

April 3, 2015

Subject : Invitation to the 2015 Annual General Meeting of Shareholders  
To : The Shareholders  
Enclosures : 1. Copy of the Minutes of the 2014 Annual General Meeting of Shareholders  
2. Annual Report and Financial Statements 2014  
3. List of people being proposed as Directors  
4. Information on investment in rights to sub-lease land and warehouse/factory buildings (additional) in the Bangkok Free Trade Zone  
5. Independent Financial Advisor's opinion for the acquisition of asset transaction  
6. Articles of Association (Shareholders Meeting Part Only)  
7. Details of required documents for attendance in person and by proxy and Proxy Forms  
8. Background of Independent Director of Finansa Plc. (Proxy)  
9. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited (Finansa Plc.) has resolved to convene the 2015 Annual General Meeting of Shareholders on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand to consider the following agenda :

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

**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 2014.

**Opinion of the Board:** The Board has recommended that the meeting acknowledge the operating results for the year 2014.

**Agenda 3** To adopt the audited financial statements, including 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

**Opinion of the Board:** The Board has recommended that the meeting adopt the audited financial statements, including 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.

**Agenda 4** To approve a payment of dividend.

**Opinion of the Board:** The Board has recommended that the meeting approve the payment of dividend from the Company's retained earnings as of December 31, 2014 at the rate of 0.10 baht per share, totaling 24,703,960 baht. The Board of Directors will determine the record date and the closing of shares register book date for the right to receive dividend after the approval of Shareholders' meeting. The dividend payment will be paid on May 25, 2015.

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 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. Dr. Virabongsa Ramangkura
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 2015.

**Opinion of the Board:** The Board has recommended that the meeting approve the remuneration of directors for the year 2015 which is set at the same level as in 2014 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 table shows the average remuneration of directors and management of listed companies in the Finance and Securities Sector in the year 2012 as compiled by the Stock Exchange of Thailand. It can be seen that the proposed remuneration of directors for the Company in the year 2015 is close to the average of directors of listed companies in the finance and securities industry shown in the table.

	2012 average remuneration per person per year of companies in Finance & Securities Sector	2014 average remuneration per person per year of Finansa Plc.
1. Chairman	Baht 1,051,643	Baht 1,050,000
2. Director	Baht 779,860	Baht 373,750
3. Audit Committee Chairman	Baht 196,700	Baht 200,000
4. Audit Committee Member	Baht 133,292	Baht 145,000

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

#### Agenda 7

To appoint the auditor and determine the audit fee for the year 2015.

**Opinion of the Board:** In 2014, the Company's auditors were Ms. Nisakorn Songmanee CPA No. 5035 or Dr. Suphamit Techamontrikul CPA No. 3356 or Mr. Niti Jungnitnirunda CPA No. 3809 or Mr. Permsak Wongpatcharapakorn CPA No. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd..

Therefore, the Board has recommended that the meeting appoint the abovementioned auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2015, and that the audit fee for the year 2015 should not exceed 1,400,000 baht with no other service fee.

2014 Audit Fee	2015 Audit Fee	Changing
1,352,300 baht	1,400,000 baht	increase 47,700 baht or 3.53 %

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 Ms. Nisakorn Songmanee CPA No. 5035 or Dr. Suphamit Techamontrikul CPA No. 3356 or Mr. Niti Jungnitnirunda CPA No. 3809 or Mr. Permsak Wongpatcharakorn CPA No. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2015, and has proposed the audit fee of not more than 1,400,000 baht.

#### Agenda 8

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

**Opinion of the Board:** The Board has recommended that the Meeting approve to invest in rights to sub-lease land and warehouse/factory building (additional) in the Bangkok Free Trade Zone Project. Total leasable area 45,004 sq.m. covering a land area of 43 rai 1 ngan 55.25 sq.w. which is part of the title deed No. 4495 situated on National Housing Bangplee Road, Bang Sao Thong Sub-District, Bang Sao Thong District, Samuthprakarn Province. The sub-lease term is 24 years 11 months (estimated as of February 2015 with the lease term ending 22 December 2039). The investment is not exceeding Baht 715,000,000 (Seven hundred and fifteen million Baht only) from Chaiyanan-Bangplee Parkland Co., Ltd. who does not a related party.

Bangkok Free Trade Zone situated on National Housing Bangplee Road, Bang Sao Thong Sub-District, Bang Sao Thong District, Samuthprakarn Province. The size of land under the Project is approximately 1,003 rais; of which 653 rais are for sale and around 350 rais are for the public utility system. Project area is allocated into 2 zones which are General Zone of approximately 564-0-88.5 rais and Free Trade Zone of 429-0-97.5 rais.

The aforementioned transaction is an acquisition of assets under the Capital Market Supervisory Board TorJor. 20/2008 Re: Rules on Significant Transactions Constituting Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of a Listed Company on Acquisition or Disposition of Assets B.E. 2004 ("the "Asset Acquisition and Disposition Rules"). The transaction has the maximum size of 34.34% calculated as the value of the paid consideration as a percentage of the Company's total assets (based on the figure from the Financial Statement as of 31 December 2014). When combined with the acquisition of assets during the past 6 months, the Company invested in rights to sub-lease land and warehouse/factory buildings from CBP in December 2014, the size of combined assets is 75.55%. This is considered as a Class 1 transaction according to the notification of the Capital Market Supervisory Board TorJor. 20/2008 Re: Rules on Significant Transactions Constituting Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of a Listed Company on Acquisition or Disposition of Assets B.E. 2004, in which the transaction executed between the listed company or subsidiaries and the party that is not a listed company. The transaction has a value equal to at least 50% but less than 100%.

The Company, therefore, is required to disclose the information related to the transaction to the Stock Exchange of Thailand, 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 will not count the votes where shareholders have a conflict of interests.

The information on the investment in rights to sub-lease (additional) land and warehouse/factory buildings in the Bangkok Free Trade Zone Project is enclosed in Appendix 4

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 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 7.

The Company has set the Record Date on March 17, 2015 to determine the rights of the shareholders to attend the 2015 Annual General Meeting and the share registration book will be closed on March 18, 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 2014 Annual General Meeting of Shareholders  
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Tuesday, April 29, 2014 at 14.30 hours at Anantara Bangkok-Sathorn Hotel, Sathorn 1 Room, Ground Floor, no. 36 Narathiwat-Ratchanakarin Road, Yannawa, 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. Mr. Chavala Tienpasertkij | Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  |
| 2. Mr. Kasiti Ketsuriyong    | Manager, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  |
| 3. Mrs. Kitima Khomsawet     | Representative from Finansa Securities Limited (Subsidiary Company),<br>Acted as Master of Ceremony to explain the meeting procedures and<br>the procedure for vote counting. |
| 4. Mr. Jakchai Panrod        | Lawyer from Judicious Advisory Law Office, a witness for vote counting  |

Prior to the meeting, Mrs. Kitima Khomsawet, representative from Finansa Securities Limited, informed the Meeting of meeting procedure and demonstrated 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 holding, or obtaining 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 55 shareholders attending in person and by proxies, representing 115,454,352 shares out of a total of 247,039,600 shares or 46.74% 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 2013 Annual General Meeting of Shareholders held on April 25, 2013.

The Managing Director proposed the Minutes of the 2013 Annual General Meeting of Shareholders held on April 25, 2013, 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 2013 Annual General Meeting of Shareholders. Since there were no further questions, the Managing Director requested the shareholders to adopt such Minutes of the 2013 Annual General Meeting of Shareholders.

The Meeting considered the matter and resolved to adopt the 2013 Annual General Meeting of Shareholders held on April 25, 2013 as proposed without any adjustment with the following result:

Approved	:	115,885,152	votes or	99.80%
Disapproved	:	0	votes or	0.00%
Abstained	:	236,000	votes or	0.20%

**Agenda 2** To acknowledge the report of operating results for the year 2013.

The Managing Director informed the Meeting that the operating results for the year 2013 could be summarized as follows. The Company's consolidated statements for 2013 showed a total income of Bt.260.1 million, and total costs and expenses of Bt.337.5 million decreasing by Bt.111.6 million. The Company recognized gain from associated company of Bt.153.5 million, and had tax expenses at Bt.2 million. To summarize, the Company and its subsidiaries recorded a net profit of Bt. 74.1 million or a net profit of Bt.0.32 per share.

As of 31 December 2013, the Company and its subsidiaries had total assets of Bt.1,966.5 million, increasing by Bt. 162.2 million from year-end 2012. Total liabilities were Bt. 361.2 million, decreasing by Bt.125.5 million and shareholder's equity was Bt.1,605.3 million, increasing by Bt. 287.7 million.

The Managing Director further reported the operating results for the Company's subsidiaries and associates as follows:

- Finansa Securities Limited reported revenues of Bt. 119.0 million, costs and expenses of Bt. 114.0 million and a net profit of Bt. 3.3 million.
- Finansa Fund Management Limited reported revenues of Bt. 9.2 million, costs and expenses of Bt. 54.3 million and a net loss of Bt. 42.4 million.
- Finansa Asset Management Limited reported revenues of Bt. 123.4 million, costs and expenses of Bt. 138.5 million and a net loss of Bt. 15.4 million.
- Finansia Syrus Securities Public Company Limited reported revenues of Bt. 2,434.8 million, costs and expenses of Bt. 1,869 million and a net profit of Bt. 399.9 million. Finansa recognized a share of profit of Bt. 100 million by holding 25.26% of shares in Finansia Syrus.
- Prospect Development Co., Ltd. (PD) reported revenue of Bt. 433.6 million, costs and expenses of Bt. 156.3 million and a net profit of Bt. 127.3 million. Finansa holds 37% of shares in PD.

The Managing Director explained to the meeting that PD's business was developing and leasing warehouse and factory in the Bangkok Free trade Zone (BFTZ). The BFTZ master plan as at 31 December 2013 included Custom Free Zone of 429-0-97.5 rai, BOI Zone of 345 rai, General Zone of 564-0-88.5 rai and TICON of 195-1-13 rai, totaling 1,000 rai of which 300 rai were used to build roads. Another 700 rai would be for further development, of which currently 500 rai were available.

95% of 119,709 sqm developed area was occupied. Of the 71 customers 40% were Japanese, 17% were European and 29% were Thai customers.

From PD's financial statement as at 31 December 2013, PD reported a net profit of Bt.127.3 million; this profit was mainly from the sale of space to TICON.

In addition, PD had proposed to sell the developed area of 72,000 sqm to a property fund. The plan was already approved by the Securities and Exchange Commission, but the sale of asset to property fund was on hold for more favorable market conditions.

After that, the Chairman asked if there were any questions or comments. Then, Mr. Suriyont, a proxy, asked about the organizational structure of BFTZ, and if PD could not sell its property, would it have to increase capital. And he further asked about a prospect of M&A business in 2014.

The Managing Director explained that BFTZ was originally developed by Chaiyanan-Bangpli Parkland Co., Ltd. which was granted lease rights from Wat Mongkolnimitr, Wat Paknam Pasicharoen, and Priest Hospital Foundation. Total space was 1,000 rai of which lease term remaining was 26 years. PD leased 700 rai of developable space from Chaiyanan-Bangpli and for the remaining 300 rai, Chaiyanan-Bangpli as a license grantee from the Customs Department had to develop roads and infrastructure.

As for shareholders of PD, they were Natural Park Group, existing shareholders of Chaiyanan-Bangpli Co., Ltd. and Bencharongkul Group. The Managing Director was certain that there would be no capital increase because PD had talked with another international fund manager in case the sale to the property fund was not successful. Though the price to sell to the international fund manager might not be higher, there were less conditions, i.e. no need to hold 25% of units and better cash flow.

A shareholder/proxy wanted to know whether the deposit for lease right made was for that 700 rai of land and when the sale of lease rights to property fund would begin. The Managing Director replied that PD had leased 700 rai of land two years ago, then leased out to TICON about 200 rai and to property fund about 70 rai or 72,000 sqm. The rest would be developed by PD. As for agenda 8, the investment would be for leasehold rights in developed warehouse and factory. On the sale to property fund, it should wait for a better market conditions.

A shareholder/proxy asked who was responsible for expenses to build infrastructure and what was the rental rate of warehouse and factory. The Managing Director answered that Chaiyanan-Bangpli took care for the cost and the average overall rental rate was about 170 bht./sqm/month; while the rate for factory was between 200-220 bht./sqm/month, the rental rate for warehouse was between 155-160 bht./sqm/month.

Mr. Varah Sucharitakul explained that he was not so worried about M&A activities in the pipe line in 2014 but was concerned that the value of transactions might decline and thus delay business transactions.

Mr. Sathaporn, a proxy, inquired about the progress of BFTZ project, why it did not meet the target and how to resolve the loss of FFM and FAM to which the Managing Director explained that PD had building costs at about 11,000 bht/sqm while the rental income was 170 bht/sqm, thus a large amount of building cost was spent, and the sale to property fund was also delayed.

For FFM, in earlier time it had generated fees from fund management rather well. Currently FFM was in the fund raising process, and it would receive gains from an investment in a US\$5 million foreign fund.

FAM managed mutual funds, private funds and provident funds. Its main challenge was a relatively weak distribution capability, however FAM tried to increase revenue by extending its business activities such as managing the energy index fund, and acting as a registrar of provident funds.

A shareholder/proxy wanted to know if there was a possibility to pay dividend in the next year to which the Managing Director replied that it depended on the Company's performance, but would take this into consideration

As there was no more questions, the Managing Director requested the Meeting to acknowledge the report of the operating results for the year 2013.



The Meeting considered the matter and resolved to acknowledge the report of the operating results for the year 2013 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, 2013.

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, 2013 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, 2013.

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, 2013 as proposed with the following result:

Approved	:	127,043,753	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	236,000	votes or	0.19%	

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

The Managing Director informed the Meeting that the Company's financial statements for the year ended December 31, 2013 showed a net profit as presented in the previous agenda item which the Company should retain for future operations. Thus he proposed to the Meeting to approve the non-payment of dividend from the 2013 operating results, and further proposed to approve the allocation of net profit of Bt. 22.60 million for legal reserves of the year.

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 operation.

Subsequently, the Managing Director asked the meeting if there were any questions or expressed any opinions.

Mr. Suriyon, proxy, asked about trend of investment banking (IB) and securities brokerage business and if Finansa would pay dividend. Mr. Varah Sucharitakul, director, explained that the IB business was unpredictable, but luckily that we could handle it. For securities brokerage business, the brokerage fee was too low and with 4 new securities brokers in the market, thus competition was intense. Therefore this year the performance was not great, but still better than 5 years ago. Dividend payment depended on the Company's performance.

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 said agenda.

The Meeting considered the matter and resolved to approve the non-payment of dividend and allocation of net profit for legal reserves as proposed with the following result:

Approved	:	127,042,353	votes or	99.81%	(Additional attendees)
Disapproved	:	237,400	votes or	0.19%	
Abstained	:	0	votes or	0.00%	

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

The Managing Director informed the Meeting that pursuant to the Public Company Act and the Company's Articles of Association, at each annual general meeting of shareholders one third of directors must retire, but they could be re-elected for another term. For this year there were three directors who retired by rotation, namely Mr. Kenneth Lee White, Mr. Vitthya Vejajjiva and Mr. Nuttawut Phowborom whose resumé and backgrounds 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) Mr. Kenneth Lee White	Director				
Approved	:	127,042,353	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	237,400	votes or	0.19%	
2) Mr. Vitthya Vejajjiva	Director				
Approved	:	127,042,353	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	237,400	votes or	0.19%	
3) Mr. Nuttawut Phowborom	Director				
Approved	:	127,040,353	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	239,400	votes or	0.19%	

**Agenda 6** To approve the remuneration of directors for the year 2014.

The Managing Director proposed to the Meeting that the remuneration of directors for the year 2014 would be at the same level as 2013 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 2014 as indicated above.

The Meeting considered the matter and resolved to approve the remuneration of directors for the year 2014 as proposed with the following result:

Approved	:	127,042,353	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	236,000	votes or	0.19%	

**Agenda 7** To appoint the Auditor and determine the audit fee for the year 2014

The Managing Director informed that the board of directors had agreed to recommend the Meeting to appoint Dr. Suphamit Techamontrikul CPA No. 3356 or Mr. Permsak Wongpatcharakorn CPA No. 3427 or Mr. Niti Jungnitnirunda CPA No. 3809 or Ms. Nisakorn Songmanee CPA No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for the year 2014, and recommended that the audit fee should be Bt.1,352,300 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 n 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 2014.

The Meeting considered the matter and resolved to approve the appointment of auditors and audit fee for the year 2014 as proposed with the following result:

Approved	:	127,043,753	votes or	99.81%	(Additional attendees)
Disapproved	:	0	votes or	0.00%	
Abstained	:	236,000	votes or	0.19%	

**Agenda 8** To acknowledge the plan to invest in leasehold rights including warehouse/factory buildings in the Bangkok Free Trade Zone

The Managing Director informed the Meeting to acknowledge the plan to invest in leasehold rights including warehouse/factory buildings in the Bangkok Free Trade Zone with details as follows:

Characteristics of transaction	:	Investing in leasehold rights including warehouse/factory buildings in the Bangkok Free Trade Zone Project
Objective	:	To operate the business of leasing of warehouses and factory buildings
Value of acquired assets	:	Not over the price estimated by an independent appraiser using Income Approach. The total value of the investment does not exceed Baht 800,000,000.

- Benefit expected to be generated from the transaction : To receive remuneration in the form of rental fees from renting warehouse and factory buildings. It is expected to generate not less than 8.0% per annum.
- Source of Funds : No less than 33.33% of the funds for investing in such asset will come from the Company's operations and the rest will come from sources of funds outside of the operations.
- Opinion of the Board of Directors : The Board of Directors has considered and approved the investment plan to purchase the right to sub-lease land together with warehouse and factory buildings in the Bangkok Free Trade Zone project and it has assigned the Executive Committee to study details and other conditions that concern such investment and present details of such study to the meeting of the Audit Committee and the meeting of Board of Directors for consideration and approval prior to proceed with the transaction.
- Acquired assets period : Expected to acquired assets within the fourth quarter of 2014

Then, the Managing Director asked the meeting if there were any questions.

A shareholder/ proxy asked how much the rental fee was per year. The Managing Director explained that there was no annual rental fee as PD paid an upfront fee for the rights to sub-lease during the remaining 26 years lease term. The Company would enter into the contact directly with Chaiyanan-Bangplee Parkland Co., Ltd. to reduce the risk related to sub-leasing.

A shareholder/ proxy asked if this investment was approved, how the Company would proceed further. The Managing Director explained that the Company would have the acquired assets accessed and submit the result to Board of Directors Meeting and Audit Committee Meeting for consideration. He further mentioned that the purpose of this agenda was to inform the Meeting that from this transaction the Company's revenue would come directly from rental fee of the acquired assets, not from share of gain from investment in PD as before.

A shareholder/ proxy asked whether the Company would have profit for this year and how many per cent for the cost of debentures. The Managing Director explained that it depend on the PD' performance which was main business, and cost of debentures was about 4- 5 % per annum.

A shareholder/ proxy asked whether the benefit expected to be generated at 8% per annum was fixed every year or not. The Managing Director explained that this was from the present valuation.

Since there were no further questions, the Managing Director requested the shareholders to acknowledge the plan of investment in rights to sub-lease land together with warehouse/factory buildings in the Bangkok Free Trade Zone Project


The Meeting considered the matter and resolved to acknowledge the plan of investment in rights to sub-lease land together with warehouse/factory buildings in the Bangkok Free Trade Zone Project.

Agenda 9 To consider other matters (if any)

None of the shareholders proposed other matters for consideration.

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 16.33 hrs.

Signed  \_\_\_\_\_

Chairman

(Dr. Virabongsa Ramangkura)

Appendix 2

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Annual Report and Financial Statements 2014

Appendix 3

Background of people being proposed as Directors

Name – Surname	Dr. Virabongsa Ramangkura
Age	71 years
Proposed position	Director
Years of being director of the Company	9 years 8 months
Education and Training	<ul style="list-style-type: none"> <li>• Doctor of Law (Honorary), Webster University, U.S.A</li> <li>• Ph.D. (Economics). University of Pennsylvania, U.S.A</li> <li>• M.A. (Economics), University of Pennsylvania, U.S.A</li> <li>• First Class Honors, B.A. (Political Science), Chulalongkorn University, Thailand</li> <li>• Directors Certification Program, Thai Institute of Directors Association (IOD)</li> </ul>
Working Experience	<p>Present - Chairman, Finansia Plc.</p> <ul style="list-style-type: none"> <li>- Chairman of the Executive Board, Double A (1991) Plc.</li> <li>- Chairman, Bangkok Expressway Plc.</li> <li>- Director, Thailand Development Research Institute Foundation</li> <li>- Independent Director and Audit Committee Member Polyplex (Thailand) Plc.</li> <li>- Independent Director, Matchon Plc.</li> </ul>
Shareholding in the Company	None
Positions held in others listed Companies	<p><b>4 listed companies :</b></p> <ol style="list-style-type: none"> <li>1. Chairman of the Executive Board, Double A (1991) Plc.</li> <li>2. Chairman, Bangkok Expressway Plc.</li> <li>3. Independent Director and Audit Committee Member Polyplex (Thailand) Plc.</li> <li>4. Independent Director, Matchon Plc.</li> </ol>
Positions held in other non-listed organization	<p><b>2 companies :</b></p> <ol style="list-style-type: none"> <li>1. Chairman, South East Asia Energy Co., Ltd.</li> <li>2. Chairman, Bang-Mod Hospital Co., Ltd.</li> </ol>
Positions held in organizations that pose conflict of interest to the Company	None
Attending the Directors Meeting of the Company	In 2014, Dr. Virabongsa Ramangkura attended 4 out of total 4 Board of Directors meetings.

Background of people being proposed as Directors

Name – Surname	Mr. Vorasit Pokachaiyapat
Age	51 years
Proposed position	Director
Years of being director of the Company:	12 years 7 months
Education and Training	<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> <li>• Directors Certification Program, Thai Institute of Directors Association (IOD)</li> </ul>
Working Experience	<p>Present            Managing Director, Finansa Plc.                                     Director - Finansa Capital Ltd.               - Finansa Fund Management Ltd.               - Prospect Development Ltd.               - SE-Education Plc.               - Chaiyanan Service Group Co., Ltd.               - Pro - M Co., Ltd.</p> <p>Apr. 2009 -        Director, Finansa Asset Management Ltd.</p> <p>Jan. 2015</p> <p>2002 - 2007        Director, Finansa Securities Ltd.</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>
Shareholding in the Company	12.743%
Positions held in other listed Companies	<p>1 company :</p> <p>1. Director, SE-Education Plc.</p>
Positions held in other non-listed organization	<p>5 companies :</p> <p>1. Director, Finansa Capital Ltd.            2. Director, Finansa Fund Management Ltd.            3. Director, Prospect Development Ltd.            4. Director, Chaiyanan Service Group Co., Ltd.            5. Director, Pro - M Co., Ltd</p>
Positions held in organizations that pose conflict of interest to the Company	None
Attending the Directors Meeting of the Company	In 2014, Mr. Vorasit Pokachaiyapat attended 4 out of total 4 Board of Directors meetings



Background of people being proposed as Directors

Name – Surname	Mr. Eugene S. Davis
Age	59 years
Proposed position	Director
Years of being director of the Company	12 years 7 months
Education and Training	<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> <li>• Certificate of Attendance, Director Accreditation Program Thai Institute of Directors Association (IOD)</li> </ul>
Working Experience	<p>Present        - Executive Director, Finansa Plc.                             - Executive Director, Finansa Fund Management Ltd.                             - Director, Finansa Securities Ltd.</p> <p>2001 - 2007    Director, Pranda Jewelry Plc.</p> <p>2004 - 2005    Director, Finansa Credit Ltd.</p> <p>1989 - 1991    Managing Director, Chase Manhattan (Thailand) Ltd.</p> <p>1987 - 1989    Chairman, Asian Primary Dealers Committee of U.S. Fixed Income Securities</p> <p>1984 - 1989    Director of Fixed Income Trading The First Boston Corp., Japan</p>
Shareholding in the Company	2.469%
Positions held in others listed/non-listed Companies	Please see above
Positions held in organizations that pose conflict of interest to the Company	- None -
Attending the Directors Meeting of the Company	In 2014, Mr. Eugene Davis attended 3 out of total 4 Board of Directors meetings.

Appendix 4

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Information on investment in rights to sub-lease land and warehouse/factory buildings  
(additional) in the Bangkok Free Trade Zone

Appendix 5

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Independent Financial Advisor's Opinion for the acquisition of asset transaction

Appendix 6

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 7

### 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, 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 April 24, 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 02-697-4094 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 Annual General Meeting except for Agenda 6: To approve the
remuneration of directors for the year 2015)

To be my/our proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders
on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21,
No. 952 Rama 4 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 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 Annual General Meeting except for Agenda 6: To approve the remuneration of directors for the year 2015)

To be my/our proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 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 2014 Annual General Meeting of Shareholders held on April 29, 2014.

- (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 2014

- Agenda 3 Re:** To adopt the audited financial statements, including the statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for the year ended December 31, 2014.
- (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 dividend payment.
- (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: Dr. Virabongsa Ramangkura  
 Approve                       Disapprove                       Abstain
- Name: Mr. Vorasit Pokachaiyapat  
 Approve                       Disapprove                       Abstain
- Name: Mr. Eugene S. Davis  
 Approve                       Disapprove                       Abstain
- To assign the Board to select new directors as deem appropriate  
 Approve                       Disapprove                       Abstain
- Agenda 6 Re:** To approve the remuneration of directors for the year 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                       Disapprove                       Abstain
- Agenda 7 Re:** To appoint the auditor and determine the audit fee for the year 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                       Disapprove                       Abstain
- Agenda 8 Re:** To approve to invest in rights to sub-lease land and warehouse/factory building (additional) in the Bangkok Free Trade Zone Project.
- (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  
( )

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 2015 Annual General Meeting of Shareholders on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 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

- 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

To assign the Board to select new directors as deem appropriate

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 Annual General Meeting except for Agenda 6: To approve the remuneration of directors for the year 2015)

To be my/our proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 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 2014 Annual General Meeting of Shareholders held on April 29, 2014.  
 (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 2014.

Agenda 3 Re: To adopt the audited financial statements, including 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

(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 dividend payment.

(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: Dr. Virabongsa Ramangkura

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

To assign the Board to select new directors as deem appropriate

Approve\_\_\_\_\_votes       Disapprove\_\_\_\_\_votes  
 Abstain\_\_\_\_\_votes

Agenda 6 Re: To approve the remuneration of directors for the year 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 7 Re: To appoint the auditor and determine the audit fee for the year 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 8 Re: To approve to invest in rights to sub-lease land and warehouse/factory building (additional) in Bangkok Free Trade Zone Project.

(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 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 \_\_\_\_\_ 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 Finansia Public Company Limited

At the 2015 Annual General Meeting of Shareholders on Tuesday, April 28, 2015 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 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: 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

To assign the Board to select new directors as deem appropriate

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes

Abstain \_\_\_\_\_ votes

Appendix 8

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"> <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 Program, Thai Institute of Directors Association</li> </ul>
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 Finansa Asset Management Ltd</p> <p>Jan 2015</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:	Agenda 6 : To approve the remuneration of directors for the year 2015

Appendix 9

Map of the Meeting's Venue

Crowne Plaza Bangkok Lumpini Park Hotel

Location: No. 952 Rama 4 Road, Bangkok, Thailand Tel.: 66 2 632-9000

Accessibility: BTS : Saladaeng Station / MRT: Silom Station / BMTA Bus No. 4, 47

