




## **Invitation to the 2020 Annual General Meeting of Shareholders Finansia Syrus Securities Public Company Limited**

**Wednesday, 29 April 2020 at 14.00 hours  
at Fortune 1A-2 Room, 3<sup>rd</sup> Floor Grand Mercure Bangkok Fortune Hotel  
No. 1 Fortune Town Tower, Ratchadaphisek Road,  
Din Daeng District, Bangkok.**

A large, dynamic orange brushstroke graphic that starts from the bottom left and sweeps upwards and to the right, ending near the top right corner of the page.

**Guidelines for attending the meeting with regard to  
the outbreak of a novel coronavirus (COVID-19)**

In light of the outbreak of a novel coronavirus (COVID-19), the Company is concerned about the situation and would like to inform the guidelines as follows:

1. Shareholders who are in a high-risk situation, for example, recently traveling to any high-risk country or suffering from any respiratory symptoms, are advised to send a representative to attend the meeting or give proxy to the Company's independent directors to vote on their behalf by submitting Proxy Form (Enclosure 9 Proxy Form A and Form B are included in the invitation letter), together with a copy of passport to Office of the Company Secretary and Shareholder Engagement at the following address:

Office of the Company Secretary and Shareholder Engagement  
999/9 The Offices at CentralWorld, 18<sup>th</sup> Floor,  
Rama 1 Rd., Pathumwan Sub-district, Pathumwan District, Bangkok 10330

2. The Company will be implementing health checks in front of the meeting room. **In the case that there are shareholders who are high-risk, the Company will kindly deny their entry into the meeting room** and ask them to send a representative to attend the meeting or give proxy to the Company's independent directors to vote on their behalf.

Thank you for your understanding and cooperation.

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**Invitation to the 2020 Annual General Meeting of Shareholders**  
**Finansia Syrus Securities Public Company Limited**

**Subject:** Invitation to the 2020 Annual General Meeting of Shareholders  
**To:** Shareholders of Finansia Syrus Securities Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders held on 25 April 2019;
  2. 2019 Annual Report in QR Code format;
  3. Profiles and work experience of candidates nominated for re-election as directors to replace those who are due to retire by rotation;
  4. Profiles and work experience of the proposed auditors for the year 2020;
  5. Profiles of the independent directors for appointment as proxy;
  6. The Company's Articles of Association concerning shareholders' meetings
  7. Guidelines for vote casting, counting, and notification of voting results;
  8. Details of documents or evidences to be presented before attending shareholders' meetings;
  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**") to approve the summoning of the 2020 Annual General Meeting of Shareholders on **Wednesday, 29 April 2020 at 14.00 hours, at Fortune 1A-2 Room, 3<sup>rd</sup> Floor, Grand Mercure Fortune Bangkok Hotel, No. 1 Fortune Town Tower, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok**, to consider the agendas as follows:

**Agenda 1      To certify the Minutes of the 2019 Annual General Meeting of Shareholders**

The 2019 Annual General Meeting of Shareholders was held on 25 April 2019, as detailed in the Minutes of the 2019 Annual General Meeting of Shareholders (Enclosure 1), a copy of which was delivered to all shareholders together with the notice of this meeting. Therefore, the Company deemed appropriate to propose the 2020 Annual General Meeting of Shareholders to certify the Minutes of the 2019 Annual General Meeting of Shareholders.

Opinion of the Board of Directors:

The Board of Directors considered that the Minutes of the 2019 Annual General Meeting of Shareholders held on 25 April 2019 has been correctly and completely recorded and, therefore, deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to certify the Minutes of the 2019 Annual General Meeting of Shareholders.

Votes required for approval:

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

**Agenda 2      To acknowledge the Company's 2019 business operating results**

The Company has summarized the details of the report on the Company's 2019 business operating results and the significant changes for the year 2019 ended 31 December 2019, as detailed in the 2019 Annual Report (Enclosure 2), which was delivered to all shareholders together with the notice of this meeting. Therefore, the Company deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to acknowledge the

Company's 2019 business operating results.

Opinion of the Board of Directors:

The Board of Directors considered that the 2019 Annual Report of the Company was accurate, complete, and sufficient and, therefore, deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to acknowledge the Company's 2019 business operating results.

Votes required for approval:

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

**Agenda 3 To approve the 2019 financial statements of the Company for the fiscal year ended 31 December 2019**

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 an auditor to audit such balance sheet and profit and loss statements and propose them to the 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 31 December 2019, which have been audited by EY Office Limited, the auditors of the Company and reviewed by the Audit Committee of the Company as detailed in the 2019 Annual Report (Enclosure 2: "Financial Statements"), which was delivered to all shareholders together with the notice of this meeting. Therefore, the Company deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the 2019 financial statements of the Company for the fiscal year ended 31 December 2019.

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

Unit: THB million

Details from the consolidated financial statements	Fiscal year ended 31 December	
	2019	2018
Total assets	4,277	4,754
Total liabilities	1,928	2,223
Total owners' equity	2,349	2,531
Total revenues	1,295	1,469
Net profit – Equity holders of the Company	(138)	(23.7)
Profit per share – Equity holders of the Company (THB/share)	(0.24)	(0.04)

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the 2019 financial statements of the Company for the fiscal year ended 31 December 2019, which have been audited by the auditor 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 4****To approve no appropriation of the net profit for the year 2019 as legal reserve and no dividend payment**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 legal reserve at least 5 percent of net profit of the year after deducting all accumulated loss carried forward (if any) until such legal reserve is not less than 10 percent of the registered capital of the Company.

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.

At the present, the Company has the registered capital of THB 930,244,840 and legal reserve in the amount of THB 78,640,769, representing 8.45 percent of the registered capital which remains less than 10 percent of the registered capital. However, in 2019, the Company has incurred loss from its operation in the amount of THB 140,832,838 as detailed in the 2019 Annual Report (Enclosure 2: "Financial Statements"), which was delivered to all shareholders together with the notice of this meeting. Therefore, the Company deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve no appropriation of the net profit for the year 2019 as legal reserve and no dividend payment.

**A comparison of the dividend payments from the year 2015 to 2019**

Details of dividend payments	2019 (Proposed year)	2018	2017	2016	2015
1. Net profit (Loss) from the separate financial statement (THB)	(140,832,838)	(35,789,842)	88,948,467	267,503,227	162,503,285
2. Number of shares (share)	581,403,025	581,403,025	581,403,025	581,403,025	581,403,025
3. Dividend per share (THB : share)	No dividend payment	0.06	0.06	0.13	0.13
4. Total dividend (THB)	No dividend payment	34,884,181.50	34,884,181.50	75,582,393.25	75,582,393.25
5. Dividend payout ratio from the separate financial statement	No dividend payment	N/A <sup>(1)</sup>	41%	30%	49%

**Remark:** <sup>(1)</sup> Dividend was paid from the Company's unappropriated retained profits.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve no appropriation of the net profit for the year 2019 as legal reserve and no dividend payment.

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 5

### To approve the appointment of directors to replace 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 (1/3) 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 (1/3) of all directors shall be retired. A director who retires from his office may be re-elected.

At the 2020 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

- |    |                             |  |   |
|----|-----------------------------|--|---|
| 1. | Mr. Somphop Keerasuntonpong | Director and President                                 | Holding the position of director for 17 years |
| 2. | Mr. Yang Liu                | Director   | Holding the position of director for 3 years  |
| 3. | Mr. Kittisak Bencharit      | Independent Director and member of the Audit Committee | Holding the position of director for 11 years |

In this regard, the Company provided an opportunity for shareholders to nominate candidates for election as directors at the 2020 Annual General Meeting of shareholders during the period of 25 November 2019 to 25 January 2020. However, 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. In this regard, although Mr. Kittisak Bencharit has held the position of an independent director and a member of the Audit Committee for more than 9 years, Mr. Kittisak Bencharit is a knowledgeable and capable person with a good understanding in the Company's securities business and has provided significant assistance and advices for the Company. Therefore, the 3 directors are suitable to be re-elected as a director of the Company for another term of office. The profiles and work experience of such 3 directors are provided in the profiles and work experience of the candidates nominated for the re-election of directors to replace those who are due to retire by rotation (Enclosure 3), which was delivered to all shareholders together with the notice of this meeting. Therefore, the Company deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the appointment of directors to replace 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) considered and deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the appointment of (1) Mr. Somphop Keerasuntonpong, (2) Mr. Yang Liu, and (3) Mr. Kittisak Bencharit as the directors of the Company for another term of office.

#### 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 for the appointment of directors is subject to Article 17 of the AOA concerning shareholders' meetings (Enclosure 6), which was delivered to all shareholders together with the notice of this meeting.

**Agenda 6****To approve the remuneration of the directors and the sub-committees of the Company for year 2020**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 2020 shall be as follows:

## 1. Financial remuneration

Meeting allowance to be paid as follows:

<b>Meeting allowance</b>	<b>2020 (Same rate)</b>	<b>2019</b>
<b>The Board of Directors</b>		
Chairman	THB 50,000/attendance	THB 50,000/attendance
Deputy Chairman	THB 30,000/attendance	THB 30,000/attendance
Non-executive directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Sub-committees</b>		
<b>Audit Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Executive Board</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>IT Security Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Other sub-committees which may be formed in the future by the Board of Directors as appropriate and where necessary</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance



Other committees			
Meeting allowance to be paid to members of Management Committees or other committees which may be formed in the future by Executive Board as appropriate and where necessary			
	Chairman	THB 20,000/attendance	THB 20,000/attendance
	Directors	THB 10,000/person/attendance	THB 10,000/person/attendance

**Remark:** Directors who hold an executive position shall not be entitled to receive a meeting allowance.

Directors' bonus In order to reward the Board of Directors and sub-committees' performance for the fiscal year ended 31 December 2020, the total bonus amount of the directors shall not exceed THB 10,000,000. In this regard, the Board of Directors shall be responsible for the allocation of the directors' bonus.

Fiscal year ending 31 December 2020	Fiscal year ended 31 December 2019
Not exceeding THB 10,000,000	Not exceeding THB 10,000,000 (Actual payment totaling THB 2,000,000)

## 2. Other benefits

– None –

### Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the remuneration of directors and sub-committees for the year 2020 as detailed above. In this regard, for the fiscal year ended 31 December 2019, the Company paid the remuneration and bonus to the Board of Directors (excluding director who holds an executive position) in the amount of THB 4,900,000, as detailed in the 2019 Annual Report (Enclosure 2: "Corporate Governance"), which was delivered to all shareholders together with the notice of this meeting.

### Votes required for approval:

The resolution of this agenda item requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

## Agenda 7

### **To approve the appointment of auditors and audit fees for the year 2020**

#### Objective and rationale:

Pursuant to Section 120 of the PLC Act and Article 37 of the AOA, an auditor shall be appointed, and audit fee shall be determined by the Annual General Meeting of Shareholders. In this regard, the Company deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year ending 31 December 2020, with the following details:

- 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:
  - Ms. Ratana Jala CPA (Thailand) License No. 3734 and/or
  - Ms. Somjai Khunapasut CPA (Thailand) License No. 4499 and/or

- 3) Mrs. Rachada Yongsawadvanich CPA (Thailand) License No. 4951 and/or  
 4) Ms. Wanwilai Phetsang CPA (Thailand) License No. 5315

In the event the aforementioned auditors are unable to perform their duties, the Company shall appoint other certified public accountants from EY Office Limited to perform the duties in place of them.

In this regards, the aforementioned 4 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 and work experience of the auditors proposed for appointment for the year 2020 (Enclosure 4).

2. To approve audit fees for the year 2020 in the amount of THB 2,000,000.
3. To acknowledge the appointment of the auditors from EY Office Limited to be the auditors of FSS International Investment Advisory Securities Company Limited for the year 2020 and the determination of the audit fees in the amount of THB 400,000 and the appointment of the following auditors to review and give opinion on the financial statements of the subsidiary:
  - 1) Ms. Ratana Jala CPA (Thailand) License No. 3734 and/or
  - 2) Ms. Somjai Khunapasut CPA (Thailand) License No. 4499 and/or
  - 3) Mrs. Rachada Yongsawadvanich CPA (Thailand) License No. 4951 and/or
  - 4) Ms. Wanwilai Phetsang CPA (Thailand) License No. 5315

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

**Details of the Company's audit fees in comparison between in 2020 and 2019**

Unit: THB

No.	Audit fees	2020 (Proposed year)	2019
1.	For reviewing the financial statements for the first quarter of year	250,000	250,000
2.	For auditing the financial statements for the six-months period	700,000	590,000
3.	For reviewing the financial statements for the third quarter of year	250,000	250,000
4.	For auditing the financial statement of the fiscal year	730,000	650,000
5.	For adoption of IFRS 9	-	350,000
6.	For issuing the financial statement (Clearance)	70,000	60,000
<b>Total</b>		<b>2,000,000</b>	<b>2,150,000</b>

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

**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 22 October 2013 (as amended) stipulates that listed companies 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 7 consecutive fiscal years. In the case such auditor acts as the Engagement Partner, he or she shall take 5 consecutive years of cooling-off period from the audit engagement. In the case such auditor acts as the Engagement

Quality Control Viewer (EQCR), he or she shall take 3 consecutive years of cooling-off period from the audit engagement. And in the case such auditor acts as the other Key Audit Partners, he or she shall take 2 consecutive years of cooling-off period from the audit engagement. However, in order for audit firms to prepare for the implementation of such Notification in the early period namely, during 2019-2023 (“**transition period**”), auditors shall take at least 3 years of cooling-off period instead of 5 years.

2. The auditors as proposed previously were appointed to be the Company's auditor as follows:

	<b>Name of auditors</b>	<b>Appointed as the Company's auditor</b>	<b>Signed in the Company's financial statement</b>
1.	Ms. Ratana Jala	2012 – 2020	2017 – 2019
2.	Ms. Somjai Khunapasut	2012 – 2020	Never
3.	Mrs. Rachada Yongsawadvanich	2012 – 2016 and 2020	2012 – 2016
4.	Ms. Wanwilai Phetsang	2020	Never

Opinion of the Audit Committee:

The Audit Committee considered the audit fees for the year 2020 and viewed that it was appropriate and suitable for the scope of audit by taking into account the complexity of Company's business 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 it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the appointment of (1) Ms. Ratana Jala, CPA (Thailand) License No. 3734, and/or (2) Ms. Somjai Khunapasut, CPA (Thailand) License No. 4499, and/or (3) Mrs. Rachada Yongsawadvanich, CPA (Thailand) License No. 4951, and/or Ms. Wanwilai Phetsang, CPA (Thailand) License No. 5315, from EY Office Limited to be the Company's auditors for the year 2020, and audit fees for year 2020 in the amount of THB 2,000,000, 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 THB 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 8 Other matters (if any)**

The Company would like to invite shareholders to attend the 2020 Annual General Meeting of Shareholders at the date, time, and venue as mentioned above where the registration will commence from 12.00 hours 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 sign Proxy Form A or Form B (Enclosure 9), which was delivered to all shareholders together with the notice of this 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](http://www.fnsyrus.com). Please duly execute only one of the three forms.

In addition, you may appoint an independent director, namely, (1) Pol. Lt. Gen. Visanu Prasattongosoth and (2) Mr. Phaiboon Siripanoosatien, the details of which appear in profiles of the independent directors for appointment as proxy (Enclosure 5), which was delivered to all shareholders together with the notice of this meeting.

In addition, you are kindly requested to submit the completed Proxy Form or evidences as required to the Company by Tuesday, 28 April 2020. 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



(Mr. Chatchaval Jiaravanon)  
Chairman of the Board of Directors

- Remarks:**
1. The notice and other attachments are published on the Company's website ([www.fnsyrus.com](http://www.fnsyrus.com)). Shareholders may send questions about the agendas or other information of the Company in advance via E-mail address: [companysecretary@fnsyrus.com](mailto: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 Sub-district, Pathumwan District, Bangkok 10330 or fax to 02 658 9110 with the shareholder's information for the Company 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. Boonbamee Tanyasiri,  
Office of the Company Secretary and Shareholders Engagement,  
Finansia Syrus Securities PLC  
Tel.: 02 658 9104, 02 658 9124-25  
Fax: 02 658 9110

-Translation-

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

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**Date and Time:** Thursday April 25, 2019, at 2.00 p.m.

**Venue:** Platinum Hall, 3<sup>rd</sup> Floor, Grand Mercure Bangkok Fortune,  
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 2019 Annual General Meeting (the “**Meeting**”) that from the names which appeared in the shareholders’ register book on the record date of February 28, 2019, the Company has 1,717 shareholders, in which 14 shareholders attended the Meeting in person and 24 shareholders attended by proxy, adding up to 38 shareholders in total representing 395,483,694 shares, equivalent to 68.02230 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
4. Mr. Somphop	Keerasuntonpong	Director and President
5. Mrs. Pornpring	Suksantisuwan	Director and President
6. Pol.Lt.Gen. Visanu	Prasattongosoth	Independent Director, and Chairman of the Audit Committee
7. Mr. Phaiboon	Siripanoosatien	Independent Director, and Member of the Audit Committee
8. Mr. Kittisak	Bencharit	Independent Director, and Member of the Audit Committee

**Remark:** The Company’s Board of Directors comprises of 9 persons and attended the meeting 8 persons. The proportion of Directors attending the meeting is 89 percent.

**Executives**

1. Miss Supin	Suravichai	Chief Compliance Officer
2. Miss Chorpetch	Riamdee	Chief Financial Officer
3. Mr. Pitsanu	Wathanawanapong	Executive Director, Wealth Management Department
4. Miss Jitkanueng	Saengcheewong	Executive Vice President, Human Resource Department
5. Miss Pantuporn	Mahangsa	Vice President, Executive Office

**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. Miss Vanida Thaneepanichskul Counsel
2. Miss Thitapa Ruethaisavad Associate (Acted as voting inspector)

**Company Secretary**

1. Miss Phatra Kanchanaphat

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

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 February 28, 2019, to determine the shareholders entitled to attend the 2019 Annual General Meeting of Shareholders as follows:

<b>Major Shareholders</b>		<b>Number of shares held</b>	<b>Percentage</b>
1.	FINANSA FUND MANAGEMENT LIMITED	170,269,978	29.29
2.	Industrial and Commercial Bank of China (Thai) Public Company Limited	129,580,453	22.29
3.	MORGAN STANLEY & CO. INTERNATIONAL PLC	67,383,222	11.59
4.	Thai NVDR Company Limited	21,755,782	3.74
5.	Mrs. Suporn Wattanavekin	15,671,944	2.70
6.	Mr. Anucha Sihanatkathakul	15,418,599	2.65
7.	Mr. Paitoon Manasilp	7,300,021	1.26
8.	Mr. Kittichai Kraikokit	6,830,000	1.17
9.	Mr. Chamroen Rungwattanaset	5,500,000	0.95
10.	Mrs. Ketsara Manasilp	4,875,034	0.84
	Other Shareholders	136,817,992	23.52
<b>Total</b>		<b>581,403,025</b>	<b>100.00</b>

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

1. The Meeting will be convened according to the agendas delivered in advance along with the invitation letter. Each agenda will be proposed and shareholders are allowed to ask question prior to the vote casting. 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.
2. 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. One share shall be counted as one vote.
3. Any shareholders who have special interest on any agendas shall not be entitled to cast their votes in such agenda.
4. Proxies shall cast the vote in accordance with shareholders' instructions.
5. Shareholders who granted their proxies to independent directors, the Company will cast the vote of approval, disapproval, or abstention in accordance with shareholders' instructions.
6. In case shareholders or proxies cast the votes of approval, disapproval, or abstention, please state their votes on the designated option, and affix their signatures in the ballot cards.
7. Invalid ballot card means the ballot cards which shareholders unclearly state their votes, voting for more than one option on a single ballot card, or change of vote in the ballot card without the voter's signature.  
  
In case of change of vote, voters shall cross-out with their signatures thereon, otherwise it will be considered as an invalid ballot card which will be deducted from the total number of votes, except for the agenda which the total number of shareholders presents at the Meeting is counted as a total number of votes.
8. The vote counting according to the agendas of the Meeting is divided into two parts:
  - The resolutions of agendas that require a majority vote of shareholders attending the meeting and casting their votes are: agenda item 1, agenda item 3, agenda item 4, agenda item 5 and agenda item 7.
    - In vote calculating, the Company will deduct the votes of disapproval and abstention, as well as the votes on invalid ballots (if any) from the total number of votes of the shareholders attend in that agenda and the remaining number would be treated as votes for the approval of that agenda item. The vote counting would be calculated according to the total number of votes of shareholders present at the Meeting and vote, excluding the votes of abstention. If the ballot cards are not submitted, they will be treated as votes of approval.
  - The resolutions of agendas that require a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting are agenda item 6.
    - In vote-calculating, the Company will deduct the votes of disapproval and abstention, as well as invalid ballots (if any) from the total number of votes of the shareholders attend the Meeting in agenda item 6 and the remaining number would be treated as votes for the approval of that agenda item. The vote counting would be calculated according to the total number of votes of shareholders present at the Meeting, including the votes of abstention. If the ballot cards are not submitted, they will be treated as votes of approval.
9. 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 collect the recorded ballot cards in order to record the votes using barcode system. 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 to the officer at the end of the Meeting.

10. Shareholders or proxies who wish to leave the Meeting, either prior to adjournment of the Meeting or after adjournment of the Meeting, shall return all of the ballot cards to the officer at the exit.

Upon the completion of voting procedures explained by the MC, 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 reported on major events of the Company during the year of 2018 and the first quarter of the year 2019 as detailed as follows;

1. On March 20, 2018, the Company has changed its logo to modernize its image.

2. The Board of Directors' meeting resolved to approve the Company to exercise the option to negotiate and sell the remaining share in SBI Thai Online Securities Company Limited (“**SBITO**”) for 1,645,554 shares, at 71.49 Baht per share, with the total disposed value of Baht 118 million, provided that all conditions specified in the Share Purchase Agreement dated April 27, 2018 are met. In this regard, the Company has completely carried out all matters in relation to the disposal of investment and received the payment simultaneously.

3. On March 23, 2018, the Company launched new innovation called “Finansia Hero” which is the most cutting edge trading system at Sukree Kaewcharoen Auditorium, The Stock Exchange of Thailand. The development was made in collaboration with Kiwoom Securities, the number one securities broker of Republic of Korea.

4. On August 29, 2018, Fitch Rating (Thailand) Co., Ltd. affirmed the Company's long-term national rating at “BBB+(tha)” with a “stable” outlook. It also affirmed the Company's short-term rating at “F2(thta)”.

5. On January 21-22, 2019, the Company convened “Finansia Investment Conference 2019” which is a crucial conference of the local institutional investors and more than 40 leading listed companies at Grand Ballroom 1-3, Grand Hyatt Erawan Hotel Bangkok.

**Agenda 1**      **To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders**

The CEO reported to the Meeting that the Company had prepared the Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018 as detailed in the copy of the Minutes of the 2018 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 2018 Annual General Meeting of Shareholders.

The CEO then asked whether the shareholders had any questions and no question 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 16,646 shares, attending the meeting. Therefore, there were 42 shareholders and proxy holders, holding 395,500,340 shares in total.

**Resolution:**      The Meeting considered and resolved to certify the Minutes of the 2018 Annual General Meeting of Shareholders, held on April 24, 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 and casting their votes
Approved	395,500,340	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

## Agenda 2 To acknowledge the Company's operating results for the year 2018

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, 2018, where the details of which appears in the annual report for the year 2018 in the QR Code form as appeared in Enclosure 2 which had been sent to shareholders together with the Invitation Letter. The CEO summarized the Company's operating results as follows:

In the year 2018, the Stock Exchange of Thailand (the "SET") was extremely volatile which is different from the year 2017 where the market condition is stable. There are a lot of situations that have an effect on the Thai Stock Exchange, including the increase of the foreign investor proportion from 33 percent in January 2018 to 38 percent in December 2018 due to the high frequency trading through the Algorithmic Trading or Robot Trade. In a meantime, the proportion of retail investors which is the Company's main source of income decrease to 37 percent in December 2018 from 44 percent in January 2018, resulting in the decrease of the Company's proportion of retail investors. The proportion of institutional investors was, however, stable at 28 percent.

Due to the increase of foreign investors, it may have an effect on the proportion of retail investors and may have an effect on the Company since they are the Company's main source of income. The Company must therefore change its business model to reduce its dependence on income from retail investors and conduct more study on other business in order to adapt to the changing market conditions.

In 2018, the Company's market share is 4.00 percent market share and had been ranked at no.9. In a meantime, the Company's market share in online securities trading 7.50 percent and had been ranked at no. 3. In this regard, the Company aspires to be the leader in online securities trading.

The impact of the sluggish market on the Company is the decrease of the Company's trading value from Baht 121,858 million in January 2018 to Baht 53,349 million in December 2018. Such decrease demonstrates the deceleration in retail investors' trading when facing the trading volume from foreign investors. In addition, the decrease of the trading value via online trading had a direct impact on the Company's brokerage income which was continually decreasing as seen in the comparison between the brokerage income in January 2018, which was Baht 111.24 million and the brokerage income in December 2018, which was Baht 45.74 million.

However, the operating results of Derivative Warrants ("DW") business were relatively positive in the year 2018, having revenue of Baht 72,463,790. The positive response received from investors in DW and Block Trade is resulting from the volatility of the stock market.

During the sluggish market condition, the Company focused on the cost reduction. In this regard, it has already reduced its front-office staff to 468 persons in December 2018 and reduced its branches to 31 branches. The Company also tried to merge its branches and reduced its back-office personnel to reduce costs. The Company expected to reduce its branches to 27 branches within 2 months. However, in order to strengthen other areas of business, the Company needs competent research team and marketing team to provide support for its customers adequately. Also, The Company needs qualified information technology team, innovative technology which needs to be improved and supported consistently, as well as competent personnel in Compliance and Risk Management Department. The Company will increase its personnel in this department to support new business transactions which will be expanded accordingly.

Moreover, the Company took a chance to improve its business structure during the sluggish market condition by making an investment to change its business model in order to strengthen its business foundation for the prospective change in the future by focusing on (1) Online Securities Trading (2) Investment Banking Business (3) Increase Proportion of Institutional Investors (4) Derivative Warrant Business and (5) Wealth Management Business.

As for the investment to increase market share in the online securities trading, the Company entered into the agreement with Kiwoom Securities to develop the online securities trading platform called “Finansia HERO” and also invested in hiring more personnel such as platform development personnel, marketing and sales department personnel who possess knowledge and ability to conduct online marketing through social media and call center personnel who will facilitate customers for account opening. The Company is currently developing the account opening system to be able to open account for customers within 10 minutes.

As for the development of investment banking business which is the prominent business of the Company since it offers initial public offering stocks which are demanded by institutional investors. In addition, the Company plans to increase trading proportion from the institutional investors by developing its research service to meet requirements of institutional investors. In this regard, the Company established “FSS International Investment Advisory Securities Company Limited” (“FSSIA”) as its subsidiary to conduct research coverage for institutional investors. Moreover, the Company convened “Investment Conference” in January 2019 as previously reported. These are the costs of the Company which is expected to generate more revenues from local institutional investors.

As for the development of wealth management, the Company is building the operational team, installing the operational system, and submitted an application for private fund license. The Company possesses a large customer base in brokerage business and sees an opportunity to expand the provision of service for these retail investors through wealth management and private fund management. In this regard, the Company expected this business to increase its revenues significantly in the near future.

Therefore, considering from the operating results of the year 2018 according to the Company’s consolidated financial statement, its total revenue was Baht 1,463.3 million with the net loss amounted to Baht 23.7 million. The proportion of brokerage income received from retail investors was Baht 987.3 million. After expense deduction the said amount remained Baht 64 million which is net income from retail brokerage. In a meantime, the Company’s operating results from online securities trading business (E-Business) was loss at Baht 97.5 million, due to the investment in related operations such as staff for platform maintenance, licensing fees, training on application usage in MBK Center Building which was rented by the Company to establish a training center for interested customers and investors and received good response from customers, and the online marketing. For this reason, the Company incurred loss as appeared in retail brokerage net income in an amount of Baht 33.6 million

The total revenue from institution department consisted of revenue from foreign institutional clients amounted to Baht 89.9 million, however; due to considerable amount of expenses, the Company's net income from foreign institutional clients was Baht 21 million. The total revenue from local institutional clients was Baht 43.7 million which remain Baht 1.5 million as the net income after expenses deduction. However, last year was the year of FSSIA's business establishment which incurred a considerable amount of costs, resulting in Baht 43.2 million of net loss. As a result, the total amount of net loss from institutional clients was Baht 20.7 million according to the total revenue earned from institutional clients. Nevertheless, the Company expects the substantial increase of its revenue in the near future.

For other businesses, the net income from investment banking business was Baht 31.8 million. The net income from proprietary trading was Baht 20.1 million. The wealth management had net loss of Baht 3.8 million since their operation was in the initial stage. The net loss from block trade and SBL was Baht 1.9 million. The total net income from other businesses of the Company was Baht 78.3 million.

In addition, the Company continues to implement anti-corruption policies as it has joined Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in August 2014. In this regard, Mrs. Pornpring Suksantisuwan, the president attended the CAC Certificate Award ceremony for Collective Action Coalition Against Corruption on the occasion that the Company obtained the extension of membership on February 26, 2019. The Company has received a level 4 (certified) 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 detailed below:

- |   |   |
|---|---|
| <b>Mr. Kamjorn<br/>Arunwilairat<br/>Shareholder</b> | Why did the operating results have no profit despite its higher trading volume compared to other companies in the same industry in the last few years while those companies gained more profits?  |
| <b>CEO</b>  | Since each company has different business model and some of them may not focus on brokerage business which resulted in their lower trading volumes and market shares. However, due to their large funds and their focus on other business transactions, i.e., derivative warrants and/or proprietary trading etc., it is expected that most of their profits arising from those businesses.   |
| <b>Mr. Chatchai<br/>Ngamvipas<br/>Proxy</b>         | <ol style="list-style-type: none"><li>1) As the Company has tried to expand its areas of business such as institutional brokerage, derivative warrants and wealth management, what is the advantage and prominent point of the Company to compete with other securities companies while other securities companies are also focus on these fields of business as well, except for online securities trading business which the company has already performed well?</li><li>2) Will the cost from online securities trading in an amount of more than Baht 100 million be a recurring cost in the following year because it is assumed that the Company will need such cost in improving its software from time to time since this cost will affect the financial statement significantly?</li><li>3) Since the Company participated in Thailand's Private Sector Collective Action Coalition Against Corruption, what is the policy of the Company for presenting or publishing the Anti-Corruption policy for business conducting to its partners, subsidiaries, or related persons?</li></ol> |

- CEO**
- 1) The competitors of the Company are foreign brokerage companies and brokerage companies which are commercial banks' affiliates who have advantages over the Companies concerning the networks and capital. However, the fact that the Company is not an affiliate of any commercial banks contributes to its flexibility which is considered as an advantage. Recently, the Company was able to get into the derivative warrants market because the Company found that out-of-the-money derivative warrants were most demanded derivatives in the market, and this type of derivative had not been issued since most derivative warrants which is currently available in the market were in-the-market derivative warrants. As a result, these out-of-the-money derivative warrants received a lot of good response. However, the Company is continually exploring other alternatives to increase its market share in this area of business. For the institution department, the Company has cooperated with BNP Paribas Asia Securities in Hong Kong for research conducting and sending orders. Therefore, the Company does not foresee any disadvantages due to its strong relationship with its business partners and also expects to acquire business partners from other countries to strengthen its institutional brokerage business.  
For the wealth management business, the Company is currently studying wealth management models of various foreign wealth management companies to offer different wealth management models.
  - 2) The Company admitted that the cost of online securities trading business through Finansia HERO system was relatively high. Some of them are one-time cost, and some of them are recurring cost, i.e., system maintenance expenses, system depreciation licensing fee, marketing expenses. However, the Company just started conducting this business which will incur costs for marketing and unable to be reduced for now. However, the company aims to gain more income from this business and would like to inform that the Company has managed its budget in the most efficient and effective way for the purpose to invest in the necessary operation to increase its market share from online securities trading business.
  - 3) The Company published its policy regarding anti-corruption for all departments that have procurement process or contact with various partners and also include inspection and competition process in the procurement framework to ensure that there will be no corruption in every way.

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 2 additional shareholders and proxy holders attending the meeting, holding 142,502 shares. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 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, 2018**

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, 2018 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, page 34 to 84, which had been sent to all shareholders together with the Invitation Letter.

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

Details from the consolidated financial statements	Unit: Baht million	
	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

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

**Mr. Suang Kittisiriphan Shareholder**

1) Requested for explanation regarding the decrease in the Company's investment in 2017 from Baht 973 million to Baht 820 million in 2018 as appeared in page 34 of the financial statement of the Company, as well as the decrease in equity securities from Baht 969 million in 2017 to Baht 440 in 2018 and would like to know whether such marginit was due to the loss in the Company's operating results or the decrease in the market values of equities held by the Company.

2) With regard to the decrease in the investment in a subsidiary, an associate and a joint venture from Baht 225 million to Baht 119 million appeared in page 34 of the financial statement, what is the plan for next year?

3) According to statement of comprehensive income appeared in page 36 of the financial statement, were the expenses specified therein the actual expenses and why there were no clear explanation for other expenses in the amount of Baht 414 million in note no.28.2?

**CFO**

1) The notes to consolidated financial statements no.10 regarding investments consists of 3 parts which are

- Trading securities which consist of (1) investment in proprietary trading (2) derivative warrants (3) Block Trade. These are trading by nature. Moreover, according to the P&L segment which was previously present, this is the profitable segment;
- Held-to-maturity securities which is investment held for customers considered as

parts of investment of the Company;

- General investments are investment in general equities which are not listed in the Stock Exchange such as holding of shares.

In conclusion, the part which markedly decreased is trading securities. Such decrease also related to an amount of proprietary trading transaction, derivative warrants and block trade transactions.

2) The reason why the investment in a subsidiary, an associate and a joint venture decreased is the disposition of the investment in SBITO as informed by the CEO at the beginning. Considering from note to consolidated financial statements no.10 in page 56, the disposition of investment was divided into 2 periods, the first period happened in June, 2017, and the second period happened in April, 2017. The amount of investment, totaling Baht 119 million is the amount of investment in SBI Royal Securities Public Company.

3) The other expenses as specified in the financial statement are actual expenses which consist of rental of building and material expenses, maintenance expense. These are fixed costs. The others are expenses for business support which are mainly investment expenses in Finansia HERO online securities trading platform, advertising expenses of the platform and other advertising fee, including the increase in depreciation.

**Miss Ratana Jala**  
**The Company's**  
**auditor**

With regard to the disclosure of information of notes to financial statements, if some transactions are not required to be disclosed by related rules, such as other expenses which are normally management expenses with a lot of details, normally, these expenses will not be disclosed in detail. However, they consist of management expenses, rental fee, depreciation and other expenses for the back office.

The CEO then asked whether the shareholders had any further question and no additional questions were raised. The CEO therefore proposed the Meeting to consider and approve the financial statements of the Company for the fiscal year ended December 31, 2018.

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 and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total.

**Resolution:** The Meeting considered and resolved to approve the financial statements of the Company for the fiscal year ended December 31, 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 and casting their votes
Approved	395,511,842	99.96689
Disapproved	131,000	0.03311
Abstained	-	-
Voided	-	-

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

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.

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 84. Therefore, the Company deemed appropriate to propose to the Meeting 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 Meeting 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 addition, the dividend payment from the unappropriated retained profits can be compared with past dividend payments as follows:

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

Details of dividend payments	(Proposed year) 2018	2017	2016	2015	2014
1.Net profit (loss) (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 pay-out ratio	N/A <sup>(1)</sup>	41%	30%	49%	40%

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

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 February 28, 2019, which entitled to receive dividend payment on May 3, 2019.

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 and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total.

**Resolution:** The Meeting considered and resolved the non-allocation of the 2018 operating results as statutory reserve and the dividend payment from the unappropriated retained profits due to its loss from the operation in the amount of Baht 35,789,842. However, the Company has the unappropriated retained profits from the previous business operating results. The Meeting then resolved 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 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, 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	395,642,842	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

**Agenda 5      To approve the appointment of directors in replacement of those who are due to 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 (1/3) 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 (1/3) 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 2019 Annual General Meeting, namely:

- |                               |  |   |
|-------------------------------|--|---|
| (1) Mr. Chatchaval Jiaravanon | Director and Chairman of<br>the Board of Directors           | Held the position of director<br>for 16 years |
| (2) Mr. Varah Sucharitakul    | Director and Deputy<br>Chairman of the Board of<br>Directors | Held the position of director<br>for 9 years  |



(3) Mrs. Pornpring Suksantisuwan Director and President Held the position of director for 10 years

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 2019 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 (1) Mr. Chatchaval Jiaravanon; (2) Mr. Varah Sucharitakul; and (3) Mrs. Pornpring Suksantisuwan to be re-elected to be the director for another term.

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

The MC therefore requested the Meeting to vote for individual directors 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. Chatchaval Jiaravanon, (2) Mr. Varah Sucharitakul and (3) Mrs. Pornpring Suksantisuwan as the directors of the Company for another term as proposed, where the voting results were as follows:

**1. Mr. Chatchaval Jiaravanon 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	395,642,842	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

**Remarks:** In this agenda, there were no additional shareholders and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.

**2. Mr. Varah Sucharitakul 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	395,642,842	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

**Remarks:** In this agenda, there were no additional shareholders and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.

3. Mrs. Pornpring Suksantisuwan 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	395,628,833	100.00000
Disapproved	-	-
Abstained	14,009	-
Voided	-	-

**Remarks:** In this agenda, there were no additional shareholders and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 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 2019

The CEO informed the Meeting that pursuant to 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 The meeting allowance shall be paid as follows:

Meeting Allowance	Year 2019	Year 2018
<b>The Board of Directors</b>		
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
<b>Sub-committees</b>		
<b>The Audit Committee</b>		
Chairman	Baht 40,000 / meeting	Baht 40,000 / meeting

Meeting Allowance	Year 2019	Year 2018
Member	(the same rate) Baht 20,000 / person / meeting (the same rate)	Baht 20,000 / person / meeting
<b>The Executive Board</b>		
Chairman of the Executive Board	Baht 40,000 / meeting	None
Executive Board Member	Baht 20,000 / person / meeting	None
<b>The IT Security Committee</b>		
Chairman of the IT Security Committee	Baht 40,000 / meeting	None
IT Security Committee Member	Baht 20,000 / person / meeting	None
<b>The other Sub-committees which shall be appointed by the Board of Directors as deemed necessary</b>		
Chairman	Baht 40,000 / meeting	None
Member	Baht 20,000 / person / meeting	None
<b>Other committees</b>		
<b>The Meeting allowance for directors attending the Meeting of Management Committees and other committees which the Executive Board may appoint as deemed necessary in the future</b>		
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

**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, 2019, 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 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 proxy holders attending the Meeting, and 2 persons with vested interest, holding 3,755,614 shares, were excluded from casting the votes. Therefore, there were 42 shareholders and proxy holders, holding 391,887,228 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 2019 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	391,887,228	100.00000
Disapproved	-	-
Abstained	-	-
Voided	-	-

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

The CEO informed the Meeting that, 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. 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, 2019, 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 determination of the audit fees for the fiscal year 2019 in the amount of 2,150,000 Baht and acknowledge the appointment of the auditors from EY Office Limited as the auditors of FSS International Investment Advisory Securities Company Limited, the Company's subsidiary, for the fiscal year 2019 with 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
<b>Total</b>		2,150,000	1,560,000

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

Remarks:

- 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.
- The auditors 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

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

- Mr. Chatchai Ngamvipas Proxy** 1) It is assumed that the adoption of IFRS 9 has been prepared by the Company in the previous year. Therefore, how is the progress of the adoption, and for investors, how does IFRS 9 affect the Company's financial statement and its operation results?
- CFO** 2) Is there an early adoption of the IFRS 9 for the Company's financial statement this year?
- With regard to the preparation, the Company has prepared to adopt this standard since 2017. The Company has the working team for IFRS 9 to evaluate the effect on each transaction in the financial statement and also attend the meeting of the Association of Thai Securities Companies to discuss the effect of the adoption of IFRS 9 on the securities industry as a whole to see how much the adoption will affect the financial statement. Presently, the Company has already adopted the new standard and it is pending for review by the auditor. For securities business, the financial asset will be calculated according to mark-to-market measurement. In this regard, the affected transaction is investment which is calculated according to fair value measurement. As a result, there will not be any further effect in this part. However, the transaction which actually affected is customer's margin account which will happen when there is customer default but there was no any material default. In conclusion, it is initially estimated that there will not be any significant effects to the Company's financial statement.
- 2) It has not been adopted by the Company since the change will mainly affect margin accounts. For other financial assets, the Company has already adopted the fair value measurement.
- Miss Ratana Jala The Company's auditor** This year, IFRS 9 have not been used extensively. According to the conclusion from the discussion, most companies will adopt IFRS 9 in January, 2020.

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 and proxy holders attending the Meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 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 2019 and acknowledgement of the appointment of the auditors of the Company's subsidiary and the determination of 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	395,642,842	100.00000
Disapproved	-	-
Abstained	-	-

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

**Agenda 8**      To Consider other business (if any)

The CEO opened an opportunity for the shareholders and proxies attending meeting to express their opinions or ask other questions and no question was raised; the Chairman then thanked all the shareholders for attending the Meeting and the Meeting was adjourned at 4.00 p.m.

Signature \_\_\_\_\_ – signed – \_\_\_\_\_ Chairman of the Board of Directors/  
(Mr. Chatchaval Jiaravanon) Chairman of the Meeting

Signature \_\_\_\_\_ – signed – \_\_\_\_\_ Company Secretary/  
(Miss Phatra Kanchanaphat) Recorder of the Minutes

**Profiles and work experience of candidates nominated for re-election as directors to replace those who are due to retire by rotation;**



**Mr. Somphop Keerasuntonpong**

Age: 53 years

Nationality: Thai

**Current Position**

- Authorized Director
- President

**Education**

- MBA General Administration, Pittsburg State University, USA

**Training**

- Director Accreditation Program (DAP) 16/2004
- Corporate Governance for Capital Market Intermediaries (CGI) 3/2015
- Executive Course (9), Capital Market Academy, the Stock Exchange of Thailand

**Experience**

- Syrus Securities PLC

**Date of Appointment**

- 2 June 2003 (17 years)

**If re-elected, the term of office will total 20 years.**

**Relationship with directors/executives**

- – None –

**Position in other listed companies**

- – None –

**Position in non-listed companies or organizations**

- – None –

**Position in other companies with possible conflicts of interest**

- – None –

**Holding of the Company's share**

- Direct: None
- Spouse and minor child: None

**Meeting attendance in 2019**

- Board of Directors' Meeting 7/9 attendances





**Mr. Yang Liu**

Age: 42 years  
Nationality: Chinese

**Current Position**

- Director

**Education**

- Master of Economics, Peking University

**Training**

- – None –

**Experience**

- Head of Service & Support Division, E-Banking Department, Industrial and Commercial Bank of China
- Head of Oversea Business Division, E-Banking Department, Industrial and Commercial Bank of China

**Date of Appointment**

- 29 January 2018 (3 years)

**If re-elected, the term of office will total 6 years.**

**Relationship with directors/executives**

- – None –

**Position in other listed companies**

- – None –

**Position in non-listed companies or organizations**

- Executive Director and Deputy Managing Director, ICBC (Thai) PLC

**Position in other companies with possible conflicts of interest**

- – None –

**Holding of the Company's share**

- Direct: None
- Spouse and minor child: None

**Meeting attendance in 2019**

- Board of Directors' Meeting 5/9 attendances



## Mr. Kittisak Bencharit

Age: 70 years

Nationality: Thai

### Current Position

- Independent Director
- Member of the Audit Committee

### Education

- Bachelor of Economics, University of Wisconsin, USA

### Training

- Director Certificate Program (DCP) 70/2006
- Audit Committee Program (ACP) 32/2010
- Corporate Governance for Capital Market Intermediaries (CGI) 0/2004
- Advanced Audit Committee Program (AACP) 19/2015
- Board that Make a Difference (BMD) 5/2017

### Experience

- Director and member of the Audit Committee, ACL Securities Co., Ltd.

### Date of Appointment

22 October 2009 (11 years)

**If re-elected, the term of office will total 14 years.**

### Relationship with directors/executives

- – None –

### Position in other listed companies

- Independent Director and Audit Committee, Thonburi Medical Centre PLC
- Independent Director and Audit Committee, Exotic Food PLC
- Advisor of CEO and Directors, Premier Enterprise PLC

### Position in non-listed companies or organizations

- Director, Premier Capital (2000) Co., Ltd.
- Director, Premier Brokerage Co., Ltd.

### Position in other companies with possible conflicts of interest

- – None –

### Holding of the Company's share

- Direct: None
- Spouse and minor child: None

### Meeting attendance in 2019

- Board of Directors' Meeting 9/9 attendances

**Profiles and work experience of the proposed auditors for the year 2020**

**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, partner at EY Office Limited

**Working period as the auditor of the Company** : 3 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: 02 264 0777  
Fax: 02 264 0789-90  
Website: [www.ey.com/th](http://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, partner at EY Office Limited  
**Working period as the auditor of the Company** : - year  
**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: 02 264 0777  
Fax: 02 264 0789-90  
Website: [www.ey.com/th](http://www.ey.com/th)

### 3. Mrs. Rachada Yongsawadvanich



**CPA No.** : 4951  
**Audit Firm** : EY Office Limited  
**Working period** : 1991 - present  
**Professional Qualification** : Certified Public Accountant and Thai SEC-approved auditor  
**Education** :  
• Master of Finance, Thammasat University  
• Master of Business Administration, Assumption University  
• Bachelor of Business Administration, Assumption University  
**Work Experience** : 1991 - present, partner at EY Office Limited  
**Working period as the auditor of the Company** : - year  
**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: 02 264 9090 Ext. 77029  
Fax: 02 264 0789-90  
Website: [www.ey.com/th](http://www.ey.com/th)

#### 4. Ms. Wanwilai Phetsang



**CPA No.** : 5315

**Audit Firm** : EY Office Limited

**Working period** : 1994 - present

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

**Education** :  
• Master of Business Administration, Thammasat University  
• Bachelor of Accounting, Thammasat University

**Work Experience** : 1994 - present, partner at EY Office Limited

**Working period as the auditor of the Company** : - year

**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: 02 264 0777  
Fax: 02 264 0789-90  
Website: [www.ey.com/th](http://www.ey.com/th)

**Profiles of the independent directors for appointment as proxy**

Name of Directors	Position	Age (Year)	Address	Conflict of Interests in the Proposed Agenda
1. Pol. Lt. Gen. Visanu Prasattongsoth	Independent Director and Chairman of the Audit Committee	57	878/60 Narasiri, Pattanakarn Road, Srinakarin Sub-district, Suan Luang District, Bangkok 10250	Agenda 1 No special interest Agenda 2 No special interest Agenda 3 No special interest Agenda 4 No special interest Agenda 5 No special interest <u>Agenda 6 Having special interest</u> (To approve the remuneration of directors and sub-committees for the year 2020) Agenda 7 No special interest
2. Mr. Phaiboon Siripanoosatien	Independent Director and member of the Audit Committee	57	260 Tiamruammit Road, Sam Sen Nok Sub-district, Huai Khwang District, Bangkok 10310	Agenda 1 No special interest Agenda 2 No special interest Agenda 3 No special interest Agenda 4 No special interest Agenda 5 No special interest <u>Agenda 6 Having special interest</u> (To approve the remuneration of directors and sub-committees for the year 2020) Agenda 7 No special interest

**Remark:** Profiles of independent directors are set out in the 2019 Annual Report, under the Shareholder's Structure and Management topic.

## **Articles of Association of the Company concerning shareholders' meetings**

### **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 shareholders' 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 shareholders' meeting shall have the last vote.

**Section 18** At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) 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 shareholders' 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 shareholders' 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**

#### **Shareholders' meeting**

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

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



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 shareholders' 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 shareholders' meeting, the Board of Directors shall prepare a written notice calling the Meeting that states the place, date, time, agenda of the Meeting and the matters to be proposed to the Meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least 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 for three (3) consecutive days.

The meeting venue shall be in the province where the Company's headquarters is located or at any other place as the Board may prescribe.

**Section 34** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' 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 shareholders' meeting, if one (1) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders' meeting was called as a result of a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than 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 shareholders' 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 or the 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 shareholders' 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 directors' election. A resolution of the shareholders' 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) Sale or transfer of the whole or important parts of the business of the Company to other persons;
- (b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (c) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (d) Amendment of the Memorandum of Association or the Articles of Association;
- (e) Increase or reduction of the Company's registered capital;
- (f) Liquidation of the Company;
- (g) Issuance of the Company's debenture; and
- (h) 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.

## **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 shareholders' 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 shareholders' meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' 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, vote counting, and notification of voting results**

### **Guidelines for vote casting**

#### General agenda:

1. A voting in each agenda shall be made openly which one (1) share shall be entitled to one (1) 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 proxy shall have one (1) vote for one (1) 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 comprise 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 notification of the voting results**

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 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 the Audit Committee)  
878/60, Narasiri Village, Pattanakarn Road, Srinakarin Sub-district, Suanluang District, Bangkok 10250

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 \_\_\_\_\_ Postal 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 \_\_\_\_\_ years

Residing at \_\_\_\_\_ Street \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

(2) \_\_\_\_\_ Age \_\_\_\_\_ years

Residing at \_\_\_\_\_ Street \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

(3) \_\_\_\_\_ Age \_\_\_\_\_ years

Residing at \_\_\_\_\_ Street \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting on Wednesday, 29 April 2020 at 14.00 hours at Fortune 1A-2 Room, 3<sup>rd</sup> 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.

Signed \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**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 THB 20 must be affixed on this proxy form. The Company reserves the right not to accept the proxy form which is not affixed stamp duty.

อากรแสตมป์ 20  
บาท  
Duty Stamp of  
THB 20

หนังสือมอบฉันทะ แบบ V.  
Proxy Form B

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholder registration number Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at Soi Road Sub-district  
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 \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share shares having the vote equal to \_\_\_\_\_ votes

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

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  และระบุ  
รายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1 please mark  and  
provide details of the proxies.

1.  ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name Age years  
บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Postal Code or  
ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name Age years  
บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Postal Code or



กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  และเลือก  
กรรมการอิสระ-คนใดคนหนึ่ง

If choosing No. 2 please mark  and select  
one of the independent directors.

2.  กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

- พล.ต.ท. วิสณุ ปราสาททองโอสภ **หรือ**  
Pol. Lt. Gen. Visanu Prasattongosoth **or**
- นายไพบุณย์ ศิริภาณุสุตีสัย  
Mr. Phaiboon Siripanoosatien

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)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 14.00 น. ณ ห้องฟอจูน 1A-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพ ฟอจูน เลขที่ 1 อาคารฟอจูนทาวน์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Wednesday, 29 April 2020 at 14.00 hours at Fortune 1A-2 Room, 3<sup>rd</sup> 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 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562**

**Agenda 1 To certify the Minutes of the 2019 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2562**

**Agenda 2 To acknowledge the Company's 2019 business 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 3 **อนุมัติงบการเงินประจำปี 2562 สำหรับระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562**

Agenda 3 **To approve the 2019 financial statements for the fiscal year ended 31 December 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4 **อนุมัติการไม่จัดสรรผลกำไรดำเนินงานปี 2562 เป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล**

Agenda 4 **To approve no appropriation of the net profit for the year 2019 as legal reserve and no dividend payment**

- 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5 **อนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**

Agenda 5 **To approve the re-election of directors to replace 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
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- เลือกตั้งกรรมการเป็นรายบุคคล  
Elect each nominated director individually
- ชื่อกรรมการ นายสมภพ ทิระสุนทรพงษ์  
Director's name Mr. Somphop Keerasuntonpong

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
  - ชื่อกรรมการ นายหยาง หลิว  
Director's name Mr. Yang Liu

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
  - ชื่อกรรมการ นายกิตติศักดิ์ เบนญฤฤทธิ์  
Director's name Mr. Kittisak Bencharit

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 6      อนุมัติค่าตอบแทนกรรมการและคณะกรรมการชุดย่อยประจำปี 2563**

**Agenda 6      To approve the remuneration of directors and sub-committees for the year 2020**

- 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:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 7      อนุมัติการแต่งตั้งผู้สอบบัญชีและค่าตอบแทนผู้สอบบัญชีประจำปี 2563**

**Agenda 7      To approve the appointment of the auditors and audit fees for the year 2020**

- 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:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 8      เรื่องอื่น ๆ (ถ้ามี)**

**Agenda 8      Other matters (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:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be invalid and shall not be deemed as my/our behalf as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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.

กิจการใดที่ผู้รับมอบฉันทะกระทำลงไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 the actions performed by myself/ourselves.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ ข. ตามแบบ  
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.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

## Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 14.00 น. ณ ห้องฟอร์จูน 1A-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1 อาคารฟอร์จูนทาวน์ ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Finansia Syrus Securities Public Company Limited** for the 2020 Annual General Meeting of Shareholders on Wednesday, 29 April 2020 at 14.00 hours at Fortune 1A-2 Room, 3<sup>rd</sup> 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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

## Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**Map of Grand Mercure Fortune Hotel Bangkok**

**แผนที่โรงแรมแกรนด์ เมอร์เคียว ฟอรัจน์ กรุงเทพฯ**  
**Map of Grand Mercure Fortune Hotel Bangkok**

The map illustrates the location of Grand Mercure Fortune Hotel Bangkok at 1 Ratchadaphisek Road, Fortune Town, Dindaeng, Bangkok 10400. Key features include:

- Transportation:** MRT Rama 9 Station (รถไฟฟ้าใต้ดิน พระราม 9) is located directly below the hotel. Major roads shown include Expressway (ทางด่วน), Ratchadaphisek Road (ถนนรัชดาภิเษก), Din-Daeng Road (ถนนดินแดง), and Asoke-Din-Daeng Road (อโศก-ดินแดง).
- Landmarks and Amenities:** The hotel is surrounded by shopping centers like Tesco Lotus (เทสโก้โลตัส) and Jusco (จัสโก), as well as the Esplanade Cinemaplex (เอสพลานาด) and Carrefour (คาร์ฟูร์). Other nearby locations include the Chinese Embassy (สถานทูตจีน), Thailand Cultural Center (ศูนย์วัฒนธรรมแห่งประเทศไทย), and Korea Embassy (สถานทูตเกาหลี).
- Directions:** Arrows indicate directions from Ladprao (มาจากลาดพร้าว) and from Meng Jai (มาจากแยกเหม่งจาย).
- Medical Facility:** Phra Ram 9 Hospital (โรงพยาบาล พระราม 9) is located to the south of the hotel.

**Grand Mercure Fortune Bangkok**  
 1, Ratchadaphisek Road, Fortune Town, Dindaeng, Bangkok 10400, Thailand  
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