



**Asia Sermkij Leasing Public Company Limited**

**Invitation Letter to Annual General Meeting of Shareholders No. 38/2022**

**April 21, 2022 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. 2022/08

Date : March 21, 2022

Subject : Invitation to the Annual General Meeting of Shareholders No. 38/2022

To : Shareholders

Enclosure:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 37/2021 held on April 20, 2021
2. The annual report (56-1 One Report) of the Board of Directors for the year 2021 with the audited financial statements and the Independent Auditor's Report as at December 31, 2021 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. Definition of independent directors
5. List of documentation required to attend the Meeting
6. Articles of Association relating to Shareholders' Meeting
7. Proxy Forms (Form B)
8. The Venue for the Annual General Meeting of Shareholders No. 38/2022
9. Registration Form

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "Company") No. 2/2022 held on February 18, 2022 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 38/2022 on April 21, 2022 at 3:00 p.m., at Grand Hall, The Bangkok Club 28<sup>th</sup> 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. 37/2021 held on April 20, 2021.**

**Fact and reason**

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 37/2021 held on April 20, 2021 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. 37/2021 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. 37/2021 held on April 20, 2021 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders' Meeting for certification.

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

**Agenda 2. To consider acknowledging the annual report of the Board of Directors for the year 2021.**

**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 2021 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 2021 should be proposed to the Shareholders' Meeting for acknowledgement.

**Remark: No resolution is required since this agendum is to inform the Meeting.**

**Agenda 3. To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2021, 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, 2021, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2021 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, 2021, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the Shareholders' Meeting for approval.

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

**Agenda 4. To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2021.**

**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, 2021 - December 31, 2021 profit for the year of **1,202,804,017** Baht. The Company proposes the appropriation of annual net profit for the year 2021 as follows:

1. Allocate 5 percent of net profit of the Company for the year 2021 ended December 31, 2021 in the amount of Baht **52,229,552** to be legal reserve of the Company.
2. Dividend payment from year 2021 operating result at the rate equivalent to Baht **1.14** per share in the total amount of Baht **601,741,544** in the forms of cash dividend. The payout ratio is **50.03%** 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 4, 2022 to determine the shareholders right to receive dividends. The dividend payment date shall be made on May 6, 2022. The company paid corporate income tax at 20% in year 2021.

**Comparison of Dividend Payment for year 2022 and 2021**

<b>Dividend Payment Detail</b>	<b>2022</b>	<b>2021</b>
1. Net Profit (Consolidated)	1,202,804,017 Baht (Year 2021 performance)	883,063,973 Baht (Year 2020 performance)
2. No. of Shares	527,843,460 shares	351,895,640 shares
3. Dividend Payment per Share	<b><u>1.14 Baht</u></b>	<b><u>1.70 Baht</u></b>
4. Total Dividend Paid	601,741,544 Baht	598,222,588 Baht
5. Dividend Payout Ratio	50.03%	67.74%

**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. Yang, Tze-Ting    | Chairman of the Board of Directors |
| 2. Mr. Tang, Lai-Wang    | Director                           |
| 3. Mr. Anant Svattananon | Independent Director               |
| 4. Mr. Kasem Akanesuwan  | Independent Director               |

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

**Criteria for selection of Directors**

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was selected to be a director in the structure, board diversity policy such gender, nationality (the Company'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 November 24, 2021 – December 31, 2021. 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. Anant Svattananon, as an Independent Director who has been appointed for 17 years and 20 years continuously provided that he is reelected for another term, and Mr. Kasem Akanesuwan 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. Anant Svattananon and Mr. Kasem Akanesuwan can provide opinion independently and in accordance with the related regulation.

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

**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 6. To consider approving the remuneration of directors for the year 2022.**

**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 2022 be proposed to the shareholders' meeting for approval as follows:

**Comparison of the remuneration of directors for year 2022 and 2021**

Unit: Baht

Position	2022			2021		
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2021 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Bonus (Y2020 performance)
1. Chairman of the Board of Directors	50,000	-	-	40,000	-	-
2. Chairman of the Audit Committee/ Independent Director	50,000	10,000	400,000	40,000	10,000	320,000
1. Audit Committee Member/ Independent Director/ Non-Executive Director	37,500	10,000	300,000	30,000	10,000	240,000
4. Other Director	25,000	-	-	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 2022 should be proposed to the Meeting of Shareholders for approval as follows:

Unit: Baht

Position	2022		
	Monthly Fixed Remuneration (per month)	Meeting Allowance (per meeting)	Bonus (Y2021 performance)
1.Chairman of the Board of Directors	50,000	-	-
2.Chairman of the Audit Committee/ Independent Director	50,000	10,000	400,000
3.Audit Committee Member/ Independent Director/ Non-Executive Director	37,500	10,000	300,000
4.Other Director	25,000	-	-

**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 2022.**

**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. Manee Rattanabunnakit Certified Public Accountant (Thailand) No.5313 and/or
3. 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, 2022. 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 3 year. Mrs. Poonnard Paچارoen has audited the financial statements of the Company for 2 years. Ms. Manee Rattanabunnakit has been proposed as the Company's auditors for 5 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, 2022 for an amount of not more than Baht 2,040,000.

**Comparison of Auditing Fees for year 2022 and 2021**

**Unit : Baht**

	<b>2022</b>	<b>2021</b>	<b>Difference</b>	<b>% Change</b>
Auditing Fee for financial statements	2,040,000	1,790,000	250,000	13.97
Fee from other services	-	200,000	(200,000)	(100.00)
<b>Total</b>	<b>2,040,000</b>	<b>1,990,000</b>	<b>50,000</b>	<b>2.51</b>

During the last fiscal year, the Company paid other additional expense relating to auditing service totaling Baht 22,676. Fee from other service is the fee for specified audit procedures performed for consolidation purpose of the parent company of the group. This fee is already included in the auditing fee in 2022.

**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 2022 described above 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 8. Other business (if any)**



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

**Remark:** To facilitate the completion of the attendee registration, please submit to the Meeting the applicable documents pursuant to the list of documentation required to attend the meeting, enclosed herein, as Enclosure 5, with this invitation letter.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Tze Ting Yang', written in a cursive style.

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

**(Translation)**  
**Minutes of the Annual General Meeting of Shareholders No. 37/2021**  
**of**  
**Asia Sermkij Leasing Public Company Limited (“Company”)**

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**Time and Place**

The Meeting was held on April 20, 2021 at 3:00 p.m., at Grand Hall, The Bangkok Club, 28<sup>th</sup> 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. Chen, Fong-Long       | Director  |
| 3. Mr. Liao, Ying-Chih       | Director  |
| 4. Mr. Chen, Jui-Hsin        | Director  |
| 5. Mr. Tientavee Saraton     | Director  |
| 6. Mrs. Patima Chavalit      | Independent Director  |
| 7. Dr. Supriya Kuandachakupt | Member of the Audit Committee / Independent Director                              |
| 8. Mr. Kasem Akanesuwan      | Member of the Audit Committee / Independent Director                              |
| 9. Mr. Anant Svattananon     | Member of the Audit Committee / Independent Director                              |

**Attending Directors at the Meeting room**

- |                             |   |
|-----------------------------|---|
| 1. Mr. Pradit Sawattananond | Chairman of the Audit Committee / Independent Director                                  |
| 2. Mr. Tang, Lai-Wang       | Director / Managing Director / Chairman of the Risk Management Committee                |
| 3. Mr. Shen, Ying-Hui       | Director / Acting General Manager of Bangkok Grand Pacific Lease Public Company Limited |

**Total 12 directors attended the meeting, or 100 percent of total 12 directors of the Company.**

**Attending Management at the Meeting room**

- |                              |   |
|------------------------------|---|
| 1. Mr. Danai Lapaviwat       | Chief Financial Officer / Company Secretary / Board of Director Secretary |
| 2. Mr. Sarayuth Chaisawadi   | Chief Information Officer / Acting Chief Administrative Officer           |
| 3. Mr. Kitisak Leelaharat    | Chief Credit Officer  |
| 4. Mr. Anurit Wongudom       | Chief Marketing Officer   |
| 5. Mr. Patrapol Kangwalsakul | Chief Legal Officer   |

**Attending Auditors at the Meeting room**

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

**Attending Independent Legal Advisors at the Meeting room**

- |                            |                              |                 |
|----------------------------|------------------------------|-----------------|
| 1. Mrs. Sawita Suwansawat  | MSC International Law Office | Company Limited |
| 2. Mr. Atis Kantakamalakul | MSC International Law Office | Company Limited |
| 3. Mr. Sirikorn Phakkahn   | MSC International Law Office | Company Limited |

**Attending the Share Subscription Agent at the Meeting room**

- |                           |  |
|---------------------------|--|
| 1. Ms. Kritsapon Khunchan | I V Global Securities Public Company Limited |
|---------------------------|--|

**Independent Vote Teller**

1. Inventech Systems (Thailand) Company Limited

**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, 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 meter 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 will therefor arrange a question-and-answer session in the Meeting and will record the minutes of the Meeting with respect to questions and answers.

The Independent Legal Advisor further clarified that The Company would like to request cooperation from the shareholders who are desirous to attend the 2021 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.

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. Howbeit, 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, the Chairman of the Board of Directors, act as the chairman of the meeting welcomed the shareholders and attendees, and delegated Mr. Pradit Sawattananond, the Chairman of

the Audit Committee to act as the Chairman of the meeting (“**Chairman**”) to conduct the Meeting in Thai.

The Chairman informed the Meeting at the opening time that there were 37 shareholders present in person at the Meeting, holding the aggregation of 3,027,946 shares, and 83 shareholders were present by proxy, holding the aggregation of 199,471,556 shares. The total number of shareholders attending the meeting in person and present by proxy were 120 shareholders, holding the aggregation of 202,499,502 shares, constituting 57.5453 percent of total issued shares sold as there were shareholders attending the meeting not less than twenty-five persons and more than 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, the Share Subscription Agent, 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.37/2021 during October 8, 2020 to December 31, 2020. 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 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

**Enclosure 2**  
**Supporting Document for Agenda 1**

- 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 first collect the ballots from the shareholders who vote for disapproving or abstain from voting. The shareholders' approval ballots will be collected thereafter, except for the shareholders who are not given out the ballots as they already cast their votes in advance.
- 2.10 In the casting of the vote in each agenda item, the Company will not calculate the vote from any shareholder who has a vested interest in such relevant agenda item.
- 2.11 Before the casting of the vote in each agenda item, the Company will give an opportunity for the attending shareholders to interrogate questions in the relevant issues in such agenda item as considered appropriate. The shareholders or proxies who would like to interrogate questions are requested to 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, the Chairman declared the opening of the Meeting to consider the following agenda items.

**Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 36/2020 held on August 7, 2020**

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. 36/2020 held on August 7, 2020 (“**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.

**Enclosure 2**  
**Supporting Document for Agenda 1**

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

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders No. 36/2020 held on August 7, 2020, with the vote results as follows.

<b>Result</b>	<b>Vote (amount)</b>	<b>Percent</b>
Approved	228,418,411	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	228,418,411	-

**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 2020.**

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 2020 was enclosed together with the invitation letter to the Meeting.

The Chairman reported to the Meeting a summary of the operating results for year 2020 as follows:

**ECONOMY & INDUSTRY IN 2020**

In 2020, Thailand economic was hit by the Corona Virus 19 (COVID-19). The economic ended up with a GDP dramatically fell by -6.1 percent, the most since 1998 Asian financial crisis which decreasing from growth of 2.4 percent in 2019. This contract was from all sectors led by the tourist industry that the number of foreign tourists was slumped from 39.8 million in 2019 to 6.6 million in 2020. The private consumption was dropped 1.0 percent from the lock down in Q1 and Q2. The private investment was fell 8.4 percent, meanwhile, the household debt still maintained at the high level. The export was decreased 19.4 percent from the COVID-19. However, the only engine that drove the economic was the public investment which expand 5.7 percent.

In order to stimulate the consumption and to reduce risk from both internal and external in the future, the Bank of Thailand has cut the monetary policy twice in February 2020 and May 2020 from 1.0 percent to 0.50 percent which is the lowest in the history.

For the automobile industry, the total domestic new car sales in 2020 were 792,146 units decreased 21.38 percent from 1,007,552 units in 2019 due to the economic slowdown and less confidence in economic from the pandemic.

In 2020, the Company had supported the Bank of Thailand (BOT) policy to assist the customers who were affected by the COVID-19 through the BOT customer relief program such as moratorium, re-scheduling and re-structuring program.

### **PERFORMANCE IN 2020**

On a consolidated basis, as of December 31, 2020, the Company recorded the total assets of Baht 44,930.66 million, increasing 7.45 percent from Baht 41,815.01 million at the end of year 2019 due to the portfolio growth from hire-purchase business. The total disbursement in 2020 was Baht 20,367.86 million, decreasing 10.01 percent from Baht 22,632.76 million in 2019.

The total liabilities as of December 31, 2020 were Baht 39,262.97 million, increasing 7.89 percent from Baht 36,391.05 million at the end of 2019 to support the portfolio growth. The shareholders' equity as of December 31, 2020 was Baht 5,667.69 million increasing 4.49 percent from Baht 5,423.96 million at the end of 2019 resulting from the Company's profit increase. The Company has the paid-up capital at Baht 1,759.48 million with the retained earnings of Baht 3,191.01 million.

The total revenues in 2020 amounted to Baht 3,595.61 million, increasing 7.46 percent from Baht 3,345.86 million in 2019 resulting from the continuing growth of portfolio. The financial costs in 2020 amounted to Baht 929.65 million, increasing 8.26 percent from Baht 858.72 million in 2019 due to the expanding of portfolio. The total operating expenses in 2020 amounted to Baht 1,545.39 million increasing 9.48 percent from Baht 1,411.58 million in 2019 mainly due to increase in selling and administrative expenses. Consequently, the total profit for the year 2020 was recorded at Baht 883.06 million, increasing 1.56 percent from Baht 869.53 million in 2019.

The total portfolio before deduction the Expected Credit Loss in 2020 amounted to Baht 44,489.77 million, increasing 7.72 percent from Baht 41,299.84 million in 2019 due to the growth of hire-purchase business volume. The NPLs ratio at the end of 2020 was at 2.87 percent of the total portfolio decreased from 3.54 percent in 2019 reflecting the improve of the quality of portfolio. The allowance for expected credit losses to NPLs ratio stood at 81.04 percent at the end of 2020 increased from 67.91 percent 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 assess ability of the management for the confidence and long-term benefits to all shareholders, investors, society, and environment.

The Company engaged in the social activities to provide scholarships to students. In 2020, the Company received 98.00 score from the AGM Assessment Program of Listed Companies organized by the "Securities and Exchange Commission" in conjunction with the "Thai Investors Association". In addition, the Company received the announcement of the "Very Good" status from the last 9 years for the Corporate Governance Report of Thai Listed Companies 2020 published by the "Thai Institute of Directors Association". Additionally, the Company received the Re-Certification of membership of Thailand's Private Sector Collective Action Coalition against Corruption (CAC) from the Thailand's Private Sector Collective Action Coalition against Corruption Council in September 2020.

The Chairman then delegated Mr. Tang, Lai-Wang, Managing Director ("**Managing Director**") reported to the Meeting the Company operation direction and strategy for 2021.

Managing Director reports operational directions and strategies for 2021 as follows:

#### **The Company operation direction and strategy for 2021.**

Due to COVID-19 outbreak in 2020, the Company's new disbursement was affected, especially in the second and third quarters of last year. The new disbursement amount for the 2020 was approximately 20 billion, contract 10 percent compared with 2019. However, in the fourth quarter, the

business returned to normal, as a result total portfolio increased by 7.7 percent and net profit increased by 1.6 percent.

For the year 2021, the Company is aiming to continue the growth higher by 30 percent comparing to 2020 and seizing opportunities from the economic recovery to achieve the goals. The company has the main strategies as follows;

1. Expanding of Truck Market.

The Company is one of the leaders in the new truck financing market and still aim to expand the truck loan market, penetrating truck market through 17 brunches, by expanding to a more diverse group of trucks such as small trucks, Second hand truck. Currently, trucks account for approximately 65 percent of portfolio. At present, the Company has a market share at 20 percent and aims to increase its market share to 25 percent.

2. Growth of Subsidiary: Bangkok Grand Pacific Lease Public Company Limited (“BGPL”)

BGPL aim to grow by expanding their products to the industries that are both high potential and unaffected by COVID-19, including:

- Food industry
- Plastic and Packaging industry
- Construction industry, which has opportunities from mega government projects
- Medical industry, the growth of the medical industry from the trend of health and beauty care
- Green Energy Industry, subsidiary will expand green energy credits with a growing and promotion basis, including loans for solar power generation.

3. Revenue from insurance brokerage business ( subsidiary) : SK Insurance Broker Company Limited (“SKIB”)

SKIB has been granted a life and non-life insurance brokerage license. The insurance brokerage revenues will grow by more than 40 percent with the growth of new lending.

Lastly, the capital restructuring of the Company. The company has proposed to increase capital this year with the hope that it will receive kindly support from all shareholders.

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 2020 of the Company.

The Chairman asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item.

The questions and opinions of the shareholders regarding this agenda item are as follows:

Mr. Pipat Chunsirisap, Shareholder	Requested information on the Company’s new lending target of Baht 27,000 million.
Mr. Anurit Wongudom, Chief Marketing Officer Managing Director	Clarified that the amount of credit that the Company will release in 2021 will be approximately Baht 27,000 million, divided into loans of Bangkok Grand Pacific Lease Public Company Limited ("BGPL"), responsible for approximately Baht 7,000 million and of the Company for approximately Baht 19,000 million. The majority of them are truck loans, with the remainder being auto loans, including both old cars and new cars, car pledge loans in both transfer of registration book and non-transfer the registration book, and car loans for passenger transport vehicles such as taxis, mini buses, which there aren’t many.



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Managing Director	Clarified that the company has set a new credit target of Baht 27,000 million, a 30 percent increase over the year 2020. The company's primary focus will be on new truck loans. By 2020, the company has a 20 percent market share in the truck market, with the goal of increasing the market share to 25 percent. In addition, the company has a new product, including a truck registration pledge which will generate more returns for the company. For BGPL, despite the effects of COVID-19 in a number of industries such as the tourism industry. However, there are industries that are not affected by COVID-19, such as the food industry and construction industry. For this reason, BGPL has potential to grow more.
Mr. Shen, Ying-Hui, Acting General Manager of Bangkok Grand Pacific Lease Public Company Limited	Clarified that, in 2020, BGPL has a growth rate of approximately 13 percent. There are many industries still growing, such as the food industry, electrical appliance industry construction industry, especially for road construction, solar industry. In 2021, BGPL intends to expand by 40 percent, with a focus on the solar industry, food industry, and electrical appliance industry
Mr. Patiphan Treewittayakorn, Shareholder	Inquired about the debt-to-equity ratio and how many ratios of debt-to-equity the company thought were appropriate, as well as how the company plans to expand its branches.
Company Secretary	Clarified that The company's debt to equity ratio is approximately 6.93 times as of the end of 2020. The Company is of the view that the suitable debt to equity ratio of the company should be approximately 5 times.
Mr. Anurit Wongudom, Chief Marketing Officer	Clarified that for the Company's branches. It is expected that no branches will be increased this year, despite the fact that 2 branches were increased in 2020, in Chonburi Province and Songkhla Province.
Managing Director	Further clarified that the business, the 2 branches established in the last year, has now begun and the Company anticipates that these 2 new branches will help the company grow. As for the tendency to expand more branches, it is a possible. However, in 2021, the company will operate from 17 existing branch and the company will consider expanding additional branches in the year 2022.
Chairman	Further clarified that In contrast to other industries, which can expand branches with less space and people, the Company's branch expansion is a major expansion that requires a lot of money to operate.
Mr. Parinya Thienworn, Shareholder	Inquired whether the BOT raised the interest rate ceiling. How does it affect the company and does it have a lower profit or not?
Managing Director	Clarified that there is no impact on the company.
Mr. Sarun Jesadarakkul, Shareholder	Requested the detail of Increased provisioning in 2020 due to the impact of COVID-19 and management overlay.

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Company Secretary	Clarify that if considered a ratio, it will be found that the ratio does not increase. In 2020, the Company has set aside about 2.32 percent while in 2019 the company has set aside about 2.33 percent. The increase was due to a growing portfolio of about 8 percent.
Mr. Sarun Jesadarakkul, Shareholder	Inquired which NPLs of the Company are debtor groups and what are their trends.
Mr. Pattrapol Kangwalsakul, Chief Legal Officer	Clarified that most of the NPLs were at truck loans at 6 percent, with a downward trend. This is due to the speedy management, that is, the process of prosecution faster which resulting in getting money back faster.
Mr. Sarun Jesadarakkul, Shareholder	Inquired about how TFRS9 accounting standards affect the Company's operating results.
Chairman	Clarified that all companies listed on the Stock Exchange of Thailand in our industry already used TFRS9 accounting standard. For our company, it has a positive impact, for example, considering NPLs in 2019, the company had NPLs about 3.43 percent, but in 2020, NPLs dropped to 2.87 percent. In terms of provisioning in 2019, the company has set aside about 2.33 percent, but in 2020, the company reserve has decreased to 2.32 percent. For ECL in 2019, it was about 2.36 percent, but in 2020 the ECL dropped to 2.13 percent, thus, it signs a better trend.
Mr. Sarun Jesadarakkul, Shareholder	Requested the detail of the interest rates of loans from related parties.
Company Secretary	Clarified that the interest rates of loans from related parties is approximately 3 - 3.25 percent per annum.
Mr. Weeraphan Pulket Shareholder	Inquired if the Company's administrative expenses are compared to competitors in a similar business. It was discovered that the company's administrative expenses were slightly higher than those of competitors. Does the board of director compare administrative expenses of the company with competitors? And can the company reduce administrative expenses in this part?
Managing Director	Clarified that the Company's administrative costs are significantly higher than those of its competitors. This is due to the fact that the Company has many employees who are experienced workers and have been with the company for a long time. The Company also acknowledges that such administrative expenses are the weaknesses of the Company, but the Company plans to reduce such expenses by considering not hiring new employees.
Chairman	Clarified that for a competitor that is a subsidiary of the Bank, it will have an advantage to the Company as a bank branch can be used, they can save many administrative costs. Besides, they can do cross selling by bank employees
Mr. Parinya Thienworn, Shareholder	Inquired that according to the financial statements page 83, bad debts or doubtful accounts for the year 2020 are not shown in the 2020 statement of financial position. How much will be quoted in the year 2021?

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Mr. Wijit Buasri, Auditor	Clarified that in the year 2019, according to the original accounting standard, it was named Bad Debt or Doubtful Accounts. However, in 2020, according to TFRS9, it is named expected credit losses and asset impairment postponement of sales. This change does not affect the Company; it is just a change of name only. The company has recorded complete information in the statements of financial position for both 2 years.
Mr. Pisan Jiamaneetaweesin, Shareholder	Inquired that in the case the Company had a temporary suspension of debt of Baht 6,261 million and a preventive debt restructuring of Baht 6,781 million. Has there been a normal debt repayment yet and what is the normal rate of payment?
Mr. Patrapol Kangwalsakul, Chief Legal Officer	Clarified that by the end of 2020, approximately 90 percent of customers returned to pay their debts as usual, approximately 8 percent of customers pay late, but still within the due month, and approximately 2 percent of customers pay late across the due month, which tends to be NPLs.
Mr. Sathaporn Kotheeranurak, Shareholder	Asked that due to the adoption of TFRS16 accounting standard, what is a significant impact on the 2020 statement of financial position?
Mr. Wijit Buasri, Auditor	Clarified that from the adoption of TFRS16 accounting standard in the matter of lease. Considering the impact of the company, it was found that the company had very little rental. There is only a lease on the head office location. While the branches of the company are owned by the company. Therefore, the adoption of the TFRS 16 accounting standard does not affect any material aspects. The numbers that affect is only about Baht 60-70 million.
Mr. Sathaporn Kotheeranurak, Shareholder	Requested explanation of what a credit loss allowance is and how to obtain it. Second, in the event that there is any relief from the BOT, the Federation of Accounting Professions, how much will this affect the company?
Mr. Wijit Buasri, Auditor	Clarified that according to the TFRS9 accounting standard, it mainly affects NPLs in which calculations. The company formerly used past experience to calculate. But when the TFRS9 accounting standard is applied, it must be interpreted according to the standard, information, methods and factors must be used. In which Key Audit Matter said the overview of the calculation by the former method used by the company with the TFRS9 accounting standard is different in the non-material part, so it does not affect the financial statements of the company in significant.
Chairman	Further clarified that when comparing 2020 and 2021, in 2020, the company set up ECL approximately Baht 973 million, but in 2021, ECL dropped to Baht 946 million, or if the ratio is considered, it was 2.36 percent in 2020 and is 2.13 percent in 2021 which indicates that it has improved in line with NPLs of the Company in 2020, which is 3.34 percent, and NPLs in 2021, which is 2.87 percent. The reasons for the improvement are due to 2 factors: (1) good debt management in the past year, and (2) the measures of the BOT

announcing relief to debtors, all financial institutions, therefore, must comply with the measures of the BOT.

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

**Resolution**

The Meeting resolved to acknowledge the annual report for the year 2020 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, 2020, 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, 2020, which have been reviewed by the Audit Committee and audited by the certified auditor, were set out in the annual report for the year 2020 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, 2020, which were reviewed by the Audit Committee and audited by the certified auditor, should be proposed to the Meeting for approval.

The Chairman asked the Meeting whether any shareholders would like to interrogate question or render opinion concerning this agenda item.

The questions and opinions of the shareholders regarding this agenda item are as follows:

Mr. Basant Kumar Dugar, Shareholder	Expressed his appreciation on the Company's operations and the Company's current shareholders' equity ratio, and further inquired whether the company could organize a road show in both Virtual, Hybrid and Physical.
Managing Director	Clarified that the Company was unable to organize a road show last year due to the COVID-19. However, the Company has contacted investors and funds at least once a quarter and thanked the shareholders for their advice, which will be taken into account further.
Mr. Basant Kumar Dugar, Shareholder Chairman	Inquired that whether the Company has the option of borrowing money from an interbank or the money market. Clarified that in the event of low interest rates, the Company had borrowed from interbank. However, because borrowing from Interbank is a short-term loan, the Company must also source loans from other sources in order to have a long-term loan source that lasts longer than one year.
Company Secretary	Clarified that the Company has approximately 35 percent of its short-term loans borrowed from the money market and approximately 65 percent of its long-term loans borrowed from the money market. The

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Chairman	Company aims to increase its long- term borrowings to approximately 75 percent of its total debt. Further clarified that the Company has a credit rating of BBB +, which gives the bank confidence in lending money to the Company. However, borrowing for short-term money requires a number of factors.
Managing Director	Further clarified that the Company considered that the Company would not borrow too much of the short term. This is due to the need to maintain the capital structure. By the end of this year, the company will consider borrowing more long-term loans.
Mr. Basant Kumar Dugar, Shareholder Company Secretary	Inquired, based on the Company’s current income and profit, how long will it take for it to have a positive operating cash flow? Clarified that if the Company's portfolio continues to grow, net operating cashflow will always be negative.
Mr. Basant Kumar Dugar, Shareholder	Requested the ratio between International Factoring and Domestic Factoring
Mr. Shen, Ying-Hui, Acting General Manager of Bangkok Grand Pacific Lease Public Company Limited Chairman	Clarified that the Company provides factoring service only for existing customers. The Company has requested more collateral from customers to prevent risks. However, the Company has no plan to stop the factoring service. Further clarified that the revenue that the Company receives from the factoring service is minimal, approximately less than 10 percent of the Company's total revenue. Currently, the Company considers direct loan customers, which yields better returns than factoring service, resulting in factoring services accounted for less than 5 percent.
Mr. Basant Kumar Dugar, Shareholder Managing Director	Inquired that can the Company use Credit Insurance to increase the company's income? Clarified that the Company does not yet provide Credit Insurance service for customers. However, Credit Insurance is similar to the factoring service. At present, the Company rarely provides services in International Factoring because of the high risk.

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the 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 with the voting results as follows:

<b>Result</b>	<b>Vote (amount)</b>	<b>Percent</b>
Approved	228,423,034	100.0000
Disapproved	0	0.0000
Abstained	0	-

<b>Result</b>	<b>Vote (amount)</b>	<b>Percent</b>
Invalid Ballot	0	-
Total	228,423,034	-

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

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

The Secretary informed the Meeting that according to Article 116 the Public Limited Companies Act B.E. 2535 and Clause 38 of the Company's Articles of Association, if the Company has no accumulated loss, it may distribute a dividend by taking into consideration the Company's dividend policy at 40 percent - 70 percent of the annual net profit. Also, the allocation of not less than 5 percent of the annual net profit, less the accumulated loss brought forward (if any), to a legal reserve fund shall be made until the fund attains an amount of not less than 10 percent of the registered capital.

For the Company and its subsidiary's operating result from January 1, 2020 – December 31, 2020 profit for the year of Baht 883,063,973. 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 percent 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 percent in year 2020

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

The Chairman, therefore, proposed the Meeting to consider and approve the matter.  
The Meeting considered and the resolution was a follow:

**Resolution**

The Meeting resolved to approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2020 with the voting results as follows:

<b>Result</b>	<b>Vote (amount)</b>	<b>Percent</b>
Approved	228,423,034	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	228,423,034	-

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

**Agenda 5 To consider approving the re-appointment of the directors who are going to vacate the office upon the expiration of their term**

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

The profiles of the directors proposed to serve the new positions are published in Enclosure 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.

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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' 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.

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.

The Chairman asked whether any shareholders would like to interrogate question or render opinion concerning this agenda item.

The questions and opinions concerning this agenda item were as follows:

Ms. Suparat Deisilrak, Representative from the Thai Investors Association	Inquired whether the independent director who completed his term at this meeting had held the position for more than 9 years. Why does the company not recruit other people who have never held such positions in place of the directors who have completed their terms in order to ensure transparency in the audit?
Independent Legal Advisor	Clarified that in the event that the independent director held the position for more than 9 years. In accordance with the announcement of the Securities and Exchange Commission (SEC) and related rules, a practice guideline is defined as being the consideration of the Board of Directors. In this case, if the Board of Directors considers that such independent director can still express his or her opinions independently and that the independent director's work experience benefits the company. The Company can then propose that an independent director who has been on the board of directors for more than 9 years be reappointed.
Mr. Basant Kumar Dugar, Shareholder	Inquired that are there any directors on the board of directors representing the major shareholders?



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Managing Director Clarified that himself (Mr. Tang, Lai-Wang) and Mr. Shen, Ying-Hui represent the CHAILEASE Group.

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the 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:

<b>Agenda 5.1</b>	<b>Mr. Shen, Ying-Hui</b>	<b>Director</b>	
<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>	
Approved	228,105,534	99.8610	
Disapproved	317,500	0.1389	
Abstained	0	-	
Invalid Ballot	0	-	
Total	228,423,034	-	

<b>Agenda 5.2</b>	<b>Mr. Liao, Ying-Chih</b>	<b>Director</b>	
<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>	
Approved	228,105,534	99.8610	
Disapproved	317,500	0.1389	
Abstained	0	-	
Invalid Ballot	0	-	
Total	228,423,034	-	

<b>Agenda 5.3</b>	<b>Mr. Pradit Sawattananond</b>	<b>Independent Director</b>	
<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>	
Approved	226,728,032	99.2978	
Disapproved	1,603,202	0.7021	
Abstained	0	-	
Invalid Ballot	0	-	
Total	228,331,234	-	

<b>Agenda 5.4</b>	<b>Mrs. Supriya Kuandachakupt</b>	<b>Independent Director</b>	
<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>	
Approved	226,819,832	99.2981	
Disapproved	1,603,202	0.7018	
Abstained	0	-	
Invalid Ballot	0	-	
Total	228,423,034	-	

- 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 2021**

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 2021.

(Unit: BAHT)

Position	2021		
	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 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.

The Chairman asked the Meeting 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 Chairman	Inquired whether the Company could arrange directors the Managing Director to receive IMD training in Switzerland? Clarified that for the board of directors of listed companies in Thailand have attend the training course of the Thai Institute of Directors Association (IOD), which is a course that has been recognized and has a standard in both Thai and English languages. All of our directors have passed such training.
Mr. Basant Kumar Dugar, Shareholder Chairman	Proposed that the Company should consider the performance incentive to directors Say thanks for the suggestion.
Mr. Basant Kumar Dugar, Shareholder Chairman	Proposed that the Company should arrange a health check-up for the directors. Clarified that the Company has arranged an annual health check for directors and management every year.

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the remuneration of the Board of Directors of the Company for the year 2021, with the vote results as follows:

<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	227,775,992	99.7167
Disapproved	0	0.0000
Abstained	647,067	0.2832
Invalid Ballot	0	0.0000
Total	228,423,059	100.0000

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

**Agenda 7 To consider approving the appointment of the certified auditors and the audit fees for the year 2021**

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 Jariyatanakorn 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 Paocharoen Certified Public Accountant (Thailand) No. 5238

from 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. 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 Jariyatanakorn has been an auditor of the Company for 2 years, Mrs.

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Poonnard Paocharoen has been an auditor of the Company for 2 years, Ms. Sumalee Reewarabandith has been nominated to be an auditor of the Company for 16 years, but she has ever signed before, and Ms. Manee Rattanabunnakit has been nominated to be an auditor of the Company for 4 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, 2021 for an amount not exceeding Baht 1,790,000.

**Comparison of Auditing Fees for year 2020 and 2021**

Unit: BAHT

	<b>2020</b>	<b>2021</b>	<b>Difference</b>	<b>Percent of Difference</b>
Audit Fees	1,790,000	1,790,000	0.00	0.00

**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 2021 described above.

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

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the appointment of the auditors and the determination of audit fees for the year 2021, with the vote results as follows:

<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	228,423,059	-

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

**Agenda 8 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**

The Secretary informed the Meeting that according to the increase capital by issuing ordinary shares in the amount of 6,900,000 shares to support the stock dividend payment in 2014, 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 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 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.

The Board of Directors had considered and deemed appropriate to proposed the meeting of shareholders for approval 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 as above. The reduction of registered capital does not affect shareholders' right.

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

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the 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 with the vote results as follows:

<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000

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Abstained	0	0.0000
Invalid Ballot	0	0.0000
Total	228,423,059	100.0000

**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 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**

The Secretary informed the Meeting that 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.

The Board of Directors had considered and deemed appropriate to proposed the meeting of shareholders approving the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the reduction of registered capital as follows:

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

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

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the reduction of registered capital with the vote results as follows:

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<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid Ballot	0	0.0000
Total	228,423,059	100.0000

**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 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**

The Secretary informed the Meeting that 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.

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 consist of 351,895,640 shares to Baht 2,639,217,300 consist of 527,843,460 shares, by increasing the registered capital by the amount of Baht 879,739,100 with the new issuance of ordinary shares in the amount of 175,947,820 shares at a par value of Baht 5

The Chairman asked the Meeting 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. Patiparn Treewitthayakorn,<br>Shareholder | Inquired that is the capital increase sufficient to meet the needs of the company?   |
| Managing Director                             | Clarify that the Company will receive approximately Baht 3,000 million as a result of this capital increase,, which is in line with the Company's goal of lowering its debt to equity ratio. As a result, it is considered that the capital increase is sufficient to meet the demand. |
| Chairman                                      | Further clarified that when the debt to equity ratio of the company has decreased. Given the Company's expansion rate, the next capital increase is unlikely to occur in the near future.  |

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Company Secretary	Further clarified that the latest capital increase of the company was in 2012, or in the past 9 years.
Mr. Parinya Thienworn, Shareholder	Inquired whether the proceeds of the capital increase would be used for debt repayment or as working capital in the Company?
Company Secretary	There will mostly be used for loan expansion
Chairman	Further clarified that the Company still has a loan reserve of approximately Baht 10,000 million, but this capital increase is intended to reduce the debt to equity ratio

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the 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 with the vote results as follows:

<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid Ballot	0	0.0000
Total	228,423,059	100.0000

**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 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**

The Secretary informed the Meeting that 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.

The Board of Directors had considered and deemed appropriate to proposed the meeting of shareholders approving the amendment of Clause 4 of the Memorandum of Association of the company in respect of the Company's registered capital to be in line with the increased capital is as follows:



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

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

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital with the vote results as follows:

<b>Result</b>	<b>Vote (Amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid Ballot	0	0.0000
Total	228,423,059	100.0000

**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 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)**

The Secretary informed the Meeting that 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.

The Board of Directors had considered and deemed appropriate to proposed the meeting of shareholders approving the issuance and offer for sale of the company’s newly increased ordinary share,

and allocation of newly issued ordinary shares of 175,947,820 shares at the par value of Baht 5 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.
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

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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.

The Chairman asked the Meeting 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. Chatchawan Dalokworapat<br>Shareholder | Requested an explanation for the capital increase in the ratio of 2 new ordinary shares to 1 existing ordinary share and why the offering price was set at Baht 17 per share.   |
| Managing Director                          | Clarified that the offering price at Baht 17 per share is based on the book value, which is approximately Baht 16.  |
| Chairman                                   | Further clarified that if the offering price is less than Baht 17 per share, the book value may suffer, however, if the offering price is greater than Baht 17, it will be close to the price on the board in the stock market. In addition, if the price is set too low, the dilution effect will be exacerbated. Therefore, the Board of Directors determined that Baht 17 price was reasonable.<br>The ratio of 2 new ordinary shares to 1 existing ordinary shares is derived from the amount of capital required by the Company. |
| Mr. Weeraphan Pulket,<br>Shareholder       | Inquired that in the event that the capital increase has exceeded the foreign investor's shareholding limit (foreign limit), will the foreign shareholders may not be able to subscribe for the newly issued shares of their rights?  |
| Independent Legal Advisor                  | Clarified that at present, the limit on the Company's foreign shareholding (foreign limit) of the Company is 49 percent. The company has to take into account the foreign shareholding proportion. Therefore, it is possible that foreign shareholders will not receive such proportional allocation.   |

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

The Meeting considered and the resolution was as follows:

**Resolution**

The Meeting resolved to approve the 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) with the voting results as follows:

<b>Result</b>	<b>Vote (amount)</b>	<b>Percent</b>
Approved	228,423,059	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballot	0	-
Total	228,423,059	-

**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 13 Other business (if any)**

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

Mr. Piyaphong Prathong, Shareholder Company Secretary	Inquired is it true that CHAILEASE Group made a tender offer to delist the Company from the stock exchange, as reported in the news?  Clarify that the major shareholders make a tender offer in order to obtain 50 percent of the total voting rights. If the minor shareholders do not subscribe to the newly issued shares during the capital increase period, the major shareholder wishes to subscribe for the newly issued shares in excess of the share received. This is not the delisting of the company from the stock exchange
Mr. Basant Kumar Dugar, Shareholder Managing Director	Requested the credit rating of CHAILEASE FINANCE CO., LTD. and CHAILEASE INTERNATIONAL COMPANY (MALAYSIA) LIMITED. CHAILEASE FINANCE CO., LTD. has an A credit rating, but the credit rating in Taiwan and Thailand is different.
Mr. Basant Kumar Dugar, Shareholder Chairman	In it possible for the Company to use a high credit rating, such as AAA?  Clarified that shifting credit rating from BBB + to A- has several qualifications. For example, the ratio between debt to equity must be reduced, or the ratio of short-term loans to long-term loans.

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Managing Director	Clarify that the Company aims to shift its credit rating from BBB + to A-, where it has undertaken several actions, such as setting goals for growth and raising capital in order to have a good capital structure, which is one factor in shifting credit rating.
Chairman	Further clarified that obtaining a higher credit rating would be a great benefit to the Company.
Ms. Veena Kitvekin, Shareholder	Inquired Would the Company do business similar to Ngern Tid Lor Public Company Limited (“Ngern Tid Lor”) which is about to be listed on the Stock Exchange of Thailand.
Mr. Anurit Wongudom, Chief Marketing Officer	Clarified that there are some similarities between our Company’s business and Ngern Tid Lor’s business: Ngern Tid Lor’s main business is lending and pledging the vehicle registration as well as transferring and non-transferring the registration book, which the Company itself has a business lending and to pledge the vehicle registration for a long time However, the Ngern Tid Lor focuses on private cars, whereas our Company focuses on trucks.
Ms. Veena Kitvekin, Shareholder	Further inquired that due to the fact that the business has many competitors. In the future, the Company sees whether will there be oversupply.
Mr. Anurit Wongudom, Chief Marketing Officer	Clarified that this industry has many competitors and is an uptrend. Whether there is an oversupply or not, this is due to the fact that the purpose of the business is for clients to use their funds as liquidity for working capital. People, particularly during this period, want to have access to funding sources. Therefore, the Company sees no oversupply; according to the Company port, there are approximately 30,000 trucks or approximately Baht 25,000 million, with the pledge of vehicle registration, both transferring registration book approximately Baht 12,000 million and non-transferring approximately Baht 500 million.
Chairman	Further clarified that the Company's business target group is truck lending, which the Company has expertise and experience. However, the Company also provides vehicle registration pledge services, which the Company always takes into account the risks.
Ms. Veena Kitvekin, Shareholder	In the event that the government does not have a debt assistance policy, will NPLs be a problem in the Company's management?
Mr. Pattrapol Kangwalsakul, Chief Legal Officer	Clarified that the Company has a policy to accelerate debt; therefore, it is expected that it will not be a problem in the operation
Ms. Veena Kitvekin, Shareholder	After this capital increase, does the Company have any plans to increase capital in the future?
Managing Director	Clarified that the Company has no plans to increase capital yet.
Chairman	Further clarified that this capital increase is sufficient to meet the needs of the Company and appropriate to the current growth rate of the Company
Mr. Piyaphong Prathong, Shareholder	What measures does the Company have to assist customers affected by the new wave of the COVID-19 outbreak?
Mr. Pattrapol Kangwalsakul, Chief Legal Officer	Clarified that the main focus of the Company is a re-scheduling and re-structuring program.

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There was no other business proposed and no further question from the shareholders. The Chairman, therefore, declared that the Meeting adjourned at 5.45 p.m.

- Mr. Pradit Sawattananond -

(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**

<b>Mr. Pradit Sawattananond</b>	<b>Chairman of the Audit Committee/ Independent Director</b>
<b><u>Address</u></b>	Appointed as director on June 18, 2004
<b><u>Age</u></b>	353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
<b><u>Highest Education</u></b>	73 years
<b><u>Experience</u></b>	Master of Business Administration, Central State University, Oklahoma, U.S.A.
2004 - Present	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2000 - Present	Audit Committee Member / Independent Director, KGI Securities 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
<b><u>Director program</u></b>	<ul style="list-style-type: none"> <li>- Director Certification Program No. 3/2000, Thai Institute of Directors Association</li> <li>- Audit Committee Program No. 3/2004, Thai Institute of Directors Association</li> <li>- Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand</li> <li>- Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association</li> <li>- Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association</li> <li>- Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association</li> <li>- Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association</li> <li>- Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association</li> <li>- Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association</li> <li>- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association</li> <li>- Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association</li> </ul>
<b><u>Year of Directorship</u></b>	17 years
<b><u>Position in others listed Company</u></b>	2 Companies
	<ol style="list-style-type: none"> <li>1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited</li> <li>2. Audit Committee Member/ Independent Director, KGI Securities Public Company Limited</li> </ol>

**Enclosure 3**  
**Supporting Document for Agenda 5**

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<b>Mr. Pradit Sawattananond (Continue)</b>	<b>Chairman of the Audit Committee/ Independent Director</b>
<b><u>Position in Non-Listed Company</u></b>	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
<b><u>Position in Rival Companies/ Connected business</u></b>	None
<b><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></b>	
- 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
<b><u>Nature of relationships between director/management</u></b>	Elder Brother of Mr. Anant Svattananon
<b><u>Interest in any agendas</u></b>	Agenda 6: To consider and approve the remuneration of directors for the year 2022
<b><u>Meeting Attendance in 2021</u></b>	5 Board of Directors meetings in total: 5 meetings attended 4 Audit Committee meetings in total: 4 meetings attended
<b><u>Changes of shares held as at December 31, 2021, compared with those of 2020</u></b>	: Decreased 54,100 shares (Outstanding at 37,700 shares or equivalent to 0.01% of the total shares)

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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.



**Enclosure 3**  
**Supporting Document for Agenda 5**

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

<b>Mr. Yang, Tze-Ting</b>	<b>Chairman of the Board of Directors/ Chairman of the Executive Board of Directors</b> (The director who authorized to sign) Appointed as director on July 31, 2018 69 years Master of Business Administration, University of Southern California, USA
<b>Age</b>	
<b>Highest Education</b>	
<b>Experience</b>	
2018 - Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited
2018 - Present	Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Bangkok GrandPacific Lease Public Company Limited
2018 - 2019	Chief Executive Officer, Asia Sermkij Leasing Public Company Limited
2018 - 2019	Chief Executive Officer, Bangkok Grand Pacific Lease Public Company Limited
2016 - Present	Chairman, Chailease Auto Rental Co., Ltd.
2016 - Present	Chairman, Apex Credit Solutions Inc.
2009 - 2016	Chief Audit Officer, Chailease Holding Co., Ltd
2005 - 2008	Senior Executive Vice President, Chailease Consumer Finance Co., Ltd.
<b><u>Director program</u></b>	<ul style="list-style-type: none"> <li>- Personal Information Protection Act 2012, Taiwan Corporate Governance Association</li> <li>- Reinforcing CG blueprint and sophisticating CSR vision statement 2014, Taiwan Corporate Governance Association</li> <li>- Corporate Governance and Planning/Managing Shareholders Meeting 2015, Taiwan Corporate Governance Association</li> <li>- Enterprise Fraud Risk Deduction and Prevention 2016, Taiwan Corporate Governance Association</li> <li>- Introduction and Impact of CFC, PEM and CRS 2017, Taiwan Corporate Governance Association</li> <li>- Common Financial Scandals, Fraud Cases and Mechanisms in Prevention 2018, Taiwan Corporate Governance Association</li> <li>- Obligations &amp; Liabilities of Directors in M&amp;A Deals 2018, Taiwan Corporate Governance Association</li> <li>- Anti-Money Laundering regulations and the role of Leasing industry 2019, Taiwan Corporate Governance Association</li> <li>- AI Changing the Landscape of Corporate Governance 2019, Taiwan Corporate Governance Association</li> <li>- Compliance with Personal Data Protection Act, Trade Secret Act, and Anti-Corruption Law 2020, Taiwan Corporate Governance Association</li> <li>- Best Practices and the Development Trend of Corporate Governance and Corporate Social Responsibility 2020, Taiwan Corporate Governance Association</li> </ul>
<b><u>Year of Directorship</u></b>	4 years
<b><u>Position in others listed Company</u></b>	None
<b><u>Position in Non-Listed Company</u></b>	3 Companies
	<ol style="list-style-type: none"> <li>1. Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Bangkok Grand Pacific Lease Public Company Limited</li> <li>2. Chairman, Chailease Auto Rental Co., Ltd.</li> <li>3. Chairman, Apex Credit Solutions Inc.</li> </ol>

**Enclosure 3**  
**Supporting Document for Agenda 5**

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<b>Mr. Yang, Tze-Ting (Continue)</b>	<b>Chairman of the Board of Directors/ Chairman of the Executive Board of Directors</b>
<b><u>Position in Rival Companies/ Connected business</u></b>	None
<b><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></b>	
- 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
<b><u>Nature of relationships between director/management</u></b>	None
<b><u>Meeting Attendance in 2021</u></b>	5 Board of Directors meetings in total: 5 meetings attended
<b><u>Changes of shares held as at December 31, 2021, compared with those of 2020</u></b>	None

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**Enclosure 3**  
**Supporting Document for Agenda 5**

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

<b>Mr. Tang, Lai-Wang</b>	<b>Director/ Managing Director</b> (The director who authorized to sign) Appointed as director on April 19, 2019 59 years Master of Business Administration, Chung Yuan Christian University, Taiwan
<b>Age</b>	59 years
<b>Highest Education</b>	Master of Business Administration, Chung Yuan Christian University, Taiwan
<b>Experience</b>	Director/ Managing Director, Asia Sermkij Leasing Public Company Limited Director/ Managing Director, SK Insurance Broker Company Limited Managing Director, Bangkok Grand Pacific Lease Public Company Limited Director, Anywhere 2 Go Company Limited Director, Bangkok Grand Pacific Lease Public Company Limited Managing Director, Chailease Berjaya Credit Sdn. Bhd (Malaysia) Executive Vice President, Chailease Finance Co., Ltd Managing Director, Chailease International Leasing Co., Ltd (Vietnam) Deputy Managing Director, Asia Sermkij Leasing Public Company Limited Deputy Managing Director, Bangkok Grand Pacific Lease Public Company Limited
2019 - Present 2020 - Present 2019 - Present 2019 - Present 2015 - Present 2015 - 2019 2012 - 2015 2006 - 2012 2000 - 2006 2000 - 2006	Director Certification Program No. 48/2004, Thai Institute of Directors Association 3 years None 3 Companies 1. Director/ Managing Director, Bangkok Grand Pacific Lease Public Company Limited 2. Director/ Managing Director, SK Insurance Broker Company Limited 3. Director, Anywhere 2 Go Company Limited None
<b><u>Director program</u></b>	None
<b><u>Year of Directorship</u></b>	None
<b><u>Position in others listed Company</u></b>	None
<b><u>Position in Non-Listed Company</u></b>	None
<b><u>Position in Rival Companies/ Connected business</u></b>	None
<b><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></b>	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
<b>Nature of relationships between director/management</b>	None
<b><u>Meeting Attendance in 2021</u></b>	5 Board of Directors meetings in total: 5 meetings attended
<b><u>Changes of shares held as at December 31, 2021, compared with those of 2020</u></b>	Increased 85,842 shares from RO subscription (Outstanding at 240,453 shares or equivalent to 0.05% of the total shares)

**Enclosure 3**  
**Supporting Document for Agenda 5**

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

<b>Mr. Anant Svattananon</b>	<b>Member of the Audit Committee/ Independent Director</b> Appointed as director on June 18, 2004
<u>Age</u>	70 years
<u>Highest Education</u>	Commerce Course, The Institute of Foreign Languages Business Development & Management Course, USA
<u>Experience</u>	
2004 - Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
1998 - Present	Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C.
1998 - Present	Managing Director, Star of Andaman Co., Ltd.
<u>Director program</u>	Director Accreditation Program No. 38/2005, Thai Institute of Directors Association
<u>Year of Directorship</u>	17 years
<u>Position in others listed Company</u>	None
<u>Position in Non-Listed Company</u>	2 Companies
	1. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C.
	2. Managing Director, Star of Andaman 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>	Younger brother of Mr. Pradit Sawattananond
<u>Meeting Attendance in 2021</u>	5 Board of Directors meetings in total: 4 meetings attended 4 Audit Committee meetings in total: 4 meetings attended
<u>Changes of shares held as at December 31, 2021, compared with those of 2020</u>	Increased 85,842 shares from RO subscription (Outstanding at 240,453 shares or equivalent to 0.05% of the total shares)

**Enclosure 3**  
**Supporting Document for Agenda 5**

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

<b>Mr. Kasem Akanesuwan</b>	<b>Member of the Audit Committee/ Independent Director</b> Appointed as director on March 24, 2009
<u>Age</u>	74 years
<u>Highest Education</u>	Master of Science in Accounting, Roosevelt University, U.S.A.
<u>Experience</u>	
2009 - Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2000 - 2016	Director, BNH Medical Center Co., Ltd.
2013 - 2015	Vice President-Internal Audit and Compliance Department, Bangkok Airways Public Company Limited
1997 - 2012	Assistant Vice President-Finance Department, Bangkok Airways Public Company Limited
<u>Director program</u>	<ul style="list-style-type: none"> <li>- Director Accreditation Program No. 79/2009, Thai Institute of Directors Association</li> <li>- Director Certification Program No. 127/2010, Thai Institute of Directors Association</li> <li>- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association</li> </ul>
<u>Year of Directorship</u>	13 years
<u>Position in others listed Company</u>	None
<u>Position in Non-Listed Company</u>	None
<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 2021</u>	5 Board of Directors meetings in total: 5 meetings attended 4 Audit Committee meetings in total: 4 meetings attended
<u>Changes of shares held as at December 31, 2021, compared with those of 2020</u>	None

**Definition of Independent Directors**

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

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

**List of documentation required to attend the Meeting**

**1. Individual persons**

**1.1 Thai individual person**

- a) In case attendance in person: Shareholder's Identification Card 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 21, 2022.**
  - 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 19, 2022.**
  - 3) In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in Enclosure 7. As for Proxy Form A and Form C, the shareholders can download from the Company's website.**



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

**Clause related with Shareholders' Meeting**

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

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

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

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

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

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

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

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

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

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

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

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

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

- 29 One share shall have one vote.

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

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

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

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

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

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

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

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

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

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

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

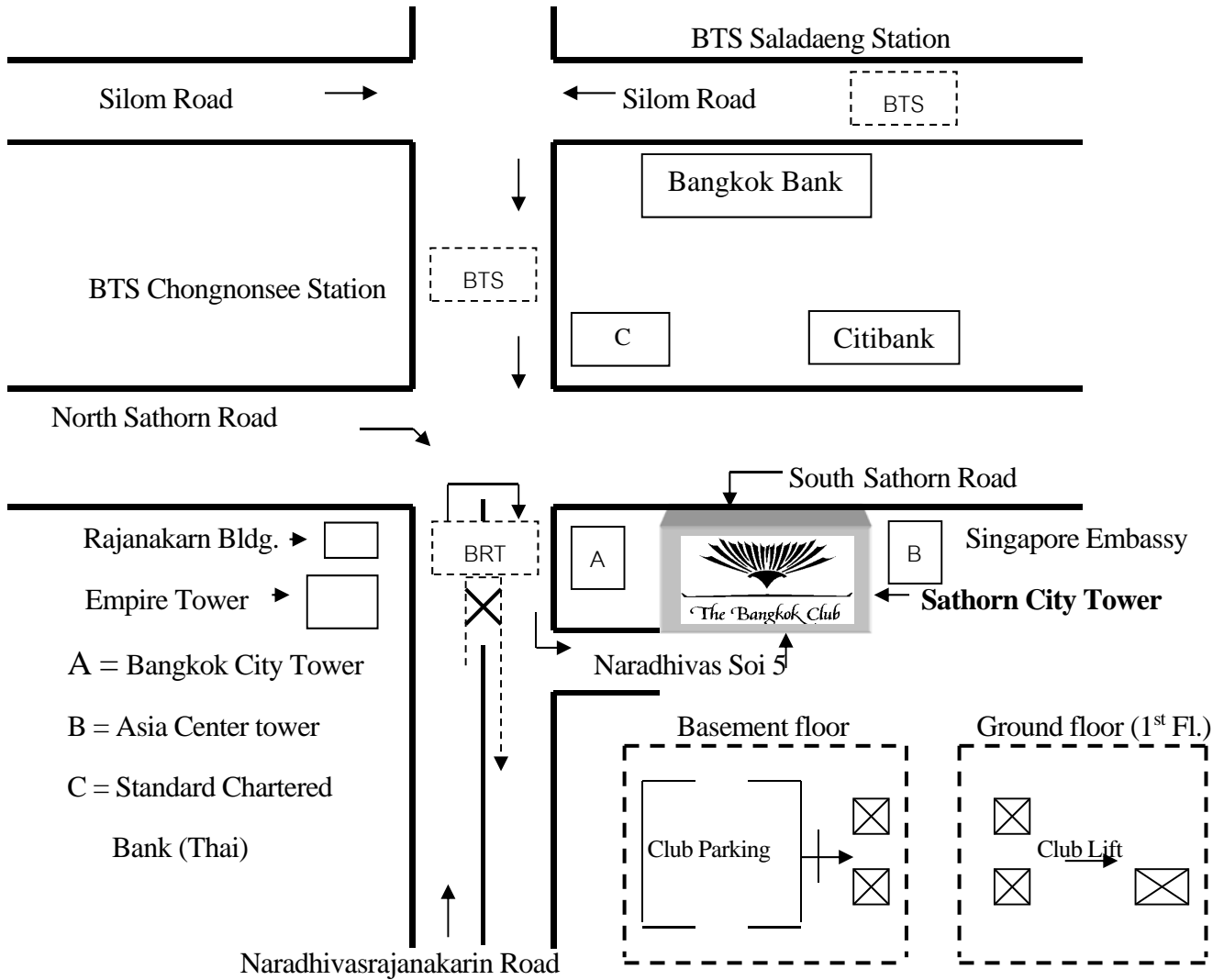
**The Venue for the Annual General Meeting of Shareholders No. 38/2022**

**Asia Sermkij Leasing Public Company Limited**

April 21, 2022, 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



## 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 numberเขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

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

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

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

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญ  
ประจำปีผู้ถือหุ้น ครั้งที่ 38/2565) (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.  
38/2022)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 38/2565 ในวันที่ 21 เมษายน 2565 เวลา 15.00 ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสารคดีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 38/2022 on April 21, 2022 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

**วาระที่ 1**                               พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 37/2564 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2564

Agenda 1                              To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 37/2021 held on April 20, 2021.

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**                               พิจารณารับรองรายงานประจำปี 2564 ของคณะกรรมการบริษัท

Agenda 2                              To consider acknowledging the annual report of the Board of Directors for the year 2021.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 3**                               พิจารณาอนุมัติงบการเงินและรายงานของผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2564 ซึ่งได้ผ่านการพิจารณาสอบทานจากคณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต

Agenda 3                              To consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2021, which have been reviewed by the Audit Committee and audited by the certified auditor.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 4**                               พิจารณาอนุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2564

Agenda 4                              To approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2021.

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**                               พิจารณาอนุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระให้กลับเข้าดำรงตำแหน่งใหม่

Agenda 5                              To consider and approve the re-appointment of the directors who are going to vacate the office upon the expiration of their term.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. นายหยาง ซื่อ ถึง

Mr. Yang, Tze-Ting

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

2. นายถัง ไต้ หวัง

Mr. Tang, Lai-Wang

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

3. นายอนันต์ สวัสดิทานนท์

Mr. Anant Svattananon

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

4. นายเกษม อากเนย์สุวรรณ

Mr. Kasem Akanesuwan

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทประจำปี 2565

Agenda 6

To consider approving the remuneration of directors for the year 2022.

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565

Agenda 7

To consider approving the appointment of the certified auditors and the auditing fees for the year 2022.

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8

Other business (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.

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

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 38/2565 ในวันที่ 21 เมษายน 2565 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาร  
คดีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย  
At the Annual General Meeting of Shareholders No. 38/2022 on April 21, 2022 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