

FSS.CS 6/2021

23 February 2021

**Subject:** Resolutions of the Board of Directors' Meeting, Dividend Payment, Amendment to the Articles of Association, Issuance of Debentures, Issuance of Structured Notes, and summoning of the 2021 Annual General Meeting of Shareholders via electronic means (E-AGM)

**To:** President  
The Stock Exchange of Thailand

Finansia Syrus Securities Public Company Limited ("**Company**") would like to inform that the Board of Director's Meeting No. 2/2021 held on 23 February 2021 has passed significant resolutions as follow:

1. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the 2020 financial statements for the fiscal year ended 31 December 2020
2. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the appropriation of net profit from business operating results for the year 2020 as legal reserve and dividend payment as follows:
  - 2.1 Appropriation of net profit from business operating results for the year 2020 as legal reserve at the rate of 5%, or equivalent to THB 4,378,291
  - 2.2 Dividend payment from net profit from business operating results for the year 2020 to the Company's shareholders at the rate of THB 0.06 per share or equivalent to **THB 34,884,181.50**. The Company has fixed the date to determine the names of shareholders who shall be entitled to receive the dividend payment (Record Date) on 29 March 2021 and the dividend payment date on 17 May 2021.

In this regard, the right to receive dividend payment as mentioned above will be subjected to the approval from the 2021 Annual General Meeting of Shareholders.
3. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the re-election of the following directors who are due to retire by rotation for another term of office as follows:
  - 1) Mr. Chuangchai Nawongs
  - 2) Pol. Gen. Visanu Prasattongsoth
  - 3) Mr. Phaiboon Siripanoosatien

4. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the remuneration of directors and sub-committees for the year 2021 as follows:

1) Financial compensation

Meeting allowance shall be paid at the same rate as the previous year as follows:

<b>Meeting Allowance</b>	<b>2020</b>	<b>2021 (Same rate)</b>
<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 Board</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>Remuneration Committee</b>		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
<b>IT Security 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 established 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 established 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:** Executive Directors shall not receive 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 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 ended 31 December 2020	Fiscal year ending 31 December 2021
Not exceeding THB 10,000,000 (Actual payment totalling THB 6,500,000)	Not exceeding THB 10,000,000

2) Other benefits

- None -

5. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the appointment of auditors and audit fees for the year 2021, by appointing any one of the following auditors from EY Office Limited to be the Company's auditor for the year 2021, namely:

- |                 |            |                                 |        |
|-----------------|------------|---------------------------------|--------|
| 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. The Meeting also approved the audit fees for the year 2021 in the amount of THB 2,000,000 (**Same amount**). Such amount excludes any non-audit fees and audit fees of subsidiary.

6. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the amendment to the Company's Articles of Association to be in line with relevant laws 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 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	Unless otherwise prescribed by laws, Board of Directors' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.

	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><b><u>Unless otherwise prescribed by laws, shareholders' meetings can be held via electronic means in accordance with relevant requirements, regulations, and laws.</u></b></p> <p><b><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></b></p> <p><b><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></b></p> <p><b><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></b></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 is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be	In calling for a shareholders' meeting, <b><u>whether in physical or electronic meetings</u></b> , 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 reasonable details by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters. The said notice

	<p>delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the Meeting. The notice calling for the Meeting shall also be published in a newspaper at least three (3) days prior to the date of the Meeting for three (3) consecutive days.</p> <p>The meeting venue shall be in the province where the Company's headquarters is located or at any other place as the Board may prescribe.</p>	<p>shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for three (3) consecutive days.</p> <p>The meeting venue shall be in the province where the Company's headquarters is located or at any other place as the Board may prescribe.</p>
34	<p>In order to constitute a quorum, 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 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>In order to constitute a quorum, <i><b>whether in physical or electronic meetings</b></i>, 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 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>

7. Approved to propose the 2021 Annual General Meeting of Shareholders to approve the issuance and offering of debentures in the amount not exceeding THB 2,000 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 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 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.

8. Approved to propose the 2021 Annual General Meeting of Shareholders to consider and approve 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 years 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
9. Approved to summon the 2021 Annual General Meeting of Shareholders to be held on Friday, 30 April 2021, at 14:00, via electronic means (E-AGM) in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and authorize the Chief Executive Officer to amend the date time and venue of the 2021 Annual General Meeting of Shareholders as deems appropriate by focusing mainly on any benefits and effects of the Company. The agendas are as follows:

- Agenda 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders;
- Agenda 2 To acknowledge the Company's 2020 business operating results;
- Agenda 3 To approve the 2020 financial statements for the fiscal year ended 31 December 2020;
- Agenda 4 To approve appropriation of the net profit from business operating results for the year 2020 as legal reserve and dividend payment;
- Agenda 5 To approve the re-election of directors to replace those who are due to retire by rotation;
- Agenda 6 To approve the remuneration of directors and sub-committees for the year 2021;
- Agenda 7 To approve the appointment of the auditors and audit fees for the year 2021;
- Agenda 8 To approve the amendment to the Company's Articles of Association;
- Agenda 9 To approve the issuance and offering of debentures of the Company in the amount not exceeding THB 2,000 million
- Agenda 10 To approve the issuance and offering of structured notes in the amount not exceeding THB 300 million
- Agenda 11 Other matters (if any).



10. Approved the date to determine the names of shareholders who shall be entitled to attend the 2021 Annual General Meeting of Shareholders and receive dividend (record date) on 29 March 2021.

Please be informed accordingly.

Yours faithfully,

(Mr. Chuangchai Nawongs)  
Director and Chief Executive Officer

Office of the Company Secretary and Shareholder Engagement  
Tel. 02 658 9000 Ext. 9104, 9124-25