

FSS.CS 13/2023

26 April 2023

Subject: Resolutions of the 2023 Annual General Meeting of Shareholders

To: President,  
the Stock Exchange of Thailand

Finasia Syrus Securities Public Company Limited (“**Company**”) would like to notify the resolutions of the 2023 Annual General Meeting of Shareholders held on 26 April 2023, at 10.00 hours until 11.35 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), where the following significant resolutions were passed:

1. A resolution was passed to certify the Minutes of the 2022 Annual General Meeting of Shareholders held on 29 April 2022, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,603,634	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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 2022 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 2022 financial statements of the Company for the fiscal year ended 31 December 2022, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,607,634	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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 no appropriation of net profit for the year 2022 as a legal reserve and to approve the distribution of 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 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. In this regard, individual shareholders are entitled to claim the tax credit at the rate of 20/80 times of the dividend received. The resolution was passed with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,557,634	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	76,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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. Somphop Keerasuntonpong as a director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,607,634	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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 Mr. Seksan Chunsereechai as a director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,607,634	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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. Kittisak Bencharit as a director, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approve	296,608,252	shares	representing (%)	100.000
Disapprove	117	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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 2023, 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	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 fiscal year ended 31 December 2023, the total bonus amount of the directors shall not exceed THB 15,000,000. In this regard, the Nomination, Remuneration, Corporate Governance, and Sustainability Committee shall be responsible for the allocation of the directors' bonus.

<b>Fiscal year ending 31 December 2023</b>	<b>Fiscal year ended 31 December 2022</b>
Not exceeding THB 15,000,000	Not exceeding THB 15,000,000 (Actual payment totaling THB 15,000,000)

2) Other benefits

– None –

Approve	292,955,755	shares	representing (%)	99.9909
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	0.0091
Void	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 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.

And a resolution was passed to approve audit fees for the year 2023 in the amount of not exceeding THB 2,100,000. Moreover, a resolution was passed to acknowledge 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. 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	296,611,369	shares	representing (%)	100.0000
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	- *
Void	0	shares	representing (%)	0.0000

\* 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.

8. A resolution was passed to approve the amendment to the Company's Articles of Association. 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. In this regard, for the Articles of Association of the Company to be in line with the aforementioned laws, the Company proposed to the 2023 Annual General Meeting of Shareholders to approve the amendment to the Company's Articles of Association as follows:

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	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.  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	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 <b>(1/2)</b> of the directors shall reside within Thailand.  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

	<p>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>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 <u>shall be sent</u> to all directors not less than <del>seven (7)</del> <u>three (3)</u> 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 <u>electronic means or</u> 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><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></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> <u>at the place</u> where the company's head office is located or in nearby provinces <u>or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</u></p> <p><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></p>

### Chapter 6 Shareholders' Meeting

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>
34	<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</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 <b><u>(1/2)</u></b> 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</p>



	<p>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>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 with the rules and procedures provided in the relevant laws or notifications.</u></b></p>
<p>36</p>	<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> <p>(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.</p> <p>(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:</p>	<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> <p>(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.</p> <p>(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:</p>



	<p>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</p> <p>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</p> <p>(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;</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</p> <p>(h) Merger of the Company.</p>	<p>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</p> <p>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</p> <p>(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;</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</p> <p>(h) Merger of the Company.</p>
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Approve	296,611,369	shares	representing (%)	99.9910
Disapprove	0	shares	representing (%)	0.0000
Abstain	26,600	shares	representing (%)	0.0090
Void	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*  
(Mr. Chuangchai Nawongs)  
Chief Executive Officer