

Ref. No. 29/2022

April 29, 2022

Subject: Notification on Resolutions of the 2022 Annual General Meeting of Shareholders

To: President  
The Stock Exchange of Thailand

Enclosure: Application Form for Delisting of Shares from Being Listed Securities (F10-7)

Finansia Syrus Securities Public Company Limited (the “**Company**”) would like to notify the resolutions of the 2022 Annual General Meeting of Shareholders held on April 29, 2022, at 2:00 p.m. to 3.35 p.m., 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 2021 Annual General Meeting of Shareholders held on April 30, 2021, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, as detailed as follows:

Approval	421,503,052	shares	representing (%)	100.0000000
Disapproval	0	shares	representing (%)	-
Abstention	7,500	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

2. A resolution was passed to acknowledge the Company’s 2021 operating results.

**Remark:** This agenda item is for acknowledgement; therefore, no casting of vote is required.

3. A resolution was passed to approve the 2021 financial statements of the Company for the fiscal year ended December 31, 2021, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, as detailed as follows:

Approval	412,510,552	shares	representing (%)	100.0000000
Disapproval	0	shares	representing (%)	-
Abstention	6,000	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

4. A resolution was passed to approve the appropriation of net profit for the year 2021 as legal reserve in the amount of THB 10,005,425 or equivalent to the rate of 3.3753% of the net profit in the separate financial statements so that the Company’s legal reserve is equal to the amount of THB 93,024,484, or representing 10% of the registered paid-up capital of the Company as required by law, and approve the distribution of dividend payment from the Company’s

2021 business operating results to shareholders whose names appear on the list as of the record date on March 23, 2022 at the rate of THB 0.10 per share or equivalent to THB 58,140,302.50, or equivalent to 20.30% 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 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, including the investment in banking business pursuant to the resolution of the Board of Directors' Meeting No. 3/2022 which was held on February 24, 2022, in which the Company will procure FSS International Investment Advisory Securities Company Limited ("FSSIA"), the Company's subsidiary, to purchase shares of Finansia Securities Limited from Finansia Public Company Limited and its subsidiary in the amount representing 100%. 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 May 17, 2022.

A resolution was passed with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, as detailed as follows:

Approval	411,614,507	shares	representing (%)	99.7823229
Disapproval	879,945	shares	representing (%)	0.2176771
Abstention	7,500	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

5. The following resolutions were passed to approve the appointment of 3 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, excluding abstentions from the calculation base, as detailed as follows:

Approval	412,495,952	shares	representing (%)	99.9941821
Disapproval	24,000	shares	representing (%)	0.0058179
Abstention	0	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

2) A resolution was passed to re-elect Mr. Vorapak Tanyawong as a director of the Company, with a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, as detailed as follows:

Approval	412,513,952	shares	representing (%)	99.9985455
Disapproval	6,000	shares	representing (%)	0.0014545
Abstention	0	shares	representing (%)	-

Voided 0 shares representing (%) -

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

- 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, excluding abstentions from the calculation base, as detailed as follows:

Approval	412,595,952	shares	representing (%)	99.9941835
Disapproval	24,000	shares	representing (%)	0.0058165
Abstention	0	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

6. A resolution was passed to approve the remuneration of the directors and the sub-committees of the Company for year 2022, as detailed as follows:

1) **Financial compensation**

**Meeting allowance** shall be paid as follows:

Meeting Allowance	2021	2022 (Same rate)
<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 of Audit Committee	THB 40,000/attendance	THB 40,000/attendance
Members of Audit Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Executive and Risk Oversight Board ("Executive Board")</b>		
Chairman of Execution and Risk Oversight Board	THB 40,000/attendance	THB 40,000/attendance
Members of Executive and Risk Oversight Board	THB 20,000/person/attendance	THB 20,000/person/attendance

Meeting Allowance	2021	2022 (Same rate)
<b>Nomination, Remuneration and Corporate Governance Committee</b>		
Chairman of Nomination, Remuneration and Corporate Governance Committee	THB 40,000/attendance	THB 40,000/attendance
Members of Nomination, Remuneration and Corporate Governance Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Technology Committee</b>		
Chairman of Technology Committee	THB 40,000/attendance	THB 40,000/attendance
Member of Technology Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Other sub-committees which may be established in the future by the Board of Directors as appropriate and necessary</b>		
Chairman of other sub-committees	THB 40,000/attendance	THB 40,000/attendance
Members of other sub-committees	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Other committees</b>		
<b>Meeting allowance to be paid to members of Management Committees or other committees which may be established in the future by Executive Board as appropriate and necessary</b>		
Chairman other sub-committees	THB 40,000/attendance	THB 40,000/attendance
Members of other sub-committees	THB 20,000/person/attendance	THB 20,000/person/attendance

**Remark:** Directors who are executives will not be eligible for meeting allowance.

**Directors' bonus** In order to reward the Board of Directors and sub-committees' performance for the fiscal year ended December 31, 2022, the bonus of the directors and sub-committees shall be paid in total of not exceeding THB 15,000,000. In this regard, the Nomination, Remuneration and Corporate Governance Committee shall be authorized for the consideration of payment of such bonus to each director and sub-committee of the Company.

Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2022
Not exceeding THB 10,000,000 (Actual payment totalling THB 10,000,000)	Not exceeding THB 15,000,000

## 2) Other benefits

- None -

A resolution was passed with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base, as detailed as follows:

Approval	408,011,493	shares	representing (%)	99.7666443
Disapproval	26,300	shares	representing (%)	0.0064309
Abstention	928,045	shares	representing (%)	0.2269248
Voided	0	shares	representing (%)	-

**Remark:** 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, including abstentions in the calculation base.

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, 2022, 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.

In addition, a resolution was passed to approve the determination of the audit fee for the year 2022 in the amount of THB 2,080,000 and to acknowledge the appointment of the auditors from EY Office Limited as the auditors for the fiscal year ended December 31, 2022 of FSSIA, the Company's subsidiary, and the determination of the audit fee in the amount of THB 400,000, excluding the non-audit services fee, with a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, as detailed as follows:

Approval	412,612,752	shares	representing (%)	100.0000000
Disapproval	0	shares	representing (%)	0
Abstention	8,700	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

8. A resolution was passed to approve the shareholding and management restructuring plan and other relevant arrangements as follows:

8.1 A resolution was passed to approve the shareholding and management restructuring plan and other relevant arrangements (the "**Restructuring Plan**") and the transfer of subsidiary's shares held by the Company to a public limited company operating business as a holding company, which forms part of the Restructuring Plan, as set out in the invitation letter to shareholders' meeting. The details of which are as summarized as follows:

- 1) The Company shall procure the establishment of a public limited company as a holding company under the name "Finansia X Public Company Limited" ("**Hold Co.**"). In this regard, the establishment was duly completed on March 23, 2022.
- 2) After the shareholders' meeting approves the Restructuring Plan, the delisting of the Company's shares from being listed securities on the Stock Exchange of Thailand (the "**SET**") and relevant matters, including after the Restructuring Plan has been initially approved by the SET and the Company and its subsidiaries have obtained approval by the Office of the Securities and Exchange Commission (the "**SEC Office**") to change the shareholding structure, including permission from the SEC Office for Hold Co. to issue and offer new securities under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 34/2552 Re: Criteria for Offering for Sale of Newly Issued Securities with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management (as amended), and obtained a resolution approving the delisting of the Company's shares from the SET, Hold Co. shall make a tender offer for all securities of the Company subject to payment of the consideration in the form of its newly issued ordinary shares in exchange for the Company's ordinary shares at the ratio of 1 ordinary share of the Company to 1 ordinary share of Hold Co., under the condition that, in case it appears that the amount of shares accepted for sale through the tender offer for securities is less than 75 percent of the total voting rights of the Company, Hold Co. will cancel the tender offer for securities.

- 3) After completion of the tender offer for securities, Hold Co. shall list its ordinary shares as listed securities on the SET in place of the Company's securities which will be delisted from the SET on the same day.
- 4) Upon completion of the listing of Hold Co.'s securities on the SET in place of the Company's securities, Hold Co., as a direct shareholder of the Company, plans to acquire all subsidiary's shares held by the Company, whether directly or indirectly, as of the completion date of the shareholding restructuring, at the book value price based on the financial statements of each of such companies as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares, in order to shift the management of all companies in the group to be under the direct management of Hold Co. In this regard, the Company expects that the transfer of subsidiary's shares held by the Company to Hold Co. will complete by 2023.

A resolution was passed with a vote of not less than three-fourths 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:

Approval	353,559,105	shares	representing (%)	85.6836609
Disapproval	34,200	shares	representing (%)	0.0082882
Abstention	59,039,747	shares	representing (%)	14.3080509
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

- 8.2 A resolution was passed to approve the delisting of the Company's shares from being listed securities on the SET in order that the Company shall be able to achieve the purposes under the Restructuring Plan and proceed with the Regulations of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2564 (2021) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Procedures for Voluntary Delisting of Securities B.E. 2564 (2021), with a vote of not less than three-fourths 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:

Approval	353,559,105	shares	representing (%)	85.6836609
Disapproval	34,200	shares	representing (%)	0.0082882
Abstention	59,039,747	shares	representing (%)	14.3080509
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

In addition, the Application Form for Delisting of Shares from Being Listed Securities (F10-7) is as detailed in the Enclosure.

- 8.3 A resolution was passed to approve the amendment of the Articles of Association of the Company relating to the shares and shareholders, the Board of Directors, the shareholders' meeting, and the account, finance, for the purpose of clarity and flexibility, and to accommodate procedures under the Restructuring Plan, whereby in case of completion of the shareholding restructuring, Hold Co. will be a parent company having a duty to govern the Company, as a subsidiary operating core business of Hold Co., with a vote of not less than three-fourths 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:

Approval	353,523,105	shares	representing (%)	85.6738983
Disapproval	32,900	shares	representing (%)	0.0079731
Abstention	59,082,047	shares	representing (%)	14.3181286
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

8.4 A resolution was passed to approve the delegation of authority necessary for and relating to the implementation of the Restructuring Plan to the Board of Directors and/or Chief Executive Officer and/or any persons assigned by the Board of Directors and/or Chief Executive Officer, in order to undertake the following actions:

- 1) to prescribe, amend, add, or revise the conditions and details relating to the Restructuring Plan; to seek permission and undertake any actions relating to the Restructuring Plan as necessary and appropriate; and to sign documents and evidence that are necessary for and relating to the Restructuring Plan;
- 2) to liaise with, and to seek permission and waivers from any relevant governmental agencies or relevant authorities and any persons or entities relating to the Restructuring Plan;
- 3) to seek approval from the SET or other relevant authorities in connection with the delisting of the Company's shares from being listed securities on the SET, and the listing of Hold Co.'s shares on the SET;
- 4) to amend any contents or statements in the documents and/or necessary and relevant applications including the amendment of contents or statements in the documents for registration of the amendment of the Company's Articles of Association and other amendments to be filed with the Department of Business Development, the Ministry of Commerce, to be in accordance with the order of the registrar and the opinions of the SEC Office as necessary and appropriate in order to comply with the Restructuring Plan; and
- 5) to undertake any actions necessary for and relating to the implementation of the Restructuring Plan, including, but not limited to, the amendment, improvement, revision of details of the Restructuring Plan in order to comply with the opinions or suggestions of relevant agencies.

A resolution was passed with a vote of not less than three-fourths 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:

Approval	353,360,605	shares	representing (%)	99.9411712
Disapproval	208,000	shares	representing (%)	0.0588288
Abstention	59,069,447	shares	representing (%)	-
Voided	0	shares	representing (%)	-

**Remark:** The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

Please be informed accordingly.

Sincerely yours,

- *Mr. Chuangchai Nawongs* -

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(Mr. Chuangchai Nawongs)

Chief Executive Officer