



Asia Sermkij Leasing Public Company Limited

Invitation Letter to Annual General Meeting of Shareholders No. 37/2021

April 20, 2021 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. 2021/07

Date : March 19, 2021

Subject : Invitation to the Annual General Meeting of Shareholders No. 37/2021

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 36/2020 held on August, 2020
2. The annual report of the Board of Directors for the year 2020 with the audited financial statements and the Independent Auditor's Report as at December 31, 2020 in QR Code
3. List of directors retiring upon the expiration of their term, who are proposed for re-appointment and their curriculum vitae in brief, and the profile of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy
4. Capital Increase Report Form (F53-4) and The Preliminary Features of Newly issued Ordinary Shares
5. Definition of independent directors
6. List of documentation required to attend the Meeting
7. Articles of Association relating to Shareholders' Meeting
8. Proxy Forms (Form B)
9. The Venue for the Annual General Meeting of Shareholders No. 37/2021
10. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2021 held on February 19, 2021 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 37/2021 on April 20, 2021 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. 35/2020 held on August 7, 2020.

Fact and reason

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 36/2020 held on August 7, 2020 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. 36/2020 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. 36/2020 held on August 7, 2020 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

Remark: This agenda 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 2020.

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 2020 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 2020 should be proposed to the Shareholders' Meeting for acknowledgement.

Remark: No resolution is required since this agenda 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, 2020, 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, 2020, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2020 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, 2020, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the Shareholders' Meeting for approval.

Remark: This agenda 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 2020.

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, 2020 - December 31, 2020 profit for the year of **883,063,973** Baht. The Company proposes the appropriation of annual net profit for the year 2020 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, 2020) 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 2020 ended December 31, 2020 to be the legal reserve of the Company.
2. Dividend payment from year 2020 operating result at the rate equivalent to Baht **1.70** per share in the total amount of Baht **598,222,588** in the forms of cash dividend. The payout ratio is **67.74%** 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 5, 2021 to determine the shareholders right to receive dividends. The dividend payment date shall be made on May 6, 2021. The company paid corporate income tax at 20% in year 2020.

Comparison of Dividend Payment for year 2021 and 2020

Dividend Payment Detail	2021	2020
1. Net Profit (Consolidated)	883,063,973 Baht (Year 2020 performance)	869,534,452 Baht (Year 2019 performance)
2. No. of Shares	351,895,640 shares	351,895,640 shares
3. Dividend Payment per Share	1.70 Baht	1.72 Baht
4. Total Dividend Paid	598,222,588 Baht	605,260,501 Baht
5. Dividend Payout Ratio	67.74%	69.61%

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.

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 re-elected.

The 4 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. Shen, Ying-Hui | Director |
| 2. Mr. Liao, Ying-Chih | Director |
| 3. Mr. Pradit Sawattananond | Independent Director |
| 4. Mrs. Supriya Kuandachakupt | Independent Director |

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

Criteria for selection of Directors

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was selected to be a director in the structure, board diversity policy such gender, nationality (the Company's 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, 2020 – December 31, 2020. 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 4 retired directors have the appropriate qualifications as well as the experience, knowledge, skills in the business and have performed their directorship effectively to the Company. They are appropriated and also qualified under the Public Limited Companies Act B.E. 2535. The Board of Directors has considered that they should be proposed to the Shareholders' Meeting for re-appointment for another term.

The Board of Directors has together considered in the structure, board diversity policy such gender, nationality (the Company directors are both Thai(s) and foreigner(s)) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills.

For Mr. Pradit Sawattananond, as an Independent Director who has been appointed for 16 years and 19 years continuously provided that he is reelected for another term, and Mrs. Supriya Kuandachakupt as an Independent Director who has been appointed for 13 years and 16 years continuously provided that she is reelected for another term, have performed effectively for their directorship. They have direct experiences in the Company's businesses, knowledge and are unprohibited people by the law and the regulation of the Securities and

Exchange Commission. Moreover, The Board of Directors has considered that Mr. Pradit Sawattananond and Mrs. Supriya Kuandachakupt can provide opinion independently and in accordance with the related regulation.

Therefore, the Board of Directors has considered that Mr. Pradit Sawattananond and Mrs. Supriya Kuandachakupt have the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Directors 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 2021.

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 2021 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2021 and 2020

Unit: Baht

Position	2021			2020		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2020 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2017 performance)
1. Chairman of the Board of Directors	40,000	-	-	40,000	-	-
2. Chairman of the Audit Committee/ Independent Director	40,000	10,000	320,000	40,000	10,000	320,000
3. Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	10,000	240,000	30,000	10,000	240,000
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 2021 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2021		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2020 performance)
1. Chairman of the Board of Directors	40,000	-	-
2. Chairman of the Audit Committee/ Independent Director	40,000	10,000	320,000

Unit: Baht

Position	2021		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2020 performance)
3.Audit Committee Member/ Independent Director/ Non-Executive Director	30,000	10,000	240,000
4.Other Director	20,000	-	-

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 2021.

Facts and reason

According to Article 120 of the Public Limited Companies Act B.E. 2535 and Clause 31 of the Company's Articles of Association, the appointment of the Company's auditors and the fixing of the auditing fees shall be annually determined by the Annual General Meeting of Shareholders. In this regard the audit committee, by the approval of the Board of Directors, elected the Company's auditors in accordance with the Public Company Limited Act B.E. 2535 and the Notification of the SEC no. Kor. Chor 39/2548 re: the criteria, conditions and methods for the disclosure of information as to the financial status and the business performance of the companies issuing securities (No. 20). It is hereby proposed to the meeting to appoint the following persons as the Company's auditors;

1. Ms. Vissuta Jariyathanakorn Certified Public Accountant (Thailand) No.3853 and/or
2. Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No.3970 and/or
3. Ms. Manee Rattanabunnakit Certified Public Accountant (Thailand) No.5313 and/or
4. Mrs. Poonnard Paچارoen Certified Public Accountant (Thailand) No.5238

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2021. 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. Ms. Vissuta Jariyathanakorn has audited the financial statements of the Company for 2 year. Mrs. Poonnard Paچارoen has audited the financial statements of the Company for 2 years. Ms. Sumalee Reewarabandith has been proposed as the Company's auditors for 16 years but has never audited the financial statements of the Company. Ms. Manee Rattanabunnakit has been proposed as the Company's auditors for 4 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, 2021 for an amount of not more than Baht 1,790,000.

Comparison of Auditing Fees for year 2021 and 2020

				Unit : Baht
	2021	2020	Difference	% Change
Auditing Fee for financial statements	1,790,000	1,790,000	-	-

During the last fiscal year, the Company paid other additional expense relating to auditing service totaling Baht 25,129. The company didn't pay any fee to the office related to the audit firm.

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 2021 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. To consider approving the reduction of the registered capital of the Company by Baht 21,800 (Twenty one thousand and eight hundred) from the existing registered capital of Baht 1,759,500,000 (One thousand seven hundred fifty nine million and five hundred thousand) to the registered capital of Baht 1,759,478,200 (One thousand seven hundred fifty nine million four hundred seventy eight thousand and two hundred) by deducting 4,360 (Four thousand three hundred and sixty) unsubscribed shares left from stock dividend in 2014, with par value of Baht 5 each

Fact and reason

According to the increase capital by issuing ordinary shares in the amount of 6,900,000 shares (Six million nine hundred thousand shares) to support the stock dividend payment in 2017, there are unissued shares remained from the allocation for stock dividend payment in the amount of 4,360 shares with a par value of Baht 5 (Five) each. And because the Company has planned to increase registered capital to support the Company's growth plan.

Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended), prescribing that the Company is able to increase its registered capital by issuing new shares once all the shares are subscribed and paid for, or in case where not all the shares are subscribed, the remaining shares shall be those issued for accommodating convertible debentures or warrants to purchase shares.

Therefore, the Company desire to decrease the registered capital by Baht 21,800 from the from the current registered capital of Baht 1,759,500,000 to Baht 1,759,478,200 by deducting the unissued shares in the amount of 4,360 shares with a par value of Baht 5 (Five) per share.

After reduction of registered capital, the registered capital of the Company will be Baht 1,759,500,000 consist of 351,895,640 shares with a par value of Baht 5, which are equal to the total paid-up capital of the Company.

Board of Directors’ Opinion

The reduction of registered capital by Baht 21,800 from the existing registered capital of Baht 1,759,500,000 to the registered capital of Baht 1,759,478,200 should be proposed to the meeting of shareholders for approval. The reduction of registered capital does not affect shareholders’ right.

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

Agenda 9. To consider approving the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the reduction of registered capital.

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company’s Articles of Association, the amendment of the memorandum of association requires the resolution of the shareholders’ meeting and to be in line with the decrease of the Company’s registered capital in the Agenda 8 above.

Board of Directors’ Opinion

The amendment of Clause 4 of the Memorandum of Association of the company in respect of the Company’s registered capital to be in line with the decreased capital is as follows:

“Clause 4 Registered Capital (Baht)	1,759,478,200	(One thousand seven hundred fifty nine million four hundred seventy eight thousand and two hundred)
Divided into (shares)	351,895,640	(Three hundred fifty one million eight hundred ninety five thousand six hundred and forty)
Par value of (Baht)	5	(Five)
Which is classified into Ordinary shares (shares)	351,895,640	(Three hundred fifty one million eight hundred ninety five thousand six hundred and forty)
Preferred shares (shares)	-	(-)”

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

Agenda 10. To consider approving the increase in the Company's registered capital from Baht 1,759,478,200 (One thousand seven hundred fifty nine million four hundred seventy eight thousand and two hundred Baht) to Baht 2,639,217,300 (Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred Baht), by increasing the registered capital by the amount of Baht 879,739,100 (Eight hundred seventy nine million seven hundred thirty nine thousand one hundred shares) with the new issuance of ordinary shares in the amount of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) at a par value of Baht 5 (Five Baht) each.

Fact and reason

A growth of the Company in the past several years, the source of fund was mainly from borrowings which led to the debt to equity ratio of 6.93 times as at 31 December 2020. In order to support the future business growth, to raise the ability to borrow with the competitive interest rate, and to reduce the burden on loan amount and interest expenses, the Company should increase the capital to strengthen the capital structure for business expansion.

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the company may increase the amount of its registered capital after the passage of the related resolution in the shareholders' meeting.

Board of Directors' Opinion

The Board of Directors is of the opinion that the increase in the Company's registered capital described as following details is necessary, appropriate and beneficial to the Company and it should be proposed to the meeting of shareholders for approval.

The increase in the Company's registered capital from Baht 1,759,478,200 (One thousand seven hundred fifty nine million four hundred seventy eight thousand and two hundred Baht) consist of 351,895,640 shares (Three hundred fifty one million eight hundred ninety five thousand six hundred forty shares) to Baht 2,639,217,300 (Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred Baht) consist of 527,843,460 shares (Five hundred twenty seven million eight hundred forty three thousand four hundred sixty shares), by increasing the registered capital by the amount of Baht 879,739,100 (Eight hundred seventy nine million seven hundred thirty nine thousand one hundred Baht) with the new issuance of ordinary shares in the amount of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) at a par value of Baht 5 (Five Baht) each. Details are described in the Capital Increase Report Form (F 53-4) in Enclosure 4 page 40-50.

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

Agenda 11. To consider approving the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital.

Fact and reason

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the amendment of the memorandum of association requires the resolution of the shareholders' meeting and to be in line with the increase of the Company's registered capital in the Agenda 10 above.

Board of Directors' Opinion

The amendment of Clause 4 of the Memorandum of Association of the company in respect of the Company's registered capital to be in line with the increased capital is as follows:

“Clause 4 Registered Capital (Baht)	2,639,217,300	(Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred Baht)
Divided into (shares)	527,843,460	(Five hundred twenty seven million eight hundred forty three thousand four hundred sixty shares)
Par value of (Baht)	5	(Five Baht)
Which is classified into Ordinary shares (shares)	527,843,460	(Five hundred twenty seven million eight hundred forty three thousand four hundred sixty shares)
Preferred shares (shares)	-	(-)”

Agenda 12. To consider approving the issuance and offer for sale of the company's newly increased ordinary shares in the amount of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) and the allocation of the shares to the existing shareholders (Right Offering) of the company in proportion to their shareholding with the subscription ratio of 2 (two) existing ordinary shares for 1 (one) new ordinary share (2:1) at the offering price of Baht 17 (Seventeen Baht)

Fact and reason

To be in line with Agenda 10, the issuance and offer for sale of the Company's newly increased ordinary shares and allocation of the shares, must be approved by the meeting of shareholders.

Board of Directors' Opinion

The issuance and offer for sale of the company's newly increased ordinary share as following details should be proposed to the meeting of shareholders for approval.

Issuance and allocation of newly issued ordinary shares of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) at the par value of Baht 5 (Five Baht) in order to offer to existing shareholders in proportion to their shareholding (Right Offering) with the following details;

1. Allocation of newly issued ordinary shares to existing shareholders in the ratio of 2 existing shares to 1 new share (2:1) at the offering price Baht 17 per share, the existing shareholders are entitled to subscribe the newly issued shares in excess of their proportionate entitlement (Oversubscription), the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. Details of the capital increase and the allocation of newly issued ordinary shares are described in Capital Increase Report Form (F53-4) in Enclosure 4 page 45 – 50.
2. During the subscription period, the existing shareholders are entitled to subscribe the newly issued shares in excess of their proportionate entitlement (Oversubscription). In this regard, the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The offering of such remaining shares to each shareholder who submit their intention to subscribe ordinary shares in excess of their rights shall be allotted on a pro rata basis based on the shareholding of those existing shareholders who submit their intention to subscribe ordinary shares in excess of their rights. The process would be repeated until there are no remaining shares available or there is no shareholder intended to subscribe the new shares. The allotment of the oversubscribed shares shall be done in accordance with the following principles:

2.1 In case the number of remaining unallotted shares is higher than the number of oversubscribed shares

The Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares.

2.2 In case the number of remaining unallotted shares is lower than the number of oversubscribed shares

- (a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholders shall not exceed the number of shares that such oversubscribing shareholders subscribe and make subscription payment for.
- (b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed

shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in (b) until there are no remaining unallotted shares left.

3. The date fixed to determine name of shareholders who will be entitled for subscription of new ordinary shares (Record Date - XR) is on April 28, 2021, subscription and payment period are on May 19-25, 2021. Nonetheless, such period is still uncertain until it has been approved by the shareholders' meeting.
4. The Board of Directors and/or the Executive Director and/or the person(s) entrusted by the Board of Directors or the Executive Director shall be empowered to consider and determine the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, payment of shares, and conditions necessary and relevant to the allocation and offering, and also to correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce, as well as to execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand, and take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares.

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 13. Other business (if any)

Kindly attend the meeting on the date and at the time and venue above-mentioned. If you cannot attend the meeting and wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed Proxy Form in Enclosure 8, together with the Registration Form in Enclosure 10, to this invitation letter.

Remark: To facilitate the completion of the attendee registration, please submit to the Meeting the applicable documents pursuant to the list of documentation required to attend the meeting, enclosed herein, as Enclosure 6, 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. 36/2020
of
Asia Sermkij Leasing Public Company Limited (“Company”)

Time and Place

The Meeting was held on August 7, 2020 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 on Video Conference

- | | |
|------------------------|--|
| 1. Mr. Yang, Tze-Ting | Chairman of the Board of Directors/ Chairman of the Executive Board of Directors |
| 2. Mr. Liao, Ying-Chih | Director |

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. Dr. Supriya | Kuandachakupt | Member of the Audit Committee/ Independent Director |
| 4. Mr. Kasem | Akanesuwan | Member of the Audit Committee/ Independent Director |
| 5. Mr. Tientavee | Saraton | Director |
| 6. Mr. Tang, Lai-Wang | | Director / Managing Director/ Chairman of the Risk Management Committee |
| 7. Mr. Shen, Ying-Hui | | Director/ Acting General Manager of Bangkok Grand Pacific Lease Public Company Limited |

Attending Management

- | | | |
|-------------------|-----------------|---|
| 1. Mr. Chonpichet | Tantigittipinyo | General Manager |
| 2. Mr. Danai | Lapaviwat | Chief Financial Officer/ Company Secretary/ Secretary to the Board of Directors |
| 3. Mr. Sarayuth | Chaisawadi | Chief Information Officer/ Acting Chief Administrative Officer |
| 4. Mr. Kitisak | Leelaharat | Chief Credit Officer |
| 5. Mr. Anurit | Wongudom | Chief Marketing Officer |
| 6. Mr. Patrapol | Kangwalsakul | Chief Legal Officer |
| 7. Mr. Prateep | Joosuan | Managing Director of SK Insurance Brokerage Co., Ltd. |

Attending Auditors

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|----------------|-----------------|---------------------------|
| 1. Ms. Vissuta | Jariyathanakorn | EY Office Company Limited |
| 2. Mr. Vijit | Buasri | EY Office Company Limited |

Attending Independent Legal Advisors

- | | | |
|-----------------|----------------|--|
| 1. Mrs. Sawita | Suwansawat | MSC International Law Office Co., Ltd. |
| 2. Mr. Atis | Kantakamalakul | MSC International Law Office Co., Ltd. |
| 3. Mr. Sirikorn | Phakkahn | MSC International Law Office Co., Ltd. |

Independent Vote Teller

Inventech Systems (Thailand) Co., Ltd.

Preliminary Proceeding

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

Independent Legal Advisor welcomed shareholders and attendees and informed the meeting that due to the situation of the Coronavirus 2019 or COVID-19 Outbreak, Department of Business Development, Ministry of Commerce has announced that any juristic person affected by said COVID-19 can hold the meeting later than the time prescribed by the law, the Company therefore has postponed the meeting from April meeting to today's meeting.

The Independent Legal Advisor further clarified in today's meeting that the Company takes into account the health and safety of the shareholders and attendees who attend the meeting. The seating arrangement would be at least one to two meters from one another. In addition, the Company had set up a screening point at the entrance of the meeting venue to measure every attendee's body temperature prior to entering the meeting venue. The Company reserves the right to deny entry to the meeting venue of any person with a temperature of 37.5 degrees Celsius or higher, or any person who shows any symptoms of fever, or has returned from a high-risk country for fewer than 14 days before the Meeting date. Notwithstanding the foregoing every shareholder may vote at the Meeting by granting a proxy to an independent director of the Company to attend the Meeting and cast a vote on his or her behalf, and may submit questions with respect to the agenda items together with the proxy form in advance to an independent director. The Company arranged a question and answer session in the Meeting and will record the minutes of the Meeting with respect to questions and answers.

The Company would like to request cooperation from the shareholders who are desirous to attend the 2020 Annual General Meeting of Shareholders and have passed the screening point to conduct themselves as follows:

1. To wear a face mask at all times while in the meeting venue;
2. To wash hands frequently with soap or alcohol gel;
3. To avoid touching face (eyes, nose, or mouth) with unwashed hands;
4. To avoid using or touching objects that are used or touched by others;
5. To leave the meeting venue if there is a cough, runny nose, sore throat, or shortness of breath.

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The Company would like to thank you all shareholders and look forward to the cooperation for the good hygiene of all shareholders.

In this regard, the Company reserves the right to take any action in the future and to determine any guidelines and measures for the purpose of risk protection in compliance with the guidelines prescribed by law and/or policies issued by the government authorities, and would like to request cooperation from the shareholders to strictly comply with these measures.

In addition, the epidemic of COVID-19 made it impossible for the directors in Taiwan to attend the meeting in person. However, they attended the meeting through the Video Conference, in accordance with the Emergency Decree on Electronic Media Conference B.E. 2563. This method makes it possible to attend the meeting via a video conference which were as effective as a conference in the manner established by law.

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

Chairman informed the Meeting at the opening time that there were 31 shareholders present in person at the Meeting, holding the aggregation of 1,294,374 shares, and 81 shareholders were present by proxy, holding the aggregation of 239,780,641 shares. The total number of shareholders attending the meeting in person and present by proxy were 112 shareholders, holding the aggregation of 241,075,015 shares, constituting 68.5075 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.36/2020 during October 8, 2019 to December 31, 2019. 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 votes, each shareholder shall have voting rights equal to the number of shares held, one vote for each share of which he is holder.
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

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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 with 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 which 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 that the shareholders cast on each agenda item may not be consistent from time to time on account of the number of shareholders entering the meeting room and proxies. 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 are 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 with 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.

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- 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 write name and surname, and question or suggestion on the paper provided by the company and send to the company staff to avoid contact.
- 2.12 In the case that 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 required 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 proceeded smoothly within the time specified.

Later, 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. 35/2019 held on April 19, 2019.

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. 35/2019 held on April 19, 2019 (“**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.

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. 35/2019 held on April 19, 2019, with the vote results as follows.

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Result	Vote (amount)	Percent
Approved	241,093,052	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	241,093,052	-

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 2019.

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 2019 was enclosed together with the invitation letter to the Meeting.

Chairman reported to the Meeting a summary of the operating results for year 2019 as follows:

Economy and Industry in 2019

In 2019, Thai economy ended up with a GDP growth of 2.4%, decreasing from 4.2% in 2018. This expansion was driven by private consumption and private investment which helped to offset the slowdown of external demand.

In order to stimulate consumption, the Bank of Thailand has cut the monetary policy twice in August 2019 and November 2019 from 1.75% to 1.25%.

For the automobile industry, the total domestic new car sales in 2019 were 1,007,552 units which were slightly decreased at the rate of 3.28%. Even though the sale was decreased, this is the fourth time in the history of Thai automotive market to hit over 1 million-unit level. For non-one-ton pickup commercial vehicle sales in 2019 were 117,037 units, decreasing 10.26%.

Performance in 2019

On a consolidated basis, as of December 31, 2019, the Company recorded the total assets of THB 41,815.01 million, increasing 15.35% from the end of year 2018 due to the portfolio growth from hire-purchase business. The total disbursement in 2019 was THB 23,295.46 million, increasing 18.56% from 2018

The total liabilities as of December 31, 2019 were THB 36,391.04 million, increasing 16.91% from THB 31,128.52 million at the end of 2018 to support the portfolio growth. The shareholders' equity as of December 31, 2019 was THB 5,423.96 million increasing 5.92% from THB 5,120.90 million at the

end of 2018 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 2,944.87 million.

The total revenues in 2019 amounted to THB 3,345.86 million, increasing 8.53% from 2018 resulting from the continuing growth of portfolio. The financial costs in 2019 amounted to THB 858.72 million, increasing 12.39% from 2018 due to the expanding of portfolio. The total operating expenses in 2019 amounted to THB 1,411.59 million increasing 7.10%. Consequently, the total profit for the year 2019 was recorded at THB 869.53 million, increasing 7.18% from 2018.

The total portfolio in 2019 amounted to THB 41,299.48million, increasing 15.04% from THB 35,900.16 million in 2018 due to the growth of hire-purchase business volume. The NPLs ratio at the end of 2019 was at 1.44% of the total portfolio and the allowance for doubtful accounts to NPLs ratio stood at 162.49% at the end of 2019.

Corporate Governance & Corporate Social Responsibility

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

The Company has been certified for participation in the Thai Private Sector Collective Action Coalition against Corruption (CAC) from the CAC since 2017 and adheres to it continuously. At present, the Company is in the process of submitting renewal for the CAC. The Company has completed a self-assessment form and submitted it to the CAC since May 2020, and which will be announced on 30 September 2020.

Chairman then delegated Mr. Tang, Lai-Wang, Managing Director ("**Managing Director**") reported to the Meeting the Company operation direction and strategy for 2020.

Managing Director reports operational directions and strategies for 2020 as follows:

The Company operation direction and strategy for 2020.

Due to the COVID-19 outbreak, the Thai economy in 2020 significantly affected as the number of tourist figures, merchandise exports and car sale were dramatically decreased. Nevertheless, the Company will try hard to reach the disbursement of more than THB 20,000 million, decrease about 10% from 2019. However, total portfolio will not be decrease, and is expected to increase by 5%.

To achieve the target, main strategies that the Company will use are as follows;

1. Product Expansion

The Company will enhance High Yield Products such as car loan and refinance to penetratethe market and increase interest income.

2. Branches expansion

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The Company has opened new branch in Chonburi, which is center of business in the East of Thailand in the first half of 2020 to increase market coverage and to seize an opportunity from EEC (Eastern Economic Corridor).

Moreover, the Company also plans to open new branches in Hatyai and Songkla, which are the center of business of the lower South of Thailand in the second half of 2020, in order to expand the market. Consequently, at the end of 2020 there will be 17 branches in total.

Managements and staff are determined to work hard for sustainable growth.

The Board of Directors had considered and deemed appropriate to propose the shareholders to acknowledge the Annual Report for the year 2019 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. Pakdee
Changwichukarn
Proxy | At present, how many debtors have requested to join the debt suspension program? and how much? |
| Chairman | There are approximately 9,200 debtors requesting for debt suspension, or THB 7,000 million, or 16% of the portfolio. |
| Mr. Pakdee
Changwichukarn
Proxy | What does the Company expect to set aside NPLs for 2020 and what is percentage of the current credit? |
| Mr. Danai Lapaviwat
Chief Financial Officer | The reserve for NPLs is around 2.31% which is expected to not increase in 2020. |
| Mr. Pakdee
Changwichukarn
Proxy | Does reserve provision set aside by standard accounting provision or as required by the Bank of Thailand? |
| Mr. Danai Lapaviwat
Chief Financial Officer | The said provision is set follow a new accounting standard (IFRS9). |
| Mr. Pakdee
Changwichukarn
Proxy | Does the Company expect the net profit after legal and other reserves to pay dividend in 2020? |
| Chairman | Considering operation result in the first half of 2020, from the first quarter until May, the Company had a reasonable profit. So, the shareholders please wait and see the result of the second quarter. However, due to the economic condition and COVID-19 epidemic, |

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it is still unpredictable. If the situation happens like June – July, the Company expect profit trend.

As of June, the Company has 3.09% of NPLs according to IFRS9.

For the past 5 years, the Company performance has improved every year and dividend are also paid every year.

The Company is likely to have profit trends. Shareholders should be confident.

Mr. Pakdee
Changwichukarn

Proxy

Does the Company have any loss from the sale of confiscated cars? If there is, how much in 2019 and in the first quarter of 2020?

Mr. Pattrapol
Kangwalsakul

Chief Legal Officer

In 2019 the Company has loss from the sale of confiscated cars approximately 34% of the price of car sold, which is approximately THB 130,000,000, and it is expected that the loss will be less for this year.

Mr. Aree Bangcharoensuk

Shareholder

According to the situation that the Government Saving Bank will launch the hire purchase business. Would there be any impact on the Company? Has the Company prepared for it?

Mr. Anurit Wongudom

Chief Marketing Officer

The Government Saving Bank lends credit by pledging license plate which require using the license plate as collateral. The Company therefore has lent by license plate, but the target customers are totally different. The Company mainly lends to trucks. To wrap up, it could be said that there will be no direct impact on the Company.

Chairman

The proportion of the said lending in our Company's portfolio is less than 1% of the total portfolio which approximately THB 30,000 million. Expecting that there will be no impact on the Company

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

Resolution

The Meeting resolved to acknowledge the annual report for the year 2019 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, 2019, 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, 2019, which have been reviewed by the Audit Committee and audited by the certified auditor, were set out in the annual report for the year 2019 and were enclosed with the invitation letter to the Meeting which was delivered to shareholders.

The Board of Directors had considered and deemed appropriate to that of the Company’s audited financial statements and the report of the Independent Auditor as at December 31, 2019, 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. The questions and opinions of the shareholders regarding this agenda are as follows:

Mr. Pakdee Changwichukarn Proxy	How the Company categorize customers who enter into suspension program? By divided into (1) the group that stop paying only principle, and (2) the group that stop paying both principle and interest? How much and whether the Company bring both categories to set aside? If yes, How many percentages?
Mr. Pattrapol Kangwalsakul Chief Legal Officer	Customers requesting a suspension of debt are the group of public transportation, including buses, minibuses, vans, and taxis which is approximately 16% of portfolio. Such customer requesting for breaking principle and interest payment approximately THB 7,000 million for 3 months, from April – June, and return paying as usual of 80%, requesting reschedule of 18%, and on tracking 2%. The Company set aside all provision of reserve according to IFRS9
Chairman	This is the measure from the Company to help the debtors by taking 3-months breaking repayment for premium customers who are not NPLs to set aside, even though the Bank of Thailand has issued measure longer than 6-month.

There was no additional question from shareholders. 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, 2019, 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	241,094,451	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	241,094,451	-

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 acknowledging the Interim dividend payment from operating performance of the year 2019.

The Secretary informed the Meeting that according to Article 115 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 and the Board of Directors may pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting. The Company's dividend policy is at 40 percent - 70 percent of the annual net profit.

The Board of Directors is of the opinion that the interim dividend payment which was paid on May 8, 2020 at the rate equivalent to THB 1.72 per share in the total amount of THB 605,260,501 and the payout ratio is 69.61% of profit of the year 2019 should be proposed to the Shareholders' Meeting for acknowledgement. The interim dividend payment is aimed to avoid the impact on shareholders' right to receive dividend from the postponement of the Annual General Meeting of Shareholders. Therefore, the Board of Directors will not propose to pay further dividend from year 2019 operating result.

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.

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

The Meeting considered and the resolution was a follow:

Resolution

The Meeting resolved to acknowledge the Interim dividend payment from operating performance of the year 2019.

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

Agenda 5 To consider approving 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

Before the start of this agenda, Independent Legal Advisors have asked directors, who are due to retire by rotation and have been proposed to resume their positions, to temporarily leave the meeting room in order to comply with the principles of good governance and for transparency in their posting votes.

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.

In this Meeting, 4 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:

- | | |
|--------------------------|---|
| 1. Mr. Lee, Jung-Tao | Vice Chairman of the Board of Directors |
| 2. Mr. Chen, Fong-Long | Director |
| 3. Mr. Tientavee Saraton | Director |
| 4. Mrs. Patima Chavalit | Independent Director |

The profiles of the directors proposed to serve the new positions are published in Enclosure 3 that has been sent to the shareholders together with the meeting invitation letter.

For this agenda, there is no shareholder nominating any qualified person to be considered as the directors in advance. The Board of Directors therefore deems it appropriate that the retiring committee members to hold the office for another term. In order to comply with the principles of good governance, the directors who have been nominated for re-election and being shareholders of the Company abstained from voting in consideration of this agenda item.

The Board of Directors considered that those 4 retired directors have appropriate qualifications as well as experience, knowledge and skills in the businesses of the Company and have performed their directorship efficiently. As a result, they were qualified under the Public Limited Companies Act B.E. 2535 and were appropriated 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 skill in the businesses of the Company. Consequently, he was qualified under the Public Limited Companies Act B.E. 2535 and was appropriated 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.

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Mrs. Patima Chavalit, as an Independent Director who has been appointed for 26 consecutive years, including the 3-year extension term of appointment, totaling 29 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 Mrs. PatimaChavalit 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 Mrs. Patima Chavalitto 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 Shareholder	Suggested that the Company should do more roadshow if the Company want to increase the market capitalization and shareholder's equity, and also suggested the management team for positive result operation.
Chairman	Thank you. We will take such comments into our consideration.
Independent Legal Advisor	Since this agenda is an agenda to approve the appointment of directors, in the event that the shareholders make inquiries on other matters unrelated to this agenda, please inquire on other agendas.

Independent Legal Advisor informed the meeting of the voting criteria for this agenda by allowing the meeting to consider and vote on the election of individual directors. All shareholders are required to vote on the ballots received. To comply with the principles of good corporate governance, for voting on this agenda item, the company will collect all ballots. The criteria for voting in this agenda are as follows:

- For voting, 1 share is entitled to 1 vote.
- In compiling the voting results, the Company will subtract the voting results against and / or abstain from the total votes.
- The company proposed to consider the election of individual directors by asking all shareholders to vote for, agree, disagree or abstain. The staff will first collect the ballots from the shareholders who do not agree or abstain for the consideration of the election of each director, and then collect ballots from all shareholders who voted for approval after collecting the ballots from shareholders who disagree or abstain to vote.

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, the voting results are as follows:

Agenda 5.1	Mr. Lee, Jung-Tao	Director		
	Result	Vote (Amount)	Percent	
	Approved	213,629,695	88.6083	
	Disapproved	27,464,756	11.3916	
	Abstained	0	-	
	Invalid Ballot	0	-	
	Total	241,094,451	-	

Agenda 5.2	Mr. Chen, Fong-Long	Independent Director		
	Result	Vote (Amount)	Percent	
	Approved	213,393,667	88.5971	
	Disapproved	27,464,756	11.4028	
	Abstained	0	-	
	Invalid Ballot	0	-	
	Total	240,858,423	-	

Agenda 5.3	Mr. Tientavee Saraton	Independent Director		
	Result	Vote (Amount)	Percent	
	Approved	240,776,951	99.8683	
	Disapproved	317,500	0.1316	
	Abstained	0	-	
	Invalid Ballot	0	-	
	Total	241,094,451	-	

Agenda 5.4	Mrs. Patima Chavalit	Director		
	Result	Vote (Amount)	Percent	
	Approved	234,316,951	97.1888	
	Disapproved	6,777,500	2.8111	
	Abstained	0	-	
	Invalid Ballot	0	-	
	Total	241,094,451	-	

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- 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 2020.

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 2020.

The remuneration of the Board of Directors for the year 2020 should be proposed to the Meeting of Shareholders for approval as follows

(Unit:THB)

Position	2020		
	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.

Chairman informed the shareholders that the directors' remuneration and bonuses for this year 2020 are equal to that of 2019.

The Independent Legal Advisors clarified the Meeting that although this agenda item was 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.

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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.

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 2020, with the vote results as follows:

Result	Vote (Amount)	Percent
Approved	240,535,512	240,535,512
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid Ballot	0	-
Total	240,535,512	-

- 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 2020.

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. Vissuta Jariyathanakorn Certified Public Accountant (Thailand) No. 3853 or
- 2) Ms. Sumalee Reewarabandith Certified Public Accountant (Thailand) No. 3970 or
- 3) Ms. Manee Rattanabunnakit Certified Public Accountant (Thailand) No. 5313 or
- 4) Mrs. Poonnard Paucharoen Certified Public Accountant (Thailand) No. 5238

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from EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2020. 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 their 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 must not be appointed to audit, review or render opinion on the Company's financial statements for more than 5 consecutive years; Ms. Vissuta Jariyathanakorn has been an auditor of the Company for 2 years, Mrs. Poonnard Paucharoen has been an auditor of the Company for 2 years, Ms. Sumalee Reewarabandith has been nominated to be an auditor of the Company for 15 years, but she has ever signed before, and Ms. Manee Rattanabunnakit has been nominated to be an auditor of the Company for 3 years, but she has 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, 2020 for an amount not exceeding THB 1,790,000.

Comparison of Auditing Fees for year 2019 and 2020

Unit: THB

	2019	2020	Difference	Percent of Difference
Audit Fees	1,710,000	1,790,000	80,000	4.68

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 2020 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:

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- Initial Program Amount : The initial principle number of debentures, including debentures issued but not redeemed and debentures in Medium Term Notes Program (MTN), at any time shall not exceed THB 40,000 million. Debentures may be issued in THB or other currency in equivalent amount as applied by exchange rate prevailing at the time when the debentures are issued and offered. The outstanding of the short-term and/or long-term debentures to be issued by resolution of this Shareholders' Meeting and debentures issued by permission of the Securities and Exchange Commission (SEC) in the prior period. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance shall not exceed the initial principle amount.
- Term : Not exceeding 5 years from the date of issuance.
- Allocation : Offer to the public and/or institutional investors and/or high net-worth investors and/or certain investors (private placement) and/or local investors and/or foreign investors in accordance with the relevant notifications of the Office of the Securities and Exchange Commission. The debentures may be issued and offered in one or more tranches in one or several occasions under the Medium-Term Note Program (MTN) or each issuance of the debentures

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

- (1) Structure, determine, specify and adjust any details such as title, type of security of short-term and/or long-term debentures, the terms and conditions, issue size, redemption period, pre-redemption, interest rate, payment of principal and interest, subscription period, security or guarantee, offering/allocation method etc., (including but not limited to) an appointment of arranger/underwriter, registrar and/or bondholders representative (if any) or advisor or other personnel in relation to the issuance and offer for sale of the short-term and/or long-term debentures, and the short-term and/or long-term debentures registration with the stock exchanges or other secondary market and the coordination with the relevant authorities.
- (2) Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issuance and offer of the short-term and/or long-term debentures; and
- (3) Do all such other acts and things the Authorised Persons deems necessary or desirable for the purpose of facilitating or implementing the issuance and offer of the short-term and/or long-term debentures.

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The Board of Directors had considered and deemed appropriate to The issuance of debentures as the detailed above should be approved by the shareholders' meeting.

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. Pipat Chunsirisup Shareholder Chairman	Will the Company increase the capital after has issued debentures? At present, the company has issued debentures of approximately THB 2,000 million. In this agenda, shareholders are requested to approve additional debentures not exceeding THB 40,000 million. However, the future capital increase cannot be predicted yet. The good news is that the Company recently received an additional loan from the Government Saving Bank of THB 3,900 million at an interest rate of 2% per annum.
Mr. Tang, Lai-Wang Managing Director	The capital increase depends on D/E ratio. Actually, the Company plan to increase capital in this year, but due to the COVID-19, the Company therefore postpone such plan and will consider once D/E ratio is higher. According to the Bank's regulations, the company D/E ratio must not exceed 10 times. This means that if D/E ratio goes up to 8-9 times, we will consider increasing the capital from economy, COVID-19, and the Company credit lending situation.
Mr. Basant Kumar Dugar Shareholder	Can the Company redeem the debentures before maturity date?
Mr. Danai Lapaviwat Chief Financial Officer	The Company is able to redeem the debentures before maturity date. However, the Company will not exercise such right as usual.
Mr. Basant Kumar Dugar Shareholder	Since these debentures are medium term note, would company issue be revolving, perpetual, or subordinated debentures?
Mr. Danai Lapaviwat Chief Financial Officer	The Company can issue any type and the duration of the debentures requested to approve in this time is 5 years which is considered as long-term debentures.

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:

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Result	Vote (Amount)	Percent
Approved	240,777,052	99.8683
Disapproved	317,500	0.1316
Abstained	0	-
Invalid Ballot	0	-
Total	241,094,552	-

Remark This agenda 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)

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

Mr. Basant Kumar Dugar Shareholder Managing Director	Suggested for expanding the Company's business sector. For example, credit insurance, or Basel III, or Tier II. Thank you for your suggestion and we will take it into consideration.
Mr. Attasit Pipitmethanond Shareholder	Since the Company' main income is providing loan to public vehicles such as taxis and trucks. What kind of industry does the Company's majority customer belong to?
Mr. Chonpichet Tantigittipinyo General Manager	For truck portfolio, our customers are found in all industries such as logistic, construction, agricultural logistic. Our branches are already covered across the country. Truck accounts for approximately 65% of the portfolio, divided into 60% of logistic and 40% of construction industry.

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

(Mr. Pradit Sawattananond)
Chairman of the meeting

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Personal profiles of the independent director/ member of the Audit Committee who is proposed to be appointed as a proxy and the retired independent director who are proposed for re-appointment

Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
Address	Appointed as director on June 18, 2004 353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Age	72 years
Highest Education	Master of Business Administration, Central State University, Oklahoma, 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/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited
2018 - Present	Chairman of the Audit Committee/ Independent Director/ Chairman of Corporate Governance Committee/ Member of Nomination and Remuneration Committee/ Member of Risk Oversight Committee, Land and House Bank Public Company Limited
2015 - Nov. 2020	Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
2004 - Dec. 2019	Audit Committee Member/ Independent Director, Thai Film Industries Public Company Limited
2000 - Present	Audit Committee Member / Independent Director, KGI Securities Public Company Limited
Director program	<ul style="list-style-type: none"> - Director Certification Program No. 3/2000, Thai Institute of Directors Association - Audit Committee Program No. 3/2004, Thai Institute of Directors Association - Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand - Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association - Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association - Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association - Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association - Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association - Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association - How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association - Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association
Year of Directorship	16 years
Position in others listed Company	2 Companies <ol style="list-style-type: none"> 1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited 2. Member of the Audit Committee / Independent Director, KGI Securities Public Company Limited

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Mr. Pradit Sawattananond (Continue)	Chairman of the Audit Committee/ Independent Director
<u>Position in Non-Listed Company</u>	1 Company Chairman of the Audit Committee/ Independent Director/ Chairman of Corporate Governance Committee/ Member of Nomination and Remuneration Committee/ Member of Risk Oversight Committee, Land and House Bank Public Company Limited
<u>Position in Rival Companies/ Connected business</u>	None
<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;</u>	None
- 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
<u>Nature of relationships between director/management</u>	Elder Brother of Mr. Anant Svattananon
<u>Interest in any agendas</u>	Agenda 5: To consider approving the re-appointment of the directors who are going to vacate the office upon the expiration of their term. Agenda 6: To consider and approve the remuneration of directors for the year 2020
<u>Meeting Attendance in 2020</u>	12 Board of Directors meetings in total: 12 meetings attended 4 Audit Committee meetings in total: 4 meetings attended
<u>Changes of shares held as at December 31, 2020, compared with those of 2019</u>	: 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 except agenda 5 because he is the director who is going to vacate the office upon the expiration of his term and will be proposed to be re-appointed by the Meeting

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

Mr. Shen, Ying-Hui	Director (The director who authorized to sign) Appointed as director on June 28, 2018 56 years Master of Business Administration, National Central University, Taiwan
Age	
Highest Education	
Experience	
2018 - Present	Director, Asia Sermkij Leasing Public Company Limited
2020 - Present	Director, SK Insurance Broker Company Limited
2019 - Present	Acting General Manager, Bangkok Grand Pacific Lease Public Company Limited
2018 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2018	Deputy General Manager, Asia Sermkij Leasing Public Company Limited
2016	Chief Operating Officer, Asia Sermkij Leasing Public Company Limited
2013 - Present	Executive Vice Present, Chailease Finance Co., Ltd.
2006 - 2016	Executive Director, Asia Sermkij Leasing Public Company Limited
2006 - 2013	Executive Director, Bangkok Grand Pacific Lease Public Company Limited
2006 - 2013	Senior Assistant General Manager, Bangkok Grand Pacific Lease Public Company Limited
2006 - 2013	Senior Vice President, Chailease Finance Co., Ltd.
<u>Director program</u>	- Director Accreditation Program No. 57/2006, Thai Institute of Directors Association - Director Certification Program No. 132/2010, Thai Institute of Directors Association
<u>Year of Directorship</u>	3 years
<u>Position in others listed Company</u>	None
<u>Position in Non-Listed Company</u>	1. Director, SK Insurance Broker Company Limited 2. Director/ Acting General Manager, Bangkok Grand Pacific Lease Public Company Limited 3. Executive Vice Present, Chailease Finance Co., Ltd.
<u>Position in Rival Companies/ Connected business</u>	None
<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:</u>	
- 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 director/management	None
<u>Meeting Attendance in 2020</u>	12 Board of Directors meetings in total: 12 meetings attended
<u>Changes of shares held as at December 31, 2020, compared with those of 2019</u>	None

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

Mr. Liao, Ying-Chih	Director (The director who authorized to sign) Appointed as director on February 26, 2008 57 years Ph.D. Candidate, Harvard University, U.S.A.
<u>Age</u>	
<u>Highest Education</u>	
<u>Experience</u>	
2016 - Present	Director, Chailease Engine Lease Finance Corp.
2015 - Present	Director, Chailease International Company (UK) Limited.
2015 - Present	Director, CL Capital Management Company Limited.
2015 - Present	Director, CLJ Investment Partners Company Limited.
2015 - Present	Director, Chailease Berjaya Credit Sdn. Bhd.
2012 - Present	Chief Strategy Officer, Chailease Holding Co., Ltd.
2011 - Present	Director, Asia Sermkij Leasing Public Company Limited
<u>Director program</u>	Compliance with Personal Data Protection Act, Trade Secret Act, and Anti-Corruption Law 2020, Taiwan Corporate Governance Association 13 years
<u>Year of Directorship</u>	13 years
<u>Position in others listed Company</u>	None
<u>Position in Non-Listed Company</u>	1. Director, Chailease Engine Lease Finance Corp. 2. Director, Chailease International Company (UK) Limited. 3. Director, CL Capital Management Company Limited. 4. Director, CLJ Investment Partners Company Limited. 5. Director, Chailease Berjaya Credit Sdn. Bhd. 6. Chief Strategy Officer, Chailease Holding Co., Ltd.
<u>Position in Rival Companies/ Connected business</u>	None
<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:</u>	
- 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
<u>Nature of relationships between director/management</u>	None
<u>Meeting Attendance in 2020</u>	12 Board of Directors meetings in total: 11 meetings attended
<u>Changes of shares held as at December 31, 2020, compared with those of 2019</u>	None

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

Mrs. Supriya Kuandachakupt			Member of the Audit Committee/ Independent Director
			Appointed as director on June 2, 2006
<u>Age</u>			67 years
<u>Highest Education</u>			Doctor of Economics, University of Hawaii, U.S.A.
<u>Experience</u>			
2006	-	Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2018	-	Present	Member of Risk Oversight Committee, LH Financial Group Public Company Limited
2017	-	Present	Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, LH Financial Group Public Company Limited
2017	-	Present	Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, Land and House Bank Public Company Limited
2013	-	2018	Special Senior Fellow, Faculty of Economics, Kasetsart University
2002	-	Present	Director, P.A.K. Supply Co., Ltd.
1986	-	2018	Associate Professor, Department of Economics, Faculty of Economics, Kasetsart University
2012	-	2013	Chairman of Board of Operation Director, Entrepreneurial Economics Bachelor of Administration (EEBA) International Program, Kasetsart University
2007	-	2013	Chairman of the Business Economics, Faculty of Economics, Kasetsart University
2010	-	2012	Member of Board of Directors, The Government Lottery Office
<u>Director program</u>			- Director Accreditation Program No. 56/2006, Thai Institute of Directors Association
			- Director Certification Program No. 97/2007, Thai Institute of Directors Association
			- Financial Statements for Directors No. 10/2010, Thai Institute of Directors Association
			- Diploma of Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI 7), Public Director Institute, King Prajadhipok's Institute
			- Audit Committee Effectiveness Program Year 2012, Thai Institute of Directors Association
			- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association
			- Diploma of Administrative Justice for Senior Executives No. 5/2014, College of Administrative Justice, the Administrative Court
			- Corporate Governance for Capital Market Intermediaries No.7/2015, Thai Institute of Directors Association
			- Chartered Director Class No. 9/2015, Thai Institute of Directors Association
			- Advanced Audit Committee Program Class No. 31/2018, Thai Institute of Directors Association

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<p>Mrs. Supriya Kuandachakupt (Continue)</p> <p><u>Year of Directorship</u></p> <p><u>Position in others listed Company</u></p> <p><u>Position in Non-Listed Company</u></p> <p><u>Position in Rival Companies/ Connected business</u></p> <p><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:</u></p> <ul style="list-style-type: none"> - being executive directors, staff members, employees or advisers who earn salaries from Company; - being professional service providers - Having the significant business relations <p><u>Nature of relationships between director/management</u></p> <p><u>Meeting Attendance in 2020</u></p> <p><u>Changes of shares held as at December 31, 2020, compared with those of 2019</u></p>	<p>Member of the Audit Committee/ Independent Director</p> <p>13 years</p> <p>Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee/ Member of Risk Oversight Committee, LH Financial Group Public Company Limited</p> <p>Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, Land and House Bank Public Company Limited Director, P.A.K. Supply Co., Ltd.</p> <p>None</p> <p>None</p> <p>None</p> <p>None</p> <p>None</p> <p>12 Board of Directors meetings in total: 12 meetings attended</p> <p>4 Audit Committee meetings in total: 4 meetings attended</p> <p>: None</p>
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(F 53-4)

Capital Increase Report Form
Asia Sermkij Leasing Public Company Limited
February 19, 2021

We, Asia Sermkij Leasing Public Company Limited (“the Company”) hereby report on the resolution of the Board of Directors’ Meeting No.2/2021 held on February 19, 2021 during 2:00 p.m. - 4:00 p.m. relating to the capital increase and share allotment as follows:

1. Capital increase

The Board of Directors’ Meeting has resolved to propose to the Annual General Meeting of Shareholders No. 37/2021 to consider and approve

- (a) To reduce the registered capital of the Company at the amount of Baht 21,800 from Baht 1,759,500,000 to Baht 1,759,478,200 by canceling 4,360 shares at the par value of Baht 5
- (b) To increase the registered capital of the Company at the amount of Baht 879,739,100 from Baht 1,759,478,200 to Baht 2,639,217,300 by issuing newly issued ordinary 175,947,820 shares at the par value of Baht 5, the details are as follows:

Type of Capital Increase	Type of Share	Number of Shares	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	175,947,820	5	879,739,100
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of new ordinary shares

2.1. Capital increase with specified purpose of use of subscription proceeds

Allotted to	Number of Shares	Ratio (Existing : New)	Offering Price (Baht per Share)	Subscription and Payment Period	Remarks
Existing shareholders (Right Offering)	Not exceeding 175,947,820	2 existing shares : 1 new share	Baht 17 per Share	Details in Notes	Details in Notes
Total	Not exceeding 175,947,820				

Notes:

- 1. The Company shall issue and allocate newly issued ordinary shares not exceeding 175,947,820 shares with a par value of Baht 5 in order to offer to the existing shareholders in proportion to their shareholding (Right Offering) at the ratio of 2 existing shares to 1 new share. The offering price equals to Baht 17 per share in which a fraction of share as a result of calculation shall be disregarded.

2. During the subscription period, the existing shareholders are entitled to subscribe the newly issued shares in excess of their proportionate entitlement (Oversubscription). In this regard, the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The offering of such remaining shares to each shareholder who submit their intention to subscribe ordinary shares in excess of their rights shall be allotted on a pro rata basis based on the shareholding of those existing shareholders who submit their intention to subscribe ordinary shares in excess of their rights. The process would be repeated until there are no remaining shares available or there is no shareholder intended to subscribe the new shares. The allotment of the oversubscribed shares shall be done in accordance with the following principles:

2.1 In case the number of remaining unallotted shares is higher than the number of oversubscribed shares

The Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares.

2.2 In case the number of remaining unallotted shares is lower than the number of oversubscribed shares

(a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholders shall not exceed the number of shares that such oversubscribing shareholders subscribe and make subscription payment for.

(b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in (b) until there are no remaining unallotted shares left.

In any case, the allotment of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49% of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allotment will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law. Moreover, the Company

reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.

In case there are remaining unallotted shares after the allotment to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in 2.1 and 2.2, the Company shall decrease its registered capital.

3. The date fixed to determine name of shareholders who will be entitled for subscription of new ordinary shares (Record Date) is on April 28, 2021 and the subscription period starts from May 19-25, 2021 (5 business days). Nonetheless, the determination of right to subscribe newly issued ordinary shares and right to receive newly issued ordinary shares, as well as the subscription period are still uncertain until it has been approved by the shareholders' meeting.
4. The Board of Directors and/or the Executive Committee and/or the person(s) entrusted by the Board of Directors or the Executive Committee shall be empowered
 - 4.1 To consider and determine the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, payment of shares, and conditions necessary and relevant to the allocation and offering.
 - 4.2 To correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce.
 - 4.3 To execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand.
 - 4.4 To take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares.

2.2. Action of the Company in case there is a fraction of share

In case there is a fraction of share from share allotment, a fraction of share shall be wholly disregarded.

3. Determining date of the Annual General Meeting of Shareholders to approve the capital increase and share allotment

The Annual General Meeting of Shareholders No. 37/2021 is scheduled to be held on April 20, 2021, 3:00 p.m. at Grand Hall, The Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok where:

Annual General Meeting of Shareholders No. 37/2021	
The date fixed to determine name of shareholders who will be entitled to attend the Annual General Meeting of Shareholders No. 37/2021 (Record Date)	March 5, 2021
Newly Issued Ordinary Shares	
The date fixed to determine name of shareholders who will be titled for subscription of new ordinary shares (Record Date)	April 28, 2021

4. The Progress/Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company shall obtain approval from shareholders' meeting for the offering and sale of new ordinary shares to existing shareholders with a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote;

4.4 The Company shall register for the increase in registered capital and paid-up capital of the Company, including the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce and obtain approval from the Stock Exchange of Thailand on the listing of new ordinary shares in the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company will use the proceeds received from this capital increase of approximately Baht 2,991 million (in the case that shareholders subscribe all newly issued ordinary shares) as working capital for the car hire purchase business, which is the Company's main business. The Company expects to provide new loan to the customers approximately Baht 27,000 million in 2021.

6. Benefits which the Company will receive from the capital increase/share allotment

This capital increase will help maintain the Company's D/E ratio at an appropriate level for current business operations and support future business expansion. Furthermore, it will increase working capital, enhance the liquidity of the Company's shares from the increased amount of current shares which will benefit the Company, as well as help create added value to shareholders in the long term.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1. Dividend policy

The Company has a policy to pay dividends at a rate of not less than 40 percent but not more than 70 percent of the amount that can be paid after the Company's net profit from operations and on the condition that the Company has complied with laws, regulations, including various obligations. Such dividend is considered from the operating results, financial and economic conditions, as well as the need for additional investment each year.

7.2. Subscribers of newly issued ordinary shares will be entitled to receive dividends from the Company's business operations since the subscriber of the newly issued ordinary shares has been registered as shareholders of Company and whose name is listed as a shareholder in the shareholder register of the Company, and the Company has declared to pay dividend

8. Other details necessary for shareholders to approve the capital increase/share allotment

8.1 Impact on existing shareholders from allotment of new ordinary shares

Control Dilution

If all shareholders exercise all their rights, the voting rights of the shareholders of the company will not be affected. If any shareholders do not exercise the right to subscribe for the newly issued ordinary shares according to their rights and other shareholders have exercised their rights to subscribe for the newly issued ordinary shares in accordance with their existing rights and/or subscribe to the newly issued ordinary shares in excess of their rights until full subscription, the voting rights of the said shareholder will be affected by reduced voting rights approximately 33.33%.

Price Dilution

If all existing shareholders do not exercise their rights to purchase new ordinary shares, the Company's share price will not be affected. If all shareholders exercise all their rights, the Company's share price will be impacted and decreased by 7.98%.

Earnings Dilution

If all existing shareholders do not exercise their rights to subscribe for the newly issued ordinary shares, the profit sharing will not be affected. If the existing shareholders exercise their rights to subscribe for the newly issued shares in full, the profit sharing will be affected and decreased at the rate of 33.33%.

9. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in case that such performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E. 2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

By considering the fact and reason above, the Board of Directors' Meeting No. 2/2021 held on February 19, 2021 has resolved to approve the capital increase agenda of the Company.

10. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

Procedures of the capital increase	Date
1. The Board of Directors' Meeting No. 2/2021 to approve the issuance and allocation of new shares	February 19, 2021
2. The date fixed to determine name of shareholders who will be entitled to attend the Annual General Meeting of Shareholders No. 37/2021 (Record Date)	March 5, 2021

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Procedures of the capital increase	Date
3. The Annual General Meeting of Shareholders No. 37/2021	April 20, 2021
4. Registration of paid-up capital increase with the Ministry of Commerce	Within 14 days after the shareholders' meeting approved the capital increase
5. The date fixed to determine name of shareholders who will be titled for subscription of new ordinary shares (Record Date)	April 28, 2021
6. Subscription and payment period	May 19-25, 2021

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

(Mr. Tang, Lai-Wang)

Director

(Mr. Shen, Ying-Hui)

Director

(Company's seal)

**The Preliminary Features of Newly issued Ordinary Shares of
Asia Sermkij Leasing Public Company Limited
Offering to Existing Shareholders in proportion to their Shareholding
(Right Offering)**

Type	:	Newly issued ordinary shares of Asia Sermkij Leasing Public Company Limited (“ the Company ” or “ ASK ”) not exceeding 175,947,820 shares with a par value of Baht 5 each, in order to offer to the existing shareholders in proportion to their shareholding.
Allocation ratio	:	Allocation of 175,947,820 shares to offer to the existing shareholders in ratio of 2 existing shares to 1 new share. Any fraction of remaining shares shall be disregarded. The existing shareholders are entitled to subscribe new share in excess of their rights. (as detailed in Allocation method, terms, and relevant conditions)
Offering price	:	Baht 17 per share
Number of allotted shares	:	Not exceeding 175,947,820 shares
Total proceeds (In case all new shares are	:	Approximately Baht 2,991 million (In case all new shares are fully subscribed)
The Company’s plan in case where there is a fraction of shares remaining	:	If there is a fraction of the newly issued ordinary shares resulting from the calculation pursuant to the allocation ratio described above (or from the allocation in excess of their rights), the Company shall disregard such fraction.
Allocation method, terms, and relevant conditions		<p>During the subscription period, the existing shareholders are entitled to subscribe the newly issued shares in excess of their proportionate entitlement (Oversubscription). In this regard, the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The offering of such remaining shares to each shareholder who submit their intention to subscribe ordinary shares in excess of their rights shall be allotted on a pro rata basis based on the shareholding of those existing shareholders who submit their intention to subscribe ordinary shares in excess of their rights. The process would be repeated until there are no remaining shares available or there is no shareholder intended to subscribe the new shares.</p> <p>The allotment of the oversubscribed shares shall be done in accordance with the following principles:</p>

- (1) In case the number of remaining unallotted shares is higher than the number of oversubscribed shares

The Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares.

- (2) In case the number of remaining unallotted shares is lower than the number of oversubscribed shares

(a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholders shall not exceed the number of shares that such oversubscribing shareholders subscribe and make subscription payment for.

(b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in (b) until there are no remaining unallotted shares left.

In any case, the allotment of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49% of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allotment will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law. Moreover, the Company

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	<p>reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.</p> <p>In case there are remaining unallotted shares after the allotment to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in (1) and (2), the Company shall decrease its registered capital.</p>
The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares (Record Date)	: April 28, 2021
Subscription period	: May 19 – 25, 2021
Dilution effect	<p>Control Dilution</p> <p>After the allotment of newly issued ordinary shares, the existing shareholders shall be affected from the control dilution as follows:</p> $\begin{aligned} \text{Control Dilution} &= \frac{\text{The number of newly issued ordinary shares}}{\text{(The number of paid-up capital+ The number of newly issued ordinary shares)}} \\ &= \frac{175,947,820}{(351,895,640+175,947,820)} \\ &= 33.33\% \end{aligned}$ <p>Price Dilution</p> <p>After the allotment of newly-issued ordinary shares, the existing shareholders shall be affected from the price dilution as follows:</p> $\text{Price Dilution} = \frac{\text{(Market price before offering - Market price after offering)}}{\text{Market price before offering}}$ <p>where</p> $P_1 = \frac{\text{The market price after offering which is calculated from } P_1 = (P_0Q_0 + P_{RO}Q_{RO})}{Q_0 + Q_{RO}}$ <p>P_0 = The market price after offering calculated from weighted average market price 15 business days prior to the Board of Directors Meeting dated February 19, 2021 (from January 28, 2021 to February 18, 2021) which is equivalent to Baht 22.35 per share</p>

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	<p> $P_{RO} =$ Offering price of newly- issued ordinary which is equivalent to Baht 17 per share $Q_0 =$ The number of shares prior to the offering of newly-issued ordinary which is equivalent to 351,895,640 shares $Q_{RO} =$ The number of newly-issued ordinary shares offering which is equivalent to 175,947,820 shares $P_1 = [(22.35*351,895,640)+(17.00*175,947,820)] / (351,895,640+175,947,820)$ $= 20.57$ Baht per share Price = $(22.35 - 20.57) / 22.35$ Dilution = 7.98% </p> <p>Earning per Share Dilution</p> <p> Earning per Share Dilution = $(EPS \text{ before RO} - EPS \text{ after RO}) / EPS \text{ before RO}$ EPS before RO = Net profit / Number of paid-up shares before RO $= 883,063,973 / 351,895,640$ $= 2.51$ per share EPS after RO = Net profit / Number of paid-up shares after RO $= 883,063,973 / (351,895,640 + 175,947,820)$ $= 1.67$ per share Earning per Share Dilution = $(2.51 - 1.67) / 2.51$ $= 33.33\%$ </p>
Others Detail	<p>: The Board of Directors and/or the Executive Committee and/or the person (s) entrusted by the Board of Directors or the Executive Committee shall be empowered</p> <p>(1) To consider and determine the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, payment of shares, and conditions necessary and relevant to the allocation and offering.</p>

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	<p>(2) To correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce.</p> <p>(3) To execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand.</p> <p>(4) To take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares.</p>
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Definition of Independent Directors

The company has defined the meaning of “Independent Directors” more strengthen than the criteria set by the Capital Market Supervisory Board Tor.Chor.28/2551 as follows:

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the appointment.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary.
4. Not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the appointment date.
5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the appointment date.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the appointment date.
7. Not being a director who has been appointed as a representative of the company’s director, major shareholder or shareholders who are related to the company’s major shareholder.
8. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company’s business affairs.

List of documentation required to attend the Meeting

1. Individual persons

1.1 Thai individual person

- a) In case attendance in person: Shareholder's Identification Card which has not expired.
- b) In case of appointing proxy: Completed of proxy form and a Copy of Identification Card which has not expired of Shareholder and Identification Card or Passport (in case of foreigner) which has not expired of proxy.

1.2 Foreign individual person

- a) In case attendance in person: Shareholder's Passport which has not expired.
- b) In case of appointing proxy: Completed of proxy form and a Copy of Passport which has not expired of the Shareholder and Identification Card or Passport (in case of foreigner) of proxy which has not expired.

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) which has not expired 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) which has not expired of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) which has not expired of Proxy.

2.2 Foreign juristic person

- a) In case attendance in person:
 - 1. Certified copy of the Company's Affidavit issued, within the past 180 days, by Department of Business Development, Ministry of Commerce.
 - 2. Copy of Identification Card or Passport (in case of foreigner) which has not expired 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) which has not expired of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) which has not expired 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 20, 2021.**
 - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 16, 2021.**
 - 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 8. As for Proxy Form A and Form C, the shareholders can download from the Company's website.**

**Articles of Association
of
Asia Sermkij Leasing Public Company Limited**

Clause related with Shareholders' Meeting

- 13 The board of directors shall call a shareholders' meeting, which is an annual general meeting of shareholders, within four months from the end of the fiscal year of the Company.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. The above retired directors may be re-elected.

- 14 A director shall be entitled to receive remuneration from the Company in the form of salary, reward, meeting allowance, commission, bonus or benefits in other forms as per the articles of association or as approved by shareholders' meetings, which may prescribe the exact amount or the criteria to be set from time to time or to take effect until prescribed otherwise, as well as other allowance and welfare as per the regulations of the Company.

The provisions of the first paragraph of this article shall not affect rights of the Company's staff or employees elected as directors to receive remuneration and benefits as the Company's staff or employee.

- 25 The board of directors shall call a shareholders' meeting, which is an annual general meeting of shareholders, within four months from the end of the fiscal year of the Company.

Shareholders' meetings, other than the one above-mentioned, shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting of shareholders any time the board of directors considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall call for a shareholders' meeting to be held within one month of the date of receipt of such request from the said shareholders.

- 26 In calling a shareholders' meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time and agenda of the meeting, as well as the matters to be proposed to the meeting with reasonable details by indicating clearly whether the matter proposed is as information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders at least seven days prior to the date of the meeting. The notice calling for the meeting shall also have been published for three consecutive days in a newspaper at least three days prior to the date of the meeting.

The shareholders' meeting shall be held at the head office of the Company or any other province in Thailand.

- 27 In the shareholders' meeting, a shareholder may authorize any other person as a proxy to attend and vote at the meeting on his or her behalf by submitting a proxy to the chairman of the board or the person designated by the chairman of the board prior to the proxy attending the meeting.

The power of attorney shall be dated and signed by the grantor in the form prescribed by the Registrar.

- 28 In order to constitute a quorum, the shareholders and proxies (if any) attending a shareholders' meeting shall not be fewer than twenty-five persons and not less than a half of the total number of shareholders and in either case such shareholders shall hold shares amounting to at least one-third of the total number of shares sold of the Company.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders at least seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

- 29 One share shall have one vote.

The voting shall be conducted openly, except in the case where five or more shareholders request and the meeting passes a resolution for secret voting. The procedure for secret voting shall be as prescribed by chairman of the meeting.

- 30 A resolution of a shareholders' meeting shall require:

- a. in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In the case of a tie vote, the chairman of the meeting shall have the casting vote;
- b. in the following events, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - i. the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - ii. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - iii. the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - iv. the amendment of the memorandum of association or the articles of association;
 - v. the increase or decrease of the Company's capital or the issuance of debentures;

- vi. the amalgamation or dissolution of the Company; and
- vii. other issues as stipulated by laws.

31 Business carried out in an annual general meeting shall be to:

- (i) consider reports presented by the board of directors on the Company's operation results over the past year;
- (ii) consider and approve a balance sheet and a statement of profit and loss over the past fiscal year;
- (iii) consider allocation of profit and reserve fund;
- (iv) elect directors to replace those vacating their office and fix remuneration;
- (v) appoint an auditor and fix remuneration; and
- (vi) undertake other business.

38 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Unless otherwise specified by the articles of association regarding preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

Payment of dividends shall be approved by a shareholders' meeting.

The board of directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the Company justify such payment and report the same to the shareholders at the next shareholders' meeting.

Payment of dividends shall be made within one month of the date of the resolution of the shareholders' meeting or of the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper. Interest shall not be charged upon the Company if dividends are paid within the period prescribed by law.

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

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

เลขทะเบียนผู้ถือหุ้น
 Shareholder registration number

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

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว
 Anyone of these persons

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

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

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

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญ
 ประจำปีผู้ถือหุ้น ครั้งที่ 37/2564) (Details of members of the Independent Directors of the Company
 are specified in Enclosure 3 of the Invitation to the Annual General Meeting of Shareholders No.
 37/2021)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 37/2564 ในวันที่ 20 เมษายน 2564 เวลา 15.00 ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทรซิตีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 37/2021 on April 20, 2021 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

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

วาระที่ 1
Agenda 1 **พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 36/2563 ซึ่งประชุมเมื่อวันที่ 7 สิงหาคม 2563**
To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 36/2020 held on August 7, 2020.

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2
Agenda 2 **พิจารณารับรองรายงานประจำปี 2563 ของคณะกรรมการบริษัท**
To consider acknowledging the annual report of the Board of Directors for the year 2020.
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3
Agenda 3 **พิจารณาอนุมัติงบการเงินและรายงานของผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2563 ซึ่งได้ผ่านการพิจารณาสอบทานจากคณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต**
To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2020, which have been reviewed by the Audit Committee and audited by the certified auditor.

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4
Agenda 4 **พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2563**
To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2020.

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระให้กลับเข้าดำรงตำแหน่งใหม่

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

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

ก. เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. นายอิง สุข เชน

Mr. Shen, Ying-Hui

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

2. นายเลี้ยว อิง จื่อ

Mr. Liao, Ying-Chih

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

3. นายประดิษฐ์ ศวัสตนานนท์

Mr. Pradit Sawattananond

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

4. นางสาวปรีญา กวระคุปต์

Mrs. Supriya Kuandachakupt

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทประจำปี 2564

To consider approving the remuneration of directors for the year 2021.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2564

To consider approving the appointment of the certified auditors and the auditing fees for the year 2021.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8
Agenda 8

พิจารณาอนุมัติลดทุนจดทะเบียนของบริษัทจำนวน 21,800 บาท จากทุนจดทะเบียนเดิมจำนวน 1,759,500,000 บาท เป็นทุนจดทะเบียนจำนวน 1,759,478,200 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่าย จำนวน 4,360 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 5 บาท ซึ่งเป็นหุ้นส่วนที่เหลือจากการออกหุ้นเพื่อรองรับการจ่ายเงินปันผลเป็นหุ้น ในปี 2557

To consider approving the reduction of the registered capital of the Company by Baht 21,800 (Twenty one thousand and eight hundred) from the existing registered capital of Baht 1,759,500,000 (One thousand seven hundred fifty nine million and five hundred thousand) to the registered capital of Baht 1,759,478,200 (One thousand seven hundred fifty nine million four hundred seventy eight thousand and two hundred) by deducting 4,360 (Four thousand three hundred and sixty) unsubscribed shares left from stock dividend in 2014, with par value of Baht 5 each.

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this ProxyForm B. provided.

ใบต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

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

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 37/2564 ในวันที่ 20 เมษายน 2564 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสา
ธราชิตีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Annual General Meeting of Shareholders No. 37/2021 on April 20, 2021 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City
Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

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

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

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

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

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

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

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

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

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง พิจารณานุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระ

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

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

The Venue for the Annual General Meeting of Shareholders No. 37/2021

Asia Sermkij Leasing Public Company Limited

April 20, 2021, at 3.00 P.M., Grand Hall, The Bangkok Club, Sathorn City Tower,

28 Floor, 175 South Sathorn Road, Bangkok 10120

Tel: 02-679 5550 Fax: 02-285 1998

