

(Translation)

**Minutes of the Annual General Meeting of Shareholders No. 35/2019
of
Asia Sermkij Leasing Public Company Limited (“Company”)**

Time and Place

The Meeting was held on April 19, 2019 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. Yang, Tze-Ting | Chairman of the Board of Directors/ Chairman of the Executive Board of Directors |
| 2. | Mr. Pradit Sawattananond | Chairman of the Audit Committee/ Independent Director |
| 3. | Mr. Anant Svattananon | Member of the Audit Committee/ Independent Director |
| 4. | Dr. Supriya Kuandachakupt | Member of the Audit Committee/ Independent Director |
| 5. | Mr. Kasem Akanesuwan | Member of the Audit Committee/ Independent Director |
| 6. | Mrs. Patima Chavalit | Independent Director |
| 7. | Mr. Tientavee Saraton | Director |
| 8. | Mr. Shen, Ying-Hui | Director |

Attending Management

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| 1. | Mr. Tang, Lai-Wang | Managing Director/ Chairman of the Risk Management Committee |
| 2. | Mr. Chonpichet Tantigittipinyo | 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 Credit Officer |
| 6. | Mr. Anurit Wongudom | Chief Marketing Officer |
| 7. | Mr. Patrapol Kangwalsakul | Chief Legal Officer |
| 8. | Mr. Prateep Joosuan | Managing Director of SK Insurance Brokerage Co., Ltd. |

Attending Auditors

- | | | |
|----|----------------------------|---------------------------|
| 1. | Ms. Vissuta Jariyatanakorn | EY Office Company Limited |
| 2. | Mr. Wijit Buasri | EY Office Company Limited |

Attending Independent Legal Advisors

- | | | |
|----|----------------------------|---|
| 1. | Ms. Sawita Peetawan | Hunton Andrews Kurth (Thailand) Limited |
| 2. | Ms. Nanthana Thamtherdthai | Hunton Andrews Kurth (Thailand) Limited |

Independent Vote Teller

Inventech Systems (Thailand) Co., Ltd.

Preliminary Proceeding

Ms. Sawita Peetawan, an Independent Legal Advisor of the Company (“**Independent Legal Advisor**”), acted as a moderator of the Meeting.

Mr. Yang, Tze-Ting, the Chairman of the Board of Directors, welcomed the shareholders and attendees and assigned Mr. Pradit Sawattananond, the Chairman of the Audit Committee to act as the Chairman of the meeting (“**Chairman**”). The Meeting was conducted in Thai.

The Chairman informed to the Meeting that 85 shareholders were present in person at the Meeting, holding the aggregation of 2,266,598 shares, and 133 shareholders were present by proxy, holding the aggregation of 254,602,623 shares. The total shareholders attending in person and present by proxy were 218 shareholders, holding the aggregation of 256,869,221 shares, constituting 72.9959 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 Annual General Meeting of Shareholders no. 35/2019 during October 8, 2018 to December 31, 2018. There was no shareholder proposing additional agenda, name of qualified candidates to be appointed as directors, 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 signature added.
- 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 certifying the Minutes of the Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018.

Mr. Danai Lapaviwat, the Company Secretary (“**Secretary**”), informed the Meeting that the Company had prepared the Minutes of the Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018 (“**Minutes**”) and submitted the copy of 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 Minutes as enclosed together with the invitation letter to the Meeting.

The Board of Directors viewed that the Minutes 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 Annual General Meeting of Shareholders No. 34/2018 held on April 11, 2018, with the vote results as follows.

Result	Vote (amount)	Percent
Approved	257,168,932	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	257,168,932	-

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

The Secretary informed the Meeting that, according to Article 113 of the Public Limited Companies Act B.E. 2535, the annual report of the Board of Directors shall be presented to the Annual General Meeting 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 2018 was enclosed together with the invitation letter to the Meeting.

The Chairman reported to the Meeting a summary of the operating results for year 2018 as follows:

Economy and Industry in 2018

In 2018, Thai economy ended up with a GDP growth of 4.1%, slightly increasing from 3.9% in 2017. This expansion was driven by private consumption and private investment which helped to offset the slowdown of external demand since the export in 2018 was recorded growth at 6.7% less than 9.8% in the previous year. Meanwhile, the household debt still maintained at the high level.

In order to reduce financial stability risks and build policy space to cushion against possible risks in the future, in December 2018 the Bank of Thailand has raised the monetary policy rate for the first time by 0.25% from 1.50% to 1.75% after keeping the rate unchanged since April 2015.

For the automobile industry, the total domestic new car sales in 2018 were 1,041,739 units largely increased 19.51% from 871,650 units in 2017 due to the numbers of marketing activities, and promotions by carmakers to stimulate the sales together with the introduction of many new car models. For non-one-ton pickup commercial vehicle sales in 2018 were 130,413 units, substantially increasing 28.97% from 101,118 units in 2017 for the same reason. Trucks and buses sales in 2018 were 29,101 units, increasing 7.61% from 27,044 units in 2017.

Performance in 2018

On a consolidated basis, as of December 31, 2018, the Company recorded the total assets of THB 36,252 million, increasing 6.63% from THB 33,999 million at the end of year 2017 due to the portfolio growth from hire-purchase business. The total disbursement in 2018 was THB 19,648 million, increasing 1.42% from THB 19,372 million in 2017

The total liabilities as of December 31, 2018 were THB 31,131 million, increasing 6.73% from THB 29,168 million at the end of 2017 to support the portfolio growth. The shareholders' equity as of December 31, 2018 was THB 5,121 million increasing 6.00% from THB 4,831 million at the end of 2017 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 2,642 million.

The total revenues in 2018 amounted to THB 3,083 million, increasing 5.11% from THB 2,933 million in 2017 resulting from the continuing growth of portfolio. The financial costs in 2018 amounted to THB 764 million, decreasing 1.04% from THB 772 million in 2017 due to the capability of decreasing the loan interest rate. The total operating expenses in 2018 amounted to THB 1,318 million increasing 6.20% from THB 1,241 million in 2017 mainly due to increase in selling and administrative expense. Consequently, the total profit for the year 2018 was recorded at THB 811 million, increasing 8.86% from THB 745 million in 2017.

The total portfolio in 2018 amounted to THB 35,892 million, increasing 6.43% from THB 33,724 million in 2017 due to the growth of business volume of hire-purchase. The NPLs ratio at the end of 2018 was at 1.60% of the total portfolio and the allowance for doubtful accounts to NPLs ratio stood at 144.29% at the end of 2018, indicating asset quality is still well controlled.

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 for the confidence and long-term benefits to all shareholders, investors, society, and environment.

The Company engaged in the social activities to provide scholarships to students. In 2018, the Company received 92.5 score from the 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 from the last 7 years for the Corporate Governance Report of Thai Listed Companies 2018 published by the “Thai Institute of Directors Association”. Additionally, the company received the Approval of certified membership of Thailand’s Private Sector Collective Action Coalition against Corruption (CAC) from the Thailand’s Private Sector Collective Action Coalition against Corruption Council.

Business Prospect and Strategy in 2019

Thai GDP in 2019 is forecasted to grow 4.0% slightly decreasing from 2018. The key factors to drive the growth are the government investments in the mega infrastructure projects, Eastern Economic Corridor (EEC) project, and the continuing growth in export and tourism sector. Moreover, private consumption is expected to improve due to the higher agricultural products prices. However, the export is forecasted to expand by 3.8% decreasing from the previous year due to the slowdown in global trade volume.

The domestic new car sales in 2019 are expected to maintain flat at 1,000,000 units slightly less than 1,041,739 units high record in 2018 since there are still concerns from the country's elevated household debt and higher interest rate hike. However, the Mega Infrastructure Projects from government, the growth in logistics business, and also the return of Chinese Tourists will support the demand for construction vehicles and equipments and also related transportation vehicles. As a result, our hire-purchase and leasing businesses can earn the benefit.

The Company still pursues the opportunities from EEC and also the government mega infrastructure projects. Moreover, we continue to expand the market via opening new branches in upcountry to grasp the opportunity from the growth of logistics business which can support us to grow our business.

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 2018 of the Company.

The Independent Legal Advisor 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. Thongthod Phanglad Rendered opinion that the Company, for the next Shareholder's Right Advocate Volunteer, Meeting, should conduct a comparison graph of operating result on a Thai Investor Association screen as a reference for the consideration of this agenda.

The Chairman Thanked for the opinion and would proceed in the next Shareholder's Meeting

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 2018 of the Board of Directors.

Remark: This agenda is for acknowledgement and thus, there is no casting of votes.

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.**

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, 2018, which have been reviewed by the Audit Committee and audited by the certified auditor, were set out in the annual report for the year 2018 and enclosed, as the 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, 2018, 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, 2018, 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	257,243,657	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	257,243,657	-

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

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 the Company’s subsidiaries’ operating result for the year 2018 from January 1, 2018 - December 31, 2018 generated an annual net profit of THB **811,289,457** . The Board of Directors thus deemed appropriate to propose the Meeting the allocation of the annual profit for the year 2018 and the dividend payment from the operating result for the year 2018 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 THB **176,000,000** (details as per specified in the financial statement of the Company as at December 31, 2018) 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 2018 ending December 31, 2018 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 2018 operating result was at the rate equivalent to THB **1.61** per share, in the total amount of THB **566,551,980** in the forms of cash dividend. The payout ratio is **69.83** 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 March 8, 2019 to determine the shareholders' right to receive dividends. The dividend payment shall be made on April 30, 2019. In 2018, the rate of corporate income tax the Company paid was 20 percent.

The Independent Legal Advisor 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. Basant Kumar Dugar Rendered opinion regarding dividend payment that the Company is able to pay dividend, relying on several tax rates of corporate income tax. Thus, the Company should consider paying dividend based on corporate income tax at an appropriate rate for a maximum benefit of the Shareholders.

The Chairman Thanked for the opinion and would take this matter for consideration in the next Board of Director's Meeting.

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 2018, with the vote results as follows.

Result	Vote (amount)	Percent
Approved	257,246,657	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	257,246,657	-

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

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.

As Mr. Li, Yuan-I, one of the directors who was due to retire by rotation, resigned since February 2019, one position of a director became vacant.

In the Meeting, 3 directors who were due to retire by rotation and would be proposed to be re-appointed for another term by the Meeting were as follows:

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| 1. Mr. Yang, Tze-Ting | Director |
| 2. Mr. Anant Svattananon | Independent Director |
| 3. Mr. Kasem Akanesuwan | Independent Director |

A person who was proposed to be appointed as a new director of the Company was as follows:

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|-----------------------|----------|
| 1. Mr. Lai-Wang, Tang | Director |
|-----------------------|----------|

The Board of Directors considered that such 3 retired directors have 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 B.E. 2535 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 person who was proposed to be appointed as a new director has appropriate qualifications as well as experience, knowledge and skills in the businesses of the Company. He was qualified under the Public Limited Companies Act B.E. 2535 thus appropriate to be re-elected as the director of the Company. The Board of Directors considered that he should be proposed to the Meeting for appointing the said person to be a director.

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. Anant Svattananon, as an Independent Director who has been appointed for 14 consecutive years, including the 3-year extension term of appointment, totaling 17 years and Mr. Kasem Akanesuwan, as an Independent Director who has been appointed for 10 consecutive years, including the 3-year extension term of appointment, totaling 13 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. Anant Svattananon and Mr. Kasem Akanesuwan will be able to provide opinions independently and in accordance with related regulations.

As such the Board of Directors sees that it is appropriate to propose the Meeting to approve Mr. Anant Svattananon and Mr. Kasem Akanesuwan to be re-appointed as the Independent Directors for another term.

The Independent Legal Advisor 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. Basant Kumar Dugar Rendered opinion that the Company should procure all the Company’s Shareholder directors to participate in training course of Thai Institute of Directors (IOD) for the development of skills, ability for the purpose of the upholding of the Company’s good governance.

Mrs. Patima Chavalit Thanked for the opinion Director

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 and approve the appointment of director for the vacant position, with the vote results as follows:

Agenda 5.1	Mr. Yang, Tze-Ting	Director	
	Result	Vote (Amount)	Percent
	Approved	256,902,745	99.8958
	Disapproved	267,914	0.1041
	Abstained	0	-
	Invalid Ballot	0	-
	Total	257,170,659	-

Agenda 5.2 Mr. Anant Svattananon Independent Director			
Result	Vote (Amount)	Percent	
Approved	256,401,643	99.7009	
Disapproved	769,016	0.2990	
Abstained	0	-	
Invalid Ballot	0	-	
Total	257,170,659	-	

Agenda 5.3 Mr. Kasem Akanesuwan Independent Director			
Result	Vote (Amount)	Percent	
Approved	256,309,843	99.7008	
Disapproved	769,016	0.2991	
Abstained	91,800	-	
Invalid Ballot	0	-	
Total	257,170,659	-	

Agenda 5.4 Mr. Lai-Wang, Tang Director			
Result	Vote (Amount)	Percent	
Approved	257,170,659	100.0000	
Disapproved	0	0.0000	
Abstained	0	-	
Invalid Ballot	0	-	
Total	257,170,659	-	

- 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 approving the remuneration of directors for the year 2019.

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 2019.

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

(Unit:THB)

Position	2019		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (2018 Operating Results)
1. Chairman of the Board of Directors	40,000	-	-
2. Chairman of the Audit Committee/ Independent Director	40,000	10,000	320,000
3. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	10,000	240,000
4. Other Directors	20,000	-	-

The Company did not provide other additional benefits to the Board of Directors.

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 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. Basant Kumar Dugar Shareholder Rendered opinion that the bonus of the Board of Directors of the Company should be determined based on the percentage of the Company's net profit or link to dividend payment to encourage the Directors on their duties.

The Chairman Thanked for the opinion

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 2019, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	256,697,660	99.9992
Disapproved	0	0.0000
Abstained	2,000	0.0004
Invalid Ballot	0	-
Total	256,699,660	-

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 approving the appointment of the certified auditors and the audit fees for the year 2019.

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 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 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, 2019. In this regard, any of the said persons shall audit and certify the financial statements of the Company. However, if any of the aforementioned auditors cannot perform the duties, EY Office Limited may appoint another auditor of EY Office Limited to audit and certify the financial statements of the Company instead of such auditor. In addition, the said auditors have no relationship or interest related to the Company, the Company's 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; Mrs. Poonnard Paocharoen has been an auditor of the Company for 2 years, Ms. Sumalee Reewarabandith has been nominated to be an auditor of the Company for 14 years, but she has not ever signed before, and Ms. Manee Rattanabunnakit has been nominated to be an auditor of the Company for 2 years, but she has not ever signed before.

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, 2019 for an amount not exceeding THB 1,710,000.

Comparison of Auditing Fees for year 2019 and 2018

Unit: THB				
	2019	2018	Difference	percent of Difference
Audit Fees	1,710,000	1,660,000	50,000	3.01

Opinion of the Audit Committee

Having considered and deemed appropriate for the appointment of the auditors and the determination of audit fees, the Audit Committee deem appropriate that the Board of Directors should propose to the Meeting for approval.

Opinion of the Board of Directors

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 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. Chukiat Hanpramukkul
Shareholder

Asked the question regarding 2018 audit fees that according to the resolution of the Annual General Meeting of Shareholders 2018, approving the 2018 audit fee in the amount of THB 1,660,000. However, it appears in the 2018 annual report that the audit expenses are approximately THB 4 million which is more than amount approved in 2018. What is the reason for such excess amount and will there be any excess amount in 2019 for the approving THB 1,710,000?

The Chairman

Clarified that, in 2018 the Company pays audit fees in the amount of THB 1,660,000 which is in accordance with the approval of the shareholders' meeting. The excess expenses cover an expense for conducting advices

and training course regarding International Financial Reporting Standards No. 9 or IFRS 9 which is the new International Financial Reporting Standards to be enforced. However, such expenses are not included in the audit fee approved at the Annual General Meeting of Shareholders 2018.

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

Additionally clarified that the expenses in the amount of THB 3,825,000 are only paid for one time. There will not be such expenses in 2019.

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 2019, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	257,001,108	99.8958
Disapproved	267,914	0.1041
Abstained	0	-
Invalid Ballot	0	-
Total	257,269,022	-

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 8 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. Pipat Chunsirisup
Shareholder

Asked the question whether the Company provided a reserve fund in pursuant to the Financial Reporting Standards Course No. 9 or IFRS 9 and what was the current amount of the reserve fund?

The Chief Financial Officer

Clarified that the Company would have to follow the Financial Reporting Standards Course No. 9 or IFRS 9 in the early of 2020. However, the Company has been preparing since 2017 in which the Company has enough reserve fund.

The Chairman

Additionally clarified that when the Financial Reporting Standards Course No. 9 came into force, the reserve fund shall

be provided in pursuant to the rules of the Financial Reporting Standards Course No. 9, which may be higher than the current rules. Having been preparing for such potential rules for 1-2 year, the Company has enough reserve fund.

Mrs. Phatchanee Hanpramukul
Shareholder

Asked the Company to clarify the strategy of the Company and the expending of branches in the future bringing the growth of the Company and asked if how the Company applied digital technology to the Company's operation.

Mr. Chonpichet Tantigittipinyo
The General Manager

Clarified that in 2019, the Company is confident to the growth of the Company because the Company expands 2 branches in Nakorn Sawan and Chiang Mai in 2018 and also Surat Thani in the early 2019. The Company plans to employ credit officers for the additional businesses, especially truck business which expectantly grow 15% further than in 2018.

Mr. Sittichok Boonvanich
Shareholder

Asked the question regarding the Company's remaining amount of cash

The Chief Financial Officer

Clarified that on 31 December 2018, the Company's remaining cash is approximately THB 3 million, which is considerably low.

Mr. Assawin Likitsup
Shareholder

Asked the question regarding the Company's credit portfolio that the credit portfolio consists of what types of customer, how many retail customers and corporate customers were, what types of car were included in the loan for hire purchase of cars, and what the proportion of them was.

Mr. Chonpichet Tantigittipinyo
The General Manager

Clarified that the current retail customer and the corporate customer are estimated at 60% and 40%, respectively. The loan for hire purchase of cars consists of 60% trucks, 6% taxis, 5% saloon, 20% pick-up truck and approximately 4-5% for other types of cars.

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

(Mr. Pradit Sawattananond)
Chairman of the meeting