



Asia Sermkij Leasing Public Company Limited

Invitation Letter to Annual General Meeting of Shareholders No. 32/2016

April 8, 2016 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. 2016/03

Date : March 7, 2016

Subject : Invitation to the Annual General Meeting of Shareholders No. 32/2016

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 31/2015 held on April 10, 2015
2. The annual report of the Board of Directors for the year 2015 with copies of the Statements of Financial position and Comprehensive income and the Independent Auditor's Report as at December 31, 2015
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 (Form B)
8. The Venue for the Annual General Meeting of Shareholders No. 32/2016
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2016 held on February 24, 2016 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 32/2016 on April 8, 2016 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. 31/2015 held on April 10, 2015.

Fact and reason

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 31/2015 held on April 10, 2015 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. 31/2015 as per Enclosure 1 distributed to shareholders together with this invitation letter.

Board of Directors' Opinion

The Minutes of the Annual General Meeting of Shareholders No. 31/2015 held on April 10, 2015 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 cast their vote.

Agenda 2. To consider acknowledging the annual report of the Board of Directors for the year 2015.

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 2015 is enclosed herein, as Enclosure 2, distributed to shareholders together with this invitation letter.

Board of Directors' Opinion

The annual report of the Board of Directors for the year 2015 should be proposed to the Shareholders' Meeting for acknowledgement.

Remark: No resolution is required since this agenda item is 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, 2015, 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, 2015, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2015 and enclosed herein, as Enclosure 2, distributed to shareholders together with this invitation letter.

Board of Directors' Opinion

The Company's audited financial statements and the report of the Independent Auditor as at December 31, 2015, 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 cast their vote.

Agenda 4. To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2015.

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, 2015 - December 31, 2015 generated an annual net profit of 680,612,772 Baht. The Company proposes the appropriation of annual net profit for the year 2015 as follows:

1. The legal reserve of the Company was in the amount of Baht 162,969,860 or equivalent to 9.26 percent of the registered capital of the Company (as per details shown in the Financial Statements of the Company ending December 31, 2015). Thus, the Company shall additionally allocate the net profit occurring from the business operations of the Company for the financial period of the year 2015 ending December 31, 2015 in the amount of Baht **13,030,140** in order for the Company to have the legal reserve at least 10 percent of the registered capital of the Company as required by Section 116 of the Public Company Limited Act B.E. 2535 (including its amendments)
2. Dividend payment from year 2015 operating result at the rate equivalent to Baht **1.35** per share in the total amount of Baht **475,059,114** in the forms of cash dividend. The payout ratio is **69.80%** 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 9, 2016 according to section 89/26 to determine the shareholders right to receive dividends, and the closing date of the register of shareholders on March 10, 2016 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 29, 2016. The company paid corporate income tax at 20% in year 2015.

Comparison of Dividend Payment for year 2016 and 2015

Dividend Payment Detail	2016	2015
1. Net Profit (Consolidated)	680,612,772 Baht (Year 2015 performance)	670,996,511 Baht (Year 2014 performance)
2. No. of Shares	351,895,640 shares	351,895,640 shares
3. Dividend Payment per Share	<u>1.35 Baht</u>	<u>1.30 Baht</u>
4. Total Dividend Paid	475,059,114 Baht	457,464,332 Baht
5. Dividend Payout Ratio	69.80%	68.18%

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 cast their 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.

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:

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

The 4 directors who will vacate the office this year and will be proposed to be re-appointed by the Meeting are as follows:

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

Please see the curriculum vitae of the re-appointed directors in Enclosure 3, distributed to shareholders together with this invitation letter

Criteria for selection of Directors

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was 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 4 retired directors have the appropriate qualifications as well as the experience, knowledge, skills in the business and have performed their directorship effectively to the Company. They are appropriated and also qualified under the Public Limited Companies Act B.E. 2535. The Board of Directors has considered that they should be proposed to the Shareholders' Meeting for re-appointment for another term.

The Board of Directors has together considered 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.

For Mr. Anant Svattananon, as an Independent Director who has been appointed as the Audit Committee and the member of the Audit Committee for 11 years continuously, has performed effectively for his directorship. He has experiences, knowledge and unprohibit person by the law and the regulation of the Securities and Exchange Commission. The Board of Directors has considered that Mr. Anant Svattananon 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 cast their vote.

Agenda 6. To consider approving the remuneration of directors for the year 2016.

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 2016 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2016 and 2015

Unit: Baht

Position	2016			2015		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2015 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2014 performance)
1. Honorary Chairman	40,000	-	-	40,000	-	-
2. Chairman of the Board of Directors	40,000	-	-	40,000	-	-
3. Chairman of the Audit Committee/ Independent Director	40,000	6,000	280,000	40,000	6,000	260,000
4. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	210,000	30,000	6,000	195,000
5. 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 2016 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2016		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2015 performance)
1. Honorary Chairman	40,000	-	-
2. Chairman of the Board of Directors	40,000	-	-
3. Chairman of the Audit Committee/ Independent Director	40,000	6,000	280,000
4. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	6,000	210,000
5. 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 2016.

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. Poonnard Paocharoen Certified Public Accountant (Thailand) No.5238

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2016. 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 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 4 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, 2016 for an amount of not more than Baht 1,145,000 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 2016 and 2015 are as follows;

Comparison of Auditing Fees for year 2016 and 2015

	Unit : Baht			
	2016	2015	Difference	% Change
Auditing Fee for financial statements prepared in accordance with Thailand’s Generally Accepted Accounting Standard	1,145,000	1,120,000	25,000	2.23%
Auditing Fee for financial statements prepared in accordance with International Financial Reporting Standards (IFRSs)	350,000	350,000	-	-
Total	1,495,000	1,470,000	25,000	1.70%

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 2,196. 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 2016 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 cast their vote.

Agenda 8. Other business (if any)

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

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 Enclosure 5, with this invitation letter.

Yours sincerely,



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

(Translation)

Minutes of the Annual General Meeting of Shareholders No. 31/2015
of
Asia Sermkij Leasing Public Company Limited

Time and Place

The Meeting was held on April 10, 2015 at 3:00 p.m., at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, No. 175, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.

Attending Directors

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

Attending Management

- | | | | |
|----|----------------|-----------------|--|
| 1. | Mr. Danai | Lapaviwat | Secretary to the Board of Directors/ Company Secretary / Chief Financial Officer |
| 2. | Mr. Sarayuth | Chaisawadi | Chief Information Officer/ Acting Chief Administrative Officer |
| 3. | Mr. Chonpichet | Tantigittipinyo | General Manager (Hire Purchase Credit and Marketing Division) |

Attending Company Secretary

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

Attending Auditors

- | | | | |
|----|-------------|-----------------|----------------------------|
| 1. | Ms. Vissuta | Jariyathanakorn | E Y Office Company Limited |
| 2. | Mr. Wijit | Buasri | E Y Office Company Limited |

Attending Independent Legal Advisors

- | | | | |
|----|-------------|----------------|--------------------------------|
| 1. | Mr. Chatri | Trakulmanenate | The Capital Law Office Limited |
| 2. | Ms. Woramon | Kengtanomsak | The Capital Law Office Limited |

Attending Independent Vote Teller

Inventech Systems (Thailand) 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 250 shareholders were present in person and by proxy at the Meeting, holding the aggregation of 269,043,658 shares, constituting 76.16 percent of total issued shares sold as shareholders attend the meeting greater twenty-five persons and one - third of the total number of shares sold as prescribed by law. Thus, a quorum of the Meeting was constituted.

Then Ms. Woramon Kengtanomsak, an Independent Legal Advisor, introduced the attending Directors, Management, Auditors, Independent Legal Advisors and Independent Vote Teller to the Meeting. The Independent Legal Advisor informed the Shareholders that before the Meeting, the Company proposed agenda of the shareholder's meeting, qualified persons to be appointed as the Company's director, and submission of the questions in advance during October 10, 2014 to December 30, 2014 which resulted is no shareholder to propose additional agenda, name of qualified candidates to be appointed as director and questions in advance. The voting procedure of each agenda, 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 5 concerning the appointment of the directors, the voting would be conducted on a director by director basis. The Company would collect ballots of this agenda after completion of voting. The Company will collect all balance ballots from all attending shareholders after the Meeting, provided that shareholders shall vote on all agenda in accordance with their voting right for each agenda item.

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

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

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

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

The Board of Directors viewed that 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.

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

The Meeting considered the same and unanimously resolved as follows:

Enclosure 1
Supporting Documents for Agenda 1

Resolved That: The Minutes of the Annual General Meeting of Shareholders No. 30/2014 held on April 25, 2014, be certified.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 269,262,646 votes in favor, equal to 100.0000% the shareholders' votes without contradictory or abstention votes.

Agenda 2 **To consider acknowledging the annual report of the Board of Directors for the year 2014.**

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that, 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 together 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 2014 as follows:

ECONOMY & INDUSTRY IN 2014

In 2014, Thai economy ended up with a dismal GDP growth of only 0.7%, considerably dropping from 2.9% in 2013 due to low internal and external demand. The major reasons are low investments from the political instability, low consumptions from the high household debt, and 0.41% drop of exports from the slow recovery of the world economy. To stimulate the sluggish economy, the Bank of Thailand reduced the policy interest rate from 2.25% in 2013 down to 2.00% early 2014 which has since been maintained.

For the automobile industry, new car sales in 2014 were 881,832 units, dropping 33.73% from 1,330,678 units in 2013 after the extraordinary first car scheme. For leasing and factoring industries, the growth was almost flat in 2014 as compared with 2013 because SMEs freezed and delayed the investments in machinery equipment and working capital to reflect the lack of confidence in the future economy.

PERFORMANCE IN 2014

Total assets as of December 31, 2014 were THB 29,465 million, increasing 3.76% from THB 28,397 million at the end of year 2013 due to portfolio growth. However, total disbursements in 2014 were THB 18,458 million, decreasing 12.7% from THB 21,143 million in 2013 due to stringent credit approval from the economic slowdown.

The total liabilities as of December 31, 2014 were THB 25,343 million, increasing 3.02% from THB 24,601 million at the end of 2013 to support portfolio growth. The shareholders' equity as of December 31, 2014 was THB 4,123 million, increasing 8.59% from THB 3,796 million at the end of 2013 due to profit increase. The Company has a paid-up capital at THB 1,759 million with retained earnings of THB 1,644 million.

Enclosure 1
Supporting Documents for Agenda 1

Total revenues in 2014 were THB 2,685 million, increasing 9.13% from THB 2,460 million in 2013 due to portfolio growth. The financial costs in 2014 were THB 926 million, increasing 9.11% from THB 848 million in 2013 due to borrowing increase for portfolio growth. Total expenses in 2014 were THB917 million, increasing 14% from BHT807 million in 2013 mainly due to bad debts and doubtful accounts for economic downturn. As a result, the total profit for the year 2014 was THB 671 million, increasing 4.69% from THB 641 million in 2013.

The total portfolio in 2014 was THB 29,177 million, increasing 4.14% from THB 28,017 million in 2013. The NPLs ratio at the end of 2014 was 0.73% of the total portfolio and the allowance for doubtful accounts to NPLs ratio was 172.55% at the end of 2014, indicating asset quality was still under controlled.

CORPORATE GOVERNANCE & CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors has adhered to corporate governance policy and corporate social responsibility to enhance efficiency, effectiveness, transparency, and assessability of the management for the confidence and long-term benefits to all shareholders, investors, stakeholders, society, and environment.

In addition, the company received the announcement of the “Very Good” status from the last 3 years for the Corporate Governance Report of Thai Listed Companies published by the “Thai Institute of Directors Association”.

2015 BUSINESS PROSPECT AND STRATEGY

Thai economy in 2015 is forecasted to grow 3.5% to 4.5% from the previous very low base. Lacking other obvious positive factors, the economy seems only to hinge its recovery on the government investments in the mega infrastructure projects. However, the booming cross-border trades increasing from Baht1.0 trillion in 2014 to Baht1.5 trillion in 2015 are expected to help the economic growth.

The auto industry has shown the recovery sign with the new car sales for the domestic market forecasted at 950,000 units, increasing 7.73% from 2014. The coming AEC and ensuing mega infrastructure projects will benefit our businesses from the commercial vehicles and equipment for transportation construction.

The business strategy focuses on both continuous profitable growth through market expansion to cover AEC and competitiveness through service differentiation on quality, agility and flexibility to niche segments.

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

The Board of Directors had considered and deemed appropriate to recommend shareholders acknowledging the Annual Report 2014 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 the year 2014 be acknowledged.

Enclosure 1
Supporting Documents for Agenda 1

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, 2014, 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 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 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, 2014, which were reviewed by the audit committee and audited by the certified auditor.

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: 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 be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 280,720,055 votes in favor, equal to 100.0000% 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 2014.**

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

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:

Enclosure 1
Supporting Documents for Agenda 1

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.

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 the annual net profit and dividend payment from operating performance of the year 2014 be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 280,741,055 votes in favor, equal to 100.0000% the shareholders' votes without contradictory or abstention votes.

Agenda 5

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

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

- | | |
|--|----------------------|
| 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:

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

Enclosure 1
Supporting Documents for Agenda 1

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

1. Mr. Chen, Jer-Jyh Director
(To replace Mr. Liu, Chia-Jeang)

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors informed the criteria for selection of Directors that the Company does not have an established nominating committee to select directors. The Board of Directors considers a 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.

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.

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

The Meeting considered the resolved as follows:

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Resolved That: 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 be approved.

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

Name	Position	Agree	Against	Abstain
1. Mr. Liao, Ying-Chih	Director	225,180,564	55,575,712	0
2. Mr. Pradit Sawattananond	Independent Director	280,643,580	4,896	16,000
3. Asso. Prof. Dr. Supriya Kuandachakupt	Independent Director	227,490,370	53,148,106	26,000
4. Mrs. Patima Chavalit	Director	280,741,076	0	15,200

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

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

The remuneration of the directors for the year 2015 should be proposed to the Meeting of Shareholders for approval as follows:

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	-	-

Unit: Baht

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:

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Resolved That: The remuneration of directors for the year 2015 be approved.

Voting Results: The shareholders attending the Meeting and casting their votes adopted the resolutions with 280,318,029 votes in favor, equal to 99.9994% of all the shareholders' votes, no contradictory vote, and 1,500 abstention votes, equal to 0.0005%.

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

Mr. Danai Lapaviwat, the Secretary to the Board of Directors, informed the Meeting that 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. Poonnard Paocharoen 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 Chairman, therefore, proposed that the Meeting consider and approve the matter.

The Meeting considered the same and unanimously resolved as follows:

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Resolved That: The appointment of the certified auditors and the auditing fees for the year 2015 be approved.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 280,771,580 votes in favor, equal to 100.0000% the shareholders' votes without contradictory or abstention votes.

Agenda 8 To consider approving 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.

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.

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 resolved as follows:

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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 280,751,980 votes in favor, equal to 99.9930% the shareholders' votes and 18,100 contradictory votes, equal to 0.0064% and 1,500 abstention votes, equal to 0.0005%.

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

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

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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.

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: 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.

Voting Results: The shareholders attending the Meeting and casting their votes unanimously adopted the resolutions with 280,771,580 votes in favor, equal to 100.0000% the shareholders' votes without contradictory or abstention votes.

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

Mr. Chatchawal Dilokworaphan (Shareholder)	Questioned regarding what is the detail of expanding business to AEC market? And suggested that the Company should make the dividend payment by cash
Mr. Lo, Jun-Long Chairman of the Board of Director	Answered that, in the present, the Company has 8 branches and will be additionally set up for 2 branches in this year in order to expand to AEC market. In 2015, the Company expected that the value of market will be THB1.5 trillion.
Mr. Danai Lapavivat CFO	Additionally explained that, in this year, the Company will make the dividend payment by cash. For the next consecutive year, the Company shall do the same as well.
Miss Janejira Sombatjaroenwongse (Shareholder)	Questioned that the Company will operate Nano Finance or not and what is the character of Niche Market which the Company explained. How about the Company's business in 2015? Which rate of growth of the Company's income? The Company had net profit in last 3 years at rate of 24-26%, how the Company can maintain? Furthermore, the shareholder requested the Company to estimate the income portion of AEC market.
Mr. Lo, Jun-Long Chairman of the Board of Director	Answered the question that Nano Finance business is not matched with the Company's business but the Company is studying this business. For Niche Market, the Company will focus in commercial vehicle (not 1 ton pick-up car) which is comprise of new car and used car of truck, van and taxi. Moreover, the Company will operate business on private car and pick-up car in few portions. In this year, the growth of the Company will be depended on economic. The Company shall expand market and create new financial product which will make the growth of the

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Miss Lalita Hongrattanawong (Proxy of Thai Investors Association)	<p>Company at the rate of 10%. In case of the normal situation of economic, the Company can growth around 15-20%. The Company may earn income portion of AEC around 1/3 of total income of the Company in the next 3-5 years.</p> <p>Suggested the Company regarding to the intention of the Thai Investors Association on term of independent director more than 3 terms which wish to increase level of good corporate governance of listed company and capital market in Thailand. She suggested that the Company should change status of independent director to be director and should recruit other independent director to be independent director of the Company</p> <p>Furthermore, the Company can limit Deb-to-Equity ratio or not? and how?</p>
Mr. Danai Lapavivat CFO	<p>Clarified that the Company limit the Debt-Equity ratio not more than 10 times</p>
Mr. Somchai Suchartcharoenying (Proxy)	<p>Questioned regarding to the details of director's remuneration that if the Company has no profit for such year, how to manage in order to be fair for shareholder</p>
Mr. Danai Lapavivat CFO	<p>Answered that bonus and remuneration of director have been considered and determined bas on the portion of net profit of the Company</p>
Mrs. Suwanuch Charoensawadpong (Shareholder)	<p>Praised the Board of Director of the Company that the Company can make profit more than last year, good rate of dividend and decreasing of bonus of director.</p> <p>Questioned that what is the reason of the increasing of audit fee at the rate of THB60,000 compare with last year? and including audit fee of subsidiary or not? and what is the increasing or decreasing of audit fee of subsidiary?</p> <p>Questioned to auditor that auditor recommended to the Company to improve its internal control system for AEC market or not? and what is the reason of the issuance of debenture instead of the issuance right offering common share to existing shareholder.</p>
Mr. Pradit Sawattananond Chairman of the Audit Committee/ Independent Director	<p>Explained that the Audit Committee has negotiated the audit fee with auditor. But, the audit fee will be increased in line with the quantity of task work of auditor.</p>
Ms. Vissuta Jariyathanakorn Auditors	<p>Additionally explained that the audit fee will be increased because of the increasing of task works and the economic situation. However, the Board of Director has negotiated already.</p> <p>Moreover, the internal control of the Company is in the very good level.</p>

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Mr. Danai Lapavivat CFO	Additionally explained that the increasing audit fee of the Company's subsidiary at the amount of THB 30,000 or 2% compare with 2014 and the reason of the issuance of debenture instead of the right offering issuance to the existing shareholder which is the financial cost of common share to be more expensive than the debenture.
Mr. Jirawat Kittisiriphan (Shareholder)	Questioned that the Company do credit rating process or not? and how?
Mr. Danai Lapavivat CFO	Explained that the Company do credit rating with TRIS Rating. The level of credit rating of the Company is BBB+
Miss Lalita Hongrattanawong (Proxy of Thai Investors Association)	Questioned regarding the CAC (Coalition Against Corruption) Project which is the anti-corruption project and the Company does not join this project. How to ensure that the Company will not involve any corruption and which is evidence for practical if the Company has anti-corruption policy?
Mr. Anant Pattanathanate (Shareholder)	Additionally explained that the Coalition Against Corruption project is good project which will be present the cooperation to anti corruption. The Company should join this project.
Mr. Lo, Jun-Long Chairman of the Board of Director	Explained that the Company has set up the anti-corruption policy already. The Company determined the Honesty to be a part of the Corporate Value. All officers of the Company realize the important of the honesty which is the Company's cultural. The Company confident that the anti-corruption concept will be in the Company's officer and executives. However, the Company will consider to join this project.
Mr. Pradit Sawattananond Chairman of the Audit Committee/ Independent Director	Additionally explained that the Company is studying this project and the Audit Committee agree to join this project.
Mr. Somchai Suchartcharoenying (Proxy)	Additionally suggested that shareholder is confident and ensure the anti-corruption policy of the Company. Questioned to the Chairman of the Board of Director. Taiwan has solved economic and corruption situation, how to? and what is the weak point of the Company?
Mr. Lo, Jun-Long Chairman of the Board of Director	Answered the question with his experience that have to make people to realize the important of honesty. In Taiwan, Taiwan government support good education system, many people in Taiwan is the good quality people.

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|---|---|
| Mr. Pornchai Limkittikul
(Shareholder) | Questioned that, in this year, bad debts and doubtful accounts may be decreased or not? And, what is the reason that AK Enterprise (Thailand) Co., Ltd., one of major shareholder, decreased its shareholding portion in the Company? |
| Mr. Pattrapol
Kangwansakul
Executive Vice President-
Credit Control | Explained that NPL of the Company shall be decreased in this year because of the volume of sale car and the price of used car are stable. |
| Mr. Lo, Jun-Long
Chairman of the Board of
Director | Explained that AK Enterprise (Thailand) Co., Ltd. has decreased its shareholding portion in the Company in order to increase free float for the Company's stock. In the past, the Company try to increase such free float. In the present, the Company's stock free float will be around 40%. |
| Mr. Pradit Sawattananond
Chairman of the Audit
Committee/ Independent
Director | Additionally explained that bad debts and doubtful accounts are in line with accounting standard. In case the Company would like to increase the credit amount for its customer, the Company has to reserve bad debts and doubtful accounts for the debtor aging in each debt level. Bad debts and doubtful accounts may be increased |
| Mr. Sarun Wilaiwan
(Shareholder) | Said that, in the analysis report of the Company, the Company can growth in the rate of 20-30% or no and, in order to decrease the financial cost, the Company can maintain credit rating at BBB+ and stable outlook level or increase level of credit rating or not |
| Mr. Lo, Jun-Long
Chairman of the Board of
Director | Explained that if economic be better, the Company can make Load Growth |
| Mr. Danai Lapavivat
CFO | Explained that the Company always is trying to increase credit rating level in order to decrease the financial cost |

There was no other business proposed and no question from the shareholders. The Chairman, therefore, declared of the Meeting adjourned at 5.30 p.m.



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

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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 director who are proposed for re-appointment

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director	
	Appointed as director on 18 June, 2004	
Address	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500	
Age	67 years	
Highest education	Master of Business Administration, Central State University, Oklahoma, U.S.A.	
Experience	2004	Current Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
	2015	Current Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
	2004	Current Independent Director / Audit Committee Member, Thai Film Industries Public Company Limited
	2000	Current Independent Director / Audit Committee Member, KGI Securities Public Company Limited
	2005	2006 Advisor to the Committee on Economics Development, The House of Representatives
	2003	2006 Director, Thailand Securities Depository Co., Ltd.
	2001	2006 Specialist to Committee on Finance, Banking and Financial Institution, The House of Representatives
Director training program	Director Certification Program No. 3/2000, Thai Institute of Directors Association Audit Committee Program No. 3/2004, Thai Institute of Directors Association Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association How to Develop a Risk Management Plan (HRP) No. 4/2013 , Thai Institute of Directors Association Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association	
Year of Directorship	11 years	
Position in others listed Company	3 companies	
	1. Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited	
	2. Independent Director/ Audit Committee Member, Thai Film Industries Public Company Limited	
	3. 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
Nature of relationships between director/management	Elder Brother of Mr. Anant Svattananon
	Agenda 6: To consider and approve the remuneration of directors for the year 2016
Meeting Attendance in 2015	6 meetings in total: 6 meetings attended
Changes of shares held as at December 31, 2015, compared with those of 2014	91,800 share or equivalent to 0.03% of the voting right shares

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

Mr. Lo, Jun-Long				Chairman of the Board of Directors/ Chairman of the Executive Board of Directors/ Chief Executive Officer (The director who authorized to sign) Appointed as director on May 3, 1999
Age				64 years
Highest Education				Master of Business Administration, University of Santa Clara, U.S.A.
Experience	2013	-	Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors/ Chief Executive Officer, Asia Sermkij Leasing Public Company Limited
	2013	-	Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors/ Chief Executive Officer, Bangkok Grand Pacific Lease Public Company Limited
	1999	-	Present	Director , Asia Sermkij Leasing Public Company Limited
	1999	-	Present	Director, Bangkok Grand Pacific Lease Public Company Limited
	2012	-	2013	Vice Chairman of the Board of Directors/ Vice Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited
	2012	-	2013	Vice Chairman of the Board of Directors/ Vice Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
	1999	-	2013	Managing Director, Asia Sermkij Leasing Public Company Limited
	1999	-	2013	Managing Director, Bangkok Grand Pacific Lease Public Company Limited
Director program				Director Accreditation Program No. 22/2004, Thai Institute of Directors Association Director Certification Program No. 48/2004, Thai Institute of Directors Association
Year of Directorship				16 years
Position in others listed Company				None
Position in Non-Listed Company				1 company 1. Chairman of the Board of Directors / Chairman of the Executive Board of Directors/ Chief Executive Officer, Bangkok Grand Pacific Lease Public Company Limited
Nature of relationships between director/management				None
Meeting Attendance in 2015				6 meetings in total: 6 meetings attended
Changes of shares held as at December 31, 2015, compared with those of 2014				: Remain unchanged (Outstanding at 183,651 share or equivalent to 0.05% of the total shares)

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

Mr. Shen, Ying-Hui			Executive Director/ Chief Operating Officer (The director who authorized to sign) Appointed as director on March 1, 2006
Age			50 years
Highest Education			Master of Business Administration, National Central University, Taiwan, R.O.C.
Experience	2016	- Present	Chief Operating Officer ^{1/} , Asia Sermkij Leasing Public Company Limited
	2006	- Present	Executive Director, Asia Sermkij Leasing Public Company Limited
	2013	- Present	Executive Vice President, Chailease Finance Co., Ltd.
	2013	- 2016	Deputy General Manager, Asia Sermkij Leasing Public Company Limited
	2006	- 2013	Executive Director, Bangkok Grand Pacific Lease Public Company Limited
	2006	- 2013	Senior Assistant General Manager, Bangkok Grand Pacific Lease Public Company Limited
	2006	- 2013	Senior Vice President, Chailease Finance Co., Ltd.
Director program			Director Accreditation Program No. 57/2006, Thai Institute of Directors Association Director Certification Program No. 132/2010, Thai Institute of Directors Association
Year of Directorship			10 years
Position in others listed Company			None
Position in Non-Listed Company			1 company 1. Executive Vice President, Chailease Finance Co., Ltd.
Nature of relationships between director/management			None
Meeting Attendance in 2015			6 meetings in total: 6 meetings attended
Changes of shares held as at December 31, 2015, compared with those of 2014			None

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

Mr. Anant Svattananon	Member of the Audit Committee/ Independent Director
Age	Appointed as director on June 18, 2004 64 years
Highest Education	Commerce Course, The Institute of Foreign Languages Business Development & Management Course
Experience	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2004 - Present	Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C.
1998 - Present	Managing Director, Star of Andaman Co., Ltd.
1998 - Present	Director Accreditation Program No. 38/2005, Thai Institute of Directors Association
Director program	11 years
Year of Directorship	None
Position in others listed Company	2 companies
Position in Non-Listed Company	1. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. 2. Managing Director, Star of Andaman Co., Ltd.
Position in Rival Companies/ Connected business	None
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
Nature of relationships between director/ management	Younger brother of Mr. Pradit Sawattananond
Meeting Attendance in 2015	6 meetings in total: 5 meetings attended
Changes of shares held as at December 31, 2015, compared with those of 2014	: Remain unchanged (Outstanding at 76,500 share or equivalent to 0.02% of the total shares)

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

Mr. Kasem Akanesuwan			Member of the Audit Committee/ Independent Director
			Appointed as director on March 24, 2009
Age			67 years
Highest Education			Master of Science in Accounting, Roosevelt University, U.S.A.
Experience	2009	- Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
	2000	- Present	Director, BNH Medical Center Co., Ltd.
	2013	- 2015	Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd.
	1997	- 2012	Assistant Vice President-Finance, Bangkok Airways Co., Ltd.
Director program			Director Accreditation Program No. 79/2009, Thai Institute of Directors Association
			Director Certification Program No. 127/2010, Thai Institute of Directors Association
			How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association
Year of Directorship			7 years
Position in others listed Company			None
Position in Non-Listed Company			1 company
			1. Director, BNH Medical Center 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
Nature of relationships between director/management			None
Meeting Attendance in 2015			6 meetings in total: 5 meetings attended
Changes of shares held as at December 31, 2015, compared with those of 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 180 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 180 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 180 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 180 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 8, 2016.
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 6, 2016.
 - 3) In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in Enclosure 7. As for Proxy Form A and Form C, the shareholders can download from the Company's website.

**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 authorize 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 and 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.

หนังสือมอบฉันทะแบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)
 (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น
 Shareholder registration number

เขียนที่ _____
 Written at _____
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I/We _____ nationality _____ located at no. _____ Soi _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
 Road Tambol/Kwaeng Amphur Province
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเชียเซิร์มกิจลีสซิง จำกัด (มหาชน) (“บริษัท”)
 Being a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียงดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้(กรุณาเลือกข้อใดข้อหนึ่ง)
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
 ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
 If you make proxy by choosing
 No.1, please mark ✓ at 1. and
 give the details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road Tambol/Kwaeng Amphur
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road Tambol/Kwaeng Amphur
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
 Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
 ✓ ที่ 2. และเลือกกรรมการอิสระ
 If you make proxy by choosing No.
 2, please mark ✓ at 2. and
 choose the member of the
 Independent Directors.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ
 Appoint the following member of the Independent Directors of the Company

นายประดิษฐ์ ศวัสตนานนท์ ตำแหน่ง ประธานกรรมการตรวจสอบ/ กรรมการอิสระ
Mr. Pradit Sawattananond Position Chairman of the Audit Committee/ Independent Director

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญ
 ประจำปีผู้ถือหุ้น ครั้งที่ 32/2559) (Details of members of the Independent Directors of the Company
 are specified in Enclosure 3 of the Invitation to the Annual General Meeting of Shareholders No.
 32/2016)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 32/2559 ในวันที่ 8 เมษายน 2559 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสารคดีตาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 32/2016 on April 8, 2016 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 31/2558 ซึ่งประชุมเมื่อวันที่ 10 เมษายน 2558**
Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 31/2015 held on April 10, 2015.
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 **พิจารณารับทราบรายงานประจำปี 2558 ของคณะกรรมการบริษัท**
Agenda 2 To consider acknowledging the annual report of the Board of Directors for the year 2015.
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 **พิจารณาอนุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2558 ซึ่งได้ผ่านการพิจารณาสอบทานจาก คณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต**
Agenda 3 To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2015, which have been reviewed by the Audit Committee and audited by the certified auditor.
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 **พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2558**
Agenda 4 To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2015.
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระและให้กลับเข้าดำรงตำแหน่งใหม่

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. นายโล จุน ลอง

Mr. Lo, Jun-Long

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. นายเชน ยิง สูย

Mr. Shen, Ying-Hui

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

3. นายอนันต์ ศวัสตนานนท์

Mr. Anant Svattananon

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

4. นายเกษม อากเนย์สุวรรณ

Mr. Kasem Akanesuwan

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทประจำปี 2559

To consider approving the remuneration of directors for the year 2016.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2559

To consider approving the appointment of the certified auditors and the auditing fees for the year 2016.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8
Agenda 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Other business (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this ProxyForm B. provided.

หนังสือมอบฉันทะแบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)
 (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น
 Shareholder registration number

เขียนที่ _____
 Written at _____
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I/We _____ nationality _____ located at no. _____ Soi _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
 Road Tambol/Kwaeng Amphur Province
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเชียเซรมกิจลีสซิง จำกัด (มหาชน) (“บริษัท”)
 Being a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียงดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้(กรุณาเลือกข้อใดข้อหนึ่ง)
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
 ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
 If you make proxy by choosing
 No.1, please mark ✓ at 1. and
 give the details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road Tambol/Kwaeng Amphur
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name age years located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road Tambol/Kwaeng Amphur
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
 Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
 ✓ ที่ 2. และเลือกกรรมการอิสระ
 If you make proxy by choosing No.
 2, please mark ✓ at 2. and
 choose the member of the
 Independent Directors.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ
 Appoint the following member of the Independent Directors of the Company

นายประดิษฐ์ ศวัสตนานนท์ ตำแหน่ง ประธานกรรมการตรวจสอบ/ กรรมการอิสระ
Mr. Pradit Sawattananond Position Chairman of the Audit Committee/ Independent Director

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญ
 ประจำปีผู้ถือหุ้น ครั้งที่ 32/2559) (Details of members of the Independent Directors of the Company
 are specified in Enclosure 3 of the Invitation to the Annual General Meeting of Shareholders No.
 32/2016)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 32/2559 ในวันที่ 8 เมษายน 2559 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสารคดีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 32/2016 on April 8, 2016 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1
Agenda 1 **พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 31/2558 ซึ่งประชุมเมื่อวันที่ 10 เมษายน 2558**
To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 31/2015 held on April 10, 2015.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 2
Agenda 2 **พิจารณารับทราบรายงานประจำปี 2558 ของคณะกรรมการบริษัท**
To consider acknowledging the annual report of the Board of Directors for the year 2015.
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3
Agenda 3 **พิจารณาอนุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2558 ซึ่งได้ผ่านการพิจารณาสอบทานจาก คณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต**
To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2015, which have been reviewed by the Audit Committee and audited by the certified auditor.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4
Agenda 4 **พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2558**
To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2015.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระและให้กลับเข้าดำรงตำแหน่งใหม่

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. นายโล จุน ลอง

Mr. Lo, Jun-Long

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. นายเชน ยิง สูย

Mr. Shen, Ying-Hui

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

3. นายอนันต์ ศวัสตนานนท์

Mr. Anant Svattananon

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

4. นายเกษม อากเนย์สุวรรณ

Mr. Kasem Akanesuwan

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทประจำปี 2559

To consider approving the remuneration of directors for the year 2016.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2559

To consider approving the appointment of the certified auditors and the auditing fees for the year 2016.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8
Agenda 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Other business (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this ProxyForm B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชียเซริมกิลีสซิ่ง จำกัด (มหาชน) (“บริษัท”)
A proxy is granted by a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 32/2559 ในวันที่ 8 เมษายน 2559 เวลา 15.00 น. ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทร ซิตีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Annual General Meeting of Shareholders No. 32/2016 on April 8, 2016 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง พิจารณานุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระ

Agenda no. Subject : To consider and approve the re-appointment of the directors

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

The Venue for the Annual General Meeting of Shareholders No. 32/2016

Asia Sermkij Leasing Public Company Limited

April 8, 2016, 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

