

Ref. No. FSS.CS 019/2562

April 25, 2019

Subject: Notification of the Resolutions of the 2019 Annual General Meeting of Shareholders

To: The President  
The Stock Exchange of Thailand

Finansia Syrus Securities Public Company Limited (the “**Company**”) would like to notify the resolutions of the 2019 Annual General Meeting of Shareholders held on April 25, 2019, at 2:00 p.m. to 3.57 p.m., at Platinum Hall, 3<sup>rd</sup> Floor, Grand Mercure Bangkok Fortune, located at No. 1, Fortune Town Tower, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok, where the following significant resolutions were passed:

1. A resolution was passed to certify the Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,500,340 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

\*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 16,646 shares, attending the meeting. Therefore, there were 42 shareholders and proxy holders, holding 395,500,340 shares in total, attending the meeting.

2. A resolution was passed to acknowledge the Company’s 2018 operating results

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

3. A resolution was passed to approve the financial statements of the Company for the fiscal year ended December 31, 2018, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |          |
|------------------------|-------------|--------|------------------|----------|
| Approval               | 395,511,842 | shares | representing (%) | 99.96689 |
| Disapproval            | 131,000     | shares | representing (%) | 0.03311  |
| Abstention             | -           | shares | representing (%) | -*       |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*       |

\*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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.

4. A resolution was passed to approve the non-allocation of the 2018 operating results as statutory reserve as in 2018, the Company has incurred loss from its operation in the amount of Baht 35,789,842. However, as the Company has the unappropriated retained profits from the past business operating results, therefore, a resolution was passed to approve the dividend payment from the unappropriated retained profits at the dividend rate of Baht 0.06 per share, totalling Baht 34,884,181.50 to the shareholders who are entitled to receive the dividend, whose name appeared in the shareholders' register book as at the date for determining the names of shareholders who shall be entitled to receive the dividend (Record Date) on February 28, 2019, and the payment date of the dividend on May 3, 2019, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,642,842 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

\*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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.

5. The following resolutions were passed to approve the appointment of directors in replacement of those who are due to retire by rotation for another term of office, as follows:

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

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,642,842 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

\*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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.
- 2) A resolution was passed to re-elect Mr. Varah Sucharitakul as a director of the Company, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,642,842 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

\*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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.
- 3) A resolution was passed to re-elect Mrs. Pornpring Suksantisuwan as a director of the Company, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,628,833 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | 14,009      | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

\*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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 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 year 2019, with a vote of not less than two-thirds (2/3) of the total number of shares of the shareholders attending the meeting, detailed as follows:

(1) Monetary Remuneration

Meeting allowance To pay the meeting allowance by the position as follows:

| Meeting Allowance   | Year 2019   | Year 2018                      |
|---|---|--------------------------------|
| <b>The Board of Directors</b>   |   |                                |
| Chairman  | Baht 50,000 / meeting<br>(the same rate)          | Baht 50,000 / meeting          |
| Deputy Chairman   | Baht 30,000 / meeting<br>(the same rate)          | Baht 30,000 / meeting          |
| Non-executive Directors   | Baht 20,000 / person / meeting<br>(the same rate) | Baht 20,000 / person / meeting |
| <b>Sub-committees</b>   |   |                                |
| <b>The Audit Committee</b>  |   |                                |
| Chairman  | Baht 40,000 / meeting<br>(the same rate)          | Baht 40,000 / meeting          |
| Member  | Baht 20,000 / person / meeting<br>(the same rate) | Baht 20,000 / person / meeting |
| <b>The Executive Committee</b>  |   |                                |
| Chairman of the Executive Committee   | Baht 40,000 / meeting                             | None                           |
| Executive Committee Member  | Baht 20,000 / person / meeting                    | None                           |
| <b>The IT Security Committee</b>  |   |                                |
| Chairman of the IT Security Committee   | Baht 40,000 / meeting                             | None                           |
| IT Security Committee Member  | Baht 20,000 / person / meeting                    | None                           |
| <b>The other Sub-committees which are appointed by the Board of Directors as deemed necessary in the future</b> |   |                                |
| Chairman  | Baht 40,000 / meeting                             | None                           |
| Member  | Baht 20,000 / person / meeting                    | None                           |
| <b>Other committees</b>   |   |                                |
| <b>The Meeting allowance for directors attending the</b>  |   |                                |

| Meeting Allowance  | Year 2019                      | Year 2018 |
|--|--------------------------------|-----------|
| <b>Meeting of Management</b>   |                                |           |
| <b>Committees and other committees which the Executive Committee may appoint as deemed necessary in the future</b> |                                |           |
| Chairman   | Baht 20,000 / meeting          |           |
| Member   | Baht 10,000 / person / meeting |           |

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

Directors' Bonus: To pay the bonus to the directors and the sub-committees in the amount of not exceeding Baht 10,000,000 to reward their performances for the operating results of the Company for the fiscal year ended December 31, 2019, in which the Board of Directors will be responsible for the allocation of such amount.

| Fiscal year ended December 31, 2019 | Fiscal year ended December 31, 2018                                 |
|-------------------------------------|---|
| Not exceeding Baht 10 million       | Not exceeding Baht 10 million<br>(Actual payment of Baht 2 million) |

- (1) Other benefits  
– None –

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 391,887,228 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

**Remarks:**

- (1) The resolution for this agenda item requires a vote of not less than two-thirds (2/3) of the total number of shares of the shareholders attending the meeting.
- (2) During the consideration of this agenda item, there was no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 42 shareholders and proxy holders, holding 391,887,228 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, 2019, where any of the following auditors shall be authorized to audit 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 in the amount of Baht 2,150,000 and acknowledge the appointment of the auditors from EY Office Limited as the auditors for the fiscal year ended December 31, 2019 of FSS International Investment Advisory Securities Company Limited, the Company's subsidiary, and the determination of the audit fee in the amount of Baht 400,000, excluding the non-audit services fee, with a simple majority vote of shareholders attending the meeting and casting their votes, detailed as follows:

|                        |             |        |                  |           |
|------------------------|-------------|--------|------------------|-----------|
| Approval               | 395,642,842 | shares | representing (%) | 100.00000 |
| Disapproval            | -           | shares | representing (%) | -         |
| Abstention             | -           | shares | representing (%) | -*        |
| Invalid Voting Card(s) | -           | shares | representing (%) | -*        |

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**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 no additional shareholder and/or proxy holder, holding - shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 395,642,842 shares in total, attending the meeting.

Please be informed accordingly.

Sincerely yours,

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(Mr. Chuangchai Nawongs)  
Chief Executive Officer