

March 29, 2010

Dear all Shareholder,

Re: The 36th Annual General Meeting of Shareholders

The 36th Annual General Meeting of Shareholders of MFC Asset Management Public Company Limited (the “Company”) shall be held on Tuesday 20 April, 2010 at 3:30 p.m. at the Conference Room of the Company on 23rd Floor, Column Tower, 199 Ratchadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110. The agendas of the meeting are as follows: --

Agenda 1 To certify the Minutes of the 35th Annual General Meeting of Shareholders held on April 17, 2009

Fact and Reason: *The 35th Annual General Meeting of Shareholders was held on April 17, 2009. The Board has completed such Minutes within 14 days as of the Meeting date together with submitting to the relevant authorities within the period as stipulated by laws. A copy of the Minutes was enclosed herewith (Attachment 1).*

Board’s Opinion: After consideration, the Board agreed that the Minutes of the Annual General Meeting of Shareholder are correct and complete. Therefore the Board recommended that the Annual General Meeting of Shareholders (the “Meeting”) should certify the aforementioned minutes.

Agenda 2 To acknowledge the 2009 performance statements

Fact and Reason: *The 2009 performance statements were published in the 2009 Annual Report and sent to the shareholders together with this letter (Attachment 2).*

Board’s Opinion: The Board agreed and recommended that the Meeting should acknowledge the 2009 performance statements.

Agenda 3 To adopt the audited 2009 balance sheet and income statements

Fact and Reason: *The audited balance sheet and income statements for the year ended December 31, 2009 as shown in the “Financial Statements” in the 2009 Annual Report audited by the auditor of ANS Audit Co.,Ltd. and reviewed by the Audit Committee was sent to the shareholders together with this letter (Attachment 2).*

Board’s Opinion: The Board agreed and recommended that the Meeting should approve the audited balance sheet and income statements for the year ended December 31, 2009.

Agenda 4 To consider and approve the 2009 profit allocation

Fact and Reason: *The Company’ operating performance in 2009 showed net profit of Baht 113.54 million or Baht 0.95 per share. The Company’s policy on dividend pay-out ratio is not less than 50% per share from net profit of the company financial*

statement. After consideration, the Company will pay the dividend from its 2009 performance statements at the rate 0.85 Baht per share, Baht 102 million in total to the aggregate rightful shareholders listed on April 27, 2010 according to the provision of section 225 under the Securities and Exchange Act B.E. 2535 by recording from closed share registration book on April 28, 2010. And such dividend shall be payable on May 17, 2010.

However, the right to the dividend is uncertain because it has not yet been approved by the Meeting. Recent dividend payment may be compared as follows;

Detail of dividend comparison as of 2007-2009

Detail	2009	2008	2007
<i>1. Net profit (Million Baht)</i>	<i>113.54</i>	<i>102.05</i>	<i>92.15</i>
<i>2. Total shares (Million shares)</i>	<i>120</i>	<i>120</i>	<i>120</i>
<i>3. Dividend (Baht/share)</i>	<i>0.85</i>	<i>0.70</i>	<i>0.70</i>
<i>4. Total payable dividend (Million Baht)</i>	<i>102</i>	<i>84</i>	<i>84</i>
<i>5. Proportion of dividend from net profit (percent)</i>	<i>89.47</i>	<i>82.31</i>	<i>91.16</i>

Board's Opinion: The Board agreed and recommended that the Meeting should approve the 2009 profit appropriation and payment of dividend at the rate of Baht 0.85 per share from its 2009 net profit to the shareholders, 120,000,000 shares in total, whose names are listed in the record date on April 27, 2010 according to the provision of section 225 under the Securities and Exchange Act B.E. 2535 by recording from closed share registration book on April 28, 2010. The dividend payment shall be made on May 17, 2010.

Agenda 5 To consider and approve the election of Directors in replacement of those who are retired by rotation

Fact and Reason: *In compliance with the law and the Company's Articles of Association, directors must be elected to replace those retired by rotation. This year there are 5 directors including independent directors namely:*

Directors 2 persons namely;

Mr. Ben Taechaubol;

Mr. Chakkrit Parapuntakul

Independent Directors 3 persons namely (Rules and Qualification of independent director are set out in the Attachment 3);

Mr. Boonchai Chokwatana;

Mr. Krit Umpote; and

Mr. Surathian Chakthranont

Board's Opinion: The Board excluding the directors having special interest, agreed to appoint (1) Mr. Bee Taechaubol as the director in replacement of Mr. Ben Taechaubol (2) Mr. Krisada

Chinavicharana as the director in replacement of Mr.Chakkrit Parapuntakul and agreed to re-elect (3) Mr.Boonchai Chokwatana, Mr.Krit Umpote and Mr.Surathian Chakthranont as the independent director for another term as the proposal of the Nomination and Remuneration Committee.

The biographical data of the nominated directors are attached (Attachment 4).

Agenda 6

Fact and Reason:

To consider the 2010 allowance and remuneration of directors and other committees appointed by the board of directors
In compliance with the Good Corporate Governance policy and for the best interest of the Company, shareholders including other stakeholders, the Company has the policy regarding to the allowance and remuneration of directors being in the appropriated level relating to their accountabilities. Therefore, after careful consideration and reliance on all other appropriation, business expansion including the profitability growth of the Company, the Nomination and Remuneration Committee deemed it appropriated to set the 2010 rules of payable allowance and remuneration of the directors and other committees appointed by the Board which the meeting allowance shall not be exceeding to Baht 6 million per annum. Bonus and annual allowance have shown in the Attachment 5.

Board's Opinion:

The Board agreed and recommend that the Meeting should approve the allowance and remuneration of directors and other committees appointed by the board of director for the year 2010, being equivalent to the year 2009, according to the resolution of the Nomination and Remuneration Committee. The meeting allowance shall be at the amount not exceeding 6 million Baht per annum. Regarding the Chairman annual allowance, director annual allowance and bonus, the Board agreed as follow;

1. The Chairman Annual allowance shall be at the amount of Bath 160,000 per annum and director annual allowance shall be at the amount of Baht 120,000 per annum;
2. The bonus shall be at the rate of 1.5% of ordinary annual dividend, being paid proportionately at the ratio of chairman : director (6:3)

Agenda 7

Fact and Reason:

To consider and appoint the 2010 Company auditors and fix the audit fee

In accordance with law and the Company's Articles of Association, an auditor must be appointed and fixed its fee for 2010. The Company's Audit Committee has considered and proposed to appoint Mr. Atipong Atipongsakul or Mr. Banjong Pichayaprasat or Mr. Thirdthong Thepmongkorn of ANS Audit Co., Ltd. as the Company's auditor for 2010 at the auditing fee of Baht 500,000 per year.

Board's Opinion:

The Board of Directors has proposed to the Shareholders to appoint Mr. Atipong Atipongsakul or Mr. Banjong Pichayaprasat or Mr. Thirdthong Thepmongkorn of ANS Audit

Co., Ltd. as the Company's auditor for the year ended 31 December 2010. The remuneration for auditing the Company for the year 2010 will be fixed at the rate of Baht 500,000 as purposed by the Audit Committee.

In addition the audit company and the auditors as mentioned above have no relationship or interest with the Company / the Management / the major shareholders or related person with the said entity or person. The biographical data of the auditors are attached (Attachment 6).

Agenda 8

To consider other matters (if any)

The company will identify rightful shareholders who may attend the Annual General Meeting of Shareholders No. 36 on Tuesday, March 16, 2010 (Record Date). and will aggregate rightful shareholders list under section 225 of the Securities and Exchange Act B.E.2535 by recording from closed share registration book on Wednesday, March 17, 2010. Upon the approval of dividend, the Company will identify rightful shareholders who may receive the dividend on Tuesday, April 27, 2010 (Record Date) and will aggregate rightful shareholders list under section 225 of the Securities and Exchange Act B.E.2535 by recording from closed share registration book on Wednesday, April 28, 2010. The Company will pay dividend on Monday, May 17, 2010.

Shareholders are cordially invited to attend the meeting at the time and place stated above. Registration to attend the meeting will start at 1:00 p.m. up to the meeting time. One of the proxy forms should be chosen and filled up by shareholders who are unable to attend and submitted to the Secretary to the Board prior to the convening of the meeting.

Yours faithfully,

(Mr.Pichit Akrathit)
President

- Attachment :
1. The Minutes of the 35th Annual General Meeting of Shareholders.
 2. The Company's Annual Report for 2009.
 3. Rules and qualification of independent directors.
 4. Biographical data of the nominated Directors in replace of the Directors Retired by Rotation (Agenda 5).
 5. Annual Allowance, Bonus and Meeting Allowance Principles
 6. Appointment of auditors for 2010, biographical data of auditors and approval of audit fee.
 7. Three types of Proxy Form
 - Form A (Standard Proxy)
 - Form B (Specific Proxy)
 - Form C (For foreign shareholders appointing custodian in Thailand)
 8. Conditions and Procedures for Registration and Proxy Appointment.
 9. The profiles of the independent directors for proxy.
 10. The Board of Directors' Annual Report.
 11. The Company Article of Association as relevant to the Meeting
 12. Map of MFC Asset Management Public Company Limited.

**The Minutes of the 35th Annual General Meeting of Shareholders
Held on Friday 17 April 2009**

The Company' Annual Report for 2008

RULES AND QUALIFICATION OF INDEPENDENT DIRECTORS

The Company has set the qualification of the Independent Directors in compliance with notifications of the office of Securities and Exchange Commission and notifications of the Stock Exchange of Thailand. The definition and qualification of the Independent Director approved by the board of directors shall be as follows:

Independent Director means any director who is independent from the majority shareholder or group of majority shareholder and does not involve in the Company's management.

Qualification of Independent Director

1. not owning more than 1% of the total numbers of shareholders with the right to vote in the Company, in the subsidiary companies, in joint venture companies; or any individuals who might have any conflict (this includes connected persons as stipulated by Section 258 of the Securities Law);
2. not having any involvement in the Company's management; nor being employees, staff members, or consultants who obtain regular salaries from the Company or from the subsidiary companies or from joint venture companies, nor persons who might cause conflicts, and they must not share any benefits or interests of the aforementioned natures for at least two years;
3. neither direct nor indirect business relationships, benefits nor interest, have ever been involved by them, in the finance and management of the Company, or in the subsidiary companies, in the joint venture companies. Not any persons who might pose some conflicts that might lose the independent nature shall be involved;
4. not having family connection with the executives, the major shareholders of the Company or its subsidiary companies, its joint venture companies, or persons who might have any conflicts, and are not nominated as attorney of the directors major shareholders;
5. being ready to provide their own independent discretions. In case of necessity, in order to protect the benefit of the Company, ready to vote or protest against other directors or Management performances.
6. being ready to attend the Board of directors meeting to make any decisions on the Company's major events.
7. being academically qualified and equipping with proper experiences; or are recognized for their high potentialities and to be well-known.
8. not being a person in the list made by the Stock Exchange of Thailand stating that such persons are inappropriate to serve as an executive according to SET regulations.
9. has never been convicted of violating security and exchange laws, laws governing the investment business, securities brokering, or credit fanciers, or commercial banking laws, or life or non-life insurance laws, or money laundering laws, or any other financial laws of a similar nature, whether Thai or foreign, in accused of committing wrongful acts relating to trading in shares or the perpetration of deceptions, embezzlement, or corruption.
10. no other impediments or impairments to express independent opinions concerning the operations of the Company.

In addition, the qualification of independent director of the Company is in compliance with the minimum standard of the Stock Exchange of Thailand.

**Biographical Data of Nominated Directors
in replace of the Directors Retired by Rotation (Agenda 5)**

Name – Lastname : Mr. Bee Taechaubol
Position : Director
Age : 35
Nationality : Thai
Proposed position : Director



Education :

- Master in Bussiness Administration, Sasin Business School
- Bachelor of Civil Engineering, University of New South Wales, Australia

Training :

-

Experience (During the past 5 years):

2009 – Present Chief Executive Officer, Country Group Securities Public Company Limited
2007 – Present Managing Director, Country Group Capital Limited
2008 – Jul 2009 Director and Senior Executive Vice President, Country Group Securities Public Company Limited
2000 – 2007 Chief Executive Officer, Global Estate Company Limited

Present Position:

- Chief Executive Officer, Country Group Securities Public Company Limited
- Managing Director, Country Group Capital Limited

Holding the share(s) in the Company : -None-

Hold the position in the other listed company : Please see detail in item “Current Position”

Hold the position in the other non-listed company : Please see detail in item “Current Position”

Hold the position in the competitor /related business of the company : -None-

Criminal offense record during the past 10 years : -None-

**Biographical Data of Nominated Directors
in replace of the Directors Retired by Rotation (Agenda 5)**

Name – Lastname : Mr. Krisada Chinavicharana
Position : Director
Age : 46
Nationality : Thai
Proposed position : Director



Education :

- LL.B., Chulalongkorn University
- MBA, University of New Haven CT, U.S.A.

Training :

-

Experience (During the past 5 years):

2009 – Present Deputy Director-General, Fiscal Policy Office, Ministry of Finance
2008-2009 Director-Bureau of Legal Affairs, Fiscal Policy Office, Ministry of Finance
2004-2008 Senior Law Expert, Fiscal Policy Office, Ministry of Finance
2003-2004 Director-the Legal Department, Bureau of Legal Affairs, Fiscal Policy Office, Ministry of Finance
2001-2003 Economist-Bureau of Saving and Investment Policy, Fiscal Policy Office, Ministry of Finance

Present Position:

- Deputy Director-General, Fiscal Policy Office, Ministry of Finance

Holding the share(s) in the Company : -None-

Hold the position in the other listed company : Please see detail in item “Current Position”

Hold the position in the other non-listed company : Please see detail in item “Current Position”

Hold the position in the competitor /related business of the company : -None-

Criminal offense record during the past 10 years : -None-

**Biographical Data of Nominated Directors
in replace of the Directors Retired by Rotation (Agenda 5)**



Name – Lastname : Mr. Boonchai Chokwatana
Position : Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member
Age : 62
Nationality : Thai
Proposed position : Independent Director
Education :

- Bachelor’s Degree in Business Administration, Wisconsin State University, U.S.A.
- Bachelor’s Degree in Political Science (BA), Ramkhamhaeng University

Training :

- Directors Accreditation Program by Thai Institute of Directors Association
- Directors Certification Program by Thai Institute of Directors Association

Experience (During the past 5 years):

1993 – Present Director, Lion Corporation (Thailand) Limited
 1985 – Present President, Saha Pathanapibul Public Company Limited
 1970 – Present Chairman, Far East DDB Public Company Limited

Current position :

- Director, Lion Corporation (Thailand) Limited
- President, Saha Pathanapibul Public Company Limited
- Chairman, Far East DDB Public Company Limited

Holding the share(s) in the Company : -None-

Tenure : 1 term

Number of Board of Directors’ Meeting

Participations for 2008 : Board of Director’s Meeting 7/12(58.3%)

Hold the position in the other listed company

: Please see detail in item “Current Position”

Hold the position in the other non-listed company

: Please see detail in item “Current Position”

Hold the position in the competitor /related business of the company

: Please see detail in item “Current Position”

Criminal offense record during the past 10 years

: -None-

**Biographical Data of Nominated Directors
in replace of the Directors Retired by Rotation (Agenda 5)**

Name – Lastname : Mr. Krit Umpote
Position : Independent Director, Audit
Committee Member and
Nomination and Remuneration
Committee Member
Age : 69
Nationality : Thai
Proposed position : Independent Director



Education :

- M.S.B.A. Indiana University, U.S.A.
- M.P.A. NIDA

Training :

- Directors Certificates Program by Thai Institute of Directors Association

Experience (During the past 5 years):

2000-Present Vice President for Training and Development, Dhurakij Pundit University

2000-Present Facilitator, Thai Institute of Directors

1997-Present Director, Thai Research and Training Company Limited

Present Position:

- Vice President for Training and Development, Dhurakij Pundit University
- Facilitator, Thai Insitute of Directors
- Director, Thai Research and Training Company Limited
- Independent Director, Thai British Security Printing Public Company Limited

Holding the share(s) in the Company : -None-

Tenure : 1 term

Number of Board of Directors' Meeting

Participations for 2008 : Board of Director's Meeting 12/12(100%)

Hold the position in the other listed company

: Please see detail in item "Current Position"

Hold the position in the other non-listed company

: Please see detail in item "Current Position"

Hold the position in the competitor /related business of the company

: -None-

Criminal offense record during the past 10 years

: -None-

**Biographical Data of Nominated Directors
in replace of the Directors Retired by Rotation (Agenda 5)**

Name – Lastname : Mr. Surathian Chakthranont
Position : Independent Director and
 Chairman of Risk Management
 Committee
Age : 58
Nationality : Thai
Proposed position : Independent Director



Education :

- Bachelor’s Degree in Engineering (Environment), Chulalongkorn University

Training :

- Directors Accreditation Program by Thai Institute of Directors Association
- Directors Certification Program by Thai Institute of Directors Association

Experience (During the past 5 years):

- 2008-Present Member of the Steering committee, Research program on policy research for promoting the development and utilization in Thailand, The Thailand Research Fund
- 2007-Present Chairman, E-Ester Company Limited
- 2004-Present Independent director, MFC Asset Management Public Company Limited
- 2005-Present Director, Siam Paper Public Company Limited
- 2003-Present Advisor to Energy Ashram Project, Appropriate Technology Association

Present Position:

- Member of Steering committee, Research program on policy research for promoting the development and utilization in Thailand, The Thailand Research Fund
- Chairman, E-Ester coOmpany Limited
- Independent director, MFC Asset Management Public Company Limited
- Director, Siam Paper Public Company Limited
- Advisor to Energy Ashram Project, Appropriate Technology Association

Holding the share(s) in the Company : -None-

Tenure : 1 Term

Number of Board of Directors’ Meeting Participations for 2008 : Board of Director’s Meeting 12/12(100%)

Hold the position in the other listed company : Please see detail in item “Current Position”

Hold the position in the other non-listed company : Please see detail in item “Current Position”

Hold the position in the competitor /related business of the company : -None-

Criminal offense record during the past 10 years : -None-

Remuneration, Bonus and Meeting Allowance Principles

	Meeting number	Date	Resolution
1	317 th /2005 Board of Directors	25 February 2005	<p>1. Approve the increase of meeting allowance of the Chairman of the Board and Chairman of the Executive Committee to be 34,000 Baht and 25,000 Baht respectively. However after increasing it did not exceed the amount of Baht 4 million as approved by the Annual General Meeting of the Shareholder No.30th.</p> <p>2. Approve the adjustment of bonus ratio of the Chairman and the director to be 6:3. However such bonus ratio was still the rate of 1.5% of annual dividend.</p>
2	342 nd /2007 Board of Directors	10 March 2007	It was approved to pay meeting allowance to the Board of Directors and the Executive Committee at the amount not exceeding 6 million Baht per year and shall be effective upon the approval of the 33 rd Annual General Meeting of the Shareholders. This principle shall be applied until the Annual General Meeting of the Shareholders shall adopt the resolution otherwise.
3	34 th Shareholders	18 April 2008	It was approved to pay meeting allowance to the Board of Directors and the Executive Committee at the amount not exceeding 6 million Baht per year and shall be effective upon the approval of the 34 th Annual General Meeting of the Shareholders. This principle shall be applied until the Annual General Meeting of the Shareholders shall adopt the resolution otherwise.
4	35 th Shareholders	17 April 2009	<p>It was approved to pay remuneration to the directors and the persons assigned by the Board of Directors for the year 2009 as follows:</p> <ol style="list-style-type: none"> 1. the meeting allowance shall not exceed Baht 6 million per annum; 2. The annual allowance for the Chairman shall be Baht 160,000 per annum, and for each director shall be bath 120,000 per annum; and 3. Bonus at the rate of 1.5 percent of the normal annual dividend payable at the ratio of the Chairman : each director at 6:3; <p>provided that the regulations in respect of the payment of the remuneration to the directors and the persons assigned by the Board of Directors shall be in full force and effect as from the date on which it is approved by the Annual General Meeting of the Shareholders No. 35 until further amendment.</p>

Appointment of Auditor for 2010 and Approval of Audit Fee

In 2010 the Management proposed the experienced and qualified auditor firm to propose their service and required fee for the Audit Committee's consideration. The Audit Committee has considered and approved to appoint ANS Audit Co., Ltd. as the Company's auditor for 2010 at the audit fee of Baht 740,000 which is inclusive of single and consolidated audit report. The aforementioned fee increased from 2009 audit fee at the amount of Baht 135,000 or 22.31%. Please note that ANS Audit Co., Ltd. has been the auditor both of the Company and its subsidiary for 5 years as of 2005-present. As at the year 2009, the annual audit fee was 605,000 Baht and, in 2008, the annual audit fee was 540,000 Baht.

Mr. Atipong Atipongsakul

Education and qualification

- Certified Public Accountant of Thailand No.3500
- Member of The Institute of Certified Accountants and Auditors of Thailand
- Instructor, lecturer and guest speaker
- MBA, Thammasat University
- BBA in Accounting, Thammasat University
- SEC Authorized Auditor
- Board Member of Auditing Standards of Federation of Accounting Professions (FAP)

Experience

2000-Present Director and partner of ANS Audit Co.,Ltd

1992-2000 Partner of KPMG - Bangkok

Relationship and/or stakeholder of the auditors with the Company/ subsidiary/ management/ major shareholder or other related person with the aforementioned person

-None-

Mr. Banjong Pichayaprasat

Education and qualification

- Certified Public Accountant of Thailand No.7147
- Member of The Institute of Certified Accountants and Auditors of Thailand
- BBA in Accounting, Rajamangala University of Technology Krungthep
- MBA, Chulalongkorn University
- SEC Authorized Auditor

Experience

Mr. Banjong Pichayaprasat has formerly worked with AMC office Co.,Ltd. during October 1999- March 2005.

Currently he is the partner of ANS Audit Co.,Ltd.

Relationship and/or stakeholder of the auditors with the Company/ subsidiary/ management/ major shareholder or other related person with the aforementioned person

-None-

Mr. Thiridthong Thepmongkorn

Education and qualification

- Certified Public Accountant of Thailand No.3787
- Member of The Institute of Certified Accountants and Auditors of Thailand
- BBA in Accounting, Thammasat University
- MAP, Thammasat University
- MBA, Thammasat University
- SEC Authorized Auditor

Experience

2009-Present Partner of ANS Audit Co., Ltd.

1994-2009 Partner of KPMG-Bangkok

Relationship and/or stakeholder of the auditors with the Company/ subsidiary/ management/ major shareholder or other related person with the aforementioned person

-None-

Stamp duty 20 Baht

Proxy Form A (Standard Form)

Written at

Date.....

(1) I/We Nationality.....residing at
 Road.....Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
 Post Code.....

(2) being a shareholder of MFC Asset Management Public Company Limited, holding the total amount ofshares.

(3) do hereby appoint

1.age.....year, residing at.....Road.....
 Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
 Post Code.....
2. Mr. Surathian Chakthranont, MFC's independent director, age 58 years, residing at No. 101/9, Soi Paholyothin 32, Paholyothin Road, Kwaeng Lardyao, Khet Jatuchak, Bangkok 10900.
3. Mr. Adisorn Thananan-narapool, MFC's independent director, age 55 years, residing at No. 24/6 Wat Rajasingkorn, Charoenkrung Road, Kwaeng Wat Prayakrai, Khet Bangkorleam, Bangkok.
4. Mr. Krit Umpote, MFC's independent director, age 69 years, residing at No.55/268, Mueng Thong Thanee Project 5, Soi 2, Changwattana Rd., Kwaeng Pakkret, Nontaburi.
5. Mr. Boonchai Chokwatana, MFC's independent director, age 62 years, residing at No. 22,Sukumvit Rd., Kwaeng Bangchak, Khet Prakanong, Bangkok 10260.

as only one of my/our Proxy to attend and vote on my/our behalf at the 36th Annual General Meeting of the shareholders to be held on Tuesday 20 April 2010 at 3:30 p.m. at the Conference Room, 23rd Floor, 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor
 ()

Signature.....The Proxy
 ()

Note:

A shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

**Please process in accordance with
 "Conditions and Procedures for Registration and Proxy Appointment" (Attachment 8)**

PROXY FORM B (SPECIFIC PROXY)

Written at

Date.....

(1) I/WeNationality.....residing at
Road.....Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
Post Code.....

(2) being a shareholder of MFC Asset Management Public Company Limited, holding the total amount ofshares. with the voting rights of.....votes as follows:
ordinary share.....shares with the voting rights ofvotes

(3) do hereby appoint

- 1.age.....year, residing at.....Road.....
Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
Post Code.....
- 2. Mr. Surathian Chakthranont, MFC's independent director, age 58 years, residing at No. 101/9, Soi Paholyothin 32, Paholyothin Road, Kwaeng Lardyao, Khet Jatuchak, Bangkok 10900.
- 3. Mr. Adisorn Thananan-narapool, MFC's independent director, age 55 years, residing at No. 24/6 Wat Rajasingkorn, Charoenkrung Road, Kwaeng Wat Prayakrai, Khet Bangkorleam, Bangkok.
- 4. Mr. Krit Umpote, MFC's independent director, age 69 years, residing at No.55/268, Mueng Thong Thanee Project 5, Soi 2, Changwattana Rd., Kwaeng Pakkret, Nontaburi.
- 5. Mr. Boonchai Chokwatana, MFC's independent director, age 62 years, residing at No. 22,Sukumvit Rd., Kwaeng Bangchak, Khet Prakanong, Bangkok 10260.

as only one of my/our Proxy to attend and vote on my/our behalf at the 36th Annual General Meeting of the shareholders to be held on Tuesday 20 April 2010 at 3:30 p.m. at the Conference Room, 23rd Floor, 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

(4) I/We hereby authorize my/our Proxy to cast the votes according to my/our intentions as follows:

Agenda 1 To certify the Minutes of the 35th Annual General Meeting of Shareholders held on April 17, 2009

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 2 To acknowledge the 2009 performance statements

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 3 To adopt the audited 2009 balance sheet and income statements

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 4 To consider and approve the 2009 profit allocation

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 5 To consider and approve the election of Directors in replacement of those who are retired by rotation

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 To appoint directors as a whole
 Approve Disapprove Abstain

- To appoint each director individually
1. Name of Director : Mr. Bee Taechaubol
 Approve Disapprove Abstain
2. Name of Director : Mr. Krisada Chinavicharana
 Approve Disapprove Abstain
3. Name of Director : Mr. Boonchai Chokwatana
 Approve Disapprove Abstain
4. Name of Director : Mr. Krit Umpote
 Approve Disapprove Abstain
5. Name of Director : Mr. Surathian Chakthranont
 Approve Disapprove Abstain

Agenda 6 To consider the 2010 allowance and remuneration of directors and other committees appointed by the board of directors

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 7 To consider and appoint the 2010 company auditors and fix the audit fee

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda 8 Other business (if any)

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

(5) Vote of the Proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) In case I/we do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deem appropriate.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor
()

Signature.....The Proxy
()

Note:

1. A shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Grantor in the Regular Continued Proxy Form B. as enclosed.

**Please process in accordance with
“Conditions and Procedures for Registration and Proxy Appointment” (Attachment 8)**

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of MFC Asset Management Public Company Limited

The 36th Annual General Meeting of the Shareholders to be held on Tuesday 20 April 2010 at 3:30 p.m. at the Conference Room of the Company, 23rd Floor, Column Tower, 199 Ratchadapisek Road, Khlongtoey, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re: Appointment of Directors (continued).....
Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

**Please process in accordance with
“Conditions and Procedures for Registration and Proxy Appointment” (Attachment 8)**

PROXY FORM C (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

Date.....

(1) I/WeNationality.....residing at
 Road.....Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
 Post Code..... acting as the custodian for.....
 being a shareholder of MFC Asset Management Public Company Limited, holding the total amount of
shares. with the voting rights of.....votes as follows:
 ordinary share.....shares with the voting rights ofvotes

(2) do hereby appoint

- 1.age.....year, residing at.....Road.....
 Tumbon/Kwaeng.....Amphoe/Khet.....Province.....
 Post Code.....
- 2. Mr. Surathian Chakthranont, MFC's independent director, age 58 years, residing at No. 101/9,
 Soi Paholyothin 32, Paholyothin Road, Kwaeng Lardyao, Khet Jatuchak, Bangkok 10900.
- 3. Mr. Adisorn Thananan-narapool, MFC's independent director, age 55 years, residing at No.
 24/6 Wat Rajasingkorn, Charoenkrung Road, Kwaeng Wat Prayakrai, Khet Bangkokleam,
 Bangkok.
- 4. Mr. Krit Umpote, MFC's independent director, age 69 years, residing at No.55/268, Mueng
 Thong Thanee Project 5, Soi 2, Changwattana Rd., Kwaeng Pakkret, Nontaburi.
- 5. Mr. Boonchai Chokwatana, MFC's independent director, age 62 years, residing at No.
 22,Sukumvit Rd., Kwaeng Bangchak, Khet Prakanong, Bangkok 10260.

as only one of my/our Proxy to attend and vote on my/our behalf at the 36th Annual General Meeting of
 the shareholders to be held on Tuesday 20 April 2010 at 3:30 p.m. at the Conference Room, 23rd Floor,
 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110 or on such other date and at
 such other place as may be adjourned or changed.

(3) I/We authorize my/our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.
- The Proxy is authorized for certain shares as follows:
 - Ordinary share..... Shares, entitling to vote.....votes
 - Total entitled vote.....votes.

(4) I/We hereby authorize my/our Proxy to cast the votes according to my/our intentions as follows:

- Agenda 1** To certify the Minutes of the 35th Annual General Meeting of Shareholders held on
 April 17, 2009
 - (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 2** To acknowledge the 2009 performance statements
 - (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 3** To adopt the audited 2009 balance sheet and income statements
 - (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 4** To consider and approve the 2009 profit allocation
 - (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 5** To consider and approve the election of Directors in replacement of those who are
 retired by rotation
 - (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 - To appoint directors as a whole
 - Approve.....votes Disapprove.....votes Abstain.....votes

- To appoint each director individually
1. Name of Director : Mr. Bee Taechaubol
 Approve Disapprove Abstain
2. Name of Director : Mr. Krisada Chinavicharana
 Approve Disapprove Abstain
3. Name of Director : Mr. Boonchai Chokwatana
 Approve Disapprove Abstain
4. Name of Director : Mr. Krit Umpote
 Approve Disapprove Abstain
5. Name of Director : Mr. Surathian Chakthranont
 Approve Disapprove Abstain
- Agenda 6** To consider the 2010 allowance and remuneration of directors and other committees appointed by the board of directors
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 7** To consider and appoint the 2010 company auditors and fix the audit fee
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 8** Other business (if any)
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve.....votes Disapprove.....votes Abstain.....votes

(5) Vote of the Proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) In case I/we do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deem appropriate.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor
()

Signature.....The Proxy
()

Note:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing custodian in Thailand.
2. The following documents shall be attached with the Proxy Form:
 - (1) Power of Attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. A shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Grantor in the Regular Continued Proxy Form C. as enclosed.

**Please process in accordance with
“Conditions and Procedures for Registration and Proxy Appointment” (Attachment 8)**

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of MFC Asset Management Public Company Limited

The 36th Annual General Meeting of the Shareholders to be held on Tuesday 20 April 2010 at 3:30 p.m. at the Conference Room of the Company, 23rd Floor, Column Tower, 199 Ratchadapisek Road, Khlongtoey, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re:.....
 (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with on my/our following instruction:
 Approve Disapprove Abstain

Agenda No.....Re: Appointment of Directors (continued).....
Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

Name of Director :.....
 Approve Disapprove Abstain

**Please process in accordance with
“Conditions and Procedures for Registration and Proxy Appointment” (Attachment 8)**

Conditions and Procedures for Registration and Proxy Appointment

1. Conditions and Procedures for Registration
 - 1.1 The Company will register a shareholder's name for attending the meeting, which he identifies himself and his name at the place specified in the notice of the meeting during the registration time until the meeting starts.
 - 1.2 A shareholder who is a Thai or a foreign individual attending the meeting in person or as proxy must identify himself by showing one of these identification cards: citizen I.D., civil servant I.D., state enterprise I.D., passport, or any I.D. cards with photograph issued by a government agency.
 - 1.3 Authorized representative of a shareholder who is a Thai or a foreign juristic person attending the meeting in person must show the company affidavit or any other evidence of being a juristic person or a copy of the said document certified by the Registrar (issued not more than 6 months), and evidence of authorization to act on behalf of the juristic shareholder and his identification card stipulated in 1.2.
2. Conditions and Procedures for Proxy Appointment
 - 2.1 In the case that the person appointing the proxy is an individual and resident of Thailand, the Proxy must provide the following documents:
 - 2.1.1 Proxy form (see Attachment 3)
 - 2.1.2 A certified copy of the identification card (in 1.2) of the Grantor and the Proxy.
 - 2.2 In the case that the person appointing the proxy is an individual and resident of a foreign country, the Proxy must provide the following documents:
 - 2.2.1 Proxy form (see Attachment 3)
 - 2.2.2 A certified copy of the identification card (in 1.2) of the Grantor and the Proxy.
 - 2.2.3 The evidence required in 2.2.1 and 2.2.2 must be certified by the Thai Consul or a notary public or a person authorized by relevant local law.
 - 2.3 In the case that the person appointing the proxy is a juristic person incorporated in Thailand, the Proxy must provide the following documents:
 - 2.3.1 Proxy form (see Attachment 3)
 - 2.3.2 A certified copy of the company affidavit certified by the Registrar, Ministry of Commerce (issued not more than 6 months).
 - 2.3.3 A certified copy of the identification card (in 1.2) of the Grantor.
 - 2.3.4 A certified copy of the identification card (in 1.2) of the Proxy.
 - 2.4 In the case that the person appointing the proxy is a juristic person incorporated abroad, the Proxy must provide the following documents:
 - 2.4.1 Proxy form (see Attachment 3)
 - 2.4.2 Company affidavit (original or copy) or evidence of being a juristic person together with evidence of who has authority to sign the proxy form.
 - 2.4.3 A certified copy of the identification card (in 1.2) of the Grantor.
 - 2.4.4 Evidence required in 2.4.1 to 2.4.3 must be certified by the Thai Consul or a notary public or a person authorized by the governing local law.
 - 2.4.5 A certified copy of the identification card (in 1.2) of the Proxy.
 - 2.5 In the case of appointment of proxy especially foreign shareholders, the Proxy should register early to facilitate inspection of necessary evidence.
 - 2.6 The time for inspection of evidence is between 1:30 p.m. to 3.30 p.m., after which time the registration will be closed. The Company Chairman has discretionary right to extend the registration time.

Biographical data of Independent Directors for proxy**1. Mr. Surathian Chakthranont**

Position : Independent Director and Chairman of the Risk Management Committees
Age : 58
Nationality : Thai
Address : No. 101/9, Soi Paholyothin 32, Paholyothin Road, Kwaeng Lardyao, Khet Jatuchak, Bangkok 10900.

Holding the share(s) in the Company : -None-
Family relationship : -None-
Criminal offense record during the past 10 years : -None-
Interest in any agendas: -None-

**2. Mr. Adisorn Thananan-narapool**

Position : Independent Director and Chairman of the Audit Committee
Age : 55
Nationality : Thai
Address : No. 24/6 Wat Rajasingkorn, Charoenkrung Road, Kwaeng Wat Prayakrai, Khet Bangkorleam, Bangkok.

Holding the share(s) in the Company : -None-
Family relationship : -None-
Criminal offense record during the past 10 years : -None-
Interest in any agendas: -None-

**3. Mr. Krit Umpote**

Position : Independent Director, Audit Committee member and Nomination and Remuneration Committee Member
Age : 69
Nationality : Thai
Address : No.55/268, Mueng Thong Thanee Project 5, Soi 2, Changwattana Rd., Kwaeng Pakkret, Nontaburi.

Holding the share(s) in the Company : -None-
Family relationship : -None-
Criminal offense record during the past 10 years : -None-
Interest in any agendas: -None-

**4. Mr. Boonchai Chokwatana**

Position : Independent Director, Audit Committee member and Nomination and Remuneration Committee Member
Age : 62
Nationality : Thai
Address : No. 22,Sukumvit Rd., Kwaeng Bangchak, Khet Prakanong, Bangkok 10260.

Holding the share(s) in the Company : -None-
Family relationship : -None-
Criminal offense record during the past 10 years : -None-
Interest in any agendas: -None-
Interest in any agendas: -None-

The Boards of Directors' Annual Report

MFC Asset Management Public Company Limited (MFC), Business type: fund management, provident fund management, private fund management and Registrar.

Head office address : G and 21st – 23rd Floors, 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110.

Branch office address : Changkwattana Branch located at No.99, Moo 2, 4/F Central Changwattana Tower, Room No.440/1, Changwattana Rd., Bangtalad, Pakkred, Nontaburi Province.

Registered capital : ordinary shares 120,000,000 shares value at Baht 1 each.

Subsidiary Company:

- MF Holding Company Limited (MFH) located at G and 21st – 23rd Floors, 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110.(MFC holds 99.99% of MFH's ordinary shares which is partially paid up at 25% of its registered capital Bath 2,000 million, amounting to Baht 500,074,930)
- MFC Real Estate Asset Management Company Limited (MRAM) located at G and 21st – 23rd Floors, 199 Column Tower, Ratchadaphisek Road, Klongtoey, Bangkok 10110.(MFH holds 99.99% of MRAM's ordinary shares which is partially paid up at 25% of its registered capital Bath 1 million, amounting to Baht 229,983.90)
- MFC Advisory Co., Ltd. (MFCA) located at 21st Floor, 199 Column Tower, Ratchadaphisek Road, Klongtoey, (MFH holds 99.99% of MFCA's ordinary shares which is partially paid up at 60% of its registered capital Bath 20 million, accounting for Bath 11,999,955)

Affiliated Company:

Thai Exim Internation Co.,Ltd (Thai EXIM) located at No. 1193, Exim Building, Paholyothin Rd., Samsen Nai, Phayathai, Bangkok.(MFH holds 48.99% of MFH's ordinary shares which is partially paid up at 25% of its registered capital Bath 35 million, amounting to Baht 4,286,750)

Report of the Shares of MFC Asset Management Public Co.,Ltd. held by the Board of Directors for 2008

Name	Position	Number of Share	Par Value	Remark
1. Mr. Narongchai Akrasanee	Chairman	-	-	
2. Mr. Chakkrit Parapuntakul	Director	-	-	
3. Mr. Manas Jamveha	Director	-	-	Until 17 Apr 09
4. Mrs. Danucha Yindeepit	Director	-	-	As of 1 Apr 09 – 1 Dec 09
5. Mrs. Yajai Pattanasukwasun	Director	-	-	Approved by the Board of Directors' Meeting No. 2/2553 dated 27 Feb 10
6. Mr. Lersak Chuladesa	Director	-	-	As of 17 Apr 09
7. Mr. Visit Vongruamlarp	Director	-	-	As of 17 Apr 09
8. Mr. Yongyuth Tariyo	Director	-	-	
9. Miss Choomporn Ratamongkol	Director	-	-	Until 27 Mar 09
10. Mr. Boonsak Chiempricha	Director	-	-	Until 27 Feb 09
11. Mr. Sadawut Taechaubol	Director	-	-	As of 17 Apr 09
12. Mr. Ben Taechaubol	Director	-	-	
13. Mr. Adisorn Thananan-narapool	Director	-	-	
14. Mr. Surathian Chakthranont	Director	-	-	
15. Mr. Krit Umpote	Director	-	-	
16. Mr. Boonchai Chokwatana	Director	-	-	
17. Mr. Prapan Siriratthamrong	Director	-	-	Until 17 Apr 09
18. Mr. Pichit Akrathit	President	-	-	

The Company Article of Association as relevant to the Meeting

CHAPTER 5 GENERAL MEETING OF SHAREHOLDERS

30. The board of directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four (4) months of the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to in the above paragraph shall be called extraordinary meeting.

The board of directors may call an extraordinary general meeting whenever the board of directors deems appropriate. The board of directors shall call an extraordinary meeting within one month upon the receipt of request specifying reasons for calling the meeting from shareholders holding shares altogether not less than one-fifth of the total number of shares sold or the shareholders not less than twenty-five (25) persons altogether holding shares not less than one-tenth of the total number of shares sold.

31. In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.
32. In the meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (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 one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholder, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholder, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

33. In the meeting of shareholder, the shareholders may authorize other persons as proxies to attend and vote at the meeting on their behalf. The proxy shall be dated and have the signature of the shareholder and in the form as stipulated by the registrar.

This proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board at the meeting venue before attending the meeting.

34. A resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or material parts of the business of the Company, the assignment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum of Association or Articles of Association;
 - (e) the increase or decrease of the capital of the company or issuance of derivative;
 - (f) the amalgamation or dissolution.

Map of MFC Asset Management Public Company Limited

