

Invitation to the 2022 Annual General Meeting of Shareholders

Finansa Public Company Limited

on April 28, 2022 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

Registration starts at 12.30 hrs.

For the convenience of registration, on the meeting date, Shareholders and/or Proxy-holders kindly bring the Registration Form with printed barcode to the Registration Officer



Meeting Documents/  
Form 56-1 One Report  
(Annual Registration Statement/Annual Report)  
can be downloaded through this QR code

Due to the COVID-19 pandemic, the Company asks for Shareholder' cooperation to giving a proxy to the Company's Independent Director to attend the meeting on behalf of Shareholders

(If there are any changes in the situation or additional AGM-related precautionary measures from the Government Official, Finansa will inform Shareholders via the Company's website ([www.finansa.com](http://www.finansa.com)) and SET's website)

No souvenir will be given, no food and beverage will be served and eating and drinking are strictly prohibited in the meeting venue for the health and safety of all participants.

**Precautionary Measures and Guidelines for attending the 2022 Annual General Meeting of Shareholders**  
**to reduce the risk of spreading the Coronavirus 2019 (COVID-19)**

With our deep concern over the Coronavirus 2019 (COVID-19) pandemic, Finansa, would like to inform shareholders of the guidelines for attending the 2022 Annual General Meeting of Shareholders indicated in this invitation.

1. The Company requests shareholders to grant proxy to independent directors instead of attending the meeting in person
2. All shareholders/proxies who come to the Meeting must wear a face mask at all times and clean their hands frequently with alcohol gel.
3. The Company will arrange the seating with appropriate social distancing at the minimum of 1 meter from each other. The number of seats will be limited to not exceeding 50 seats. Finansa reserves the right to arrange seating on a first come first serve basis. When the seats are fully occupied, no more participants will be allowed to enter the meeting room. Participants should refrain from moving the chairs provided.
4. Establishment of Screening points with the guidelines from the Department of Disease Control  

Finansa will establish screening points and take measurements of body temperatures of all participants. Alcohol gel will be provided at the entrance of the meeting venue on the 21<sup>st</sup> Floor. For anyone who has a body temperature higher than 37.5 Celsius and/or has any respiratory symptoms. Finansa reserves the right to deny entry into the meeting. In the case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to the Company's Independent Director to attend the Meeting and vote on the shareholder's behalf.
5. Shareholders can submit any questions related to the meeting agendas in advance via e-mail : [ir@finanssa.com](mailto:ir@finanssa.com) or fax number 0-2697-3779 from now until April 22, 2022.
6. Microphones will not be available for questioning in the meeting room. Participants who wish to ask questions will be requested to write down and send their questions to our officers. The Company will only answer the questions relevant to the agenda for voting in the meeting room. For other questions, the Company will consider as appropriate.
7. No souvenir will be given, no food and beverage will be served and eating and drinking are prohibited in the meeting venue.



March 28, 2022

Subject : Invitation to the 2022 Annual General Meeting of Shareholders  
To : All Shareholders  
Enclosure : 1. Minutes of the 2021 Annual General Meeting of Shareholders  
2. The 2021 Annual Registration Statement/Annual Report and Financial Statements for the year 2021 (Form 56-1 One Report) in the form of QR Code  
3. Profiles of Director Nominees and qualifications of Independent Directors  
4. Articles of Association (in relation to the Shareholders Meeting only)  
5. Details of required documents for attendance in person and by proxy, and Proxy Forms  
6. Profiles of Independent Directors of Finansa Public Company Limited (Proxy)  
7. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited (“the Company”) has resolved to convene the 2022 Annual General Meeting of Shareholders on April 28, 2022 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 2021 Annual General Meeting of Shareholders held on April 29, 2021.

**Objective and Rationale** : The 2021 Annual General Meeting of Shareholders was held on April 29, 2021, and 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 Enclosure 1.

**Opinion of the Board** : The Board has recommended that the Meeting certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021.

**Resolution** : This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.

**FINANSA PUBLIC COMPANY LIMITED**

Registered No. 0107545000080

48/48 TISCO TOWER, FLOOR 20

NORTH SATHORN RD., SILOM, BANGRAK

BANGKOK 10500, THAILAND

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

**Agenda 2** To acknowledge the report of the operating results for the year 2021.

**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 2021 was disclosed in Form 56-1 One Report 2021 as Enclosure 2 in the form of QR Code.

**Opinion of the Board** : The Board has recommended that the Meeting acknowledge the operating results for the year 2021.

**Agenda 3** To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021.

**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, 2021. The auditors have issued an unqualified audit opinion on the financial statements. The financial statements are certified by the Audit Committee and the Board of Directors as well as audited by the auditor. Details on the financial statements are given in Form 56-1 One Report 2021 as Enclosure 2 in the form of QR Code.

**Resolution** : This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 4** To approve the dividend payment from the 2021 operating performance.

**Objective and Rationale** :

- 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 2021 amounts to Baht 73.43 million as reported in the separate financial statement and retained earnings so that 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.
- 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.

**Opinion of the Board** : The Board has recommended that the Meeting of Shareholders approve the dividend payment from the 2021 operating performance as follows:

1. From net profit, distribute a dividend to shareholders at a rate of Baht 0.50 per share, totaling Baht 172.93 million or 100% of the net profit of the year 2021 and part of accrued earnings according to the separate financial statements (shareholders who receive dividend payment are not eligible to receive tax credit as it was distributed from the net profit which was exempted from being calculated as income to pay for corporate income tax. As a result, Finansa had a tax loss) The proposed dividend payments are in line with the Company's established dividend policy. In addition, not less than 5% of net profit has been allocated as legal reserve.
2. The Company set May 11, 2022 (Record Date) as the date to determine the list of shareholders who are entitled to receive dividend. The dividend payment shall be made within May 27, 2022. Details on dividend payments compared to the previous years are as follows:

Separate Financial Statements	2021	2020
1. Net profit (million baht)	73.43	236.45
2. Number of Shares receiving dividend payment (shares)	345,855,440	345,855,440
3. Earnings per share (baht)	0.21	0.68
4. Payment of Interim Dividend		
4.1 No.1 Interim Dividend (baht/share)	-	0.15
Total Interim Dividend (million baht)	-	51.88
4.2 No.2 Interim Dividend (baht/share)	-	0.35
Total Interim Dividend (million baht)	-	121.05
5. Payment of Dividend proposed for approval		
- Dividend (baht/share)	0.50	0.15
- Total Dividend (million baht)	172.93	51.88
6. Total dividend payments (baht/share)	0.50	0.65
7. Total dividend payments (million baht)	172.93	224.81
8. Dividend payout ratio (%)	235.50	95.08

**Resolution** : This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.

**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	Dr. Virabongsa Ramangkura (passed away on November 7, 2021)	- Independent Director - Chairman	16 years, 3 months
2	Mr. Varah Sucharitakul	- Executive Director	19 years, 10 months
3	Mr. Nuttawut Phowborom	- Independent Director - Audit Committee Member	8 years, 11 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 12, 2021 to January 31, 2022. 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), had considered the qualification of the nominees on the recommendation of the Nomination, Compensation and Corporate Governance Committee's made in accordance with the nomination criteria and policy, 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. The rationale for nominating Mr. Nuttawut Phowborom, the independent director whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business. If appointed, they will hold office for a total period of 10 years (the previous term plus the re-elected full term). In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.

1. Mr. Varah Sucharitakul (re-election)
2. Mr. Nuttawut Phowborom (re-election)

The profiles of the above two Directors and records of their attendance at the Board of Directors' meetings are attached as Enclosure 3.

**Resolution :** This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 6** To approve the remuneration of directors for the year 2022.

**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, Compensation and Corporate Governance Committee are given in Form 56-1 One Report 2021.
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 2021 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 2021*
1. Chairman	Baht 1.01 million	Baht 0.88 million
2. Director	Baht 0.45 million	Baht 0.46 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.25 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.20 million
5. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 0.08 million	Baht 0.07 million

Notes: \*Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 5 board meetings per year in accordance with schedule fixed in advance plus annual fee.
- (2) The remunerations for the Audit Committee Chairman and Members are derived from 4 audit committee meetings per year in accordance with schedule fixed in advance plus annual fee.
- (3) The remunerations for the Chairman and Members of the Nomination, Compensation and Corporate Governance Committee are derived from 3 Nomination, Compensation and Corporate Governance Meetings per year in accordance with the schedule fixed in advance.

4. The Nomination, Compensation and Corporate Governance Committee has reviewed the remunerations for members of committees in line with the remuneration criteria and has resolved to propose to the Board to consider the remunerations for committee and subcommittee members and submit to the 2022 Annual General Meeting of Shareholders for approval.

The remuneration of directors for the year 2022 is equal to the year 2021 and no other Remunerations apply.

Description	Meeting Fee	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, Compensation and Corporate Governance Committee	Baht 25,000	-
6. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 20,000	-

- Notes:
1. All the executive directors waived their entitlement to receive the meeting fees and fees as indicated above.
  2. No other benefits (excluding benefits provided to all employees)

**Opinion of the Board** : In agreement with the recommendation made by the Nomination, Compensation and Corporate Governance Committee, the Board has recommended that the Meeting approve the remuneration for directors and committee members for the year 2022.

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

**Agenda 7** To appoint the auditor and determine the audit fee for the year 2022.

**Objective and Rationale** :

1. In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors of the Company and determine the audit fee of the company every year.
2. The Audit Committee proposed to change the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd (the Former Auditor) to KPMG Phoomchai Audit Company Limited (the New Auditor) as the auditors of the Company for the year 2022, and that the audit fee should not exceed Baht 2,000,000 with no other service fees, KPMG Phoomchai Audit Company Limited, is an Audit firm licensed by Thailand's Securities and Exchange Commission with a long history and strong reputation as well as being an Auditor company of an Associated company. This will make the preparation of the consolidated financial statements of the company more convenient.

2022 Audit Fee KPMG Phoomchai Audit Company Limited	2021 Audit Fee Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd	Change
Baht 2,000,000	Baht 2,000,000	-

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

1. Miss Aorapin Sinthawornkul CPA No. 9441 or
2. Miss Sureerat Thongarunsang CPA No. 4409 or
3. Miss Orawan Chuhakitpaisan CPA No. 6105 or
4. Miss Orawan Chotiwiriyakul CPA No. 10566

KPMG Phoomchai Audit Company Limited and the auditors nominated shall audit and express opinions on the Company's financial statements, independence, 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 KPMG Phoomchai Audit Company Limited as the auditors of the Company for the year 2022, with the annual audit fee not exceeding Baht 2,000,000, with no other service fees.

**Resolution** : This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.



**Agenda 8** To approve an amendment of the Company's Article of Association.

**Objective and Rationale :** Due to recent amendment of the law pursuant to the electronic meetings in accordance with the Emergency Decree for Electronic Meeting B.E. 2563 and the amendment of Section 100 of the Public Company Limited Act, Shareholders have the right to call a shareholder's meeting in the event that the Board of Directors does not hold the shareholders' meeting as requested by the shareholders. Pursuant to the amendment of the law, Finansa, therefore proposes that the meeting approve the amendment of the Company's Articles of Association as follows.

Articles of Association		
Section	Current articles	Amended articles
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.	Unless otherwise prescribed by laws, Board of Directors' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.
27	The Board of Directors shall call a shareholders' meeting which is an Annual General Meeting of Shareholders within 4 months of the last day of the fiscal year of the Company.  Shareholders' meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so, or Shareholders holding shares with the amount not less than 1/5 of the total number of shares sold or Shareholders	The Board of Directors shall call a shareholders' meeting which is an Annual General Meeting of Shareholders within 4 months of the last day of the fiscal year of the Company.  Shareholders' meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so.  <u>Unless otherwise prescribed by laws.</u>

Articles of Association		
Section	Current articles	Amended articles
	<p>numbering not less 25 persons holding shares with the amount not less than 1/10 of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary General Meeting at any time, but reasons for calling such Meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within 1 month of the date of receipt of such request from the said shareholders.</p>	<p><u>shareholders' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.</u></p> <p><u>A shareholder or shareholders whose collective shareholding is no less than 10 percent of the total number of issued shares may request the Board of Directors in writing to summon an extraordinary shareholders meeting at any time, by clearly specifying in the notice about the outlining matter and reasons why they request to call for a meeting. In such case, the Board of Directors shall hold a shareholders' meeting within 45 days from the date they receive the letter from shareholders.</u></p> <p><u>In the event that the Board of Directors does not hold a shareholders' meeting within the time limit under paragraph four, all registered shareholders or other shareholders whose collective holding is as specified may call for a meeting within 45 days from the expiry date of the period under paragraph four. In such case, it shall be considered that the shareholders' meeting is called by the Board of Directors, where the Company is responsible for any necessary expenses incurred</u></p> <p><u>In the event that a shareholders' meeting is called by the shareholders as mentioned in paragraph five and the number of shareholders attending the meeting does not constitute a quorum as specified in Section 30, such shareholders under paragraph five must be responsible and repay the Company the necessary expenses incurred from arranging the meeting.</u></p>
28	<p>In calling the shareholders' meeting, the Board of Directors shall prepare a written notice calling the Meeting that states the place, date, time, agenda of the Meeting and the matters to be proposed to the Meeting with reasonable details by indicating</p>	<p>In calling for a shareholders' meeting, <u>whether in physical or electronic meetings</u>, the Board of Directors shall prepare a written notice calling the Meeting stating the place, date, time, agenda of the Meeting and the matters to be</p>

Articles of Association		
Section	Current articles	Amended articles
	<p>clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least 7 days prior to the date of the Meeting. The notice calling for the Meeting shall also be published in a newspaper 3 days prior to the date of the Meeting for 3 consecutive days.</p> <p>The Board of Directors or an authorized person are to define date, time and venue of the shareholders meeting, and the venue of the meeting shall be at the location of the Company's head office or where else as the Board sees appropriate.</p>	<p>proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters. The said notice shall be delivered to the shareholders and the registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper 3 days prior to the date of the meeting for 3 consecutive days.</p> <p>The Board of Directors or an authorized person are to define date, time and venue of the shareholders meeting, and the venue of the meeting shall be at the location of the Company's head office or where else as the Board sees appropriate.</p>
30	<p>In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one ( 1 ) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum as defined and if such shareholders' meeting was called as a result of a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a</p>	<p>In order to constitute a quorum, <i><u>whether in physical or electronic meetings</u></i>, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/ 3 of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one ( 1 ) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum as defined and if such shareholders' meeting was called as a result of a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a</p>

Articles of Association		
Section	Current articles	Amended articles
	request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than 7 days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required. In such an event, the common stocks held by the Company will not be counted to constitute a quorum.	request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than 7 days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required. In such an event, the common stocks held by the Company will not be counted to constitute a quorum.

**Opinion of the Board** : The Board of Directors opines that the Meeting approve an amendment of the Company's Article of Association as detailed above.

**Resolution** : This agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 9** To consider and approve the disposal of all ordinary shares in Finansa Securities Limited constituting the transaction pursuant to Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended)

**Objective and Rationale:** Referring to the Company's intention to shift its business from securities business to businesses which could generate recurring income, namely residential real estate development and management business, industrial property development and management business, consumer goods related business, hospitality and wellness industry related business, and food and beverages related business by operating such businesses through companies that the Company has invested in, e. g. , M. K. Real Estate Development Public Company Limited, Prospect Logistics and Industrial Leasehold Real Estate Investment Trust, and BFTZ Wangnoi Company Limited. After the Company disposed of its investment in Finansia Syrus Securities Public Company Limited ("FSS"), the Company only had investment banking business which was operated by Finansa Securities Limited ("FSL"). Therefore, when FSS group offered to acquire shares of FSL and FSS International Investment Advisory Securities Company Limited ( " FSSIA" ), held through FSL, the Company saw it as an opportunity to acquire a source of funds to repay the Company's debts, to invest in other businesses in which the Company is interested, both at present and in the future, including to be used as the Company's working capital. The Board of Directors' Meeting of the Company, therefore, has resolved to approve the disposal of all ordinary shares held by the Company in FSSIA (held through FSL) in the amount of 3,000 shares with a par value of THB 100 per share, representing 3.75 percent of all issued shares of FSSIA, at the sale price of THB 163.28 per share, totaling THB 489,840, to FSS or the person authorized by FSS ("Disposal of FSSIA's Shares") and has deemed it appropriate to propose that the shareholders' meeting consider and approve the disposal of all ordinary shares held directly and

indirectly by the Company in FSL in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the sale price of THB 12.2547 per share, totaling THB 490,187,938.73, to FSSIA ("**Disposal of FSL's Shares**").

Since the disposal of shares in FSL by the Company constitutes a disposal of the entire or the material part of the business of a public company pursuant to Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "**PLC Act**"). Therefore, the Disposal of FSL's Shares must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote prior to entering into such transaction in accordance with the PLC Act.

The Company expects that the disposal of shares in FSL and FSSIA shall be completed by the second quarter of 2022 after all conditions precedent under the share sale and purchase agreement have been satisfied (the Disposal of FSL's Shares and the Disposal of FSSIA's Shares are collectively referred to as the "**Transaction**"), whereby the Disposal of FSL's Shares and the Disposal of FSSIA's Shares are conditional upon one another, if one of the transactions has not occurred for whatever reason, both transactions will be terminated automatically. Additional details regarding the Transaction are as set out in the Information Memorandum of Finansa Public Company Limited on the Disposal of Assets by way of Disposal of Shares in Finansa Securities Limited and FSS International Investment Advisory Securities Company Limited as disclosed to the Stock Exchange of Thailand according to relevant regulations on February 24, 2022.

The sale price of FSL's shares of THB 12.2547 per share derived from negotiations between the Company and the parties which is considered from the adjusted book value of FSL which is reflected the results of the registered capital decrease of FSL on January 24, 2022 and the purchase by FSL of office space from the Company on February 1, 2022 based on the book value of FSL according to the audited separate financial statements ended as of December 31, 2021.

In addition, it is deemed appropriate to propose that the shareholders' meeting consider and approve the authorization of the Managing Director and/or the person(s) designated by the Managing Director to undertake any actions necessary for and relevant to entering into the Disposal of FSL's Shares, including, but not limited to, (a) amend the terms and conditions of the share sale and purchase agreement(s), (b) determine and/or amend any details in relation to the Disposal of FSL's Shares, (c) sign documents relevant to the Disposal of FSL's Shares, (d) sign applications and other documents and evidence necessary for and relevant to the Disposal of FSL's Shares, including contacting and filling such applications, documents, and evidence with the relevant government authorities and/or agencies, and (e) undertake any other actions necessary for and relevant to the Disposal of FSL's Shares.



**The Board of Directors' Opinion:** The Board of Directors has deemed it appropriate to propose that the shareholders' meeting consider and approve the disposal of all ordinary shares in FSL constituting a disposal of the entire or the material part of the business of a public company pursuant to Section



107(2)(a) of the PLC Act and relevant authorization detailed as proposed above after it has considered and viewed that entering into the Disposal of FSL's Shares is reasonable and beneficial to the Company since the Company intends to shift the direction of its business from securities business to businesses which could generate recurring income, namely residential real estate development and management business, industrial property development and management business, consumer goods related business, hospitality and wellness industry related business, and food and beverages related business. Therefore, the disposal of FSL's shares will enable the Company to have a source of funds to repay the Company's debts, to fully invest in other businesses in which the Company is interested, both at present and in the future, and also to be used as the Company's working capital. Furthermore, the sale price of shares is reasonable since it is the price which derived from negotiations between the Company and the parties, whereby the sale price is considered from the adjusted book value of FSL, taking into account the Company's investment value.

**Resolutions:** The resolution of this agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 10** To consider and approve the change of the Company's name and seal, and amended Article 1 of the Company's Memorandum of Association to be in line with the amendment of the Company's name Including amendments to the Articles of Association of the Company in accordance with the change of the Company's name and seal.

**Objective and Rationale:** Referring to the disposal of all Finansa Securities Limited ("FSL") shares to Finansia Syrus Securities Company Limited ("FSS"), it is appropriate that FSL use the name Finansa as its company name rather than the Company. Therefore, it is proposed that the meeting consider and approve the change of the Company name and seal as well as amending the Memorandum of Association Clause 1 of the Company to be consistent with the amendment of the Company's name. including amendments to the Articles of Association of the Company to be in line with the change of Company's name and seal as follows:

Subject	Former	New
Name written in Thai Name written in English	บริษัท ฟินันซ่า จำกัด (มหาชน) Finansa Public Company Limited	บริษัท เอฟเอ็นเอส โฮลดิ้งส์ จำกัด (มหาชน) FNS Holdings Public Company Limited
Seal		
the Company's Memorandum of Association	Section 1. The Company's name "บริษัท ฟินันซ่า จำกัด (มหาชน)" Name in English as "Finansa Public Company Limited"	Section 1. The Company's name "บริษัท เอฟเอ็นเอส โฮลดิ้งส์ จำกัด (มหาชน)" Name in English as "FNS Holdings Public Company Limited"

<p>the Articles of Association of the Company</p>	<p>Section 1. This Articles of Association shall be called the Articles of Association of Finansa Public Company Limited.</p> <p>Section 2. "Company" in this Articles of Association means Finansa Public Company Limited.</p> <p>Section 46. The Company's Seal as is approved by the Board of Director</p> 	<p>Section 1. This Articles of Association shall be called the Articles of Association of FNS Holdings Public Company Limited.</p> <p>Section 2. "Company" in this Articles of Association means FNS Holdings Public Company Limited.</p> <p>Section 46. The Company's Seal as is approved by the Board of Director</p> 
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**Opinion of the Board** : The Board of Directors opines to request the Meeting to consider and approve the change of the Company's name and seal, amend the Company's Memorandum of Association to be in line with the amendment of the Company's name Including amendments to the Articles of Association of the Company in accordance with the change of the Company's name and seal as detailed above.

**Resolution** : This agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 11 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 Enclosure 5.

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 2021 Annual General Meeting of Shareholders  
Of Finansa Public Company Limited**

**Date and Venue**

The Meeting was held on April 29, 2021, at 14.30 hours at Hall Room, 1<sup>st</sup> Floor, 345 Surawong Building, Surawong Rd., Suriyawong, Bang Rak, Bangkok, Thailand.

**Prior to the meeting**

Mrs. Chanoknan Srivorakul, was appointed as the Secretary of the Meeting. She then introduced 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 2021, and the lawyer from JK Advisory Law Office, a witness and a monitor for vote counting.

**Directors participating in the Meeting** : the Board of Directors consists of 8 directors, 8 of whom were present at the Meeting. (The directors in attendance represent 100% of the total number of directors.)

- |                                |  |
|--------------------------------|--|
| 1. Dr. Virabongsa Ramangkura   | Chairman / Independent Director  |
| 2. Mr. Vorasit Pokachaiyapat   | Managing Director / Member of the Nomination, Compensation and Corporate Governance Committee  |
| 3. Mr. Varah Sucharitakul      | Director / The Company's Secretary   |
| 4. Mr. Kittipong Lertvanangkul | Director   |
| 5. Mr. Vorapak Tanyawong       | Director   |
| 6. Mr. Akarat Na Ranong        | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee |
| 7. Mr. Chanmanu Sumawong       | Independent Director / Member of the Audit Committee / Member of the Nomination, Compensation and Corporate Governance Committee     |
| 8. Mr. Nuttawut Phowborom      | Independent Director / Member of the Audit Committee   |

**Other Attendants in the Meeting** : 6 persons, as follows:

- |                              |  |
|------------------------------|--|
| 1. Mrs. Nisakorn Songmanee   | Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.   |
| 2. Mr. Kasiti Ketsuriyongk   | Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.   |
| 3. Mrs. Chanoknan Srivorakul | Representative from Finansa Securities Ltd, acting as the Secretary of the Meeting and Master of Ceremony to explain the meeting procedures and the procedure for vote counting. |



- |                          |   |
|--------------------------|---|
| 4. Mrs. Siripan Leewanun | Head of Accounting, Finansia Plc.   |
| 5. Ms. Chanida Kerdkan   | Lawyer from JK Advisory Law Office, a witness and a monitor for vote counting |
| 6. Ms. Wipa Nilsophon    | Assistant Managing Director/ Secretary of the Board of Directors              |

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

Preventive measures regarding the outbreak of Coronavirus 2019 (COVID – 19)

1. Screening measures as suggested by the Department of Disease
  - 1.1 An entrance and exit log shall be kept of all participants, as well as their contact numbers.
  - 1.2 Shareholders shall have their temperature taken by medical staff, and shall fill out the COVID-19 screening questionnaire at the checkpoint before entering the venue.
  - 1.3 In the event that any shareholders were considered at-risk and were denied entry to the Meeting, the shareholders would be allowed to appoint an Independent Director to attend the Meeting and vote on their behalf.
2. Arrangements at the meeting venue and registration
  - 2.1 Disinfectant spray shall be applied before and after the meeting date.
  - 2.2 Adequate ventilation was ensured throughout the building and the meeting venue.
  - 2.3 Physical distancing shall be kept while queuing at the checkpoint, document control, registration table, and seating arrangement of the meeting.
  - 2.4 Provision of hand sanitizer and disinfectant throughout the meeting venue.
  - 2.5 A minimum distance of 1.5 meter shall be maintained between the seats to allow social distancing.
  - 2.6 Shareholders were requested to wear face masks through the meeting duration.
  - 2.7 The Company would allow no moving or changing of seats throughout the Meeting.
  - 2.8 Eating and drinking were prohibited in the meeting venue.

Principle and procedure of vote counting.

1. One share equals one vote. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.
2. There shall be no voting on an agenda for the Meeting's acknowledgement.
3. The Company's officers would collect all voting cards in accordance with the practice of the Stock Exchange of Thailand.
4. For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be calculated. Any voting cards without signature, voting cards that have been edited without signing or signed with pencil, or voting cards with more than one box checked would be regarded as a "void voting card", and the rest of voting cards would be counted as "Approve" votes.
5. 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.
6. Shareholders who did not submit their voting cards shall be considered as "Approve" voters.

7. Once all the agenda items have been covered, all shareholders should leave their voting cards on the meeting table for the Company to collect for documentation.
8. For each agenda item to be voted, the Chairman would assign the Secretary of the Meeting to ask for the opinions of the Meeting and then report the resolution of each agenda item.

Principle and procedure to elect the Company's directors.

1. One share equals one vote.
2. Each shareholder could cast all votes to elect one person or many persons to be directors, but he/she could not cast more or less votes for a director than other directors.
3. 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.
4. 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.
5. 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.

Inquiry and comments

1. In response to the COVID-19 pandemic and in order to prevent the spread of the disease, the Company will keep the meeting concise to avoid an extended gathering of a large group of people.
2. In case of inquiries, shareholders were to write their questions on the paper received with voting cards and submit to the staff to raise in their stead. The inquirers were advised to specify their full name for a correct and complete recording of the minute of the Meeting.
3. The Company would only answer questions related to the agendas that needed voting. The Company reserves the right to consider answering other questions as seen appropriate.

Promotion of good corporate governance regarding rights and equitable treatment of shareholders.

The Secretary of the Meeting clarified that the Company had allowed shareholders to suggest an addition to the agenda items for the 2021 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period November 12, 2020 to January 31, 2021. 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.

9 shareholders attended the Meeting in person, representing 117,136,810 shares, and 35 shareholders by proxy, representing 63,498,390 shares. In total, 44 shareholders and proxies attended the Meeting, holding a total of 180,635,200 shares, equivalent to 52.2285% of the total 345,855,440 issued shares, which was more than one-third of the total issued shares. A quorum was thus constituted according to the Company's Articles of Association, and the registration of shareholders attending the Meeting proceeded.

Dr. Virabongsa Ramangkura, who acted as the Chairman of the Meeting, then expressed his gratitude to the shareholders for attending the Meeting and called the 2021 Annual General Meeting of Shareholders to order and assigned the Managing Director to proceed with the agenda of the Meeting accompanied by a presentation as follows:

**Agenda 1** To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on November 10, 2020.

The Managing Director informed the Meeting that the Extraordinary General Meeting of Shareholders No.1/2020 had been held on November 10, 2020. The Minutes of the Meeting had been 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 had been given as Enclosure 1 in the meeting invitation.

The Managing Director then asked if there were any questions or suggestions with regards to the Extraordinary General Meeting of Shareholders No.1/2020 held on November 10, 2020. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore the Managing Director requested the shareholders to certify such Minutes of the Extraordinary General Meeting of Shareholders No.1/2020.

**Resolution:** The Meeting certified the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on November 10, 2020. with the following vote results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 2** To acknowledge the report of the operating results for the year 2020.

The Managing Director reported the operating results for the year 2020 to the Meeting, which were concluded as follows:

**1. Business Overview of Finansa Group**

- 1.1 Securities business included Finansa Securities Ltd. ("FSL"), with 100% of shares owned by the Company, and Finansia Syrus Securities Plc. ("FSS"), with 29.29% of shares owned by the Company.
- 1.2 Investment business consisted of Neo Corporate Co., Ltd., with 2.78% of shares owned by the Company, Kanom Cafe Company Limited. (renamed from Kanom Factory (1999) Ltd.) in which the Company had invested in loan, and such loan was being converted to 25 - 30% of equity,

FB Food Service (2017) Ltd., with 6% of shares owned by the Company, and Hugs Insurance Broker Co., Ltd., with 7.5% of shares owned by the Company.

1.3 Prospect Logistics and Industrial Leasehold Real Estate Investment Trust ("Prospect REIT"), in which the Company held 22.29% of units.

1.4 Real Estate and Wellness business through the investment in 29.75% of shares of M.K. Real Estate Development Plc. ("MK").

## 2. Overview of 2020 operating results: total revenue increased

According to the consolidated financial statements, Finansa earned a net profit of 223.6 Baht million or a profit of 0.65 Baht per share in 2020, a change from the previous year where a net loss of 82.6 Baht million was reported. The profit turnaround was mainly due to the increase in revenue from 298.3 Baht million to 794.4 Baht million, while costs increased at a lower rate.

Details of increased total revenue were as follows:

### (1) Finansa Securities Limited

The revenue from securities business operated by FSL increased from the year 2019 by nearly 300 Baht million. The majority of the revenue came from the IPO work for Sri Trang Gloves (Thailand) Plc. and underwriting work done for BCPG Plc.

- FSL generated a total revenue of 360.8 Baht million this year compared to 74.6 Baht million in 2019.
- The costs totaled 245.9 Baht million compared to those of 2019, which amounted to 123.8 Baht million.
- Net profit of 91.8 Baht million, compared to the loss of 39.8 Baht million in 2019.

For 2021, there were still ongoing mandates from the previous year. Some of such works were expected to be completed in 2021, thus the Company's operating results were expected to continue to be satisfactory.

### (2) Profit from the sale of leaseholds of land, warehouse, and factories in the Bangkok Free Trade Zone project to the Prospect REIT.

- The Company received a compensation of 1,307 Baht million for the termination of lease agreements. After the deduction of 1,109 Baht million costs of leaseholds, Finansa retained a profit of 198 Baht million.
- During the same period, Finansa invested 563 Baht million in Prospect REIT, holding 22.9% of all trust units.

### (3) Shares of Profit from Associate Companies (FSS, MK & Prospect REIT)

Shares of profit from associate companies were recognized as follows:

(3.1) In 2020, Finansa had 3 main associated companies, namely Finansia Syrus Securities Plc., M.K. Real Estate Development Plc., and Prospect Logistics and Industrial Leasehold Real Estate Investment Trust in which the Company had invested during August 2020.

(3.2) In 2020, Finansa recognized 30.8 Baht million as share of profit (a change from 7.1 Baht million share of loss in 2019), details as follows:

- 1) Recognized 23.6 Baht million share of profit from FSS (compared to 40.5 Baht million share of loss in 2019).
- 2) Recognized 0.6 Baht million share of loss from MK (compared to 33.4 Baht million share of profit in 2019).
- 3) Recognized 7.8 Baht million share of profit from Prospect REIT.

Details of each company invested were as follows:

Finansia Syrus Securities Public Company Limited (“FSS”)

Overall, FSS had earned a profit of 82 Baht million in 2020 compared to a loss of 138 Baht million suffered in 2019.

Mr. Varah Sucharitakul, Director, added that FSS had sustained a considerable loss in 2019 due to its investment in Finansia HERO, an online trading system with excellent potential. However, because such systems were unfamiliar to Thai people, it had been improved and received more exposure on social media. The strategy proved to be effective and cost-efficient. Since the beginning of 2021, Finansia HERO had gained as much as 20,000 accounts so far. It had already reached breakeven and would return profits from this point onward. Regarding institutional sales, FSS had recruited more staff and assigned bigger teams, along with having more analyses. At present, this business had reached breakeven point as well. As for wealth management business, breakeven had been achieved, however its profits were modest.

M.K. Real Estate Development Public Company Limited (“MK”)

The Managing Director clarified MK’s financial statement and operating results in 2020 as compared to 2019. In summary, MK suffered a loss of 3.4 Baht million in 2020, compared to 177.4 Baht million profit in 2019.

Operating Results of the year 2020

- Real Estate Sales Business
  - A total of 2,505 Baht million in conveyance revenue / 622 units
  - 2,487 Baht million in sales revenue / 612 units
  - 2 new developments launched, with 1,681 Baht million net worth / 522 units
  - Net worth of the other projects equals 7,360 Baht million / 1,972 units

- Rental Apartment Business: Park Court
  - 48 Baht million in rental revenue / 86% average occupancy / 127,222 Baht average rent per unit per month
- Warehouse and Factory Business
  - Completed the expansion from 194,000 square meters to 251,000 square meters. Average occupancy was at 84% and average rent at 183 Baht per square meter per month.
  - The sale of warehouse and factory buildings to Prospect REIT 2,014 Baht million in revenue, with 364 Baht million profit and 1,095 Baht million net cashflow generated.
- Golf Course Business
  - 101 Baht million in revenue, with 7 Baht million profit and 41 Baht million EBITDA, although the course was closed for 42 days due to the COVID-19 pandemic.
- Wellness Business: RAKxa Project
  - Launched its soft opening on October 1, 2020, and grand opening on December 1, 2020. It is a collaboration with the VitalLife Scientific Wellness Center (Subsidiary of Bumrungrad Hospital) and Minor International Pcl.

#### 2020 Business Plan and Performance

- In 2020, gross profit from rental and service business stood at 29.4% of the total gross profit, an increased from 24.5% in 2019.
- MK aimed to strike a balance between real estate sales business and rental and service business, where the proportion of the profits reaches 50 to 50 percent, despite the delay caused by the COVID-19 pandemic.
- Gross profit margin (GP) of the overall business remained stable at 28.7%.
- As of 2020 operating results, a total revenue of 3,446.5 Baht million was generated, a decrease compared to 4,602.7 Baht million earned in the previous year. The significant decline was due to the relatively high competition in real estate industry. On the other hand, MK did not sell vacant land as it did in 2018 and 2019 due to prices being unfavorable. In 2020, MK suffered a net loss of 3.4 Baht million.

#### Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (“ Prospect REIT”)

In February 2020, Finansa disclosed information to the Stock Exchange of Thailand on its sale of lease warehouses located in the Bangkok Free Trade Zone to Prospect REIT. This transaction took place in August 2020. During the same period, Finansa invested 563 Baht million in Prospect REIT, representing 22.9 percent of the total trust units.

Since its founding in August until the end of 2020, Prospect REIT earned a net profit of 100 Baht million. Prospect REIT owned 3,706 Baht million in total assets and 2,465 Baht million in net assets. Finansa had received a total of 22.7 Baht million in dividend from Prospect REIT.

Prospect REIT is invested in leasehold rights of land and buildings in the Bangkok Free Trade Zone ("BFTZ"), By the end of 2020, its assets consisted of 63 buildings in total, including 21 warehouses, 30 ready-made factories, 10 small factories, and 2 built-to-suit buildings, a total of 219,116 square meters. BFTZ is in a convenient location close to the city center with a wide range of amenities and a diverse customer base, allowing it to maintain a high occupancy rate and flexible rental rates depending on the economic conditions. At the end of 2020, BFTZ's occupancy rate was 95 percent with an average rental rate calculated from the whole year of 174.75 Baht per square meter per month.

Prospect REIT had distributed dividend twice as follows:

- (1) On November 30, 2020, paid a dividend of 0.1227 Baht per unit.
- (2) On March 15, 2021, paid a dividend of 0.2805 Baht per unit.

### 3. Companies Invested in Private Equity

- NEO Corporate Co., Ltd. ("Neo")

Finansa had invested 242.8 Baht million or about 12.8% of NEO's registered capital.

- Kanom Cafe Co., Ltd. ("Kanom")

The credit limit according to the contract/agreement is 120 Baht million. 72 Baht million of which was used at the end of 2020.

- FB Food Service (2017) Co., Ltd. ("FB")

20.8 Baht million total investment, and a depreciation reserve of 11 Baht million was set. FB's operations had been affected by the COVID-19 outbreak.

### 4. Financial Statement Overview

As of the end of 2020, Finansa Group's financial statements consisted of:

- 4,068 Baht million in total assets
- 1,262 Baht million in total liabilities
- 2,806 Baht million in shareholders' equity

### 5. 2020 Business Goals Overview and Results

In the previous year, the Company had defined its primary goals as follows:

- The Company had no intension to raise more external funds.
- The Company would focus on conversion of existing assets into cash.

- The proceeds from the sale of assets to the REIT and the sale of shares of NEO would be used to repay long-term debentures on due dates.
- To generate sufficient cash flow for operations and debt repayments.

As 2020 had concluded, the results were as follows:

- The company did not raise additional fund and reduced the outstanding balance of its debentures.
- As for asset to cash conversion, the Company was able to establish the Prospect REIT in August and received 1,307 Baht million in compensation for the termination of leases.
- The Company had repaid 430 Baht million worth of debentures that were due from the total of 1,270 Baht million at the end of 2019. The outstanding balance was 840 Baht million at present.

#### **6. 2021 Business Goals**

- Securities businesses (FSL and FSS) shall generate no less profit than in 2020 (in 2020 FSL earned 92 Baht million in profit and FSS earned 82 Baht million in profit)
- MK shall deliver profitable results again.
- To profit from companies invested in private equity.
- Prospect REIT shall yield around 60 Baht million in dividend.
- To increase investment, focusing on limited risk and event driven strategies.

#### **7. Information on Bonds (Long-term Debentures)**

- Since the end of 2019, a total of 430 Baht million has been repaid for matured debentures.
- For 2021, 200 Baht million worth of debentures will be due again in November, which the Company was capable of repaying.
- The Company will focus on reducing the burden of debt by the due times.

#### **8. Progress on CAC Membership**

- The Company had been granted a renewal of its Private Sector Collective Action Coalition Against Corruption (CAC) membership, effective from June 30, 2020 – June 29, 2023.
- The Company has been consistently complying with the policies required for the certificate so far, for transparency and to observe good corporate governance practices.

Then, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The questions shall be submitted in written form for the Secretary of the Meeting to read. The following questions were raised:



- Mr. Basant Kumar Dugar : The Company shows an improved performance in 2020 and has a good  
Shareholder corporate governance as well. However, when will the Company have a  
positive cash flow from operations?
- Mr. Vorasit Pokachaiyapat : I would like to answer that the Company retains approximately 695 Baht  
Managing Director million from the proceeds of the sale of leasehold rights in the Bangkok  
Tree Trade Zone in 2020 after the debts are paid. This is the cash flow  
from our operations and it is currently invested in a money market fund.
- Mr. Winai Rungtiwasuwan : From page 125 of the Annual Report, I would like to know the details  
Shareholder of the expected 45.9 Baht million credit loss from loans. Why does the  
Company not seize the collateral or sue the other party for  
compensation? Besides, will there be other risks in the future? How  
will the Company minimize further credit risks?
- Mr. Vorasit Pokachaiyapat : Allow me to clarify that the loan in question has no collateral, so the  
Managing Director Company will have to absorb the loss. However, those credits will turn  
into income once repaid. We are receiving partial repayments as of  
now, and are confident of full settlement.
- Mrs. Siripan Leewanun : I would like to add that, once the loan is settled, the Company will  
Head of Accounting reverse the allowance for credit loss to a reduced expense.

As there were no more questions, the Managing Director requested the Meeting acknowledge the report of operating results for the year 2020.

**Resolution:** The Meeting acknowledged the report of the operating results for the year 2020

**Agenda 3:** To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020.

The Managing Director requested the Chairman of the Audit Committee to provide details of the works of the Audit Committee regarding the financial statements of the Company and its subsidiaries in 2020. The Chairman of the Audit Committee explained the following:

1. In 2020 5 audit committee meetings were held.
2. In relation to the financial statements, the Audit Committee had reviewed the following:
  - The quarterly financial statements and the annual financial statements of the Company
  - The quarterly consolidated financial statements and the annual consolidated financial statements of the Company and its subsidiaries.
  - The accuracy and completeness of information disclosed in the notes to financial statements.

3. The Audit Committee held 4 meetings with the auditors without the presence of the management to discuss the auditors' freedom in execution and freedom of opinion and expression. Also, the auditors had reported all the issues found during audits to the Audit Committee for consideration.
4. In addition, the Audit Committee had reviewed the internal control system, which was determined to be sufficient and appropriate.
5. Reviewed the corruption risk assessment for the year 2020 and examined the operation of the Company and its subsidiaries in accordance with the Anti-Corruption practices.
6. Reviewed the Opinion Report of the Independent Financial Advisor regarding the acquisition of shares of M.K. Real Estate Development Plc..

The Managing Director summarized operating results from the consolidated financial statements of the Company and its subsidiaries for the past 3 years as follows:

(Baht million)	2020	2019	2018
Total Revenues	763.6	305.4	521.8
EBITDA	368.4	44.2	206.8
Net profit (Loss)	223.3	(82.6)	64.1
Earnings (Loss) per share (Baht )	0.65	(0.24)	0.25
Return on average total assets (%)	5.5%	(2.0%)	1.6%
Return on average shareholder's equity(%)	8.1%	(3.0%)	2.5%

The financial statements from consolidated financial statements of the Company and its subsidiaries at the fiscal year-end dates of the past 3 years were summarized as follows:

(Baht million)	December 31, 2020	December 31, 2019	December 31, 2018
Total Assets	4,068.3	4,096.7	4,359.8
Total Liabilities	1,261.9	1,421.3	1,537.3
Total Shareholders' Equity	2,806.4	2,675.4	2,822.5
Total Number of shares issued (shares)	345,855,440	345,855,440	345,855,440
Book Value per Share (Baht)	8.1	7.7	8.2

Thereafter, The Managing Director announced to the Meeting that the consolidated financial statements for the year ended December 31, 2020 of the Company and its subsidiaries were audited by the certified auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and reviewed by the audit committee, who provided their opinion in the certified audit report: " The accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Finansa Public Company Limited and its subsidiaries and of Finansa Public Company Limited as at December 31, 2020, and its financial performance and its cash flows for the year then ended

in accordance with Thai Financial Reporting Standards” included in the Annual Report that was previously delivered to the shareholders together with the notice of this Meeting.

The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore the Managing Director requested the Meeting to certify the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020.

**Resolution:** The Meeting certified the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 4** To acknowledge an interim dividend payment.

The Managing Director informed the Meeting that, in accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company’s Articles of Association, the Board may occasionally consider paying an interim dividend to shareholders in the case that the profits of the Company justify such payment. After the dividend payment has been made, the Company shall report it to shareholders at the next general meeting of shareholders. The Company had 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 would not have significant effects on the Company’s operations.

According to the resolution from the Board Meeting No.1/2021 held on February 22, 2021, the Board approved the interim dividend from the Company’s 2020 net profit of THB 0.35 per share, totaling Baht 121.05 million, equivalent to 51.19% of the 2020 net profit to shareholders. The dividend was already paid on March 22, 2021.

The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions, and the Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item.

The Secretary of the Meeting clarified that this was an agenda for the Meeting’s acknowledgement, which required no voting, and concluded that the Meeting acknowledged the interim dividend payment.

**Resolution:** The Meeting acknowledged the interim dividend payment

**Agenda 5** To approve a dividend payment from the 2020 operating performance.

The Managing Director informed the Meeting that the Company's separate financial statements for the year ended 2020, showed a net profit of Baht 236.45 million. The Board of directors proposed to the Meeting to approve the payment of dividend to shareholders at Baht 0.15 per share, totaling Baht 51.88 million or 21.94% of the net profit of the year 2020. The proposed dividend payment was in line with the Company's dividend policy as follow:

Separate Financial Statements	2020	2019
1. Net profit (million baht)	236.45	78.35
2. Number of Shares receiving dividend payment (shares)	345,855,440	345,855,440
3. Earnings per share (baht)	0.68	0.23
4. Payment of Interim Dividend totaling 0.50 per share	172.93	
4.1 No.1 At 0.15 baht per share on October 14, 2020	51.88	-
4.2 No.2 At 0.35 baht per share on March 22, 2021	121.05	-
5. Payment of Dividend from the 2020 performance (This time)		
- Dividend (baht/share)	0.15	-
- Total Dividend (million baht)	51.88	-
6. Total dividend paid from 3 payments (million baht)	224.81	-
7. Dividend payout ratio (%)	95.08	-

The Board of directors had determined the Record Date of eligible shareholders to receive dividend on May 11, 2021 and determined to pay dividend on May 27, 2021. The dividend recipients shall not receive tax credit as the Company incurred a tax loss.

The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore the Managing Director requested the Meeting to consider approval of dividend payment from the 2020 operating performance.

**Resolution:** The Meeting approved the dividend payment from the net profit for the year 2020 at the rate of Baht 0.15 per share, totalling Baht 51.88 million. The Meeting determined that the Record Date of eligible shareholders to receive dividend would be May 11, 2021 and the dividend payment shall be made on May 27, 2021, with majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 6 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. There were 3 retiring directors whose terms had ended in 2020:

No.	Name	Position	Duration of Directorship
1	Mr. Akarat Na Ranong	- Independent Director - Chairman of the Audit Committee - Chairman of the Nomination, Compensation and Corporate Governance Committee	10 years
2	Mr. Kittipong Lertvanangkul	- Executive Director	4 months
3	Mr. Vorapak Tanyawong	- Director	2 years, 9 months

The Company allowed shareholders to suggest an addition to the agenda items for the 2021 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period from November 12, 2020 to January 31, 2021. 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.

The Board (the Directors retiring by rotation refrained from considering and voting on matters regarding themselves), had considered the qualification of the nominees on the recommendation of the Nomination, Compensation and Corporate Governance Committee's made in accordance with the nomination criteria and policy, 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. The rationale for nominating Mr. Akarat Na Ranong, the independent director whose term in office had been over 9 years, to be re-elected was that he had qualifications required by law and experience and knowledge suitable for the Company's business. In addition, during his term of office he regularly gave comments and suggestions beneficial to the Company; thus, the Board advocated that the Meeting re-elect the retiring Directors, to be directors for another term.

The Managing Director detailed profiles of the 3 directors as follows.

1. Mr. Akarat Na Ranong
  - Had served as a director for 10 years / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / attended all the meetings in 2020.
2. Mr. Kittipong Lertvanangkul
  - Had served as a director for 4 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / attended 3 of 3 meetings in 2020.
3. Mr. Vorapak Tanyawong
  - Had served as a director for 2 years, 9 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest // attended 6 of 9 meetings in 2020.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore 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) Mr. Akarat Na Ranong - Independent Director (Holding the position for another term )

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,100	99.9999%
Disapproved	100	0.0001%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

- (2) Mr. Kittipong Lertvanangkul - Executive Director (Holding the position for another term )

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

- (3) Mr. Vorapak Tanyawong - Director (Holding the position for another term )

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 7** To approve the remuneration of directors for the year 2021.

The Managing Director presented to the Meeting the following chart showing 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 2020 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 2020*
1. Chairman	Baht 1.01 million	Baht 1.35 million
2. Director	Baht 0.45 million	Baht 0.54 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.28 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.20 million
5. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 0.08 million	Baht 0.07 million

Remark: \*The remunerations are calculated per annum plus meeting allowances based on attendance.

The Nomination, Compensation and Corporate Governance Committee has reviewed the remunerations for members of committees in line with the remuneration criteria and has resolved to propose to the Board to consider the remunerations for committee and subcommittee members and submit to the 2021 Annual General Meeting of Shareholders for approval.

The remuneration of directors for the year 2021 is equal to the year 2020 and no other remunerations apply.

Description	Meeting Fee	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, Compensation and Corporate Governance Committee	Baht 25,000	-
6. Member of the Nomination, Compensation and Corporate Governance 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 the Meeting if any shareholders would like to ask questions or make suggestions. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore the Managing Director requested the Meeting to approve the remuneration of directors for the year 2021 as indicated above.

**Resolution:** The Meeting approved the remuneration of directors for the year 2021 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 8** To appoint the auditor and determine the audit fee for the year 2021.

The Managing Director informed that the Audit Committee and the Board of Directors had agreed to recommend the Meeting to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2021, as the firm had been reputable, independent, and had shown satisfactory performance according to past records, with the annual audit fee not exceeding Baht 2,000,000 with no other service fees.

The list of auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd are as follows:

1. Mr. Kasiti Ketsuriyonk CPA No. 8833 or
2. Mr. Chavala Tienpasertkij CPA No. 4301 or
3. Ms. Wilasinee Krishnamra CPA No. 7098 or
4. Mr. Yongyuth Lertsurapibul CPA No. 6770

The audit fee for the year 2021 was as follows:

2021 Audit Fee	2020 Audit Fee	Change
Baht 2,000,000	Baht 1,585,000	Increased by Baht 415,000 or 26.18%

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 aforementioned auditors.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The Secretary of the Meeting announced that no shareholders/proxies had any question for this agenda item, therefore the Managing Director requested the Meeting to approve the appointment of the auditors and the audit fee for the year 2021.



**Resolution:** The Meeting approved the appointment of auditors and audit fee for the year 2021 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	180,635,200	100.0000%
Disapproved	0	0.0000%
Total	180,635,200	100.0000%
Abstained	0	-
Void	0	-

**Agenda 9** To consider other matters (if any)

-None-

However, questions were raised regarding previous agenda items as follows.

- Mr. Winai Rungtiwasuwan : 1. In addition to the closure of the OR deal, are there more major Shareholder deals expected to close in 2021 for FSL's IB and securities business? Does the income in 2021 have a tendency to be higher than that of 2020? Furthermore, is there a plan to launch an IPO of FSL for fundraising in favor of Finansa's shareholders?
2. In 2020, Finansa took a 0.6 Baht million worth of share of loss from its investment in MK. Is MK expected to return profit again in 2021?
3. At the end of 2020, the Group had a very high financial liquidity, with 934 Baht million worth of financial assets. Does the Company plan to invest more in private equity?

Mr. Varah Sucharitakul : I would like to clarify that there are major deals in the backlog of 2021 Director as well as next year. However, their details cannot be discussed due to the non-disclosure agreements. One of the major IPO deals is anticipated to complete this year, and there is another major deal not yet sure to complete this year. As for 2021 income, fee income is expected to be around 300 - 500 Baht million, depending on the sizes of the deals. Regarding the listing of FSL on the SET, the IB business does not require such funding.

Mr.Vorasit Pokachaiyapat : Allow me to explain that MK's business is affected by the COVID-19  
Managing Director pandemic. We expect that the wellness business, which was opened in late 2020, will improve. However, the business already adapted by selling membership cards for 100,000 Baht and 500,000 Baht each and earned approximately 65 Baht million in membership fee to boost its cash flow. Regarding real estate sales, the competition is still very high, but we expect to sell some land this year.

The business that MK places a relatively high expectation on is Prospect Development Co., Ltd., which is well-positioned in every aspect (having been operating the Bangkok Free Trade Zone for a total of 10 years). It has launched its second development on a leased property in Thepharak neighborhood close to the original area, and the third development on a bought property. Both developments have a total of 100,000 square meters available for rent.

In the case that Finansa should have excess liquidity, we may consider investing in private equity with limited risk.

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, 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 15.52 hrs.

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

Signed \_\_\_\_\_ Keeper of the minutes  
(Ms. Wipa Nilsophon)

Enclosure 2

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The 2021 Annual Registration Statement/Annual Report and Financial Statements for the year 2021  
(Form 56-1 One Report) in the form of QR Code




Enclosure 3

Profiles of Director Nominees and qualifications of 'Independent Director'

Profiles of Director Nominees

Name – Surname	Mr. Varah Sucharitakul	
Age	57 years	
Nationality	Thai	
Proposed position	Executive Director	
Current position	Executive Director Authorized Director Company Secretary	
Date of holding directorship	June 19, 2002	
Years of being director of the Company	19 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>- Company Secretary Program (2008)</li> <li>- Corporate Governance for Capital Market Intermediaries (2016)</li> </ul> </li> </ul>	
Positions held in others listed Companies	1 listed companies 2015 – Present - Director, SBI Royal Securities Plc. Phnom Penh, Cambodia	
Positions held in other non-listed organization	2 companies 2020 - Present - Director, BAFS Clean Energy Corporation Company Limited 2012 - Present - Executive Director, Finansia Securities Ltd.	
Working Experience (last 5 years)	2009 – 2021 - Chairman of Executive Director/Deputy Chairman of the Board/ Director of Remuneration Committee Finansia Syrus Securities Plc. 2010 - 2020 - Director, Finansia Capital Ltd.	
Shareholding in the Company (as of December 31, 2021)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2021	<ul style="list-style-type: none"> <li>▪ Board of Directors 5 out of 5 meetings</li> </ul>	
Director nomination criteria	The Board has considered on the Nomination, Compensation and Corporate Governance 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. Nuttawut Phowborom	
Age	57 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Member of the Audit Committee	
Date of holding directorship	April 25, 2013	
Years of being director of the Company	8 years 11 months	
Education and Training	<ul style="list-style-type: none"> <li>▪ MBA, City University, Seattle, USA</li> <li>▪ Bachelor's Degree, Economics, University of the Thai Chamber of Commerce Thailand</li> <li>▪ Certificate, Thai Institute of Directors Association (IOD)                             <ul style="list-style-type: none"> <li>- Audit Committee Program (2005)</li> <li>- Director Accreditation Program (2004)</li> <li>- Role of the Compensation Committee (2008)</li> </ul> </li> </ul>	
Positions held in others listed Companies	2 listed companies 2019 - Present - Director, Prime Road Power Public Company Limited (formerly known as Food Capital Public Company Limited) 2011 - Present - Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee Asia Aviation Public Company Limited	
Positions held in other non-listed organization	4 companies 2015 - Present - Director, Navavej International Public Company Limited (formerly known as KPN Healthcare Public Company Limited.) 2015 - Present - Director, KPN Energy Holding Company Limited 2013 - Present - Director and Chief Executive Officer KPN Academy Company Limited 2011 - Present - Independent Director/Audit Committee Member/Chairman of the Nomination and Remuneration Committee Thai Air Asia Company Limited	
Working Experience (last 5 years)	2019 - 2021 - President, Wow Public Company Limited (formerly known as Electronic Industry Public Company Limited) 2019 - 2021 - Director, Domino Asia Pacific Co., Ltd. 2017 - 2020 - Director, Watabak Wind Company Limited - Director, First Korat Wind Company Limited 2015 - 2020 - Chairman, Wind Energy Holding Co., Ltd. 2017 - 2018 - Director, KPN-Keppel Alliance Company Limited 2015 - 2018 - Director and Chief Executive Officer, KPN Land Company Limited 1992 - 2018 - Director and Chief Executive Officer KPN Group Corporation Company Limited 2010 - 2017 - Independent Director, Audit Committee Member Matching Maximize Solution Public Company Limited	
Shareholding in the Company (as of December 31, 2021)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2021	- Board of Directors: 5 out of 5 meetings - Audit Committee: 4 out of 4 meetings	

<b>Director nomination criteria:</b>	<p>The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Nuttawut Phowborom 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. The rationale for nominating Mr. Nuttawut Phowborom, the independent director whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business. In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.</p>
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## 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.

Enclosure 4

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.



## Enclosure 5

### 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 Enclosure 5, 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 / Audit Committee Member/ Member of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To elect directors in place of directors who retired by rotation and Agenda 6 : To approve the remuneration of directors for the year 2022 or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2022. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansa Plc., 48/48, TISCO Tower, 20<sup>th</sup> Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before April 22, 2022 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.



Proxy Form A

Duty Stamp Baht 20

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 \_\_\_\_\_ Postal Code \_\_\_\_\_; or [ ] (2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_; or

(3) the following independent director: [ ] Mr. Akarat Na Ranong Age 68 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or [ ] Mr. Chanmanu Sumawong Age 65 years Resides at 634/2 Road Nakhon Chaisi Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2022 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2022. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on April 28, 2022 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Signed \_\_\_\_\_ Grantor ( )

Signed \_\_\_\_\_ Proxy ( )

Signed \_\_\_\_\_ Proxy ( )

Note: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.





Duty  
Stamp  
Baht 20

## Proxy Form B

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Reside at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of Finansa Public Company Limited  
holding altogether \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follow;  
ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_; or

(2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_; or

(3) the following independent director:

Mr. Akarat Na Ranong Age 68 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or

Mr. Chanmanu Sumawong Age 65 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2022 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2022. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on April 28, 2022 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 2021 Annual General Meeting of Shareholders held on April 29, 2021.

(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 2021.



- 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, 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
  - (b) The proxy shall vote as per my/our intention as follows:
    - Approve  Disapprove  Abstain
- Agenda 4 Re:** To approve the dividend payment from the 2021 operating performance.
- (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. Varah Sucharitakul
- Approve  Disapprove  Abstain
- Name: Mr. Nuttawut Phowborom
- Approve  Disapprove  Abstain
- Agenda 6 Re:** To approve the remuneration of directors for the year 2022.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
  - (b) The proxy shall vote as per my/our intention as follows:
    - Approve  Disapprove  Abstain
- Agenda 7 Re:** To appoint the auditor and determine the audit fee for the year 2022.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
  - (b) The proxy shall vote as per my/our intention as follows:
    - Approve  Disapprove  Abstain
- Agenda 8 Re:** To approve the amendment of 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  Disapprove  Abstain
- Agenda 9 Re:** To consider and approve the disposal of all ordinary shares in Finansa Securities Limited constituting the transaction pursuant to Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended)
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
  - (b) The proxy shall vote as per my/our intention as follows:
    - Approve  Disapprove  Abstain

Agenda 10 Re: To consider and approve the change of the Company's name and seal, and amended Article 1 of the Company's Memorandum of Association to be in line with the amendment of the Company's name Including amendments to the Articles of Association of the Company in accordance with the change of the Company's name and seal.

(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 11 Re: To consider other matters (if any)

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

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

Approve                       Disapprove                       Abstain

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed the invalid votes, and such votes are not my votes as a shareholder.

(6) In case that I have not specified or have not clearly specified my voting intention for any agenda, or in case that the meeting considers or passes resolutions in any matters other than those specified above, or if there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Signed \_\_\_\_\_ Grantor

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Note:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
3. In case where there are more agenda items to consider than those specified above, the grantor may use the allonge of proxy (Form B) as attached.



Allonge of Proxy (Form B)

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

At the 2022 Annual General Meeting of Shareholders on April 28, 2022 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



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 \_\_\_\_\_ Postal Code \_\_\_\_\_; or

(2) \_\_\_\_\_ Age \_\_\_\_\_ years Resides at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_; or

(3) the following independent director:

Mr. Akarat Na Ranong Age 68 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or

Mr. Chanmanu Sumawong Age 65 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the  
Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues  
proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors  
for the year 2022 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of  
the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues  
proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors  
for the year 2022. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another  
Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders  
on April 28, 2022 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 2021 Annual General Meeting of Shareholders held on April  
29, 2021.

(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 2021.
- 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, 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve\_\_\_\_\_votes                       Disapprove\_\_\_\_\_votes
- Abstain\_\_\_\_\_votes
- Agenda 4 Re: To approve the dividend payment from the 2021 operating performance.
- (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. Varah Sucharitakul
- Approve\_\_\_\_\_votes                       Disapprove\_\_\_\_\_votes
- Abstain\_\_\_\_\_votes
- Name: Mr. Nuttawut Phowborom
- Approve\_\_\_\_\_votes                       Disapprove\_\_\_\_\_votes
- Abstain\_\_\_\_\_votes
- Agenda 6 Re: To approve the remuneration of directors for the year 2022.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve\_\_\_\_\_votes                       Disapprove\_\_\_\_\_votes
- Abstain\_\_\_\_\_votes
- Agenda 7 Re: To appoint the auditor and determine the audit fee for the year 2022.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve\_\_\_\_\_votes                       Disapprove\_\_\_\_\_votes
- Abstain\_\_\_\_\_votes
- Agenda 8 Re: To approve the amendment of 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 9 Re: To consider and approve the disposal of all ordinary shares in Finansa Securities Limited constituting the transaction pursuant to Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended)

(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 and approve the change of the Company's name and seal, and amended Article 1 of the Company's Memorandum of Association to be in line with the amendment of the Company's name Including amendments to the Articles of Association of the Company in accordance with the change of the Company's name and seal.

(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 11 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 2022 Annual General Meeting of Shareholders on April 28, 2022 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

Enclosure 6

Profiles of Independent Directors of Finansa Public Company Limited (Proxy)


Profiles of Independent Director

Name – Surname	Mr. Akarat Na Ranong	
Age	68 years	
Nationality	Thai	
Current position	Independent Director Chairman Member of the Audit Committee Member of the Nomination, Compensation and Corporate Governance	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	11 years 3 months	
Home Address:	256 Soi Sukhumvit 55, Sukhmvit 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> <li>- Ethical Leadership Program (2019)</li> </ul> </li> <li>▪ Certificate, Capital Market Academy Leadership Program (2008)</li> <li>▪ Seminar : Role of Audit Committee of listed company (2021)</li> </ul>	
Positions held in others listed Companies	<p>2 listed companies</p> <p>2017 - Present - Independent Director/Chairman of the Audit Committee/ Vice Chairman of Nomination Compensation and Corporate Governance Committee, Symphony Communication Plc.</p> <p>2010 - Present - Independent Director/Chairman of the Audit Committee, Matching Maximize Solution Plc.</p>	
Positions held in other non-listed organization	<p>4 companies</p> <p>May 2018 - Present - Director/Executive Director, Wind Energy Holding Co., Ltd.</p> <p>2017 - Present - Director/Member of Compensation and Remuneration Committee and Investment Committee, Krungthai AXA Life Insurance Plc.</p> <p>2015 – Present - Independent Director/Chairman of the Board of Director and Chairman of the Audit Committee, KPN Academy Co., Ltd.</p> <p>2011 - Present - Independent Director/Member of the Audit Committee, Finansa Securities Ltd.</p>	

Working Experience (last 5 years)	2016 - Apr 2018 - Chairman, Food Capitals Plc. 2001 - 2017 - Independent Director/Chairman of the Audit Committee Member of the Nominating and Remuneration Committee and Corporate Governance Committee, Krungthai Card Plc.
Shareholding in the Company (as of December 31, 2021)	None
Positions held in organizations that might lead to conflict of interest with the Company	None
Having general conflict of interest over any agenda item:	Agenda 6 : To approve the remuneration of directors for the year 2022.
Having a specific conflict of interest over any agenda items presented at the AGM.	None
Meeting attendance in 2021	<ul style="list-style-type: none"> <li>▪ Board of Directors 5 out of 5 meetings</li> <li>▪ Audit Committee 4 out of 4 meetings</li> <li>▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings</li> </ul>



### Profiles of Independent Director

Name – Surname	Mr. Chanmanu Sumawong	
Age	65 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	February 1, 2018	
Years of being director of the Company	4 year 2 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 (2013)</li> </ul> </li> <li>▪ Seminar : Role of Audit Committee of listed company (2021)</li> </ul>	
Positions held in others listed Companies	2 listed companies 2019 - Present - Executive Vice President, Pruksa Real Estate Plc. 2018 - Present - Independent Director/Member of the Audit Committee and Member of Nomination and Remuneration Committee, CIMB Thai Bank Plc.	
Positions held in other non-listed organization	1 company 2018 - Present - Independent Director/Chairman of the Audit Committee, Finansa Securities Ltd.	
Working Experience (last 5 years)	2018 - 2019 - Director, Thonburi Bamrungmuang Hospital Co., Ltd. 2017 - 2019 - Director of Legal Affairs, Thonburi Healthcare Group Plc.	
Shareholding in the Company (as of December 31, 2021)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Having general conflict of interest over any agenda item:	Agenda 6 : To approve the remuneration of directors for the year 2022.	
Having a specific conflict of interest over any agenda items presented at the AGM.	None	
Meeting attendance in 2021	<ul style="list-style-type: none"> <li>▪ Board of Directors 5 out of 5 meetings</li> <li>▪ Audit Committee 4 out of 4 meetings</li> <li>▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings</li> </ul>	

Enclosure 7

Map of venue of the Annual General Meeting

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

