

**Invitation to the 2024 Annual General Meeting of Shareholders
Finansia Syrus Securities Public Company Limited**

Monday, 29 April 2024 at 14.00 hours.

**in a physical format at Kidd Yai Mak Meeting Room, MINT TOWER, 2nd Floor,
719 Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330,**



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Personal Data Protection for Shareholders' Meeting

Finansia Syrus Securities Public Company Limited (“**Company**”) gives top priority to your privacy and safeguards your personal data, as a shareholder, authorized person, or proxy. The Company, therefore, has set out policies, rules, and regulations for the Company’s business, providing strict measures in protecting your personal data so that you can be assured that your personal data entrusted to the Company will be processed according to your needs and in accordance with the laws.

The Company would like to inform you, as a data owner, of the purposes and details of the collection, usage and / or disclosure of your personal data as well as your legal rights in connection with personal data, as follows:

“**Personal Data**” means data that can directly or indirectly identify you.

1. Personal Data that the Company collects, uses and / or discloses

For the purposes of convening and attending the Shareholders’ Meeting, the Company shall collect your Personal Data including name-surname, age, date of birth, national identification number, passport number, taxpayer identification number, securities holder registration number, deposit account number, contact information, such as home address, workplace, phone number, fax number, email, IP address, voice recording, still picture, moving picture, and other information deemed as Personal Data under the Personal Data Protection Laws.

For identity verification, the Company shall request a photocopy and / or a copy of your identification card, which may contain sensitive Personal Data, such as religion. The Company has no intention to collect such sensitive Personal Data from you, thus asking for your cooperation to cover such data to make it unreadable prior to submitting the copy of your identification card to the Company.

2. Purposes and lawful basis of collecting, using and / or disclosing Personal Data

The Company shall collect, use, and / or disclose your personal data only as necessary, based on our legitimate purposes or lawful basis, including to fulfil our legal obligations, such as for calling and convening the Shareholders’ Meeting, verifying identity, delivering relevant documents, and carrying out any action required by law, such as the Public Limited Companies Act, B.E. 2535 (1992) (and amendments), the Civil and Commercial Code, the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020), and any other related laws, or to carry out actions necessary for legitimate interests of the Company or other persons or juristic persons, such as for preparing the Shareholders’ Meeting minutes, broadcasting video of the Meeting, recording still and moving pictures to be used for preparing the Meeting minutes and for publication via printed media and electronic media, for security, as well as for any other necessary actions, taking into account the fundamental rights of your Personal Data and to the extent that it is within your reasonable expectation.

3. Sources of Personal Data

The Company shall collect Personal Data directly from you and / or may collect Personal Data obtained from securities registrar, such as Thailand Securities Depository Co., Ltd. (TSD), only when necessary through methods that are in compliance with legal requirements.

4. Disclosure of Personal Data

The Company may disclose your Personal Data to government authorities, regulators, and relevant persons or agencies e.g. the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., courts, data processors, third party service providers, competent authorities, etc., for the purposes as described in this Personal Data Protection Policy. The Company shall oversee that such persons or entities receiving such data will collect, use, and / or disclose your Personal Data to the extent and under the purposes as described in this Policy.

5. Duration of your Personal Data retention

The Company will retain your Personal Data for as long as necessary during the period you are the Company's shareholder, or for as long as necessary to achieve related purposes, unless law requires or permits longer retention period of not over 10 years. The Company shall take appropriate actions to erase, destroy, or anonymize the Personal Data when it is no longer necessary or when the period lapses.

6. Protection of your Personal Data

For retention of your Personal Data, the Company implements technical measures and organizational measures to ensure appropriate security in the Personal Data processing and to prevent Personal Data breach. The Company has set out policies, rules, and regulations on Personal Data protection, e.g. security standards of information technology and measures to prevent data recipients from using or disclosing the data for other purposes or without authorization or unlawfully. The Company has amended such policies, rules, and regulations as frequently as deemed necessary and appropriate.

Moreover, the Company's executives, employees, staff, contractors, agents, advisers, and data recipients are obligated to keep the Personal Data confidential pursuant to confidentiality measure provided by the Company.

7. Your rights related to Personal Data

Your rights are legal rights, namely withdrawal of consent, data access, data portability, objection, data erasure or destruction, processing suspension, data rectification and compliant lodging. You may exercise any of these rights within legal requirements at the present or as amended in the future as well as regulations set out by the Company. In case you are under 20 years old or your legal contractual capacity is restricted, your father and mother, guardian or representative may request to exercise the rights on your behalf.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the Company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. If the Company denies the request, the Company will inform you of the reason.

8. How to contact the Company

If you have any suggestions or inquiries regarding collection, usage, and / or disclosure of your Personal Data as well as a request to exercise your rights, you may contact the Company and / or the Data Protection Officer via email: companysecretary@fnsyrus.com.

Invitation to the 2024 Annual General Meeting of Shareholders
Finansia Syrus Securities Public Company Limited

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Finansia Syrus Securities Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
 2. Financial statements for the fiscal year 2023 ended 31 December 2023 and Form 56-1 One Report of Finansia X Public Company Limited (“FSX”) of the year 2023 (The Company is a subsidiary that operates a core business of FSX) 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 2024
 5. Profile of the independent director for appointment as proxy
 6. The Company’s Articles of Association concerning shareholders’ meeting
 7. Guidelines for vote casting, vote counting, and notification of voting results
 8. Details of documents and evidence to be presented for the shareholders’ meeting registration
 9. Proxy Form A and Form B
 10. Map of the meeting venue

The Board of Directors’ Meeting of Finansia Syrus Securities Public Company Limited (the “**Company**”) held on 28 February 2024 has resolved to approve the convening of the 2024 Annual General Meeting of Shareholders to be held on 29 April 2024 at 14.00 hours, in a physical format at Kidd Yai Mak Meeting Room, MINT TOWER, 2nd Floor, 719 Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 to consider the agendas as follows:

Agenda 1 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

Objective and rationale

The 2023 Annual General Meeting of Shareholders was held on 26 April 2023, as detailed in the Minutes of the 2023 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 it appropriate to propose the 2024 Annual General Meeting of Shareholders to certify the Minutes of the 2023 Annual General Meeting of Shareholders.

Opinion of the Board of Directors

The Board of Directors has considered and viewed that the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 have been correctly and completely recorded and, therefore, it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to certify the Minutes of the 2023 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 consider and acknowledge the Company's 2023 business operating results

Objective and rationale

The Company has summarized the details of the report on the Company's 2023 business operating results and the significant changes for the year 2023 ended 31 December 2023, as detailed Financial statements for the fiscal year 2023 ended 31 December 2023 in QR Code format (Enclosure 2), which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to acknowledge the Company's 2023 business operating results.

Opinion of the Board of Directors

The Board of Directors considered that the Company's business operating results as shown in the Financial statements for the fiscal year 2023 ended 31 December 2023 in QR Code format were accurate, complete, and sufficient; therefore, it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to acknowledge the Company's 2023 business operating results.

Votes required for approval

This agenda item is for acknowledgment; therefore, no vote casting is required.

Agenda 3 To consider and approve the 2023 financial statements of the Company for the fiscal year ended 31 December 2023

Objective and rationale

In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 40 of the Company's Articles of Association, the Company shall prepare the balance sheet and the profit and loss statements as of the end of the fiscal year of the Company and propose them to the Annual General Meeting of Shareholders for approval including shall have the balance sheet and the profit and loss statements audited by an auditor prior to proposing to the shareholders' meeting.

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 2023, which have been audited by EY Office Limited, the auditor of the Company, and reviewed by the Audit Committee of the Company as detailed in the Financial statements for the fiscal year 2023 ended 31 December 2023 in QR

Code format (Enclosure 2), which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the 2023 financial statements of the Company for the fiscal year ended 31 December 2023.

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	
	2023	2022
Total assets	5,993	8,017
Total liabilities	3,328	5,169
Total shareholders' equity	2,665	2,848
Total revenues	1,524	2,307
Net profit (loss) – Equity holders of the Company	(132)	207
Profit (loss) per share – Equity holders of the Company (THB/share)	(0.22)	0.36

Opinion of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the 2023 financial statements of the Company for the fiscal year ended 31 December 2023, 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 requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and approve the omission of the allocation of net profit from business operating results for the year 2023 as a legal reserve and to approve no dividend payment

Objective and rationale

Pursuant to Section 116 of the PLCA and Article 43 of the Articles of Association of the Company, the Company is required to set aside legal reserve at least 5% of net profit of the year after deducting all accumulated loss carried forward (if any) until such legal reserve is not less than 10% of the registered capital of the Company.

In addition, the Company has the policy to pay dividend at the rate of not less than 40% of net profit after the deduction of every type of reserve determined by the Company. However, the dividend payment may be changed taking into account the Company's investment plan, necessity, and other appropriateness in the future. The Company has a plan to distribute the dividend payment from net profit for the year 2023 taking into account the following consideration: (1) the Company's business operating results; (2) the Company

has no retained loss; (3) the Company has sufficient cash flow to pay dividend; and (4) the Company's future investment.

At present, the Company has a registered capital of THB 930,244,840 and a legal reserve in the amount of THB 93,024,484 or representing 10% of the registered paid-up capital of the Company as required by the Company's Articles of Association and the law. However, the Company's 2023 business operating results has a total loss of THB 132,440,801 as set out in the Financial statements for the fiscal year 2023 ended 31 December 2023 in QR Code format (Enclosure 2). The Company deemed it appropriate to propose the shareholders' meeting to consider and to approve the omission of the allocation of net profit from business operating results for the year 2023 as a legal reserve and to approve no dividend payment.

A comparison of the dividend payments from the operating result for the year 2019 to 2023

Details of dividend payments	2023 Proposed year	2022	2021	2020	2019
1. Net profit (loss) from the separate financial statement (THB)	(132,440,801)	218,157,614	296,427,359	87,565,810	(140,832,838)
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	0.07	0.10	0.06	No dividend
4. Total dividend (THB)	No dividend	40,698,212	58,140,302.50	34,884,181.50	No dividend
5. Dividend payout ratio from the separate financial statement	No dividend	19%	20%	42%	No dividend

Opinion of the Board of Directors

The Board of Directors considered and viewed that it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the omission of the allocation of net profit from business operating results for the year 2023 as a legal reserve since the legal reserve of the Company is enough as required by laws and the Articles of Association of the Company and to approve no dividend payment.

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 5 To consider and approve the re-election of directors to replace those who are due to retire by rotation

Objective and rationale

Pursuant to Section 71 of the PLCA and Article 18 of the Articles of Association of the Company, 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/her office may be re-elected.

At the 2024 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

- | | |
|-------------------------------------|----------------------|
| 1 Mr. Chuangchai Nawongs | Director |
| 2. Pol. Gen. Visanu Prasattongosoth | Independent Director |
| 3. Mr. Patiparn Sukorndhaman | Independent Director |

The Nomination, Remuneration, Corporate Governance, and Sustainability Committee (the “**Nomination Committee**”) (by the directors having no conflict of interest) and the Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors who are due to retire by rotation at the 2024 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 PLCA, the Securities and Exchange Act B.E. 2535 (as amended), and the relevant regulations, and the person nominated as an independent director has qualifications in accordance with the relevant laws and regulations relating to independent directors. Therefore, the 3 directors are suitable to be re-elected as the directors of the Company for another term of office. Profiles and work experience of such 3 directors are provided in the Profiles and work experience of 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 2024 Annual General Meeting of Shareholders to consider and approve the re-election of such 3 directors to replace those who are due to retire by rotation for another term of office.

Opinion of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee

The Nomination Committee (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors as abovementioned and viewed that such 3 directors 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 PLCA, the Securities and Exchange Act B.E. 2535 (as amended), and the relevant regulations. Therefore, it was deemed appropriate that such 3 directors shall be re-elected as directors for another term of office.

Opinion of the Board of Directors

The Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the recommendations of the Nomination Committee and viewed that it was appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of (1) Mr. Chuangchai Nawongs, (2) Pol. Gen. Visanu Prasattongosoth, and (3) Mr. Patiparn Sukorndhaman as the directors of the Company for another term of office.

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.

Remark: The casting vote for the appointment of directors is in accordance with rules and procedures under Article 17 of the Company's Articles of Association, the details of which are as set out in the Company's Articles of Association concerning shareholders' meetings (Enclosure 6), which was delivered to all shareholders together with the Notice of this Meeting.

Agenda 6 To consider and approve the remuneration of directors and sub-committees for the year 2024

Objective and rationale

Section 90 of the PLCA stipulates that the company shall not pay money or give any other asset to director unless it is the payment of remuneration under the Articles of Association of the Company, and Article 23 of the Articles of Association of the Company stipulates that director is entitled to receive remuneration from the Company as considered and 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 Nomination Committee and the Board of Directors considered the appropriateness of the determination of directors' and sub-committee's remuneration based on various factors, i.e., the Company's business operating results, the size of the Company's business, and the duties and responsibilities of directors and sub-committees, in comparison with those of other companies with a similar capitalization and in the same industry, and viewed that the remuneration of directors and sub-committees for the year 2024 shall be as follows:

1. Financial remuneration

Meeting allowance to be paid by position as follows:

Meeting allowance	2024 (Same rate)	2023
Board of Directors		
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
Sub-committees		
Audit Committee		
Chairman of Audit Committee	THB 40,000/attendance	THB 40,000/attendance
Members of Audit Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Executive and Risk Oversight Board		
Chairman of Execution and Risk Oversight Board	THB 40,000/attendance	THB 40,000/attendance

Members of Executive and Risk Oversight Board	THB 20,000/person/attendance	THB 20,000/person/attendance
Nomination, Remuneration, Corporate Governance, and Sustainability Committee		
Chairman of Nomination, Remuneration, Corporate Governance, and Sustainability Committee	THB 40,000/attendance	THB 40,000/attendance
Members of Nomination, Remuneration, Corporate Governance, and Sustainability Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Technology Committee		
Chairman of Technology Committee	THB 40,000/attendance	THB 40,000/attendance
Member of Technology Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Other sub-committees which may be established in the future by the Board of Directors as appropriate and necessary		
Chairman of other sub-committees	THB 40,000/attendance	THB 40,000/attendance
Members of other sub-committees	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 established in the future by Executive Board as appropriate and necessary		
Chairman	THB 20,000/attendance	THB 20,000/attendance
Directors	THB 10,000/person/attendance	THB 10,000/person/attendance

Remark: Director who is executive of the Company shall not receive meeting allowance

Directors' bonus In order to reward the Board of Directors and sub-committees' performance for the Company's business operating results ended 31 December 2024, the bonus of the directors and sub-committees shall be paid in a total of not exceeding THB 15,000,000. In this regard, the Nomination, Remuneration, Corporate Governance, and Sustainability Committee shall be authorized for the consideration of payment of such bonus to each director and sub-committee of the Company.

Fiscal year ending 31 December 2024	Fiscal year ended 31 December 2023
Not exceeding THB 15,000,000	Not exceeding THB 15,000,000 (Actual payment totalling THB 4,500,000)

2. Other benefits

– None –

Opinion of the Board of Directors

The Board of Directors considered and viewed that it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of directors and sub-committees for the year 2024 which have been considered by the Nomination Committee as detailed above.

Votes required for approval

The resolution of this agenda item requires a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2024

Objective and rationale

Pursuant to Section 120 of the PLCA and Article 37 of the Articles of Association of the Company, 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 2024 Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year ended 31 December 2024, with the following details:

1. Appointment of 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 an opinion on the Company's financial statements:

- | | | | |
|----|-----------------------------|---------------------------------|--------|
| 1) | Ms. Wanwilai Phetsang | CPA (Thailand) License No. 5315 | and/or |
| 2) | Ms. Bongkot Kriangphanamorn | CPA (Thailand) License No. 6777 | and/or |
| 3) | Ms. Somjai Khunapasut | CPA (Thailand) License No. 4499 | |

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

In this regard, the aforementioned 3 auditors are independent, and have no relationship and/or any interest with the Company, subsidiary, executives, or major shareholders or related person thereof as detailed in the Profiles and work experience of the proposed auditors for the year 2024 (Enclosure 4).

2. Approval of audit fees for the year 2024 in the amount of THB 2,050,000, not including non-audit fees

In this regard, the audit fees of the Company and its subsidiaries compared to those of the previous year are as detailed as follows:

Details of the Company's audit fees in comparison between 2024 and 2023

Unit: THB

No.	Audit fees	2024 (Proposed year)	2023
1.	For reviewing the financial statements for the first quarter of year	200,000	250,000
2.	For auditing the financial statements for the six-months period	825,000	825,000
3.	For reviewing the financial statements for the third quarter of year	200,000	200,000
4.	For auditing the financial statement of the fiscal year	825,000	825,000
5.	For issuing the financial statement (Clearance)	-	-
Total		2,050,000	2,100,000

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 or non-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.

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

Name of Auditors	Appointed as the Company's auditor	Signed in the Company's financial statement
Ms. Wanwilai Phetsang	2020 – 2024	2023
Ms. Bongkot Kriangphanamorn	2023 – 2024	Never
Ms. Somjai Khunapasut	2012 – 2024	Never

Opinion of the Audit Committee

The Audit Committee considered the audit fees for the year 2024 and viewed that it was appropriate and suitable for the scope of audit by taking into account the complexity of the 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 viewed that it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Ms. Wanwilai Phetsang CPA (Thailand) License No. 5315, and/or (2) Ms. Bongkot Kriangphanamorn, CPA (Thailand) License No. 6777, and/or (3) Ms. Somjai Khunapasut , CPA (Thailand) License No. 4499, from EY Office Limited to be the Company's auditors and audit fees for the year 2024 in the amount of THB 2,050,000, not including non-audit fees.

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 8 To consider other matters (if any)

The Company would like to invite shareholders to attend the 2024 Annual General Meeting of Shareholders via electronic means at the date and time as mentioned above. The Company shall start the Meeting registration from 13.00 hours onwards.

In this regard, please study Details of documents and evidence to be presented before attending shareholders' meetings (Enclosure 8) and Guidelines for vote casting, vote counting, and notification of voting results (Enclosure 7) before attending the meeting.

If any shareholders wish to appoint a proxy to attend and cast the vote at the meeting on their behalf, please complete and sign Proxy Form A or Proxy Form B (Enclosure 9) which were delivered to all shareholders together with the Notice of this Meeting, or, alternatively, shareholders may download such Proxy Forms: Form A or Form B from www.fnsyrus.com. Please duly execute only one of the three forms and the Company will facilitate the affixing of duty stamps in the proxy form for shareholders and proxies.

For any shareholders who wish to appoint the independent director of the company as their proxy in the 2024 Annual General Meeting of Shareholders, the shareholders may appoint the independent director who is not due to retire by rotation namely, Mr. Kittisak Bencharit. In agenda 6 (approval for remuneration of directors and sub-committees for the year 2024), whereby the independent director has vested interest, the independent director will cast the votes on the shareholders' behalf according to the voting instruction specified in the proxy form. In this regard, the details of the independent director are as appeared in the profile of the independent director for appointment as a proxy as set out in Enclosure 5, which was delivered to all shareholders together with the Notice of this Meeting.

In this regard, please deliver the proxy form together with supporting documents or evidence as required to the Company by 26 April 2024, whereby the Company will prepare the affixing of duty stamps in the proxy form for the proxies attending the Meeting.

Sincerely Yours,

Finansia Syrus Securities Public Company Limited

- *Mr. Chatchaval Jiaravanon* -

(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors

Remarks: 1. The notice and other attachments are also published on the Company's website (www.fnsyrus.com). Shareholders can submit the proxy form, evidence, and questions that are relevant to the agendas or other information of the Company in advance via E-mail address: companysecretary@fnsyrus.com or registered post to the Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Securities Public Company Limited, No. 719, Mint Tower, 8th Floor, Banthadthong Road, Wang Mai Sub-district, Pathumwan District, Bangkok 10330 or fax to 02 680 0769 by indicating shareholder's name, address, and contact information for the Company to contact back.

For more information, please contact

Ms. Phatra Kanchanaphat, or
Ms. Siripa Sodomphruek, or
Ms. Pimpraew Thongsrikum,
Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Securities Public Company Limited
Tel.: 02 680 0811-14
Fax: 02 680 0769

**Minutes of the 2023 Annual General Meeting of Shareholders
of
Finansia Syrus Securities Public Company Limited**

Date and time: Wednesday, 26 April 2023, at 10.00 hours in a hybrid format at Kidd Yai Mak Meeting Room, MINT TOWER, 3rd Floor, 719 Banthat thong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM) in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020)

Preliminary proceeding:

Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, acting as Chairman of the Meeting (“**Chairman**”), and Ms. Phatra Kanchanapraphat, Company Secretary, acting as the Master of Ceremony (“**MC**”) of Finansia Syrus Public Company Limited (the “**Company**”) reported to the 2023 Annual General Meeting (“**Meeting**”) that from the names which appeared in the shareholders’ register book on the record date of 17 March 2023, the Company had 5,988 shareholders, in which 39 shareholders attended the Meeting representing 296,613,140 shares, equivalent to 51.0168% 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) (and amendments) (“**Public Limited Company Act**”) and Article 34 of the Articles of Association of the Company, which specifies that a quorum shall consist of the presence of the shareholders and proxies of at least 25 persons or at least half of the total number of shareholders, representing not less than one-third (1/3) of the total number of the shares sold. The Chairman then declared the Meeting duly open.

The MC introduced the Board of Directors, executives, and advisors of the Company attending the Meeting as follows:

Directors

- | | | | |
|----|------------------|-----------------|---|
| 1. | Mr. Chatchaval | Jiaravanon | Chairman of the Board of Directors (Chairman) |
| 2. | Mr. Vorapak | Tanyawong | Vice Chairman of the Board of Directors (Video Conference) |
| 3. | Mr. Chuangchai | Nawongs | Director and Chief Executive Officer (CEO) |
| 4. | Mr. Somphop | Keerasuntonpong | Director and President |
| 5. | Mr. Seksan | Chunsereechai | Director |
| 6. | Pol. Gen. Visanu | Prasattongosoth | Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination, Remuneration, and Corporate Governance Committee |
| 7. | Mr. Phaiboon | Siripanoosatien | Independent Director and member of the Audit Committee |

Remark: The Company’s Board of Directors comprises of 9 persons, 7 of which attended the Meeting. The proportion of directors attending the Meeting is 77.78%.

Executives

- | | | | |
|----|----------------|---------------|--|
| 1. | Ms. Chorpetch | Riamdee | Chief Financial Officer (CFO) |
| 2. | Mrs. Parichart | Khantasima | Senior Executive Vice President, Internal Audit Department |
| 3. | Ms. Vilasinee | Sungkapreecha | Senior Executive Vice President, Financial Planning and Budgeting Department |

Other attendees

External auditors from EY Office Company Limited

- | | | |
|----|---------------|---------------|
| 1. | Ms. Ratana | Jala |
| 2. | Ms. Phensopha | Plienbangyang |

Legal advisors from The Capital Law Office Limited

1. Mr. Paradorn Leosakul
2. Ms. Vanida Thaneepanichskul
3. Ms. Nita Treesinchai

Ms. Nita Treesinchai was present in the Meeting room and acted as inspectors to the proxy forms and vote counting to ensure that the Meeting is conducted in compliance with the law.

Company Secretary

1. Ms. Phatra Kanchanaphat

The MC then reported to the Meeting the top ten largest shareholders of the Company. The Board of Directors chose the record date on 17 March 2023 to determine the shareholders entitled to attend the 2023 Annual General Meeting of Shareholders as follows:

	Shareholders	Shares (Shares)	% Shares
1.	PILGRIM PARTNERS ASIA (PTE.) LTD. (SUB- ACC3- PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD)	170,269,978	29.29
2.	MIB SECURITIES (HONG KONG) LIMITED FOR DVP	64,663,609	11.12
3.	Industrial and Commercial Bank of China (Thai) Public Company Limited	58,140,302	10.00
4.	Morgan Stanley & CO. International PLC	49,691,611	8.55
5.	Mr. Suthipoj Ariyasuthivong	40,400,000	6.95
6.	Thai NVDR Company Limited	18,358,811	3.16
7.	Mrs. Suporn Wattanavekin	13,017,427	2.24
8.	THAILAND SECURITIES DEPOSITORY COMPANY LIMITED FOR DEPOSITORS	9,879,300	1.70
9.	Mr. Watchara Kaewsawang	6,800,000	1.17
10	Pol. Gen. Visanu Prasattongsoth	3,655,614	0.63
.			
	Other shareholders	146,526,373	25.19
	Total	581,403,025	100.00

Before commencing the agendas, the MC informed the Meeting of the voting procedures and vote count methods for acknowledgement as follows:

1. The Company hired Quidlab Company Limited to provide an electronic conferencing system using the E-Meeting & Online Voting System for registration, e-Voting, and meeting attendance. The electronic conferencing system meets standards in accordance with the conditions and methods set forth in the Royal Decree on Teleconferences via Electronic Means B.E. 2020 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2020 (2020)
2. The meeting will consider the matters in the order of the agenda specified in the Notice of the Meeting. The Company will present the information of each agenda, and give opportunities for shareholders to ask questions before voting, shareholders or proxies attending in person can raise their hand to ask questions, and shareholders or proxies at the meeting via the E-Meeting & Online Voting System can inquire by typing a message to ask questions in the message box or ask questions using voice messages, not more than 2 minutes. After that, the Company will notify the Meeting of the voting results when counting the votes for that agenda is completed accordingly.

3. In voting, each shareholder has 1 share per 1 vote. In case any shareholder has a special interest in any matter, the shareholder shall not have the right to vote. Shareholders who wish to vote must vote in the E-Meeting & Online Voting System, where the Company gives 1 minute to vote for each agenda item.

For Shareholders or proxies who are attending the meeting in person and wish to disapprove or abstain from voting, please raise your hand and sign the ballot card. The Company's staff will then collect and record your vote using the barcode system. If shareholders or proxies who wish to vote in approval, do not need to raise their hand. Simply mark the vote on the ballot card and return it to the Company's staff before leaving the meeting.

4. In counting the votes, the Company will deduct the votes of disapproval and abstention from the total number of votes of the shareholders who attend the Meeting and are entitled to vote and the rest will be considered as the votes of approval. Shareholders shall vote through the ballot card or the E-Meeting & Online Voting System whether "Approve" or "Disapprove" or "Abstain" to count the votes. Shareholders who do not vote in the system or Send the ballot card to the Company's staff will be considered as the votes for approval.

Void 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. For shareholders who vote through the E-Meeting & Online Voting System that requires shareholders to vote either one of the voting choices, therefore, there will be no case of a "Void card".

5. The vote counting according to the agendas of the Meeting is divided into three types:

- The resolutions of agendas that require a majority vote of shareholders attending the Meeting and casting their votes, excluding abstention, are agenda 1, 3, 4, 5 and 7. In agenda 5 To approve the appointment of directors to replace those who are due to retire by rotation, voting shall be in order of each director.
- The resolution of agenda that requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the Meeting and entitled to vote, including abstention, is agenda 6.
- The resolution of agenda that requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and entitled to vote, including abstention, is agenda 8

7. Shareholders must attend or stay logged in in the system until the end of the agendas and must vote on each agenda before voting period is closed. In case the shareholders leave the Meeting or log out of the system before the voting period is closed on any agenda, the shareholders' shares will not be counted to constitute a quorum will not be included as votes in such agenda. However, leaving the Meeting or logging out in any agenda will not disqualify the shareholders' rights or proxies to return to attend the Meeting and vote on the next agenda in the Meeting room or the system.

8. In case shareholders have problems accessing the Meeting system or voting system, please study and follow the instructions given in the Notice of the Meeting or contact Quidlab Call Center Tel: 02 013 4322 and 080 008 7616

Upon the completion of voting procedures explained by the MC, the Chairman thereby commenced the Meeting and appoint the MC to convene the Meeting in accordance with the agendas delivered in advance along with the Notice as follows:

Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders

The MC reported to the Meeting that the Company had prepared the Minutes of the 2022 Annual General Meeting of Shareholders held on 29 April 2022 as detailed in the copy of the Minutes of the 2022 Annual General Meeting of Shareholders, Enclosure 1, which had been sent to shareholders together with the Notice. The Board of Directors viewed that it was accurately recorded and contained all resolutions of the 2022 Annual General Meeting of Shareholders.

Afterward, the MC invited shareholders to ask question, but no one had any.

The MC then 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 those who abstain from voting.

During this agenda, the MC notified the Meeting that 2 more shareholders and/or proxies were present, representing 17,094 shares.

Resolution: The Meeting considered and resolved to certify the Minutes of the 2022 Annual General Meeting of Shareholders, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,603,634	100.0000
Disapproved	0	0.0000
Abstained	26,600	Excluded from calculation base
Void	0	0.0000

Agenda 2 To acknowledge the Company’s 2022 business operating results

The MC reported to the Meeting that the Company had summarized the details of the Company’s business operating results and significant changes for the fiscal year ended 31 December 2022, where the details of which appear in the Form 56-1 One Report 2022 in the QR Code form as appeared in Enclosure 2 which had been sent to shareholders together with the Notice.

The MC reported to the Meeting about the Company’s anti-corruption policy as follows:

- The Company joined “Thai Private Sector Collective Action Coalition Against Corruption (CAC)” on 27 August 2014, The Company has a policy to continue to join and support the CAC when the contract expires on 31 March 2025.
- The Company has continued to operate and manage with honesty, transparency, morality, and social responsibility throughout the years and will continue in the future.

The CEO summarized the Company’s business operating results as follows:

- In 2022, SET’s average daily value of trading decreased by 19.5% to 71,226 MB from 88,443 MB in 2021. This decline caused a 19% drop in the Company’s brokerage earning.
- In the retail online trading market share, the company ranked 2nd with 7.31%. Additionally, in the overall market share ranking, it secured the 3rd position with 5.34%.
- The HERO trading platform is still the most advanced application for SET. E-Business and marketing team have successfully added over 60,000 new accounts, bringing the total number of accounts to about 250,000.

- In May 9, 2022, the Company acquired nearly 100% of FSL. Throughout the year, the IB team from both companies collaborated to underwrite several issues, including 5 as the lead underwriter. These include significant milestone issues like Thai Life Insurance and I –TAIL Corporation. The total issues underwritten as 20 IPOs in last year.

After the MC invited shareholders to share their question and opinions, the discussion points are summarized as following; A shareholder right protection volunteer of Thai Investors Association, Mr. Viboon Tanasanpiboon, asked about the Company’s risk management policy concerning the volatility of transactions related to digital asset.

The CEO stated that the Company’s subsidiary is currently in the process of obtaining a brokerage license from the SEC for its Digital Asset Business. This license would allow them to act solely as a digital asset broker, which is our group’s primary area of expertise, rather than functioning as digital asset exchange.

The MC announced that this agenda is for acknowledgement only and no vote casting is required.

Agenda 3 To approve the 2022 financial statements of the Company for the fiscal year ended 31 December 2022

The MC reported to the Meeting that in order to comply with Section 112 of the Public Limited Company Act B.E. 2535 (and amendments) and Article 40 of the Company’s Articles of Association, 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 2022, 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 Form 56-1 One Report 2022 (Enclosure 2: “Financial Statements”), which was delivered to all shareholders together with the Notice of this Meeting.

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	
	2022	2021
Total assets	8,017	7,047
Total liabilities	5,168	4,356
Total shareholders’ equity	2,824	2,691
Total revenues	2,400	2,397
Net profit (loss) – Equity holders of the Company	207	300
Profit (loss) per share – Equity holders of the Company (THB/share)	0.36	0.52

Afterward, the MC invited shareholders to ask question, but no one had any.

The MC then 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 those who abstain from voting.

During this agenda, the MC notified the Meeting that 1 more shareholder and/or proxy was present, representing 4,000 shares.

Resolution: The Meeting considered and resolved to approve the 2022 financial statements of the Company for the fiscal year ended 31 December 2022, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,607,634	100.0000
Disapproved	0	0.0000
Abstained	26,600	Excluded from calculation base
Void	0	0.0000

Agenda 4 To consider and approve no appropriation of net profit for the year 2022 as a legal reserve and to approve the distribution of dividend payment

The MC reported to the Meeting that 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% of net profit of the year after deducting all accumulated loss carried forward (if any) until such legal reserve is not less than 10% of the registered capital of the Company.

In addition, the Company has the policy to pay dividend at the rate of not less than 40% of net profit in accordance with the separate financial statements after the deduction of every reserve 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. In consideration of dividend payment from net profit for 2022, such consideration shall include (1) the Company's business operating results (2) the Company has no retained loss (3) the Company has sufficient cash flow to pay dividend and (4) the Company's future investment.

In this regard, the Company has a registered capital of THB 930,244,840 and a legal reserve in the amount of THB 93,024,484 or representing 10% of the registered paid-up capital of the Company as required by the Company's Articles of Association and law. The Company deemed it appropriate to propose the shareholders' meeting to consider and approve no appropriation of net profit for the year 2022 as a legal reserve and to approve the distribution of dividend payment from the Company's 2022 business operating results to shareholders whose names appear on the list as of the record date on 17 March 2023 at the rate of THB 0.07 per share or equivalent to THB 40,698,212 or equivalent to 19% of the net profit accordance with the separate financial statements after the deduction of every reserves which is not in line with the Company's dividend payment policy since the Company currently is on process of transformation including expands its new business to the area of digital assets and requires funds for development of Finansia HERO trading system in accordance with investors' demand. The dividend payment shall be made from the annual net profit of the Company after deduction of the corporate income tax at the rate of 20%, and the dividend payment date is scheduled on 19 May 2023, as detailed in the Form 56-1 One Report 2022 under Section "Financial Statements" (Enclosure 2). In this regard, individual shareholders entitle to claim the tax credit at the rate of 20/80 times of the dividend received.

A comparison of the dividend payments from the year 2018 to 2022

Details of dividend payments	2022 (Proposed year)	2021	2020	2019	2018
1. Net profit (loss) from the separate financial statement (THB)	218,157,614	296,427,359	87,565,810	(140,832,838)	(35,789,842)
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)	0.07	0.10	0.06	No dividend payment	0.06
4. Total dividend (THB)	40,698,212	58,140,302.50	34,884,181.50	No dividend payment	34,884,181.50
5. Dividend payout ratio from the separate financial statement	19%	20%	42%	No dividend payment	N/A ⁽¹⁾

Remark: ⁽¹⁾ Dividend was paid from the Company's unappropriated retained profits.

Afterward, the MC invited shareholders to ask question, but no one had any.

The MC then 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 those who abstain from voting.

During this agenda, the MC notified the Meeting that no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve no appropriation of net profit for the year 2022 as a legal reserve and to approve the distribution of dividend payment, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,557,634	100.0000
Disapproved	0	0.0000
Abstained	76,600	Excluded from calculation base
Void	0	0.0000

Agenda 5 To approve the appointment of directors to replace those who are due to retire by rotation

The MC reported to the Meeting that pursuant to Section 71 of the Public Limited Company 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 2021 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

- | | | |
|--------------------------------|----------------------|---|
| 1. Mr. Somphop Keerasuntonpong | President | Holding the position of director for 20 years |
| 2. Mr. Seksan Chunserechai | Director | Holding the position of director for 1 year |
| 3. Mr. Kittisak Bencharit | Independent Director | Holding the position of director for 14 years |

In this regard, the Company provided an opportunity for shareholders to nominate candidates for election as directors at the 2023 Annual General Meeting of Shareholders during the period from 1 November 2022 to 31 January 2023. However, no shareholder nominated any candidates for election as directors at this meeting.

The Nomination, Remuneration, Corporate Governance, and Sustainability Committee (the “**Nomination Committee**”) and the Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors who are due to retire by rotation at the 2023 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 PLCA, the Securities and Exchange Act B.E. 2535 (as amended), and the relevant regulations, and the person nominated as an independent director has qualifications in accordance with the relevant laws and regulations relating to independent directors. In this regard, although Mr. Kittisak Bencharit has held the position of independent director and member of the Audit Committee for more than 9 years, Mr. Kittisak Bencharit is knowledgeable and capable persons with good understanding in the Company’s business and has provided significant assistance and advices for the Company. Therefore, the 3 directors are suitable to be re-elected as the directors of the Company for another term of office. Profiles and work experience of such 3 directors are provided in the Profiles and work experience of 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 2023 Annual General Meeting of Shareholders to consider and approve the re-election of such 3 directors to replace those who are due to retire by rotation for another term of office

Afterward, the MC invited shareholders to ask question, but no one had any.

The MC then 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 those who abstain from voting.

Resolution: The Meeting considered and resolved to approve the re-election of (1) Mr. Somphop Keerasuntonpong, (2) Mr. Seksan Chunsereechai, and (3) Mr. Kittisak Bencharit as directors of the Company for another term of office as proposed, where the voting results were as follows:

1. Mr. Somphop Keerasuntonpong was elected as director of the Company:

During this agenda, the MC notified the Meeting that no additional shareholder and/or proxy attended the Meeting.

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,607,634	100.0000
Disapproved	0	0.0000
Abstained	26,600	Excluded from calculation base
Void	0	0.0000

2. Mr. Seksan Chunsereechawas elected as director of the Company:

During this agenda, the MC notified the Meeting that no additional shareholder and/or proxy attended the Meeting.

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,607,634	100.0000
Disapproved	0	0.0000
Abstained	26,600	Excluded from calculation base
Void	0	0.0000

3. Mr. Kittisak Bencharit was elected as director of the Company:

During this agenda, the MC notified the Meeting that 1 more shareholder and/or proxy was present, representing 735 shares.

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,608,252	100.0000
Disapproved	117	0.0000
Abstained	26,600	Excluded from calculation base
Invalid	0	0.0000

Agenda 6 To consider and approve the remuneration of directors and sub-committees for the year 2023

The MC reported to the Meeting that Section 90 of the PLC Act stipulates that the company shall not pay money or give any other asset to directors unless it is the payment of remuneration under the articles of association of the company. Since Article 23 of the AOA stipulates that 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 Nomination Committee and the Board of Directors considered the appropriateness of the determination of directors' and sub-committee's remuneration based on various factors, i.e., the Company's business operating results, the size of the Company's business, and the duties and responsibilities of directors and sub-committees, in comparison with those of other companies with a similar capitalization and in the same industry, and viewed that the remuneration of directors and sub-committees for the year 2023 shall be as follows:

1. Financial remuneration

Meeting allowance to be paid by position as follows:

Meeting allowance	2023 (Same rate)	2022
The Board of Directors		
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
Sub-committees		
Audit Committee		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Executive and Risk Oversight Board		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Nomination, Remuneration, Corporate Governance, and Sustainability Committee		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Technology Committee		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Other sub-committees which may be formed in the future by the Board of Directors as appropriate and where necessary		
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 Company's business operating results ended 31 December 2023, the bonus of the directors and sub-committees shall be paid in a total of not exceeding THB 15,000,000. In this regard, the Nomination, Remuneration, Corporate Governance, and Sustainability Committee shall be authorized for the consideration of payment of such bonus to each director and sub-committee of the Company.

Fiscal year ending 31 December 2023	Fiscal year ended 31 December 2022
Not exceeding THB 15,000,000	Not exceeding THB 15,000,000 (Actual payment totaling THB 15,000,000)

2. Other benefits

– None –

After the MC invited shareholders to share their question and opinions, the discussion points are summarized as following; A shareholder, Mrs. Kanung Mukteeranuwat inquired about why director in executive position are not eligible to receive a meeting allowance and bonus.

Mr. Somphop Keerasuntonpong, the Directors and President, answered that the directors in executive positions are considered employees and receive salaries and bonuses. However, to prevent duplicate expenses, they do not receive meeting allowance or additional bonuses.

The MC then 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 (2/3) of the shareholders attending the Meeting and entitled to vote. The MC also informed that 1 person with vested interest, holding 3,655,614 shares, were excluded from casting the votes.

During this agenda, the MC notified the Meeting that 2 more shareholders and/or proxies were present, representing 3,000 shares.

Resolution: The Meeting considered and resolved to approve the remuneration of directors and the sub-committees of the Company for the year 2023 as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	292,955,755	99.9909
Disapproved	0	0.0000
Abstained	26,600	0.0091
Void	0	0.0000

Agenda 7 To approve the appointment of auditors and audit fees for the year 2023

The MC reported to the Meeting that pursuant to Section 120 of the Public Limited Company Act and Article 37 of the Company's Articles of Association, an auditor shall be appointed, and audit fee shall be determined by the Annual General Meeting of Shareholders. In this regard, the Audit Committee considered and proposed its opinion to the Board of Directors and the Board of Directors deemed it appropriate to propose the Meeting to approve the appointment of the auditors from EY Office Limited as the Company's auditors for the fiscal year ending 31 December 2023, where any of the following auditors will be authorized to review and give opinion on the Company's financial statements:

- 1) Ms. Wanwilai Phetsang CPA (Thailand) License No. 5315 and/or
- 2) Ms. Bongkot Kriangphanamorn CPA (Thailand) License No. 6777 and/or
- 3) Ms. Somjai Khunapasut CPA (Thailand) License No. 4499

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 3 auditors are independent, and have no relationship and/or any interest with the Company, subsidiary, executives, or major shareholders or related person thereof.

In addition, the Board of Directors deemed it appropriate to propose the Meeting to approve the audit fees for the year 2023 in the amount of not exceeding THB 2,100,000 and to acknowledgment of the appointment of the auditors from EY Office

Limited to be the auditors of subsidiaries in the group company for the year 2023 and the determination of the audit fees of subsidiaries in the Group Company in the amount not exceeding THB 5,140,000 and the appointment of the following auditors to review and give an opinion on the financial statements of the subsidiaries:

- | | | |
|--------------------------------|---------------------------------|--------|
| 1) Ms. Wanwilai Phetsang | CPA (Thailand) License No. 5315 | and/or |
| 2) Ms. Bongkot Kriangphanamorn | CPA (Thailand) License No. 6777 | and/or |
| 3) Ms. Somjai Khunapasut | CPA (Thailand) License No. 4499 | |

Details of the Company's audit fees in comparison between in 2022 and 2023

Unit: THB

Audit fees	2023 (Proposed year)	2022
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	825,000	780,000
3. For reviewing the financial statements for the third quarter of year	200,000	250,000
4. For auditing the financial statement of the fiscal year	825,000	800,000
5. For issuing the financial statement (Clearance)	-	-
Total	2,100,000	2,080,000

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

- 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 22 October 2013 (and amendments) 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.
 - The auditors as proposed previously were appointed to be the Company's auditor as follows:

Name of auditors	Appointed as the Company's auditor	Signed in the Company's financial statement
1. Ms. Wanwilai Phetsang	2020 - 2023	Never
2. Ms. Bongkot Kriangphanamorn	2023	Never
3. Ms. Somjai Khunapasut	2012 - 2023	Never

After the MC invited shareholders to share their question and opinions, the discussion points are summarized as following; Mrs. Kanung Mukteeranuwat, a shareholder, asked about the reason behind the increase in audit fees from the previous year.

The Company's Secretary explained that the audit fees increased from the previous year due to the increase of the Company's subsidiaries, which made the audited account more complex. However, after careful consideration, the Audit Committee determined that the audit fees was appropriate and reasonable compared to others in the same industry. The MC then 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 those who abstain from voting. During this agenda, the MC notified the Meeting that no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year ending 31 December 2023 and the audit fees for the fiscal year 2023 and acknowledgment of the appointment of the auditors from EY Office Limited to be the auditors of subsidiaries in the group company and the audit fees as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,611,369	100.0000
Disapproved	0	0.0000
Abstained	26,600	Excluded from calculation base
void	0	0.0000

Agenda 8 To consider and approve the amendment of the Articles of Association of the Company

In order that the Company's regulations are clear, flexible, and in line with the new law that has been amended regarding the use of technology in organizing board meetings and shareholders' meetings, delivery of documents, and delegation of proxy to attend the shareholders' meeting which can be performed by electronic means, according to the Public Limited Companies Act (No. 4) B.E. 2022 which has been effective since 24 May 2022, the Company needs to amend the Company's Articles of Association to be clear, flexible and consistent with the amendments to the aforementioned law.

The Board of Directors considered and viewed that it was deemed appropriate to propose the 2023 Annual General Meeting of Shareholders as detailed in Table Comparing between the Existing Articles of Association and the Proposed Amendments to the Articles of Association of Finansia Syrus Securities Public Company Limited (Amended Part Only) (Enclosure 5 of the Notice which had been delivered to the shareholders), as detailed below:

Articles of Association		
Section	Existing Articles of Association	New Articles of Association
Chapter 2 Shares and Shareholders		
6	All share certificates of the company shall indicate the name of shareholder and must carry the signature of at least one (1) director affixed or printed thereon, together with the company's seal affixed. The director may delegate its power to the securities registrar under the law on securities and securities exchange to affix or print a signature on his or her behalf.	All share certificates of the company shall indicate the name of shareholder and must carry the signature of at least one (1) director affixed or printed thereon, together with the company's seal affixed. The director may delegate its power to the securities registrar under the law on securities and securities exchange to affix or print a signature on his or her behalf.

Chapter 5 Board of Directors		
16	<p>The company shall have a board of directors consisting of at least five (5) directors but not more than eleven (11) directors to conduct the business of the company and not less than one-half of the directors shall reside within Thailand.</p> <p>The board of directors of the company shall consist of directors who have the qualifications and do not possess any prohibited characteristics under the laws on public limited companies and other laws relating to the company's operations.</p> <p>The directors of the company can be a shareholder of the company.</p>	<p>The company shall have a board of directors consisting of at least five (5) directors but not more than eleven (11) directors to conduct the business of the company and not less than one-half <u>(1/2)</u> of the directors shall reside within Thailand.</p> <p>The board of directors of the company shall consist of directors who have the qualifications and do not possess any prohibited characteristics under the laws on public limited companies and other laws relating to the company's operations.</p> <p>The directors of the company can be a shareholder of the company.</p>
21	<p>The shareholders' meeting may adopt a resolution to remove any director from office prior to his or her retirement by rotation by a vote of not less than three-fourth (3/4) of the total number of shareholders who attend the meeting and have the right to vote and collectively hold not less than one-half of the total number of shares held by the shareholders who attend the meeting and have the right to vote.</p>	<p>The shareholders' meeting may adopt a resolution to remove any director from office prior to his or her retirement by rotation by a vote of not less than three-fourth (3/4) of the total number of shareholders who attend the meeting and have the right to vote and collectively hold not less than one-half <u>(1/2)</u> of the total number of shares held by the shareholders who attend the meeting and have the right to vote.</p>
26	<p>To convene a meeting of the board of directors, the chairman of the board of directors, or the person assigned by the chairman, shall send a notice to all directors not less than seven (7) days before the date of the meeting. However, in case of an emergency for the purpose of protecting the rights and benefits of the company, a meeting may be summoned by other means, and an earlier meeting date may be set. In addition, if that meeting is conducted through electronic media, the company may send notice of the meeting by electronic means.</p>	<p>To convene a meeting of the board of directors, the chairman of the board of directors, or the person assigned by the chairman, shall send a notice shall be sent to all directors not less than seven (7) three (3) days before the date of the meeting. However, in case of an emergency for the purpose of protecting the rights and benefits of the company, a meeting may be summoned by electronic means or other means, and an earlier meeting date may be set. In addition, if that meeting is conducted through electronic media, the company may send notice of the meeting by electronic means:</p> <p><u>In addition, the notice of the meeting and supporting documents can be sent by electronic mail in accordance with the rules and procedures provided in the relevant laws or notifications.</u></p>

30	<p>The board of directors shall hold a meeting at least once every three (3) months in the province where the company's head office is located or in nearby provinces.</p>	<p>The board of directors shall hold a meeting at least once (1) every three (3) months in the province at the <u>place</u> where the company's head office is located or in nearby provinces or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</p> <p><u>The meeting of the board of directors pursuant to the first paragraph may be conducted through electronic media as provided in the law on electronic meeting. In this regard, the company's head office shall be deemed to be the venue of the meeting.</u></p>
<p>Chapter 6 Shareholders' Meeting</p>		
33	<p>To convene a shareholders meeting, whether physical meeting or electronic meeting, the board of directors must prepare a notice specifying the place, date, time, agenda, and matters to be proposed to the meeting, along with reasonable details, and it must be expressly specified whether such matters are proposed for acknowledgment, approval, or consideration, including the board of directors' opinions thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. In addition, if that meeting is conducted through electronic media, the notice of the meeting and supporting documents can be sent by electronic means.</p> <p>In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or any other place as may be determined by the board of directors.</p>	<p>To convene a shareholders meeting, whether physical meeting or electronic meeting, the board of directors must prepare a notice specifying the place, date, time, agenda, and matters to be proposed to the meeting, along with reasonable details, and it must be expressly specified whether such matters are proposed for acknowledgment, approval, or consideration, including the board of directors' opinions thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. <u>Moreover, the publication of the notice of the meeting shall be in accordance with the law.</u></p> <p>In addition, if that meeting is conducted through electronic media, the notice of the meeting and supporting documents can be sent by electronic mail <u>in accordance with the rules and procedures provided in the relevant laws or notifications.</u></p> <p>In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or any other place <u>in nearby provinces</u> as may be determined by the board of directors, <u>and if that meeting is conducted through electronic media, the company's head office shall be deemed to be the venue of the meeting.</u></p>

<p>34</p>	<p>In order to constitute a quorum, whether physical meeting or electronic meeting, 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.</p> <p>At any shareholders’ meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined 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.</p>	<p>In order to constitute a quorum, whether physical meeting or electronic meeting, 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 <u>(1/2)</u> 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.</p> <p>At any shareholders’ meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined 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.</p> <p><u>Each shareholder may prepare a proxy form to authorize not more than one (1) proxy to attend the meeting and cast vote on his or her behalf in accordance with the form as specified by the Registrar and the proxy form must be delivered to the chairman of the board or the person designated by the chairman of the board, at the venue of the meeting before such proxy attends the meeting. There can only be one proxy for such matter, regardless of the number of shares held by such shareholder.</u></p> <p><u>The grant of proxy in the first paragraph may be made by electronic means, provided that safe and trustworthy procedures shall be applied to ensure that the proxy is granted by a shareholder in accordance</u></p>
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		<u>with the rules and procedures provided in the relevant laws or notifications.</u>
36	<p>In order to vote in the shareholders' meeting, each shareholder shall has one number of votes equal to one 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:</p> <ol style="list-style-type: none"> (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-fourth (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required: <ol style="list-style-type: none"> (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) Concluding, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss; 	<p>In order to vote in the shareholders' meeting, each shareholder shall has one (1) number of votes equal to one (1) 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:</p> <ol style="list-style-type: none"> (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-fourth (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required: <ol style="list-style-type: none"> (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) Concluding, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company, or an amalgamation of the undertaking

	<p>(d) Amendment of the Memorandum of Association or the Articles of Association;</p> <p>(e) Increase or reduction of the Company's registered capital;</p> <p>(f) Liquidation of the Company;</p> <p>(g) Issuance of the Company's debenture; and Merger of the Company.</p>	<p>with any other person with a view to sharing profits and loss;</p> <p>(d) Amendment of the Memorandum of Association or the Articles of Association;</p> <p>(e) Increase or reduction of the Company's registered capital;</p> <p>(f) Liquidation of the Company;</p> <p>(g) Issuance of the Company's debenture; and Merger of the Company.</p>
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Afterward, the MC invited shareholders to ask question, but no one had any.

The MC then asked the Meeting to cast votes in this agenda and informed the Meeting that the resolution of this agenda item requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

During this agenda, the MC notified the Meeting that no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve the amendment of the Articles of Association of the Company, as proposed, with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base, as detailed as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	296,611,369	99.9910
Disapproved	0	0.0000
Abstained	26,600	0.0090
Void	0	0

Agenda 9 Other matters (if any)

The Chairman gave the opportunity for shareholders to ask questions and make recommendations and no question was raised

The Chairman then thanked all the shareholders for attending the Meeting and adjourned the Meeting at 11.35 hours.

Sign – *Mr. Chatchaval Jiaravanon* –
(Mr. Chatchaval Jiaravanon)
Chairman of the Board of Directors

Sign – *Ms. Phatra Kanchanapraphat* –
(Ms. Phatra Kanchanapraphat)
Minutes taker and Company Secretary

Financial statements for the fiscal year 2023 ended 31 December 2023 in QR Code format

URL : <https://www.fnsyrus.com/mc03/investor-relation-en/financial-statements.aspx>



Form 56-1 One Report of Finansia X Public Company Limited (“FSX”) of the year 2023
(The Company is a subsidiary that operates a core business of FSX) in QR Code format

URL : <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>



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

Mr. Chuangchai Nawongs

Age: 62 years old

Nationality: Thai

Current positions

- Authorized Director
- Chief Executive Officer
- President
- Member of the Executive and Risk Oversight Board

Education

- Master of Business Administration, Bangkok University

Training

- Director Accreditation Program (DAP) 23/2004
- Corporate Governance for Capital Market Intermediaries (CGI) 2/2015

Experience

- Director, ACL Securities Co., Ltd.
- Managing Director Finansa Securities Co., Ltd.

Date of appointment

- 23 March 2022

Relationship with directors/executives

- – None –

Positions in listed companies (1)

- Director and Chief Executive Officer, Finansia X Public Company Limited

Positions in non-listed companies/organizations (4)

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- – None –

Holding of the Company's shares

- Direct: -None-
- Indirect: Holds shares in CAPITAL ASIA INVESTMENTS PTE. LTD. FOR PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD (“PILGRIM”). (the Company's major shareholder) in the proportion of 40 percent of the paid-up capital
- Spouse and minor children: -None-

Penalty history in the last 5 years

- – None –

Pol. Gen. Visanu Prasattongosoth

Age: 61 years old

Nationality: Thai

Current positions

- Independent Director
- Chairman of the Audit Committee
- Chairman of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee

Education

- Master of Business Administration, University of San Francisco, USA
- Master of Political Science, Sukhothai Thammathirat Open University

Training

- Director Accreditation Program (DAP) 11/2004
- Audit Committee Program (ACP) 7/2005
- Financial Statement for Director (FND) 19/2005
- Advanced Audit Committee Program (AACP) 21/2015
- Corporate Governance for Capital Market Intermediaries (CGI) 3/2015
- HOT 4/2022

Experience

- Commissioner of Office of Inspector General, Royal Thai Police
- Assistant Commissioner General, Royal Thai Police
- Independent Director, SBI Thai Online Securities Co., Ltd.
- Commissioner of Office of Human Resources, Royal Thai Police
- Commissioner of Information and Communication Technology
- Deputy Commissioner of Office of Inspector General, Royal Thai Police
- Deputy Commissioner of Office of Human Resources, Royal Thai Police
- Deputy Commissioner of Immigration Bureau, Royal Thai Police
- Commander of Foreign Affairs Division, Royal Thai Police

Date of appointment

- 23 March 2022

Positions in listed companies (5)

- Independent Director and Chairman of the Audit Committee, Finasia X Public Company Limited
- Chairman, Airports of Thailand PLC
- Independent Director, Chewathai PLC
- Independent Director and Chairman of the Enterprise-wide Risk Management Committee, BCPG PLC
- Independent Director and member of the Audit Committee, Vanachai Group PLC

Positions in non-listed companies/organizations (7)

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- – None –

Holding of the Company's shares

- Direct: 3,655,614 shares
- Spouse and minor children: -None-

Penalty history in the last 5 years

- – None –

Relationship with directors/executives

- – None –

Mr. Patiparn Sukorndhaman

Age: 62 years old

Nationality: Thai

Current positions

- Independent Director
- Member of the Audit Committee
- Member of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee

Education

- Master of Business Administration (Finance), The American University, USA
- Bachelor of Arts in Political Science (Public Administration - Public Finance), 2nd Class Honors, Chulalongkorn University

Training

- Director Accreditation Program (DAP) 73/2006

Experience

- President, PTT Global Chemical Public Co., Ltd
- Chief Operation Officer, Downstream Petrochemical Business, PTT Global Chemical Public Co., Ltd
- Senior Executive Vice President - Finance and Accounting, PTT Global Chemical Public Co., Ltd
- Senior Executive Vice President - Finance and Accounting, Bangchak Petroleum Public Co., Ltd
- Chief Financial Officer, Banpu Power Co. Ltd.
- Chief Financial Officer, The Cogeneration Public Co., Ltd (Renamed to: Glow Energy PCL)

Date of appointment

- 28 February 2024

Relationship with directors/executives

- – None –

Positions in listed companies (3)

- Independent Director and Member of the Audit Committee, Finansia X Public Company Limited
- Independent Director, Energy Absolute Public Co., Ltd
- Independent Director, TPBI Public Co., Ltd

Positions in non-listed companies/organizations (1)

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- – None –

Holding of the Company's shares

- Direct: None
- Spouse and minor children: None

Penalty history in the last 5 years

- – None –

Profiles and work experience of the proposed auditors for the year 2024

1. 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	:	<ul style="list-style-type: none">• 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	:	5 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

2. Ms. Bongkot Kriangphanamorn

CPA No. : 6777

Audit Firm : EY Office Limited

Working period : 1999 - present

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

Education :

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Work Experience : 1999 - present, partner at EY Office Limited

Working period as the auditor of the Company : 2 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

3. 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 : 5 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

Profile of the independent director for appointment as proxy

Name of Directors	Position	Age (Year)	Address	Conflict of Interests in the Proposed Agenda
1. Mr. Kittisak Bencharit	Independent Director and Member of the Audit Committee	75	Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Securities Public Company Limited 719 MINT TOWER Building, 8 th Floor, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330	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 Agenda 6 Having special interest (To consider and approve the remuneration of directors and sub-committees for the year 2024) Agenda 7 No special interest Agenda 8 No special interest

The Company's Articles of Association concerning shareholders' meeting

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 a casting 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.

Unless otherwise provided by law, shareholders' meetings via electronic meeting can be held in accordance with the relevant regulations and laws.

One or more shareholders holding shares with the amount not less than ten (10) percent 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 forty-five (45) days of the date of receipt of such request from the said shareholders.

In the case where the Board of Directors fails to arrange the meeting within the period as in paragraph four, the shareholders who subscribed their names or along with other shareholders amounting as given are entitled to hold the meeting. This is subject to a condition that such group of shareholders shall convene the meeting within forty-five (45) days of the lapse of the due date in paragraph four. In such case, the meeting shall be considered as a meeting called by the Board of Directors where the company must be accountable for any essential expenses incurred from the meeting and facilitate the meeting as appropriate.

In the case that the shareholders' meeting called in accordance with paragraph five is not met by meeting quorum requirements as in Section 34, the shareholders who called for the meeting shall cover the expenses of that meeting themselves.

Section 33 In calling the shareholders' meeting, whether physical meeting or electronic 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 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, whether physical meeting or electronic meeting, 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) Concluding, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
 - (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 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
Accounting, financing, and Auditing

Section 40 The Board of Directors shall cause to be made a balance-sheet and a profit and loss account as of the end of the fiscal year of the Company to be submitted to an Annual General Meeting of Shareholders for consideration and approval and the Board of Directors shall arrange an auditor to audit the balance sheet and the profit and loss account prior to the submission to the shareholders' meeting.

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 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. Voting in each agenda shall be made openly and one (1) share shall be entitled to one (1) vote. Shareholder or proxy shall cast 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 deemed to be 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 the 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 has 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 or proxy who disapproves or abstains from voting.
2. For voting in each agenda, shareholders or proxy who disapprove or abstain from voting shall raise their hands (for physical meeting) or vote through e-shareholders' meeting application (for E-AGM) for further vote counting while shareholder or proxy who approves is not required to raise their hands or vote through e-shareholders' meeting application. The rest of the shareholders who do not raise their hands or vote through the system shall be considered as votes of approval. Shareholder

or proxy shall vote only in one manner. (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 and casting their votes.
- In other case in 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 any agenda, except for voting on the election of Directors, cannot vote on such agenda. 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 or those who have been assigned by 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. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

Details of Documents and Evidence to be Presented for the Shareholders' Meeting Registration

1. In case the shareholder attends the meeting in person at the meeting venue:

- Notice to the Meeting (Registration Form with QR Code)
- For Thai individual shareholders, please present your ID card or official identification card.
- For foreign individual shareholders, please present your alien identification card, passport or a document used in lieu of a passport.

In the case of a change in name-surname of a shareholder, please present evidence certifying such change. If the shareholder is a juristic person:

- In case a shareholder is a juristic person:
 - Notice to the Meeting (Registration Form with QR Code)
 - For Thai juristic person: (1) A copy of Affidavit issued by the Ministry of Commerce or competent authority not exceeding 6 months, certified true and correct by the authorized director(s) of such juristic person and (2) the citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) who sign certified true copy.
 - For foreign juristic person: (1) A copy of Certificate of Incorporation or Affidavit certified true and correct by the authorized person(s) of such juristic person which shall be certified by competent authority or notary public not exceeding 1 year and (2) the citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s).

2. In case the shareholder attends the meeting via proxy to attend the meeting at the meeting venue:

- If shareholders are unable to attend the 2024 Annual General Meeting of Shareholders, they may appoint any person as their proxy or designate the Company's Independent Director to vote on their behalf.
- Shareholders wishing to delegate a proxy are requested to authorize only one proxy to attend the meeting and vote in accordance with the attached proxy form.
- The proxy grantor can indicate their voting preferences on each agenda item of the meeting—whether they agree, disagree, or choose to abstain, as specified in the proxy form. The proxy will then vote according to the grantor's wishes.

Required documents for the appointment of proxy:

- Notice to the Meeting (Registration Form with QR Code)
- Proxy Form, which is completely filled in all items together with duly signed by both the grantor and proxy. The Company will facilitate the affixing of duty stamps in the proxy form for shareholders and proxies.
- In case of Thai individual shareholder, certified true and correct copy of the grantor's citizen identification card or civil servant identification card are required to be presented.
- In case of foreign individual shareholder, certified true and correct copy of the grantor's certification of alien registration or passport or documents used in lieu of passport are required to be presented.
- ID card, official identification card, alien identification card, passport or a document used in lieu of a passport of a proxy.
- In case of a juristic person shareholder:
 - Thai juristic person: (1) A copy of Affidavit issued by the Ministry of Commerce or competent authority not exceeding 6 months, certified true and correct by the authorized director(s) of such juristic person and (2) Certified true and correct copy of citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) who sign certified true copy.

- Foreign juristic person: (1) A copy of Certificate of Incorporation or Affidavit certified true and correct by the authorized director(s) of such juristic person and (2) Certified true and correct copy of citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) which shall be certified by competent authority or notary public not exceeding 1 year.
- ID card, official identification card, alien identification card, passport or a document used in lieu of a passport of a proxy.
- In 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 proxy form from shareholders without any further identification documents of the shareholders. The Custodian shall present the documents specified in the Proxy Form C, which can be downloaded at www.fnsyrus.com.
- In case shareholders represented at meeting by appointing the Company's Independent Director to vote on his/her behalf, the shareholders may choose to appoint Mr. Kittisak Bencharit (Independent Director and member of the Audit Committee).
- Shareholders who would like to appoint an independent director of the Company as a proxy shall submit the Proxy Form that has been completely prepared and executed in accordance with the procedure mentioned above to the Company Secretary via E-mail address: companysecretary@fnsyrus.com or by post to the Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Public Company Limited, 719 MINT TOWER Building, 8th Floor, Banthat Thong Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330 or fax to 02 680 0769 within 19 April 2024.

3. In case the shareholder deceases

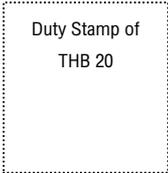
An administrator shall present in the meeting in person or by proxy. Court's order appointing administrator certified by such administrator shall be presented.

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 such guardian or custodian 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

Email _____ Phone number _____

(2) _____ Age _____ years

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____, or

Email _____ Phone number _____

(3) _____ Age _____ years

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____

Email _____ Phone number _____

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting on 29 April 2024 at 14.00 hours at Kidd Yai Mak Meeting Room, MINT TOWER, 2nd Floor, 719 Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330, or such other date, time and place as the Meeting may be adjourned.

Any acts performed by the proxy in the meeting shall be deemed the actions performed by myself/ourselves.

Signed _____ Grantor

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Remark:

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.

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) (“บริษัทฯ”)**
Being a shareholder of **Finansia Syrus Securities Public Company Limited (the “Company”)**
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 และระบุรายละเอียดของผู้รับมอบฉันทะ
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 _____
District Province Postal Code

Enclosure 9

อีเมล _____ หมายเลขโทรศัพท์มือถือ _____ หรือ
E-mail _____ Mobile Number _____ or
ชื่อ _____ อายุ _____ ปี
Name _____ Age _____ years
บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____
อีเมล _____ หมายเลขโทรศัพท์มือถือ _____ หรือ
E-mail _____ Mobile Number _____ 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:
 นายกิตติศักดิ์ เบลญจฤทธิ์
Mr. Kiitsak Bencharit

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบอำนาจไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบอำนาจแทน
(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 2567 ในวันที่ 29 เมษายน 2567
เวลา 14.00 น. ณ ห้องประชุม Kidd ไทโยมมาก อาคาร มินท์ ทาวเวอร์ ชั้น 2 เล่งที่ 719 ถนนบรรทัดทอง แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on 29 April
2024 at 14.00 hours at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Banthat thong Road, Wang Mai Sub-district, Pathumwan
District, Bangkok 10330) or such other date, time or place as the meeting may be held.

- (4) ข้าพเจ้ามอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follow:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 **พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2566**Agenda 2 **To consider and acknowledge the Company's 2023 business operating results**

- 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 3 **พิจารณาอนุมัติงบการเงินประจำปี 2566 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**Agenda 3 **To consider and approve the 2023 financial statements for the fiscal year ended 31 December 2023**

- 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 **พิจารณาอนุมัติการไม่จัดสรรกำไรสุทธิจากผลการดำเนินงานปี 2566 เป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผล**Agenda 4 **To consider and approve the abstention of the net profit for the year 2023 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 **พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**Agenda 5 **To consider and 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

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| 1. ชื่อกรรมการ | นายช่วงชัย น-วงศ์ | |
| Director's name | Mr. Chuangchai Nawongs | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| 2. ชื่อกรรมการ | พลตำรวจเอกวิสนุ ปราสาททองโอสถ | |
| Director's name | Pol. Gen. Visanu Prasattongosoth | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| 3. ชื่อกรรมการ | นายปฎิภาณ สุคนธมาน | |
| Director's name | Mr. Patiparn Sukorndhaman | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 **พิจารณาอนุมัติค่าตอบแทนกรรมการและคณะ-กรรมการชด้อยประจำปี 2567**

Agenda 6 **To consider and approve the remuneration of directors and sub-committees for the year 2024**

- 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 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและค่าตอบแทนผู้สอบบัญชีประจำปี 2567**

Agenda 7 **To consider and approve the appointment of the auditors and the determination of audit fees for the year 2024**

- 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 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 8 **To consider 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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
(_____)

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ v. ตาม
แบบ

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 2567 ในวันที่ 29 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม Kidd ไทญูมาก อาคาร มินท์ ทาวเวอร์ ชั้น 2 เลขที่ 719 ถนนบรมกิตติทอง แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Finansia Syrus Securities Public Company Limited** for the 2024 Annual General Meeting of Shareholders on 29 April 2024 at 14.00 hours at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Banthadthong Road, Wang Mai Sub-district, Pathumwan District, Bangkok 10330 or such other date, time or place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

Map of the Meeting Venue



Mint Tower

6th Floor (Room No. 601), 7th, 8th, 9th Floor, Mint Tower
 719 Banthat Thong Road, Wangmai, Pathumwan, Bangkok 10330

02-680-0700

02-680-0769