



Asia Sermkij Leasing Public Co., Ltd.

Invitation Letter to Annual General Meeting of Shareholders No. 31/2015

April 10, 2015 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. 2015/06

Date : March 5, 2015

Subject : Invitation to the Annual General Meeting of Shareholders No. 31/2015

To : Shareholders

Attachment:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 2014
2. The annual report of the Board of Directors for the year 2014 with copies of the Statements of Financial position and Comprehensive income and the Independent Auditor's Report as at December 31, 2014
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. 31/2015
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2015 held on February 25, 2015 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 31/2015 on April 10, 2015 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120.

The agenda to be considered are as follows:

Agenda 1. To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 2014.

Fact and reason

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 2014 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. 30/2014 as enclosed herein. (Attachment 1)

Board of Directors' Opinion

The Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 2014 had been recorded accurately and completely. 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 2014.

Facts and reason

According to Article 113 of 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 2014 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 2014 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, 2014, which have been reviewed by the Audit Committee and audited by the certified auditor.

Facts and reason

According to Article 112 of 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, 2014, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2014 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, 2014, 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 2014.

Facts and reason

According to Article 116 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, 2014 - December 31, 2014 generated an annual net profit of 670,996,511 Baht. The Company proposes the appropriation of annual net profit for the year 2014 as follows:

1. The legal reserve fund is at 5 percent of the net profit of the Company's separate financial statements (Baht 646,813,921) or equals to the amount of Baht **32,340,696**.
2. Dividend payment at the rate equivalent to Baht **1.30** per share in the total amount of Baht **457,464,332** in the forms of cash dividend. The payout ratio is **68.18%** 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 11, 2015 according to section 89/26 to determine the shareholders right to receive dividends, and the closing date of the register of shareholders on March 12, 2015 to compile the names of shareholders pursuant to section 225 of the Securities and Exchange Act. The dividend payment date shall be made on April 30, 2015. The company paid corporate income tax at 20% in year 2014.

Comparison of Dividend Payment for year 2015 and 2014

Dividend Payment Detail	2015	2014
1. Net Profit (Consolidated)	670,996,511 Baht	640,921,786 Baht
2. No. of Shares	351,895,640 shares	345,000,000 shares
3. Dividend Payment per Share	<u>1.30</u> Baht	<u>1.10</u> Baht
3.1. Cash Dividend	1.30 Baht	1.00 Baht
3.2. Stock Dividend	- Baht	0.10 Baht
4. Total Dividend Paid	457,464,332 Baht	379,500,000 Baht
5. Dividend Payout Ratio	68.18%	59.21%

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 and approve the re-appointment of the directors who are going to vacate the office upon the expiration of their term and new director replaced the director who are going to vacate the office upon the expiration of their term.**

Facts and reason

According to Article 71 of 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 4 directors who are going to vacate the office upon the expiration of their term are as follows:

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| 1. Mr. Liu, Chia-Jeang | Director |
| 2. Mr. Liao, Ying-Chih | Director |
| 3. Mr. Pradit Sawattananond | Independent Director |
| 4. Asso. Prof. Dr. Supriya Kuandachakupt | Independent Director |

The 3 directors who will vacate the office this year and will be proposed to be re-appointed by the Meeting are as follows:

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|--|----------------------|
| 1. Mr. Liao, Ying-Chih | Director |
| 2. Mr. Pradit Sawattananond | Independent Director |
| 3. Asso. Prof. Dr. Supriya Kuandachakupt | Independent Director |

The nomination of director to replace the director who is going to vacate the office upon the expiration of their term

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| 1. Mr. Chen, Jer-Jyh
(To replace Mr. Liu, Chia-Jeang) | Director |
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(Please see the curriculum vitae of the directors and nomination director in enclosed Attachment 3)

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, board diversity policy such gender, nationality (the Company' directors are both Thai and foreign) 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.

Board of Directors' Opinion

The Board of Directors has considered that the above 3 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.

The Board of Directors has together considered the nomination director who is going to replace the director who is going to vacate the office upon the expiration of their term director in the structure, board diversity policy such gender, nationality (the Company' directors are both Thai(s) and foreigner(s)) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills. Mr. Chen, Jer-Jyh has qualified and should be proposed to the Shareholders' Meeting for appointment.

For Mr. Pradit Sawattananond, as an Independent Director who has been appointed as the Independent Director and the Chairman of the Audit Committee for 10 years continuously, has performed greatly contribution in directorship. He 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 Mr. Pradit Sawattananond has the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Director for another term.

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 6. To consider approving the remuneration of directors for the year 2015

Facts and reason

According to Article 90 of 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 2015 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2015 and 2014

Unit: Baht

Position	2015			2014		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2014 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2013 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	260,000	40,000	6,000	284,000
Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	195,000	30,000	6,000	213,000
Other 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 2015 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2015		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2014 performance)
Honorary Chairman	40,000	-	-
Chairman of the Board of Directors	40,000	-	-
Chairman of the Audit Committee/ Independent Director	40,000	6,000	260,000
Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	195,000
Other Director	20,000	-	-

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

Agenda 7. To consider approving the appointment of the certified auditors and the auditing fees for the year 2015

Facts and reason

According to Article 120 of 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 or
2. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 or
3. Mrs. Ponnard Paچارoen Certified Public Accountant (Thailand) No.5238

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2015. 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. Ms. Vissuta Jariyathanakorn has been performing as the auditor from Year 2012 or 3 years 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, 2015 for an amount of not more than

Baht 1,120,000 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 2015 and 2014 are as follows;

Comparison of Auditing Fees for year 2015 and 2014

	Unit : Baht			
	2014	2013	Difference	% Change
Auditing Fee for financial statements prepared in accordance with Thailand’s Generally Accepted Accounting Standard	1,120,000	1,060,000	60,000	5.66%
Auditing Fee for financial statements prepared in accordance with International Financial Reporting Standards (IFRSs)	350,000	350,000	-	-
Total	1,470,000	1,410,000	60,000	4.26%

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 11,874. 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 2015 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 8. 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 9. To ratify the change of recording stock dividend in according to the prescription of the Federation of Accounting Professions No. 15/2014 on Accounting Guidance for stock dividends

Fact and reason

According to the Board of Directors' Meeting No. 3/2014 on March 14, 2014 and the Annual General Meeting of Shareholders No. 30/2014 on April 25, 2014 have approved the dividend payment from operating performance of year 2013 in the total amount of 448,500,000 Baht or equivalent 1.30 Baht per share divided into cash dividend 1.00 Baht per share in the amount of 345,000,000 Baht and stock dividend 0.30 Baht per share in equivalent or 103,500,000 Baht in the amount of 6,900,000 shares calculated from the market price at 15 Baht with a certain discount at the ratio of 50 existing ordinary shares :1 newly issued ordinary share (50:1). The company has made the dividend payment since May 15, 2014.

On April 29, 2014, the Stock Exchange Commission (SET) has prescribed the Federation of Accounting Professions (FAP) No. 15/2014 on "Accounting Guidance for stock dividends" to the listed companies. The accounting guidance is to prescribe the relevant accounting treatment for stock dividend of the issuer as when the entity declares a stock dividend payment, the entity should record an increase in its authorized and paid up capital equivalent to the par value of the ordinary shares of the company multiplied by the number of the new shares to be issued pursuant to the stock dividend and record a corresponding reduction of retained earnings of the same amount. The guidance is effective for an issuance of stock dividend on or after January 1, 2014 onwards. The prescription of the Federation of Accounting Professions is announced in the government Gazette prevailed on April 23, 2014.

To comply with the Accounting Guidance in recording stock dividend in the second quarter of 2014, the Board Meeting No. 5/2014 held on May 23, 2014 has adopted the resolution to agree to record an increase in its authorized and paid up capital equivalent to par value of 5 Baht per share in the total 6,900,000 shares or issue stock dividend value at 34,500,000 Baht together the cash dividend payment of 345,000,000 Baht and record the reduction of retained earnings at 379,500,000 Baht or equivalent to 1.10 Baht per share accounted 1.00 Baht per share as cash dividend and 0.10 Baht per share as stock dividend at par value of 5 Baht. However, the shareholders' benefit will not be reduced from a change in the recording of the stock dividend from market price with a certain discount to par value. Nevertheless, the shareholders' benefit shall not be reduced from the adjustment in the accounting record of the stock dividend from market price with a certain discount to par value. Shareholders entitle the right for dividend in cash dividend Baht 1.00 per share and stock dividend at the ratio of 50 (Fifty) existing ordinary shares to 1 (One) newly issued ordinary share (50:1).

Board of Directors' Opinion

The change of recording stock dividend in according to the prescription of the Federation of Accounting Professions No. 15/2014 on Accounting Guidance for stock dividends should be proposed to the Shareholders' Meeting for ratification.

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 10. 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. 30/2014
of
Asia Sermkij Leasing Public Company Limited

Time and Place

The Meeting was held on April 25, 2014 at 3:00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

Attending Directors

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| 1. Mr. Lo, Jun-Long | Chairman of the Board of Directors |
| 2. Mr. Tientavee Saraton | Director |
| 3. Mr. Shen, Ying-Hui | Director |
| 4. Mr. Liu, Chia-Jeang | Director |
| 5. Mrs. Patima Chavalit | Independent Director |
| 6. Mr. Pradit Sawattananond | Chairman of the Audit Committee/ Independent Director |
| 7. Mr. Anant Svattananon | Member of the Audit Committee/ Independent Director |
| 8. Asso. Prof. Dr. Supriya Kuandachakupt | Member of the Audit Committee/ Independent Director |
| 9. Mr. Kasem Akanesuwan | Member of the Audit Committee/ Independent Director |

Attending Management

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

Attending Company Secretary

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| 1. Mr. Danai | Lapaviwat | Company Secretary |
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Attending Auditors

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| 1. Ms. Vissuta | Jariyathanakorn | E Y Office Company Limited |
| 2. Ms. Boontharika | Phermphonphan | E Y Office Company Limited |

Attending Independent Legal Advisors

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| 1. Mr. Anurak | Pintathep | South Asia Law Co., Ltd. |
| 2. Mr. Gun | Vasharakorn | South Asia Law Co., Ltd. |

Attending Financial Advisor

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| 1. Mrs. Ratchada | Klewpatinond | Asia Plus Securities Public Company Limited |
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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 152 shareholders were present in person and by proxy at the Meeting, holding the aggregation of 282,264,597 shares, constituting 81.82 percent of total issued shares as greater than one - third as prescribed by law. Thus, a quorum of the Meeting was constituted.

Then Mr. Gun Vasharakorn, an Independent Legal Advisor, introduced the attending Directors, Management, 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 the shareholders had approved in accordance with the proposed resolution.

For Agenda item 8 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 consider certifying the Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013.

Mr. Danai Lapaviwat, the Secretary to the Board of Directors of the Company, informed the Meeting that the Company had prepared the Minutes of the Annual General Meeting of Shareholders No. 29/2013 which was held on April 10, 2013 and submitted such Minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the time frame prescribed. In addition, the Company also already sent the Minutes to the shareholders together with the invitation to this meeting.

The Board of Directors viewed that the Minutes of the Annual General Meeting of Shareholders No. 29/2013 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 same and unanimously resolved as follows:

Resolved That: The Minutes of the Annual General Meeting of Shareholders No. 29/2013 held on April 10, 2013, be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,068,397 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

Agenda 2 To consider acknowledging the annual report of the Board 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, 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 was enclosed 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 2013 as follows:

Economy and Industry in 2013

In 2013, Thai GDP grew by 2.9%, considerably slowed down from 6.5% in 2012. This was resulted from a high base of private consumption in 2012 as a result of the government's stimulus schemes which primarily stimulated by the government's first car buyer scheme. This was partly due to deteriorating consumers' purchasing power caused a high level of household debt burden. In the light of weak private consumption and exports that had not yet fully recovered, most firms postponed new investment projects. Government investment outlays were delayed due to the ongoing political protests.

The bank of Thailand reduced the policy interest rate from 2.75% in 2012 to 2.25% as at the end of 2013 in order to reduce economical risk

New car sales reduced to 1,330,678 units in 2013, or decreased by 7.36% from 1,436,335 units in 2012.

Performance in 2013

The Company and its subsidiary, on a consolidated basis, registered the total assets of THB 23,381 million as of December 31, 2013 increasing 22.53% from THB 23,163 million in 2012 due to the portfolio growth from business expansion. Total disbursement in 2013 reached THB 21,143 million expanding 9.63% from THB 19,286 million in 2012. The total financial leverage in 2013 amounted to THB 24,584 million increasing 25.02% from THB 19,664 million in 2012. The shareholders' equity in 2013 ascended to THB 3,796 million advancing 8.50 % from THB 3,499 million in 2012 mainly resulting of better net profit which led to increased retained earnings.

The total revenues in 2013 amounted to THB 2,460 million jumping 21.06% from THB 2,032 million in 2012 as generated by the portfolio growth. The finance costs in money figure were THB 849 million in 2013 increasing 15.85% from THB 733 million in 2012, but in percentage of total revenues were 34.50% in 2013 declining from 36.06% in 2012 thanks to the interest rate reduction. Consequently, the net profit rose to THB 641 million in 2013 increasing 30.70% from THB 495 million in 2012.

The total portfolio climbed to THB 28,018 million at the end of 2013 increasing 22.96% from THB 22,786 million of 2012 owing to the increased disbursements. The NPLs were 0.49% of the total portfolio at the end of 2013 increasing slightly from 0.50% of 2012, 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 assess ability 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 2013, the Company received the “Excellent” grade from the AGM Assessment Program of Listed Companies 2013 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 2013 published by the “Thai Institute of Directors Association”.

2014 Business Prospect and Strategy

Thai economy in 2014 is forecasted to grow 1.8%. Government investments in water management programs and infrastructure projects are uncertain. Private sector consumption and investment still remain cautious over the domestic political.

The automobile hire purchase industry in 2014 is expected to drop approximately by 10 - 20 percent from 2013 according to a decrease in new car volume which is forecasted to drop to 1.10 - 1.20 million units.

Leasing and factoring businesses, which will benefit our key segment of transportation, 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. Future growth direction covers market expansion to accommodate AEC. Therefore, by the time AEC officially launches in 2016, the Company will deploy 10 branches along north and northeast borders to get ready to accommodate the growing border trade. 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.

However, what the Company should do is to prepare for the worst but hope for the best. This means what the Company need is not just the short-term measures for handling temporary troubles. But rather, the Company need to work out long-term solutions in case that the situation so requires.

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 2013 Annual Report of the Company.

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

Resolved That: The annual report of the Board of Directors for year 2013 be acknowledged.

Voting Results: No resolution is required since this agenda item was to inform the Meeting.

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.**

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 for consideration. 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, were presented in the annual report for the year 2013 and enclosed, as Attachment 2, together with the notice to the Meeting.

The Board of Directors had considered and deemed appropriate to recommend shareholders to consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2013.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The audited financial statements and the report of the Independent Auditor as at December 31, 2013, 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 283,304,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

Agenda 4 **To consider approving the appropriation of the annual net profit and dividend payment from operating performance of 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 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.

It was reported that the Company's operating results 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.

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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 pay-out 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

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The appropriation of annual net profit and dividend payment as proposed by the Chairman be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,316,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, in order to support the 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.

The Board of Directors had considered and deemed appropriate to recommend the shareholders to consider approving the increase of the Company's registered capital from Baht 1,725,000,000 (Baht One thousand seven hundred and twenty

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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.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The increase of the Company's registered capital as proposed by the Chairman be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,316,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

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.

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

The Board of Directors had considered and deemed appropriate to recommend shareholders 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 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”

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The amendment of Clause 4 of the Memorandum of Association of the Company be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,316,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

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.

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, in order to be in line with Agenda items 4 and 5, the issuance and allotment of the Company's newly issued ordinary shares for supporting the payment of stock dividend, shall be considered and approved by the Shareholders' Meeting.

The Board of Directors had considered and deemed appropriate to recommend shareholders 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 for supporting the stock dividend 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.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The issuance and allotment of the Company's newly issued ordinary shares as proposed by the Chairman be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,316,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

Agenda 8 To consider approving the retirement of the directors by rotation

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

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

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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 considered 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 un-prohibited person by the law and the regulation of the Securities and Exchange Commission.

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. The Board of Directors, then, deemed appropriate to propose the Shareholders' Meeting to approve the re-appointment of such four directors for another term.

For Mrs. Patima Chavalit, 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. The profiles of the above retiring directors were enclosed with the Meeting Invitation sent to the Shareholders.

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

The Meeting considered the resolved as follows:

Resolved That: The re-election of the above four (4) retiring directors, i.e. Dr. Amnuay Viravan, Mr. Tientavee Saraton, Mr. Chen, Fong-Long and Mrs. Patima Chavalit 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. Dr. Amnuay Viravan	Honorary Chairman	258,129,757/ 91.13%	25,116,600/ 8.87%	69,900
2. Mr. Tientavee Saraton	Director	283,316,257/ 100.00%	0/ 0.00%	0
3. Mr. Chen, Fong-Long	Director	257,750,957/ 91.05%	25,333,900/ 8.95%	231,400
4. Mrs. Patima Chavalit	Independent Director	283,154,857/ 100.00%	0/ 0.00%	161,400

Agenda 9 To consider approving the remuneration of directors for the year 2014

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 2014 be proposed to the Shareholders' Meeting for approval.

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

The Directors in attendance and who are shareholders in the Company are considered as having interest in this 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 to consider and approve this matter.

The Meeting considered the resolved as follows:

Resolved That: The remuneration of the directors for year 2014 be approved as follows:

Unit: Baht

Position	2014		
	Fixed monthly 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	-	-

Voting Results: The shareholders attending the Meeting and casting their votes adopted the resolutions with 282,579,407 votes in favor, equal to 100.00% of all the shareholders' votes, no contradictory vote, and 737,850 abstention votes.

Agenda 10 To consider and approve the appointment of the certified auditors and the auditing fees for the year 2014

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

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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 E Y Office Company 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").

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.

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 certified auditors and the auditing fees for the year 2014 as proposed by the Chairman be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,317,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

Agenda 11 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 depends on loans from financial institutions as well as capital and profits generated from the Company's performance. The Board of Directors deemed 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.

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

The Meeting considered the same and unanimously resolved as follows:

Resolved That: The issuance of debentures as proposed by the Chairman be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 283,317,257 votes in favor, equal to 100.00% the shareholders' votes without contradictory or abstention votes.

Furthermore, certain Shareholders had additional questions for the Company as follows;

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Mr. Jeerapan
Buabucha
(Proxy)

had the questions as follows;

Corporate vision of the Company specified that the Company will be a leader in non-pick up commercial vehicles in niche market in 3 years. What was the Company's rank in the market in 2013 and is it possible that it can be a market leader within 3 years?

What was the leasing portion between to individuals and corporates?

With regard to the Audit Committee's report on the topic of risk management, the part that states the roles in providing recommendations on the improvement, audit by major shareholders, the result of audit from Chailease group's auditor which is the Company's major shareholder and the following up of their suggestions on the improvement of the significant issues on quarterly basis, please provide examples of suggestion for the risk management and major shareholder's audit.

Are there any pending payment which are overdue from agricultural customers and first car scheme?

From Note 19 to consolidated financial statements regarding other non-current asset which specifies that the Company has provided full allowance for the balances, without deducting collateral values, while the subsidiary has set aside allowance for doubtful accounts for the full amount after deducting collateral values, why the allowance for doubtful accounts were managed by a different method and which method was more appropriate for the Company?

Why did the Company have both deposits and bank overdrafts in the same time?

Mr. Lo, Jun-Long
Chief Executive
Officer

Clarified to the Meeting that currently, the Company is the market leader in trucks, vans and taxis which are known as commercial vehicles accounted of 10 percent in the market for general vehicles and the Company was accounted approximately 20 percent for the commercial vehicle market or representing 2 percent of the market for general vehicles.

Moreover, the Company plans to expand its branches to be ready for AEC by exploring appropriate locations that can provide opportunities. This will enhance the Company's possibility to become a market leader in commercial-vehicles for non-pick up vehicles within 3 years.

There are overdue payments from agricultural and first car scheme in a small amount as they are not main target customers of the Company.

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Mr. Danai Lapavivat CFO	<p>Answered the questions that leasing business that has been rendered by the subsidiary is mostly to customers that are corporate customers.</p> <p>From financial statements, the deposits and bank overdrafts are information at the end of the year and usually, the deposits will be kept in the bank account for a short term.</p>
Mr. Pradit Sawattananond Chairman of the Audit Committee/ Independent Director	<p>Answered the questions regarding the risk management that the Company has risk management committees and there is a regular monthly meeting. The report on risk management was considered by the Committee which focuses on credit issue. The Audit Committee will audit and make recommendations to mitigate the risks.</p>
Mr. Lo, Jun-Long Chief Executive Officer	<p>Additionally explained that the Chailease group will provide the audit team for auditing the Company for 2 weeks per year to monitor all operations of the Company by providing recommendation to make the Company's operations improving.</p>
Ms. Vissuta Jariyathanakorn Auditors	<p>Answered the question regarding the allowance for doubtful accounts of other non-current assets that as the Company's collateral mostly is vehicles which the Company did not realize the value for this collateral, if the Company takes the said collateral in, it may not be recoverable. The Company, therefore, did not calculate allowance for doubtful accounts after deducting collateral.</p> <p>For the subsidiary, the collaterals are land and machinery which had real value. The subsidiary, therefore, can reclaim it. In consideration of the provision, it would be deducted from debt before setting the allowance for doubtful accounts.</p>
Mr. Pawin Reungworaboon (Shareholder)	<p>Questioned that dividend payout at 1.30 Baht/share and stock dividend at 0.3 Baht/share with discount from the market price, how was different if it calculated from par value?</p>
Mr. Danai Lapavivat CFO	<p>Answered that the discount from the market price at 50:1 ratio would have dilution effect on price only for approximately 2 percent which be more beneficial for the Company's shareholders. If too many shares were issued, it will have significant impact to share price.</p>
Mr. Pawin Reungworaboon (Shareholder)	<p>Additionally asked that in case the group of shareholders before and after paying the dividend are the same group, shareholders will be diluted at 2 percent but having more shares. He would like to know whether the Company has plan to keep working capital from stock dividend?</p> <p>Moreover, whether the Company has a plan to join the Opportunity Day event organized by the Stock Exchange of Thailand? He viewed that the attendance of such</p>

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event will create advantages for the Company and the Company's stock's price will be more stabilized as well.

Mr. Danai Lapavivat
CFO

Answered that the amount of dividend to be payable from the Company will still be the same.

Mr. Lo, Jun-Long
Chief Executive
Officer

Answered that the Company has a plan to join the Opportunity Day event and will try to find the way to present the Company's information for investors to better understand the Company's information and business overview.

Ms. Onampai
Wichakornkul
(Shareholder)

Questioned why the remuneration of directors of the Company does not depend on the stock price, provided that if the directors' performance is very well, the remuneration will be terrific as well.

Mr. Lo, Jun-Long
Chief Executive
Officer

Answered that the Company will study on this issue.

Mr. Pradit
Sawattananond
Chairman of the
Audit Committee/
Independent
Director

Additionally answered that if the Company pays the director's remuneration depending on the stock price, when external factors impact the stock price, it may not reflect the actual performance of the Company. Therefore, the fixing of remuneration to depend on the operating results of the Company would be more appropriate.

Mr. Somchart
Sotthimai
(Shareholder)

Questioned that how about the NPL ratio of the Company in this year comparing with the last year?

Mr. Lo, Jun-Long
Chief Executive
Officer

Answered that the impact of NPL ratio of the Company was partly from political and economy factors. However, the Company still expects a positive trend and will maintain this standard.

Mr. Nattachart
Kamsirtrakul
(Shareholder)

Questioned that in the past, the Company had a great growth rate but this year, it is affected from external factors. Will the Company target the growth with conservative or aggressive method? What is the target of the Company in the future? What is the impact if more competitors join the Company's segment and how is the propose prevention or competition?

Proposed the Company to pay the dividend twice a year with expectation that this will provide more stability to the Company's share price.

Are you aware that the major shareholder has sold the Company's shares and why did they sell?

Mr. Lo, Jun-Long
Chief Executive
Officer

Answered that the Company still aims for the growth at the rate of 10 percent. If political issue can be settled shortly, the growth rate will be more than 10 percent. With regard to the competitors, the Company will focus to a quick

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service and expand market to serve AEC which will increase the Company's customers.

Regarding the dividend paid for two times per year, the Company will study various impacts further.

The major shareholder sold its shares for the purpose of their restructuring. However, the Company expects that the major shareholder still continue supporting the business of the Company.

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

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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 and personal profiles of the retired independent director who are proposed for re-appointment

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
Age	66 years
Address	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Highest education	Master of Business Administration, Central State University, Oklahoma, U.S.A.
Experience	<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> <p>Advisor of the Committee on Economics Department, The House of Representatives</p> <p>Director, Thailand Securities Depository Co., Ltd.</p> <p>Specialist of Committee on Finance, Banking and Financial Institution, The House of Representatives</p>
Director training program	<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, The Institute of Certified Accountants and Auditor of Thailand</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> <p>Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association</p>
Year of Directorship	10 years
Position in others listed Company	<p>2 companies</p> <ol style="list-style-type: none"> 1. Independent Director/ Audit Committee Member, Thai Film Industries Public Company Limited 2. Independent Director/ Audit Committee Member, KGI Securities Public Company Limited

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Mr. Pradit Sawattananond (Con't)	Chairman of the Audit Committee/ Independent Director
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
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;	
- 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 5: To consider and approve the remuneration of directors for the year 2015
Meeting Attendance in 2014	7 meetings in total: 7 meetings attended
Shareholding as of Dec 31, 2014	91,800 share or equivalent to 0.03% of the voting right shares

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

Mr. Liao, Ying-Chih	Director
Age	51 years
Highest education	Ph.D.Candidate, Harvard University, U.S.A.
Experience	Current Director, Asia Sermkij Leasing Public Company Limited Current Chief Strategy Officer, Chailease Holding Co., Ltd. Chief Legal Officer, Chailease Holding Co., Ltd. Senior Executive Vice President, Financial One Corp.
Director training program	None
Year of Directorship	7 years
Position in other listed Company	None
Position in Non-Listed Company	1 company 1 Chief Strategy Officer, Chailease Holding Co., Ltd.
Position in Rival Companies/ Connected business	None
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;	
- 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
Meeting Attendance in 2014	7 meetings in total: 4 meetings attended
Shareholding as of Dec 31, 2014	None

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

Asso. Prof. Dr. Supriya Kuandachakupt	Member of the Audit Committee/ Independent Director
Age	61 years
Highest education	Doctor of Economics, University of Hawaii, U.S.A.
Experience	<p>Current Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited</p> <p>Current Special Senior Fellow, Faculty of Economics, Kasetsart University</p> <p>Current Associate Professor, Department of Economics, Faculty of Economics, Kasetsart University</p> <p>Current Chairman of Board of Operation Director, Entrepreneurial Economics Bachelor of Administration (EEBA) International Program, Kasetsart University</p> <p>Current Chairman of the Business Economics, Faculty of Economics, Kasetsart University</p> <p>Current Member of Board of Directors, The Government Lottery Office</p> <p>Current Advisor's Director of the Fiscal Policy Office. Fiscal Policy Office</p>
Director training program	<p>Director Accreditation Program No. 56/2006, Thai Institute of Directors Association</p> <p>Director Certification Program No. 97/2007, Thai Institute of Directors Association</p> <p>Financial Statements for Directors No. 10/2010, Thai Institute of Directors Association</p> <p>Diploma of Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI 7), Public Director Institute, King Prajadhipok's Institute</p> <p>Audit Committee Effectiveness Program, Thai Institute of Directors Association, 2012</p> <p>How to Develop a Risk Management Plan (HRP) No. 4/2013 , Thai Institute of Directors Association</p> <p>Diploma of Administrative Justice for Senior Executives No. 5/2014, College of Administrative Justice, The Administrative Court</p>
Year of Directorship	7 years
Position in other listed Company	None
Position in Non-Listed Company	None
Position in Rival Companies/ Connected business	None
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;	
- 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
Meeting Attendance in 2014	7 meetings in total: 5 meetings attended
Shareholding as of Dec 31, 2014	91,800 share or equivalent to 0.03% of the voting right shares

Personal profiles of the nomination of new director

Mr. Jer-Jyh Chen	Nomination of new director												
Age	62 years												
Highest education	Master of Business Administration (MBA), Pepperdine University, California USA												
Experience	<table border="0"> <tr> <td style="padding-right: 20px;">Current</td> <td>Chairman and CEO, Grand Pacific Holdings Corp</td> </tr> <tr> <td>Current</td> <td>Chairman and CEO, Grand Pacific Financing Corp</td> </tr> <tr> <td>Current</td> <td>Chairman, Grand Pacific Business Loan LLC 2005-1 (DE)</td> </tr> <tr> <td>Current</td> <td>Director, Driven BI, LLC</td> </tr> <tr> <td></td> <td>President, Grand Pacific Holdings Corp</td> </tr> <tr> <td></td> <td>President, Grand Pacific Financing Corp</td> </tr> </table>	Current	Chairman and CEO, Grand Pacific Holdings Corp	Current	Chairman and CEO, Grand Pacific Financing Corp	Current	Chairman, Grand Pacific Business Loan LLC 2005-1 (DE)	Current	Director, Driven BI, LLC		President, Grand Pacific Holdings Corp		President, Grand Pacific Financing Corp
Current	Chairman and CEO, Grand Pacific Holdings Corp												
Current	Chairman and CEO, Grand Pacific Financing Corp												
Current	Chairman, Grand Pacific Business Loan LLC 2005-1 (DE)												
Current	Director, Driven BI, LLC												
	President, Grand Pacific Holdings Corp												
	President, Grand Pacific Financing Corp												
Director training program	None												
Year of Directorship	None												
Position in other listed Company	None												
Position in Non-Listed Company	4 companies 1. Chairman and CEO, Grand Pacific Holdings Corp 2. Chairman and CEO, Grand Pacific Financing Corp 3. Chairman, Grand Pacific Business Loan LLC 2005-1 (DE) 4. Director, Driven BI, LLC												
Position in Rival Companies/ Connected business	None												
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;													
- 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,													
Shareholding as of Dec 31, 2014	None												

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 10, 2015.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 10, 2015.

**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 66 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. 31st/2015 on April 10, 2015 at 3.00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok**
 or any adjournment to another date, time and place thereof.

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

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 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 follows:

Approve Disapprove Abstain

Agenda 2 To consider acknowledging the annual report of the Board 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 6 To consider approving the remuneration of directors for the year 2015

(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 appointment of the certified auditors and the auditing fees for the year 2015

(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 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 9 To ratify the change of recording stock dividend in according to the prescription of the Federation of Accounting Professions No. 15/2014 on Accounting Guidance for stock dividends

(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 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.

Attachment 7

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. 31th/2015, to be held on April 10, 2015 at 3.00 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

Agenda Subject.....

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

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

Approve Disapprove Abstain

Agenda Subject.....

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

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

Approve Disapprove Abstain

Agenda Subject.....

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

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

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

Name of the Director.....

Approve Disapprove Abstain

The Venue for the Annual General Meeting of Shareholders No. 31st/2015

Asia Sermkij Leasing Public Company Limited

April 10, 2015, 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

