



F I N A N S A
Asian Merchant Banking

October 30, 2015

Subject : Invitation to the Extraordinary General Meeting of Shareholders No.1/2015
To : The Shareholders
Enclosures : 1. Copy of the Minutes of the 2015 Annual General Meeting of Shareholders
2. Articles of Association (Shareholders Meeting Part Only)
3. Details of required documents for attendance in person and by proxy and Proxy Forms
4. Background of Independent Director of Finansa Plc. (Proxy)
5. Map of venue of the Extraordinary General Meeting of Shareholders No.1/2015

The Board of Directors of Finansa Public Company Limited (Finansa Plc.) has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2015 on Monday, November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimarnman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand to consider the following agenda :

Agenda 1 To adopt the Minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015.

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

Agenda 2 To acknowledge the interim dividend payment and allocation of net profit for legal reserve.

Objective and rationale: 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 not have significant affect on the Company's operations.

According to section 115 of the Public Limited Company Act B.E. 2535 and the Company's Articles of Association, the Board may occasionally consider to pay an interim dividend to shareholders in the case that the profits of the Company justify such payment and after the dividend payment was made, the Company shall report it to shareholders at the next general meeting of shareholders.

Opinion of the Board: The Board has recommended that the Meeting acknowledge the following issue:

On September 30, 2015, the Board Meeting No.7/2015 approved the interim dividend payment from the Company's net profit for 6 months operation of 2015 at Baht 0.20 per share, totaling Baht 49,407,920, and approved to allocate net profit of Baht 3.0 Million for legal reserve. In addition, the dividend was already paid on October 27, 2015.

FINANSA PUBLIC COMPANY LIMITED

Registered No. 0107545000080

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NORTH SATHORN RD., SILOM, BANGRAK

BANGKOK 10500, THAILAND

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Agenda 3

To consider and approve to extend the debenture issuance amount and the offering period.

Objective and rationale: With reference to the 2013 Annual General Meeting of Shareholders held on 25 April 2013, it was resolved that the Company issue and offer the debenture with details and under conditions as mentioned below. It is necessary for the Company to raise funds in order to use as working capital and/or to invest in additional projects of the Company with the details as shown below:

	Current conditions	New conditions
Objective	Working capital for business operations and/or for capital expenditure in business projects of the Company	Not change
Type	Name-registered debenture	Not change
Offering Manner	Offer locally and/or internationally to general/public and/or private investors and/or institutional investors and/or high net worth investors in accordance with the notifications of the Capital Market Supervisory Board and/or the notifications of the Office of the Securities and Exchange Commission (SEC) through one offering or partially offering and/or offering program and/or occasionally offering, starting from the SEC approval date	Not change
Currency	Thai Baht	Not change
Tenor/Maturities	Not more than 5 years from issue date	Not change
Offering Amount	Current outstanding amount equal to/not more than Baht 1,000 million	Current outstanding amount equal to/not more than Baht 1,500 million
Offering Period	Within 5 years (2013 – 2017)	Within 10 years (2013 – 2022)
Arrangement	The Executive Committee and/or any other persons designated by the Executive Committee is responsible to determine terms and conditions of each issuance of debentures including interest rate, issuance and offering period, maturity, issued amount, etc.	Not change

Opinion of the Board: The Board has recommended that the Meeting approve to extend the debenture issuance amount and the offering period with the details and conditions as proposed.

Agenda 4 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 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 3.

The Company has set the Record Date on October 16, 2015 to determine the rights of the shareholders to attend the 2015 Extraordinary General Meeting and the share registration book will be closed on October 19, 2015 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 2015 Annual General Meeting of Shareholders
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Tuesday, April 28, 2015 at 14.30 hours at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand.

Directors participating in the Meeting

- | | |
|------------------------------|--|
| 1. Dr. Virabongsa Ramangkura | Chairman |
| 2. Mr. Vorasit Pokachaiyapat | Managing Director |
| 3. Mr. Eugene S. Davis | Director |
| 4. Mr. Varah Sucharitakul | Director |
| 5. Mr. Kenneth Lee White | Director |
| 6. Mr. Vitthya Vejjajiva | Chairman of Audit Committee and Independent Director |
| 7. Mr. Akarat Na Ranong | Independent Director |
| 8. Mr. Nuttawut Phowborom | Independent Director |

Attendants

- | | |
|-----------------------------------|---|
| 1. Ms.Nisakorn Songmanee | Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. Mr.Kasiti Ketsuriyok | Director, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 3. Mr.Panithan Sirirattanaphonkun | Manager, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 4. Ms.Kunlacha Ladasompisai | Representative from Finansa Securities Limited (Subsidiary Company),
Acted as Master of Ceremony to explain the meeting procedures and
the procedure for vote counting. |
| 5. Mr.Jakchai Panrod | Lawyer from Judicious Advisory Law Office, a witness for vote counting |

Prior to the meeting, Ms. Kunlacha Ladasompisai , representative from Finansa Securities Limited, informed the Meeting of meeting procedures and demonstrated these by power point presentation to attendees as follows:

1. Principle and procedure of vote counting.
 - One share equals to one vote. Each shareholder shall have the number of votes equal to the number of shares held, or obtained by proxy.
 - The Company's officers would collect all voting cards as the practice of the Stock Exchange of Thailand.

- For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be calculated, and the rest of voting cards would be counted as "Approve" votes.
 - Shareholders who wanted to vote "Disapprove" and "Abstain" should raise their hands so that the Company's officers collected their voting cards. After that "Approve" voting cards would be collected.
 - Shareholders who did not submit their voting cards shall be considered as "Approve" voters.
2. Principle and procedure to elect the Company's directors.
- One share equals to one vote.
 - Each shareholder could cast all votes to elect one person or many persons to be directors but he/she could not divide his/her votes and share them to a director in more or less votes than to other directors.
 - The person who received the highest votes respectively will be appointed as directors, equaling to the number of directors that shall have in each election.
 - In a case that the number of person elected in descending orders who has equal votes is greater than the number of director's position, the Chairman shall have a casting vote.
3. Inquiry and comments
- Shareholders who wished to ask questions or give comments should raise their hands.
 - Shareholders should inform their full name to the meeting before asking or giving comments.
4. Mr. Jakchai Panrod, Lawyer from Judicious Advisory Law Office, would be a witness for vote counting in each agenda.

After that, Dr. Virabongsa Ramangkura, who acted as the Chairman of the Meeting, expressed his gratitude to the shareholders for attending the Meeting and informed the Meeting that there were 120 shareholders attending in person and by proxies, representing 122,427,964 shares out of a total of 247,039,600 shares or 49.56% of total shares issued constituting a quorum pursuant to the Company's Articles of Association. Then, the Chairman assigned the Managing Director to proceed with the agenda of the Meeting as follows:

Agenda 1 To adopt the Minutes of the 2014 Annual General Meeting of Shareholders held on April 29, 2014.

The Managing Director proposed the Minutes of the 2014 Annual General Meeting of Shareholders held on April 29, 2014, which had previously been delivered to the shareholders together with the notice of this Meeting, for consideration.

The Managing Director then asked if there were any questions or suggestions with regards to the Minutes of the 2014 Annual General Meeting of Shareholders. Since there were no further questions, the Managing Director requested the shareholders to adopt such Minutes of the 2014 Annual General Meeting of Shareholders.

The Meeting considered the matter and resolved to adopt the 2014 Annual General Meeting of Shareholders held on April 29, 2014 as proposed without any adjustment with the following result:

Approved : 121,738,174 votes or 99.4364%

Disapproved	:	30,000	votes or	0.0245%
Abstained	:	660,000	votes or	0.5391%

Agenda 2 To acknowledge the report of operating results for the year 2014.

The Managing Director informed the Meeting that in 2014 the Company's consolidated statement recorded a total income of Bht. 209.5 million, whereas the operating cost and expenses showed Bht.225.3 million, and the Company reconized a share of profit from associated companies at Bht. 48.6 million. To summarize, the Company and its subsidiaries had a net profit in 2014 of Bht. 56.4 million or Bht. 0.23 per share.

The Group's financial statement at year end 2014 reported total assets of Bht.2,528.1 million, increasing from the previous year by Bht. 561.6 million, total liabilities of Bht.897.7 million, increasing by Bht.536.5 million, and shareholders' equity of Bht.1,630.4 million, increasing by Bht. 25.1 million.

The Managing Director further reported the operating performance of the subsidiaries and associated companies as follows:

- Finansa Securities Ltd.'s income was Bht.109.7 million, its operating cost and expenses were Bht.114.1 million, so it reported a net loss of Bht.3.2 million.
- Finansa Fund Management Ltd.'s income was Bht.74.9 million, its operating cost and expenses were Bht.37.9 million, so it reported a net profit of Bht.37 million.
- Finansa Asset Management Ltd.'s income was Bht.118.1 million, its operating cost and expenses were Bht.125.4 million, so it reported a net loss of Bht.9.1 million.
- Finansia Syrus Securities Pcl.'s income was Bht.1,840.9 million, its operating cost and expenses were Bht.1,504.6 million, so it reported a net profit of Bht.229.8 million. The Company recognized a share of gain from investment in Finansia Syrus of Bht.58 million.
- Prospect Development Co., Ltd.'s income was Bht.293.1 million, its operating cost and expenses were Bht.320.1 million, so it reported a net loss of Bht.27 million. The Company recognized a share of loss from investment in Prospect of Bht.9.3 million.

Mr. Varah, Director, further explained on Finansa Securities Ltd.'s business that at present there were two business lines, namely Private Wealth and Investment Banking. In the past year, the performance of Investment Banking sector had been impacted negatively by the coup. Major deals were delayed, such as the IPO for Global Power Synergy which was delayed to May 2015 and the SPRC deal which might be finished at the end of this year. Therefore, the main income for the year came from advisory service fee that FSL earned as joint financial advisor to PTTEP to acquire an oil & gas drilling business worth US\$1,650 million.

He added that Finansia Syrus Securities Pcl. reported a net gain of Baht 229.8 million last year. Moreover, Finansa Plc. and SBI Capital Management Co., Ltd had signed an agreement to do a Private Equity joint

venture business, while Finansia Syrus joined with SBI to do an Online Broker business which was expected to operate in August 2015.

After that, there were questions from shareholders :

- Mr. Vichien, a proxy : questioned about the other deals such as Aksorn Charoentat Co.,Ltd., BMCL, CKP, and about the income for this year.

Mr. Varah replied that FSL was an advisor for Aksorn Charoentat for filing, but its schedule had not confirmed yet. The income from a few deals could be recorded in the Q2 of this year.

- Mr. Sakda, a shareholder : Regarding the revenue structure, would the Company target on the income from a property business or a finance business?

The Managing Director : the company would invest more in BFTZ as per agenda 8 which caused the company to have 90,000 sqm space from which the company expected to generate income of approx..180 million Baht.

Mr. Varah : Last year the securities business was not so good due to political and interest rate issues. Business deals were postponed to this year. However we expected to generate Baht 200 million income this year. Besides, another business which Finansia Syrus would join with SBI, was a broker online business; this was a low cost business, representing a new generation of business.

As there were no more questions, The Managing Director asked the Meeting to acknowledge the report of the operating results for the year 2014.

The Meeting considered the matter and resolved to acknowledge the report of the operating results for the year 2014 as proposed.

Agenda 3 To adopt the consolidated statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for the year ended December 31, 2014.

The Managing Director announced to the Meeting that the consolidated statements of financial position and the statements of comprehensive income for the year ended December 31, 2014 of the Company and its subsidiaries were in the Annual Report that was previously delivered to the shareholders, and their details were already considered in the Agenda 2 of the Meeting.

After that, the Managing Director asked the Meeting if there were any more questions. Since no one asked any more questions, the Chairman requested the Meeting to adopt the consolidated statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for the year ended December 31, 2014.

The Meeting considered the matter and resolved to adopt the consolidated statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for the year ended December 31, 2014 as proposed with the following result:

Approved	:	123,192,636	votes or	99.4430% (Additional attendees)
Disapproved	:	30,000	votes or	0.0242%
Abstained	:	660,000	votes or	0.5328%

Agenda 4 To approve a payment of dividend.

The Managing Director informed the Meeting that the Company's financial statements for the year ended 2014 showed a net loss as presented in the previous agenda item, but as at December 31, 2014, the Company had retained earnings at Bht. 412.7 million, thus he proposed to the Meeting to approve the payment of dividend to shareholders at 0.10 Bht. per share, totalling Bht.24,703,960 million, and the payment date no later than May 25, 2015.

The Board of directors would determine the Record Date of eligible shareholders to receive dividend and determine to collect shareholders' names according to the Securities and Exchange Act B.E.2535 by closing the share register book after the approval of the Shareholders meeting.

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 not have a significant affect on the Company's operations. Therefore, the Managing Director proposed to the Meeting to approve the payment of dividend.

Mr. Hang, a shareholder, thanked the board of directors for stating the procedure of dividend payment and that the dividend payment agenda must be first approved by the 2015 annual general shareholders meeting before setting the record date and book closing date since this procedure was consistent with the practice of Thai Investors Association in term of transparency and ethics towards shareholders.

After that, the Managing Director asked the Meeting if there were any more questions. Since no one asked any questions, the Managing Director requested the Meeting to approve the payment of dividend.

The Meeting considered the matter and resolved to approve the payment of dividend from the retained earnings as at Dec.31,2014 at Bht. 0.10 totalling Bht.24,703,960. In the event, The Board of directors would determine the Record Date of eligible shareholders to receive dividend and determine to collect shareholders' names according to the Securities and Exchange Act B.E.2535 by closing the share register book after the approval of the Shareholders meeting and determine to pay dividend on May 25, 2015 with the following results:

Approved	:	123,682,636	votes or	99.8386% (Additional attendees)
Disapproved	:	0	votes or	0.000%
Abstained	:	200,000	votes or	0.1614%

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

Mr. Varah informed the Meeting that pursuant to the Public Limited Company Act and the Company's Articles of Association, at each annual general meeting of Shareholders one-third of directors must retire from office, but they could be re-elected for another term. For this year there were three directors who retired by rotation, namely Dr. Virabongsa Ramangkura, Mr. Vorasit Pokachaiyapat, and Mr. Eugene Davis, whose resumé and background were shown to the Meeting.

The Managing Director asked the Meeting if there were any more questions. Since no one asked any questions, the Managing Director requested the Meeting to elect each director by voting separately.

The Meeting considered the matter and resolved to approve the re-election of the three directors to continue for another term as proposed with the following results:

1) Dr. Virabongsa Ramangkura	Director				
Approved	:	123,192,736	votes or	99.4430%	(Additional attendees)
Disapproved	:	30,000	votes or	0.0242%	
Abstained	:	660,000	votes or	0.5328%	
2) Mr. Vorasit Pokachaiyapat	Director				
Approved	:	123,192,736	votes or	99.4430%	(Additional attendees)
Disapproved	:	30,000	votes or	0.0242%	
Abstained	:	660,000	votes or	0.5328%	
3) Mr. Eugene S. Davis	Director				
Approved	:	123,222,736	votes or	99.4672%	(Additional attendees)
Disapproved	:	460,000	votes or	0.3713%	
Abstained	:	200,000	votes or	0.1614%	

Agenda 6 To approve the remuneration of directors for the year 2015.

The Managing Director proposed to the Meeting that the remuneration of directors for the year 2015 would be at the same level as 2014 remuneration as follows:

	<u>Meeting Fee/time</u>	<u>Annual Fee</u>
1. Chairman	Bt.50,000	Bt.800,000
2. Director	Bt.25,000	Bt.280,000
3. Chairman of Audit Committee	Bt.25,000	Bt.100,000
4. Member of Audit Committee	Bt.25,000	Bt.70,000

However, all executive directors waived their entitlement to receive the meeting fees and annual fees as indicated above.

After that, the Managing Director asked the Meeting if there were any more questions. Since no one asked any more questions, the Chairman requested the Meeting to approve the remuneration of directors for the year 2015 as indicated above.

The Meeting considered the matter and resolved to approve the remuneration of directors for the year 2015 as proposed with the following results:

Approved	:	123,192,736	votes or	99.4430%	(Additional attendees)
Disapproved	:	30,000	votes or	0.0242%	
Abstained	:	660,000	votes or	0.5328%	

Agenda 7 To appoint the Auditor and determine the audit fee for the year 2015

The Managing Director informed that the board of directors had agreed to recommend the Meeting to appoint Ms.Nisakorn Songmanee CPA No. 5035 or Dr.Suphamit Techamontrikul CPA No. 3356 or Mr.Permsak Wongpatcharapakorn CPA No. 3427 or Mr.Niti Jungnitnirunda CPA No. 3809 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for the year 2015, and recommended that the audit fee should not exceed Bt.

1,400,000 per annum. The auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. would also be the auditors for the Company's significant subsidiaries. The auditors had already been auditors for the Company and its subsidiaries for many years.

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

Then, the Managing Director asked the Meeting if there were any more questions. Since no one asked further questions, the Managing Director requested the Meeting to approve the appointment of the auditor and the audit fee for the year 2015.

The Meeting considered the matter and resolved to approve the appointment of auditors and audit fee for the year 2015 as proposed with the following result:

Approved	:	123,222,736	votes or	99.4672%	(Additional attendees)
Disapproved	:	460,000	votes or	0.3713%	
Abstained	:	200,000	votes or	0.1614%	

Agenda 8 To approve an investment in rights to sub-lease land and warehouse/factory building (additional) in the Bangkok Free Trade Zone Project.

The Managing Director explained to the Meeting that for the said agenda, it required the Meeting to approve with a minimum of three-fourth of total votes of shareholders attending the Meeting and eligible for casting.

Details of the BFTZ project and information on investment could be summarized as follows:

BFTZ Masterplan included General Zone area of 564-0-88.5 rai and Free Zone area of 429-0-97.5 rai, totaling space of 993-1-86 rai.

BFTZ Masterplan as at December 31, 2014

Zone	Total Land Area (Rai)	Leasable Area (Rai)	Long Term Leased (Rai)	Development Area			
				Developed Area		Remaining Area	
				Land (Rai)	WH/Factory Area (Sq.m)	Land (Rai)	WH/Factory Area (Sq.m)
General Zone	564.22	426.88	204.35	70.07	58,760	152.47	127,042
Free Zone	429.25	319.61	30.40	69.87	72,704	219.35	185,430
Total	993.47	746.49	234.75	139.93	131,464	371.81	312,472

Sales Performance as at 31 December 2014

Occupied	73,486	sq.m
Available	13,958	sq.m
FNS Phase 1	44,020	sq.m
Total	131,464	sq.m

Type of Lessor : Industry

Total 73 lessors : divided into 45 factories (62%), 13 warehouses (18%), and 15 services industry (20%)

Type of Lessor : Nationality

32 Japanese customers (44%), 14 Thai customers (19%), 12 European customers (16%) and 5 Asian customers (7%)

As for the financial statement of Prospect Development Ltd.(PD) as at 31 December 2014, PD had total assets of Bht.2,336.1 million, liabilities and shareholders' equity of Bht.2,336.1 million, and a total revenue of Baht 293.1 million. PD recorded its cost and expenses at Bht.171.8 million and financial cost at Bht.148.3 million, thus reported a net loss at Bht.27 million.

Information on investment in rights to sub-lease (addition) land and warehouse/factory building in BFTZ with area 45,004 sqm.

Characteristic of transaction	Investment in rights to sub-lease (additional) land and warehouse/factory building in BFTZ. As this transaction had value more than 50% but less than 100%, pursuant to Rules on Significant Acquisition or Disposition of Assets, the Company is required to seek an approval from Shareholders' meeting with no less than 3 out of 4 votes from total shareholders attending the meeting and eligible for casting votes; however, it would not count the votes where shareholders had a conflict of interests.
Objectives	To operate a business of leasing land and warehouse /factory building.
Value of Investment	Not exceed the value appraised by an independent appraiser by using Income Approach method. The value of investment in lease rights was Bht.715 million and in public infrastructure services throughout the leasing period was Bht.153.3 million.
Expected Benefit from the transaction	Income from land and warehouse/factory rental fee with an approximate return on investment at 12.5% per annum
Source of Fund	Using the Company's operating funds and borrowings from outside source; in the event, the Company planned to issue long-term and/or short-term debentures to a limited number of investors.
Opinion of the Board of Directors	The Board of Directors had approved to enter this transaction.
Opinion of the Audit Committee/Board of Directors	No member of the Audit Committee had a different opinion from that of Board of Directors.
Period of Transaction	By 3 rd Quarter of 2015.

Summary of Investment

	1 st Investment	2 nd Investment	Total
Date of Transaction	19/12/2014	Q3/2014	
Area of Land (rai-ngan-sqw)	44-0-93	43-1-55	87-2-48
Area of warehouse/factory buildings (sqm)	44,020	45,004	89,024
Value of Investment (million Baht)	704.32	Less than 715.00	Less than 1,419.32
Current occupancy	100 %	89%	94%
Average rental rate (Baht/sqm/month)	172.50	185.00	178.00
Rate of Return	11.60%	12.50%	-

Some source of funds came from the sale of Finansa Asset Management Company and some office space, and the rest of funds would come from issuing debentures to investors.

Conclusion from the Management and the independent financial advisor

Transaction of Assets Acquisition : Reasonable

Value of Investment : Fair value

Information on investment in rights to sub-lease land and warehouse buildings in BFTZ including details of the BFTZ project was enclosed in Appendix 4 of the invitation letter to the shareholders meeting.

Thereafter, the Managing Director asked if there were any more questions.

- A Proxy : How much was the net profit that the company expected to receive from lease rights per year?

The Managing Director explained that half of the investment funds came from borrowings. Total income was approx..Bht.160 million per year; total expenses comprised the management fee at Bht.25/sqm, depreciation cost at Bht.60 million per year, and payable interest at Bht.25 million per year; therefore, net profit after tax was expected at Bht.60 million per annum.

- Shareholder/Proxy : A question was asked about the construction plan of additional 50,000 sqm.area in 2015 and the plan during 2016-17; and what the impact would be in case the supply and demand of developed space did not match.

The Managing Director : The current available space was 371 rai (approx..300,000 sqm). To develop all space, the Company would need Bht.4,000-5,000 million, so the Company tried to look for an experienced alliance to develop about 150 rai, and seek a cheaper source of funds in order to decrease the burden of payable interest. For 2016-17 the plan was yet to be considered as the Company did not want to invest in any property that could not

generate income. As for numbers of lessees, due to slowing economy and political matter the performance of Q1 was low, however, this was expected to be better in Q2.

- Shareholder/Proxy : Besides lacking of funds, was there any other limitation in developing the project?. Who would be the potential buyer for an additional 50,000 sqm.area?

The Managing Director : Other than the funding issue, PD was still new, and not yet a brand name company. Eventually PD was seeking a cheaper source of funds in order to decrease the burden of high interest costs.

- Shareholder/Proxy : Did Finansa had plan to increase investment in PD?

The Managing Director : No, no plan.

- Shareholder/Proxy : How much was the market price for vacant land per rai?

The Managing Director : The land located directly on Bang-na Trad road was about Bht.8-9 million per rai; adjacent to this was about Bht.5-6 million. For the sub-lease land for 25-30 years as in the case of PD, it was about Bht.4-5 million.

- Shareholder/Proxy : If the price of vacant land and the developed land were the same at Bht.4-5 million, why did PD not just sell the vacant land.

The Managing Director : There were more competitors to sell vacant land than developed land, and PD would prefer to operate a long term business.

- Shareholder/Proxy: Could the land lease agreement be extended to 40 years? If it could, what would happen to PD's agreement with TICON.

The Managing Director : According to the law, the Company could extend the agreement to 50 years. The Company was trying to negotiate this with the owner of land.

- Ms. Prapapan, Shareholder : The shareholder said that the 7% interest rate was rather high, and asked if there was any chance it would decrease?. Would PD be listed in the SET in the future? Would Finansa have a chance to split shares?

The Managing Director : The interest rate from Islamic Bank was high because PD was a new name company. It would take some times to build confidence with other banks in order to get a cheaper source of funds. But in the future there would be a potential to get a lower interest cost. As to PD's listing, the company had to consider the pros and cons of listing, and in the case that there were no cheaper source of funds, the listing might be possible. Currently, the Company had no plan to split shares.

Since there were no more questions, the Managing Director asked the Meeting to approve the said agenda.

The Meeting considered the matter and resolved to approve the investment in rights to sub-lease land and warehouse/factory building (additional) in the Bangkok Free Trade Zone Projects as proposed with the following results:

Approved	:	123,222,746	votes or 99.4672%	(Additional attendees)
Disapproved	:	0	votes or 0.0000%	
Abstained	:	660,000	votes or 0.5328%	

Agenda 9 To consider other matters (if any)

Ms. Sunisa Somapha of Thai Investor Association asked whether the Company had a policy to join the project Collective Action Coalition Against Corruption in the Private Sector or not. The Managing Director replied that the issue would be put in the next board of directors meeting.

The Chairman asked the Meeting if any shareholders had any more questions or wanted to comment about the operations of the Company. Since no one asked any more questions, Dr. Virabongsa Ramangkura, the Chairman, expressed his gratitude to shareholders for attending the Meeting and participating in asking questions, then he announced the Meeting closed.

The Meeting closed at 17.00 hrs.



Signed _____

Chairman

(Dr. Virabongsa Ramangkura)

Appendix 2

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

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 3

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

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, Chairman of the Audit Committee and Independent Director of the Company. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansa Plc., 48/48, TISCO Tower, Floor 20, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before November 11, 2015 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 Ms. Wipa Nilsophon at 02-697-3780 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 Age 78 years Resides at 27/2 Soi Sukhumvit 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 Extraordinary General Meeting of Shareholders No.1/2015)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2015 on Monday November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimarnman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand 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
(_____)

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.

Duty
Stamp
Baht 20

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 Age 78 years Resides at 27/2 Soi Sukhumvit 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 Extraordinary General Meeting of Shareholders No.1/2015)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2015 on Monday November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimarnman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand 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 2015 Annual General Meeting of Shareholders held on April 28, 2015.

(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 interim dividend payment and allocation of net profit for legal reserve.

Agenda 3 Re: To consider and approve to extend the debenture issuance amount and the offering period.

(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 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
()

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 Finansia Public Company Limited

At the Extraordinary General Meeting of Shareholders No.1/2015 on Monday, November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimamman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand 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

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 Vejjajiva Age 78 years Resides at 27/2 Soi Sukhumvit 33 Road Sukhumvit Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110
(Mr. Vitthya Vejjajiva is an independent director and the Chairman of the audit committee and has no vested interest in any issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2015)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2015 on Monday, November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimarnman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand 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 2015 Annual General Meeting of Shareholders held on April 28, 2015.
 (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 interim dividend payment and allocation of net profit for legal reserve.
- Agenda 3 Re: To consider and approve to extend the debenture issuance amount and the offering period.
 - (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 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_____votes Disapprove_____votes
 - Abstain_____votes

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed 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 in all respects, except for the case that the votes made by the proxy are not in accordance with this document.

Signed_____Grantor
()

Signed_____Proxy
()

Signed_____Proxy
()

Note:

1. This proxy (Form C) is applicable only for the case of foreign investors (the shareholders whose names are listed in the share register book as the foreign investors) who have appointed a custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder, authorizing a custodian to sign the Proxy form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. 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.
4. 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.
5. In case where there are more agendas to consider than those specified above, the grantor may use the allonge of proxy (Form C) as attached.

Allonge of Proxy (Form C)

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

At the Extraordinary General Meeting of Shareholders No.1/2015 on Monday, November 16, 2015 at 14.30 hrs. at the Anantara Siam Bangkok Hotel, Pimamman Room, Level 2, No.155 Rajadamri Road, Bangkok, Thailand 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

Appendix 4

Background of Independent Director (Proposed as proxy)

Name – Surname:	Mr. Vitthya Vejjajiva
Title:	Chairman of the Audit Committee and Independent Director
Age:	78
Home Address:	27/2 Soi Sukhumvit 33, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110
Education and Training:	<ul style="list-style-type: none"> • Harvard Law School, Harvard University (LL.M.) • Gonville and Caius College, Cambridge (M.A., LL.B.) • Barrister-at-Law, Gray’s Inn • Chairman 2000 Program, Thai Institute of Directors Association
Work Experiences:	<p>2002 - present - Chairman of the Audit Committee, Finansa Plc.</p> <p>2007 - present - Chairman of the Audit Committee, Finansa Securities Ltd.</p> <p>1998 - present - Chairman of the Audit Committee, True Corporation Plc.</p> <p>Present - Independent Director and Audit Committee Member Glow Energy Plc.</p> <p>- Chairman, “K” Line (Thailand) Ltd. and affiliates</p> <p>Apr 2009 - - Chairman of the Audit Committee</p> <p>Jan 2015 - Finansa Asset Management Ltd</p> <p>1991 - 1992 - Permanent Secretary of Foreign Affairs Ministry of Foreign Affairs</p> <p>1988 - Ambassador to the United States, Ministry of Foreign Affairs</p> <p>1984 - Ambassador to Belgium and European Community Ministry of Foreign Affairs</p>
Shareholding in Company:	None
Conflict of interest over any agenda item:	None

Appendix 5

Map of the Meeting's Venue

Anantara Siam Bangkok Hotel

Location: No. 155, Rajdamri Road, Bangkok, Thailand Tel.: 66 2 1268866

Accessibility: BTS : Rajdamri Station; Bus No. 14, 15, 17, 77, 504, 514

