

Invitation Letter to Annual General Meeting of Shareholders No. 42/2026

Asia Sermkij Leasing Public Company Limited

April 9, 2026 at 3:00 p.m.



Hybrid Meeting

At Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower,

175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

And via electronic media

(Translation)

Registration No. Bor Mor Jor 0107546000393

No. 2026/05

Date : March 11, 2026

Subject : Invitation to the Annual General Meeting of Shareholders No. 42/2026

To : Shareholders
Asia Sermkij Leasing Public Company Limited

- Enclosure:
1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 41/2025 held on April 10, 2025
 2. The annual report (Form 56-1 One Report) of the Board of Directors for the year 2025 with the audited financial statements and the Independent Auditor's Report as at December 31, 2025 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. Profiles and Work Experience of Auditors
 6. List of documents required to attend the Shareholders' Meeting
 7. Articles of Association relating to the Shareholders' Meeting
 8. Proxy Forms (Form B)
 9. The Venue for the Annual General Meeting of Shareholders No. 42/2026
 10. Guidelines for attending the meeting via electronic media and at the venue
 11. Registration Form for the Shareholders' Meeting

Whereas, the meeting of the Board of Directors of Asia Sermkij Leasing Public Company Limited (the "**Company**") No. 2/2026 held on February 13, 2026 deems it is appropriate to hold the Annual General Meeting of Shareholders No. 42/2026 on April 9, 2026 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120, and via electronic media (E-Meeting). The agenda to be considered are as follows:

Agenda 1. To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 41/2025 held on April 10, 2025.

Fact and reason

The Company had prepared Minutes of the Annual General Meeting of Shareholders No. 41/2025 held on April 10, 2025 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. 41/2025 [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. 41/2025 held on April 10, 2025 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 2025.

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 2025 is enclosed herein, [as per 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 2025 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, 2025, 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, 2025, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2025 and enclosed herein, [as per Enclosure 2](#), distributed to shareholders together with this invitation letter.

Description	Consolidated As at 31 December		
	2025	2024	Change (%)
Total assets (THB million)	61,273.35	72,687.50	(15.70)
Total liabilities (THB million)	49,419.28	62,362.66	(20.76)
Total shareholders' equity (THB million)	11,854.07	10,324.84	14.81
Total Revenues (THB million)	5,455.30	6,408.12	(14.87)
Net profit (THB million)	531.55	331.80	60.20
Earnings per share (Baht)	0.83	0.63	31.75

Board of Directors' Opinion

The Company's audited financial statements and the report of the Independent Auditor as at December 31, 2025, 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 2025.**

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, 2025 - December 31, 2025 profit for the year of **531,545,403**. The Company proposes the appropriation of annual net profit for the year 2025 as follows:

1. Allocate 5 percent of net profit of the Company for the year 2025 ended December 31, 2025 in the amount of Baht **26,577,270** to be legal reserve of the Company.
2. Dividend payment from year 2025 operating result at the rate equivalent to **Baht 0.40 per share** in the total amount of **Baht 281,516,512 in the forms of cash dividend. The payout ratio is 52.96%** 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 2, 2026 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 29, 2026. The company paid corporate income tax at 20% in year 2025.

Comparison of Dividend Payment for year 2026 and 2025

Dividend Payment Detail	2026	2025
Net Profit (Baht) (Consolidated)	531,545,403 (Year 2025 performance)	331,797,369 (Year 2024 performance)
The legal reserve (Baht)	290,499,000	263,921,730
No. of Shares (Shares)	703,791,280	527,843,460
Dividend Payment per Share (Baht)	<u>0.40</u>	<u>0.32</u>
Total Dividend Paid (Baht)	281,516,512	168,909,907
Dividend Payout Ratio (%)	52.96	50.91

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 directors retiring in the first and second year after being listed the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director maybe 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. Chen, Fong-Long Director
2. Mr. Chen, Jui-Hsin Director
3. Mr. Tientavee Saraton Independent Director
4. Mrs. Patima Chavalit Independent Director

Please see the curriculum vitae of the re-appointed directors [as per Enclosure 3](#), distributed to shareholders together with this invitation letter.

Criteria for selection of Directors

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was selected to be a director in the structure, board diversity policy such gender, nationality (the Company' directors are both Thai and foreign) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills, directorship performance and unprohibited person by the law and the regulation of the Securities and Exchange Commission.

In addition, the Company provide the opportunity for shareholders to propose qualified persons to be appointed as the Company's director during October 8, 2025 – December 31, 2025. 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. Tientavee Saraton, independent director who has been appointed for 1 year and 4 years continuously provided that he is reelected for another term, and Mrs. Patima Chavalit, 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. Tientavee Saraton and Mrs. Patima Chavalit can provide opinion independently and in accordance with the related regulation.

Therefore, the Board of Directors has considered that Mr. Tientavee Saraton and Mrs. Patima Chavalit have the appropriate qualifications and should be proposed to the Shareholders' Meeting for re-appointment as the Independent Directors for another term.

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

Agenda 6. To consider approving the remuneration of directors and Audit Committee for the year 2026.

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 2026 be proposed to the shareholders' meeting for approval as follows:

Comparison of the remuneration of directors for year 2026 and 2025

Unit: Baht

Position	2026				2025			
	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Audit Committee Meeting allowance (per meeting)	Bonus (Y2025 performance)	Fixed monthly remuneration (per month)	Meeting allowance (per meeting)	Audit Committee Meeting allowance (per meeting)	Bonus (Y2024 performance)
1. Chairman of the Board of Directors	50,000	-	-	-	50,000	-	-	-
2. Chairman of the Audit Committee	50,000	10,000	20,000	300,000	50,000	10,000	20,000	300,000
3. Audit Committee Member	37,500	10,000	20,000	225,000	37,500	10,000	20,000	225,000
4. Non-Executive Director/Independent Director	37,500	10,000	-	225,000	37,500	10,000	-	225,000
5. Other Director	25,000	-	-	-	25,000	-	-	-

Remark: There is no other type of compensation proposed, as well as welfares or other benefits for year 2026 and 2025

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 2026 should be proposed to the Meeting of Shareholders for approval as per all the presented details above.

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 2026.

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. Mr. Vijit Buasri Certified Public Accountant (Thailand) No. 14167 and/or
2. Mrs. Poonnard Paچارoen Certified Public Accountant (Thailand) No.5238 and/or
3. Ms. Wanwilai Phetsang Certified Public Accountant (Thailand) No. 5315

of EY Office Limited to be auditors of the Company for the fiscal year ending December 31, 2026. 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. Mr. Vijit Buasri has audited the financial statements of the Company for 1 year, Mrs. Poonnard Paچارoen has audited the financial statements of the Company for 4 years and Ms. Wanwilai Phetsang has been proposed as the Company's auditors for 1 year but has never audited the financial statements of the Company.

The auditors from EY Office Limited shall also be the auditors of the Company's subsidiaries, which are 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, 2026 for an amount of not more than **Baht 2,240,000.**

Comparison of Auditing Fees for year 2026 and 2025

Unit: Baht

Auditing Fees	2026	2025	Difference	Change (%)
Auditing Fee for financial statements	2,240,000	2,240,000	-	-
Fee from other services	None	None	-	-

During the last fiscal year, the Company paid other additional expense relating to auditing service totalling Baht 23,679. 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 2025.

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 2026 described above should be proposed to the Shareholders' Meeting for approval.

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

Agenda 8. Other business (if any)

Kindly attend the meeting on the date and at the time and venue above-mentioned. If you cannot attend the meeting and wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed Proxy Form in [Enclosure 8](#) and enclose the required document shown in [Encloser 6](#), together with the Registration Form in [Enclosure 11](#), and bring to the meeting, a map of the meeting venue shown in [Enclosure 9](#).

Shareholders can appoint the independent director of the company as their proxy to attend and vote on behalf of them by filing and signing on Proxy Form and enclose the required document shown in [Encloser 6](#) and send to Investor Relations Department, Asia Sermkij Leasing Public Company Limited., No. 129, JLK Tower, 20th Floor., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110 by April 3, 2026. Information of the independent director who is proposed to be appointed as a proxy is shown in [Enclosure 3](#). Alternatively, Shareholders can grant a proxy electronically through the e-Proxy Voting system of the Stock Exchange of Thailand at <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>

Shareholders or proxies who wish to attend the meeting via electronic media can register and submit a request to attend the meeting via electronic media from April 1, 2026 at 8:30 AM, details as per [Enclosure 10](#). For questions about the registration system, please contact 02-931- 9131.

Shareholders who would like to inquire more information about the meeting can contact Investor Relations Department, call 02-030-0999 ext. 5130 and 5131 or E-mail ir@ask.co.th. Shareholders who intend to submit the questions in advance can send the questions by mail at "Investor Relations Department, Asia Sermkij Leasing Public Company Limited, No. 129 JLK Tower, 20th Floor, Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok 10110 or E-mail ir@ask.co.th by April 3, 2026 and specify name, address and telephone number of the shareholder who sent the question in advance.

The Company places an importance on the personal data protection of shareholders and their proxies. The Company will protect and treat the shareholders personal data in compliance with the Personal Data Protection Act BE 2562. The Company would like to inform more details as appeared in https://www.mycarmytruck.com/files/ugd/63fb53_b382e15751bb4a3ca91c85c919eeb058.pdf

Yours sincerely,



(Mr. Thongchai Chasawath)
Chairman of the Board of Directors

(Translation)

Minutes of the Annual General Meeting of Shareholders No. 41/2025
of Asia Sermkij Public Company Limited

Date, Time, and Venue

The Annual General Meeting of Shareholders No. 41/2025 of Asia Sermkij Public Company Limited (the “**Company**”) was held on Thursday, April 10, 2025 at 3 p.m. at Grand Hall, the Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok and via electronic media (the “**Meeting**”)

Meeting Started

Mrs. Sawita Suwansawat, an independent legal advisor (the “**Independent Legal Advisor**”), acted as a moderator of the Meeting. Independent Legal Advisor welcomed shareholders and attendees, and informed that the Meeting was being conducted in a hybrid format. The Meeting was held at Grand Hall, the Bangkok Club 28th Floor, Sathorn City Tower, and broadcast via electronic media. The Company also recorded the Meeting in video format.

The electronic meeting was conducted in compliance with the Royal Decree on Electronic Meetings B.E. 2563 (2020), the Notification of the Ministry of Digital Economy and Society on Security Standards for Electronic Meetings B.E. 2563 (2020), and the Notification of the Department of Business Development regarding electronic transactions. The Company appointed a certified and experienced service provider to facilitate electronic meeting, recognized by the relevant authorities.

Mr. Yang, Tze-Ting, the Chairman of the Board of Director, welcomed the shareholders and participants, and assigned Mr. Pradit Sawattananond, Chairman of the Audit Committee, to conduct the meeting in Thai.

Mr. Pradit Sawattananond, Chairman of the Audit Committee, informed the Meeting at the opening time that there were 64 shareholders present in person at the Meeting, holding the aggregation of 13,511,621 shares, and 33 shareholders were present by proxy, holding the total of 303,402,842 shares. The total number of shareholders attending the meeting in person and present by proxy were 97 shareholders, holding the total of 316,914,463 shares out of 527,843,460 shares, constituting 63.0394 percent of total issued shares sold. This met the quorum requirement under the Public Limited Companies Act B.E. 2535 (1992) (the “**PLC Act**”) and the Company’s Articles of Association, Clause 28, which require that more than 25 shareholders be present and collectively hold no less than one-third of the total issued shares.

The Independent Legal Advisor introduced the attending Directors, Executives, Auditors, Independent Legal Advisors, and Independent Voting Service Provider to the Meeting.

Directors Attended the Meeting at the Venue

- | | |
|------------------------------|---|
| 1. Mr. Yang, Tze-Ting | Chairman of the Board of Directors / Chairman of the Executive Board of Directors |
| 2. Mr. Pradit Sawattananond | Chairman of the Audit Committee / Independent Director |
| 3. Mr. Tang, Lai-Wang | Director / Managing Director / Chairman of the Risk Management Committee |
| 4. Mr. Wang, Chia-Hung | Director |
| 5. Mr. Tientavee Saraton | Independent Director |
| 6. Dr. Supriya Kuandachakupt | Member of the Audit Committee / Independent Director |
| 7. Mrs. Patima Chavalit | Member of the Audit Committee / Independent Director |
| 8. Mr. Kasem Akanesuwan | Member of the Audit Committee / Independent Director |

Directors Attended via Video Conference

- | | |
|------------------------|----------|
| 1. Mr. Chen, Fong-Long | Director |
| 2. Mr. Chen, Jui-Hsin | Director |

Directors who did not Attend the Meeting

- | | |
|------------------------|----------|
| 1. Mr. Liao, Ying-Chih | Director |
|------------------------|----------|

There were 10 directors of the total of 11 directors attended the Annual General Meeting of Shareholders No. 41/2025, equivalent to 90.91 percent of the total number of directors, whereby 8 directors attended the Meeting at the Meeting venue and 2 attended via the video conference.

Executives Attended the Meeting

- | | |
|------------------------------|---|
| 1. Mr. Anurit Wongudom | General Manager |
| 2. Mr. Danai Lapaviwat | Chief Financial Officer / Company Secretary / Secretary to the Board of Directors |
| 3. Mr. Chaiwat Limvipaveanan | Chief Information Officer |
| 4. Mr. Manoch Saengchan | Chief Marketing Officer |
| 5. Mr. Surin Towises | Executive Vice President of Credit Analyst Department |

Auditors

- | | |
|-----------------------------|---------------------------|
| 1. Mrs. Poonnard Paocharoen | EY Office Company Limited |
| 2. Mr. Wijit Buasri | EY Office Company Limited |
| 3. Ms. Sansanee Deeprom | EY Office Company Limited |
| 4. Ms. Chananchida Yingyong | EY Office Company Limited |

Subscription Agent for the Newly Issued Shares

- | | |
|---------------------------------|---|
| 1. Ms. Kritsaporn Khunchan | IV Global Securities Public Company Limited |
| 2. Mr. Pongpak Sudthipongse | IV Global Securities Public Company Limited |
| 3. Mr. Thanawat Boonsiripaiboon | IV Global Securities Public Company Limited |

Independent Legal Advisors

- | | |
|---------------------------------|--|
| 1. Mrs. Sawita Suwansawat | MSC International Law Office Company Limited |
| 2. Mr. Atis Kantakamalakul | MSC International Law Office Company Limited |
| 3. Ms. Paveetida Prakairunghong | MSC International Law Office Company Limited |

Independent Voting Service Provider

Inventech Systems (Thailand) Company Limited

The Independent Legal Advisor informed that prior to this Annual General Meeting of Shareholders, the Company had provided an opportunity for shareholders to propose the agenda of the Meeting, nominate candidates to be appointed as the Company's directors, and submit questions in advance for the Annual General Meeting of Shareholders No. 41/2025 from October 9, 2024 to December 31, 2024. No shareholder proposed additional agenda, name of qualified candidates to be appointed as directors, and no questions in advance were received. The Company will proceed to collect, use, and disclose personal data, including still images, audio, and video of the participants for the purposes of recording and preparing the Meeting minutes, meeting management and related purposes.

The Independent Legal Advisor then informed the meeting procedures, including the voting and vote counting procedures. After completing the explanation on meeting conduct, voting procedures, and conditions, the Independent Legal Advisor proceeded to introduce the agendas for the Meeting as follows:

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 40/2024 held on April 11, 2024.

Mr. Danai Lapaviwat, the Company Secretary (the “**Secretary**”), informed the Meeting that the Company had prepared Minutes of the Annual General Meeting of Shareholders No. 40/2024 held on April 11, 2024 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. 40/2024 as per Enclosure 1, distributed to shareholders together with the invitation letter.

The Board of Directors viewed that the Minutes of the Annual General Meeting of Shareholders No. 40/2024 held on April 11, 2024 had been recorded accurately and completely. Therefore, they should be proposed to the Shareholders’ Meeting for certification.

The Independent Legal Advisor inquired whether any shareholders had any questions or opinions regarding this agenda item. As there were no questions or additional comments from the shareholders on this agenda item.

The Independent Legal Advisor proposed that the Meeting consider and certify such minutes as proposed.

Resolution The Meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders No. 40/2024 held on April 11, 2024, as proposed, with the following results.

Enclosure 1
Supporting Document for Agenda 1

Result	Vote (Amount)	Percent
Approved	316,103,916	100,0000
Disapproved	0	0.0000
Abstained	895,000	-
Invalid Ballot	0	-
Total	316,998,916	-

Remark: This Agenda required the resolution of majority 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 2024.

The Secretary informed the Meeting that, according to Article 113 of the PLC Act, the annual report of the Board of Directors showing the operating results of the past year 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 2024 is enclosed as per Enclosure 2, which was distributed to shareholders together with the invitation letter.

Mr. Pradit Sawattananond, Chairman of the Audit Committee, presented the summary of the operating result for the year 2024 to the Meeting as follows:

Economic and Industry Overview in 2024

The year 2024 was another challenging year, influenced by both domestic and global factors. Domestically, delays in the approval of the government's annual budget and a contraction in private sector investment, along with persistently high household debt levels. Additionally, Thailand's economy continued to be impacted by geopolitical conflicts and trade protectionist measures. Nevertheless, the country experienced growth in exports and the tourism industry, which remained key drivers of economic recovery.

In the automotive industry, overall new vehicle sales in the domestic market declined due to economic slowdown. As a result, total vehicle sales in 2024 fell by 35.47 percent, reaching 572,675 units, compared to 775,780 units in 2023. Similarly, domestic truck sales dropped by 42.03 percent, from 27,682 units in 2023 to 16,046 units in 2024, as demand for commercial vehicles weakened following accelerated purchases in previous years.

The year 2024, in response to economic conditions, the Monetary Policy Committee of the Bank of Thailand reduced the policy interest rate once in October 2024, from 2.50 percent to 2.25 percent per year.

Performance Results for 2024

As of December 31, 2024, the Company total assets were Baht 72,688 million, decreasing by 6.2 percent from 2023. The total liabilities were Baht 62,363 million decreasing by 6.7 percent from 2023. The shareholders' equity was Baht 10,325 million, decreasing by 3.1 percent from 2023. The Company has paid up capital at Baht 2,639 million with the retained earnings of Baht 4,894 million. In 2024, the total revenues were Baht 6,408 million, decreasing by 1.4 percent from 2023. The total operating expenses were Baht 3,776 million, increasing by 23.4 percent from 2023 mainly due to an increase in decline in value of assets foreclosed as a result of an increase in seized assets (vehicles) and an increase in loss on assets foreclosed. Consequently, the total profit for the year 2024 was recorded at Baht 332 million, decreasing by 72.8 percent from Baht 1,219 million in 2023. The total portfolio in 2024 amounted to Baht 68,823 million, decreasing by 8.5 percent from 2023.

According to the Thai economic slowdown, the Company overall asset quality has been dropped. NPLs ratio at the end of 2024 was 6.97 percent of total portfolio, increasing from 4.70 percent in 2023. The allowance for expected credit loss to NPLs stood at 56.32 percent at the end of 2024.

Despite the challenges, the Company's credit rating remained stable. Fitch Ratings (Thailand) Limited reaffirmed Asia Sermkij Leasing Public Company Limited's national long-term rating at 'A(th)', with a stable outlook, reflecting continued support from major shareholders.

Corporate Governance and Social Responsibility

The Board of Directors is committed to enhancing efficiency, effectiveness, and transparency while firmly upholding the principles of sustainable development. The Company strictly adheres to good corporate governance policies, social responsibility initiatives, anti-corruption measures, and business ethics. The Board aims to maintain rigorous governance standards to establish a solid foundation for long-term sustainable growth.

In terms of corporate social and environmental responsibility, the Company promotes responsible lending with the goal of fostering long-term financial stability. Additionally, it actively supports environmental conservation efforts by installing solar panels at branch offices to utilize alternative energy sources for electricity generation.

The Company has also established policies to continuously engage in social responsibility initiatives, such as providing scholarships to students and encouraging employees to participate in blood donation programs with the Thai Red Cross Society. Furthermore, employees are encouraged to contribute to community development projects.

In 2024, the Company received 98 points in the Annual General Meeting (AGM) Quality Assessment for listed companies on the Stock Exchange of Thailand (SET). This assessment was conducted by the Securities and Exchange Commission (SEC) of Thailand, in collaboration with the Thai Investors Association. Additionally, the Company achieved a 5-stars or "Excellent" rating in the Corporate Governance Report (CGR) for Thai Listed Companies 2024, published by the Thai Institute of Directors Association (IOD). For anti-corruption, the Company has been certified for membership renewal from the Thai Private Sector Collective Action Against Corruption (CAC) for the second time in 2023, and in 2024, the Company will continue to strictly adhere to the anti-corruption policy for both the Company and its subsidiaries, including inviting business partners to jointly declare their intention or certify as members in the Small and Medium Enterprises Certification Program (CAC SME Certification). Most notably, in 2024, the Company received an "A" rating for SET ESG Rating and was successfully selected to be in SET ESG Index for the first half year of 2025, affirming its commitment to sustainability and responsible business practices.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders, customers, and business partners for their unwavering support and trust. Your continued confidence in us is invaluable. I am confident that through our collective efforts and the dedication of our team, we will achieve greater milestones and create sustainable value for all stakeholders.

Mr. Tang, Lai-Wang, Managing Director (the "**Managing Director**"), presented the operational direction and strategies for the year 2025, with the following details:

Year 2024 was a challenging year for the Company, the performance declined, with a reduction in the loan portfolio, an increase in NPL ratio, and a decrease in profit. This decline was primarily due to the overall economic downturn, delayed government annual budgets, a shortage of truck supplies and declined in truck sales. The Company is actively taking actions to overcome these challenges.

Enclosure 1
Supporting Document for Agenda 1

In 2025, the Company's main target is to achieve stable growth with good assets quality. The Company's strategies for the year 2025 are as follows:

1. Focus on the quality of new loans and improve the credit analysis system. The Company will screen customers more strictly and give priority to those with good financial standing and operating in lower-risk industries.
2. Maintain new truck market share above 20 percent: Providing financing for new and used trucks is the Company's core business. Truck financing accounts for more than 60 percent of the loan portfolio of the Company and its subsidiaries. The objective is to maintain a market share of over 20 percent in the new truck segment.
3. Reduce NPL: The Company will implement a more robust collection process and focus on recovering NPL and write-off accounts, which will help improve the Company's financial performance.
4. Improve profitability through cost control: High-income growth is limited in 2025, but the Company is committed to improving profitability by cutting expenses. The Company will focus on operating efficiency and as asset quality improves, expected credit loss expenses will decrease.
5. Expansion into Solar PPA Business: the subsidiary will continue to expand Solar PPA business, with assets of Baht 700 million and a capacity of 40 megawatts in 2024, doubling from 2023. In 2025, The Company has set a target of asset to Baht 1.2 billion and a capacity target of 60 megawatts.
6. Increase capital: To strengthen the financial structure, the Company plans to increase its capital in the current year with the objective of reducing the D/E ratio and enhancing the confidence of lenders.

In addition, the Company upholds the ESG principles (environmental, social, and governance); as a cornerstone of its future. The Company is currently exploring green financing initiatives and community support programs to drive sustainable growth, creating value that lasts for both shareholders and society. With your continued faith, the Company will transform challenges into opportunities and build a sustainable future together.

The Independent Legal Advisor inquired whether any shareholders had questions or comments regarding this agenda. On this agenda, shareholders raised the following questions and comments:

- | | | |
|---|---|--|
| Mr. Boonchuay
Tangwattanasirikul | : | 1. What measures does the Company have in place to reduce non-performing loans (NPL) |
| Shareholder attended in
person | | 2. What is the total NPL amount as of March 2025 and the expected credit loss (ECL) |
| | | 3. How many vehicles has the Company repossessed and sold, and what are the plans to reduce repossessions? |
| | | 4. Which types of vehicles contributed most to the Company's ECL? |
| Mr. Tang, Lai-Wang
Managing Director | : | 1. The Company's strategy to reduce NPL involves tightening its criteria for new loan approvals. |
| | | 2. The rise in NPL has been attributed to the economic slowdown in 2024, delays in the government's budget disbursement, and |

Enclosure 1
Supporting Document for Agenda 1

late payments from customers' employers, all of which have negatively affected borrowers' ability to repay. This has impacted the Company's Expected Credit Loss (ECL).

3. As of now, the Company has repossessed approximately 2,600 vehicles. These vehicles are being sold through various planned sales channels. In Q1/2025 alone, around 200 vehicles were repossessed and a similar number were sold. If the decreased in repossessions and increased in sales continues throughout 2025, the total number of repossessed vehicles held by the Company is expected to decline.

Mr. Anurit Wongudom : The Company classifies its NPL customers into two groups:
General Manager

- (1) Customers with repayment capacity but fails to make timely payments: The Company manages this group by engaging in debt restructuring negotiations, enabling borrowers to repay their obligations based on their ability and mitigates the risk of further NPL accumulation.
- (2) Customers without repayment capacity: For this group, the Company proceeds with repossession of the vehicles to mitigate potential losses.

The vehicle repossession rate in Q1/2025 has declined compared to Q4/2024 and continues to trend downward. This is partly due to changes in the truck market, where regulations have shifted from EURO 3 to EURO 5 standards. However, due to limited productions of EURO 5 trucks, the prices of EURO 3 trucks have increased since the beginning of the year.

While the electric vehicle (EV) trend impacted the pricing of passenger car segment last year, it did not significantly affect truck prices, as trucks operate within a niche market. Nonetheless, auction price suppression has driven down the value of trucks. In response, the Company has adjusted its strategy by selling repossessed vehicles directly rather than through auctions.

Currently, the Company has signed Memorandum of Understanding (MOU) with vehicle dealers to refurbish repossessed vehicles and enhanced their value with manufacturer warranties before offering them to qualified buyers.

Additionally, the Company plans to manage its repossessed assets internally instead of relying on auction yards, in order to better preserve asset quality and avoid losses associated with potential damage or loss in auction storage facilities.

Mr. Pichai Saengngoen : Which industries do most of the Company's customers in the hire
Proxy Holder purchase credit portfolio belong to, and what is the Company's lending policy?

Mr. Anurit Wongudom : At present, the Company primarily focuses on hire purchase financing
General Manager for trucks, encompassing both new and used vehicles. The majority of

Enclosure 1
Supporting Document for Agenda 1

the Company's customers are entrepreneurs in the transportation sector, which can be categorized into the following three groups:

- (1) Operators who utilize trucks for transporting their own good.
- (2) Logistics service providers, who offer freight and cargo transportation services.
- (3) Operators in the construction materials sector.

Mr. Pichai Saengngoen : What is the approach of the Company to managing assets foreclosed?
Proxy Holder

Mr. Anurit Wongudom : Previously, the Company primarily sold repossessed vehicles through
General Manager auctions. However, due to the recent decline in prices obtained from auctions, the Company has adjusted its sales strategy, involve direct sales through marketing efforts and established vehicle dealers with an existing customer base. The sales strategy now incorporates various approaches, including selling vehicles to used car dealers or traders who will then resell the vehicles.

Mr. Pichai Saengngoen : Given the current decline in confidence in Thailand's bonds market,
Proxy Holder what are the Company's strategies for managing both short-term and long-term bonds issuances?

Mr. Danai Lapaviwat : the Company's bonds have not been affected, as they hold a credit
Chief Financial Officer rating of A. Additionally, the Company's loan portfolio has contracted this year, indicating stronger liquidity compared to previous periods of loan disbursement.

The Company has no plans to issue bonds in the first half of the year but there is a plan to issue bonds in the second half. In the meantime, the Company retains the ability to issue short-term bonds as needed.

Mr. Boonchuay : Please provide a breakdown of the expected credit loss (ECL) totaling
Tangwattanasirikul Baht 2,490 million by vehicle type.
Shareholder attended in person

Mr. Danai Lapaviwat : The majority is attributed to trucks
Chief Financial Officer

Mr. Boonchuay : How many trucks remained in the Company's inventory as of
Tangwattanasirikul March 31, 2025?
Shareholder attended in person

Mr. Pradit : The Company is currently in the process of finalizing its March
Sawattananond operational results and is therefore unable to provide a definitive figure at this time.
Chairman of the Audit Committee

Ms. Supatra Sittichai : What was the number of repossessed trucks as of the end of 2024?
Shareholder attended in person

Enclosure 1
Supporting Document for Agenda 1

Mr. Pradit Sawattananond
Chairman of the Audit Committee

: The total value of repossessed trucks as of the end of 2024 was Baht 3,408 million. The primary reason for this increase is the economic downturn, which has impacted some customers' ability to continue making loan repayments. As a result, the Company was compelled to repossess more vehicles.

Additionally, the issue has been compounded by lower bid prices from auction participants, leading to an accumulation of unsold inventory. This challenge is also faced by other companies in the same industry.

However, the situation has shown signs of improvement this year, as truck prices in the market have begun to recover. This allows both the Company and bidders to achieve more favorable selling prices. In response, the Company has explored alternative sales channels beyond auctions to secure better pricing. Nonetheless, direct sales do not allow for the same volume clearance as auctions. If market prices continue to improve, the Company expects to reduce its unsold vehicle inventory in the coming periods.

Ms. Supatra Sittichai
Shareholder attended in person

: Is the Company still responsible for any damages that occur to vehicles while they are in the auction yard?

Does the Company have facilities to store repossessed vehicles?

Mr. Anurit Wongudom
General Manager

: Due to the decline in auction bid prices, the Company recognized an opportunity to sell through new channels. The Company has started offering vehicles via its marketing channels, leveraging its existing customer base, which helps reduce the risk of losses compared to auction sales. Additionally, the current market situation, where there is a limited supply of trucks, benefits the Company by allowing it to sell vehicles directly to operators in need of trucks. Regarding vehicle storage, the Company has signed a Memorandum of Understanding (MOU) with a partner to lease storage space at a reasonable rate. The Company also charges a fee for the maintenance and care of vehicles returned to its custody by customers.

Mr. Pradit Sawattananond
Chairman of the Audit Committee

: The Company has not been complacent regarding the issue of NPL and is fully aware of the impact this issue has on its profitability. In response, the Company has implemented measures to reduce NPL, a challenge it has not faced previously. However, over the past year, several factors affecting the overall economy have impacted customers' ability to repay their loans. Fortunately, these economic factors have started to ease.

The Company has become stricter in its credit approval process, selecting only customers with a high repayment capacity in order to control and minimize non-performing-loan. As a result, the Company's loan disbursements have decreased compared to previous levels. However, the Company will reconsider its credit issuance policies once the economic situation improves.

Ms. Supatra Sittichai
Shareholder attended in person

: What is the Company's plan to reduce NPL?

Enclosure 1
Supporting Document for Agenda 1

Mr. Anurit Wongudom : The Company's decision to tighten its credit approval process has led
General Manager to a reduction in the overall loan portfolio due to fewer loans being issued, which in turn has caused the proportion of NPL to rise.

However, the number of NPL has stabilized since the end of 2024 and has started to decrease from Q1/2025. The reduction in NPL cannot occur rapidly, as the current economic conditions have not yet fully recovered. Nevertheless, if the overall economy improves, the number of NPL is expected to decrease gradually.

Ms. Supatra Sittichai : Should the Company focus on selling repossessed vehicles as quickly
Shareholder attended in as possible?
person

Mr. Anurit Wongudom : The Company must maintain the quality of its loan portfolio
General Manager to prevent the occurrence of new NPL, as the loan portfolio is substantial and has the potential to generate significant revenue for the Company.

Ms. Supatra Sittichai : What is the amount of new loans issued in 2024?
Shareholder attended in
person

Mr. Anurit Wongudom : According to the consolidated financial statements, the amount of new
General Manager loans issued is Baht 22,000 million.

Mr. Pradit : Currently, the trend for NPL is positive, as the number of bad debts
Sawattananond has decreased.

Chairman of the Audit
Committee

There was no additional question from shareholders. The Independent Legal Advisor, therefore, proposed the Meeting to consider and acknowledge the matter as proposed.

Resolution The Meeting resolved to acknowledged the annual report of the Board of Directors for the year 2024

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, 2024, 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 PLC Act, 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, 2024, which have been reviewed by the Audit Committee and audited by the certified auditor, are presented in the annual report for the year 2024 and enclosed as per Enclosure 2, which was distributed to shareholders together with the invitation letter.

The Board of Directors deemed appropriate to propose the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2024, which were reviewed by the audit committee and audited by the certified auditor, to the Shareholders' Meeting for approval.

Enclosure 1
Supporting Document for Agenda 1

The Independent Legal Advisor inquired whether any shareholders had any questions or comments regarding this agenda. As there were no questions or additional comments from the shareholders on this agenda.

The Independent Legal Advisor proposed the Meeting to consider approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2024 as proposed.

Resolution The Meeting resolved to approved approving the Company's audited financial statements and the report of the Independent Auditor as at December 31, 2024, which were reviewed by the Audit Committee and audited by the certified auditor with the following results:

Result	Vote (Amount)	Percent
Approved	316,203,576	99.9993
Disapproved	1,900	0.0006
Abstained	940,500	-
Invalid Ballot	0	-
Total	317,145,976	-

Remark This agenda required the resolution of the majority of the votes of all shareholders present at the Meeting and casted their votes

Agenda 4 To consider approving the appropriation of the annual net profit and dividend payment from operating performance of the year 2024.

The Secretary informed the Meeting that according to Article 116 the PLC Act and Clause 38 of the Company's Articles of Association, if the Company has no accumulated loss, it may distribute a dividend by taking into consideration the Company's dividend policy 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.

The Company and its subsidiary's operating result in 2024 from January 1, 2024 to December 31, 2024 shows the profit for the year of **Baht 331,797,369**. The Company proposes the appropriation of annual net profit for the year 2024 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 263,921,730** (details as per stipulated in the financial statement of the Company ended December 31, 2024) 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 2024 ended December 31, 2024 to be the legal reserve of the Company.
2. Dividend payment in the forms of cash at the rate equivalent to Baht 0.32 per share in the total amount of Baht 168,909,907. The payout ratio is 50.91 percent of net profit which complied to dividend policy. The dividend shall be subjected to withholding tax at the rate prescribed by law. The Company shall fix the record date on March 3, 2025 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 29, 2025. The Company paid corporate income tax at 20 percent in year 2024.

Enclosure 1
Supporting Document for Agenda 1

The Independent Legal Advisor inquired whether any shareholders had questions or comments regarding this agenda. On this agenda, shareholders raised the following questions and comments:

- Mr. Boonchuay Tangwattanasirikul
Shareholder attended in person
- : If the company improved its performance, will the Company be able to compensate the dividend payments?
- Mr. Tang, Lai-Wang
Managing Director
- : The Company's dividend policy is set at 40 to 70 percent. In the past year, the Company paid a dividend at a rate of 50 percent. If the Company's profit and performance improve, the Company will consider increasing the dividend payout ratio.
- Mr. Pradit Sawattananond
Chairman of the Audit Committee
- : The Company paid a dividend at a rate of 50 percent, which is close to the previous payout ratio. However, the total dividend amount was lower due to a decrease in the Company's profit by approximately 75 percent in the past year. If the Company's performance improves this year, shareholders will receive higher dividends in accordance with the Company's dividend policy.
- Mr. Amornsak Lhaoteparat
Shareholder attended in person
- : According to the note in the financial statements on page 177, note 45, if the assets foreclosed are valued at Baht 2,490 million this year, and if more than this amount is sold, will the excess be counted as profit?
- Mr. Danai Lapaviwat
Chief Financial Officer
- : If more than the stated amount is sold, the excess will be counted as profit.
- Mr. Amornsak Lhaoteparat
Shareholder attended in person
- : Has the Company set aside Baht 2,490 million to account for potential losses on asset sales? If assets are sold, any resulting profit be recognized in the following year, conversely, if there is a loss, the amount will be reflected in this year's financial statements?
- Mr. Danai Lapaviwat
Chief Financial Officer
- : Yes, partly.
- Mr. Vijit Buasri
Auditor
- : Shareholders are requested to review the notes to the financial statements on page 166 regarding assets foreclosed as of the end of the period. The Company reports the cost value of these assets at Baht 3,408 million, with a provision set aside of [Baht 894 million.
- If, during this year, the Company manages to sell the assets at a value greater than Baht 2,513 million (net value of assets foreclosed), a profit will be realized. Conversely, if the assets are sold for less than this amount, a loss will occur.
- Regarding the losses disclosed on page 177 of the financial statement notes: these represent losses recognized in 2024 due to the impairment of assets held for sale amounting to Baht 1,331

Enclosure 1
Supporting Document for Agenda 1

million. This amount includes both the provision made at the end of the period and actual losses incurred during the period. In summary, page 177 consists of 2 parts (1) unrealized losses, which are provisions estimated for assets that will be sold in the following year and (2) realized losses.

Mr. Pradit Sawattananond
Chairman of the Audit Committee

: To elaborate further: the Company has set aside a provision of [Baht 894 million against the total asset cost of Baht 3,408 million, resulting in a net book value of approximately Baht 2,513 million. Therefore, if the assets are sold for more than [Baht 2,513 million, the Company will realize a profit. However, if the assets are sold at Baht 3,408 million minus the provision of Baht 889 million, it would result in a greater loss.

The key factor influencing this outcome is whether the prices of the used vehicles improve. Since each repossessed vehicle has a different cost basis, the company will compare each vehicle's cost against the provision set for it at the time of sale. These provisions are calculated using an accounting formula based on estimations. If the actual selling price exceeds the net book value after provision, a gain is recognized. The Company is therefore waiting for market prices to rise to avoid incurring a loss. Current depressed prices are driven by market conditions, particularly the fact that auctioneers have been unable to sell vehicles, which leads to pressure to lower prices. As a result, the company currently holds a large inventory of vehicles. However, once the second-hand car market recovers, the Company expects to sell at higher prices, allowing for faster inventory turnover and potentially higher profits.

There was no additional question from shareholders. The Independent Legal Advisor proposed the Meeting to consider and approved the appropriation of the annual net profit and dividend payment from operating performance of the year 2024 as proposed.

Resolution The Meeting resolved to approved the appropriation of the annual net profit and dividend payment from operating performance of the year 2024 with the following results:

Result	Vote (Amount)	Percent
Approved	316,205,476	100.0000
Disapproved	0	0.0000
Abstained	940,500	-
Invalid Ballot	0	-
Total	317,145,976	-

Remark This agenda item required the resolution of the majority of the votes of all shareholders presented at the Meeting and casted 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, to consider approving the appointment of person to be director for the replacement of the retired director, and to consider approving the appointment of person to be director for the vacant position.

Enclosure 1
Supporting Document for Agenda 1

The Secretary informed the Meeting that according to Article 71 of the PLC Act 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 and a retiring director maybe re-elected.

The Secretary further explained that there are 4 retiring directors in the year 2025 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

However, Mr. Anant Svattananon resigned from his positions as Audit Committee Member / Independent Director, effective January 31, 2025, resulting in one vacant directorship.

In addition, Mr. Kasem Akanesuwan, whose term has ended, has expressed his intention not to continue serving as an Independent Director for another term.

As a result, only 2 directors have been nominated for reappointment for another term as follows:

1. Mr. Yang, Tze-Ting Chairman of the Board of Directors
2. Mr. Tang, Lai-Wang Director

The nominated persons to be appointed as directors to replace the retired director (formerly Mr. Kasem Akanesuwan) and for the vacant position (formerly Mr. Anant Svattananon) are as follow:

1. Mr. Thongchai Chasawath Director
2. Mr. Dan Tantisunthorn Director

The profiles of the directors nominated for reappointment and the individuals nominated for appointment as directors are provided in **Enclosure 3**, which has been distributed to shareholders together with the invitation letter.

For this agenda, no shareholder nominated any qualified individuals to be considered as the directors in advance. The Board of Directors therefore deemed it appropriate that the 2 retiring directors, to be appointed for another term. To ensure with the principles of good governance, the directors who have been nominated for re-election who are also the shareholders of the Company abstained from voting on this agenda.

The Board of Directors has carefully considered and reviewed that the 2 retired directors have the appropriate qualifications as well as the experience, knowledge, and skills in the business. They have performed their directorship effectively to the Company and possess all the qualifications under the PLC Act. Therefore, the Board of Directors deemed appropriate to propose to the Meeting for the re-appointment for another term.

For the individuals nominated for appointment as new directors to replace those retiring by rotation and to fill the vacant position are qualified professionals with the necessary knowledge and capabilities. They possess all qualifications in accordance with the PLC Act. Therefore, the Board of Directors deemed appropriate to proposed to the Meeting to approve the appointment of the aforementioned individuals as directors.

The Board of Directors has together considered the structure, by taking into account of the board diversity policy in terms of 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 along with appropriate academic credential, experience and expertise that would be beneficial to the Company.

Enclosure 1
Supporting Document for Agenda 1

The Independent Legal Advisor inquired whether any shareholders had any questions or comments regarding this agenda. As there were no questions or additional comments from the shareholders on this agenda.

The Independent Legal Advisor proposed the Meeting of the voting criteria for this agenda by allowing the Meeting to consider and vote on the election of individual directors.

Resolution The Meeting resolved to approved the re-appointment of the directors who are going to vacate the office upon the expiration of their term, to consider approving the appointment of person to be director for the replacement of the retired director, and to consider approving the appointment of person to be director for the vacant position with the following results:

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

Result	Vote (Amount)	Percent
Approved	316,247,576	99.9993
Disapproved	1,900	0.0006
Abstained	898,100	-
Invalid Ballot	0	-
Total	317,147,576	-

5.2 Mr. Tang, Lai-Wang Director

Result	Vote (Amount)	Percent
Approved	315,807,123	99.9993
Disapproved	1,900	0.0006
Abstained	898,100	-
Invalid Ballot	0	-
Total	316,707,123	-

5.3 Mr. Thongchai Chasawath Director

Result	Vote (Amount)	Percent
Approved	316,249,476	99.9994
Disapproved	1,600	0.0005
Abstained	896,500	-
Invalid Ballot	0	-
Total	317,147,576	-

5.4 Mr. Dan Tantisunthorn Director

Result	Vote (Amount)	Percent
Approved	316,251,076	100.0000
Disapproved	0	0.0000
Abstained	896,500	-
Invalid Ballot	0	-
Total	317,147,576	-

- Remark**
1. The directors who were shareholders abstained from voting in this agenda.
 2. This agenda requires the resolution of the majority of the votes of all shareholders presented at the Meeting and casted their votes.

Agenda 6 To consider approving the remuneration of directors and Audit Committee for the year 2025

The Secretary informed the Meeting that according to Article 90 of the PLC Act 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 Annual General Meeting of Shareholders in order to support their contribution to the Company.

The Board of Directors deemed appropriate to propose to the Meeting to consider and approve the remuneration of the directors for year 2025 as follows:

Unit: Baht

Position	2025			
	Fixed monthly remuneration	Meeting allowance (per meeting)	Audit Committee Meeting allowance (per meeting)	Bonus (Y2024 performance)
1. Chairman of the Board of Directors	50,000	-	-	-
2. Chairman of the Audit Committee	50,000	10,000	20,000	300,000
3. Audit Committee Member	37,500	10,000	20,000	225,000
4. Non-Executive Director/Independent Director	37,500	10,000	-	225,000
5. Other Director	25,000	-	-	-

Remark: There is no other type of compensation for year 2025

The Independent Legal Advisor inquired whether any shareholders had any questions or comments regarding this agenda. As there were no questions or additional comments from the shareholders on this agenda.

The Independent Legal Advisor therefore proposed the Meeting to consider approving the remuneration of directors and Audit Committee for the year 2025 as proposed

Resolution The Meeting resolved to approve the remuneration of directors and Audit Committee for the year 2025.

Result	Vote (Amount)	Percent
Approved	315,290,453	99.4144
Disapproved	1,600	0.0005
Abstained	1,855,523	0.5850
Invalid Ballot	0	0.000
Total	317,147,576	100.0000

Remark This agenda required the resolution of two-thirds of the votes of all shareholders presented at the Meeting.

Agenda 7 To consider approving the appointment of the certified auditors and the auditing fees for the year 2025.

The Secretary informed that according to Article 120 of the PLC Act 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 PLC Act 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 was hereby proposed to the Meeting to appoint the following persons as the Company's auditors:

- | | |
|------------------------------------|--|
| 1) Mrs. Poonnard Paocharoen | Certified Public Accountant No.5238 and/or |
| 2) Ms. Manee Rattanabunnakit | Certified Public Accountant No.5313 and/or |
| 3) Ms. Sineenart Jirachaikhuankhan | Certified Public Accountant No. 6287 and/or |
| 4) Mr. Vijit Buasri | Certified Public Accountant No. 14167 and/or |
| 5) Ms. Wanwilai Phetsang | Certified Public Accountant No. 5315 |

of EY Office Limited to be auditors of the Company and subsidiaries for the fiscal year ending December 31, 2025. In this regard, any of the said persons shall audit and certify the financial statements of the Company and subsidiaries. In the event the above auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their plan. In addition, the said auditors have no relationship or interest related to the Company, its affiliates, management, major shareholders, or any persons related to the said entities and persons. Therefore, the Company's auditors are independent in auditing and giving opinion on the Company's financial statements. Moreover, the auditors have not been appointed for more than 5 consecutive years in auditing, reviewing or giving opinion on the Company's financial statements. Mrs. Poonnard Paocharoen has audited the financial statements of the Company for 4 years. Ms. Manee Rattanabunnakit has been proposed as the Company's auditors for 8 years but has never audited the financial statements of the Company. Ms. Sineenart Jirachaikhuankhan has been proposed as the Company's auditors for 2 years but has never audited the financial statements of the Company. And Mr. Vijit Buasri and Ms. Wanwilai Phetsang has not been proposed as the Company's auditors.

The Company has two subsidiaries, namely Bangkok Grand Pacific Lease Public Co., Ltd. and SK Insurance Broker Co., Ltd. The auditors from EY Office Limited shall also be the auditors of the both subsidiaries. The Audit Committee, with the approval of the Board of Directors, hereby proposes the Meeting to approve the remuneration of the auditors for the fiscal year ending December 31, 2025 in an amount of not exceed **2,240,000 Baht.**

Comparison of Auditing Fees for year 2025 and 2024

Auditing Fees	Y2025	Y2024	Difference	Unit : Baht
				Change (%)
Auditing Fee for financial statements	2,240,000	2,190,000	50,000	2.3
Fee from other services	-	600,000	(600,000)	(100.00)

Audit Committee's Opinion

The Audit Committee considered that the certified auditors and the auditing fees are appropriated. Therefore, the Audit Committee deemed appropriate that the Board of Director should propose this matter to the 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 2025 described above should be proposed to the Meeting for approval.

The Independent Legal Advisor inquired whether any shareholders had any questions or comments regarding this agenda. As there were no questions or additional comments from the shareholders on this agenda.

The Independent Legal Advisor proposed the Meeting to consider approving the appointment of the certified auditors and the auditing fees for the year 2025 as proposed.

Resolution The Meeting resolved to approved the appointment of the certified auditors and the auditing fees for the year 2025 as follows:

Result	Vote (Amount)	Percent
Approved	316,249,176	99.9993
Disapproved	1,900	0.0006
Abstained	896,500	-
Invalid Ballot	0	-
Total	317,147,576	-

Remark This agenda required the resolution of the majority of the votes of all shareholders presented at the Meeting and casted their votes.

Agenda 8 To consider approving an increase in the Company's registered capital from Baht 2,639,217,300 (Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred) to Baht 3,518,956,400 (Three thousand five hundred eighteen million nine hundred fifty six thousand four hundred), 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) 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 the purpose of the Company's capital increase is to strengthen the capital structure and to decrease debt to equity ratio which will increase the confidence of the lenders both banks and bond investors. Moreover, the capital increase will show that major shareholders (Chailease group) are willing to support the Company which will increase the Company's reliability for credit rating agency.

According to the PLC Act and the Company's Articles of Association, Clause 30, 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

Enclosure 1
Supporting Document for Agenda 1

from 2,639,217,300 Baht (Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred Baht) consist of 527,843,460 shares (Five hundred twenty seven million eight hundred forty three thousand four hundred sixty shares) to 3,518,956,400 Baht (Three thousand five hundred eighteen million nine hundred fifty six thousand four hundred Baht) consist of 703,791,280 shares (Seven hundred three million seven hundred ninety one thousand two hundred and eighty shares), by increasing the registered capital by the amount of 879,739,100 Baht (Eight hundred seventy nine million seven hundred thirty nine thousand one hundred Baht) with the new issuance of ordinary shares in the amount of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) at a par value of 5 Baht (Five Baht)

The Independent Legal Advisor inquired whether any shareholders had questions or comments regarding this agenda. On this agenda, shareholders raised the following questions and comments:

- Mr. Atthasit Piphitmethanon
Shareholder attended in person
- : Complimented the Company for organizing the Meeting onsite and inquired whether the Company benchmarks itself against publicly listed companies in other countries within the same industry. If so, the shareholder suggested that the Company study what types of financial services those companies offer that the Company might also be able to implement, and inquired for the details regarding the Solar PPA.
- Mr. Tang, Lai-Wang
Managing Director
- : The Company does not benchmark itself against foreign companies, but it does compare its performance with other domestic companies. The Company plans to use the proceeds from its capital increase to further develop its business, including enhancing its used truck financing products and expanding its Solar PPA operations, which have demonstrated strong returns. As such, the Company intends to increasingly focus on the growth of its Solar PPA business.
- Ms. Araya Gingkaew
Shareholders attended in person
- : What will the funds raised from the capital increase be used for, and will they be used to repay (roll over) the debentures?
- Mr. Danai Lapaviwat
Chief Financial Officer
- : The Company will use the funds raised from the capital increase to repay the debentures in order to reduce the D/E ratio.
- Mr. Pradit Sawattananond
Chairman of the Audit Committee
- : The Company's D/E ratio is higher than that of other competitors who have issued debentures. Reducing the D/E ratio will help improve liquidity. Additionally, the company will use the funds raised from the capital increase to prepare for increased lending capacity in the future.
- Mr. Danai Lapaviwat
Chief Financial Officer
- : A portion of the proceeds from the capital increase will be allocated for loan disbursements. However, the majority of the funds (approximately 70 to 80 percent) will be used for the repayment of bonds.
- Mr. Boonchuay Tangwattanasirikul
Shareholder attended in person
- : When is the increase in loan disbursements expected to occur?

Enclosure 1
Supporting Document for Agenda 1

- Mr. Danai Lapaviwat : During the first half of 2025, loan disbursements are expected to slow
Chief Financial Officer down due to the temporary withdrawal of one of the truck
manufacturers from the market. This situation is anticipated to persist
until mid-2025. However, the Company expects that once the
manufacturer resumes normal production, loan disbursement volumes
will recover accordingly, with a potential increase in disbursements
projected for the latter half of the year.
- Mr. Tang, Lai-Wang : The main objective is to strengthen the Company's financial structure.
Managing Director The Company has set a growth target of 5 percent for this year.
However, the earthquake and the news of the U.S. import tariff
in Q1/2025 have impacted the Company's growth, resulting in lower
growth than expected. Nevertheless, it is anticipated that
the Company will experience greater growth in the Q3-4/2025,
provided the economic situation stabilizes.
- Mr. Amornsak : Is the capital raised from the share issuance intended to finance
Lhaoteparat repossessed vehicles?
Shareholder attended in
person
- Mr. Danai Lapaviwat : The majority of the funds raised from the capital increase will
Chief Financial Officer primarily be used to repay bonds.
- Mr. Pradit : The primary objective of the capital increase is to reduce the
Sawattananond Company's D/E ratio to a level comparable to that of other companies
in the same industry. The Company's bonds are not facing any issues,
as they are investment-grade. This capital increase will provide the
Company with additional funds to prepare for potential increases in
loan demand, without the need to issue new bonds. Consequently, the
Company will be able to save approximately 3-4 percent in costs
associated with debenture issuance.
- Mr. Somkiat : Will the use of proceeds from the capital increase to repay bonds affect
Udomcharit the investors who subscribe to the newly issued shares and their
dividend returns?
Shareholders' Rights
Protection Volunteer
from the Thai Investors
Association
- Mr. Danai Lapaviwat : Repayment of bonds will reduce the amount of interest expenses
Chief Financial Officer incurred by the Company, which in turn increases profits and
improves dividend payouts.
- Mr. Pradit : The Company's lending activities yield a return of approximately 7 to
Sawattananond 10 percent interest. However, lending involves expenses, and if the
Company does not issue bonds, it must use its own capital. Issuing
bonds or borrowing from banks incurs a cost of around 3 to 4 percent,
which is relatively low due to the Company's bonds having an "A"
credit rating.
- Chairman of the Audit
Committee

Enclosure 1
Supporting Document for Agenda 1

The most significant issue affecting the Company is NPL. If the Company can successfully manage and lower NPL, it will result in increased profitability. Therefore, the current capital increase serves as preparation for the Company to expand its lending in the future when there is demand for credit. It is anticipated that this will yield a profit margin of around 7 to 8 percent, which will allow the Company to pay higher dividends and reduce the cost of issuing bonds or borrowing from banks.

The reason it is necessary to reduce the D/E ratio is that institutional investors recommended that the Company should lower its D/E ratio to align with other companies in the same industry. Additionally, with the capital raised, the Company will have more funds, making it unnecessary to issue bonds or borrow from banks, thereby enabling it to expand lending activities further

Mr. Amornsak Lhaoteparat : What is the Company's ECL and costs, and does the capital increase help resolve the issues the Company is currently facing

Shareholder attended in person

Mr. Danai Lapaviwat Chief Financial Officer : The ECL has contributed to a decline in profits, however, this decline is not related to the cost, which remains at 3.5 percent. The Company's main challenge currently lies within the ECL. To address this, the Company aims to reduce the ECL figure by tightening credit approval criteria in order to acquire higher-quality debtors.

There was no additional question from shareholders. The Independent Legal Advisor proposed the Meeting to consider and approved an increase in the Company's registered capital as proposed.

Resolution The Meeting resolved to approved increase in the Company's registered capital from Baht 2,639,217,300 (Two thousand six hundred thirty nine million two hundred seventeen thousand three hundred) to Baht 3,518,956,400 (Three thousand five hundred eighteen million nine hundred fifty six thousand four hundred), 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) 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 following results.

Result	Vote (Amount)	Percent
Approved	315,540,245	99.4931
Disapproved	689,400	0.2173
Abstained	917,931	0.2894
Invalid Ballot	0	0.0000
Total	317,147,576	100.0000

Remark This agenda required the resolution of not less than three-fourths of the total votes of the shareholders attended the Meeting.

Agenda 9 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 PLC Act and the Company's Articles of Association, Clause 30, 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 8 re: an increase in the Company's registered capital.

The Board of Directors deemed appropriate to propose to the Meeting to amendment of Clause 4 of the Memorandum of Association of the Company in respect of the Company's registered capital to be in line with the increased capital is as follows:

“Clause 4 Registered Capital (Baht)	3,518,956,400	(Three thousand five hundred eighteen million nine hundred fifty-six thousand four hundred Baht)
Divided into (shares)	703,791,280	(Seven hundred three million seven hundred ninety-one thousand two hundred and eighty shares)
Par value of (Baht)	5	(Five Baht)
Which is classified into		
Ordinary shares (shares)	703,791,280	(Seven hundred three million seven hundred ninety-one thousand two hundred and eighty shares)
Preferred shares (shares)	-	(-)”

The Independent Legal Advisor inquired whether any shareholders had any questions or comments regarding this agenda. As there were no questions or additional comments from the shareholders on this agenda.

The Independent Legal Advisor proposed the Meeting 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 as proposed.

Resolution The Meeting resolved to approved 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 following results:

Result	Vote (Amount)	Percent
Approved	315,596,945	99.5110
Disapproved	632,700	0.1994
Abstained	917,931	0.2894
Invalid Ballot	0	0.0000
Total	317,147,576	100.0000

Remark This agenda required the resolution of not less than three-fourths of the total votes of the shareholders attended the Meeting.

Agenda 10 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 of the Company in proportion to their shareholding, excluding shareholders whose holding of such share would cause the Company to be under the obligations of any international laws (Preferential Public Offering: PPO) with the subscription ratio of 3 (three) existing ordinary shares for 1 (one) new ordinary share (3:1) at the offering price of Baht 7 (Seven Baht).

The Secretary informed the Meeting that in according with Agenda 8, re: increasing the registered capital by the amount of Baht 879,739,100 (Eight hundred seventy nine million seven hundred thirty nine thousand one hundred) 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), 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 deemed appropriate to propose to the shareholders' meeting for an approval of the issuance and offer for sale of the Company's newly increased ordinary share and an allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding, excluding shareholders whose subscription would cause the Company to have legal obligations under foreign laws (Preferential Public Offering: PPO) in the amount of 175,947,820 shares (One hundred seventy five million nine hundred forty seven thousand eight hundred twenty shares) at the par value of Baht 5 (Five Baht) in order to offer to existing shareholders in proportion to their shareholding, with the following details:

1. Allocation of newly issued ordinary shares to existing shareholders in the ratio of 3 existing shares to 1 new share (3:1) at the offering price 7 Baht per share, the existing shareholders are entitled to subscribe the newly issued shares in excess of their proportionate entitlement (Oversubscription), the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. Details of the capital increase and the allocation of newly issued ordinary shares are described in Capital Increase Report Form (F53-4) and The Preliminary Features of Newly issued Ordinary Shares as per Enclosure 4.
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 exceeds the number of oversubscribed shares

The Company shall allocate shares to all respective shareholders who have oversubscribed and fully paid for such shares in accordance with the number of oversubscribed shares as subscribed.

2.2 In the event that the remaining shares are fewer than the number of oversubscribed shares.

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

(b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). 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. 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 22, 2025, subscription period is on May 13-16, May 19, 2025. 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 and/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,

Enclosure 1
Supporting Document for Agenda 1

Ministry of Commerce, as well as to execute the applications, waivers, and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares, including to contact and file such applications, waivers, 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 Offering shares

The Independent Legal Advisor inquired whether any shareholders had questions or comments regarding this agenda. On this agenda, shareholders raised the following questions and comments:

- Mr. Boonchuay Tangwattanasirikul
Shareholder attended in person
- : 1. Why does the Company propose the offering of newly issued ordinary shares at the price of 7 Baht per share, while the current market price is lower than the offering price?
2. If the newly issued ordinary shares are not fully subscribed, will the major shareholder subscribe all remaining unsubscribed shares?
- Mr. Tang, Lai-Wang
Managing Director
- : At the time the Company set the offering price of the newly issued ordinary shares at 7 Baht per share, the market price of the Company's shares was approximately 8 Baht. Therefore, the Company decided to set the offering price at 7 Baht, representing a discount of around 10 percent, which is considered reasonable given that the current book value of the shares is approximately 19-20 Baht per share. If the newly issued ordinary shares are not fully subscribed, the major shareholder will subscribe to all of the remaining unsubscribed shares.
- Anonymous shareholder
attended in person
- : What is the impact on the Company's dividend payments as a result of this capital increase?
- Mr. Danai Lapaviwat
Chief Financial Officer
- : If the Company maintains the same dividend payout ratio, subscribers of the newly issued ordinary shares at the price of 7 Baht per share will receive a dividend yield of approximately 4.6 percent. However, there is a possibility that the Company may declare a higher dividend payout ratio.
- Anonymous shareholder
attended in person
- : Is the offering price of the newly issued shares considered reasonable?
- Mr. Danai Lapaviwat
Chief Financial Officer
- : The book value is nearly 20 Baht per share, so offering the newly issued ordinary shares at 7 Baht is considered a reasonable and valuable price.

There was no additional question from shareholders. The Independent Legal Advisor, proposed the Meeting to consider and approve the issuance and offer for sale of the Company's newly issued shares as proposed.

Resolution The Meeting resolved to approved 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 of the Company in proportion to their shareholding, excluding shareholders whose holding of such share

Enclosure 1
Supporting Document for Agenda 1

would cause the Company to be under the obligations of any international laws (Preferential Public Offering: PPO) with the subscription ratio of 3 (three) existing ordinary shares for 1 (one) new ordinary share (3:1) at the offering price of Baht 7 (Seven Baht) with the following results:

Result	Vote (Amount)	Percent
Approved	315,459,945	99.7931
Disapproved	653,731	0.2068
Abstained	896,900	-
Invalid Ballot	0	-
Total	317,010,576	-

Remark This agenda required the resolution of the majority of the votes of all shareholders presented at the Meeting and casted their votes.

Agenda 11 Other business (if any)

Mr. Pradit Sawattananond, Chairman of the Audit Committee, informed the Meeting that, in addition to the agenda set by the Company's Board of Directors for the Annual General Meeting of Shareholders No. 41/2025, shareholders wishing to propose matters for consideration other than those specified in the invitation letter must meet the conditions set forth in Section 105, paragraph two of the PLC Act. Shareholders holding at least one-third of the total issued shares may request the Meeting to consider matters beyond those specified in the invitation letter.

However, to ensure transparency and equal rights among the shareholders, no additional agenda that were not specified in the invitation letter should be proposed for consideration for approval or voting

The Independent Legal Advisor inquired whether any shareholders had questions or comments regarding this agenda. On this agenda, shareholders raised the following questions and comments.

- Mr. Boonchuay : 1. What is the rank of the Company's market share in the industry?
Tangwattanasirikul
Shareholder attended in person : 2. What is the Company's loan disbursement target for this year?
3. What types of businesses are ideal for granting loans, and what portion of the loan portfolio do they represent?
- Mr. Anurit Wongudom : 1. As of the end of 2024, the Company's market share for new trucks
General Manager stood at approximately 22 percent. There is no definitive data available for used trucks; however, in terms of loan disbursement for both new and used trucks, the Company has consistently ranked in the Tier 1-3 segment within the industry.
2. The Company initially set a loan disbursement growth target of 5-10 percent, based on pre-existing plans prior to the recent earthquake incident and the introduction of U.S. tariff measures on import goods. The Company will reconsider this target in light of current circumstances but remains committed to maintaining the quality of its loan portfolio.

Enclosure 1
Supporting Document for Agenda 1

3. The Company's core focus is on truck financing, which yields a return of approximately 8-9 percent, including both new and used trucks. The Company emphasizes: (1) Generating new loans with high-quality borrowers; (2) Preserving the quality of existing loans to prevent defaults and rehabilitating non-performing loans (NPL) to bring borrowers back to performing status.

Some NPL customers still have the capacity to repay, despite delayed payments. For those who are unable to repay, the Company has taken steps to repossess and resell the vehicles at optimal prices. The Company remains proactive and aware that some challenges are caused by external factors beyond its control. Nevertheless, internal credit management and loan servicing plans are continuously being implemented.

Anonymous shareholder attended in person : Complimented the Company for organizing the Meeting onsite and provided suggestions that the Company should seek additional sources of revenue from other services. The shareholder also recommended enhancing communication channels with customers and expanding online sales platforms to make information and services more accessible. Furthermore, it was proposed that the Company consider offering repossessed vehicles for sale to previous customers with good credit history, alongside selling through vehicle dealerships and used truck dealers, as there is still a customer base interested in purchasing such vehicles.

As there were no further matters proposed and no additional questions from shareholders, the Chairman thanked shareholders for attending the Meeting and declared the Meeting adjourned at 6:28 p.m.

Signed _____



(Mr. Yang, Tze-Ting)

Chairman of the Meeting

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**The annual report (Form 56-1 One Report) of the Board of Directors for the year 2025
with the audited financial statements and the Independent Auditor's Report
as at December 31, 2025 in QR Code**

The shareholders can learn more about the 2025 Annual Report (56-1 One Report) of the Board of Director. Please scan QR Code, which appear below to access these reports.

The 2025 Annual Report (56-1 One Report) Asia Sermkij Leasing Public Company Limited

ภาษาอังกฤษ / English Version



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

Mr. Pradit Sawattananond

Position	Chairman of the Audit Committee/ Independent Director Appointed as director on June 18, 2004
Address	No. 353/5 Soi Santiparb 1, Sub Road, Sripraya, Bangrak, Bangkok 10500
Age	77 years
Education	Master of Business Administration, Central State University, Oklahoma, U.S.A. Bachelor's Degree in Commerce, Chulalongkorn University

Experience

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	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
2018 - Present	Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited
2015 - 2020	Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
2004 - 2019	Audit Committee Member/ Independent Director, Thai Film Industries Public Company Limited

Director program

- Director Certification Program No. 3/2000, Thai Institute of Directors Association
- Audit Committee Program No. 3/2004, Thai Institute of Directors Association
- Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand
- Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association
- Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association
- Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association
- Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association
- Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association
- Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association
- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association
- Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association

Mr. Pradit Sawattananond (Continue)

Year of Directorship	21 years
Position in others listed Company	2 Companies 1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited 2. Audit Committee Member/ Independent Director, KGI Securities Public Company Limited
Position in Non-Listed Company	1 Company 1. 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.
Position in Rival Companies/ Connected business	None
Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;	
- being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being professional service providers	None
- Having the significant business relations	None
Nature of relationships between director/management	None
Interest in any agenda	Agenda 6: To consider and approve the remuneration of directors for the year 2026
Meeting Attendance in 2025	6 Board of Directors meetings in total: 6 meetings attended 4 Audit Committee meetings in total: 4 meetings attended
Changes of shares held as at December 31, 2025, compared with those of 2024.	Remain unchanged (Outstanding at 37,700 shares or equivalent to 0.01% of the total shares)

The independent director/ member of the Audit Committee who is proposed to be appointed as a proxy has no interest every agenda except Agenda 6 To consider approving the remuneration of directors for the year 2026. However, he does not have special interest more than other directors.

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

Mr. Chen, Fong-Long

Position	Directors (The director who authorized to sign) Appointed as director on May 3, 1999
Age	70 years.
Education	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A. Bachelor of Management Science, National Cheng Kung University Taiwan, R.O.C.

Experience

1999 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2019 - Present	Director, Chailease Commercial Factoring Corporation
2019 - Present	Chairman, Chung Chen Energy Integration Co., Ltd.
2018 - Present	Director, Chailease International Company (Hong Kong) Limited
2016 - Present	Chairman, Innovation Energy Integration Co., Ltd.
2015 - Present	Director, Chailease International Company (UK) Limited
2015 - Present	Director, CL Capital Management Company Limited
2015 - Present	Director, CLJ Investment Partners Company Limited
2015 - Present	Chairman, Chailease Energy Integration Co., Ltd.
2014 - Present	Chairman, Chailease Finance (B.V.I.) Co., Ltd.
2014 - Present	Director, My Leasing (B.V.I.) Corp.
2014 - Present	Director, Chailease International Financial Services Co., Ltd.
2013 - Present	Director, Chailease International (B.V.I.) Corp.
2013 - Present	Director, Golden Bridge (B.V.I.) Corp.
2013 - Present	Director, My Leasing (Mauritius) Corp.
2013 - Present	Chairman, Chailease Cloud Service Co., Ltd.
2012 - Present	Chairman, Jirong Real Estate Co., Ltd.
2012 - Present	Chairman, Chailease Finance International Corp.
2011 - Present	Chairman, Fina Finance and Trading Co., Ltd.
2011 - Present	Chairman, Chailease Specialty Finance Co., Ltd.
2011 - Present	Chairman and President, Chailease Holding Co., Ltd.
2008 - Present	Chairman, Chailease International Corp.
2007 - Present	Chairman, Chailease Finance Co., Ltd.
2007 - Present	Director, Grand Pacific Holdings Corp.
2007 - Present	Chairman, Chailease International Finance Co. Ltd..

Director program

- Personal Information Protection Act 2012, Taiwan Corporate Governance Association
- Reinforcing CG blueprint and sophisticating CSR vision statement 2014, Taiwan Corporate Governance Association
- Corporate Governance and Planning/Managing Shareholders Meeting 2015, Taiwan Corporate Governance Association
- Enterprise Fraud Risk Deduction and Prevention 2016, Taiwan Corporate Governance Association
- Fraud Incident Response and Investigation 2559, Taiwan Corporate Governance Association
- Introduction and Impact of CFC, PEM and CRS 2017, Taiwan Corporate Governance Association

Mr. Chen, Fong-Long (Continue)

Director program

- Common Financial Scandals, Fraud Cases and Mechanisms in Prevention 2018, Taiwan Corporate Governance Association
- Obligations & Liabilities of Directors in M&A Deals 2018, Taiwan Corporate Governance Association
- Anti-Money Laundering regulations and the role of Leasing industry 2019, Taiwan Corporate Governance Association
- AI Changing the Landscape of Corporate Governance 2019, Taiwan Corporate Governance Association
- Compliance with Personal Data Protection Act, Trade Secret Act, and Anti-Corruption Law 2020, Taiwan Corporate Governance Association
- Best Practices and the Development Trend of Corporate Governance and Corporate Social Responsibility 2020, Taiwan Corporate Governance Association
- Chailease Holdings_ISO37001_Anti-bribery management system operation mechanism education and training 2023, Taiwan Corporate Governance Association
- Chailease Holdings_ISO37001_Anti-bribery management system operation mechanism education and training 2024
- Introduction to Intellectual Property Rights of Chailease Holdings 2024
- Economic sanctions and financial crime risks related to international trade 2024

Year of Directorship 27 years

Position in others None

listed Company

Position in Non-Listed 25 Company

Company

1. Director, Bangkok GrandPacific Lease Public Company Limited
2. Director, Chailease Commercial Factoring Corporation
3. Chairman, Chung Chen Energy Integration Co., Ltd.
4. Director, Chailease International Company (Hong Kong) Limited
5. Chairman, Innovation Energy Integration Co., Ltd.
6. Director, Chailease International Company (UK) Limited
7. Director, CL Capital Management Company Limited
8. Director, CLJ Investment Partners Company Limited
9. Chairman, Chailease Energy Integration Co., Ltd.
10. Chairman, Chailease Finance (B.V.I.) Co., Ltd.
11. Director, My Leasing (B.V.I.) Corp.
12. Director, Chailease International Financial Services Co., Ltd.
13. Director, Chailease International (B.V.I.) Corp.
14. Director, Golden Bridge (B.V.I.) Corp.
15. Director, My Leasing (Mauritius) Corp.
16. Chairman, Chailease Cloud Service Co., Ltd.
17. Chairman, Jirong Real Estate Co., Ltd.
18. Chairman, Chailease Finance International Corp.
19. Chairman, Fina Finance and Trading Co., Ltd.
20. Chairman, Chailease Specialty Finance Co., Ltd.
21. Chairman and President, Chailease Holding Co., Ltd.
22. Chairman, Chailease International Corp.
23. Chairman, Chailease Finance Co., Ltd.
24. Director, Grand Pacific Holdings Corp.
25. Chairman, Chailease International Finance Co. Ltd.

Mr. Chen, Fong-Long (Continue)

Position in Rival Companies/ Connected business	None
Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;	
- being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being professional service providers	None
- Having the significant business relations	None
Nature of relationships between director/management	None
Meeting Attendance in 2025	6 Board of Directors meetings in total: 5 meetings attended 12 Executive Board of Directors meetings in total: 12 meetings attended
Changes of shares held as at December 31, 2025, compared with those of 2024.	Remain unchanged (Outstanding at 236,028 share or equivalent to 0.03% of the total shares)

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

Mr. Chen, Jui-Hsin

Position	Director (The director who authorized to sign) Appointed as director on November 9, 2020
Age	53 years
Education	Master of Science in Business Administration, Bournemouth University, England Bachelor of Arts in Economics, National Taipei University

Experience

2020 - Present	Director, Asia Sermkij Leasing Public Company Limited
2025 - Present	Marketing President, Chailease Finance Co., Ltd.
2021 - Present	President, Chailease Resources Technology Co., Ltd.
2020 - Present	Director, Bangkok GrandPacific Lease Public Company Limited
2020 - Present	Director, Chailease Capital (Thailand) Co., Ltd.
2020 - Present	Chief Operating Officer, JLK Holding Company Limited
2019 - Present	Senior Executive Vice President, Chailease Finance Co., Ltd.
2024 - 2025	Chief Marketing Officer, Chailease Finance Co., Ltd.
2016 - 2019	Executive Vice President, Chailease Energy Co., Ltd.
2015 - 2016	Senior Vice President, Chailease Finance Co., Ltd.

Director program

- Obligations and Responsibilities of Companies, Taiwan Corporate Governance Association
- Directors and Supervisors under the Securities and Exchange Act 2020, Taiwan Corporate Governance Association
- Chailease _ Preventing Money Laundering and Combating Terrorism Financing Courses 2023, Taiwan Corporate Governance Association
- Economic sanctions and financial crime risks related to international trade 2024
- Insurance Principles of Fair Treatment of Customers 2024
- Workplace Equality and Sexual Harassment Prevention Course 2024
- Information Security and Social Engineering Protection Course 2024
- Exchange rate risk and foreign exchange related regulations course 2024
- Anti-money laundering and counter-terrorism financing courses 2024
- Personal Data Protection Law Course 2024
- Financial Services Course for People with Disabilities 2024
- Courses on insurance benefits for elderly customers 2024

Year of Directorship	5 years
Position in others listed Company	None
Position in Non-Listed Company	4 Companies <ol style="list-style-type: none"> 1. Director, Bangkok GrandPacific Lease Public Company Limited 2. Director, Chailease Capital (Thailand) Co., Ltd. 3. Chief Operating Officer, JLK Holding Company Limited 4. Executive Vice President, Chailease Finance Co., Ltd.

Mr. Chen, Jui-Hsin (Continue)

Position in Rival Companies/ Connected business	None
Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;	
- being executive directors, staff members, employees or advisers who earn salaries from Company;	None
- being professional service providers	None
- Having the significant business relations	None
Nature of relationships between director/management	None
Meeting Attendance in 2025	6 Board of Directors meetings in total: 4 meetings attended 12 Executive Board of Directors meetings in total: 12 meetings attended
Changes of shares held as at December 31, 2025, compared with those of 2024.	None

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

Mr. Tientavee Saraton

Position	Independent Director Appointed as director on June 18, 1987
Age	77 years
Education	Master of Science in Management, Arthur D. Little Management Education Institute, U.S.A. Bachelor of Economics, Thammasat University (Second Class Honors)

Experience

Present	Independent Director, Asia Sermkij Leasing Public Company Limited
1987 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
1992 - 2015	Executive Director, Asia Sermkij Leasing Public Company Limited
1999 - 2015	Executive Director, Bangkok Grand Pacific Lease Public Company Limited

Director program

- Director Accreditation Program No. 22/2004, Thai Institute of Directors Association
- Director Certification Program No. 48/2004, Thai Institute of Directors Association

Year of Directorship	38 years
Position in others listed Company	None
Position in Non-Listed Company	1 Company 1. Director, Bangkok Grand Pacific Lease Public Company Limited

Position in Rival Companies/ Connected business None

Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;

- | | |
|---|------|
| - being executive directors, staff members, employees or advisers who earn salaries from Company; | None |
| - being professional service providers | None |
| - Having the significant business relations | None |

Nature of relationships between director/management None

Meeting Attendance in 2025 6 Board of Directors meetings in total: 6 meetings attended

Changes of shares held as at December 31, 2025, compared with those of 2024. None

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

Mrs. Patima Chavalit

Position	Independent Director Appointed as director on July 29, 1993
Age	66 years
Education	Bachelor of Accounting Theory, Chulalongkorn University

Experience

Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2013 - Present	Independent Director, Asia Sermkij Leasing Public Company Limited
1993 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2020 - 2023	Advisor, Office of the President, Bangkok Bank Public Company Limited
2008 - 2019	Senior Vice President, Human Resource Division, Bangkok Bank Public Company Limited

Director program

- Director Certification Program No. 48/2004, Thai Institute of Directors Association

Year of Directorship	32 years
Position in others listed Company	None
Position in Non-Listed Company	Company Director, Bangkok Grand Pacific Lease Public Company Limited

Position in Rival Companies/ Connected business None

Nature of relationships with company / parent company / subsidiaries/ and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;

- | | |
|---|------|
| - being executive directors, staff members, employees or advisers who earn salaries from Company; | None |
| - being professional service providers | None |
| - Having the significant business relations | None |

Nature of relationships between director/management None

Meeting Attendance in 2025 6 Board of Directors meetings in total: 6 meetings attended
3 Audit Committee meetings in total: 3 meetings attended

Changes of shares held as at December 31, 2025, compared with those of 2024. Remain unchanged (Outstanding at 244,842 shares or equivalent to 0.03% of the total shares)

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.

Profiles and Work Experience of Auditors

Name:	Vijit Buasri
	CPA Thailand No. 14167
Qualifications:	Bachelor's degree in Accountancy, Bangkok University
Position:	Partner
Relevant experience:	<ul style="list-style-type: none"> - Asia Sermkij Leasing Public Company Limited - Dohome Public Company Limited - AAPICO Hitech Public Company Limited - Tycoons Worldwide Group (Thailand) Public Company Limited

Name:	Poonnard Paocharoen
	CPA Thailand No. 5238
Qualifications:	Master's degree in Business Administration, Kasetsart University Bachelor's degree in Accountancy, Thammasat University
Position:	Partner
Relevant experience:	<ul style="list-style-type: none"> - RPCG Public Company Limited - BG Container Glass Public Company Limited - Major Development Public Company Limited - MFEC Public Company Limited - AIRA Capital Public Company Limited - DOD Biotech Public Company Limited - Country Group Holdings Public Company Limited - Asia Sermkij Leasing Public Company Limited

Name:	Wanwilai Phetsang
	CPA Thailand No. 5315
Qualifications:	Master Degree in Business Administration, Thammasat University
Position:	Partner
Relevant experience:	<ul style="list-style-type: none"> - Krung Thai Bank Public Company Limited - Thanachart Bank Public Company Limited - Thanachart Capital Public Company Limited - Mizuho Bank, Ltd. Bangkok Branch - Thanachart Management & Services Company Limited - National Leasing Company Limited - Tablamu Resort Developments Limited - Khao Resort Developments Limited - Sattahip Developments Limited - Mae Phim Resort Developments Limited - Impact Growth Real Estate Investment Trust - JMT Network Services Plc.

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) **The Shareholders/Proxies are requested to register at the Meeting between 1.00 p.m. and 3.00 p.m. of April 9, 2026 At Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120. The venue for the meeting in [Enclosure 9](#).**
- 2) **In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in [Enclosure 8](#). As for Proxy Form A and Form C, the shareholders can download from the Company's website via link: https://ask-th.listed-company.com/shareholder_meeting.html.**
- 3) **Shareholders can send proxy form together with supporting documents to the Company within April 8, 2026.**
E-mail ir@ask.co.th
Post **Investor Relations Department**
Asia Sermkij Leasing Public Company Limited
No. 129, JLK Tower, 20th Floor., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110
- 4) **Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 7, 2026.**
- 5) **Shareholders/ proxies who wish to attend the meeting via electronic media can register and submit a request form from April 1, 2026 at 8:30 AM, details as per [Attachment 10](#).**

**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.

The meeting of shareholders can be arranged via an electronic platform as specified in relevant law or notification or any other approach as permitted by law at present and/or to be changed hereafter.

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 or

electronically, the website that is accessible publicly or any other method as permitted by law at present and/or to be changed hereafter and must be in accordance with the criteria and procedures stipulated by law at least three days prior to the date of the meeting.

The notice of calling for the shareholders' meeting may send to the shareholders via the electronic means, upon the shareholders' request or the shareholders' written consent or the shareholders' consent via the electronic method to any channels, methods within the period stipulated by the Company or under the regulation prescribed by the Registrar.

The shareholders' meeting shall be held at the head office of the Company or any other province in Thailand or may be conducted by electronic means in accordance with the rules and procedures under the provisions of the laws on electronic meeting and it shall be deemed that the head office of the Company or any other locations as deemed appropriate.

- 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.

Shareholders who assign proxies may carry out such assignments through electronic means instead, provided that such means are safe and credible that such appointment has been duly made by a shareholder and it shall be in compliance with the relevant applicable laws, regulations, announcements, provisions or rules whether existing at this time or to be amended in the future.

- 28 In order to constitute a quorum, whether a physical meeting or a meeting via electronic means, the shareholders and proxies (if any) attending a shareholders' meeting shall not be fewer than twenty-five persons or 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.

The authorization under the first paragraph may also be granted via electronic means with method that ensures security and is credible that such authorization has been granted by the shareholders in accordance with the rules prescribed by the Registrar.

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 or maybe advertisement made via electronic media in accordance with the relevant laws and regulations. In a case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations. Interest shall not be charged upon the Company if dividends are paid within the period prescribed by law.

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

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

เลขทะเบียนผู้ถือหุ้น
 Shareholder registration number

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

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

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

(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
 ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระท่านอื่น
 เป็นผู้รับมอบฉันทะแทน

In the case the independent director who is appointed as the proxy holder is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy holder in replacement. (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 42/2569) (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. 42/2026)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 42/2569 ในวันที่ 9 เมษายน 2569 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทรซิตี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร และการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
as my/our proxy (“proxy”) to attend and vote on my/our behalf at Annual General Meeting of Shareholders No. 42/2026 on April 9, 2026 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, and online meeting or such other date, time and place as the meeting may be held.

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

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

วาระที่ 1
Agenda 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 41/2568 ซึ่งประชุมเมื่อวันที่ 10 เมษายน 2568
To consider certifying the Minutes of the Annual General Meeting of Shareholders No. 41/2025 held on April 10, 2025.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 2
Agenda 2 พิจารณารับทราบรายงานประจำปี 2568 ของคณะกรรมการบริษัท
To consider acknowledging the annual report of the Board of Directors for the year 2025.
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3
Agenda 3 พิจารณานุมัติงบการเงินและรายงานผู้สอบบัญชีประจำปีสิ้นสุด วันที่ 31 ธันวาคม 2568 ซึ่งได้ผ่านการพิจารณาสอบทานจากคณะกรรมการตรวจสอบและตรวจสอบโดยผู้สอบบัญชีรับอนุญาต
To consider approving the Company’s audited financial statements and the report of the Independent Auditor as at December 31, 2025, which have been reviewed by the Audit Committee and audited by the certified auditor.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4
Agenda 4 พิจารณานุมัติการจัดสรรผลกำไรของบริษัทและพิจารณาการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2568
To approve the appropriation of the annual net profit and dividend payment from operating performance of the year 2025.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5
Agenda 5 พิจารณานุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระให้กลับเข้าดำรงตำแหน่งใหม่
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. นายเชน ฟง ลอง

กรรมการ

Mr. Chen, Fong-Long

Director

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

2. นายเจิน จู๋ ชิง

กรรมการ

Mr. Chen, Jui-Hsin

Director

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

3. นายเทียนทวี สระคันดี

กรรมการอิสระ

Mr. Tientavee Saraton

Independent Director

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

4. นางปัทมา ชาวลิต

กรรมการอิสระ

Mrs. Patima Chavalit

Independent Director

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 6

Agenda 6

พิจารณาอนุมัติค่าตอบแทนคณะกรรมการบริษัทและกรรมการตรวจสอบประจำปี 2569

To consider approving the remuneration of directors and Audit Committee for the year 2026.

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

Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2569

To consider approving the appointment of the certified auditors and the auditing fees for the year 2026.

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

Agenda 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุมเว้นแต่กรณีที่ได้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 เอเชียเซิร์มกิจลีสซิ่ง จำกัด (มหาชน) (“บริษัท”)

A proxy is granted by a shareholder of Asia Sermkij Leasing Public Company Limited (“the Company”)

การประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 42/2569 ในวันที่ 9 เมษายน 2569 เวลา 15.00 น. ณ ห้องแกรนด์ฮอลล์ บางกอก คลับ ชั้น 28 อาคารสาทรซิตี้ ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร และการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 42/2026 on April 9, 2026 at 3:00 p.m., at Grand Hall, The Bangkok Club 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok, and online meeting, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda no. Subject :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง พิจารณานุมัติแต่งตั้งกรรมการที่ครบกำหนดออกตามวาระ

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

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of the Director

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

The Venue for the Annual General Meeting of Shareholders No. 42/2026

Asia Sermkij Leasing Public Company Limited

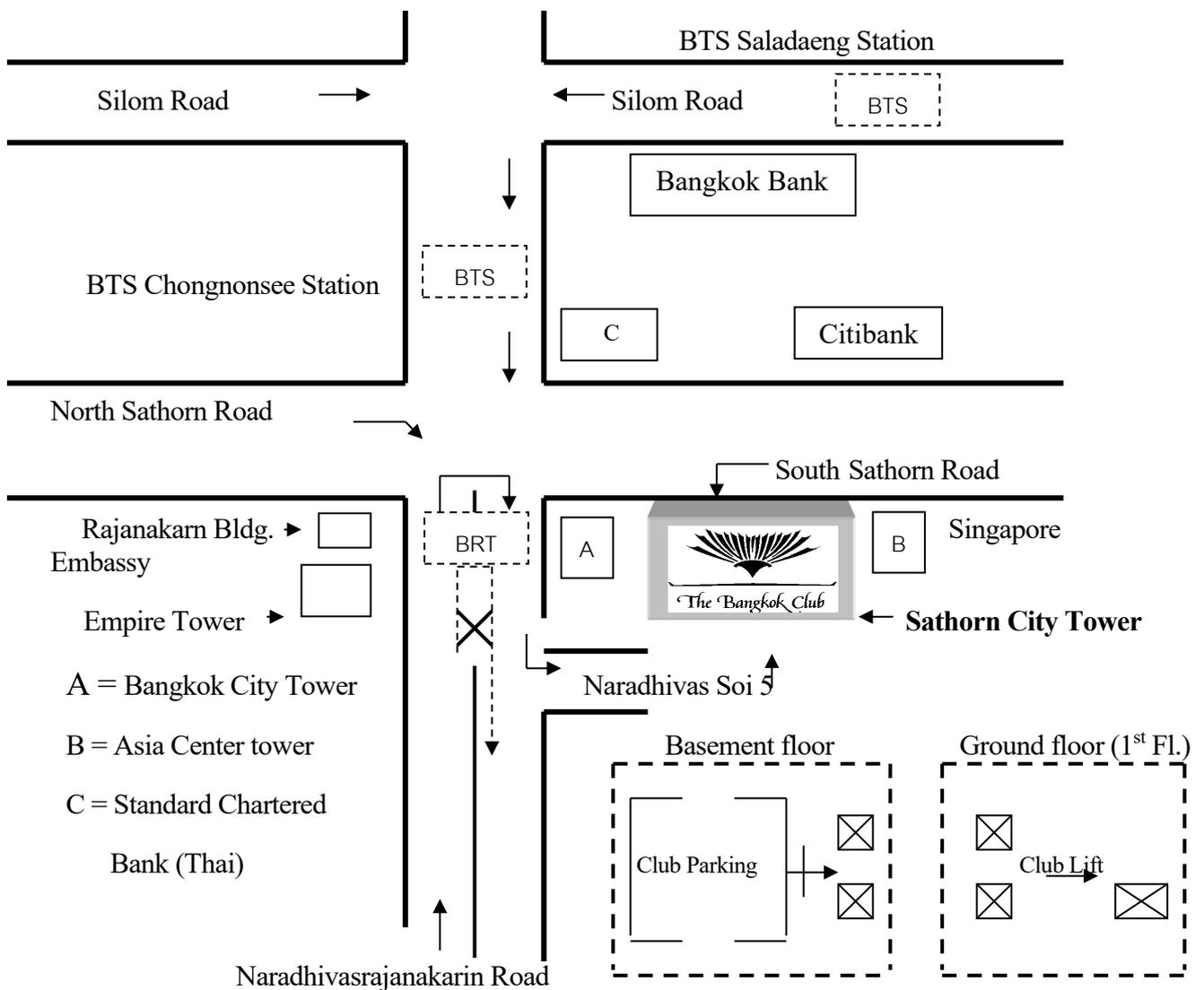
April 9, 2026 at 3:00 p.m., at Grand Hall, The Bangkok Club, Sathorn City Tower,

28 Floor, 175 South Sathorn Road, Bangkok 10120

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

Transportation

- By the Sky Train -BTS (Silom Line): get off at Chong Nonsi Station, walk up the overpass and cross over South Sathorn Road, 2nd Building on the right-hand side.
- By BRT (Sathorn - Ratchaphruek Line): get off at Sathorn Station, Cross over to South Sathorn Road, 2nd Building on the right-hand side.

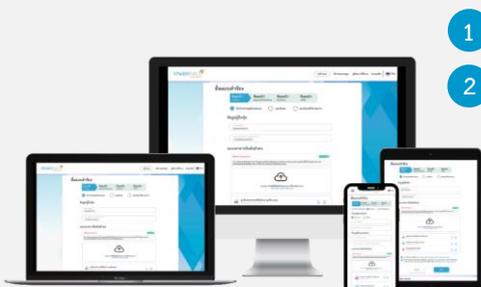


Guidelines for attending

➤ In case shareholders and proxies to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/ASK498376R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **1 April 2026 at 8:30 a.m. and shall be closed on 9 April 2026 Until the end of the meeting.**

3. The electronic conference system will be available on **9 April 2026 at 1:00 p.m. (2 hours before the opening of the meeting)**. Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 7, 2026 at 5.00 p.m.

Asia Sermkij Leasing Public Company Limited

Investor Relations Department

Address No. 129 JLK Tower, 20th Floor, Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok 10110

E-Mail ir@ask.co.th

If you have any problems with the software, please contact Inventech Call Center

 02-460-9226

 @inventechconnect

The system available during 1 - 9 April 2026 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

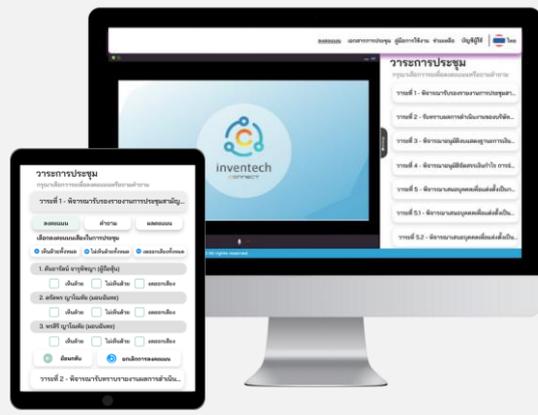


Report a problem

[@inventechconnect](https://line.me/tv/@inventechconnect)

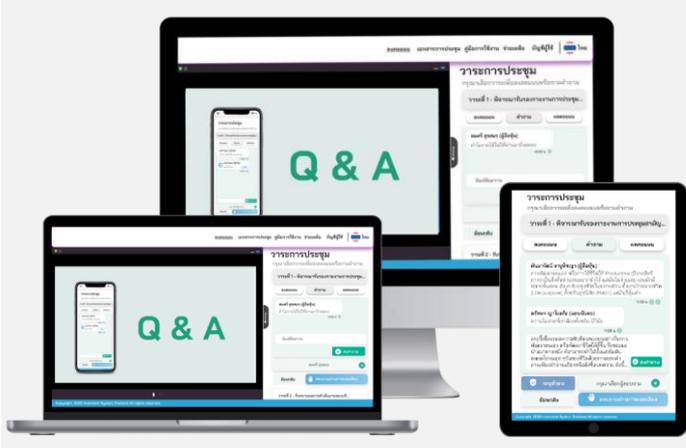
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported**

internet explorer.

➤ Incase shareholders and proxies to attend the meeting via meeting room as follows :

Step for requesting via register

1. Incase in person

- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot

2. Incase in proxy

- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

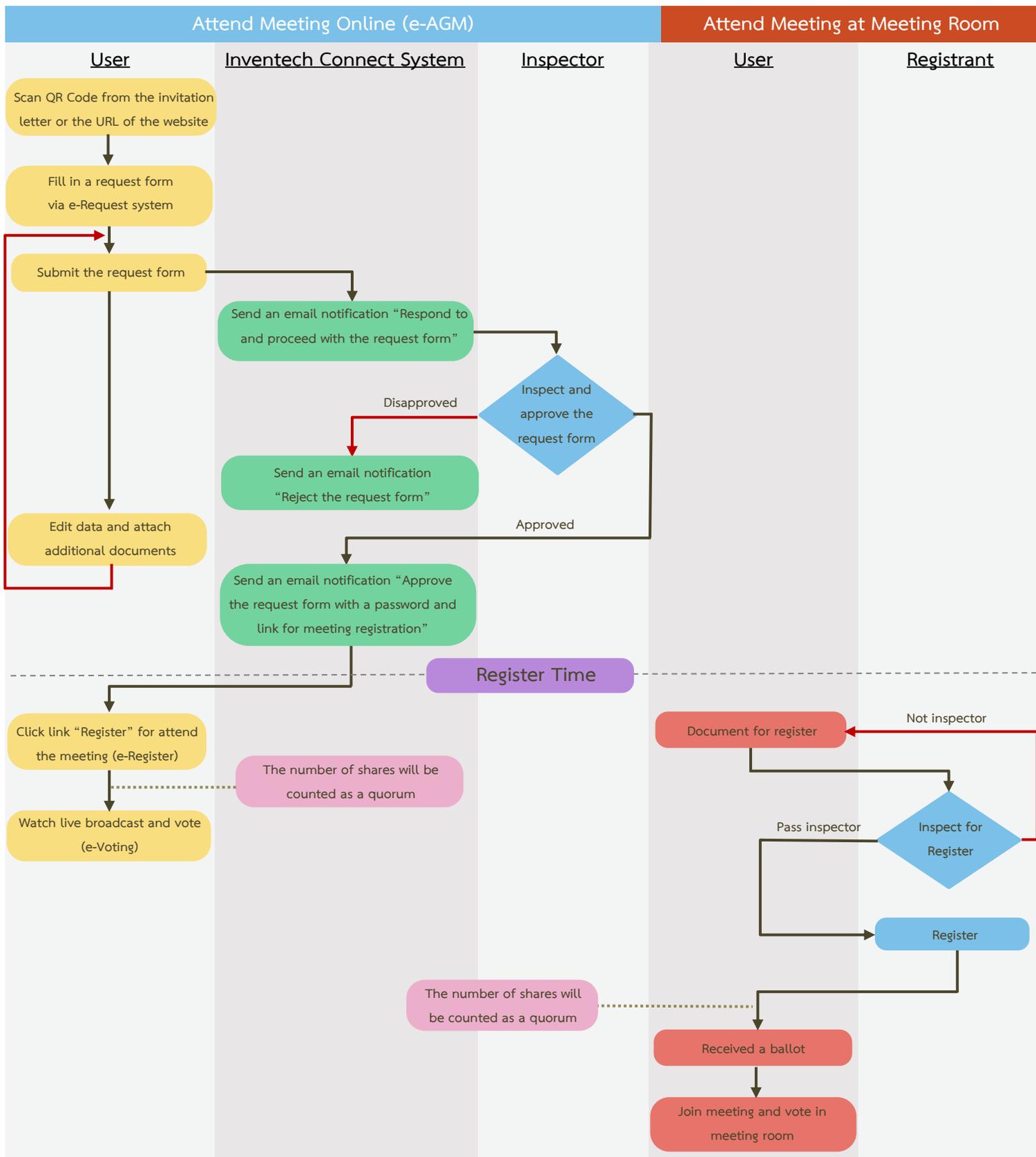
4. vote as they wish in ballot



Guidelines for Attending the Meeting via Electronic Meeting or Attending the Physical Meeting

Before the meeting date

On the meeting date



System Usage Conditions via Electronic Meetings (e-Meeting)

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.