



**Asia Sermkij Leasing Public Co., Ltd.**

**Invitation Letter to Annual General Meeting of Shareholders No. 30/2014**

**April 25, 2014 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. 2014/07

Date : March 24, 2014

Subject : Invitation to the Annual General Meeting of Shareholders No. 30/2014

To : Shareholders

Attachment:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013
2. The annual report of the Board of Directors for the year 2013 with copies of the Statements of Financial position and Comprehensive income and the Independent Auditor's Report as at December 31, 2013
3. List of directors retiring upon the expiration of their term, who are proposed for re-appointment and their curriculum vitae in brief and the profile of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy
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. 30/2014
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 3/2014 held on March 14, 2014 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 30/2014 on April 25, 2014 at 3:00 p.m., at Grand Hall, The Bangkok Club 28<sup>th</sup> Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda to be considered are as follows:

**Agenda 1. To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013.**

**Fact and reason**

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013 and submitted such Minutes to the Stock Exchange of Thailand and Ministry of Commerce within the time frame required. The Meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders No. 29/2013 as enclosed herein. (Attachment 1)

**Board of Directors' Opinion**

The Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013 had been recorded accurately. Therefore, they should be proposed to the Shareholders' Meeting 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 2. To consider acknowledging the annual report of the Board of Directors for the year 2013.**

**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 2013 is enclosed herein, as Attachment 2, together with the notice to the Meeting.

**Board of Directors' Opinion**

The annual report of the Board of Directors for the year 2013 should be proposed to the Shareholders' Meeting 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 3. To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2013, 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, 2013, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2013 and enclosed herein, as Attachment 2, together 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, 2013, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the Shareholders' Meeting 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 4. To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2013.**

**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 fund shall be made until the fund attains an amount of not less than 10 percent of the registered capital.

**Board of Directors' Opinion**

For the Company and its subsidiary's operating result from January 1, 2013 - December 31, 2013 generated an annual net profit of 640,921,786 Baht. The Company proposes the appropriation of annual net profit for the year 2013 as follows:

1. The legal reserve fund is at 5 percent of the net profit of the Company's separate financial statements (Baht 614,570,594) or equals to the amount of Baht **30,728,529**.
2. Dividend payment at the rate equivalent to Baht **1.30** per share in the total amount of Baht **448,500,000** in the forms of cash and stock dividends as follows:
  - 2.1. Payment of cash dividends Baht 345,000,000 (Baht three hundred forty-five million) or equivalent to Baht **1.00** per share; and
  - 2.2. Payment of stock dividends in the amount of not exceeding **6,900,000** (Six million nine hundred thousand) newly issued ordinary shares to shareholders of the Company at the ratio of **50 (Fifty)** existing ordinary shares to **1 (One)** newly issued ordinary share (**50:1**). The issued price of newly issued ordinary share is Baht 15.00 (Fifteen) per share which is calculated from the market price with a certain discount and the total value of stock dividends to be paid shall not exceed Baht **103,500,000** (Baht One hundred three million five hundred thousand) or equivalent to Baht **0.30** per share. If there is a fraction from the calculation of the payment of the stock dividends, the Company will pay such fraction in cash instead of stock dividends at the rate of Baht **0.30** per share.

The payout ratio is **69.98%** and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company shall fix the record date on March 31, 2014 according to section 89/26 to determine the shareholders right to receive dividends, and the closing date of the register of shareholders on April 1, 2014 to compile the names of shareholders pursuant to section 225 of the Securities and Exchange Act. The dividend payment date shall be made on May 15, 2014. The company paid corporate income tax at 20% in year 2013

#### **Comparison of Dividend Payment for year 2014 and 2013**

<b>Dividend Payment Detail</b>	<b>2014</b>	<b>2013</b>
1. Net Profit (Consolidated)	640,921,786 Baht	488,353,656 Baht
2. No. of Shares	345,000,000 shares	345,000,000 shares
3. Dividend Payment per Share	<b><u>1.30</u></b> Baht	<b><u>1.00</u></b> Baht
3.1. Cash Dividend	1.00 Baht	1.00 Baht
3.2. Stock Dividend	0.30 Baht	-
4. Total Dividend Paid	448,500,000 Baht	345,000,000 Baht
5. Dividend Payout Ratio	69.98%	70.64%

**Remark: The above dividend payment cannot be proceeding until having the approval from the shareholders' meeting. The Agenda item requires the resolution of more than half of the votes of all shareholders presented at the Meeting and entitled to vote.**

- Agenda 5. To consider approving the increase of the Company's registered capital from Baht 1,725,000,000 (Baht One thousand seven hundred and twenty five million) to Baht 1,759,500,000 (Baht One thousand seven hundred and fifty nine million five hundred thousand), by the amount of Baht 34,500,000 (Baht Thirty four million five hundred thousand) with the newly issued ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) with a par value of Baht 5 (Five) each**

#### **Facts and reason**

In order to support the newly stock dividend payment in accordance with Agenda item 4, the Company shall increase its registered capital. According to the Public Limited Companies

Act B.E.2535 and the Company's Articles of Association, the increase of its registered capital shall be considered and approved by the Shareholders' Meeting. Therefore, it is required to propose to the Shareholders' Meeting for approval.

**Board of Directors' Opinion**

It is recommended to propose the Shareholders' Meeting to consider and approve the increase of the Company's registered capital from Baht 1,725,000,000 (Baht one thousand seven hundred and twenty five million), divided to 345,000,000 ordinary shares (Three hundred forty five million shares) to Baht 1,759,500,000 (Baht One thousand seven hundred and fifty nine million five hundred thousand), divided to 351,900,000 ordinary shares (Three hundred fifty one million nine hundred thousand shares), by increasing the registered capital by the amount of Baht 34,500,000 (Baht Thirty four million five hundred thousand) with the newly issued ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) with a par value of Baht 5 each (Baht five).

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

**Agenda 6. To consider approving the amendment of Clause 4 of the Memorandum of Association of the Company in respect of the Company's registered capital to be in line with the Company's capital increase in accordance with the Agenda item 5.**

**Facts and reason**

In order to be in line with the increase of registered capital in the Agenda item 5 and according to the Public Limited Companies Act B.E.2535 and the Company's Articles of Association, the amendment of the Memorandum of Association shall be considered and approved by the Shareholders' Meeting.

**Board of Directors' Opinion**

It is recommended to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in respect of the Company's registered capital to be in line with the increase of capital as follows:

“Clause 4”

Registered Capital (Baht) : 1,759,500,000 (One thousand seven hundred and fifty nine million five hundred thousand)

Divided into (shares) : 351,900,000 (Three hundred and fifty one million nine hundred thousand)

Par value of (Baht) : 5 (Five)

Which is classified into :

Ordinary shares (shares) 351,900,000 (Three hundred and fifty one million nine hundred thousand)

Preferred shares (shares) : Nil

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

**Agenda 7. To consider approving the issuance and allotment of the Company's newly issued ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) from the capital increase of the Company to support the stock dividend payment at the ratio of 50 (Fifty) existing ordinary shares to 1 (One) newly issued ordinary share (50:1) at the issued market price with a certain discount of Baht 15.00 (Fifteen) each.**

### **Facts and reason**

In order to be in line with Agenda items 4 and 5, regarding the increase of the Company's registered capital to support the payment of stock dividend, this agenda shall be considered and approved by the Shareholders' Meeting.

### **Board of Directors' Opinion**

It is recommended to propose the Shareholders' Meeting to consider and approve the issuance and allotment of the Company's newly increased ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) at the ratio of 50 (Fifty) existing ordinary shares to 1 (One) newly issued ordinary share (50:1) at the issued market price with a certain discount of Baht 15.00 (Fifteen) each.

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

## **Agenda 8. To consider approving the retirement of the directors by rotation**

### **Facts and reason**

Under the Public Limited Companies 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 retire this year are as follows:

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

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

### **Board of Directors' Opinion**

The Board of Directors has considered that the above four retired 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 Limited Companies Act B.E. 2535. They, therefore, are appropriate for being re-appointed for another term.

For Mrs. Patima Chavalit, as an Independent Director who has been appointed the Independent Director from the resolution of the Board of Directors No. 1/2013 held on January 23, 2013, has performed greatly contribution in directorship for 20 years. She has direct experiences, skills in the business and is also qualified under the Public Company Limited Act B.E. 2535. The Board of Directors has considered that Mrs. Patima Chavalit has the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Director for another term.

### **Criteria for selection of Directors**

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination selected to be a director in the structure, diversity and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills, directorship performance and unprohibit person by the law and the regulation of the Securities and Exchange Commission.

**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 9. To consider approving the remuneration of directors for the year 2014**

**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 2014 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2014 and 2013

Unit: Baht

Position	2014			2013		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2013 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2012 performance)
Honorary Chairman	40,000	-	-	40,000	-	-
Chairman of the Board of Directors	40,000	-	-	40,000	-	-
Chairman of the Audit Committee/ Independent Director	40,000	6,000	284,000	40,000	6,000	280,000
Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	213,000	30,000	6,000	210,000
Executive Director	20,000	-	-	20,000	-	-

The Company has 3 types of remunerations i.e., monthly fixed remuneration, meeting allowance, and bonus. The Board of Directors has been carefully considered in comparison with appropriate industry sector and the Company's profitability.

**Board of Directors' Opinion**

The remuneration of the directors for the year 2014 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2014		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2013 performance)
Honorary Chairman	40,000	-	-
Chairman of the Board of Directors	40,000	-	-
Chairman of the Audit Committee/ Independent Director	40,000	6,000	284,000
Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	213,000
Executive Director	20,000	-	-

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

**Agenda 10. To consider approving the appointment of the certified auditors and the auditing fees for the year 2014**

**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. Ms. Vissuta Jariyathanakorn Certified Public Accountant (Thailand) No.3853 and/or
2. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 and/or
3. Ms. Thipawan Nananuwat Certified Public Accountant (Thailand) No.3459

of Ernst & Young Office Limited to be auditors of the Company for the fiscal year ending December 31, 2014. 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 (performed in Year 2012 or 2 year consecutive services).

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, 2014 for an amount of not more than Baht 1,060,000 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 350,000 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 2014 and 2013 are as follows;

Comparison of Auditing Fees for year 2014 and 2013

**Unit : Baht**

	<b>2014</b>	<b>2013</b>	<b>Difference</b>	<b>% Change</b>
Auditing Fee for financial statements prepared in accordance with Thailand's Generally Accepted Accounting Standard	1,060,000	1,060,000	0	0%
Auditing Fee for financial statements prepared in accordance with International Financial Reporting Standards (IFRSs)	350,000	470,000	(120,000)	(25.53%)
<b>Total</b>	<b>1,410,000</b>	<b>1,530,000</b>	<b>(120,000)</b>	<b>(7.84%)</b>

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 13,712. 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 2014 described above should be proposed to the Shareholders' Meeting 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 11. To consider approving the issuance of debentures**

**Fact and reason**

At present, 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 to manage the liquidity and financial costs by issuing the short-term and/or long-term debentures with the below details:

- Type : Short-term and/or long-term debentures with or without the name of the holder specified, subordinated, non-subordinated, with or without security or representative
- Total amount : The outstanding of the short-term and/or long-term debentures to be issued by resolution of this Shareholders' Meeting and debentures issued by permission of Securities and Exchange Commission (SEC) in the prior period which have not yet been due shall not exceed Baht **20,000** million or in other currency with the equivalent amount. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance shall not exceed the approved amount.
- Term : Not exceeding 5 years from the date of issuance
- Allocation : Offer to the public and/or institutional investors and/or certain investors (private placement) and/or local investors and/or foreign investors in accordance with the relevant notifications of the Office of the Securities and Exchange Commission. The debentures may be issued and offered in one or more tranches in one or several occasions.

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 the short-term and/or long-term debentures as follows:

- (1) Structure, determine, specify and adjust any details such as title, type of security of short-term and/or long-term debentures, 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 the short-term and/or long-term debentures, and the short-term and/or long-term debentures 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 short-term and/or long-term debentures; 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 short-term and/or long-term debentures.

Remark: The issuance of the Company's Bill of Exchanges, the outstanding amount, terms and conditions shall be under the authority of the Board of Directors.

**Board of Directors' Opinion**

The issuance of debentures as the detailed above should be approved by the shareholders' meeting.

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

**Agenda 12.** 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,



( Mr. Lo, Jun-Long )  
Chairman of the Board of Directors

**Minutes of the Annual General Meeting of Shareholders No. 29/2013**  
**of**  
**Asia Sermkij Leasing Public Company Limited**

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**Time and Place**

The Meeting was held on April 10, 2013 at 3:00 p.m., at Grand Hall, The Bangkok Club, 28<sup>th</sup> Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

**Attending Directors**

- |   |  |
|---|--|
| 1. Dr. Amnuay Viravan                     | Honorary Chairman  |
| 2. Mr. Lo, Jun-Long                       | Chairman of the Board of Directors                       |
| 3. Mr. Tientavee Saraton                  | Director   |
| 4. Mr. Shen, Ying-Hui                     | Director   |
| 5. Mr. Liao, Ying-Chih                    | Director   |
| 6. Mr. Chen, Fong-Long                    | Director   |
| 7. Mr. Liu, Chia-Jeang                    | Director   |
| 8. Mrs. Patima Chavalit                   | Independent Director                                     |
| 9. Mr. Pradit Sawattananond               | Chairman of the Audit Committee/<br>Independent Director |
| 10. Mr. Anant Svattananon                 | Member of the Audit Committee/<br>Independent Director   |
| 11. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee/<br>Independent Director   |
| 12. Mr. Kasem Akanesuwan                  | Member of the Audit Committee/<br>Independent Director   |

**Attending Management**

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Srayuth Khaola-iead        | General Manager   |
| 2. Mr. Danai Lapaviwat            | Secretary to the Board of Directors/ Chief<br>Financial Officer   |
| 3. Mr. Sarayuth Chaisawadi        | Chief Information Officer/<br>Acting Chief Administrative Officer |
| 4. Mr. Chonpichet Tantigittipinyo | Senior Assistant General Manager                                  |

**Attending Company Secretary**

- |                        |                   |
|------------------------|-------------------|
| 1. Mr. Danai Lapaviwat | Company Secretary |
|------------------------|-------------------|

**Attending Auditors**

- |                               |                              |
|-------------------------------|------------------------------|
| 1. Mr. Chayapol Suppasedtanon | Ernst & Young Office Limited |
| 2. Mrs. Poonnard Paocharoen   | Ernst & Young Office Limited |

**Attending Independent Legal Advisors**

- |                         |                          |
|-------------------------|--------------------------|
| 1. Mr. Sathaporn Jumsuk | South Asia Law Co., Ltd. |
| 2. Mr. Anurak Pintathep | South Asia Law Co., Ltd. |

**Attending Independent Vote Teller**

OJ International Co., Ltd

**Preliminary Proceeding**

Mr. Lo, Jun-Long is regarding as the Chairman of the Meeting to conduct the meeting informed to the Meeting that 160 shareholders were present in person or by proxy at the Meeting, holding the aggregation of 294,926,105 shares, constituting 85.5 percent of total issued shares as greater than one - third as prescribed by law. Thus, a quorum of the Meeting was constituted.

Then Mr. Sathaporn Jumsuk, an Independent Legal Advisor, introduced the attending Directors, Management, Company Secretary, Auditors, Independent Legal Advisors and Independent Vote Teller to the Meeting. The Independent Legal Advisor advised the Meeting with the voting procedure of each agenda, provided that, if any shareholders voted against or abstained from casting his/ her/ its votes, such shareholders should indicate his/ her/ its votes on the ballots provided and deliver same to the Company's officer. In case there were no shareholders to do that, it should be deemed that such shareholders had approved in accordance with the proposed resolution.

For Agenda item 5 concerning the appointment of the directors, the voting would be conducted on a director by director basis. The Company would collect ballots of this agenda after completion of voting. The Company will collect all balance ballots from all attending shareholders after the Meeting, provided that shareholders shall vote on all agenda in accordance with their voting right for each agenda item.

In casting a vote for each agenda item, one share shall have one vote. In calculating the votes, the Company will deduct the contradictory votes and the abstention votes from the total votes of shareholders who are entitled to vote in the Meeting. For shareholders who appointed proxy to attend the Meeting and to vote as per such shareholders' instruction, the Company has recorded such instructed votes into the calculation system for each agenda item and the proxy holder does not need to execute any ballots.

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

**Agenda 1      To certify the Minutes of the Annual General Meeting of Shareholders No. 28/2012 held on April 27, 2012.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors of the Company, informed the Meeting that the Company had prepared minutes of the Annual General Meeting of Shareholders No. 28/2012 which was held on April 27, 2012 and submitted such minutes to the Stock Exchange of Thailand and Ministry of Commerce within the time frame required. In addition, the Company also already sent to the shareholders together with the invitation to this meeting.

The minutes of the Annual General Meeting of Shareholders No. 28/2012 which was held on April 27, 2012 had been recorded accurately, therefore, they should be proposed to the Meeting of the shareholders for certification.

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

The Meeting considered the resolved as follows:

**Resolved That:**      The Minutes of the Annual General Meeting of Shareholders No. 28/2012 held on April 27, 2012, be certified.

**Voting Results:**      The shareholders attending the Meeting and casting their votes in majority adopted the resolutions with 284,892,205 votes in

favor, equal to 100% of all the shareholders' votes, and 10,320,500 abstention votes, without contradictory votes.

**Agenda 2      To consider and acknowledge the annual report of the Board of Directors for the year 2012**

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 of Shareholders to acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2012 is enclosed herein as Attachment 2 with the notice to the Meeting.

Mr. Lo, Jun-Long, the Chief Executive Officer, reported to the Meeting a summary of the annual report of the Board of Directors for year 2012 as follows:

**Economy and Industry in 2012**

In 2012, Thai GDP grew by 6.4% which increased significantly from 0.1% in 2011, reflecting a rebound from the impact of flood crisis of late 2011. The recovery was mainly contributed by the government's stimulus schemes including rice pledging, daily minimum wage hike, and first-time car buyer tax rebate. To stimulate the recovery, the central bank also reduced the reference rate to 2.75% in 2012 from 3.25% of late 2011, and the corporate income tax was reduced to 23% in 2012 from 30% in 2011.

For the car industry, new car sales raised sharply to 1,432,052 units in 2012 which increased 80.3% from 794,081 units in 2011, reflecting the threefold demand surge from flood-driven delay, post-flood recovery, and first-time car fancy. The year of 2012 was a bright bumper year for the industries of car production and hire-purchase alike.

The industrial sector recovered quickly as manufacturers increased investment in machinery and requirement for working capital to serve increased orders. Thus, the leasing and factoring businesses also showed the increase in demand.

**Performance in 2012**

The company and its subsidiary, on a consolidated basis, registered the total assets of THB 23,096 million as of December 31, 2012 increasing 26.8% from THB 18,215 million in 2011 due to the portfolio growth from business expansion. The equity in 2012 ascended to THB 3,454 million advancing 68.8% from THB 2,046 million in 2011 mainly resulting from the capital increase of THB 1,150 million and the net profit contribution of THB 488 million. The total financial leverage in 2012 amounted to THB 19,642 million increasing 21.5% from THB 16,169 million in 2011.

The total revenues in 2012 amounted to THB 2,051 million jumping 23.8% from THB 1,657 million in 2011 as generated by the portfolio growth. The finance costs in money figure were THB 733 million in 2012 increasing 17.4% from THB 624 million in 2011, but in percentage of total revenues were 35.7% in 2012 declining from 37.7% in 2011 thanks to the interest rate reduction. Consequently, the net profit rose to THB 488 million in 2012 increasing 47.3% from THB 332 million in 2011.

The total portfolio climbed to THB 22,786 million at the end of 2012 increasing 28.8% from THB 17,686 million of 2011 owing to the increased disbursements. The NPLs were 0.5% of the total portfolio at the end of 2012 increasing slightly from 0.42% of 2011, reflecting asset quality was still well controlled.

### **Corporate Governance and Corporate Social Responsibility**

The Board of Directors has adhered to corporate governance policy and corporate social responsibility to encourage the company to enhance efficiency, effectiveness, transparency, and assessability of the management. This eventually will create confidence and long-term benefits of all shareholders, investors, stakeholders, social, environment and other relevant parties.

The company set the social activities projects to provide funds to school and scholarships to students. In 2012, the Company received the “Excellent” grade from the AGM Assessment Program of Listed Companies 2012 organized by the “Securities and Exchange Commission” in conjunction with the “Thai Investors Association”. In addition, the company received the announcement of the “Very Good” status for the Corporate Governance Report of Thai Listed Companies 2012 published by the “Thai Institute of Directors Association”.

### **2013 Business Prospect and Strategy**

The Thai economy in 2013 is forecasted to grow 4.5% - 5.5%. The public spending will increase as the government deploys investments in water management and flood prevention programs and transport infrastructure projects for AEC to spur the economy.

The hire-purchase industry in 2013 is projected to keep abreast of the buoyant demand of the auto industry which is forecasted an 11.7% growth over 2012 to reach 1.6 million units thanks to the back orders of first-time cars and persistent strong demand.

Increased investment from both the public and the private sectors will be conducive to the businesses of leasing and factoring, especially the government’s infrastructure mega projects which will benefit our key segment of transportation and construction vehicles and equipment.

The business strategy is composed of two dimensions. The first dimension relating to the growth strategy is to seek for continuous profitable growth through providing financial services to individuals and small-and-medium-sized enterprises. Future growth direction covering market expansion to cover the approaching AEC has already been carved out. To pair up with the above growth strategy, the second dimension relating to the competitive strategy is to seek for service differentiation through providing quality, agility and flexibility to the selective target customers in our niche segments.

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

The Board of Directors had considered and deemed appropriate to recommend shareholders acknowledging the 2012 Annual Report of the Company.

**Attachment 1**  
**Supporting Documents for Agenda 1**

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

**Resolved That:** The annual report of the Board of Directors for year 2012 be acknowledged.

**Voting Results:** No resolution is required since this agenda item was to inform the Meeting and had the Meeting considered and acknowledged the agenda item.

**Agenda 3**      **To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2012, 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 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, 2012, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2012 and enclosed herein as Attachment 2 with the notice to the Meeting.

The Board of Directors had considered and deemed appropriate to recommend shareholders acknowledging the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2012.

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, 2012, which had 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 295,707,335 votes in favor, equal to 100% the shareholders' votes without contradictory or abstention votes.

**Agenda 4**      **To consider and approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2012**

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 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.

**Attachment 1**  
**Supporting Documents for Agenda 1**

It was reported that the Company's operating results from January 1, 2012 - December 31, 2012 had an annual net profit of 488,353,656 Baht. The Board of Directors proposed that the Meeting approve the appropriation of annual net profit for the year 2012 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 23,197,925 Baht.
2. Dividend payment at the rate equivalent to 1.00 Baht per share to the existing shareholders of 345,000,000 shares in the total amount of 345,000,000 Baht or payment rate at 70.65%. The Company has fixed the record date on March 13, 2013 to determine the shareholders right to receive dividend, and the closing date of the register of shareholders on March 14, 2013 to compile the names of shareholder pursuant to section 225 of the Securities and Exchange Act. The dividend payment date is on April 30, 2013.

The Chairman, therefore, proposed 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 from the Company's operating results from January 1, 2012 - December 31, 2012 with the net profit of 488,353,656 Baht and dividend payment from the result of the operation in the year 2012 be approved 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 23,197,925 Baht.
2. Dividend payment at the rate equivalent to 1.00 Baht per share to the existing shareholders of 345,000,000 shares in the total amount of 345,000,000 Baht or payment rate at 70.65%. The Company has fixed the record date on March 13, 2013 to determine the shareholders right to receive dividend, and the closing date of the register of shareholders on March 14, 2013 to compile the names of shareholder pursuant to section 225 of the Securities and Exchange Act. The dividend payment date is on April 30, 2013.

**Voting Results:** The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 295,715,355 votes in favor, equal to 100% the shareholders' votes without contradictory or abstention votes.

**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**

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



**Attachment 1**  
**Supporting Documents for Agenda 1**

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 Independent Legal Advisor stated that for this agenda, no shareholders proposed a person with appropriate qualifications for the position of a director in the Company in advance. The Board of Directors therefore deemed it appropriate that directors who shall vacate the office this year be re-appointed. In order to promote good corporate governance and transparency, directors proposed to be re-appointed and are shareholders in the Company will abstain from voting in this agenda item.

Mr. Danai Lapaviwat, the Secretary to the Board of Directors informed the criteria for selection of Directors that 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.

The Board of Directors then considered and resolved that the above vacated directors had 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 for approval. 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 as follows: Mr. Lo, Jun-Long, Mr. Shen, Ying-Hui, Mr. Anant Svattananon and Mr. Kasem Akanesuwan for another term of their directorship be approved.

**Voting Results:** The shareholders attending the Meeting casted their votes as follows:

Name	Position	Agree (%)	Against (%)	Abstain (%)
1. Mr. Lo, Jun-Long	Director	295,535,055 100%	251 0.00%	180,050 0.00%
2. Mr. Shen, Ying-Hui	Director	295,715,105 100%	251 0.00%	0 0.00%
3. Mr. Anant Svattananon	Independent Director	273,625,155 92.55%	22,015,201 7.45%	75,000 0.00%
4. Mr. Kasem Akanesuwan	Independent Director	295,715,355 100%	1 0.00%	0 0.00%

**Agenda 6 To consider and approve the remuneration of directors for the year 2013**

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 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 2013 be proposed to the Meeting of Shareholders for approval.

The Directors in attendance and who are shareholders in the Company are considered as having interest in the matter and in compliance with the principles of corporate governance and transparency, those Director proposed for abstention of their votes in this agenda.

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 2013 be approved as follows:

Unit: Baht

Position	2013		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2012 performance)
Honorary Chairman <sup>1/</sup>	40,000	-	-
Chairman of the Board of Directors	40,000	-	-
Chairman of the Audit Committee/ Independent Director	40,000	6,000	280,000
Audit Committee Member/ Independent Director	30,000	6,000	210,000
Executive Director	20,000	-	-

<sup>1/</sup> The remuneration for Honorary Chairman will be effective from the appointment or in January 2013. The remain remuneration will be effective in April 2013 or Meeting of shareholder approved month.

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions with 292,872,006 votes in favor, equal to 100% of all the shareholders' votes, 1 contradictory vote, equal to 0.00% of all the shareholders' votes, and 2,850,350 abstention votes.

**Agenda 7 To consider and approve the appointment of the certified auditors and the auditing fees for the year 2013**

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 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

**Attachment 1**  
**Supporting Documents for Agenda 1**

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. Ms. Vissuta Jariyathanakorn  
Certified Public Accountant (Thailand) No.3853 and/or
2. Ms. Sumalee Reewarabandith  
Certified Public Accountant (Thailand) No.3970 and/or
3. Ms. Thipawan Nananuwat  
Certified Public Accountant (Thailand) No.3459

of Ernst & Young Office Limited to be auditors of the Company for the fiscal year ending December 31, 2013. 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 (performed in Year 2012 or 1 year consecutive services).

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, 2013 for an amount of not more than 1,060,000 Baht 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") as equal of previous year.

During the last fiscal year, the Company paid other additional expenses relating to auditing service totalling Baht 8,812. The Company received no other services from the office employing such auditor and persons related to the auditor and audit firm.

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 2013, be approved as follows:

1. Ms. Vissuta Jariyathanakorn  
Certified Public Accountant (Thailand) No.3853and/or
2. Ms. Sumalee Reewarabandith  
Certified Public Accountant (Thailand) No.3970 and/or
3. Ms. Thipawan Nananuwat  
Certified Public Accountant (Thailand) No.3459

**Attachment 1**  
**Supporting Documents for Agenda 1**

of Ernst & Young Office Limited. In this regard, any of said persons should be appointed as an auditor to give opinions and sign the 2013 financial statements. The auditing fees were set in the amount of 1,060,000 Baht 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 470,000 Baht 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 adopted the resolutions with 295,723,171 votes in favor, equal to 100.00% of all the shareholders' votes, 1 contradictory vote, equal to 0.00% of all the shareholders' votes and no abstention votes.

**Agenda 8 To consider and approve the issuance of debentures**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, at present, 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 debentures as the details below:

- Type : Debenture 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 new debentures to be issued in accordance with this shareholders' meeting resolution together with the debentures approved by the office of the Securities and Exchange Commission to be issued earlier which have not yet done shall not exceeding 10,000 million Baht or other currency in equivalent amount. A replacement tranche can 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 debentures may be issued and offered in one or more tranches in one or several occasions.

The Board of Directors and/ or persons 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 debentures.

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

The Meeting considered the same and resolved as follows:

**Resolved That:** The issuance of debentures be approved as detailed above.

**Attachment 1**  
**Supporting Documents for Agenda 1**

**Voting Results:** The shareholders attending the Meeting and casting their votes adopted the resolutions with 295,660,572 votes in favor, equal to 99.98% of all the shareholders' votes, 66,701 contradictory votes, equal to 0.02% of all the shareholders' votes and no abstention votes.

In this agenda, Shareholders have raised the following questions;

- |   |   |
|---|---|
| Mr. Pipat<br>Chunsirisarp<br>(Shareholder)    | Asked about the amount of debentures the Company had issued and on plans for issuance of debentures?  |
| Mr. Danai<br>Lapavivat<br>CFO                 | Clarified to the Meeting that currently, the Company has issued debentures in an approximate amount of 2,050 million Baht and plans to additionally issue approximately 2,000 – 3,000 million Baht in debentures this year.                           |
| Mr. Damrongchai<br>Maneeveit<br>(Shareholder) | Asked the interest rate of the issued debentures and the new debentures to be issued in this year?  |
| Mr. Danai<br>Lapavivat<br>CFO                 | Clarified to the Meeting that the interest rate for debentures with a maturity of 2 years is at 4.55% and for those with a maturity of 3 years is at 4.60%. In addition, the interest rate of the new debentures will be depended on the market rate. |

Furthermore the Shareholders asked additional questions to the Company on various issues as follows;

- |  |  |
|--|--|
| Mr. Pongsathorn<br>Vanichsatian<br>(Proxy)     | Asked the question on the Company's business, customers, competition, market share, methods in securing market share and growth expectation of the Company in the next 3 - 5 years?  |
| Mr. Lo, Jun-Long<br>Chief Executive<br>Officer | Clarified to the Meeting that the Company's target customers are mostly SMEs. The Company's market share in the auto market is approximately 2%. However, when compared to the commercial vehicle market excluding one ton pick- up trucks, the market share is approximately 20% which can be considered as one of the market leaders. The Company secure market share by providing fast and convenience service and flexible to meet the needs of customers. The opening of the AEC provides a good opportunity for the Company in market expansion to neighbouring countries. |

In the past 10 years, the Company had an expansion of 15-20 % per annum. It is expected that in the next 3-5 years, the Company will have an expansion in the region of 15-20% per annum.

**Attachment 1**  
**Supporting Documents for Agenda 1**

Chailease Finance Co., Ltd is a leader in leasing business, with a market share likely to be over 50% in Taiwan. For AK Enterprise (Thailand) Co., Ltd., it is a company associated with Chailease Holding. The Company exploring with Chailease Leasing on possible cooperation for market expansion into the Mekong River Basin area.

- |  |  |
|--|--|
| Mr. Danai<br>Lapavivat<br>CFO                  | Answered the question that NPLs of the Company was very low and at the end of 2012 was at 0.5%.  |
| Mr. Sithichoke<br>Boonvanich<br>(Shareholder)  | Questioned that as Bangkok Bank holds shares in the Company, does this put Bangkok Bank in a position where it does not have the necessity to operate its own leasing business? And if Bangkok Bank decides to set up its own leasing business, how would that affect the Company? |
| Mr. Lo, Jun-Long<br>Chief Executive<br>Officer | Answered that Bangkok Bank is a major shareholder in the Company and any decision Bangkok Bank makes, depends on Bangkok Bank.   |
| Mr. Pipat<br>Chunsirisarp<br>(Shareholder)     | Asked on the news appearing on Info Quest regarding the plan of the Company to increase liquidity by having major shareholders sell shares or pay stock dividends? Is there any plan for the Company to list its subsidiary in the stock market?                                   |
| Mr. Lo, Jun-Long<br>Chief Executive<br>Officer | Responded on the increase of liquidity that the Company is currently negotiating with its major shareholders and currently exploring the option of stock dividends. There is no plan for the Company to list its subsidiary in stock exchange.                                     |

There was no other business proposed and no question from the shareholders. The Chairman, therefore, declared of the Meeting adjourned at 4.30 p.m.



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

**Attachment 3**  
**Supporting Document for Agenda 8**

**Personal profiles of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy**

<b>Mr. Pradit Sawattananond</b>	<b>Chairman of the Audit Committee/ Independent Director</b>
<b>Age</b>	65 years
<b>Address</b>	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
<b>Highest education</b>	Master of Business Administration, Central State University, Oklahoma, U.S.A.
<b>Experience</b>	<p>Current Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited</p> <p>Current Independent Director/ Audit Committee Member, Thai Film Industries Public Company Limited</p> <p>Current Independent Director/ Audit Committee Member, KGI Securities Public Company Limited</p>
<b>Director training program</b>	<p>Director Certification Program No. 3/2000, Thai Institute of Directors Association</p> <p>Audit Committee Program No. 3/2004, Thai Institute of Directors Association</p> <p>Chief Financial Officer Certification Program No. 1/2004, Thai Institute of Directors Association</p> <p>Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association</p> <p>Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association</p> <p>Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association</p> <p>Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association</p> <p>Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association</p> <p>Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association</p> <p>How to Develop a Risk Management Plan (HRP) No. 4/2013 , Thai Institute of Directors Association</p>
<b>Year of Directorship</b>	9 years
<b>Position in others listed Company</b>	<p>2 companies</p> <ol style="list-style-type: none"> <li>1. Independent Director/ Audit Committee Member, Thai Film Industries Public Company Limited</li> <li>2. Independent Director/ Audit Committee Member, KGI Securities Public Company Limited</li> </ol>

**Attachment 3**  
**Supporting Document for Agenda 8**

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<b>Mr. Pradit Sawattananond (Con't)</b>	<b>Chairman of the Audit Committee/ Independent Director</b>	
<b>Position in Non-Listed Company</b>	None	
<b>Position in Rival Companies/ Connected business</b>	None	
<b>Meeting Attendance in 2013</b>	6 meetings in total: 6 meetings attended	
<b>Nature of relationships with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;</b>		
- being or not being executive directors, staff members, employees or advisers who earn salaries from Company;	None	
- being or not being professional service providers	None	
- material business relationships,	None	
	Agenda 9: To consider and approve the remuneration of directors for the year 2014	
<b>Shareholding as of Dec 31, 2013</b>	90,000 shares	0.03% of the voting right shares

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**Attachment 3**  
**Supporting Document for Agenda 8**

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

<b>Dr. Amnuay Viravan</b>	<b>Honorary Chairman</b>	
<b>Age</b>	81 years	
<b>Highest education</b>	Doctor of Philosophy in Business Administration, University of Michigan, U.S.A.	
<b>Experience</b>	Current	Honorary Chairman, Asia Sermkij Leasing Public Company Limited
	Current	Honorary Chairman, Bangkok Grand Pacific Lease Public Company Limited Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited Chairman of the Board of Directors, Asia Sermkij Leasing Public Company Limited Chairman of the Board of Directors, Bangkok Grand Pacific Lease Public Company Limited Honorary Chairman, Union Plastic Public Company Limited Honorary Chairman, Union Technology (2008) Public Company Limited Honorary Chairman, Union Pioneer Public Company Limited Honorary Chairman, Saha-Union Public Company Limited Honorary Chairman, Union Textile Industrial Public Company Limited Honorary Chairman of the Board of Directors, Asia Cement Public Company Limited
<b>Director training program</b>	Director Accreditation Program No. 18/2004, Thai Institute of Directors Association	
<b>Year of Directorship</b>	14 years	
<b>Position in other listed Company</b>	None	
<b>Position in Non-Listed Company</b>	1 company	
	1	Honorary Chairman, Bangkok Grand Pacific Lease Public Company Limited
<b>Position in Rival Companies/ Connected business</b>	None	
<b>Meeting Attendance in 2013</b>	6 meetings in total: 2 meetings attended	
<b>Shareholding as of Dec 31, 2013</b>	2,038,400 shares	0.59% of the voting right shares

**Attachment 3**  
**Supporting Document for Agenda 8**

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

<b>Mr. Tientavee Saraton</b>	<b>Executive Director</b>
<b>Age</b>	65 years
<b>Highest education</b>	Master of Science in Management, Arthur D. Little Management Education Institute,
<b>Experience</b>	Current Executive Director, Bangkok Grand Pacific Lease Public Company Limited Current Executive Director, Asia Sermkij Leasing Public Company Limited
<b>Director training program</b>	Director Accreditation Program No. 57/2006, Thai Institute of Directors Association Director Certification Program No.132/2010, Thai Institute of Directors Association
<b>Year of Directorship</b>	26 years
<b>Position in other listed Company</b>	None
<b>Position in Non-Listed Company</b>	1 company 1. Executive Director, Bangkok Grand Pacific Lease Public Company Limited
<b>Position in Rival Companies/ Connected business</b>	None
<b>Meeting Attendance in 2013</b>	6 meetings in total: 5 meetings attended
<b>Shareholding as of Dec 31, 2013</b>	None 0.00% of the voting right shares

**Attachment 3**  
**Supporting Document for Agenda 8**

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

<b>Mr. Chen, Fong-Long</b>	<b>Director</b>
<b>Age</b>	58 years
<b>Highest education</b>	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A.
<b>Experience</b>	<p>Current Director, Asia Sermkij Leasing Public Company Limited</p> <p>Current Director, Bangkok Grand Pacific Lease Public Company Limited</p> <p>Current Chairman, Chailease Cloud Service Co., Ltd.</p> <p>Current Chairman, Jirong Real Estate Co., Ltd.</p> <p>Current Chairman, Chailease Finance International Corp.</p> <p>Current Chairman, Fina Finance and Trading Co., Ltd.</p> <p>Current Chairman, China Leasing Co., Ltd.</p> <p>Current Chairman, Chailease Insurance Brokers Co., Ltd.</p> <p>Current Chairman and President, Chailease Holding Co., Ltd.</p> <p>Current Chairman and President, Chailease Consumer Finance Co., Ltd.</p> <p>Current Chairman, Chailease Auto Service Co., Ltd.</p> <p>Current Chairman, Chailease International Corp.</p> <p>Current Chairman, Chailease Finance Co., Ltd.</p> <p>Current Director, Grand Pacific Holdings Corp.</p> <p>Current Chairman and President, Chailease International Finance Co. Ltd.</p> <p>Current Chairman of Control Committee, Chailease International Leasing Co., Ltd. (Vietnam)</p> <p>Current Director, Chailease Consumer Finance Co., Ltd.</p> <p>President, My Fleet Co., Ltd.</p> <p>CEO, Financial One Corp.</p> <p>President/ Director, Financial One Corp.</p> <p>Chairman, My Fleet Co., Ltd.</p>
<b>Director training program</b>	None
<b>Year of Directorship</b>	14 years
<b>Position in other listed Company</b>	None

**Attachment 3**  
**Supporting Document for Agenda 8**

<b>Mr. Chen, Fong-Long (Con't)</b>	<b>Director</b>
<b>Position in Non-Listed Company</b>	16 companies <ol style="list-style-type: none"> <li>1. Director, Bangkok Grand Pacific Lease Public Company Limited</li> <li>2. Chairman, Chailease Cloud Service Co., Ltd.</li> <li>3. Chairman, Jirong Real Estate Co., Ltd.</li> <li>4. Chairman, Chailease Finance International Corp.</li> <li>5. Chairman, Fina Finance and Trading Co., Ltd.</li> <li>6. Chairman, China Leasing Co., Ltd.</li> <li>7. Chairman, Chailease Insurance Brokers Co., Ltd.</li> <li>8. Chairman and President, Chailease Holding Co., Ltd.</li> <li>9. Chairman and President, Chailease Consumer Finance Co., Ltd.</li> <li>10. Chairman, Chailease Auto Service Co., Ltd.</li> <li>11. Chairman, Chailease International Corp.</li> <li>12. Chairman, Chailease Finance Co., Ltd.</li> <li>13. Director, Grand Pacific Holdings Corp.</li> <li>14. Chairman and President, Chailease International Finance Co. Ltd.</li> <li>15. Chairman of Control Committee, Chailease International Leasing Co., Ltd. (Vietnam)</li> <li>16. Director, Chailease Consumer Finance Co., Ltd.</li> </ol>
<b>Position in Rival Companies/ Connected business</b>	None
<b>Meeting Attendance in 2013</b>	6 meetings in total: 4 meetings attended
<b>Shareholding as of Dec 31, 2013</b>	231,400 shares <span style="float: right;">0.07% of the voting right shares</span>

**Attachment 3**  
**Supporting Document for Agenda 8**

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

<b>Mrs. Patima Chavalit</b>	<b>Independent Director</b>	
<b>Age</b>	54 years	
<b>Highest education</b>	Bachelor of Accounting Theory, Chulalongkorn University	
<b>Experience</b>	Current	Independent Director, Asia Sermkij Leasing Public Company Limited
	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
<b>Director training program</b>	Director Certification Program No. 48/2004, Thai Institute of Directors Association	
<b>Year of Directorship</b>	20 years (Year of independent directorship: 1 year)	
<b>Position in other listed Company</b>	1 company	
	1.	Senior Vice President, Human Resource Division, Bangkok Bank Public Company Limited
<b>Position in Non-Listed Company</b>	1 companies	
	1.	Director, Bangkok Grand Pacific Lease Public Company Limited
<b>Meeting Attendance in 2013</b>	6 meetings in total: 6 meetings attended	
<b>Position in Rival Companies/ Connected business</b>	None	
<b>Nature of relationships with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;</b>		
- being or not being executive directors, staff members, employees or advisers who earn salaries from Company;	None	
- being or not being professional service providers	None	
- material business relationships,	None	
<b>Shareholding as of Dec 31, 2013</b>	161,400	0.05% 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.28/2551 as follows:

1. Holding shares not exceeding 0.5 percent 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. Certified copy of the 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 on the Company's Affidavit
- b) In case of appointing proxy:
  - 1. Certified copy of the 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. Certified copy of the 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 on the Company's Affidavit
- b) In case of appointing proxy:
  - 1. Certified copy of the 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 1.00 p.m. and 3.00 p.m. of April 25, 2014.
  - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 25, 2014.

**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 65 years  
 residing at No. 353/5 Road Surb ..... Sub-District Sripaya .....  
 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. 30<sup>th</sup>/2014 on April 25, 2014 at 3.00 p.m., at Grand Hall, The Bangkok Club, 28<sup>th</sup> 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 consider certifying the Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013.**

(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 acknowledging the annual report of the Board of Directors for the year 2013.**

(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 approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2013, 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 consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2013.
- (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 approving the increase of the Company's registered capital from Baht 1,725,000,000 (Baht One thousand seven hundred and twenty five million) to Baht 1,759,500,000 (Baht One thousand seven hundred and fifty nine million five hundred thousand), by the amount of Baht 34,500,000 (Baht Thirty four million five hundred thousand) with the newly issued ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) with a par value of Baht 5 (Five) each.
- (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 consider approving the amendment of Clause 4 of the Memorandum of Association of the Company in respect of the Company's registered capital to be in line with the Company's capital increase in accordance with the Agenda item 5.
- (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 approving the issuance and allotment of the Company's newly issued ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) from the capital increase of the Company to support the stock dividend payment at the ratio of 50 (Fifty) existing ordinary shares to 1 (One) newly issued ordinary share (50:1) at the issued market price with a certain discount of Baht 15.00 (Fifteen) each.
- (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 approving the retirement of the directors by rotation**

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                      Honorary Chairman
- 2. Mr. Tientavee Saraton                Director
- 3. Mr. Chen, Fong-Long                 Director
- 4. Mrs. Patima Chavalit                 Independent Director

(please see the curriculum vitae of the 4 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 9 To consider approving the remuneration of directors for the year 2014**

(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 10 To consider approving the appointment of the certified auditors and the auditing fees for the year 2014**

(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 11 To consider approving the issuance of debentures**

(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 12 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. 30<sup>th</sup>/2014, to be held on April 25, 2014 at 3.00 p.m., at Grand Hall, the Bangkok Club, 28<sup>th</sup> 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. 30<sup>th</sup>/2014**

**Asia Sermkij Leasing Public Company Limited**

April 25, 2014, 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

