

Invitation to the 2023 Annual General Meeting of Shareholders

FNS Holdings Public Company Limited

on April 25, 2023 at 14.30 hrs.

at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor,

952 Rama 4 Road, Bangkok

Registration starts at 12.30 hrs.

For the convenience of registration, on the meeting date, Shareholders and/or Proxy-holders kindly bring the Registration Form with printed barcode to the Registration Officer



Meeting Documents/
Form 56-1 One Report
(Annual Registration Statement/Annual Report)
can be downloaded through this QR code

No souvenir will be given and no eating and drinking
are strictly prohibited in the meeting venue for the health and safety of all participants.

March 24, 2023

Subject : Invitation to the 2023 Annual General Meeting of Shareholders
To : All Shareholders
Enclosure : 1. Minutes of the 2022 Annual General Meeting of Shareholders
2. The 2022 Annual Registration Statement/Annual Report and Financial Statements for the year 2022 (Form 56-1 One Report) in the form of QR Code
3. Profiles of Director Nominees and qualifications of Independent Directors
4. Articles of Association (in relation to the Shareholders Meeting only)
5. Details of required documents for attendance in person and by proxy, and Proxy Forms
6. Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)
7. Map of venue of the Annual General Meeting

The Board of Directors of FNS Holdings Public Company Limited ("the Company") has resolved to convene the 2023 Annual General Meeting of Shareholders on April 25, 2023 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 2022 Annual General Meeting of Shareholders held on April 28, 2022.

Objective and Rationale : The 2022 Annual General Meeting of Shareholders was held on April 28, 2022, and the minutes of the meeting were duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes are given as Enclosure 1.

Opinion of the Board : The Board has recommended that the Meeting certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022.

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

Agenda 2 To acknowledge the report of the operating results for the year 2022.

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 2022 was disclosed in Form 56-1 One Report 2022 as Enclosure 2 in the form of QR Code.

Opinion of the Board : The Board has recommended that the Meeting acknowledge the operating results for the year 2022.

Agenda 3 To certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022.

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, 2022. The auditors have issued an unqualified audit opinion on the financial statements. The financial statements are certified by the Audit Committee and the Board of Directors as well as audited by the auditor. Details on the financial statements are given in Form 56-1 One Report 2022 as Enclosure 2 in the form of QR Code.

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

Agenda 4 To approve the dividend payment from the 2022 operating performance.

Objective and Rationale :

- In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, 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 2022 amounts to Baht 337.81 million as reported in the separate financial statement so that 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.
- 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.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve the dividend payment from the 2022 operating performance as follows:

1. From net profit, distribute a dividend to shareholders at a rate of Baht 0.20 per share, totaling Baht 69.17 million or 20.5% of the net profit of the year 2022 according to the separate financial statements (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 proposed dividend payments are in line with the Company's established dividend policy. In addition, not less than 5% of net profit has been allocated as legal reserve.
2. The Company set May 9, 2023 (Record Date) as the date to determine the list of shareholders who are entitled to receive dividend. The dividend payment shall be made within May 24, 2023. Details on dividend payments compared to the previous years are as follows:

Separate Financial Statements	2022	2021
1. Net profit (million baht)	337.81	73.43
2. Number of Shares receiving dividend payment (shares)	345,855,440	345,855,440
3. Earnings per share (baht)	0.98	0.21
4. Payment of Dividend proposed for approval		
- Dividend (baht/share)	0.20	0.50
- Total Dividend (million baht)	69.17	172.93
5. Dividend payout ratio (%)	20.5	235.50

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

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	Mr. Chanmanu Sumawong	- Independent Director - Chairman of Audit Committee	5 years, 3 months
2	Mr. Vorasit Pokachaiyapat	- Executive Director - Managing Director	19 years, 11 months

Opinion of the Board :

1. 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, 2022 to January 31, 2023. However, there was no proposal for such candidate from any shareholder.
2. 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. In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.

1. Mr. Chanmanu Sumawong (re-election)
2. Mr. Vorasit Pokachaiyapat (re-election)

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

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

Agenda 6 To approve the remuneration of directors for the year 2023.

Objective and Rationale :

1. In accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, the Directors' remuneration shall be approved by a meeting of the shareholders.
2. The duties and responsibilities of the Board of Directors and the Audit Committee and the Nomination, Compensation and Corporate Governance Committee are given in Form 56-1 One Report 2022.
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 remuneration of directors for the Company in the year 2022 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 2022*
1. Chairman	Baht 1.01 million	Baht 1.25 million
2. Director	Baht 0.45 million	Baht 0.75 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, Compensation and Corporate Governance Committee	Baht 0.08 million	Baht 0.07 million

Notes: *Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 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, Compensation and Corporate Governance Committee are derived from 3 Nomination, Compensation and Corporate Governance Meetings per year in accordance with the schedule fixed in advance.
4. The Nomination, Compensation and Corporate Governance Committee has reviewed the remunerations for members of committees in line with the remuneration criteria and has resolved to propose to the Board to consider the remunerations for committee and subcommittee members and submit to the 2023 Annual General Meeting of Shareholders for approval.

The remuneration of directors for the year 2023 is equal to the year 2022 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)

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 2023.

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

Agenda 7 To appoint the auditors and determine the audit fee for the year 2023.

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 proposed KPMG Phoomchai Audit Company Limited as the auditor of the Company for the year 2023, 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.

2023 Audit Fee	2022 Audit Fee	Change
Baht 2,000,000	Baht 2,000,000	-

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

1. Miss Sureerat Thongarunsang CPA No. 4409 or
2. Miss Orawan Chunhakitpaisan CPA No. 6105 or
3. Miss Orawan Chotiwiriyakul CPA No. 10566 or
4. Miss Thitima Pongchaiyong CPA No. 10728

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.

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 KPMG Phoomchai Audit Company Limited as the auditors of the Company for the year 2023, with the annual audit fee not exceeding Baht 2,000,000, with no other service fees.

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

Agenda 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



(Mr. Vorasit Pokachaiyapat)
Managing Director



(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

Registered No. 0107545000080

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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. <u>Unless otherwise prescribed by laws, shareholders' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.</u>

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.

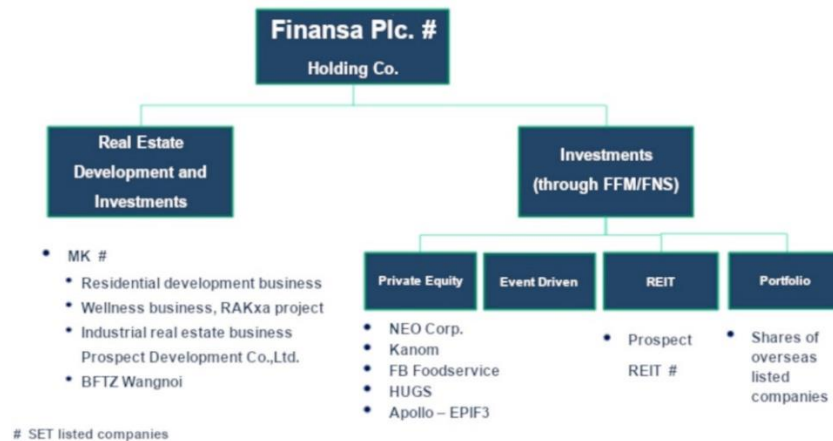
Changes Within the Finansa Group (2014-2021)

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)

Enclosure 2


The 2022 Annual Registration Statement/Annual Report and Financial Statements for the year 2022
(Form 56-1 One Report) in the form of QR Code




Enclosure 3

Profiles of Director Nominees and qualifications of 'Independent Director'

Profiles of Director Nominees

Name – Surname	Mr. Chanmanu Sumawong	
Age	66 years	
Nationality	Thai	
Proposed position	Independent Director	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance	
Date of holding directorship	February 1, 2018	
Years of being director of the Company	5 years 3 months	
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) <ul style="list-style-type: none"> - Director Accreditation Program (2013) ▪ Seminar : PDPA Onboarding (2022) 	
Positions held in others listed company	2 listed companies 2019 - Present - Executive Vice President, Pruksa Real Estate Plc. 2018 - Present - Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee CIMB Thai Bank Plc.	
Positions held in other non-listed company	1 company 2018 - Present - Independent Director and Chairman of the Audit Committee Finansa Securities Ltd.	
Working Experience (last 5 years)	2018 - 2019 - Director, Thonburi Bamrungmuang Hospital Co., Ltd. 2017 - 2019 - Director of Legal Affairs Thonburi Healthcare Group Plc.	
Shareholding in the Company (as of December 31, 2022)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> ▪ Board of Directors 7 out of 7 meetings ▪ Audit Committee 5 out of 5 meetings ▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings 	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Chanmanu Sumawong 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. Vorasit Pokachaiyapat	
Age	59 years	
Nationality	Thai	
Proposed position	Executive Director	
Current position	Managing Director Authorized Director Member of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	June 19, 2002	
Years of being director of the Company	19 years 11 months	
Education and Training	<ul style="list-style-type: none"> ▪ M.S. Computer Information Systems, Bentley College, USA ▪ B.S. Managerial Economics and Industrial Management Carnegie-Mellon University, USA ▪ Certificate, Thai Institute of Directors Association (IOD) - Directors Certification Program (2002) 	
Positions held in others listed company	1 listed company 2015 - Present - Director and Chief Executive Officer M.K. Real Estate Development Plc.	
Positions held in other non-listed company	6 companies 2021 - Present - Director, BFTZ Bangpakong Co., Ltd. 2019 - Present - Director, Prospect Reit Management Co., Ltd. 2018 - Present - Director, Frasers Property BFTZ Co., Ltd. 2016 - Present - Director, NEO Corporate Co., Ltd. 2005 - Present - Executive Director, Prospect Development Co., Ltd. 1994 - Present - Director, Finansa Fund Management Ltd.	
Working Experience (last 5 years)	1998 - Feb.2018 - Independent Director, SE-Education Plc.	
Shareholdings in the Company (as of December 31, 2022)	44.76%	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> ▪ Board of Directors 7 out of 7 meetings ▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings 	
Director nomination criteria	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Vorasit Pokachaiyapat is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

Qualifications of the Company's Independent Directors

(The Company'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 / Audit Committee Member/ Member of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2023 or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 6 : To approve the remuneration of directors for the year 2023 . 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, FNS Holdings Plc., No. 345, 345 Surawong Building, 6th Floor, Surawong Road, Bangrak, Bangkok 10500 before April 20, 2023 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 FNS Holdings Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

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

(3) the following independent director:
[] Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or
[] Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the
Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues
proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors
for the year 2023 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of
the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues
proposed to this Annual General Meeting of Shareholders except for Agenda 5 : To elect directors in place of directors
who retired by rotation and Agenda 6 : To approve the remuneration of directors for the year 2023. 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 2023 Annual General Meeting of Shareholders
on April 25, 2023 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 FNS Holdings Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

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

(3) the following independent director:
 Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or
 Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2023 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 6 : To approve the remuneration of directors for the year 2023. 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 2023 Annual General Meeting of Shareholders on April 25, 2023 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 2022 Annual General Meeting of Shareholders held on April 28, 2022

(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 2022

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, 2022

- (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 dividend payment from the 2022 operating performance

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

Agenda 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: Mr. Chanmanu Sumawong

Approve Disapprove Abstain

Name: Mr. Vorasit Pokachaiyapat

Approve Disapprove Abstain

Agenda 6 Re: To approve the remuneration of directors for the year 2023

- (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 auditors and determine the audit fee for the year 2023

- (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
- 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 FNS Holdings Public Company Limited

At the 2023 Annual General Meeting of Shareholders on April 25, 2023 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

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 FNS Holdings Public Company Limited

holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;

ordinary shares _____ shares and have the rights to vote equal to _____ votes

preferred shares _____ shares and have the rights to vote equal to _____ votes

(2) hereby appoint

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

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

(3) the following independent director:

Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or

Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To approve the remuneration of directors for the year 2023 and Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 5 : To elect directors in place of directors who retired by rotation and Agenda 6 : To approve the remuneration of directors for the year 2023. 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 2023 Annual General Meeting of Shareholders on April 25, 2023 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 2022 Annual General Meeting of Shareholders held on April 28, 2022

(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 2022
- 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, 2022
- (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 dividend payment from the 2022 operating performance.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Agenda 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: Mr. Chanmanu Sumawong
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Name: Mr. Vorasit Pokachaiyapat
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Agenda 6 Re: To approve the remuneration of directors for the year 2023
- (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 auditors and determine the audit fee for the year 2023
- (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 FNS Holdings Public Company Limited

At the 2023 Annual General Meeting of Shareholders on April 25, 2023 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

Enclosure 6


Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)

Profiles of Independent Director

Name – Surname	Mr. Akarat Na Ranong	
Age	69 years	
Nationality	Thai	
Current position	Independent Director Chairman Member of the Audit Committee Member of the Nomination, Compensation and Corporate Governance	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	12 years 3 months	
Home Address:	256 Soi Sukhumvit 55, Sukhmvit 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) - Ethical Leadership Program (2019) ▪ Certificate, Capital Market Academy Leadership Program (2008) ▪ Seminar : Advanced Audit Committee Program (AACP Online) (2022) 	
Positions held in others listed company	<p>2 listed companies</p> <p>2017 - Present - Independent Director/Chairman of the Audit Committee/ Vice Chairman of Nomination Compensation and Corporate Governance Committee, Symphony Communication Plc.</p> <p>2010 - Present - Independent Director/Chairman of the Audit Committee, Matching Maximize Solution Plc.</p>	
Positions held in other non-listed company	<p>3 companies</p> <p>2017 - Present - Director/Member of Compensation and Remuneration Committee and Investment Committee, Krungthai AXA Life Insurance Plc.</p> <p>2015 – Present - Independent Director/Chairman of the Board of Director and Chairman of the Audit Committee, KPN Academy Co., Ltd.</p> <p>2011 - Present - Independent Director/Member of the Audit Committee, Finansa Securities Ltd.</p>	

Working Experience (last 5 years)	2016 - Apr 2018 - Chairman, Food Capitals Plc.
Shareholding in the Company (as of December 31, 2022)	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 2023.
Having a specific conflict of interest over any agenda items presented at the AGM.	None
Meeting attendance in 2022	<ul style="list-style-type: none"> ▪ Board of Directors 7 out of 7 meetings ▪ Audit Committee 5 out of 5 meetings ▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings

Profiles of Independent Director

Name – Surname	Mr. Chanmanu Sumawong	
Age	66 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	February 1, 2018	
Years of being director of the Company	5 years 3 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) <ul style="list-style-type: none"> - Director Accreditation Program (2013) ▪ Seminar : PDPA Onboarding (2022) 	
Positions held in others listed company	2 listed companies 2019 - Present - Executive Vice President, Pruksa Real Estate Plc. 2018 - Present - Independent Director/Member of the Audit Committee and Member of Nomination and Remuneration Committee, CIMB Thai Bank Plc.	
Positions held in other non-listed company	1 company 2018 - Present - Independent Director/Chairman of the Audit Committee, Finansa Securities Ltd.	
Working Experience (last 5 years)	2018 - 2019 - Director, Thonburi Bamrungmuang Hospital Co., Ltd. 2017 - 2019 - Director of Legal Affairs, Thonburi Healthcare Group Plc.	
Shareholding in the Company (as of December 31, 2022)	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 5 : To elect directors in place of directors who retired by rotation Agenda 6 : To approve the remuneration of directors for the year 2023.	
Having a specific conflict of interest over any agenda items presented at the AGM.	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> ▪ Board of Directors 7 out of 7 meetings ▪ Audit Committee 5 out of 5 meetings ▪ Nomination, Compensation and Corporate Governance Committee 3 out of 3 meetings 	

Enclosure 7

Map of venue of the Annual General Meeting

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

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

