



บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน)
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Ref: CSO. 031/2018

Date: 23rd August 2018

Subject: The resolutions of the Board of Directors' meeting No. 5/2018
of KGI Securities (Thailand) Public Company Limited

Attention: President
The Stock Exchange of Thailand

The Meeting of the Board of Directors of KGI Securities (Thailand) Public Company Limited ("the Company") No. 5/2018 held on 23rd August 2018, resolved as follows:

1. That the audited financial statements including the consolidated financial statements of the Company and its subsidiaries for the six-month period ended 30th June 2018, be approved.
2. That the connected transaction regarding the appointment of Ms. Suchada Sodthibhaphkul, Authorized Director, as an Executive Director of the Company for the period from November 2018 to October 2019 (under a Co-Management Contract pursuant to the SEC Notification : Approval of Co-Management Contract of a Securities Company No. Or Thor/Nor 9/2541), be approved. (See Attachment 1)
3. That the establishment of a new subsidiary company (Life and Non-Life insurance broker) to support the Company's Wealth Management Business, be approved.

The Company will inform the SET of the details of new subsidiary company's name, registered capital, paid up capital, registration date and head office location after the establishment has been completed.

4. The Board of Directors noted that the original BOD approval for the Employee Share Ownership Plan ("ESOP") and the formation of the ESOP Committee is now more than 10 years old. Since the ESOP scheme has not yet been approved by shareholders and no ESOP warrants have been issued.

For the good corporate governance, the Board approved the cancellation of the approval to issue the ESOP warrants up to a total of 99,236,870 units to the Company's directors and employees and approved the cancellation of the ESOP committee as mentioned above.

Source:

- a) The Company's Board of Directors' meeting held on 24th February 2006 approved the issuance of the ESOP warrants up to a total of 99,236,870 units to the Company's directors and employees free of charge.
 - b) The Company's Board of Directors' meeting held on 20th April 2006 approved the postponement of the issuance of the ESOP warrants because there had been changes to the Board of Directors.
5. That the TRIS Rating for the year 2018, be acknowledged. TRIS Rating affirms the company rating of the Company at "A-". At the same time, TRIS Rating assigns the rating of "A-" to the proposed issue of up to Baht 2,000 million in senior unsecured debentures.

The ratings reflect greater stability in KGI's lines of business and its diversification efforts. In addition, the ratings reflect the explicit support KGI receives from its major shareholder in Taiwan, KGI Securities Co., Ltd. (KGI Group). These strengths yielded two major benefits. First, the strengths earned KGI a reputation as a leading creator of innovative products. KGI also earned a track record of gains from proprietary trading. The ratings are, however, constrained by the cyclical and volatile nature of the securities industry and the downward pressure on commission rates, a result of intensifying competition.



Please be informed accordingly.

Yours Sincerely,

(Mr. Chih - Hung Lin)
Chief Operating Officer

Contact: Company Secretary Office
Tel: 0 2658 8881

-Attachment 1-

Summary of Information Memorandum

On connected transaction by

KGI Securities (Thailand) Public Company Limited

1. The date on which the transaction occurs and Parties involved

1.1 The date on which the transaction occurs

The Company's Board of Directors meeting No. 5/2018 held on 23rd August 2018 has approved for the appointment of Ms. Suchada Sodthibhapkul, Authorized Director, as an "Executive Director" of the Company for the period November 2018 - October 2019 (under a Co-Management Contract pursuant to the SEC Notification topic Approval of Co-Management Contract of Securities Company No. Or Thor/Nor 9/2541).

1.2 Parties involved

Service Recipient: KGI Securities (Thailand) Public Company Limited ("the Company")
Service Provider: Ms. Suchada Sodthibhapkul ("Executive Director")

1.3 Relationship

Ms. Suchada Sodthibhapkul is an Authorized Director of the Company.

2. General characteristics of the transaction

The Executive Director will be responsible for managing the Risk function for the Company, including being responsible for and approving all risk matters and will also be a member of the Risk Management Committee and all its sub-committees as well as the Debt Recovery Committee and the Human Resource Committee.

3. Type and size of transaction, basis used to determine service fee and payment method

3.1 Type and size of transaction

This transaction is considered as a services transaction, pursuant to the Stock Exchange of Thailand notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction B.E.2546 (2003).

The Executive Director will receive a monthly remuneration of Baht 315,000 per month from the Company. Total monthly remuneration for 1 year will be Baht 3.78 million. In addition, the Company may consider giving her a discretionary bonus. The transaction size of the total remuneration for 1 year will be in the range of 1–20 million baht or 0.03% - 3% of net tangible assets (whichever is higher). Thus Board approval and SET disclosure is required.

(Net tangible asset value of the Company in the consolidated financial statements as at 30th June 2018 is Baht 5,355 million)

3.2 Basis used to determine service fee

The remuneration is based on prevailing market rates.

3.3 Payment Method

The payment of remuneration will be divided into 12 monthly instalments of Baht 315,000, and a discretionary bonus may be paid once a year.

4. Name of the related connected persons, position and share holding of the connected persons in the Company.

Ms. Suchada Sodthibhapkul is an Authorized Director of the Company, she does not hold any shares of the Company.

Note: Ms. Suchada Sodthibhapkul did not attend and did not vote at the relevant part of the Company's Board of Directors meeting No. 5/2018 held on 23rd August 2018 which approved this connected transaction.

5. Sources of fund (if any)

Working capital of the Company.

6. The opinion of Company's Audit Committee and Board of Directors of the Company

The Audit Committee and Board of Directors (excluding connected directors) has considered and agreed that;

6.1 The remuneration is reasonable.

6.2 The transaction is in the best interest of the Company since the service provider is knowledgeable and experienced in the relevant matters.

7. The opinion of the Company's Audit Committee and/or directors which are different from the opinion under (6).

- None-
