



Ref. For. 24/2018

9 November, 2018

Subject: Notification of Rights to Subscribe for Newly Issued Ordinary Shares

To: Shareholders of Finansa Public Company Limited

- Enclosure:
1. Certificate of Rights to Subscribe for Newly Issued Ordinary Shares, Issued by Thai Securities Depository Company Limited
 2. Notification of the Allotment of Newly Issued Ordinary Shares of Finansa Public Company Limited
 3. Subscription Form for Newly Issued Ordinary Shares of Finansa Public Company Limited
 4. U.S. Indicia Checklist (Individual & Juristic Person)
 5. Entity Status Certification and Information Disclosure Consent Form Under FATCA
 6. Map of Place for Subscription and Payment for Newly Issued Ordinary Shares

Whereas the Extraordinary General Meeting of Shareholders No.1/2018 of Finansa Public Company Limited (the "Company"), held on 22 October 2018, has resolved to approve the allocation of 98,815,840 new ordinary shares 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. 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. Please see additional details in Notification of the Allotment of Newly Issued Ordinary Shares of Finansa Public Company Limited (Enclosure 2)

The Company would like to notify you of your rights to subscribe for newly issued ordinary shares according to the number indicated in the Certificate of Rights to Subscribe for Newly Issued Ordinary Shares, issued by Thailand Securities Depository Company Limited (Enclosure 1). Regarding details of the newly issued ordinary shares, including method of subscription and payment, please refer to the Notification of the Allotment of Newly Issued Ordinary Shares of the Company (Enclosure 2).

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

In this regard, the Company would like to notify that the subscription period for the aforementioned newly issued ordinary shares will be from 19-23 November, 2018, from 9.00 a.m. to 4.30 p.m., at Finansia Syrus Securities Public Company Limited, 15th Floor, MBK Tower, 444 Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 (Please refer to Map of Place for Subscription and Payment for Newly Issued Ordinary Share in Enclosure 6)

If shareholders intend to subscribe for newly issued ordinary shares of the Company, please fill in and sign on Subscription Form for Newly Issued Ordinary Shares of the Company as attached herewith this notification (Enclosure 3), and follow all instructions indicated on the Notification of the Allotment of Newly Issued Ordinary Shares of the Company. In case shareholders who subscribe for newly issued ordinary shares in this occasion intend to have the Company delivers those shares by depositing those shares with Thailand Securities Depository Company Limited under issuer account, account number 600, please additionally fill in and sign on U.S. Indicia Checklist, in case of Individual & Juristic Person (Enclosure 4), and please fill in and sign on Entity Status Certification and Information Disclosure Consent Form Under FATCA, in case of Juristic person (Enclosure 5).

The Company has determined a list of shareholders who are entitled to the allotment and offering of newly issued ordinary shares (Record Date) on 30 October 2018. The shareholders who subscribe for newly issued ordinary shares may check the numbers of allotted shares from subscription within 1 December 2018 on the Company's website at www.finansa.com

Should you have further question, please contact Khun Chulakull Phumon, Finansia Syrus Securities Public Company Limited, via phone number 0-2680-0843

Please be informed accordingly.

Sincerely yours,

Finansa Public Company Limited

Mr. Varah Sucharitakul

(Mr. Varah Sucharitakul)

Director

Notice of the Allotment of New Ordinary Shares

Finansa Public Company Limited

Offer

98,815,840 new ordinary shares to existing shareholders proportionate to their shareholding at an offering ratio of 2.5 old share to 1 new ordinary share, at an offering price of Baht 5.00 per share, 30 October 2018 is set to be the Record Date to determine the name of shareholders who are entitled to subscribe

(Translation)

This English translation of the Notice of the Allotment of New Shares has been prepared solely for convenience of the foreign shareholders of Finansa Public Company Limited and should not be relied upon as the definitive and official Notice of the Allotment of New Shares of the Company. The Thai language version of Notice of the Allotment of New Shares is the definitive and official document of the Company and shall prevail in all respects in the event of any inconsistency with this English translation.

**Notice of the Allotment of New Shares of
Finansa Public Company Limited**

Part 1 Details of New Ordinary Shares Allotment

1. Date and number of the Board of Directors' Meeting and the Shareholders' Meeting to approve the allotment of new ordinary shares

- The Board of Directors' Meeting No. 5/2018, held on 23 August 2018, has approved the Company to offer new ordinary shares to existing shareholders proportionate to their shareholding at an offering ratio of 2.5 old shares to 1 new ordinary shares, at an offering price of Baht 5.00 per share (whereas a fraction of share shall be disregarded) and
- The offering of new ordinary shares in this occasion is in accordance with the resolutions of the Shareholders' Meeting No. 1/2018, held on 22 October 2018

2. Details of allotment

The Extraordinary General Meeting of Shareholders No. 1/2018, held on 22 October 2018, has resolved to approve the capital increase of the Company from Baht 1,235,198,000 of old registered capital to Baht 1,729,277,200 of new registered capital by issuing 98,815,840 new ordinary shares at a par value of Baht 5 per share, totaling Baht 494,079,200. Such new ordinary shares shall be offered to existing shareholders in proportionate to their shareholding (Right Offering) at an offering ratio of 2.5 old shares to 1 new ordinary shares (a fraction of share shall be disregarded), at an offering price of Baht 5 per share, totaling Baht 494,079,200. In addition, the meeting has also resolved to authorize 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 the allotment. Details can be summarized as follows:

Type of Shares	:	New ordinary shares of Finansa Public Company Limited
Number of Shares	:	98,815,840 shares (ninety eight million eight hundred fifteen thousand and eight hundred forty shares)
Subscription Ratio	:	2.5 old shares to 1 new ordinary share (where a fraction of share shall be disregarded)

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.

Offering Price	:	Baht 5.00 per share
Registered Capital as at 26 October 2018	:	<p>Baht 1,235,198,000 at a par value of Baht 5.00 per share consisting of</p> <ul style="list-style-type: none"> - Ordinary shares 247,039,600 shares - Preferred shares - shares
Paid-up Capital as at 26 October 2018	:	<p>Baht 1,235,198,000 at a par value of Baht 5.00 per share consisting of</p> <ul style="list-style-type: none"> - Ordinary shares 247,039,600 shares - Preferred shares - shares
Additional Paid-up Capital from the Right Offering (in case of full subscription)	:	<p>Baht 494,079,200 at a par value of Baht 5.00 per share consisting of</p> <ul style="list-style-type: none"> - Ordinary shares 98,815,840 shares - Preferred shares - shares
Paid-up Capital after the Right Offering (in case of full subscription)	:	<p>Baht 1,729,277,200 at a par value of Baht 5.00 per share consisting of</p> <ul style="list-style-type: none"> - Ordinary shares 345,855,440 shares - Preferred shares - shares
Allotment procedure	:	<p>New ordinary shares will be allotted to existing shareholders in proportionate to their shareholding, whereas 30 October 2018 is set to be the Record Date to determine name of shareholders who are entitled to subscribe. In this regard, 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. The allotment of the oversubscribed shares shall be done in accordance with the following principles:</p>

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.

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 which 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 (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 (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 and 2, the Company shall decrease its registered capital by cancelling the new ordinary shares that remained unallotted.

3. Record Date to determine the name of shareholders who are entitled to subscribe

The Board of Directors' meeting No. 5/2018, held on 23 August 2018, has resolved to set the Record Date on 30 October 2018 to determine the name of shareholders who are entitled to subscribe.

4. Subscription and payment

4.1. Subscription and payment period

Shareholders can subscribe for new ordinary shares from 9.00 AM to 4.30 PM between 19-23 November 2018 with the subscription agent pursuant to 4.2.1

4.2. Subscription and payment procedures

4.2.1. Subscription place

Shareholders can subscribe for new ordinary shares from 9.00 AM to 4.30 PM between 19-23 November 2018 with the following subscription agent

Ms. Chulakull Phumon
Custodian Department
Finansia Syrus Securities Public Company Limited
No. 444 MBK Tower, 15th floor, Phayathai Road,
Wangmai, Pathumwan, Bangkok, 10330
Tel. 02-680-0843

**** NO SUBSCRIPTION BY MAIL ****

The Company reserves rights to disqualify the subscription if the subscription agent does not receive documents for the subscription and/or payment according to 4.2.2 and 4.2.3 within specified period

4.2.2. Required documents for the subscription are as follows:

- 1) **Subscription Form (which is correctly, clearly, and completely filled-in and signed):** The shareholder who intends to subscribe for the new ordinary shares must correctly, clearly, and completely fill in the Subscription Form, stating the amount of shares each shareholder wishes to subscribe according to the amount stated in Certificate of Rights to Subscribe for Newly Issued Ordinary Shares (Attachment 1) and the amount of oversubscription shares, and sign. If the subscriber is a juristic person, Subscription Form must be signed by authorized person and stamped by a company seal (if any).

The subscriber shall submit 1 Subscription Form per 1 Certificate of Rights to Subscribe for Newly Issued Ordinary Shares

In case shareholders intend to subscribe for shares exceeding their rights, the portion of shares according to their rights must be fully subscribed in order to be entitled for oversubscription.

- 2) **Certificate of Rights to Subscribe for Newly Issued Ordinary Shares:**

The said document is the Certificate of Rights to Subscribe for Newly Issued Ordinary Shares, of which Thailand Securities Depository Company Limited ("TSD"), as the share registrar of the Company, has distributed to each shareholder along with this Notification, indicates the number of shares to be allotted to each shareholder in proportion to the shareholding.

In case that there is any change that made the first name/ family name of the shareholder be different from the information of the shareholder who is entitled to subscribe for the new ordinary shares in proportion to his/her shareholding percentage on the Record Date for the rights to receive the allocation of the new ordinary shares in proportion to his/her shareholding, please attach a certified true copy of the documents in relation to the amendment in first name/ family name, such as certificate of name/ family name change registration, certificate of marriage, certificate of divorce (as the case may be).

3) **Proof of Identification:**

- Thai Individual: A certified true copy of valid identification card. Or in case that a shareholder does not have an identification card, please use a certified true copy of house registration specifying the 13 digits identification number or a certified true copy of any other documents issued by regulatory body specifying the 13 digits identification number (In case of a minor, please provide a copy of identification card of the parents and a copy of the House Registration of the minor, which are certified a true copy by the parents).
- Foreign Individual: A certified true copy of valid Alien Certificate or passport, (In case of a minor, please provide evidence that the minor can legally subscribe for new ordinary shares).
- Thai Juristic person: A copy of the affidavit issued by the Ministry of Commerce less than 6 months prior to the last day of the subscription period, certified by authorized signatory(ies) and a company seal of the juristic person; together with certified true copy of identification card, alien certificate, or passport of such authorized signatory(ies).
- Foreign Juristic person: A copy of the certificate of incorporation, memorandum of association and the affidavit issued by the juristic person's staff or relevant regulatory body of the juristic person's country of origin which certifying the name of the juristic person, the name of the authorized signatory(ies), the headquarter's location, and the terms or conditions in authorizing corporate actions, issued not more than 12 months prior to the subscription period; all documents must be certified by the authorized signatory(ies) and a company seal of the juristic person; together with certified true copy of identification card, alien certificate, or passport of such authorized signatory(ies).

All stated documents, which are certified true copy, must be notarized by Notary Public with the official seal and certified by Thai Embassy or Thai Consulate in the country which such documents are made or certified and must be less than 12 months before the subscription period.

4) Proof of Payment:

Please provide the proof of payment which shall be made in full at one time, in aggregate amount of both portion according to the subscription rights and oversubscription shares (if any), and attachments of documents relevant to the selected payment methods of each subscriber, according to details and procedure as specified in clause 4.2.3.

5) Additional document in case of oversubscription:

Please provide a certified true copy of the first page of either savings account or the statement of current account, which shall be a bank account that the shareholders wish the Company to refund the subscription payment for unallotted portion of the oversubscription shares (if any) by transferring into the provided bank account whose detail is specified in the Subscription Form.

Name of the provided bank account shall be the same as the oversubscribing shareholders as specified in the Subscription Form, and the provided bank account shall be the saving account or current account opened with the following banks:

- 1) Bangkok Bank Plc.
- 2) Krungthai Bank Plc.
- 3) Bank of Ayudhya Plc.
- 4) Kasikornbank Plc.
- 5) CIMB Thai Bank Plc.
- 6) TMB Bank Plc.
- 7) Siam Commercial Bank Plc.
- 8) Thanachart Bank Plc.
- 9) United Overseas Bank (Thai) Plc.
- 10) Land and Houses Bank Plc.

6) Additional document in case Power of Attorney acting on behalf of company:

Please submit the Power of Attorney affixed with Baht 30 duty stamp, and a certified true copy of valid identification card of the subscriber and an appointee.

7) **Additional document for the share subscription of those who wish to deposit shares to Issuer Account**

In case shareholder wishes to deposit the allotted newly issued ordinary shares in this occasion to Issuer Account, please fill in and sign on the U.S. Indicia Checklist (Individual & Juristic Person) in case of Individual and Juristic Person, as well as the Entity Status Certification and Information Disclosure Consent Form Under FATCA in case of Juristic Person, and submit together with other documents for the subscription.

4.2.3. Payment procedure

Subscribers shall submit the completed Subscription Form (as in 4.2.2) together with proof of the full amount of payment to Finansia Syrus Securities Public Company Limited at the address stated in 4.2.1. Payment shall be made in one of the following methods:

(1) Transfer Payment (Payment must be made in full Amount and cash payment is not accepted)

- Subscriber who intends to make payment via transfer payment can subscribe by transferring the payment to current account name "Account for Subscription for Capital Increase Ordinary Shares of Finansia Public Company Limited", Account Number: 038-1-12461-4, Kasikornbank Public Company Limited, Sathorn Road Branch. Please also attach copy of transfer slip with the Subscription Form.
- Only one deposit/transfer per one Subscription Form for any case of subscription, i.e. the number of subscribed shares are equal to or less than or greater than the entitled number of shares.
- Please specify shareholder registration number (can be seen in Subscription Certificate), first name, last name, and phone number in the deposit/transfer slip.
- Subscription period in case of transfer payment:
 - Cash Transfer: the subscription period is between 19-23 November 2018 from 9.00 AM to 4.30 PM
 - Cheque Transfer: the subscription period is between 19-21 November 2018 from 9.00 AM to 4.30 PM (Cheque used in payment transfer must be dated no later than 21 November 2018 and must be able to clear with the clearing office in Bangkok only within next business day).

(2) Payment via Cheque, Cashier's Cheque or Bank Draft (Payment must be made in full Amount)

- For subscriber who intends to make payment via Cheque, Cashier's Cheque or Bank Draft, please contact the subscription agent to make payment by cheque, cashier's cheque or bank draft, which must be crossed and specify "Account for Subscription for Capital Increase Ordinary Shares of Finansia Public Company Limited" as account payee only. Cheque, Cashier's Cheque or Bank Draft must be dated not later than 21 November 2018 and must be able to clear with the clearing office in Bangkok only within next business day.
- Only one Cheque, Cashier's Cheque or Bank Draft per one Subscription Form for any case of subscription, i.e. the number of subscribed shares are equal to or less than or greater than the entitled number of shares.
- Please specify shareholder registration number (can be seen in Subscription Certificate), first name, last name, and phone number at the back of the Cheque, Cashier's Cheque or Bank Draft.
- Subscription period in case of Cheque, Cashier's Cheque or Bank Draft:
The subscription period is between 19-21 November 2018 from 9.00 AM to 4.30 PM.

Shareholder who subscribes for new ordinary shares shall be responsible for all expenses and fees levied by the bank (if any) separately from payment of the subscription price.

4.3. Refund payment and cheque return procedures

In the event that refund payment or cheque return is required, the Company shall process as follows:

4.3.1. **In the case where there is insufficient number of shares to be allotted to the shareholder who oversubscribes**

The Company through the subscription agent shall refund for the unallotted shares to shareholder who oversubscribes but receives allotted shares less than the numbers indicated in the Subscription Form without any interest or any losses. Such refund shall be paid in form of transfer payment to the account that stated in the Subscription Form. The account shall be a saving account or current account opened with the following banks.

- 1) Bangkok Bank Plc.
- 2) Krungthai Bank Plc.
- 3) Bank of Ayudhya Plc.
- 4) Kasikornbank Plc.
- 5) CIMB Thai Bank Plc.
- 6) TMB Bank Plc.
- 7) Siam Commercial Bank Plc.
- 8) Thanachart Bank Plc.
- 9) United Overseas Bank (Thai) Plc.
- 10) Land and Houses Bank Plc.

The account name must be the subscriber's name as stated on the subscription form. **Subscribers shall enclose a certified copy of the first page of either saving account book or a statement of the current account.**

The Company through the subscription agent shall make a refund payment within 5 business day after the end of subscription period. If the Company through the subscription agent fails to make refund payment within the said period, 7.5 percent of interest rate per annum (calculated on the payment for shares which are not allocated from the date after the said period until the date the subscriber receives refund payment) will be applied and paid to the subscriber. In any event, if the refund payment for the shares which are not allocated has been properly transferred to the subscriber's account according to the details specified in the Subscription Form, such subscriber shall be deemed to have validly received the refund payment and such subscriber cannot request or claim for any interest or damage.

4.3.2. In case where the shareholder fails to comply, in any cases, with the subscription instructions and/or unable to clear the cheque provided for the subscription payment.

The Company will refund subscription payment to the shareholders who are not allotted shares due to failure to comply with the subscription instructions and/or the bank cannot clear the cheque provided for subscription payment. The shareholders have to contact the Subscription Agent at the address specified in 4.2.1 to get their cheques back within 10 business days after the end of the subscription period. In case that the subscriber fails to contact the Subscription Agent as mentioned above, the subscriber cannot request or claim for any interest or damage arisen.

4.4. Share delivery methods

The subscriber can select one of the following share delivery methods.

- 4.4.1. In case the subscribers do not wish to receive share certificate but wish to use the scripless system of the TSD by depositing their allotted shares into the security trading account which the subscribers have opened with the securities company.

In this case, the Company will deposit the allotted shares in the name of “Thailand Securities Depository Company Limited for Depositors,” and TSD will record the number of shares in the account of such securities company. The evidence of deposit of the allotted shares to the subscribers within 7 business days from the end of subscription period.

In case the subscriber selects this delivery method, the name of securities trading account must correspond with the name subscriber as indicated in the Subscription Form. Otherwise, the Company reserves its rights to issue a share certificate in the name of the subscriber instead.

- 4.4.2. In case where subscribers do not wish to receive share certificate but wish to use the scripless system of the TSD by depositing their allotted shares into the issuer’s account (membership account no. 600). In this case, the Company will deposit the allotted shares with the TSD, and the TSD will record the number of shares allocated to the subscriber under the issuer’s account (membership account no. 600). The evidence of deposit will be issued to the subscribers within 7 business days after the end of subscription period. In this case, the subscriber can sell their allotted shares in the SET, and if the subscriber would like to withdraw their shares from the issuer’s account (membership account no. 600), the subscriber can contact the TSD for withdrawal with applicable fee and expense as specified by TSD.

In this case, the subscriber must also fill in the information in the required documents which is “U.S. Indicia Checklist (Individual & Juristic Person)” for both the subscriber who is individual person or juristic person, and “Entity Status Certification and Information Disclosure Consent Form Under FATCA” for the subscriber who is a juristic person only. The subscriber shall sign to certify the correctness of the information to submit to the TSD. However, since the process for withdrawal of shares deposited in the issuer’s account (membership account no. 600) may take some time, the subscriber who deposits their allotted shares may not be able to withdraw the shares by the time of first trading day of the new shares.

4.4.3. In case where subscribers wish to receive share certificate in the name of the subscriber, the TSD will deliver the share certificates in an allotted amount of shares to such shareholder via registered mail to the name and the address as indicated on the Subscription Form within 15 business days from the end of the subscription period. The subscribers cannot sell those shares in the Stock Exchange of Thailand (the "SET") until the receipt of the share certificate which may occur later than first trading day of the new shares.

4.5. Other important information

4.5.1. Shareholder who subscribes for the new ordinary shares will receive evidence of the subscription from the person collecting the Subscription Form, the subscription will be deemed completed once all payment made to the Company have been collected as specified in Clause 4.2.3.

4.5.2. Shareholder who have already submitted the Subscription Form, are not permitted to cancel such subscription. The Company has the right to cancel the subscription for those shareholder who do not fully comply with the subscription procedures as stated in Clause 4.2

4.5.3. If shareholder who subscribes for new ordinary shares cannot make payment for the subscription within the specified period or fails to comply with the payment instruction within the specified period or the Company and/or a subscription agent cannot collect the subscription payment (in any case other than the error of the Company and/or a subscription agent) in full or in part within the specified period or subscribes by any methods other than the subscription instruction as prescribed in this Notice of Share Allotment or the shareholder incompletely fills in the Subscription Form or fails to completely submit subscription documents, the Company and/or a subscription agent will deem that such shareholder cancel their subscription, and the Company and/or a subscription agent reserves its rights to not allot any new shares to such shareholder.

4.5.4. In case subscribers fail to completely, clearly or consistently fill in the Subscription Form, the Company and/or a subscription agent reserves its rights to use the information in other required documents as deemed appropriate in share allotment. However, in such case, the Company and/or a subscription agent has rights to deem that the subscriber cancel their subscription, and the Company and/or a subscription agent reserves its rights to not allot any new shares to such shareholder.

- 4.5.5. In case subscriber receives more than one Certificate of Rights to Subscribe for Newly Issued Ordinary Shares for more than one shareholder registration numbers, such shareholder shall prepare the documents required for subscription in a number of copies corresponding to the number of registration numbers, in other words, one copy of required document for one registration number only. In case shareholder make all subscription by combining number of shares within only one registration number, or specify such information within one Subscription Form, such shareholder may be allotted new shares in a number less than the aggregate numbers of entitled shares as specified in each of the Certificate of Rights to Subscribe for Newly Issued Ordinary Shares, and the Company reserves the rights to allot or not allot new shares to such shareholder as deemed appropriate.
- 4.5.6. If the number of shares specified in the Subscription Form does not correspond with the payment which the Company receives, the Company reserves the rights to rely on the amount received from the subscription payment, but the amount of such subscription payment must not exceed the total value of shares allotted to such shareholder.
- 4.5.7. Shareholder who subscribes for the new ordinary shares can check the result of allotment within 1 December 2018, through the Company's website at www.finansa.com or contact

Ms. Chulakull Phumon
Custodian Department
Finansia Syrus Securities Public Company Limited
No. 444 MBK Tower, 15th floor, Phayathai Road,
Wangmai, Pathumwan, Bangkok, 10330
Tel. 02-680-0843

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

- 5.1. to be used to expand the business via Direct Investment and additional investment 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 Baht 1,000 million. 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 Baht 700 million. 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 after 5.1 will be used as a working capital.

6. Benefits to the Company from increased of capital through the allotment of new ordinary shares

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. Dividend policy and rights on receiving dividend from holding newly issued shares

7.1. Dividend policy

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. Rights to receive dividends attributable to new ordinary shares

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. Other Important Details Necessary for the Shareholders in Making Decision to Subscribe for the New Shares

8.1 Request for Waiver from Mandatory Tender Offer Obligation (Whitewash)

Mr. Vorasit Pokachaiyapat and his related person as per Article 258 ("Mr. Vorasit") has 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. 29/2018 re: Rules for Waiver of Tender Offer by Resolution of Shareholders (Whitewash), dated May 30, 2018 (as amended) ("Notifications on Whitewash "). At present, such whitewash has already been approved by the Shareholders' Meeting of the Company, and as of 26 October 2018, and the Waiver Requester is now preparing to obtain an approval from the Securities and Exchange Commission ("SEC"). It is expected to application shall be submitted and the approval result shall be informed to the Company by the subscription period, which the Company will promptly update the result via SET Portal accordingly.

8.2 Impacts on Shareholders from the Offering and Sale of New Ordinary 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	$= \frac{\text{(Pre-offering market price - Post-offering market price}^2\text{)}}{\text{Pre-offering market price}}$ $= \frac{(4.16 - 4.40)}{4.16}$ $= -5.77\% ^1$
3. Earning Per Share Dilution	$= \frac{\text{(Pre-offering earning per share - Post-offering earning per share}^2\text{)}}{\text{Pre-offering earning per share}}$ $= \frac{(0.35 - 0.25)}{0.35}$ $= 28.57\% ^2$

Remarks

1. - 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 = $\frac{\text{(market price x number of paid-up shares) + (offering price x number of offering shares)}}{\text{(number of paid-up shares + number of offering shares)}}$
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 = $\frac{\text{(Net Income of latest 12 months)}}{\text{(number of paid-up shares + number of newly issued shares from this offering)}}$

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, additional investments in associated companies. If the mentioned business expansion successful, the Company has chances to receive additional return from the investments.

Part 2 General Information of the Company

1. Name and Location of the Company

Company Name	:	Finansa Public Company Limited (the “Company”)
Company Name (in Thai)	:	บริษัท ฟินันซ่า จำกัด (มหาชน)
Ticker	:	FNS
Company Registration	:	0107545000080
Industry	:	Financials
Sector	:	Finance & Securities
Head Office	:	48/48 TISCO Tower, 20th Floor, North Sathorn Road, Silom, Bangrak Bangkok 10500
Telephone	:	0-2697-3700
Fax	:	0-2266-6688
Home Page	:	http://www.finansa.com

2. Overview of Business Operations of the Company and its Subsidiaries

The Company and its subsidiaries provide a wide range of financial services to institutional, corporate and retail clients within Thailand and the Indochinese 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. Business characteristic by product lines of the Company and its subsidiaries, supply of products and services, industry overview and competition marketing and distribution (“Marketing and Competition”) of each product lines can be summarized as follows:

2.1. Investment Banking and Securities Business

1) Service Characteristics

Finansa Group provides services in investment banking, corporate advisory, and wealth management advisory by the subsidiary incorporated in Thailand, which is Finansa Securities Limited (“FSL”) with the investment banking team who are experienced and expertise in fund raising, financial

and business restructuring, and business alliance negotiations. The financial advisory services can be summarized as follows:

Debt advisory service

- Project Finance by preparing financial information and seeking source of borrowing from domestic and international financial institutions
- Debt Restructuring by providing advice on the debt restructuring alternatives, the preparation of financial projection and feasibility study of the business after the restructuring, and acting as representative in negotiating with the creditors

Merger and acquisition advisory service

- Acquisitions of Securities for Business Takeover.

Fundraising advisory service

- Offering and sale of securities covering equity offering, debt offering, or hybrid securities offering such as common stocks, preferred stocks, debentures, convertible debentures, Warrants, and etc.
- Listing of securities in the Stock Exchange of Thailand
- Private Equity

Other financial advisory service

- Providing opinion as an independent financial advisor on various transactions of the public companies in accordance with the rules of the SET.
- General financial management
- Enterprise valuation
- Feasibility study
- Tailor-Made Financial Products

In addition, FSL also provide private wealth management advisory service with an aim for investor to conduct financial planning for management of wealth that suit with lifestyle through investing in debt securities or trading in of mutual funds units from various asset management companies.

2) Marketing and Competition

FSL emphasizes on service and relationship with the clients covering limited companies, public companies, listed companies, or individual persons which can be categorized into two groups of target clients as follows:

- New clients: by compiling name of companies that have potentials and by leveraging on the network of existing client base of Finansa Group to offer financial advisory services of which the Group specializes in.
- Existing clients: as existing clients are familiar with and recognize the past accomplishment and services, this provides competitive advantages. Thus, to maintain close and continuing relationship with the clients would help strengthen the relationship and provide opportunities to be engaged from such clients for the continuing services in the future

By emphasizing on service differentiation and the comprehensive one-stop services, FSL also provides other financial services of the Group other than investment banking service, such as securities services, investment, fund raising for the transaction. In addition, to retain trusts from clients, FSL has policy to maintain and continually improve the level of service quality, including initiating creative solutions to clients' problem, focusing on understanding of the clients and their businesses, and providing comprehensive one-stop services.

At present, there are many financial advisory services provides, including the companies that have been approved by the SET, as of 14 February 2018, totaling 73 companies, 5 of which have been temporarily suspended, and 1 of which has limited scope of service provided, based on the website of the SET. There also are plenty of other companies, located in domestic and overseas, that provide similar services. This leads to intense competition, of which the quality of staffs, the expertise in various kinds of transactions, network of existing client base, and the creativity in providing solutions to clients' problems, are the competitive advantageous factors.

3) Supply of Products and Services

At year-end 2017, FSL has a team of 22 investment banking staffs, 5 of which are the supervisor as approved by the SEC. The management of FSL consists of the staffs with long year of experiences in investment banking business and have a good relationship with the clients. Most of the engagements are from the relationship and referral from old clients coupling with the expertise that Finansa Group has.

The main working procedure starts from studying the relevant rules and regulations, exploring alternatives for the solutions to clients' problems, recommending, conducting the due diligence by

interviewing managements and investigating documents, preparing financial projection and related documents, and liaising with other related parties. The works are carried out by a group of staffs; in case the loss of staff, there will be other staffs who can seamlessly continue the works, which would not cause an issue of the dependence on or the lack of staffs.

In 2018, FSL's revenues significantly increased due to the successful closing of the large deals. In beginning of the year, FSL has been awarded with 2 SET Awards which are "2016 Outstanding Deal of the Year" for being a financial advisor to BCPG Public Company Limited in its initial public offering of Baht 5,900 million, and "2016 Best Deal of the Year" for being a financial advisor for the amalgamation between Bangkok Expressway Public Company Limited and Bangkok Metro Public Company Limited.

2.2. Direct Investment, Advisory, and Fund Management Business

1) Services Characteristics

Direct Investment business is the proprietary investment of the Company and its subsidiaries within Finansa Group in the companies and/or various funds, which is operated for the support or the business expansion of the Group. Whereas, the Advisory and Fund Management business operated by Finansa Fund Management Limited ("FFM"), a subsidiary, emphasizes on the services to foreign funds, which can be categorized into 2 groups as follows:

Investment Advisory and Fund Management

The target foreign-registered funds include the small-size funds (less than USD 50 million) and the medium-size funds (USD 50-100 million) whose investors are foreign institution investors or the foreign funds in emerging market with an interest to directly invest in Thailand or any other countries in Indochina region. FFM will assist in establishing the funds and seeking interested foreign investment partners. The established foreign funds will have different characteristics and investment policies depending on investors' preferences. Such funds are investments in form of Private Equity funds investing in equity securities or hybrid securities of listed companies or private companies that need capital for business expansion or restructuring. For the direct investment of this type, the investment advisors need to conduct in-depth due diligence on business and management of the target company, and also need to negotiate and discuss with major shareholders of the target company regarding the share acquisition and partnership. The funds usually have investment horizon of 3-5 years with significant portion of shareholding, and appoint their representatives to be directors of the target company in order to provide constructive comments and also monitor the operation results.

In this business, FFM will engage FNS to conduct the feasibility study of investment including the operation results and financial position of the target company, to explore and recommend the investment structure, exit strategy, investment condition, and reasonable value of investment, and to assist in negotiating investment terms. In addition, FFM also manages portfolio by selling securities or

investments in the listed companies or any other interested investors when the return on investment become equal to or greater than the require rate of return, and distribute the realized profits to investors.

Funds Operation and Management

Operation and management services are provided to the foreign funds after investing in any businesses including various support services provided to the funds such as

- Prepare analysis on economy, industry, and operation results of the invested companies
- Manage the collection of benefits such as dividends or other distributions from the invested assets, and the debt repayment from the funds' assets
- Open the bank accounts of the funds including contact and maintain good relationship between the funds and commercial banks
- Bookkeeping and calculate the net asset value of the funds
- Coordinate with relevant government authorities and agents

As at 31 December 2017, FFM does not have any ongoing advisory and management services provided to any foreign funds.

2) Marketing and Competition

Target clients of Investment Advisory and Fund Management business are prestigious financial institutions or foreign funds in emerging market or fund of funds with an interest to invest in Asia. Finansa Group leverages on its experiences, a team of expertise staffs, track-record of past fund management, and relationship network in domestic and overseas utilized to approach the target companies are the competitive advantageous factors of fund management.

At present, there are many foreign funds established for direct investment in other countries, especially in Asia. Generally, the foreign funds that have capable working team who have knowledge of the laws and regulations relevant to each country tend to use their own staffs to execute investments and manage their investment portfolios. However, there are some foreign funds that are interested in investment in emerging market but lack of staffs and capability to approach the target company. Those funds are likely to engage experienced advisors for advisory and fund management service to advise, operate and manage investments on behalf of the funds. Presently, there are many advisors located in domestic and overseas providing services to foreign funds leading to intense competitive environment. The advisory services providers with a team of experienced and competent staffs, with a track-record of past fund management with attractive returns tend to have competitive advantages which are the key successful factors of this business. In Thailand, Finansa Group is one of the leading companies

providing advisory and fund management services with a strong track-record, a team of capable staffs, and a wide relationship network with many companies located in Thailand and overseas.

Target clients of the Direct Investment business are companies and/or various funds; which is aimed for support or business expansion of the Group. Direct investments of Finansa Group in the past 3 years can be summarized as follows:

- | | |
|------|--|
| 2015 | <ul style="list-style-type: none"> - FFM partnered with other company to expand business by partnering with SBI Capital Management Co., Ltd. to establish SBI Finansa Private Equity Partners ("SFPEP"), which has been incorporated in the Cayman Islands, to provide advisory services to shareholders in form of Private Equity investment in Southeast Asia region, which FFM and SBI Capital Management Co. Ltd. hold shares of 50% each. - FNS invested in leasehold of the land with warehouses/factories buildings located in the Bangkok Free Trade Zone project, for the lease period of 24 years, with a total rentable area of 45,004 sq.m., total investment of Baht 707.7 million. Investment objectives are to operate Warehouse and Factory Renting business. - FNS has investment in ordinary shares of MK Real Estate Public Company Limited ("MK") with a shareholding of 7.5% of registered capital, which have been received for the consideration from the sale of PD, previously associated company, to MK. As a result, MK is regarded an associated company of the Company based on the significant influence in determining policy through the Company's representatives in the Board of Directors of MK. |
| 2016 | <ul style="list-style-type: none"> - FNS acquired additional shares in MK resulting in, as at the end of 2016, total shareholding in MK increasing to 9.78% - FFM co-invested in the form of convertible loan which can be converted to common stocks, totaling Baht 237 million in Neo Corporate Company Limited ("NEO") |
| 2017 | <ul style="list-style-type: none"> - FC invested in FB Food Service (2017) Company Limited ("FB") in a total amount of Baht 20.6 million of existing shares and newly issued shares, representing 6% of paid-up capital of FB. |

3) Supply of Products and Services

Finansa Group has a team of 7 staffs in advisory, fund management, and development of foreign funds services under the supervision of 2 key executives which are Mr. Eugene S. Davis and Mr. Vorasit Pokachaiyapat. The team will analyze economic and investment environment of the countries with services coverages, will analyze the target company for potential investment by primarily

considering the companies with growth potentials, position as market leaders, and prominent management team, whilst having financial difficulties, and will present to foreign funds and discuss on the potential investment opportunities and expected return on investments. Then, the team, as an advisor of the funds, will meet with the management of the target company to propose the investment structures and source of fund to support the target company. In addition, the team will monitor and evaluate the operating results of such company to present to the Board of Directors of the foreign funds. And when the funds have satisfactory returns on investment, such investment will be sell when the time is right.

In 2017, Finansia Group emphasized on investment in form of direct investment partnership in NEO and FB with a total investment of approximately Baht 260 million, most of which is for investment in NEO. Investments in these two companies have been completed in 2017. NEO is one of the successful and sustainable companies manufacturing and distributing household and consumers products with a plan to initial public offering (“IPO”) in 2019. NEO has already appointed financial advisor and is in the process of due diligence, which in one of the process in preparation of listing NEO for IPO. On the other hand, FB is one of the leading companies providing food services whose office is located in Bangkok. Finansia Group has partnered with Sojitz Corporation, the second largest shareholders, in investment in FB.

2.3. Warehouse and Factory Leasing Business

1) Services Characteristics

The Company invested in leasehold of land with warehouses/factories located in the Bangkok Free Trade Zone (the “Leasehold”) in Bang Phli District, Bangna-Trad Road 24th kilometer, with investment objectives to operate Warehouse and Factory Renting business.

The Company invested in the Leasehold since the end of 2014 with the lease period of 24-25 years, total rentable area of 89,024 sq.m., total investment of Baht 1,415.9 million.

2) Marketing and Competition

The Company hired PD to manage the assets under the leasehold. In 2017, the occupancy rate is at 91% with average rental fee of approximately Baht 180 per sq.m. per month.

At present, the average rental area per one renter is at 1,404 sq.m. per renter. Large renters include conveyer belt manufacturer from Italy, animal feedstock manufacturer from Thailand, etc.

Based on the information from CBRE Market Review issued by CBRE (Thailand) Company Limited, the overall sale of serviced industrial land plots in the first quarter of 2018, except Rojana Industrial Park, is approximately 119 rai, decreased by almost 80% from previous year, whilst there is no

increase in the supply in the market resulting in the remaining supply of serviced industrial land plots is approximately 157,000 rai.

For the Ready Built Factory, vacancy rate decreased from 29.6% in the previous quarter to 29.1% in the first quarter of 2018; the net occupied area in this period is approximately 11,500 sq.m., whilst the remaining supply of the ready built factory did not change much from previous quarter, or at approximately 2.36 million sq.m.

3) Supply of Products or Services

The Company invested in the Leasehold under the Lease Rights Purchase Agreement with Chaiyanan-Bangphli Parkland Company Limited, who is the developer of the Bangkok Free Trade Zone, with a lease term of 24-25 years.

2.4. Securities Brokerage Business

1) Services Characteristics

Securities Brokerage business is operated through Finansia Syrus Public Company Limited ("FSS"), an associated company of the Company. FFS operates securities brokerage business with a license from the SEC to provide various financial services including securities brokerage, investment banking, debt securities trading, securities borrowing and lending, and futures trading.

2) Marketing and Competition

Compared to previous year, revenue from brokerage fee decreased by 19% compared to the average of total trading volume in the SET at Baht 50,100 million per day, which decreased by 4.1%. Such decrease in the revenue from brokerage fee is resulted from the decreased market share and the decreased average brokerage fee. In addition, the market share of FSS decreased to 5% in year 2017 from 5.61% in year 2015, resulting in the declined ranking to be no. 4 largest broker.

Average brokerage fee in 2017 continued to decrease to 0.09% from 0.10% in 2016 as a result of more intense competition due to the declining growth rate of trading volume and more investors migrating to online trading.

In 2017, the trading volume by foreign investors accounted for 19%, similar to year 2016, which is consistent with the market share of the trading volume by foreign investors on the SET. FSS is attempting to adjust the strategic plan to expand and improve the business in foreign institutional investor segment.

Based on past statistics, the proportion of revenue from brokerage fee from domestic institutional investors is not a significant portion. Despite the amount is still insignificant in 2017, FSS's

revenue from brokerage fee from domestic institutional investors increased by 60%, which is accounted for 4% of total fee revenues.

As of 31 December 2017, FSS has marketing staffs in securities brokerage department of 521 staffs, decreased from 564 staffs in 2016. The number of branch offices decreased by 3 branches to remain at 33 branches, consisting of 14 branches located in Bangkok and 19 branches in other provinces.

For investment banking business, FSS is considered one of the leading companies for the IPO. In 2017, FSS is an underwriter and financial advisor for Baht 1,160 million IPO of Rich Sport Public Company Limited, Baht 720 million IPO of Humanica Public Company Limited, and Baht 442 million IPO of FireTrade Engineering Public Company Limited.

FSS started derivatives trading business in the mid of 2016 and has soon became one of the leading services providers. The trading of derivatives accounted for approximately have of the total revenues from the trading profits, whilst the rest of revenues were from the proprietary trading. The success in derivatives trading business is from early-stage interest in the “out of the money” securities, in which the derivatives trading market did not pay much attention to.

In January of 2017, FSS invested in the most recent technology online trading program, which is developed by Kiwoom Securities Limited, who is the leading securities brokerage company in Korea with the highest market share in Korea for the past 12 years. Such program has been designed for mobile platform providing tools for securities trading designed to improve efficiency of online trading and to enhance online trading experience in general. At present, this program is during the trial period and receives good feedbacks from clients. In addition to that this program will help strengthen relationship with clients, it is also aimed to help attract new online trading clients after they perceive the benefits this new program can provide. Presently, online securities trading is well accepted in the market of Thai investors with the share of 70% usages amongst retail investors.

In the second quarter of 2017, FSS entered in to the agreement to sell 45% shares in an associated company, SBI Thai Online Securities Co., Ltd. (SBITO), back to SBI Holdings, who is the major shareholders of this associated company.

Overall, in 2017, FSS has succeeded in business expansion in various perspectives such as investment banking, proprietary trading, and derivatives trading, which can help FSS less dependent on the securities brokerage business for domestic retail investor segment. In the meantime, expansion of the size and scope of the businesses in general can also help strengthen the fundamental of FSS's business as well.

Further details of FSS is available on www.fnsyrus.com

3) Supply of Products and Services

Form 56-1 of FSS described the supply of its products and services as follows:

3.1) Sources of capital

Major source of capital of FSS is from equity. As at 31 December 2017, FSS has registered capital of Baht 930.24 million, paid-up capital of Baht 930.24 million, and short-term loan and working capital loan from financial institutions for the securities trading settlement of Baht 2,805 million are used as source of capital reserve for the flexibility in its business operation.

3.2) Financing or Lending through Connected Parties of Executives or Major Shareholders

-None-

3.3) Net capital reserve

As at 31 December 2017 and 2016, FSS has a Net Capital Ratio of 61.31% and 46.99% respectively, which is greater than 7.0% in accordance with Net Capital Rules as required by the SEC.

Assets of the Company and its Subsidiaries

Key Operating Assets

■ **Property and equipment**

The Company has an office located on 48/48 Tisco Tower 20/F, North Sathorn Road, Silom, Bangrak, Bangkok, which is owned by the Company.

In addition, the Company also owns the space in Tisco Tower no. 48/29 and 48/32 on 16/F and 48/45 on 20/F Tisco Tower, North Sathorn Road, Silom, Bangrak, Bangkok, which the Company rent to subsidiaries and related company, FSL, FC, and PD, and other companies to use as offices. The rental agreements have one-year term with the rental and services fee at the market rates. In 2016, the Company sold the office space on the 12A/F. Property and Equipment of the Company are as follows:

(million Baht)	30 June 2018	31 December 2017	31 December 2016
Building and fixtures	65.3	65.3	65.3
Office equipment	6.1	7.6	10.2
Decorations and installations	6.3	2.3	4.1

(million Baht)	30 June 2018	31 December 2017	31 December 2016
Vehicles and other	10.8	10.1	7.2
Property and Equipment	88.5	85.3	86.8

As of 30 June 2018, the Company has the office spaces with a total net book value of Baht 65.3 million pledged as security for the working capital facilities of Baht 150 million with one domestic financial institution.

■ Intangible assets of the Company and its subsidiaries are as follows:

(million Baht)	30 June 2018	31 December 2017	31 December 2017
Computer software	4.5	4.7	5.8
Others	0.8	0.7	0.9
Intangible Assets	5.3	5.4	6.7

■ Leasehold rights are as follows:

(million Baht)	30 June 2018	31 December 2017	31 December 2016
Leasehold rights of land with warehouses and factories	1,230.9	1,259.2	1,316.4
Leasehold Rights	1,230.9	1,259.2	1,316.4

As of 30 June 2018, the Company has a total rentable area of warehouses and factories located in the Bangkok Free Trade Zone project 89,024 sq.m. with a total investment value of Baht 1,416 million for the remaining term of 22-23 years. Such areas are located in Bangphli District, on Bangna-Trat Road 24th kilometer.

■ Receivables and loans to other persons or companies

The Company and its subsidiaries has assets categorized as receivables and loans to other persons or companies by contract types as follows.

(million Baht)	30 June 2018	31 December 2017	31 December 2016
Loans	423.7	393.8	338.5
Receivables under hire-purchase contracts	1.1	1.1	1.1
Other receivables	-	22.7	22.7
Bill of Exchange	13.0	13.0	13.0
Total	437.8	430.6	375.3

(million Baht)	30 June 2018	31 December 2017	31 December 2016
Less: provisions for doubtful debts	(148.5)	(171.2)	(171.2)
Net Receivables and Loans to Other Persons or Companies	289.3	259.4	204.1

The Company and its subsidiaries who are not securities companies have a revenue recognition policy in accordance with the accounting principle. FSL has a policy to stop recognizing revenues and to set up provisions for doubtful debt in accordance with the rules of the SEC, in which the securities company should stop to recognize revenues when the clients has outstanding receivables longer than 3 months, and set up provisions for doubtful debt at 100% of the total amount of doubtful debts after deducting security deposit. Whereas, provisions for doubtful debt in case of the clients with below-standard credits with the amount of security deposit exceeding the debts are not required. FSL will write-off the doubtful debt from its accounts upon discovery.

On the other hand, FC does not record cancellation of the interest receivables from the payment defaulting clients, but will consider setting up the provisions for doubtful debts together with the principal portions of the loans. It will be assessed from the amount of debts that are less likely to recovered based on the duration of payment default and analysis of financial position, risk, and value of security deposit.

■ **Provisions for assets impairments**

The Company and its subsidiaries will assess at each end of reporting period if there is any indication for impairment of assets of the Company and its subsidiaries. If any indication exists, the Company and its subsidiaries will evaluate the recoverable value of that asset. If it is found that the book value of asset is greater than the recoverable value, the Company and its subsidiaries will record the decreased book value to its recoverable value and recognized the loss from asset impairments on its comprehensive income statements. The recoverable value of assets means the fair value deducted by the transaction cost in disposal of assets or the expected value from the use of such assets, whichever is higher.

■ **Goodwill**

The Company recorded goodwill at cost adjusted by provisions for impairment, where impairment test occurs annually.

As of 30 June 2018, the Company has net goodwill from the acquisition of shares in subsidiaries at a purchase value exceeding book value of Baht 156.9 million consisting of net good will of FSL of Baht 111.6 million and FFM of Baht 45.3 million, unchanged from the end of 2017.

3. Shareholders' Equities and History of Capital Increase during the Past 3 Years

3.1. Shareholders' Equities

As of 26 October 2018, the Company has registered capital of Baht 1,235,198,000 consisting of ordinary shares of 247,039,600 shares at a par value of Baht 5.00 each, and has the paid-up capital of Baht 1,235,198,000 consisting of ordinary shares of 247,039,600 shares at a par value of Baht 5.00 each.

3.2. History of capital increase during the past 3 years

From 2015 to 2018 before this capital increase, the Company did not have any other capital increase.

4. Information of executives and top ten largest shareholders

4.1. Directors

The Board of Directors of the Company, as of 26 October 2018, consists of 8 directors as follows:

Name	Position
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

4.2. Executives

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

Name	Position
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

Name	Position
7. Ms. Wipa Nilsophon*	Assistant Managing Director, Compliance Department
8. Mr. Chankit Assawarotjanamitre *	Head of Administration
9. Mrs. Nuchalee Jankhun *	Head of Human Resources
10. Mrs. Siripan Leewanun *	Head of Accounting

Remark: * Management according to the SEC's notification

4.3. Top ten largest shareholders

Top ten largest shareholders as at the latest record date on September 7, 2018, are as follows:

No.	Shareholders	Number of Shares)shares(Percentage of paid-up capital (%)
1.	Mr. Vorsit 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
2.	Mr. Kobkhun Tienpreecha	33,430,000	13.532
3.	Deutsche Bank AG Singapore - PWM	18,267,990	7.395
4.	Ms. Yasinee Apitanonthai	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. Thidararat Arunwilairat	3,637,900	1.473
	Other shareholders	11,138,155	45.393
Total		247,039,600	100.000

Remark

- 1) Custodian for securities trading account of the waiver requester and M.L. Suthiman 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
- 3) Holding additional 0.121% through Thai NVDR Co., Ltd.

5. Information of the Group of Companies and Subsidiaries

Finansa Group of Companies consists of 5 subsidiaries and 2 associated companies which can be summarized as follows:

Company Name	Type of Business and Operation	Paid-up capital ('000 Baht)	Investment Value***** ('000 Baht)	Shareholding (%)
<u>Subsidiaries</u>				
Finansa Securities Limited	Investment banking/ Securities business	700,000	734,709	100
Finansa Capital Limited*	Loan management	511,000	467,787	51
Finansa Fund Management Limited	Investment Advisory and Investment	690 (ordinary shares)	151,790	100
		5,732 (preferred shares)	573,198	
Finansa (Cambodia) Ltd.**	Investment advisory	192	204	100
Finansa Hong Kong Limited**	Business advisory	512	512	100
<u>Associated Companies</u>				
Finansia Syrus Securities Public Company Limited	Securities Business	930,245	716,495	29.29
MK Real Estate Development Public Company Limited	Land and Building development	992,010	566,471	10.43
<u>Associated Companies of the Subsidiaries</u>				
Siam Investment Partners, L.P.***	General Partner of the Funds	-	674	50
FSS International Investment Advisory Securities Company Limited ***	Investment advisory	8,000	678	3.75

Remarks:

- * Remaining 49% shareholdings in ordinary shares held by FFM, which is the subsidiaries 100% owned by the Company. The total shareholding, both direct and indirect, of the Company in FC is 100%.
- ** Currently no operation.
- *** As Siam Investment Partners, L.P. has been established in form of the funds, the paid-up capital cannot be identified. Currently in the account clearing process.
- **** Finansia Syrus Public Company Limited has a shareholding in FSS International Investment Advisory Securities Limited of 96.25%. As a result, the Company and its subsidiaries has a total shareholding in FSS International Investment Advisory Securities Limited of 31.94%.
- ***** Value of investment in the subsidiaries are presented at cost, whereas value of investment in the associated companies are presented in accordance with equity method, based on the consolidated of the Company as of 30 June 2018.

In addition, other relationships between the Company and its subsidiaries, associated companies, or related companies are in forms of related party transactions as disclosed in notes to financial statements of the Company and subsidiaries in each accounting periods.

6. History of Dividends Payment during the Past 3 Years

History of dividends payment from year 2015 up to present can be summarized as follows:

Operating Year	Dividends (Baht/share)	Payment Date	XD Date
1 January 2017 – 31 December 2017	0.15	24 May 2018	7 May 2018
1 January 2016 – 31 December 2016	0.1	24 May 2017	4 May 2017
1 January 2015 – 31 December 2015	0.1	19 May 2016	3 May 2016
1 January 2015 – 30 June 2015	0.2	27 October 2015	14 October 2015

Source: SETSMART

Section 3 Comparative financial information for the past 3 years from the Consolidated Financial Statements of the Company

(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 Operating Activities	30,644	(187,454)	220,802	(727)
Cash flows from Investing Activities	(303,352)	(45,024)	56,622	22,974
Cash flows from 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


FINANSA
 Asian Merchant Banking

Subscription Form for Newly Issued Ordinary Shares of Finansia Public Company Limited

Offering of 98,815,840 Newly Issued Ordinary Shares with a par value of Baht 5.00 per share at the offering price of Baht 5.00 per share

to existing shareholders at a ratio of 2.5 existing ordinary share for 1 newly issued ordinary share

Subscription No.

 Date ☐ 19 November 2018 ☐ 20 November 2018 ☐ 21 November 2018 ☐ 22 November 2018 ☐ 23 November 2018

1 Subscription Form per 1 Shareholder Registration No.

(22 and 23 May 2015, for subscription with Money Transfer only)

To The Board of Directors of Finansia Public Company Limited or the Company

Subscriber's details – please fill in the complete and clear information in elaborate handwriting

I/We (Mr.,Mrs.,Miss, Juristic Person) Shareholder Registration No.

☐ Thai Individual ☐ Foreign Individual ☐ Thai Juristic Person ☐ Foreign Juristic Person

ID Card No./Alien Card No./Passport No./Company Registration No.

The Subscriber's address shall be as appeared in the Company's Shareholders database in accordance with the record date as of 30 October 2018 that the Company received from Thailand Securities Depository Company Limited. Telephone No. Mobile No.

I hereby subscribe for and request allotment of newly issued ordinary shares of the Company as follows:

	No. of shares subscribed	Amount of Payment (Baht)
<input type="checkbox"/> Subscription for shares at the amount that equal to the entitlement <input type="checkbox"/> Subscription for shares at the amount that less than the entitlement	} Select only 1 item	
<input type="checkbox"/> Subscription for the shares in excess of the entitlement (Define the no. in excess of the entitlement)		
Total Subscription		

If the shares are allotted to me/us, I/we hereby agree and instruct the Company to proceed as follows: (Please mark in front of your choice)

In case of having a securities trading account
☐ **Deposit to the securities trading account:** Issue shares certificate for the allotted shares in the name of "Thailand Securities Depository Company Limited for Depositor" and arrange for participant name number to deposit those shares with Thailand Securities Depository Company Limited for my/our own securities trading account number Name which I/we have with the said company. (The subscriber's name must correspond to the securities trading account name, otherwise shares will be issued in form of share certificate under subscriber's name)

In case of not having a securities trading account
☐ **Deposit to Issuer Account:** Issue shares certificate for the allotted shares in the name of "Thailand Securities Depository Company Limited" and deposit such shares with "Thailand Securities Depository Company Limited" under the issuer account, account number 600. (To issue a share certificate later, subscriber will be subjected to issuing fee by Thailand Securities Depository Company Limited). **In case choosing this method, please fill in additional document which are U.S. Indicia Checklist (In case of Individual and Juristic Person) and/or Entity Status Certification and Information Disclosure Consent Form under FATCA (In case of Juristic Person).**
☐ **Share certificate:** Issue a share certificate for the allotted shares in my/our name and deliver to me/us under the name and address referred in the Share Register Book by registered referred above. I/we, hereby, authorize the Company to proceed with any necessary action to have the share certificate made and delivered to me within 15 business days after the end of subscription period.

I/we herewith submit the payment for the said shares by

☐ Money Transfer to "Account for Subscription for Capital Increase Ordinary Shares of Finansia Public Company Limited" Kasikornthai Bank Public Company Limited, Sathorn Branch, Current Account No. 038-1-12461-4

☐ Cheque ☐ Cashier Cheque ☐ Draft (Payment via Cheque, Cashier Cheque and Draft must be paid within 4.30 p.m. of 21 November 2018 only)

Cheque No. Date Bank Branch

Payable to "Account for Subscription for Capital Increase Ordinary Shares of Finansia Public Company Limited"

In case that I/we subscribe for shares in excess of the entitlement and have been allocated shares at the amount that is less than the subscription amount, I/we would like to request that the Company transfer the excessive payment to my/our (saving or current account) at the bank (shall be in the below list)....., Branch Account No. The account name has to be the same as my/our own name (please attach a certified true copy of the saving account passbook or the current account statement with this form). The Bank which can be chosen for the transfer payment are Bangkok Bank PCL., Krungthai Bank PCL., Bank of Ayudhya PCL., Kasikornbank PCL., CIMB Thai Bank PCL., TMB Bank PCL., Siam Commercial Bank PCL., Thanachart Bank PCL., United Overseas Bank (Thai) PCL., and Land and Houses Bank PCL.)

In case where the amount of subscription payment equals to Baht 100,000 and above and the subscriber is not the Beneficial Owner, please specify Beneficial Owner means a natural person who ultimately owns or controls a customer or a person on whose behalf a transaction is being conducted, including those persons who have ultimate effective control over a juristic person or legal arrangement, according to the relevant Ministerial Regulation prescribing rules and procedures for Customer Due Diligence.

I/We hereby undertake and agree to subscribe for the said shares in the number allotted by the Company and shall not revoke this subscription. If I/we do not return this duly completed subscription form with payment to subscription agent according to prescribed method within specified period or if the Cheque/Cashier Cheque/Draft has not been honored, I/we may be deemed to have waived my subscription right.

I/We agree and consent to the Company to disclose and use information about Know Your Customer and Customer Due Diligence (KYC/CDD) from securities company. I/We have submitted subscription form for the newly issued shares signed by me/us to affirm that I/We have been through the Know Your Customer and Customer Due Diligence (KYC/CDD) processes from securities company within 2 years. I also confirmed that the information with securities company has not been changed until today.

I have read the Notice of the Allotment of New Ordinary Shares of the Company and relevant information and agree to be bound by such documents.

Investment in securities involves risks, please ensure that you have thoroughly studied all information before making decision for securities subscription.

 Subscriber
 (.....)

Receipt for subscription of Newly Issued Ordinary Shares (This section must be completely filled by the subscriber in elaborate handwriting)

 Date ☐ 19 November 2018 ☐ 20 November 2018 ☐ 21 November 2018 ☐ 22 November 2018 ☐ 23 November 2018

Subscription No.

The Company received money from (name of subscriber)..... For a subscription of newly issued ordinary shares of the Company of shares at Baht 5.00 per share totaling Baht

 made payable by ☐ Transfer ☐ Cheque ☐ Cashier Cheque ☐ Draft

Cheque No. Date Bank Branch

☐ **Deposit to the securities trading account:** Issue a share certificate in the name of "Thailand Securities Depository Company Limited for the Depositor" Participant no. securities trading account no.

☐ **Deposit to Issuer Account:** Issue a share certificate in the name of "Thailand Securities Depository Company Limited and deposit those shares under the issuer account, account number 600.

☐ **Share certificate:** Issue a share certificate in the name of subscriber within 15 business days from the end of subscription period.

In case that the number of the allocated shares is less than that of the subscribed shares, the Company shall transfer the excessive payment to my saving or current account at the bank Branch Account No.

Authorized Officer.....

BROKER			
ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
002	บริษัทหลักทรัพย์ ทิสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	032	บริษัทหลักทรัพย์ เคทีบี (ประเทศไทย) จำกัด (มหาชน) KTB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ คันทรี กรุ๊ป จำกัด (มหาชน) COUNTRY GROUP SECURITIES PUBLIC COMPANY LIMITED	034	บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
004	บริษัทหลักทรัพย์ ดีบีเอส วิกเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) COMPANY LIMITED	038	บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน) AEC SECURITIES PUBLIC COMPANY LIMITED
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮ้าส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอรา จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน) PHATRA SECURITIES PUBLIC COMPANY LIMITED	050	บริษัทหลักทรัพย์ เอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีจีเอส-ซีไอเอ็มบี (ประเทศไทย) จำกัด CGS-CIMB SECURITIES (THAILAND) COMPANY LIMITED	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES COMPANY LIMITED
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES COMPANY LIMITED	052	บริษัทหลักทรัพย์ จีเอ็มโอ-แซด คอม (ประเทศไทย) จำกัด GMO-Z COM SECURITIES (THAILAND) LIMITED
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง(ประเทศไทย) จำกัด (มหาชน) MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	213	บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด ASIA WEALTH SECURITIES COMPANY LIMITED.
014	บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน) CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED	221	บริษัทหลักทรัพย์ เมอร์ชันทน์ พาร์ตเนอร์ จำกัด (มหาชน) MERCHANT PARTNERS SECURITIES PUBLIC COMPANY LIMITED
015	บริษัทหลักทรัพย์ แอปเพิล เวลธ์ จำกัด APPLE WEALTH SECURITIES COMPANY LIMITED	224	บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
016	บริษัทหลักทรัพย์ ธนชาด จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JP MORGAN SECURITIES (THAILAND) LIMITED
022	บริษัทหลักทรัพย์ ทริनिตี จำกัด TRINITY SECURITIES COMPANY LIMITED	230	บริษัทหลักทรัพย์ โกลเบลิก จำกัด GLOBLEX SECURITIES COMPANY LIMITED
023	บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด SCB SECURITIES COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควารี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
026	บริษัทหลักทรัพย์ ยูโอบี เคย์เฮียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	247	บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด CREDIT SUISSE SECURITIES (THAILAND) LIMITED
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	248	บริษัทหลักทรัพย์ เคที ซีมิโก้ จำกัด KT ZMICO SECURITIES COMPANY LIMITED
029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
030	บริษัทหลักทรัพย์ ไอ วี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC COMPANY LIMITED		
SUB-BROKER			
236	ธนาคาร ทิสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	243	บริษัทหลักทรัพย์ เพื่อดูรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED
242	บริษัทหลักทรัพย์ ซิตี้คอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED	245	ธนาคาร ธนชาด จำกัด (มหาชน) THANACHART BANK PUBLIC COMPANY LIMITED
CUSTODIAN			
301	ธนาคารซิตี้แบงก์ เอ็น.เอ.(CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	329	ธนาคาร ทหารไทย จำกัด (มหาชน) TMB BANK PUBLIC COMPANY LIMITED
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED	330	ธนาคาร ฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.-BOND
303	ธนาคารกรุงเทพ จำกัด (มหาชน) - ผู้รับฝากทรัพย์สิน BANGKOK BANK PUBLIC COMPANY LIMITED-CUSTODY	334	บริษัทหลักทรัพย์ เพื่อดูรกิจหลักทรัพย์ จำกัด (มหาชน) (คัสโตเดียน) TFSC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
304	ธนาคารฮ่องกงและเซี่ยงไฮ้ แบงกิง คอร์ปอเรชั่น จำกัด THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.	336	ธนาคาร เกียรตินาคิน จำกัด (มหาชน) KIATNAKIN BANK PUBLIC COMPANY LIMITED
305	ธนาคารกรุงไทย จำกัด (มหาชน) THE KRUNG THAI BANK PUBLIC COMPANY LIMITED	337	ธนาคาร ทหารไทย จำกัด (มหาชน) TMB BANK PUBLIC COMPANY LIMITED
308	ธนาคารกสิกรไทย จำกัด (มหาชน) KASIKORNBANK PUBLIC COMPANY LIMITED	339	ธนาคาร ทิสโก้ จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC COMPANY LIMITED	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อค้าตราสารหนี้) JP MORGAN CHASE BANK (BOND TRADING)
316	ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	343	ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
320	ธนาคารดอยช์แบงก์ เอจี สาขากรุงเทพฯ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESSELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	345	ธนาคาร ธนชาด จำกัด (มหาชน) THANACHART BANK PUBLIC COMPANY LIMITED
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED	425	ธนาคาร กรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)



U.S. Indicia Checklist (Individual & Juristic Person)

Only for shareholder wishing to deposit securities into the Issuer Account

Date.....

I / We.....

ID Card / Passport / Juristic Person Registration No.....

For Individual

- | | |
|---|---|
| 1. I was born in the United States of America (U.S.A.) | <input type="checkbox"/> Yes* <input type="checkbox"/> No |
| 2. I am a U.S. citizen or I have the second nationality as the U.S. | <input type="checkbox"/> Yes* <input type="checkbox"/> No |
| 3. I have permanent residence in U.S.A. | <input type="checkbox"/> Yes* <input type="checkbox"/> No |

If your answer(s) is/are "Yes" in any of the above answers, you are defined as "the U.S. Indicia" under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.

For Juristic person

- | | |
|--|--|
| 1. Registered in U.S.A. | <input type="checkbox"/> Yes * <input type="checkbox"/> No |
| 2. Is a financial institution under FATCA | <input type="checkbox"/> Yes * <input type="checkbox"/> No |
| If "Yes", please enter GIIN No. <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> and specify type <input type="checkbox"/> PFFI <input type="checkbox"/> RDCFFI | |
| 3. Is an entity with investment income / indirect income of 50% or more of total income, or having income-generating properties gaining 50% or more of total assets in the latest accounting period. | <input type="checkbox"/> Yes * <input type="checkbox"/> No |

If your answer(s) is/are "Yes" in #1 and/or #3, you are defined as "the U.S. Indicia" under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.

I hereby certify that the above statement is true. If depositing securities into the Issuer Account causes any damage to Thailand Securities Depository Co., Ltd. (TSD) in any way whatsoever. I accept the responsibility and indemnity to Thailand Securities Depository Co., Ltd.

In addition, I acknowledge that TSD may disclose the information contained in this document to the Revenue Department, or other agencies having legal authorities, or having an agreement with TSD to obtain such information.

Sign..... shareholder
(.....) Tel.





Entity Status Certification and Information Disclosure Consent Form under FATCA

Certification of the Claimed FATCA Status

I hereby certify that I have the status as follows;

Part 1: Place of Incorporation

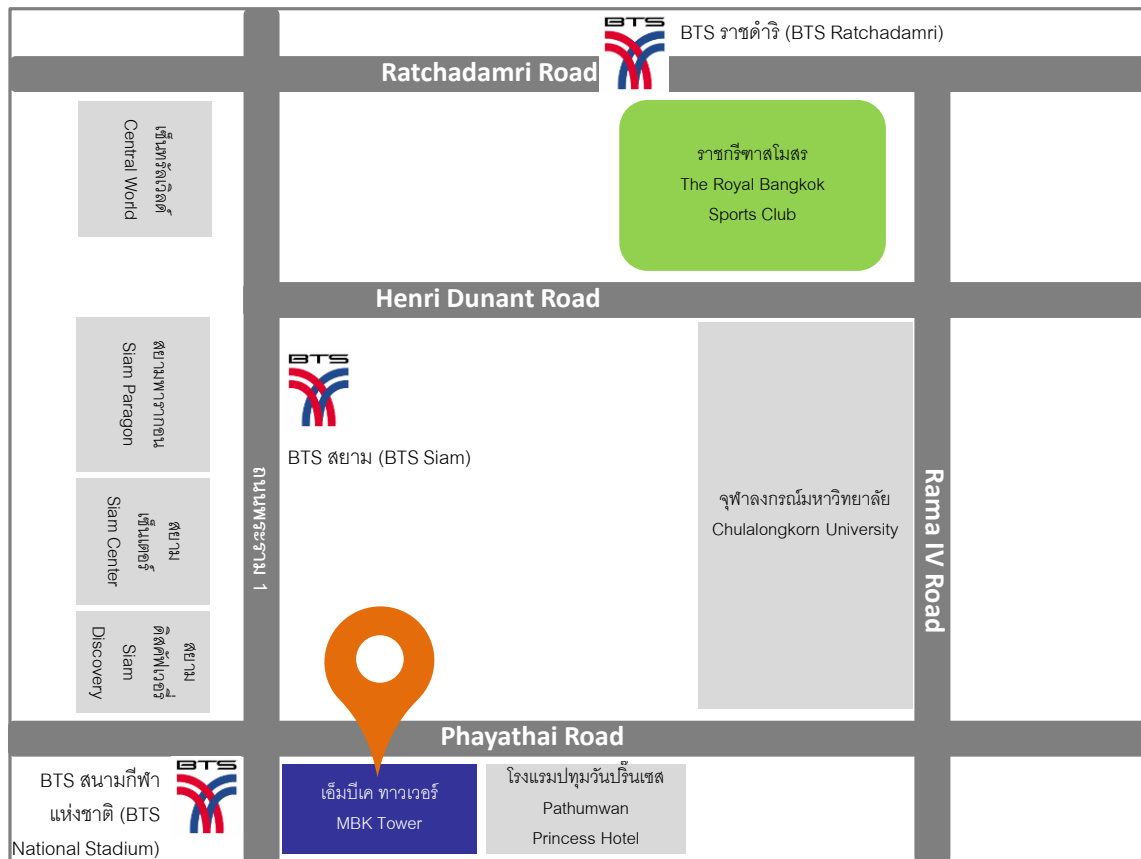
	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
<input type="checkbox"/>	1.1 I am an entity that is incorporated in: _____ (Fill in a country)	U.S. Person / Non-U.S. Entities
<input type="checkbox"/>	1.2 I am a branch of an entity. Please specify the place of incorporation of the head office: _____ (Fill in a country) In case the entity is incorporated in the U.S., I have attached W-9 certifying the status herewith. (If you are a non-U.S. entity or a branch of non-U.S. entity, please proceed to <u>Part 2</u> . Apart from that, your certificate of the claimed FATCA status is complete.)	

Part 2: FATCA Status for Non-U.S. Entities

	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
<input type="checkbox"/>	2.1 I am a financial institution of the type of Participating Foreign Financial Institution or Registered Deemed-Compliant FFI with GIIN : _____	PFFI, RDCFFI
<input type="checkbox"/>	2.2 I am a financial institution of the type of Non-Participating Foreign Financial Institution.	NPFFI
<input type="checkbox"/>	2.3 I am a financial institution of the type of Certified Deemed-Compliant FFI and have attached W-8BEN-E certifying the status herewith.	CDCFFI
<input type="checkbox"/>	2.4 I am a publicly traded (listed) company or affiliate of a listed company; My evidence of listing or affiliation of a listing company is in a copy of the latest financial statement attached herewith.	Excepted NFFE
<input type="checkbox"/>	2.5 I am a government (agents), international organization, or central bank of issue; I certify that I am the beneficial owner of any payment in connection with the securities that is going to be sold or transferred, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or commercial banks.	Exempt Beneficial Owner
<input type="checkbox"/>	2.6 I am a non-profit organization; I certify that I am exempt from income tax under Thai revenue code.	Non-Profit Organization
<input type="checkbox"/>	2.7 I am a non-financial institution whose main income is not from investing . I certify that I am not incorporated in the U.S. and not a financial institution and not exceeding half of my income as stated in my latest financial statement are derived from the following four groups and not exceeding half of my assets as stated in my latest financial statement can generate incomes in the following four groups as follows; <u>Group 1</u> : Dividend and Interest	Active NFFE

	<p><u>Group 2:</u> Rental and Royalties</p> <p><u>Group 3:</u> Income from certain transactions</p> <ul style="list-style-type: none"> Sales of any asset generating income in Group 1 and Group 2 Income from commodity derivative contracts Foreign exchange income Income from SWAP contract (Notional Principal Contract) <p><u>Group 4:</u> Income from insurance and annuity contracts</p> <ul style="list-style-type: none"> Income from reserving activities (insurance company only) Income from annuity contracts Income from insurance contracts 																
[]	<p>2.8 I am a non-financial institution whose main income is from investing. I certify that I am not incorporated in the U.S. and not a financial institution and exceeding half of my income as stated in my latest financial statement are derived from the abovementioned four groups of income <u>or</u> exceeding half of my assets as stated in my latest financial statement can generate incomes in the abovementioned four groups of income. I also hereby declared my U.S. ownership as follows;</p> <p>[] I do not have any owner/shareholder who is a U.S. person <u>or</u></p> <p>[] I have owner(s)/shareholder(s) who is (are) U.S. persons and have hereby disclosed the name, address, and U.S. Tax Identification Number (TIN) of each holder as follows;</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 33%;">Name</th> <th style="width: 33%;">Address</th> <th style="width: 33%;">TIN</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	Name	Address	TIN													Passive NFFE
Name	Address	TIN															
[]	<p>2.9 I am not eligible for any status provided above I have herewith attached W-8BEN-E with the status of _____</p>	Others															

Map of Place for Subscription and Payment for Newly Issued Ordinary Shares



Subscription Agent



Finansia Syrus Securities Public Company Limited

No. 444 MBK Tower, 15th floor, Phayathai Road,

Wangmai, Pathumwan, Bangkok, 10330

Contact : Ms. Chulakull Phumon (Custodian Department)

Tel. 02-680-0843

