



บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน)
 173 อาคารเอเชีย เซ็นเตอร์ ชั้น 11-8
 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
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Ref: CSO. 018/2019

Date: 21st August 2019

Subject: The approval of financial statements, the change of directors, the appointment of Chairman of the Audit Committee, Chairman of the Nomination Committee and the connected transaction

Attention: President
 The Stock Exchange of Thailand

The Meeting of the Board of Directors of KGI Securities (Thailand) Public Company Limited ("the Company") No. 4/2019 held on 21st August 2019, 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 2019, be approved.
2. That the resignation of 2 directors, be acknowledged, details as follows:
 - 2.1) Ms. Bee Leng Ooi, Authorized Director, member of the Nomination Committee, CG Committee, Risk Management Committee and Human Resource Committee of the Company, resigned as a Company Director and from all of her associated positions, with effect from 21st August 2019. (Ms. Bee Leng Ooi will continue to be a Managing Director of the Company).
 - 2.2) Mr. Shaw-Tseng Ding, Director of the Company, resigned as a Company Director, with effect from 21st August 2019.
3. That the appointment of Mr. Chin-Lung Tseng as a replacement director (with authority), be approved, subject to SEC approval.
4. That the appointment of Mr. Chin-Lung Tseng, as the new Chairman of the Company's Board of Directors, and the appointment of Mr. Picharn Kullavanijaya, as the new Vice Chairman of the Company's Board of Directors, new Chairman of the Audit Committee and new Chairman of the Nomination Committee, be approved.
5. That the change of authorized directors of the Company, to reflect the above resolution, be approved. Details are as follows:

Before Change	After Change
1. Mr. Chih-Hung Lin	1. Mr. Chih-Hung Lin
2. Ms. Bee Leng Ooi	2. Mr. Chin-Lung Tseng
3. Ms. Suchada Sodthibhapakul	3. Ms. Suchada Sodthibhapakul

Note: Any two of the three directors jointly signing to bind the Company.

6. That the connected transaction regarding the appointment of Ms. Suchada Sodthibhapakul, Authorized Director, as an Executive Director of the Company for the period from November 2019 to October 2020 (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)
7. That the TRIS Rating for the year 2019, be acknowledged. TRIS Rating upgraded the Company rating and the ratings of the Company's outstanding senior unsecured debentures to "A" from "A-".

The rating upgrade reflects TRIS's view on the Company's status as a moderately strategic affiliate of KGI Securities Co., Ltd. in Taiwan (KGI Taiwan, together with its affiliates the KGI Group). This status allows the Company's rating to be enhanced from its stand-alone rating. On a stand-alone basis, TRIS's view remains unchanged. The Company's business performance has been relatively strong and stable from its well-diversified sources of revenue.



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. 4/2019 held on 21st August 2019 has approved for the appointment of Ms. Suchada Sodthibhapakul, Authorized Director, as an "Executive Director" of the Company for the period November 2019 - October 2020 (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 Sodthibhapakul ("Executive Director")

1.3 Relationship

Ms. Suchada Sodthibhapakul 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 2019 is Baht 5,675 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 Sodthibhapakul is an Authorized Director of the Company, she does not hold any shares of the Company.

Note: Ms. Suchada Sodthibhapakul did not attend and did not vote at the relevant part of the Company's Board of Directors meeting No. 4/2019 held on 21st August 2019 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 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-
