


**Invitation to the 2019 Annual General Meeting of Shareholders
Finansia Syrus Securities Public Company Limited**

Thursday April 25, 2019 at 2.00 p.m.
at Platinum Hall, 3rd Floor Grand Mercure Bangkok Fortune Hotel
1 Fortune Town Tower, Ratchadaphisek Road,
Din Daeng District, Bangkok.



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**Invitation to the 2019 Annual General Meeting of Shareholders
Finansia Syrus Securities Public Company Limited**

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of Finansia Syrus Securities Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018;
 2. Annual Report 2018 in QR Code format;
 3. Profiles of candidates nominated for election as directors in replacement of those who are due to retire by rotation;
 4. Profiles of the proposed auditors for the year 2019;
 5. Profiles of independent directors proposed by the Company to act as a proxy for shareholders;
 6. Articles of Association of the Company in relation to a general meeting of shareholders
 7. Guidelines for vote casting, counting, and notification of voting results;
 8. Details of documents or evidences to be presented before attending the meeting;
 9. Proxy Form A and Form B; and
 10. Map of the meeting venue.

The Board of Directors' Meeting of Finansia Syrus Securities Public Company Limited (the "Company"), held on Tuesday, February 12, 2019, resolved to approve the calling of the 2019 Annual General Meeting of Shareholders on **Thursday, April 25, 2019 at 2:00 p.m., at Platinum Hall, 3rd Floor, Grand Mercure Fortune Bangkok Hotel, No. 1 Fortune Town Tower, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok**, to consider the agenda items as follows:

Agenda Item 1 To certify the Minutes of the 2018 Annual General Meeting of Shareholders

The 2018 Annual General Meeting of Shareholders was held by the Company on April 24, 2018, as detailed in the Minutes of the 2018 Annual General Meeting of Shareholders (Enclosure 1), a copy of which was delivered to all shareholders together with the invitation letter to the meeting. Therefore, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to certify the Minutes of the 2018 Annual General Meeting of Shareholders

Opinion of the Board of Directors:

The Board of Directors considered that it was deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to certify the Minutes of the 2018 Annual General Meeting of Shareholders.

Votes required for approval:

The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 2 To acknowledge the Company's 2018 operating results

The Company has summarized the details of the report on the results of the Company's operating results and the significant changes of the Company for year ended December 31, 2018, as detailed in the 2018 Annual Report (Enclosure 2), which was delivered to all shareholders together with the invitation letter to the meeting. Therefore, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to acknowledge the Company's 2018 operating results.

Opinion of the Board of Directors:

The Board of Directors considered that the 2018 Annual Report of the Company was accurate, complete, and sufficient. Therefore, the Board of Directors deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to acknowledge the Company's 2018 operating results.

Votes required for approval:

This agenda item is for acknowledgement and no casting vote is required.

Agenda Item 3 To approve the 2018 financial statements of the Company for the fiscal year ended December 31, 2018

Objective and rationale:

In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "**PCL Act**") and Article 40 of the Company's Articles of Association (the "**AOA**"), the Company shall prepare the balance sheet and the profit and loss statements as of the end of the fiscal year and appoint auditors to audit such balance sheet and profit and loss statements and propose them to an annual general meeting of shareholders for approval.

In this regard, the Company has prepared the separate financial statements of the Company and the consolidated financial statements of the Company for the fiscal year ended December 31, 2018 audited by EY Office Limited, the auditors of the Company and reviewed by the Audit Committee of the Company as detailed in the 2018 Annual Report (Enclosure 2) (page no. 34 to 86), which was delivered to all shareholders together with the invitation letter to the meeting. Therefore, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the 2018 financial statements of the Company for the fiscal year ended December 31, 2018.

A summary of the key information in comparison with the previous year are detailed as follow:

Unit: Baht million

Details from the consolidated financial statements	Fiscal year ended December 31	
	2018	2017
Total assets	4,754	5,953
Total liabilities	2,223	3,357
Total owners' equity	2,531	2,596
Total revenues	1,463	1,655
Net profit - Equity holders of the Company	(23.7)	177
Profit per share - Equity holders of the Company (Baht / share)	(0.04)	0.30

Opinion of the Board of Directors:

After due consideration, the Board of Directors deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the 2018 financial statements of the Company for the fiscal year ended December 31, 2018 which was audited by the auditors of the Company and reviewed by the Audit Committee of the Company.

Votes required for approval:

The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 4 To approve the non-allocation of the 2018 operating results as statutory reserve and the dividend payment from the unappropriated retained profits

Objective and rationale:

Pursuant to Section 116 of the PLC Act and Article 43 of the AOA stipulate that the Company is required to set aside statutory reserve at least 5 percent of net profit of the year after deducting all accumulated loss carried forward (if any) until such statutory reserve is not less than 10 percent of the registered capital of the Company.

At the present, the Company has the registered capital of Baht 930,244,840 and statutory reserve in the amount of Baht 78,640,769, representing 8.45 percent of its registered capital which remains less than 10 percent of the registered capital. However, in 2018, the Company has incurred loss from its operation in the amount of Baht 35,789,842 as detailed in the 2018 Annual Report (Enclosure 2) (page no. 34 to 86), which was delivered to all shareholders together with the invitation letter to the meeting. Therefore, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the non-allocation of the 2018 operating results as statutory reserve.

In this regard, the Company has the policy to pay dividend at the rate of not less than 40 percent of net profit in accordance with the separate financial statements after the deduction of every reserves determined by the Company. However, the dividend payment shall be changed taking into account the Company's investment plan, necessity and other appropriateness in the future.

Nevertheless, the Company has the unappropriated retained profits from the previous business operating results. Therefore, it was deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the dividend payment from the unappropriated retained profits at the dividend rate of Baht 0.06 per share, totaling Baht 34,884,181.50. In this regard, as the Company will pay dividend from the Company's net profit which is subject to the corporate income tax at the rate of 20 percent of the net profit, individual shareholders shall be entitled to the tax credits equal to 20/80 times of the dividends received.

In this regard, the Company will pay the dividend to the shareholders who are entitled to receive the dividend, whose name appeared in the shareholders' register book as at the date for determining the names of shareholders who shall be entitled to receive the dividend (Record Date) on February 28, 2019, and the payment date of the dividend on May 3, 2019.

In this respect, the right to receive the dividend from the Company is subject to the approval from the 2019 Annual General Meeting of Shareholders.

The dividend was paid by the unappropriated retained profits of the Company, in which a comparison of the dividend payment in accordance with the Company's previous operating results are as follows:

A comparison of the dividend payments from the year 2014 to the year 2018

Details of dividend payments	2018 (Proposed Year)	2017	2016	2015	2014
1. Net profit (Separate financial statements) (Baht)	(35,789,842)	88,948,467	267,503,227	162,503,285	243,679,648
2. Number of shares (share)	581,403,025	581,403,025	581,403,025	581,403,025	550,055,032
3. Dividend per share (Baht: share)	0.06	0.06	0.13	0.13	0.17
4. Total dividend (Baht)	34,884,181.50	34,884,181.50	75,582,393	75,582,393	93,509,355
5. Dividend payout ratio	N/A ⁽¹⁾	41%	30%	49%	40%

Remark: (1) the dividend payments will be paid from the Company's unappropriated retained profits.

Opinion of the Board of Directors:

The Board of Directors considered that it was deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the non-allocation of the 2018 business operating results as statutory reserve and the dividend payment from the unappropriated retained profits at the dividend rate of Baht 0.06 per share, totaling Baht 34,884,181.50 to the shareholders who are entitled to receive the dividend, whose names appear in the shareholders' register book as at the date for determining the names of shareholders who shall be entitled to receive the dividend (Record Date) on February 28, 2019, and the payment date of the dividend on May 3, 2019.

Although the dividend payment was paid by the unappropriated retained profits of the Company, the Board of Directors had duly considered the appropriateness of such dividend payment and viewed that it would not cause a significant impact on the Company's investment plan or its ordinary course of business.

Votes required for approval:

The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 5

To approve the appointment of directors in replacement of those who are due to retire by rotation

Objective and rationale:

Pursuant to Section 71 of the PCL Act and Article 18 of the AOA, at every annual general meeting of shareholders, one-third of the directors must be retired by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third of all directors shall be retired. A director who retires from his office may be re-elected.

In the 2019 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

- | | | |
|---------------------------------|--|--|
| 1) Mr. Chatchaval Jiaravanon | Director and Chairman of the Board of Directors | Held the position of director for 16 years |
| 2) Mr. Varah Sucharitakul | Director and Deputy Chairman of the Board of Directors | Held the position of director for 9 years |
| 3) Mrs. Pornpring Suksantisuwan | Director and President | Held the position of director for 10 years |

In this regard, the Company provided an opportunity for a shareholder to nominate candidates for election as directors at the 2019 Annual General Meeting of shareholders during the period of November 2, 2018 to December 28, 2018. Nevertheless, no shareholder nominated any candidates for election as directors at this meeting.

The Board of Directors (by the directors having no conflict of interest) considered the qualifications of all 3 directors who are due to retire by rotation at the 2019 Annual General Meeting of Shareholders and viewed that they have knowledge, competencies, experience and expertise that are beneficial to the operation of the Company. In addition, they have qualifications in compliance with and did not have any prohibited characteristics under the PLC Act, the Securities and Exchange Act B.E. 2535 (as amended) and the relevant regulations, and deemed it appropriate to re-elect them as directors of the Company, whereas the profiles and details of such 3 directors are provided in the profiles of candidates nominated for election as directors in replacement of those who are due to retire by rotation (Enclosure 3), which was delivered to all shareholders together with the invitation letter to the meeting. Therefore, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the appointment of directors in replacement of those who are due to retire by rotation for another term of office.

Opinion of the Board of Directors:

The Board of Directors (by the directors having no conflict of interest) had duly considered and deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the re-election of (1) Mr. Chatchaval Jiaravanon (2) Mr. Varah Sucharitakul and (3) Mrs. Pornpring Suksantisuwan as the directors of the Company for another term.

Votes required for approval:

The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Remark:

The casting vote on this agenda item is subject to Article 17 of the AOA in relation to a general meeting of shareholders (Enclosure 6), which was delivered to all shareholders together with the invitation letter to the meeting.

Agenda Item 6

To approve the remuneration of the directors and the sub-committees of the Company for year 2019

Objective and rationale:

Article 23 of the AOA stipulates that a director is entitled to receive remuneration from the Company as approved by a shareholders' meeting. The remuneration may be prescribed in a

fixed amount or in principle and the remuneration criteria may be prescribed and applicable from time to time or applicable until a shareholders' meeting resolves otherwise.

The Board of Directors considered the appropriateness of the determination of directors' remuneration and the sub-committees' remuneration of the Company based on various factors, i.e., the Company's operating results, the size of the Company's business, and the duties and responsibilities of the directors and the sub-committees, in comparison with those of other companies with a similar capitalization and in the same industry, and viewed that the remuneration of the directors and the sub-committees for year 2019 shall be as follows:

(1) Monetary Remuneration

Meeting allowance to pay the meeting allowance as follows:

Meeting Allowance	Year 2019	Year 2018
The Board of Directors		
Chairman	Baht 50,000 / meeting (the same rate)	Baht 50,000 / meeting
Deputy Chairman	Baht 30,000 / meeting (the same rate)	Baht 30,000 / meeting
Non-executive Directors	Baht 20,000 / person / meeting (the same rate)	Baht 20,000 / person / meeting
Sub-committees		
The Audit Committee		
Chairman	Baht 40,000 / meeting (the same rate)	Baht 40,000 / meeting
Member	Baht 20,000 / person / meeting (the same rate)	Baht 20,000 / person / meeting
The Executive Committee		
Chairman of the Executive Committee	Baht 40,000 / meeting	None
Executive Committee Member	Baht 20,000 / person / meeting	None
The IT Security Committee		
Chairman of the IT Security Committee	Baht 40,000 / meeting	None
IT Security Committee Member	Baht 20,000 / person / meeting	None
The other Sub-committees which shall be appointed by the Board of Directors as deemed necessary		
Chairman	Baht 40,000 / meeting	None
Member	Baht 20,000 / person / meeting	None

Meeting Allowance	Year 2019	Year 2018
Other committees		
The Meeting allowance for directors attending the Meeting of Management Committees and other committees which the Executive Committee may appoint as deemed necessary in the future		
Chairman		Baht 20,000 / meeting
Member		Baht 10,000 / person / meeting

Remark Director who holds an executive position shall not be entitled to receive a meeting allowance

Directors' Bonus: To pay the bonus to the directors and the sub-committees in the amount of not exceeding Baht 10,000,000 to reward their performances for the operating results of the Company for the fiscal year ended December 31, 2018, in which the Board of Directors will be responsible for the allocation of such amount.

Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2018
Not exceeding Baht 10 million	Not exceeding Baht 10 million (Actual payment of 2 million)

- (2) Other benefits
– None –

Opinion of the Board of Directors:

The Board of Directors had duly considered and deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the remuneration of the directors and the sub-committees of the Company for the year 2019 as detailed above. In this regard, for the fiscal year ended December 31, 2018, the Company paid the remuneration and bonus to the Board of Directors (excluding director who holds an executive position) in the amount of Baht 2,590,000, as detailed in the 2018 Annual Report (Enclosure 2) (page no. 149), which was delivered to all shareholders together with the invitation letter to the meeting.

Votes required for approval:

The resolution of this agenda item requires a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda Item 7 To approve the appointment of auditors and the determination of the audit fee for the year 2019

Objective and rationale:

Pursuant to Section 120 of the PLC Act and Article 37 of the AOA, auditors shall be appointed, and audit fee shall be determined by an annual general meeting of shareholders. In this regard, the Company deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the appointment of the auditors from EY Office Limited as the Company's auditors for the fiscal year ended December 31, 2019, with the following details:

- 1) To appoint the following auditors from EY Office Limited to be the auditors of the Company, where any of the following auditors will be authorized to review and give opinion on the Company's financial statements:

- | | |
|----------------------------|--|
| (1) Miss Ratana Jala | Certified Public Account No. 3734 and/or |
| (2) Miss Somjai Khunapasut | Certified Public Account No. 4499 and/or |
| (3) Mrs. Nonglak Pumnoi | Certified Public Account No. 4172 |

In the case that any of the auditors mentioned above are unable to perform their duties, EY Office Limited shall be authorized to appoint any of its auditors to be the Company's auditors in replacement of such auditors.

These 3 auditors are independent, and have no relationship and/or any interest with the Company, subsidiary, executives or major shareholders or related person thereof as detailed in profiles of the proposed auditors for the year 2019 (Enclosure 4)

- 2) To approve the determination of the audit fees for the fiscal year ended December 31, 2019, in the amount of Baht 2,150,000

- 3) To acknowledge the appointment of the auditors from EY Office Limited to be the auditors of FSS International Investment Advisory Securities Company Limited, the Company's subsidiary, for the year 2019 and the determination of the audit fees in the amount of Baht 400,000 and the appointment of the following auditors to review and give opinion on the statements of the subsidiary:

- | | |
|----------------------------|--|
| (1) Miss Ratana Jala | Certified Public Account No. 3734 and/or |
| (2) Miss Somjai Khunapasut | Certified Public Account No. 4499 and/or |
| (3) Mrs. Nonglak Pumnoi | Certified Public Account No. 4172 |

In this regard, the audit fees of the Company and its subsidiary were higher than those for the previous year. The details of which are as follows:

Details of the Company's audit fees in comparison between in 2019 – 2018

Unit: Baht

No.	Auditor Fees	Year 2019 (the proposed year)	Year 2018
1.	For reviewing the financial statements for the first quarter of year	250,000	225,000
2.	For auditing the financial statements for the six-months period	590,000	480,000
3.	For reviewing the financial statements for the third quarter of year	250,000	225,000
4.	For auditing the financial statement of the fiscal year	650,000	570,000
5.	For adoption of IFRS 9	350,000	-
6.	For issuing the financial statement (Clearance)	60,000	60,000
Total		2,150,000	1,560,000

In this respect, the audit fees mentioned above do not include any fees of non-audit services.

Remarks:

1. Pursuant to the Notification of the Securities and Exchange Commission no. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers dated October 22, 2013 (as amended) stipulates that a listed company shall rotate an auditor who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of the company for seven consecutive fiscal years. In such case, the former auditor may be re-appointed after terminating the office of not less than five consecutive fiscal years.
2. The auditors as proposed previously were appointed to be the Company's auditor as follows:

Name of auditors	Appointed to be the Company's auditor	Signed in the Company's financial statement
1. Ms. Ratana Jala	2012 - 2017	2017-2018
2. Ms. Somjai Khunapasut	2012 - 2017	Never
3. Mrs. Nonglak Pumnoi	2016 - 2017	Never

Opinion of the Audit Committee:

The Audit Committee considered the audit fees for the fiscal year ended December 31, 2019 and viewed that it was appropriate and suitable for the scope of audit by taking into account the Company's business expansion and by comparing with other companies in the same industry as audit fees are similar to those of the companies in the same industry.

Opinion of the Board of Directors:

The Board of Directors considered the recommendations of the Audit Committee and deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the appointment of (1) Miss Ratana Jala, Certified Public Account No. 3734, and/or (2) Miss Somjai Khunapasut, Certified Public Account No. 4499, and/or (3) Mrs. Nonglak Pumnoi, Certified Public Account No. 4172, to be the auditors of the Company for the year 2019, and the determination of the audit fees for year 2019 in the amount of Baht 2,150,000, and the acknowledgement of the appointment of the same auditors for the Company's subsidiary, where the audit fees was determined in the amount of Baht 400,000, as detailed above.

Votes required for approval:

The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda Item 8 To Consider other business (if any)

The Company would like to invite shareholders to attend the 2019 Annual General Meeting of Shareholders at the date, time, venue as mentioned above where the registration will commence from 12.00 p.m. onwards.

For your convenience, if any shareholders wish to appoint a proxy to attend and cast the vote at the meeting on your behalf, please complete and duly Form A or Form B (Enclosure 9), which was delivered to all shareholders together with the invitation letter to the meeting or alternatively you may download such Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.fnsyrus.com. Please duly execute only one of the three Proxy Forms.

In addition, you may appoint an Independent Director, which the profiles of the Independent Directors for appointment as a proxy, namely, (1) Pol. Lt. Gen. Visanu Prasattongsoth, (2) Mr. Kittisak Bencharit, (3) Mr. Phaiboon Siripanoosathien the details of which appear in profiles of the independent directors proposed by the Company to act as a proxy for shareholders (Enclosure 5), which was delivered to all shareholders together with the invitation letter to the meeting.

In addition, you are kindly requested to submit the completed Proxy Form or evidences as specified to the Company by Wednesday, April 24, 2019. For your convenience, the Company will facilitate in affixing the stamp duty for the registration of attending the Meeting.

Sincerely Yours,
Finansia Syrus Securities Plc.

A handwritten signature in black ink, appearing to be 'Chatchaval Jiaravanon', written in a cursive style.

(Mr. Chatchaval Jiaravanon)
Chairman of the Board

- Remarks:**
1. The invitation letter and other attachments are published on the Company's website (www.fnsyrus.com). Shareholders can send questions about the agenda items or other information of the Company in advance via E-mail address: companysecretary@fnsyrus.com or registered post to the office of the Company Secretary and Shareholders Engagement, Finansia Syrus Securities Plc., No. 999/9, The Offices at Central World, 18th Floor, Rama 1 road, Pathumwan District, Bangkok 10330 or fax to 02-658-9110 with the shareholder's information to contact back.
 2. For shareholders with companions, please be informed that your companions are welcome to join the guest area during the meeting that the Company provides separately.

For more information please contact

Ms. Phatra Kanchanapraphat, or Mrs. Siripa Laohawarutchai, or
Ms. Prapatsorn Chaiyarak, Office of the Company Secretary and
Shareholders Engagement

Finansia Syrus Securities Plc.

Tel: 0 2658 9104, 0 2658 9124-25

Fax: 0 2658 9110

-Translation-

**Minutes of the 2018 Annual General Meeting of Shareholders
Finansia Syrus Securities Public Company Limited**

Date and Time: Tuesday April 24, 2018, at 2.00 p.m.
Venue: Platinum Hall, 3rd Floor, Grand Mercure Fortune Bangkok,
 No. 1, Fortune Town Tower, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng
 District, Bangkok 10400

Preliminary Proceeding

Mr. Chatchaval Jiaravanon, the Chairman of the Board of Directors, acting as Chairman of the Meeting (the “**Chairman**”) of Finansia Syrus Public Company Limited (“**the Company**”) reported to the 2018 Annual General Meeting (the “**Meeting**”) that from the names which appeared in the shareholders’ register book on the record date of March 7, 2018, the Company has 1,998 shareholders, in which 16 shareholders attended the Meeting in person and 24 shareholders attended by proxy, adding up to 40 shareholders in total representing 395,250,361 shares, equivalent to 66.77685 percent of the Company’s total issued and paid-up shares, thus, constituting a quorum according to Section 103 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (“**Public Limited Company Act**”) and Article 34 of the Articles of Association of the Company, which specified that a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty-five persons or at least half of the total number of shareholders, representing not less than one-third of the total number of the shares sold. The Chairman then declared the Meeting duly convened.

Miss Kanokporn Khumsa-Ang acting as the Master of Ceremony (the “**MC**”) of the Meeting introduced the Board of Directors of the Company, executives and advisors attended at the Meeting as follows:

Directors

1. Mr. Chatchaval	Jiaravanon	Chairman of the Board of Directors
2. Mr. Varah	Sucharitakul	Deputy Chairman of the Board of Directors
3. Mr. Chuangchai	Nawongs	Director and Chief Executive Officer (the “ CEO ”)
4. Mr. Somphop	Keerasuntonpong	Director and President
5. Mrs. Pornpring	Suksantisuwan	Director and President
6. Mr. Yang	Liu	Director
7. Pol.Lt.Gen. Visanu	Prasattongsoth	Independent Director, and Chairman of the Audit Committee
8. Mr. Phaiboon	Siripanoosatien	Independent Director, and Member of the Audit Committee

9. Mr. Kittisak Bencharit Independent Director, and Member of the Audit Committee

Remark: The proportion of Directors attending the meeting is 100 percent

Executives

1. Miss Supin	Suravichai	Chief Risk and Compliance Officer
2. Miss Chorpetch	Riamdee	Chief Financial Officer
3. Mrs. Parichart	Khantasima	Senior Executive Vice President Compliance Department, and Secretary of the Audit Committee
4. Mr. Praphan	Thitiphoomdecha	Executive Vice President, Internal Audit Department
5. Miss Jitkanueng	Saengcheewong	Executive Vice President, Head of Human Resource Department
6. Miss Pantuporn	Mahangsa	Vice President, Executive Office
7. Miss Phatra	Kanchanaphat	The Company Secretary

Other Attendees

External auditor from EY Office Company Limited

1. Miss Rattana	Jala
2. Miss Natnicha	Aramtienthamrong

Lawyer from The Capital Law Office Limited

1. Mr. Paradorn	Leosakul	Partner
2. Miss Vanida	Thaneepanichskul	Counsel
3. Miss Saranya	Sakulpichetrat	Associate (Acted as voting inspector)

Everyone was present at the Meeting and prepared to provide further clarification and information to any questions raised by the shareholders.

In addition, the MC invited shareholders to act as voting inspectors together with the external legal representative. However, no shareholder volunteered to be the voting inspector.

The MC then reported to the Meeting the top ten largest shareholders of the Company which the Board of Directors fixed the Record Date on March 7, 2018, to determine the shareholders entitled to attend the 2018 Annual General Meeting of Shareholders as follows:

	Major Shareholders	Number of shares held	Percentage
1.	Finansa Public Company Limited	170,269,978	29.29

	Major Shareholders	Number of shares held	Percentage
2.	Industrial and Commercial Bank of China (Thai) Public Company Limited	129,580,453	22.29
3.	Miss Chayuda Jiaravanon	33,691,611	5.79
4.	Mr. Chaval Jiaravanon	33,691,611	5.79
5.	Thai NVDR Company Limited	21,027,977	3.62
6.	Mrs. Suporn Wattanavekin	15,671,944	2.70
7.	Mr. Anucha Sihanatkathakul	15,418,599	2.65
8.	Mr. Paitoon Manasilp	7,282,021	1.25
9.	Mr. Chamroen Rungwattanaset	6,300,000	1.08
10.	Mr. Kittichai Kraikokit	6,224,700	1.07
11.	Other Shareholders	142,244,131	24.43
	Total	581,403,025	100.00

Before commencement of the agendas, the MC informed the meeting regarding the voting procedures and vote count methods for acknowledgement as follows:

1. The Company's Articles of Association defined that each shareholder or proxy is entitled to the number of votes equivalent to the number of shares that each shareholder or proxy grantor held.
2. Casting of votes shall be conducted openly.
3. Shareholders and proxies shall cast the votes of approval, disapproval, or abstention, without separating the votes into portions, except for the cast of votes from Custodian.
4. During the vote casting process for each agenda, the Chairman or his delegate will inquire for disapproval and abstention. Shareholders who vote for disapproval or abstention shall raise their hands and mark such option on their ballot cards for the officers of the Company to examine and record the votes using barcode system as well as collecting the recorded ballot cards. Shareholders who cast their votes for approval do not have to raise their hands but shall mark the approval option and return all ballot cards at the end of the Meeting. In event that shareholders granted their proxies to independent directors, independent director will cast the vote in accordance with shareholders' instructions.
5. For the vote counting process, the Company would deduct the disapproval and abstention votes from the total number of eligible votes in the Meeting for each specific agenda, and the remaining number of votes would be treated as approval votes for such agenda, in which the votes of shareholders who casted their votes on the proxy forms would be considered in this process as well.

Ballot shall be consider as void in the event of: in case shareholders or proxies do not clearly state their votes on the ballot cards such as voting for more than one option on a single ballot card, or sharing of votes (except for Custodians), or in case there is a change of vote in the ballot card without the voter's signature for confirmation.

6. The number of shareholders or proxies and votes may vary for each agenda throughout the Meeting as some of the shareholders or proxies may leave or join the meeting at any time.
7. Shareholders or proxies who wish to leave early shall return all of the ballot cards to the staff at the exit in order to deduct such votes from the total votes at the Meeting.
8. The tally of votes of each agenda would be informed at the Meeting upon the completion of the vote counting for each agenda. However, should it take time to conduct the vote counting in some agendas, the Chairman or his delegate may continue to the next agenda for the continuity of the Meeting, and will immediately inform the tally and its subsequent outcome once such process is completed.
9. Shareholders who intend to ask questions or express their opinions in the Meeting shall raise their hands, and once the Chairman or his delegate gives the permission, the shareholders shall state their full name and whether they attend the Meeting as shareholders or proxies before asking the questions or expressing their opinions.

Upon the completion of voting procedures explained by the MC, the Chairman inquired if there were any questions regarding the voting procedures and no questions were raised. The Chairman thereby commenced the Meeting and delegated to the CEO to convene the Meeting according to the agendas delivered in advance along with the invitation letter as follows:

Prior to the commencement of the Meeting, the CEO provided the report regarding major events of the Company during the year of 2017 detailed as follow;

1. On May 31, 2017, the Board of Directors resolved to approve the proposal to waive the subscription right for the newly issued share of SBI Thai Online Securities Company Limited (“**SBITO**”) to maintain liquidity in business operations, resulting in the decrease in the investment proportion of the Company from 45 percent to 40.51 percent.

2. On June 26, 2017, the Board of Directors resolved to approve the disposition of the investment in SBITO to the major shareholders of SBITO. The Company had signed the sale and purchase agreement on July 31, 2017, for 3,249,998 shares (representing 40.51 percent of SBITO’s total shares), in which the Company sold the first portion of 1,604,444 shares at 71.49 Baht per share, which amounted to Baht 115 million and used the proceeds from the disposal which was received on August 15, 2017, as working capital. The Company also has the right to dispose the rest of the investment to such buyer at the price and conditions specified in the agreement within one year from August 15, 2017, unless mutually agreed otherwise. The disposal resulted in the change of investment proportion from 40.51 percent to 20.51 percent.

3. On September 26, 2017, the Company received a credit rating of BBB+ from Fitch Rating (Thailand) Co., Ltd. for the third consecutive year.

4. On March 23, 2017, the Company launched “Finansia Hero” which is a new online trading application to meet the demand for both short-term and long-term investments. The development was made in collaboration with Kiwoom Securities, the number one securities broker of Republic of Korea.

Agenda 1 **To consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders**

The CEO reported to the Meeting that the Company had prepared the Minutes of the 2017 Annual General Meeting of Shareholders held on April 25, 2017 as detailed in the copy of the Minutes of the 2017 Annual General Meeting of Shareholders, Enclosure No.1 which had been sent to shareholders together with the Invitation Letter. The Board of Directors viewed that it was accurately recorded and contained all resolutions of the 2017 Annual General Meeting of Shareholders

The CEO then asked whether the shareholders had any question and no questions was raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be passed by a simple majority of the shareholders attending the Meeting and casting their votes, excluding abstentions. The MC also informed that in this agenda, there were 4 additional shareholders, holding 6,604,480 shares, attending the meeting. Therefore, there were 302 shareholders and proxy holders, holding 401,854,841 shares in total.

Resolution: The Meeting considered and resolved to certify the Minutes of the 2017 Annual General Meeting of Shareholders, held on April 25, 2017 as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	401,854,841	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

Agenda 2 **To acknowledge the Company's operating results for the year 2017**

The CEO reported to the Meeting that the Company had summarized the details of the Company's operating results and the significant changes of the Company for the fiscal year ended December 31, 2017 where the details of which appears in the annual report for the year 2017 in the CD-ROM form as detailed in Enclosure 2 which had been sent to shareholders together with the Invitation Letter. The details can be summarized as follows:

The CEO reported the Company's operating results for the year 2017 which can be summarized as follows:

For the securities brokerage business, the Company's market share was approximately 5 percent which ranks the Company 4th in the industry. The proportions of clients comprised 80 percent retail clients and 20 percent institutional clients. At the end of 2017, the Company had 65,201 trading accounts, of which 23,040 are active or 37 percent.

As for the investment banking business, the CEO invited Mr. Somphop Keerasuntonpong to report on this matter. Mr. Somphop reported to the Meeting that during 2017, the Company acted as the financial advisors

and participated in the underwriting of 23 securities for their Initial Public Offering (IPO), in which the Company acted as the Lead Underwriter for 4 companies, and acted as the co-underwriter for 19 companies. The total revenue from investment banking business was Baht 92.81 million, consisted of Baht 72.67 million from underwriting service and Baht 20.14 million from financial advisory service.

For the Derivative Warrants (“DW”) business, the Company achieved 2.31 percent of market share, ranking no.7 out of all securities companies. During 2017, the Company issued and offered 301 series through trading systems in the Stock Exchange (Direct Listing), which received positive responses from investors.

For 2017, the Company’s total revenue was Baht 1,655 million, decreased from Baht 1,856 million in the previous year. This was mainly due to the decline in securities brokerage commission as a result of decreased trading volume in the stock market, the decline in the Company’s market share from 5.61 percent to 5 percent and the decrease of brokerage fees from 0.12 percent to 0.10 percent. In addition, the Company faced share of losses in investments in the associated company and a joint venture due to the sales of investment in SBITO in the amount of Baht 22 million.

The Company’s revenues from other business activities increased from the previous year. The Company earned interest from Margin Loans of Baht 81 million, increased from Baht 77 million in the previous year. The Company also had Baht 10 million in profits from the changes in the investment proportion in a joint venture.

For the Company’s expenses, Personnel Expenses & Benefit amounted to Baht 903 million while Fees and Service Expenses were Baht 146 million which was lower than the previous year. Financial expenses was in the amount of Baht 31 million, increased from Baht 27 million in the previous year. The bad debts and doubtful accounts (reversal) amounted to Baht 6 million. Investment impairment loss was Baht 1 million. Meanwhile other expenses declined from the previous year of Baht 367 million to Baht 360 million. Therefore, the Company’s profits in 2017 declined in general from Baht 231 million in the previous year to Baht 177 million. The Company’s retained earnings increased from Baht 945 million in the previous year to Baht 1,045 million.

The Company’s investments stood at Baht 974 million, increased from Baht 519 million in the previous year due to Company’s issuance of DW and Block Trade. Investments in subsidiaries & associated companies decreased as a result of SBITO share sales. Intangible assets increased from Baht 35 million to Baht 235 million, due to the online trading software program that the Company developed in association with a South Korean securities company.

In addition, the Company continues to implement anti-corruption policies, in which the Company joined Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) on August 2014. After the current contract expires, the Company plans to continue participation in and supporting the CAC. The Company also received a level 4 evaluation regarding corruption prevention from Thaipat Institute in 2015.

The CEO asked the Meeting whether any shareholder had any question, and some shareholders had questions regarding the agenda as below:

- Shareholder** 1) According to the financial statements, the Company's retained earnings increased from more than Baht 900 million to more than Baht 1,000 million. What is the Company's plan to utilize the aforementioned earnings? Will it be used as a working capital for the Company's business operation or for future dividend payments?
- 2) Has the investment for software program in the previous year been completed? Will additional investments be required in the next year?
- CEO** 1) The securities brokerage business requires a significant amount of investment. The Company has adopted a tight financial policy such as limit on Margin Loan. Despite the Company's leading position in terms of market share, but only Baht 1,000 million has been extended in loans. Meanwhile, other companies with half the size of our market shares provide loans as much as Baht 3,000 - 4,000 million. As for the increased in retained earnings of over Baht 100 million, the Company intends to retain it as working capital and to reduce its borrowings.
- 2) Additional Software investments will still be necessary, although not as much as the previous year because they are mostly system maintenance and development costs. The Company will however incur a significant amount of marketing costs.
- Shareholder** Can you explain the characteristics of the DW and does the Company issue DW to sell in the market or for investment purposes? In my personal opinion, according to your report DW incurs losses for the Company. Did I understand that correctly?
- CEO** The DW transactions (also referred to as Cover Warrant in international markets) occurs whereby the Company issues DWs to investors, and hedge by purchasing the underlying shares as collateral.
- Deputy Chairman** The Company does not issue DW under its own name. However, what the Company does is, should there be listed securities which investors are interested in buying, the Company will issue DW on that security so that it will be sold as a product to the investors. This investment process does not require a large sum of capital. The DW industry has made quite a profit for the Company. In 2017, the Company made approximately Baht 97 million of profit, and Baht 42 million in the previous year. In terms of risks, suppose a security is priced in the market at 100 Baht, we can issue DW on that security and can specify how much investors are required to pay to obtain the right to purchase the said share. For example, the investor may purchase DW for 3 Baht. Therefore, suppose that share increase from 100 Baht to 110 Baht, normally the investor will make a 10 Baht profit. However, the investor only spent 3 Baht and may make a 10 Baht profit. Conversely, the investor may lose 3 Baht if the price of such share decreased. For the Company, should there be a DW issuance on risky securities, we will lock in the risk by purchasing the said share.

The CEO then asked whether the shareholders had any question and no questions were raised. The CEO informed the Meeting that this agenda was for the purpose of acknowledgement; therefore, the Meeting was not requested to cast votes on this agenda. The MC then informed the meeting that in this agenda, there was 1 additional shareholder attending the meeting. Therefore, there were 303 shareholders and proxy holders, holding 401,854,941 shares in total.

Remark: This agenda is for acknowledgement and no casting of votes is required.

Agenda 3 **To consider and approve the financial statements of the Company for the fiscal year ended December 31, 2017**

The CEO informed the Meeting that pursuant to Section 112 of the Public Limited Company Act and Article 40 of the Articles of Association of the Company which prescribes that the Company shall prepare the financial statements and comprehensive income statement at the end of each fiscal year for proposing to the Annual General Meeting of shareholders to consider and approve such financial statements. In this regard, the Company had prepared the financial statements for the fiscal year ended December 31, 2017 which had been audited by the certified auditor and reviewed by the audit committee as well as approved by the Board of Directors as detailed in Enclosure 2 which had been sent to all shareholders together with the Invitation Letter.

The CEO then asked whether the shareholders had any question and there were some questions and replies as detailed below:

- | | |
|--------------------|---|
| Shareholder | <ol style="list-style-type: none">1) Investment in intangible assets, such as Finansia Hero in the past year, must be subjected to the amortization at the beginning of the period it occurred. Do you expect the Company's retained profits to exceed the amortization cost which will incurred?2) Currently, the Company still holds around 20 percent of SBITO shares. In this regard, should the Company sell the remaining shares this year, will this result in additional losses/deficit or has this devaluation already been accounted for? |
| CEO | <ol style="list-style-type: none">1) The total Goodwill and License costs approximately amount to Baht 200 – 300 million. The amortization process will take 15 years according to the contract on purchasing rights from South Korea. Therefore, the Company will face a monthly average cost of Baht 1 – 2 million. The Company believes that it should not be difficult to make a Baht 2 million monthly profit from brokerage fees. Furthermore, the Company currently pays approximately Baht 1 million per month on online services costs to Settrade. Therefore, the Company's decision to invest in its own system will result in a superior system which will lead to more benefits.2) The Company has signed the contract in August 2017, which provides the Company with the rights to sell SBITO shares before August 2018. In this regard, the Company will not incur additional losses should we continue to sell the shares; however, if the sale goes better than expected, we will recover our losses and end up making a profit. |

The CEO then asked whether the shareholders had any further question and no additional questions were raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by a simple majority of the shareholders attending the Meeting and casting their votes, excluding abstentions. The MC also informed that in this agenda, there were no additional shareholders. Therefore, there were 303 shareholders and proxy holders, holding 401,854,941 shares in total.

Resolution: The Meeting considered and resolved to approve the financial statements of the Company for the fiscal year ended December 31, 2017, as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	401,854,841	100.00000
Disapproved	-	-
Abstained	100	-
Voided	-	-

Agenda 4 To consider and approve the appropriation of profit as legal reserves and the dividend payments in accordance with the Company's operating results for the fiscal year ended December 31, 2017

The CEO informed to the Meeting that pursuant to Section 116 of the Public Limited Company Act and Article 43 of the Articles of Association of the Company required that the Company shall set aside at least 5 percent of the annual net profit after deducting all accumulated loss carried forward (if any) as a legal reserve until such legal reserve reached at least 10 percent of the registered capital.

In addition, the Company has the annual profit from the separate financial statements for the fiscal year ended December 31, 2017 of 88,948,467 Baht. In this regard, the Board of Directors deemed appropriate to propose to the Meeting to consider and approve the appropriation of profit according to the Company's operating results for the fiscal year ended December 31, 2017 as the legal reserve in the amount of 4,447,424 Baht or representing 5 percent of the net profit.

In addition, the Company has a policy to pay dividends at the rate of not less than 40 percent of the net profit after deducting income tax and other types of reserves that is specified by the Company. In this regard, the dividend payments may be varied taking into account the Company's investment plan, necessity and other appropriateness in the future. Nevertheless, since the Company has a net profit in accordance with the Company's operating results for the fiscal year ended December 31, 2017, after deducting a corporate income tax and the legal reserve, in the amount of 84,501,043 Baht and the Company has no accumulated deficit. The Board of Directors deemed appropriate to propose the Meeting to consider and approve the dividend payments in accordance with the Company's operating results for the fiscal year ended December 31, 2017 to shareholders at

the rate of 0.06 Baht per share, in the total amount of 34,884,182 Baht, representing 41 percent of the net profit after deducting the legal reserve.

In addition, the rate of the said dividend payments also complied with the Company's dividend payment policy, which can be compared with past dividend payments as follows

A comparison of the dividend payments from the fiscal year 2013 to the fiscal year 2017

Details of dividend payments	(Proposed year) 2017	2016	2015	2014	2013
1.Net profit (Separate financial statements (Baht))	88,948,467	267,503,227	162,503,285	243,679,648	414,629,027
2.Number of shares (Share)	581,403,025	581,403,025	581,403,025	550,055,032	467,216,082
3.Dividend per share (Baht: Share)	0.06	0.13	0.13	0.17	0.31 ⁽¹⁾
4.Total dividend (Baht)	34,884,182	75,582,393	75,582,393	93,509,355	144,836,985
5.Dividend pay-out ratio	41%	30%	49%	40%	37%

Remark: (1) the dividend payments were made in the form of the stock dividends and cash dividends, where the stock dividends were distributed at the ratio of 5.64 existing shares to per 1 newly issued share, or equivalent to the dividend payment rate of 0.28 Baht per share, and the cash dividends were made at the rate of 0.03152088259 Baht.

In this regard, the Company will pay the dividend to shareholders of the Company whose names appear in the shareholders' register book on the record date of March 7, 2018, which entitled to receive dividend payment on May 22, 2018.

The CEO then asked whether the shareholders had any question and no question were raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by a simple majority of the shareholders attending the Meeting and casting their votes, excluding abstentions. The MC also informed that in this agenda, there were no additional shareholders. Therefore, there were 303 shareholders and proxy holders, holding 401,854,941 shares in total.

Resolution: The Meeting considered and resolved to approve the appropriation of profit as legal reserve and the dividend payments in accordance with the Company's operating results for the fiscal year ended December 31, 2017, as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	401,854,841	100.00000
Disapproved	-	-
Abstained	100	-
Voided	-	-

Agenda 5 To consider and approve the appointment of directors to replace those who retire by rotation

The CEO informed the Meeting that, according to Section 71 of the Public Limited Company Act and Article 18 of the Articles of Association of the Company, in each Annual General Meeting of shareholders, at least one-third of the total number of directors must retire by rotation at an annual general meeting of shareholders in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third must retire and the retired directors would be eligible for re-election.

In this regard, there are 3 directors who were due to retire by rotation at the 2018 Annual General Meeting, namely:

- | | |
|--|----------------------|
| 1. Mr. Chuangchai Nawongs | Director |
| 2. Pol. Lt. Gen. Visanu Prasattongsoth | Independent Director |
| 3. Mr. Phaiboon Siripanoosathien | Independent Director |

The Board of Directors (only directors with no conflict of interest) had reviewed the qualifications of such 3 directors who were due to retire by rotation in the 2018 Annual General Meeting and viewed that such 3 directors possess knowledge, capability, experience and skills that would be beneficial to the Company's operation; that they had full qualifications and did not have any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (as amended) and the relevant regulations, which were appropriate to be re-elected to be the director, as detailed in the Profiles of the Directors who are nominated for re-election, in Enclosure 3 which had been sent to all shareholders together with the Invitation Letter. The Board of Directors deemed appropriate to propose the Meeting to approve the re-election of 3 directors who will be retired by rotation to be directors for another term, namely:

- | | |
|--|----------------------|
| 1. Mr. Chuangchai Nawongs | Director |
| 2. Pol. Lt. Gen. Visanu Prasattongsoth | Independent Director |
| 3. Mr. Phaiboon Siripanoosathien | Independent Director |

The CEO also reported to the Meeting that, even though these two independent directors have maintained their position for more than 9 years, it is hard to find similar competent persons. Because these two Directors were qualified, it was deemed appropriate to propose for these two directors to be re-elected to be the director for another term.

The CEO then asked whether the shareholders had any question and there were some questions and replies as detailed below:

Shareholder Does the Company have in place any regulations or standards to prevent Independent Directors from holding their position longer than 9 years?

Chairman Currently, we do not have such regulations in placed but may consider in the future.

The CEO then asked whether the shareholders had any question and no question were raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by a simple majority of the shareholders attending the Meeting and casting their votes, excluding abstentions.

Resolution: The Meeting considered and resolved to approve the re-election of (1) Mr. Chuangchai Nawongs, (2) Pol. Lt. Gen.Visanu Prasattongosoth and (3) Mr. Phaiboon Siripanoosatien as the directors of the Company for another term as proposed, where the voting results were as follows:

1. Mr. Chuangchai Nawongs was elected as the director of the Company:

Shareholders voting	Number of votes (1 share =1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	401,726,235	100.00000
Disapproved	-	-
Abstained	35,100	-
Voided	-	-

Remarks: In this agenda, there were 2 additional shareholders, holding 6,394 shares, attending the meeting, and 1 person with vested interest, holding 100,000 shares, was excluded from casting the votes,. Therefore, there were 304 shareholders and proxy holders, holding 401,761,335 shares in total, attending the meeting.

2. Pol. Lt. Gen.Visanu Prasattongosoth was elected as the independent director of the Company:

Shareholders voting	Number of votes (1 share =1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	398,559,404	99.99997
Disapproved	117	0.00003
Abstained	35,100	-
Voided	-	-

Remarks: In this agenda, there was 1 additional shareholder, holding 388,900 shares, attending the meeting, and 1 person with vested interest, holding 3,655,614 shares, was excluded from casting the votes,. Therefore, there were 305 shareholders and proxy holders, holding 398,594,621 shares in total, attending the meeting.

3. Mr. Phaiboon Siripanoosatien was elected as the independent director of the Company:

Shareholders voting	Number of votes (1 share =1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	402,072,518	99.99997
Disapproved	117	0.00003
Abstained	177,600	-
Voided	-	-

Remarks: In this agenda, there were no additional shareholders. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total, attending the meeting.

Agenda 6 To consider and approve the remuneration of directors and the sub-committees of the Company for the year 2018

The CEO informed the Meeting that pursuant to Article 23 of the Articles of Association of the Company requires that a director is entitled to receive remuneration from the Company in the form of cash reward, meeting allowance, pension, bonus, or any other forms of remuneration as approved by the shareholders' meeting. The remuneration may be formed either a fixed amount or a principle and may be prescribed the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves otherwise.

In this regard, the Remuneration Committee had considered the appropriateness of the remuneration of the directors and the sub-committees of the Company by taking into account the various factors, i.e., the Company's operating results, the size of the Company's business and the duties and responsibilities of the directors and the sub-committees of the Company. By comparison with other companies with a similar capitalization and within the same industry, the Committee viewed that the remuneration of the directors for year 2018 shall be as the details as follows:

1) Monetary Remuneration

Meeting Allowance To maintain the meeting allowance at the same rate as the previous year as follows:

Meeting Allowance	Year 2018	Year 2017
<u>The Board of Directors</u>		
Chairman	50,000 Baht / attendance	50,000 Baht / attendance

Meeting Allowance	Year 2018	Year 2017
Deputy Chairman	30,000 Baht / attendance	30,000 Baht / attendance
Non-executive Directors	20,000 Baht / person / attendance	20,000 Baht / person / attendance
<u>The Audit Committee</u>		
Chairman	40,000 Baht / attendance	40,000 Baht / attendance
Member of the Audit Committee	20,000 Baht / person / attendance	20,000 Baht / person / attendance
<u>Other Sub-committees</u>	None	None

Bonus To pay the directors' bonus in the amount of not exceeding 10,000,000 Baht in consideration of the Board of Directors' performance for the operating result of the fiscal year ending December 31, 2018, in which the Remuneration Committees will be responsible for the allocation of such amount.

Fiscal year ended December 31, 2018	Fiscal year ended December 31, 2017
Not exceeding Baht 10 million	Not exceeding Baht 10 million (Actual payment was Baht 8 million)

- 2) Other benefit
– None –

The CEO then asked whether the shareholders had any question and no question was raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by the votes of not less than two-thirds of the shareholders attending the meeting. The MC also informed that in this agenda, there were no additional shareholders, and 2 persons with vested interest, holding 3,755,614 shares, were excluded from casting the votes. Therefore, there were 304 shareholders and proxy holders, holding 398,494,621 shares in total.

Resolution: The Meeting considered and resolved to approve the remuneration of directors and the Sub-Committees of the Company for the year 2018 as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting
Approved	398,459,521	99.99119
Disapproved	-	-
Abstained	35,100	0.00881

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting
Voided	-	-

Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2018

The CEO informed the Meeting that, pursuant to Section 120 of the Public Limited Company Act and Article 37 of the Articles of Association of the Company, which required that auditors shall be appointed, and audit fee be determined at the Annual General Meeting of Shareholders every year. The audit committee had reviewed the qualifications of the auditor from EY Office Limited and proposed their views to the Board of Directors. Therefore, the Board of Directors deemed appropriate to propose the Meeting to consider and approve the appointment of the auditors from EY Office Limited as the Company's auditors for the fiscal year ended December 31, 2018, where any of the following auditors shall be authorized to review and give opinion on the Company's financial statements:

- (1) Miss Ratana Jala, Certified Public Account No. 3734; and/or
- (2) Miss Somjai Khunapasut, Certified Public Account No. 4499; and/or
- (3) Mrs. Nonglak Pumnoi, Certified Public Account No. 4172.

In the case that any of the aforementioned auditors are unable to perform their duties, EY Office Limited shall be authorized to appoint any of its auditors to be the Company's auditors.

In addition, these auditors were independent and had no relationship with or any conflict of interest in the Company, subsidiaries, executives and major shareholders of the Company or his/her related persons. Thus, they are able to audit and provide any comments towards the Company's financial statements independently.

Moreover, after due consideration, the Board of Directors deem appropriate to propose that the Meeting consider and approve the appointment of the auditors from EY Office Limited as the Company's auditors for the fiscal year 2018 and the determination of the audit fees in the amount of 1,560,000 Baht, and acknowledge the appointment of the auditors from EY Office Limited as the auditors of FSS International Investment Advisory Securities Company Limited for the fiscal year 2018 and the determination of the audit fees in the amount of 400,000 Baht, where the audit fees were maintained at the same rate as the previous fiscal year, as detailed of the audit fees of the Company as follows:

Auditor Fees	Year 2018 (the proposed year)	Year 2017 (the previous year)
FSS	1,560,000 Baht	1,560,000 Baht
FSSIA	400,000 Baht	400,000 Baht
Other fees	None	None

In this regard, the audit fees mentioned above are exclusive of any non-audit services fees.

Remarks:

1. According to the guidelines of the Securities and Exchange Commission (SEC) requires that the auditor of listed companies who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of a company for five consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than two consecutive fiscal years.
2. The auditors as proposed previously were appointed to be the Company's auditor, detailed as follows:

Name of auditor	Appointed to be the Company's auditor (Year)	Signed in the Company's financial statements(Year)
1. Miss Ratana Jala	2012-2017	2017
2. Miss Somjai Khunapasut	2012-2017	Never
3. Mrs. Nonglak Pumnoi	2012-2017	Never

The CEO then asked whether the shareholders had any question and no question was raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by a simple majority of the shareholders attending the Meeting and casting their votes, excluding abstentions. The MC also informed that in this agenda, there were no additional shareholders. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total.

Resolution: The Meeting considered and resolved to approve the appointment of auditors and the determination of the audit fee for the fiscal year 2018 and acknowledgement of the appointment of the auditors of the Company's subsidiary and the determination of the the audit fees as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	402,250,135	100.00000
Disapproved	-	-
Abstained	100	-
Voided	-	-

Agenda 8 **To consider and approve the amendment to the Company's Article of Associate**

The CEO proposed to the meeting that in order to enable the Board of Directors to organize its meeting for convenient discussion, including cost and time saving, it is deemed appropriate to propose the Meeting to consider and approve the amendment to the Articles of Association of the Company in respect of the organization of the Board

of Directors' meeting by enabling the meeting to be held via electronic media, the details of which are as follows:

(1) Amend Article 25 of the AOA as follows:

From

“Article 25 In the board of directors' meeting, at least half (1/2) of the total number of the directors must attend the meeting, a quorum, therefore, constitutes. The chairman of the board of directors shall preside each of the board of directors' meeting. In event of the absence of the chairman of the board of directors; in the event that the chairman is unable to perform his or her duty and the vice chairmen exists, the vice chairman shall be a chairman of the meeting; or in the event where there is no vice chairman; the vice chairman is not present at the meeting; or the vice chairman is unable to perform his or her duty, any directors attended the meeting shall elect one of directors among themselves, to be a chairman of the meeting.

The decision of the board of directors' meeting shall be made by a majority of votes. Each director shall have one (1) vote except for a director having an interest in any particular matter shall have no right to cast his or her vote on such matter. In the event of a tied vote, the chairman of the meeting shall have a casting vote.”

To

“Article 25 In the case that the board of directors' meetings, whether in person or via electronic media, at least half (1/2) of the total number of the directors must attend the meeting, a quorum, therefore, constitutes. The chairman of the board of directors shall preside each of the board of directors' meeting. In event of the absence of the chairman of the board of directors; in the event that the chairman is unable to perform his or her duty and the vice chairmen exists, the vice chairman shall be a chairman of the meeting; or in the event where there is no vice chairman; the vice chairman is not present at the meeting; or the vice chairman is unable to perform his or her duty, any directors attended the meeting shall elect one of directors among themselves, to be a chairman of the meeting.

The decision of the board of directors' meeting shall be made by a majority of votes. Each director shall have one (1) vote except for a director having an interest in any particular matter shall have no right to cast his or her vote on such matter. In the event of a tied vote, the chairman of the meeting shall have a casting vote.”

(2) Add Article 25/1 of the AOA as follows:

“Article 25/1 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 and 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.”

(3) Amend Article 26 of the AOA as follows:

From

“Article 26 In calling the board of directors’ meeting, the chairman of the board or the designated person shall deliver the invitation to the meeting to all directors not less than seven (7) days prior to the date of the meeting. Unless, in the case of urgency, in order to preserve the rights or benefits of the Company, the invitation to the meeting may be delivered by other methods and the date of the meeting may be set sooner.”

To

“Article 26 In calling the board of directors’ meeting, the chairman of the board or the designated person shall deliver the invitation to the meeting to all directors not less than seven (7) days prior to the date of the meeting. Unless, in the case of urgency, in order to preserve the rights or benefits of the Company, the invitation to the meeting may be delivered by other methods and the date of the meeting may be set sooner. In this regard, in calling the board of directors’ meeting to be held via electronic media, the company is allowed to dispatch the invitation to the meeting via email.”

The CEO then asked whether the shareholders had any question and no question was raised.

The MC therefore requested the Meeting to vote and informed that for this agenda, the resolution shall be approved by the votes of not less than three-fourths of the shareholders attending the meeting and eligible to vote. The MC also informed that in this agenda, there were no additional shareholders. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total.

Resolution: The Meeting considered and resolved to approve the amendment to the Company’s Article of Associate as proposed, where the voting results were as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	402,250,135	99.99998
Disapproved	-	-
Abstained	100	0.00002

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Voided	-	-

Agenda 9 **Other matters (if any)**

The CEO opened an opportunity for the shareholders and proxies attending meeting to express their opinion or ask other questions and some shareholders had questions and suggestions as follows:

Shareholder	Recommendation
	In the case that the Directors, Executives, and employees are able to make additional profit for the Company, they should be given additional incentives in proportion with net profits and employees should receive higher bonuses.

CEO	Thank you for the recommendation
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Shareholder	Recommendation
	1) It is clear that the Company’s research and analysis have improved in terms of both quantity and quality. Therefore, we would like the management to continue supporting the relevant teams.
	2) The Company is more likely to enlarge the DW market to try to make a significant profit, however, it seems that the Company is focusing only on DW “out of the money” which the clients who are interested in this type are more specialize in investment. Nevertheless, there is some investor who is interested in low-risk investment like DW, which is considered to be “in the money”. So, I would like the Company to consider issuing DW for those clients.

CEO	Thank you for the recommendation
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Shareholder	The market share of revenue from security brokerage business has declined relative to previous years. Does the Company have any policy to increase the market shares?
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CEO	Although the market share of the Company has declined, however, the proportion of individual clients has not declined. In terms of online trading, the Company is ranked no.2, after Maybank KimEng. Furthermore, the Company is really closed to the no.1. However, in terms of market shares for instituional clients, the Company would like to clarify that currently foreign institutions place their orders through DMA amounting to 20 percent of daily trading. The Company do not emphasize this group of clients due to low commissions. Therefore, it can be seen that brokers who emphasize foreign instututions will gain market share which will adversely effect the Company. In any case, the Company intends to be the leader of the industry and therefore developed an online trading
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application from South Korea Finansia Hero. Additionally, the Company intends to bring in innovations concerning securities trading, so that all securities transactions will be conducted online including accounts opening and securities transfers. Also at the beginning of this year, the Company had cooperated with a broker in Vietnam to introduce a new trading application to allow Thai investors to trade securities in Vietnam. This application has received a lot of interest from investors and the Company will continue to emphasize and develop this sector.

Shareholder Recommendation

Propose to move the Shareholders' Meeting towards the end of March or the beginning of April since there are a relatively small number of shareholders who attend the meeting. The change of the meeting date should allow more shareholders to attend, ask questions, and provide recommendations.

CEO Thank you for the recommendation

The Chairman then asked whether any shareholder had any further question or suggestion. As there were no further questions or suggestions; the Chairman then thanked all the shareholders for attending the Meeting and the Meeting was adjourned at 3.45 p.m.

Signature

– signed –

(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors/

Chairman of the Meeting

Signature

– signed –

(Miss Phatra Kanchanaphat)

Company Secretary/

Recorder of the Minutes

Profiles of candidates nominated for election as directors in replacement of those who are due to retire by rotation

1. Profile of the nominated candidates



Mr.Chatchaval Jiaravanon

Age: 56 years

Nationality: Thai

Current Position in the Company

- Chairman of the Board of Directors
- Director (Authorized)

Educational Background

- Bachelor of Business Administration, University of Southern California, USA

Training

- Director Accreditation Program (DAP) 71/2008
- Corporate Governance for Capital Market Intermediaries (CGI) 13/2016
- Executive Course (9), Capital Market Academy, The Stock Exchange of Thailand

Work experiences

- Director, True Visions Plc.
- Chairman, ACL Securities Co., Ltd.
- Chairman, Metro Star Property Plc.

Date of serving as the Director

- July 23, 2002 (16 years)
- If elected to the position this term, this Director will be in this position for 19 years.

Personal relationship between Directors/ Executives

-None-

Current positions in 5 listed companies

- Director and Member of the Audit Committee, Ticon Industrial Connection Plc.
- Director, Aeon Thanasinsap (Thailand) Plc.
- Director, SVI Plc.
- Director and Managing Director Group Investment, True Corporation Plc.
- Director, WP Energy Plc.

Current positions in 10 non-listed companies/organizations

- Director, True Visions Group Co., Ltd.
- Managing Director & Chief Executive Officer, Telecom Holding Co., Ltd.
- Director, Zaap Party Co., Ltd.
- Director, True Touch Co., Ltd.
- Director, True Media Solutions Co., Ltd.
- Director, True e-Logistics Co., Ltd.
- Director, Panther Entertainment Co., Ltd.
- Director, Satellite Service Co., Ltd.
- Director, Cineplex Co., Ltd.
- Director, The Ultrawealth Group Co., Ltd.

Director positions/ Executives in other companies that may occur conflicts of interest with the Company

-None-

Holding of the Company's share

- Direct: None
- Spouse and minor children: None

Meeting attendance in 2018

- Board of Directors Meeting 10/13 times



Mr. Varah Sucharitakul

Age: 54 years

Nationality: Thai

Current Position in the Company

- Deputy Chairman of the Board of Directors

Educational Background

- Master of Business Administration, University of New Hampshire, USA

Training

- Director Certification Program (DCP) 21/2002
- Corporate Governance for Capital Market Intermediaries (CGI) 17/2016

Work experiences

- Chairman, SBI Thai Online Securities Co., Ltd.
- Chairman of Executive Board, Finasia Syrus Securities Plc.
- Executive Director, Thai Airways International Plc.
- Directors, Zoning Commission, Department of Public Works and Town & Country Planning
- Executive Director, Finansa Securities Co., Ltd.

Date of serving as the Director

- June 19, 2009 (9 years)
- If elected to the position this term, this Director will be in this position for 12 years.

Personal relationship between Directors/ Executives

-None-

Current positions in 1 listed company

- Executive Director, Finansa Plc.

Current positions in 3 non-listed companies/organizations

- Executive Director, Finansa Securities Co., Ltd.
- Director, Finansa Capital Co., Ltd.
- Director, SBI Royal Securities Plc., Phnom Penh, Cambodia

Director positions/ Executives in other companies that may occur conflicts of interest with the Company

-None-

Holding of the Company's share

- Direct: None
- Spouse and minor children: None

Meeting attendance in 2018

- Board of Directors Meeting 11/13 times



Mrs. Pornpring Suksantisuwan

Age 61 year

Nationality: Thai

Current Position in the Company

- Director (Authorized)
- President

Educational Background

- Master of Business Administration, American University of Human Sciences
- Bachelor of Accountancy, Chulalongkorn University

Training

- Director Accreditation Program (DAP) 48/2005
- Director Certification Program (DCP) 105/2228
- Corporate Governance for Capital Market Intermediaries (CGI) 2/2015
- Executive Course (7), Capital Market Academy, The Stock Exchange of Thailand

Work experiences

- Director (Authorized), SBI Thai Online Securities Co., Ltd.
- Director and Chief Executive Officer, ACL Securities Co., Ltd.
- Director, SBI Royal Securities Plc., Phnom Penh, Cambodia
- Sub-committee of Securities Investor Protection Fund, Securities Investor Protection Fund or SIPF
- Sub-committee of Derivatives Investor Protection Fund, Derivatives Investor Protection Fund or DIPF

Date of serving as the Director

- October 16, 2008 (10 years)
- If elected to the position this term, this Director will be in this position for 13 years.

Personal relationship between Directors/ Executives

-None-

Current positions in listed companies

- None -

Current positions in 4 non-listed companies/organizations

- Director (Authorized), FSS International Investment Advisory Securities Co., Ltd.
- Sub-committee of Securities Investor Protection Fund, Securities Investor Protection Fund or SIPF
- Sub-committee of Derivatives Investor Protection Fund, Derivatives Investor Protection Fund or DIPF
- Director, Association of Thai Securities Companies or ASCO

Director positions/ Executives in other companies that may occur conflicts of interest with the Company

-None-

Holding of the Company's share

- Direct: None
- Spouse and minor children: None

Meeting attendance in 2018

- Board of Directors Meeting 13/13 times

Profiles of the proposed auditors for the year 2019

1. Ms. Ratana Jala



CPA No. : 3734

Audit Firm : EY Office Limited

Working period : 1986 - present

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Education :
● Master of Accounting, Thammasat University
● Bachelor of Accounting, Chiangmai University

Work Experience : 1999 - present EY Office Limited

Working period as the Auditor of the Company : 2 Years

Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto : -None-

Contact information : Tel: 0-2264-0777
Fax: 0-2264-0789-90
Website: www.ey.com/th

2. Ms. Somjai Khunapasut



CPA No. : 4499

Audit Firm : EY Office Limited

Working period : 1992- present

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Education :
● Master of Accounting, Thammasat University
● Bachelor of Accounting, Chulalongkorn University

Work Experience : 2005 - present EY Office Limited

Working period as the Auditor of the Company : -None-

Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto : -None-

Contact information : Tel: 0-2264-0777
Fax: 0-2264-0789-90
Website: www.ey.com/th

3. Mrs. Nonglak Pumnoi



CPA No. : 4172

Audit Firm : EY Office Limited

Working period : 1990 - present

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Education : Bachelor of Accounting, Chulalongkorn University

Work Experience : 2003 - present EY Office Limited

Working period as the Auditor of the Company : -None-

Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto : -None-

Contact information : Tel: 0-2264-0777
Fax: 0-2264-0789-90
Website: www.ey.com/th

Profiles of the Independent Director for Appointment as Proxy

Name of Directors	Position	Age (Year)	Address	Conflict of Interests in the Proposed Agenda
1. Pol. Lt. Gen.Visanu Prasattongosoth	Independent Director and Chairman of the Audit Committee	56	878/60 Narasiri, Pattanakarn Road, Srinakarin Sub-district, Suan Luang District, Bangkok 10250	Agenda 1 No conflict of interest Agenda 2 No conflict of interest Agenda 3 No conflict of interest Agenda 4 No conflict of interest Agenda 5 No conflict of interest <u>Agenda 6 Has conflict of interest</u> (To consider and approve the determination of the remuneration for the Company's directors and sub-committees for the year 2019) Agenda 7 No conflict of interest
2. Mr.Kittisak Bencharit	Independent Director and Member of the Audit Committee	69	78 Sukhumvit 81 Road, Bangchak Sub-district, Prakanong District, Bangkok 10260	Agenda 1 No conflict of interest Agenda 2 No conflict of interest Agenda 3 No conflict of interest Agenda 4 No conflict of interest Agenda 5 No conflict of interest <u>Agenda 6 Has conflict of interest</u> (To consider and approve the determination of the remuneration for the Company's directors and sub-committees for the year 2019) Agenda 7 No conflict of interest
3. Mr.Phaiboon Siripanoosatien	Independent Director and Member of the Audit Committee	56	260 Tiamruammit Road, Sam Sen Nok Sub-district, Huai Khwang District, Bangkok 10310	Agenda 1 No conflict of interest Agenda 2 No conflict of interest Agenda 3 No conflict of interest Agenda 4 No conflict of interest Agenda 5 No conflict of interest <u>Agenda 6 Has conflict of interest</u> (To consider and approve the determination of the remuneration for the Company's directors and sub-committees for the year 2019) Agenda 7 No conflict of interest

**Remark: Profile of independent Director as detailed in Annual Report for Year 2018, page 118-119, under the Shareholder's Structure and Management topic.

Articles of Association of the Company in relation to a general meeting of shareholders

Chapter 5 Board of Directors

Section 16. The Company shall have the Board of Directors comprising of at least five (5) Directors but not more than eleven (11) Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.

There shall be no restrictions on a Shareholder becoming a Director.

Section 17. The Directors shall be elected at the Shareholder Meeting in accordance with the following rules and procedures:

- (1) Each shareholder is entitled to 1 share for 1 vote;
- (2) Each Shareholder may exercise all his/her votes under (1) to elect one or more than one person as Director or Directors; however, the Shareholder shall not allot his / her votes to any person in any number;
- (3) After the vote, the candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded; the Chairman of the Shareholder Meeting shall have the last vote.

Section 18. At every Annual General Meeting, one-third of the Directors shall retire. If the number of Directors is not a multiple of three, the number of Directors closet to one-third shall retire.

A Director who vacates office under this Section may be re-elected.

The Directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

Section 23. The Directors shall be entitled to receive remuneration which is in accordance with the resolution of the Shareholder Meeting supported by a vote of not less than two-thirds (2/3) of the total number of votes of the Shareholders presenting at the Meeting. Such remunerations may be stipulated in a specific amount or in general or may be effective until the Shareholder Meeting deems to change. In addition, the Directors shall be entitled to receive wages and welfare as stated in the Company's regulations.

The message stated in paragraph one shall not have any impact on the rights of Directors served as the Company's employees to receive remunerations and benefits from being the Company's employees.

Chapter 6 Shareholder Meeting

Section 32. The Board of Directors shall call the Shareholder Meeting which is an Annual Ordinary General Meeting of Shareholders within four (4) months of the last day of the fiscal year of the Company.

The Shareholder Meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so.

Shareholders holding shares with the amount not less than one-fifth (1/5) of the total number of shares sold or Shareholders numbering not less than twenty-five (25) persons holding shares with the amount not less than one-tenth (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 proceed to call a Shareholder Meeting to be held within one (1) month of the date of receipt of such request from the said Shareholders.

Section 33. In calling the Shareholder 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 seven (7) days prior to the date of the Meeting. The notice calling for the Meeting shall also be published in a newspaper at least three (3) days prior to the date of the Meeting.

Section 34. In order to constitute a quorum, there shall be Shareholders and proxies (if any) attending at a Shareholder 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 (1/3) of the total number of shares sold of the Company.

At any Shareholder Meeting, if one 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 in the first paragraph, and if such Shareholder 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 seven (7) days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required.

Section 35. The Chairman of the Board shall be the Chairman of Shareholder Meetings. If the Chairman of the Board is not presenting at a Meeting or cannot perform his duty, the Vice Chairman presenting at the

Meeting shall be the Chairman of the Meeting. If there is no Vice Chairman or no Vice Chairman presenting at the Meeting. Vice Chairman cannot perform his duty, the Shareholders presenting at the Meeting shall elect one Shareholder to be the Chairman of the Meeting.

Section 36. In order to vote in the Shareholder Meeting, each Shareholder shall have a number of votes equal to the number of shares held. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for Director election. A resolution of the Shareholder Meeting shall require:

- (1) in an ordinary event, the majority vote of the Shareholders who attend the Meeting and cast their votes is required. In case of a tie vote, the Chairman of the Meeting shall have a casting vote.
- (2) in the following events, a vote of not less than three quarters (3/4) of the total number of votes of Shareholders who attend the Meeting and have the right to vote is required:
 - (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, amendment or termination of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the merger of the business with other persons with the purpose of profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or the Articles of Association;
 - (e) The increase or reduction of the Company's registered capital;
 - (f) The liquidation of the Company;
 - (g) The issuance of the Company's debenture; and
 - (h) The Merger of the Company.

Section 37. The agendas that shall be included in the Annual Ordinary General Meeting of Shareholders are as follows:

- (1) To consider the Board of Directors' report regarding to the Company's business in the past year;
- (2) To approve the balance sheet and the profit and loss statement of the Company;
- (3) To approve the profit allocation and dividend payment;
- (4) To appoint new Directors to replace the vacated Directors and to specify the Director's remunerations;
- (5) To appoint the auditor and to specify the remuneration of such auditor; and
- (6) To consider and approve any other matters as appropriate.

Chapter 7: Accounts and Reports

Section 42. Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Payment of dividends shall be approved by the Shareholder Meeting.

The Board of Directors may pay interim dividends to the Shareholders from time to time if the Board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the Shareholders at the next Shareholder Meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the Shareholder Meeting or of the Meeting of the Board of Directors, as the case may be. The Shareholders shall be notified in written form of such dividend payment and the notice shall be published in the newspaper at least for three (3) consecutive days.

Section 43. The Company shall allocate not less than five (5) percent of its annual net profit by deducting the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Guidelines for Vote Casting, Voting, Counting and Notification of Voting Results

Guidelines for Vote Casting

General Agenda:

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. In case of proxy:
 - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
 - 2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

Agenda on Election of Directors:

In accordance with Section 17 of the Company's Articles of Association, shareholder or the proxy shall have one vote for each share and the procedures for the election of Directors shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting Procedures

The Chairman or those who have been assigned by the Chairman to act as his delegate shall inform the Meeting the details of voting procedures as follows:

1. The Chairman or who have been assigned by the Chairman to act as his delegate shall propose the Meeting to vote in each agenda by asking the meeting whether there is any shareholder who disapproves or abstains.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hand. Shareholder or proxy shall make only one vote for approval, disapproval or abstention (Except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

Resolution of the Meeting shall encompasses of votes as follows:

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote.
 - Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
1. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
 2. A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such agenda, that shareholder may be invited by the Chairman to temporarily leave the Meeting.

Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting of shareholder or proxy present at the Meeting with the right to vote. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

Details of documents or evidences to be presented before attending the meeting

1. In case the Shareholder attends the Meeting in person:

- Individual shareholder whose nationality is Thai shall present citizen identification card or civil servant identification card.
- Individual shareholder who is foreigner shall present certificate of alien registration or passport or document used in lieu of passport.
- If first or last name has been changed, evidence verifying such change shall be presented.

2. In case the Shareholder attends the Meeting via proxy:

- Any Shareholder represented by proxy shall appoint only one proxy to attend the Meeting and vote in accordance with a form of proxy instrument attached hereto.
- The Shareholder represented by proxy may express his/her intention to approve, disapprove or abstain the vote on each agenda in the proxy instrument. The proxy shall vote in accordance with the intention of such Shareholder.
- The proxy shall submit the proxy instrument to the Chairman of the Meeting or the person assigned by the Chairman before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment or deletion of important contents must be affixed with signature of the Shareholder. The proxy instrument shall be affixed with THB 20 stamp duty.

Required documents for the appointment of proxy:

- Proxy instrument which is completely filled in all items together with duly signed by grantor and proxy.
- Certified true and correct copy of the grantor's citizen identification card or civil servant identification card with if the individual Shareholder is a Thai citizen.
- Certified true and correct copy of the grantor's certification of alien registration or passport or documents used in lieu of passport if the individual shareholder is a foreigner.
- Relevant documents, if the Shareholder is a juristic person:

Thai juristic person

- (1) A copy of Affidavit issued by Ministry of Commerce or competent authority not exceeding 6 months, certified true and correct by the authorized director(s) of such juristic person
- (2) Certified true and correct copy of citizen identification card or civil servant identification card the authorized director(s) who sign certified true copy.

Foreign juristic person:

- (1) Copy of Certificate of Incorporation of Affidavit certified by notary public or official with similar authority not exceeding 6 months to 1 year.

- In the case of foreign institutional investors which appoints commercial bank as Custodian and have passed the Know Your Customers (“KYC”) and Customer Due Diligence (“CDD”) processes of the Custodian bank, the Custodian bank is entitled to the rights as confer by letter of proxies from shareholders without any further identification documents of the shareholders.
- Any Shareholder may be represented at the 2018 Annual General Meeting of Shareholders by proxy or by appointing the following Company’s Independent Director to vote on his/her behalf:

Pol.Lt.Gen. Visanu Prasattongosoth
 Independent Director and Chairman of Audit Committee
 878/60, Narasiri Village, Pattanakarn Road, Srinakarin Sub-district, SuanLuang District,
 Bangkok 10250

or

Mr.Kittisak Bencharit
 Independent Director and Member of the Audit Committee
 78 Sukhumvit 81 Road, Bangchak Sub-district, Prakanong District,
 Bangkok 10260

or

Mr. Phaiboon Siripanoosatien
 Independent Director and Member of the Audit Committee
 260 Tiamruammit Road Samsen Nok Sub-district, HuayKwang District,
 Bangkok 10310

- The Shareholder desiring to appoint the Company’s Independent Director to be his/he proxy shall send the proxy instrument being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy instrument shall be received by the Company at least 1 day prior to the date of the Meeting.
- The proxy desiring to attend the Meeting shall present his/her citizen identification card/civil servant identification card/passport (in case of foreigner) for registration.

3. In case of Shareholder deceases:

A state administrator shall present in the Meeting in person or by proxy. Court’s order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

4. In case the Shareholder is a minor:

Parent or legal guardian of the Shareholder shall present in the Meeting in person or by proxy. Copy of House Registration of the Shareholder shall also be presented.

5. In case the Shareholder is incompetent or quasi-incompetent:

A guardian or custodian of the Shareholder shall present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

Proxy Form A



Written at
 Date.....Month.....Year.....

(1) I/ We Nationality
 Residing at Street Sub District
 District Province Post Code

(2) Being a shareholder of Finansia Syrus Securities Public Company Limited, holding the total amount of shares and have the right to vote equal to votes as follows:
 Ordinary shares shares and have the right to vote equal to votes
 Preferred shares shares and have the right to vote equal to votes

(3) Hereby appoint

(1)Age.....Year
 Residing at StreetSub-district
 District Province Post Code, or

(2)Age.....Year
 Residing at StreetSub-district
 District Province Post Code, or

(3)Age.....Year
 Residing at StreetSub-district
 District Province Post Code

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting on Tuesday April 25, 2019 at 2.00 p.m. at Platinum Hall, 3rd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1, Fortune Town Building, Rachadapisek Road, Din Daeng, Bangkok 10400 or such other date, time and place as the Meeting may be adjourned.

I shall be liable for any action taken by the proxy holder at the Meeting.

SignedShareholder
 (.....)

SignedProxy
 (.....)

SignedProxy
 (.....)

SignedProxy
 (.....)

Remark: 1. The shareholder shall grant proxy to only one proxy to attend and vote in the Meeting. The number of shares may not be divided to more than one proxy in order to vote.
 2. Stamp duty of 20 Baht must be affixed on this proxy form. The Company reserves the right not to accept the proxy form which is not affixed stamp duty.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

อากรแสตมป์
20 บาท
Stamp Duty
of Baht 20

Enclosure No. 9

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/ We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing/ located at Soi Road Subdistrict

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน)
Being a shareholder of **Finansia Syrus Securities Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of shares and having the vote equal to votes as follows:

หุ้นสามัญ _____ หุ้นออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
 และระบุรายละเอียดของผู้รับมอบ
ฉันทะ
If choosing No.1 please mark
 and provide details of the
proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้
The independent directors of the Company as follows:

พล.ต.ท. วิษณุ ปราสาททองโอสภ **หรือ**
Pol.Lt.Gen. Visanu Prasattongosoth **or**

นายกิตติศักดิ์ เบนญจฤกษ์ **หรือ**
Mr. Kittisak Bencharit **or**

นายไพบุลย์ ศิริภาณุเสถียร
Mr. Phaiboon Siripanoosatien

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
 และเลือกกรรมการอิสระ-คนใดคน
หนึ่ง
If choosing No.2 please mark
 and select one of the
independent directors.

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of the Independent Directors are set out in Enclosure 5.)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้อง แพลทินัม ฮอลล์ ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอรั่ม เลขที่ 1 อาคารฟอรั่มทาวน์ ถนนรัชดาภิเษก แขวงดินแดง เขต ดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Thursday April 25th, 2019 at 02:00 PM at Platinum Hall, 3rd floor, Grand Mercure Bangkok Fortune Hotel, located at no. 1, Fortune Town Tower, Ratchadaphisek Road, Dindaeng Sub-district, Din Daeng District, Bangkok, 10400 or such other date, time or place as the meeting may be held.

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ we hereby grant my/ our proxy to vote at the meeting on my/ our behalf as follow:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda 1 To certify the minutes of the 2018 Annual General Meeting of Shareholders.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2561

Agenda 2 To acknowledge the Company's 2018 operating results

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2561 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561

Agenda 3 To approve the 2018 financial statements of the Company for the fiscal year ended December 31, 2018

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการไม่จัดสรรผลการดำเนินงานปี 2561 และการจ่ายเงินปันผลจากกำไรสะสมของบริษัทฯ สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

Agenda 4 To approve the non-allocation of the 2018 operating results as statutory reserve and the dividend payment from the unappropriated retained profits

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 5

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda 5

To approve the appointment of directors in replacement of those who are due to retire by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เลือกตั้งกรรมการทั้งชุด

Elect the entire group of nominated directors

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Elect each nominated director individually

1. ชื่อกรรมการ _____ นายชัชวาลย์ เจริญวรรณ _____

Director's name Mr.Chatchaval Jiaravanon

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

2. ชื่อกรรมการ _____ นายวราห์ สุจริตกุล _____

Director's name Mr.Varah Sucharitakul

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

3. ชื่อกรรมการ _____ นางพรพริ้ง สุสันติสุวรรณ _____

Director's name Mrs.Pornpring Suksantisuwan

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัท และคณะกรรมการชดเชยของบริษัทฯ ประจำปี 2562

Agenda 6

To approve the remuneration of the directors and the sub-committees of the Company for year 2019

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562

Agenda 7

To approve the appointment of the auditors and the determination of the audit fee for the year 2019.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other business (if any).

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/ our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/ our behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/ we have not specified or have not clearly specified my/ our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/ our behalf as he/ she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจทำลงไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in the meeting, except in the event that the proxy does not vote in accordance with my/ our voting instructions specified herein, shall be deemed to be the actions performed by myself/ ourselves.

ลงชื่อ/ Signed.....ผู้มอบอำนาจ-/ Grantor
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบอำนาจ-/ Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบอำนาจ-/ Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบอำนาจ-/ Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting, and may not split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบอำนาจแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน)** ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องแพลทินัม ฮอลล์ ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ พอร์จูน เลวที่ 1 อาคารพอร์จูนทาวเวอร์ ถนนรัชดาภิเษก แขวง ดินแดง เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Finansia Syrus Securities Public Company Limited** for the 2019 Annual General Meeting of Shareholders on Thursday April 25th, 2019 at 02:00 P.M. at Platinum Hall, 3rd floor, Grand Mercure Bangkok Fortune Hotel, located at no. 1, Fortune Town Tower, Ratchadaphisek Road, Dindaeng Sub-district, Din Daeng District, Bangkok, 10400 or such other date, time or place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Agenda Re:

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Disapprove

งดออกเสียง

Abstain

Map of the meeting venue

แผนที่โรงแรมแกรนด์ เมอร์เคียว ฟอจูน กรุงเทพฯ
Map of Grand Mercure Fortune Hotel Bangkok

The map illustrates the location of Grand Mercure Fortune Hotel Bangkok. It is situated on Ratchadaphisek Road, between Din-Daeng Road and Rama 9 Road. Key landmarks include the Chinese Embassy, Esplanade, Jusco, Carrefour, Tesco Lotus, and the Thailand Cultural Center. The hotel is also near the MRT Station Rama 9 and Phra Ram 9 Hospital. Directions are provided for access from the expressway and from Ladprao.

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