



March 21, 2018

Subject : Invitation to the 2018 Annual General Meeting of Shareholders  
To : The Shareholders  
Enclosures : 1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders  
2. 2017 Annual Report and Financial Statements  
3. Profiles of Director Nominees and qualifications of Independent Directors  
4. Profile of the person nominated as new director  
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 ("the Company") has resolved to convene the 2018 Annual General Meeting of Shareholders on Thursday, April 26, 2018 at 14.30 hrs. (registration starts at 12.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas :

**Agenda 1** To certify the Minutes of the 2017 Annual General Meeting of Shareholders held on April 26, 2017.

**Objective and Rationale** : The 2017 Annual General Meeting of Shareholders was held on April 26, 2017. 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 2017 Annual General Meeting of Shareholders held on April 26, 2017.

**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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BANGKOK 10500, THAILAND

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**Agenda 2** To acknowledge the report of the operating results for the year 2017.

**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 2017 was disclosed in the Company's 2017 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 2017.

**Agenda 3** To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2017.

**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 is required to prepare and submit the financial statements to the shareholders for consideration and approval. The financial statements must be audited by an auditor prior to the submission.

**Opinion of the Board** : The Board has recommended that the Meeting of Shareholders certify the financial statements, including consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2017. The financial statements are certified by the Audit Committee and the Board of Directors as well as audited by the auditor. The auditors have issued an unqualified audit opinion on the financial statements. Details on the financial statements are given in the 2017 Annual Report enclosed with this invitation letter.

**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** :

- In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association, the Company is required to allocate a portion of its annual net profit to legal reserves. The amount must 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.
- In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Article 36 of the Company's Articles of Association, states that dividends shall be paid upon approval from the Meeting of Shareholders. The Company's net profit of the year 2017 amounts to Baht 69.32 million as reported in the separate financial statement and Baht 132.30 million as reported in the consolidated financial statements, with no accumulated loss, and thus dividends can be paid.

- 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 operations.

**Opinion of the Board** : The Board has recommended that the Meeting of Shareholders approve the allocation of the net profit of the year 2017 and dividend payment as follows:

1. Allocate a portion of Baht 5.20 million from the Company's net profit of the year 2017 or 7.50% of the net profit of the year 2017 to legal reserves. As a result, the legal reserve as at December 31, 2017 stood at Baht 40 million or 3.24% of the registered capital.
2. From net profit, distribute dividend to shareholders at a rate of Baht 0.15 per share, totaling Baht 37.06 million or 53.46% of the net profit of the year 2017 according to the separate financial statements and 28.01% of the net profit of the year 2017 according to the consolidated financial statements. (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 to the present accounting period.) The proposed dividend payments is in line with the Company's established dividend policy.
3. The Company set May 8, 2018 (Record Date) as the date to determine the list of shareholders who are entitled to receive dividend. The dividend payment shall be made on May 24, 2018. Details on dividend payments compared to the previous years are as follows:

Detail	2017	2016
1. Net profit		
- Separate Financial Statements (million baht)	69.32	155.47
- Consolidated Financial Statements (million baht)	132.30	130.68
2. Number of Shares receiving dividend payment (shares)	247,039,600	247,039,600
3. Earnings per share - Separate Financial Statements (baht)	0.28	0.63
4. Payment of Dividend per share (baht/share)	0.15	0.10
5. Total dividend payments (million baht)	37.06	24.70
6. Dividend payout ratio		
- Separate Financial Statements (percent)	53.46	15.89
- Consolidated Financial Statements (percent)	28.01	18.90

**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, 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. The Directors who have been longest in office shall retire. A retired Director is eligible for re-election.
2. The following Directors are retiring by rotation:

No.	Name	Position	Duration of Directorship
1	Mr. Vorasit Pokachaiyapat	- Managing Director - Member of the Nomination and Compensation Committee	15 years, 10 months
2	Mr. Varah Sucharitakul	- Executive Director	15 years, 10 months
3	Mr. Akarat Na Ranong	- Independent Director - Chairman of the Audit Committee - Chairman of the Nomination and Compensation Committee	7 years, 3 months

**Opinion of the Board :**

1. 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 8, 2017 to January 31, 2018. However, there was no proposal for such candidate from any shareholder.
2. The Board (the Directors retiring by rotation refrained from considering and voting on matters regarding themselves), on the recommendation of the Nomination and Compensation Committee's made in accordance with the nomination criteria and policy, considers the appropriateness of the structure and overall composition of the Board, the qualifications required by law and related communiqué, as well as their knowledge, abilities, and experience suitable for the Company's business operations. The Board has concluded that the nominees for Independent Director shall be able to offer uninfluenced opinions in line with related criteria, and thus advocate that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.

1. Mr. Vorasit Pokachaiyapat
2. Mr. Varah Sucharitakul
3. Mr. Akarat Na Ranong

The profiles of the above three Directors and records of their attendance at the Board of Directors' meetings are attached as [Appendix 3](#).

**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 the increase in number of directors and the appointment of a new director.

**Objective and Rationale** : To maintain the number of directors appropriate to the Company's structure and overall composition, and to improve efficiency of the Company's corporate governance.

**Opinion of the Board** :

1. The Board, on the recommendation of the Nomination and Compensation Committee's, advocate the increase in number of directors and the appointment of a new director in keeping with the aforementioned objective. The nominee for the new director has qualifications, knowledge, abilities, and experience suitable for the Company's business operations, as well as being qualified by law and related communiqué. The person nominated is as follows:

(1) Mr. Vorapak Tanyawong                      New director (non-authorized director)

The information on education and work experience of Mr. Vorapak Tanyawong are shown in the profile of the person nominated as new director attached as [Appendix 4](#).

2. Therefore, after the Meeting approves the increase in number of directors of the Company and the appointment of the new director, the Company will have 8 directors in total, as follows:

1. Mr. Virabongsa Ramangkura                      Independent Director and Chairman
2. Mr. Vorasit Pokachaiyapat                      Director and Managing Director
3. Mr. Varah Sucharitakul                      Director
4. Mr. Eugene S. Davis                      Director
5. Mr. Akarat Na Ranong                      Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Compensation Committee
6. Mr. Nuttawut Phowborom                      Independent Director and member of the Audit Committee
7. Mr. Chanmanu Sumawong                      Independent Director, member of the Audit Committee and member of the Nomination and Compensation Committee
8. Mr. Vorapak Tanyawong                      Director

**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 2018.

**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 2017 Annual Report.
3. The following chart shows the average remuneration of directors and management of listed companies in the year 2016 as compiled by the Stock Exchange of Thailand. It can be seen that the

proposed remuneration of directors for the Company in the year 2017 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 2016	Average compensation per person per year of the Company in the year 2017*
1. Chairman	Baht 1.01 million	Baht 1.00 million
2. Director	Baht 0.45 million	Baht 0.36 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.20 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.15 million
5. Member of the Nomination and Compensation Committee	Baht 0.08 million	Baht 0.05 million

Notes: \* Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 4 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.
- (3) The remunerations for the Chairman and Members of the Nomination and Compensation Committee are derived from 2 Nomination and Compensation Committee Meetings per year in accordance with the schedule fixed in advance.

4. The remunerations for the committee and subcommittee members in 2017 are 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 the Nomination and Compensation Committee	Baht 20,000	-

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

5. For the year 2018, the Nomination and Compensation Committee has reviewed the remunerations for members of committees in line with the remuneration criteria and has resolved to propose to the Board the increase of remunerations for committee and subcommittee members. The proposed remunerations will be submitted for approval in the 2018 Annual General Meeting of Shareholders as follows. No other remunerations apply.

The rate of remunerations proposed for approval in the 2018 Annual General Meeting of Shareholders

Description	Meeting Fee (The same rate applied currently)	Annual Fee
1. Chairman	Baht 50,000	Baht 900,000
2. Director	Baht 25,000	Baht 350,000
3. Audit Committee Chairman	Baht 25,000	Baht 150,000
4. Audit Committee Member	Baht 25,000	Baht 100,000
5. Chairman of the Nomination and Compensation Committee	Baht 25,000	-
6. Member of the Nomination and Compensation Committee	Baht 20,000	-

Notes: (1) All the executive directors waived their entitlement to receive the meeting fees and fees as indicated above.

(2) After the approval is given by the Meeting of Shareholders, the rate will be effective from May 1, 2018.

**Opinion of the Board** : In agreement with the recommendation made by the Nomination and Compensation Committee, the Board has recommended that the Meeting approve the remuneration for directors and committee members for the year 2018.

**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 2018.

**Objective and Rationale** :

- 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 the audit fee of the company every year.
- 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 2018, and that the audit fee should not exceed Baht 1,490,000 with no other service fees, as the firm has been the auditor of the Company and its subsidiaries since 2008. It is reputable, independent, and has shown satisfactory performance according to past records.

2017 Audit Fee	2018 Audit Fee	Change
Baht 1,455,000	Baht 1,490,000	Increased Baht 35,000 or 2.41%

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

- Mrs. Nisakorn Songmanee CPA No. 5035 or
- Dr. Suphamit Techamontrikul CPA No. 3356 or
- Mr. Chavala Tienpasertkij CPA No. 4301 or
- Mr. Wonlop Vilaivaravit CPA No. 6797

Mrs. Nisakorn Songmanee has been an auditor of the Company for 4 years (2014-2017).

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the auditors nominated shall audit and express opinions on the Company's financial statements, shall 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 relatives of such people.

**Opinion of the Board** : The Board agrees with the Audit Committee's suggestion and 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 2018, with the annual audit fee not exceeding Baht 1,490,000, with no other service fees.

**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 amendment to the Company's Article of Association.

**Objective and Rationale** :

1. Following the Notification of the National Council for Peace and Order (NCPO) No. 74/2557 which provides that any meeting required by law can be conducted via electronic media, the Department of Business Development (DBD) of the Ministry of Commerce (MOC) has issued the written clarification dated 23 September 2016 which provides that any public limited company wishing to hold a meeting via electronic media shall include provisions on meeting via electronic media in its Articles of Association.

**Opinion of the Board**: The Board has recommended that the Meeting approve the amendment of the Company's Article of Association necessary for holding meetings via electronic media, the details of which are as follows:

1. Amend Article 22 of the Company's Articles of Association as follows:

From

"Article 22. In calling the board of directors' meeting, the chairman of the board or the designated person shall deliver the invitation to the meeting to all directors not less than 7 days prior to the date of the meeting. Unless, in the case of urgency, in order to preserve the rights or benefits of the Company, the invitation to the meeting may be delivered by other methods and the date of the meeting may be set sooner."

To

"Article 22. In calling the board of directors' meeting, the chairman of the board or the designated person shall deliver the invitation to the meeting to all directors not less than 7 days prior to the date of the meeting. Unless, in the case of urgency, in order to preserve the rights or benefits of the Company, the invitation to the meeting may be delivered by other methods and the date of the meeting may be set sooner. In this regard, in calling the board of directors' meeting to be held via electronic media, the company is allowed to dispatch the invitation to the meeting via email."



2. Amend Article 23 of the Company's Articles of Association as follows:

From

"Article 23. In the board of directors' meeting, at least half of the total number of the directors must attend the meeting to constitute a quorum.

The chairman of the board of directors shall preside each of the board of directors' meetings. In event of the absence of the chairman of the board of directors, or in the event that the chairman is unable to perform his or her duty and the vice chairmen is present, the vice chairman shall be a chairman of the meeting; in the event where the chairman and the vice chairman are absent or the chairman and the vice chairman are unable to perform his or her duty, any directors attended the meeting shall elect one of directors among themselves, to be chairman of the meeting."

To

"Article 23 In the case that the board of directors' meetings, whether in person or via electronic media, at least half of the total number of the directors must attend the meeting to constitute a quorum.

The chairman of the board of directors shall preside each of the board of directors' meetings. In event of the absence of the chairman of the board of directors, or in the event that the chairman is unable to perform his or her duty and the vice chairmen is present, the vice chairman shall be a chairman of the meeting; in the event where the chairman and the vice chairman are absent or the chairman and the vice chairman are unable to perform his or her duty, any directors attended the meeting shall elect one of directors among themselves, to be chairman of the meeting."

3. Addition to Article 23/1 of the Company's Articles of Association as follows:

"Article 23/1. In the case that the Board of Directors' meeting is held via electronic media, all directors attending the meeting must be in the Kingdom of Thailand, where at least one-third (1/3) of the quorum must be physically present at the same meeting venue. All meetings held via electronic media must be conducted in accordance with the meeting's monitoring system which has the security and protection of information, where, during the entire meeting, all directors attending the meeting must be audio or video recorded, as the case may be. In addition, the log file incurred from such recordings and the meeting's monitoring system must be in compliance with the standards of the security of the electronic meeting prescribed by the relevant authority."

Resolution: This agenda item must be approved by the votes representing at least three-fourths of all 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.

For the convenience of the shareholders, the Company implements a barcode system to enhance accuracy and speed of registration. Therefore, the shareholders and/or proxies are required to bring the registration form on which a barcode is printed, which the Company has sent to the shareholders together with the Notice of the Meeting.

Yours sincerely,

By order of the Board of Directors



(Mr. Vorasit Pokachaiyapat)

Managing Director

(Translation)  
Minutes of the 2017 Annual General Meeting of Shareholders  
Of Finansa Public Company Limited

Date and Venue

The Meeting was held on Wednesday, April 26, 2017 at 14.30 hours at the Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand.

Prior to the meeting

Mr. Kittithach Tangarunsanti, a representative from Finansa Public Company Limited, introduced to the Meeting the Board of Directors, the Head of Accounting of Finansa Plc., representatives from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. who were the Auditors for the Company in 2016, and the lawyer from JK Advisory Law Office, a witness for vote counting.

Directors participating in the Meeting

- |                              |  |
|------------------------------|--|
| 1. Dr. Virabongsa Ramangkura | Chairman and Independent Director                    |
| 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. Mr. Kasiti Ketsuriyong       | Audit Director, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.   |
| 3. Mr. Kittithach Tangarunsanti | Representative from Finansa Public Company Limited, acting 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 JK Advisory Law Office, a witness for vote counting   |

The Meeting was informed of the meeting procedures and the following items were presented:

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.
  - For agenda items regarding an election of the Company's directors, the Company's officers shall collect all voting cards. Disapproving and abstaining shareholders would be asked to identify themselves by raising their hands so that the Company's officers could collect their voting cards. After that approving shareholders' cards would be collected.
  
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. Promotion of good corporate governance regarding rights and equitable treatment of shareholders.

The Company allowed shareholders to suggest an addition to the agenda items for the 2017 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period November 11, 2016 to January 31, 2017. The notice was made through the news system on The Stock Exchange of Thailand and the Company's website. However, no shareholders had made any suggestion on both issues.

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 43 shareholders presenting in person, representing 37,356,338 shares, and 30 shareholders by proxy, representing 92,892,205 shares. In total, 73 shareholders and proxies attended the meeting, holding a total of 130,248,543 shares, equivalent to 52.89% of the total 247,039,600 issued shares which constituted 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 2016 Annual General Meeting of Shareholders held on April 25, 2016.

The Managing Director proposed the Minutes of the 2016 Annual General Meeting of Shareholders held on April 25, 2016, 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 2016 Annual General Meeting of Shareholders. Since there were no further questions, the Managing Director requested the shareholders to certify such Minutes of the 2016 Annual General Meeting of Shareholders.

**Resolution:** The Meeting certified the Minutes of the 2016 Annual General Meeting of Shareholders held on April 25, 2016 with the following vote results:

Approved	130,248,543	votes or	99.686%
Disapproved	30,000	votes or	0.023%
Abstained	380,000	votes or	0.291%

**Remark:** For this agenda item, there were additional shareholders attending the Meeting, representing 410,000 shares.

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

The Managing Director reported the operating results to the Meeting, which were concluded as follows:

1. The operating results of 2014-2016 had met the set targets.
  - 1.1 Restructuring of Finansa Group's assets
  - 1.2 Disposal of low-yielding assets
  - 1.3 Low debt-to-capital ratio of 0.67%
  - 1.4 Swap of shares between Prospect Development Ltd.'s (PD) and 7.15% of shares in M.K. Real Estate Development Plc.'s (MK) (9.78% at present)
  - 1.5 To increase the contributing of recurring income through investment in lease rights of warehouse and factory buildings, which amounted to 45% of the Company's total income in 2016
  - 1.6 Improved operating results had reduced the Company's dependence on capital market

2014	2015	2016
<ul style="list-style-type: none"> <li>● Purchased lease rights of 50,000 sq. m. of warehouse/factory buildings in Bangkok Free Trade Zone (BFTZ) as a steady source of income.</li> </ul>	<ul style="list-style-type: none"> <li>● Sold surplus office space in TISCO Tower, gaining Baht 109.8 million profit.</li> <li>● Sold loss-making subsidiary (Finansa Asset Management Ltd./FAM), gaining Baht 62.7 million profit.</li> <li>● Purchased lease rights of another 45,000 sq. m. of warehouse/factory buildings in BFTZ to increase steady source of income.</li> <li>● Swapped shares between PD and 7.15% of shares in MK, gaining Baht 91.7 million profit.</li> <li>● Sold membership of SET, gaining Baht 168 million.</li> </ul>	<ul style="list-style-type: none"> <li>● Increased income from stable sources.</li> <li>● Purchase more shares in MK, raising the number of shares held to 9.78%.</li> <li>● Invested Baht 237 million through private equity investment in NEO Corporate Co., Ltd.</li> <li>● Received ongoing returns from foreign investment fund (Stripe VI L.P.)</li> <li>● No additional sale of major assets.</li> </ul>

2. 2015 one-time gains

Baht Million		
Profit from the disposal of FAM	January 2015	
- Revenues		178.0
- Profit		62.7
Profit from the disposal of surplus office space	May 2015	
- Revenues		155.8
- Profit		109.8
Profit from the disposal of PD	October 2015	
- Revenues		436.5
- Profit		91.7
Profit from the disposal of membership of SET, TFEX, TCH	October 2015	
- Revenues		178.0
- Profit		168.0
Total profit from one-time gains		432.2

### 3. 2016 Operating Results Overview

Operating results and financial position of the Company and its subsidiaries saw Baht 130.7 million of net profit or Baht 0.53 per share, a decline of Baht 432.1 million from the previous year.

THB million	2016	2015	Change	
			Amount	%
Revenues from investment, advisory and management business	64.7	116.5	(51.8)	(44)
Revenues from securities business	158.0	238.9	(80.9)	(34)
Revenues from warehouse and factory leasing business	187.1	137.4	49.7	36
Gain on disposal of investment in a subsidiary/associated company	-	154.3	(154.3)	(100)
Gain on disposal of office space	-	109.8	(109.8)	(100)
Other Revenues	7.3	187.1	(179.8)	(96)
<b>Total Revenues</b>	<b>417.1</b>	<b>944.0</b>	<b>(526.9)</b>	<b>(56)</b>
Finance costs	57.7	40.8	16.9	41
Investment, advisory and management business costs and expenses	35.2	33.9	1.3	4
Securities business costs and expenses	82.1	108.8	(26.7)	(25)
Warehouse and factory leasing business costs and expenses	93.8	67.1	26.7	40
Servicing and administrative expenses	54.8	88.8	(34.0)	(38)
Directors and managements remuneration	52.2	102.1	(49.9)	(49)
<b>Total Costs and Expenses</b>	<b>375.8</b>	<b>441.5</b>	<b>(65.7)</b>	<b>(15)</b>
Net profit from The company's operating	41.3	502.5	(461.2)	(92)
Share of gain from associates companies	96.6	69.0	27.6	40
Profit before income tax expense	137.9	571.5	(433.6)	(76)
Income tax expense	(7.2)	(8.7)	1.5	(17)
<b>Net profit for the year</b>	<b>130.7</b>	<b>562.8</b>	<b>(432.1)</b>	<b>(77)</b>
<b>Net profit per share</b>	<b>0.53</b>	<b>2.28</b>	<b>(1.75)</b>	<b>(77)</b>

3.1 Total revenues of Baht 417.1 million in 2016 represented a drop of Baht 526.9 million from the previous year, as during 2015, the Company made a profit of Baht 432.2 from one-time gains. The revenue breakdown was as follows.

- (1) Baht 64.7 million in revenues from investment, advisory and management business, of which Baht 46.2 million came from FNS and Baht 18.4 million came from FFM.
- (2) Baht 158 million in revenues from securities business.
  - (2.1) Baht 72.4 million came from financial advisory services.
  - (2.2) Baht 38.3 million came from securities underwriting services.
  - (2.3) Baht 48.2 million came from mutual funds selling agent services.
- (3) Baht 187.1 million in revenues from warehouse and factory leasing business (with 89,024 square meters of leasehold properties).

- 3.2 Baht 375.8 million of total costs and expenses consisted of Baht 57.7 million finance costs and Baht 318.1 million of other costs and expenses.
- 3.3 Baht 96.6 million in share of profit of associates, of which Baht 67.7 came from FSS and Baht 28.9 million came from MK.
- 3.4 As for the financial position of Finansa Group by the end of 2016, total assets were Baht 3,681.1 million, increasing by Baht 146.3 million from the previous year. Total liabilities stood at Baht 1,495.8 million, increasing by Baht 71.9 million. The Company's shareholders' equity was Baht 2,185.3 million, increasing by Baht 74.4 million. Major assets included lease rights (36% of total assets), investment in associates (34%), and portfolio investment (13%). Shareholders' liabilities and equity included shareholders' equity (59% of the total) and long-term debentures (31%).

4. Individual operating results of the Company, subsidiaries, and associates were as follows:

Baht million	2016								
	FNS			FSL	FFM	FC	FSS&MK	Elimination	Total
	Service	Rental	total						
Income	213.0	187.1	400.1	171.4	9.2	2.7	-	(166.3)	417.1
Costs and expenses	82.3	93.8	176.1	138.1	27.8	4.2	-	(28.1)	318.1
Operating profit (loss)	130.7	93.3	224.0	33.3	(18.6)	(1.5)	-	(194.4)	99.0
Finance costs	(31.1)	(37.4)	(68.5)	-	-	-	-	10.8	(57.7)
Income tax	-	-	-	(7.2)	-	-	-	-	(7.2)
Share of profits from associates	-	-	-	-	-	-	96.6	-	96.6
<b>Net profit (loss)</b>	<b>99.6</b>	<b>55.9</b>	<b>155.5</b>	<b>26.1</b>	<b>(18.6)</b>	<b>(1.5)</b>	<b>96.6</b>	<b>(183.6)</b>	<b>130.7</b>

5. Further information regarding warehouse and factory leasing business.

- 5.1 The Company has offered warehouse and factory leasing directly since the end of 2014, and made additional investment around the middle and the end of 2015. This business yielded Baht 187.1 million in revenue in 2016, accounting for 45% of the Group's total revenue, a rise of Baht 49.7 million as a result from acquiring more leasehold properties during late 2015.
- 5.2 Costs and expenses (excluding amortization) amounted to Baht 36.6 million, rising Baht 10.5 million from 2015 due to increased leasehold properties, resulting in a gain of Baht 150.5 million before interest and amortization comparing to Baht 111.2 million in 2015. Related interest expenses amounted to Baht 37.4 million, a rise of Baht 10.9 million from 2015 due to issuance of long-term debentures to purchase additional lease rights. Amortization totaled Baht 57.2 million, a rise of Baht 15.9 in accord with the increase of properties (24-25 year amortization), leaving Baht 55.9 million in net profit comparing to Baht 43.5 million in the previous year.



5.3 Warehouse and factory buildings for lease totaled 89,024 square meters.

- 94% were leased out.
- Average monthly revenue per square meter stood at Baht 180.5.
- Average monthly cash expenses per square meters were Baht 35.8, or 20% of average monthly revenue per square meter.
- Average monthly non-cash expenses per square meter were Baht 55.9, or 31% of average monthly revenue per square meter.

6. Investment in NEO Corporate Co., Ltd.

The Company had signed an agreement to invest Baht 237 million in NEO Corporate Co., Ltd. in the form of an exchangeable loan, which could be converted into shares of common stock of NEO Corporate Co., Ltd., with the loan period of five years. NEO Corporate Co., Ltd. was among the leaders in the domestic market for household products and personal care products such as the brands Finline, BeNice, and D-nee. NEO Corporate Co., Ltd., planned to launch an initial public offering within three years.

After that, the Managing Director asked the Meeting if any shareholder would like to ask questions or make suggestions.

- Mr. Kamjorn Arunwilairat : Wanted to know about the long-term investment (according to  
Shareholder the financial statement as of December 31, 2016, in page 142 of the Annual Report) regarding the investment units in foreign funds worth of Baht 129.4 million plus an allowance for revaluation of Baht 72.0 million. How was this performing? Was there any loss?
- Mr. Vorasit Pokachaiyapat : The referred investment was an investment in a Blackstone Fund,  
Managing Director and the Company has fully recouped the investment as of now.
- Mrs. Siripan Leewanun : Added that in the case there were further distributions, the  
Head of Accounting Company would account for 80% as recovery and 20% as profit.
- Mr. Pongtawat Cheeranavanit : Asked if the profit from such investment counted as the  
Shareholder Company's direct revenue.
- Mr. Vorasit Pokachaiyapat : No, the Company's direct revenues were derived from rental  
Managing Director and financial advisory fees.

As there were no more questions, the Managing Director requested the Meeting acknowledge the report of operating results for the year 2016.

**Resolution:** The Meeting acknowledged the report of 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.

The Managing Director announced to the Meeting that the consolidated financial statements for the year ended December 31, 2016 of the Company and its subsidiaries were in the Annual Report that was previously delivered to the shareholders together with the notice of this Meeting, and their details were already considered in the Agenda 2 of the Meeting. In 2016, there were 4 Audit Committee's meetings, in which the Committee met with the auditors without the presence of management.

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

As there were no more questions, the Managing Director requested the Meeting to certify the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016.

**Resolution:** The Meeting certified the consolidated financial statements of the company and its subsidiaries for the year ended December 31, 2016.as proposed with the following results:

Approved	130,959,350	votes or	99.711%
Disapproved	0	votes or	0.000%
Abstained	380,000	votes or	0.289%

**Remark:** For this agenda item, there were additional shareholders attending the Meeting, representing 680,807 shares.

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

The Managing Director informed the Meeting that the Company's separate financial statements for the year ended 2016 showed a net profit as presented in previous agenda item, so the Company had allocated Baht 8 million for legal reserves (The total legal reserves stood at Baht 34.8 million or 2.82% of registered capital). Then, the Managing Director proposed to the Meeting to approve the payment of dividend to shareholders at Baht 0.10 per share, totaling Baht 24,703,960.

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/Share)	0.10	0.10
4. Total of Dividend (Million Baht)	24.70	74.11
5. Dividend payout ratio (%)	15.89	89.72

The Board of directors would determine the Record Date of eligible shareholders to receive dividend on Monday, May 8, 2017 and determine the date to collect shareholders' names according to the Securities and Exchange Act B.E.2535 by closing the share register book on Tuesday, May 9, 2017 and determine to pay dividend on May 24, 2017.

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

Mr. Kamjorn Arunwilairat : Made the point that according to the Company's policy, 30% of Shareholder net profit after income tax would be distributed as dividends. However, only 15.89% was distributed during this period, which was too little. He suggested that the Company should increase its payout, to at least as much as the policy states.

Mr. Pongtawat Cheeranavanit : Made the point that the Company's share price was considerably less than its book value. Thus, he suggested it would be appropriate to increase the dividend to the amount stated in the policy, in other words 30% of net profit after income tax.

Mr. Vorasit Pokachaiyapat : Responded that for this distribution, the Company paid out dividends of 0.1 per share or 15.89% of net profit after income tax and this was due to the need to reserve fund to accommodate the growth of the business. However, the Company would consider raising dividend payout in the future if no investment is made.

Mr. Varah Sucharitakul : Added that as the financial business involves a lot of changes, it is necessary to reserve a fund for changes, adjustments, or investments.

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

**Resolution:** The Meeting approved the allocation of the net profit for legal reserve of Baht 8 million and the payment of dividend from the net profit of the year 2016, distributing dividend to shareholders at a rate of Baht 0.10 per share, totaling Baht 24,703,960. It also determined the Record Date of eligible shareholders to receive dividend on Monday, May 8, 2017 and determined the date to collect shareholders' names according to the Securities and Exchange Act B.E.2535 by closing the share register book on Tuesday, May 9, 2017 and determined to pay dividend on May 24, 2017 with the following results:

Approved	120,853,352	votes or	92.016%
Disapproved	10,486,100	votes or	7.984%
Abstained	0	votes or	0.000%

**Remark:** For this agenda item, there were additional shareholders attending the Meeting, Representing 102 shares.

**Agenda 5** 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:

No.	Name	Position	Duration of Directorship
1	Dr. Virabongsa Ramangkura	Independent Director	11 years, 8 months (Director - 11 years 6 months/ Independent Director - 2 months )
2	Mr. Eugene S. Davis	Director	14 years, 10 months
3	Mr. Nuttawut Phowborom	Independent Director	4 years

Having considered from a variety of qualifications including gender, age, education background, skill, knowledge, and experience, the Board of Directors was of the opinion that the above three directors were competent, highly qualified, widely experienced, and thus qualified for re-election.

For the two Independent Directors, namely Dr. Virabongsa Ramangkura and Mr. Nuttawut Phowborom, both met the requirements specified by the SEC and the Stock Exchange of Thailand.

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.

**Resolution:** The Meeting approved the re-election of the three directors to continue for another term as proposed with the following results:

(1) Dr. Virabongsa Ramangkura Independent Director (Holding the position for another term )

Approved	132,752,652	votes or	99.850%
Disapproved	200,000	votes or	0.150%
Abstained	0	votes or	0.000%

(2) Mr. Eugene S. Davis Director (Holding the position for another term )

Approved	132,752,652	votes or	99.850%
Disapproved	200,000	votes or	0.150%
Abstained	0	votes or	0.000%

(3) Mr. Nuttawut Phowborom	Independent Director (Holding the position for another term )		
Approved	132,342,652	votes or	99.541%
Disapproved	610,000	votes or	0.459%
Abstained	0	votes or	0.000%

**Remark:** For this agenda item, there were additional shareholders attending the Meeting, Representing 1,613,200 shares.

**Agenda 6** To approve retention of the same number of directors.

The Managing Director informed the Meeting that the Company has a total of 8 director positions as follows: 7 Directors in position and 1 position vacancy (In the 2016 Annual General Meeting of Shareholders on April 25, 2016, it had approved the extension of the appointment of a director in place of Mr. Kenneth Lee White who had passed away on November 29, 2015, for 1 year from the date of the 2016 Annual General Shareholders' Meeting). The Company was under the process of recruiting a qualified director to fill the vacancy which was time consuming; therefore, the Managing Director requested the Meeting to approve the retention of the same number of directors.

The Managing Director asked the Meeting if there were any more questions. Since no one asked any questions, the Managing Director requested the Meeting to approve the retention of the same number of directors.

**Resolution:** The Meeting approved the retention of the same number of directors with the following results:

Approved	132,952,652	votes or	100.000%
Disapproved	0	votes or	0.000%
Abstained	0	votes or	0.000%

**Agenda 7** To approve the remuneration of director for the year 2017

The Managing Director proposed to the Meeting that the remuneration of directors for the year 2017 be at the same level as 2016. The remuneration of the Company's directors was set at a range similar to those within the same industry and enough to retain its qualified directors; furthermore, their duties and responsibilities, the Company's growth of income and profits, as well as the number of directors were taken into account. The proposed remuneration was as follows.

Description	Meeting Fee / per Meeting	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	-

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. Since there were no more questions, the Managing Director requested the Meeting to approve the remuneration of directors for the year 2017 as indicated above.

**Resolution:** The Meeting approved the remuneration of directors for the year 2017 as proposed with the following results:

Approved	132,722,652	votes or	99.827%
Disapproved	230,000	votes or	0.173%
Abstained	0	votes or	0.000%

**Agenda 8** To appoint the auditors and determine the audit fee for the year 2017

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 2017, and recommended that the audit fee should not exceed Bt. 1,455,000 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. 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 2017.

**Resolution:** The Meeting approved the appointment of auditors and audit fee for the year 2017 as proposed with the following results:

Approved	132,952,652	votes or	100.000%
Disapproved	0	votes or	0.000%
Abstained	0	votes or	0.000%

**Agenda 9** To approve the provision of financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd.

The Managing Director informed the Meeting as follow:

1. History of Bangkok Free Trade Zone Project (BFTZ)

2003	CBP & Pro-M signed a lease agreement with the Priest Hospital Foundation, Wat Paknam, and Wat Mongkhon Nimit, to lease 993 rais of land for 36 years (expiring in 2039).
2004	CBP received a permit for industrial park from the Ministry of Industry. CBP received a permit to establish free zone from Customs Department.
2010	CBP subleased 708 rais of land and its development to PD for 29 years.
2013	PD subleased 195 rais of land to TPARK.
2015	PD subleased 87 rais of land and 89,024 square meters of buildings and factories to Finansa.
2015	PD became an affiliate of M.K. Real Estate Development Plc, and Finansa swapped shares between PD and MK.
2016	PD set up a joint venture company TPARK BFTZ Co., Ltd. to sublease 92 rais of land.

2. Overview of space in Bangkok Free Trade Zone

Sublessee	Land (rai)	Completed development (sq. m.)	Under development (sq. m.)
Finansa Plc.	87	89,024	-
TPARK	195	132,000	23,000 sq. m. / 25 rais
Joint venture company (TPARK BFTZ )	92	-	60,500 sq. m. / 92 rais
Others	9	4,200	2,500 sq. m. / 3 rais
Total long-term lease property	383	225,224	86,000 sq. m. / 120 rais
PD	325	114,974	173,000 sq. m. / 217 rais
<b>Total leasable area</b>	<b>708</b>	<b>340,198</b>	<b>259,000 sq. m. / 337 rais</b>

3. Conditions of financial assistance

Borrower	Chaiyanan-Bangplee Parkland Company Limited (CBP)
Lender	Finansa Public Company Limited
Loan amount	Baht 100 million (loan period up to 3 years) - CBP issued a promissory note at Bath 20 million each with a principal and interest repayment period of 180 days.
Interest	6.5% per annum
Loan purposes	1) Lease renewal fee and processing fee 2) Infrastructure 3) Other expenses relating to Bangkok Free Trade Zone or those deemed necessary by the Lender
Benefits to the Lender	1) Interest as stated in the promissory notes 2) The right to extend sublease of land (along with properties), with a sublease renewal fee equaling cost price plus a margin of 15%

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

Mr. Apirum Panyaphol : Asked if the Company would have any major projects in this year or  
Shareholder next that might help to raise the stock's value?

Mr. Vorasit Pokachaiyapat : - Responded that the Company's main profitable businesses were  
Managing Director warehouse and factory leasing and the financial advisory  
businesses. If the Company is granted an extension of lease  
rights of the warehouse and factory as mentioned earlier, there  
would be further changes.

- NEO Corporate Co., Ltd. is under preparation to launch its initial  
public offering and expected to list in the stock market next year.
- MK's operating results for the year 2016 were satisfactory. For  
2017, this business would benefit from 2-3 revenue boosting  
projects and a major project on Sukhumvit 71 due by the end of  
the year, which will likely improve profits.

Mr. Varah Sucharitakul : Elaborates on these matters further:  
Director

- This year FSS is upgrading its stock trading system to e-business  
in order to accommodate the drastic and rapid changes in  
financial business. There may be some profit this year, but we  
probably see something more definite contributions next year.
- Regarding the financial advisory business, one project that is  
nearly completed is the Thailand Future Fund project and there  
are other projects such as power development in Laos and PTT  
PLC.

Mr. Apirum Panyaphol : Thanked the directors and the management for doing an excellent job in  
Shareholder recovering the Company's business, and suggested that the Company  
distribute stock dividends to aid individual investors.

Mr. Vorasit Pokachaiyapat : Said that we will take this into consideration.  
Managing Director

Since there were no more questions, the Managing Director requested the Meeting to approve the providing of financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd. as indicated above.



**Resolution:** The Meeting approved the providing of financial assistance in the form of Loan to Chaiyanan-Bangplee Parkland Co.,Ltd. as proposed with the following results:

Approved	121,909,252	votes or	91.694%
Disapproved	11,043,400	votes or	8.306%
Abstained	0	votes or	0.000%

**Agenda 10** To consider other matters (if any)

The Managing Director reported on the progress of an application for a certificate of Thailand's Private Sector Collective Action against Corruption (CAC) from the Thai Institute of Directors (IOD). The Company had submitted the documents required for the application on March 10, 2017 and was awaiting an approval.

The Managing Director asked if there were any more questions.

The Chairman asked the Meeting if any shareholders had any more questions or wanted to comment further about the operations of the Company. As no one did, 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 16.40 hrs.

Signed \_\_\_\_\_ Chairman  
(Dr. Virabongsa Ramangkura)

Appendix 2


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2017 Annual Report and Financial Statements


Appendix 3

Profiles of Director Nominees and qualifications of 'Independent Director'


Profiles of Director Nominees

Name – Surname	Mr. Vorasit Pokachaiyapat	
Age	54 years	
Nationality	Thai	
Proposed position	Director (Executive Director)	
Current position	Managing Director Authorized Director Member of the Nomination and Compensation Committee	
Date of holding directorship	June 19, 2002	
Years of being director of the Company	15 years 10 months	
Education and Training	<ul style="list-style-type: none"> <li>• M.S. Computer Information Systems, Bentley College, USA</li> <li>• B.S. Managerial Economics and Industrial Management Carnegie-Mellon University, USA</li> <li>• Certificate, Thai Institute of Directors Association (IOD) - Directors Certification Program (2002)</li> </ul>	
Positions held in others listed Companies	2 listed companies 2015 - Present - Chief Executive Officer and Managing, M.K.Real Estate Development Group 1998 - Feb. 2018 - Independent Director, SE-Education Plc.	
Positions held in other non-listed organization	4 companies 2016 - Present - Director, NEO Corporate Co., Ltd. 2010 - Present - Director, Finansia Capital Ltd. 1994 - Present - Director, Finansia Fund Management Ltd. 2005 - Present - Executive Director, Prospect Development Ltd.	
Working Experience (last 5 years)	2011 - 2015 - Director Chaiyanan Service Group Co., Ltd. and Pro - M Co., Ltd.	
Shareholdings in the Company (as of December 31, 2017)	31,480,000 shares , equaling 12.743% of the total shares with voting rights (FNS shareholdings including those of spouse and minor children)	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2017	- Board of Directors: 4 out of 4 meetings - Nomination and Compensation Committee: 2 out of 2 meetings	
Director nomination criteria:	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Vorasit Pokachaiyapat is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

Profiles of Director Nominees

Name – Surname	Mr. Varah Sucharitakul	
Age	53 years	
Nationality	Thai	
Proposed position	Director (Executive Director)	
Current position	Executive Director Authorized Director Company Secretary	
Date of holding directorship	June 19, 2002	
Years of being director of the Company	15 years 10 months	
Education and Training	<ul style="list-style-type: none"> <li>• MBA, University of New Hampshire, USA</li> <li>• B.Eng. (Mechanical Engineering) Chulalongkorn University, Thailand</li> <li>• Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Directors Certification Program (2002)</li> <li>- Corporate Governance for Capital Market Intermediaries (2016)</li> </ul> </li> </ul>	
Positions held in others listed Companies	2 listed companies 2012 - Present - Deputy Chairman of the Board, Finansia Syrus Securities Plc. 2015 - Present - Director, SBI Royal Securities Pcl. Phnom Penh, Cambodia	
Positions held in other non-listed organization	2 companies 2012 - Present - Executive Director, Finansa Securities Ltd. 2010 - Present - Director, Finansa Capital Ltd.	
Working Experience (last 5 years)	2014 - 2017 - Chairman, SBI Thai Online Securities Co., Ltd. 2010 - 2011 - Director, Thai Airways International PCL. 2009 - 2011 - Director Town and Country Planning Board, Journal of Department of Public Works and Town & Country Planning	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2017	- Board of Directors: 2 out of 4 meetings	
Director nomination criteria:	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Varah Sucharitakul is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

### Profiles of Director Nominees

Name – Surname	Mr. Akarat Na Ranong	
Age	64 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination and Compensation Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	7 years 3 months	
Education and Training	<ul style="list-style-type: none"> <li>• Master's Degree, Business Administration (Management) Marshall University, USA</li> <li>• Bachelor's Degree, Economics, Chulalongkorn University, Thailand</li> <li>• Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Audit Committee Program (2004)</li> <li>- Director Accreditation Program (2007)</li> <li>- Role of the Compensation Committee (2007)</li> <li>- Director Certification Program (2013)</li> <li>- Role of the Chairman Program (2017)</li> </ul> </li> <li>• Certificate, Capital Market Academy Leadership Program (2008)</li> </ul>	
Positions held in others listed Companies	4 listed companies 2010 - Present - Independent Director and Chairman of Audit Committee Matching Maximize Solution Pcl. 2013 - Present - Chairman Food Capitals Pcl. 2017 - Present - Audit Committee, Risk Management Committee and Investment Committee Krungthai AXA Life Insurance Pcl. 2017 - Present - Independent Director, Audit Committee, Nomination Compensation and Corporate Governance Committee Symphony Communication Pcl.	
Positions held in other non-listed organization	2 companies 2011 - Present - Independent Director, Chairman of the Audit Committee Finansa Securities Ltd 2015 - Present - Independent Director and Chairman of Audit Committee KPN Academy Company Limited	
Working Experience (last 5 years)	2001 – 2017 - Independent Director, Chairman of Audit Committee, Nominating and Remuneration Committee and Corporate Governance Committee Krungthai Card Pcl. 2013 - 2016 - Director, Evolution Capital Pcl.	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2017	- Board of Directors: 4 out of 4 meetings - Audit Committee: 4 out of 4 meetings - Nomination and Compensation Committee: 2 out of 2 meetings	
Director nomination criteria:	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Akarat Na Ranong is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws. The Board has concluded that the nominee for independent director will be able to offer uninfluenced opinions in line with related criteria.	


## Qualifications of the Company's Independent Directors

(Finansa's requirements are more stringent than those required by the Stock Exchange of Thailand and the Office of 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

Profiles of the persons nominated as new directors

Name – Surname	Mr. Vorapak Tanyawong	
Age	53 years	
Nationality	Thai	
Proposed position	Director (Non-executive Director)	
Current position	None	
Education and Training	<ul style="list-style-type: none"> <li>• MBA in Finance, University of Missouri, Kansas City, USA</li> <li>• B.S. in Management Science &amp; Computer System, Oklahoma State University, Stillwater, USA</li> <li>• Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Directors Certification Program (2011)</li> <li>- Role of the Nomination and Governance Committee (2012)</li> </ul> </li> <li>• Thailand National Defence College (2015)</li> </ul>	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	2 companies Present - Member of Development Committee, FIFA Present - Senior Advisor, McKinsey & Company, Inc. Thailand	
Working Experience (last 5 years)	2012 - 2016 - President, Krung Thai Bank Pcl. 2012 - Chairman and Chief Executive Office, Finansa Capital Ltd. 2012 - Independent Director and Member of Corporate Governance Committee, PTT Exploration and Production Pcl. 2012 - Director, Padaeng Industry Pcl. 2011 - 2012 - Honory Director, Energy Fund Administration Institute (Public Organization) 2010 - 2012 - Chairman and Chief Executive Office, Finansa Securities Ltd. 2010 - 2012 - Director, Finansa Pcl.	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Relationship with management	None	
Director nomination criteria:	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Vorapak Tanyawong is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

## Appendix 5

### Articles of Association (in relation to Shareholders Meeting only)

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#### Chapter V – Meeting of Shareholders

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

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

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

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

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

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

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

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

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



## Appendix 6

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

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

- (1) For individual persons of Thai nationality, please bring over personal identification card, or driver's license, or any other official identification card.
- (2) For individual persons of non-Thai nationality, please bring over passport.
- (3) For Thai Juristic Persons, please bring a copy of the Certificate of Incorporation certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be presented.
- (4) For a Juristic Person of other countries, please show a copy of the Affidavit (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 wish to appoint a proxy to attend the meeting and vote on their behalf, please fill out and sign the proxy form enclosed herewith as Appendix 6, and submit the signed, duly stamped proxy form to the chairman of the meeting and/or the person authorized by the chairman of the meeting before the proxy enters the meeting. The proxy is required to present 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 have independent directors vote for them, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee of the Company or Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member/ Member of Nomination and Compensation Committee of the company. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansia Plc., 48/48, TISCO Tower, 21<sup>st</sup> Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before April 20, 2018 to assure that all the necessary documentation is in place 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.

Duty  
Stamp  
Baht 20

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. Akarat Na Ranong Age 64 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or  
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2018 or Mr. Chanmanu Sumawong is an Independent director / Audit Committee Member / Member of Nomination and Compensation Committee 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 2018)

To be my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> 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. Akarat Na Ranong Age 64 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or  
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2018 or Mr. Chanmanu Sumawong is an Independent director / Audit Committee Member / Member of Nomination and Compensation Committee 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 2018)

To be my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> 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 2017 Annual General Meeting of Shareholders held on April 26, 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 2 Re: To acknowledge the report of the operating results for the year 2017.

**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, 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 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: Mr. Vorasit Pokachaiyapat

Approve                       Disapprove                       Abstain

Name: Mr. Varah Sucharitakul

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

**Agenda 6 Re:** To approve the increase in number of directors and the appointment of a new director.

(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 2018.

(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 Finansa Public Company Limited

At the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> 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. Akarat Na Ranong Age 64 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or  
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Annual General Meeting except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2018 or Mr. Chanmanu Sumawong is an Independent director / Audit Committee Member / Member of Nomination and Compensation Committee 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 2018)

To be my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> 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 2017 Annual General Meeting of Shareholders held on April 26, 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 2 Re: To acknowledge the report of the operating results for the year 2017.
- 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, 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 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: Mr. Vorasit Pokachaiyapat
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Name: Mr. Varah Sucharitakul
- 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
- Agenda 6 Re: To approve the increase in number of directors and the appointment of a new director.
- (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 2018.
- (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 2018.**

- (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 the amendment to the Company's Article of Association.**

- (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 Finansa Public Company Limited

At the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> 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. Akarat Na Ranong	
Age	64 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination and Compensation Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	7 years 3 months	
Home Address:	256 Soi Sukhumvit 55, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> <li>• Master's Degree, Business Administration (Management) Marshall University, USA</li> <li>• Bachelor's Degree, Economics, Chulalongkorn University, Thailand</li> <li>• Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Audit Committee Program (2004)</li> <li>- Director Accreditation Program (2007)</li> <li>- Role of the Compensation Committee (2007)</li> <li>- Director Certification Program (2013)</li> <li>- Role of the Chairman Program (2017)</li> </ul> </li> <li>• Certificate, Capital Market Academy Leadership Program (2008)</li> </ul>	
Positions held in others listed Companies	<p>4 listed companies</p> <p>2010 - Present - Independent Director and Chairman of Audit Committee, Matching Maximize Solution Pcl.</p> <p>2013 - Present - Chairman, Food Capitals Pcl.</p> <p>2017 - Present - Audit Committee, Risk Management Committee and Investment Committee Krungthai AXA Life Insurance Pcl.</p> <p>2017 - Present - Independent Director, Audit Committee, Nomination Compensation and Corporate Governance Committee Symphony Communication Pcl.</p>	
Positions held in other non-listed organization	<p>2 companies</p> <p>2011 - Present - Independent Director, Chairman of the Audit Committee, Finansa Securities Ltd</p> <p>2015 - Present - Independent Director and Chairman of Audit Committee, KPN Academy Company Limited</p>	
Working Experience (last 5 years)	<p>2001 – 2017 - Independent Director, Chairman of Audit Committee, Nominating and Remuneration Committee and Corporate Governance Committee Krungthai Card Pcl.</p> <p>2013 - 2016 - Director, Evolution Capital Pcl.</p>	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Conflict of interest over any agenda item:	<p>Agenda 5 : To elect directors in place of directors who retired by rotation.</p> <p>Agenda 7 : To approve the remuneration of directors for the year 2017.</p>	
Meeting attendance in 2017	<p>- Board of Directors: 4 out of 4 meetings</p> <p>- Audit Committee: 4 out of 4 meetings</p> <p>- Nomination and Compensation Committee: 2 out of 2 meetings</p>	

Profiles of Independent Director (Proposed as proxy)

Name – Surname	Mr. Chanmanu Sumawong	
Age	62 years	
Nationality	Thai	
Current position	Independent Director Audit Committee Member Member of Nomination and Compensation Committee	
Date of holding directorship	1 February 2018	
Years of being director of the Company	3 months	
Home Address:	634/2 Nakhon Chaisi Road, Thanon Nakhon Chaisi, Dusit, Bangkok 10300	
Education and Training	<ul style="list-style-type: none"> <li>• Master of Comparative Law (A.P.), George Washington University, USA</li> <li>• Master of Law, George Washington University, USA</li> <li>• Bachelor's Degree, Laws, (2nd Class Honors) Thammasat University, Thailand</li> <li>• Barrister of law, Thailand</li> <li>• Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Director Accreditation Program (2007)</li> </ul> </li> </ul>	
Positions held in others listed Companies	1 listed companies 2017 - Present - Vice President, the Thonburi Healthcare Group Pcl.	
Positions held in other non-listed organization	1 companies 2018 - Present - Independent Director, Audit Committee Member Finansa Securities Ltd	
Working Experience (last 5 years)	2010 - 2016 - Assistant Managing Director, the Siam Commercial Bank Pcl. 2006 - 2011 - Independent Director and Audit Committee Member, Finansa Securities Ltd 2004 - 2011 - Independent Director and Audit Committee Member, Finansa Pcl.	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Conflict of interest over any agenda item:	Agenda 7 : To approve the remuneration of directors for the year 2017.	
Meeting attendance in 2017	None	

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

