



March 21, 2019

Subject : Invitation to the 2019 Annual General Meeting of Shareholders
To : The Shareholders
Enclosures : 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018
2. 2018 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 2019 Annual General Meeting of Shareholders on Wednesday, April 24, 2019 at 14.30 hrs. (registration starts at 12.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas :

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 22, 2018.

Objective and Rationale : The Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 was held on October 22, 2018. The Minutes of the meeting were duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes are given as Enclosure 1.

Opinion of the Board : The Board has recommended that the Meeting certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 22, 2018.

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

FINANSA PUBLIC COMPANY LIMITED

Registered No. 0107545000080

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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 2018.

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 2018 was disclosed in the Company's 2018 annual report as Enclosure 2.

Opinion of the Board : The Board has recommended that the Meeting acknowledge the operating results for the year 2018.

Agenda 3 To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2018.

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, 2018. 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 2018 Annual Report.

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

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

Objective and Rationale :

- In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association, the Company is required to allocate a portion of its annual net profit to legal reserves. The amount must be no less than 5% of the annual net profit minus its accumulated deficit brought forward (if any) until the reserve reaches the minimum of 10% of the registered capital.
- In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Article 36 of the Company's Articles of Association, states that dividends shall be paid upon approval from the Meeting of Shareholders. The Company's net profit of the year 2018 amounts to Baht 94.09 million as reported in the separate financial statement and Baht 64.07 million as reported in the consolidated financial statements, with no accumulated loss, and thus dividends can be paid.

- The Company has a policy to pay a dividend of approximately 30% of its net profit after tax or at an appropriate amount, provided that the dividend payment does not have significant effects on the Company's operations.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve the allocation of the net profit of the year 2018 and dividend payment as follows:

1. Allocate a portion of Baht 5.00 million from the Company's net profit of the year 2018 or 5.31% of the net profit of the year 2018 according to the separate financial statements to legal reserves. As a result, the legal reserve as at December 31, 2018 stood at Baht 45.00 million or 2.60% of the registered capital.
2. From net profit, distribute dividend to shareholders at a rate of Baht 0.15 per share, totaling Baht 51.88 million or 55.14% of the net profit of the year 2018 according to the separate financial statements and 80.97% of the net profit of the year 2018 according to the consolidated financial statements. (The dividend recipient shall not receive tax credit as the payment shall be paid from the net profit minus net loss carried forward for up to 5 years prior to the present accounting period.) The proposed dividend payments is in line with the Company's established dividend policy.
3. The Company set May 3, 2019 (Record Date) as the date to determine the list of shareholders who are entitled to receive dividend. The dividend payment shall be made on May 21, 2019. Details on dividend payments compared to the previous years are as follows:

Separate Financial Statements	2018	2017
1. Net profit (million baht)	94.09	69.32
2. Number of Shares receiving dividend payment (shares)	345,855,440	247,039,600
3. Earnings per share (baht)	0.37	0.28
4. Payment of Dividend per share (baht/share)	0.15	0.15
5. Total dividend payments (million baht)	51.88	37.06
6. Dividend payout ratio (%)	55.14	53.46

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

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

Objective and Rationale :

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

2. The following Directors are retiring by rotation:

No.	Name	Position	Duration of Directorship
1	Dr. Virabongsa Ramangkura	- Independent Director* - Chairman	13 years, 8 months
2	Mr. Eugene S. Davis	- Executive Director	16 years, 10 months
3	Mr. Nuttawut Phowborom	- Independent Director - Member of the Audit Committee	5 years, 11 months

Note: * Holding a position as director for 11 years 6 months and changing the position to an independent director from 24 February 2017 (thus holding the position as independent director for 2 years 2 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, 2018 to January 31, 2019. 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, and thus advocate that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.
 - Dr. Virabongsa Ramangkura
 - Mr. Eugene S. Davis
 - Mr. Nuttawut Phowborom

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 are entitled to vote.

Agenda 6 To approve the remuneration of directors for the year 2019.

Objective and Rationale :

- In accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, the Directors' remuneration shall be approved by a meeting of the shareholders.

2. The duties and responsibilities of the Board of Directors and the Audit Committee and the Nomination and Compensation Committee are given in the 2018 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 2018 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 2018*
1. Chairman	Baht 1.01 million	Baht 1.22 million
2. Director	Baht 0.45 million	Baht 0.44 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.26 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.20 million
5. Member of the Nomination and Compensation Committee	Baht 0.08 million	Baht 0.06 million

Notes: *Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 7 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 and Compensation Committee are derived from 3 Nomination and Compensation Committee 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 2019 Annual General Meeting of Shareholders for approval.

The remuneration of directors for the year 2019 is equal to the year 2018 and no other remunerations apply.

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

- Notes: 1. All the executive directors waived their entitlement to receive the meeting fees and fees as indicated above.
2. *The Board of Directors' meeting No.6/2018 on 12 November 2018 has approved to incorporate a mandate of the Corporate Governance Committee into the Nomination and Compensation Committee and renamed it the "Nomination, Compensation and Corporate Governance Committee".

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 2019.

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

Agenda 7 To appoint the auditor and determine the audit fee for the year 2019.

Objective and Rationale :

1. In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors of the Company and determine the audit fee of the company every year.
2. The Audit Committee 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 2019, and that the audit fee should not exceed Baht 1,535,000 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.

2018 Audit Fee	2019 Audit Fee	Change
Baht 1,490,000	Baht 1,535,000	Increased Baht 45,000 or 3.02%

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

- | | | | | |
|----|---------------|----------------|--------------|----|
| 1. | Mrs. Nisakorn | Songmanee | CPA No. 5035 | or |
| 2. | Dr. Suphamit | Techamontrikul | CPA No. 3356 | or |
| 3. | Mr. Chavala | Tienpasertkij | CPA No. 4301 | or |
| 4. | Ms. Wilasinee | Krishnamra | CPA No. 7098 | |

Mrs. Nisakorn Songmanee has been an auditor of the Company for 5 years (2014-2018).

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 2019, with the annual audit fee not exceeding Baht 1,535,000, with no other service fees.

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

Agenda 8 To consider other matters (if any)

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

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

(Mr. Vorasit Pokachaiyapat)
Managing Director

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2018
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on Monday, October 22, 2018 at 14.30 hours at the Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, Level 21, No. 952 Rama 4 Road, Bangkok, Thailand.

Prior to the meeting

Mrs. Chanoknan Srivorakul, a representative from Finansa Securities Ltd., introduced to the Meeting the Board of Directors, the Head of Accounting of Finansa Plc., the representatives from I V Global Securities Plc. who were Independent Financial Advisors, and the lawyer from JK Advisory Law Office, a witness for vote counting.

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

Directors absent from the Meeting: 2 directors, as follows:

- | | |
|---------------------------|---|
| 1. Mr. Eugene S. Davis | Director, absent due to overseas business |
| 2. Mr. Nuttawut Phowborom | Independent Director / Member of the Audit Committee, absent due to necessities |

Other Attendants in the Meeting: 8 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. Chanoknan Srivorakul | Representative from Finansa Securities Ltd, acting as Master of Ceremony to explain the meeting procedures and the procedure for vote counting. |
| 5. Mrs. Siripan Leewanun | Head of Accounting, Finansa Plc. |
| 6. Mr. Jakchai Panrod | Lawyer from JK Advisory Law Office, a witness for vote counting |
| 7. Mrs. Snitha Asawachinda | Managing Director, Finansa Securities Ltd |
| 8. Ms. Wipa Nilsophon | Assistant Managing Director/ Compliance Department, Finansa Plc. |

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

1. Principle and procedure of vote counting.
 - One share equals one vote. Each shareholder shall have the number of votes equal to the number of shares held, or obtained by proxy.
 - There shall be no voting on an agenda for the Meeting's acknowledgement.
 - The Company's officers would collect all voting cards in accordance with the practice of the Stock Exchange of Thailand.
 - For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be counted, any voting cards without signature or with more than one box checked would be regarded as a "void voting card", and the rest of voting cards would be counted as "Approve" votes.
 - Shareholders who wanted to vote "Disapprove" and "Abstain" should raise their hands so that the Company's officers collected their voting cards. After that, "Approve" voting cards would be collected.
 - Shareholders who did not submit their voting cards shall be considered as "Approve" voters.
 - Once all the agenda items have been covered, all shareholders should leave their voting cards on the meeting table for the Company to collect for documentation.
2. Inquiry and comments
 - Shareholders who wished to ask questions or give comments should raise their hands.
 - Shareholders should inform their full name to the meeting before asking questions or giving comments.

After that, Dr. Virabongsa Ramangkura, who acted as the Chairman of the Meeting, expressed his gratitude to the shareholders for attending the Meeting and informed the Meeting that there were 72 shareholders presenting in person, representing 65,110,075 shares, and 65 shareholders by proxy, representing 58,689,051 shares. In total, 137 shareholders and proxies attended the Meeting, holding a total of 123,799,126 shares, equivalent to 50.1131% of the total 247,039,600 issued shares, which was more than one-third of the total issued shares. A quorum was thus constituted according to the Company's Articles of Association, and the registration of shareholders attending the Meeting proceeded.

The Chairman called the Extraordinary General Meeting of Shareholders No.1/2018 to order, and notified the shareholders that H.M. King Maha Vajiralongkorn Bodindradebayavarangkun had graciously bestowed Royal Kathina Robes upon Finansa Plc. and Finansia Syrus Securities Plc. for the offering to monks who had completed the three Vassa

months at Wat Samphanthawongsaram Worawihan. The ceremony would be held on Sunday, November 4, 2018 at 14.00 hours, which the Shareholders were welcome to attend or simply to rejoice in this merit.

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

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

The Managing Director informed the Meeting that the 2018 Annual General Meeting of Shareholders had been held on April 26, 2018. 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.

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

Vote Requirement This agenda item must be approved by the majority vote of shareholders who attended the meeting and were entitled to vote.

The Managing Director then asked if there were any questions or suggestions with regards to the Minutes of the 2018 Annual General Meeting of Shareholders. Since there were no further questions, the Managing Director requested the shareholders to certify such Minutes of the 2018 Annual General Meeting of Shareholders.

Resolution: The Meeting certified the Minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018 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	123,531,127	99.7513%
2. Disapproved	3,000	0.0024%
3. Abstained	305,000	0.2463%
4. Void	0	0.0000%
Total	123,839,127	100.0000%

Remark: For this agenda item, there were 2 additional shareholders attending the Meeting, representing 40,001 shares.

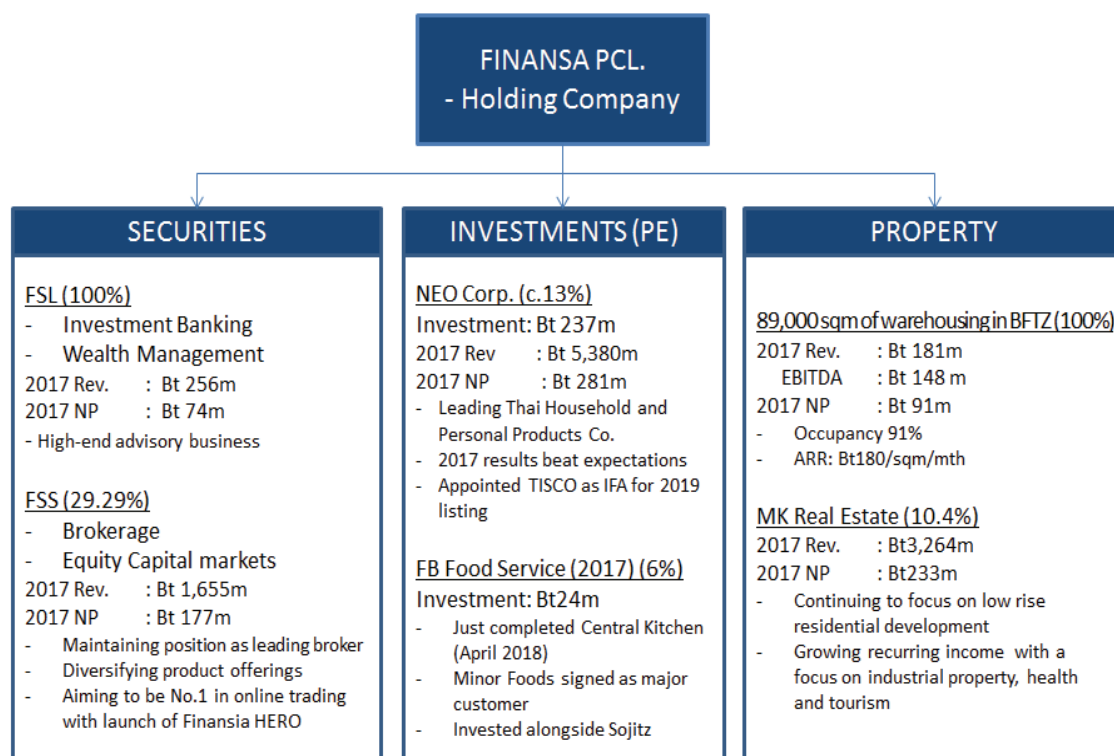
Since Agenda 2 to Agenda 6 were interrelated and conditional to one another, if the Extraordinary General Meeting of Shareholders No.1/2018 disapprove any of those Agendas, the next relevant Agendas would not be presented to the Extraordinary General Meeting of Shareholders No.1/2018 for further consideration,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

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

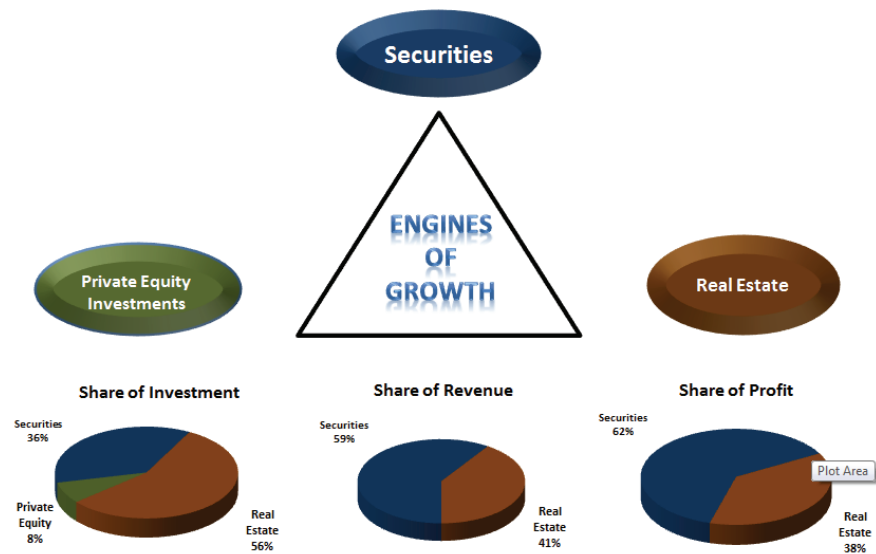
In case that agenda 5 and/or agenda 6 did not receive an approval, agenda 2 to agenda 4, which concerned the issuance and offering for sale of the newly issued shares, would be cancelled. Therefore, the shareholders who would like to subscribe for the newly issued shares, as well as the rest of the shareholders,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

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

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



FNS Group: Three Engines of Growth



Growth Opportunities

- The three businesses have strong potential to drive a rise in group earnings. Management views success in these businesses as the catalyst to a rerating of FNS' shares, demonstrating that FNS is positioned to deliver sustainable earnings momentum over the medium to long term.

Securities

- FSS - FSS management has mapped out a strategy to broaden its revenue base, cement the company's market leadership position and improve operating efficiencies.
 - Expand market share in local institutions sector to support ECM activities.
 - In retail brokerage, FSS aims to lead and dominate in the online segment, through its recent launch of the Finansia HERO online platform, developed in co-operation with Kiwoom, the leading online brokerage firm in South Korea.
 - New and growing revenue sources include Derivative Warrants and Proprietary Trading. Initiatives to grow market share include the launch of the state-of-the art online service, Finansia HERO.
 - Build Wealth Management business to capitalize on our high net worth (HNW) equity customer base.
- FSL - For 2018, FSL's mandates include the relisting of WP Energy and the IPO of the Thailand Future Fund. These will be major contributors to 2018 revenues.
 - PTTOR is targeted to be listed in 2Q2019.

Growth Opportunities

Property

- MK has a pipeline of projects which will generate recurring income and transform the earnings profile of the company.
- MK's business strategy has two components: Residential Development and building a Recurring Income base from investing in property assets.

Residential Development

- Continue to strengthen the Chuan Chuen Brand
- Focus on low-rise housing
- Achieved 2017 sales of Bt2.7 bn
- Developing 17 projects (5 launched in 2017)
- Targeting a 12% increase in sales in 2018 (excl. Park Court)

Recurring Income

- Golf Course
 - Brand new clubhouse
 - 30% Revenue increase
- Park Court
 - Zone A completed December 2017
 - 70 units (28 for sale, 42 for rent)
- Prospect Development
 - 114,974sqm of warehousing at end 2017
 - 2017 EBITDA of Bt135m
- Office
 - 20,000 sqm
 - 15 year rental term

Growth Opportunities

Private Equity Investment

- NEO looks poised for a listing in 2H2019 and the capital gain recorded by FNS should be significant. The expected return on NEO is over 2x the original investment (cost: Bt237m).
- Key considerations in entering discussions with the two businesses in question are that they are (a) established and profitable (b) operating in the consumer sector (c) have potential to grow and (d) have owners/management that are willing to commit to an SET listing within a two/three year time frame.
- Two new investment opportunities are under consideration. Both are at early stages of discussions and in growth sectors. FNS intends to target industries in Thailand that demonstrate sustainable growth momentum, notably those that are consumer and tourism related.
- Potential Investment (1)
Established Thai brand in the "Personal Care" space, offering Slimming, Body Shaping and Anti-Ageing services and products.
- Potential Investment (2)
Established Thai Bakery/Café Brand under new ownership, seeking rapid outlet expansion.
- The potential investment size for each transaction is c.Bt100 million.

Proposal

- FNS proposes to undertake a Rights Issue at the par Value of Bt5, the preliminary terms being 1 new share for each 2.5 existing shares. This will raise Bt494 million. (98.81 x Bt5)
- FNS proposes to raise up to an additional Bt500 million through debt issuance, as and when needed.
- The proposed capital increase and additional debt issuance are, primarily for the purposes of:
 - a) expand the business via Direct Investments and additional investments in associated companies : property business, securities business
 - b) expand private equity investments, primarily, in food business, wellness products and services, etc.
- At present, the above investments are under negotiation with relevant parties.
- Expected funding requirement of not more than 700 million Baht will be gradually invested by the 4th quarter of 2018.

Shareholders enquired about various matters as follows.

Mrs. Suksant Chunsilapavej : Regarding the Company's acquisition of MK's shares through assets
Shareholder exchange and additional purchase, currently of 10.4% of shares.
According to the news, a couple months ago, Supalai Property Management Company Limited ("SPM") had made a Voluntary Tender Offer for all ordinary shares of MK. How does the management plan to handle this matter to ensure the shareholders' best interests?

Mr. Vorasit Pokachaiyapat : Allow me to clarify the following.
Managing Director

1. Regarding SPM's Voluntary Tender Offer for all ordinary shares of MK at 4.10 per ordinary share, the offer has already been concluded and SPM acquired about 0.3% of registered capital.
2. The management views MK as a promising company in the real estate and residential property development business, with sales grossing at between Baht 2,000 million per year and Baht 2,500 million per year after its recent appointment of new management. The new management aims to make recurring incomes such as residential rental properties, factory leasing, golf course, etc. the main revenue sources in the future. The residential property development business requires purchase of land every 2-3 years, with land values rising every year; there are risks in every new development, hence the attempt to minimize possible risks. MK's

management has set a capital allocations goal of roughly Baht 6,000 million, split equally between (1) housing development and sale business (2) businesses with recurring incomes.

Mr. Somporn Chowsombat : Regarding the Company's past share swap with MK at Baht 6.15
Shareholder per share, I consider the price too high in comparison to the SET price of MK's shares. In addition, after the swap, MK's share price dropped to about Baht 3 per share, I want to know if the Company has purchased more of its shares and why the Company need the capital increase.

Mr. Vorasit Pokachaiyapat : Allow me to clarify the following.
Managing Director

1. The price of MK's shares at the time of share swap was roughly Baht 6 per share because a major shareholder had bought shares from a former shareholder at roughly Baht 6, hence the price increase. Thus, the Company needed to analyze MK's intrinsic share value based on the said price and its operating results. After the swap of shares the Company has been purchasing shares at market price, and currently its share ownership stands at 10.4%.
2. Pertaining to this capital increase, the Company deems it most beneficial for the advancement of the business to increase the proportion of investment in MK and believe we are operating under an appropriate capital structure.

Then Mr. Varah Sucharitakul, Director, succeeded Mr. Vorasit Pokachaiyapat incurring the Meeting to prevent conflicts of interests.

Mr. Sakchai Sakulmontre : Please clarify Enclosure 3 (Details pertaining to the Request for Waiver
Shareholder from Mandatory Tender Offer Obligation), page 3, article 5.8, which states that within 12 months after acquiring the assets in question the Company plans to expand its direct investment and increase investments in associate companies. The Waiver Requester as the management may revise the policies or business plans of the Company and its associate companies as he sees fit, for the best interests of the Company and its associate companies. However, apart from the aforementioned condition, the Waiver Requester has no intention to significantly change the Company's policies, business plans, such as business objectives,

increase of investment or production capacity, organization structure, management or employment of personnel, major asset distribution plans of the Company's and its associate companies, financial structural reform plans, or dividend payout policy.

Mr. Varah Sucharitakul : I'd like to explain that to obtain such waiver, a request form is needed
Director along with a declaration whether the Waiver Requester intends to revise the Company's management structure after the capital increase. Incidentally the Waiver Requester, Mr. Vorasit Pokachaiyapat, Managing Director, has no intention to make changes, and the statement quoted is written in accordance with the SEC's format.

Mr. Vorasit Pokachaiyapat : I'd like to add that it is my obligation as the Waiver Requester to inform
Managing Director the Shareholders of any decision made regarding the Company.

Mr. Sakchai Sakulmontre : I'd like to ask the following.
Shareholder

1. Will the ordinary shares issued in this capital increase be subjected to the SEC's Silent Period rule? Why is their offering price Baht 5 per share, and how much will their value drop after the capital increase? Also, investors should be informed of how their money will be invested in more details.
2. Is the Waiver Requester's group holding shares in Morgan Stanley & Co. International Pcl. a nominee account?

Mr. Vorasit Pokachaiyapat : Allow me to clarify the following.
Managing Director

1. The newly issued ordinary shares will not be subjected to a Silent Period rule and will receive dividends. After the capital increase their accounting value will drop from around Baht 9 to around Baht 8.
2. We cannot give more details on our investments as they are currently under discussion.

Mr. Varah Sucharitakul : I would like to add.
Director

1. The law forbids offering prices lower than par value (Baht 5).
2. The shares in Morgan Stanley & Co. International Plc. are in Mr. Vorasit Pokachaiyapat's overseas account. where he deposited his investment in the Company's shares around 20-30 years ago This information has been disclosed to the SET from the start and this is not a nominee account.

Shareholder /Proxy : May I ask, considering the market price of the Company's stock (FNS) being lower than its intrinsic value, if there is a plan for stock split?

Mr. Varah Sucharitakul : Please be informed that the stock prices in securities and real estate
Director businesses, both of which the Company is investing in, are often less than intrinsic values. Still, the Company has been putting efforts to improve various aspects, such as investing in cutting edge trading technology for FSS and trying to strengthen the Company's business fundamentals. As for the stock's market price, it is still subject to a price mechanism. Besides, the Company has not planned a stock split as our stock price is still not high.

Shareholder /Proxy : What are the reasons for the Company's irregular revenue, as it earned less in Q2/2018 financial statement than in Q2/2017? And from which business does the Company earn its main incomes?

Mr. Varah Sucharitakul : It is probably difficult to evaluate our revenue by quarter, as the
Director income from investment banking business is not received every quarter but instead received by project, some of which take around 3 years to complete. For example the Thailand Future Fund (TFF) which has just been completed last week.

Thereafter Mr. Varah Sucharitakul, Director, clarified that The Board of Directors' Meeting No. 5/2018 held on August 23, 2018 had resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the increase in the Company's registered capital detailed as follows.

the current registered capital	the new registered capital	Increased
Baht 1,235,198,000	Baht 1,729,277,200	Baht 494,079,200
247,039,600 shares	345,855,440 shares	98,815,840 shares
with a par value of Baht 5 per share		
(Right Offering) at the ratio of 2.5 existing shares to 1 new ordinary share at an offering price of Baht 5 per share		

Enclosure 2: Capital Increase Report Form

To ensure the accomplishment of relevant processes, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the authorization of Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr. Eugene S. Davis or Mr. Varah Sucharitakul to have the power to undertake the following actions:

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

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

Vote Requirement This agenda item must be approved by not less than three-fourths of the total number of votes of the shareholders who attended the meeting and were entitled to vote.

Thereafter, Mr. Varah Sucharitakul, Director, asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the increase in registered capital of the Company and the relevant authorization as mentioned above.

Resolution: The Meeting approved the increase in registered capital of the Company and the relevant authorization as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	123,244,405	99.4310%
2. Disapproved	20,222	0.0163%
3. Abstained	685,000	0.5526%
4. Void	0	0.0000%
Total	123,949,627	100.0000%

Remark: For this agenda item, there were 5 additional shareholders attending the Meeting, representing 110,500 shares.

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

Mr. Varah Sucharitakul, Director, informed the Meeting that the Board of Directors' Meeting No. 5/2018 held on August 23, 2018 had resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to correspond with the increase in registered capital of the Company, detailed as follows.

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

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

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

divided into

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

preferred share : - share (- share)”

In addition, Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr.Eugene S. Davis or Mr. Varah Sucharitakul shall be authorized to have the power to consider and determine conditions and details pertaining to such capital increase, including changes of words or phrases in the documents, minutes of the shareholders' meeting, the memorandum of association, and/or application and/or any other actions necessary to comply with instructions of the registrar during the registration process for the increase in registered capital of the Company with Department of Business Development, Ministry of Commerce, including the listing of new ordinary

shares in the Stock Exchange of Thailand, and submission of information or documents to the Office of Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce, or any other relevant organization.

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

Vote Requirement This agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders who attended the meeting and were entitled to vote.

Thereafter, Mr. Varah Sucharitakul, Director, asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the amendment of Article 4 of the Memorandum of Association to correspond with the increase in registered capital of the Company and the relevant authorization.

Resolution: The Meeting approved the amendment of Article 4 of the Memorandum of Association to correspond with the increase in registered capital of the Company and the relevant authorization as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	123,245,627	99.4320%
2. Disapproved	16,000	0.0129%
3. Abstained	685,000	0.5526%
4. Void	3,000	0.0024%
Total	123,949,627	100.0000%

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

Mr. Varah Sucharitakul , Director, informed the Meeting that with reference to agenda 2, regarding the increase in the Company's registered capital from the current registered capital of Baht 1,235,198,000 to the new registered capital of Baht 1,729,277,200 by issuing 98,815,840 new ordinary shares with a par value of Baht 5 per share, the Board of Directors' Meeting No. 5/2018 held on August 23, 2018 had resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2018 to consider and approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) by issuing 98,815,840 new ordinary shares at the ratio of 2.5 existing shares to 1 new ordinary share (a fraction of share shall be disregarded) at an offering price of Baht 5 per share, totaling Baht 494,079,200. The offering price is not less than the volume weighted average price of the Company's ordinary shares on the last 7 consecutive business days prior to the date on which the Board of Director's Meeting had approved to propose to the Shareholders' Meeting for

consideration and approval on the newly issued shares on August 23, 2018, which is Baht 4.16 per share. Details of the Right Offering to be considered are as follows:

1. To consider issuing and allotment of 98,815,840 new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering). Whereas, the existing shareholders have rights to subscribe for new ordinary shares in excess of their share allotments proportionate to their shareholding (oversubscription) by expressing their intention to oversubscribe. However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding. The allotment of the oversubscribed shares shall be done in accordance with the following principles:

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

The Company shall allot all the unallotted shares to respective shareholders who oversubscribe and make subscription payment for such shares.

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

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

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

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

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

2. Considering scheduling the Record Date on October 30, 2018, to determine names of shareholders who will be entitled for subscription of new ordinary shares, and scheduling the subscription period to be during November 19 - 23, 2018.
3. Considering authorizing Mr. Eugene S. Davis or Mr. Varah Sucharitakul or any person designated by Mr. Eugene S. Davis or Mr. Varah Sucharitakul to undertake the following actions:
 - (1) To consider and determine any details with respect to the allotment of new ordinary shares including, but not limited to, subscription period or conditions and any details pertaining to such allotment of new ordinary shares;
 - (2) To determine or change method of allotment of new ordinary shares, e.g. one-time allotment of all shares or multiple allotments, offering period, offering ratio, offering price, payment method, or any other details of allotment and offering, e.g. change of date for determining names of shareholders who will be entitled for the allotment of new ordinary shares;
 - (3) To sign the application form, request for waiver, notification, or any other documents related to the allotment of new ordinary shares, including to contact with or submit documents to officers or representatives of any relevant organization (either domestic or overseas), as well as to list such newly issued ordinary shares on the Stock Exchange of Thailand ("SET") and any other actions necessary for and related to the allotment of new ordinary shares of the Company in order for the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;
 - (4) To register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and to undertake any necessary actions in compliance with the instructions of the registrar in order to duly complete the registration

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

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

Vote Requirement This agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders who attended the meeting and were entitled to vote.

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

Mr. Sakchai Sakulmontre : According to the insert attached with the meeting invitation, it looks like the Shareholder sum of shares/shares for which the approval is requested exceeds the number of shares offered in this capital increase. Please explain why?

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

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the approval ⁴	Number of shares/ underlying shares for which the approval is requested ⁵	Securities to be held after the acquisition of securities under 1.	
				Number of shares/ underlying shares ⁶	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁷
I. The Waiver Requester					
1. Mr. Vorasit Pokachaiyapat	Ordinary shares	20,980,000	} Not Exceeding 98,815,840**		
2. Morgan Stanley & Co. International Plc.*	Ordinary shares	13,776,855		Not Exceeding 133,572,695**	Not Exceeding 38.62**
	Preferred shares	-	-	-	-
	Warrants	-	-	-	-
	Convertible debentures	-	-	-	-
	Other securities (if any)	-	-	-	-

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the approval ⁴	Number of shares/ underlying shares for which the approval is requested ⁵	Securities to be held after the acquisition of securities under 1.	
				Number of shares/ underlying shares ⁶	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁷
II. Persons in the same group of the Waiver Requester		-	-	-	-
III. Related persons under Section 258 of the Persons under I					
1. M.L. Suddhiman Pokachaiyapat	Ordinary shares	10,500,000	Not Exceeding 4,200,000***	Not Exceeding 14,700,000 ***	Not Exceeding 4.25***
IV. Related persons under Section 258 of the Persons under II		-	-	-	-
Total				Not Exceeding 144,072,695	Not Exceeding 41.66

Remarks

* Custodian

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

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

Mr. Varah Sucharitakul : I would like to inform that “the number of shares/shares for which the Director approval is requested” is a maximum number. In short, the sum of the securities acquired will not exceed the total shares offered (98,815,840 shares).

Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) and the relevant authorization as mentioned above.

Resolution: The Meeting approved the issuance and allocation of new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) and the relevant authorization as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	123,245,627	99.4320%
2. Disapproved	19,000	0.0153%
3. Abstained	685,000	0.5526%
4. Void	0	0.0000%
Total	123,949,627	100.0000%

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

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

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

In this regard, assuming that there were no other oversubscribing shareholder, Mr. Vorasit would exercises the right to oversubscribe for shares in the amount as mentioned above, the maximum number of shares to be allotted to Mr. Vorasit would be 98,815,840 shares, equal to the total number of new ordinary shares offered in this occasion. As a result, the shareholding percentage and voting rights of Mr. Vorasit in the Company would increase to not exceeding 41.66%, passing the threshold shareholding percentage at 25% for the obligation of a mandatory tender offer, which would cause Mr. Vorasit Pokachaiyapat to have duties to comply with the mandatory tender offer obligation. However, Mr. Vorasit Pokachaiyapat ("Waiver Requester") intends to request for a waiver for mandatory

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

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

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

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

Opinion of the Board The Board had recommended that the Meeting of Shareholders consider and approve the waiver from mandatory tender offer by using the resolution of shareholders' meeting (Whitewash) of Mr. Vorasit Pokachaiyapat as per the aforementioned details. Please see relevant details on the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash) as presented on Enclosure 3 and the Request Form for Resolution of Shareholders' Meeting for Approval of Acquisition of New Securities Without

Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) as presented on Enclosure 4 which were submitted along with this invitation letter.

Opinion of Independent Financial Advisors The Request for Waiver from Mandatory Tender Offer Obligation (Whitewash) was deemed appropriate and beneficial for the Company. Details on the opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of Shareholder's Meeting (Whitewash) were given in Enclosure 6, which had been submitted to the Shareholders with the meeting invitation.

Vote Requirement This agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders who attended the meeting and were entitled to vote, excluding the votes from shareholders with interests therein.

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

Shareholder /Proxy : Please give more details on the acquisition of securities by the Waiver Requester, Mr. Vorasit Pokachaiyapat. Will it be in 6 months or 1 year?

Mr. Varah Sucharitakul : Allow me to clarify that the acquisition will take place at the same time for all
Director Shareholders (including Mr. Vorasit Pokachaiyapat, as an existing shareholder) during the period of subscription between November 19-23, 2018, to avoid disadvantages. As for the conditions of purchasing, during the subscription period on November 19-23, 2018, all existing shareholders will be entitled to subscribe according to their rights and or to oversubscribe. Mr. Vorasit Pokachaiyapat shall subscribe and oversubscribe for the new ordinary shares, totaling not more than 98,815,840 shares.

Whereas, The existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding. The allotment of the oversubscribed shares shall be done in accordance with the following principles:

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

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

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

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

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

Shareholder /Proxy : Will the investment plan remain the same after the capital increase?

Mr. Varah Sucharitakul : According to the documents submitted on the Request for Waiver from
Director Mandatory Tender Offer Obligation (Whitewash), within 12 months after the acquisition of the securities, the Company may plan to expand its direct investment business and make additional investment in its associate companies. The Waiver Requester, as management, may consider reviewing the policy and business plans of the Company and its associate companies

as he deems fit for the best interests of the Company and its associate companies.

Shareholder /Proxy : How much fee did the securities company receive for working on the Thailand Future Fund (TFF) project? And what are the expenses? Are there other projects this year that the Company will receive fee from?

Mr. Varah Sucharitakul : Pertaining the TFF, we will receive a fee of roughly Baht 180 million (as
Director declared in the fund's prospectus, with the expenses of Baht 10 million, which will be this year's income. Moreover, there are other projects which cannot be disclosed because of the non-disclosure contracts.

Shareholder /Proxy : From this capital increase, will the Company retain its same capability of dividend payout for the following years?

Mr. Varah Sucharitakul : The Company tries to maintain the regularity of its dividend payout, which will
Director be evaluated based on the operating results at year's end.

Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash).

Resolution: The Meeting approved the waiver from mandatory tender offer by using the resolution of the shareholders' meeting (Whitewash) as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	77,941,672	99.0455%
2. Disapproved	66,100	0.0840%
3. Abstained	685,000	0.8705%
4. Void	0	0.0000%
Total	78,692,772	100.0000%

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

Mr. Varah Sucharitakul, Director, informed the Meeting that the oversubscription of shares by Mr.Vorasit as mentioned in the agenda 5 is considered a transaction with a connected person in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 re: Rules on Entering into Connected Transactions, dated August 31, 2008 (as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546

(2003), dated November 19, 2003 (as amended) ("Notifications on Connected Transaction"). This transaction is considered a connected transaction in terms of assets or services and the transaction size calculated from the maximum value of the transaction is 35.22 percent of the net tangible assets of the Company, based on the consolidated financial statement of the Company as of June 30, 2018. Moreover, the Company has no other connected transactions during the six-month period prior to the Board of Directors' Meeting resolution to propose to the shareholders to approve the entering into this transaction. This transaction is considered a transaction with the transaction size of more than 3% of net tangible assets of the Company. Therefore, the Company had the duties to disclose the information on the connected transaction to the Stock Exchange of Thailand (the "SET"), to appoint an independent financial advisor, and to hold a shareholders meeting to approve the entering into such transaction.

Details for consideration to approve the entering into a transaction with a connected person were as appeared on the Enclosure 5 attached herewith.

In this regard, the Company appointed I V Global Securities Public Company Limited to act as an Independent Financial Advisor to provide opinion on the Related Party Transaction, and the Independent Financial Advisor considered that appropriate and would generate benefits to the Company. Details of the Opinion of Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by Using the Resolutions of Shareholder's Meeting (Whitewash) and Related Party Transaction are as presented on Enclosure 6 enclosed in the meeting invitation.

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

Opinion of Independent Financial Advisors The entering into transaction with a related party was deemed appropriate and beneficial to the Company. Details on the opinion of Independent Financial Advisor on related party transaction were shown in Enclosure 6, which had been submitted to the Shareholders with the invitation.

Vote Requirement This agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders who attended the meeting and were entitled to vote, excluding the votes from shareholders with interests therein.

Thereafter, Mr. Varah Sucharitakul, Director, asked the Meeting if any shareholders would like to ask questions or make suggestions. Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the entering into transaction with a connected person.

Resolution: The Meeting approved the entering into transaction with a connected person as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	77,988,972	99.1053%
2. Disapproved	19,100	0.0243%
3. Abstained	685,000	0.8705%
4. Void	0	0.0000%
Total	78,693,072	100.0000%

Remark : For this agenda item, there was 1 additional shareholder attending the Meeting, representing 300 shares.

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

Mr. Varah Sucharitakul, Director, informed the Meeting that with reference to the resolution of 2013 Annual General Meeting of Shareholders held on April 25, 2013 that approved the issuance and offering of the debenture of the Company under specified conditions. At present, the Company had funding requirements to be used as working capital and/or to invest in additional projects of the Company and/ or repay debt. The Board of Directors therefore approved the extension of the debenture issuance amount and the offering period as follows,

	Current conditions	New conditions
Objective	Working capital for business operations and/or for capital expenditure in business projects of the Company	Working capital for business operations and/or for capital expenditure in business projects and/ or repay debt of the Company
Type	Name-registered debenture	Any and all type of debentures, name registered debentures, bearer debentures, subordinated or unsubordinated debentures, secured or unsecured debentures and with or without debenture holders' representative, depending on market conditions or any other factors at the time of each issuance and offering of debentures.
Interest Rate	-	Depending on market conditions at the time of each offering
Early Redemption	-	The debenture holders may or may not have the right to require the Company to redeem debentures prior to their respective maturity date, and/or the Company may or may not

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

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

Vote Requirement This agenda item must be approved by not less than three-fourth of the total number of votes of the shareholders who attended the meeting and were entitled to vote.

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

Mr. Sakchai Sakulmontre : How close are you to the current loan limit? What are your maximum and
Shareholder minimum loan amounts? And is there a loan repayment this year?

Mrs. Snitha Asawachinda : Presently we are Baht 500 million under our loan limit. Our maximum loan
Managing Director, amount was around Baht 1,200 million and minimum was Baht 900 million.
Finansa Securities Ltd This year we have a roughly Baht 100 million repayment of a short-term
loan scheduled in December.

Since there were no more questions, Mr. Varah Sucharitakul, Director, requested the Meeting to approve the extension of the debenture issuance amount and the offering period.

Resolution: The Meeting approved the extension of the debenture issuance amount and the offering period as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
1. Approved	123,245,927	99.4320%
2. Disapproved	19,000	0.0153%
3. Abstained	685,000	0.5526%
4. Void	0	0.0000%
Total	123,949,927	100.0000%

Agenda 8 To consider other matters (if any)

The Chairman of the Meeting asked if there was any shareholder who wished to suggest an additional topic for consideration, and as there was no suggestion of an additional topic for consideration, the Chairman of the Meeting expressed his gratitude to the shareholders for taking the time to attend the Meeting of Shareholders and then dismissed the meeting.

However, Mr. Vorasit Pokachaiyapat informed the Meeting that he would answer any question by the shareholders after the Meeting.

The Meeting closed at 16.36 hrs.

Signed Chairman
(Dr. Virabongsa Ramangkura)

Signed Minute Taker
(Ms. Wipa Nilsophon)


Enclosure 2

2018 Annual Report and Financial Statements


Enclosure 3

Profiles of Director Nominees and qualifications of 'Independent Director'


Profiles of Director Nominees

Name – Surname	Dr. Virabongsa Ramangkura	
Age	75 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Chairman	
Date of holding directorship	Independent Director February 24, 2017 Director and Chairman August 15, 2005	
Years of being director of the Company	Independent Director 2 years 2 months Chairman 13 years 8 months	
Education and Training	<ul style="list-style-type: none"> ▪ Doctor of Law (Honorary) Webster University, USA ▪ Ph.D. & M.A. (Economics) University of Pennsylvania, USA ▪ First Class Honors, B.A. (Political Science), Chulalongkorn University Thailand ▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Directors Certification Program (2004) 	
Positions held in others listed Companies	3 listed companies 2015 - Present - Chairman, Bangkok Expressway and Metro Public Company Limited 2013 - Present - Independent Director, Matichon, Public Company Limited 2004 - Present - Independent Director and Audit Committee Member, Polyplex (Thailand) Public Company Limited	
Positions held in other non-listed organization	2 companies 1995 - Present - Chairman of the Executive Board, Double A (1991) Public Company Limited Present - Director, Thailand Development Research Institute Foundation	
Working Experience (last 5 years)	2004 - 2016 - President, Thai - Lao Association for Friendship	
Shareholdings in the Company (as of December 31, 2018)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2018	- Board of Directors: 7 out of 7 meetings	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Dr. Virabongsa Ramangkura 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.	

Profiles of Director Nominees

Name – Surname	Mr. Eugene S. Davis	
Age	63 years	
Nationality	American	
Proposed position	Executive Director	
Current position	Executive Director Authorized Director	
Date of holding directorship	June 19, 2002	
Years of being director of the Company	16 years 10 months	
Education and Training	<ul style="list-style-type: none">▪ MBA in Finance and International Business, New York University, USA▪ B.A. International Relations/ French,University of Virginia, Charlottesville, USA▪ Certificate, Thai Institute of Directors Association (IOD)<ul style="list-style-type: none">- Director Accreditation Program (2006)	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	2 companies 2000 - Present - Director, Finansia Securities Limited 1994 - Present - Executive Director, Finansia Fund Management Limited	
Working Experience (last 5 years)	None	
Shareholding in the Company (as of December 31, 2018)	4,660,000 shares , equaling 1.347% of the total shares with voting rights (FNS shareholdings including those of related persons)	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2018	- Board of Directors: 7 out of 7 meetings	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Eugene S. Davis is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

Profiles of Director Nominees

Name – Surname	Mr. Nuttawut Phowborom	
Age	54 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Member of the Audit Committee	
Date of holding directorship	April 25, 2013	
Years of being director of the Company	5 years 11 months	
Education and Training	<ul style="list-style-type: none">▪ MBA, City University, Seattle, USA▪ Bachelor's Degree, Economics, University of the Thai Chamber of Commerce Thailand▪ Certificate, Thai Institute of Directors Association (IOD)<ul style="list-style-type: none">- Director Accreditation Program (2004)- Audit Committee Program (2005)- Role of the Compensation Committee (2008)	
Positions held in others listed Companies	2 listed companies 2017 - Present - Director, Food Capital Public Company Limited 2011 - Present - Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee Asia Aviation Public Company Limited	
Positions held in other non-listed organization	7 companies 2017 - Present - Director, Watabak Wind Company Limited - Director, First Korat Wind Company Limited 2015 - Present - Director, KPN Healthcare Public Company Limited - Director, KPN Energy Holding Company Limited - Chairman, Wind Energy Holding Company Limited 2013 - Present - Director and Chief Executive Officer KPN Academy Company Limited 2011 - Present - Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee Thai Air Asia Company Limited	
Working Experience (last 5 years)	2017 - 2018 - Director, KPN-Keppel Alliance Company Limited 2015 - 2018 - Director and Chief Executive Officer, KPN Land Company Limited 1992 - 2018 - Director and Chief Executive Officer KPN Group Corporation Company Limited 2010 - 2017 - Independent Director, Audit Committee Member Matching Maximize Solution Public Company Limited	
Shareholding in the Company (as of December 31, 2018)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2018	- Board of Directors: 6 out of 7 meetings - Audit Committee: 4 out of 5 meetings	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Nuttawut Phowborom is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws. The Board has concluded that the nominee for independent director will be able to offer uninfluenced opinions in line with related criteria.	

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)

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

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

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

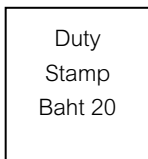
Any shareholders who wish to appoint a proxy to attend the meeting and vote on their behalf, please fill out and sign the proxy form enclosed herewith as Enclosure 5, and submit the signed, duly stamped proxy form to the chairman of the meeting and/or the person authorized by the chairman of the meeting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

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

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

To reserve the rights and benefits of the shareholders, in the case that shareholders cannot attend the meeting but have the intention to have independent directors vote for them, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee of the Company or Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member/ Member of the Nomination, Compensation and Corporate Governance Committee of the Company. Both Independent Directors who are assigned to receive proxy have no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2019. 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, Finansia Plc., 48/48, TISCO Tower, 21st Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 before April 19, 2019 to assure that all the necessary documentation is in place for registration at the meeting.

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



Proxy Form A

Written at _____

Date _____ Month _____ Year _____

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

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

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

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

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee have no vested interest in any agenda issues to be presented at the Annual General Meeting except for Agenda 6 : To approve the remuneration of directors for the year 2019. 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 2019 Annual General Meeting of Shareholders on April 24, 2019 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

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

Duty
Stamp
Baht 20

Proxy Form B

Written at _____

Date _____ Month _____ Year _____

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

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

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

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

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee have no vested interest in any agenda issues to be presented at the Annual General Meeting except for Agenda 6 : To approve the remuneration of directors for the year 2019. 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 2019 Annual General Meeting of Shareholders on April 24, 2019 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

☐ **Agenda 1 Re: To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 22, 2018.**

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

☐ Agenda 2 Re: To acknowledge the report of the operating results for the year 2018.

☐ 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, 2018.

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda 4 Re: To approve the allocation of the net profit for legal reserves and dividend payment.

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda 5 Re: To elect directors in place of directors who retired by rotation.

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

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

☐ To elect nominated directors as a whole

☐ Approve ☐ Disapprove ☐ Abstain

☐ To elect nominated directors individually

Name: Dr. Virabongsa Ramangkura

☐ Approve ☐ Disapprove ☐ Abstain

Name: Mr. Eugene S. Davis

☐ Approve ☐ Disapprove ☐ Abstain

Name: Mr. Nuttawut Phowborom

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda 6 Re: To approve the remuneration of directors for the year 2019.

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda 7 Re: To appoint the auditor and determine the audit fee for the year 2019.

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 8 Re: To consider other matters (if any)**

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

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

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

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

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note:

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

Allonge of Proxy (Form B)

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

At the 2019 Annual General Meeting of Shareholders on April 24, 2019 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

☐ Agenda _____ Re : _____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re: **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

Duty
Stamp
Baht 20

Proxy (Form C)

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

Written at _____

Date _____ Month _____ Year _____

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

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

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

(Mr. Akarat Na Ranong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee and Mr. Chanmanu Sumawong, Independent Director / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee have no vested interest in any agenda issues to be presented at the Annual General Meeting except for Agenda 6 : To approve the remuneration of directors for the year 2019. 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 2019 Annual General Meeting of Shareholders on April 24, 2019 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

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

- ☐ **Agenda 1 Re: To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 22, 2018.**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
 - ☐ (b) The proxy shall vote as per my/our intention as follows:
 - ☐ Approve _____ votes
 - ☐ Disapprove _____ votes
 - ☐ Abstain _____ votes

☐ Agenda 2 Re: To acknowledge the report of the operating results for the year 2018.

☐ 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, 2018.

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

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

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ Agenda 4 Re: To approve the allocation of the net profit for legal reserves and dividend payment.

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

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

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ Agenda 5 Re: To elect directors in place of directors who retired by rotation.

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

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

☐ To elect nominated directors as a whole

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ To elect nominated directors individually

Name: Dr. Virabongsa Ramangkura

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

Name: Mr. Eugene S. Davis

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

Name: Mr. Nuttawut Phowborom

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ Agenda 6 Re: To approve the remuneration of directors for the year 2019.

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

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

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ Agenda 7 Re: To appoint the auditor and determine the audit fee for the year 2019.

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

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

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ **Agenda 8 Re: To consider other matters (if any).**

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

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

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

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

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note:

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

Allonge of Proxy (Form C)

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

At the 2019 Annual General Meeting of Shareholders on April 24, 2019 at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

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

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

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

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

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

☐ Agenda _____ Re: 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	65 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	8 years 3 months	
Home Address:	256 Soi Sukhumvit 55, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> ▪ Master's Degree, Business Administration (Management) Marshall University, USA ▪ Bachelor's Degree, Economics, Chulalongkorn University, Thailand ▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Audit Committee Program (2004) - Director Accreditation Program (2007) - Role of the Compensation Committee (2007) - Director Certification Program (2013) - Role of the Chairman Program (2017) ▪ Certificate, Capital Market Academy Leadership Program (2008) 	
Positions held in others listed Companies	<p>2 listed companies</p> <p>2017 - Present - Independent Director, Chairman of the Audit Committee Member of the Nomination Compensation and Corporate Governance Committee Symphony Communication Public Company Limited</p> <p>2010 - Present - Independent Director and Chairman of the Audit Committee Matching Maximize Solution Public Company Limited</p>	
Positions held in other non-listed organization	<p>4 companies</p> <p>May 2018 - Present - Director and Executive Director Wind Energy Holding Company Limited</p> <p>2017 - Present - Member of the Audit Committee, the Risk Management Committee and the Investment Committee Krungthai AXA Life Insurance Public Company Limited</p> <p>2015 – Present - Independent Director , Chairman of the Board of Director and Chairman of the Audit Committee KPN Academy Company Limited</p> <p>2011 - Present - Independent Director , Chairman of the Audit Committee Finansa Securities Limited</p>	

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

Name – Surname	Mr. Chanmanu Sumawong	
Age	62 years	
Nationality	Thai	
Current position	Independent Director Audit Committee Member Member of the Nomination, Compensation and Corporate Governance	
Date of holding directorship	February 1, 2018	
Years of being director of the Company	1 years 2 months	
Home Address:	634/2 Nakhon Chaisi Road, Thanon Nakhon Chaisi, Dusit, Bangkok 10300	
Education and Training	<ul style="list-style-type: none"> ▪ Master of Comparative Law (A.P.), George Washington University, USA ▪ Master of Law, George Washington University, USA ▪ Bachelor's Degree, Laws, (2nd Class Honors) Thammasat University, Thailand ▪ Barrister of law, Thailand ▪ Certificate, Thai Institute of Directors Association (IOD) - Director Accreditation Program (2013) 	
Positions held in others listed Companies	2 listed companies 2018 - Present - Independent Director and Audit Committee Member CIMB Thai Bank Public Company Limited 2017 - Present - Director of Legal Affairs Thonburi Healthcare Group Public Company Limited	
Positions held in other non-listed organization	2 companies Feb.2018 - Present - Independent Director and Audit Committee Member Finansa Securities Limited 2018 - Present - Director, Thonburi Bamrungmuang Hospital Company Limited	
Working Experience (last 5 years)	2010 - 2016 - Executive Vice President the Siam Commercial Bank Public Company Limited	
Shareholding in the Company (as of December 31, 2018)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Having general conflict of interest over any agenda item:	Agenda 6 : To approve the remuneration of directors for the year 2019.	
Having a specific conflict of interest over any agenda items presented at the AGM.	None	
Meeting attendance in 2018	<div> - Board of Directors: - Audit Committee: - Nomination and Compensation Committee: </div> <div> 5 out of 6 meetings 5 out of 5 meetings 2 out of 2 meetings </div>	

Enclosure 7

Map of venue of the Annual General Meeting

Crowne Plaza Bangkok Lumpini Park Hotel

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

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

