



F I N A N S A
Asian Merchant Banking

(Translation)

**Minutes of the 2022 Annual General Meeting of Shareholders
Of Finansa Public Company Limited**

Date and Venue

The Meeting was held on April 28, 2022, at 14.30 hours at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1 - 3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand.

Prior to the meeting

Mrs. Chanoknan Srivorakul, was appointed as the Secretary of the Meeting. She then introduced the Board of Directors, representatives from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. who were the Auditors for the Company in 2021, and the lawyer from JK Advisory Law Office, a witness and a monitor for vote counting, the Assistant Managing Director, Compliance Department, and the Head of Accounting of Finansa Plc.

Directors participating in the Meeting : the Board of Directors consisted of 7 directors, 6 of whom were present at the Meeting. (The directors in attendance represented 85.71% of the total number of directors.)

1. Mr. Akarat Na Ranong Chairman / Member of the Audit Committee / Member of the Nomination, Compensation and Corporate Governance Committee / Independent Director
2. Mr. Vorasit Pokachaiyapat Managing Director / Member of the Nomination, Compensation and Corporate Governance Committee
3. Mr. Kittipong Lertvanangkul Director
4. Mr. James Marshall Director
5. Mr. Chanmanu Sumawong Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee / Independent Director
6. Mr. Nuttawut Phowborom Member of the Audit Committee / Independent Director

Directors absent from the Meeting : 1 director as follows:

1. Mr. Varah Sucharitakul Director

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

1. Mr. Kasiti Ketsuriyonk Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
2. Ms. Napat Tangchitvittaya Audit Director, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
3. Mrs. Chanoknan Srivorakul Representative from Finansa Securities Ltd, acting as the Secretary of the Meeting and Master of Ceremony to explain the meeting procedures and the procedure for vote counting.

FINANSA PUBLIC COMPANY LIMITED

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4. Mrs. Siripan Leewanun Head of Accounting, Finansa Plc.
5. Mr. Poomphut Sartsasi Lawyer from JK Advisory Law Office, a witness and a monitor for vote counting.
6. Ms. Wipa Nilsophon Assistant Managing Director ,Compliance Department

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

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

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

1. The Company requests shareholders to consider granting proxy to independent directors instead of attending the meeting in person
2. All shareholders/proxies who attend the Meeting must wear a face mask at all times and clean their hands frequently with alcohol gel.
3. The Company will arrange the seating with appropriate social distancing at the minimum of 1 meter from each other. The number of seats will be limited to 50 seats. Finansa reserves the right to arrange seating on a first come first serve basis. When the seats are fully occupied, no more participants will be allowed to enter the meeting room. Participants should refrain from moving the chairs provided.
4. Establishment of screening points according to the guidelines from the Department of Disease Control:
Finansa will establish screening points and measure the body temperatures of all participants. Alcohol gel will be provided at the entrance of the meeting venue on the 21st Floor. Finansa reserves the right to deny entry into the meeting for any shareholder with a body temperature higher than 37.5 Celsius and/or any respiratory symptoms. In the case that the shareholder is present at the venue, a proxy may be granted to the Company's Independent Director to attend the Meeting and vote on the shareholder's behalf.
5. Shareholders can submit any questions related to the meeting agendas in advance via e-mail : ir@finansa.com or fax number 0-2697-3779 from now until April 22, 2022.
6. Microphones will not be available for questioning in the meeting room. Participants who wish to ask questions will be requested to write down and send their questions to our officers. The Company will only answer the questions relevant to the agenda for voting in the meeting room. For other questions, the Company will consider as appropriate.
7. No souvenir will be given, no food and beverage will be served, and eating and drinking are prohibited in the meeting venue.

Principle and procedure of vote counting.

1. One share equals one vote. Each shareholder shall have the number of votes equal to the number of shares held or obtained by proxy.
2. There shall be no voting on an agenda for the Meeting's acknowledgement.
3. The Company's officers would collect all voting cards in accordance with the practice of the Stock Exchange of Thailand.
4. For vote counting, "Disapprove" and "Abstain" voting cards submitted by shareholders would be calculated. Any voting cards without signature, voting cards that have been edited without signing or signed with pencil, or voting

cards with more than one box checked would be regarded as a "void voting card", and the rest of voting cards would be counted as "Approve" votes.

5. Shareholders who wanted to vote "Disapprove" and "Abstain" should raise their hands so that the Company's officers collected their voting cards. After that, "Approve" voting cards would be collected.
6. Shareholders who did not submit their voting cards shall be considered as "Approve" voters.
7. Once all the agenda items have been covered, all shareholders should leave their voting cards on the meeting table for the Company to collect for documentation.
8. For each agenda item to be voted on, the Chairman would assign the Secretary of the Meeting to ask for the opinions of the Meeting and then report the resolution of each agenda item.

Principle and procedure to elect the Company's directors.

1. One share equals one vote.
2. Each shareholder could cast all votes to elect one person or many persons to be directors, but he/she could not cast more or less votes for a director than other directors.
3. The person or persons who received the highest votes respectively would be appointed as directors, equaling to the number of directors' positions up for election.
4. In a case that a number of persons elected in descending orders had equal votes and the number exceeded the number of director's positions available, the Chairman shall have a casting vote.
5. For agenda items regarding an election of the Company's directors, the Company's officers shall collect all voting cards. Disapproving and abstaining shareholders would be asked to identify themselves by raising their hands so that the Company's officers could collect their voting cards. After that, approving shareholders' cards would be collected.

Inquiry and comments

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

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

The Secretary of the Meeting clarified that the Company had allowed shareholders to suggest an addition to the agenda items for the 2022 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period November 12, 2021 to January 31, 2022. The notice was made through the news system on The Stock Exchange of Thailand and the Company's website. However, no shareholders had made any suggestion on both issues.

17 shareholders attended the Meeting in person, representing 153,516,279 shares, and 28 shareholders by proxy, representing 14,722,800 shares. In total, 45 shareholders and proxies attended the Meeting, holding a total of 168,239,079 shares, equivalent to 48.6443% of the total 345,855,440 issued shares, which was more than one-third of the

total issued shares. A quorum was thus constituted according to the Company's Articles of Association, and the registration of shareholders attending the Meeting proceeded.

Mr. Akarat Na Ranong, who acted as the Chairman of the Meeting, then expressed his gratitude to the shareholders for attending the Meeting and called the 2022 Annual General Meeting of Shareholders to order. Afterwards, the Chairman gave a speech in honor of Dr. Virabongsa Ramangkura, the late former Chairman who had passed away late last year. "I and all the Board members are deeply saddened by the loss of Dr. Virabongsa Ramangkura. We would like to express our gratitude for the 16 years under his care as the Chairman of Finansa. Throughout his service, he had fulfilled his duties impeccably with wisdom, knowledge, professionalism, and especially the compassion that will always be treasured in our memory."

After that, the Managing Director was assigned to proceed with the agenda of the Meeting accompanied by a presentation as follows:

The Managing Director introduced a new director, Mr. James Marshall, who had been working with Finansa for over 20 years. Initially in charge of investment in international funds, he is currently the Head of Research and Business Development.

Agenda 1 To certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021.

The Managing Director informed the Meeting that the 2021 Annual General Meeting of Shareholders had been held on April 29, 2021. The Minutes of the Meeting had been duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes had been given as Enclosure 1 in the meeting invitation.

The Managing Director then asked if there were any questions or suggestions with regards to the 2021 Annual General Meeting of Shareholders held on April 29, 2021. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the shareholders to certify such Minutes of the 2021 Annual General Meeting of Shareholders. The resolution of this agenda item requires a majority vote of shareholders who attend the meeting and cast their votes.

Resolution: The Meeting certified the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021. with the following vote results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	168,235,179	100.0000%
Disapproved	0	0.0000%
Total	168,235,179	100.0000%
Abstained	3,900	-
Void	0	-

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

The Managing Director reported the operating results for the year 2021 to the Meeting, which were concluded as follows:

1. 2021 Operating Results Summary: Consolidated Financial Statements

According to the consolidated financial statements, Finansa had a net loss of 42.2 Baht million or 0.12 Baht per share in 2021, which compared to the 223.3 Baht million net profit in 2020, with notable changes as follows:

- The revenue from investment, advisory and management businesses were 43.7 Baht million, decreased by 34.3 Baht million, or 44 percent compared to 2020 as in 2020 there had been service fees from foreign clients.
- The revenue from the Securities business was 213.3 Baht million, a 136.1 Baht million or 39 percent decrease from 2020, when there had been an IPO project for Sri Trang Gloves (Thailand) Plc.
- There were no revenues from the warehouse and factory leasing business.
- There were no additional revenue from the sales of warehouse leaseholds.
- There was a 56.1 Baht million loss from the sale of shares of Finansia Syrus Securities Public Company Limited. The Company recognized 21.3 Baht million as share of profit in the 4th quarter, reducing the net loss to 34.8 Baht million.
- Shares of profit from subsidiaries amounted to 50.0 Baht million, an increase of 20.1 Baht million or 65 percent compared to 2020. The subsidiaries are Finansia Syrus Securities Plc., M.K. Real Estate Development Plc., Kanom Cafe Co., Ltd., and BFTZ Wangnoi Co., Ltd.

2. 2021 Operating Results Summary: Individual Financial Statements

Finansa generated a net profit of 73.4 Baht million or 0.21 Baht per share, a decrease from 236.4 Baht million profit in 2020, with notable changes as follows:

- Revenue from service fees made up 31.0 Baht million, a decrease of 37.0 Baht million or 54 percent compared to 2020, as there had been service fees from foreign clients in 2020.
- Dividend revenues from Finansa Securities Limited (86.8 Baht million) and Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (a total of 64 Baht million consisting of 45.3 Baht million from regular dividend and 18.7 Baht million from liquidating dividend).
- Other revenues amounted to 13.5 Baht million, a decline of 317.6 million or 96 percent compared to 2020, as there had been revenues from warehouse leasing business and additional transactions from sales of warehouse leaseholds in 2020.

3. Details of Investee Companies

Finansa Securities Limited ("FSL")

Summary of the operating results and financial position of FSL in 2021: the net profit of FSL stood at 51.2 Baht million, a decline of 40.6 Baht million compared to 2020.

- Revenue from funds and bonds brokerage fees increased by 6.3 Baht million.

- Revenue from fees and services decreased by 152.1 Baht million, as in 2021, FSL handled the IPO for PTT Oil and Retail Business Public Company Limited and Don Muang Tollway Public Company Limited, while it had managed the IPO for Sri Trang Gloves (Thailand) Plc., which had been a major achievement.
- Total costs amounted to 165.0 Baht million, decreased from 2020 by 80.8 Baht million, in accordance with the decline in revenues.

Finansia Syrus Securities Plc. ("FSS")

The result of the disposal of all 170,269,978 FSS shares that the Company owned through Finansia Fund Management Co., Ltd. ("FFM") (a subsidiary whose shares are held 100% by the Company), accounting for 29.29 percent of its total shares, making FSS an associated company, had the following impacts on its financial statements:

- 1) Separate Financial Statements (FFM)
 - The investment value was recorded at its purchase price at 536.4 Baht million, while the sale price was 693.0 Baht million, resulting in a recognition of 156.6 Baht million profit.
- 2) Consolidated Financial Statements: investments were recorded using the equity method, and 2 following items would be recognized.
 - 56.1 Baht million loss from the disposal of FSS shares as shown in the income statement.
 - 21.3 Baht million share of profit recognized in the 4/2021 quarter before the sale.
 - Total net loss amounted to 34.8 Baht million.

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

Summary of operating results and financial position of MK in 2021: MK had 185 Baht million loss in 2021 compared to 3 Baht million loss in 2020 with details as follows:

- The total revenue of 3,413 Baht million decreased by 33 Baht million or 1 percent compared to 3,446 Baht million revenue in 2020.
- Revenue from real estate sales was affected by the COVID-19 outbreak in 2021. As a result, MK's revenue equaled 2,481 Baht million (about 73 percent of the total revenue), a decrease of 49 Baht million or 2 percent compared to 2,530 Baht million revenue in 2020.
- 1,573 Baht million revenue from real estate sales (excluding vacant land) decreased by 886 Baht million or 36 percent compared to the 2,459 Baht million revenue of 2020. With this, the gross profit margin was increased from 24.5 percent to 26.1 percent of the revenue due to the cost and expense control.
- COVID-19 had a heavy impact on sales of the RAKxa project, being launched in 2021, resulting in a loss of 107 Baht million.
- On a positive note, there were improvements in the performance of Prospect Development Company Limited ("PD") and an increase in revenue from the management of the Prospect REIT.
- Revenue from Park Court sales equaled 1,120 Baht million, and MK received 409 Baht million in loan repayments from companies and banks.

- Excluding the RAKxa project, the gross profit from rental and service business (recurring income) was satisfactory, as it was in line with the plan to increase recurring income and profit from sustainable business.
- The ratio of gross profit from rental and service business to real estate sales slightly decreased to 27.5 percent compared to 29.4 percent in 2020.

Prospect Logistics and Industrial Leasehold Real Estate Investment Trust ("Prospect REIT")

The operating results and financial position of Prospect REIT in 2021 displayed a satisfactory result with the following details:

- A 294.4 Baht million net profit from 443.2 Baht million in total revenue.
- The occupancy rate was 93.8 percent, with an average rent of 173.1 Baht per square meter per month.
- Prospect REIT paid an accumulated dividend of 1.1158 Baht per unit.

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

- At the end of 2021, there were 19 branches compared to a total of 21 branches in the beginning of 2021. In the 4th quarter, there was an addition of 1 branch at the domestic terminal of Suvarnabhumi Airport, as well as the closing of 4 branches.
- In 2021, Kanom generated 134.3 Baht million in sales, a 5.3 percent increase compared to 2020, owing to the sales from Suvarnabhumi Airport branch in December 2021. At present, their average monthly income is around 15 Baht million.
- Since June, online sale strategies have been adjusted with a fairly good result, pushing online delivery sales to 11 percent of sales in December.
- In 2022, two new branches were opened during March and April, one was a food truck operating at Bangchak gas station, Kanlapaphruek Road, and the other a kiosk at Central Rama 2. A second branch in Suvarnabhumi Airport (in front of passport control) is planned to be opened at the end of the 2nd quarter, which is expected to boost the Company's total revenue to over 20 Baht million per month.

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

- Overall, in 2021, Neo had an improved performance despite the challenge in international logistics from the impact of the COVID-19 pandemic. The main revenue that helped push their sales were from liquid detergents, liquid soaps, and fabric softeners under 3 leading brands owned by Neo, namely D-nee, BeNice, and fineline.

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

- The hotel, restaurant, and catering (HORECA) sales, which made up 25 percent of FB Foods' total sales, were heavily affected by the of COVID-19 pandemic. Although the food processing business, which accounted for 75 percent of the total sales (pickled vegetables and canned fish), was still stable, it was in stagnation with low profit margin.
- The future plans for FB Foods focus on:
 - 1) Mainly hotel, restaurant, and catering business (HORECA). Sales will be driven by the expansion of Japanese restaurants outside of Bangkok.

- 2) Wakame (seaweed), as well as ready-to-eat and ready-to-cook food products (such as tonkatsu chicken/pork and nuggets), following the success of Wakame sales in 7-Eleven stores. Furthermore, the executives are confident to expand their business with the CPRAM Co.,Ltd..

4. 2021 Financial Position Summary

As at the end of 2021, Finansia Group's financial position consists of:

- 4,128.5 Baht million worth of total assets, slightly increased by 60.2 Baht million or 1 percent compared to 2020.
- 1,511.2 Baht million worth of total liabilities, increased by 249.3 Baht million or 20 percent compared to 2020. The liabilities consisted mainly of 300 Baht million in short-term bonds and 1,007 Baht million in long-term bonds (a portion of which already matured in January 2022).
- 2,617.3 Baht million in shareholders' equity, decreased by 189.1 Baht million or 7 percent compared to 2020 from dividend payments and operating loss.
- The book value per share equaled 7.57 Baht.

5. Status of CAC Membership

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

Then, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the shareholders to acknowledge the report of the operating results for the year 2021.

Resolution: The Meeting acknowledged the report of the operating results for the year 2021

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

The Managing Director requested the Chairman of the Audit Committee to provide details of the works of the Audit Committee regarding the financial statements of the Company and its subsidiaries in 2021. The Chairman of the Audit Committee explained the following:

1. In 2021, 4 audit committee meetings were held.
2. In relation to the financial statements, the Audit Committee had reviewed the following:
 - The quarterly financial statements and the annual financial statements of the Company
 - The quarterly consolidated financial statements and the annual consolidated financial statements of the Company and its subsidiaries.
 - The accuracy and completeness of information disclosed in the notes to financial statements.
3. The Audit Committee held 4 meetings with the auditors without the presence of the management to discuss the auditors' freedom in execution and freedom of opinion and expression. Also, the auditors had reported all the issues found during audits to the Audit Committee for consideration.

4. In addition, the Audit Committee had reviewed the internal control system, which was determined to be sufficient and appropriate.
5. Reviewed the corruption risk assessment for the year 2020 and examined the operation of the Company and its subsidiaries in accordance with the Anti-Corruption practices.

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

(Baht million)	2021	2020	2019
Total Revenues (including shares of profit/loss from subsidiaries)	316.8	794.4	298.3
EBITDA	43.4	368.4	44.2
Net profit (Loss)	(42.2)	223.3	(82.6)
Earnings (Loss) per share (Baht)	(0.12)	0.65	(0.24)
Return on average total assets (%)	(1.0%)	5.5%	(2.0%)
Return on average shareholder's equity(%)	(1.6%)	8.1%	(3.0%)

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

(Baht million)	December 31, 2021	December 31, 2020	December 31, 2019
Total Assets	4,128.5	4,068.3	4,096.7
Total Liabilities	1,511.2	1,261.9	1,421.3
Total Shareholders' Equity	2,617.3	2,806.4	2,675.4
Total Number of shares issued (shares)	345,855,440		
Book Value per Share (Baht)	7.6	8.1	7.7

Thereafter, The Managing Director announced to the Meeting that the consolidated financial statements for the year ended December 31, 2021 of the Company and its subsidiaries were audited by the certified auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and reviewed by the audit committee, who provided their opinion in the certified audit report: "The accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Finansa Public Company Limited and its subsidiaries and of Finansa Public Company Limited as at December 31, 2021, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards" included in The 2021 Annual Registration Statement/Annual Report and Financial Statements for the year 2021 (Form 56-1 One Report) that was previously delivered to the shareholders together with the notice of this Meeting.

The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to certify the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021. The resolution of this agenda item requires a majority vote of shareholders who attend the meeting and cast their votes.

Resolution: The Meeting certified the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	168,240,079	100.0000%
Disapproved	0	0.0000%
Total	168,240,079	100.0000%
Abstained	0	-
Void	0	-

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 1,000 shares.

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

The Secretary of the Meeting informed the meeting that the Company had set aside reserves of 4 Baht million this year as required by law. Therefore, the Company had a total of 64 Baht million in reserves, representing 3.8 percent of the registered capital.

The Managing Director informed the Meeting that the Company's separate financial statements for the year ended 2021, showed a net profit of Baht 73.43 million. The Board of directors proposed to the Meeting to approve the payment of dividend to shareholders at Baht 0.50 per share, totaling Baht 172.93 million or 235.50 % of the net profit of the year 2021. The proposed dividend payment was in line with the Company's dividend policy as follow:

Separate Financial Statements	2021	2020
1. Net profit (Baht million)	73.43	236.45
2. Earnings per share (Baht)	0.21	0.68
3. Number of Shares receiving dividend payment (shares)	345,855,440	
4. Dividend (Baht/share)	0.50	0.65
Total Dividend (Baht million)	172.93	224.81
5. Dividend payout ratio (%)	235.50	95.01

The Board of directors had determined the Record Date of eligible shareholders to receive dividend on May 11, 2022 and determined to pay dividend on May 27, 2022. Shareholders who receive dividend payment are not eligible to receive tax credit as it was distributed from the net profit which was exempted from being calculated as income to pay for corporate income tax. As a result, Finansa had a tax loss

The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholder/proxy had any question for this agenda item, the Managing Director requested the Meeting to consider approval of dividend payment from the 2021 operating performance. The resolution of this agenda item requires a majority vote of shareholders who attend the meeting and cast their votes.

Resolution: The Meeting approved the dividend payment from the net profit for the year 2021 at the rate of Baht 0.50 per share, totalling Baht 172.93 million. The Meeting determined that the Record Date of eligible shareholders to receive dividend would be May 11, 2022 and the dividend payment shall be made on May 27, 2022, with majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	169,441,339	100.0000%
Disapproved	0	0.0000%
Total	169,441,339	100.0000%
Abstained	0	-
Void	0	-

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 1,201,260 shares.

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

The Managing Director informed the Meeting that according to the Public Limited Company Act and the Company's Articles of Association, at each Annual General Meeting of Shareholders one-third of directors must retire from office, but they could be re-elected for another term. There were 3 retiring directors whose terms had ended in 2021:

No.	Name	Position	Duration of Directorship
1	Dr. Virabongsa Ramangkura (passed away on November 7, 2021)	- Independent Director - Chairman	16 years, 3 months
2	Mr. Varah Sucharitakul	- Executive Director	19 years, 10 months
3	Mr. Nuttawut Phowborom	- Independent Director - Audit Committee Member	8 years, 11 months

The Company allowed shareholders to suggest an addition to the agenda items for the 2022 Annual General Meeting of Shareholders and to propose suitable candidates for directors of the Company in advance, during the period from November 12, 2021 to January 31, 2022. The notice was made through the news system on The Stock Exchange of Thailand and the Company's website. However, no shareholders had made any suggestion on both issues.

The Board (the Directors retiring by rotation refrained from considering and voting on matters regarding themselves), had considered the qualification of the nominees on the recommendation of the Nomination, Compensation and Corporate Governance Committee's made in accordance with the nomination criteria and policy, the appropriateness of the

structure and overall composition of the Board, the qualifications required by law and related communiqué, as well as their knowledge, abilities, and experience suitable for the Company's business operations. The Board has concluded that the nominees for Independent Director shall be able to offer uninfluenced opinions in line with related criteria. The rationale for nominating Mr. Nuttawut Phowborom, the independent director whose term in office had been over 9 years, to be re-elected was that he had qualifications required by law and experience and knowledge suitable for the Company's business. If appointed, they will hold office for a total period of 10 years (the previous term plus the re-elected full term). In addition, during his term of office he regularly gave comments and suggestions beneficial to the Company; thus, the Board advocated that the Meeting re-elect the retiring Directors, to be directors for another term.

The Managing Director detailed profiles of the 2 directors as follows.

1. Dr. Virabongsa Ramangkura who had passed away on November 7, 2021
2. Mr. Varah Sucharitakul
 - Had served as a director for 19 years 10 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / attended all the meetings in 2021. The Board agreed that Mr. Varah Sucharitkul shall resume the position for another term.
3. Mr. Nuttawut Phowborom
 - Had served as a director for 8 years, 11 months / did not own the Company's shares / had no position in other businesses that might create conflicts of interest / / attended all the meetings in 2021. The Board agreed that Mr. Nuttawut Phowborom shall resume the position for another term.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to elect each director by voting separately. The resolution of this agenda item requires a majority vote of shareholders who attend the meeting and cast their votes.

Resolution: The Meeting approved the re-election of the three directors to continue for another term as proposed with the following results:

- (1) Mr. Varah Sucharitakul - Executive Director (Holding the position for another term)

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	169,441,239	99.9999%
Disapproved	100	0.0001%
Total	169,441,339	100.0000%
Abstained	0	-
Void	0	-

(2) Mr. Nuttawut Phowborom - Independent Director (Holding the position for another term)

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,361,339	100.0000%
Disapproved	0	0.0000%
Total	170,361,339	100.0000%
Abstained	0	-
Void	0	-

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 920,000 shares.

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

The Secretary of the Meeting presented to the Meeting the following chart showing the average remuneration of directors and management of listed companies in the year 2016 as compiled by the Stock Exchange of Thailand. It can be seen that the proposed remuneration of directors for the Company in the year 2021 is similar to the average of directors of listed companies in the finance and securities industry shown in the chart.

Description	Average compensation per person per year of the Finance & Securities Sector in the year 2016	Average compensation per person per year of the Company in the year 2021*
1. Chairman	Baht 1.01 million	Baht 0.88 million
2. Director	Baht 0.45 million	Baht 0.46 million
3. Audit Committee Chairman	Baht 0.28 million	Baht 0.25 million
4. Audit Committee Member	Baht 0.21 million	Baht 0.20 million
5. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 0.08 million	Baht 0.07 million

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

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

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

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

Notes: 1. All the executive directors waived their entitlement to receive the meeting fees and fees as indicated above.

2. No other benefits (excluding benefits provided to all employees)

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to approve the remuneration of directors for the year 2022 as indicated above. The resolution of this agenda item requires a vote of the votes representing at least two-thirds of all shareholders who attend the meeting.

Resolution: The Meeting approved the remuneration of directors for the year 2022 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,358,839	99.9977%
Disapproved	0	0.0000%
Total	3,900	0.0023%
Abstained	0	0.0000%
Void	170,362,739	100.0000%

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 1,400 shares.

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

The Managing Director informed that the Audit Committee had agreed to recommend the Meeting to appoint KPMG Phoomchai Audit Company Limited (the New Auditor) as the auditors of the Company for the year 2022, and that the audit fee should not exceed Baht 2,000,000 with no other service fees, KPMG Phoomchai Audit Company Limited, is an Audit firm licensed by Thailand's Securities and Exchange Commission with a long history and strong

reputation as well as being an Auditor company of an Associated company. This will make the preparation of the consolidated financial statements of the company more convenient.

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

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

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

The audit fee for the year 2021 was as follows:

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

KPMG Phoomchai Audit Company Limited and the auditors nominated shall audit and express opinions on the Company's financial statements, independence, shall have no relationship with or benefit from the business of the Company and its subsidiaries, nor its executives or major shareholders, nor are they related to or relatives of such people.

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to approve the appointment of the auditors and the audit fee for the year 2022. The resolution of this agenda item requires a majority vote of shareholders who attend the meeting and cast their votes.

Resolution: The Meeting approved the appointment of auditors and audit fee for the year 2022 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,388,839	100.0000%
Disapproved	0	0.0000%
Total	170,388,839	100.0000%
Abstained	3,900	-
Void	0	-

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 30,000 shares.

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

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

Articles of Association		
Section	Current articles	Amended articles
23/1	In the case that the Board of Directors' meeting is held via electronic media, all directors attending the meeting must be in the Kingdom of Thailand, where at least one-third (1/3) of the quorum must be physically present at the same meeting venue. All meetings held via electronic media must be conducted in accordance with the meeting's monitoring system which has the security and protection of information, where, during the entire meeting, all directors attending the meeting must be audio or video recorded, as the case may be. In addition, the log file incurred from such recordings and the meeting's monitoring system must be in compliance with the standards of the security of the electronic meeting prescribed by the relevant authority.	Unless otherwise prescribed by laws, Board of Directors' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.
27	The Board of Directors shall call a shareholders' meeting which is an Annual General Meeting of Shareholders within 4 months of the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. or Shareholders holding shares with the amount not less than 1/5 of the total number of shares sold or Shareholders numbering not less 25 persons holding shares with the amount not less than 1/10 of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary General Meeting at any time, but reasons for calling such Meeting shall be clearly stated in such request.	The Board of Directors shall call a shareholders' meeting which is an Annual General Meeting of Shareholders within 4 months of the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. <i><u>Unless otherwise prescribed by laws, shareholders' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.</u></i>

Articles of Association		
Section	Current articles	Amended articles
	<p>The Board of Directors shall proceed to call a shareholders' meeting to be held within 1 month of the date of receipt of such request from the said shareholders.</p>	<p><u>A shareholder or shareholders whose collective shareholding is no less than 10 percent of the total number of issued shares may request the Board of Directors in writing to summon an extraordinary shareholders meeting at any time, by clearly specifying in the notice about the outlining matter and reasons why they request to call for a meeting. In such case, the Board of Directors shall hold a shareholders' meeting within 45 days from the date they receive the letter from shareholders.</u></p> <p><u>In the event that the Board of Directors does not hold a shareholders' meeting within the time limit under paragraph four, all registered shareholders or other shareholders whose collective holding is as specified may call for a meeting within 45 days from the expiry date of the period under paragraph four. In such case, it shall be considered that the shareholders' meeting is called by the Board of Directors, where the Company is responsible for any necessary expenses incurred</u></p> <p><u>In the event that a shareholders' meeting is called by the shareholders as mentioned in paragraph five and the number of shareholders attending the meeting does not constitute a quorum as specified in Section 30, such shareholders under paragraph five must be responsible and repay the Company the necessary expenses incurred from arranging the meeting.</u></p>
28	<p>In calling the shareholders' meeting, the Board of Directors shall prepare a written notice calling the Meeting that states the place, date, time, agenda of the Meeting and the matters to be proposed to the Meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least 7 days prior to the date of the Meeting.</p> <p>The notice calling for the Meeting shall also be published in a newspaper 3 days prior to the date of the Meeting for 3 consecutive days.</p>	<p>In calling for a shareholders' meeting, <u>whether in physical or electronic meetings</u>, the Board of Directors shall prepare a written notice calling the Meeting stating the place, date, time, agenda of the Meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters. The said notice shall be delivered to the shareholders and the registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the</p>

Articles of Association		
Section	Current articles	Amended articles
	<p>The Board of Directors or an authorized person are to define date, time and venue of the shareholders meeting, and the venue of the meeting shall be at the location of the Company's head office or where else as the Board sees appropriate.</p>	<p>meeting shall also be published in a newspaper 3 days prior to the date of the meeting for 3 consecutive days.</p> <p>The Board of Directors or an authorized person are to define date, time and venue of the shareholders meeting, and the venue of the meeting shall be at the location of the Company's head office or where else as the Board sees appropriate.</p>
30	<p>In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one (1) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum as defined and if such shareholders' meeting was called as a result of a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than 7 days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required.</p> <p>In such an event, the common stocks held by the Company will not be counted to constitute a quorum.</p>	<p>In order to constitute a quorum, <i>whether in physical or electronic meetings</i>, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one (1) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum as defined and if such shareholders' meeting was called as a result of a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than 7 days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required.</p> <p>In such an event, the common stocks held by the Company will not be counted to constitute a quorum.</p>

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to approve the amendment of the Company's Article of Association. The resolution of this agenda item requires not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

Resolution: The Meeting approved the amendment of the Company's Article of Association as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,389,139	99.9977%
Disapproved	0	0.0000%
Abstained	3,900	0.0023%
Void	0	0.0000%
Total	170,393,039	100.0000%

Remark: For this agenda item, there were additional shareholders attending the Meeting, representing 300 shares.

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

The Managing Director informed the Meeting that referring to the Company's intention to shift its business from securities business to businesses which could generate recurring income, namely residential real estate development and management business, industrial property development and management business, consumer goods related business, hospitality and wellness industry related business, and food and beverages related business by operating such businesses through companies that the Company has invested in, e.g., M.K. Real Estate Development Public Company Limited, Prospect Logistics and Industrial Leasehold Real Estate Investment Trust, and BFTZ Wangnoi Company Limited. After the Company disposed of its investment in Finasia Syrus Securities Public Company Limited ("FSS"), the Company only had investment banking business which was operated by Finansa Securities Limited ("FSL"). Therefore, when FSS group offered to acquire shares of FSL and FSS International Investment Advisory Securities Company Limited ("FSSIA"), held through FSL, the Company saw it as an opportunity to acquire a source of funds to repay the Company's debts, to invest in other businesses in which the Company is interested, both at present and in the future, including to be used as the Company's working capital. The Board of Directors' Meeting of the Company, therefore, has resolved to approve the disposal of all ordinary shares held by the Company in FSSIA (held through FSL) in the amount of 3,000 shares with a par value of THB 100 per share, representing 3.75 percent of all issued shares of FSSIA, at the sale price of THB 163.28 per share, totaling THB 489,840, to FSS or the person authorized by FSS ("**Disposal of FSSIA's Shares**") and has deemed it appropriate to propose that the shareholders' meeting consider and approve the disposal of all ordinary shares held directly and indirectly by the Company in FSL in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the sale price of THB 12.2547 per share, totaling THB 490,187,938.73, to FSSIA ("**Disposal of FSL's Shares**").

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

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

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

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

The Managing Director further explained the following:

Effects of the Disposal of FSL Shares on the Financial Statements

- For separate financial statements, the Company would make a 55 Baht million profit from the disposal of FSL. When combined with the 299 Baht million profit from the sale of office space, the profit from these 2 transactions will amount to 354 Baht million.

- As for consolidated financial statements, the Company will have a 242 Baht million loss from the disposal of FSL. When combined with the 299 Baht million profit from the sale of office space, the profit from these 2 transactions will make up 57 Baht million.
- The 2,583 square meters of office space at TISCO Tower Building was sold at 143,355 Baht per square meter, for a total sum of 370.3 Baht million. The Company earned a profit of 299 Baht million from the transaction.

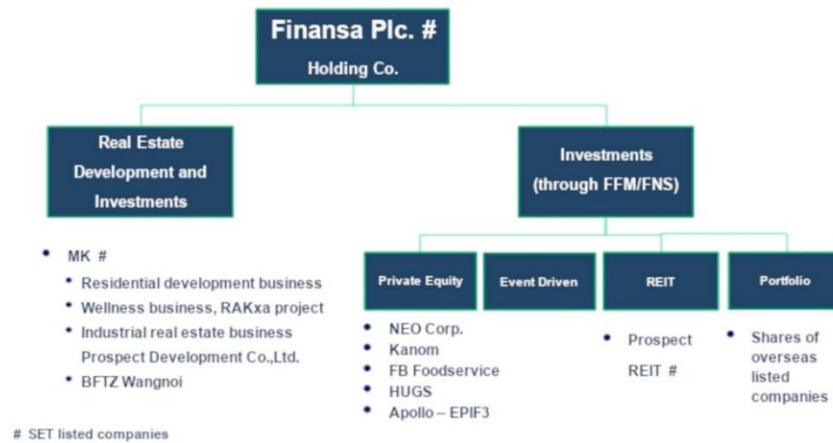
Changes Within the Finansa Group (2014-2021)

During the past 8 years, Finansa has gradually evolved from a financial services holding company into an investment holding company. The transaction can be summarized through the following initiatives:

- 2014, invested in leaseholds of land and warehouses/factories in the Bangkok Free Trade Zone project and rental warehouse development.
- 2015, started investing in shares of MK and continued investing until Finansa now holds 31.51 percent of its total shares. Additionally, under the management of Finansa, MK has shifted its focus to businesses that generate recurring income.
- 2017, invested more than 200 Baht million in Neo, or 12 percent of total shares.
- 2019, invested in Kanom, currently holding 30 percent of total shares.
- 2020, sold rental warehouses to Prospect REIT and invested in 22.99 percent of Prospect REIT, which generated a major profit for Finansa.
- 2020, co-established the BFTZ-W joint venture with a 50:50 contribution. The BFTZ-W had leased out 100,000 square meter of land and distribution center to Siam Makro Public Co.,Ltd.

The Disposal of All Ordinary Shares of FSS in 2021

1. The disposal of all FSS shares that the Company had owned in the proportion of 29.29 percent happened for many reasons as follows:
 - The increasing uncertainty of the brokerage business in terms of competition since the liberalization of securities businesses.
 - Challenges in human resource management of executive personnel, especially marketing staff.
 - The ability to generate cash flow to pay the investors in dividends, which had been quite limited and unpredictable in the past, and FSS had always need for funds.
2. The Company recognized 56.1 Baht million of loss from the disposal of shares of Finansia Syrus Securities Company Limited. However, the Company recognized a 21.3 Baht million profits in the 4th quarter as well, resulting in a net loss of 34.8 Baht million.



2022-2023 Business Goals

1. Focus on conversion of existing assets into cash.
 - Have Neo listed on the Stock Exchange of Thailand (target : within 2023).
2. Focus on further developing existing assets and improve returns.
 - 2.1 Kanom
 - At the end of 2021, Kanom had 19 branches, with 1 being added at the domestic terminal of Suvarnabhumi Airport during the 4th quarter.
 - In 2022, 2 additional branches were opened during March and April, which are a food truck operating at Bangchak Gas Station, Kanlapaphruek Road, and a kiosk at Central Rama 2. A second branch will be opened in Suvarnabhumi Airport (in front of passport control) as well.
 - 2.2 Prospect REIT
 - A total of 1.1158 Baht per unit has been paid as dividends.
 - In addition, the price per unit of the REIT has gone up to 11 Baht, equal to 1.13 times the NAV at the end of 2021.
 - Prospect Development Company Limited ("PD"), the main sponsor of the REIT, has expanded its business from 1 project (400,000 square meters) to 6 projects with approximately 870,000 square meters of space.
 - It is expected that PD will sell at least 60,000 square meters of developed assets annually into the REIT in the next 3 years.
 - 2.3 Sales from residential development business will be maintained with care.
 - 2.4 Industrial property business
 - PD has developed more than 400,000 square meters of warehouses and factories for rent, with a goal to increase its rental space to 1,000,000 square meters within the next 3 years.
 - Currently, Prospect REIT possesses more than 3,600 Baht million in assets, with a goal to increase its asset value to 10,000 Baht million within the next 3 years.

2.5 Wellness business

- RAKxa, a leading holistic wellness business and a core business within MK Real Estate Development Plc., currently offers 27 villas ready to serve customers, and is expected to have a total of 62 villas built in phase 1.
- MK has established a joint venture with Bamrungrad Hospital, holding a half of the total shares, to all-in-one health services including enhancement, prevention, cure, and restoration.
- The first project of this joint venture is a medical village in Bang Krachao.

Furthermore, the Managing Director informed the Meeting that the Board of Directors had deemed it appropriate to propose that the shareholders' meeting consider and approve the disposal of all ordinary shares in FSL constituting a disposal of the entire or the material part of the business of a public company pursuant to Section 107(2)(a) of the PLC Act and relevant authorization detailed as proposed above after it has considered and viewed that entering into the Disposal of FSL's Shares is reasonable and beneficial to the Company. The disposal of FSL's shares will enable the Company to have a source of funds to repay the Company's debts, to fully invest in other businesses in which the Company is interested, both at present and in the future, and also to be used as the Company's working capital. Furthermore, the sale price of shares is reasonable.





The Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to consider and approve the disposal of all ordinary shares in FSL and the authorization of the Managing Director and/or the person(s) designated by the Managing Director to undertake any actions necessary for and relevant to entering into the Disposal of FSL's Shares detailed as proposed. The resolution of this agenda item requires not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

Resolution: The Meeting approved the disposal of all ordinary shares in FSL constituting a disposal of the entire or the material part of the business of a public company pursuant to Section 107(2)(a) of the PLC Act and approved the authorization of the Managing Director and/or the person(s) designated by the Managing Director to undertake any actions necessary for and relevant to the Disposal of FSL's Shares detailed as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,389,139	99.9977%
Disapproved	0	0.0000%
Abstained	3,900	0.0023%
Void	0	0.0000%
Total	170,393,039	100.0000%

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

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

Subject	Former	New
Name written in Thai Name written in English	บริษัท ฟินันซ่า จำกัด (มหาชน) Finansa Public Company Limited	บริษัท เอฟเอ็นเอส โฮลดิ้งส์ จำกัด (มหาชน) FNS Holdings Public Company Limited
Seal		
the Company's Memorandum of Association	Section 1. The Company's name "บริษัท ฟินันซ่า จำกัด (มหาชน)" Name in English as "Finansa Public Company Limited"	Section 1. The Company's name "บริษัท เอฟเอ็นเอส โฮลดิ้งส์ จำกัด (มหาชน)" Name in English as "FNS Holdings Public Company Limited"
the Articles of Association of the Company	Section 1. This Articles of Association shall be called the Articles of Association of Finansa Public Company Limited. Section 2. "Company" in this Articles of Association means Finansa Public Company Limited. Section 46. The Company's Seal as is approved by the Board of Director	Section 1. This Articles of Association shall be called the Articles of Association of FNS Holdings Public Company Limited. Section 2. "Company" in this Articles of Association means FNS Holdings Public Company Limited. Section 46. The Company's Seal as is approved by the Board of Director
		

Thereafter, the Managing Director asked the Meeting if any shareholders would like to ask questions or make suggestions. As no shareholders/proxies had any question for this agenda item, the Managing Director requested the Meeting to approve the change of the Company's name and seal, and amended Article 1 of the Company's

Memorandum of Association to be in line with the amendment of the Company's name Including amendments to the Articles of Association of the Company in accordance with the change of the Company's name and seal. The resolution of this agenda item requires not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

Resolution: The Meeting approved the appointment of auditors and audit fee for the year 2022 as proposed with the following results:

Votes	Number of Votes Cast (1 share = 1 vote)	Percentage of voting rights exercised by the shareholders present and casting their votes
Approved	170,389,139	99.9977%
Disapproved	0	0.0000%
Abstained	3,900	0.0023%
Void	0	0.0000%
Total	170,393,039	100.0000%

Agenda 11 To consider other matters (if any)

-None-

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

The Meeting closed at 15.44 hrs.

Signed _____ Chairman
(Mr. Akarat Na Ranong)

Signed _____ Keeper of the minutes
(Ms. Wipa Nilsophon)