



**F I N A N S A**  
Asian Merchant Banking

April 7, 2010

Subject : Invitation to the 2010 Annual General Meeting of Shareholders  
To : The Shareholders  
Enclosures : 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders 1/2009  
2. Annual Report and Financial Statements 2009  
3. List of people being proposed as Directors  
4. Articles of Association (Shareholders Meeting Part Only)  
5. Details of required documents for attendance in person and by proxy and Proxy Forms  
6. Background of Independent Directors of Finansa PLC (Proxy)  
7. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited has resolved to convene the 2010 Annual General Meeting of Shareholders on Tuesday, April 27, 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama IV Road, Suriyawong, Bangrak, Bangkok to consider the following agenda:

**Agenda 1** To adopt the Minutes of the Extraordinary General Meeting of Shareholders 1/2009 held on December 11, 2009.

**Opinion of the Board:** The Board has recommended that the meeting adopt the said minutes.

**Agenda 2** To acknowledge the report of the operating results for the year 2009.

**Opinion of the Board:** The Board has recommended that the meeting acknowledge the operating results for the year 2009.

**Agenda 3** To adopt the balance sheet and statements of income of the Company and its subsidiaries for the year ended December 31, 2009.

**Opinion of the Board:** The Board has recommended that the meeting adopt the balance sheet and statements of income of the Company and its subsidiaries for the year ended December 31, 2009.

**Agenda 4** To approve the non-payment of dividend and non-allocation of net profit for legal reserves.

**Opinion of the Board:** The Board has recommended that the meeting approve the non-payment of dividend and non allocation of net profit for legal reserves as the Company has generated a net loss for the year ended December 31, 2009.

The Company has a policy to pay a dividend of 30% of net profit after tax or at an appropriate amount provided that the dividend payment would have significant affect on the Company's operation.

**Agenda 5** To elect directors in place of directors who retired by rotation.

**Opinion of the Board:** The Board has recommended that the meeting re-elect the following directors who retired by rotation as directors of the Company.

1. Mr. Chanmanu Sumawong
2. Mr. Vorasit Pokachaiyapat
3. Mr. Eugene S.Davis

The backgrounds of the proposed Directors are enclosed in Appendix 3.

#### Agenda 6

To approve the remuneration of directors for the year 2010.

**Opinion of the Board:** The Board has recommended that the meeting approve the remuneration of directors for the year 2010 as follows:

	Meeting Fee	Annual Fee
1. Chairman	Baht 50,000	Baht 800,000
2. Director	Baht 25,000	Baht 280,000
3. Audit Committee Chairman	Baht 25,000	Baht 100,000
4. Audit Committee Member	Baht 25,000	Baht 70,000

The following chart shows the average remuneration of directors and management of listed companies in the year 2007 as compiled by the Stock Exchange of Thailand. It can be seen that the proposed remuneration of directors for the Company in the year 2010 is similar to the average of directors of listed companies in the finance and securities industry shown in the chart.

Details	Average remuneration of companies in Finance & Securities Section	Remuneration of the Company *
1. Chairman	Baht 833,303	Baht 1,200,000
2. Director	Baht 607,174	Baht 480,000
3. Audit Committee Chairman	Baht 227,500	Baht 200,000
4. Audit Committee Member	Baht 165,551	Baht 170,000

Notes: \* (1) The Values for Chairman and Director are derived assuming 8 board meetings for year in accordance with schedules fixed in advance plus the annual fee.

(2) The Values for the Audit Committee Chairman and Members are derived assuming 4 audit committee meetings per year in accordance with schedules published in advance plus the annual fee.

All of the executive directors waived their entitlement to receive the meeting fees and annual fees as indicated above.

#### Agenda 7

To appoint a new director and to approve an amendment of directors' authorization in the Company's Certificate of Registration.

**Opinion of the Board:** The Board has recommended that the meeting appoint Mr. Pitada Vatcharasiritham to be director and executive director, and in addition, to be a delegate of authorization for the Company.

Accordingly, the Board has recommended that the meeting amend the list of delegation of authority into the Company Certificate of Registration as follows:

"Name and numbers of directors whose signatures are binding upon the Company are: Mr. Eugene S. Davis, Mr. Vorasit Pokachaiyapat, Mr. Varah Sucharitakul, Mr. Pitada Vatcharasiritham; two of these four directors signing jointly with Company's seal"

The background of the proposed director, Mr. Pitada Vatcharasiritham, is enclosed in Appendix 3.

**Agenda 8** To appoint the Auditor and determine the audit fee for the year 2010.

**Opinion of the Board:** The Board has recommended that the meeting appoint Dr. Suphamit Techamontrikul CPA No. 3356 or Mr. Permsak Wongpatcharapakorn CPA No. 3427 or Mr. Niti Jungnitnirunda CPA No. 3809 or Mr. Chavala Tienpasertkij CPA No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company and its subsidiaries for the year 2010. Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. had been the auditor of the Company and its subsidiaries for 2 years in 2008-2009.

The Board recommends that the audit fee for the year 2010 should be Baht 1,150,000 with the details of the fee in comparison to the year 2009 as follows:

Year 2009		Year 2010	
Audit Fee	Other Fee	Audit Fee	Other Fee
1,450,000 Baht	-	1,150,000 Baht	-

The Company, subsidiaries and management of the Company along with affiliates of the Company, subsidiaries and management of the Company do not have a direct relationship or any conflict of interest with the above mentioned auditors.

**Opinion of the Audit Committee:** The Audit Committee has recommended that the Meeting appoint Dr. Suphamit Techamontrikul CPA No. 3356 or Mr. Permsak Wongpatcharapakorn CPA No. 3427 or Mr. Niti Jungnitnirunda CPA No. 3809 or Mr. Chavala Tienpasertkij CPA No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company and the subsidiaries for the year 2010, and proposed to fix the audit fee at Baht 1,150,000.

**Agenda 9** To consider other matters (if any)

Shareholders are invited to attend the meeting on the said date, time and at the venue specified above.

Shareholders who wish to appoint proxies to attend the meeting and vote for them should fill out and sign in the proxy form and affix the duty stamp. The proxy has to present the completed proxy form to the Chairman or an authorized person at the meeting before entering into the meeting. Details of required documents for attendance by proxy and proxy forms are enclosed in Appendix 5.

The Company has set the Record Date on 17 March 2010 to determine the rights of the shareholders to attend the 2010 Annual General Meeting and the share registration book will be closed on 18 March 2010 according to the Section 225 of Securities and Exchange Act B.E.2535.

Yours sincerely,  
By order of the Board of Directors



(Mr. Vorasit Pokachaiyapat)  
Managing Director



Minutes of the Extraordinary General Meeting of Shareholders 1/2009  
of Finansa Public Company Limited

Date and Venue

The Meeting was held on Friday, December 11, 2009 at 14.00 hours at Ascott Room I & II, Ground Floor, Ascott Bangkok Sathorn Hotel, South Sathorn Road, Yannawa, Sathorn, Bangkok.

Directors participating in the Meeting

1. Dr. Virabongsa Ramangkura Chairman
2. Mr. Vorasit Pokachaiyapat Managing Director
3. Mr. Eugene Davis Director
4. Mr. Kenneth Lee White Director
5. Mr. Chanmanu Sumawong Audit Committee Member and Independent Director

Dr. Virabongsa Ramangkura, Chairman of the Board of Directors, acted as the Chairman of the Meeting. The Chairman expressed his gratitude to the shareholders for attending the Meeting and informed the Meeting that there were 56 shareholders attending the Meeting in person and by proxies, representing 66,041,853 shares out of a total of 123,519,800 shares or 53.47% of total shares issued, constituting a quorum pursuant to the Company's Articles of Association. The Chairman then declared the Meeting open and assigned Mr. Vorasit Pokachaiyapat to proceed through the agenda of the Meeting as follows:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2009 held on 28 April 2009.

Mr. Vorasit Pokachaiyapat proposed the Minutes of the Annual General Meeting of Shareholders 2009 held on April 28, 2009, which had previously been delivered to the shareholders together with the notice of this Meeting, for consideration.

The Chairman then asked if there were any questions or suggestions with regards to the Minutes of the Annual General Meeting of Shareholders 2009. Since there were no further questions, the Chairman requested the shareholders to adopt such Minutes of the Annual General Meeting of Shareholders.

The Meeting considered the matter and resolved to adopt the Minutes of the Annual General Meeting of Shareholders 2009 held on April 28, 2009 as proposed without any adjustment with the following results:

Approving votes	:	65,841,853 votes or 99.70%
Disapproving votes	:	-none- or 0.00%
Abstention votes	:	200,000 votes or 0.30%

**Agenda 2**      **To approve the return of the license to operate finance business of a subsidiary**

The Managing Director informed the Meeting of Finansa Credit Ltd.'s background and history. When Finansa Plc.(the Company) was listed on the Stock Exchange of Thailand in September 2002, the Company had entered into a Share Purchase Agreement with Ford Credit International Inc. to acquire Primus Finance Ltd on condition that the Company received approval from BOT. This acquisition was completed in October 2002, and Primus Finance was renamed Finansa Credit Ltd (FC). During 2002-2003 FC increased its capital twice, and as at October 13, 2003 FC had registered capital of Baht 451 million.

Later in 2004, FC (serving as the core company), together with BFIT Plc. (the company to be merged) submitted an application to establish a commercial bank following the Ministry of Finance and the Bank of Thailand's Financial Sector Master Plan Phase I (the Plan) relating to rules and regulations for applying to establish a commercial bank dated 23 January 2004. Pursuant to the Plan, any qualified finance company was allowed to submit an application to set up a commercial bank by merging with or acquiring at least 1 other finance company.

In 2005 FC was informed by the Bank of Thailand that its application to establish a commercial bank was rejected. However, FC continued to be a licensed finance company. As a result of the Plan, the minimum size of financial institutions that were permitted to set up commercial banks was increased and there were only 4 finance companies left. After that, FC registered a further increase in capital to Baht 511 million with the Ministry of Commerce on 8 March 2007

The Managing Director further described to the Meeting that there were several significant incidents which impacted operations of FC as follows:

- The Ministry of Finance and BOT's Financial Sector Master Plan Phase I in 2004, and the BOT's adoption of IAS 39 accounting standards and Basle II implementation for financial institutions announced in 2005. These factors caused FC to increase its allowance for doubtful accounts by Baht 275 million, and as a result of this, the company was required to increase its investment in the subsidiary by Baht 330 million.
- The Financial Institution Act 2008 that came into effect on August 4, 2008 also had a significant impact on Finansa Group, as it classified parent and sibling companies of a financial institution to be subject to Bank of Thailand supervision. This would cause the governance of the Company and its subsidiaries to be more complicated and place limitations on the operations of businesses other than the finance company business.
- The Notification of Bank of Thailand Sor. Nor. Sor. 49/2551 dated August 4, 2008 changed the definition of protected deposits to be under the Deposit Protection Institute from guaranteed deposits under the Institute for Rehabilitation and Development Financial Institutions. The protection from the Institute did not include investments in promissory notes which FC used as a vehicle to raise funds. Only deposits with a deposit book, deposit receipt or deposit card would be protected. Furthermore, the Deposit Protection Act 2008 determined that the deposit protection line per customer per financial institute would decrease to Baht 1 million after 5 year.

As a result of these changes, FC established and followed an asset risk plan to gradually reduce its assets by selling its loan portfolio during the year. This caused the business to show a net loss of

Baht 493 million from 2008 till September 2009 resulting from the selling of non-performing loans and foreclosed property, increasing the allowance for doubtful account and amortizing income tax assets. As a result, shareholders' equity in FC was reduced to Baht35 million at the end of September 2009.

After the above explanation, the Managing Director asked if there were any questions or any comments.

One of the shareholders asked the Company to summarize the Pro's and Con's for returning the license to operate finance business and to clarify what business FC would run in the future.

The Managing Director explained to the Meeting that during the past years the Company and its subsidiaries had tried to stop the losses from FC's non-performing loans. By returning the license of FC, the Company sought to reduce the burden of loss caused by FC's non-performing assets. Moreover, with shareholder's equity of Baht 35 million at present, if FC wanted to continue to operate lending business, it would have to further increase capital. It would be challenging to receive good returns in the future because the policy and risk measurement of Bank of Thailand did not support the operation of finance companies. The Company also considered selling FC but finding a new investor was very difficult as they also recognized the limitation of BOT's policy.

In the future, the Company would focus on securities business. Recently FNS merged its brokerage business with 2 other security companies and renamed it Finansia Syrus Securities Plc. in which the Company now holds about 20 percent of shares. In Q3 Finansia Syrus reported a gain. However, in the future the Company would have to face the liberalization of capital markets, but the Company would do its best to conduct the business profitably.

Later, another shareholder, Ms. Jinnapak Pornpibul, added her comments on the past performance of FC that apart from the impact of BOT's policy, there were mistakes in managing FC as well. She asked about the future of FNS shares, what the Company would recommend to shareholders, and when the Company would expect the losses to stop.

The Managing Director accepted that part of the poor performance was caused by management; however, the Company was consistently managed with transparency, and was not accused of any wrongdoing.

In regard to continuing the business further, the Company saw the requirement to increase capital as very risky in the present situation. If FC continued to operate finance business, it might not receive repayment from clients and then might face cash flow difficulties. Therefore, the Company considered that returning the license to operate finance business of FC would stop the bleeding situation and could not see any opportunities for profit should the business go on. Actually the Company had planned and prepared for this solution for 18 months ago, but since FC still had commitments to some clients, the Company had to reduce the size of FC gradually. In the future, the Company expected that the loss situation would stop. The Company's subsidiaries would focus on businesses in which the Company specialized and that did not need a lot of capital, such as financial advisory and fund management business. The Company would be very careful when considering risk assets, especially risk liabilities.

The Company believed that the returning the license of FC would lessen the Company's burden, and as a result, would be beneficial to shareholders should they continue holding its shares.

Moreover, as for the question of when the losses would stop, the Managing Director commented that the operation is expected to break-even in the next year. However, the Company and its subsidiaries had some investments in debt instruments of which the value is marked to market so a part of the performance depended on the stock market. Especially for investments in Vietnam Stock Market, the Company had in the past generated profit. But just recently Vietnam had announced the depreciation of Dong, so the Company was not certain of how this would affect the Vietnam stock market and the value of the Company's investment there.

One other shareholder questioned why the returning of the license was so urgent for which an extraordinary general shareholders' meeting was called; why it could not wait until the next general shareholders' meeting.

The Managing Director explained that from January 1, 2010 the Bank of Thailand's additional measures regarding consolidated supervision would be effective which would mean that the Company, its subsidiaries and associates must follow as same regulations as finance companies. Moreover, the fact that FC had shareholders' equity of only Baht 35 million would affect its deposit raising activity in the near future. Thus the Company had to get approval from shareholders before end of the year.

In addition, Mr. Thaweekiat Suetorsak, another shareholder, asked whether the retained loss of FC was recorded in the Company's financial statement or not.

The Managing Director clarified that in the Company's consolidated financial statement, the retained loss of subsidiaries had been acknowledged in every quarter. The return of the license to operate finance business, however, did not mean the closure of the company. FC was still a juristic person registered under Civil and Commercial Code of Thailand, but was not a finance company any more. The Company might use FC for its tax benefit from retained losses. And FC would still record its balance sheets as usual.

A while later, Mr. Kiat Sumongkolthanakul, a proxy, asked whether there was a chance that from Q4 onwards FC would generate further losses, what were the remaining assets (valued at 501 million Baht) in the statements, and after the return of the license how the Company would continue its operation.

The Managing Director answered that the non-performing assets had all been disposed of whereas in Q4 there would be additional of about 5 million baht. He believed that after Q4 the shareholder's equity would remain the same level. The assets totalling Baht 501 million were mostly loans to 5 major clients. These loans were still generating interest to the Company. For NPL clients, FC had already set up a full provision for loss; as for liabilities, of Baht 466 million, the major portion were loans from the parent company, there were no more Promissory notes left.

Nevertheless, any limited company was able to lend money to public, but not to take deposits. After returning the license, FC will still be able to operate, and planned to reduce its assets and liabilities as well as its staff. In terms of business, it would do nothing new, but operate as a clearing house to receive outstanding loan payment.

An additional question was asked by Mr. Vinai Jongsomjit in relation to the expectation of the Company about operation costs that it would be break-even, he wanted to know if the numbers of loss in FC was already counted.

The answer was that there should be no additional loss from FC in the next year, so the parent company had less burden. Other subsidiaries/associates such as Finansia Syrus had about 3.5%

market share which could generate profit should the market be stable. As for its subsidiary in Vietnam, cautious consideration in investment was necessary; for China, the business was going well. With reference to the economic recession in the United States, there was little impact to the Company.

Another question was asked by another shareholder, Mr. Suwan Decharin, about the current status of Crown Channel (H.K.) Ltd. in Hong Kong and about investments proportion of the Company in Hong Kong and Vietnam.

The Managing Director replied that currently the Crown Channel (H.K.) Ltd. was already renamed Finansa Securities (Hong Kong) Ltd. Its business was trading securities of companies in China that listed on the Hong Kong Stock Exchange. Finansa Securities (Hong Kong) started its operation in Q2 this year with a total of 3-4 employees. Most of its clients were institutional clients. It was expected to break-even in Q4 this year.

In addition, the Managing Director informed that the investment in Hong Kong and in Vietnam was currently about US\$500,000 and US\$2,000,000 respectively.

Finally, the Chairman then asked if there were any more questions. Since there were no further questions, the Chairman requested the shareholders to approve the return of the license to operate finance business of a subsidiary.

The Meeting considered the matter and resolved to approve the return of the license to operate finance business of a subsidiary as proposed with the following results:

Approving votes	:	65,643,463 votes or 99.40%
Disapproving votes	:	398,390 votes or 0.60%
Abstention votes	:	-none- or 0.00%

**Agenda 3** To consider other matters (if any)

None of the shareholders proposed other matters for consideration.

The Meeting adjourned at 15.30 hours.

Signature.....Chairman

(Dr. Virabongsa Ramangkura)

Appendix 2

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Annual Report and Financial Statements 2009



Name – Surname	Mr. Vorasit Pokachaiyapat
Age	47 years
Proposed position	Director
Education	<ul style="list-style-type: none"> <li>• M.S. Computer Information Systems Bentley College, U.S.A</li> <li>• B.S. Managerial Economics and Industrial Management Carnegie- Mellon University, U.S.A</li> </ul>
Director Training	Directors Certification Program, Thai Institute of Directors Association (IOD)
Working Experience	<p>Present</p> <ul style="list-style-type: none"> <li>- Managing Director, Finansa Plc.</li> <li>- Director, Finansa Asset Management Ltd.</li> <li>- Director, Prospect Development Ltd.</li> <li>- Director, Finansa Capital Ltd.</li> <li>- Director, SE-Education Plc.</li> </ul> <p>2002 – 2007 Director, Finansa Securities Ltd.</p> <p>2002 – 2005 Director, Pranda Jewelry Plc.</p> <p>2002 – 2004 Director, Finansa Credit Ltd.</p> <p>1990 - 1991 Associate, Chase Manhattan (Thailand) Ltd.</p> <p>1988 – 1990 Head of Securities Research, Thai Investment and Securities Public Co., Ltd.</p>
Share holding in the Company	Mr. Vorasit Pokachaiyapat and related person pursuant to Section 258 of Securities and Exchange Act B.E.2535 hold totally 11,380,000 shares or 9.21% of paid-up capital.
Positions held in others listed Companies	One listed company: Independent director of SE-Education Plc.
Positions held in other non-listed organization	9 companies
Positions held in organizations that pose conflict of interest to the Company	None
Years of being director of the Company:	7 years 10 months
Attending the Directors Meeting of the Company	In 2009, Mr. Vorasit Pokachaiyapat attended 6 out of 6 Board of Directors meetings

Name – Surname:	Mr. Eugene S. Davis
Age:	55 years
Proposed position:	Director
Education:	<ul style="list-style-type: none"> <li>• MBA in Finance and International Business New York University, U.S.A</li> <li>• B.A. International Relations/ French, University of Virginia Charlottesville, U.S.A</li> </ul>
Director Training	Certificate of Attendance, Director Accreditation Program Thai Institute of Directors Association (IOD)
Working Experience:	Present           - Executive Director, Finansa Plc. - Director, Finansa Securities Ltd. 2001 – 2007     - Director, Pranda Jewelry Plc. 2004 - 2005     - Director, Finansa Credit Ltd. 1998 – 2004     - Director, SE-Education Plc. 1999 – 2000     - Director, TISCO Finance Plc. 1989 - 1991     - Managing Director, Chase Manhattan (Thailand) Ltd. 1987 - 1989     - Chairman, Asian Primary Dealers Committee of U.S. Fixed Income Securities 1984 - 1989     - Director of Fixed Income Trading The First Boston Corp., Japan
Share holding in the Company	None
Positions held in others listed Companies	None
Positions held in other non-listed organization	6 companies
Positions held in organizations that pose conflict of interest to the Company	None
Years of being director of the Company:	7 years 10 months
Attending the Directors Meeting of the Company	In 2009, Mr. Eugene Davis attended by teleconference 4 out of 6 board of directors meetings.

Name – Surname:	Mr. Pitada Vatcharasiritham
Age:	44 years
Proposed position:	Director
Education:	<ul style="list-style-type: none"> <li>• MBA in Finance, Indiana University of Pennsylvania, USA</li> <li>• B.A. in Economics, Thammasat University</li> </ul>
Director Training	-
Working Experience:	Present           - Director and President, Finansa Securities Ltd. - Director, Finansa Capital Ltd. 2000-2006        Executive Director, Finansa Securities Ltd. 1989-2000        Executive Vice President, TISCO Finance Public Company Limited
Share holding in the Company	None
Positions held in others listed Companies	None
Positions held in other non-listed organization	None
Positions held in organizations that pose conflict of interest to the Company	None
Years of being director of the Company:	-
Attending the Directors Meeting of the Company	-

## Appendix 4

### Articles of Association of Finansia Public Company Limited (Shareholders Meeting Part Only)

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#### Chapter V – Meeting of Shareholders

29. In a Meeting of Shareholders, a shareholder may appoint a proxy to attend the meeting and to vote on his behalf in the meeting. The power given to the proxy must be made in writing and signed by the appointor in the form prescribed by the Registrar, provided that the instrument shall be delivered to the Chairman of the directors or the person assigned by the Chairman before such proxy attend the meeting.

30. In the Meeting of Shareholders, there must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.

In the event at any Meeting of Shareholders, upon the lapse of one hour from the time fixed for the commencement of the meeting, number of the shareholders present is insufficient to form a quorum as designated; if such meeting is convened because the shareholders have requested, it shall be cancelled. If such meeting is convened not because of the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting, no quorum is required.

Provided that, shares held by the Company shall not constitute a quorum of the Meeting of Shareholders.

31. The Chairman of the directors is the Chairman of the Meeting of Shareholders, in the event the Chairman of the directors is not present at the meeting or is unable to perform his duty and if there is a Vice-Chairman, such Vice-Chairman shall preside over the meeting. If there are no Chairman and Vice-Chairman or there are but they are unable to perform the duty, the shareholders present shall elect one shareholder to act as the Chairman of the meeting.

32. One share is entitled to one vote in voting in the Meeting of Shareholders.

A resolution of the Meeting of Shareholders shall be supported by votes as follows:

- (1) In a regular case, by the majority of votes of the shareholders present and vote; in the event of a tie, the Chairman of the meeting shall give the casting vote.
- (2) In the following cases; by votes of not less than three-fourths of the total votes of the shareholders present and qualified to vote:
  - (a) a sale or transfer of all or material part of business to other persons;
  - (b) a purchase or acceptance of transfer of business of other company or private company to be owned by the Company;
  - (c) entering into, amending, or terminating a lease of all or material part of business of the Company; entrusting other person to manage the Company; or amalgamating of business with other person with an aim to share profits and loss;
  - (d) amending the Memorandum of Association or the Articles of Association of the Company;
  - (e) increasing or decreasing of capital of the Company;
  - (f) merging or dissolving the Company;
  - (g) other matters prescribed by laws.

Provided that, shares held by the Company are not entitled to vote.

## Appendix 5

### Details of required documents for attendance in person and by proxy and Proxy Forms

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For shareholders who are able to attend in person, please bring along the following documents:

- (1) For individual persons of Thai nationality, please bring over personal identification card, or driver's license, or any other official identification card.
- (2) For individual persons of non-Thai nationality, please bring over passport.
- (3) For Thai Juristic Persons, please bring a copy of the Certificate of Incorporation certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be presented.
- (4) For a Juristic Person of other countries, please show a copy of the Affidavit, a Certificate of Incorporation and Memorandum of Association certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the foreign identity card, or passport of the authorized director should also be certified.

Any shareholders who are unable to attend the meeting may appoint a proxy by using the proxy form enclosed herewith with duty stamp affixed with the following documents:

- (1) If the Grantor is an individual person of Thai nationality, please attach a copy of personal identification card, copy of driver's license, or copy of passport certified as a true copy.
- (2) If the Grantor is an individual person of non-Thai nationality, please attach a copy of his/her passport or foreign identity card certified as a true copy.
- (3) If the Grantor is a Juristic Person in Thailand, please attach a copy of the Affidavit or a Certificate of Incorporation of the Grantor certified by the authorized director with the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be provided.
- (4) If the Grantor is a Juristic Person of other countries, please attach a copy of the Affidavit, a Certificate of Incorporation and Memorandum of Association certified by the authorized director with the corporate stamp if applicable. A certified copy of foreign identity card, or passport of the authorized director should also be provided.

The assigned proxy should also bring along their personal identification card, driver's license, or passport to the meeting for identification purposes.

To reserve the rights and benefits of the shareholders, in the case that shareholders cannot attend the meeting but have the intention to vote, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Vitthya Vejjajiva, the Chairman of the Audit Committee of the Company. Please send the proxy forms and the supporting documentation to Khun Yupadee Thepruangchai, Finansia PLC, 48/29, 48/32 TISCO Tower, Floor 16th, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before the 21 of April, 2010 to assure that all the necessary documentation is in place in order for registration at the meeting.

If you have further questions about the proxy procedure, please contact Khun Yupadee Thepruangchai at 02-697-3701 during working hours.



Proxy Form A

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_
Reside at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ Finansa Public Company Limited,
holding altogether \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follow;
ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) hereby appoint
[ ] (1) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or
[ ] (2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or

the following independent director:

[ ] (3) Mr. Vitthya Vejajiva as Audit Committee Chairman Age 74 years Resides at 27/2 Soi 33
Road Sukhumvit Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejajiva is an independent director and the Chairman of the audit committee and has no vested
interest in any issue to be presented at the Annual General Meeting except for Agenda 6: To approve the
remuneration of directors for the year 2010.)

To be my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of
Shareholders on 27 April 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama
IV Road, Suriyawong, Bangrak, Bangkok, or any adjournment at any date, time and place thereof.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried
out by myself/ourselves.

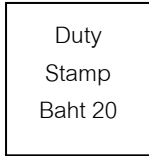
Signed \_\_\_\_\_ Grantor
( )

Signed \_\_\_\_\_ Proxy
( )

Signed \_\_\_\_\_ Proxy
( )

Signed \_\_\_\_\_ Proxy
( )

Note: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and
shall not split the number of shares to several proxies to vote separately.



Proxy (Form B)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_
Reside at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ Finansa Public Company Limited,
holding altogether \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follow;
ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) hereby appoint
[ ] (1) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or
[ ] (2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or

the following independent director:

[ ] (3) Mr. Vitthya Vejajiva as Audit Committee Chairman Age 74 years Resides at 27/2 Soi 33
Road Sukhumvit Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejajiva is an independent director and the Chairman of the audit committee and has no vested
interest in any issue to be presented at the Annual General Meeting except for Agenda 6: To approve the
remuneration of directors for the year 2010)

to be my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of
Shareholders on 27 April 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama
IV Road, Suriyawong, Bangrak, Bangkok, or any adjournment at any date, time and place thereof.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

[ ] Agenda 1 Re: To adopt the Minutes of the Extraordinary General Meeting of Shareholders 1/2009
held on December 11, 2009.

[ ] (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may
deem appropriate;

[ ] (b) The proxy shall vote as per my/our intention as follows:

[ ] Approve [ ] Disapprove [ ] Abstain

[ ] Agenda 2 Re: To acknowledge the report of the operating results for the year 2009.

[ ] (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may
deem appropriate;

[ ] (b) The proxy shall vote as per my/our intention as follows:

[ ] Approve [ ] Disapprove [ ] Abstain

- Agenda 3 Re: To approve the balance sheet and statements of income of the Company and its subsidiaries for the year ended December 31, 2009.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 4 Re: To approve the non-payment of dividend and non allocation of net profit for legal reserves.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 5 Re: To elect directors in place of directors who retired by rotation.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- To elect nominated directors as a whole
- Approve                       Disapprove                       Abstain
- To elect nominated directors individually
- Name: Mr. Chanmanu Sumawong
- Approve                       Disapprove                       Abstain
- Name: Mr. Vorasit Pokachaiyapat
- Approve                       Disapprove                       Abstain
- Name: Mr. Eugene S.Davis
- Approve                       Disapprove                       Abstain
- Agenda 6 Re: To approve the remuneration of directors for the year 2010.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 7 Re: To appoint a new director and to approve an amendment of directors' authorization in the Company's Certificate of Registration.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 8 Re: To appoint the Auditor and fix the audit fee for the year 2010.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 9 Re: To consider other matters (if any)**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed the invalid votes, and such votes are not my votes as a shareholder.

(6) In case that I have not specified or have not clearly specified my voting intention for any agenda, or in case that the meeting considers or passes resolutions in any matters other than those specified above, or if 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.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Note:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
3. In case where there are more agenda items to consider than those specified above, the grantor may use the allonge of proxy (Form B) as attached.

**Allonge of Proxy (Form B)**

The appointment of proxy by the shareholder of Finansa Public Company Limited

At the 2010 Annual General Shareholders' Meeting on April 27, 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama IV Road, Suriyawong, Bangrak, Bangkok, or any adjournment at any date, time and place thereof.

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re: To elect directors in place of directors who retired by rotation.

Name: \_\_\_\_\_

Approve       Disapprove       Abstain

Name: \_\_\_\_\_

Approve       Disapprove       Abstain

Name: \_\_\_\_\_

Approve       Disapprove       Abstain

Duty  
Stamp  
Baht 20

Proxy (Form C)

(This proxy is applicable only for the case of foreign shareholders who have appointed a custodian in Thailand.)

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Reside at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ as a custodian of  
\_\_\_\_\_ being a shareholder of Finansa Public Company Limited  
holding altogether \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follow;  
ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) hereby appoint  
 (1) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or  
 (2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_; or

the following independent director:  
 (3) Mr. Vitthya Vejajiva as Audit Committee Chairman Age 74 years Resides at 27/2 Soi 33  
Road Sukhumvit Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejajiva is an independent director and the Chairman of the audit committee and has no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 6: To approve the remuneration of directors for the year 2010)

to be my/our proxy to attend and vote on my/our behalf at the 2010 Annual General Meeting of Shareholders on 27 April 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama IV Road, Suriyawong, Bangrak, Bangkok, or any adjournment at any date, time and place thereof.

(3) I/We hereby authorize my/our proxy to attend and cast the vote as follows:  
 The proxy is authorized for all shares held and entitled to vote.  
 The proxy is authorized for certain shares as follows:  
 Ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes;  
 Preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:  
 **Agenda 1 Re: To adopt the Minutes of the Extraordinary General Meeting of Shareholders 1/2009 held on December 11, 2009.**  
 (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;  
 (b) The proxy shall vote as per my/our intention as follows:  
 Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

- Agenda 2 Re: To acknowledge the report of operating results for the year 2009.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 3 Re: To approve the balance sheet and statements of income of the Company and its subsidiary for the year ended December 31, 2009.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 4 Re: To approve the non-payment of dividend and non-allocation of the net profit for legal reserves.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 5 Re: To elect directors in place of directors who retired by the rotation.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- To elect nominated directors as a whole
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- To elect nominated directors individually
- Name: Mr. Chanmanu Sumawong
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Name: Mr. Vorasit Pokachaiyapat
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Name: Mr. Eugene S. Davis
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 6 Re: To approve the remuneration of directors for the year 2010.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 7 Re: To appoint a new director and to approve an amendment of directors' authorization in the Company's Certificate of Registration.**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes



Allonge of Proxy (Form C)

The appointment of proxy by the shareholder of Finansa Public Company Limited

At the 2010 Annual General Shareholders' Meeting on April 27, 2010 at 14.00 hrs. at Pacific Room I&II, 21st Floor, Pan Pacific Bangkok Hotel, Rama IV Road, Suriyawong, Bangrak, Bangkok, or any adjournment at any date, time and place thereof.

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re: To elect directors in place of directors who retired by rotation.

Name: \_\_\_\_\_

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Name: \_\_\_\_\_

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

Name: \_\_\_\_\_

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes  
 Abstain \_\_\_\_\_ votes

## Appendix 6

### Background of Independent Director (Proposed as proxy)

Name – Surname:	Mr. Vitthya Vejjajiva
Title:	Chairman of the Audit Committee and Independent Director
Age:	74 years
Home Address:	27/2 Soi Sukhumvit 33, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110
Education:	<ul style="list-style-type: none"><li>- Harvard Law School, Harvard University (LL.M.)</li><li>- Gonville and Caius College, Cambridge (M.A., LL.B.)</li><li>- Barrister-at-Law, Gray's Inn</li><li>- Chairman 2000, Thai Institute of Directors Association</li></ul>
Work Experiences:	<p>Present</p> <ul style="list-style-type: none"><li>- Chairman of the Audit Committee<ul style="list-style-type: none"><li>- Finansa Plc.</li><li>- Finansa Securities Ltd.</li><li>- Finansa Asset Management Ltd.</li><li>- True Corporation Plc.</li></ul></li><li>- Chairman of<ul style="list-style-type: none"><li>- “K” Line (Thailand) Ltd. and affiliates</li><li>- Thailand’s Chapter of the Centre for Security Co-operation in Asia and the Pacific (CSCAP)</li></ul></li></ul> <p>1991 - 1992 Permanent Secretary of Foreign Affairs Ministry of Foreign Affairs</p> <p>1988 Ambassador to the United States</p> <p>1984 Ambassador to Belgium and European Community</p>
Share holding in Company:	-None-
Conflict of interest over any agenda item:	1 agenda item as follows: Agenda 6: To approve the remuneration of directors for the year 2010

Appendix 7

Map of the Meeting's Venue

Pan Pacific Bangkok Hotel  
952 Rama IV Road, Suriyawong, Bangrak, Bangkok 10500  
Tel. (662) 632-9000 Fax. (662) 632 9011

