

Ref. No. FSS.CS 17/2561

April 24, 2018

Subject: Resolutions of the 2018 Annual General Meeting of Shareholders

To: The President
The Stock Exchange of Thailand

Finansia Syrus Securities Public Company Limited (the “**Company**”) hereby notify the resolutions of the 2018 Annual General Meeting of Shareholders held on April 24, 2018, at 2 p.m. to 3.45 p.m., at Platinum Hall, 3rd Floor, Grand Mercure Fortune Bangkok, No. 1, Fortune Town Tower, Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok, where the following significant resolutions were passed:

1. A resolution was passed to certify the Minutes of the 2017 Annual General Meeting of Shareholders held on April 25, 2017, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	401,854,841	shares	representing (%)	100.00000
Disapproval	-	shares	representing (%)	-
Abstention	-	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there were 4 additional shareholder(s) and/or proxy holder(s), holding 6,604,480 shares, attended the meeting. Therefore, there were 302 shareholders and proxy holders, holding 401,854,841 shares in total, attending the meeting.

2. A resolution was passed to acknowledge the Company’s operating results for the year 2017.

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

3. A resolution was passed to approve the financial statements of the Company for the fiscal year ended December 31, 2017, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	401,854,841	shares	representing (%)	100.00000
Disapproval	-	shares	representing (%)	-
Abstention	100	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

- (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 303 shareholders and proxy holders, holding 401,854,941 shares in total, attending the meeting.

4. A resolution was passed to approve the appropriation of profit for the fiscal year ended December 31, 2017 as a legal reserve in the amount of 4,447,424 Baht and the dividend payments from the Company's operating results for the fiscal year ended December 31, 2017 at the rate of 0.06 Baht per share, in the total amount not exceeding 34,884,182 Baht to shareholders of the Company whose names appear in the shareholders' register book on the record date of March 7, 2018, and set the dividend payment date on May 22, 2018, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	401,854,841	shares	representing (%)	100.00000
Disapproval	-	shares	representing (%)	-
Abstention	100	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 303 shareholders and proxy holders, holding 401,854,941 shares in total, attending the meeting.

5. The following resolutions were passed to re-elect the following 3 who retired by rotation as directors for another term of office, as follows:

- 1) A resolution was passed to re-elect Mr. Chuangchai Nawongs as the director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	401,726,235	shares	representing (%)	100.00000
Disapproval	-	shares	representing (%)	-
Abstention	35,100	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there were 2 additional shareholder(s) and/or proxy holder(s), holding 6,394 shares, attended the meeting. Therefore, there were 304 shareholders and proxy holders, holding 401,761,335 shares in total, attending the meeting.

- 2) A resolution was passed to re-elect Pol. Lt. Gen. Visanu Prasattongsoth as the independent director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	398,559,404	shares	representing (%)	99.99997
Disapproval	117	shares	representing (%)	0.00003
Abstention	35,100	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there was 1 additional shareholder(s) and/or proxy holder(s), holding 388,900 shares, attended the meeting. Therefore, there were 305 shareholders and proxy holders, holding 398,594,621 shares in total, attending the meeting.
- 3) A resolution was passed to re-elect Mr. Phaiboon Siripanoosathien as the independent director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approval	402,072,518	shares	representing (%)	99.99997
Disapproval	117	shares	representing (%)	0.00003
Abstention	177,600	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total, attending the meeting.

6. A resolution was passed to approve the remuneration of the directors and the sub-committees of the Company for the year 2018, with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, detailed as follows:

- (1) Directors' Remuneration

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

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

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

Bonus To pay the directors' bonus in the amount of not exceeding 10,000,000 Baht in consideration of the Board of Directors' performance for the fiscal year ended December 31, 2018, where the Remuneration Committees will allocate as follows:

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

(2) Other benefit

- None -

Approval	398,459,521	shares	representing (%)	99.99119
Disapproval	-	shares	representing (%)	-
Abstention	35,100	shares	representing (%)	0.00881
Voided	-	shares	representing (%)	-

Remarks:

- (1) The resolution for this agenda item requires the votes of not less than two-thirds of the shareholders attending the meeting.
- (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 304 shareholders and proxy holders, holding 398,494,621 shares in total, attending the meeting.

7. A resolution was passed to approve the appointment of the auditors from EY Office Limited. as the Company's auditors for the fiscal year ended December 31, 2018, where any of the following auditors shall be authorized to review and give opinion on the financial statements of the Company:

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

and the determination of the audit fee for the fiscal year ended December 31, 2018, in the amount of 1,560,000 Baht, and acknowledge the appointment of the auditors from EY Office

Limited as the auditors of FSS International Investment Advisory Securities Company Limited for the fiscal year 2018 and the determination of the audit fees in the amount of 400,000 Baht, excluding the non-audit services fee, with a simple majority vote of shareholders attending the meeting and casting their votes, detailed as follows:

Approval	402,250,135	shares	representing (%)	100.00000
Disapproval	-	shares	representing (%)	-
Abstention	100	shares	representing (%)	-*
Voided	-	shares	representing (%)	-*

Note: * Percentage is not calculated as the voting is counted based on those who casted their votes.

Remarks:

- (1) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
 - (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total, attending the meeting.
- (8) A resolution was passed to approve the amendment to the Company’s Articles of Associate in respect of the organization of the Board of Directors’ meeting by enabling the meeting to be held via electronic media, with a vote of not less than three-fourths of the shareholders attending the meeting and eligible to vote, detailed as follows:
- (1) Amend Article 25 of the AOA as follows:

From

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

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

To

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

chairman is unable to perform his or her duty, any directors attended the meeting shall elect one of directors among themselves, to be a chairman of the meeting.

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

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

“Article 25/1 In the case that the Board of Directors' meeting is held via electronic media, all directors attending the meeting must be in the Kingdom of Thailand, where at least one-third (1/3) of the quorum must be physically present at the same meeting venue. All meetings held via electronic media must be conducted in accordance with the meeting's monitoring system which has the security and protection of information, where, during the entire meeting, all directors attending the meeting must be audio and video recorded, as the case may be. In addition, the log file incurred from such recordings and the meeting's monitoring system must be in compliance with the standards of the security of the electronic meeting prescribed by the relevant authority.”

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

From

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

To

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

Approval	402,250,135	shares	representing (%)	99.99998
Disapproval	-	shares	representing (%)	-
Abstention	100	shares	representing (%)	0.00002
Voided	-	shares	representing (%)	-

Remarks:

- (1) The resolution for this agenda item requires the votes of not less than three-fourths of the shareholders attending the meeting and eligible to vote.
- (2) During the consideration of this agenda item, there was - additional shareholder(s) and/or proxy holder(s), holding - shares, attended the meeting. Therefore, there were 306 shareholders and proxy holders, holding 402,250,235 shares in total, attending the meeting.

Please be informed accordingly.

Sincerely yours,

(Mr. Chuangchai Nawongs)
Chief Executive Officer