



March 23, 2016

Subject : Invitation to the 2016 Annual General Meeting of Shareholders
To : The Shareholders
Enclosures : 1. Copy of the Minutes of the Extraordinary Meeting of Shareholders No.1/2015
2. Annual Report and Financial Statements 2015
3. List of people being proposed as Directors
4. Articles of Association (Shareholders Meeting Part Only)
5. Details of required documents for attendance in person and by proxy and Proxy Forms
6. Background of Independent Director of Finansa Plc. (Proxy)
7. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited (Finansa Plc.) has resolved to convene the 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand to consider the following agenda :

Agenda 1 To certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 2015.

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

Agenda 2 To acknowledge the report of the operating results for the year 2015.

Opinion of the Board : The Board has recommended that the meeting acknowledge the operating results for the year 2015.

Agenda 3 To certify the audited financial statements, including the consolidated statements of financial position and the statements of profit or loss and other comprehensive income of the Company and its subsidiaries for the year ended December 31, 2015.

Opinion of the Board : The Board has recommended that the meeting certify the audited financial statements, including the consolidated statements of financial position and the statements of profit or loss and other comprehensive income of the Company and its subsidiaries for the year ended December 31, 2015.

FINANSA PUBLIC COMPANY LIMITED

Registered No. 0107545000080

48/48 TISCO TOWER, FLOOR 20

NORTH SATHORN RD., SILOM, BANGRAK

BANGKOK 10500, THAILAND

TEL : (662) 697-3700 FAX : (662) 266-6688

Agenda 4

To approve the dividend payment and allocation of the net profit for legal reserves.

Opinion of the Board: As the Company generated net profit for the year 2015 and had retained earnings from the Separate Financial Statement, the Board, therefore, proposed that the Company pay dividend to shareholders at a rate of Baht 0.10 per share, totaling Baht 24.70 million. (The dividend recipient shall not receive tax credit as the payment shall be paid from the Net profit after deduction of net loss carried forward for 5 years up to the present accounting period.) The dividend payment date is set on May 19, 2016. Moreover, the Company has paid the Interim Dividend for the first 6 months operation of 2015 on 27 October 2015 at a rate of Baht 0.20 per share totaling Baht 49.41 million.

The Board of Directors will determine the record date and the closing of shares register book date for the rights to receive dividend according to the Section 225 of Securities and Exchange Act B.E.2535 after obtaining an approval of 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 significant affect on the Company's operation.

Detail	2015	2014
1. Net profit - Consolidated Financial Statements (Million Baht)	562.83	34.03
2. Net profit (Loss) – Separate Financial Statements (Million Baht)	82.60	(16.72)
3. Number of Shares (Share)	247,039,600	247,039,600
4. Payment of Dividend per share (Baht/Share)	0.30	0.20 (pay from retained earning)
- Interim Dividend (Baht/Share)	0.20	-
- Dividend (Baht/per Share)	0.10	0.20
5. Total of Dividend (Million Baht)	74.11	24.70
6. Dividend Payout Ratio - Consolidated Financial Statements (%)	13.17	-
7. Dividend Payout Ratio - Separate Financial Statements (%)	89.72	-

In this regards, the Company transferred a portion of Baht 4.20 million or 5% from its net profit for the year 2015 to legal reserve. As a result, the legal reserve as at December 31, 2015 stood at Baht 26.80 million.

Agenda 5

To elect directors in place of directors who retired by rotation, and to extend the period to appoint a new director to replace the vacant position for one year from the date of the 2016 AGM.

5.1 To elect directors in place of directors who retired by rotation.

Opinion of the Board: As the Company had posted an announcement on its website inviting shareholders to propose a name list of people who were qualified to be elected as directors of the Company; however, there were no name list or agenda being proposed. Therefore, the Board recommended that the Meeting re-elect the following directors to be directors for another term.

1. Mr. Varah Sucharitakul Director (Holding the position for another term)
2. Mr. Vitthya Vejajiva Independent Director (Holding the position for another term)
3. Mr. Akarat Na Ranong Independent Director (Holding the position for another term)

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

5.2 To extend the period to appoint a new director in place of the vacant position for one year from the date of the 2016 AGM.

Opinion of the Board: With respect to the vacancy for the post of director on 29 November 2015, the Company's Articles of Association stated that the Board shall elect one person who is qualified and not disqualified under the law of Public Limited Companies to be director in place in the next Board's Meeting. And the said person who is elected shall hold the position only for the remaining term of the substituted unless the term of the director is less than 2 months.

However, the selection of qualified director shall take time, therefore the Board recommended that the Meeting extend the period of director's appointment for 1 year from the date of the 2016 Annual General Shareholders' Meeting.

Agenda 6

To approve the remuneration of directors for the year 2016.

Opinion of the Board: The Board has recommended that the Meeting approve the remuneration of directors for the year 2016 which is set at the same level as in 2015 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

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 2016.

Opinion of the Board: In 2015, 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 Wongpatcharakom CPA No. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd..

Therefore, the Board has recommended that the Meeting appoint the above mentioned auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2016, and that the audit fee for the year 2016 should not exceed 1,435,000 baht with no other service fee.

2015 Audit Fee	2016 Audit Fee	Changing
Baht 1,400,000	Baht 1,435,000	increase Baht 35,000 or 2.50%

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 2016, and has proposed the audit fee of not more than Baht 1,435,000.

Agenda 8 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 5.

The Company has set the Record Date on March 10, 2016 to determine the rights of the shareholders to attend the 2016 Annual General Meeting and the share registration book will be closed on March 11, 2016 according to the Section 225 of Securities and Exchange Act B.E.2535.

Yours sincerely,

By order of the Board of Directors



(Mr. Vorasit Pokachaiyapat)
Managing Director

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2015
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Monday, November 16, 2015 at 14.30 hours at Anantara Siam Bangkok Hotel, Pimarnman Room, Level 2, No.155 Rajadamri 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. Vitthya Vejjajiva | Chairman of Audit Committee and Independent Director |
| 6. Mr. Akarat Na Ranong | Independent Director |
| 7. Mr. Nuttawut Phowborom | Independent Director |

Directors non-participating in the Meeting

- | | |
|--------------------------|----------|
| 1. Mr. Kenneth Lee White | Director |
|--------------------------|----------|

Attendants

- | | |
|------------------------------|---|
| 1. 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. |
| 2. 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 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 held, or obtained by proxy.
 - No counting of votes in the agenda for acknowledgment
 - The Company's officers collect all voting cards under 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 collect 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. 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.
3. 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 118 shareholders attending in person and by proxies, representing 104,520,719 shares out of a total of 247,039,600 shares or 42.31% 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 2015 Annual General Meeting of Shareholders held on April 28, 2015.

The Managing Director proposed the Minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015, 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 2015 Annual General Meeting of Shareholders. Since there were no questions, the Managing Director requested the Shareholders to adopt such Minutes of the 2015 Annual General Meeting of Shareholders.

The Meeting considered the matter and adopted the Minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015 with the following votes;

Approved	111,743,019	votes or	100.00
Disapproved	0	votes or	0.00
Abstained	0	votes or	0.00

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

The Managing Director informed the Meeting that the Board of Directors Meeting No. 7/2558 on September 30, 2015 had approved a payment of interim dividend for the first 6 months operation of year 2015 at a rate of Baht 0.20 per share, totalling Baht 49,407,920 which was paid to shareholders on October 27, 2015. Moreover, the Board of Directors had approved the allocation of Baht 3 million of net profit for legal reserve.

The Managing Director then asked if there were any questions or suggestions from the shareholders.

Shareholder / Proxy : Regarding the payment of dividend, it should be indicated whether the said dividend was paid from accumulated profit or net profit, and the Company should consider paying dividend that is tax-creditable. Furthermore, does the Company's legal reserve presently reach 10% of the registered capital?

Khun Siripan : Prior to the payment of dividend, the Company had retained loss and raised the capital to completely offset the accumulated deficit. For this year, the Company had net profit, however, also had net loss carried forward not over 5 years. Therefore, the Company has not paid corporate income tax to get tax credit dividend. At present, legal reserve of the Company stood at Baht 25.60 million which is lower than the 10% requirement.

The Meeting considered and acknowledged the payment of interim dividend and the allocation of net profit for legal reserve.

Agenda 3: To approve the extension of the debenture issuance amount and the offering period.

The Managing Director informed the Meeting that the 2013 Annual General Meeting of Shareholders held on April 25, 2013 resolved that the Company issue and offer the debenture with details under the current conditions as mentioned below. However, the Company sees a necessity to raise more funds in order to use as working capital for business operation and/or for investment in additional major projects 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

After that, the Managing Director asked if there were any questions or suggestions from the shareholders.

Khun Jinnapak Shareholder : How much of the fund approved in 2013 had been utilized, and what was the project which the Company planned to invest in with this additional fund? How would the Company work out to find a solution for the previous investment that did not create an income or meet the target?

Managing Director : At present, the outstanding balance of bills of exchange and debentures was Baht 870 million. The Company considers that an additional amount of Baht 500 million, totally Baht 1,500 million of offering amount is required to invest in assets with recurring income, to provide for future investments and to support long-term debenture issuance following market conditions. For non-performing project such as Finansa Asset Management, it was already disposed. For Prospect Development, the Company swapped Prospect shares with 7.15% of MK shares.

Khun Varah Director : The Company Management controls such debt outstanding by monitoring and keeping debt to equity ratio at an appropriate level and not incurs high risk.

Khun Thara Cholpranee Shareholder : The extension issuing amount should be Baht 2,000 million to support business expansion in the future.

Managing Director : Considering that Baht 1,500 million is appropriate and consistent with the Company Credit Rating.

There was no any question from the shareholders, the Managing Director therefore asked the meeting to consider and approve the extension of the debenture issuance amount and the offering period as proposed.

The meeting has considered and unanimously approved the extension of the debenture issuance amount and the offering period with the following votes.

Approved	111,828,278	votes or	100.00	(Additional attendees)
Disapproved	0	votes or	0.00	
Abstained	0	votes or	0.00	

Agenda 4 To consider other matters (if any)

4.1 Summary of the Company's operations

The Managing Director informed the meeting regarding the operations of the Company during 2014-2015 with the following conclusion:

1. Significant operations

Disposals	Date	Value	Realized Gain
Sale of Finansa Asset Management	January 2015	Baht 178 million	Baht 63 million
Sale of office space in TISCO Tower	May 2015	Baht 156 million	Baht 110 million
Sale of Finansa Securities SET seat, membership of TFEX and membership of TCH to SBI Thai Online Securities Company Limited ("SBITO")	October 2015	Baht 180 million	To be announced with Q4 15 results
Sale of Prospect Development to MK	October 2015	Baht 436 million	To be announced with Q4 15 results

Purchases	Date	Value
Warehouse and Factories in Bangkok Free Trade Zone	December 2014 – December 2015	Baht 1,416 million
MK (shares swap)	October 2015	Baht 436 million
Finansia Syrus (partial shares swap in sale of FSL seat to SBITO)	October 2015	Baht 100 Million

2. Finansa Group structure

At present, Finansa Plc. holds 100% of Finansa Securities and Finansa Fund Management, 7.15% in M.K. and has investment in rights to sub-lease land and warehouse and factory buildings with leasable area of 89,000 sqm. while Finansa Securities holds 29.29% of Finansia Syrus.

3. Consolidated Financial Statements for the 9-month period (January – September) in 2015

- Total revenues were Baht 541.1 million, increasing by Baht 416.5 million or 334% compared with Baht 124.6 million recorded in the same period last year.
- Total expenses were Baht 260.9 million, increasing by Baht 108.4 million or 71% compared with Baht 152.5 million recorded in the same period last year.
- Net profit was Baht 303.9 million, increasing by Baht 313.1 million compared with a net loss of Baht 9.2 million recorded in the same period last year.
- Total assets stood at Baht 2,967.6 million, compared with Baht 2,528.1 million at year-end 2014, increasing by Baht 439.5 million or 17%. Total liabilities stood at Baht 1,102.3 million, compared with Baht 897.7 million at year-end 2014, increasing by Baht 204.6 million or 23%

Furthermore, a summary of each subsidiary and associated company's performance including Finansa Securities, Finansa Fund Management, MK, Finansia Syrus as well as performance of the warehouse and factory leasing business were presented to the meeting.

- Khun Vichien and Khun Thara : What are the 2016-2017 outlooks? What will the Company's business structure
Shareholders look like taking into consideration the extension of the debenture issuance amount and the offering period?
- Managing Director : The business structure will be the same for 2016-2017. In the future, the Company will invest in assets that generate a recurring income such as rental income.
- Khun Thara : What is the short-term outlook for SBITO which is an on-line brokerage firm?
Shareholder What will be the market share target in the next 3-5 years?
- Khun Varah : SBITO started business on October 1, 2015. Therefore, it is too early to estimate
Director the short-term performance. For the long-term, the market share is expected to be around 5%.
- Khun Vichien : The share swap between Prospect Development and MK with the MK share
Shareholder price is set at Baht 6.15 per share. However, MK share price is around Baht 4 per share at present. What is the accounting treatment?
- Managing Director : The share swap occurred in October 2015. Finansa considered MK as its associated company with equity accounting method and recorded the investment in MK at Baht 6.15 per share.

The Chairman asked the Meeting if any shareholders had any more questions. Since no one asked any more questions, Dr. Virabongsa Ramangkura, the Chairman, expressed his gratitude to shareholders for attending the Meeting, then he announced the Meeting closed.

The Meeting closed at 16.30 hrs.

Signed _____

Chairman

(Dr. Virabongsa Ramangkura)

Appendix 2

Annual Report and Financial Statements 2015

Appendix 3

Background of people being proposed as Directors

Name – Surname	Mr. Varah Sucharitakul
Age	51 years
Proposed position	Director
Years of being director of the Company	13 years 7 months
Education and Training	<ul style="list-style-type: none"> • Master of Business Administration, University of New Hampshire, U.S.A • B.Eng. (Mechanical Engineering), Chulalongkorn University • Directors Certification Program Thai Institute of Directors Association (IOD)
Working Experience	<p>2014 - present Chairman SBI Thai Online Securities Ltd.</p> <p>2012 - present Deputy Chairman of the Board Finansia Syrus Securities Plc.</p> <p>2012 - present Executive Director, Finansia Securities Ltd.</p> <p>2001 - present Executive Director, Finansia Plc.</p> <p>2010 - present Director, Finansia Capital Limited</p> <p>2009 - present Director, Finansia Syrus Securities Plc.</p> <p>2013 - 2014 Chairman, Finansia Syrus Securities Plc.</p> <p>2010 - 2011 Director, Thai Airways International PCL.</p> <p>2009 - 2011 Town and Country Planning Board, Journal of Department of Public Works and Town & Country Planning</p>
Shareholding in the Company	- None -
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 2015, Mr. Varah Sucharitakul attended 6 out of total 8 Board of Directors meetings.

Background of people being proposed as Directors

Name – Surname	Mr. Vitthya Vejjajiva
Age	79 years
Proposed position	Independent Director
Years of being director of the Company	12 years 9 months
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 (IOD)
Working Experience	<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>2009 - Jan 2015 Chairman of the Audit Committee Finansa Asset Management Ltd.</p>
Shareholding in the Company	- None -
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 2015, Mr. Vitthya Vejjajiva attended 7 out of total 8 Board of Directors meetings and attended 5 out of total 5 Audit Committee meetings.

Background of people being proposed as Directors

Name – Surname	Mr. Akarat Na Ranong
Age	62 years
Proposed position	Independent Director
Years of being director of the Company:	5 year 3 months
Education and Training	<ul style="list-style-type: none"> • Master's Degree, Business Administration (Management) Marshall University, U.S.A. • Bachelor's Degree, Economics, Chulalongkorn University • Certificate, Thai Institute of Directors Association <ul style="list-style-type: none"> - Audit Committee Program - Director Accreditation Program - Role of the Compensation Committee, • Certificate, Capital Market Academy Leadership Program, class 6
Working Experience	<p>2011 - present Independent Director and Audit Committee Member - Finansa Plc. - Finansa Securities Ltd.</p> <p>2015 - present Independent Director and Chairman of Audit Committee, Group of KPN Academy Co., Ltd.</p> <p>2513 - present Director, Evolution Capital Plc.</p> <p>2010 - present Independent Director and Chairman of Audit Committee, Matching Maximize Solution Plc.</p> <p>2001 - present Independent Director / Chairman of Audit Committee / Nominating and Remuneration Committee, Krungthai Card Plc.</p> <p>2011 - present Independent Director and Audit Committee Member, Finansa Asset Management Ltd.</p> <p>2011 - 2013 Lecturer, College of Music, Mahidol University</p> <p>2010 - 2011 Associate Dean for Resources Development College of Music, Mahidol University</p>
Shareholding in the Company	- None -
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 2015, Mr. Akarat Na Ranong attended 8 out of total 8 Board of Directors meetings and attended 5 out of total 5 Audit Committee meetings.

Appendix 4

Articles of Association of Finansia 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 5

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 April 20, 2016 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 79 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 5.1: To elect directors in place of directors who retired by rotation and Agenda 6: To approve the remuneration of directors for the year 2016)

To be my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 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 Vejajiva Age 79 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 5.1: To elect directors in place of directors who retired by rotation and Agenda 6: To approve the remuneration of directors for the year 2016)

To be my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 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 certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 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 2 Re: To acknowledge the report of the operating results for the year 2015.

Agenda 3 Re: To certify the audited financial statements, including the statements of financial position and the statements of profit or loss and other comprehensive income of the Company and its subsidiaries for the year ended December 31, 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 4 Re: To approve the dividend payment and allocation of the net profit for legal reserves.

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

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

Approve Disapprove Abstain

Agenda 5 Re: To elect directors in place of directors who retired by rotation, and to extend the period to appoint a new director within one year from 2016 AGM.

5.1 Re: To elect directors in place of directors who retired by rotation.

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

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

To elect nominated directors as a whole

Approve Disapprove Abstain

To elect nominated directors individually

Name: Mr. Varah Sucharitakul

Approve Disapprove Abstain

Name: Mr. Vitthya Vejajiva

Approve Disapprove Abstain

Name: Mr. Akarat Na Ranong

Approve Disapprove Abstain

To assign the Board to select new directors as deem appropriate

Approve Disapprove Abstain

5.2 Re: To extend the period to appoint a new director within one year from 2016 AGM.

(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 6 Re: To approve the remuneration of directors for the year 2016.

(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

Allonge of Proxy (Form B)

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

At the 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 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, and to extend the period to appoint a new director within one year from 2016 AGM.

_____ 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:

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

_____ Re: To extend the period to appoint a new director within one year from 2016 AGM.

- (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 Vejajiva Age 79 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 5.1: To elect directors in place of directors who retired by rotation and Agenda 6: To approve the remuneration of directors for the year 2016)

To be my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 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 certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 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 report of operating results for the year 2015.

Agenda 3 Re: To certify the audited financial statements, including the consolidated statements of financial position and the statements of profit or loss and other comprehensive income of the Company and its subsidiaries for the year ended December 31, 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 4 Re: To approve the dividend payment and allocation of the net profit for legal reserves.

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

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

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

Agenda 5 Re: To elect directors in place of directors who retired by rotation, and to extend the period to appoint a new director within one year from 2016 AGM.

5.1 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 _____ votes Disapprove _____ votes

Abstain _____ votes

To elect nominated directors individually

Name: Mr. Varah Sucharitakul

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

Name: Mr. Vitthya Vejjajiva

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

Name: Mr. Akarat Na Ranong

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

To assign the Board to select new directors as deem appropriate

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

5.2 Re: To extend the period to appoint a new director within one year from 2016 AGM.

(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 6 Re: To approve the remuneration of directors for the year 2016.

(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 2016.

- (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 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 2016 Annual General Meeting of Shareholders on Monday, April 25, 2016 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 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 : _____

(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, and to extend the period to appoint a new director within one year from 2016 AGM.

_____ 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:

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

_____ Re: To extend the period to appoint a new director within one year from 2016 AGM.

- (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 6

Background of Independent Director (Proposed as proxy)

Name – Surname:	Mr. Vitthya Vejjajiva
Title:	Chairman of the Audit Committee and Independent Director
Age:	79 years
Home Address:	27/2 Soi Sukhumvit 33, Sukhmvit 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 (IOD)
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>2009 - - Chairman of the Audit Committee 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:	<p>Agenda 5.1 : To elect directors in place of directors who retired by rotation.</p> <p>Agenda 6 : To approve the remuneration of directors for the year 2016.</p>

Appendix 7

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

