

**Minutes of the 2023 Annual General Meeting of Shareholders
of
Finansia X Public Company Limited**

Date and time: 31 March 2023 at 14.00 hours in a wholly physical format at Meeting Room 1801, The Offices at Central World, 18th Floor, Rama I Road, Pathumwan, Bangkok, 10330

Directors

1. Mr. Chuangchai Nawongs
2. Mr. Somphop Keerasuntonpong

Preliminary proceeding:

At the 2023 Annual General Meeting of Shareholders of Finansia X Public Company Limited (“**The Company**”), Mr. Chuangchai Nawongs, elected to act as Chairman of the Meeting (“**Chairman**”), reported to the 2023 Annual General Meeting (“**Meeting**”) that 14 shareholders attended the Meeting in person representing 9,999 shares, equivalent to 99.99% of the Company’s total issued and paid-up shares, thus, constituting a quorum according to Section 103 of the Public Limited Company Act B.E. 2535 (1992) (and amendments) and Article 38 of the Articles of Association of the Company, which specifies that a quorum shall consist of the presence of the shareholders and proxies of at least 25 persons or at least half of the total number of shareholders, representing not less than one-third (1/3) of the total number of the shares sold. The Chairman then declared the Meeting duly open.

Agenda 1 To certify the Minutes of the 2/2022 Extraordinary General Meeting

The Chairman reported to the Meeting that the Company had prepared the Minutes of the 2/2022 Extraordinary General Meeting held on 23 June 2022 as detailed in the copy of the Minutes of the 2/2022 Extraordinary General Meeting, Enclosure 1, which had been sent to shareholders together with the Notice.

Resolution: The Meeting considered and resolved to certify the Minutes of the 2/2022 Extraordinary General Meeting, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 2 To acknowledge the Company's 2022 business operating results

The Chairman reported to the Meeting that the Company had summarized the details of the Company's business operating results for the fiscal year ended 31 December 2022, where the details of which appear in the copy of 2022 Board of Directors Report, Enclosure 2, which had been sent to shareholders together with the Notice.

The Board of Directors had considered and certified the Company's business operating results as appear in the copy of 2022 Board of Directors Report and approved the report to be presented for acknowledgement at the meeting.

Resolution: As this agenda item is for acknowledgement only, no vote casting is required.

Agenda 3 To approve the 2022 financial statements of the Company for the period as from 23 March 2022 (date of incorporation) to 31 December 2022

The Chairman reported to the Meeting that in order to comply with Section 112 of the Public Limited Company Act B.E. 2535 (and amendments) and Article 46 of the Company's Articles of Association, the Company shall prepare the balance sheet and the profit and loss statements as of the end of the fiscal year and appoint an auditor to audit such balance sheet and profit and loss statements and propose them to the Annual General Meeting of Shareholders for approval.

In this regard, the Company has prepared the separate financial statements of the Company for the period as from 23 March 2022 (date of incorporation) to 31 December 2022, which have been audited by EY Office Limited, the auditors of the Company and reviewed by the Audit Committee of the Company as detailed in the copy of 2022 financial statements of the Company for the period as from 23 March 2022 (date of incorporation) to 31 December 2022, Enclosure 3, which was delivered to all shareholders together with the Notice of this Meeting.

A summary of the key information are detailed as follows:

Unit: THB

Details from the consolidated financial statements	for the period as from 23 March 2022 (date of incorporation), to 31 December 2022
Total assets	32,751
Total liabilities	(4,011,759)
Total shareholders' equity	(3,995,008)
Total revenues	1
Net profit (loss) – Equity holders of the Company	(3,995,008)
Profit (loss) per share – Equity holders of the Company (THB/share)	(399.50)

Resolution: The Meeting considered and resolved to approve the 2022 financial statements of the Company for the period as from 23 March 2022 (date of incorporation) to 31 December 2022, as proposed, by a majority vote of the shareholders present where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 4 To consider and approve no appropriation of net profit for the year 2022 as a legal reserve and to omit dividend payment

The Chairman reported to the Meeting that pursuant to Section 116 of the PLC Act and Article 53 of the Company's Articles of Association stipulate that the Company is required to set aside legal reserve at least 5% of net profit of the year after deducting all accumulated loss carried forward (if any) until such legal reserve is not less than 10% of the registered capital of the Company.

In addition, 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 reserve determined by the Company. However, the dividend payment may be changed taking into account the Company's investment plan, necessity, and other appropriateness in the future.

In this regard, the Company has an accumulated loss of 3,995,008 THB and due to being established for the purpose of Shareholding and Management Restructuring of Finansia Syrus Public Company Limited, the Company has not perform any business operations, as detailed in the copy of 2022 financial statements of the Company for the period as from 23 March 2022 (date of incorporation) to 31 December 2022, Enclosure 3, which was delivered to all shareholders together with the Notice of this Meeting.

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 omit dividend payment.

Resolution: The Meeting considered and resolved to approve no appropriation of net profit for the year 2022 as a legal reserve and to omit dividend payment, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 5 To approve the appointment of directors to replace those who are due to retire by rotation

The Chairman reported to the Meeting that pursuant to Section 71 of the Public Limited Company Act and Article 20 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must be retired by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall be retired. A director who retires from his office may be re-elected.

At the 2023 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

1. Mr. Somphop Keerasuntonpong President Holding the position of director for 1 year
2. Mr. Seksan Chunsereechai Director Holding the position of director for 1 year
3. Mr. Kittisak Bencharit Independent Director Holding the position of director for 1 year

In this regard, The Nomination, Remuneration, and Corporate Governance Committee (the "Nomination Committee") and the Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors who are due to retire by rotation at the 2023 Annual General Meeting of Shareholders and viewed that they have knowledge, competencies, experience, and expertise that are beneficial to the operation of the Company. In addition,

Enclosure 1

they have qualifications in compliance with and did not have any prohibited characteristics under the PLCA, the Securities and Exchange Act B. E. 2535 (as amended), and the relevant regulations, and the person nominated as an independent director has qualifications in accordance with the relevant laws and regulations relating to independent directors. Therefore, the 3 directors are suitable to be re-elected as the directors of the Company for another term of office. Profiles and work experience of such 3 directors are provided in the Profiles and work experience of candidates nominated for the election of directors, Enclosure 4, which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve the re-election of such 3 directors to replace those who are due to retire by rotation for another term of office

Resolution: The Meeting considered and resolved to approve the re-election of (1) Mr. Somphop Keerasuntonpong, (2) Mr. Seksan Chunsereechai, and (3) Mr. Kittisak Bencharit as directors of the Company for another term of office as proposed, where the voting results were as follows:

1. Mr. Somphop Keerasuntonpong was elected as director of the Company:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

2. Mr. Seksan Chunsereechai was elected as director of the Company:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

3. Mr. Kittisak Bencharit was elected as director of the Company:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 6 To consider and approve the remuneration of directors and sub-committees for the year 2023

The Chairman reported to the Meeting that Section 90 of the PLC Act stipulates that the company shall not pay money or give any other asset to directors unless it is the payment of remuneration under the articles of association of the company. Since Article 25 of the AOA stipulates that director is entitled to receive remuneration from the Company as approved by a shareholders' meeting, the remuneration may be prescribed in a fixed amount or in principle and the remuneration criteria may be prescribed and applicable from time to time or applicable until a shareholders' meeting resolves otherwise.

The Nomination Committee and the Board of Directors considered the appropriateness of the determination of directors' and sub-committee's remuneration based on various factors, i.e., the Company's business operating results, the size of the Company's business, and the duties and responsibilities of directors and sub-committees, in comparison with those of other companies with a similar capitalization and in the same industry, and viewed that the remuneration of directors and sub-committees for the year 2023 shall be as follows:

1. Financial remuneration

Meeting allowance to be paid by position as follows:

Meeting allowance	2023 (Same rate)	2022
The Board of Directors		
Chairman	THB 50,000/attendance	THB 50,000/attendance
Vice 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 and Risk Oversight Board		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Nomination, Remuneration, Corporate Governance, and Sustainability Committee		
Chairman	THB 40,000/attendance	THB 40,000/attendance
Directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Technology 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.

2. Other benefits

– None –

Resolution: The Meeting considered and resolved to approve the remuneration of directors and sub-committees for the year 2023, as proposed, with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and eligible to vote, as detailed as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,997	99.98
Disapproved	-	-
Abstained	2	0.02
Total	9,999	100.00

Agenda 7 To approve the appointment of auditors and audit fees for the year 2023

The Chairman reported to the Meeting that pursuant to Section 120 of the Public Limited Company Act and Article 43 of the Company's Articles of Association, an auditor shall be appointed, and audit fee shall be determined by the Annual General Meeting of Shareholders. In this regard, the Company deemed it appropriate to propose the Meeting to approve the appointment of the auditors from EY Office Limited as the Company's auditors for the fiscal year ending 31 December 2023, with details as follows;

1. To approve the appointment of the auditors from EY Office Limited as the Company's auditors, 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
- 2) Ms. Bongkot Kriangphanamorn CPA (Thailand) License No. 6777
- 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.

In this regards, the aforementioned 3 auditors are independent, and have no relationship and/or any interest with the Company, subsidiary, executives, or major shareholders or related person thereof, as detailed in the copy of the Profiles and work experience of the proposed auditors for the year 2023, Enclosure 5, which was delivered to all shareholders together with the Notice of this Meeting.

2. To approve the audit fees for the year 2023 in the amount of not exceeding THB 750,000

The details of the Company's audit fees in comparison with the previous fiscal year are as follows;

Details of the Company's audit fees in comparison between in 2022 and 2023

Unit: THB

Audit fees	2023 (Proposed year)	2022
Total	750,000	220,000

In this respect, the audit fees mentioned above do not include non-audit fees and one-off payment from the group's restructuring plan of not exceeding THB 500,000.

The Audit Committee considered and determined that the audit fees was appropriate and reasonable as the company's business transactions increased, and found that the Company's audit fees is relative to other companies in the same industry after comparison.

The Board of Directors approved of The Audit Committee's opinion and deemed it appropriate to propose the Meeting to approve the appointment of (1) Ms. Wanwilai Phetsang CPA License No. 5315 (2) Ms. Bongkot Kriangphanamorn CPA (Thailand) License No. 6777 (3) Ms. Somjai Khunapasut CPA (Thailand) License No. 4499 as the auditors from EY Office Limited as the Company's auditors and to approve the audit fees for the year 2023 in the amount of not exceeding THB 750,000 detailed as aforementioned.

Resolution: The Meeting considered and resolved to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year ending 31 December 2023 and the audit fees for the year 2023 as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 8 To consider and approve the amendment of the Articles of Association of the Company

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, the Company needs to amend the Company's Articles of Association to be clear, flexible and consistent with the amendments to the aforementioned law.

The Board of Directors considered and viewed that it was deemed appropriate to propose the 2023 Annual General Meeting of Shareholders as detailed in Table Comparing between the Existing and the Proposed Amendments to the Articles of Association of Finansia X Public Company Limited (Amended Part Only), Enclosure 6, which was delivered to all shareholders together with the Notice of this Meeting, as detailed below:

Existing Articles of Association	New Articles of Association
Chapter 6 Shareholders' Meeting	
<p>Section 34 The board of directors shall hold a meeting at least once every three (3) months at the place where the company's head office is located or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</p>	<p>Section 34 The board of directors shall hold a meeting at least once every three (3) months at the place where the company's head office is located or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</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>
<p>Section 37 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.</p> <p>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>Section 37 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.</p> <p><u>Moreover, the publication of the notice of the meeting shall be in accordance with the law.</u></p> <p>In addition, if that meeting is conducted through electronic media; the notice of the meeting and supporting documents can be sent by electronic mail <u>in accordance with the rules and procedures provided in the relevant laws or notifications.</u></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 <u>in nearby provinces</u> as may be determined by the board of directors, <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></p>

Resolution: The Meeting considered and resolved to approve the amendment of the Articles of Association of the Company, as proposed, with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, as detailed as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	9,999	100.00
Disapproved	-	-
Abstained	-	-
Total	9,999	100.00

Agenda 9 Other matters (if any)

The Chairman gave the opportunity for shareholders to ask questions and make recommendations and no question was raised

The Chairman then thanked all the shareholders for attending the Meeting and adjourned the Meeting at 15.00 hours.

Mr. Chuangchai Nawongs

(Mr. Chuangchai Nawongs)

Chairman of the Meeting

-Ms. Siripa Sodomphruek-

(Ms. Siripa Sodomphruek)

Assistant Company Secretary

Minutes Taker

-Ms. Phatra Kanchanapraphat-

(Ms. Phatra Kanchanapraphat)

Company Secretary

Minutes Editor