

Asia Sermkij Leasing Public Company Limited

Invitation Letter to Annual General Meeting of Shareholders No. 35/2019

April 19, 2019 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. 2019/06

Date : March 18, 2019

Subject: Invitation to the Annual General Meeting of Shareholders No. 35/2019

To : Shareholders

Enclosure:

- 1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018
- 2. The annual report of the Board of Directors for the year 2018 with the audited financial statements and the Independent Auditor's Report as at December 31, 2018 in QR Code
- 3. List of directors retiring upon the expiration of their term, who are proposed for reappointment and their curriculum vitae in brief, the profile of the nominated person to be appointed as director in vacant position 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. 35/2019
- 9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "Company") No. 2/2019 held on February 22, 2019 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 35/2019 on April 19, 2019 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. 34/2018 held on April 11, 2018.

Fact and reason

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018 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. 34/2018 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. 34/2018 held on April 11, 2018 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

Remark: This agendum requires the resolution of more than half of the votes of all shareholders presented at the Meeting and casted their vote.

Agenda 2. To consider acknowledging the annual report of the Board of Directors for the year 2018.

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 2018 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 2018 should be proposed to the Shareholders' Meeting for acknowledgement.

Remark: No resolution is required since this agendum 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, 2018, which were 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, 2018, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2018 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, 2018, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the Shareholders' Meeting for approval.

Remark: This agendum requires the resolution of more than half of the votes of all shareholders presented at the Meeting and casted their vote.

Agenda 4. To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2018.

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, 2018 - December 31, 2018 profit for the year of <u>811,289,457</u> Baht. The Company proposes the appropriation of annual net profit for the year 2018 as follows:

- 1. Since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company in which equals to Baht 176,000,000 (details as per stipulated in the financial statement of the Company ended December 31, 2018) which is in accordance with the laws and the Articles of Association of the Company. Therefore, the Company deems appropriate to suspend the allocation of profits from the operation of the Company for the year 2018 ended December 31, 2018 to be the legal reserve of the Company since the Company has already allocated profits from the operation of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company.
- 2. Dividend payment from year 2018 operating result at the rate equivalent to Baht 1.61 per share in the total amount of Baht 566,551,980 in the forms of cash dividend. The payout ratio is 69.83% 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 8, 2019 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 30, 2019. The company paid corporate income tax at 20% in year 2018.

Comparison of Dividend Payment for year 2019 and 2018

Dividend Payment Detail	2019	2018
1. Net Profit (Consolidated)	811,289,457 Baht	745,042,542 Baht
	(Year 2018 performance)	(Year 2017 performance)
2. No. of Shares	351,895,640 shares	351,895,640 shares
3. Dividend Payment per Share	1.61 Baht	1.48 Baht
4. Total Dividend Paid	566,551,980 Baht	520,805,547 Baht
5. Dividend Payout Ratio	69.83%	69.90%

Remark: The above dividend payment cannot be proceeding until having the approval from the shareholders' meeting. The Agendum requires the resolution of more than half of the votes of all shareholders presented at the Meeting and casted their vote.

Agenda 5. To consider approving the re-appointment of the directors who are going to vacate the office upon the expiration of their term and to consider approving the appointment of person to be a director for the vacant position.

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 directors must vacate 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 reelected.

Due to the fact that one of the directors who are going to vacate the office upon the expiration of their term resigned in February, one director position is vacant.

The 3 directors who are going to vacate the office upon the expiration of their term and will be proposed to be re-appointed by the Meeting are as follows

1. Mr. Yang, Tze-Ting Chairman of the Board of Directors

Mr. Anant Svattananon Independent Director
 Mr. Kasem Akanesuwan Independent Director

The nominated person to be appointed as director is as follow 1. Mr. Tang, Lai-Wang Director

Please see the curriculum vitae of the re-appointed directors and nominated person 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 unprohibited person by the law and the regulation of the Securities and Exchange Commission. In addition, the Company provide the opportunity for shareholders to propose qualified persons to be appointed as the Company's director during October 8, 2018 – December 31, 2018. However, there is no shareholder proposes name of qualified candidates to be appointed as director.

Board of Directors' Opinion

The Board of Directors has considered that the above 3 retired directors have the appropriate qualifications as well as the experience, 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.

For the nominated person to be appointed as director, Mr. Tang, Lai-Wang has the appropriate qualifications as well as the experience, knowledge, skills in the business. He is appropriated and also qualified under the Public Limited Companies Act B.E. 2535.

The Board of Directors has considered that he should be proposed to the Shareholders' Meeting for appointment of director.

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 for 14 years and 17 years continuously provided that he is reelected for another term and Mr. Kasem Akanesuwan, as an Independent Director who has been appointed for 10 years and 13 years continuously provided that he is reelected for another term, have performed effectively for their directorship. They have direct experiences in the Company' businesses, knowledge and unprohibited people by the law and the regulation of the Securities and Exchange Commission. Moreover, The Board of Directors has considered that Mr. Anant Svattananon and Mr. Kasem Akanesuwan can provide opinion independently and in accordance with the related regulation.

Therefore, the Board of Directors has considered that Mr. Anant Svattananon and Mr. Kasem Akanesuwan have the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Director for another term.

Remark: This agendum requires the resolution of more than half of the votes of all shareholders presented at the Meeting and casted their vote.

Agenda 6. To consider approving the remuneration of directors for the year 2019.

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 2019 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2019 and 2018

Unit: Baht

Position		2019			2018	
	Fixed monthly	Meeting	Bonus	Fixed monthly	Meeting	Bonus
	remuneration	allowance	(Y2018	remuneration	allowance	(Y2017
	(per month)	(per meeting)	performance)	(per month)	(per meeting)	performance)
1. Chairman of the Board	40,000	-	-	40,000	-	-
of Directors						
2. Chairman of the Audit	40,000	10,000	320,000	40,000	6,000	300,000
Committee/						
Independent Director						
3. Audit Committee	30,000	10,000	240,000	30,000	6,000	225,000
Member/						
Independent Director/						
Non-Executive Director						
4.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.

The Company does not provide any additional benefits to the Board of Directors.

Board of Directors' Opinion

The remuneration of the directors for the year 2019 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

		2019	
Position	Monthly Fixed	Meeting	Bonus
1 OSITION	Remuneration	Allowance	(Y2018
	(per month)	(per meeting)	performance)
1.Chairman of the Board of Directors	40,000	-	-
2. Chairman of the Audit Committee/	40,000	10,000	320,000
Independent Director			
3.Audit Committee Member/	30,000	10,000	240,000
Independent Director/ Non-Executive Director			
4.Other Director	20,000	I	-

Remark: This agendum requires the resolution of two-thirds of the votes of all shareholders presented at the Meeting and casted their vote.

Agenda 7. To consider approving the appointment of the certified auditors and the auditing fees for the year 2019.

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. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 or
- 2. Ms. Manee Rattanabunnakit Certified Public Accountant (Thailand) No.5313 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, 2019. In this regard, any of the said persons shall audit and certify the financial statements of the Company. In the event the above auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their plan. 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. Mrs. Poonnard Paocharoen has audited the financial statements of the Company for 2 years. Ms. Sumalee Reewarabandith has been proposed as the Company's auditors for 14 years but has never audited the financial statements of the Company. Ms. Manee Rattanabunnakit has been proposed as the Company's auditors for 2 years but has never audited the financial statements of the Company.

The said auditors shall also be the auditors of the Company's subsidiaries, Bangkok Grand Pacific Lease Public Co., Ltd. and SK Insurance Broker Co., Ltd. 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, 2019 for an amount of not more than Baht 1,710,000.

Comparison of Auditing Fees for year 2019 and 2018

Unit: Baht

				C 1110 C 201110
	2019	2018	Difference	% Change
Auditing Fee for financial statements	1,710,000	1,660,000	50,000	3.01

During the last fiscal year, the Company paid other additional expense relating to auditing service totaling Baht 23,001. The company also paid fee for consulting and training service in accounting standard to the office related to the audit firm totaling Baht 3,825,000.

Audit Committee's Opinion

The Audit Committee considered that the certified auditors and the auditing fees are appropriated. Therefore, the Audit Committee recommended the Board of Director propose this matter to the Annual General Shareholders' Meeting for approval.

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 2019 described above should be proposed to the Shareholders' Meeting for approval.

Remark: This agendum requires the resolution of more than half of the votes of all shareholders presented at the meeting and casted 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 en nclosed Proxy Form in Enclosure 7, together with the Registration Form in Enclosure 9, to this invitation letter.

Remark: To

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. Yang, Tze-Ting) Chairman of the Board of Directors

(Translation)

Minutes of the Annual General Meeting of Shareholders No. 34/2018 of Asia Sermkij Leasing Public Company Limited ("Company")

Time and Place

The Meeting was held on April 11, 2018 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. Pradit	Sawattananond	Chairman of the Audit Committee/ Independent
			Director
2.	Mr. Anant	Svattananon	Member of the Audit Committee/ Independent Director
3.	Asso. Prof. Dr. Su	priya Kuandachakupt	Member of the Audit Committee/ Independent Director
4.	Mr. Kasem	Akanesuwan	Member of the Audit Committee/ Independent Director
5.	Mrs. Patima	Chavalit	Independent Director
6.	Mr. Tientavee	Saraton	Director
7.	Mr. Chen, Jer-Jyh		Director
8.	Mr. Li, Yuan-I		Director/ Chief Operating Officer

Attending Management

1.	Mr. Chonpichet	Tantigittipinyo	General Manager
2.	Mr. Shen, Ying-Hu	ıi	Deputy General Manager
3.	Mr. Danai	Lapaviwat	Chief Financial Officer/ Company Secretary/ Secretary
			to the Board of Directors
4.	Mr. Sarayuth	Chaisawadi	Chief Information Officer/ Acting Chief
			Administrative Officer
5.	Mr. Kitisak	Leelaharat	Chief Hire Purchase Credit and Marketing Officer/
			Chief Operating Officer of Bangkok Grand Pacific
			Lease Public Co., Ltd.
6.	Mr. Anurit	Wongudom	First Senior Vice President
7.	Mr. Pattrapol	Kangwalsakul	First Executive Vice President
8.	Mr. Prateep	Joosuwan	Managing Director of SK Insurance Brokerage Co.,
	•		Ltd.

Attending Company Secretary

1. Mr. Danai Lapaviwat Company Secretary

Attending Auditors

1. Mr. Wijit Buasri EY Office Company Limited

Attending Independent Legal Advisors

1. Ms. Sawita Peetawan Hunton & Williams (Thailand) Limited

2. Ms. Nanthana Thamtherdthai Hunton & Williams (Thailand) Limited

Attending Independent Vote Teller

Inventech Systems (Thailand) Co., Ltd.

Preliminary Proceeding

Ms. Sawita Peetawan, an Independent Legal Advisor of the Company ("Independent Legal Advisor"), proceeded with the meeting and informed to the Meeting that Mr. Lo, Jun- Long, the Chairman of the Board of Directors was not present at the Meeting. Therefore, in order to be in accordance with Article 104 of the Public Limited Companies Act B.E. 2535 ("Public Limited Companies Act") which specifies that in the case where the chairman of the board is not present at a meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall become the. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one shareholder among themselves to become the Chairman. Since there is no vice-chairman of the Company, the Independent Legal Advisor therefore requested the shareholders present to propose one shareholder to become the Chairman.

Mr. Torsak Amatayakul, the shareholder, proposed Mr. Pradit Sawattananond who is one of the shareholders and the Chairman of the Audit Committee to act as the Chairman and there was no objection in the Meeting. Therefore, Mr. Pradit Sawattananond acted as the Chairman of the Meeting ("Chairman").

The Chairman informed to the Meeting that 95 shareholders were present in person at the Meeting, holding the aggregation of 2,702,646 shares, and 317 shareholders were present by proxy, holding the aggregation of 256,487,692 shares. The total shareholders attending in person and present by proxy were 412 shareholders, holding the aggregation of 259,190,338 shares, constituting 73.6555 percent of total issued shares sold as there were shareholders attending the meeting not less than twenty-five persons and one-third of the total number of shares sold as prescribed by law and the Company's Articles of Association. Thus, a quorum of the Meeting was constituted.

The 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 had informed the shareholders to propose the agenda of Shareholders' Meeting, qualified persons to be appointed as the Company's directors, and submission of the questions in advance for the AGM of Shareholders no. 34/2018 during October 16, 2017 to December 31, 2017. There was no shareholder proposing additional agenda, name of qualified candidates to be appointed as director, or questions in advance.

The Independent Legal Advisor informed the voting procedure of each agenda item to the Meeting as follows:

1. In casting a vote in the Meeting, the shareholders shall have the vote equal to the number of shares holding, one share is equivalent to one vote.

- 2. In the case that the shareholders were present in person or by proxy at the Meeting, the voting procedure shall be as follows;
 - 2.1 Before the casting of the vote in each agenda item, the shareholders shall sign their names on the ballot for the purpose of transparency in voting.
 - 2.2 In calculating the votes, the Company will deduct the disapproval votes and the abstention from the total votes of shareholders who are entitled to vote in the Meeting. The remaining votes are considered the votes for approval. The shareholders voting to approve the agenda shall keep the ballots and return them to the Company's staffs after the end of the Meeting. The voting in this Meeting is an open voting, not a secret ballot, and all the ballots of all the shareholders will be kept for the purpose of the transparency.
 - 2.3 A ballot specified in the following manners is deemed invalid ballot and such vote shall be void.
 - 1. A ballot that has more than one mark in a space provided:
 - 2. A ballot that cast a vote expressing a conflict of intent;
 - 3. A ballot that is crossed out with no signature; or
 - 4. A ballot that cast more than the permitted number of votes.
 - 2.4 If a shareholder intends to correct his/her vote on the ballot, the existing vote shall be crossed out, together with the shareholder's signatureadded.
 - 2.5 In the case that a shareholder exercises his/her rights through Proxy Form B to assign other person to attend the Meeting or grants a proxy to a director or independent director to vote on his/her behalf and specifies the proxy to vote in accordance the intention of such shareholder or the proxy, the proxy shall cast the vote in accordance with the intention of the shareholder or the proxy.
 - 2.6 The shareholders who are foreign shareholders who appointed a custodian in Thailand to be a share depository and keeper and exercise the right through Proxy Form C can cast their vote, approving, disapproving or abstain from voting, for each agenda item by separating a vote equal to the total amount of share of each shareholder.
 - 2.7 If any shareholder would like to leave the Meeting before the Meeting is adjourned or is not present in the meeting room during any agenda item, such shareholder can exercise his/her rights by submitting the ballot to the staff of the Company in advance before leaving the meeting room.
 - 2.8 The total number of shareholders and votes the shareholders cast on each agenda item may not be consistent on account of the entering of the meeting room of shareholders and proxies from time to time. Therefore, the number of persons attending the Meeting for each agenda item may vary.
 - 2.9 The method of the vote casting in agenda item 5 to consider and approve the reappointment of directors who were due to retire by rotation shall be as follows:
 - A shareholder who exercises his/ her right through Proxy Form to assign other person to attend the Meeting or grants a proxy to a director to vote on his/her behalf and specifies the proxy to vote in accordance the intention of such shareholder or the proxy, the

Company shall cast the vote in accordance with the intention of the shareholder or the proxy.

- The Company will propose the consideration to elect the director on individual basis and the Company will read all names of nominated directors. After that, the shareholders shall cast approval or disapproval vote or abstain from voting. The Company's staff will firstly collect the ballots from the shareholders who vote for disapproving or abstain from voting. The shareholders' approval ballots will be collected thereafter, except for the shareholders who are not given out the ballots as they already cast their votes in advance.
- 2.10 In the casting of the vote in each agenda item, the Company will not calculate the vote from any shareholder who has a vested interest in such relevant agenda item.
- 2.11 Before the casting of the vote in each agenda item, the Company will give an opportunity for the attending shareholders to interrogate questions in the relevant issues in such agenda item as considered appropriate. The shareholders or proxies who would like to interrogate questions are requested to declare their names to the Meeting before asking every question or rendering opinions.
- 2.12 In the case shareholders have a question or opinion which is relevant to matter other than the agenda item under consideration, such shareholder is requested to interrogate a question or render an opinion concerning other agenda items in the last session of the Meeting. The interrogation and opinion expression are requested to be concise and the repetition of the issue should be avoided in order to give the opportunity for other shareholders to exercise their rights. The shareholders are therefore kindly asked to give the cooperation in this regard so as for the Meeting to be smoothly proceeded within the time specified.

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

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 33/2017 held on April 12, 2017.

Mr. Danai Lapaviwat, the Company Secretary ("Secretary"), informed the Meeting that the Company had prepared the Minutes of the AGM of Shareholders No. 33/2017 held on April 12, 2017 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 AGM of Shareholders No. 33/2017 as enclosed together with the invitation letter to the Meeting.

The Board of Directors viewed that the Minutes of the AGM of Shareholders No. 33/2017 held on April 12, 2017 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to certify the Minutes of the AGM of Shareholders No. 33/2017 held on April 12, 2017, with the vote results as follows.

Result	Vote (amount)	Percent
Approved	259,319,277	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid Ballot	0	-
Total	259,319,277	100.00

<u>Remark</u>: This agenda item requires the resolution of the majority of the votes of all shareholders present at the Meeting and casting their votes.

Agenda 2 To consider and acknowledge the annual report of the Board of Directors for the year 2017.

The Secretary informed the Meeting that, according to Article 113 of the Public Limited Companies Act, the annual report of the Board of Directors shall be presented to the AGM of Shareholders for the Shareholders to consider and acknowledge the Company's operating result. The annual report of the Board of Directors for the year 2017 was enclosed together with the invitation letter to the Meeting.

The Chairman reported to the Meeting a summary of the operating results for year 2017 as follows:

Economy and Industry in 2017

In 2017, Thai economy ended up with a GDP growth of 3.8 percent, increasing from 3.2 percent in 2016, driven by the key factors of export, tourism and private investment. Export performance in 2017 increased 10 percent growth comparing to in 2016, which is the highest increase in the period of 6 years, resulting from global economic recovery. However, the lack of consumer confidence and high household debt resulted in domestic spending slowdown. In order to stimulate the economic recession, the Bank of Thailand exerted the monetary policy to maintain low policy interest rate at 1.50 percent throughout 2017.

For the automobile industry, new car sales in 2017 were 871,650 units, increasing 13.38 percent from 768,788 units in 2016 due to the end of locked period of First Car buyer scheme and the investment of in mega infrastructure projects of the government. Also, non-one-ton pickup commercial vehicle sales in 2017 were 101,118 units, increasing 6.63 percent from 94,834 units in 2016 from private investment.

SMEs still delayed the investments in machinery equipment and the additional requirement for working capital due to the lack of confidence in the future economy. As a result, there is a slowdown in leasing and factoring industries.

Performance and Operating Results in 2017

On a consolidated basis, as of December 31, 2017, the Company recorded the total assets of THB 33,999 million, increasing 7.23 percent from THB 31,707 million at the end of year 2016 due to the portfolio growth from businesses. However, the total disbursement in 2017 was THB 19,372 million,

decreasing 3.58 percent from THB 20,091 million in 2016 due to conservative credit policy for the short-term credit factoring business.

The total liabilities as of December 31, 2017 were THB 29,168 million, increasing 7.52 percent from THB 27,128 million at the end of 2016 to support the portfolio growth. The shareholders' equity as of December 31, 2017 was THB 4,831 million, increasing 5.52 percent from THB 4,578 million at the end of 2016 resulting from the Company's profit increase. The Company has the paid-up capital at THB 1,759 million with the retained earnings of THB 2,352 million.

The total revenues in 2017 amounted to THB 2,933 million, increasing 4.17 percent from THB 2,816 million in 2016 resulting from the continuing growth of portfolio. The total financial expenses in 2017 amounted to THB 772 million, decreasing 7.06 percent from THB 831 million in 2016, due to the ability to decrease lending interest rate. The total operating expenses in 2017 amounted to THB 1,241 million, increasing 11.07 percent from THB 1,118 million in 2016, due to the increase of the allowance for doubtful accounts. Consequently, the total profit for the year 2017 was recorded at THB 745 million, increasing 5.43 percent from THB 707 million in 2016.

The total portfolio in 2017 amounted to THB 33,742 million, increasing 6.48 percent from THB 31,671 million in 2016, due to the growth of business. The NPLs ratio at the end of 2017 was at 2.51 percent of the total portfolio and the allowance for doubtful accounts to NPLs ratio stood at 99 percent at the end of 2017, indicating asset quality is still under control.

Corporate Governance and 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 in order to build up the confidence and long-term benefits to all shareholders, investors, stakeholders, society, and environment.

The Company engaged in the social development activities by providing scholarships to students. In 2017, the Company received 98.00 score from the Quality of AGM Assessment Program of Listed Companies organized by the Securities and Exchange Commission in conjunction with the Thai Investors Association. In addition, the company received the announcement of the "Very Good" status for 6 consecutive years for the Corporate Governance Report of Thai Listed Companies 2017 published by the Thai Institute of Directors Association.

From the declaration of intent in view of establishing the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) and the submission of the Self-Evaluation Tool for Countering Bribery to the Thai Institute of Directors (IOD) in 2016, the Company has already been certified as a CAC member by the CAC Council since August 18, 2017. Such certification is valid for 3 years.

Business Prospect and Strategy in 2018

Thai GDP in 2018 is forecasted to grow 3.9-4.2 percent, slightly increasing from that of 2017. The key factors to propel the growth are the investment in the transportation infrastructure projects, Eastern Economic Corridor (EEC) project, supported by the continuous growth in tourism sector. Furthermore, private consumption is expected to improve due to higher agricultural products prices. Besides, export is forecasted to expand by 4-6 percent due to the global economic recovery, the higher price of fuel- related products and the cross-border trades of AEC.

The domestic new car sales in 2018 are expected at 900,000 units, slightly increasing from 871,650 units in 2017, due to released purchasing power from the end of locked period of First Car buyer scheme. Moreover, the government continuing to expedite disbursement in the public investment projects will support the demand for construction vehicles and equipment and related transportation vehicles which in turn benefits the Company's hire-purchase and leasing businesses.

The Company still pursues the opportunities from the cross-border trades of AEC by continuing to expand the market via opening new branches in gateway cities along the neighboring CLMV in order to grasp the growth in transport link of border and transshipment trades. The Company also seeks the opportunities for the growth of businesses through the investment in mega infrastructure projects of the government.

Later, the Chairman on behalf of 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 propose the shareholders to acknowledge the Annual Report for the year 2017 of the Company.

The Chairman asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. The questions and opinions of the shareholders regarding this agenda item are as follows:

Mr.Supoj Leerakomsun Proxy

Asked the question as follows:

- 1. The proxy would like to ask the opinion of the Company regarding the Notification of the Committee on Contract re: the Specification of Hire-Purchase Car and Motorcycle Business to be a Controlled Business with respect to Contract, which will come into force on July 1, 2018 ("Hire-Purchase Business Notification 2018").
- 2. Whether such Hire Purchase Business Notification 2018 will have an impact on the operation of the Company.

Mr. Anurit Wongudom First Senior Vice President

Clarified to the Meeting that natural person will be subject to the enforcement of the Hire- Purchase Business Notification 2018 which will enter into force on July 1, 2018. Accordingly, only personal vehicles are subject to such enforcement. Also, since 80 percent of credit facilities that the Company granted is for commercial vehicles, the Hire-Purchase Business Notification 2018 will slightly affect the operation of the Company. Furthermore, since personal vehicles the Company granted credit facilities are high-class vehicles, the Company hardly has outstanding payment problems.

The Chairman

Provided an additional clarification to the Meeting that the Company is carrying on the assessment of the impact on the enforcement of the Hire-Purchase Business Notification 2018. However, it is forecasted that the Company will be slightly impacted since the 80 percent of credit facilities granted are commercial vehicles.

Mr. Sittichoke Boonvanich Shareholder

Asked the question as follows:

- 1. How much cash balance the Company retains and whether it is considered in appropriate level.
- 2. Why the Company does not establish branches in significant

provinces with large economy such as Chiang Mai or Phuket.

Mr. Danai Lapaviwat Chief Financial Officer ("Mr. Danai")

Clarified regarding the cash balance that the Company has small amount of the cash balance because main activity of the Company is to grant credit facilities at all time. The cash balance at the end of 2017 was approximately THB 1,500,000.

The Chairman

Provided an additional clarification that the record date of such amount of cash balance was December 31, 2017. Such amount varies on each day. However, the Company does have problem regarding cash flow.

General Manager ("Mr. Chonpichet")

Mr.Chonpichet Tantigittipiny Clarified regarding the branches in significant provinces that in the last 5 years, the Company had a strategy to expand branches in cities in the EEC. However, the Company has a plan to establish new branches in the provinces mentioned by the Shareholder in the next 1-2 years.

Mr. Sittichoke Boonvanich Shareholder

Asked the question with regard to the problem concerning van credit facilities which contributed to the loss of the Company in the previous year.

Mr. Pattrapol Kangwalsakul First Executive Vice President

Clarified to the Meeting that the repayment of van group customers of which the majority gradually closed accounts. Consequently, the portfolio of the Company decreased to approximately 8 percent and the repayment ratio was better compared to the last 2 years.

Mr. Nakorn Phanusittikorn Shareholder

Asked the question regarding the proportion of commercial vehicle customers in the Company's portfolio.

Mr. Chonpichet

Clarified that 80 percent of the commercial vehicle customers in the Company's portfolio consisted of trucks for 60 percent, vans for 8 percent and taxi for approximately 10 percent.

Mr. Santhan Trimethasilp Shareholder

Asked the question regarding how the International Financial Reporting Standard (IFRS 9) which will be applicable in Thailand in 2019 will have an impact on Profit and Loss Statement and/or Balance Sheet of the Company and how the Company prepared for the implementation of the IFRS9.

The Chairman

Clarified that the Company has prepared for the IFRS 9 since the late of 2017. In addition, the Company already conducted assessment as the preparation for the implementation of IFRS9. The Chief Financial Officer was requested to clarify this issue additionally.

Mr. Danai

Clarified that the IFRS9 which will be applicable in 2019 may require the Company to set aside larger reserves from lending facilities which will result in the provisions. Such provisions will be directly put into the Shareholders' Equity which will not affect the Profit and Loss Statement but may result in slight raise of the Debt to Equity Ratio ("D/E Ratio").

The Chairman

Provided additional clarification that the current D/E Ratio of the Company was approximately 6 while the maximum of the Company's D/E Ratio can be 10. Consequently, the implementation of IFRS9 may cause the variation, approximately 0.2, to the D/E Ratio of the Company which will not cause problem to the Company.

There was no additional question from shareholders. The Chairman, therefore, proposed the Meeting to consider and acknowledge the matter.

Resolution: The Meeting resolved to acknowledge the annual report for the year 2017 of the Board of Directors.

Remark: No resolution is required since this agenda item was to inform the Meeting, and it deemed that the Meeting acknowledged the annual report for the year 2017 of the Board of Directors.

Agenda 3 To consider and approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor.

The Secretary informed the Meeting that, according to Article 112 of the Public Limited Companies Act, the Company shall propose the financial statements for each fiscal year which have been audited by the certified auditor to the AGM of Shareholders for the approval. Details of the audited financial statements and the report of the Independent Auditor as at December 31, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor, were set out in the annual report for the year 2017 and enclosed, as Enclosure 2, with the invitation letter to the Meeting which was delivered to shareholders.

The Board of Directors had considered and deemed appropriate to that the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which were reviewed by the Audit Committee and audited by the certified auditor, should be proposed to the Meeting for approval.

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2017, which have been reviewed by the Audit Committee and audited by the certified auditor with the voting results as follows:

Result	Vote (amount)	Percent
Approved	259,434,993	100.0000
Disapproved	0	0.0000
Abstained	0	-

Enclosure 1 Supporting Document for Agenda 1

Invalid Ballot 0 -

Total 259,434,993 100.0000

Remark: This agenda item requires the resolution of the majority of the votes of all shareholders present at the Meeting and casting their votes.

Agenda 4 To consider and approve the allocation of annual profit and the dividend payment from the operating result for the year 2017.

The Secretary informed the Meeting that according to Article 116 of the Public Limited Companies Act 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 from 40 percent to 70 percent of the annual net profit. 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.

The Company and its subsidiary's operating result from January 1, 2017 - December 31, 2017 generated an annual net profit of <u>745,042,542</u> Baht. The Board of Directors thus deemed appropriate to propose the Meeting the allocation of the annual profit and the dividend payment from the operating result for the year 2017 for approval as follows:

- 1. Since the Company already allocated net profits from the previous operating results of the Company as the legal reserve at the amount of not less than 10 percent of the registered capital of the Company in which equals to Baht 176,000,000 (details as per specified in the financial statement of the Company as at December 31, 2017) which is in accordance with the laws and the Articles of Association of the Company. Therefore, the Company deemed appropriate to suspend the allocation of profits from the operating results of the Company for the year 2017 ending December 31, 2017 to be the legal reserve of the Company because the legal reserve of the Company reached 10 percent of its registered capital.
- 2. Dividend payment from year 2017 operating result was at the rate equivalent to THB 1.48 per share, in the total amount of THB 520,805,547 in the forms of cash dividend. The payout ratio is 69.90 percent and such payment of dividends shall be subjected to withholding tax at the rate specified by law. The Company fixed the record date on February 23, 2018 to determine the shareholders' right to receive dividends. The dividend payment shall be made on April 26, 2018. In 2017, the rate of corporate income tax the Company paid was 20 percent.

The Chairman asked whether any shareholders would like to interrogate question or render opinion concerning this agenda item. The questions and opinions concerning this agenda item were as follows:

Mr.Sittichoke Boonvanich

Shareholder

Asked questions as follows:

- 1. What is the form of the legal reserve fund of the Company?
- 2. Can the Company pay dividends twice a year due to higher operating results and profits?

Mr. Danai

Clarified to the Meeting that the legal reserve fund of the Company amounted to THB 176 million which was mainly granted for credit facilities.

The Chairman

Provided additional clarification that the Company granted the legal reserve fund for credit facilities rather than deposited it with banks because the Company would receive more interests. The clarification was further for the dividend payment that each form of dividend payment provided different advantages and disadvantages. The payment of dividend once a year is beneficial for long-term shareholders as the amount of dividend received is considerable while the payment twice a year is more favorable for short-term shareholders.

Mr.Sittichoke Boonvanich

Shareholder

Asked additional question that since legal reserve fund should be invested in low risk manner in order for the fund to be brought back, whether there is the Company's risk associating the grant of such fund for credit facilities and in which level.

The Chairman

Clarified to the Meeting that the Company already set aside the legal reserve fund and requested the Secretary to provide additional clarification.

Mr. Danai

Provided additional clarification that current NPL to total lending ratio of the Company was very low, which was less than 3 percent. The Company was able to perform full repayment to creditors in economic crisis period.

There was no additional question from shareholders. The Chairman, therefore, proposed the Meeting to consider and approve the matter.

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the suspension of annual net profit's appropriation and the proposed dividend payment from operating results of the year 2017, with the vote results as follows.

Result	Vote (amount)	Percent
Approved	259,435,609	100.0000
Disapproved	0	0.0000
Abstained	2,100	-
Invalid Ballot	0	-
Total	259,437,709	100.0000

<u>Remark</u>: This agenda item requires the resolution of the majority of the votes of all shareholders present at the Meeting and casting their votes.

Agenda 5 Toconsider and approve the reappointment of directors who were due to retire by rotation

The Secretary informed the Meeting that according to Article 71 of the Public Limited Companies Act and Clause 13 of the Company's Articles of Association, at least one-third of the Board of Directors shall retire by rotation. If the number is not a multiple of three, then the number nearest to one-third of the directors shall retire. Such retired directors can be re-elected.

The 4 directors who were due to retire by rotation and would be proposed to be re-appointed by the Meeting were as follows:

Mr. Chen, Jer-Jyh Director
 Mr. Liao, Ying-Chih Director

3. Mr. PraditSawattananond Independent Director4. Asso. Prof. Dr. SupriyaKuandachakupt Independent Director

The Board of Directors considered that such 4 retired directors had appropriate qualifications as well as experience, knowledge and skills in the businesses of the Company and have performed their directorship efficiently. They were qualified under the Public Limited Companies Act thus appropriate to be re-elected as the directors of the Company. The Board of Directors considered that they should be proposed to the Meeting for the re-appointment for another term.

The Board of Directors considered structure of the Board of Directors by taking the Board Diversity policy such as 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 and skills which would be beneficial for the Company into account.

Mr. Pradit Sawattananond, as an Independent Director who has been appointed for 13 consecutive years, and Asso. Prof. Dr. Supriya Kuandachakupt, as an Independent Director who has been appointed for 10 consecutive years, had knowledge, skills and direct experiences in the Company' businesses and have performed their independent directorship efficiently without any prohibited characteristics under the law and the regulations of the Securities and Exchange Commission. Therefore, the Board of Directors considered that Mr. Pradit Sawattananond and Asso. Prof. Dr. Supriya Kuandachakupt will be able to provide opinions independently and in accordance with related regulations.

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

The Independent Legal Advisor informed the criteria for the cast of votes in this agenda item to the Meeting. Prior to the vote casting for the election of director on individual basis, the Independent Legal Advisor invited the directors who were due to retire by rotation to leave the meeting room temporarily for the purpose of transparency in voting.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the re-appointment of the directors who were due to retire by rotation, with the vote results as follows:

Agenda 5.1	Mr. Chen, Jer-Jyh	Director	
Result Approved	Vote (A 259,248	Amount) 3,336	Percent 100.0000
Disapproved	0		0.00000
Abstained	6,100		-
Invalid Ballot	0		-
Total	259,254	1,436	100.00

Agenda 5.2 Mr. Liao, Ying-Chih Director

Result	Vote (Amount)	Percent
Approved	204,179,949	78.7584
Disapproved	55,068,387	21.2415
Abstained	2,100	-
Invalid Ballot	4,000	-
Total	259,254,436	100.00

Agenda5.3	Mr. PraditSawattananond	Independent Director
Result	Vote (Amount)	Percent
Approved	258,819,319	99.8345
Disapproved	429,017	0.1654
Abstained	2,100	-
Invalid Ballot	4,000	-
Total	259,254,436	100.00

Agenda 5.4	${\bf Asso.\ Prof.\ Dr.\ Supriya Kuanda chakupt}$	Independent Director
Result	Vote (Amount)	Percent
Approved	259,082,234	99.9359
Disapproved	166,102	0.0640

Enclosure 1 Supporting Document for Agenda 1

Abstained	2,100	-
Invalid Ballot	4,000	-
Total	259,254,436	100.00

- **Remarks**: 1. The directors who were shareholders abstained from voting in this agenda.
 - 2. This agenda item requires the resolution of the majority of the votes of all shareholders present at the Meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of directors for the year 2018.

The Secretary informed the Meeting that according to Article 90 of the Public Limited Companies and Clause 31 of the Company's Articles of Association, the directors are entitled to remuneration from the Company which shall be considered by the AGM of Shareholders. The Company should determine appropriate remuneration for the Board of Directors in order to support their contribution to the Company. The Board of Directors considered and deemed appropriate to propose the Meeting to consider and approve the remuneration of the Board of Directors for the year 2018.

The remuneration of the Board of Directors for the year 2018 should be proposed to the Meeting of Shareholders for approval as follows

(Unit:THB)

		2018	·
Position	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (2017 Operating Results)
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	300,000
4. Audit Committee Member/ Independent Director/ Non- Executive Director	30,000	6,000	225,000
5. Other Directors	20,000	-	-

The Independent Legal Advisors clarified the Meeting that although this agenda item was with regard to the consideration and approval of the remuneration of the Board of Directors, the directors who were shareholders of the Company and present at the Meeting were not shareholders who had a vested interest in the consideration under this agenda item according to the law. However, the directors who were shareholders proposed to abstaining from voting in this agenda item.

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the remuneration of the Board of Directors of the Company for the year 2018, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	257,895,257	99.6389
Disapproved	930,500	0.3595
Abstained	3,900	0.0015
Invalid Ballot	0	-
Total	258,829,657	100.0000

Remarks: 1. The directors who were shareholders abstained from voting in this agenda.

2. This agenda item requires the resolution of two-thirds of the votes of all shareholders present at the Meeting.

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2018.

The Secretary informed the Meeting that according to Article 120 of the Public Limited Companies Act and Clause 31 of the Company's Articles of Association, the appointment of the Company's auditors and the determination of the audit fees shall be annually considered by the AGM 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 and the Notification of the SEC no. Kor. Chor. 39/2548 re: the Criteria, Conditions and Methods for the Disclosure of Information on Financial Status and Operating Result of the Issuing Company (No. 20). It was hereby proposed the Meeting to appoint the following persons as the Company's auditors;

1) Ms. Sumalee Reewarabandith	Certified Public Accountant (Thailand) No. 3970 or
2) Mrs. Poonnard Paocharoen	Certified Public Accountant (Thailand) No. 5238 or
3) Ms. Manee Rattanabunnakit	Certified Public Accountant (Thailand) No. 5313

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2018. 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, the subsidiaries, management, major shareholders, or any persons relevant to such entities and persons. Therefore, the company's auditors are independent in auditing and rendering opinion on the Company's financial statements. Moreover, the auditors have not been appointed to audit, review or render opinion on the Company's financial statements for more than 5 consecutive years.

Such appointed auditors shall also be the auditors of the Company's subsidiaries, Bangkok Grand Pacific Lease Public Co., Ltd. and SK Insurance Broker Co., Ltd. The Audit Committee, by the approval of the Board of Directors, hereby requested the Meeting to approve the audit fees for the fiscal year ending December 31, 2018 for an amount not exceeding THB 1,660,000.

Comparison of Auditing Fees for year 2018 and 2017

	2018	2017	Difference	percent of Difference
Audit Fees	1,660,000	1,575,000	85,000	5.40 percent

During the last fiscal year, the Company paid other additional expenses relating to auditing service totaling THB 14,127. The company also paid fee for consulting and training service in accounting standard from the business related to the auditors' audit firm, totaling to THB 3,675,000.

As per the recommendation made by the Audit Committee, the Board of Directors had considered and deemed appropriate to propose the Meeting to consider and approve the appointment of the auditors of the Company and the audit fees for the year 2018 described above.

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the appointment of the auditors and the determination of audit fees for the year 2018, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	258,500,936	99.6395
Disapproved	935,100	0.3604
Abstained	2,100	-
Invalid Ballot	0	-
Total	259,438,136	100.0000

<u>Remark</u>: This agenda item requires the resolution of the majority of the votes of all shareholders present at the Meeting and casting their votes.

Agenda 8 To consider and approve the issuance of debentures.

The Secretary informed the Meeting that at present, the Company's operating funds for the expansion of business mainly depended on loans from financial institutions as well as capital and profits generated from the Company's operations. The Board of Directors deemed it appropriate for the Company to raise funds to manage the liquidity and financial costs of the Company by issuing and offering the debentures under the program with the details set out below:

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 including debentures in Medium Term Notes Program (MTN) to be issued by resolution of the Meeting, accumulating the debentures issued under the permission of the Securities and Exchange Commission (SEC) in the prior period which have not been due, not exceeding THB 30,000 million or in other currency in the equivalent amount. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance

does not exceed the approved amount.

Term : Not exceeding 5 years from the date of issuance

Allocation : Public offering and/ or institutional investors and/or certain

investors (private placement), both local and/ or foreign investors according to the criteria specified in relevant notifications of the of the SEC. The debentures may be issued and offered in one or more tranches in one or several

occasions.

The Board of Directors and/ or a person assigned by the Board of Directors shall have the authority to determine the terms and conditions regarding the issuance and offer for sale of the short-term and long-term debentures as follows:

- (1) Specify type, classification and details such as title, type of security of short-term and/or long-term debentures, the terms and conditions, issue size, redemption period, pre-redemption, interest rate, payment of principal and interest, subscription period, security or guarantee, offering and allocation method etc., (including but not limited to) an appointment of arranger/underwriter, registrar and/or debenture holders' representative (if any) or advisor or other persons in relation to the issuance and offer for sale of the short-term and/or long-term debentures with the stock exchanges or other secondary markets, together with the authority to proceed with the submission for the permission from relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreements and/or other documents with respect to the issuance and offer of the short-term and/or long-term debentures; and
- (3) Carry on other businesses which the authorized persons deem necessary or desirable for the purpose of facilitating or implementing the issuance and offer of the short-term and/or long-term debentures.

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

The Independent Legal Advisor asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item. There was no question or opinion concerning this agenda item.

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

The Meeting considered and the resolution was as follows:

Resolution: The Meeting resolved to approve the issuance of debentures, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	259,436,138	99.9991
Disapproved	0	0.0000
Abstained	2,100	0.0008
Invalid Ballot	0	-
Total	259,438,238	100.0000

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

Agenda 9 Other business (if any)

The Chairman gave the opportunity to the shareholders to provide suggestions, opinions or interrogate questions. Certain shareholders raised additional questions to the Company as follows:

Mr. Sittichoke Boonvanich Shareholder

Rendered the opinion regarding the taking a position of directors of the Company that in the previous year, there was the question with regard to the inappropriateness of the directors being in such position for more than 9 years. Mr. Sittichoke viewed that it was appropriate for the reappointment of the qualified and expertise directors to work continuously and serve the company for consecutive terms because it was difficult to find qualified and skillful directors for the reasons set out below:

- 1. There was no nomination of the candidate
- 2. The company will experience difficulty in searching for the directors who had appropriate qualifications as well as experience, knowledge and skills in the businesses of the company
- 3. If the directors have performed their directorship efficiently, the management will be consecutive and continuous.

The shareholder then questioned the reason why there is a rotation and whether the specification regarding the change of the director who has served the company for 9 years is law or regulation and how it is enforced.

The Chairman

Thanked for the opinion and clarified to the Meeting that such specification is not the law but the best practice of the IOD, derived from concept in the United States of America. The purpose that the directors shall not serve as the directors of the company for more than 3 terms is for the transparency and in accordance with the corporate governance principle (CG).

Shareholder

Mr.Nakorn Phanusittikorn Asked the question concerning the proportion of credit facilities granted to new and used automobiles and whether the Company had the opportunity to raise the Net Interest Margin (NIM) by increasing the proportion of credit facilities granted for used cars and interest rates.

Clarified that the proportion between new and used cars was 80:20. Mr. Chonpichet

The Company tried to maintain such proportion because the quality of new cars customers, from the record, was higher. For the raise of NIM, the Company tried to increase certain credit facilities which would generate higher interests such as personal loans and car

registration loans etc.

Mr. Nakorn Phanusittikorn

Shareholder

Asked the question regarding the growth of the company in 2018 and the next 3 years.

Mr. Chonpichet Clarified that the Company aimed to increase 15 percent of new credit

> facilities (new debtors) comparing to the previous year which will increase the portfolio for 7-8 percent. The Company did not set higher goal because the Company would like to control the quality of the debtors in order not to set additional allowance for doubtful accounts.

Shareholder

Mr. Nakorn Phanusittikorn Asked additional question regarding the effect from the increase of interest rate on the Company.

Mr. Chonpichet Clarified that the adjustment to increase interest rate was required to

be according to market conditions. At present, the Company was not

able to increase the interest rate.

Mr. Danai Provided additional clarification that for the hike cycle of interest rate,

the Company increased the proportion of Fix rate interest. The Long-

Term Fix was 60-65 percent of the total loans.

Shareholder Asked the question regarding the amount of the debentures and long-

term facilities of which the refinancing was required.

Mr. Danai Clarified that approximately THB 4,600 million would be mature,

with the average interest rate at 3.3 percent.

Shareholder Asked additional questionconcerning the Coverage Ratio of the

Company.

Mr. Danai Clarified that the Coverage Ratio of the Companywas set at 99

percent.

Shareholders Asked additional questionconcerning whether the gradual decrease of

Factoring facilities proportion would affect the Company and what the

solution and marketing policy of the Company were.

Mr. Kitisak Leelaharat Chief Hire Purchase Credit and Marketing Officer Clarified that the Company experienced problems from the restructuring of major facility customers which was worth approximately THB 100 million because those customers no longer employed the Company's service.

The Company was required to have new marketing scheme since previously, Factoring facility customers were in auto parts business cluster while at present, the customers no longer operated in auto parts business. The solution of the Company is to search for new Factoring facility customers in general business clusters and packaging and plastic coating business clusters. However, the Company still experienced difficulty because multiple target groups did not agree to the assignment of rights, which is the key element of Factoring facility. In brief, the Company is trying to retain existing Factoring facility customers and search for new high-quality customers.

There was no other business proposed and no further question from the shareholders. The Chairman, therefore, declared of the Meeting adjourned at 4.45 p.m.

(Mr. Pradit Sawattananond)

Chairman of the meeting

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

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
	Appointed as director on June 18, 2004
Address	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Age Highest Education	70 years Master of Business Administration, Central State University, Oklahoma,
Inglest Education	U.S.A.
Experience	
2004 - Present	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2018 - Present	Member of the Audit Committee/ Independent Director, LH Financial Group Public Company Limited
2018 - Present	Member of the Audit Committee/ Independent Director, Land and House Bank Public Company Limited
2015 - Present	Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
2004 - Present	Audit Committee Member/ Independent Director, Thai Film Industries Public Company Limited
2000 - Present	Audit Committee Member / Independent Director, KGI Securities Public Company Limited
<u>Director program</u>	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
	Ceritfied 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	14 years
Position in others listed Company	4 Companies
	 Member of the Audit Committee/ Independent Director, LH Financial Group Public Company Limited
	Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
	3. Audit Committee Member / Independent Director, Thai Film Industries Public Company Limited
	 Audit Committee Member/ Independent Director, KGI Securities Public Company Limited
Position in Non-Listed Company	1 Company Member of the Audit Committee/ Independent Director, Land and House Bank
	Public Company Limited

Enclosure 3 Supporting Document for Agenda 5

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director	
Position in Rival Companies/ Connected	None	
<u>business</u>		
Nature of relationships with company / parent		
company / subsidiaries/ and associated		
companies or juristic persons with potential		
conflicts of interest at present and during the		
past two years, as follows:		
 being executive directors, staff members, employees or advisers who earn salaries from Company; 	None	
- being professional service providers	None	
- Having the significant business relations	None	
Nature of relationships between	Elder Brother of Mr. Anant Svattananon	
director/management		
Interest in any agendas	Agenda 6: To consider and approve the remuneration of directors for the year 2019	
Meeting Attendance in 2018	6 meetings in total: 6 meetings attended	
Changes of shares held as at December 31, 2018, compared with those of 2017	: Remain unchanged (Outstanding at 91,800 shares or equivalent to 0.03% of the total shares)	

The independent director/ member of the Audit Committee who is proposed to be appointed as a proxy has no special interest more than other directors in every agenda.

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

Mr. Yang, Tze-Ting	Chairman of the Board of Directors/ Chairman of the Executive Board of Directors Appointed as director on July 31, 2018
Age	66 years
Highest Education	MBA, University of Southern California, USA
Experience	
2018 - Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited
2018 - Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
2016 - Present	Chairman, Chailease Auto Rental Co., Ltd.
2016 - Present	Chairman, Apex Credit Solutions Inc.
2009 - 2016	Chief Audit Officer, Chailease Holding Co., Ltd
2005 - 2008	Senior Executive Vice President, Chailease Consumer Finance Co., Ltd.
Director program	None
Year of Directorship	1 Year (number of years, provided that he is reelected:
	4 years)
Position in others listed Company	None
Position in Non-Listed Company	3 Companies
	 Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited Chairman, Chailease Auto Rental Co., Ltd. Chairman, Apex Credit Solutions Inc.
Position in Rival Companies/ Connected business	None
Nature of relationships with company / parent	
company / subsidiaries/ and associated	
companies or juristic persons with potential	
conflicts of interest at present and during the	
past two years, as follows;	
being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being professional service providers	None
- Having the significant business relations	None
Nature of relationships between	None
director/management	
Meeting Attendance in 2018	2 meetings in total: 2 meetings attended
Changes of shares held as at December 31, 2018, compared with those of 2017	None

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

Mr. Anant Svattananon **Member of the Audit Committee/ Independent Director** Appointed as director on June 18, 2004 67 years Age Highest Education Commerce Course, The Institute of Foreign Languages Business Development & Management Course **Experience** Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing 2004 Present Public Company Limited 1998 Present Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. 1998 Present Managing Director, Star of Andaman Co., Ltd. Director Accreditation Program No. 38/2005, Thai Institute of Directors Director program Association 14 years (number of years, provided that he is reelected: Year of Directorship 17 years) **Position in others listed Company** None **Position in Non-Listed Company** 2 Companies 1. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. 2. Managing Director, Star of Andaman Co., Ltd. Position in Rival Companies/ Connected None business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, None employees or advisers who earn salaries from Company; - being professional service providers None None

Nature of relationships between

director/management

Meeting Attendance in 2018

Changes of shares held as at December 31,

2018, compared with those of 2017

Younger brother of Mr. Pradit Sawattananond

6 meetings in total: 5 meetings attended

Remain unchanged (Outstanding at 76,500 shares or equivalent to 0.02% of the

total shares)

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

Age Highest Education Experience 2009 - Present 2000 - 2016 2013 - 2015 Director program Year of Directorship Position in others listed Company Position in Non-Listed Company Position in Rival Companies of puristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who aem salaries from Company; - being professional service providers Appointed as director on March 24, 2009 70 years Master of Science in Accounting, Roosevelt University, U.S.A. Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Assistant Vice President-Finance, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None	Mr. Kasem Akanesuwan	Member of the Audit Committee/ Independent Director
Highest Education Experience 2009 - Present Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited 2000 - 2016 2013 - 2015 Director program Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Assistant Vice President-Finance, Bangkok Airways Co., Ltd. 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 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None		
Experience 2009 - Present Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited 2000 - 2016 2013 - 2015 1997 - 2012 Director program Poition in others listed Company Position in Non-Listed Company Position in Non-Listed Company Position in Rival Company / Position in Rival Company / Sussissant None Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two vears, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None		•
2000 - Present 2000 - 2016 2013 - 2015 Director program Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company/parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, Asia Sermkij Leasing Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association Director Certification Program No. 127/2010, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None		Master of Science in Accounting, Roosevelt University, U.S.A.
Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. 1997 - 2012 Director program Public Company Limited Director, BNH Medical Center Co., Ltd. Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association Director Accreditation 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 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None		Mount on of the Actific Committee / Indonesia and Discotors Asia Committie I assis
Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. 1997 - 2012 Director program Pirector program Pear of Directorship Position in others listed Company Position in Rival Companies / Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers Vice President-Internal Audit and Compliance Department, Bangkok Airways Co., Ltd. Assistant Vice President-Finance, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None None	2009 - Present	
Co., Ltd. Assistant Vice President-Finance, Bangkok Airways Co., Ltd. Director program Director program Vear of Directorship Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company/parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers Co., Ltd. Assistant Vice President-Finance, Bangkok Airways Co., Ltd. Director Accreditation Program No. 79/2009, Thai Institute of Directors Association How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None	2000 - 2016	Director, BNH Medical Center Co., Ltd.
Assistant Vice President-Finance, Bangkok Airways Co., Ltd. Director program Assistant Vice President-Finance, Bangkok Airways Co., Ltd. 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 10 years (number of years, provided that he is reelected: 13 years) None	2013 - 2015	Vice President-Internal Audit and Compliance Department, Bangkok Airways
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 10 years (number of years, provided that he is reelected: 13 years) Position in Non-Listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		Co., Ltd.
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 10 years (number of years, provided that he is reelected: 13 years) None Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None	1997 - 2012	Assistant Vice President-Finance, Bangkok Airways Co., Ltd.
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 10 years (number of years, provided that he is reelected: 13 years) None Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None None None None None None None	Director program	Director Accreditation Program No. 79/2009, Thai Institute of Directors
Association How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		Association
How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None		· · · · · · · · · · · · · · · · · · ·
Year of Directorship Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers Directors Association 10 years (number of years, provided that he is reelected: 13 years) None None None None None None None None None		
Year of Directorship Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers 10 years (number of years, provided that he is reelected: 13 years) None None None None None		
Position in others listed Company Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
Position in others listed Company Position in Non-Listed Company None Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None	Year of Directorship	
Position in Non-Listed Company Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
Position in Rival Companies/ Connected business Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		- 10
Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		None
parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
with potential conflicts of interest at present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
present and during the past two years, as follows; - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
follows: - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers None		
 being executive directors, staff members, employees or advisers who earn salaries from Company; being professional service providers None 		
employees or advisers who earn salaries from Company; - being professional service providers None		
from Company; - being professional service providers None		None
- being professional service providers None		
	from Company;	
		- 1000
- Having the significant business relations None	 Having the significant business relations 	None
Nature of relationships between None		None
director/management	e e e e e e e e e e e e e e e e e e e	
Meeting Attendance in 2018 6 meetings in total: 6 meetings attended	Meeting Attendance in 2018	6 meetings in total: 6 meetings attended
Changes of shares held as at December None 31, 2018, compared with those of 2017		None

Personal profiles of the nominated person to be appointed as director in vacant position

Mr. Tang, Lai-Wang			
Age	56 years		
Highest Education	Master of Business Administration, Chung Yuan Christian University		
Experience			
2019 - Present	Managing Director, Asia Sermkij Leasing Public Company Limited		
2019 - Present	Managing Director, Bangkok Grand Pacific Lease Public Company Limited		
2019 - Present	Managing Director, SK Insurance Brokers Company Limited		
2015 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited		
2015 - 2019	Managing Director, Chailease Berjaya Credit Sdn. Bhd		
2012 - 2015	Executive Vice President, Chailease Finance Co., Ltd		
2006 - 2012	Managing Director, Chailease International Leasing Co., Ltd		
2000 - 2006	Deputy Managing Director, Asia Sermkij Leasing Public Company Limited		
2000 - 2006	Deputy Managing Director, Bangkok Grand Pacific Lease Public Company		
	Limited		
<u>Director program</u>	None		
Position in others listed Company	None		
Position in Non-Listed Company	2 Companies		
	1. Director/ Managing Director, Bangkok Grand Pacific Lease Public Company		
	Limited		
	2. Managing Director, SK Insurance Brokers Company Limited		
Position in Rival Companies/ Connected	None		
<u>business</u>			
Nature of relationships with company / parent			
company / subsidiaries/ and associated			
companies or juristic persons with potential			
conflicts of interest at present and during the			
past two years, as follows;			
- being executive directors, staff members,	None		
employees or advisers who earn salaries from			
Company;			
- being professional service providers	None		
- Having the significant business relations	None		
Nature of relationships between	None		
director/management			
Number of shares held as at December 31,	Outstanding at 154,611 shares or equivalent to 0.04% of the total shares		
<u>2018</u>			

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, samelevel 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) <u>In case of appointing proxy</u>: 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) <u>In case of appointing proxy</u>: 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) <u>In case attendance in person:</u>

- 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 19, 2019.

- 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 12, 2019.
- 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 maters, 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					เขียนที่		
Share	eholder registration number				Written a		
					วันที่		
					Date	Month	Year
(1)	ข้าพเจ้า		สัญชาติ	อยู่เลข	ที่		ซอย
(-)	I/We		nationality		d at no.		Soi
	ถนน	_ตำบล/แขวง		อำเภอ/เขต		ุจังหวัด	
	Road	Tambol/Kwae	ng	Amphur		Province	
	Postal Code						
(2)	เป็นผู้ถือหุ้นของบร ิษัท เอเชี	ยเสริมคิจลีสซึ่ง ส	กำกัด (มหาชน) ("บริษัท"	")			
(2)	Being a shareholder of As				anv")		
	โคยถือหุ้นจำนวนทั้งสิ้นรวม	J		าะแนนได้เท่ากับ <u></u>	- ,		_เสียงคังนี้
	Holding the total number		shares and have				votes as follows
	่ □หุ้นสามัญ						_เสียง
	ordinary share			the rights to vote e			votes
	□หุ้นบุริมสิทธิ preference share			าะแนน เดเทากบ the rights to vote e			_เสียง votes
	preference share		shares and have	the rights to vote e	quar to		votes
(3)	ขอมอบฉันทะให้(กรุณาเลือ	กข้อใคข้อหนึ่ง)					
(-)	Hereby appoint (Please cl		lowing)				
			อ	คาย	วีไ อย่า	เาบเลขที่	
ารณีเลื	อกข้อ 1.กรุณาทำเครื่องหมาย ว	/	Jame	age		located at no.	
i \square	1.ระบุชื่อผู้รับมอบอำนาจ		นน	_ตำบล/แขวง	J		
	make proxy by choosing		toad	Tambol/Kwaer	ng	Amphu	
	please mark ✓ at 🔲 1. and		ังหวัด	รหัสไ			
give th	ne details of proxy (proxies)		rovince	Posta	l Code		
		ท	รื่อ/Or				
		ที่	0	อายุ	ปี อยุ	ขู่บ้านเลขที่ <u></u>	
		N	lame	age	-	rs located at n	
		ព	นน				
			Load	Tambol/Kwaen		Amphu	
			ังหวัด <u> </u>				
		r	rovince	Post	al Code		
		ନ	นหนึ่งคนใดเพียงคนเดีย [,]	a			
			inyone of these persons				
ารณีเล็	อกข้อ 2. กรุณาทำเครื่องหมาย		อบฉันทะให้กรรมการอิส				
			appoint the following n	nember of the Inde	pendent Di	irectors of the	Company
f you	make proxy by choosing N	o.					
_	se mark ✓at □ 2.and		า <mark>ยประดิษฐ ศวัสตนานนท์</mark> ตำแหน่ง ประธานกรรมการตรวจสอบ/ กรรมการอิสระ [r. Prodit: Savettananand Position Chairman of the Audit Committee/Indopedent Director				
	e the member of the	N	Mr. Pradit Sawattananond Position Chairman of the Audit Committee/ Independent Director				
Indepe	endent Directors.		d 1 %	9 1	4 4 1	e e	
							ังสือเชิญประชุมใหญ่สาม
		1	ไระจำปีผู้ถือหุ้น ครั้งที่ 3 <i>5</i>	7/2562) (Details of m	nembers of	the Independen	t Directors of the Compa
		a	re specified in Enclosure	e 3 of the Invitation	to the Ann	nual General M	leeting of Shareholders N
		3	5/2019)				
		5	~; ~ ~ ± / j				

กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 35/2019 on April 19, 2019 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. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชมครั้งนี้คังนี้ 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: พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 34/2561 ซึ่งประชุมเมื่อวันที่ 11 เมษายน 2561 วาระที่ 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018. Agenda 1 🔲 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: 🔲 ไม่เห็นด้วย 🗌 เห็นด้วย 🔲 งคออกเสียง Approve Disapprove Abstain วาระที่ 2 พิจารณารับทราบรายงานประจำปี 2561 ของคณะกรรมการบริษัท To consider acknowledging the annual report of the Board of Directors for the year 2018. Agenda 2 (ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda) พิจารณาอนุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2561 ซึ่งได้ผ่านการพิจารณาสอบทานจาก วาระที่ 3 คณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต To consider approving the Company's audited financial statements and the report of the Independent Auditor as at Agenda 3 December 31, 2018, 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 📙 งคออกเสียง Approve Disapprove Abstain วาระที่ 4 พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปั้นผลจากผลการดำเนินงานประจำปี 2561 To consider approving the appropriation of the annual net profit and dividend payment from operating performance Agenda 4 of the year 2018. 🔲 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

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 35/2562 ในวันที่ 19 เมษายน 2562 เวลา 15.00 ณ ห้องแกรนค์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาธรซิตี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร

วาระท 5	พจารณาอนุมัตแต่งตั้งกรรมการทครบกั กรรมการเข้าดำรงตำแหน่งที่ว่างอยู่	าหนดออกตามวาระและให้กลับเข้าผ	จารงตาแหน่งใหม่ และพจารณาอนุมัตแต่งตั้ง	Í			
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 to consider approving the appointment of person to be a director for the vacant position.						
	A. Election of entire nominated dir						
	🗆 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งคออกเสียง				
	Approve	Disapprove	Abstain				
	ข. 🗆เลือกตั้งกรรมการเป็นรายบุค	คล					
	B. Election of each nominated directors						
	1. นายหยาง ซื้อ ถิง						
	Mr. Yang, Tze-Ting เห็นด้วย	🔲 ไม่เห็นด้วย					
		Li เมเทนตาย Disapprove	∐ งคออกเสียง Abstain				
	Approve	Disappiove	Aostain				
	2. นายอนันต์ ศวัสตนานนท์						
	Mr. Anant Svattananon						
	🔲 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งคออกเสียง				
	Approve	Disapprove	Abstain				
	3. นายเกษม อาคเนย์สุวรรณ						
	Mr. Kasem Akanesuwan						
	🗆 เห็นด้วย	🔲 ไม่เห็นด้วย	🗆 งคออกเสียง				
	Approve	Disapprove	Abstain				
	or 10.1 or						
	4. นายถึง ไล่ หวัง						
	Mr. Tang, Lai-Wang 🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🗆 งคออกเสียง				
	Циинии Арргove	Disapprove	Abstain				
	Аррюче	Disappiove	Aostani				
วาระที่ 6	พิจารณาอนุมัติค่าตอบแทนคณะกรรมกา	ารบริษัทประจำปี 2562					
Agenda 6	To consider approving the remuneration of directors for the year 2019.						
	🗆 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
	The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate. นี้ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้						
	The proxy shall have the right to						
		ม่เห็นด้วย	🔲 งคออกเสียง				
	Approve I	Disapprove	Abstain				
- a	a valvy va.	ા છવા ઃવા					
วาระที่ 7 ^ 1 - 7	พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2562						
Agenda 7	To consider approving the appointment of the certified auditors and the auditing fees for the year 2019. 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						
	่	่ ไม่เห็นด้วย	่				
	Approve	Disapprove	Abstain				
- -	a 4 4 va						
วาระที่ 8 Agenda 8	พิจารณาเรื่องอื่น ๆ (ถ้ามี) Other business (if any)						
A SCHOO V	OTHER DUSINESS UF ANVI						

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 - 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบ ฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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/Signed	ผู้มอบฉันทะ/Grantor
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
)
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ Signed	ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Remarks

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเคียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ ผรับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 - 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.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบข. 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 เอเชียเสริมกิจลีสซิ่ง จำกัด (มหาชน) ("บริษัท") A proxy is granted by a shareholder of Asia Sermkij Leasing Public Company Limited ("the Company")

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 35/2562 ในวันที่ 19 เมษายน 2562 เวลา 15.00 น. ณ ห้องแกรนค์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาธร ซิดี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 35/2019 on April 19, 2019 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. □ให้ผู้รับมอบฉันท	Subject : ะมีสิทธิพิจารณ	าและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็น t on my/our behalf to consider and approve i				
□ให้ผู้รับมอบฉันท	ะออกเสียงลงค	t on my/our benan to consider and approve i ะแนนตามความประสงค์ของข้าพเจ้าดังนี้ t to approve in accordance with my/our inter				
∏เห็นด้วย Approve	inave the right	ไม่เห็นด้วย Disapprove	ากอก as fonows. □ งคออกเสียง Abstain			
🗆 วาระที่	เรื่อง	11				
Agenda no. Subject : โทร์ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 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 Approve		□ ไม่เห็นด้วย Disapprove	🗆 งคออกเสียง Abstain			
🗆 วาระที่	เรื่อง					
Agenda no. Subject :						
□ เห็นด้วย Approve		□ ไม่เห็นค้วย Disapprove	🗆 งคออกเสียง Abstain			
🗆 วาระที่	เรื่อง พิจาร	ณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตาม	13122			
Agenda no.	=	To consider and approve the re-appointment	of the directors			
ชื่อกรรมการ				_		
Name of the Director เห็นด้วย		🗆 ไม่เห็นด้วย	🗆 งคออกเสียง			
Approve		Disapprove	Abstain			
ชื่อกรรมการ						
Name of the Director	•	_	_			
🗌 เห็นด้วย		🗌 ไม่เห็นด้วย	🗌 งคออกเสียง			
Approve ชื่อกรรมการ		Disapprove	Abstain			
Name of the Director						
🗌 เห็นด้วย		🔲 ไม่เห็นด้วย	🗌 งคออกเสียง			
Approve ชื่อกรรมการ		Disapprove	Abstain			
Name of the Director				_		
🗆 เห็นด้วย		🗆 ไม่เห็นด้วย	🗌 งคออกเสียง			
Approve		Disapprove	Abstain			

Attachment 8

The Venue for the Annual General Meeting of Shareholders No. 35/2019 Asia Sermkij Leasing Public Company Limited

April 19, 2019, at 3.00 P.M., Grand Hall, The Bangkok Club, Sathorn City Tower, 28 Floor, 175 South Sathorn Road, Bangkok 10120

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