

**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, 3<sup>rd</sup> 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
	<b>Total</b>	<b>581,403,025</b>	<b>100.00</b>

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 2<sup>nd</sup> with 7.31%. Additionally, in the overall market share ranking, it secured the 3<sup>rd</sup> 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 <sup>(1)</sup>

**Remark:** <sup>(1)</sup> 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 Chunsereechai    | 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
<b>The Board of Directors</b>		
Chairman	THB 50,000/attendance	THB 50,000/attendance
Deputy Chairman	THB 30,000/attendance	THB 30,000/attendance
Non-executive directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Sub-committees</b>		
<b>Audit Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Executive and Risk Oversight Board</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Nomination, Remuneration, Corporate Governance, and Sustainability Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Technology Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Other sub-committees which may be formed in the future by the Board of Directors as appropriate and where necessary</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Other committees</b>		
<b>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</b>		
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)	-	-
<b>Total</b>	<b>2,100,000</b>	<b>2,080,000</b>

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
<b>Chapter 2 Shares and Shareholders</b>		
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, <del>together with the company's seal affixed.</del> 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.

<b>Chapter 5 Board of Directors</b>		
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, <del>the chairman of the board of directors, or the person assigned by the chairman, shall send</del> a notice <b>shall be sent</b> to all directors not less than <del>seven (7)</del> <b>three (3)</b> 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 <b>electronic means or</b> other means, and an earlier meeting date may be set. <del>In addition, if that meeting is conducted through electronic media, the company may send notice of the meeting by electronic means:</del></p> <p><b><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></b></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 <del>in the province</del> <b>at the <u>place</u></b> where the company's head office is located or in nearby provinces <b>or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</b></p> <p><b><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></b></p>
<p><b>Chapter 6 Shareholders' Meeting</b></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. <b><u>Moreover, the publication of the notice of the meeting shall be in accordance with the law.</u></b></p> <p>In addition, <del>if that meeting is conducted through electronic media,</del> the notice of the meeting and supporting documents can be sent by electronic mail <b><u>in accordance with the rules and procedures provided in the relevant laws or notifications.</u></b></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 <del>any other place</del> <b><u>in nearby provinces</u></b> as may be determined by the board of directors, <b><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></b></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><b><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></b></p> <p><b><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></b></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"> <li>(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.</li> <li>(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"> <li>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</li> <li>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</li> <li>(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;</li> </ol> </li> </ol>	<p>In order to vote in the shareholders' meeting, each shareholder shall has <b>one (1)</b> number of votes equal to <b>one (1)</b> 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"> <li>(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.</li> <li>(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"> <li>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</li> <li>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</li> <li>(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</li> </ol> </li> </ol>

	<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