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting of the reasons for issuing debt instruments and the details of the issued debt instruments which was resolved by the Board of Directors to be proposed to the Meeting of shareholders for approval as follows:

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

Attachment 1
Supporting Documents for Agenda 1

managing the liquidity and financial costs of the Company by issuing debt instruments as the details below:

- Type : Named or unnamed, subordinated or non-subordinated, with or without security or representative debenture and/or bill ,
- Total amount : The outstanding of the debt instrument issued in accordance with this Shareholders' Meeting resolution shall not exceed 5,000 million Baht or in equivalent amount of other currency. A replacement tranche can be issued to replace a matured tranche, provided that the total outstanding balance shall not exceed the approved amount.
- Term : Not exceeding 5 years from the date of issuance
- Allocation : To be offered 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) Categorize, determine, specify and adjust any details of the issued instruments, such as title, type of security of debt instruments, the terms and conditions, volume of issuance, 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 registration of the debt instruments 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) Undertake all such other acts and things which the Authorized Persons deems necessary or desirable for the purpose of facilitating or implementing the issuance and offer of the debt instruments.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The issuance of debt instruments as the details above be approved.

Attachment 1
Supporting Documents for Agenda 1

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 189,433,585 votes in favor, equal to 100% of all the shareholders' votes without contradictory or abstention votes.

Agenda 9 Other business (if any).

There was no other business proposed for the Meeting's consideration. The Chairman, therefore, declared of the Meeting adjourned at 4.00 p.m.



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

Attachment 3
Supporting Document for Agenda 5

Personal profiles of the independent director who is proposed to be appointed as a proxy

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director	
Age	62 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	Current	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
	Current	Independent Director/ Audit Committee Member, Thai Film Industries Public Company Limited
	Current	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	7 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 2010	5 meetings in total: 5 meetings attended	
Interest in any agendas	Agenda 3: To consider and approve the remuneration of directors for the year 2011	
Shareholding as of Dec 30, 2010	60,000 shares	0.03% of the voting right shares

Attachment 3
Supporting Document for Agenda 5

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

Dr. Amnuay Viravan	Chairman of the Board of Directors/ Chairman of the Executive Board of Directors	
Age	78 years	
Highest education	Doctor of Philosophy in Business Administration, University of Michigan, U.S.A.	
Experience	Current	Chairman of the Executive Board of Directors/ Chairman of the Board of Directors, Asia Sermkij Leasing Public Company Limited
	Current	Chairman of the Board of Directors/ Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
		Honorary Chairman/ Chairman of the Board of Directors, Union Plastic Public Company Limited
		Honorary Chairman/ Chairman of the Board of Directors, Union Technology (2008) Public Company Limited
		Honorary Chairman/ Chairman of the Board of Directors, Union Pioneer Public Company Limited
		Honorary Chairman/ Chairman of the Board of Directors, Saha-Union Public Company Limited
		Honorary Chairman/ Chairman of the Board of Directors, Union Textile Industrial Public Company Limited
		Honorary 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	12 years	
Position in other listed Company	None	
Position in Non-Listed Company	1 company	
	1	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 in 2010	5 meetings in total: 3 meetings attended	
Shareholding as of Dec 30, 2010	925,600 shares	0.40% of the voting right shares

Attachment 3
Supporting Document for Agenda 5

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

Mr. Tientavee Saraton	Executive Director	
Age	62 years	
Highest education	Master of Science in Management, Arthur D. Little Management Education Institute, U.S.A.	
Experience	Current	Director/ Executive Director, Asia Sermkij Leasing Public Company Limited
	Current	Director/ Executive Director, Bangkok Grand Pacific Lease Public Company Limited Vice Chairman, Thai Hire Purchase Association Deputy Managing Director/ General Manager, Asia Sermkij Leasing 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	24 years	
Position in other listed Company	None	
Position in Non-Listed Company	1 company	
	1.	Director/ Executive Director, Bangkok Grand Pacific Lease Public Company Limited
Position in Rival Companies/ Connected business	None	
Meeting Attendance in 2010	5 meetings in total: 5 meetings attended	
Shareholding as of Dec 30, 2010	189,400 shares	0.08% of the voting right shares

Attachment 3
Supporting Document for Agenda 5

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

Mr. Chen, Fong-Long	Director
Age	55 years
Highest education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.
Experience	<p>Current Director, Asia Sermkij Leasing Public Company Limited</p> <p>Current Director, Bangkok Grand Pacific Lease Public Company Limited</p> <p>Current Chairman/ President, My Fleet Co., Ltd.</p> <p>Current Chairman/ President/ Director, Chailease Consumer Finance Co., Ltd.</p> <p>Current CEO/ President/ Director, Financial One Corp.</p> <p>Current Chairman, Chailease Auto Service Co., Ltd.</p> <p>Current Chairman, Chailease International Corp.</p> <p>Current Chairman/ President, Chailease Finance Co., Ltd.</p> <p>Current Director, Grand Pacific Holdings Corp.</p> <p>Current Chairman/ President, Chailease International Finance Co. Ltd.</p> <p>Current Chairman of Control Committee, Chailease International Leasing Co., Ltd. (Vietnam)</p>
Director training program	None
Year of Directorship	12 years
Position in other listed Company	None
Position in Non-Listed Company	<p>10 companies</p> <ol style="list-style-type: none"> 1. Director, Bangkok Grand Pacific Lease Public Company Limited 2. Chairman/ President, My Fleet Co., Ltd. 3. Chairman/ President/ Director, Chailease Consumer Finance Co., Ltd. 4. CEO/ President/ Director, Financial One Corp. 5. Chairman, Chailease Auto Service Co., Ltd. 6. Chairman, Chailease International Corp. 7. Chairman/ President, Chailease Finance Co., Ltd. 8. Director, Grand Pacific Holdings Corp. 9. Chairman/ President, Chailease International Finance Co. Ltd. 10. Chairman of Control Committee, Chailease International Leasing Co., Ltd. (Vietnam)
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2010	5 meetings in total: 2 meetings attended
Shareholding as of Dec 30, 2010	231,400 shares 0.10% of the voting right shares

Attachment 3
Supporting Document for Agenda 5

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

Mrs. Patima Chavalit	Director
Age	51 years
Highest education	Bachelor of Accounting Theory, Chulalongkorn University
Experience	Current Director, Asia Sermkij Leasing Public Company Limited Current Director, Bangkok Grand Pacific Lease Public Company Limited Current Senior Vice President, Human Resource Division, Bangkok Bank 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	18 years
Position in other listed Company	1 company 1. Senior Vice President, Human Resource Division, Bangkok Bank Public Company Limited
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
Meeting Attendance in 2010	5 meetings in total: 4 meetings attended
Shareholding as of Dec 30, 2010	161,400 shares 0.07% 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.

List of documentation required to attend the Meeting

1. Individual persons

1.1 Thai individual person

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

1.2 Foreign individual person

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

2. Juristic persons

2.1 Thai juristic person

- a) In case attendance in person:
 - 1. Company's Affidavit issued, within the past 60 days, by Department of Business Development, Ministry of Commerce
 - 2. Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney
- 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. Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney
- 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 26, 2011.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 26, 2011.

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

Clause related with Shareholders' Meeting

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

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

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

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

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

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

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

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

- 27 In the shareholders' meeting, a shareholder may 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.

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

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

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

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

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

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 62 years
 residing at No. 353/5 Road Surb 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. 27th/2011 on April 26, 2011 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. 26th /2010 held on April 9, 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 follows:

Approve

Disapprove

Abstain

Agenda 2 To consider and acknowledge the annual report of the Board 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

Attachment 7

- Agenda 3 To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2010, 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 4 To approve the appropriation of the annual net profit and dividend payment from operating performance of 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 5 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. Dr. Amnuay Viravan Chairman of the Board of Directors
2. Mr. Tientavee Saraton Executive Director
3. Mr. Chen, Fong-Long Director
4. Mrs. Patima Chavalit Director

(please see the curriculum vitae of the 3 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 ... 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

- Agenda 6 To consider and approve the remuneration of directors for the year 2011**

(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

Attachment 7

Agenda 7 To consider and approve the appointment of the certified auditors and approve the auditing fees for the year 2011.

(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. 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. 27th/2011, to be held on April 26, 2011 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. 27th/2011

Asia Sermkij Leasing Public Company Limited

April 26, 2011, 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

