

An invitation to the 2021 Annual General Meeting of Shareholders  
of Finansa Public Company Limited  
on April 29, 2021 at 14.30 hrs.  
at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor,  
952 Rama 4 Road, Bangkok, Thailand,

Registration starts at 12.30 hrs.

Please bring the Notification of Meeting with barcode to the Meeting.

The protective measures, regarding the outbreak of Coronavirus 2019 (COVID – 19)

1. Screening measures as suggested by the Department of Disease Control at the hotel/meeting venue.

There are two temperature screening points at the Hotel entrance on the Ground Floor and at the meeting venue on the 21<sup>st</sup> Floor. Shareholders must be screened before entering the meeting area. Anyone who has a body temperature higher than 37.5 degrees Celsius and/or has any respiratory symptoms will be denied entry. For those who pass the screening will be affixed with stickers from the hotel and are recommended to clean their hands with alcohol hand gel provided by the hotel.

The shareholders who are denied entry to the AGM can grant a proxy to an independent director to vote on their behalf.

2. Arrangements at the meeting venue and registration
  - Those queuing at the screening point and registration and seating in the meeting room will keep a distance
  - Alcohol hand gel or spray are provided at the entrance of the meeting venue for attendees.
  - Every attendee must wear a facemask at all times during the attendance.





March 26, 2021

Subject : Invitation to the 2021 Annual General Meeting of Shareholders  
To : The Shareholders  
Enclosures : 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020  
2. 2020 Annual Report and Financial Statements  
3. Profiles of Director Nominees and qualifications of Independent Directors  
4. Articles of Association (in relation to Shareholders Meeting only)  
5. Details of required documents for attendance in person and by proxy, and Proxy Forms  
6. Profiles of Independent Director of Finansa Public Company Limited (Proxy)  
7. Map of venue of the Annual General Meeting

The Board of Directors of Finansa Public Company Limited (“the Company”) has resolved to convene the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. (registration starts at 12.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1 - 3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas :

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

**Objective and Rationale** : The Extraordinary General Meeting of Shareholders No.1/2020 was held on November 10, 2020, and the minutes of the meeting were duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company’s website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes are given as Enclosure 1.

**Opinion of the Board** : The Board has recommended that the Meeting certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on November 10, 2020.

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

**FINANSA PUBLIC COMPANY LIMITED**

Registered No. 0107545000080

48/48 TISCO TOWER, FLOOR 20

NORTH SATHORN RD., SILOM, BANGRAK

BANGKOK 10500, THAILAND

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

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

**Objective and Rationale** : In compliance with Article 33 of the Company's Articles of Association, shareholders at the Annual General Meeting of Shareholders are required to acknowledge the report of the operating results for the past year. The operating result of the year 2020 was disclosed in the Company's 2020 annual report as Enclosure 2.

**Opinion of the Board** : The Board has recommended that the Meeting acknowledge the operating results for the year 2020.

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

**Objective and Rationale** : In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company's Articles of Association, the Board is required to prepare and submit the financial statements to the shareholders for consideration and approval. The financial statements must be audited by an auditor prior to the submission.

**Opinion of the Board** : The Board has recommended that the Meeting of Shareholders certify the financial statements, including consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020. The financial statements are certified by the Audit Committee and the Board of Directors as well as audited by the auditor. The auditors have issued an unqualified audit opinion on the financial statements. Details on the financial statements are given in the 2020 Annual Report.

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

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

**Objective and Rationale** :

- In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, the Board may occasionally consider to pay an interim dividend to shareholders in the case that the profits of the Company justify such payment. After the dividend payment has been made, the Company shall report it to shareholders at the next general meeting of shareholders.
- The Company has a policy to pay a dividend of approximately 30% of its net profit after tax or at an appropriate amount, provided that the dividend payment does not have significant effects on the Company's operations.

**Opinion of the Board** : The Board has recommended that the Meeting of Shareholders acknowledge the payment of an interim dividend which was a resolution of the Board Meeting No.1/2021 held on February 22, 2021 to approve the interim dividend from the 2020 Company's net profit of THB 0.35 per share, totaling Baht 121.05 million, equivalent to 51.19% of the 2020 net profit to shareholders. The dividend was already paid on March 22, 2021.

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

**Objective and Rationale :**

- In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association, the Company is required to allocate a portion of its annual net profit to legal reserves. The amount must be no less than 5% of the annual net profit minus its accumulated deficit brought forward (if any) until the reserve reaches the minimum of 10% of the registered capital.
- In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Article 36 of the Company's Articles of Association, states that dividends shall be paid upon approval from the Meeting of Shareholders. The Company's net profit of the year 2020 amounts to Baht 236.45 million as reported in the separate financial statement, with no accumulated loss, and thus dividends can be paid.
- The Company has a policy to pay a dividend of approximately 30% of its net profit after tax or at an appropriate amount, provided that the dividend payment does not have significant effects on the Company's operations.

**Opinion of the Board :** The Board has recommended that the Meeting of Shareholders approve the dividend payment from the 2020 operating performance as follows:

1. From net profit, distribute a dividend to shareholders at a rate of Baht 0.15 per share, totaling Baht 51.88 million or 21.94% of the net profit of the year 2020 according to the separate financial statements (The dividend recipients shall not receive tax credit as the Company incurred tax loss due to tax loss carry forward and tax exempted income.) The proposed dividend payments and the interim payments are in line with the Company's established dividend policy.
2. The Company set May 11, 2021 (Record Date) as the date to determine the list of shareholders who are entitled to receive dividend. The dividend payment shall be made within May 27, 2021. Details on dividend payments compared to the previous years are as follows:

Separate Financial Statements	2020	2019
1. Net profit (million baht)	236.45	78.35
2. Number of Shares receiving dividend payment (shares)	345,855,440	345,855,440
3. Earnings per share (baht)	0.68	0.23
4. Payment of Interim Dividend (already paid)		
4.1 No.1 Interim Dividend (baht/share)	0.15	-
Total Interim Dividend (million baht)	51.88	-
4.2 No.2 Interim Dividend (baht/share)	0.35	-
Total Interim Dividend (million baht)	121.05	-

Separate Financial Statements	2020	2019
5. Payment of Dividend from the 2020 performance (This time)		
- Dividend (baht/share)	0.15	-
- Total Dividend (million baht)	51.88	-
6. Total dividend payments (baht/share)	0.65	-
7. Total dividend payments (million baht)	224.81	-
8. Dividend payout ratio (%)	95.08	-

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

**Agenda 6** To elect directors in place of directors who retired by rotation.

**Objective and Rationale :**

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

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

**Opinion of the Board :**

- The Company had made an announcement on its website providing an opportunity to its shareholders to nominate candidate(s) to be elected as Director in advance from November 12, 2020 to January 31, 2021. However, there was no proposal for such candidate from any shareholder.
- The Board (the Directors retiring by rotation refrained from considering and voting on matters regarding themselves), had considered the qualification of the nominees on the recommendation of the Nomination, Compensation and Corporate Governance Committee's made in accordance with the nomination criteria and policy, the appropriateness of the structure and overall composition of the Board, the qualifications required by law and related communiqué, as well as their knowledge, abilities, and experience suitable for the Company's business operations. The Board has concluded that the nominees for Independent Director shall be able to offer uninfluenced opinions in line with related criteria.

The rationale for nominating Mr. Akarat Na Ranong, the independent director whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business. In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.

1. Mr. Akarat Na Ranong (re-election)
2. Mr. Kittipong Lertvanangkul (re-election)
3. Mr. Vorapak Tanyawong (re-election)

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

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

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

**Objective and Rationale** :

1. In accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, the Directors' remuneration shall be approved by a meeting of the shareholders.
2. The duties and responsibilities of the Board of Directors and the Audit Committee and the Nomination, Compensation and Corporate Governance Committee are given in the 2020 Annual Report.
3. The following chart shows the average remuneration of directors and management of listed companies in the year 2016 as compiled by the Stock Exchange of Thailand. It can be seen that the proposed remuneration of directors for the Company in the year 2020 is similar to the average of directors of listed companies in the finance and securities industry shown in the chart.

Description	Average compensation per person per year of the Finance & Securities Sector in the year 2016	Average compensation per person per year of the Company in the year 2020*
1. Chairman	Baht 1.01 million	Baht 1.35 million
2. Director	Baht 0.45 million	Baht 0.54 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.28 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.20 million
5. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 0.08 million	Baht 0.07 million

Notes: \*Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 9 board meetings per year in accordance with schedule fixed in advance plus annual fee.

- (2) The remunerations for the Audit Committee Chairman and Members are derived from 5 audit committee meetings per year in accordance with schedule fixed in advance plus annual fee.
- (3) The remunerations for the Chairman and Members of the Nomination, Compensation and Corporate Governance Committee are derived from 3 Nomination, Compensation and Corporate Governance Meetings per year in accordance with the schedule fixed in advance.
4. the Nomination, Compensation and Corporate Governance Committee has reviewed the remunerations for members of committees in line with the remuneration criteria and has resolved to propose to the Board to consider the remunerations for committee and subcommittee members and submit to the 2021 Annual General Meeting of Shareholders for approval.

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

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

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

**Opinion of the Board :** In agreement with the recommendation made by the Nomination, Compensation and Corporate Governance Committee, the Board has recommended that the Meeting approve the remuneration for directors and committee members for the year 2021.

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

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

**Objective and Rationale :**

- In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors of the Company and determine the audit fee of the company every year.
- The Audit Committee and the Board propose the appointment of auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2021, and that the audit fee should not exceed Baht 2,000,000 with no other service fees, as the firm has been the auditor of the Company and its subsidiaries since 2008. It is reputable, independent, and has shown satisfactory performance according to past records.

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

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

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

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the auditors nominated shall audit and express opinions on the Company's financial statements, shall have no relationship with or benefit from the business of the Company and its subsidiaries, nor its executives or major shareholders, nor are they related to or relatives of such people.

**Opinion of the Board** : The Board agrees with the Audit Committee's suggestion and has recommended that the Meeting approve and appoint all the named auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the year 2021, with the annual audit fee not exceeding Baht 2,000,000, with no other service fees.

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

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

Shareholders are invited to attend the meeting on the said date, time and at the venue specified above. Shareholders who wish to appoint proxies to attend the meeting and vote for them should fill out and sign the proxy form and affix the duty stamp. The proxy has to present the completed proxy form to the Chairman or an authorized person at the meeting before entering into the meeting. Details of required documents for attendance by proxy and proxy forms are enclosed in Enclosure 5.

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

Yours sincerely,

By order of the Board of Directors



(Mr. Vorasit Pokachaiyapat)  
Managing Director

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No.1/2020  
of Finansa Public Company Limited

Date and Venue

The Meeting was held on November 10, 2020 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok

Prior to the meeting

Mr. Sakchai Wiruncheewa was appointed as the Secretary of the Meeting. He introduced the members of the Board of the Directors, Head of Accounting of Finansa Plc., the representatives from I V Global Securities Plc. who were the Independent Financial Advisors, and Paralegal from JK Advisory Law Office as a witness for vote counting.

Directors participating in the Meeting : the Board of Directors consists of 8 directors, 6 of whom were presented at the Meeting. (The directors in attendance represent 75% of the total number of directors.)

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

Directors absent from the Meeting: 2 directors as follows:

- |                           |  |
|---------------------------|--|
| 1. Mr. Chanmanu Sumawong  | Independent Director / Member of the Audit Committee / Member of the Nomination, Compensation and Corporate Governance Committee |
| 2. Mr. Nuttawut Phowborom | Independent Director / Member of the Audit Committee   |

Other Attendants in the Meeting : 6 persons as follows:

- |                             |   |
|-----------------------------|---|
| 1. Mr. Pongpak Sudthipongse | Independent Financial Advisor, I V Global Securities Plc. |
| 2. Ms. Krisaporn Kunchan    | Independent Financial Advisor, I V Global Securities Plc. |
| 3. Ms. Urai Manosuthi       | Independent Financial Advisor, I V Global Securities Plc. |

- |                            |  |
|----------------------------|--|
| 4. Mrs. Siripan Leewanun   | Head of Accounting, Finansa Plc.                                   |
| 5. Ms. Kamolporn Yossanant | Paralegal from JK Advisory Law Office, a witness for vote counting |
| 6. Ms. Wipa Nilsophon      | Assistant Managing Director, Finansa Plc. / Minutes-taker          |

The meeting procedures and presentation were presented as follows:

The protective measures regarding the outbreak of Coronavirus Disease (COVID – 19)

1. Screening measures as suggested by the Department of Disease Control at the hotel/meeting venue.  
  
Shareholders must be screened before entering the meeting area. There were two temperature screening points at the Hotel entrance on the ground floor and at the meeting venue on the 21<sup>st</sup> floor. Anyone who had a body temperature higher than 37.5 degrees Celsius and/or had any respiratory symptoms would be denied entry. Those who passed the screening would be affixed with stickers from the hotel and were to clean their hands with alcohol hand gel provided by the hotel.  
  
Those shareholders who were denied entry to the meeting area could grant a proxy to an independent director to vote on their behalf.
2. Meeting venue and registration arrangements
  - 2.1 Keep physical distancing at the screening checkpoints, document scanning point, registration and seating layout in the meeting room.
  - 2.2 Alcohol hand gel or liquid disinfectant were provided for attendees at the meeting entrance.
  - 2.3 All attendees will be required to wear a face covering at all times during the meeting.

Principle and procedure of vote counting.

1. One share equals one vote. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.
2. There shall be no voting on an agenda for the Meeting's acknowledgement.
3. The Company's officers would collect items all voting cards in accordance with the practice of the Stock Exchange of Thailand.
4. For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be calculated. Any voting cards without signature, voting cards that have been edited without signing or signed with pencil, or voting cards with more than one box checked would be regarded as a "void voting card", and the rest of voting cards would be counted as "Approve" votes.
5. Shareholders who wanted to vote "Disapprove" and "Abstain" should raise their hands so that the Company's officers collected their voting cards. After that, "Approve" voting cards would be collected.
6. Shareholders who did not submit their voting cards shall be considered as "Approve" voters.
7. Once all the agenda items have been covered, all shareholders should leave their voting cards on the meeting table for the Company to collect for documentation.
8. For each agenda item to be voted, the Chairman would assign the Secretary of the Meeting to ask for the opinions of the Meeting and then report the resolution of each agenda item.

Inquiry and comments

1. Shareholders who wish to ask questions or give comments should raise their hands.
2. Shareholders should inform their full name to the meeting before asking or giving comments.
3. Shareholders shall write their questions on the paper provided and hand them to the staff or use an available microphone as provided.

The Secretary of the Meeting informed the Meeting that there were 64 shareholders attending in person, representing 163,915,405 shares, and 42 shareholders by proxy, representing 53,534,844 shares. In total 106 shareholders and proxies attended the Meeting, holding a total of 217,450,249 shares, equivalent to 62.8732 % of the total 345,855,440 issued shares, which was more than one-third of the total issued shares. A quorum was thus constituted according to the Company's Articles of Association, and the registration of shareholders attending the Meeting proceeded.

Then, Dr. Virabongsa Ramangkura who acted as the Chairman of the Meeting, greeted and informed shareholders that the number of attending shareholders, both in person and by proxy had reached the quorum according to the Company's Articles of Association. Thus, he would like to open the Extraordinary General Meeting of Shareholders No.1/2020 and appointed Mr. Vorasit Pokachaiyapat, the Managing Director, to proceed. With the agenda of the Meeting presented, Mr. Pokachaiyapat assigned the Secretary of the Meeting to oversee the voting for each agenda.

**Agenda 1** Certifying Meeting Minutes of the 2020 Annual General Meeting of Shareholders held on April 28, 2020.

The Managing Director informed the Meeting that the 2020 Annual General Meeting of Shareholders had been held on April 28, 2020. The Minutes of the Meeting had been duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes had been given as Enclosure 1 in the meeting invitation.

The Managing Director then asked if there were any questions or suggestions with regards to the 2020 Annual General Meeting of Shareholders held on April 28, 2020. Since there were no further questions, the Managing Director requested the shareholders to certify such Minutes of the 2020 Annual General Meeting of Shareholders.

**Resolution:** The Meeting certified the Minutes of the 2020 Annual General Meeting of Shareholders held on April 28, 2020 with the following vote results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	217,449,431	99.9995%
2. Disapproved	1,138	0.0005%
3. Abstained	0	0.0000%
4. Void	0	0.0000%

Remark : For this agenda item, there were additional shareholders attending the Meeting, representing 320 shares.

**Agenda 2** To approve the acquisition of shares of M.K. Real Estate Development Plc.

The Managing Director informed the Meeting that the Company would like to acquire up to 892,578,048 (Eight Hundred Ninety Two Million Five Hundred Seventy Eight Thousand Forty Eight) of the ordinary shares of M.K. Real Estate Development Public Company Limited ("MK") which are held by other shareholders at the price per share of not exceeding Baht 3.10, the total consideration not exceeding Baht 2,766,991,949. Details of the proposed acquisition of shares are as follows:

Current No. of total paid-up shares of MK	1,091,205,066 shares
Current No. of shares held by the Company	205,127,018 shares
Percentage of current shareholding of the Company	18.80% of total number of current voting rights of MK
No. of shares the Company wishes to acquire in addition to the current No. of shares held by the Company	Up to 892,578,048 shares, comprising:  (1) 886,078,048 shares, which is the difference between the current number of total paid-up shares of MK and the number of shares held by the Company before an acquisition of the additional shares and  (2) 6,500,000 shares, which is the number of paid-up shares of MK that may be increased resulting from the exercise of the Warrant of MK under the Employee Stock Option Plan for the Directors, Executives, and Employees of MK and its subsidiaries No.1
Percentage of shareholding after an acquisition of additional shares, if all other shareholders accept the Tender Offer.	100% of total voting rights of MK  ( In case the Company holds 100% of total voting rights of MK, the Company will comply with the relevant rules and regulations, including the free-float requirement)
Acquisition price per share	Not exceeding Baht 3.10 per share
Period to acquire shares	Within the year 2020
Method to acquire shares	Tender Offer
Total proceeds for the acquisition of shares	Not exceeding Baht 2,766.99 million
Source of funds	Operating cash flow of the Company and/or loan from financial institution(s)

In addition, It is requested that the Meeting approve the authorization to Mr. Vorasit Pokachaiyapat or the person(s) he has appointed to consider conditions and details related to the Tender Offer for shares of MK, find funding resources, negotiate, make agreements and sign the documents and contracts related to the Tender Offer.

Disclose information to the Securities and Exchange Commission (“SEC”), the Stock Exchange of Thailand (“SET”) and other relevant organizations including contact and submit any documents in relation to relevant processes such as Tender Offer Documents, sign or certify documents and supporting documents to the SEC, the SET, and other relevant organizations.

The details of the acquisition of MK's shares were included in the invitation to the Extraordinary General Meeting of Shareholders No. 1/2020, which had been provided to the shareholders.

Timeline of the acquisition of shares of MK was summarized as follows:

1. The Approval of the Company's transaction	
1.1 Meeting of Board of Directors	September 25, 2020
1.2 Meeting of the Audit Committee, to listen the opinion of the Independent Financial Advisor	October 7, 2020
1.3 Extraordinary General Meeting of Shareholders No. 1/2020, to approve the acquisition of shares of MK	November 10, 2020
2. Tender Offer Process of all shares of MK	
2.1 Offer period	November 16, 2020 – December 23, 2020
2.2 Settlement date	December 25, 2020

The Managing Director further clarified the Company's business strategies to increase its share value.

The Finansa Group consists of:



\* Started in August 2020

Business objectives had been set as follows:

1. Reduce dependence on businesses related to money markets and capital markets.
2. Develop quality of earnings.
  - 2.1 Income should be steady and secure
  - 2.2 Income should be predictable and analyzable
3. Increase values of core investments (FSS & MK) by taking through increased investment in the management of both companies according to the Company's strategies.

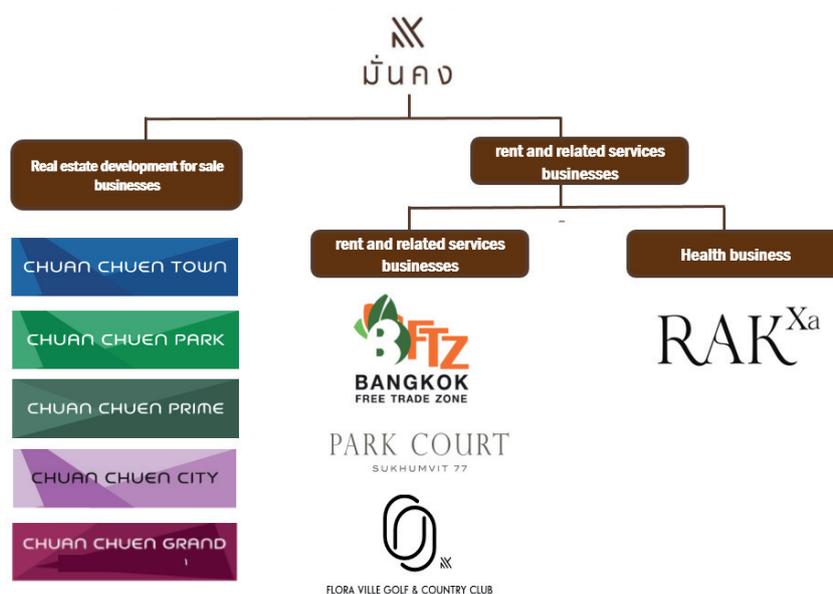
- 3.1 FSS - Focus on online brokerage and cryptocurrency businesses for the future
  - Ready to collaborate with companies experienced in these two areas
- 3.2 MK - Maintain property income
  - Focus on low-rise property with high demand
  - Increase recurring, steady income (rental business)
  - Enter service business (health and wellness) with experienced, world-leading partners
- 4. Build income from investments (Private Equity)
  - 4.1 NEO CORPORATE CO., LTD. ("NEO")
  - 4.2 KANOM FACTORY (1999) LTD. ("Ka Nom")
  - 4.3 FB FOODSERVICE (2017) CO., LTD. ("FBF")

**Business that the Company planned to acquire shares**

**M.K. Real Estate Development Plc.**

1. M.K. Real Estate Development Plc. has been conducting real estate development in Bangkok and its vicinity as their main business for over 60 years.
2. In 2016, the real estate development business accounted for 95.5% of MK's profit.
3. In 2016, the Company set out a 5-year business plan to develop more rental and service businesses to achieve a profit proportion of 50/50 by 2021, to strengthen MK's long-term business operations.
4. MK has developed a new integrative wellness and medical retreat business which opened in 2020.

**Business structure**



Timeline of major events:

		Recurring income
2016	Appointed new management board and announced 5-year business plans	4.5%
2017	Acquired BFTZ to expand business and for recurring income	12.8%
2018	Rental apartment business, Park Court Sukhumvit 77, and Flora Ville Golf & Country Club	15.7%
2019	New MK Office and steady growth of recurring income	25.8 %
E2020	Established REIT and launched RAKxa Wellness & Medical Retreat business	35%
E2021	Expand businesses with recurring income for sustainable growth	50%

#### Real Estate Development Business

Two projects launched in 2020, net worth Baht 1,700 million:

1. Chuanchuen Town Rangsit-Klong 3
2. Chuan Chuen Park Project Pinklao – Kanchana

#### Warehouse and Factory Leasing Business: Bangkok Free Trade Zone (BFTZ)

1. The project is located in the Bangna-Trad Km.23 area, an important strategic location for both industrial and logistics sectors, accessible by land, air, and sea.
2. Around 1.6 square kilometers
3. The area was planned for industrial, logistics, and warehouse uses, comprising of "general industrial zone" and "free zone".
4. The Free Zone receives tax incentives such as exemption from import tax on raw materials, production, assembly, and export, except for excise tax and VAT.
5. Current occupancy rates are at least 90%.
6. The project to be fully developed in the first quarter of 2021.

#### Establish A Real Estate Investment Trust

Prospect Logistics & Industrial Leasehold Real Estate Investment Trust, or PROSPECT ("REIT")

1. Established and completed its IPO in August 2020, REIT's net worth was Baht 3,500 million.
2. Around 220,000 square meters of leasable area
3. Offering: Warehouses 55.3%, Stand-alone Factories 20.9%, Mini Factories 16.9%, and Built-to-Suits 6.9%
4. Clients: Japanese 35%, Thai 16.4%, and Chinese 13.7%
5. Industries: paper, plastic, recycling, and animal feed

#### **Golf Course Business: Flora Ville Golf & Country Club**

1. Construction of the new "clubhouse" was completed in February 2018.
2. Rebranded and improved service quality to 4 stars
3. Average income per golfer has increased approximately 80% during 2015–2019 (from Baht 1,400 to more than Baht 2,300).
4. Golf course has become a major business for MK, generating about Baht 120 million per year.
5. At present, monthly income has returned to 90% of last year's average.

#### **Rental Apartment Business, Park Court Sukhumvit 77**

1. The development was completed at the end of 2017, offering rental 42 units with approximately 300 square meters of living space per unit.
2. Rental income has increased from Baht 25 million in 2018 to approximately Baht 43 million in 2019 with an occupancy rate of 69%.
3. At present, occupancy rate has grown to approximately 81%, and the average rent per month has increased slightly from last year.

#### **Integrative Wellness and Medical Retreat Development Business**

1. The RAKxa project was initiated through a collaboration between 3 companies: M.K. Real Estate Development, Bumrungrad Hospital's VitalLife Scientific Wellness Center, and Minor International.
2. The RAKxa project was developed with the concept of a "Fully Integrative Wellness & Medical Retreat", combining traditional oriental medicine with modern science and medicine from the West to provide a holistic healthcare experience from the inside out.
3. Offering more than 10 health care programs by healthcare and medical professionals as well as consulting to help design health care plans.
4. To be opened for service in December 2020.

#### **View of the Independent Financial Advisor ("IFA") from I V Global Securities Public Company Limited, Regarding the Acquisition of the Assets**

Mr. Pongpak Sudthipongse the representatives from I V Global Securities Plc., summarized the IFA's opinion to the Meeting as follows:

##### **1. Summary of Entering into the transaction**

###### **- Entering into the transaction**

Finansa Public Company Limited ("the Company" / "FNS") intended to acquire the ordinary shares of M.K. Real Estate Development Public Company Limited ("MK") which were held by all other shareholders via a voluntary tender offer. The Company currently held 18.80% of total voting rights as of September 25, 2020.

- **Objective of entering into the transaction**

The Company would be able to expand its investment in an extensive real estate business and also support the company to become a fully integrated real estate business including development for sale, rent and services, golf course and real estate management as well as wellness and medical retreat businesses.

- **Value of Consideration**

The acquisition of 892,578,048 shares of MK at the price of not exceeding Baht 3.10 per share had a total value of consideration of not exceeding Baht 2,766,991,949.

Details	Amount	
▪ Ordinary shares of MK, not exceeding	886,078,048	shares
▪ Ordinary shares of MK that might be acquired through the exercise of warrants, not exceeding	6,500,000	shares
Total amount not exceeding	892,578,048	shares
Offering price not exceeding	3.10	Baht/share
Total value not exceeding	2,766,991,949	Baht

**2. Advantages, Disadvantages, and Risks from Entering into the Transaction**

- Advantages of Entering into the Transaction

- (1) It would increase the shareholding in a company that has abilities to grow in the future.
- (2) It would be an acquisition of assets that are worthwhile for the investment.
- (3) It would promote diversification of sources of revenue and business operations of the Group.
- (4) It would increase the opportunity to be a business partner.
- (5) It would increase the opportunity for the company to generate recurring revenue.

- Disadvantages of Entering into Transaction

- (1) The Company would have an increased financial burden from entering into the transaction.
- (2) It is an investment outside of the Company's current core business.

- Risks from entering into the Transaction

- (1) The risk of the operating performance not meet expectation
- (2) The risk of receiving a rate of return on investment lower than the financial cost of the transaction
- (3) The risk of not receiving an approval from the shareholders' meeting
- (4) The risk from feedback of the tender offer

### 3. The Appropriateness of the price

Summary table of the comparison of share value by assorted valuating methodologies.

Valuation Approach	Fair Value	Tender Offer Price Not Exceeding	Higher (Lower) than Tender Offer Price (Baht)
1) Book Value Approach	6.14	3.10	3.04
2) Adjusted Book Value Approach	8.75	3.10	5.65
3) Volume Weighted Average Price Approach	2.75 – 3.02	3.10	(0.35) – (0.08)
4) Market Comparable Approach by Price to Book Value Ratio Approach	4.63 – 6.23	3.10	1.53 – 3.13
5) Discounted Cash Flow Approach (DCF)	7.24 – 9.28	3.10	4.14 – 6.18

The Independent Financial Advisor concluded that the most appropriated valuation approaches for the company were:

- (1) Adjusted Book Value Approach
- (2) Discounted Cash Flow Approach

### 4. Summary of Opinion of the Independent Financial Advisor

The Independent Financial Advisor had an opinion that the asset acquisition is appropriate and shareholders should pass an approval of the transaction. The reasons being:

- (1) An important transaction condition was that it must be approved by the Meeting of Shareholders. Such condition was a fair condition, as this was a common practice that the Company must follow before entering into a transaction that would have a significant impact on the Company according to the Declaration of Acquisition and Disposal of Assets, and such condition did not cause any loss of benefit to the shareholders.
- (2) The tender price for shares of MK of not exceeding than Baht 3.10 per share in this tender offer was deemed appropriate, because the offering price was lower than the fair value of Baht 7.24 - 9.28 per share assessed by the Independent Financial Advisor using the Adjusted Book Value Approach and the Discounted Cash Flow Approach.

Then, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. The shareholders' questions are summarized as follows:

The Secretary of the Meeting read the question from Miss Pakinee Sukudom, proxy.	:	In the case the Company can purchase 50.00% or more of ordinary shares of MK, what are the management's plans to support MK's business management to further increase revenue and profit in addition to the two representatives appointed as directors in MK since 2015?
Mr. Vorasit Pokachaiyapat Managing Director	:	- We will focus on generating recurring income for MK to further expand the business, increasing the share of gross profit to 35%.

		<p>However, we expect the RAKxa project to have its one year anniversary the next year, which will increase the proportion of gross profit to 50: 50 (rent : real estate business).</p> <ul style="list-style-type: none"> <li>- As for business plans, the first plan has been implemented since 2015, as it is a 5-year plan. For the second plan, MK will not do additional businesses in 2021, but instead will maximize the potential and income of existing businesses.</li> </ul>
The Secretary of the Meeting read the question from Mr. Aphirum Panyaphon, shareholder.	:	How many percent of the shares do you expect to purchase and will Supalai PCL be willing to sell them?
Mr. Vorasit Pokachaiyapat Managing Director	:	<ul style="list-style-type: none"> <li>- We expect to purchase additional shares until the Company's shareholding exceeds 25% of total shares of MK. However, we are willing to purchase all shares available.</li> <li>- Regarding Supalai PCL, which is a major shareholder in MK, we can only surmise from the newspapers as the Company has no personal connection and has not had discussion with the other party. However, it is evident that their shareholding proportion has been increasing steadily since 2016. It would seem, Supalai Group finds the operating results of MK's current business plan satisfactory.</li> </ul>
The Secretary of the Meeting read the question from Mr. Pramote Libratanasakul, shareholder.	:	After this purchase of MK's shares, how much more will the Company need to invest in MK and how much will it profit from holding the shares?
Mr. Vorasit Pokachaiyapat Managing Director	:	<ul style="list-style-type: none"> <li>- Over the past 5 years, MK management has been selling the existing assets of more than Baht 3 billion to obtain cash for investment or to start new businesses, selling gradually in order to fetch good prices.</li> <li>- The Company first acquired MK's shares through share swapping. The cost was approximately Baht 6 per share, while currently the average cost is less than Baht 5 per share.</li> </ul>
The Secretary of the Meeting read the question from Mr. Somjet Techaintrawong, shareholder.	:	What are the percentages of the Company's financial cost, and in how many years can MK be expected to generate more profit than the cost to the Company?
Mr. Vorasit Pokachaiyapat Managing Director	:	<ul style="list-style-type: none"> <li>- The financial costs include bills of exchange with an interest rate of approximately 3%, and long-term notes payable with an interest rate of more than 5%.</li> </ul>

	<ul style="list-style-type: none"> <li>- Regarding the profit, if all goes according to the estimation in the business plan, the management expects the return to be significant. Considering the health business, which is ready to operate with all elements complete, it depends on whether the management will be able to manage the business to bring profit for MK.</li> </ul>
<p>Mr. Sirivat Voravetvuthikun, shareholder</p>	<p>:</p> <ul style="list-style-type: none"> <li>- From the previous shareholder's question, in terms of interest rates from both short- and long-terms loans in the case of a refinance, what will be the interest rates that the Company have to pay considering that the current interest rates are quite high?</li> <li>- According to page 19 of the IFA's document, the entire fund for this purchase of MK's shares comes from loan. However, the current total loan burden of the Company is approximately Baht 1,300 million from the original debt to equity ratio of 0.48:1. If loans are taken to buy all MK shares, it will increase to 1.49:1, which considered to be quite high. I would like some clarification on this matter.</li> <li>- How confident is the Company of being able to purchase all shares of MK, because the offering price according to the IFA's document is not more than Baht 3.10 per share while the book value is about 6.5 baht, about 3 baht cheaper? If the Company is unable to purchase the expected amount, what will be its next action? Also, if the Company can purchase shares to the extent that MK's shares will no longer have a free float, this might violate the SET's requirements and cause MK to be delisted from the SET, affecting small shareholders of MK. What will be the Company's next action?</li> <li>- According to page 18 of the IFA's report, MK's sales revenue is quite fluctuating, for example, 2017 revenue was approximately Baht 2,700 million, while 2018 revenue was approximately Baht 4,100 million, and 2019 revenue was approximately Baht 3,900 million. During the first half of 2020, the revenue dropped to approximately Baht 1,200 million with the COVID-19 epidemic having a significant impact on performances of listed companies, with most companies seeing more than 10% decline in their results. Therefore, MK's revenue from the second half of the year is unlikely to reach Baht 1,000 million, and the total income for 2020 will be approximately Baht 2,000-2200 million and unlikely to meet the Company's estimates.</li> </ul>

<p>Mr. Vorasit Pokachaiyapat Managing Director</p>	<p>:</p>	<ul style="list-style-type: none"> <li>- In August 2020, the Company sold assets in the Bangkok Free Trade Zone project to the REIT and earned approximately Baht 1,000 million in cash. Therefore, the loans are expected to be unnecessary for this purchase of MK's shares.</li> <li>- We expect to be able to purchase enough shares of MK to push the Company's shareholding proportion to over 25% of total shares. If the Company holds more than 25% of total shares, it can buy from 25% to not more than 50% of MK's shares at its preferred price. In making this tender offer, however, the highest market price must be used as the bid price. Therefore, it is assessed that the loans are unnecessary, as the Company currently holds 18.8% of the shares and needs about 7% more, which means about Baht 300 million of purchase consideration. Issues with free float are unlikely to happen.</li> <li>- As almost 100% of MK's operations focus on low-rise property, without condominium along the BTS lines. It is assessed that the business should operate according to the plan. In addition, in August 2020, MK's subsidiary sold assets in the Bangkok Free Trade Zone project into the REIT along with the Company. A total of approximately 220,000 square meters were sold (approximately 89,000 square meters by the Company and approximately 130,000 square meters by MK), which will likely improve MK's 3Q20 profit.</li> </ul>
<p>The Secretary of the Meeting read the questions from Mr. Winai Rungtiwasuwan, shareholder.</p>	<p>:</p>	<ul style="list-style-type: none"> <li>- MK has paid out an interim dividend of Baht 0.11 per share, so what will be the Company's final tender offer price?</li> <li>- Has the Company received loan from a financial institution for the budget to purchase shares of MK, which is approximately Baht 2,700 million?</li> </ul>
<p>Mr. Vorasit Pokachaiyapat, Managing Director</p>	<p>:</p>	<ul style="list-style-type: none"> <li>- The dividend payment mentioned was considered a dividend for the previous year and was delayed by the Covid-19 epidemic. MK had arranged that it would pay dividend in the case of a successful sale of assets.</li> <li>- The offering price for shares of MK proposed in this meeting is not exceeding Baht 3.10 per share. The final price will be reassessed later.</li> <li>- The Company has appointed TISCO Securities Company Limited as a financial advisor and has already signed the loan agreement.</li> </ul>

Mr. Sakchai Sakulsrimontri, shareholder	: May I ask the IFA why the Company offers tender price of not exceeding Baht 3.10 for MK's shares, but evaluates the price of MK's shares at Baht 7.24 -9.28? Are the prices appropriate?  Should the Company not buy them at a higher price?
Mr. Pongpak Sudthipongse Independent Financial Advisor	: <ul style="list-style-type: none"> <li>- The evaluated price is the price that the IFA considers fair, while the market price is the price that the buyers and sellers find satisfactory. These prices are different. Alongside the valuations from the IFA is the book value, which is Baht 6.24, meaning that MK's book value is higher than the SET price.</li> <li>- However, real estate stocks in the SET are mostly traded below book value because the trading prices in the SET are affected by differing emotions, demands, and risk tolerance of each individual.</li> <li>- The evaluated price from IFA is calculated from the book value using adjusted book value approach with factors such as land price, value of assets sold to the REIT, etc.</li> <li>- As for the discounted cash flow approach, it is the most conservative evaluation due to its consideration of ongoing projects. The result is an evaluated price, not market price.</li> </ul>
Mr. Sakchai Sakulsrimontri, shareholder	: What is the difference in terms of accounting between the Company holding more than 25% of MK's shares because of this purchase and holding not more than 25% of the shares?
Mr. Vorasit Pokachaiyapat, Managing Director	: If on the last day of the tender offer the Company's shareholding in MK exceeds 25% but less than 50%, the accounting method will have to change. However, if the shareholding exceeds 50%, consolidated financial statements will be required.
Mr. Varah Sucharitakul Director	: <ul style="list-style-type: none"> <li>- I shall clarify further that purchasing at a lower price will benefit the Company's shareholders and we have assessed that the transaction should be conducted before the situation improves, while the share price is low, as the Company can save on cash. We only intend to hold 25% of the shares as a strategic defense, as other shareholders are apparently purchasing more shares.</li> <li>- In addition, we have assessed the reason why MK's shareholders do not sell their shares at the price assessed by IFA, which is higher than the SET price. It is apparent that the shares will not be sold, or if they are, the price will be greatly reduced. Therefore, this operation is an</li> </ul>

		option for shareholders who want to exit MK.
Mr. Sakchai Sakulsrimontri, shareholder	:	How are accounting records done? The 18.8% of the shares was purchased at the price of Baht 6 per share and has always been impaired, because at present the price is at Baht 3 per share.
Mrs. Siripan Leewanun Chief Accounting Officer	:	The accounting records include recognized share of profit and loss from MK. No impairment is recorded.
Mr. Sirivat Voravetvuthikun, shareholder	:	I propose that the Chairman exercise his right to call for voting, as the Q&A session has been going on for quite some time and the Committee has already answered all questions clearly.

As no shareholder had raised further issues, the Secretary of the Meeting asked the meeting to consider the approval of the acquisition of ordinary shares of M.K. Real Estate Development Plc., as well as the authorization of Mr. Vorasit Pokachaiyapat or the person assigned by Mr. Vorasit Pokachaiyapat as detailed above. This agenda item required the approval from three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote, excluding shareholders who have a conflict of interest. However, there were no shareholders who had conflict of interest in this agenda item.

**Resolution:** The Meeting approved the acquisition of shares of M.K. Real Estate Development Plc. and approved the authorization of Mr. Vorasit Pokachaiyapat or the person(s) assigned by Mr. Vorasit Pokachaiyapat to consider and decide any matters related to the Tender Offer for shares, as mentioned.

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	217,480,332	99.9995%
2. Disapproved	1,138	0.0005%
3. Abstained	0	0.0000%
4. Void	0	0.0000%

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 30,901 shares.

**Agenda 3: To acknowledge the interim dividend payment**

The Managing Director informed the Meeting that The Company had a policy to pay dividend of approximately 3.0 % of its net profit after taxation or as appropriate amount, provided that the dividend payment would not have significant impact on the normal operations of the Company.

Pursuant to section 115 of the Public Limited Company Act B.E. 2535 and pursuant to the Company's Articles of Association, the Board of Directors may pay the interim dividend to shareholders from time to time when he saw that the company had a reasonable profit to do so and, after paying a dividend report to the meeting at the next meeting of shareholders for their acknowledgement.

The Meeting of Board of Directors No. 6/2020 held on September 15, 2020 approved the interim dividend payment from the operating results between 1 January - 30 June 2020 and retained earnings to shareholders at Baht 0.15 per share, totaling Baht 51.88 million, with payment made within October 14, 2020.

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

Mr. Sakchai Sakulsrimontri, shareholder	:	What is the refundable tax rate of the payment from retained earnings?
Mrs. Siripan Leewanun Chief Accounting Officer	:	The payment is made from untaxed profit as the Company has accumulated losses. It is untaxed income.
The Secretary of the Meeting read the question from Mr. Winai Rungtiwasuwan, shareholder.	:	Is this interim dividend payment a compensation for the payment that was canceled in the beginning of the year?
Mr. Vorasit Pokachaiyapat Managing Director	:	The Company had to delay its dividend payment due to the recent situation. This payment is considered the product of last year's operating results. The dividend payment for the year 2020 will be considered later, however, the Company still needs cash for the tender offer first.

When no shareholder raised any questions, the Secretary of the Meeting informed that this agenda was for acknowledgment with no voting required, and he would like to conclude that the Meeting had acknowledged the interim dividend payment as proposed.

**Agenda 4 To consider other matters (if any)**

The Managing Director asked the shareholders if there were any issues they would like to raise for the Meeting's consideration. There were no more issues raised.

However, questions were raised regarding previous agendas as follows.

Shareholder/proxy	:	<ul style="list-style-type: none"><li>- The investment in the REIT units was originally stated to be approximately Baht 200 million, but how did it increase to more than Baht 560 million in the report?</li><li>- When will Neo be listed on the SET?</li></ul>
Mr. Vorasit Pokachaiyapat Managing Director	:	<ul style="list-style-type: none"><li>- The additional investment in the REIT units is a matter of money management. In addition, the Company and MK have an agreement to hold at least 20% of the REIT units.</li><li>- Neo has already converted debt to shares, of which the Company holds about 13%. It expects to enter the SET early next year.</li></ul>

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

The Meeting closed at 16.10 hrs.

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

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

Enclosure 2

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2020 Annual Report and Financial Statements

Enclosure 3

Profiles of Director Nominees and qualifications of 'Independent Director'

Profiles of Director Nominees

Name – Surname	Mr. Akarat Na Ranong	
Age	67 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	10 years	
Education and Training	<ul style="list-style-type: none"> <li>▪ Master's Degree, Business Administration (Management) Marshall University, USA</li> <li>▪ Bachelor's Degree, Economics, Chulalongkorn University, Thailand</li> <li>▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Audit Committee Program (2004)</li> <li>- Director Accreditation Program (2007)</li> <li>- Role of the Compensation Committee (2007)</li> <li>- Director Certification Program (2013)</li> <li>- Role of the Chairman Program (2017)</li> <li>- Ethical Leadership Program (2019)</li> </ul> </li> <li>▪ Certificate, Capital Market Academy Leadership Program (2008)</li> </ul>	
Positions held in others listed Companies	<p>2 listed companies</p> <p>2017 - Present      - Independent Director, Chairman of the Audit Committee, Vice Chairman of Nomination Compensation and Corporate Governance Committee Symphony Communication Plc.</p> <p>2010 - Present      - Independent Director and Chairman of the Audit Committee Matching Maximize Solution Plc.</p>	
Positions held in other non-listed organization	<p>4 companies</p> <p>May 2018 - Present      - Director and Executive Director Wind Energy Holding Co., Ltd.</p> <p>2017 - Present      - Director , Member of Compensation and Remuneration Committee and Investment Committee Krungthai AXA Life Insurance Plc.</p> <p>2015 – Present      - Independent Director , Chairman of the Board of Director and Chairman of the Audit Committee KPN Academy Co., Ltd.</p> <p>2011 - Present      - Independent Director , Chairman of the Audit Committee Finansa Securities Ltd.</p>	

Working Experience (last 5 years)	<p>2016 - Apr 2018 - Chairman, Food Capitals Plc.</p> <p>2001 - 2017 - Independent Director, Chairman of the Audit Committee Member of the Nominating and Remuneration Committee and Corporate Governance Committee, Krungthai Card Plc.</p> <p>2013 - 2016 - Director, Evolution Capital Plc.</p>
Shareholdings in the Company (as of December 31, 2020)	None
Positions held in organizations that pose conflict of interest to the Company	None
Meeting attendance in 2020	<ul style="list-style-type: none"> <li>▪ Board of Directors 9 out of 9 meetings</li> <li>▪ Audit Committee 5 out of 5 meetings</li> <li>▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings</li> </ul>
Director nomination criteria	<p>The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Akarat Na Ranong is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws. The Board has concluded that the nominee for independent director will be able to offer uninfluenced opinions in line with related criteria. The rationale for nominating Mr. Akarat Na Ranong, the independent director whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business. In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.</p>

Profiles of Director Nominees

Name – Surname	Mr. Kittipong Lertvanangkul	
Age	55 years	
Nationality	Thai	
Proposed position	Executive Director	
Current position	Executive Director	
Date of holding directorship	September 15, 2020	
Years of being director of the Company	4 months	
Education and Training	<ul style="list-style-type: none"> <li>▪ MBA, Finance, Memphis State University, USA</li> <li>▪ Bachelor's Degree, Business Administration (B.B.A), Assumption University, Thailand</li> <li>▪ Certificate, Thai Institute of Directors Association (IOD)                             <ul style="list-style-type: none"> <li>- Corporate Governance for Capital Market Intermediaries (CGC) (2016)</li> </ul> </li> </ul>	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	<p>2 companies</p> <p>2019 - Present - President, Thai Digital Technology User Group Association</p> <p>2011 - Present - President and Director, Finansa Securities Ltd.</p>	
Working Experience (last 5 years)	None	
Shareholding in the Company (as of December 31, 2020)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2020	<ul style="list-style-type: none"> <li>▪ Board of Directors 3 out of 3 meetings</li> </ul>	
Director nomination criteria	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Kittipong Lertvanangkul is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

Profiles of Director Nominees

Name – Surname	Mr. Vorapak Tanyawong	
Age	56 years	
Nationality	Thai	
Proposed position	Director	
Current position	Director	
Date of holding directorship	April 26, 2018	
Years of being director of the Company	2 years 9 months	
Education and Training	<ul style="list-style-type: none"> <li>▪ MBA in Finance, University of Missouri, Kansas City, USA</li> <li>▪ B.S. in Management Science &amp; Computer System, Oklahoma State University, Stillwater, USA</li> <li>▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Directors Certification Program (2011)</li> <li>- Role of the Nomination and Governance Committee (2012)</li> </ul> </li> <li>▪ Thailand National Defence College (2015)</li> </ul>	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	2 companies Present - Member of Development Committee, FIFA Present - Senior Advisor, McKinsey & Company, Inc. Thailand	
Working Experience (last 5 years)	2012 - 2016 - President, Krung Thai Bank Pcl.	
Shareholding in the Company (as of December 31, 2020)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2020	<ul style="list-style-type: none"> <li>▪ Board of Directors 6 out of 9 meetings</li> </ul>	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Vorapak Tanyawong is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

## Qualifications of the Company's Independent Directors

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

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

Enclosure 4

Articles of Association  
(in relation to Shareholders Meeting only)

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Chapter V – Meeting of Shareholders

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

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

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

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

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

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

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

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

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

## Enclosure 5

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

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

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

Any shareholders who wish to appoint a proxy to attend the meeting and vote on their behalf, please fill out and sign the proxy form enclosed herewith as Enclosure 5, and submit the signed, duty stamped proxy form to the chairman of the meeting and/or the person authorized by the chairman of the meeting before the proxy enters the meeting. The proxy is required to present the following documents:

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

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

To reserve the rights and benefits of the shareholders, in the case that shareholders cannot attend the meeting but have the intention to have independent directors vote for them, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2021 or Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member/ Member of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 7 : To approve the remuneration of directors for the year 2021. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, Finansa Plc., 48/48, TISCO Tower, 20<sup>th</sup> Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before April 22, 2021 to assure that all the necessary documentation is in place for registration at the meeting. If you have further questions about the proxy procedure, please contact Ms. Wipa Nilsophon at 02-697-3780 during working hours.

Duty  
Stamp  
Baht 20

Proxy Form A

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

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

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

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

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

(3) the following independent director:  
 Mr. Akarat Na Ranong Age 67 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or  
 Mr. Chanmanu Sumawong Age 64 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2021 and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 7 : To approve the remuneration of directors for the year 2021. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

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

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

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

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





Duty  
Stamp  
Baht 20

Proxy Form B

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

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

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

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

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

(3) the following independent director:  
 Mr. Akarat Na Ranong Age 67 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or  
 Mr. Chanmanu Sumawong Age 64 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2021 and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 7 : To approve the remuneration of directors for the year 2021. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

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

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

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

Approve  Disapprove  Abstain



- Agenda 2 Re: To acknowledge the report of the operating results for the year 2020.
- Agenda 3 Re: To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 4 Re: To acknowledge the interim dividend payment.
- Agenda 5 Re: To approve the dividend payment from the 2020 operating performance.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 6 Re: To elect directors in place of directors who retired by rotation.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- To elect nominated directors as a whole
- Approve                       Disapprove                       Abstain
- To elect nominated directors individually
- Name: Mr. Akarat Na Ranong
- Approve                       Disapprove                       Abstain
- Name: Mr. Kittipong Lertvanangkul
- Approve                       Disapprove                       Abstain
- Name: Mr. Vorapak Tanyawong
- Approve                       Disapprove                       Abstain
- Agenda 7 Re: To approve the remuneration of directors for the year 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain
- Agenda 8 Re: To appoint the auditor and determine the audit fee for the year 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve                       Disapprove                       Abstain

Agenda 9 Re: To consider other matters (if any)

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

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

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

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

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

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

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

Note:

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



Allonge of Proxy (Form B)

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

At the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

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

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

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

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

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

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

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

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

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

Agenda \_\_\_\_\_ Re: **To elect directors in place of directors who retired by rotation.**

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

Name: \_\_\_\_\_

- Approve       Disapprove       Abstain

Name: \_\_\_\_\_

- Approve       Disapprove       Abstain

Name: \_\_\_\_\_

- Approve       Disapprove       Abstain



Proxy (Form C)

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

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

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

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Reside at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ as a custodian of \_\_\_\_\_  
being a shareholder of Finansa Public Company Limited

holding altogether \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follow;  
ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) hereby appoint

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

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

(3) the following independent director:

Mr. Akarat Na Ranong Age 67 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit  
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or

Mr. Chanmanu Sumawong Age 64 years Resides at 634/2 Road Nakhon Chaisi  
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To elect directors in place of directors who retired by rotation and Agenda 7 : To approve the remuneration of directors for the year 2021 and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 7 : To approve the remuneration of directors for the year 2021. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

(3) I/We hereby authorize my/our proxy to attend and cast the vote as follows:

The proxy is authorized for all shares held and entitled to vote.

The proxy is authorized for certain shares as follows:

Ordinary shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes;

Preferred shares \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes.

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

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

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

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

Approve \_\_\_\_\_ votes

Disapprove \_\_\_\_\_ votes

Abstain \_\_\_\_\_ votes

- Agenda 2 Re: To acknowledge the report of the operating results for the year 2020.
- Agenda 3 Re: To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2020.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 4 Re: To acknowledge the interim dividend payment.
- Agenda 5 Re: To approve the dividend payment from the 2020 operating performance.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 6 Re: To elect directors in place of directors who retired by rotation.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- To elect nominated directors as a whole
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- To elect nominated directors individually
- Name: Mr. Akarat Na Ranong
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Name: Mr. Kittipong Lertvanangkul
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Name: Mr. Vorapak Tanyawong
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 7 Re: To approve the remuneration of directors for the year 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes
- Agenda 8 Re: To appoint the auditor and determine the audit fee for the year 2021.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve \_\_\_\_\_ votes                       Disapprove \_\_\_\_\_ votes
- Abstain \_\_\_\_\_ votes

**Agenda 9 Re: To consider other matters (if any).**

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

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

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

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

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

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

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

**Note:**

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



Allonge of Proxy (Form C)

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

At the 2021 Annual General Meeting of Shareholders on April 29, 2021 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21<sup>st</sup> Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

Agenda \_\_\_\_\_ Re: To elect directors in place of directors who retired by rotation

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

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

Name: \_\_\_\_\_

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes

Abstain \_\_\_\_\_ votes

Name: \_\_\_\_\_

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes

Abstain \_\_\_\_\_ votes

Name: \_\_\_\_\_

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes

Abstain \_\_\_\_\_ votes





**Enclosure 6**

**Profiles of Independent Director of Finansa Public Company Limited (Proxy)**

**Profiles of Independent Director**

Name – Surname	Mr. Akarat Na Ranong	
Age	67 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	10 years	
Home Address:	256 Soi Sukhumvit 55, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> <li>▪ Master's Degree, Business Administration (Management) Marshall University, USA</li> <li>▪ Bachelor's Degree, Economics, Chulalongkorn University, Thailand</li> <li>▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>- Audit Committee Program (2004)</li> <li>- Director Accreditation Program (2007)</li> <li>- Role of the Compensation Committee (2007)</li> <li>- Director Certification Program (2013)</li> <li>- Role of the Chairman Program (2017)</li> <li>- Ethical Leadership Program (2019)</li> </ul> </li> <li>▪ Certificate, Capital Market Academy Leadership Program (2008)</li> </ul>	
Positions held in others listed Companies	<p>2 listed companies</p> <p>2017 - Present      - Independent Director, Chairman of the Audit Committee, Vice Chairman of Nomination Compensation and Corporate Governance Committee Symphony Communication Plc.</p> <p>2010 - Present      - Independent Director and Chairman of the Audit Committee Matching Maximize Solution Plc.</p>	
Positions held in other non-listed organization	<p>4 companies</p> <p>May 2018 - Present      - Director and Executive Director Wind Energy Holding Co., Ltd.</p> <p>2017 - Present              - Director , Member of Compensation and Remuneration Committee and Investment Committee Krungthai AXA Life Insurance Plc.</p> <p>2015 – Present              - Independent Director , Chairman of the Board of Director and Chairman of the Audit Committee KPN Academy Co., Ltd.</p> <p>2011 - Present              - Independent Director , Chairman of the Audit Committee Finansa Securities Ltd.</p>	

Working Experience (last 5 years)	<p>2016 - Apr 2018 - Chairman, Food Capitals Plc.</p> <p>2001 - 2017 - Independent Director, Chairman of the Audit Committee Member of the Nominating and Remuneration Committee and Corporate Governance Committee, Krungthai Card Plc.</p> <p>2013 - 2016 - Director, Evolution Capital Plc.</p>
Shareholding in the Company (as of December 31, 2020)	None
Positions held in organizations that might lead to conflict of interest with the Company	None
Having general conflict of interest over any agenda item:	<p>Agenda 6 : To elect directors in place of directors who retired by rotation.</p> <p>Agenda 7 : To approve the remuneration of directors for the year 2021.</p>
Having a specific conflict of interest over any agenda items presented at the AGM.	None
Meeting attendance in 2020	<ul style="list-style-type: none"> <li>▪ Board of Directors 9 out of 9 meetings</li> <li>▪ Audit Committee 5 out of 5 meetings</li> <li>▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings</li> </ul>



Enclosure 7

Map of venue of the Annual General Meeting

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

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

