



F I N A N S A
Asian Merchant Banking

October 5, 2018

- Subject : Invitation to the Extraordinary General Meeting of Shareholders No.1/2018
- To : The Shareholders of Finansa Public Company Limited
- Enclosures : 1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders
2. Capital Increase Report Form (F 53-4)
3. Details pertaining to the Request for Waiver from Mandatory Tender Offer Obligation (Whitewash)
4. Request Form for Resolution of Shareholders' Meeting for Approval of Acquisition of New Securities Without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7)
5. Information Memorandum of Finansa Public Company Limited re: Connected Transaction concerning the Oversubscription for New Ordinary Shares of Finansa Public Company Limited
6. Opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of Shareholder's Meeting (Whitewash) and Related Party Transaction
7. Articles of Association (in relation to Shareholders Meeting only)
8. Details of required documents for attendance in person and by proxy, and Proxy Forms
9. Profiles of Independent Director of Finansa Plc. (Proxy)
10. Map of venue of the Extraordinary General Meeting of Shareholders

The Board of Directors of Finansa Public Company Limited ("the Company") has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2018 on Monday, October 22, 2018 at 14.30 hrs. (registration starts at 12.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas :

Agenda 1 To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018

Objective and Rationale : The 2018 Annual General Meeting of Shareholders was held on April 26, 2018. 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.

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

Opinion of the Board : The Board has recommended that the Meeting certify the 2018 Annual General Meeting of Shareholders held on April 26, 2018.

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

Since Agenda 2 to Agenda 6 are interrelated and conditional to one another, if the Extraordinary General Meeting of Shareholders No.1/2018 does not approve any of those Agenda, the next relevant Agenda shall not be presented to the Extraordinary General Meeting of Shareholders No.1/2018 for further consideration, whilst the Agenda that had been approved prior to disapproval on such Agenda shall be deemed cancelled.

The aforementioned clause was set, based on the fact that the offering price of the newly issued shares at 5.00 Baht per share, as mentioned in agenda 2 and 4, is not higher than the par value of the Company's shares. Therefore, such price is not incompatible with Public Limited Companies Act B.E. 2535 (as amended). However, the offering price is higher than market price calculated by the volume weighted average trading price of the Company's ordinary shares on the last 7 consecutive business days prior to the date which the Board of Director's Meeting has approved to propose to the Shareholders' Meeting for consideration and approval on the newly issued shares which is 4.16 Baht per share. It is possible that this Right Offering may not succeed, and the Company may not receive sufficient funds in time, effecting the investment plan and capital structure. The oversubscription for the newly issued shares of Mr. Vorasit Pokachaiyapat, according to agenda 5-6, will ensure that the Company will receive sufficient funds in time according to its investment plan.

In case that agenda 5 and/or agenda 6 does not received an approval, agenda 2 to agenda 4 which is regarding the issuance and offering for sale of the newly issued shares shall be cancelled. Therefore, the shareholders who would like to subscribe for the mentioned newly issued shares, as well as the rest shareholders, will not be able to subscribe for such shares.

Agenda 2 To consider and approve the increase in registered capital of the Company

Objective and Rationale : The Board of Directors' Meeting No. 5/2018 held on August 23, 2018 have resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the increase in the Company's registered capital from the current registered capital of 1,235,198,000 Baht to the new registered capital of 1,729,277,200 Baht by issuing 98,815,840 new ordinary shares with a par value of Baht 5 per share, totaling the increase in registered capital of 494,079,200 Baht. Such new ordinary shares shall be offered to existing shareholders proportionate to their shareholding (Right Offering) at the ratio of 2.5 existing shares to 1 new ordinary share (a fraction of share shall be disregarded) at an offering price of Baht 5 per share, totaling 494,079,200 Baht. Details of the increase in the Company's registered capital are described in the Capital Increase Report Form (F 53-4) (Enclosure 2) and are submitted to shareholders along with this invitation letter. To ensure the accomplishment of relevant processes, it deems appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the authorization of Mr. Eugene S. Davis or

Mr. Varah Sucharitakul or any person designated by Mr. Eugene S. Davis or Mr. Varah Sucharitakul to have the power to undertake the following actions:

- (1) consider to determine any details with respect to allotment of new ordinary shares including, but not limited to, determining subscription period or determining conditions and any details pertaining to such allotment of new ordinary shares which shall be in compliance with relevant laws and regulations;
- (2) determine or change method for allotment of new ordinary shares, e.g. one-time allotment of all shares or multiple allotments, offering period, offering ratio, offering price, payment method, or any other details of allotment and offering, e.g. change of date for determining name of shareholders who will be entitled for the allotment of new ordinary shares;
- (3) sign the application form, request for waiver, notification, or any other documents related to the allotment of new ordinary shares, including contact with or submit documents to officer or representative of any relevant organization (either domestic or overseas), listing of such newly issued ordinary shares on the Stock Exchange of Thailand ("SET") and any other actions necessary for and related to the allotment of new ordinary shares of the Company in order for the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;
- (4) register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and have power to undertake any necessary actions in compliance with the instruction the registrar in order to duly complete the registration

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the increase in registered capital of the Company and the authorization as mentioned above. Please see the opinion of the Board regarding the capital increase on Capital Increase Report Form (F 53-4) enclosed herewith (Enclosure 2)

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote.

Agenda 3 To consider and approve the amendment of Article 4 of the Memorandum of Association to be consistent with the increase in registered capital of the Company

Objective and Rationale : The Board of Directors' Meeting No. 5/2018 held on August 23, 2018 have resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to be consistent with the increase in registered capital of the Company, detailed as follows.

“Article 4 Registered Capital : 1,729,277,200 Baht (One Thousand Seven Hundred Twenty Nine Million Two Hundred Seventy Seven Thousand Two Hundred Baht)

consisting of : 345,855,440 shares (Three Hundred Forty Five Million Eight Hundred Fifty Five Thousand Four Hundred Forty shares)

at a par value per share of : 5 Baht (Five Baht)

divided into

ordinary share : 345,855,440 shares (Three Hundred Forty Five Million Eight Hundred Fifty Five Thousand Four Hundred Forty shares)

preferred share : - share (- share)”

In addition, To ensure the accomplishment of relevant processes, it deems appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the authorization of Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr.Eugene S. Davis or Mr. Varah Sucharitakul shall be authorized to have the power to consider and determine conditions and details pertaining to such capital increase, including changes in language or wording in the documents, minutes of the shareholders’ meeting, the memorandum of association, and/or application and/or any other actions necessary to comply with instruction of the registrar during the registration process for the increase in registered capital of the Company with Department of Business Development, Ministry of Commerce, including the listing of new ordinary shares in the Stock Exchange of Thailand, and submission of information or documents to the Office of Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce, or any other relevant organization.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to be consistent with the increase in registered capital of the Company and authorizing as mentioned above.

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote.

Agenda 4 To consider and approve the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering)

Objective and Rationale : With reference to agenda 2 regarding the increase in the Company’s registered capital from the current registered capital of 1,235,198,000 Baht to the new registered capital of 1,729,277,200 Baht by issuing 98,815,840 new ordinary shares with a par value of Baht 5 per share.

The Board of Directors' Meeting No. 5/2018 held on August 23, 2018 have resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) by issuing 98,815,840 new ordinary shares at the ratio of 2.5 existing shares to 1 new ordinary share (a fraction of share shall be disregarded) at an offering price of Baht 5 per share, totaling 494,079,200 Baht. The offering price is not less than market price calculated by the volume weighted average trading price of the Company's ordinary shares on the last 7 consecutive business days prior to the date which the Board of Director's Meeting has approved to propose to the Shareholders' Meeting for consideration and approval on the newly issued shares on August 23, 2018 which is 4.16 Baht per share. Details of the Right Offering to be considered are as follows:

1. consider issuing and allotment of 98,815,840 new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering). Whereas, the existing shareholders have rights to subscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding (oversubscription) by expressing their intention to oversubscribe. However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding. The allotment of the oversubscribed shares shall be done in accordance with the following principles:
 - 1.1 In case the number of remaining unallotted shares is higher than the number of oversubscribed shares
The Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares.
 - 1.2 In case the number of remaining unallotted shares is lower than the number of oversubscribed shares
 - (a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares resulting in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholders shall not exceed the number of shares that such oversubscribing shareholders subscribe and make subscription payment for.
 - (b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder who has not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying

existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares resulting in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in (b) until there are no remaining unallotted shares left.

In any case, the allotment of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49% of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allotment will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law.

In case there are remaining unallotted shares after the allotment to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in 1.1 and 1.2, the Company shall decrease its registered capital by cancelling the new ordinary shares that remained unallotted.

2. consider scheduling the Record Date on October 30, 2018, to determine name of shareholders who will be entitled for subscription of new ordinary shares, and scheduling the subscription period to be during November 19 - 23, 2018.
3. consider authorizing Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr. Eugene S. Davis or Mr. Varah Sucharitakul to have the power to undertake the following actions:
 - (1) consider to determine any details with respect to allotment of new ordinary shares including, but not limited to, determining subscription period or determining conditions and any details pertaining to such allotment of new ordinary shares;
 - (2) determine or change method for allotment of new ordinary shares, e.g. one-time allotment of all shares or multiple allotments, offering period, offering ratio, offering price, payment method, or any other details of allotment and offering, e.g. change of date for determining name of shareholders who will be entitled for the allotment of new ordinary shares;
 - (3) sign the application form, request for waiver, notification, or any other documents related to the allotment of new ordinary shares, including contact with or submit documents to officer or representative of any relevant organization (either domestic or overseas), listing of such newly issued ordinary shares on the Stock Exchange of Thailand ("SET") and any other actions necessary for and related to the allotment of new ordinary shares of the Company in order for the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;

- (4) register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and have power to undertake any necessary actions in compliance with the instruction the registrar in order to duly complete the registration

Details of the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) are as presented in the Capital Increase Report Form (F 53-4) (Enclosure 2).

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) and the authorization as mentioned above. Please see the opinion of the Board regarding the capital increase in the Capital Increase Report Form (F 53-4) attached herewith (Enclosure 2)

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote.

Agenda 5 To consider and approve the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash)

Objective and Rationale : With reference to agenda 2 and agenda 4, the capital increase of 494,079,200 Baht by issuing 98,815,840 new ordinary shares with a par value of Baht 5 per share to existing shareholders proportionate to their shareholding (Right Offering) at the ratio of 2.5 existing shares to 1 new ordinary share (a fraction of share shall be disregarded) at an offering price of Baht 5 per share, totaling 494,079,200 Baht. The existing shareholders have rights to subscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding (oversubscription), and the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding.

During the Board of Directors' Meeting of the Company No. 5/2018, Mr. Vorasit Pokachaiyapat, a managing director and existing shareholder, who did not attend the Board of Directors' Meeting of the Company No. 5/2018, has informed to the meeting in written expressing that Mr. Vorasit Pokachaiyapat and his related person as per Article 258 ("Mr. Vorasit") have intention to subscribe and oversubscribe for new ordinary shares in a total amount of not exceeding 98,815,840 shares, consisting shares from RO allotment of approximately 18,102,742 shares and shares from oversubscription allotment of approximately 80,713,098 shares.

In this regard, assuming that there is no other oversubscribing shareholder, whilst Mr. Vorasit exercises the rights to oversubscribe for shares in an amount as mentioned above, the maximum number of shares to be allotted to Mr. Vorasit would be 98,815,840 shares, which is equal to the total number of new ordinary shares offered in this occasion. As a result, the shareholding percentage and voting rights of Mr. Vorasit in the Company would increase to not exceeding 41.66%, passing the threshold shareholding percentage at 25% for the obligation to mandatory tender offer, which would cause Mr. Vorasit

Pokachaiyapat to have duties to comply with the mandatory tender offer obligation. However, Mr. Vorasit Pokachaiyapat ("Waiver Requester") intends to request for a waiver for mandatory tender offer in accordance with the Notification of the Office of Securities and Exchange Commission No. SorKor. 29/2561 re: Rules for Waiver of Tender Offer by Resolution of Shareholders (Whitewash), dated May 30, 2018 (as amended) ("**Notifications on Whitewash** "). To obtain such waiver, it is required to comply with the applicable notification, and the shareholders' meeting shall resolve to approve the offering of new ordinary shares of the Company to the Waiver Requester with consent to the Waiver Requester not to make a tender offer for all securities of the Company after the acquisition of such securities. The mentioned resolution shall be passed with a vote of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote. For votes counting for such agenda, number of votes and the total votes of shareholders who are entitled to vote for such agenda shall exclude the voting rights of (a) a related person as per Article 258 of the Waiver Requester (b) a concert party of the Waiver Requester and (c) a related person as per Article 258 of the person in (b).

Details on the request for resolution of shareholders' meeting for approval of acquisition of new securities without requirement to make a tender offer for all securities of the Company (Whitewash) are as presented on the Request Form for Resolution of Shareholders' Meeting for Approval of Acquisition of New Securities Without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (Enclosure 4) which has been enclosed herewith.

In this regard, the Company appointed I V Global Securities Public Company Limited to act as an Independent Financial Advisor to provide opinion on the request for resolution of shareholders' meeting for approval of acquisition of new securities without requirement to make a tender offer for all securities of the Company (Whitewash) by the waiver requester, and the Independent Financial Advisor considered that appropriate and will generate benefits to the Company. Details of the Opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of Shareholder's Meeting (Whitewash) and Related Party Transaction are as presented on Enclosure 6 enclosed herewith.

Besides the approval from the shareholders' meeting of the Company on the offering of the oversubscribed new ordinary shares of the Company to the Waiver Requester with consent to the Waiver Requester not to make a tender offer for all securities of the Company after the acquisition of such securities, the approval from the Securities and Exchange Commission (the "SEC") is also required before the subscription is made. The mentioned approval from the SEC is as prescribed in the Notification of the Office of Securities and Exchange Commission No. SorKor. 29/2561 re: Rules for Waiver of Tender Offer by Resolution of Shareholders (Whitewash), dated May 30, 2018.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the waiver from mandatory tender offer by using the resolution of shareholders' meeting (Whitewash) to Mr. Vorasit Pokachaiyapat as per the aforementioned details.

Please see relevant details on the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash) as presented on Enclosure 3 and the Request Form for Resolution of Shareholders' Meeting for Approval of Acquisition of New Securities Without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) as presented on Enclosure 4 which were submitted along with this invitation letter.

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote, excluding the votes from shareholders with interests therein.

Notes : shareholders who are not entitled to vote for the matter are (1) Mr.Vorasit Pokachaiyapat holds 20,980,000 shares. (8.493% of Paid-up Capital) (2) M.L. Suddhiman Pokachaiyapat holds 10,500,000 shares. (4.250% of Paid-up Capital) and (3) Morgan Stanley & Co. International Plc. holds 13,776,855 shares. (5.577% of Paid-up Capital)

Agenda 6 To consider and approve the entering into transaction with a connected person

Objective and Rationale : The oversubscription of shares by Mr.Vorasit as mentioned in the agenda 5 is considered the transaction with a connected person in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: Rules on Entering into Connected Transactions, dated August 31, 2008 (as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003), dated November 19, 2003 (as amended) ("**Notifications on Connected Transaction**"). Such transaction is considered the connected transaction in category of assets or services, whose transaction size calculated from the maximum value of the transaction is 35.22 percent of net tangible assets of the Company, based on the consolidated financial statement of the Company as of June 30, 2018, and the Company has no other connected transactions during the six-month period prior to the Board of Directors' Meeting resolving to propose to the shareholders to approve the entering into this transaction. This transaction is considered a transaction with the transaction size of more than 3% of net tangible assets of the Company. Therefore, the Company has the duties to disclose the information on the connected transaction to the Stock Exchange of Thailand (the "SET"), to appoint an independent financial advisor, and to hold a shareholders meeting to approve the entering into such transaction.

Details for consider and approve the entering into transaction with a connected person are as appeared on the Enclosure 5 attached herewith.

In this regard, the Company appointed I V Global Securities Public Company Limited to act as an Independent Financial Advisor to provide opinion on the Related Party Transaction, and the Independent Financial Advisor considered that appropriate and will generate benefits to the Company. Details of the Opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of

Shareholder's Meeting (Whitewash) and Related Party Transaction are as presented on Enclosure 6 enclosed herewith.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the entering into transaction with a connected person as mentioned above. Please see the Information Memorandum of Finansa Public Company Limited regarding Connected Transaction as presented on Enclosure 5 and Opinion of Independent Financial Advisor on Related Party Transaction as presented on Enclosure 6 enclosed herewith.

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote, excluding the votes from shareholders with interests therein.

Notes: shareholders who are not entitled to vote for the matter which are (1) Mr.Vorasit Pokachaiyapat holds 20,980,000 shares. (8.493% of Paid-up Capital) (2) M.L. Suddhiman Pokachaiyapat holds 10,500,000 shares. (4.250% of Paid-up Capital) and (3) Morgan Stanley & Co. International Plc. holds 13,776,855 shares. (5.577% of Paid-up Capital)

Agenda 7 To consider and approve the extension of the debenture issuance amount and the offering period

Objective and Rationale : With reference to the resolution of 2013 Annual General Meeting of Shareholders held on April 25, 2013 that approved the issuance and offering of the debenture of the Company with under specified conditions, However, at present, the Company has funding requirements to be used as working capital and/or to invest in additional projects of the Company and/ or repay debt. The Board of Directors therefore approved the extension of the debenture issuance amount and the offering period as follows,

	Current conditions	New conditions
Objective	Working capital for business operations and/or for capital expenditure in business projects of the Company	Working capital for business operations and/or for capital expenditure in business projects and/ or repay debt of the Company
Type	Name-registered debenture	Any and all type of debentures, name registered debentures, bearer debentured, subordinated or unsubordinated debentures, secured or unsecured debentures and with or without debentureholders' representative, depending on market conditions or any other factors at the time each issuance and offering of debentures.
Interest Rate	-	Depending on market conditions at the time of each offering

	Current conditions	New conditions
Early Redemption	-	The debentureholders may or may not have the right to require the Company to redeem debentures prior to their respective maturity date, and/or the Company may or may not have the right to redeem, depending on their respective terms and conditions of each issuance with the relevant regulations which are in force at the time of issuance of debenture
Offering Manner	Offer locally and/or internationally to general/public and/or private investors and/or institutional investors and/or high net worth investors in accordance with the notifications of the Capital Market Supervisory Board and/or the notifications of the Office of the Securities and Exchange Commission (SEC) through one offering or partially offering and/or offering program and/or occasionally offering, starting from the SEC approval date	Offer locally and/or internationally to general/public and/or private placement and/or institutional investors and/or high net worth investors in accordance with the notifications of the Capital Market Supervisory Board and/or the notifications of the Office of the Securities and Exchange Commission (SEC) through one offering or partially offering and/or offering program and/or occasionally offering
Currency	Thai Baht	Not change
Tenor/Maturities	Not more than 5 years from issue date	Not over 7 years from issue date
Offering Amount	Current outstanding amount equal to/not more than Baht 1,500 million	The aggregate amount of all outstanding debentures at any time, totaling not exceeding Baht 2,000 million or equivalent.
Offering Period	Within 10 years (2013 – 2022)	Within 10 years (2018 - 2028)
Arrangement	The Executive Committee and/or any other persons designated by the Executive Committee is responsible to determine terms and conditions of each issuance of debentures including interest rate, issuance and offering period, maturity, issued amount, etc.	Not change

Opinion of the Board : The Board has recommended that the Meeting of Shareholders consider and approve the extension of the debenture issuance amount and the offering period as mentioned above

Resolution : This agenda item must be approved by the votes of no less than three-fourth of total votes of the shareholders who attend the meeting and are entitled to vote.

Agenda 8 To consider other matters (if any)

Shareholders are invited to attend the meeting on the said date, time and at the venue specified above. Shareholders who wish to appoint proxies to attend the meeting and vote for them should fill out and sign the proxy form and affix the duty stamp. The proxy has to present the completed proxy form to the Chairman or an authorized person at the meeting before entering into the meeting. Details of required documents for attendance by proxy and proxy forms are enclosed in Appendix 8.

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 barcode registration form, which the Company has sent to the shareholders together with the Notice of the Meeting.

Yours sincerely,

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'V. Pokachaiyapat', written in a cursive style.

(Mr. Vorasit Pokachaiyapat)

Managing Director



(Translation)

**Minutes of the 2018 Annual General Meeting of Shareholders
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Thursday, April 26, 2018 at 14.30 hours at the Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand.

Prior to the meeting

Mrs. Chanoknan Srivorakul, a representative from Finansa Securities Ltd., introduced to the Meeting the Board of Directors, the Head of Accounting of Finansa Plc., representatives from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. who were the Auditors for the Company in 2017, and the lawyer from JK Advisory Law Office, a witness for vote counting.

Directors participating in the Meeting : 7 directors in total (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 and Compensation Committee |
| 3. Mr. Eugene S. Davis | Director |
| 4. Mr. Varah Sucharitakul | Director / The Company's Secretary |
| 5. Mr. Akarat Na Ranong | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee |
| 6. Mr. Chanmanu Sumawong | Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee |
| 7. Mr. Nuttawut Phowborom | Independent Director / Member of the Audit Committee |

Other Attendants in the Meeting : 7 persons, as follows:

- | | |
|------------------------------|---|
| 1. Mrs. Nisakorn Songmanee | Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. Ms. Napat Tangchitvittaya | Audit Manager, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 3. Mrs. Chanoknan Srivorakul | Representative from Finansa Securities Ltd, acting as Master of Ceremony to explain the meeting procedures and the procedure for vote counting. |
| 4. Mrs. Siripan Leewanun | Head of Accounting, Finansa Plc. |
| 5. Mr. Jakchai Panrod | Lawyer from JK Advisory Law Office, a witness for vote counting |

6. Ms. Wipa Nilsophon

Assistant Managing Director/ Compliance Department, Finansia Plc.

7. Mr. Vorapak Tanyawong

The nominee for new director

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

1. Principle and procedure of vote counting.

- One share equals one vote. Each shareholder shall have the number of votes equal to the number of shares held, or obtained by proxy.
- There shall be no voting on an agenda for the Meeting's acknowledgement.
- The Company's officers would collect all voting cards in accordance with the practice of the Stock Exchange of Thailand.
- For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be calculated, any voting cards without signature or 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.
- Shareholders who wanted to vote "Disapprove" and "Abstain" should raise their hands so that the Company's officers collected their voting cards. After that, "Approve" voting cards would be collected.
- Shareholders who did not submit their voting cards shall be considered as "Approve" voters.
- 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.

2. Principle and procedure to elect the Company's directors.

- One share equals one vote.
- 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.
- The person or persons who received the highest votes respectively would be appointed as directors, equaling to the number of directors' positions up for election.
- In a case that a number of persons elected in descending orders had equal votes and the number exceeded the number of director's positions available, the Chairman shall have a casting vote.
- For agenda items regarding an election of the Company's directors, the Company's officers shall collect all voting cards. Disapproving and abstaining shareholders would be asked to identify themselves by raising their hands so that the Company's officers could collect their voting cards. After that, approving shareholders' cards would be collected.

3. Inquiry and comments

- Shareholders who wished to ask questions or give comments should raise their hands.
- Shareholders should inform their full name to the meeting before asking or giving comments.

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

The Company allowed shareholders to suggest an addition to the agenda items for the 2018 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period November 8, 2017 to January 31, 2018. The notice was made through

the news system on The Stock Exchange of Thailand and the Company's website. However, no shareholders had made any suggestion on both issues.

After that, Dr. Virabongsa Ramangkura, who acted as the Chairman of the Meeting, expressed his gratitude to the shareholders for attending the Meeting and informed the Meeting that there were 44 shareholders presenting in person, representing 67,679,800 shares, and 23 shareholders by proxy, representing 61,704,695 shares. In total, 67 shareholders and proxies attended the Meeting, holding a total of 129,384,495 shares, equivalent to 52.3740% of the total 247,039,600 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.

After that, the Chairman called the 2018 Annual General Meeting of Shareholders to order. Before the agendas were discussed he introduced a new director, Mr. Chanmanu Sumawong, whose profile was already included in the presentation. Mr. Chanmanu assumed the position of the Company's director on 1 February 2018 in place of Mr. Vitthya Vejajiva who had resigned on 1 January 2018. Mr. Chanmanu served as a director of the Company during 2004-2010 and was Executive Vice President for Legal Affairs and a director of a subsidiary of Siam Commercial Bank PCL. In addition, the Chairman also introduced Mr. Vorapak Tanyawong, a directorial candidate to be considered by the Meeting in the 6th agenda item. Mr. Vorapak served as the Chairman and Chief Executive Officer of Finansa Securities Ltd. from late 2010 to early 2012, and was a former Executive Director of Krung Thai Bank Public Company Limited.

Then, the Chairman assigned the Managing Director to proceed with the agenda of the Meeting as follows:

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

The Managing Director proposed the Minutes of the 2017 Annual General Meeting of Shareholders held on April 26, 2017, copies of which had previously been delivered to the shareholders together with the notice of this Meeting, for consideration.

The Managing Director then asked if there were any questions or suggestions with regards to the Minutes of the 2017 Annual General Meeting of Shareholders. Since there were no further questions, the Managing Director requested the shareholders to certify such Minutes of the 2017 Annual General Meeting of Shareholders.

Resolution: The Meeting certified the Minutes of the 2017 Annual General Meeting of Shareholders held on April 26, 2017 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
1. Approved	133,290,295	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 3,906,800 shares.

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

The Managing Director reported the operating results for the year 2017 to the Meeting, which were concluded as follows:

1. 2017 Operating Results Overview

Operating results of the Company and its subsidiaries saw Baht 132.3 million of net profit or Baht 0.54 per share, increasing by Baht 1.6 million from the previous year.

THB million	2017	2016	Change	
			Amount	%
Revenues from investment, advisory and management business	28.8	64.7	(35.9)	(55)
Revenues from securities business	245.3	158.0	87.3	55
Revenues from warehouse and factory leasing business	180.8	187.1	(6.3)	(3)
Other Revenues	27.6	7.3	20.3	278
Total Revenues	482.5	417.1	65.4	16
Finance costs	52.5	57.7	(5.2)	(9)
Investment, advisory and management business costs and expenses	38.8	35.2	3.6	10
Securities business costs and expenses	108.7	82.1	26.6	32
Warehouse and factory leasing business costs and expenses	90.1	93.8	(3.7)	(4)
Servicing and administrative expenses	43.0	54.8	(11.8)	(22)
Loss on impairment of investment	23.8	-	23.8	-
Directors and managements remuneration	49.3	52.2	(2.9)	(6)
Total Costs and Expenses	406.2	375.8	30.4	8
Net profit from The company's operating	76.3	41.3	35.0	85
Share of gain from associate companies	74.9	96.6	(21.7)	(22)
Profit before income tax expense	151.2	137.9	13.3	10
Income tax expense	(18.9)	(7.2)	(11.7)	163
Net profit for the year	132.3	130.7	1.6	1
Net profit per share	0.54	0.53	0.01	1

1.1 Total revenues of Baht 482.5 million increasing by Baht 65.4 million or 16% from the previous year. The breakdown of revenue from 3 major businesses was as follows.

- (1) Baht 28.8 million in revenues from investment, advisory and management business, of which Baht 13.2 million came from FNS and Baht 15.6 million came from FFM.
- (2) Baht 245.3 million in revenues from securities business.
 - (2.1) Baht 192.1 million came from financial advisory services.
 - (2.2) Baht 24.7 million came from securities underwriting services.
 - (2.3) Baht 28.5 million came from mutual funds selling agent services.
- (3) Baht 180.8 million in revenues from warehouse and factory leasing business (with 89,024 square meters of leasehold properties).

1.2 Baht 406.2 million of total costs and expenses consisted of Baht 52.5 million finance costs and Baht 353.7 million of other costs and expenses.

1.3 Baht 74.9 million in share of profit of associates, of which Baht 52.1 million came from FSS and Baht 22.8 million came from MK.

2. Financial Position Overview

The financial Position of Finansa Group by the end of 2017 were concluded as follows:

Statements of Financial Position (Baht million)	2017	2016	Change	
			Amount	%
Total Assets	3,592	3,681	(89)	(2)
Total Liabilities	1,312	1,496	(183)	(12)
Total Shareholders' equity	2,280	2,185	94	4
Book Value per Share (Baht)	9.23	8.85	0.38	4
Paid-up share capital (Share)	247,039,600		-	-

2.1 Major assets consisted of 36% investments in associate companies and 35% of leasehold properties.

2.2 Liabilities and shareholders' equity consisted of 63% shareholders' equity and 27% long-term debentures.

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

3.1 Finansa Securities Ltd. (FSL), in which the Company holds 100% of its shares. (security business/investment banking)

Statements of Profit or Loss (Baht million)	2017	2016	Change	
			Amount	%
Revenues				
Brokerage fees	28.6	48.2	(19.7)	(41)
Fee and services income	216.9	110.7	106.1	96
Investment profit (loss)	1.1	2.6	(1.4)	(55)
Interest and Dividends	9.4	8.1	1.3	16
Other income	0.0	1.8	(1.8)	(99)
Total Revenues	255.9	171.4	84.5	49
Expenses				
Personnel	108.6	93.2	15.4	17
Premises and equipment	9.7	8.8	0.8	9
Fee and services	0.8	1.5	(0.7)	(48)
Others	44.3	34.7	9.6	28
Total expenses	163.3	138.1	25.1	18
Profit before income tax	92.7	33.3	59.4	178
Income tax	(18.9)	(7.2)	11.7	162
Net profit	73.7	26.1	47.7	183
Net profit per share	1.05	0.37	0.68	183

Statements of Financial Position (Baht million)	2017	2016	Change	
			Amount	%
Total Assets	933.1	861.1	72.0	8
Total Liabilities	73.5	50.5	23.0	46
Total Shareholders' equity	859.6	810.6	49.0	6
Book Value per Share (Baht)	12.3	11.6	0.7	6

3.2 Finansa Plc. (warehouse and factory leasing business)

(Baht million)	2017	2016
Rental and service income	177.4	184.6
Other income	3.4	2.5
Total income	180.8	187.1
Property management expenses	16.8	17.7
Commission fees expenses	1.8	2.3
Servicing and administrative expenses	14.3	16.6
Total Costs and Expenses	32.9	36.6
Profit before interest expense and amortization	147.9	150.5
Interest expenses	31.8	37.4
Profit monetary	116.1	113.1
Amortization	57.2	57.2
Net profit	58.9	55.9

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

- 92% were leased out.
- Average monthly revenue per square meter stood at Baht 180.6.
- Average monthly cash expenses per square meter were Baht 36.4, or 20% of average monthly revenue per square meter.
- Average monthly non-cash expenses per square meter were Baht 58.3, or 32% of average monthly revenue per square meter.

3.3 Finasia Syrus Securities Plc. ("FSS") (Securities Brokerage Business)

Statements of Profit or Loss (Baht million)	2017	2016	Change	
			Amount	%
Total income	1,654.8	1,855.6	(200.8)	(11)
Total expenses	1,446.6	1,548.0	(101.4)	(7)
Profit before income tax	208.2	307.6	(99.4)	(32)
Income tax	(31.0)	(76.3)	(45.3)	(59)
Non-controlling interests	0.3	-	0.3	-
Net profit	176.9	231.3	(54.4)	(24)
Net profit per share (Baht)	0.30	0.40	(0.09)	(24)

Statements of Financial Position (Baht million)	2017	2016	Change	
			Amount	%
Total Assets	5,952.8	6,540.8	(588.0)	(9)
Total Liabilities	3,357.4	4,039.1	(681.7)	(17)
Total Shareholders' equity	2,594.8	2,501.3	93.5	4
Book Value per Share (Baht)	4.46	4.30	0.16	4
% of Shareholding	29.29%	29.29%	-	-

The Company held 29.29% of shares in FSS, whose 2017 net profit totaled Baht 176.9 million. As a result, the Company's accounted share of profit totaled Baht 52.1 million (including Baht 0.3 million share of profit from FSS International Advisory Securities) and dividend received totaled Baht 22.1 million.

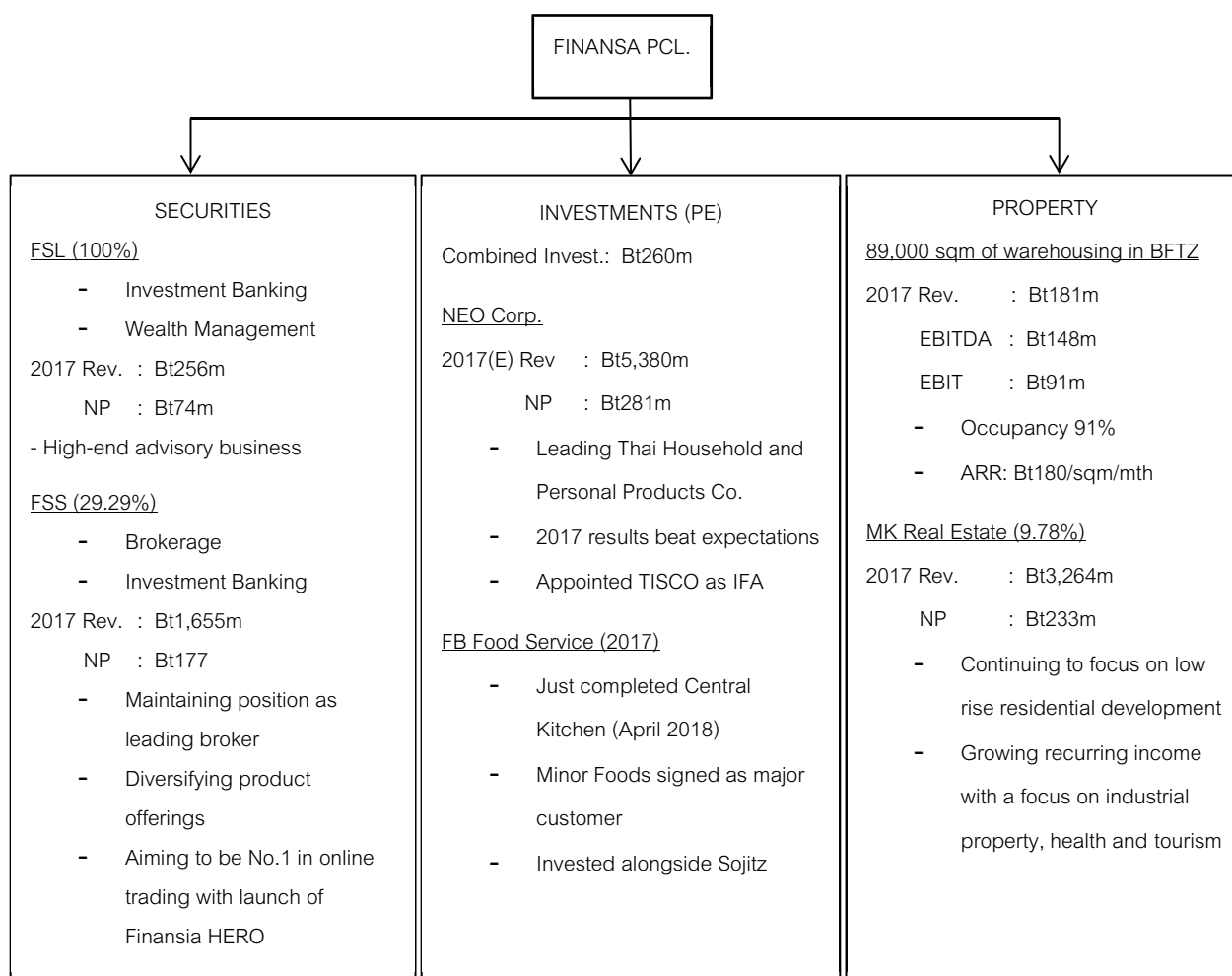
3.4 M.K. Real Estate Development Plc. ("MK") (Real Estate Developer)

Statements of Profit or Loss (Baht million)	2017	2016	Change	
			Amount	%
Total income	3,264.4	3,081.3	183.1	6
Total expenses	2,930.8	2,607.2	323.6	12
Profit before income tax	333.6	474.1	(140.5)	(30)
Share of gain from associated remuneration	(18.9)	(13.1)	5.8	44
Income tax	(81.9)	(114.4)	(32.5)	(28)
Non-controlling interests	(0.5)	(4.2)	(3.7)	(88)
Net profit	233.3	350.8	(117.5)	(33)
Net profit per share (Baht)	0.24	0.35	(0.11)	(33)

Statements of Financial Position (Baht million)	2017	2016	Change	
			Amount	%
Total Assets	14,179.8	13,507.8	672.0	5
Total Liabilities	7,511.9	6,814.4	697.5	10
Total Shareholders' equity	6,560.1	6,580.9	(20.8)	0
Book Value per Share (Baht)	6.61	6.63	(0.0)	0
% of Shareholding	9.78%	9.78%	-	-

The Company owned 9.78% of shares in MK, whose 2017 net profit totaled Baht 233.3 million. As a result, the Company's accounted share of profit totaled Baht 22.8 million and dividend received totaled Baht 24.2 million.

4. Overview of the Company's Business



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

Khun Linda Mutirangura : Regarding the Baht 237 million FFM loaned to NEO, does it pay
Shareholder interest and is it convertible into shares?

Mr. Vorasit Pokachaiyapat : The investment is a convertible loan, and if NEO enters the stock
Managing Director exchange the loan can be converted into common shares, representing approximately 12.5% of NEO's shares. For its initial public offering, NEO will receive financial advisory services from TISCO.

Khun Linda Mutirangura : Why does NEO hire TISCO as its IFA instead of the Company's
Shareholder affiliate such as FSL?

Mr. Vorasit Pokachaiyapat : For independence reasons and to avoid a conflict of interest, in
Managing Director line with the SEC's regulations; thus, financial advisory services from another firm are required.

- Khun Suwit Pochanasopanakul : I would like to add, does the Baht 237 million loaned to NEO pay
Shareholder interest, and what are the major projects of FSL this year?
- Mr. Vorasit Pokachaiyapat : The interest rate is 2%, which will be added to the loan amount
Managing Director upon conversion to common shares.
- Mr. Varah Sucharitakul : Due to non-disclosure agreements, only a partial information can
Director be reported here. Publicized projects are (1) the Thailand Future Fund, an infrastructure fund for the government's expressway projects, which will probably complete within the year, and (2) the BBGI deal. For the next year there is also the PPTOR deal, which is the biggest IPO deal. Additionally, there are other deals which cannot be disclosed.
- Khun Suwit Pochanasopanakul : Does FSS have any concerns regarding decreased market
Shareholder share?
- Mr. Varah Sucharitakul : The decline in market share is a result of the rise in institutional
Director volume, but FSS is a retail brokerage business. Nevertheless, volume shifts between retail and institutional traders are common. One should also consider FSS's internet market share and the fact that it holds the second place in retail market share after Maybank Kim Eng Securities (Thailand) Plc. In addition, on 23 March 2018, FSS launched an application called Finansia HERO, a trading platform developed by South Korean's Kiwoom Securities and commissioned by FSS's. It runs on both PCs and mobile devices.
- Khun Narudol Nualnim : Does the Company plan to expand its warehouse and factory
Shareholder leasing business, where occupancy averages at 92%?
- Mr. Vorasit Pokachaiyapat : The Company has already renewed warehouse and factory leases
Managing Director three times. From 89,024 sq.m. of our leasehold properties, roughly 25% of whose contracts will expire within a year, and price changes will apply for the clients whose contracts are expiring. As for the approximately 9% vacant properties, new prices will be set. No major changes are planned for the near future.
- Khun Suwit Pochanasopanakul : Why does MK's profit fall when it earns more from business? Is it
Shareholder because the increase of loans?

Mr. Vorasit Pokachaiyapat : MK's credit rating is assigned by TRIS Rating Co., Ltd. Total
Managing Director assets of MK are worth Baht 14,179.8 million with Baht 6,560.1 million in shareholders' equity. (Shareholders' equity makes up about half of the assets.) In addition, approximately Baht 2,500 - 2,800 million of MK's assets are being sold for cash in order to invest in service business and in increasing steady income.

As there were no more questions, the Managing Director requested the Meeting acknowledge the report of operating results for the year 2017.

Resolution: The Meeting acknowledged the report of the operating results for the year 2017

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

The Managing Director asked Mr. Akarat Na Ranong, the Chairman of the Audit Committee to report on the works of the audit committee during 2017.

Mr. Akarat announced to the Meeting that in the year 2017, the Audit Committee held 4 meetings regarding audited financial statements as follows.

- 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.

The Audit Committee held 4 meetings with the auditors without the presence of management.

The Managing Director announced to the Meeting that the consolidated financial statements for the year ended December 31, 2017 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 included in the annual 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, 2017, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards" was included in the Annual Report that was previously delivered to the shareholders together with the notice of this Meeting, and their details were already considered in the Agenda 2 of the Meeting.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions.

Khun Suwit Pochanasopanakul : According to the financial statements, why do the accounts
Shareholder receivable from other businesses increase from Baht 24 million to Baht 118 million?

Mr. Varah Sucharitakul : It was due to an IB's project, which completed in December. It
 Director was invoiced with a 30 days credit period, resulting in accrued
 income. As of present the payment has already been received.

As there were no more questions, the Managing Director requested the Meeting to certify the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2017.

Resolution: The Meeting certified the consolidated financial statements of the company and its subsidiaries for the year ended December 31, 2017 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
1. Approved	133,291,793	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 1,498 shares.

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

The Managing Director informed the Meeting that the Company's separate financial statements for the year ended 2017 showed a net profit as presented in a previous agenda item, so the Company had allocated Baht 5.20 million for legal reserves or 7.50% of the net profit of the year 2017. As a result, the legal reserve as at December 31, 2017 stood at Baht 40 million or 3.24% of the registered capital. Then, the Managing Director proposed to the Meeting to approve the payment of dividend to shareholders at Baht 0.15 per share, totaling Baht 37.06 million or 53.46% of the net profit of the year 2017. The proposed dividend payments were in line with the Company's dividend policy as follow:

Detail	2017	2016
1. Net profit (loss) – Separate Financial Statements (Baht million)	69.32	155.47
2. Allocation of the net profit for legal reserves (Baht million)	5.2	8.0
3. Legal reserve (Baht million) (% of the registered capital)	40 (3.24%)	34.8 (2.82%)
4. Number of Shares receiving dividend payment (Shares)	247,039,600	247,039,600
5. Payment of Dividend per share (Baht/Share)	0.15	0.10
6. Total dividend payments (Baht million)	37.06	24.70
7. Dividend payout ratio (%)	53.46	15.89

The Board of directors had determined the Record Date of eligible shareholders to receive dividend on Tuesday, May 8, 2018 and determined to pay dividend on Thursday, May 24, 2018.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, the Managing Director requested the Meeting to approve dividend payment.

Resolution: The Meeting approved the allocation of the net profit for legal reserve of Baht 5.20 million or 7.50% of the net profit of the year 2017 and approved the payment of dividend from the net profit of the year 2017, distributing dividend to shareholders at a rate of Baht 0.15 per share, totaling Baht 37.06 million. It also determined the Record Date of eligible shareholders to receive dividend on Tuesday, May 8, 2018 and determined to pay dividend on Thursday May 24, 2018 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
1. Approved	133,291,793	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

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

The Managing Director informed the Meeting that according to the Public Limited Company Act and the Company's Articles of Association, at each annual general meeting of Shareholders one-third of directors must retire from office, but they could be re-elected for another term. There were 3 directors who retired in 2017, and as the Managing Director was one of such directors, he asked that Ms. Wipa Nilsophon, Assistant Managing Director, Compliance Department, take over for this agenda item.

Ms. Wipa informed the meeting that the 3 directors whose terms had ended were:

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

The Board of Directors had considered the Company's structure and overall composition, as well as the directors' qualification, as defined by law and related communiqués, knowledge, abilities, and experience suitable for the Company's business operations. The Independent Director, Mr. Akarat Na Ranong, had served as an Independent Director for 7 years and 3 months, was a qualified Independent Director in line with the SEC and the Stock Exchange

of Thailand's regulations, and was a director who offered independent opinions. Therefore, the Board of Directors recommended that the 3 directors be re-elected for another term.

Ms. Wipa detailed profiles of the 3 directors as follows.

1. Mr. Vorasit Pokachaiyapat

- Had served as a director for 15 years, 10 months / owned 12.74% of the Company's shares with voting right / had no position in other businesses that might create conflicts of interest / attended all the meetings in 2017.

2. Mr. Varah Sucharitakul

- Had served as a director for 15 years, 10 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / attended 2 of 4 meetings in 2017.

3. Mr. Akarat Na Ranong

- Had served as a director for 7 years, 3 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / attended all the meetings in 2017.

Thereafter, Ms. Wipa asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, Ms. Wipa 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. Vorasit Pokachaiyapat - 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
1. Approved	133,291,793	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

(2) Mr. Varah Sucharitakul - 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
1. Approved	133,291,793	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

(3) 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
1. Approved	133,291,693	99.9992%
2. Disapproved	100	0.0001%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

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

The Managing Director informed the Meeting that the Board had recommended that the Meeting approve the increase in number of directors and the appointment of a new director in order to maintain the number of directors appropriate to the Company's structure and overall composition, and to improve efficiency of the Company's corporate governance. The person nominated as a new director (non-authorized director) was Mr. Vorapak Tanyawong.

Mr. Vorapak Tanyawong had qualifications, knowledge, abilities, and experience suitable for the Company's business operations, as well as being qualified by law and related communiqué. Furthermore, he had served as the Chairman and Chief Executive Officer of Finansa Securities Ltd., as well as Executive Director of Krung Thai Bank Public Company Limited from 2012 to 2016, and presently he served as a Senior Advisor to McKinsey & Company, Inc. (Thailand) Co. Ltd.

Therefore, should the Meeting approve the increase in number of directors of the Company and the appointment of the new director, the Company would have 8 directors in total, as follows:

No.	Name	Position
1.	Dr. Virabongsa Ramangkura	Chairman / Independent Director
2.	Mr. Vorasit Pokachaiyapat	Managing Director / member of the Nomination and Compensation Committee
3.	Mr. Eugene S. Davis	Director
4.	Mr. Varah Sucharitakul	Director / Company Secretary
5.	Mr. Akarat Na Ranong	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee
6.	Mr. Nuttawut Phowborom	Independent Director / member of the Audit Committee
7.	Mr. Chanmanu Sumawong	Independent Director / member of the Audit Committee / member of the Nomination and Compensation Committee
8.	Mr. Vorapak Tanyawong	Director

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, the Managing Director requested the Meeting to approve the increase in number of directors and the appointment of a new director.

Resolution: The Meeting approved the increase in number of directors and the appointment of Mr. Vorapak Tanyawong as the new director (non-authorized director) 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
1. Approved	132,910,393	99.7131%
2. Disapproved	100	0.0000%
3. Abstained	382,400	0.2869%
4. Void	0	0.0000%

Agenda 7 To approve the remuneration of directors for the year 2018

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 2017 is lower than the average of directors of listed companies in the finance and securities industry shown in the chart.

Description	Average compensation per person per year of the Finance & Securities Sector in the year 2016	Average compensation per person per year of the Company in the year 2017
1. Chairman	Baht 1.01 million	Baht 1.00 million
2. Director	Baht 0.45 million	Baht 0.36 million
3. Chairman of the Audit Committee	Baht 0.28 million	Baht 0.20 million
4. Member of the Audit Committee	Baht 0.21 million	Baht 0.15 million
5. Member of the Nomination and Compensation Committee	Baht 0.08 million	Baht 0.05 million

For 2018, to ensure that the remuneration of the Company's directors was in a range similar to those within the same industry and enough to retain its qualified directors, it was necessary to propose the following adjustments of annual remuneration for the year 2018.

Description	Annual Fee		Meeting Fee 2018 & 2017
	2018	2017	
1. Chairman	Baht 900,000	Baht 800,000	Baht 50,000
2. Director	Baht 350,000	Baht 280,000	Baht 25,000
3. Chairman of the Audit Committee	Baht 150,000	Baht 100,000	Baht 25,000
4. Member of the Audit Committee	Baht 100,000	Baht 70,000	Baht 25,000
5. Chairman of the Nomination and Compensation Committee	-	-	Baht 25,000
6. Member of the Nomination and Compensation Committee	-	-	Baht 20,000

In this regard, all executive directors waived their entitlement to receive the meeting fees and annual fees as indicated above, which would be effective as of 1 May 2018 upon the approval by the Meeting of Shareholders.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, the Managing Director requested the Meeting to approve the remuneration of directors for the year 2018 as indicated above.

Resolution: The Meeting approved the remuneration of directors for the year 2018 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
1. Approved	132,911,793	99.7142%
2. Disapproved	380,000	0.2851%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

Agenda 8 To appoint the auditors and determine the audit fee for the year 2018

- 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 2018, as the firm had been reputable, independent, and had shown satisfactory performance according to past records, with the annual audit fee not exceeding Baht 1,490,000, with no other service fees.

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

- | | | | | |
|----|---------------|----------------|--------------|----|
| 1. | Mrs. Nisakorn | Songmanee | CPA No. 5035 | or |
| 2. | Dr. Suphamit | Techamontrikul | CPA No. 3356 | or |
| 3. | Mr. Chavala | Tienpasertkij | CPA No. 4301 | or |
| 4. | Mr. Wonlop | Vilaivaravit | CPA No. 6797 | |

The audit fee for the year 2018 was as follows:

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

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

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, the Managing Director requested the Meeting to approve the appointment of the auditors and the audit fee for the year 2018.

Resolution: The Meeting approved the appointment of auditors and audit fee for the year 2018 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
1. Approved	133,291,793	99.9992%
2. Disapproved	0	0.0000%
3. Abstained	1,000	0.0008%
4. Void	0	0.0000%

Agenda 9 To approve the amendment to the Company's Article of Association.

The Managing Director informed the Meeting that according to the Announcement of the National Council for Peace and Order (NCPO) No. 74/2557, any conferences required to be held by several provisions of law can be conducted through electronic media. Moreover the Department of Business Development (DBD) of the Ministry of Commerce (MOC) had issued the written clarification dated 23 September 2016 which provided that any public limited company wishing to hold a meeting via electronic media shall include provisions on meeting via electronic media in its Articles of Association. Thus the Management Director proposed the following amendment:

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

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

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

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

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

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

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

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, the Managing Director requested the Meeting to approve the amendment to the Company's Article of Association.

Resolution: The Meeting approved the amendment to the Company's Article of Association 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
1. Approved	133,290,393	99.9982%
2. Disapproved	0	0.0000%
3. Abstained	2,400	0.0018%
4. Void	0	0.0000%

Agenda 10 To consider other matters (if any)

The Managing Director reported on the progress in applying for certifications from Thailand's Private Sector Collective Action Coalition Against Corruption Programme (CAC) and the Thai Institute of Directors (IOD). As of present, the Company had been certified a member of the Private Sector Collective Action Coalition Against Corruption "CAC"; the certificate is valid for three years from 25 May 2017-25 May 2020.

The Managing Director asked if there were any more questions.

Khun Linda Mutirangura : Given the economic circumstances and the rise of Thai Baht, will the
Shareholder business be affected? What is your opinion on this?

Mr. Vorasit Pokachaiyapat : The real estate business will remain unaffected.
Managing Director

Mr. Varah Sucharitakul : - As for IB business, with the surge in the SET index we will see an
Director increase of IPO as well as M&A activity and we have deals
secured.
- Brokerage will improve, as more inflow of funds means more

investment in securities. Also, FSS invested in an online trading system, and the software we launched is more advanced than other security firms.

Dr. Virabongsa Ramangkura : There are rapid changes in communication and entertainment sectors., Printed media declines along with advertisements as more people go online. There will be more investment in preparation for online business, and the lack of human resource may cause a recruitment of foreigners. Therefore, all parties must brace for the growing competition.

The Chairman asked the Meeting if any shareholders had any more questions or wanted to comment further about the operations of the Company. As no one did, Dr. Virabongsa Ramangkura, the Chairman, expressed his gratitude to shareholders for attending the Meeting and participating in asking questions, then he announced the Meeting closed.

The Meeting closed at 16.20 hrs.

Signed _____ Chairman
(Dr. Virabongsa Ramangkura)

(F 53-4)

Capital Increase Report Form
Finansa Public Company Limited
 August 23, 2018

We, Finansa Public Company Limited (the "Company") hereby report on the resolution of the Board of Directors' Meeting No. 5/2018 held on August 23, 2018 during 2 p.m. – 3 p.m. relating to the capital increase and share allotment as follows:

1. Capital increase

The Board of Directors' Meeting has resolved to approve the increase in the Company's registered capital from Baht 1,235,198,000 to Baht 1,729,277,200 by issuing 98,815,840 new ordinary shares with a par value of Baht 5.00 per share, totaling Baht 494,079,200. Details of the capital increase are as follows:

Type of Capital Increase	Type of Share	Number of Shares	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	98,815,840	5.00	494,079,200
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of new ordinary shares

The Board of Directors' Meeting has resolved to approve the allotment of 98,815,840 new ordinary shares with a par value of Baht 5.00 per share, totaling Baht 494,079,200, detailed as follows:

2.1 Capital increase with specified purpose of use of subscription proceeds

Allotted to	Number of Shares	Ratio (old : new)	Offering Price (Baht per Share)	Subscription and Payment Period	Remarks
Existing shareholders	98,815,840	2.5: 1	5.00	November 19-23, 2018	Please see Remark 1-3

Remarks:

Details of allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding are as follows:

- allotment of 98,815,840 new ordinary shares with a par value of Baht 5.00 per share to existing shareholders of the Company, at an offering price of Baht 5.00 per share with a ratio of 2.5 old shares to 1 new ordinary share, in which a fraction of share as a result of calculation shall be disregarded

The Board of Directors' Meeting has resolved to set the date on October 30, 2018, to be the date to determine the name of shareholders who will be entitled for the subscription of new ordinary shares proportionate to their shareholding, and also resolved to set the date for the subscription period during November 19-23, 2018, for a total of five business days. Nonetheless, the determination of rights for subscription and allotments of new ordinary shares, including the determination of subscription period is still uncertain until the approval obtained from the shareholders' meeting.

2. authorization of Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr. Eugene S. Davis or Mr. Varah Sucharitakul to have the power to undertake the following actions:
 - (1) consider to determine any details with respect to allotment of new ordinary shares including, but not limited to, determining subscription period or determining conditions and any details pertaining to such allotment of new ordinary shares;
 - (2) determine or change method for allotment of new ordinary shares, e.g. one-time allotment of all shares or multiple allotments, offering period, offering ratio, offering price, payment method, or any other details of allotment and offering, e.g. change of date for determining name of shareholders who will be entitled for the allotment of new ordinary shares;
 - (3) sign the application form, request for waiver, notification, or any other documents related to the allotment of new ordinary shares, including contact with or submit documents to officer or representative of any relevant organization (either domestic or overseas), listing of such newly issued ordinary shares on the Stock Exchange of Thailand ("SET") and any other actions necessary for and related to the allotment of new ordinary shares of the Company in order for the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;
 - (4) register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and have power to undertake any necessary actions in compliance with the instruction the registrar in order to duly complete the registration
3. In case there are remaining unallotted shares after the first allotment to existing shareholders proportionate to their shareholding, the existing shareholders have rights to oversubscribe by expressing their intention to subscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding at a ratio as prescribed in Remark 1. above. However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding. The allotment of the oversubscribed shares shall be done in accordance with the following principles:

3.1 In case the number of remaining unallotted shares is higher than the number of oversubscribed shares

The Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares.

3.2 In case the number of remaining unallotted shares is lower than the number of oversubscribed shares

(a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholders shall not exceed the number of shares that such oversubscribing shareholders subscribe and make subscription payment for.

(b) In case there are remaining unallotted shares after the allotment in accordance with 3.2 (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in 3.2 (b) until there are no remaining unallotted shares left.

In any case, the allotment of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49% of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allotment will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law.

In case there are remaining unallotted shares after the allotment to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in 3.1 and 3.2, the Company shall decrease its registered capital by cancelling the new ordinary shares that remained unallotted.

2.2 Action of the Company in case there is a fraction of share

In case there is a fraction of share from share allotment, a fraction of share shall be wholly disregarded.

3. Determining date of the Extraordinary General Meeting of Shareholders to approve the capital increase and share allotment

The date of the Extraordinary General Meeting of Shareholders No. 1/2018 has been determined to be held on October 22, 2018, at 2.30 p.m., at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952, Rama IV Road, Bangkok. Whereas,

- the date of share register book closing for the rights to attend the shareholders meeting has been determined to be on until such shareholders' meeting has passed
- the name of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018 shall be determined on September 7, 2018

4. Approval of the capital increase/ share allotment by the relevant governmental agency and condition thereto (if any)

- 4.1 The Company shall obtain approval from shareholders' meeting for the offering and sale of new ordinary shares to existing shareholders with a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote;
- 4.2 Mr.Vorasit Pokachaiyapat, a managing director and existing shareholder, will oversubscribe for new ordinary shares and may pass the shareholding threshold at 25% for the mandatory tender offer obligation, of which shall obtain the waiver for such mandatory offer from the Office of Securities and Exchange Commission in accordance with the Notification of the Office of Securities and Exchange Commission No. SorKor. 29/2018 re: Guideline on Waiver for Mandatory Tender Offer by Using the Resolution of Shareholders' Meeting (Whitewash).

- 4.3 The Company shall obtain approval from shareholders' meeting for the entering into transaction with a connected person, which is the allotment of oversubscribed shares to Mr.Vorasit Pokachaiyapat, with a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote, excluding the vote of shareholders with conflicting interests.
- 4.4 The Company shall register for the increase in registered capital and paid-up capital of the Company, including the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce;
- 4.5 The Company shall obtain approval from the Stock Exchange of Thailand on the listing of new ordinary shares in the Stock Exchange of Thailand.

5. Objective of the capital increase and the use of proceeds to be received

- 5.1 to be used to expand the business via Direct Investments and additional investments in associated companies in property business, securities business, as well as private equity investments in some companies, preliminarily, in food business, products and services for health business, and other interesting business. It is expected that the mentioned investments will have funding requirement of not more than 1,000 million Baht. The source of fund will be from this capital increase of Baht 494,079,200, the rest will be from debt financing. At present, the mentioned investments are under negotiation with relevant parties and have no clear conclusion that can be disclosed at this moment. Initially, the Company expected that the first investments will have funding requirement of not more than 700 million Baht. The Company anticipated that it will gradually investing in the mentioned businesses by the 4th quarter of 2018, and will complete the business expansion by 2019.

Direct Investment business is the existing business of the Company and its subsidiaries. In the past, the Company and its subsidiaries have been conducting direct investments in companies or funds with the business areas that can support and extend the group's businesses. This business expansion in Direct Investment is to conduct additional investments in companies or funds in form of private equity investments as mentioned above. (Please see the information on previous Direct Investments in the Company's Form 56-1)

In addition, the further investments in associated companies, as stated, is in accordance with the investment policies of the Company is allowing the Company to invest in several subsidiaries and associated companies to advocate the Company in providing various financial services, including investment banking, wealth management, fund management and advisory, venture capital, securities brokerage, and property development.

5.2 the remaining proceeds to be used as a working capital.

6. Benefits that the Company would receive from the capital increase and share allotment

6.1 has a source of capital for business expansion through Direct Investment and additional investment in associated company. If the business expansion has been accomplished, the Company will have chances to receive return from the investments.

6.2 the remaining proceeds after being used for business expansion activities in 6.1 can be used as a working capital of the Company.

7. Benefits that the shareholders would receive from the capital increase and share allotment

7.1 The Company has a dividend payout policy of approximately 30% of net profit after tax or as appropriate, if there is no other necessity and the dividend payment has no significant effect to normal operation of the Company

7.2 The subscribers for new ordinary shares in this occasion will be entitled to receive dividends from the business operations starting from when the subscribers are registered as the shareholders of the Company by having the name presented in the share register book of the Company and the Company has declared the dividend payment. However, this is subject to the applicable laws and regulations.

8. Any other details necessary for shareholders in considering and making a decision to approve the capital increase and share allotment

Please see additional details in the information memorandum regarding the allotment of new ordinary shares.

9. Schedule of action in case the Board of Directors' Meeting has approved the capital increase and share allotment.

Number	Proceedings	Date
1.	Board of Directors' Meeting No. 5/2018 approved the offering and sale of new ordinary shares, amendment of the Memorandum of Association, and the allotment of shares	August 23, 2018
2.	Record Date to determine name of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018	September 7, 2018

Number	Proceedings	Date
3.	Date of the Extraordinary General Meeting of Shareholders No. 1/2018	October 22, 2018
4.	Date of registering the resolutions of the Extraordinary General Meeting of Shareholders for the increase in registered capital with Department of Business Development, Ministry of Commerce	Within November 5, 2018
5.	Record Date to determine name of shareholders who will be entitled for subscription of new ordinary shares	October 30, 2018
6.	Subscription period	November 19-23, 2018
7.	Registration of the increase in paid-up capital with Ministry of Commerce	Within December 7, 2018

The Company hereby certifies that the information contained herein this report is true and complete in all respects.



(Company's Seal)

Signature

(Mr. Vorasit Pokachaiyapat)

Authorized Director

Signature

(Mr. Eugene S. Davis)

Authorized Director

Details pertaining to the Request for Waiver from Mandatory Tender Offer Obligation (Whitewash)1. Waiver Requester

Mr.Vorasit Pokachaiyapat

2. Total votes of shareholders who are not entitled to vote for the matter

The shareholders who are not entitled to vote for the matter consist of the waiver-requesting shareholders, including their related person as per Article 258, their concert party and its related person as per Article 258. In this occasion, the waiver-requesting shareholders, which is Mr.Vorasit Pokachaiyapat, and his related person as per Article 258, currently holds shares in Finansa Public Company Limited (“the Company”) as follows:

Shareholder	Number of Shares	Percentage of Paid-up Capital
Mr.Vorasit Pokachaiyapat		
– Mr.Vorasit Pokachaiyapat	20,980,000	8.493
– Morgan Stanley & Co. International Plc. ¹	13,776,855	5.577
– M.L. Suddhiman Pokachaiyapat ²	10,500,000	4.250
Total	45,256,855	18.320

- Remarks
1. Custodian for securities trading account of the Waiver Requester and M.L. Suddhiman Pokachaiyapat who is the waiver requester’s spouse and related person as per Article 258. The existing 13,776,855 shares are shares that the Waiver Requester received and deposited under such account. The Waiver Requester also use the voting right through the custodian (“Custodian”)
 2. Related person as per Article 258 of Mr.Vorasit

In this regard, there is no other shareholders of the Company who is considered a concert party of Mr.Vorasit Pokachaiyapat, or a related person as per Article 258 of a concert party of Mr.Vorasit Pokachaiyapat.

3. Basis for determining the offering price of the shares offered and its rationale

The offering price for the shares offered to the Waiver Requester is the same as the offering price for shares offered to other existing shareholders proportionate to their shareholding, for the fair treatment to all shareholders.

4. Effect to shareholders from the issuance and offering of the newly issued shares

The offering of shares to the Waiver Requester is the offering of 98,815,840 newly issued shares at the par value of 5 Baht per share which will initially allocate to existing shareholders who subscribed for shares in proportion to their shareholding, only the remaining will be allocate to the Waiver Requester and other shareholders who oversubscribe for shares. The offering price for the shares offered to the Waiver Requester is the same as the offering price for shares offered to other existing shareholders proportionate to their shareholding. The allocation of 98,815,840 newly issued shares to be subscribed by the waiver requester, comprise 18,102,742 shares to be subscribed in proportion to the shareholding and 80,713,098 shares to be oversubscribed under the assumption that no other shareholders subscribe for the newly issued shares. Effect to shareholders from the issuance and offering of 98,815,840 newly issued shares are as follows:

Effect to Shareholders	Calculation
1. Control Dilution	$= \frac{\text{(number of newly issued shares from this offering)}}{\text{(number of paid up shares + number of newly issued shares from this offering)}}$ $= \frac{98,815,840}{(247,039,600 + 98,815,840)}$ $= \frac{98,815,840}{345,855,440}$ $= 28.57\%$
2. Price Dilution	$= \frac{\text{(Pre-offering market price - Post-offering market price}^2\text{)}}{\text{Pre-offering market price}}$ $= \frac{(4.16 - 4.40)}{4.16}$ $= -5.77\% \text{ }^1$
3. Earning Per Share Dilution	$= \frac{\text{(Pre-offering earning per share - Post-offering earning per share}^2\text{)}}{\text{Pre-offering earning per share}}$ $= \frac{(0.35 - 0.25)}{0.35}$ $= 28.57\% \text{ }^2$

Remarks

- Pre-offering market price calculated from the volume weighted average trading price of the Company's ordinary shares on the last 7 consecutive business days prior to the date which the Board of Director's Meeting has approved to propose to the Shareholders' Meeting for consideration and approval on the newly issued shares

- Post-offering market price = $\frac{(\text{market price} \times \text{number of paid-up shares}) + (\text{offering price} \times \text{number of offering shares})}{(\text{number of paid-up shares} + \text{number of offering shares})}$
- 2. - Pre-offering earning per share = $\frac{(\text{Net Income of latest 12 months})}{(\text{number of paid-up shares})}$
- Post-offering earning per share = $\frac{(\text{Net Income of latest 12 months})}{(\text{number of paid-up shares} + \text{number of newly issued shares from this offering})}$

From above table, if no other shareholders subscribe for the newly issued shares, effects to shareholders from the issuance and offering of the newly issued shares to the Waiver Requester are 28.57% Control Dilution, 28.57% Earning Per Share Dilution, and -5.77% of Price Dilution, reflected that the offering price is higher than the Pre-offering market price.

However, in this capital increase, shares will be initially offered to existing shareholders in proportion to their shareholding, only the remaining will be allocate to the Waiver Requester and other shareholders who oversubscribe for shares. As an existing shareholder, the Waiver Requester has equitable rights to subscribe for shares not different from that of other shareholders. In addition, subscription for 98,815,840 shares by the Waiver Requester will ensure that the Company will have sufficient fund from capital increase to fulfill its funding requirement for business expansion via Direct Investments and additional investments in associated companies. If the mentioned business expansion successful, the Company has chances to receive additional return from the investments.

5. Opinion of the Board of Directors

5.1 Reason and Necessity for capital increase of the Company

The Company has a plan to expand the business via Direct Investment and additional investment in associated company. As a result, it is necessary for the Company to procure the sufficient source of capital for such investments and for use as working capital in the future.

5.2 Feasibility of the projects and plan for utilizing proceeds received from the offering

The Company will use proceeds received from the offering for its business expansion via Direct Investments and additional investments in associated companies in property business, securities business, as well as private equity investments in some companies, preliminarily, in food business, products and services for health business, and other interesting business. If the negotiations on mentioned investments have been achieved, it

is expected that the Company will be able to invest in the stated businesses where the Company has already had knowledge, expertise, and experiences.

However, at present, the aforementioned investments are under negotiation with relevant parties and have no clear conclusion that can be disclosed at this moment. Therefore, there is a risk on the investments on such projects from the unclear result of the ongoing negotiations.

5.3 Reasonability of the capital increase, the plan for utilizing proceeds received from the offering, and funding adequacy

The Company has a funding requirement for the business expansion via Direct Investments and additional investments in associated companies in property business, securities business, as well as private equity investments in some companies, preliminarily, in food business, products and services for health business, and other interesting business. It is expected that the mentioned investments will have funding requirement of not more than 1,000 million Baht. The source of fund will be from this capital increase of Baht 494,079,200, the rest will be from debt financing. Initially, the Company expected that the first investments will have funding requirement of not more than 700 million Baht. The Company anticipated that it will gradually investing in the mentioned businesses by the 4th quarter of 2018, and will complete the business expansion by 2019.

If this capital increase has been achieved, the Company is expected to receive the proceeds of 494,079,200 Baht, and still required to seek for additional 505,920,800 Baht through loans or issuance of debt instruments. As of June 30, 2018, the Company and its subsidiaries reported total assets of 3,545.95 million Baht, liabilities of 1,274.12 million Baht, and shareholders' equity of 2,271.83 million Baht. The outstanding amount of short term debentures and long-term debentures is 1,070 million Baht. According to the resolutions of the 2013 Annual General Meeting of Shareholders, Company may issue and offer for sale of the debenture with the current outstanding amount equal to/not more than 1,500 million Baht. Therefore the remaining outstanding amount is sufficient for the funding requirement of 205,920,800 Baht in the 4th quarter of 2018. At present, the Company is during the proposal for approval of the Extraordinary General Meeting of Shareholders to extend the current outstanding amount of debenture to be equal to/not

more than 2,000 million Baht. It is also anticipated that the Company can partially raise funds from loans, so the sources of fund are considered sufficient.

- 5.4 Impact on the business operation, financial status and overall operation of the Company as a result of the capital increase and implementation of the proceeds utilization plan or the projects

The proceeds received from capital increase will ensure that the Company will have sufficient funds for its business expansion via Direct Investments, additional investments in associated companies. If the mentioned business expansion successful, the Company has chances to receive additional return from the investments.

However, the stated investments have funding requirements of not more than 1,000 million Baht. The Company will use the proceeds from this capital increase of not more than 494,079,200 Baht and seek for additional 505,920,800 Baht through loans or debt instruments. The source of fund as mentioned will be resulted in the increase in Debt to Equity ratio of the Company. According to the statement of the financial position of the Company, as of June 30, 2018, the Debt to Equity ratio of the Company equals to 0.56. By taking into account the proceeds from this capital increase and debt financing through loans or debt instruments, the Debt to Equity ratio of the Company will increase to 0.64.

- 5.5 Reason for offering shares to the waiver requester, Mr.Vorasit Pokachaiyapat, who is a connected person of the Company

- Offering and sale of new ordinary shares in this occasion is the offering to existing shareholders proportionate to their shareholding, in which Mr.Vorasit Pokachaiyapat as an existing shareholder has equitable rights to subscribe for shares not different from that of other shareholders.
- The oversubscription by Mr.Vorasit Pokachaiyapat for a total number of shares not exceeding 98,815,840 shares would ensure that the Company will receive the sufficient subscription proceeds for the funding need of the Company.

- 5.6 Determination of the price and appropriateness of Price

The price of shares offered for sale to the Waiver Requester is 5 Baht per share which is the same price as shares offered for sale to other shareholders in proportion to their shareholding for the fairness to all shareholders. The price of shares offered for sale to the Waiver Requester is not less than market price calculated by the volume weighted average trading price of the Company's ordinary shares on the last 7 consecutive

business days prior to the date which the Board of Director's Meeting has approved to propose to the Shareholders' Meeting for consideration and approval on the newly issued shares which is 4.16 Baht per share, and not less than the par value of shares which is 5 Baht per share. Accordingly, the Board of Directors considered that the price of shares offered for sale to the Waiver Requester is appropriate.

5.7 Relationship between Mr.Vorasit Pokachaiyapat and the Company, Executive, Controlling Person, or Major Shareholders, and Material Agreements

- Mr.Vorasit Pokachaiyapat has a relationship with the Company as a major shareholder, director, and executive of the Company in a position of Managing Director.
- Mr.Vorasit Pokachaiyapat has no relationship with any other executive, controlling person, nor any other major shareholder, and has no material agreement with any of those person.

5.8 Benefits or impacts from the change in policy or management plan of the Company by the waiver requester, and the possibility of such policy or management plan

Within the twelve months following the receipt of oversubscribed shares with whitewash approval, the Company has a plan to expand the business via Direct Investment and additional investment in associated company. The waiver requester, in his capacity as an executive, may consider and review the policy or management plan of the Company and its subsidiaries, as deemed appropriate, for the best interest of the Company and its subsidiaries. In addition to the aforementioned plan, the Waiver Requester has no plan for significant changes in the policy or business plan of the Company, objectives of the Company, additional investment or capacity expansion, reorganization, management or employment, divestment plan of core assets of the Company or its subsidiary, financial restructuring, dividend payment policy.

5.9 Opinion to be presented to shareholders for their consideration to approve or disapprove the granting waiver from mandatory tender offer arising from the offering new shares (oversubscription portion) to the waiver requester, including the reason thereof

Due to the fact that offering and sale of new ordinary shares in this occasion is the offering to existing shareholders proportionate to their shareholding, in which Mr.Vorasit Pokachaiyapat as an existing shareholder has equitable rights to subscribe for shares not different from that of other shareholders. In addition, the oversubscription by Mr.Vorasit Pokachaiyapat for a total number of shares not exceeding 98,815,840 shares would

ensure that the Company will receive the sufficient subscription proceeds for the funding need of the Company.

As a result, the Board of Directors views that Mr.Vorasit Pokachaiyapat should be granted the waiver from mandatory tender offer obligation (Whitewash) by using the resolutions of the shareholders' meeting. Whereas, the offering price for the shares offered to the Waiver Requester is the same as the offering price for shares offered to other existing shareholders proportionate to their shareholding, and the maximum voting rights of Mr.Vorasit Pokachaiyapat as the Waiver Requester shall have in the Company without the obligation to undertake mandatory tender offer shall not exceed 41.66% of total number of paid-up shares after the capital increase.

5.10 Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to the increase of the registered capital. However, in the case that such performance of duty cause damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act B.E. 2535. In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535.

**Request Form for Resolution of Shareholders' Meeting for Approval of Acquisition of New Securities
Without Requirement to Make a Tender Offer for All Securities of the Business**

Date: September 26, 2018

To: The Shareholders of Finansa Public Company Limited

I, Mr. Vorasit Pokachaiyapat, the Waiver Requester, residing at 67/1 Soi Charoenchai, Klongton Nua, Klong Toey, Bangkok 10110 Telephone No. 0-2697-3701 wish to request the resolution of the shareholders' meeting to approve our acquisition of new securities of Finansa Public Company Limited ("Business") without the requirement to make a tender offer for all securities of the Business. In this regard, details are as follows:

1. The number of securities for which the resolution of the shareholders' meeting is requested:

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested
			Total number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Ordinary shares		Not exceeding 98,815,840	Not exceeding 41.66	Not exceeding 41.66	5.00	Not exceeding 494,079,200
Preferred shares		-	-	-	-	-
Warrants	Exercise ratio: Exercise period: Exercise price:	-	-	-	-	-

¹ The number of underlying shares = the number of units multiplied by the number of shares to be acquired from the exercise of purchase or conversion right per unit of securities of such issue.

² The total number of outstanding shares of the Business = the total number of outstanding shares of the Business after the issuance of shares for capital increase on this occasion + the underlying shares for convertible securities for which the resolution is requested by the Waiver Requester on this occasion.

³ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase on this occasion + the total voting rights of the underlying shares for convertible securities for which the resolution is requested by the Waiver Requester on this occasion.

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested
			Total number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Convertible debentures	Conversion ratio: Conversion period: Conversion price:	-	-	-	-	-
Other securities (if any)		-	-	-	-	-
Total			Not exceeding 41.66	Not exceeding 41.66		Not exceeding 494,079,200

The offering of shares to the Waiver Requester is the offering of 98,815,840 newly issued shares at the par value of 5 Baht per share which will initially allocate to existing shareholders who subscribed for shares in proportion to their shareholding, only the remaining will be allocate to the Waiver Requester and other shareholders who oversubscribe for shares. The offering price for the shares offered to the Waiver Requester is the same as the offering price for shares offered to other existing shareholders proportionate to their shareholding. The allocation of 98,815,840 newly issued shares to be subscribed by the Waiver Requester, comprise 18,102,742 shares to be subscribed in proportion to the shareholding and 80,713,098 shares to be oversubscribed under the assumption that no other shareholders subscribe for the newly issued shares.

2. Shares currently held:

(Information as at the submission date of the application for a waiver to the Office)

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the Business ⁴	Percentage in comparison with the total voting rights of the Business ⁵
I. The Waiver Requester				
1. Mr. Vorasit Pokachaiyapat	Ordinary Shares	20,980,000	8.49	8.49
2. Morgan Stanley & Co. International Plc.*	Ordinary Shares	13,776,855	5.58	5.58
Total		34,756,855	14.07	14.07
II. Persons in the same group of the Waiver Requester	-	-	-	-
III. Related persons under Section 258 of the Persons under I	-	-	-	-
1. M.L. Suddhiman Pokachaiyapat	Ordinary Shares	10,500,000	4.25	4.25
IV. Related persons under Section 258 of the Persons under II	-	-	-	-
Total		45,256,855	18.32	18.32

Remarks: * Custodian for securities trading account of the Waiver Requester and M.L. Suddhiman Pokachaiyapat who is the Waiver Requester's spouse and related person as per Article 258. The existing 13,776,855 shares are shares that the Waiver Requester received and deposited under such account. The Waiver Requester also use the voting right through the custodian ("Custodian")

⁴ The total number of outstanding shares of the Business = ordinary shares + preferred shares.

⁵ The total voting rights of the Business = the total voting rights of the outstanding shares of the Business.

3. The number of securities and maximum voting rights after the acquisition of securities under 1:

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under 1.	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
I. The Waiver Requester					
1. Mr. Vorasit Pokachaiyapat	Ordinary shares	20,980,000	Not Exceeding 98,815,840**	Not Exceeding 133,572,695**	Not Exceeding 38.62**
2. Morgan Stanley & Co. International Plc.*	Ordinary shares	13,776,855			
	Preferred shares	-			
	Warrants	-			
	Convertible debentures	-			
	Other securities (if any)	-	-	-	-
II. Persons in the same group of the Waiver Requester		-	-	-	-
III. Related persons under Section 258 of the Persons under I					
1. M.L. Suddhiman Pokachaiyapat	Ordinary shares	10,500,000	Not Exceeding 4,200,000***	Not Exceeding 14,700,000 ***	Not Exceeding 4.25***
IV. Related persons under Section 258 of the Persons under II		-	-	-	-
Total				Not Exceeding 144,072,695	Not Exceeding 41.66

Remarks * Custodian

** At present, the number of shares that the Waiver Requester and related persons under Section 258 will subscribe is not concluded, the clear decision will be made by October 22, 2018 which is the Extraordinary General Meeting of Shareholders.

*** Not exceeding the share subscription proportionate to the entitlement.

⁶ As for the number of underlying shares for convertible securities held prior to the request for the resolution, specify only the number of shares to be acquired from exercise of purchase or conversion right under convertible securities acquired from the previous grant of waiver from the requirement to make a tender offer for all securities of the Business prior to the request for the resolution at this time (if any).

⁷ See Footnote 1.

⁸ See Footnote 1.

⁹ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase at this time + the total voting rights of the underlying shares for convertible securities held after the acquisition as specified in I to IV.

4. In case the Waiver Requester or related persons under Section 258 of the Waiver Requester or the concert party of the Waiver Requester, or related persons under Section 258 of the concert party of the Waiver Requester, holds convertible securities or has other agreements which shall result in additional acquisitions of shares or convertible securities, specify the followings:

(1) The number of shares and voting rights of shares to be additionally acquired from such agreement; or

-None-

(2) Types and the ratio of purchase or conversion to share per one unit of securities, period of exercise of purchase or conversion right, and the number of shares and the voting rights to be acquired from exercise of purchase or conversion right under convertible securities held or to be acquired.

-None-

5. Information relating to the Waiver Requester. (In case the Waiver Requester is a juristic person, information under (2) to (4) shall be specified):

(1) Nature of business operation/occupation in brief;

Name- Surname	Mr. Vorasit Pokachaiyapat												
Age	55 years old												
Nationality	Thai												
Position in the Business	Managing Director Authorized Director Member of the Nomination and Compensation Committee												
Education and Training Program	<ul style="list-style-type: none"> ▪ M.S. Computer Information Systems Bentley College, USA ▪ B.S. Managerial Economics and Industrial Management, Carnegie-Mellon University, USA ▪ Certificate, Thai Institute of Directors Association - Directors Certification Program (2002) 												
Occupation	<p>At present, Mr. Vorasit Pokachaiyapat is directors and/or management in several companies, which include other listed companies and non-listed companies as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Company</th> <th style="text-align: center;">Title</th> </tr> </thead> <tbody> <tr> <td>M.K. Real Estate Development Plc.</td> <td>Chief Executive Officer and Managing Director</td> </tr> <tr> <td>NEO Corporate Co., Ltd.</td> <td>Director</td> </tr> <tr> <td>Finansa Capital Ltd.</td> <td>Director</td> </tr> <tr> <td>Finansa Fund Management Ltd.</td> <td>Director</td> </tr> <tr> <td>Prospect Development Ltd.</td> <td>Executive Director</td> </tr> </tbody> </table>	Company	Title	M.K. Real Estate Development Plc.	Chief Executive Officer and Managing Director	NEO Corporate Co., Ltd.	Director	Finansa Capital Ltd.	Director	Finansa Fund Management Ltd.	Director	Prospect Development Ltd.	Executive Director
Company	Title												
M.K. Real Estate Development Plc.	Chief Executive Officer and Managing Director												
NEO Corporate Co., Ltd.	Director												
Finansa Capital Ltd.	Director												
Finansa Fund Management Ltd.	Director												
Prospect Development Ltd.	Executive Director												

- (2) Registered capital and paid-up capital;

The Waiver Requester is not a juristic person

- (3) List of shareholders¹⁰ with the top ten amounts of shares¹¹ of the Waiver Requester.

The Waiver Requester is not a juristic person

- (4) List of board of directors according to the latest list of directors of the Waiver Requester

The Waiver Requester is not a juristic person

6. Relationship between the Waiver Requester

- 6.1 Relationship between the Waiver Requester and the Business, executives, persons with power of control, or major shareholders of the Business, whether it is by way of shareholding, contract or agreement in force or to be executed on various matters (such as management, etc.) and mutual material agreement. In case the Waiver Requester is a connected person of the Business, the nature of relationship as connected person of the Business, such as, being an executive or major shareholder of the Business, shall be specified.

- The Waiver Requester has a relationship with the Business, as a major shareholder, director, and executive of the Business in a position of Managing Director.
- The Waiver Requester has no relationship with any other executive, controlling person, nor any other major shareholder, and has no material agreement with any of those person.

¹⁰ Such shareholding shall include shares held by the related persons under Article 258, the concert party, and related persons under Article 258 of the concert party, and the persons under the same power of control.

¹¹ In case any shareholder according to the above list of the top ten shareholders is a shareholder who, by circumstances, has material influence over the policy making, management or operation of the Waiver Requester (such as, designation of any person of the Waiver Requester as an authorized director) and has other person as the ultimate shareholder (such as, the shareholder whose status is a holding company or nominee account), the name of the person who is the ultimate shareholder and the nature of business of such person shall be specified.

6.2 In case that the Waiver Requester is a connected person of the Business according to the Notification of the Capital Market Supervisory Board regarding Rules on Connected Transactions. Please specify relationship of the Waiver Requester as a connected person of the Business such as directors, executives, or major shareholders.

- The Waiver Requester has a relationship with the Business, as a major shareholder, director, and executive of the Business in a position of Managing Director.

7. List of the Waiver Requester's related persons under Article 258, concert party, and related persons under Article 258 of the concert party, who are shareholders of the Business as at the date of identifying shareholders having the right to attend the meeting, namely, on September 7, 2018.

Name	Number of shares	Percentage in comparison with the total number of outstanding shares of the Business ¹²	Percentage in comparison with the total voting rights of the Business ¹³
Mr.Vorasit Pokachaiyapat			
- Mr. Vorasit Pokachaiyapat	20,980,000	8.493	8.493
- Morgan Stanley & Co. International Plc. ¹	13,776,855	5.577	5.577
- M.L. Suddhiman Pokachaiyapat ²	10,500,000	4.250	4.250
Total	45,256,855	18.320	18.320

- Remarks
1. Custodian
 2. Related person as per Article 258 of the Waiver Requester

8. List of board of directors according to the latest list of directors of the Business as at September 13, 2018 and the expected list of directors after the acquisition of newly issued securities under 1.

Prior to the Submission of the Application		After the Acquisition of Securities under 1	
Name	Position	Name	Position
Mr. Virabongsa Ramangkura	Independent Director and Chairman	Mr. Virabongsa Ramangkura	Independent Director and Chairman
Mr. Vorasit Pokachaiyapat	Director and Managing Director	Mr. Vorasit Pokachaiyapat	Director and Managing Director
Mr. Varah Sucharitakul	Director	Mr. Varah Sucharitakul	Director
Mr. Eugene S. Davis	Director	Mr. Eugene S. Davis	Director
Mr. Vorapak Tanyawong	Director	Mr. Vorapak Tanyawong	Director

¹² See Footnote 4.

¹³ See Footnote 5.

Prior to the Submission of the Application		After the Acquisition of Securities under 1	
Name	Position	Name	Position
Mr. Akarat Na Ranong	Independent Director and Chairman of Audit Committee	Mr. Akarat Na Ranong	Independent Director and Chairman of Audit Committee
Mr. Nuttawut Phowborom	Independent Director and Audit Committee Member	Mr. Nuttawut Phowborom	Independent Director and Audit Committee Member
Mr. Chanmanu Sumawong	Independent Director and Audit Committee Member	Mr. Chanmanu Sumawong	Independent Director and Audit Committee Member

9. Operation plan after the acquisition of securities under 1:

9.1 Business Management Policy and Plan

Specify whether there is any plan to significantly change the business policy or plan of the Business within the next 12 months (e.g., change in the business objectives, expansion of investment or production capacity, corporate reorganization, staff management or recruitment, plan for disposition of core assets of the Business or of its subsidiary, financial restructuring plan, dividend payment policy, etc.) and if there is such plan, specify the assumptions used in the drafting of such plan, and describe its impacts on financial conditions, result of operation and business capability, including possible risks to the Business and its shareholders.

~~Within the twelve months following the receipt of oversubscribed shares with whitewash approval, the Business has a plan to expand the business via Direct Investment and additional investment in associated company. The Waiver Requester, in his capacity as an executive, may consider and review the policy or management plan of the Business and its subsidiaries, as deemed appropriate, for the best interest of the Business and its subsidiaries. In addition to the aforementioned plan, the Waiver Requester has no plan for significant changes in the policy or business plan of the Business, objectives of the Business, additional investment or capacity expansion, reorganization, management or employment, divestment plan of core assets of the Business or its subsidiary, financial restructuring, dividend payment policy.~~

9.2 Connected Transactions

If, after the acquisition of securities under 1, connected transactions between the Business and the Waiver Requester or the related persons under Article 258 of the Waiver Requester or the concert party or the related persons under Article 258 shall significantly increase or change, describe the nature of such transactions, policy on future connected transactions and the estimated volume of connected transactions.

Within the twelve months following the receipt of oversubscribed shares with whitewash approval, the connected transactions between the Business and the Waiver Requester shall be directors and management remuneration which the Waiver Requester entitled to receive as a directors and a management of the Business. It is expected that such transactions will not significantly change as compared to present.

For the related persons under Section 258 of the Waiver Requester, there has never been connected transaction between the Business and the related persons under Section 258 of the Waiver Requester. Within the twelve months following the receipt of oversubscribed shares with whitewash approval, It is expected that the connected transaction between the Business and the related persons under Section 258 of the Waiver Requester will not increase or significantly change as compared to present.

At present, there is no other shareholders of the Company who is considered a concert party of the Waiver Requester, or a related person as per Article 258 of a concert party of the Waiver Requester.

10. We have duly submitted this written request for the resolution of the shareholders' meeting to the Office. The Office shall grant a waiver from the requirement to make a tender offer for all securities of the Business, subject to the following conditions:
 - 10.1 The shareholders' meeting passes the resolution granting the approval for the Business to issue new securities to us, provided that:
 - (1) In case the number of securities we intend to acquire under 1 will not cause us to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote; or
 - (2) In case the number of securities we intend to acquire under 1 will cause us to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and no shareholders, with the aggregate voting rights of five percent or more of the total number of votes of the shareholders attending the meeting, object to the

application for a waiver, and the securities to be acquired shall be the securities remaining from the offering to the existing shareholders in proportion to the number of shares already held by each shareholder or the shares remaining from the exercise of Transferable Subscription Right.

In this regard, in case we are a shareholder of the Business, we shall have no right to vote on such agenda. In addition, the votes of our related persons under Article 258, concert party, and the related persons under Article 258 of the concert party shall not be counted; and

- 10.2 The shareholders have sufficient information for decision making, whereby the notice of the shareholders' meeting of the Business contains the details at least as prescribed in the Notification of the Office governing this matter.
- 10.3 We and our related persons under Section 258 shall not acquire securities of the Business from the date on which the board of directors passes the resolution to issue new securities to us until the date on which the shareholders' meeting of the Business passes the resolution.
- 10.4 In case the price of shares or the price for exercise of conversion right under convertible securities to be acquired by us under 1 is considered as an offer of newly issued shares at a low price as per the Notification of Capital Market Supervisory Board Tor Jor. 72/2558 on the permission to offered for sale of newly issued shares through Private Placement, prescribing the details on calling for the shareholders' meeting of the Business, the notice of the shareholders' meeting of the Business, and the resolution of the shareholders' meeting of the Business relating to such agenda, and other actions related to such agenda, requirements according to such Notification shall be completed in accordance with the rules as specified in such Notification.
- 10.5 In case we are a connected person of the Business, according to the Notification of the Capital Market Supervisory Board regarding Rules on Connected Transactions, all requirement as prescribed in such Notification shall be applied.

We hereby certify that the foregoing information is accurate, complete, and true without misleading information and no concealment is made on any material facts which should be disclosed.

(Signature) Mr. Vorasit Pokachaiyapat

Mr. Vorasit Pokachaiyapat

Enclosure 5

Information Memorandum on Connected Transaction

Re:

Connected Transaction concerning the Oversubscription for New Ordinary Shares
of Finansa Public Company Limited

Section 1

Information Memorandum of Finansia Public Company Limited

Re: Connected Transaction concerning the Oversubscription for New Ordinary Shares
of Finansia Public Company Limited

Whereas, the Board of Directors' Meeting of the Company No. 5/2018, held on August 23, 2018, has resolved to propose to the meeting of shareholders to approve the increase in the Company's registered capital from Baht 1,235,198,000 to Baht 1,729,277,200 by issuing 98,815,840 new ordinary shares with a par value of Baht 5.00 per share to offer and sell to existing shareholders proportionate to their shareholding (Right Offering) at an offering ratio of 2.5 old shares to 1 new ordinary share, in which the fraction of shares shall be disregarded, at an offering price of Baht 5 per share, totaling Baht 494,079,200. The existing shareholders have rights to oversubscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding at a prescribed ratio. However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unsubscribed shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding.

Mr.Vorasit Pokachaiyapat ("Mr.Vorasit"), a managing director and existing shareholder, who did not attend the Board of Directors' Meeting of the Company No. 5/2018, has submitted the letter to the meeting expressing his intention to subscribe and oversubscribe for new ordinary shares in a total amount of not exceeding 98,815,840 shares, consisting of 18,102,742 shares from RO allotment and 80,713,098 shares from oversubscription allotment. Such oversubscription of shares by Mr.Vorasit is considered the transaction with a connected person in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: *Rules on Entering into Connected Transactions*, dated August 31, 2008 (as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand re: *Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions*, B.E. 2546 (2003), dated November 19, 2003 (as amended) ("**Notifications on Connected Transaction**"). Such transaction is considered the connected transaction in category of assets or services, whose transaction size calculated from the maximum value of the transaction is 35.22 percent of net tangible assets of the Company, based on the consolidated financial statement of the Company as of June 30, 2018, and the Company has no other connected transactions during the six-month period prior to the Board of Directors' Meeting resolving to propose to the shareholders to approve the entering into this transaction. This transaction is considered a transaction with the transaction size of more than 3% of net tangible assets of the Company. Therefore, the Company has the duties to disclose the information on the connected transaction to the Stock Exchange of

Thailand (the "SET"), to appoint an independent financial advisor, and to hold a shareholders meeting to approve the entering into such transaction, of which the resolution of shareholders' meeting to approve this transaction shall be no less than three-fourths of the total votes from shareholders who attend the meeting and are entitled to vote, excluding the votes from shareholders with interests therein. The Company shall send an invitation to attend the shareholders' meeting including opinion of the independent financial advisors to shareholders in advance no less than 14 days prior to the shareholders' meeting.

In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor to provide opinion to the SET and shareholders on the reasonableness and the benefit to the Company, fairness of price and condition of the connected transaction, as per the details in the Enclosure 6.

To ensure that the entering in to aforementioned connected transaction is in compliance with the Notification on Connected Transactions, the Company would like to disclose the Information Memorandum Re: Connected Transaction concerning the Oversubscription for New Ordinary Shares of Finansa Public Company Limited, whose details can be summarized as follows:

1. **Date of Transaction**

After obtaining approval from the Extraordinary General Meeting of Shareholders of the Company No. 1/2018 to be held on October 22, 2018, the Company expects that the transaction shall be completed within the fourth quarter of 2018.

2. **Details of Connected Person**

Name of the Connected Person	:	Mr.Vorasit Pokachaiyapat
Position in the Company	:	Director and Managing Director
Shareholding in the Company	:	Shareholding in the Company by Mr.Vorasit as of September 10, 2018, which is the latest share register book closing date, can be summarized as follows:

Shareholder	Number of Shares	Percentage of Paid-up Capital
Mr.Vorasit Pokachaiyapat		
– Mr.Vorasit Pokachaiyapat	20,980,000	8.493
– Morgan Stanley & Co. International Plc. ¹	13,776,855	5.577
– M.L. Suddhiman Pokachaiyapat ²	10,500,000	4.250
Total	45,256,855	18.320

Remarks

1. Custodian for securities trading account of the waiver requester and M.L. Suddhiman Pokachaiyapat who is the waiver requester's spouse and related person as per Article 258. The existing 13,776,855 shares are shares that the waiver requester received and deposited under such account. The waiver requester also use the voting right through the custodian ("Custodian")
2. Related person as per Article 258

In this regard, there is no other shareholders of the Company who is considered a concert party of Mr.Vorasit Pokachaiyapat, or a related person as per Article 258 of a concert party of Mr.Vorasit Pokachaiyapat.

3. General Description on Characteristics of the Connected Transaction, Characteristics and Scope of Interests of the Connected Person

On August 23, 2018, the Board of Directors' Meeting of the Company No. 5/2018 has resolved to propose to the meeting of shareholders to approve the increase in the Company's registered capital from Baht 1,235,198,000 to Baht 1,729,277,200 by issuing 98,815,840 new ordinary shares with a par value of Baht 5 per share to offer and sell to existing shareholders proportionate to their shareholding (Right Offering) at an offering ratio of 2.5 old shares to 1 new ordinary share, in which the fraction of shares shall be disregarded, at an offering price of Baht 5 per share, totaling Baht 494,079,200. The existing shareholders have rights to oversubscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding at a prescribed ratio. However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unsubscribed shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding.

Mr.Vorasit, a managing director and existing shareholder, who did not attend the Board of Directors' Meeting of the Company No. 5/2018, has submitted the letter to the meeting expressing his intention to subscribe and oversubscribe for new ordinary shares in a total amount of not exceeding 98,815,840 shares, consisting of 18,102,742 shares from RO allotment and 80,713,098 shares from oversubscription allotment. Such oversubscription of shares by Mr.Vorasit is considered the transaction with a connected person in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: *Rules on Entering into Connected Transactions*, dated August 31, 2008 (as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand re: *Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions*, B.E. 2546 (2003), dated November 19, 2003 (as amended) ("**Notifications on Connected Transaction**"). Such transaction is considered the connected transaction in category of assets or services, whose transaction size calculated from the maximum value of the transaction is 35.22 percent of net tangible assets of the Company, based on the consolidated financial statement of the Company as of June 30, 2018, and the Company has no other connected transactions during the six-month period prior to the Board of Directors' Meeting resolving to propose to the shareholders to approve the entering into this transaction. This transaction is considered a transaction with the transaction size of more than 3% of net tangible assets of the Company. Therefore, the Company has the duties to disclose the information on the connected transaction to the Stock Exchange of Thailand (the "SET"), to appoint an independent financial advisor, and to hold a shareholders meeting to approve the entering into such transaction, of which the resolution of shareholders' meeting to approve this transaction shall be no less than three-fourths of the total votes from shareholders who attend the meeting and are entitled to vote, excluding the votes from shareholders with interests therein.

In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor to provide opinion to the SET and shareholders on the reasonableness and the benefit to the Company, fairness of price and condition of the connected transaction.

4. Details of the assets related to the transaction

Name	:	Finansa Public Company Limited
Type of Entity	:	Public Company Limited
Registered Capital	:	Baht 1,235,198,000.00
Paid-up Capital	:	Baht 1,235,198,000.00
Number of Paid-up Share	:	247,039,600 shares

- Par Value : Baht 5 per share
- Business Operation : Investment banking service, advisory service to organizational clients, and private wealth advisory service, including variety of services such as
- Financial advisory related to debt financing e.g. Project Finance, Debt Restructuring
 - Financial advisory for merger and acquisition e.g. takeover
 - Financial advisory for fundraising e.g. equity and debt offering, etc.
 - Other financial advisory service e.g. enterprise valuation, etc.

Summary of Financial Position and Results of Operation

The financial statements of the Company for the year ended December 31, 2015, 2016, and 2017, and for the 6-month period ended June 30, 2018 can be summarized as follows:

Unit: Baht Thousand	As of December 31, 2015	As of December 31, 2016	As of December 31, 2017	As of June 30, 2018
Statement of Financial Position				
<u>Assets</u>				
Current assets	689,755	573,909	499,269	477,853
Noncurrent assets	2,845,009	3,107,232	3,092,867	3,068,095
Total Assets	3,534,764	3,681,141	3,592,136	3,545,948
<u>Liabilities and Shareholders' Equities</u>				
<u>Equities</u>				
Current liabilities	617,239	632,208	492,517	449,993
Noncurrent liabilities	806,668	863,568	819,939	824,125
Total Liabilities	1,423,907	1,495,776	1,312,456	1,274,118
Shareholders' Equities	2,110,857	2,185,365	2,279,680	2,271,830
Total Liabilities and Shareholders' Equities	3,534,764	3,681,141	3,592,136	3,545,948
Statement of Comprehensive Income	For the year 2015	For the year 2016	For the year 2017	For the 6 month period ended June 30, 2018
Total revenues	943,963	417,098	482,530	197,774
Cost of services and total expenses	441,474	375,812	406,236	195,781
Net profit	562,833	130,681	132,303	23,242

5. Total Transaction Value and Basis Used to Determine the Total Transaction Value

The Company will issue and allot 98,815,840 new ordinary shares to existing shareholders proportionate to their shareholding at an offering ratio of 2.5 old shares to 1 new ordinary share, in a total amount of not exceeding 98,815,840 shares with a par value of Baht 5 per share. Mr.Vorasit intends to oversubscribe for such new ordinary shares in a total amount of not exceeding 98,815,840 shares, which includes shares received from RO allotment and from oversubscription allotment. At present, Mr.Vorasit hold shares of the Company in an amount of 45,256,855 shares; therefore, the shares received from RO allotment is approximately 18,102,742 shares and Mr.Vorasit will oversubscribe for remaining 80,713,098 new ordinary shares, whose value can be calculated as follows:

Calculation Method	Details on calculation of value of shares received from oversubscription allotment	Transaction Size
Book Value as of June 30, 2018	Shareholders' Equities = Baht 2,271.83 million Paid-up ordinary share = 247,039,600 shares Book value per share = Baht 9.20 per share = 80,713,098 x 9.20 = Baht 742,560,501.60	35.22%
Market Price	<ul style="list-style-type: none"> - Weighted average price of the Company's ordinary shares during the period of 7 business days prior to the Board of Directors' Meeting of Baht 4.16 per share - Value of shares received from oversubscription allotment = 80,713,098 x 4.16 = Baht 335,766,488.68 	15.92%
Value of Consideration	<ul style="list-style-type: none"> - Offering price at Baht 5 per share - Value of shares received from oversubscription allotment = 80,713,098 x 5 = Baht 403,565,490 	19.14%

Remark: Number of paid-up ordinary shares of the Company before the capital increase is equal to 247,039,600 shares, and the net tangible assets of the Company based on the consolidated financial statements as of June 30, 2018 is equal to Baht 2,108.43 million.

6. Total Value of Consideration and Payment Method

Mr.Vorasit intends to oversubscribe for new ordinary shares, which includes shares received from RO allotment and from oversubscription allotment, in a total amount of not exceeding 98,815,840 shares, At present, Mr.Vorasit hold shares of the Company in an amount of 45,256,855 shares; therefore, the shares received from RO allotment is approximately 18,102,742 shares and Mr.Vorasit will oversubscribe for remaining 80,713,098 new ordinary shares. With an offering price for RO of Baht 5 per share, the total value of consideration is equal to Baht 403,565,490.

For the payment method, the payment shall be made during the subscription period via bank transfer, or cheque, any other method to be specified in the notice of allotment of share.

7. Director with Conflict of Interest and/or Director who is a Connected Transaction did not attend the meeting and had no voting rights on the matter.

Board of Directors' Meeting of the Company No.5/2018 is held on August 23, 2018, of which Mr.Vorasit, who is considered a director with conflicting interest and a connected person, did not attend the meeting during this agenda and had no voting rights on the matter.

8. Opinion of the Board of Directors of the Company on the Entering into Transaction

Board of Directors' Meeting of the Company No.5/2018, excluding Mr.Vorasit who is a director with conflict interest did not attend the meeting during this agenda and had no voting rights on the matter, has considered the relevant information and has an opinion on the transaction. Based on the fact that Mr.Vorasit, who is a connected person of the Company, will oversubscribe for new ordinary shares with the method for subscription, payment, and share allotment not different from other shareholders, and that such oversubscription will help support the success of the fundraising of the Company in this occasion, which will be beneficial to the business operation of the Company, the Board of Directors' Meeting has resolved to propose to shareholders' meeting to approve the connected transaction, including the authorization of Mr.Eugene S. Davis or Mr.Varah Sucharitakul or any person designated by Mr.Eugene S. Davis or Mr.Varah Sucharitakul to have the power to undertake actions pertaining to information disclosure, signing of relevant documents, or any other actions related to the Notifications on Connected Transaction.

9. Opinion of the Audit Committee and/or any Directors which is Different from the Board of Directors' Opinion in item 8

The Audit Committee did not have different opinion from the Board of Directors.

Section 2 Information of the Company

1. General Information of the Company and Overview of Business Operations

1.1. General Information of the Company

Company Name	Finansa Public Company Limited
Head Office	48/48 TISCO Tower 20th Floor, North Sathorn Road, Silom, Bangrak Bangkok 10500
Business	The Company primarily provides services including financial advisory and investment, covering various business activities as follows: 1) corporate advisory and investment banking 2) fund management and advisory 3) direct investment 4) warehouse and factory leasing 5) securities brokerage
Company Registration	0107545000080
Phone	(66) 0-2697-3700
Fax	(66) 0-2266-6688

1.2. Overview of Business Operations

The Company and its subsidiaries provide a wide range of financial services to institutional, corporate and retail clients within Thailand and the Indonchinese Peninsula, including Investment Banking, Wealth Management, Direct Investment and Fund Management and Advisory. In addition, the Company has warehouses and factories for lease and also provides support to its affiliates and subsidiaries in many respects including organizational administration, business and market planning, management and development of information technology, human resources management, accounting, administration as well as research into investment opportunities and analysis of economic conditions. Through its associated companies, Finansia Syrus Securities Public Company Limited and M.K. Real Estate Development Public Company Limited, which was invested at year-end 2015, it can also offer securities brokerage and real estate development businesses, respectively. The activities of the Finansa Group can be divided into the following areas:

Corporate Advisory and Investment Banking

The Company provides corporate and financial advisory services including fund raising, financial and business restructuring, business alliance negotiations, business acquisitions, and project financing.

Fund Management and Advisory

The Company provides services to Finansa-sponsored foreign funds engaged in direct investment and private equity investment in Thailand and other countries within the Indochinese Peninsula.

Direct Investment

The Company and some of its subsidiaries also engage in direct investments in companies or funds. This business area is aimed at supporting and extending the group's businesses.

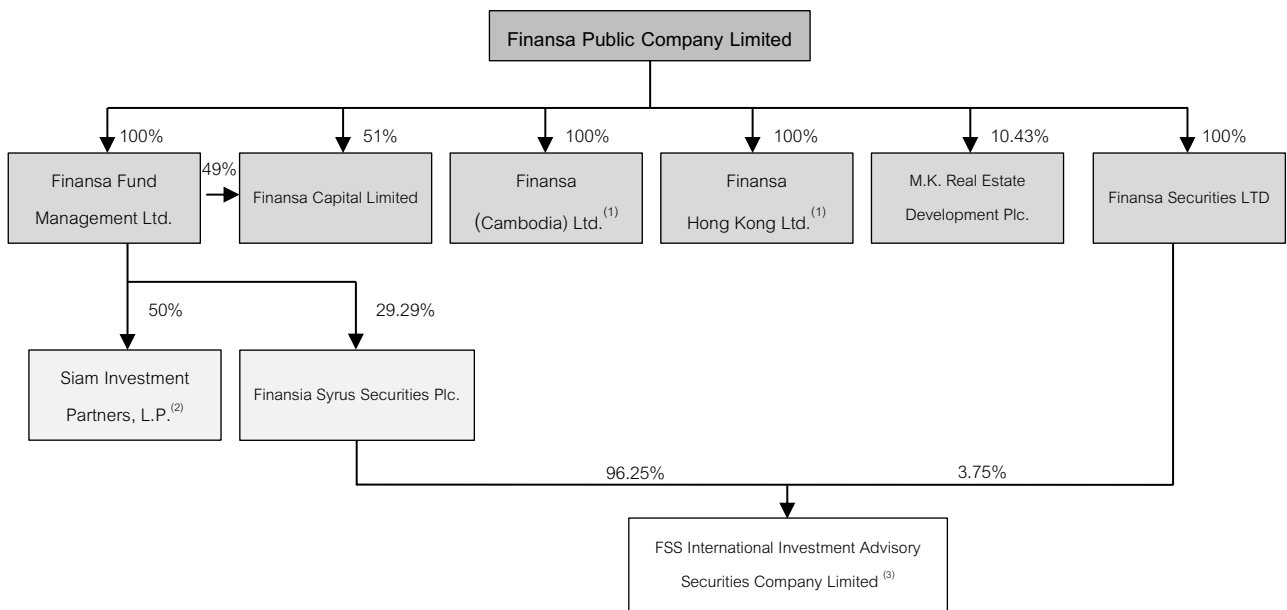
Warehouse and Factory Leasing

The Company provides the warehouse and factory leasing business since the end of 2014.

Securities Brokerage

The Company provides the service through Finasia Syrus Securities Public Company Limited, its associated company.

1.3. Company's Group Structure



Remark

- 1) Currently ceased operation
- 2) Currently in Liquidation Process
- 3) Holding through Finansa Securities Ltd. and Finasia Syrus Securities Plc., Total proportion which the Company and its subsidiaries currently held in FSS International Investment Advisory Securities Company Limited is 31.94% of the total shares

1.4. List of directors, executives, and top ten largest shareholders as at the share register book closing date

List of directors

As of September 26, 2018, the Board of Directors of the Company consists of 8 directors as follows:

- | | | |
|----|---------------------------|-----------------------------------|
| 1. | Mr. Virabongsa Ramangkura | Chairman and Independent Director |
| 2. | Mr. Vorasit Pokachaiyapat | Managing Director |
| 3. | Mr. Eugene S. Davis | Director |
| 4. | Mr. Varah Sucharitakul | Director |
| 5. | Mr. Vorapak Tanyawong | Director |
| 6. | Mr. Akarat Na Ranong | Director and Independent Director |
| 7. | Mr. Nuttawut Phowborom | Director and Independent Director |
| 8. | Mr. Chanmanu Sumawong | Director and Independent Director |

Any two of the following three directors signing jointly and affixed with the Company Seal may bind the Company - Mr. Vorasit Pokachaiyapat, Mr. Eugene S. Davis, Mr. Varah Sucharitakul.

List of executives

As of September 26, 2018, the Company has 10 executives as follows:

- | | | |
|-----|---------------------------------|--|
| 1. | Mr. Vorasit Pokachaiyapat | Managing Director |
| 2. | Mr. Eugene S. Davis | Executive Director |
| 3. | Mr. Varah Sucharitakul | Executive Director |
| 4. | Mr. James Marshall* | Chief Investment Officer |
| 5. | Ms. Rachanee Mahatdetkul* | Senior Vice President of Direct Investment |
| 6. | Mr. Chakhrit Suphepre* | Group Head of IT & SVP |
| 7. | Ms. Wipa Nilsophon* | Assistant Managing Director, Compliance Department |
| 8. | Mr. Chankit Assawarotjanamitre* | Head of Administration |
| 9. | Mrs. Nuchalee Junkhun* | Head of Human Resources |
| 10. | Mrs. Siripan Leewanun* | Head of Accounting |

* Management according to the SEC's notification

List of shareholders

Top ten largest shareholders as at the latest share register book closing date on September 10, 2018, are as follows:

No.	Shareholders	Number of Shares (shares)	Percentage of paid-up capital (%)
1.	Mr. Vorasit Pokachaiyapat		
	Mr. Vorasit Pokachaiyapat	20,980,000	8.493
	Morgan Stanley & Co. International Plc. ⁽¹⁾	13,776,855	5.577
	M.I. Suddhiman Pokachaiyapat ⁽²⁾	10,500,000	4.250
	Total	45,256,855	18.320
2.	Mr. Kobkhun Tienpreecha	33,430,000	13.532
3.	Deutsche Bank AG Singapore - PWM	18,267,990	7.395
4.	Ms. Yasinee Apitanothai	8,527,200	3.452
5.	Mrs. Prakaikam Baikaew	6,192,000	2.506
6.	UBS AG Singapore Branch	5,723,800	2.317
7.	Mr. Wachira Tayanaraporn	5,600,000	2.267
8.	Mrs. Monravee Davis ⁽³⁾	4,360,000	1.765
9.	Mr. Wuttakarn Jira-alongkorn	3,905,700	1.581
10.	Mrs. Thidarat Arunwilairat	3,637,900	1.473
	Other shareholders	11,138,155	45.393
Total		247,039,600	100.000

Remark

- 1) Custodian
- 2) Related person as per Article 258 of Mr. Vorasit
- 3) Holding additional 0.121% through Thai NVDR Co., Ltd.

1.5. Related Party Transactions in the previous and current years

Outstanding Balances

(Unit: million Baht)

Name of the person with conflict of interest/ relationship	Description and necessity	Outstanding balance as at		
		December 31, 2016	December 31, 2017	June 30, 2018
(1) Service income receivables - Prospect Development Company Limited ("PD") / same director	The Company has service income receivables from providing back office management service to PD	0.04	-	0.16

Name of the person with conflict of interest/ relationship	Description and necessity	Outstanding balance as at		
		December 31, 2016	December 31, 2017	June 30, 2018
- M.K. Real Estate Development Public Company Limited ("MK") / associated company	The Company has service income receivables from providing IT service to MK	-	0.27	0.16
(2) Other receivables				
- Finasia Syrus Public Company Limited ("FSS") / associated company	FSS is the custodian of FSL's customer and charged for THB 0.09 million as agreed in custodian contract. FSS also charged 1 year custodian fee in advanced for THB 0.35 million for any customer account under FSL's Tender Offer advices	0.28	0.15	0.09
- PD / same director	PD required to deliver cash received from building insurance to the company as per agreed in the sublease contract	0.01	-	-
(3) Short-term loan and advances to related parties				
- Siam Investment II, L.P.	FFM has made advances to SIF II	0.54	0.49	0.50
- Related person	FFM has made advances to director	0.03	0.12	-
(4) Other noncurrent assets				
- PD / same director	Prepaid commission is the commission paid to PD for becoming an agent for the company's office space for rent. This expense will be fully amortized until the end of rental agreement.	-	-	1.40
(5) Other current liabilities				
- PD / same director	The company received rental deposit for space rental as specified in leasing contract	0.59	0.59	0.59
	The Company has accrued property management fee with PD	3.99	3.29	3.83

Revenues and Expenses Incurred

(Unit: million Baht)

Name of the person with conflict of interest/ relationship	Description and necessity	Terms	Year 2016	Year 2017	6 months of 2018
(1) Service Income					
- PD / same director	The Company charged management fee from back office	As agreed upon service contract	8.67	9.00	4.50
- MK / associated company	The Company charged service fees from providing information technology services to MK	As agreed upon service contract	1.13	3.00	0.90
(2) Income from underwriting and other fees					
- FSS / associated company	FSL charges referral fee from becoming an advisor for Tender Offer preparation process	As agreed by both parties	-	0.05	0.02
- MK / associated company	FSL charges debenture underwriting and referral fees from MK	As agreed by both parties	2.61	1.02	1.73
- PD / same director	FSL charges debenture underwriting and brokerage fees from PD	As agreed by both parties	1.13	6.03	2.55
(3) Revenue from Rental and Management fees					
- PD / associated company	The Company charges rental and management fees	Market Price	2.81	2.89	1.42

Name of the person with conflict of interest/ relationship	Description and necessity	Terms	Year 2016	Year 2017	6 months of 2018
(4) Property management fees and other expenses - PD / same director	The Company pays consultancy and Property Management fees for warehouse/factory rental including other expenses, for instance, repairing cost, to PD whose managed assets for the Company	As agreed by both parties, based on rental service fee income and profit from leasing operation of the Company	20.32	19.26	8.45
(5) Underwriting fees and other expenses - FSS / associated company	FSL pays underwriting fees and other expenses (Back office service fee and Custodian fee) to FSS	As agreed by both parties	0.11	2.20	0.11
(6) Directors and management remuneration	The Company pays Meeting and Annual fees to directors and also remunerations for management	In accordance with the rate approved in shareholders' resolution	52.20	49.32	26.85

1.6. Summary of Financial Statements and Management Discussion and Analysis of the current year

(Unit: Thousand Baht)

Statements of Financial Position	Consolidated Financial Statements, as of			
	31 Dec 2015	31 Dec 2016	31 Dec 2017	30 Jun 2018
Assets				
Current Assets				
Cash and cash equivalents	200,057	82,548	98,350	88,951
Temporary investments, net	289,812	380,173	207,559	264,797
Services income receivables				
Related parties	3,266	36	267	320
Other parties	47,555	24,845	118,614	22,286
Total services income receivables	50,821	24,881	118,881	22,606
Receivables and loans to others, current portion	1,005	2,312	20,827	50,834
Other receivables	94,559	45,705	7,819	10,941
Short-term loans and advances to related parties	535	572	613	499
Other current assets	52,966	37,718	45,220	39,225
Total Current Assets	689,755	573,909	499,269	477,853
Non-Current Assets				
Deposits subject to restrictions	610	615	620	623
Long-term investments – Available-for-sale securities, net	110,047	67,910	25,464	28,981
Investment in associates	1,095,300	1,260,988	1,289,494	1,284,318
Long-term investments in related parties	80	80	73	74
Other long-term investments – General investments, net	7,800	7,800	28,651	28,651
Receivables and loans to others, net of current portion	3,406	201,816	238,617	238,498
Premises and equipment, net	87,535	86,770	85,264	88,456
Goodwill, net	156,920	156,920	156,920	156,920
Leasehold rights, net	1,373,610	1,316,430	1,259,248	1,230,893
Intangible assets, net	3,797	6,673	5,404	5,294
Deferred tax assets	467	606	1,031	1,188
Other non-current assets	5,437	624	2,081	4,199
Total Non-Current Assets	2,845,009	3,107,232	3,092,867	3,068,095
Total Assets	3,534,764	3,681,141	3,592,136	3,545,948

Statements of Financial Position	Consolidated Financial Statements, as of			
	31 Dec 2015	31 Dec 2016	31 Dec 2017	30 Jun 2018
Liabilities and Shareholders' Equity				
Current Liabilities				
Short-term debentures	405,315	150,000	100,000	100,000
Liabilities under finance lease agreements, current portion	-	-	-	387
Long-term debentures, current portion	-	350,000	240,000	240,000
Corporate income tax payable	9	1,986	9,745	2,769
Other current liabilities				
Accrued bonus	97,378	44,851	58,545	13,155
Accrued expenses	3,791	3,745	3,705	4,030
Other accounts payable	40,583	41,056	39,457	43,283
Others	70,163	40,570	41,065	46,369
Total other current liabilities	211,915	130,222	142,772	106,837
Total Current Liabilities	617,239	632,208	492,517	449,993
Non-Current Liabilities				
Liabilities under finance lease agreements, net of current portion	-	-	-	1,236
Long-term debentures, net of current portion	720,000	770,000	730,000	730,000
Deposits from customers	70,316	70,128	66,625	68,517
Provision for post-employment benefits	16,352	23,440	23,314	24,372
Total Non-Current Liabilities	806,668	863,568	819,939	824,125
Total Liabilities	1,423,907	1,495,776	1,312,456	1,274,118
Shareholders' Equity				
Share Capital				
Authorized share capital				
247,039,600 ordinary shares of Baht 5 each	1,235,198	1,235,198	1,235,198	1,235,198
Issued and paid-up share capital				
247,039,600 ordinary shares of Baht 5 each, fully paid	1,235,198	1,235,198	1,235,198	1,235,198
Premium on ordinary shares	208,455	208,455	208,455	208,455
Retained earnings				
Appropriated				
Legal reserve	26,800	34,800	40,000	40,000
Unappropriated	915,314	1,008,756	1,112,045	1,098,232
Other components of shareholders' equity	(274,910)	(301,844)	(316,018)	(310,055)
Total Shareholders' Equity	2,110,857	2,185,365	2,279,680	2,271,830
Total Liabilities and Shareholders' Equity	3,534,764	3,681,141	3,592,136	3,545,948

(Unit: Thousand Baht, except earnings per share express in Baht)

Statements of Comprehensive Income	Consolidated Financial Statements			
	Year 2015	Year 2016	Year 2017	6 months of 2018
Revenues				
Revenues from investment, advisory and management business	116,490	64,744	28,807	11,385
Revenues from securities business	238,901	157,988	245,325	97,177
Revenues from warehouse and factory leasing business	137,388	187,072	180,795	87,055
Gain on disposal of investment in a subsidiary/ associated company	154,327	-	-	-
Gain on disposal of office space	109,787	-	-	-
Other income	187,070	7,294	27,603	2,157
Total Revenues	943,963	417,098	482,530	197,774
Costs and Expenses				
Finance costs	40,835	57,702	52,508	25,550
Investment, advisory and management business costs and expenses	33,862	35,257	38,793	18,168
Securities business costs and expenses	108,771	82,086	108,680	56,800
Warehouse and factory leasing business costs and expenses	67,155	93,792	90,149	45,845
Servicing and administrative expenses	88,782	54,779	43,038	22,568
Loss on impairment of investment	-	-	23,753	-
Directors and managements remuneration	102,069	52,196	49,315	26,850
Total Costs and Expenses	441,474	375,812	406,236	195,781
Share of gain (loss) from investments in associated companies	69,029	96,637	74,949	26,189
Net profit (loss) before income tax expenses	571,518	137,923	151,243	28,182
Income tax expenses	(8,685)	(7,242)	(18,940)	(4,940)
Net profit (loss) from Continuing Operations	562,833	130,681	132,303	23,242
Net profit from Discontinued Operations	-	-	-	-
Net profit (loss) for the period	562,833	130,681	132,303	23,242
Other Comprehensive income (loss)				
Items that will be reclassified subsequently to profit or loss				
Gain (loss) on remeasuring available-for-sale investments	(46,570)	(22,606)	22,745	316

Statements of Comprehensive Income	Consolidated Financial Statements			
	Year 2015	Year 2016	Year 2017	6 months of 2018
Gain (loss) from translation of financial statement differences	40,704	(4,328)	(36,919)	5,471
Share of other comprehensive income of associates	-	-	-	176
Items that will not be reclassified subsequently to profit or loss				
Actuarial gain (loss) on defined employee benefit plans	(2,409)	(4,536)	889	-
Other Comprehensive gain (loss) for the year, net of tax	(8,275)	(31,470)	(13,285)	5,963
Total Comprehensive income for the year	554,558	99,211	119,018	29,205
Profit (loss) attributable to				
Owners of the Company	562,833	130,681	132,303	23,242
Total Comprehensive income attributable to				
Owners of the Company	554,558	99,211	119,018	29,205
Owners of the Company per Share (Baht)	2.28	0.53	0.54	0.09
Weighted average number of ordinary shares	247,039,600	247,039,600	247,039,600	247,039,600

(Unit: Thousand Baht)

Statements of Cash Flows	Consolidated Financial Statements			
	Year 2015	Year 2016	Year 2017	6 months of 2018
Cash flows from (used in) Operating Activities	30,644	(187,454)	220,802	(727)
Cash flows from (used in) Investing Activities	(303,352)	(45,024)	56,622	22,974
Cash flows from (used in) Financing Activities	290,093	119,297	(224,703)	(37,117)
Differences on translation of financial statements	40,704	(4,328)	(36,919)	5,471
Net increase(decrease) in cash and cash equivalents	58,089	(117,509)	15,802	(9,399)
Cash and cash equivalents as at January 1,	141,968	200,057	82,548	98,350
Cash and cash equivalents as at December 31,	200,057	82,548	98,350	88,951

1.6.1. Operating Performance Analysis

Revenue Structure of the Company

The Company's main revenue generated from Investment, advisory and management business and Warehouse and factory leasing business. For the year ended 31 December 2017, the Company recorded total revenues of THB 482.5 million which is comprised of (1) THB 28.8 million from revenues from investment, advisory and management business, representing 5.97% of the total revenues (2) THB 245.3 million from revenues from securities business, representing 50.84% of the total revenues (3) THB 180.8 million from revenue from warehouse and factory leasing business, representing 37.47% of the total revenues and (4) THB 27.6 million from other income, representing 5.72% of the total revenues. For the six-month period ended 30 June 2018, the Company's total revenues were of THB 197.8 million which is comprised of (1) THB 11.4 million from revenues from investment, advisory and management business, representing 5.76% of the total revenues (2) THB 97.2 million from revenues from securities business, representing 49.14% of the total revenues (3) THB 87.1 million from revenue from warehouse and factory leasing business, representing 44.02% of the total revenues and (4) THB 2.16 million from other income, representing 1.1% of the total revenues.

Revenue Structure	Company	Consolidated Financial Statement							
		Year 2015		Year 2016		Year 2017		6 months of 2018	
		Amount (Thousand Baht)	Percentage (%)	Amount (Thousand Baht)	Percentage (%)	Amount (Thousand Baht)	Percentage (%)	Amount (Thousand Baht)	Percentage (%)
Revenues from investment, advisory and management business	FNS ¹⁾ FFM ²⁾ FC ³⁾	116,490	12.34	64,744	15.52	28,807	5.97	11,385	5.76
Revenues from securities business	FSL ³⁾	238,901	25.31	157,988	37.88	245,325	50.84	97,177	49.14
Revenue from warehouse and factory leasing business	FNS ¹⁾	137,388	14.55	187,072	44.85	180,795	37.47	87,055	44.02
Gain on sale of investment in a subsidiary/ an associate		154,327	16.35	-	-	-	-	-	-
Gain on sale of office space		109,787	11.63	-	-	-	-	-	-
Other income		187,070	19.82	7,294	1.75	27,603	5.72	2,157	1.09
Total Revenues		943,963	100.00	417,098	100.00	482,530	100.00	197,774	100.00

Remark

- 1) FNS represents Finansa Public Company Limited
- 2) FFM represents Finansa Fund Management LTD
- 3) FC represents Finansa Capital Limited
- 4) FSL represents Finansa Securities Company Limited

For the year ended 31 December 2017, the consolidated financial results of Finansa Public Company Limited and its subsidiaries showed a Net Profit of THB 132.3 million, an increase of THB 1.6 million or 1% compared with a net profit of THB 130.7 million recorded last year. Total revenues were THB 482.5 million, an increase of THB 65.4 million or 16% from 2016. Major revenues comprised THB 245.3 million from the securities business, an increase of THB 87.3 million or 55% from 2016 as several advisory deals and underwriting deal were completed. Total Costs and Expenses were THB 406.2 million, an increase of THB 30.4 million or 8% compared with last year. Major costs and expenses were (1) THB 38.8 million from investment, advisory and management business, increasing by THB 3.6 million or 10% (2) THB 108.7 million from the securities business, an increase of THB 26.6 million or 32% and (3) THB 23.8 million from loss on impairment of investment in a foreign fund.

For the six-month period ended 30 June 2018, the consolidated financial results of Finansa Public Company Limited and its subsidiaries showed a Net Profit of THB 23.24 million, a decrease of THB 45.3 million or 66% compared with a net profit of THB 68.6 million recorded last year. Total revenues were THB 197.8 million, a decrease of THB 24.5 million or 11% from the same period last year. The major contributions were (1) THB 4.4 million decreasing in Revenue from investment, advisory and management business (2) THB 4.1 million decreasing in Revenues from warehouse and factory leasing business and (3) recognizing differences on translation of financial statement. Total Costs and Expenses of the Company were THB 195.8 million, increased by THB 11.3% from the same period last year. The major costs and expenses changes were (1) Securities business costs and expenses totaled THB 56.8 million, increased by THB 7.9 million. (2) Director and management remuneration totaled THB 26.8 million, increased by THB 10.6 million and (3) Finance costs totaled THB 25.6 million combined with slightly increased in costs and expenses.

1.6.2. Financial Position and Cash Flows Analysis

Financial Position

As of 31 December 2017, the Company and its subsidiaries had Total Assets of THB 3,592.1 million, a decrease of THB 89 million or 2% from year-end 2016. The main items showing significant changes from those of year-end 2016 were (1) decreasing in long-term investment caused by lower net asset value of investment units in foreign fund and also matured short-term and long-term debentures repayment and (2) decreasing in other receivable from the receipt of the last payment on the sale of the membership of the SET transaction. Total Liabilities of the Company and subsidiaries were THB 1,312.4 million, a decrease of THB 183.4 million from that of year-end 2016 which was the result of debt repayment. Total Shareholders' Equity was THB 2,279.7 million, an increase of 94.4 million compared with year-end 2016 as a result of higher net profit from operation.

As of 30 June 2018, the Company and its subsidiaries had total assets of THB 3,546 million, a decrease of THB 46 million from the same period last year as a result of the amortization of leasehold rights. Total Liabilities were THB 1,274 million, a decrease of THB 38 million from 1H2017 as a result of lower

accrual expenses. Total Shareholders' Equity was THB 2,271 million, a decrease of THB 9 million compared with 1H2017 resulting from the dividend payment to shareholders.

Cash Flows

For the year ended 31 December 2017, the Company and its subsidiaries' net cash provided by operating activities totaled THB 220.8 million, resulting from (1) THB 173 million decreased from temporary investment and (2) THB 94.7 million increased from service income receivable. Net cash provided by investing activities totaled 56.6 million, comprising mainly cash paid for distribution from investment of THB 37.1 million and dividends received of THB 47.2 million. Net cash provided by financing activities totaled THB 224.7 million, resulting from cash paid for matured debentures of THB 200 million and dividends paid of THB 24.7 million. In addition, the Company and its subsidiaries also had Differences on translation of financial statements at the amount of THB 37.1 million. As of 31 December 2017, the Company and its subsidiaries held THB 98.4 million of Cash and cash equivalent, an increase of 15.8 million from those of year-end 2016.

For the six-month period ended 30 June 2018, the Company and its subsidiaries' net cash used in operating activities totaled THB 0.7 million, resulting from (1) THB 57 million increased from temporary investment and (2) THB 33 million increased from Short-term loans and advances to related parties. Net cash provided by investing activities totaled 23 million, comprising mainly from dividends received of THB 47.2 million. Net cash used in financing activities totaled THB 37 million, resulting from cash paid for dividend payment of THB 37 million. In addition, the Company and its subsidiaries also had Differences on translation of financial statements at the amount of THB 6 million. As of 30 June 2018, the Company and its subsidiaries held THB 89 million of Cash and cash equivalent, a decrease of 9 million from those of year-end 2017.

Key Financial Ratios

Financial Ratios	Consolidated Financial Statements			
	Year 2015	Year 2016	Year 2017	6 months of 2018
Current Ratio (times)	1.12	0.91	1.01	1.06
Net Profit Margin (%)	59.62	31.33	27.42	11.75
Return On Equity (ROE) (%)	30.09	6.08	5.93	1.04
Return On Assets (ROA) (%)	18.57	3.62	3.64	0.66
Debt to Equity Ratio (Times)	0.67	0.68	0.58	0.56
Interest Coverage Ratio (Times)	2.32	(1.95)	5.67	1.66
Commitment Coverage Ratio (Times)	0.04	(1.28)	0.87	(0.004)
Book Value per Share (Baht per Share)	8.54	8.85	9.23	9.20

For the year ended 31 December 2017, the Company's Net Profit Margin was 27.42, which is lower than last year. The result mainly came from higher costs and expenses combined with the recognition of

impairment on the Company's temporary investments. As a result, the Company's Return on Equity (ROE) was 5.93% and Return on Assets (ROA) was 3.64% respectively.

The Company's Debt-to-Equity Ratio was 0.58 times, decreasing from 0.68 times in 2016. Current Ratio was 1.01 times, increased from 0.91 times in year-end 2016 as a result of long term debt repayment in 2017.

For the six-month period ended 30 June 2018, the Company's Net Profit Margin was 11.75, which is lower than last year, The result mainly came from higher costs and expenses. As a result, the Company's Return on Equity (ROE) was 1.04% and Return on Assets (ROA) was 0.66% respectively.

The Company's Debt-to-Equity Ratio was 0.56 times, decreasing from 0.58 times in 2016 affected by lower short-term debenture from debt repayment. Current Ratio was 1.06 times, decreased from 1.28 times in those of half-end 2017 as a result of increasing in other current liabilities.

Debt Solvency

For the year ended 31 December 2017, the Company had total long-term debenture of THB 970 million, of which THB 240 million current portion of long-term debenture and THB 100 million short-term debenture. The Company's Cash Flow from Operating Activities was THB 220.8 million, Cash Flow from Investing Activities was THB 56.6 million and Cash Flow used in Financing Activities was 224.7 million. As a result, the Company's Interest Coverage Ratio was 5.67 times and Commitment Coverage Ratio was 0.87 times which were higher than the previous year from higher Cash Flow from Operating Activities.

For the six-month period ended 30 June 2018, the Company had total long-term debenture of THB 730 million, of which THB 240 million current portion of long-term debenture and THB 100 million short-term debenture. The Company's Cash Flow used in Operating Activities was THB 0.7 million, Cash Flow from Investing Activities was THB 23 million and Cash Flow used in Financing Activities was 37.1 million. As a result, the Company's Interest Coverage Ratio was 1.66 times and Commitment Coverage Ratio was (0.004) times which were lower than the previous year from lower Cash Flow from Operating Activities.

2. Other information (if any) that may materially affect the decision of investors

- None -

3. The responsibilities of the Board of Director of the Company regarding the Information Memorandum

The Board of Directors of the Company is fully responsible for disclosed information in the Information Memorandum. The Board of Directors have cogitated that this Information Memorandum is materially correct and sufficient for shareholder's consideration.

Enclosure 6

Opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of Shareholder's Meeting (Whitewash) and Related Party Transaction

Enclosure 7

Articles of Association
(in relation to Shareholders Meeting only)

Chapter V – Meeting of Shareholders

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

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

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

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

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

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

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

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

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

Enclosure 8

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

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

- (1) For individual persons of Thai nationality, please bring over personal identification card, or driver's license, or any other official identification card.
- (2) For individual persons of non-Thai nationality, please bring over passport.
- (3) For Thai Juristic Persons, please bring a copy of the Certificate of Incorporation certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be presented.
- (4) For a Juristic Person of other countries, please show a copy of the Affidavit (issue within 12 months), a Certificate of Incorporation and Memorandum of Association certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the foreign identity card, or passport of the authorized director should also be certified.

Any shareholders who 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 8, and submit the signed, duly stamped proxy form to the chairman of the meeting and/or the person authorized by the chairman of the meeting before the proxy enters the meeting. The proxy is required to present the following documents:

- (1) If the Grantor is an individual person of Thai nationality, please attach a copy of personal identification card, copy of driver's license, or copy of passport certified as a true copy.
- (2) If the Grantor is an individual person of non-Thai nationality, please attach a copy of his/her passport or foreign identity card certified as a true copy.
- (3) If the Grantor is a Juristic Person in Thailand, please attach a copy of the Affidavit or a Certificate of Incorporation of the Grantor certified by the authorized director with the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be provided.
- (4) If the Grantor is a Juristic Person of other countries, please attach a copy of the Affidavit (issue within 12 months), a Certificate of Incorporation and Memorandum of Association certified by the authorized director with the corporate stamp if applicable. A certified copy of foreign identity card, or passport of the authorized director should also be provided.

The assigned proxy should also bring along their personal identification card, driver's license, or passport to the meeting for identification purposes.

To reserve the rights and benefits of the shareholders, in the case that shareholders cannot attend the meeting but have the intention to have independent directors vote for them, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Compensation Committee of the Company or Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member/ Member of Nomination and Compensation Committee of the company. Both Independent Directors who assigned to received proxy has no interests in the agenda proposed to the Extraordinary General Meeting of Shareholders in this occasion. In case that an Independent Director who is granted a proxy cannot attend the meeting, another Independent Director will be assigned to receive proxy, instead. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansa Plc., 48/48, TISCO Tower, 21st Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before October 17, 2018 to assure that all the necessary documentation is in place for registration at the meeting.

If you have further questions about the proxy procedure, please contact Ms. Wipa Nilsophon at 02-697-3780 during working hours.

Duty
Stamp
Baht 20

Proxy Form A

Written at _____

Date _____ Month _____ Year _____

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

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

(3) hereby appoint
 (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or
 (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or

(3) the following independent director:
 Mr. Akarat Na Ranong Age 65 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2018 or Mr. Chanmanu Sumawong is an Independent director / Audit Committee Member / Member of Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2018. In case that an Independent Director who is granted a proxy cannot attend the meeting, another Independent Director will be assigned to receive proxy, instead.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2018 on October 22, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

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



Duty
Stamp
Baht 20

Proxy Form B

Written at _____

Date _____ Month _____ Year _____

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

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

(3) hereby appoint
 (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or
 (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or

(3) the following independent director:
 Mr. Akarat Na Ranong Age 65 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2018 or Mr. Chanmanu Sumawong is an Independent director / Audit Committee Member / Member of Nomination and Compensation Committee and have no vested interest in any issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2018. In case that an Independent Director who is granted a proxy cannot attend the meeting, another Independent Director will be assigned to receive proxy, instead.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2018 on October 22, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- Agenda 1 Re: To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
 Approve Disapprove Abstain



- Agenda 2 Re: To consider and approve the increase in registered capital of the Company
- (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 3 Re: To consider and approve the amendment of Article 4 of the Memorandum of Association to be consistent with the increase in registered capital of the Company
- (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 consider and approve the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering)
- (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 consider and approve the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash)
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 6 Re: To consider and approve the entering into transaction with a connected person
- (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 consider and approve the extension of the debenture issuance amount and the offering period
- (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 consider other matters (if any)
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

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

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

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

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note:

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



Allonge of Proxy (Form B)

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

At the Extraordinary General Meeting of Shareholders No.1/2018 on October 22, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1 - 3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

Agenda _____ Re : _____

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

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

Approve Disapprove Abstain

Agenda _____ Re : _____

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

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

Approve Disapprove Abstain

Agenda _____ Re : _____

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

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

Approve Disapprove Abstain

Agenda _____ Re : _____

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

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

Approve Disapprove Abstain

Agenda _____ Re : _____

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

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

Approve Disapprove Abstain

Agenda _____ Re: _____

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

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

Approve Disapprove Abstain

Duty
Stamp
Baht 20

Proxy (Form C)

(This proxy is applicable only for the case of foreign shareholders
who have appointed a custodian in Thailand.)

Written
at _____
Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Reside at _____ Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ as a custodian of _____
being a shareholder of Finansa Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

(2) hereby appoint
 (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or
 (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Post Code _____; or

(3) the following independent director:
 Mr. Akarat Na Ranong Age 65 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Post Code 10110; or
 Mr. Chanmanu Sumawong Age 62 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Post Code 10300

(Mr. Akarat Na Ranong is an Independent director / Chairman of the audit committee / Chairman of the
Nomination and Compensation Committee and have no vested interest in any issue to be presented at the
Extraordinary General Meeting of Shareholders No.1/2018 or Mr. Chanmanu Sumawong is an Independent director /
Audit Committee Member / Member of Nomination and Compensation Committee and have no vested interest in any
issue to be presented at the Extraordinary General Meeting of Shareholders No.1/2018. In case that an Independent
Director who is granted a proxy cannot attend the meeting, another Independent Director will be assigned to receive
proxy, instead.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of
Shareholders No.1/2018 on October 22, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3
Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

- (3) I/We hereby authorize my/our proxy to attend and cast the vote as follows:
- The proxy is authorized for all shares held and entitled to vote.
 - The proxy is authorized for certain shares as follows:
 - Ordinary shares _____ shares and have the rights to vote equal to _____ votes;
 - Preferred shares _____ shares and have the rights to vote equal to _____ votes.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- Agenda 1 Re: To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders
held on April 26, 2018
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem
appropriate;
 - (b) The proxy shall vote as per my/our intention as follows:
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

- Agenda 2 Re: To consider and approve the increase in registered capital of the Company**
- (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 3 Re: To consider and approve the amendment of Article 4 of the Memorandum of Association to be consistent with the increase in registered capital of the Company**
- (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 consider and approve the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering)**
- (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 consider and approve the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash)**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda 6 Re: To consider and approve the entering into transaction with a connected person**
- (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 consider and approve the extension of the debenture issuance amount and the offering period**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda 8 Re: To consider other matters (if any).**
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes

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

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

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects, except for the case that the votes made by the proxy are not in accordance with this document.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note:

1. This proxy (Form C) is applicable only for the case of foreign investors (the shareholders whose names are listed in the share register book as the foreign investors) who have appointed a custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder, authorizing a custodian to sign the Proxy form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
4. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
5. In case where there are more agendas to consider than those specified above, the grantor may use the allonge of proxy (Form C) as attached.



Allonge of Proxy (Form C)


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

At the Extraordinary General Meeting of Shareholders No.1/2018 on October 22, 2018 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.


- Agenda _____ Re : _____
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda _____ Re : _____
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda _____ Re : _____
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda _____ Re : _____
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda _____ Re : _____
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve _____ votes Disapprove _____ votes
- Abstain _____ votes
- Agenda _____ Re: _____
- (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

Enclosure 9

Profiles of Independent Director (Proposed as proxy)

Name – Surname	Mr. Akarat Na Ranong	
Age	65 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination and Compensation Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	7 years 9 months	
Home Address:	256 Soi Sukhumvit 55, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> • Master's Degree, Business Administration (Management) Marshall University, USA • Bachelor's Degree, Economics, Chulalongkorn University, Thailand • Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Role of the Chairman Program (RCP)-2017 - Role of the Director Certification Program (DCP)-2013 - Director Accreditation Program (DAP)-2007 - Role of the Compensation Committee (RCC)-2007 - Audit Committee Program (2004) • Certificate, Capital Market Academy Leader Program (class 6)-2008 	
Positions held in others listed Companies	<p>2 listed companies</p> <p>Nov 2017 - Present - Independent Director, Audit Committee, Nomination Compensation and Corporate Governance Committee Symphony Communication Public Company Limited.</p> <p>2010 - Present - Independent Director and Chairman of Audit Committee Matching Maximize Solution Public Company Limited.</p>	
Positions held in other non-listed organization	<p>4 companies</p> <p>May 2018 - Present - Director, Wind Energy Holding Company Limited.</p> <p>Jul 2017 - Present - Audit Committee, Risk Management Committee and Investment Committee, Krungthai AXA Life Insurance Public Company Limited.</p> <p>2015 - Present - Independent Director and Chairman of Audit Committee KPN Academy Company Limited.</p> <p>2011 - Present - Independent Director and Chairman of Audit Committee Finansa Securities Limited.</p>	
Working Experience (last 5 years)	<p>Jun 16 - Apr 2018 - Chairman, Food Capitals Public Company Limited.</p> <p>2001 - Jul 2017 - Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee, Krungthai Card Public Company Limited.</p> <p>2013 - Jun 16 - Director, Evolution Capital Public Company Limited.</p>	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Conflict of interest over any agenda item:	None	

Profiles of Independent Director (Proposed as proxy)

Name – Surname	Mr. Chanmanu Sumawong	
Age	62 years	
Nationality	Thai	
Current position	Independent Director Audit Committee Member Member of Nomination and Compensation Committee	
Date of holding directorship	1 February 2018	
Years of being director of the Company	9 months	
Home Address:	634/2 Nakhon Chaisi Road, Thanon Nakhon Chaisi, Dusit, Bangkok 10300	
Education and Training	<ul style="list-style-type: none"> • Master of Comparative Law (A.P.), George Washington University, USA • Master of Law, George Washington University, USA • Bachelor’s Degree, Laws, (2nd Class Honors) Thammasat University, Thailand • Barrister of law, Thailand • Certificate, Thai Institute of Directors Association (IOD) - Director Accreditation Program (class 104)-2013 	
Positions held in others listed Companies	2 listed companies May 2018 - Present - Independent Director CIMB Thai Bank Public Company Limited. 2017 - Present - Vice President, the Thonburi Healthcare Group Public Company Limited.	
Positions held in other non-listed organization	1 companies 2018 - Present - Independent Director, Audit Committee Member Finansa Securities Limited.	
Working Experience (last 5 years)	2010 – 2016 - Assistant Managing Director, the Siam Commercial Bank Public Company Limited. 2006 - 2011 - Independent Director and Audit Committee Member, Finansa Securities Limited. 2004 - 2011 - Independent Director and Audit Committee Member, Finansa Public Company Limited.	
Shareholding in the Company (as of December 31, 2017)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Conflict of interest over any agenda item:	None	

Enclosure 10

Map of venue of the Annual General Meeting

Crowne Plaza Bangkok Lumpini Park Hotel

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

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

