



March 24, 2017

Subject : Invitation to the 2017 Annual General Meeting of Shareholders
To : The Shareholders
Enclosures : 1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders
2. 2016 Annual Report and Financial Statements
3. Profiles of Director Nominees and qualifications of Independent Directors
4. Information Memorandum on providing financial assistance to Chaiyanan-Bangplee Parkland Company Limited
5. Articles of Association (in relation to Shareholders Meeting only)
6. Details of required documents for attendance in person and by proxy, and Proxy Forms
7. Profiles of Independent Director of Finansa Plc. (Proxy)
8. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited (Finansa Plc.) has resolved to convene the 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. (registration starts at 12.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas :

Agenda 1 To certify the Minutes of the 2016 Annual General Meeting of Shareholders held on April 25, 2016.

Objective and Rationale : The 2016 Annual General Meeting of Shareholders was held on April 25, 2016. The Minutes of the meeting were duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes are given as Appendix 1.

Opinion of the Board : The Board has recommended that the meeting certify the 2016 Annual General Meeting of Shareholders held on April 25, 2016.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

FINANSA PUBLIC COMPANY LIMITED

Registered No. 0107545000080

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Agenda 2

To acknowledge the report of the operating results for the year 2016.

Objective and Rationale : In compliance with Article 33 of the Company's Articles of Association, shareholders at the Annual General Meeting of Shareholders are required to acknowledge the report of the operating results for the past year. The operating result of the year 2016 was disclosed in the Company's 2016 annual report and submitted to shareholders along with this invitation letter as Appendix 2.

Opinion of the Board : The Board has recommended that the meeting acknowledge the operating results for the year 2016.

Agenda 3

To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016.

Objective and Rationale :

- In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company's Articles of Association, the Board of Directors is required to prepare and submit the audited financial statements for approval at the Annual General Meeting of Shareholders.
- The financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016, were approved by the Audit Committee and the Board of Directors and contained in the 2016 Annual Report. The auditors have issued an unqualified audit opinion on the financial statements.

Opinion of the Board : The Board has recommended that the meeting certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016 as given in the 2016 Annual Report.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 4

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

Objective and Rationale :

- As the Company's net profit for the Separate Financial Statement of the year 2016 was Baht 155.47 million with no accumulated deficit, the Company was required to allocate a portion of its annual net profit to legal reserves. The amount had to be no less than 5% of the annual net profit minus its accumulated deficit brought forward (if any) until the reserve reaches the minimum of 10% of the registered capital, as prescribed in Section 116 of the Public Company Act and Article 38 of the Company Articles of Association.
- In 2016, the Company allocated Baht 8 million or 5.15% of its annual net profit to legal reserves. With the net profit after allocation totaling Baht 147.47 million, the Company was able to distribute dividends to its Shareholders upon the Shareholders' approval.

- The company has a policy to pay a dividend of approximately 30% of its net profit after tax or at an appropriate amount, provided that the dividend payment does not have significant effects on the Company's operation.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve the allocation of the net profit of the year 2016 and dividend payment as follows:

1. Allocate a portion of Baht 8 million from the Company's net profit of the year 2016 or 5.15% of the net profit of the year 2016 to legal reserves. As a result, the legal reserve as at December 31, 2016 stood at Baht 34.80 million.
2. From net profit, distribute 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 minus net loss carried forward for up to 5 years prior present accounting period.) Said payment rate is decided by the Company as an appropriate amount and the dividend payment does not have significant effects on the Company's operation.
3. The Company determined the list of shareholders who are entitled to receive dividend will be as at Monday, May 8, 2017 (Record Date) and the date to compile the list of shareholders according to Section 225 of the Securities and Exchange Act will be by closing the share register book on Tuesday, May 9, 2017. Subsequently, the dividend payment shall be made on May 24, 2017.

Detail	2016	2015
1. Net profit (Loss) – Separate Financial Statements (Million Baht)	155.47	82.60
2. Number of Shares (Share)	247,039,600	247,039,600
3. Payment of Dividend per share (Baht/Share)	0.10	0.30
- Interim Dividend (Baht/Share)	-	0.20
- Dividend (Baht/per Share)	0.10	0.10
4. Total of Dividend (Million Baht)	24.70	74.11
5. Dividend payout ratio (%)	15.89	89.72

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 5

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

Objective and Rationale :

1. In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association of the Company, at every Annual General Meeting, at least one-third of Directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office.
2. The names of the Directors retiring in the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the Director who has been longest in office shall retire. A retired Director is eligible for re-election.

3. The Company had made an announcement on its website providing an opportunity to its shareholders to nominate candidate(s) to be elected as Director in advance from November 11, 2016 to January 31, 2017. However, there was no proposal for such candidate from any shareholder.
4. The following Directors are retiring by rotation:

Number	Name	Position	Duration of Directorship
1	Dr. Virabongsa Ramangkura	Independent Director	11 years, 8 months
2	Mr. Eugene S. Davis	Director	14 years, 10 months
3	Mr. Nuttawut Phowborom	Independent Director	4 years

5. The Nomination Committee has considered a range of diverse perspectives, including gender, age, education background, skill, knowledge, experience (including past performance as director) and capability of the candidates for nomination. The Board of Directors is of the opinion that the above three directors are mature, highly qualified and widely experienced.
6. The profiles of the above three Directors and records of their attendance at the Board of Directors' meetings are attached as Appendix 3.

Opinion of the Board : The Board has recommended that the Meeting re-elect the following directors to be directors for another term.

1. Dr. Virabongsa Ramangkura Independent Director (Holding the position for another term)
2. Mr. Eugene S. Davis Director (Holding the position for another term)
3. Mr. Nuttawut Phowborom Independent Director (Holding the position for another term)

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 6

To approve retention of the same number of directors.

Objective and Rationale :

1. At present, the Company has total of 8 Directors' positions (as follows):
 - 7 Directors in position
 - 1 Position vacancy

For the vacant position, the 2016 Annual General Meeting of Shareholders on April 25, 2016, approved the extension of the period of director's appointment for 1 year from the date of the 2016 Annual General Shareholders' Meeting (in place of Mr. Kenneth Lee White, who passed away on November 29, 2015).
2. The Company's election of a new director to fill the vacant position is still ongoing, as the selection of qualified director shall take time,

Opinion of the Board : The Board has recommended that the Meeting approve the retention of the number of 8 directors' positions, to provide the Company time to elect a suitable candidate who is qualified and not disqualified under the law of Public Limited Companies.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 7

To approve the remuneration of directors for the year 2017.

Objective and Rationale :

1. In accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, the Directors' remuneration shall be approved by a meeting of the shareholders.
2. The duties and responsibilities of the Board of Directors and the Audit Committee and the Nomination and Compensation Committee are given in the 2016 Annual Report.
3. The following chart shows the average remuneration of directors and management of listed companies in the year 2015 as compiled by the Stock Exchange of Thailand. It can be seen that the proposed remuneration of directors for the Company in the year 2016 is similar to the average of directors of listed companies in the finance and securities industry shown in the chart.

Description	Average compensation per person per year of the Finance & Securities Sector in the year 2015	Average compensation per person per year of the Company in the year 2016
1. Chairman	Baht 1.69 million	Baht 1.05 million
2. Director	Baht 0.57 million	Baht 0.37 million
3. Audit Committee Chairman	Baht 0.36 million	Baht 0.20 million
4. Audit Committee Member	Baht 0.24 million	Baht 0.15 million

Notes: * Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 5 board meetings per year in accordance with schedule fixed in advance plus annual fee.
- (2) The remunerations for the Audit Committee Chairman and Members are derived from 4 audit committee meetings per year in accordance with schedule fixed in advance plus annual fee.

4. The Board has recommended that the Meeting approve the remuneration of directors for the year 2017 which is set at the same level as in 2016 as follows:

Description	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
5. Chairman of the Nomination and Compensation Committee	Baht 25,000	-
6. Member of Nomination and Compensation Committee	Baht 20,000	-

Note : * The Nomination and Compensation Committee was appointed from the Board of Directors Meeting No. 1/2017 on February 24, 2017.

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

Opinion of the Board : The Board has recommended that the Meeting approve the remuneration of directors for the year 2017.

Resolution : This agenda item must be approved by the votes representing at least two-third of all shareholders who attend the meeting.

Agenda 8

To appoint the auditor and determine the audit fee for the year 2017.

Objective and Rationale :

1. In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors of the Company and determine their remuneration.
2. Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has been the auditor of the Company and its subsidiaries since 2008. Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is reputable audit firm, is independent and has shown satisfactory performance according to past records.
3. The Audit Committee and the Board propose the appointment of auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2017, and that the audit fee should not exceed Baht 1,455,000 with no other service fees.

2016 Audit Fee	2017 Audit Fee	Change
Baht 1,435,000	Baht 1,455,000	Increased Baht 20,000 or 1.39%

The list of auditors and their registration numbers are as follows:

1. Mrs. Nisakorn Songmanee CPA No. 5035 or
2. Dr. Suphamit Techamontrikul CPA No. 3356 or
3. Mr. Niti Jungnitnirunda CPA No. 3809 or
4. Mr. Permsak Wongpatcharakorn CPA No. 3427

All of the named auditors are qualified to audit and express opinions on the Company's financial statements. They have no relationship with or benefit from the business of the Company and its subsidiaries, nor its executives or major shareholders, nor are they related to or relative of such people.

Opinion of the Board : The Board has recommended that the Meeting approve and appoint all the named auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2017, with the annual audit fee not exceeding Baht 1,455,000.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 9

To approve the providing of financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd.

Objective and Rationale : The Company has considered providing financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co., Ltd. (Chaiyanan Ltd.), which is the sub-leaser of 89,024 sq.m. of warehouse/factory space in the Bangkok Free Trade Zone Project. The land lease contracts that Chaiyanan Ltd. has with the land owners which are Wat Paknam and Wat Mongkolnimitr will expire on 25 December 2039 and 8 January 2040 respectively. In the meantime, the Sublease Agreement that Chaiyanan Ltd. has with the Company will expire within December 2039. Currently Chaiyanan Ltd. is in discussion with the land owners to extend the lease for another 14 years. In the event that Chaiyanan Ltd. is successful in renewing the Land Lease Agreement, Chaiyanan Ltd. will renew the sublease agreement to the Company as well. Therefore, Chaiyanan Ltd. requested the loan from the Company at any time not over than Baht 100 million. The period of financial assistance is three years with the interest rate of 6.5% per annum. The Information Memorandum of this agenda item is enclosed as Appendix 4.

Opinion of the Board: The Board has recommended that the Meeting approve the plan to provide financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co., Ltd.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and are entitled to vote.

Agenda 10

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 6.

The Company has set the Record Date on March 13, 2017 to determine the rights of the shareholders to attend the 2017 Annual General Meeting and the share registration book will be closed on March 14, 2017 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 2016 Annual General Meeting of Shareholders
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Monday, April 25, 2016 at 14.30 hours at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-4 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand.

Directors participating in the Meeting

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

Directors absent from the Meeting

- | | |
|---------------------------|---|
| 1. Mr. Nuttawut Phowborom | Independent Director and Audit Committee member |
|---------------------------|---|

Other Attendants in the Meeting

- | | |
|------------------------------|---|
| 1. Mrs. Nisakorn Songmanee | Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. Ms. Sudamas Sutangkanu | Audit Manager, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 3. 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. |
| 4. Mrs. Siripan Leewanun | Head of Accounting, Finansa Plc. |
| 5. Mr. Jakchai Panrod | Lawyer from Judicious Advisory Law Office, a witness for vote counting |

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

1. Principle and procedure of vote counting.
 - One share equals to one vote. Each shareholder shall have the number of votes equal to the number of shares held, or obtained by proxy.
 - There shall be no voting on an agenda for the Meeting's acknowledgement.
 - The Company's officers would collect all voting cards in accordance with 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 or persons who received the highest votes respectively would be appointed as directors, equaling to the number of directors' positions up for election.
 - In a case that a number of persons elected in descending orders had equal votes and the number exceeded the number of director's positions available, 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 67 shareholders attending in person and by proxies, representing 147,897,484 shares out of a total of 247,039,600 shares or 59.87% 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 certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 2015.

The Managing Director proposed the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 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 Extraordinary Meeting of Shareholders No.1/2015. Since there were no further questions, the Managing Director requested the shareholders to certify such Minutes of the Extraordinary Meeting of Shareholders No.1/2015.

The Meeting considered the matter and resolved to certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 held on November 16, 2015 with the following result:

Approved	147,526,584	votes or	99.742%
Disapproved	0	votes or	0.000%
Abstained	381,000	votes or	0.258%

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

The Managing Director informed the Meeting that in 2015 the Company's consolidated financial statement recorded a total revenue of Baht 944 million, an increase of Baht 734.6 million from the previous year, and included Baht 432.2 million one-off gains which came from the sale of Finansa Asset Management Ltd. (FAM), the sale of the stake in Prospect Development Ltd., the sale of surplus office space and the sale of Finansa Securities Ltd.'s membership of the Stock Exchange of Thailand, TFEX and TCH., whereas the operating cost and expenses were Baht 441.5 million. The Company recognized a share of profit from associated companies of Baht 69 million. To summarize, the Company and its subsidiaries had a net profit in 2015 of Baht 562.8 million or Baht 2.28 per share.

The Group's financial statement at year end 2015 reported total assets of Baht 3,534.8 million, increasing from the previous year by Baht 1,006.7 million, total liabilities of Baht 1,423.9 million, increasing by Baht 526.2 million, and shareholders' equity of Baht 2,110.9 million, increasing by Baht 480.5 million.

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

- Finansa Securities Ltd.'s (FSL) income was Baht 248 million, its operating cost and expenses were Baht 187.8 million, so it reported a net profit of Baht 51.4 million, The net profit contributed to the consolidated financial statements was Baht 216.9 million.
- Finansa Fund Management Ltd.'s (FFM) income was Baht 66.1 million, its operating cost and expenses were Baht 98.6 million, so it reported a net loss of Baht 32.5 million. However, FFM reported in the consolidated financial statements a gain of Baht 9.6 million.
- Finansia Syrus Securities Plc.'s (FSS) income was Baht 1,708.3 million, its operating cost and expenses were Baht 1,494.7 million, so it reported a net profit of Baht 137.8 million.
- M.K. Real Estate Development Plc.'s (MK) income was Baht 3,996.5 million, its operating cost and expenses were Baht 3,235.8 million, so it reported a net profit of Baht 626.7 million.
- Prospect Development Ltd.'s (PD) income was Baht 271.1 million; its operating cost and expenses and finance cost were Baht 234.3 million. (PD was sold to MK at year-end 2015.)

As there were no more questions, the Managing Director asked the Meeting to acknowledge the report of the operating results for the year 2015.

The Meeting considered the matter and resolved to acknowledge the report of the operating results for the year 2015 as proposed.

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.

The Managing Director announced to the Meeting that the consolidated statements of financial position and the statements of profit or loss and other comprehensive income for the year ended December 31, 2015 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.

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

Mr. Pornsak Chaivanichya : How would the change in the Company's investment structure
Thai Investors Association affect the company's risks?

Proxy

Mr. Vorasit Pokachaiyapat : Overall, we did not expect any significant changes in the
Managing Director Company's risk as it was. The reason were:

1. The Company had two wholly owned subsidiaries :

- FSL, its main business included investment banking and wealth management; it had no investment in securities.

- FFM had investment in an offshore fund; the main investment was in Stripe 6 fund at USD 5 million. However, FFM was gradually receiving distributions from the fund.

2. For PD in which the Company originally held 36.38% of shares, the Company swapped its total shares to acquire 7.15% of total share of M.K. Real Estate Plc., a listed real estate developer which was regarded as a high liquidity investment.

Mr. Somporn Chowsombat : As earning per share mostly came from sale of assets, if we did
Shareholder not take this investment amount into account, how much the earning would be per quarter.

Mr. Vorasit Pokachaiyapat : Of the THB 944 million total revenue, THB 432.2 million was from
Managing Director one-off gains made on the sale of FAM, a swap of shares between PD and MK, the sale of office space and the sale of membership of SET, TFEX and TCH. Main sources of revenue were from investments, investment banking business, wealth management business, warehouse and factory leasing business, and dividend, etc., amounting to THB 350 million per year. However, the company was seeking to adjust its revenue structure to include more recurring revenues.

- Mr. Somporn Chowsombat : The swap of share between PD and MK at THB 6.15per share
Shareholder was overrated comparing with the MK share price in SET.
- Mr. Vorasit Pokachaiyapat : The Company actually gained around THB 91 million profit from
Managing Director the swap. The carrying value of PD investment was around THB 326 million, but its intrinsic value was around THB 400 million, and meanwhile MK asserted that its intrinsic value per share was THB 6.15.
- A Shareholder : Did the revenue from leasing business come from PD?
- Mr. Vorasit Pokachaiyapat : The revenue from leasing was not from PD but from the
Managing Director Company's investment in the lease right of 89,000 sq.m. of warehousing and factory space at the Bangkok Free Trade Zone where PD provided property management service.

As there were no more questions, the Managing Director requested the Meeting to certify 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.

The Meeting considered the matter and resolved to certify 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 as proposed with the following result:

Approved	148,090,484	votes or	99.743%	(Additional attendees)
Disapproved	0	votes or	0.000%	
Abstained	381,000	votes or	0.257%	

Agenda 4 To approve the payment of dividend and allocation of the net profit for legal reserve.

The Managing Director informed the Meeting that the Company's financial statements for the year ended 2015 showed a net profit as presented in the previous agenda item, thus he proposed to the Meeting to approve the payment of dividend to shareholders at Baht 0.10 per share, totaling Baht 24,703,960, and the payment date on May 19, 2016.

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

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

- Mr. Sutitsak Tanachoteporammat : Pursuant to the Company's policy set to pay dividend at 30%
Mrs. Prapapan Innudda : of the net profit after taxes, would it be possible to increase
Shareholders the dividend payout at this time?

Mr. Vorasit Pokachaiyapat : Most of the profit was used to invest in additional lease
 Managing Director space and in newly increased capital shares of FSS.
 However, your suggestion would be taken into account.

Since there were no more questions, the Managing Director requested the Meeting to approve the payment of dividend.

The Meeting considered the matter and resolved to approve the payment of dividend from the net profit for the year 2015 at Baht 0.10 totaling Baht 24,703,960. In the event, the Board of Directors would determine the Record Date of eligible shareholders to receive dividend and determine to collect shareholders' names according to the Securities and Exchange Act B.E.2535 by closing the share register book after the approval of the Shareholders' meeting and determine to pay dividend on May 19, 2016 with the following results:

Approved	144,064,684	votes or	96.753%	(Additional attendees)
Disapproved	4,833,000	votes or	3.246%	
Abstained	1,000	votes or	0.001%	

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 Annual General Meeting.

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

The Managing Director informed the Meeting that according to the Public Limited Company Act and the Company's Articles of Association, at each annual general meeting of Shareholders one-third of directors must retire from office, but they could be re-elected for another term. For this year there were three directors who retired by rotation, namely Mr. Varah Sucharitakul, Mr. Vitthya Vejjajiva, and Mr. Akarat Na Ranong, (These three directors were absent from the meeting on this Agenda item) whose resume and background were shown to the Meeting.

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

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

(1) Mr. Varah Sucharitakul	Director (Holding the position for another term)			
Approved	148,512,084	votes or	99.740%	
Disapproved	1,400	votes or	0.001%	
Abstained	385,200	votes or	0.259%	
(2) Mr. Vitthya Vejjajiva	Independent Director (Holding the position for another term)			
Approved	148,897,584	votes or	99.999%	
Disapproved	100	votes or	0.000%	
Abstained	1,000	votes or	0.001%	

(3) Mr. Akarat Na Ranong	Independent Director	(Holding the position for another term)	
Approved	148,487,684	votes or	99.724%
Disapproved	30,000	votes or	0.020%
Abstained	381,000	votes or	0.256%

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.

The Managing Director informed the Meeting that there was a vacancy for the post of director since Mr. Kenneth Lee White passed away. However, the process of recruiting a qualified director was time-consuming; therefore, the Managing Director requested the Meeting 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.

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

The Meeting considered the matter and resolved to approve 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 as proposed with the following results:

Approved	148,867,684	votes or	99.979%
Disapproved	30,000	votes or	0.020%
Abstained	1,000	votes or	0.001%

Agenda 6 To approve the remuneration of directors for the year 2016.

The Managing Director proposed to the Meeting that the remuneration of directors for the year 2016 would be at the same level as 2015 remuneration as follows:

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

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

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

Shareholder : Re the statements of profit or loss and other comprehensive income, why did the remuneration of directors and management increase by 316% from the previous year?

Mr. Vorasit Pokachaiyapat : Actually the increasing amount was from management remuneration of the Company including subsidiaries, in this

Managing Director

regard the remuneration varied by the operating performance which increased around 300%, but the director remuneration did not change.

Since there were no more questions, the Managing Director requested the Meeting to approve the remuneration of directors for the year 2016 as indicated above.

The Meeting considered the matter and resolved to approve the remuneration of directors for the year 2016 as proposed with the following results:

Approved	148,867,684	votes or	99.979%
Disapproved	30,000	votes or	0.020%
Abstained	1,000	votes or	0.001%

Agenda 7 To appoint the Auditors and determine the audit fee for the year 2016

The Managing Director informed that the Board of Directors had agreed to recommend the Meeting to appoint Mrs.Nisakorn Songmanee CPA No. 5035 or Dr. Suphamit Techamontrikul CPA No. 3356 or Ms. Permsak Wongpatcharapakorn CPA No. 3427 or Mr. Niti Jungnitnirunda CPA No. 3809 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2016, and recommended that the audit fee should not exceed Bt. 1,435,000 per annum. The auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. would also be the auditors for the Company's significant subsidiaries. The auditors had already been auditors for the Company and its subsidiaries for many years.

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

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

Mr. Pornsak Chaivanichaya : Why did the audit fees increase by THB 35,000 despite the sale of a subsidiary?

Proxy

Mr. Vorasit Pokachaiyapat : The increase was partly from inflation.

Managing Director

Since there were no more questions, the Managing Director requested the Meeting to approve the appointment of the auditors and the audit fee for the year 2016.

The Meeting considered the matter and resolved to approve the appointment of auditors and audit fee for the year 2016 as proposed with the following result:

Approved	148,897,684	votes or	99.999%
Disapproved	0	votes or	0.000%
Abstained	1,000	votes or	0.001%

Agenda 8 To consider other matters (if any)

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

- Mr. Pornsak Chaivanichaya : Please give an update on the progress after the Company had
Thai Investors Association declared its intention to join Thailand's Private Sector Collective
Proxy Action Coalition Against Corruption Programme.
- Mr. Vorasit Pokachaiyapat : We were in a process of setting up the work system.
Managing Director
- Dr. Virabongsa Ramangkura : The Company had been operating according to the principle of
Chairman transparency, good corporate governance, and other best
practices enforced by the Stock Exchange of Thailand and would
finish the process within the established time frame.
- Mr. Kobkun Thienpreecha : What would the Company's operating directions be in the next
Shareholder few years? And how long would it take to achieve the 15% ROE
goal?
- Mr. Vorasit Pokachaiyapat : The management team was making an attempt to reach that
Managing Director goal.
- Dr. Virabongsa Ramangkura : Since this region including Thailand was in an economic
Chairman downturn, while export earning continued to shrink, affecting
overall Thailand's economic expansion, and the performance of
most of private companies declined, therefore, the BOD required
the Company to be cautious in making investing decisions.

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 16.30 hrs.

Signed _____

Chairman

(Dr. Virabongsa Ramangkura)


Appendix 2

2016 Annual Report and Financial Statements


Appendix 3

Profiles of Director Nominees and qualifications of 'Independent Director'


Profiles of Director Nominees

Name – Surname	Dr. Virabongsa Ramangkura	
Age	73 years	
Proposed position	Chairman and Independent Director	
Years of being director of the Company	11 years 8 months	
Education and Training	<ul style="list-style-type: none"> • Doctor of Law (Honorary), Webster University, USA • Ph.D. (Economics). University of Pennsylvania, USA • M.A. (Economics), University of Pennsylvania, USA • First Class Honors, B.A. (Political Science), Chulalongkorn University, Thailand • Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Directors Certification Program (2004) 	
Working Experience (last 5 years)	Present <ul style="list-style-type: none"> - Chairman and Independent Director, Finansa Plc. - Chairman, Bangkok Expressway and Metro Plc. - Chairman of the Executive Board, Double A (1991) Plc. - Director, Thailand Development Research Institute Foundation - Independent Director and Audit Committee Member Polyplex (Thailand) Plc. - Independent Director, Matichon Plc. 	
Shareholding in the Company	None	
Positions held in others listed Companies	3 listed companies : <ol style="list-style-type: none"> 1. Chairman, Bangkok Expressway and Metro Plc. 2. Independent Director and Audit Committee Member, Polyplex (Thailand) Plc. 3. Independent Director, Matichon Plc. 	
Positions held in other non-listed organization	2 companies : <ol style="list-style-type: none"> 1. Chairman of the Executive Board, Double A (1991) Plc. 2. Director, Thailand Development Research Institute Foundation 	
Positions held in organizations that pose conflict of interest to the Company	None	
Attending the Directors Meeting of the Company	In 2016, Dr. Virabongsa Ramangkura <ul style="list-style-type: none"> - attended 5 out of total 5 Board of Directors meetings. 	

Profiles of Director Nominees

Name – Surname	Mr. Eugene S. Davis	
Age	61 years	
Proposed position	Executive Director	
Years of being director of the Company	14 years 10 months	
Education and Training	<ul style="list-style-type: none"> • MBA in Finance and International Business, New York University, USA • B.A. International Relations/ French University of Virginia, Charlottesville, USA • Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Director Accreditation Program (2006) 	
Working Experience (last 5 years)	Present <ul style="list-style-type: none"> - Executive Director, Finansa Plc. - Director, Finansa Securities Ltd. - Director, Finansa Fund Management Ltd. 	
Shareholding in the Company	2.635%	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	2 companies : <ol style="list-style-type: none"> 1. Director, Finansa Securities Ltd. 2. Director, Finansa Fund Management Ltd. 	
Positions held in organizations that pose conflict of interest to the Company	None	
Attending the Directors Meeting of the Company	In 2016, Mr. Eugene Davis <ul style="list-style-type: none"> - attended 5 out of total 5 Board of Directors meetings. 	

Profiles of Director Nominees

Name – Surname	Mr.Nuttawut Phowborom	
Age	52 years	
Proposed position	Independent Director and Audit Committee Member	
Years of being director of the Company:	4 year	
Education and Training	<ul style="list-style-type: none"> • Master's Degree, Business Administration, City University, Seattle, USA • Bachelor's Degree, Economics University of the Thai Chamber of Commerce • Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Director Accreditation Program (2004) - Audit Committee Program (2005) - Role of the Compensation Committee (2008) 	
Working Experience	<p>present</p> <ul style="list-style-type: none"> - Independent Director and Audit Committee Member Finansa Plc. Asia Aviation Plc. Thai Air Asia Co., Ltd. Matching Maximize Solution Plc. - Chief Executive Officer and Chief Financial Officer KPN Group Corporation Ltd. KPN Land Co., Ltd - Vice Chairman, KPN Academy Co., Ltd - Executive Director, KPN Music Co., Ltd - Chairman, Wind Energy Holding Co., Ltd - Director, KPN Healthcare Plc. <p>2003 - 2012</p> <ul style="list-style-type: none"> - Independent Director, Audit Committee Member and Chairman of Remuneration Committee Prasit Patana Plc. Phyathai Hospital 1, 2, 3 	
Shareholding in the Company	None	
Positions held in others listed Companies	<p>2 companies :</p> <ol style="list-style-type: none"> 1. Independent Director and Audit Committee Member, Asia Aviation Plc. 2. Independent Director and Audit Committee Member Matching Maximize Solution Plc. 	
Positions held in other non-listed organization	<p>7 companies :</p> <ol style="list-style-type: none"> 1. Independent Director and Audit Committee Member, Thai Air Asia Co., Ltd. 2. Chief Executive Officer and Chief Financial Officer, KPN Group Corporation Ltd. 3. Chief Executive Officer and Chief Financial Officer, KPN Land Co., Ltd 4. Vice Chairman, KPN Academy Co., Ltd 5. Executive Director, KPN Music Co., Ltd 6. Chairman, Wind Energy Holding Co., Ltd 7. Director, KPN Healthcare Plc. 	
Positions held in organizations that pose conflict of interest to the Company	None	
Attending the Directors Meeting of the Company	<p>In 2016, Mr. Nuttawut Phowborom</p> <ul style="list-style-type: none"> - attended 2 out of total 5 Board of Directors meetings - attended 2 out of total 4 Audit Committee meetings. 	

Qualifications of the Company's Independent Directors

(Finansa's requirements are more stringent than those required by the Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand)

- 1) Holding not more than 0.5% of the Company's shares with voting rights, or those of any subsidiary company, associated company or juristic person with conflict of interest, which shall be inclusive of the shares held by related persons.
- 2) Not being a director who is involved in the Company management, an employee, a staff member, an advisor who receives a regular salary from the Company, or a controlling person of the Company, subsidiary company, associated company, subsidiary company with the same level or of juristic person with a conflict of interest within the last 2 years.
- 3) Not being a connected person, by virtue of a blood relationship or legal marriage being father, mother, spouse, sibling, child, including spouse of a child, of the executives, major shareholders, controlling persons or persons who are about to be nominated as executives or controlling persons of the Company or subsidiary company.
- 4) Not holding a business relationship with the Company, subsidiary company, associated company or with juristic person with a conflict of interest in a way that may interrupt the exercise of independent discretion. Nor being a major shareholder, a non-independent director, or an executive of a business holding a relationship with the Company, subsidiary company associated company or of juristic person with a conflict of interest within the last 2 years.
- 5) Not being an auditor of the Company, subsidiary company, associated company or of juristic person with a conflict of interest, and not being a major shareholder, non-independent director, executive or managing partner of the audit firm providing the auditors of the Company, subsidiary company, associated company or of juristic person with a conflict of interest within the last 2 years.
- 6) Not being a professional service provider including legal or financial adviser receiving service fee of more than Baht 2 million a year from the Company, subsidiary company, associated company or from a juristic person with a conflict of interest within the last 2 years. In the case that the professional service provider is a juristic person, it shall include the major shareholder, non-independent director, executive or managing partner of such service provider.
- 7) Not being a representative director appointed by the Company's directors, major shareholders or shareholders related to major shareholders.
- 8) Not operating a business with the same nature and in competition with the Company and its subsidiaries or not being a partner in a partnership or a director involved in administration or an employee, officer, routine consultant or holding share more than one percent of all shares with voting rights of other company with the same nature and in competition with the Company and its subsidiaries.
- 9) Not holding other characteristics that prohibit the expression of independent opinion on the Company's operations.

Appendix 4

Information Memorandum on providing financial assistance to Chaiyanan-Bangplee Parkland Company Limited

1. Transaction Date

On 24 February 2017, the Board of Directors' meeting resolved to approve the Company to provide financial assistance in the form of a Loan to Chaiyanan-Bangplee Parkland Co., Ltd., for an amount not over Baht 100 million. The period of financial assistance is three years with an interest rate of 6.5% per annum. The Company expects to start financial assistance in May 2017 subject to approval at the shareholders' meeting.

2. Concerned Parties

Lender	Finansa Public Company Limited
Borrower	Chaiyanan-Bangplee Parkland Company Limited
Relationship	Chaiyanan Bangplee Parkland Co., Ltd. is the sub-lessor who subleases 89,024 sqm of warehouse/factory area in Bangkok Free Trade Zone to the Company.

In this regard, such transaction is not deemed to be a connected transaction subject to compliance with the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551, Re: Rules on Connected Transactions dated 31 August 2008 (and as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (and as amended).

3. General Characteristics, Category and Size of the Transaction

3.1 General Characteristics of Transaction

Chaiyanan-Bangplee Parkland Co., Ltd. ("Chaiyanan") has subleased 89,024 sqm of warehouse/factory space located within Bangkok Free Trade Zone Project to the Company. The Land Lease Agreement that Chaiyanan has with the land owners which are Wat Paknam and Wat Mongkolnimitr will expire on 25 December 2039 and 8 January 2040 respectively. In the meantime, the Sublease Agreement that Chaiyanan signed with the Company will expire within December 2039. Currently, Chaiyanan is in discussion with the land owners to extend the lease for another 14 years. In the event that Chaiyanan is successful in renewing the Land Lease Agreement, Chaiyanan will renew the sublease agreement to the Company as well. Chaiyanan needed funds to support the land negotiation as well as capital expenditure required for the Project. Therefore, Chaiyanan would like to borrow money from the Company for an amount not over Baht 100 million. The period of financial assistance is three years with an interest rate of 6.5% per annum.

3.2 Size of the Transaction

The financial assistance given to Chaiyanan-Bangplee Parkland Co., Ltd. is deemed to be a transaction on financial assistance to another legal entity of a material amount in relation to the financial position and the operational results of the Company, with the transaction value exceeding 3 percent of the net tangible assets under the Company's consolidated financial statements. The Company's transaction value is 4.95 percent of the net tangible assets under the Company's consolidated financial statements.

4. Details of the Borrowers

Chaiyanan-Bangplee Parkland Co., Ltd.'s registered capital amounts to Baht 500 million, divided into a total of 50,000,000 ordinary shares, at the par value of Baht10.00 per share. As of 31 December 2016, its paid-up capital amounted to Baht 500 million, divided into a total of 50,000,000 ordinary shares, at the par value of Baht10.00 per share.

Chaiyanan-Bangplee Parkland Co., Ltd. has developed an industrial estate and free trade zone under the name of the Bangkok Free Trade Zone Project ("BFTZ"). The Project located on Bangna-Trad km.23 Samutprakarn Province, covers 1,000 rais of land to support factory/warehousing activities for commercial and industrial purposes.

The Project is divided into the General Zone and the Free Zone. The BFTZ has been approved by the Customs Department to establish the Free Trade Zone. Both manufacturer and warehouse operator located in Free Trade Zone will be granted tax privileges such as eligibility for tariff and tax exemptions with respect to import or export of products, excise tax exemption and 0% value added tax. However, all of the tax privileges are subject to Free Trade Zone regulations specified by the Customs Department.

The BFTZ is endorsed as a purple zone and also announced in the government gazette as an Industrial Zone, a status officially granted by the Ministry of Industry. Entrepreneurs who operate non-polluting light industry can apply for a Factory License in the industrial estate (Khor 2). The time utilized for applying for a Khor 2 permit is shorter than for a Factory License (Ro Ngor 4).

In addition, the Board of Investment has also approved the BFTZ as a Logistics Park. Industrial operations and other business activities established in BFTZ will be entitled to corporate income tax exemption from 3-8 years depending on the type of industries as classified by the BOI. The BFTZ is environmental friendly, with c. 30% of the project area reserved for green environment and infrastructure development.

Summary of Chaiyanan-Bangplee Parkland Co., Ltd. is as follows:

4.1 General Information of Chaiyanan-Bangplee Parkland is as follows:

Company Name	Chaiyanan-Bangplee Parkland Co., Ltd.
Type of Business	Develop industrial estate and free zone
Address	1 Soi Ladpraw 80 (Sub-soi Jantima 7) Ladpraw Road, Kwang Wangthonglang Khet Wangthonglang
Registration No.	0105536073906
Date of Establishment	29 June 1993

4.2 Board of Directors as of 28 February 2017

No.	Name	Position
1.	Mr. Chernchai Niyamanusorn	Director and Managing Director
2.	Mrs. Nantaporn Suriyawongse Na Ayudhaya	Director
3.	Mr. Thongtat Kasemsuwan	Director

4.3 List of Shareholders as of 28 February 2017

No.	Name	No. of Registered Capital	% of Total Shares
1.	Mr. Thongtat Kasemsuwan	26,583,333	53.16
2.	Mrs. Nantaporn Suriyawongse Na Ayudhaya	20,333,334	40.67
3.	Mrs. Napasorn Pranich	1,458,333	2.92
4.	National Housing Authority	1,000,000	2.00
5.	Mr. Chernchai Niyamanusorn	625,000	1.25
	Total	50,000,000	100.00

4.4 Summary of Financial Performance

Unit : thousand Baht

Balance Sheet	As of 31 December 2012	As of 31 December 2013	As of 31 December 2014	As of 31 December 2015
Assets				
Current Assets	468,824.87	1,129,326.49	712,154.71	736,600.02
Non-current Assets	1,602,977.76	1,933,707.21	2,420,345.77	2,621,672.84
Total Assets	2,071,802.64	3,063,033.71	3,132,500.48	3,358,272.86
Liabilities & Shareholders' Equity				
Current Liabilities	186,843.26	1,221,549.88	827,509.56	501,001.64
Non-current Liabilities	2,107,150.65	2,235,395.08	2,718,250.68	3,242,935.00
Shareholders' Equity	(222,191.27)	(393,911.26)	(413,259.76)	(385,663.78)
Total Liabilities & Shareholders' Equity	2,071,802.64	3,063,033.71	3,132,500.48	3,358,272.86

Unit : thousand Baht

Profit & Loss	2012	2013	2014	2015
Total Revenue	102,974.41	155,497.93	166,101.88	201,295.48
Total Costs and Expenses	91,191.90	313,805.86	145,047.04	167,049.93
Net Profit (Loss)	8,558.52	(171,719.99)	(19,348.50)	27,595.98

5. Total Value of Consideration

5.1 Value of Consideration

Chaiyanan-Bangplee Parkland Co., Ltd. will repay the loan as per the actual drawdown (Credit line not over Baht 100 million) with interest at an interest rate of 6.5% per annum. Calculated from the maximum loan amount of Baht 100 million for three years, the Company will receive a maximum interest amount of Baht 19.50 million (Period from 5/2017- 4/2020).

5.2 Payment Method

Chaiyanan-Bangplee Parkland Co., Ltd. will pay interest on a monthly basis. For the principal repayment, Chaiyanan will pay when the principal is due which will be determined when Chaiyanan draws down the Loan.

6. Reason and Background of the Transaction on Financial Assistance, and Purpose for Use of Funds by the Lender

Chaiyanan-Bangplee Parkland Co., Ltd. subleases warehouse/factory space of 89,024 sqm in Bangkok Free Trade Zone to the Company. The land lease Agreements that Chaiyanan have with the land owners which are Wat Paknam and Wat Mongkolnimitr will expire on 25 December 2039 and 8 January 2040 respectively. In the meantime, the Sublease Agreement that Chaiyanan signed with the Company will expire within December 2039. Currently, Chaiyanan is in discussion with the land owners to extend the lease for another 14 years. In the event that Chaiyanan succeeds in renewing the Land Lease Agreement, Chaiyanan will renew the sublease agreement to the Company as well. Chaiyanan needs funds to support the land lease negotiations as well as capital expenditure required for the Project. If the sub-lease agreement between the Company and Chaiyanan can be extended, the Company will hold assets that can generate revenue for a longer term.

7. Procedure for Consideration of Provision of Financial Assistance

7.1 Policy, Procedures and Criteria for Consideration of Financial Assistance

The Company's criteria for consideration of provision of financial assistance is due to the relationship between Chaiyanan-Bangplee Parkland Co., Ltd. and the land owners which are Wat Paknam and Wat Mongkolnimitr and with the Company which subleases warehouse/factory space of 89,024 sqm in Bangkok Free Trade Zone on which the Company's warehouse/factories are located.

7.2 Authorized Person(s) for Approval and Loan Amount

Authorized Person(s) for Approval:	The Resolution of the Shareholders' Meeting
Loan Amount:	Credit Line of not over Baht 100 million, together with the interest to be received by the Company (calculated for three years) in the maximum amount of Baht 19.5 million.

7.3 Factors for Consideration of Debt-Serviceability of Other Legal Entity

Chaiyanan-Bangplee Parkland Co., Ltd. will realize revenue from utilities provided to tenants and sale of land leases. In the event that Chaiyanan can extend the land lease from the land owner, Chaiyanan can charge for land lease extension from the Company.

7.4 Guidelines in Management of Possible Risks from Provision of Financial Assistance and Impact on the Company's Financial Position

Chaiyanan-Bangplee Parkland Co., Ltd. will issue Promissory Notes for an amount of not more than Baht 20 million per note. Each Promissory Note will not be over 180 days with interest rate of 6.5%, the rate is higher than the interest rate that the Company is charged when the Company issues debt instruments. In the case that Chaiyanan breaches the term loan, the Company may claim such amount, as well as receive consideration in the form of interest from such loan.

As for the impact on the Company's financial position, the Company will receive interest income, including rights to renew the sublease of warehouse/factory space in the event that Chaiyanan can extend its lease agreements.

7.5 Source of Funds Used by the Company for Provision of Financial Assistance

The Company will issue debt instruments to raise cash as well as net cash from operating activities.

8. Basis of Determination of Value of Consideration

The value of the financial assistance will not be more than Baht 100 million, with an interest rate of 6.5%.

9. Benefits to be Obtained by the Company

The Company will benefit from interest income and the right to extend the sublease to a period of time equivalent to the period that Chaiyanan-Bangplee Parkland Co., Ltd. can extend its land lease. In addition, Chaiyanan agrees that the charge for the sublease extension will be cost, as paid by Chaiyanan to the land owner, plus 15%.

10. Opinion of the Board of Directors on Execution of the Transaction

The Board of Directors' Meeting No. 2/2017 held on 24 February 2016 gave an opinion that the financial assistance given to Chaiyanan-Bangplee Parkland Co., Ltd. will benefit the Company in the form of interest income. In the event that the sublease is extended, the Company will hold assets that can generate revenue for a longer term.

11. Opinion of the Audit Committee Members and/or Directors which is difference from Opinion of the Board of Directors under Clause 10

-None-

Appendix 5

Articles of Association
(in relation to Shareholders Meeting 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 6

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 (issue within 12 months), 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 (issue within 12 months), 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 Vejajiva, Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee / Independent Director of the Company or Mr. Akarat Na Ranong, Audit Committee Member/ Member of Nomination and Compensation Committee / Independent Director of the company. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansa Plc., 48/48, TISCO Tower, 21st Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before April 20, 2017 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

(3) the following independent director:

Mr. Vitthya Vejajiva Age 80 years Resides at 27/2 Soi Sukhumvit 33 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or

Mr. Akarat Na Ranong Age 63 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejajiva is an Chairman of the audit committee / Chairman of the Nomination and Compensation Committee / Independent director or Mr. Akarat Na Ranong is an Audit Committee Member / Member of Nomination and Compensation Committee / Independent director and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 7 : To approve the remuneration of directors for the year 2017)

To be my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 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

(3) the following independent director:
 Mr. Vitthya Vejjajiva Age 80 years Resides at 27/2 Soi Sukhumvit 33 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or
 Mr. Akarat Na Ranong Age 63 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejjajiva is an Chairman of the audit committee / Chairman of the Nomination and Compensation Committee / Independent director or Mr. Akarat Na Ranong is an Audit Committee Member / Member of Nomination and Compensation Committee / Independent director and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 7 : To approve the remuneration of directors for the year 2017)

To be my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 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 2016 Annual General Meeting of Shareholders held on April 25, 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

Agenda 2 Re: To acknowledge the report of the operating results for the year 2016.

Agenda 3 Re: To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 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

Agenda 4 Re: To approve the allocation of the net profit for legal reserves and 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. Eugene S. Davis

Approve Disapprove Abstain

Name: Mr. Nuttawut Phowborom

Approve Disapprove Abstain

To assign the Board to select new directors as deem appropriate

Approve Disapprove Abstain

Agenda 6 Re: To approve retention of the same number of directors.

(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 approve the remuneration of directors for the year 2017.

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

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

Approve Disapprove Abstain

Agenda 8 Re: To appoint the auditor and determine the audit fee for the year 2017.

(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 approve on providing financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd.

(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 10 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 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 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 : _____

- (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.**

- (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

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

(3) the following independent director:
 Mr. Vitthya Vejajiva Age 80 years Resides at 27/2 Soi Sukhumvit 33 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or
 Mr. Akarat Na Ranong Age 63 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110

(Mr. Vitthya Vejajiva is an Chairman of the audit committee / Chairman of the Nomination and Compensation Committee / Independent director or Mr. Akarat Na Ranong is an Audit Committee Member / Member of Nomination and Compensation Committee / Independent director and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 7 : To approve the remuneration of directors for the year 2017)

To be my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 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 2016 Annual General Meeting of Shareholders held on April 25, 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 2 Re: To acknowledge the report of the operating results for the year 2016.
- Agenda 3 Re: To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 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 4 Re: To approve the allocation of the net profit for legal reserves and 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 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. Eugene S. Davis
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Name: Mr. Nuttawut Phowborom
- 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 retention of the same number of directors
- (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 approve the remuneration of directors for the year 2017.
- (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 appoint the auditor and determine the audit fee for the year 2017.

- (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 approve on providing of financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd.

- (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 10 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 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 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 : _____

(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

(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

Appendix 7

Profiles of Independent Director (Proposed as proxy)

Name – Surname:	Mr. Vitthya Vejajiva	
Age:	80 years	
Title:	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee	
Date of Appointment on the Board	June 19, 2002	
Home Address:	27/2 Soi Sukhumvit 33, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training:	<ul style="list-style-type: none"> • Harvard Law School, Harvard University (LL.M.) • Gonville and Caius College, Cambridge (M.A., LL.B.) • Barrister-at-Law, Gray's Inn • Chairman, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Role of Chairman (2001) - Director Accreditation Program (2006) - Audit Committee Program (2006) - Monitoring the Internal Audit Function (2008) 	
Work Experiences:	<p>2002 - present Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee / Independent Director - 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. Chairman, "K" Line (Thailand) Ltd. and affiliates</p> <p>2009 - Jan 2015 Chairman of the Audit Committee - 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:	Agenda 7 : To approve the remuneration of directors for the year 2017.	

Background of Independent Director (Proposed as proxy)

Name – Surname	Mr. Akarat Na Ranong	
Age	63 years	
Title:	Independent Director / Audit Committee Member / Member of Nomination and Compensation Committee	
Date of Appointment on the Board	January 11, 2011	
Home Address:	256 Soi Sukhumvit 55, Sukhmvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> • Master's Degree, Business Administration (Management) Marshall University, USA • Bachelor's Degree, Economics, Chulalongkorn University • Certificate, Thai Institute of Directors Association <ul style="list-style-type: none"> - Audit Committee Program (2004) - Director Accreditation Program (2007) - Role of the Compensation Committee, (2007) - Director Certification Program (2013) • Certificate, Capital Market Academy Leadership Program (2008) 	
Working Experience	<p>2011 - present Audit Committee Member / Member of Nomination and Compensation Committee / Independent director - Finansa Plc.</p> <p>2011 - present Audit Committee Member and Independent director - Finansa Securities Ltd.</p> <p>2015 - present Independent Director and Chairman of Audit Committee - Group of KPN Academy Co., Ltd.</p> <p>June, 2013 - present Chairman of the Board of Directors, Food 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>2513 - 2016 Director, Evolution Capital Plc.</p> <p>2011 – Jan, 2015 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 Company:	None	
Conflict of interest over any agenda item:	Agenda 7 : To approve the remuneration of directors for the year 2017.	

Appendix 8

Map of venue of the Annual General Meeting

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

