

FSS.CS 11/2021

30 April 2021

Subject: Resolutions of the 2021 Annual General Meeting of Shareholders

To: President,
the Stock Exchange of Thailand

Finansia Syrus Securities Public Company Limited ("**Company**") would like to notify the resolutions of the 2021 Annual General Meeting of Shareholders held on 30 April 2021, at 14.00 hours until 15.20 hours, via electronic means (E-AGM) in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020), where the following significant resolutions were passed:

1. A resolution was passed to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 29 April 2020, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

2. A resolution was passed to acknowledge the Company's 2020 business operating results.

Remarks: This agenda is for acknowledgement and, therefore, no casting of vote is required.

3. A resolution was passed to approve the 2020 financial statements of the Company for the fiscal year ended 31 December 2020, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

4. A resolution was passed to approve the appropriation of net profit for the year 2020 as legal reserve and dividend payment. 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 reserves determined by the Company. However, the dividend payment shall be changed taking into account the Company's investment plan, necessity, and other appropriateness in the future. In consideration of dividend payment from net profit for the year 2020, 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 the registered capital of THB 930,244,840 and legal reserve in the amount of THB 78,640,769 or representing 8.45% of the registered capital which remains less than 10% of the registered capital. For the fiscal year ended 31 December 2020, the Company has net profit from its operation in the amount of THB 87,565,810. It is, therefore, appropriate to propose the 2021 Annual General Meeting of Shareholders to approve the appropriation of net profit for the year 2020 as legal reserve at the rate of 5% of the net profit in the separate financial statements, or equivalent to THB 4,378,291 and dividend payment from net profit for the year 2020 to shareholders whose names appear on the list as of the record date on 29 March 2021 at the rate of THB 0.06 per share or equivalent to THB 34,884,181.50 or equivalent to 42% of the net profit after the deduction of every reserves by paying from the annual net profit of the Company after deduction of the corporate income tax at the rate of 20%. The resolution was passed with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

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

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

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

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

Approve	316,004,169	shares	representing (%)	99.9999
Disapprove	117	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

- 3) A resolution was passed to appoint Mr. Phaiboon Siripanoosation as a director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	316,004,169	shares	representing (%)	99.9999
Disapprove	117	shares	representing (%)	0.0000
Abstain	0	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 requires a simple majority vote of the shareholders attending the meeting and casting their votes.

6. A resolution was passed to approve the remuneration of the directors and the sub-committees of the Company for year 2021, with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting, including the shareholders who abstain from voting, detailed as follows:

- 1) Financial remuneration

Meeting allowance to be paid by position as follows:

Meeting allowance	2021 (Same rate)	2020
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 Board		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance

Remuneration Committee		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
IT Security 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 fiscal year ended 31 December 2021, the total bonus amount of the directors shall not exceed THB 10,000,000. In this regard, the Board of Directors shall be responsible for the allocation of the directors' bonus.

Fiscal year ending 31 December 2021	Fiscal year ended 31 December 2020
Not exceeding THB 10,000,000	Not exceeding THB 10,000,000 (Actual payment totaling THB 6,500,000)

2) Other benefits

– None –

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	shares	representing (%)	0.0000

Remark: 1. The resolution for this agenda 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 the shareholders who abstain from voting.

7. A resolution was passed to appoint the following auditors from EY Office Limited to be the auditors of the Company for the fiscal year ending 31 December 2020, where any of the following auditors will be authorized to review and give opinion on the Company's financial statements:

1)	Ms. Ratana	Jala	CPA (Thailand) License No. 3734	and/or
2)	Ms. Somjai	Khunapasut	CPA (Thailand) License No. 4499	and/or
3)	Ms. Wanwilai	Phetsang	CPA (Thailand) License No. 5315	

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

And a resolution was passed to approve audit fees for the year 2021 in the amount of THB 2,000,000. Moreover, a resolution was passed to acknowledge the appointment of the auditors from EY Office Limited to be the auditors of FSS International Investment Advisory Securities Company Limited for the year 2021 and the audit fees in the amount of THB 400,000. In this respect, the audit fees mentioned above do not include non-audit fees, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	shares	representing (%)	- *

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Remarks: 1. The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes.

8. A resolution was passed to approve the amendment to the Company's Articles of Association. Since there are currently amendments to the laws regarding the electronic meeting according to the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and the amendment to Section 100 of the PLC Act by granting the right to shareholders to call a shareholder's meeting in the case that the Board of Directors does not call a shareholder's meeting upon the shareholders' request. In this regard, in order for the Articles of Association of the Company to be in line with the aforementioned laws, the Company proposed to the 2021 Annual General Meeting of Shareholders to approve the amendment to the Company's Articles of Association as follows:

Articles of Association		
Section	Current articles	Amended articles
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	Unless otherwise prescribed by laws, Board of Directors' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.

	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.	
32	<p>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.</p> <p>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.</p> <p>Shareholders holding shares with the amount not less than one-fifth (1/5) of the total number of shares sold or Shareholders numbering not less than twenty-five (25) persons holding shares with the amount not less than one-tenth (1/10) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary General Meeting at any time, but reasons for calling such Meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within one (1) month of the date of receipt of such request from the said shareholders.</p>	<p>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.</p> <p>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.</p> <p><u>Unless otherwise prescribed by laws, shareholders' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.</u></p> <p><u>A shareholder or shareholders whose collective shareholding is no less than ten (10) percent of the total number of issued shares may request the Board of Directors in writing to summon an extraordinary shareholders meeting at any time, by clearly specifying in the notice about the outlining matter and reasons why they request to call for a meeting. In such case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days from the date they receive the letter from shareholders.</u></p> <p><u>In the event that the Board of Directors does not hold a shareholders' meeting within the time limit under paragraph four, all registered shareholders or other shareholders whose collective holding is as specified may call for a meeting within forty-five (45) days from the expiry date of the period under paragraph four. In such case, it shall be considered that the shareholders' meeting is called by the Board of Directors, where the Company is responsible for any necessary expenses incurred from arranging a meeting and facilitating them as appropriate.</u></p> <p><u>In the event that a shareholders' meeting is called by the shareholders as mentioned in paragraph five and the number of shareholders attending the meeting does not constitute a quorum as specified in Section 34, such shareholders under paragraph five must be responsible and repay the Company the necessary expenses incurred from arranging the meeting.</u></p>
33	In calling the shareholders' meeting, the Board of Directors shall prepare a written notice calling the Meeting that states the place, date, time, agenda of the Meeting and the matters to be proposed to the Meeting with reasonable details by indicating clearly whether it	In calling for a shareholders' meeting, <u>whether in physical or electronic meetings</u> , the Board of Directors shall prepare a written notice calling the Meeting stating the place, date, time, agenda of the Meeting and the matters to be proposed to the meeting with

- Type of debentures:** All types and forms of debentures, including but not limited to subordinated or unsubordinated, amortizing or bullet, secured or unsecured, with or without representative of debenture holders, depending on the appropriateness of the market conditions and other related factors at the time of each issuance and offering of debentures
- Offering amount:** The total amount of existing unredeemed debentures at any particular time shall not exceed THB 2,000 million (or the equivalent amount in any other currencies). The amount of debentures that has been redeemed and/or the Company have made a buyback and/or repaid will be included as the amount of debentures that the Company can issue and offer again (Revolving Basis).
- Par value:** THB 1,000 per unit
- Interest rate:** Depends on market condition and other related factors at the time of issuance and offering debentures
- Term:** Up to 3 years from the issuance date
- Offering:** Debentures may be offered to public and/or private placement (specific investors and/or domestic and international institutional investors, and/or to high-net-worth investors) whether whole or partial, which may be in one or several tranches. In this regard, the issuance and offering of debentures shall comply with the relevant regulations of the Capital Market Supervisory Board and/or the Office of the Securities and Exchange Commission and/or other related agency as well as other relevant regulations which are in force at the time of each offering and issuance of debentures.
- Early redemption:** Debenture holders may or may not have the right to redeem debentures before the maturity and the Company has or does not have the right to redeem debentures before the maturity, depending on the terms and conditions of each issuance and offering of debentures.

In this regard, the Board of Directors and/or the Chief Executive Officer and/or any person designated by the Board of Directors and/or the Chief Executive Officer shall be authorized to proceed any actions relating to the issuance and offering of debenture as follows:

- (a) determining terms and conditions and any other details necessary for, and pertinent to, the issuance and offering for each issuance and offering of debentures, such as determination of the name of debentures, offering amount of each issuance, type of debentures, security (if any), offering price per unit, term of debentures, maturity date, right of early redemption, interest rate, principal repayment and interest payment method, allocation method, any details of offering including signing the terms and conditions of the issuer of debentures and the holders of debentures;
- (b) entering into negotiation, agreement, execution, amending in any agreements or documentation relevant to or necessary for the issuance and offering of debentures, as well as contacting, providing, filing documentation and evidence with the Office of the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand, or any other authorities or persons relevant to the issuance and offering of debentures, as well as registration or listing the debentures

with the Thai Bond Market Association or other secondary markets, and undertaking any acts relevant to or necessary for each issuance and offering of debentures as deems appropriate;

- (c) appointing financial advisor, underwriter, registrar, debenture-holders' representative, credit rating agency, trustee, or any other person relevant to the issuance and offering of debentures which is required to be appointed in accordance with the relevant regulations, or in any other case as deemed appropriate; and
- (d) undertaking any actions necessary for and relevant to the issuance and offering of debentures until its completion as deems appropriate.

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	shares	representing (%)	0.0000

Remark: 1. The resolution for this agenda 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 the shareholders who abstain from voting.

10. A resolution was passed to approve the issuance and offering of structured notes in the amount not exceeding THB 300 million to increase financial liquidity and/or pay debts and/or be used as investment and/or be used for business operation of the Company and/or expand the business and be another source of income, structured notes can be modified to meet customer needs and can increase the variety of products for the customers of the Company. It is deemed appropriate to propose the 2021 Annual General Meeting of Shareholders to approve the issuance and offering of structured notes in the amount not exceeding THB 300 million, details of which are as follows:

Objectives: To increase financial liquidity and/or pay debts and/or be used as investment and/or be used for business operation of the Company and/or expand the business

Type of structured notes: All types and forms of structured notes, including but not limited to name-registered or bearer form, subordinated or unsubordinated, secured or unsecured, with or without structured notes holders' representatives

Term: Up to 1 year from the issuance date

Offering size: Par value at any particular time shall not exceeding THB 300 million.

Underlying assets: Securities or index, which may be SET50 Index, SET100 Index, SET Index or securities listed on the Stock Exchange of Thailand, which may be individual securities, group of securities or index of other type of securities.

Underlying assets according to the relevant regulations of the Capital Market Supervisory Board, namely:

- (1) price or return on Thai securities, group of Thai securities, or index of group of Thai securities;

- (2) price or return on group of foreign securities traded on organized exchanges, or index of such group of foreign securities (in case the offering of structured notes will be made to institutional or high net worth investors);
- (3) cash inflow/cash outflow;
- (4) underlying asset price or index of underlying assets;
- (5) gold price or gold price index;
- (6) exchange rate of foreign currencies;
 - (6.1) interest rate
 - (6.2) credit derivative where type and feature are as specified by the Capital Market Supervisory Board
- (7) credit ratings or credit events of debt instruments or bonds, or other type of debt instruments having similar characters, or credit ratings or credit events of repayment ability of the issuer of such debt instruments or debtors of the Company;
- (8) other underlying as specified by the Office of the Securities and Exchange Commission with approval from the Capital Market Supervisory Board.

Repayment of principal / payment of return In cash and/or delivery of underlying assets or securities which are not securities issued by the Company and/or delivery of other assets

Offering: Structured notes may be offered to domestic and/or international public and/or private placement (institutional investors, and/or high net worth investors and/or specific investors not exceeding 10 persons during any 4-month period) whether in whole or partial, by a single offering or multiple offerings whereby the Company is able to issue and offer on a revolving basis.

In this regard, the Board of Directors and/or the Chief Executive Officer and/or any person designated by the Board of Directors and/or the Chief Executive Officer shall be authorized to proceed any actions relating to the issuance and offering of structures notes as follows:

- (a) determining details and terms and conditions necessary for, and pertinent to, the issuance and offering of structures notes, such as interest rate, offering type of structured notes, offering amount of each issuance, condition and type of structured notes, underlying assets, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method, and any other details on the issuance and offering of structured notes;
- (b) entering into negotiation, agreement, execution, amending in any agreements, documentation, application and necessary evidence relevant to or necessary for the issuance and offering of structured notes, as well as contacting, providing, filing application, waiver letter, or documentation and evidence with the Office of the Securities and Exchange Commission and/or other authorities relevant to the issuance and offering of structures notes, as well as registration or listing structured notes in both domestic and international secondary markets;
- (c) appointing any other person relevant to the issuance and offering of structured notes, in accordance with the relevant regulations (if required), or any other case as deemed appropriate
- (d) undertaking any actions necessary for and relevant to the issuance and offering of structured notes until the completion as deems appropriate

Approve	316,004,286	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	0	shares	representing (%)	0.0000

Remark: 1. The resolution for this agenda 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 the shareholders who abstain from voting.

Please be informed accordingly

Sincerely yours,



(Mr. Chuangchai Nawongs)
Chief Executive Officer

Office of the Company Secretary and Shareholder Engagement

Tel. 02 680 0811-14