

**Opinion of the Independent Financial Advisor
Concerning the Asset Disposition Transaction
and Connected Transaction**

(Supporting Document for Agenda 8 of
the 2025 Annual General Meeting of Shareholders)

of



Finansia X Public Company Limited

The Independent Financial Advisor



Capital Advantage Company Limited

March 27, 2025

- TRANSLATION -

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Finansia X Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

No. 041/2025

March 27, 2025

Subject: Opinion of the Independent Financial Advisor concerning the Asset Disposition Transaction and Connected Transaction of Finansia X Public Company Limited

Attention: Shareholders
Finansia X Public Company Limited

Attachments: 1) Business Overview and Operating Performance of Finansia Syrus Securities Public Company Limited
2) Industry Outlook and Competition in Securities Business

- Business overview and operating performance of Finansia X Public Company Limited are shown in Clause 17 – 18 of the Information Memorandum Regarding Disposition of Assets Transaction and Connected Transaction (Enclosure 5) and Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) (Enclosure 2), enclosed with this notice of the Annual General Meeting of Shareholders which can also be accessed at www.fnsyrus.com and www.set.or.th.
- Business overview and operating performance of Finansia Syrus Securities Public Company Limited are shown in Attachment 1 of this report and Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) (Enclosure 2), enclosed with this notice of the Annual General Meeting of Shareholders which can also be accessed at www.fnsyrus.com and www.set.or.th.

- References:**
- 1) Resolutions of the Board of Directors' Meeting No. 3/2025 of Finansia X Public Company Limited, held on March 7, 2025;
 - 2) Information Memorandum Regarding Disposition of Assets Transaction and Connected Transaction of Finansia X Public Company Limited dated March 7, 2025, and its amendments;
 - 3) Registration Statement and Tender Offer Form (Form 69/247-1) of Finansia X Public Company Limited dated June 9, 2023;
 - 4) Annual Registration Statement/Annual Report (Form 56-1 One Report) of Finansia X Public Company Limited for the year ended December 31, 2023 – 2024;
 - 5) Annual Registration Statement (Form 56-1) of Finansia Syrus Securities Public Company Limited for the year ended December 31, 2020 and Annual Registration Statement/Annual Report (Form 56-1 One Report) for the year ended December 31, 2021 – 2022;
 - 6) Audited consolidated financial statements of Finansia X Public Company Limited for the period from March 23, 2022 (date of incorporation) to December 31, 2022, and audited consolidated financial statements for the 12-month period ended December 31, 2023 - 2024;
 - 7) Audited consolidated financial statements of Finansia Syrus Securities Public Company Limited for the 12-month period ended December 31, 2022 – 2024;
 - 8) Company Affidavit, Memorandum of Association, relevant information and documents, as well as interviews with the management and relevant personnel of Finansia X Public Company Limited and Finansia Syrus Securities Public Company Limited.

Disclaimers : 1) The analysis conducted by Capital Advantage Company Limited (the **"Independent Financial Advisor"** or the **"IFA"** or **"CapAd"**) in this report is based on information and assumptions provided by the management of Finansia X Public Company Limited and Finansia Syrus Securities Public Company Limited, as well as publicly available

information on websites of the Securities and Exchange Commission (www.sec.or.th) and the Stock Exchange of Thailand (www.set.or.th).

- 2) The Independent Financial Advisor shall not be held responsible for profits, losses, or other consequences arising from this transaction.
- 3) The Independent Financial Advisor conducted its analysis with expertise and cautiousness in accordance with professional ethics.
- 4) The Independent Financial Advisor considered and provided its opinions based on the current circumstances and available information. Any significant change in such circumstances and information may affect the study results in this report.

The Board of Directors' Meeting of Finansia X Public Company Limited (the **"Company"** or **"FSX"**) No. 3/2025, held on March 7, 2025, resolved to propose to the 2025 Annual General Meeting of Shareholders of the Company, which will be held on April 30, 2025 in form of hybrid meeting, to consider and approve the restructuring of the Company's shareholding in Finansia Syrus Securities Public Company Limited (**"FSS"**) to support the Group's future business expansion. As part of this restructuring, FSX plans to divest 296,515,543 ordinary shares of FSS, with par value of Baht 1.60 per share, representing 51.00% of FSS's total issued and paid-up ordinary shares. The shares will be sold to FST 1 Company Limited (**"FST 1"**), a wholly owned subsidiary of the Company¹, at a price of Baht 4.7623 per share, for a total value of Baht 1,412,095,970.43² (**"the Disposition of FSS Ordinary Shares"** or **"Transaction 1"**).

As of the date the Board of Directors resolved to approve the Disposition of FSS Ordinary Share, FSS was a subsidiary of the Company, with the Company holding a 99.74% stake in its total issued shares. Upon completion of the transaction, FSS will continue to be a subsidiary of the Company.³

Although the Disposition of FSS Ordinary Shares is a transaction involving the Company's subsidiary, it is still considered as an asset disposition transaction under the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547, as amended (collectively referred to as the **"Notifications on Acquisition or Disposition of Assets"**). When calculating transaction size under the criteria of the Notifications on Acquisition or Disposition of Assets, the highest transaction size is 34.91% under the net tangible asset criteria, according to the Company's audited consolidated financial statements for the year ended December 31, 2024. When combined with other asset disposition transactions within 6 months prior to the date on which the Board of Directors of the Company resolved to propose the shareholders' meeting to consider and approve the entering into this transaction, the highest transaction size reaches 36.48% under the net tangible asset criteria.⁴ According to the Notifications on Acquisition or Disposition of Assets, the transaction is considered as a Class 2 transaction as the transaction size is greater than 15% but less than 50%. The Board of Directors intends to propose the shareholders' meeting to consider and approve the Disposition of FSS Ordinary Shares, and the connected transaction at the same time, as if the Disposition of FSS Ordinary Shares qualifies as a Type 1 transaction (transaction size is higher than 50% but lower than 100%) according to the Notifications on Acquisition or Disposition of Assets.

Prior to the entering into the transaction, the Company directly holds 99.7448% in FSS. After the entering into the transaction, the Company shall directly hold 48.7448% in FSS and indirectly hold FSS shares via FST 1. The Company has 48.9998% shareholding in FST 1 while FST 1 holds 51.00%

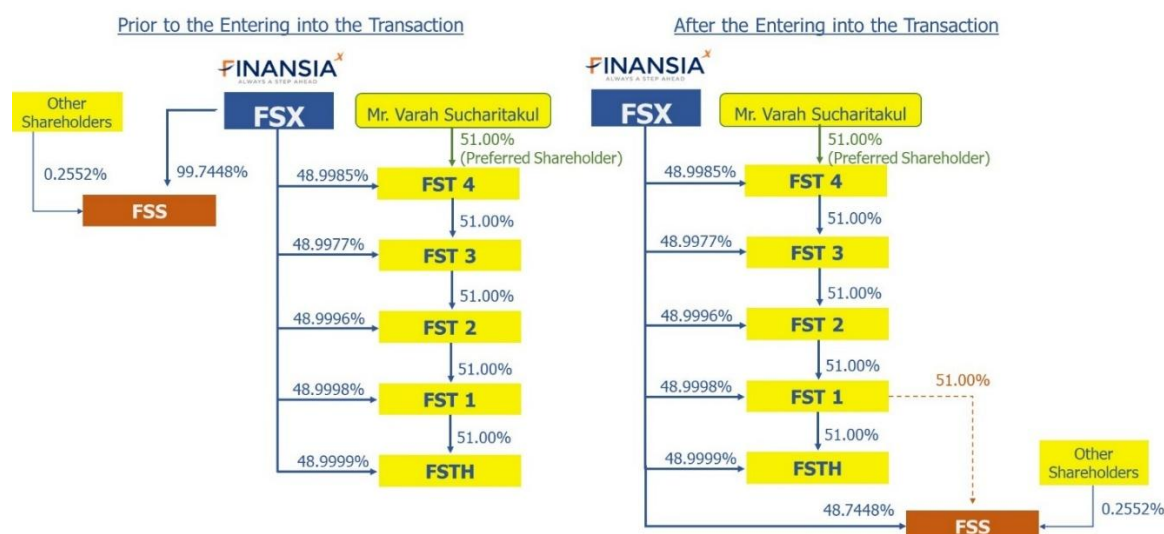
¹ As of February 28, 2025, the Company had 99.3427% voting rights in FST 1. (Please refer more details in Part 1, Clause 1.5.2 of this report)

² The Company determined price of shares based on value of investments as recognized under the equity method in its separate financial statements (which calculate cost of investments of the Company in FSS according to book value of shareholders' equity of FSS as of September 29, 2023 (the date on which organizational restructuring was executed) in proportion to its shareholding), which was at Baht 2,761.73 million or Baht 4.7623 per share (rounded).

³ (a) The Company will directly hold 48.7448% of total issued and paid-up shares of FSS and (b) the Company will indirectly hold 51.00% of total issued and paid-up shares of FSS through its shareholding in FST 1, resulting in a total combined shareholding of 99.7448% of total issued and paid-up shares of FSS.

⁴ Please refer to details of the calculation of asset disposition transaction size in Part 1, Clause 1.7 of this report. The disposition of assets that occurred within the past 6 months include the disposition of shares in FST 3 to FST 4, which was approved by the Board of Directors' Meeting of the Company No. 1/2025 on January 21, 2025, as outlined in the Company's Information Memorandum disclosed through the SET on January 21, 2025.

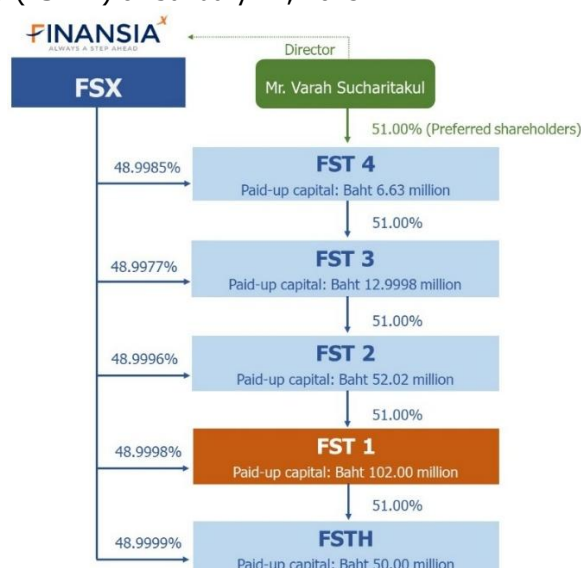
shareholding in FSS. Shareholder structure prior to and after the transaction can be summarized as follows:



The transaction involving FST 1 is considered as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (collectively referred to as the **"Notifications on Connected Transactions"**), as outlined below:

1. Disposition of FSS Ordinary Shares:

Mr. Varah Sucharitakul (**"Mr. Varah"**) is a director of the Company and indirect shareholder holding shares in FST 1 through his 51% shareholding in FST 4 Company Limited (**"FST 4"**), which in turn holds 51% of total issued and paid-up shares in FST 3 Company Limited (**"FST 3"**), FST 2 Company Limited (**"FST 2"**), and FST 1 Company Limited (FST 1), respectively. Mr. Varah holds subordinated preferred shares in FST 4 (with limited voting rights of 4.9462% of total voting rights of FST 4). As such, Mr. Varah shall receive non-substantial returns, provided that preferred shareholders are entitled to receive dividends before ordinary shareholders at a rate of 2.15% per annum of the capital invested by preferred shareholders in FST 4 whereas the right to receive dividends for preferred shareholders is cumulative (if dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year) and any remaining dividends after dividends payment to preferred shareholders will be allocated to ordinary shareholders in proportion to their shareholding. In addition, preferred shareholders have no control over FST 4, according to the information disclosed by the Company to the Stock Exchange of Thailand (**"SET"**) on January 21, 2025.



Based on the shareholding structure of FST 1, since Mr. Varah Sucharitakul is a director of the Company and an indirect major shareholder in FST 1, the entering into the Disposition of FSS Ordinary Shares with FST 1 is considered as a connected transaction of the Company. The size of this connected transaction is equal to 43.53% of net tangible asset (NTA) of the Company and its subsidiaries as of December 31, 2024,⁵ which exceeds 3% of NTA of the Company and its subsidiaries. When combined with other connected transactions with Mr. Varah Sucharitakul within the 6 months prior to this transaction (which is 0.21%), the total transaction size reaches 43.74% of the NTA.

2. Provision of Financial Assistance to FST 1:

Since FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares of Baht 1,412,095,970.43 ("**Share Consideration**"), to the Company in full upon the completion of the 15-year term from the Completion Date, and FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year. *Please refer to more details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report*) at the average MLR charged by commercial banks (Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited, and Siam Commercial Bank Public Company Limited⁶) as determined at the beginning of each interest payment period. FST 1 has agreed to pledge 296,515,543 ordinary shares of FSS as collateral for such loan ("**Payment of the Consideration for the Disposition of FSS Ordinary Shares**"). Therefore, Payment of the Consideration for the Disposition of FSS Ordinary Shares is considered as a provision of financial assistance to a connected person ("**Provision of Financial Assistance to FST 1**" or "**Transaction 2**"). Size of the connected transaction is equal to 88.46% of net tangible asset of the Company and its subsidiaries as of December 31, 2024, which exceeds 3% of net tangible asset of the Company and its subsidiaries. The Company and its subsidiaries have not entered into any other connected transactions with FST 1 within 6 months prior to the date on which the Company's Board of Directors resolved to propose the shareholders' meeting to consider and approve the transaction.

When combining size of both connected transactions with FST 1, the total size of the connected transaction is 131.99%. Additionally, when including other connected transactions within 6 months prior to this transaction, the highest total size of the transaction is 132.20% of net tangible asset.

The Disposition of FSS Ordinary Shares (Transaction 1) and the Provision of Financial Assistance to FST 1 (Transaction 2) are collectively referred to as "**FSS Shareholding Restructuring Transaction**".

Therefore, the Company is required to disclose information on the entering into the Asset Disposition Transaction and Connected Transaction to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

Additionally, the Disposition FSS Ordinary Shares is considered as the sale or transfer of a significant portion of the Company's business to another party. The Company must obtain approval from the shareholders' meeting with affirmative votes of at least three-fourths of the total votes of shareholders who attend the meeting and are eligible to vote, in accordance with Section 107 of the Public Limited Companies Act, B.E. 2535 (including its amendments) ("**the Public Company Act**").

The Company has appointed Capital Advantage Company Limited as the independent financial advisor ("**Independent Financial Advisor**" or "**IFA**" or "**CapAd**") to render an opinion to shareholders concerning the reasonableness and appropriateness of price and conditions of the Asset Disposition Transaction and Connected Transaction.

⁵ Please refer to the details of the connected transaction size calculation in Part 1, Clause 1.7 of this report.

⁶ **The Company has prepared the estimates solely for the purpose of calculating size of the transaction and providing information for shareholders' consideration.** The estimates are based on average MLR of 4 commercial banks as of March 7, 2025, which is the date on which the Company's Board of Directors approved the transaction. With such average MLR of 6.8813% per annum, an estimated interest that the Company expects to receive from FST 1 is equal to Baht 1,457,547,809.48. When combined with the principal of Baht 1,412,095,970.43, the total amount is equal to Baht 2,869,643,779.91.

The 15-year period for the Payment of the Consideration for the Disposition of FSS Ordinary Shares was determined based on the Company's assessment of FST 1's sources of revenue, as well as capital expenditure and capability to generate operating profits of FSS.

CapAd has studied details of the Information Memorandum Regarding Asset Disposition Transaction and Connected Transaction, Company's Annual Registration Statements/Annual Reports (Form 56-1 One Report), and information from interviews with management and executives of the Company, as well as documents received from the Company such as financial statements, business plan, financial projection, project feasibility study, and other documents relevant to the transactions, including information disclosed to the public, information disclosed on websites of the SET and the Office of the Securities and Exchange Commission ("**SEC**"), and financial information available on various websites as a basis for rendering our opinion on such transactions.

The opinion of CapAd in this report is based on the assumption that all information and documents received from the Company's management are accurate and complete. CapAd is unable to assure or guarantee any accuracy or completeness of such information. In deriving its opinion, CapAd takes into account current operating environment and most up-to-date information at the time of issuance of this report. Any change or future incident may have a material impact on business operation and financial projection of FSS, and assessment and analysis of Independent Financial Advisor, as well as decision of shareholders on the Asset Disposition Transaction and Connected Transaction.

In providing the opinion to shareholders, CapAd studied and analyzed information stated above by considering the reasonableness of the Asset Disposition Transaction and Connected Transaction and all relevant factors. CapAd has considered such information thoroughly and reasonably according to the professional standards for the best interests of shareholders.

The attachments to this report of opinion of Independent Financial Advisor are deemed as part of this opinion report and are information that shareholders should consider in conjunction with this report.

After considering and studying all information on the Asset Disposition Transaction and Connected Transaction, CapAd would like to summarize the study results as follows:

Abbreviation

"the Company" or "FSX"	Finansia X Public Company Limited
"the Group"	The Company and its subsidiaries
"Mr. Varah"	Mr. Varah Sucharitakul
"Cactus"	Cactus Limited, a subsidiary of the Company
"FDA"	Finansia Digital Asset Company Limited
"FIM"	Finansia Investment Management Limited, a subsidiary of the Company
"FSL"	Finansa Securities Limited, a subsidiary of the Company
"FSS"	Finansia Syrus Public Company Limited, a subsidiary of the Company
"FSSIA"	FSS International Investment Advisory Securities Company Limited, a subsidiary of the Company
"FSTH"	Finansia Thai Company Limited, a subsidiary of the Company
"FST 1"	FST 1 Company Limited, a subsidiary of the Company
"FST 2"	FST 2 Company Limited, a subsidiary of the Company
"FST 3"	FST 3 Company Limited, a subsidiary of the Company
"FST 4"	FST 4 Company Limited, a subsidiary of the Company
"SBIR"	SBI Royal Securities Public Company Limited, an associate of the Company
"Disposition of FSS Ordinary Shares" or "Transaction 1"	The disposition of 296,515,543 ordinary shares of FSS, with par value of Baht 1.60 per share, representing 51.00% of total paid-up shares of FSS, to FST 1 Company Limited (FST 1), a subsidiary of the Company, at a price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43
"FSS Shareholding Restructuring Transaction"	Comprise of the Disposition of FSS Ordinary Shares and the Provision of Financial Assistance to FST 1
"Share Consideration"	FST 1 will pay the consideration for the purchase of FSS ordinary shares at the amount of Baht 1,412,095,970.43 to the Company
"Payment of the Consideration for the Disposition of FSS Ordinary Shares"	FST 1 will pay the consideration for the disposition of FSS ordinary shares at the amount of Baht 1,412,095,970.43 to the Company in full upon the completion of the 15-year term starting from the Closing Date. Additionally, FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year) at an interest rate equal to the average Minimum Loan Rate (MLR) charged by commercial banks to prime customers, as determined at the beginning of each interest payment period. Furthermore, FST 1 has agreed to pledged 296,515,543 ordinary shares of FSS to the Company as collateral for this loan.
"Provision of Financial Assistance to FST 1" or "Transaction 2"	As detailed in "Payment of the Consideration for the Disposition of FSS Ordinary Shares"
<u>Others</u>	
"Independent Financial Advisor" or "IFA" or "CapAd"	Capital Advantage Company Limited
"SEC"	The Securities and Exchange Commission
"SET"	The Stock Exchange of Thailand
"Notifications on Acquisition or Disposition of Assets"	The Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and its amendments
"Notifications on Connected Transactions"	The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and its amendments
"Public Company Act"	The Public Limited Companies Act, B.E. 2535 (and its amendments)
"Securities Act"	Securities and Exchange Act B.E. 2535 (and its amendments)
"NTA"	Net Tangible Assets
"WACC"	Weighted Average Cost of Capital

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Executive Summary

Principles and Rationale

The transaction concerning shareholding restructuring of Finansia Syrus Securities Public Company Limited ("**FSS**") is undertaken to support FSS's future expansion into new businesses. Since Finansia X Public Company Limited ("**the Company**" or "**FSX**"), (major shareholder of FSS) is a listed company on the Stock Exchange of Thailand ("**SET**") without foreign limit, FSX may faces the risk of being classified as a foreign entity at any time. To prevent FSS from encountering operational restrictions under Thailand's Foreign Business Act, FSX must restructure its shareholding in FSS by transferring 51.00% of FSS's total issued shares to FST 1 Company Limited ("**FST 1**"), a Thai legal entity. The Company believes that this restructuring will safeguard FSS from operational limitations, thereby enhancing the Group's capability to expand its business in the future. This strategic move aims to create long-term sustainable value for the Company and all shareholders.

This shareholding restructuring within the Group is subject to the condition that FSS remains a subsidiary under the Company's control through direct shareholding and indirect ownership via FST 1. Additionally, the Provision of Financial Assistance to FST 1 is structured in a manner that does not constitute a transfer of benefits, as the interest rate applied is comparable to market rates for similar loan transactions had FST 1 borrowed from financial institutions and/or the third party. Furthermore, the Company holds 296,515,543 FSS shares, which is equivalent to the number of shares acquired by FST 1 from the Company, as collateral for such financial assistance.

The Company has implemented measures to prevent potential conflict of interest with Mr. Varah Sucharitakul ("**Mr. Varah**") in the future. Specifically, Mr. Varah holds only subordinated preferred shares in FST 4 Company Limited ("**FST 4**"), entitling him to limited and insignificant returns without any control over FST 4, as well as in FST 3 Company Limited ("**FST 3**"), FST 2 Company Limited ("**FST 2**"), and FST 1 Company Limited (FST 1). Furthermore, under the shareholder structure in FST 1, FST 2, FST 3, and FST 4, the Company retains exclusive rights to appoint all directors in FST 1, FST 2, FST 3, FST 4, and FSS.

Therefore, the Board of Directors' Meeting of the Company No. 3/2025, held on March 7, 2025, resolved to propose the 2025 Annual General Meeting of Shareholders of the Company, which will be held on April 30, 2025, to consider and approve the Company's shareholding restructuring in Finansia Syrus Securities Public Company Limited (FSS) to support the Group's future business expansion ("**FSS Shareholding Restructuring Transaction**"), which consists of:

The Asset Disposition Transaction and Connected Transaction

The Disposition of FSS Ordinary Shares

The Company will dispose 296,515,543 ordinary shares of FSS, with par value of Baht 1.60 per share, representing 51.00% of FSS's total issued and paid-up shares, to FST 1 Company Limited (FST 1), a subsidiary of the Company, at a price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43 ("**Disposition of FSS Ordinary Shares**"). The payment terms shall be as specified in the Provision of Financial Assistance to FST 1.

As of the date on which the Board of Directors approved the Disposition of FSS Ordinary Shares, FSS was a subsidiary of the Company, with the Company holding 99.74% of FSS's total issued and paid-up shares. Following the completion of the transaction, FSS will remain a subsidiary of the Company.⁷

The Provision of Financial Assistance to a Connected Person

The Provision of Financial Assistance to FST 1

Since FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares of Baht 1,412,095,970.43 ("**Share Consideration**") to the Company in full upon the completion of a 15-year term from the Closing Date and FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year. *Please refer to more details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report*) at an interest rate equivalent to the average Minimum Loan Rate (MLR) charged by commercial banks (Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited, and Siam Commercial Bank

⁷ Please refer to Footnote 3 on page 2 of this report

Public Company Limited), as determined at the beginning of each interest payment period.⁸ Additionally, FST 1 has agreed to pledge 296,515,543 FSS ordinary shares to the Company as collateral for the loan ("**Payment of the Consideration for the Disposition of FSS Ordinary Shares**"). As a result, the Payment of the Consideration for the Disposition of FSS Ordinary Shares is considered as a provision of financial assistance to a connected person ("**Provision of Financial Assistance to FST 1**").

Although the Disposition of FSS Ordinary Shares is a transaction involving the Company's subsidiary, it is still considered as an asset disposition transaction under the Notifications on Acquisition or Disposition of Assets. When calculating transaction size under the criteria of the Notifications on Acquisition or Disposition of Assets, the highest transaction size is 34.91% under the net tangible asset criteria, according to the Company's audited consolidated financial statements for the year ended December 31, 2024. When combined with other asset disposition transactions within 6 months prior to the date on which the Board of Directors of the Company resolved to propose the shareholders' meeting to consider and approve the entering into this transaction, the highest transaction size reaches 36.48% under the net tangible asset criteria.⁹ According to the Notifications on Acquisition or Disposition of Assets, the transaction is considered as a Class 2 transaction as the transaction size is greater than 15% but less than 50%. The Board of Directors intends to propose the shareholders' meeting to consider and approve the Disposition of FSS Ordinary Shares and the connected transaction at the same time, as if the Disposition of FSS Ordinary Shares is considered as a Type 1 transaction (transaction size is higher than 50% but lower than 100%) according to the Notifications on Acquisition or Disposition of Assets.

The FSS Shareholding Restructuring Transaction is considered as a connected transaction under the Notifications on Connected Transactions, as follows:

1. Disposition of FSS Ordinary Shares:

Mr. Varah Sucharitakul (Mr. Varah) is a director of the Company and indirectly holds shares in FST 1 through his 51% shareholding in FST 4, which in turn holds 51% of total issued and paid-up shares in FST 3, FST 2, and FST 1, respectively. Mr. Varah holds subordinated preferred shares in FST 4 (with limited voting rights of 4.9462% of total voting rights of FST 4), resulting in Mr. Varah receives non-substantial returns, provided that preferred shareholders are entitled to receive dividends before ordinary shareholders at a rate of 2.15% per annum of the capital invested by preferred shareholders in FST 4 whereas the right to receive dividends for preferred shareholders is cumulative (if dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year) and any remaining dividends after dividends payment to preferred shareholders will be allocated to ordinary shareholders in proportion to their shareholding. In addition, Mr. Varah has no control over FST 4, according to the information disclosed by the Company to the SET on January 21, 2025.

Based on the shareholding structure of FST 1, since Mr. Varah is a director of the Company and an indirect major shareholder in FST 1, the entering into the Disposition of FSS Ordinary Shares with FST 1 is considered as a connected transaction of the Company.

The size of this connected transaction is equal to 43.53% of net tangible asset (NTA) of the Company and its subsidiaries as of December 31, 2024,¹⁰ which exceeds 3% of NTA of the Company and its subsidiaries. When combined with other connected transactions with Mr. Varah within 6 months prior to this transaction (which is 0.21%), the total transaction size reaches 43.74% of NTA.

2. Provision of Financial Assistance to FST 1:

Since FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares of to the Company in full upon the completion of the 15-year term from the Completion Date and FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year. *Please refer to more details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report*) at the average MLR of 4 commercial banks as determined at the beginning of each interest payment period.¹¹ Therefore, it is considered as a provision of financial assistance to a connected person.

⁸ **The Company has prepared the estimates solely for the purpose of calculating size of the transaction and providing information for shareholders' consideration.** The estimates are based on average MLR of 4 commercial banks as of March 7, 2025, the date on which the Company's Board of Directors approved the transaction. With such average MLR of 6.8813% per annum, an estimated interest that the Company expects to receive from FST 1 is equal to Baht 1,457,547,809.48. When combined with the principal of Baht 1,412,095,970.43, the total amount is equal to Baht 2,869,643,779.91.

⁹ Please refer to the details of the asset disposition transaction size calculation in Part 1, Clause 1.7 of this report and in Footnote 4 on page 2 of this report

¹⁰ Please refer to the details of the connected transaction size calculation in Part 1, Clause 1.7 of this report

¹¹ Please refer to Footnote 8 on page 9 of this report

Size of the connected transaction is equal to 88.46% of net tangible asset of the Company and its subsidiaries as of December 31, 2024, which exceeds 3% of net tangible asset of the Company and its subsidiaries. The Company and its subsidiaries have not entered into any other connected transactions with FST 1 within 6 months prior to the date on which the Company's Board of Directors resolved to propose the shareholders' meeting to consider and approve the transaction.

When combining size of both connected transactions with FST 1, the total size of the connected transaction is 131.99%. Additionally, when combining size of other connected transactions within 6 months prior to this transaction, the highest size of the transaction reaches 132.20% of net tangible asset.

Therefore, the Company is required to disclose information on the entering into the Asset Disposition Transaction and Connected Transaction to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

Moreover, the Disposition FSS Ordinary Shares is considered as the sale or transfer of a significant portion of the Company's business to another party. The Company must obtain approval from the shareholders' meeting with affirmative votes of at least three-fourths of the total votes of shareholders who attend the meeting and are eligible to vote, in accordance with Section 107 of the Public Limited Companies Act, B.E. 2535 (including its amendments) ("**the Public Company Act**").

Capital Advantage Company Limited ("**Independent Financial Advisor**" or "**IFA**" or "**CapAd**"), as the independent financial advisor, is appointed by the Company to render the opinion to shareholders regarding the reasonableness and appropriateness of price and conditions of the Asset Disposition Transaction and Connected Transaction under the FSS Shareholding Restructuring Transaction, which includes the Disposition of FSS Ordinary Shares and the Provision of Financial Assistance to FST 1.

CapAd has considered the objectives and necessity of the transaction, along with the advantages, benefits, and risks, as well as the appropriateness of the price and conditions of the FSS Shareholding Restructuring Transaction as follows:

The Company has undertaken an internal restructuring within its Group during 2024 – early 2025 as part of a strategy to support FSS's future business expansion with an aim to prevent legal restrictions that may arise from the Company's status as a major shareholder of FSS. Since the Company is a listed on the SET with no restrictions on foreign limit, the Company may be at risk of becoming a foreign entity at any time. Under this new structure, FST 1 (a Thai legal entity) will invest in businesses/companies that may fall under the Foreign Business Act in the future.

Foreign Business Act B.E. 2542, particularly Section 8 (3), prohibits foreigners from engaging in businesses where Thais are not ready to compete, such as accounting service, legal service, brokerage or agency business (except for securities brokerage or services related to agricultural futures trading, financial instruments, or securities), and other service businesses (except for service businesses specified in ministerial regulations).

Any foreigner violating the provision of Section 8 of the Foreign Business Act shall be liable to imprisonment for a term not exceeding 3 years or to a fine of Baht 100,000 to Baht 1,000,000 or to both. In addition, the court shall order the cessation of such business participation or operation. In the case of violation of the order of the court, the violator shall be liable to a fine at the daily rate of Baht 10,000 to Baht 50,000 throughout the period of the violation.

Thus, due to the legal restrictions on prohibition of the Foreign Business Act, the operation of certain types of businesses of the Company shall be affected, such as service businesses, including back-office services (such as accounting service, internal audit service, which the Company currently provides services to companies in the Group and FSS, as well as digital asset brokerage service in the future). As a listed company on the SET, the Company must operate its business in full accordance with the legal framework so as not to affect the Company and all shareholder.

Under the FSS Shareholding Restructuring Transaction, the Company will transfer 51.00% of total issued and paid-up shares in FSS to FST 1, a Thai legal entity, to support FSS's and the Company's new business operations in the future. The primary objective is to mitigate the impact of restrictions under the Foreign Business Act. **As of March 18, 2025, foreign shareholding of the Company increased from 46.98% (as of March 4, 2025) to 56.97%, resulting in the Company**

immediately turning from Thai legal entity to foreign entity. As a result, FSS is considered as foreign entity. This structure will enable (a) FSS to invest in future business expansion, including FSS's interest in expanding into digital asset brokerage and other digital asset businesses under the supervision of the SEC (Digital Asset Business), which is a service business that is currently only permitted for Thai legal entities, (b) the Company can expand investments in businesses related to the securities business or other businesses that align with the Company's strategy to enhance competitiveness, strengthen operational capabilities, and support risk diversification. Additionally, the Company has transferred its back-office services, a service business that foreigners are currently prohibited from conducting in Thailand, to FST 1, effective February 1, 2025 (which is the internal restructuring within the Group). As of such period, the Company directly and indirectly held 99.9998% of registered and paid-up capital of FST 1 while transfer all personnel responsible for back-office services and lease agreement on the assets used for subsidiaries (which are office equipment used in back-office services such as computers, equipment, and miscellaneous)..

Therefore, this FSS Shareholding Restructuring Transaction benefits the Company and FSS (a subsidiary operating core business) by enhancing competitiveness, supporting the expansion of the Group's business scope in the future, and creating sustainable long-term returns for the Company and all shareholders.

The Company will benefit from the FSS Shareholding Restructuring Transaction as follows:

- (1) It supports FSS's business operations and future expansion opportunities to transition from traditional securities brokerage business to digital asset brokerage business and other digital asset businesses, thereby creating a more diversified customer base and new revenue streams for FSS, which directly benefits the Company and its shareholders in the future.

One of FSS's proactive adaptation strategies is to invest in technology development to build upon its existing experience, expertise, and systems in the securities brokerage business, including the expansion of its business from securities brokerage to digital asset brokerage for investment token, ICO Portal service, and/or other digital asset businesses under the supervision of the SEC in the future.

- (2) It is the internal restructuring of the Group to maximize benefits by reducing current business limitations as well as mitigating FSS's business expansion risk, thereby enabling FSS to continue pursuing business activities that benefit the Company and its shareholders.

Following the amendment of the Company's Articles of Association in May 2024 allowing the Company's shares to be freely transferred without restrictions, the Company incurs risk related to its shareholding structure, which could result in the Company becoming a foreign entity. This would prevent the Group from conducting various types of businesses prohibited to foreigners under the Foreign Business Act B.E. 2542. As such, the Company's back-office services and service businesses, including digital asset brokerage business and ICO Portal business, may be affected. As of March 18, 2025, foreign shareholding of the Company increased to 56.97%, resulting in the Company immediately turning from Thai legal entity to foreign entity. As a result, FSS is considered as foreign entity alike the Company which is its current major shareholder. Upon completion of the FSS Shareholding Restructuring Transaction, FST 1 (a Thai legal entity) will become a shareholder of FSS holding 51% of total issued and paid-up shares of FSS. This will ensure FSS remains a Thai legal entity without investment restrictions and can support both core operations and internal service within the Group.

- (3) The Provision of Financial Assistance to FST 1 under the FSS Shareholding Restructuring Transaction reduces the burden on securing funds for internal group restructuring and helps facilitate funds/liquidity management within the Group to maximize benefits and generate better returns. Since the FSS Shareholding Restructuring Transaction is designed as an internal reorganization, FST 1 is then set to pay consideration of FSS shares to the Company in full upon the completion of the 15-year term from the Completion Date of the transaction and pay annual interest based on the average MLR of 4 commercial banks (Bangkok Bank, Krungthai Bank, Kasikornbank, and Siam Commercial Bank) at the commencement of each interest payment period. Such structure further reduce burden in securing the source of funds for internal restructuring and enhance fund management to mitigate impact on liquidity and cash flow within the Group.

- (4) The Company will not incur additional debt and interest expense, thus avoiding impact on the Company's debt-to-equity ratio in the consolidated financial statements

Since the Company do not need to secure external loans to finance the FSS Shareholding Restructuring Transaction of Baht 1,412.09 million, the Company will not incur additional debt and

interest expenses. This will prevent any impact on the Company's debt-to-equity ratio in the consolidated financial statements.

However, the FSS Shareholding Restructuring Transaction presents certain disadvantages and risks, as outlined below:

- (1) The Company's total voting rights in FSS will decrease by 0.4021% (based on its shareholding in subsidiary, by which the Company holds 99.7448% of total voting rights of FSS prior to the entering into the transaction while such ratio shall drop to 99.3427% of total voting rights of FSS after the entering into the transaction. The said shareholding is based on voting rights of FST 1, the Company's subsidiary, as the Company holds FSS shares via FST 1). However, the Company will still retain majority control at the Board of Directors' meeting and shareholders' meetings of FSS, ensuring the ability to control voting rights on significant transactions that require affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote.

The Company's consolidated financial statements will continue to record FSS's operating results in the statement of comprehensive income and record all of FSS's assets and liabilities as before (via its investment in FST 1). Only the equity attributable to the Company's shareholders will decrease due to the lower recognition of share of profit in the equity attributable to the Company's shareholders, which decrease in the same proportion as the increase in the non-controlling interest (NCI). Based on calculation by the Company's accounting department, the NCI ratio will change from 0.26% (rounded) to approximately 2.41%. The actual ratio may change based on the Company's auditor's subsequent review.

- (2) The Company may incur risk in the event that FST 1 is unable to repay debt within the specified period.

FST 1's primary source of cash flow for repaying principal and interest will come from (a) expected dividends from its 51.00% shareholding in FSS, provided that FSS declares dividend payment, which depends on FSS's future financial performance, (b) expected dividends from 51.00% shareholding in Finansia Thai Company Limited, a subsidiary of the Company ("**FSTH**") (currently, FSTH has not commenced operations), (c) profit margin from revenue generated through back-office service for companies in the Group, which the Company transferred to FST 1 in February 2025 (in 2024, the Company recorded approximately Baht 131.00 million in revenue from back-office service).

If FST 1's revenue and cash inflows do not meet expectations, its ability to service annual interest payments and the principal repayment of Baht 1,412.09 million due in 2040 could be affected. FST 1's future debt repayment capacity will depend on FSS's dividend payouts and operating performance as well as FST 1's revenue generation from provision of services to companies in the Group. In the event that FST 1 is unable to make interest payment and/or principal repayment, the Company may need to record accrued interest, extend the principal repayment period, and/or enforce collateral seizure (FSS shares), and/or undertake a capital and debt restructuring, subject to prevailing conditions of FST 1 and FSS at the time.

The FSS Shareholding Restructuring Transaction, which includes the Disposition of FSS Ordinary Shares and the Provision of Financial Assistance to FST 1, is a specific transaction conducted as part of an internal group restructuring. Accordingly, the payment terms have also been specifically structured for this transaction. The transaction involves FST 1, in which the Company holds direct and indirect ownership equivalent to 99.3427% of FST 1's total voting rights. Furthermore, the Company has no intention to divest FSS, its subsidiary operating core business, to the third party. Therefore, a direct comparison between entering into the transaction with a connected person and transaction with the third party is not applicable. Nonetheless, the Independent Financial Advisor has assessed the transaction as if the Company were entering into the transaction with the third party and has provided the following summary:

Comparison of benefits and disadvantages between the entering into the FSS Shareholding Restructuring Transaction with the connected person and the transaction with a third party is as follows

- (1) It is the internal restructuring which ensures that the ultimate beneficiary remains within the Group.

The FSS Shareholding Restructuring Transaction leverages the corporate structure of FST 1, a Thai legal entity, enabling the Company to directly benefit from the transaction without sharing returns or benefits with the third party, except for an immaterial portion allocated to Mr. Varah . Additionally,

the Company will receive consideration (interest income) from the Provision of Financial Assistance to FST 1.

- (2) The FSS Shareholding Restructuring Transaction is fundamentally an internal group transaction, ensuring flexibility, streamlined processes, and reduction of execution time. Since the Company independently decides on the internal restructuring, it has full control over structuring the transaction and determining its terms and conditions.

The FSS Shareholding Restructuring Transaction presents no significant disadvantage or risk when comparing a connected transaction to one with the third party, except for additional expenses associated with convening a shareholders' meeting to approve the transaction, which is a standard requirement for listed companies. *Since the FSS Shareholding Restructuring Transaction is an internal group restructuring designed to support future business operations, the transaction cannot be directly compared to one involving the third party.*

After considering the objectives and necessity of the transaction, along with its advantages, disadvantages, benefits, and associated risks, the Independent Financial Advisor is of the opinion that the FSS Shareholding Restructuring Transaction constitutes an internal reorganization within the Group. This restructuring enhances competitiveness and supports the Group's business expansion, benefiting its future operations, while certain disadvantages and risks can be managed within the Group. **Therefore, the entering into the Asset Disposition Transaction and Connected Transaction in this case is considered reasonable.**

The opinion of the Independent Financial Advisor on the appropriateness of price and conditions of the **FSS Shareholding Restructuring Transaction** is as follows:

Transaction 1: Disposition of FSS Ordinary Shares

Value of FSS shares derived from various valuation approaches can be summarized as follows:

FSS	Value of FSS Shares ^{1/} (Baht/share)	Selling Price of FSS Shares ^{2/} (Baht/share)	Selling Price is Higher (Lower) than Share Value of FSS	
			(Baht/share)	(%)
	(1)	(2)	(3) = (2) - (1)	(3) / (2)
1) Book Value Approach	4.41	4.7623	0.36	7.46%
2) Adjusted Book Value Approach	4.51	4.7623	0.25	5.24%
3) Market Value Approach	Unable to assess	4.7623	n.a.	n.a.
4) Price to Book Value Ratio Approach	3.51 – 4.24	4.7623	0.52 – 1.26	10.97% - 26.37%
5) Price to Earnings Ratio Approach	Unable to assess	4.7623	n.a.	n.a.
6) Discounted Cash Flow Approach	1.25 – 1.40	4.7623	3.36 – 3.51	70.54% - 73.81%
	Base case: 1.32	4.7623	Base case: 3.44	Base case: 72.21%

Remark: 1/ Par value of Baht 1.60 per share.

2/ The Company will dispose 296,515,543 ordinary shares of FSS with par value of Baht 1.60 per share to FST 1, equivalent to 51.00% of total issued shares of FSS, at the price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43.

CapAd is of the opinion that the most appropriate approaches to value the FSS shares is the Price to Book Value Ratio Approach as it reflects investors' expectation on a share price of a company in the same business compared to its book value and the P/BV Ratio Approach has generally been applied and widely accepted in share valuation of financial institution. CapAd views that **fair value of FSS shares is equal to Baht 3.51 – 4.24 per share**, which is lower than the selling price of FSS shares of Baht 4.7623 per share by Baht 0.52 – 1.26 per share or 10.97% - 26.37% lower than the selling price of FSS shares. **Therefore, the IFA is of the opinion that selling price of FSS shares of Baht 4.7623 per share is appropriate as it is higher than fair value of FSS shares.**

Opinion of the Independent Financial Advisor on the Payment Term

FST 1 will pay the total consideration for the Disposition of FSS Ordinary Shares to the Company in the amount of Baht 1,412,095,970.43 upon the completion of a 15-year term from the Closing Date. FST 1 will also pay annual interest for the Share Consideration at a rate equal to the average of the Minimum Loan Rate (MLR) of 4 commercial banks as determined at the beginning of each interest period. Such rate is comparable to interest rate on loan of similar type if FST 1 was to borrow from financial institutions/the third party. In addition, FST 1 will pledge 296,515,543 ordinary shares of FSS to the Company.

The Independent Financial Advisor is of the opinion that the terms and payment conditions is inappropriate as it is special payment terms and conditions, which is not a normal terms and conditions of share purchase transaction. Typically, the settlement of share purchase transactions occurs on the transaction date or within a specified and relatively short period while the payment period in this transaction extends to 15 years. However, this transaction involving the disposal of FSS shares is merely a restructuring of the Company's shareholding in FSS. In the event that payment for the share purchase would be made in cash on the transaction date (the standard share payment condition), FST 1 would be required to secure loans from the third party (or have the Company secure loans for FST 1). Consequently, the Company's consolidated financial statements would reflect an increase in loan liabilities, along with the obligation to pay loan interest to the third party.

Transaction 2: Provision of Financial Assistance to FST 1

Conclusively, the Independent Financial Advisor is of the opinion that:

- The interest rate on loan to FST 1 is considered appropriate, as it is higher than the Company's long-term borrowing costs and exceeds the interest rate on loan to FSS. Additionally, the MLR rate is a floating interest rate, reflecting the interest rate environment over time.
- The conditions of interest payment and principal repayment are inappropriate and do not align with the standard conditions of a long-term loan agreement as repayment of long-term loans with financial institutions typically involves gradual principal repayments, especially for loans with a 15-year term, rather than a lump-sum repayment in the final year. Furthermore, the majority of long-term corporate debentures have a maturity period of no more than 10 years. Therefore, a principal repayment period of 15 years may be excessively long.
- The conditions on loan collateral are inappropriate and do not align with the standard conditions of a loan agreement with shares collateral as the loan-to-collateral value is higher than the typical collateral requirements.

However, this loan to FST 1 is merely a restructuring of the Group's business. In the event that the Company provides a loan to FST 1, there is no actual cash inflow or outflow (the Company lends money to FST 1 to pay for FSS shares to the Company in the same amount.), and the Company does not have the obligation to secure additional funds for this transaction. Furthermore, the Company incurs no additional interest expense.

Given the above reasons, the FSS Shareholding Restructuring Transaction must be considered holistically and it is necessary to consider the overview of both transactions in conjunction with each other. The pricing of FSS ordinary shares and the interest rate on the loan provided to FST 1 are considered appropriate. However, the terms regarding interest payment and principal repayment, as well as the collateral requirements, are not appropriate. Nevertheless, this transaction serves as an internal business restructuring that will directly benefit and play a crucial role in the future expansion of the Group's operations.

Therefore, the Independent Financial Advisor is of the opinion that **shareholders should approve the Asset Disposition Transaction and Connected Transaction (related to the FSS Shareholding Restructuring Transaction).**

The shareholders should study information in all documents attached to the notice to shareholders' meeting prior to making the decision. The consideration to approve the Asset Disposition Transaction and Connected Transaction rests primarily on and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that the above opinion is rendered with due care in accordance with the professional standards for the benefits of shareholders.

Details of the opinion of the Independent Financial Advisor are as follows:

Part 1: General Details of the Asset Disposition Transaction and Connected Transaction**1. Characteristics and Details of the Transaction****1.1 Objectives and Background of the Transaction****Principles and Rationale**

The transaction concerning shareholding restructuring of Finasia Syrus Securities Public Company Limited (FSS) is undertaken to support FSS's future expansion into new businesses. Since the Company (major shareholder of FSS) is a listed company on the SET without foreign limit, FSX may face the risk of being classified as a foreign entity at any time. To prevent FSS from encountering operational restrictions under Thailand's Foreign Business Act, FSX must restructure its shareholding in FSS by transferring 51.00% of FSS's total issued shares to FST 1 Company Limited (FST 1), a Thai legal entity. The Company believes that this restructuring will safeguard FSS from operational limitations, thereby enhancing the Group's capability to expand its business in the future. This strategic move aims to create long-term sustainable value for the Company and all shareholders.

This shareholding restructuring within the Group is subject to the condition that FSS remains a subsidiary under the Company's control through direct shareholding and indirect ownership via FST 1. Additionally, the Provision of Financial Assistance to FST 1 is structured in a manner that does not constitute a transfer of benefits, as the interest rate applied is comparable to market rates for similar loan transactions had FST 1 borrowed from financial institutions and/or the third party. Furthermore, the Company holds 296,515,543 FSS shares, which is equivalent to the number of shares acquired by FST 1 from the Company, as collateral for such financial assistance.

The Company has implemented measures to prevent potential conflict of interest with Mr. Varah Sucharitakul (Mr. Varah) in the future. Specifically, Mr. Varah holds only subordinated preferred shares in FST 4 Company Limited (FST 4), entitling him to limited and insignificant returns without any control over FST 4, as well as in FST 3 Company Limited (FST 3), FST 2 Company Limited (FST 2), and FST 1 Company Limited (FST 1). Furthermore, under the shareholder structure in FST 1, FST 2, FST 3, and FST 4, the Company retains exclusive rights to appoint all directors in FST 1, FST 2, FST 3, FST 4, and FSS.

Therefore, the Board of Directors' Meeting of the Company No. 3/2025, held on March 7, 2025, resolved to propose the 2025 Annual General Meeting of Shareholders of the Company, which will be held on April 30, 2025, to consider and approve the Company's shareholding restructuring in Finasia Syrus Securities Public Company Limited (FSS) to support the Group's future business expansion (FSS Shareholding Restructuring Transaction), which consists of:

The Asset Disposition Transaction and Connected Transaction**The Disposition of FSS Ordinary Shares**

The Company will dispose 296,515,543 ordinary shares of FSS, with par value of Baht 1.60 per share, representing 51.00% of FSS's total issued and paid-up shares, to FST 1 Company Limited (FST 1), a subsidiary of the Company, at a price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43 (Disposition of FSS Ordinary Shares). The payment terms shall be as specified in the Provision of Financial Assistance to FST 1.

As of the date on which the Board of Directors approved the Disposition of FSS Ordinary Shares, FSS was a subsidiary of the Company, with the Company holding 99.74% of FSS's total issued and paid-up shares. Following the completion of the transaction, FSS will remain a subsidiary of the Company.¹²

The Provision of Financial Assistance to a Connected Person**The Provision of Financial Assistance to FST 1**

Since FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares of Baht 1,412,095,970.43 (Share Consideration) to the Company in full upon the completion of a 15-year term from the Closing Date and FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year. *Please refer to more details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report*) at an interest rate equivalent to the average Minimum Loan Rate (MLR) charged by commercial banks (Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited, and Siam Commercial Bank Public Company Limited), as determined at the beginning of each interest payment period. Additionally,

¹² As of February 28, 2025, the Company holds 99.3427% of total voting rights in FST 1. (*Please refer to more details in Part 1, Clause 1.5.2 of this report*)

FST 1 has agreed to pledge 296,515,543 FSS ordinary shares to the Company as collateral for the loan (Payment of the Consideration for the Disposition of FSS Ordinary Shares). As a result, the Payment of the Consideration for the Disposition of FSS Ordinary Shares is considered as a provision of financial assistance to a connected person (Provision of Financial Assistance to FST 1 or Transaction 2).

Although the Disposition of FSS Ordinary Shares is a transaction involving the Company's subsidiary, it is still considered as an asset disposition transaction under the Notifications on Acquisition or Disposition of Assets. When calculating transaction size under the criteria of the Notifications on Acquisition or Disposition of Assets, the highest transaction size is 34.91% under the net tangible asset criteria, according to the Company's audited consolidated financial statements for the year ended December 31, 2024. When combined with other asset disposition transactions within 6 months prior to the date on which the Board of Directors of the Company resolved to propose the shareholders' meeting to consider and approve the entering into this transaction, the highest transaction size reaches 36.48% under the net tangible asset criteria. According to the Notifications on Acquisition or Disposition of Assets, the transaction is considered as a Class 2 transaction as the transaction size is greater than 15% but less than 50%. The Board of Directors intends to propose the shareholders' meeting to consider and approve the Disposition of FSS Ordinary Shares and the connected transaction at the same time, as if the Disposition of FSS Ordinary Shares is considered as a Type 1 transaction (transaction size is higher than 50% but lower than 100%) according to the Notifications on Acquisition or Disposition of Assets.

The FSS Shareholding Restructuring Transaction is considered as a connected transaction under the Notifications on Connected Transactions, as follows:

1. Disposition of FSS Ordinary Shares (Transaction 1):

Mr. Varah Sucharitakul (Mr. Varah) is a director of the Company and indirectly holds shares in FST 1 through his 51% shareholding in FST 4 Company Limited (FST 4), which in turn holds 51% of total issued and paid-up shares in FST 3 Company Limited (FST 3), FST 2 Company Limited (FST 2), and FST 1 Company Limited (FST 1), respectively. Mr. Varah holds subordinated preferred shares in FST 4 (with limited voting rights of 4.9462% of total voting rights of FST 4), resulting in Mr. Varah receives non-substantial returns, provided that preferred shareholders are entitled to receive dividends before ordinary shareholders at a rate of 2.15% per annum of the capital invested by preferred shareholders in FST 4 whereas the right to receive dividends for preferred shareholders is cumulative (if dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year) and any remaining dividends after dividends payment to preferred shareholders will be allocated to ordinary shareholders in proportion to their shareholding. In addition, preferred shareholders have no control over FST 4, according to the information disclosed by the Company to the SET on January 21, 2025.

Based on the shareholding structure of FST 1, since Mr. Varah is a director of the Company and an indirect major shareholder in FST 1, the entering into the Disposition of FSS Ordinary Shares with FST 1 is considered as a connected transaction of the Company. The size of this connected transaction is equal to 43.53% of net tangible asset (NTA) of the Company and its subsidiaries as of December 31, 2024,¹³ which exceeds 3% of NTA of the Company and its subsidiaries and when combined with other connected transactions with Mr. Varah within 6 months prior to this transaction (which is 0.21%), the total transaction size reaches 43.74% of NTA.

2. Provision of Financial Assistance to FST 1:

Since FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares of Baht 1,412,095,970.43 to the Company in full upon the completion of the 15-year term from the Completion Date and FST 1 will pay interest on the Share Consideration annually (accrued interest shall be paid on the last business day of each calendar year. *Please refer to more details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report*) at the average MLR of 4 commercial banks as determined at the beginning of each interest payment period.¹⁴ Therefore, Payment of the Consideration for the Disposition of FSS Ordinary Shares is considered as a provision of financial assistance to a connected person. Size of the connected transaction is equal to 88.46% of net tangible asset of the Company and its subsidiaries

¹³ Please refer to the details of the connected transaction size calculation in Part 1, Clause 1.7 of this report

¹⁴ **The Company has prepared the estimates solely for the purpose of calculating size of the transaction and providing information for shareholders' consideration.** The estimates are based on average MLR of 4 commercial banks (Bangkok Bank, Krungthai Bank, Kasikornbank, and Siam Commercial Bank) as of March 7, 2025, which is the date on which the Company's Board of Directors approved the transaction. With such average MLR of 6.8813% per annum, an estimated interest that the Company expects to receive from FST 1 is equal to Baht 1,457,547,809.48. When combined with the principal of Baht 1,412,095,970.43, the total amount is equal to Baht 2,869,643,779.91.

as of December 31, 2024, which exceeds 3% of net tangible asset of the Company and its subsidiaries. The Company and its subsidiaries have not entered into any other connected transactions with FST 1 within 6 months prior to the date on which the Company's Board of Directors resolved to propose the shareholders' meeting to consider and approve the transaction.

Therefore, the Company is required to disclose information on the entering into the Asset Disposition Transaction and Connected Transaction to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

1.2 Date of the Transaction

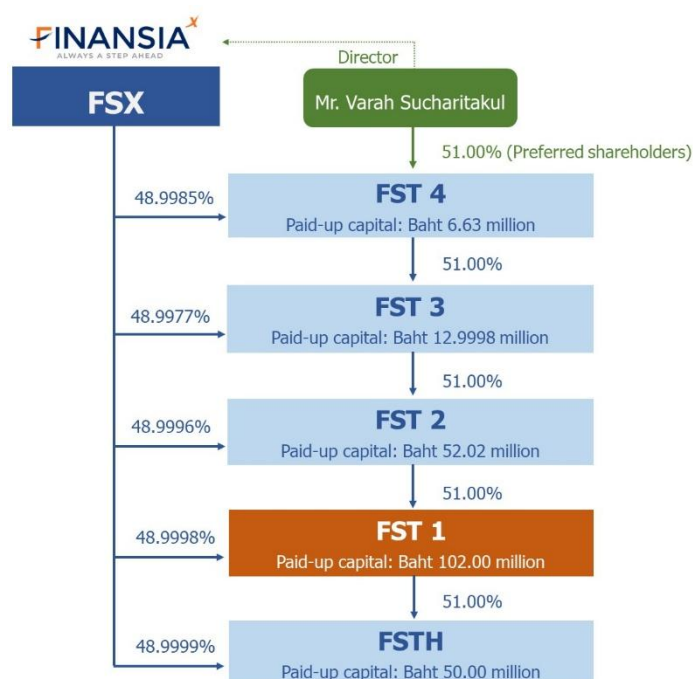
The Company will proceed with the FSS Shareholding Restructuring Transaction after the 2025 Annual General Meeting of Shareholders, scheduled for April 30, 2025, approves the transaction. The Company expects that the transaction will be completed within Q2 – Q3/2025. The Company will report the completion of the transaction via the Stock Exchange of Thailand's information disclosure system once the transaction is finalized.

1.3 Contract Parties and Relationship with the Company

Seller	:	Finansia X Public Company Limited (the Company or FSX)
Purchaser	:	FST 1 Company Limited (FST 1)
Relationship with the Company	:	FST 1 is a subsidiary and a connected person of the Company according to the Notifications on Connected Transactions since Mr. Varah, the Company's director, is an indirect major shareholder of FST 1. The Company and Mr. Varah hold 49% and 51% of issued and paid-up shares of FST 4, respectively. In addition, the Company and FST 4 hold 49% and 51% of issued and paid-up shares of FST 3, FST 2 and FST 1, respectively. (Please refer to details in Remark 1)

Remark:

1/ FST 1's shareholder structure is as follows:



Remark: Mr. Varah holds subordinated preferred shares in FST 4 with limited voting rights of 4.9462% of total voting rights of FST 4. Preferred shareholders are entitled to receive dividends before ordinary shareholders at a rate of 2.15% per annum of the capital invested by preferred shareholders in FST 4 whereas the right to receive dividends for preferred shareholders is cumulative (if dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year) and any remaining dividends after dividends payment to preferred shareholders will be allocated to ordinary shareholders in proportion to their shareholding.

1.4 General Characteristics of the Transaction

1.4.1 Disposition of FSS Ordinary Shares

Under the Group's shareholding restructuring plan, the Company will divest 296,515,543 ordinary shares of Finansia Syrus Securities Public Company Limited (FSS), with par value of Baht 1.60 per share, representing 51.00% of FSS's total paid-up shares. These shares will be sold to FST 1 Company Limited (FST 1) at a price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43. The Company expects the Disposition of FSS Ordinary Shares to be completed within Q2 – Q3/2025. *(Please refer to details of the assets to be disposed in Part 1, Clause 1.5 of this report)*

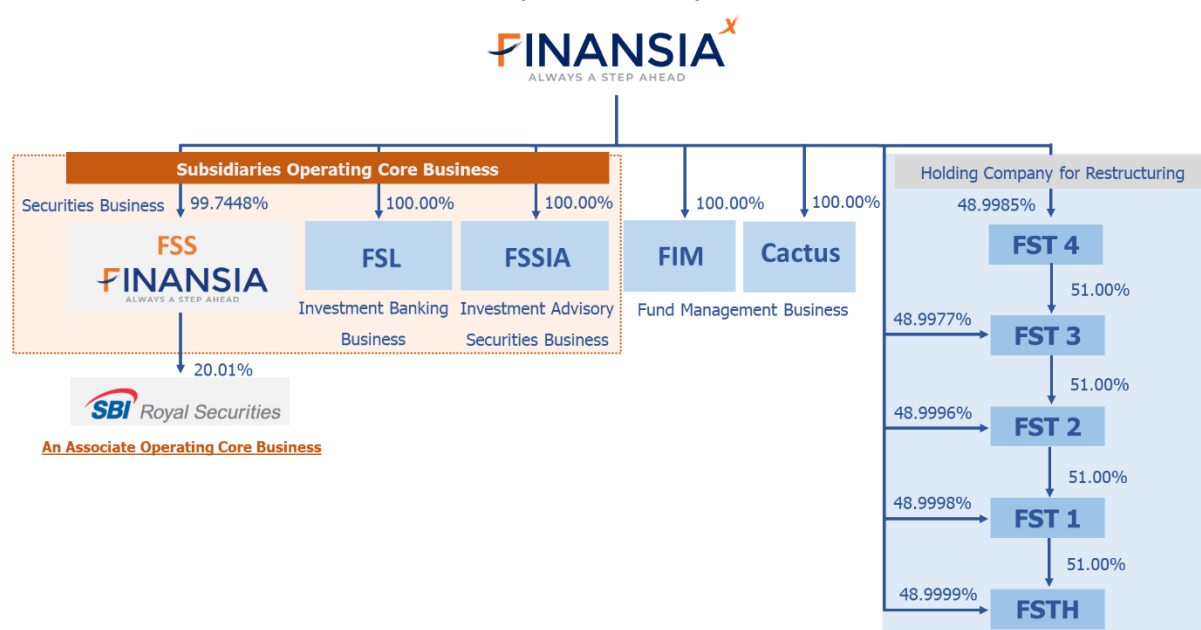
FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares to the Company upon the completion of the 15-year term from the Completion Date of the transaction. FST 1 will also pay annual interest on such consideration at a rate equal to the average MLR of 4 commercial banks at the beginning of each interest payment period. Additionally, FST 1 has agreed to pledge 296,515,543 ordinary shares of FSS as collateral for the loan *(Please refer to details in the Provision of Financial Assistance to FST 1)*.

The 15-year period for the Payment of the Consideration for the Disposition of FSS Ordinary Shares is based on an assessment of FST 1's sources of income, as well as capital expenditure and capability to generate operating profits of FSS.

Upon completion of the Disposition of FSS Ordinary Shares, the Company will directly hold 283,403,918 ordinary shares in FSS, representing 48.7448% of total paid-up shares of FSS. FST 1, a subsidiary of the Company, will hold 296,515,543 ordinary shares in FSS, representing 51.00% of the total paid-up shares of FSS, and other shareholders will hold 0.2552% of total paid-up shares of FSS. Therefore, FST 1 will remain a subsidiary engaged in the Company's core business and the Company will retain its control over FSS. *(Please refer to more details in Part 1, Clause 1.5.3 of this report)*

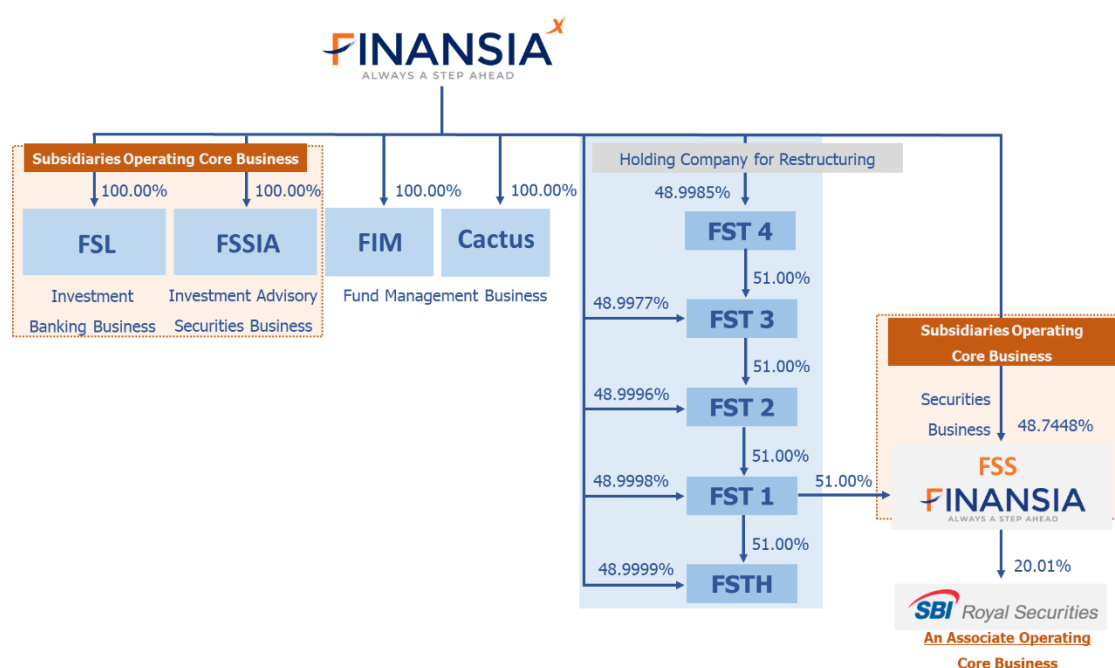
In addition, upon completion of the Disposition of FSS Ordinary Shares, FST 1 will hold 296,515,543 ordinary shares in FSS, representing 51.00% of total paid-up shares of FSS, or 50.6648% of total voting rights in FSS. Meanwhile, FST 2, FST 3, and FST 4 will be indirect major shareholders. As a result, there will be a change in major shareholders of FSS, which operates the securities business and is one of the Company's core subsidiaries. Consequently, after the shareholders' meeting approves the entering into the Disposition of FSS Ordinary Shares, FSS must seek approval from the SEC regarding the change in the direct and indirect shareholder structure (including FST 1, FST 2, FST 3, and FST 4) within 14 days from the date FST 1 acquires more than 10% of the voting rights in FSS.

Shareholder Structure of the Company Prior to the Entering into the Transaction (March 7, 2025)



Remark: Please refer to name of each company in the Abbreviations section on pages 6 of this report.

Shareholder Structure of the Company After the Entering into the Transaction



1.4.2 Provision of Financial Assistance to FST 1

FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares to the Company in accordance with the following details:

Total consideration for the entire shares	:	Baht 1,412,095,970.43
Term of payment	:	Pay in full after 15 years from the Closing Date of the transaction
Interest rate	:	The interest rate is equal to the average MLR charged by 4 commercial banks (Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikornbank Public Company Limited, and Siam Commercial Bank Public Company Limited) as of the beginning of each interest payment period and accrued interest shall be paid on the last business day of each calendar year. The interest period shall be a period of 12 months, provided that (1) the first interest period shall commence on the Completion Date and end on the first interest payment date (the last business day of the first year) (the first interest payment shall be calculated from the Completion Date until December 31, 2025, which is the last business day of the first year) and (2) each subsequent interest period shall start immediately upon expiration of the previous interest period and end on each subsequent interest payment date to occur (the last business day of each calendar year) (interest payment in Year 2 shall be calculated from December 31, 2025 until the last business day of 2026 and paid on the last business day of 2026, and the interest calculation and payment shall be calculated in such manner until the end of the term). For the purpose of calculating size of the transaction and providing information for shareholders' consideration, as of the date on which the Board of Directors approved the transaction, the average MLR of the 4 banks was 6.8813% per annum (which is comparable to that of similar loans if FST 1 would borrow from financial institutions/the third party).
Collateral	:	The pledge of 296,515,543 FSS ordinary shares, representing 51.00% of total paid-up shares of FSS, to the Company.

1.5 Details of the Asset to be Disposed

The asset to be disposed is 296,515,543 ordinary shares held by the Company in FSS, with par value of Baht 1.60 per share, representing 51.00% of total paid-up shares of FSS, at a price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43 (book value or shareholders' equity of FSS (100%) as of December 31, 2024 was Baht 2,562.19 million or Baht 4.41 per share).

Summary of the Asset to be Disposed

(Please refer to more details on FSS, including an overview of its business and performance, in Attachment 1 of this report, as well as from www.fnsyrus.com and www.set.or.th, and Form 56-1 One Report for 2024 (Enclosure 2) of the Company which is attached to the notice of the shareholder meeting)

1.5.1 General Information of FSS

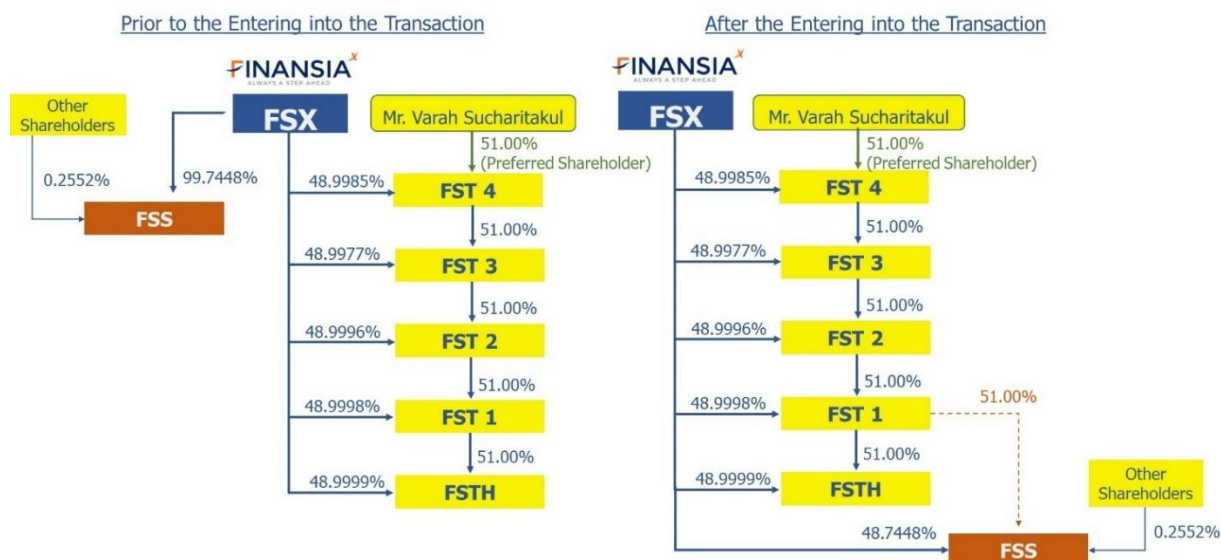
Finansia Syrus Securities Public Company Limited (FSS) was established on February 11, 2004 to operates (1) securities brokerage business, (2) derivatives brokerage business, (3) investment banking business, (4) investment-related business, (5) wealth management business, (6) derivative warrants business, (7) global trading business, (8) securities borrowing and lending business, and (9) bond trading business.

As of March 7, 2025, FSS had registered and paid-up capital of Baht 930,244,840, divided into 581,403,025 ordinary shares with par value of Baht 1.60 per share.

1.5.2 Shareholder Structure of FSS Prior to and After the Transaction

FSS's Shareholder Structure (as of March 7, 2025)					
Prior to the Transaction			After the Transaction		
Name	No. of Shares	%	Name	No. of Shares	%
1 The Company (FSX)	579,919,461	99.7448	1 FST 1	296,515,543	51.0000
2 Other shareholders	1,483,564	0.2552	2 The Company (FSX)	283,403,918	48.7448
			3 Other shareholders	1,483,564	0.2552
Total	581,403,025	100.0000	Total	581,403,025	100.0000

Overall, the shareholder structure of FSS prior to and after the Disposition of FSS Ordinary Shares is as follows:



Remark: * The figure shows the preferred shareholding proportion of Mr. Varah in FST 4, where Mr. Varah holds 4.94% voting rights in FST 4.

Summary of Information of FST 1					
Company name	:	FST 1 Company Limited			
Nature of business	:	Holding company			
Country of registration	:	Thailand			
Date of registration	:	June 4, 2024			
Corporate registration number	:	0105567112105			
Registered and paid-up capital	:	Baht 102,000,000, divided into 1,020,000 ordinary shares with par value of Baht 100 per share (as of February 21, 2025)			
Head office	:	48/29 Tisco Tower, 16 th Floor, North Sathon Road, Bangrak, Bangkok			
Director	:	1. Mr. Chuangchai Nawongs			
Shareholders	:	Name		No. of shares	%
		1. FST 2 Company Limited (FST 2) ^{1/}		520,200	51.0000*
		2. FSX (the Company)		499,798	48.9998*
		3. Mr. Chuangchai Nawongs ^{2/}		1	0.0001
		4. Ms. Chorpetch Riamdee ^{3/}		1	0.0001
		Total		1,020,000	100.0000
		* Total shareholding based on the Company's total voting rights, both directly and indirectly through FST 2, is equal to 99.3427%.			

Remark:

1/ Shareholder structures of FST 2, FST 3 and FST 4 are as follows:

Shareholders of FST 2	No. of Shares	%
1. FST 3 Company Limited (FST 3)	265,302	51.0000*
2. FSX (the Company)	254,896	48.9996*
3. Mr. Chuangchai Nawongs ^{2/}	1	0.0002
4. Ms. Chorpetch Riamdee ^{3/}	1	0.0002
Total	520,200	100.0000

* Total shareholding based on the Company's total voting rights, both directly and indirectly through FST 3, is equal to 98.7116%.

- The registered and paid-up capital as of February 21, 2025 was Baht 52,020,000, divided into 520,200 ordinary shares with par value of Baht 100 per share.
- Mr. Chuangchai Nawongs is the director of FST 2.

Shareholders of FST 3	No. of Shares	%
1. FST 4 Company Limited (FST 4)	66,299	51.0000*
2. FSX (the Company)	63,697	48.9984*
3. Mr. Chuangchai Nawongs ^{2/}	1	0.0008
4. Ms. Chorpetch Riamdee ^{3/}	1	0.0008
Total	129,998	100.0000

* Total shareholding based on the Company's total voting rights, both directly and indirectly through FST 4, is equal to 97.4744%.

- The registered and paid-up capital as of February 21, 2025 was Baht 12,999,800, divided into 129,998 ordinary shares with par value of Baht 100 per share.
- Mr. Chuangchai Nawongs is the director of FST 3.

Shareholders of FST 4	No. of Shares	No. of Preferred shares	% Shareholding	% Voting Rights
1. Mr. Varah Sucharitakul		33,813	51.0000	4.9462
2. FSX (the Company)	32,486		48.9996	95.0509
3. Mr. Chuangchai Nawongs ^{2/}	1		0.0002	0.0029
Total	32,487	33,813	100.0000	100.0000

- The registered and paid-up capital as of February 6, 2025 was Baht 6,630,000, divided into (a) 32,487 ordinary shares with par value of Baht 100 per share, where each ordinary share carries 1 voting right, and (b) 33,813 preferred shares with par value of Baht 100 per share, where 20 preferred shares carry 1 voting right.

• **Rights to receive dividends:**

Preferred shareholders are entitled to receive dividends before ordinary shareholders at a rate of 2.15% per annum of the capital invested by preferred shareholders in the company.

The right to receive dividends for preferred shareholders is cumulative. If dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year.

After dividends have been distributed to preferred shareholders, any remaining dividends will be allocated to ordinary shareholders in proportion to their shareholding.

• **Rights to nominate company's directors:**

Only shareholders holding more than 10% of the company's total voting rights are entitled to nominate individuals for appointment as directors at the shareholders' meeting.

- Mr. Chuangchai Nawongs is the director of FST 4.

2/ A director and executive of the Company.

3/ An executive of the Company.

1.5.3 Structure of the Board of Directors of FSS Prior to and After the Transaction

The Board of Directors of FSS as of November 19, 2024 consists of:

Directors of FSS Prior to the Transaction	Position
1 Mr. Chatchaval Jiaravanon ^{1/}	Director
2 Mr. Varah Sucharitakul ^{1/}	Director
3 Mr. Seksan Chunserreechai	Director
4 Mr. Chuangchai Nawongs ^{1/2/}	Director and Chief Executive Officer
5 Mr. Somphop Keerasuntonpong ^{1/2/}	Director and President
6 Pol. Gen. Visanu Prasattongsoth	Director
7 Mr. Kittisak Bencharit	Director

Source: FSS's Affidavit and Information Memorandum

Remark: 1/ The authorized directors are two out of the four directors co-sign jointly and affix the company's seal.

2/ Directors who are executives of FSS.

Following the completion of this transaction, the Company does not currently plan to change the Board of Directors. The Company shall retain exclusive rights to appoint all directors of FSS.

1.5.4 Revenue Structure of FSS

Revenue Structure of FSS (Baht million)	2022		2023		2024	
	Amount	%	Amount	%	Amount	%
Brokerage fee income – securities and derivative contracts	1,563.70	67.78	980.16	64.32	868.82	64.45
Revenue from fees and services ^{1/}	375.20	16.26	130.98	8.60	93.10	6.91
Interest income	197.00	8.54	265.79	17.44	302.25	22.42
Profit and returns on financial instruments ^{2/}	96.60	4.19	82.68	5.43	22.65	1.68
Other income ^{3/}	70.43	3.05	62.09	4.07	58.93	4.37
Profit sharing from investment in associated companies	4.10	0.18	2.06	0.14	2.24	0.17
Total revenue	2,307.03	100.00	1,523.76	100.00	1,347.99	100.00

Remark:

1/ Comprises of underwriting fee, financial advisory fee, securities agent fee, analyst research fee, and other related fees.

2/ Comprises of profits from derivative instruments, investment income, and dividends received.

3/ Comprises of revenue from order routing services to the stock exchange (Colocation) and revenue from data usage service.

1.5.5 Key Assets and Liabilities of FSS

Key assets of FSS

The key assets, as presented in the financial statements (in which investments are recognized under the equity method) of FSS, include securities and derivatives business receivables, receivables from Clearing House and broker-dealers, and intangible assets. Book value of such assets, as per the audited financial statements for the 12-month period ending on December 31, 2024 (in which investments are recognized under the equity method), was Baht 2,838.45 million, Baht 442.23 million, and Baht 312.87 million, respectively, representing approximately 61.83%, 9.63%, and 6.81% of total assets, respectively.

Key liabilities of FSS

The key liabilities, as presented in the most recent financial statements (in which investments are recognized under the equity method) for the 12-month period ended December 31, 2024, include (1) securities and derivatives business payables of Baht 978.74 million (48.24% of total liabilities), (2) issued debt instruments of Baht 493.35 million (24.32% of total liabilities), and (3) other liabilities of Baht 147.06 million (7.25% of total liabilities).

1.6 Total Value of the Consideration, Payment of the Consideration, and Basis for Calculation of Total Value of the Consideration of the Connected Transaction

1.6.1 Total Value of the Consideration

Disposition of FSS Ordinary Shares:

The total value of the consideration for the Disposition of FSS Ordinary Shares is Baht 1,412,095,970.43, which is based on the total value of 296,515,543 FSS ordinary shares with par value of Baht 1.60 per share, representing 51.00% of registered and paid-up capital of FSS, at a price of Baht 4.7623 per share. The book value or shareholders' equity of FSS (51.00%) as of December 31, 2024, was Baht 1,306.72 million, or Baht 4.41 per share.

Provision of Financial Assistance to FST 1:

The total value of the financial assistance provided to FST 1 is approximately Baht 2,869,643,779.91, consisting of (a) principal (based on total value of the consideration for the Disposition of FSS Ordinary Shares) of Baht 1,412,095,970.43, and (b) estimated interest that the Company expects to receive from FST 1 of approximately Baht 1,457,547,809.48. The estimate is based on the average MLR of 4 commercial banks (Bangkok Bank, Krung Thai Bank, Kasikornbank, and Siam Commercial Bank) as of March 7, 2025, the date on which the Company's Board of Directors approved the transaction, which is 6.8813% per annum. The actual interest received will depend on the actual amounts paid in each period.

1.6.2 Payment of the Consideration

Disposition of FSS Ordinary Shares and Provision of Financial Assistance to FST 1:

FST 1 will pay the consideration for the Disposition of FSS Ordinary Shares to the Company in full upon the expiration of the 15-year term from the Closing Date of the transaction. The interest rate will be based on the average MLR charged by 4 major commercial banks at the beginning of each interest payment period, provided that accrued interest shall be paid on the last business day of each

calendar year. (Please refer to additional details in Part 1, Clause 1.4.2 and Part 3 – Transaction 2 of this report)

1.6.3 Basis for Calculation of Total Value of the Consideration

Disposition of FSS Ordinary Shares:

The purchase price for the Disposition of FSS Ordinary Shares, which is set at Baht 4.7623 per share, is determined based on the cost basis (based on value of investments as recognized under the equity method in its separate financial statements (which calculate cost of investments of the Company in FSS according to book value of shareholders' equity of FSS as of September 29, 2023 (the date on which organizational restructuring was executed) in proportion to its shareholding). Such price is higher than book value of FSS and reflects cost of acquiring FSS shares during the restructuring of the Company's shareholding structure in 2023. The Company considers this price to be appropriate as it is transparent and reasonable. Additionally, it facilitates the smooth restructuring of the Group and ensures the continued operation of the business.

Provision of Financial Assistance to FST 1:

FST 1 will pay the total consideration for the Disposition of FSS Ordinary Shares with interest based on the average MLR of 4 major commercial banks as of the beginning of each interest payment period. The average MLR of 4 banks (Bangkok Bank, Krungthai Bank, Kasikornbank, and Siam Commercial Bank) on the date the Company's Board of Directors approved this transaction was 6.8813% per annum, which is comparable to the rate of a similar loan should FST 1 borrow from a financial institution or the third party.

1.7 Calculation of Transaction Size

Asset disposition transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset criteria	= (51.00% * Baht 2,220.82 million ^{1/}) / Baht 3,244.05 million ^{2/}	34.91%
2. Net profit criteria	Not applicable as FSX and FSS incur operating losses	-
3. Total value of consideration criteria	= Baht 1,412.09 million ^{3/} / Baht 5,697.32 million ^{4/}	24.79%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration for the transaction	-
Highest transaction size of the asset disposition transaction based on net tangible asset criteria		34.91%
Highest transaction size, when combining value of transactions during the preceding 6 months, based on net tangible asset criteria		36.48%

Remark:

- 1/ Net tangible asset of FSS = Total assets of Baht 4,591.09 million - Intangible assets of Baht 312.87 million - Deferred tax assets of Baht 28.50 million - Total liabilities of Baht 2,028.91 million, based on financial statements of FSS for the 12-month period ended December 31, 2024, audited by a certified public accountant approved by the SEC.
- 2/ Net tangible asset of the Company = Total assets of Baht 5,697.32 million - Intangible assets of Baht 313.36 million - Deferred tax assets of Baht 34.85 million - Total liabilities of Baht 2,098.60 million - Non-controlling interests of subsidiaries of Baht 6.45 million, based on the consolidated financial statements of the Company for the 12-month period ended December 31, 2024, audited by a certified public accountant.
- 3/ Based on the higher value between:
 - (a) The transaction value of the Disposition of FSS Ordinary Shares of Baht 1,412,095,970.43, calculated from 296,515,543 FSS ordinary shares multiplied by purchase price of Baht 4.7623 per share, and
 - (b) The book value of FSS in the consolidated financial statements of the Company of Baht 1,412,085,003.39, calculated from 296,515,543 FSS ordinary shares multiplied by book value of Baht 4.762263 per share, based on the audited consolidated financial statements of the Company for the 12-month period ended December 31, 2024.
 In this case, the value of (a) is higher.
- 4/ The total assets of the Company, based on the audited consolidated financial statements as of December 31, 2024.

Connected transaction

Disposition of FSS Ordinary Shares (connected transaction with Mr. Varah)

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible asset	= Baht 1,412.09 million ^{1/} / Baht 3,244.05 million ^{2/}	43.53%
Size of connected transaction with Mr. Varah		43.53%
Total size of connected transaction, when combining with value of transactions during the preceding 6 months with Mr. Varah		43.74%

Remark:

- 1/ Please refer to Remark 3/ of the table of asset disposition transaction above.
- 2/ Please refer to Remark 2/ of the table of asset disposition transaction above.

Provision of Financial Assistance to FST 1

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible asset	= Baht 2,869.64 million ^{1/} / Baht 3,244.05 million ^{2/}	88.46%
Size of connected transaction with FST 1 (the Company had no connected transaction during the preceding 6 months with FST 1)		88.46%
Size of 2 connected transactions		131.99%
Total size of 2 connected transactions + value of transactions during the preceding 6 months with Mr. Varah		132.20%

Remark:

- 1/ The total amount of financial assistance is Baht 2,869,643,779.91, which is calculated from the principal of Baht 1,412,095,970.43, plus the estimated interest to be received from the financial assistance over the 15-year loan period, which is approximately Baht 1,457,547,809.48 (the Company prepared the estimates for the purpose of transaction size calculation and as information for shareholders' consideration by using the MLR of 6.8813% per annum).
- 2/ Please refer to Remark 2/ of the table of asset disposition transaction above.

1.8 Plan for the Use of Proceeds from the Disposition of FSS Ordinary Shares

The Company intends to use the proceeds of Baht 1,412,095,970.43 that FST 1 will pay as the consideration for the Disposition of FSS Ordinary Shares, once due, for working capital, to repay loans of the Company and its subsidiaries (if any), and/or for investment in future projects of the Company.

1.9 Reasons the Company is not the Sole Shareholder of FSS and the Measures to Prevent any Potential Conflict of Interest

The Company has to restructure its shareholding to avoid any future limitations on FSS's business expansion, as outlined in Part 1, Clause 1.1 above. Nevertheless, the Company has implemented measures to prevent any potential conflict of interest with Mr. Varah. Specifically, Mr. Varah is only a subordinated preferred shareholder in FST 4, receiving limited and insignificant returns, and holds no control over FST 4, FST 3, FST 2, and FST 1. Additionally, under the shareholder structure of FST 1, FST 2, FST 3, and FST 4, the Company retains exclusive rights to appoint all directors in FST 1, FST 2, FST 3, FST 4, and FSS.

1.10 Conditions for the Transaction

The Company and its subsidiaries will proceed with the Asset Disposition Transaction and Connected Transaction after the 2025 Annual General Meeting of Shareholders, which is scheduled for April 30, 2025, approves the transactions with affirmative votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

1.11 Connected Persons and/or Shareholders who have Conflict of Interest and are not Eligible to Vote

The list of connected persons and/or shareholders with conflict of interest who are not eligible to vote on Agenda 8 Re: "To Consider and approve the Disposition of the ordinary shares of Finansia Syrus Securities Public Company Limited which is a disposition of assets transaction and connected transaction of the Company," at the 2025 Annual General Meeting of Shareholders, which is scheduled for April 30, 2025, is in Clause 21.3 of the Information Memorandum Regarding Disposition of Assets Transaction and Connected Transaction of the Company (Enclosure 5) of the notice of the shareholder meeting.

At the 2025 Annual General Meeting of Shareholders on April 30, 2025, the connected persons and/or shareholders with conflict of interest who are not eligible to vote on the aforementioned Agenda 8 will be determined based on the closing of share register book of the Company on March 21, 2025.

2. Information of Finansia Syrus Securities Public Company Limited

Please refer to:

- Attachment 1 of this report,
- Part 1, Clause 1.5 of this report, and
- www.set.or.th and www.fnsyrus.com

3. Industry Outlook and Competition in Securities Business

Please refer to Attachment 2 of this report

Part 2: Opinion of the Independent Financial Advisor on the Reasonableness of the Transaction

In assessing the reasonableness of this transaction, the Independent Financial Advisor has considered the following key factors:

1. Objectives and Necessities of the Transaction

Overview of the FSS Shareholding Restructuring Transaction

As part of the major organizational restructuring strategy of Finansia Syrus Securities Public Company Limited (FSS) to become a comprehensive investment service company under the concept "ALWAYS A STEP AHEAD," FSS established Finansia X Public Company Limited (the Company or FSX) on March 23, 2022, to serve as the holding company for the financial business group under FSS's shareholding and management restructuring plan.

Under this restructuring process, the Company launched a tender offer for FSS ordinary shares to restructure its shareholding, offering a share swap at a ratio of 1:1. As of August 18, 2023, the Company had acquired 99.74% of FSS's total issued and paid-up shares. Subsequently, in line with the organizational restructuring strategy, the Company proceeded to acquire the shares of FSS's subsidiaries.¹⁵

Following the aforementioned restructuring, the Company now operates as a holding company, currently focused on providing comprehensive financial and investment services, with its core business being the securities business. The securities business can be divided into 3 main business segments: brokerage, investment banking, and asset management. These businesses are operated through subsidiaries and associates under the Company's management. The Company acts as a provider of funding to support the business operations of its group of companies, as well as providing various support services to enhance the operational efficiency of the Group.

The revenue structure of the Group, according to the consolidated financial statements, is primarily derived from securities brokerage business (operated by FSS), accounted for 65.14%, 59.56%, and 56.48% of total revenue in 2022 - 2024, respectively. This is followed by investment banking business (operated by FSS and FSL), accounted for 19.38%, 15.89%, and 15.21% of total revenue in 2022 - 2024, respectively (most of revenue from investment banking business was from FSS, accounted for approximately 95.94%, 90.01%, and 88.06% of total revenue in 2022 - 2024, respectively).

Despite the highly competitive nature of FSS's securities business, which is the Company's primary source of revenue, and the continuously increasing challenges, including rapid technological disruption that impacts the securities business landscape, requiring securities businesses to adapt to changing competitive conditions and revenue structures, the Company aims to enhance business value and create sustainable growth as follows:

- Expand the business and restructure the organization from a securities business to a comprehensive financial investment and advisory services, serving individual, institutional, and corporate clients, both domestically and internationally.
- Strive to drive the organization towards a technology-driven investment advisory and asset management firm, as well as a leading tech-driven wealth advisory & investment banking house in the country, while expanding capabilities into the digital asset market to provide comprehensive financial investment service, support changes in the financial industry in the future, and increase investment opportunities for investors at all levels.
- Develop the business to cover both traditional finance and digital finance, and continuously invest in technological infrastructure to meet the ever-changing demands of the capital market.
- Develop the business by fostering innovation towards conducting business through the Finansia HERO platform to support diverse investments. Finansia HERO is a securities trading solution that enables investors to adjust strategies and manage investment portfolios effectively in uncertain market conditions.
- Additionally, the Company will continue to strengthen its technological capabilities and enhance its potential for future business operations to support business expansion,

¹⁵ namely, FSS International Investment Advisory Securities Company Limited (FSSIA), Finansia Securities Limited (FSL), and Finansia Digital Asset Company Limited ("FDA"), subsidiaries engaged in core businesses other than FSS, with SBI Royal Securities Public Company Limited (SBIR) as an associate engaged in core business.

particularly in digital assets, and develop the business ecosystem to attract and maintain better customer relationships.

However, due to the competitive conditions in the securities business and the volatility of the Thai stock market over the past 2 - 3 years, which have impacted growth of the securities business, and in order to increase liquidity of the Company's ordinary shares listed on the SET, the Company amended Article 12 of its Articles of Association to "Shares of the Company shall be freely transferable without restriction" and registered the amendment with the Department of Business Development, Ministry of Commerce, on May 28, 2024.¹⁶ However, this amendment may result in:

(a) The proportion of foreign shareholders may exceed half of the Company's total paid-up capital.¹⁷ Due to the free transferability of the Company's shares, there is a risk that the Company may become a foreign entity at any time. *As of March 4, 2025, the proportion of foreign shareholders in the Company was 46.98%. Subsequently, foreign shareholding of the Company increased to 56.97% on March 18, 2025, resulting in the Company immediately turning to foreign entity.*

(b) Legal restrictions on foreign business operations may affect certain types of business of the Company, such as service business, including back-office service such as accounting services and internal audit services, which the Company currently provides to group companies and FSS, and the future digital securities brokerage business. As a listed company on the SET, the Company must operate its business in full accordance with the legal framework so as not to affect the Company and all shareholders.

Foreign Business Act B.E. 2542, particularly Section 8 (3), prohibits foreigners from engaging in businesses where Thais are not ready to compete, such as accounting service, legal service, brokerage or agency business (except for securities brokerage or services related to agricultural futures trading, financial instruments, or securities), and other service businesses (except for service businesses specified in ministerial regulations).

Any foreigner violating the provision of Section 8 of the Foreign Business Act shall be liable to imprisonment for a term not exceeding 3 years or to a fine of Baht 100,000 to Baht 1,000,000 or to both. In addition, the court shall order the cessation of such business participation or operation. In the case of violation of the order of the court, the violator shall be liable to a fine at the daily rate of Baht 10,000 to Baht 50,000 throughout the period of the violation.

Therefore, in order to comply with the amended Articles of Association, the Company will continue to implement its organizational restructuring strategic plan to facilitate the business operations of the Group and FSS to the greatest extent possible, to prevent the Group and FSS from being restricted in conducting business under the Foreign Business Act, and to maintain the competitiveness of the Group and future business opportunities, as follows:

Organizational restructuring in 2024 – early 2025

During 2024 - early 2025, the Company established additional subsidiaries, namely FST 1 Company Limited (FST 1), FST 2 Company Limited (FST 2), FST 3 Company Limited (FST 3), FST 4 Company Limited (FST 4), and Finansia Thai Company Limited (FSTH), with the objective of restructuring within the Group and preparing for digital asset-related businesses. In addition, the Company expanded its business operations into international markets by establishing fund management companies, namely Finansia Investment Management Limited ("**FIM**") and Cactus Limited ("**Cactus**"), to strengthen its business potential and enhance its international investment service capabilities.

Details of the Group's Internal Organizational Restructuring in 2024 – Early 2025	
Period	Details
June 2024	<p><u>Establishment of Companies to Support Organizational Restructuring for Digital Asset Businesses:</u></p> <p>The Company established 4 subsidiaries, in which the Company holds direct and indirect stakes of 99.99% of total issued and paid-up shares of each company (with the remaining 0.01% held by the Company's employees). These subsidiaries include FST 1, FST 2, FST 3, and FSTH, with the core business of holding companies. The objective is to restructure the Group to support the Company's</p>

¹⁶ In accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024 of the Company on May 27, 2024.

¹⁷ According to the Foreign Business Act B.E. 2542, Section 4 (4), "Capital" means registered capital of a limited company or paid-up capital of a public limited company.

Details of the Group's Internal Organizational Restructuring in 2024 – Early 2025	
Period	Details
	<p>future businesses, including readiness for digital asset-related businesses. Concurrently, the Company transferred all shares of Finansia Digital Asset Company Limited (FDA) to FSTH.</p> <p><u>Overview of the Shareholder Structure</u></p>
August 2024	The Company established a wholly-owned subsidiary, Finansia Investment Management Limited, registered in the British Virgin Islands (BVI), with the objective of engaging in fund management (managing client investments). Finansia Investment Management acts as the Fund Manager.
December 2024	<p>Finansia Thai Company Limited (FSTH), a subsidiary of the Company, sold all of its ordinary shares (representing 99.99%) held in FDA. This process was completed in December 2024, resulting in the Company recognizing a gain on the sale of shares of Baht 122 million.</p> <p>However, the Company remains interested in digital asset business opportunities and is studying the feasibility of expanding its business in this area to increase value for the Group and strengthen its long-term competitive potential.</p> <p>The Company established Cactus Limited, a wholly-owned subsidiary, registered in the Cayman Islands with the objective to conduct fund management business, by which Cactus shall act as a Fund Manager. This role involves systematically managing client investments, in line with the Group's international business expansion strategy.</p>
January 2025	<p><u>Organizational Restructuring to Accommodate Future Investments in Case Where Foreign Shareholding Is Restricted:</u></p> <p>The Company established a subsidiary, FST 4, with the Company and Mr. Varah Sucharitakul holding 49.00% and 51.00% of total issued and paid-up shares, respectively. In terms of voting rights, this equates to 95.0509% and 4.9462%, respectively. FST 4 is a Thai legal entity, and the Company's control over FST 4 makes it a subsidiary of the Company.^{1/}</p> <p>Additionally, FST 4 acquired 51.00% of total issued and paid-up shares of FST 3 from the Company.</p> <p><u>Overview of the Shareholding Structure</u></p>

Source: The Company's Information Memorandum during 2024 – January 2025

Remark:

1/ Please refer to more details in the Company's Information Memorandum No. FSX.CS 01/2025 dated January 21, 2025, and Part 1, Clause 1.5.2 of this report.

The aforementioned internal restructuring of the Group during 2024 – early 2025 is part of a strategy to support FSS's future business expansion with an aim to prevent legal restrictions that may arise from the Company's status as a major shareholder of FSS. Since the Company is a listed on the SET with no restrictions on foreign limit, the Company may be at risk of becoming a foreign entity at any time. Under this new structure, FST 1 (a Thai legal entity) will invest in businesses/companies that may fall under the Foreign Business Act in the future.

Furthermore, the Company has established measures to prevent potential conflict of interest with Mr. Varah. Specifically, Mr. Varah Sucharitakul is only a holder of subordinated preferred shares in FST 4, which will receive limited and insignificant returns, and does not have control over FST 4, FST 3, FST 2, and FST 1. Additionally, under the shareholder structure of FST 1, FST 2, FST 3, and FST 4, the Company has the exclusive right to appoint all directors in FST 1, FST 2, FST 3, FST 4, and FSS.

Due to the above reasons, the Company must proceed with continuous restructuring by entering into this FSS Shareholding Restructuring Transaction.

Organizational restructuring through the FSS Shareholding Restructuring Transaction:

The Company will transfer 51.00% of total issued and paid-up shares in FSS to FST 1, a Thai legal entity, to support FSS's and the Company's new business operations in the future. The primary objective is to mitigate the impact of restrictions under the Foreign Business Act. As of March 18, 2025, foreign shareholding of the Company increased from 46.98% (as of March 4, 2025) to 56.97%, resulting in the Company immediately turning from Thai legal entity to foreign entity. As a result, FSS is considered as foreign entity. This structure will enable (a) FSS to invest in future business expansion, including FSS's interest in expanding into digital asset brokerage and other digital asset businesses under the supervision of the Securities and Exchange Commission ("SEC") (Digital Asset Business), which is a service business that is currently only permitted for Thai legal entities, (b) the Company can expand investments in businesses related to the securities business or other businesses that align with the Company's strategy to enhance competitiveness, strengthen operational capabilities, and support risk diversification. Additionally, the Company has transferred its back-office services, a service business that foreigners are currently prohibited from conducting in Thailand, to FST 1, effective February 1, 2025 (which is the internal restructuring within the Group). As of such period, the Company directly and indirectly held 99.9998% of registered and paid-up capital of FST 1 while transfer all personnel responsible for back-office services and lease agreement on the assets used for subsidiaries (which are office equipment used in back-office services such as computers, equipment, and miscellaneous).

Therefore, this FSS Shareholding Restructuring Transaction benefits the Company and FSS (a subsidiary operating core business) by enhancing competitiveness, supporting the expansion of the Group's business scope in the future, and creating sustainable long-term returns for the Company and all shareholders.

2. Comparison of the Advantages and Disadvantages of the Transaction**2.1 Advantages and Benefits of the Transaction****(1) It supports FSS's business operations and expansion opportunities**

The domestic securities business is facing challenges from both internal and external factors that affect investor confidence, particularly the continued slowdown of the Thai economy and external factors such as the uncertainty of US trade policies and geopolitical tensions between major powers. This situation has led to a decline in securities trading volume on the SET, directly impacting the brokerage fee income of FSS and the Company. However, the Company remains committed to FSS being a subsidiary that generates primary revenue and returns for the Company and its shareholders, and therefore encourages FSS to develop new products and services to help diversify its investor base and maintain the Group's competitiveness. While current challenges affect market share, FSS aims to use this opportunity to transition into a leader in financial investment services by integrating traditional securities services with digital assets, aligning with global trends and the needs of modern investors seeking new investment formats and risk diversification.

One of FSS's proactive adaptation strategies is to invest in technology development to build upon its existing experience, expertise, and systems in the securities brokerage business, such as the Finansia HERO trading platform, customer onboarding and KYC system, asset safekeeping system, and IT system. This includes expanding its business from securities brokerage to digital asset brokerage for investment token, ICO Portal service, and/or other digital asset businesses or future service businesses. Such businesses are service businesses that are currently only permitted for Thai legal entities under the supervision of the SEC in the future. Entities intending to conduct digital asset businesses, including digital asset brokerage, must apply for a license from the SEC, which takes approximately 150 days for consideration.

FSS has conducted preliminary studies and preparations to be ready for the license application and operation of the digital asset brokerage business (Investment Token), including criteria for selecting digital asset exchanges, guidelines for screening investment token, criteria for selecting third-party custodians for investment token, IT system, business and regulatory compliance system, investment token system, digital wallet infrastructure for customer asset storage, and customer onboarding and KYC system.

Therefore, the FSS Shareholding Restructuring Transaction supports FSS's business operations and future expansion opportunities to transition from traditional securities brokerage business to digital asset brokerage business and other digital asset businesses, thereby creating a more diversified customer base and new revenue streams for FSS, which directly benefits the Company and its shareholders in the future.

(2) It is the internal restructuring of the Group to maximize benefits by reducing current business limitations

Following the amendment of the Company's Articles of Association in May 2024 allowing the Company's shares to be freely transferable without restrictions, the Company has continuously restructured its internal group structure until January 2025, as detailed in Part 2, Clause 1 of this report. However, the Company still faces risks related to its shareholding structure, which could result in the Company becoming a foreign entity. This would prevent the Group from conducting various types of businesses prohibited to foreigners under the Foreign Business Act B.E. 2542, particularly Section 8(3), which prohibits foreigners from engaging in businesses where Thais are not ready to compete such as accounting service, legal service, brokerage or agency business (except for securities brokerage or services related to agricultural futures trading, financial instruments, or securities), and other service businesses (except for service businesses specified in ministerial regulations).

Consequently, the Company's back-office services and service businesses including digital asset brokerage business and ICO Portal business, which FSS is interested in investing in as mentioned in Part 2, Clause 2.1(1) above, remain protected domestic businesses, making them currently inaccessible to foreign entities.

Considering the Company's foreign shareholding as of March 4, 2025, which is 46.98%, and the NVDR holding of 12.95%, foreign NVDR shareholders who wish to hold shares directly can do so by notifying the share registrar, as the Company's ordinary shares are no longer subject to foreign ownership restrictions. Subsequently, foreign shareholding of the Company increased to 56.97% on March 18, 2025, resulting in the Company immediately turning from Thai legal entity to foreign entity.

Upon completion of the FSS Shareholding Restructuring Transaction, FST 1, a Thai legal entity (with all tiers of FST 1's shareholding structure being Thai legal entities), will become a shareholder holding 51% of issued and paid-up shares of FSS. This will ensure FSS remains a Thai legal entity without investment restrictions and can support both core operations and internal service within the Group. This constitutes an internal restructuring of the Group to maximize benefits by reducing current business limitations, mitigating FSS's business expansion risk, and enabling FSS to continue pursuing business activities that benefit the Company and its shareholders.

(3) The Company can reduce its burden in finding the source of funds for internal restructuring and manage the Group's liquidity

Since the FSS Shareholding Restructuring Transaction is designed as an internal reorganization, FST 1 is then set to pay consideration of FSS shares to the Company in full upon the completion of the 15-year term from the Completion Date of the transaction and pay annual interest based on the average MLR of 4 commercial banks (Bangkok Bank, Krungthai Bank, Kasikornbank, and Siam Commercial Bank) at the commencement of each interest payment period. Such structure further reduce burden in finding the source of funds for internal restructuring and help enhance fund management to mitigate impact on liquidity and cash flow within the Group.

Had FST 1 been required to pay Baht 1,412.09 million of the purchase price for FSS shares at the Completion Date, it would have faced significant financial constraints. As a newly established entity with only Baht 102.00 million in registered and paid-up capital, and with revenue from back-office services commencing only in February 2025, FST 1 lacks the capacity for substantial external financing. Consequently, the Company, the holding company acting as the primary funding source for its subsidiaries, would have been compelled to provide the necessary funds. The Company is then required to seek financing and/or loan for FST 1. This external debt financing would have resulted in increased interest expenses and likely necessitated FSS shares as collateral, which is not the Company's intention given FSS's status as a core subsidiary.

Therefore, the Provision of Financial Assistance to FST 1 under the FSS Shareholding Restructuring Transaction reduces the burden of sourcing funds for internal group restructuring and manages Group funds/liquidity to maximize benefits and generate better returns for the Group, such as using them for business expansion and business operations. It also supports the success of this internal organizational restructuring, as it is a mutual condition.

(4) The Company will not incur additional debt and interest expense, thus avoiding impact on the Company's debt-to-equity ratio in the consolidated financial statements

As explained in Part 2, Clause 2.1 (3) above, and because FST 1 and/or the Company do not need to secure external loans to finance the FSS Shareholding Restructuring Transaction of Baht 1,412.09 million, the Company will not incur additional debt and interest expenses. This will prevent any impact on the Company's debt-to-equity ratio in the consolidated financial statements.

Based on the Company's consolidated financial statements as of December 31, 2024, the Company had total liabilities of Baht 2,098.60 million, shareholders' equity of Baht 3,598.71 million, net profit (loss) for the year of (Baht 63.26 million), and a debt-to-equity ratio of 0.58 times. Therefore, if FST 1 was to borrow the full amount from the third party, liabilities in the consolidated financial statements would increase by Baht 1,412.09 million, the debt-to-equity ratio would equal to 0.58 time, and there would be approximately Baht 97 million in annual interest expenses (depending on the MLR used for calculation each year), which would affect the Company's net profit (loss) each year.

2.2 Disadvantages and Risks of the Asset Disposition Transaction and Connected Transaction

(1) The Company shall have fewer voting rights in FSS and recognize lower share of profit in the consolidated financial statements

Considering the Company's shareholding in FSS of 99.7488% of total voting rights of FSS prior to the entering into this transaction and shareholding of 99.3427% after the transaction (based on total voting rights of FST 1 as the Company shall hold FSS shares via FST 1, which is the Company's subsidiary), the Company's total voting rights in FSS will decrease by 0.4021% of total voting rights. However, the Company will still retain majority control at the Board of Directors' meeting and shareholders' meetings of FSS, ensuring the ability to control voting rights on significant transactions that require affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, such as capital increase, capital reduction, acquisition or transfer of other business, and the sale or transfer of all businesses.

The Company's consolidated financial statements will continue to record FSS's operating results in the statement of comprehensive income and record all of FSS's assets and liabilities as before through its investment in FST 1. Only the equity attributable to the Company's shareholders will decrease due to the lower recognition of share of profit in the equity attributable to the Company's shareholders, which decrease in the same proportion as the increase in the non-controlling interest (NCI). Based on calculation by the Company's accounting department (preliminary reviewed by the Company's auditor), the NCI ratio will change from 0.26% to approximately 2.41%. The actual ratio may change based on the Company's auditor's subsequent review.

(2) The Company may incur risk in the event that FST 1 is unable to repay debt within the specified period

To evaluate FST 1's capability to service its Baht 1,412.09 million debt in full upon the completion of 15-year term from the Closing Date of the transaction, with scheduled annual interest payments of approximately Baht 97.17 million per year,¹⁸ (the actual annual interest payment depends on MLR of 4 commercial banks at the beginning of each interest payment period), the sources of cash flow for FST 1 for the repayment of principal and interest will be from:

- (a) Expected dividends from 51.00% shareholding in FSS, provided that FSS declares dividend payment.¹⁹ Historically, FSS paid dividend of Baht 34.88 million, Baht 58.12 million, and Baht 40.01 million in 2021, 2022, and 2023, respectively. However, FSS suspended dividend payment due to reported net losses of Baht (132.44) million and Baht (101.25) million, respectively, according to its separate financial statements. Despite possessing a substantial retained earnings balance of Baht 886.64 million and cash and cash equivalents of Baht 164.66 million at the end of 2024 (based on separate financial statements), FSS's ability to resume dividend payments is contingent upon maintaining adequate operational liquidity and its future financial performance;
- (b) Expected dividends from 51.00% shareholding in FSTH, in case that FSTH starts to generate revenue and pay dividend (FSTH has not commenced operations);

¹⁸ Please refer to Footnote 6 on page 4 of this report.

¹⁹ The dividend policy stipulated that the company shall pay dividend of at least 50% of net profit from its separate financial statements, after deducting corporate income tax and legally required reserves. However, the actual dividend payout may be lower than the specified ratio, taking into account various factors such as: economic conditions, the company's financial performance and position, cash flow, working capital, investment and expansion plans, debt obligations, loan agreement terms, and other considerations deemed appropriate by the Board of Directors. All dividend payments are subject to legal compliance.

- (c) Profit margin from revenue generated through back-office service: The Company generated approximately Baht 131.00 million in 2024. Following the operational transfer on February 1, 2025, FST 1 has secured service agreements with companies in FSX Group and external clients, projecting an annual contract value of approximately Baht 129.00 million.

Based on FST 1's projected revenue streams and FSS's historical dividend payment information, under current conditions, FST 1 may incur the risk of cash flow shortfall to service its debt obligations. However, FSS dividend payments are contingent on its future performance.

Therefore, FST 1's capability to repay principal and interest will depend on FSS's dividend payment and operating performance, as well as FST 1's revenue generating capability from provision of services to companies in the Group. In the event that FST 1 is unable to make interest payment and/or principal repayment, the Company may need to record accrued interest, extend the principal repayment period, and/or enforce collateral seizure (FSS shares), and/or undertake a capital and debt restructuring, subject to prevailing conditions of FST 1 and FSS at the time.

3. Comparison of Advantages/Benefits and Disadvantages/Risks Between the Entering into the Transaction with Connected Person and Transaction with the Third Party

The FSS Shareholding Restructuring Transaction, which includes the Disposition of FSS Ordinary Shares and the Provision of Financial Assistance to FST 1, is a specific transaction conducted as part of an internal group restructuring. Accordingly, the payment terms have also been specifically structured for this transaction. The transaction involves FST 1, in which the Company holds direct and indirect ownership equivalent to 99.3427% of FST 1's total voting rights. Furthermore, the Company has no intention to divest FSS, its subsidiary operating core business, to the third party. Therefore, a direct comparison between entering into the transaction with a connected person and transaction with the third party is not applicable. Nonetheless, the Independent Financial Advisor has assessed the transaction as if the Company were entering into the transaction with the third party and has provided the following summary:

3.1 Advantages and Benefits of Entering into the Transaction with Connected Person Compared with Transaction with the Third Party

(1) It is the internal restructuring which ensures that the ultimate beneficiary remains within the Group

The FSS Shareholding Restructuring Transaction leverages the corporate structure of FST 1, a Thai legal entity, enabling the Company to directly benefit from the transaction without sharing returns or benefits with the third party. The key benefits are as follows:

- (a) The Company still retain FSS as a core revenue-generating subsidiary: The Company has no intention of divest FSS, its key subsidiary operating core business, to the third party. As a result, the Company continues to be the ultimate beneficiary, with only a minor reduction in its effective voting rights in FSS by 0.4021% of total voting rights of FSS. This is significantly lower than the 51% reduction that would occur if FSS shares were sold to the third party, and
- (b) The Company shall receive consideration (interest income) from the Provision of Financial Assistance to FST 1. FST 1 is expected to make interest payments using dividends it anticipates to receive from FSS and FSTH in the future (subject to FSS and FSTH generating net profits and distributing dividends). Additionally, the Company will generate revenue from providing back-office services) to other companies within the Group.

(2) Increased flexibility and reduced process complexity

The FSS Shareholding Restructuring Transaction is fundamentally an internal group transaction, as the Company has independently decided to restructure within the group and set the terms and conditions. This includes pricing the shares close to FSS's cost for tax efficiency, defining terms for principal repayment and interest payment, and establishing collateral requirements. As a result, the transaction enhances flexibility while streamlining processes and reducing execution time.

3.2 Disadvantages and Risks of Entering into the Transaction with Connected Person Compared with Transaction with the Third Party

- There is no significant disadvantage or risk, except for potential additional expenses associated with convening a shareholders' meeting to approve the transaction, which is a standard requirement for listed companies. – Since *the FSS Shareholding Restructuring Transaction is an internal group*

restructuring designed to support future business operations, the transaction cannot be directly compared to one involving the third party.

4. Other Analyses

4.1 Maintaining the Company's Status as a Listed Company

In assessing the Company's qualification to maintain its status as a listed company, specifically regarding its core business subsidiaries under a holding company structure, the FSS Shareholding Restructuring Transaction has been evaluated based on Regulations of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) concerning the maintaining of the status of listed companies on the Exchange. Section 6, Clause 66 (1) of such regulation stipulated that "holding shares in the subsidiary operating core business under Clause 9 for at least 3 years from the commencement date of trading on the SET, whereby such subsidiary must not be a listed company and is able to prove that the applicant is the person who has controlling power or has the power to manage such subsidiary according to its shareholding proportion".

Following the FSS Shareholding Restructuring Transaction, the Company²⁰ continues to designate FSS as one of its subsidiaries operating core business, alongside key subsidiaries (FSSIA and FSL) and an associate (SBIR). Based on the control criteria outlined in the SET regulations mentioned above,²¹ the Company still holds direct and indirect (through subsidiaries) voting rights of 99.4096% in FSS, a marginal reduction of only 0.4021%, which does not constitute a change in control. Furthermore, the Company retains full management authority over FSS, with the corporate governance and Board of Directors structure of FSS remain unchanged.

Therefore, under the relevant regulatory provisions and their interpretation, the FSS Shareholding Restructuring Transaction does not impact the Company's qualification to maintain its listed status, unless otherwise determined at the discretion of the regulatory authorities.

4.2 Analysis of Funding Sources and FST 1's Debt Repayment Capability

- Please refer to details in Part 2, Clause 2.2 (2) of this report -

4.3 Appropriateness of Terms and Payment Conditions of the Transaction

- Please refer to details in Part 3 – Transaction 1, Clause 7 and Part 3 – Transaction 2 of this report -

²⁰ The Company's ordinary shares commenced trading on the SET on August 23, 2023.

²¹ Including the Notification of Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (Codified), which considers shareholding proportions based on the total voting rights of the legal entity, consistent with the Stock Exchange of Thailand.

5. Summary of the Independent Financial Advisor's Opinion on the Reasonableness of the Asset Disposition Transaction and Connected Transaction

The Company has undertaken an internal restructuring within its Group during 2024 – early 2025 as part of a strategy to support FSS's future business expansion with an aim to prevent legal restrictions that may arise from the Company's status as a major shareholder of FSS. Since the Company is a listed on the SET with no restrictions on foreign limit, the Company may be at risk of becoming a foreign entity at any time. Under this new structure, FST 1 (a Thai legal entity) will invest in businesses/companies that may fall under the Foreign Business Act in the future.

Foreign Business Act B.E. 2542, particularly Section 8 (3), prohibits foreigners from engaging in businesses where Thais are not ready to compete, such as accounting service, legal service, brokerage or agency business (except for securities brokerage or services related to agricultural futures trading, financial instruments, or securities), and other service businesses (except for service businesses specified in ministerial regulations).

Any foreigner violating the provision of Section 8 of the Foreign Business Act shall be liable to imprisonment for a term not exceeding 3 years or to a fine of Baht 100,000 to Baht 1,000,000 or to both. In addition, the court shall order the cessation of such business participation or operation. In the case of violation of the order of the court, the violator shall be liable to a fine at the daily rate of Baht 10,000 to Baht 50,000 throughout the period of the violation.

Thus, due to the legal restrictions on prohibition of the Foreign Business Act, the operation of certain types of businesses of the Company shall be affected, such as service businesses, including back-office services (such as accounting service, internal audit service, which the Company currently provides services to companies in the Group and FSS, as well as digital asset brokerage service in the future). As a listed company on the SET, the Company must operate its business in full accordance with the legal framework so as not to affect the Company and all shareholder.

Under the FSS Shareholding Restructuring Transaction, the Company will transfer 51.00% of total issued and paid-up shares in FSS to FST 1, a Thai legal entity, to support FSS's and the Company's new business operations in the future. The primary objective is to mitigate the impact of restrictions under the Foreign Business Act. **As of March 18, 2025, foreign shareholding of the Company increased from 46.98% (as of March 4, 2025) to 56.97%, resulting in the Company immediately turning from Thai legal entity to foreign entity. As a result, FSS is considered as foreign entity.** This structure will enable (a) FSS to invest in future business expansion, including FSS's interest in expanding into digital asset brokerage and other digital asset businesses under the supervision of the SEC (Digital Asset Business), which is a service business that is currently only permitted for Thai legal entities, (b) the Company can expand investments in businesses related to the securities business or other businesses that align with the Company's strategy to enhance competitiveness, strengthen operational capabilities, and support risk diversification. Additionally, the Company has transferred its back-office services, a service business that foreigners are currently prohibited from conducting in Thailand, to FST 1, effective February 1, 2025 (which is the internal restructuring within the Group). As of such period, the Company directly and indirectly held 99.9998% of registered and paid-up capital of FST 1 while transfer all personnel responsible for back-office services and lease agreement on the assets used for subsidiaries (which are office equipment used in back-office services such as computers, equipment, and miscellaneous).

Therefore, this FSS Shareholding Restructuring Transaction benefits the Company and FSS (a subsidiary operating core business) by enhancing competitiveness, supporting the expansion of the Group's business scope in the future, and creating sustainable long-term returns for the Company and all shareholders. The Company will benefit from the FSS Shareholding Restructuring Transaction as follows:

- (1) It supports FSS's business operations and future expansion opportunities to transition from traditional securities brokerage business to digital asset brokerage business and other digital asset businesses, thereby creating a more diversified customer base and new revenue streams for FSS, which directly benefits the Company and its shareholders in the future.

One of FSS's proactive adaptation strategies is to invest in technology development to build upon its existing experience, expertise, and systems in the securities brokerage business, including the expansion of its business from securities brokerage to digital asset brokerage for investment token, ICO Portal service, and/or other digital asset businesses under the supervision of the SEC in the future.

- (2) It is the internal restructuring of the Group to maximize benefits by reducing current business limitations as well as mitigating FSS's business expansion risk, thereby enabling FSS to continue pursuing business activities that benefit the Company and its shareholders.
- Following the amendment of the Company's Articles of Association in May 2024 allowing the Company's shares to be freely transferred without restrictions, the Company incurs risk related to its shareholding structure, which could result in the Company becoming a foreign entity. This would prevent the Group from conducting various types of businesses prohibited to foreigners under the Foreign Business Act B.E. 2542. As such, the Company's back-office services and service businesses, including digital asset brokerage business and ICO Portal business, may be affected. Upon completion of the FSS Shareholding Restructuring Transaction, FST 1 (a Thai legal entity) will become a shareholder of FSS holding 51% of total issued and paid-up shares of FSS. This will ensure FSS remains a Thai legal entity without investment restrictions and can support both core operations and internal service within the Group.
- (3) The Provision of Financial Assistance to FST 1 under the FSS Shareholding Restructuring Transaction reduces the burden on securing funds for internal group restructuring and help facilitate funds/liquidity management within the Group to maximize benefits and generate better returns. Since the FSS Shareholding Restructuring Transaction is designed as an internal reorganization, FST 1 is then set to pay consideration of FSS shares to the Company in full upon the completion of the 15-year term from the Completion Date of the transaction and pay annual interest based on the average MLR of 4 commercial banks (Bangkok Bank, Krungthai Bank, Kasikornbank, and Siam Commercial Bank) at the commencement of each interest payment period. Such structure further reduce burden in securing the source of funds for internal restructuring and enhance fund management to mitigate impact on liquidity and cash flow within the Group.
- (4) The Company will not incur additional debt and interest expense, thus avoiding impact on the Company's debt-to-equity ratio in the consolidated financial statements
- Since the Company do not need to secure external loans to finance the FSS Shareholding Restructuring Transaction of Baht 1,412.09 million, the Company will not incur additional debt and interest expenses. This will prevent any impact on the Company's debt-to-equity ratio in the consolidated financial statements.

However, the FSS Shareholding Restructuring Transaction presents certain disadvantages and risks, as outlined below:

- (1) The Company's total voting rights in FSS will decrease by 0.4021% (based on its shareholding in subsidiary, by which the Company holds 99.7448% of total voting rights of FSS prior to the entering into the transaction while such ratio shall drop to 99.3427% of total voting rights of FSS after the entering into the transaction. The said shareholding is based on voting rights of FST 1, the Company's subsidiary, as the Company holds FSS shares via FST 1), leading to a reduction in the recognition of profit sharing in the consolidated financial statements. However, the Company will still retain majority control at the Board of Directors' meeting and shareholders' meetings of FSS, ensuring the ability to control voting rights on significant transactions that require affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote.
- The Company's consolidated financial statements will continue to record FSS's operating results in the statement of comprehensive income and record all of FSS's assets and liabilities as before through its investment in FST 1. Only the equity attributable to the Company's shareholders will decrease due to the lower recognition of share of profit in the equity attributable to the Company's shareholders, which decrease in the same proportion as the increase in the non-controlling interest (NCI). Based on calculation by the Company's accounting department, the NCI ratio will change from 0.26% (rounded) to approximately 2.41%. The actual ratio may change based on the Company's auditor's subsequent review.
- (2) The Company may incur risk in the event that FST 1 is unable to repay debt within the specified period.
- FST 1's primary sources of cash flow for repaying principal and interest will come from (a) expected dividends from its 51.00% shareholding in FSS, provided that FSS declares dividend payment, which depends on FSS's future financial performance, (b) expected dividends from 51.00% shareholding in FSTH (currently, FSTH has not commenced operations), (c) profit margin from revenue generated through back-office service for companies in the Group, which the Company transferred to FST 1 in

February 2025 (in 2024, the Company recorded approximately Baht 131.00 million in revenue from back-office service).

If FST 1's revenue and cash inflows do not meet expectations, its ability to service annual interest payments and the principal repayment of Baht 1,412.09 million due in 2040 could be affected. FST 1's future debt repayment capacity will depend on FSS's dividend payouts and operating performance as well as FST 1's revenue generation from provision of services to companies in the Group. In the event that FST 1 is unable to make interest payment and/or principal repayment, the Company may need to record accrued interest, extend the principal repayment period, and/or enforce collateral seizure (FSS shares), and/or undertake a capital and debt restructuring, subject to prevailing conditions of FST 1 and FSS at the time.

The FSS Shareholding Restructuring Transaction, which includes the Disposition of FSS Ordinary Shares and the Provision of Financial Assistance to FST 1, is a specific transaction conducted as part of an internal group restructuring. Accordingly, the payment terms have also been specifically structured for this transaction. The transaction involves FST 1, in which the Company holds direct and indirect ownership equivalent to 99.3427% of FST 1's total voting rights. Furthermore, the Company has no intention to divest FSS, its subsidiary operating core business, to the third party. Therefore, a direct comparison between entering into the transaction with a connected person and transaction with the third party is not applicable. Nonetheless, the Independent Financial Advisor has assessed the transaction as if the Company were entering into the transaction with the third party and has provided the following summary:

Comparison of benefits and disadvantages between the entering into the FSS Shareholding Restructuring Transaction with the connected person and the transaction with a third party is as follows

- (1) It is the internal restructuring which ensures that the ultimate beneficiary remains within the Group. The FSS Shareholding Restructuring Transaction leverages the corporate structure of FST 1, a Thai legal entity, enabling the Company to directly benefit from the transaction without sharing returns or benefits with the third party, except for an immaterial portion allocated to Mr. Varah . Additionally, the Company will receive consideration (interest income) from the Provision of Financial Assistance to FST 1.
- (2) The FSS Shareholding Restructuring Transaction is fundamentally an internal group transaction, ensuring flexibility, streamlined processes, and reduction of execution time. Since the Company independently decides on the internal restructuring, it has full control over structuring the transaction and determining its terms and conditions.

The FSS Shareholding Restructuring Transaction presents no significant disadvantage or risk when comparing a connected transaction to one with the third party, except for additional expenses associated with convening a shareholders' meeting to approve the transaction, which is a standard requirement for listed companies. Since *the FSS Shareholding Restructuring Transaction is an internal group restructuring designed to support future business operations, the transaction cannot be directly compared to one involving the third party.*

After considering the objectives and necessity of the transaction, along with its advantages, disadvantages, benefits, and associated risks, the Independent Financial Advisor is of the opinion that the FSS Shareholding Restructuring Transaction constitutes an internal reorganization within the Group. This restructuring enhances competitiveness and supports the Group's business expansion, benefiting its future operations, while certain disadvantages and risks can be managed within the Group. **Therefore, the entering into the Asset Disposition Transaction and Connected Transaction in this case is considered reasonable.**

Part 3 - Transaction 1: Opinion of the Independent Financial Advisor on the Appropriateness of Price and Conditions of the Asset Disposition Transaction and Connected Transaction

Transaction 1: Disposition of FSS Ordinary Shares

The IFA has determined fair value of FSS ordinary shares using 6 valuation approaches as follows:

- 1) Book Value Approach
- 2) Adjusted Book Value Approach
- 3) Market Value Approach
- 4) Price to Book Value Ratio Approach (P/BV Ratio)
- 5) Price to Earnings Ratio Approach (P/E Ratio)
- 6) Discounted Cash Flow Approach

However, CapAd was unable to apply the Market Value Approach in determining fair value of FSS ordinary shares since FSS is not listed on the SET or any other secondary markets. In addition, the IFA is unable to evaluate fair value of FSS ordinary shares using the Price to Earnings Ratio Approach as FSS has operating losses in the past 12 months ended December 31, 2024. Therefore, four remaining approaches shall be applied for the valuation of FSS shares.

CapAd evaluated fair value of FSS ordinary shares based on information and documents provided by the Company and FSS such as the Annual Registration Statement (Form 56-1 One Report) of the Company, audited and reviewed financial statement of the Company and FSS, historical performance of FSS, business plan of FSS, other relevant documents to this transaction, industry information and financial information from various websites, and other publicly-disclosed information from websites of the SEC (www.sec.or.th) and the SET (www.set.or.th).

The IFA's opinion expressed herein is under the assumption that the obtained information and documents are complete and correct, and is based on the circumstances and information perceivable as of the date of preparing this report. Any change or incident arising in the future may have material impact on FSS as well as the valuation and analysis conducted by the IFA and the shareholders' decision regarding the entering into this transaction.

After having studied all relevant information and documents, the IFA would like to render our opinion on appropriateness of price of FSS ordinary shares as follows:

1. Book Value Approach

This approach determines value of FSS ordinary shares as stated in the financial statements at a certain period. In this case, the calculation was based on FSS's latest financial statements (in which investments are recognized under the equity method) as of December 31, 2024, audited by a certified public accountant approved by the SEC. The summary of shares value is as follows:

Book Value of FSS	(Unit: Baht million)
Issued and paid-up capital	930.24
Share premium	620.89
Capital reserve for share-based payment transactions	0.32
Retained earnings (deficits)	
Appropriated - statutory reserve	93.02
Unappropriated	915.56
Other component of owners' equity	
Exchange differences on translation of financial statements in foreign currency	1.82
Losses on investments in equity designated at fair value through other comprehensive income	0.33
Total shareholders' equity	2,562.19
No. of paid-up shares as of December 31, 2024 (shares)	581,403,025 ^{1/}
Book value per share (Baht)	4.41

Remark: 1/ Par value of Baht 1.60 per share.

Equity value of FSS based on this approach is equal to Baht 2,562.19 million, or equivalent to share value of Baht 4.41 per share.

The Book Value Approach reflects operating results and status of FSS at a given period based on its past performance, without taking into account its real asset value and future profitability, as well as the overall economic and industry outlook. Thus, the valuation of FSS shares under this approach could not reflect the actual value of the shares.

2. Adjusted Book Value Approach

By this approach, value of FSS shares is derived from FSS's total assets, deducted by total liabilities, commitments and contingent liabilities as shown on FSS's latest financial statements (in which investments are recognized under the equity method) as of December 31, 2024, audited by a certified public accountant approved by the SEC, and adjusted by transactions arising after the financial statement date or transactions that will more accurately reflect actual value such as unrealized gain or loss from assets revaluation, tax saving from losses carried forward, and contingent liabilities.

In deriving value of FSS shares based on this approach, the IFA used the book value as shown on the latest financial statements as of December 31, 2024 and considered the significant adjustments as follows:

2.1 Gain (Loss) on Assets Revaluation

There is no asset appraisal by an independent property appraiser of the property, plant and equipment since majority of fixed assets are office equipment, furniture and fixtures, and vehicles with the book value as of December 31, 2024 of Baht 97.10 million, or equivalent to 2.11% of total assets, while book value of right-of-use assets, office equipment and vehicles was at Baht 124.02 million, or equivalent to 2.70% of total assets. The core assets of FSS are current assets according to the nature of business. Thus, the IFA has not made any adjustment to shareholders' equity of FSS.

2.2 Fair Value of Investments

As of December 31, 2024, book value of investments totaled Baht 138.77 million, comprised of investments in marketable equity instruments in domestic market of Baht 119.92 million, debentures of Baht 2.00 million, structured notes of Baht 13.56 million, and investments in non-marketable equity instruments of Baht 3.29 million.

The IFA has not adjusted shareholders' equity of FSS by fair value of investments especially investment in marketable equity instruments as such investments is proprietary trading portfolio of FSS, which shall be changed on a daily basis.

2.3 Legal Disputes, which a Subsidiary is a Defendant

- As at December 31, 2024, FSS was sued for damages for 2 cases, totaling approximately Baht 27 million. Final judgements have not yet been reached in respect of these cases. The management of FSS, under legal advisor's opinion, believed that there shall be no material losses to the financial statements as a result of the mentioned legal disputes since the cases are under the court consideration and final judgements have not been reached. Meanwhile, FSS did not set up a provision for such damages. *The IFA, therefore, does not make any adjustment regarding the provision for such disputes.*
- As at December 31, 2024, FSS was sued in a civil lawsuit for violating the Securities and Exchange Act B.E. 2535, revoking bills of exchange, revoking mortgage contracts, revoking debt acknowledgement letters, and committing infringement. In this regard, the plaintiff demanded that FSS as the tenth defendant together with total of 24 defendants pay the claim amount totaling Baht 1,432 million (the value of bills of exchange is Baht 430 million). Currently, all of the defendants are in the process of filing their statements and the final judgement has not been reached in respect of this case. The management of the subsidiary, under legal advisor's opinion, believes that there shall be no material losses to the financial statements since the case is under the court consideration and final judgement has not been reached. Meanwhile, FSS did not set up a provision for such damages. *The IFA, therefore, does not make any adjustment regarding the provision for this lawsuit.*

2.4 Tax Loss Carried Forward

FSS incurred accumulated tax loss from operating losses in 2023 - 2024. Such accumulated tax loss can be carried forward in order to reduce corporate income tax until 2029 as follows:

(Unit: Baht million)

Tax Year	Carried Forward Until	Accumulated Tax Loss as of January 1, 2025
2023	2028	(147.90)
2024	2029	(159.90)
Accumulated tax losses		(307.79)
Tax benefit as of January 1, 2025^{1/}		61.56

Remark: 1/ Corporate income tax rate of 20%.

The net accumulated tax loss from operating losses in 2023 - 2024 is amounted to Baht 307.79 million, or equivalent to tax saving of Baht 61.56 million which will expire by 2029. CapAd expects that all tax losses can be utilized. *(Please refer to the financial forecast of FSS in Part 3 - Transaction 1, Clause 6 of this report)* In addition, FSS has not realized tax saving from tax loss carried forward in deferred tax assets.

Therefore, CapAd has increased the shareholders' equity of FSS from tax loss carried forward by Baht 61.56 million.

Summary of Adjustments to Book Value of FSS

The summary of adjustment items which shall affect book value of FSS shares are as follows:

Adjusted Book Value of FSS (Financial Statements under the Equity Method is applied)	(Unit: Baht million)
Shareholders' equity as of December 31, 2024	2,562.19
<u>Adjustments</u>	
Tax saving from tax loss carried forward	61.56 ^{1/}
Net adjusted shareholders' equity	2,623.75
Number of paid-up shares as of December 31, 2023 (shares)	581,403,025 ^{2/}
Adjusted book value per share (Baht/share)	4.51

Remark: 1/ Please refer to details in Part 3 - Transaction 1, Clause 2.4 of this report.

2/ Par value of Baht 1.60 per share.

Equity value of FSS based on this approach is equal to Baht 2,623.75 million, or equivalent to share value of Baht 4.51 per share.

The Adjusted Book Value Approach, under which adjustments are made to certain accounting items, reflects current market value of assets better than the Book Value Approach. This approach reflects market value of assets, tax saving from loss carried forward, and events after the financial statement date. In this case, the adjustment is made on tax saving from loss carried forward. However, it does not reflect future profitability of FSS. Therefore, share valuation under the Adjusted Book Value Approach might not reflect an appropriate value of FSS.

3. Market Value Approach

- CapAd was unable to apply the Market Value Approach in determining fair value of FSS ordinary shares since FSS is not listed on the SET or any other secondary markets. -

4. Price to Book Value Ratio Approach: P/BV Ratio

Under this approach, CapAd evaluated FSS ordinary shares by using book value per share of FSS as shown in FSS's latest financial statements (in which investments are recognized under the equity method) as of December 31, 2024, audited by a certified public accountant approved by the SEC, which is equal to Baht 4.41 per share, and multiplied by a median of P/BV ratio of 9 comparable SET-listed and mai-listed companies²² in the Financials Industry, Finance & Securities Sector, who engage in similar securities business to FSS. The information is for the period up to February 28, 2025, which can be summarized as follows:

Name	Symbol	Business Description
1. Asia Plus Group Holdings PCL.	ASP	ASP is a holding company which invests in high growth potential businesses. Its current core businesses are securities brokerage, investment, investment banking, asset management and private equity.
2. Country Group Holdings PCL.	CGH	CGH is a holding company that invests in financial business, of which Pi Securities Public Company Limited, which operates securities business, is its core company.
3. Globlex Holding Management PCL.	GBX	GBX is a holding company that invests in 3 subsidiaries - Globlex Securities Company Limited, Capital One Partners Company Limited, and Asia Equity Venture Company Limited.
4. KGI Securities (Thailand) PCL.	KGI	KGI operates securities businesses.
5. Maybank Securities (Thailand) PCL.	MST	MST operates securities businesses.

²² Exclusive of Aira Capital Public Company Limited, whose revenue from securities business accounted for only 35% of total revenue in 2024, and Beyond Securities Public Company Limited, whose most of revenue in 2024 (63% of total revenue) was from interest income from loans to an associate and a share of gain (loss) from investment in an associate, while revenue from securities business accounted for 37% of total revenue.

Name	Symbol	Business Description
6. News Network Corporation PCL.	NEWS	NEWS operates as a holding company that focus on investing in securities business (operate through Liberator Securities Company Limited) and training and seminar services for various investment activities. NEWS restructured its business in 2021 – 2022, and started to generate revenue from securities business in 2022 (accounted for 4% of total revenue). In 2023 – 2024, revenue from securities business became major revenue of NEWS.
7. Trinity Watthana PCL.	TNITY	TNITY operates as a holding company that invest in 3 main businesses including (1) securities business such as securities brokerage, securities trading, investment advisor, (2) financial advisory services and investment banking business, and (3) securitization business.
8. UOB Kay Hian Securities (Thailand) PCL.	UOBKH	(1) securities business comprises of 4 services, namely securities brokerage, securities trading, securities underwriting, and investment advisory service, (2) derivative business, (3) financial advisory business, (4) selling agent, (5) bond representative, and (6) securities lending business
9. Xspring Capital PCL.	XPG	Investment in other potential business, such as securities business through the investment in Krungthai Xspring Securities Company Limited, asset management business, and digital asset business.

Source: www.set.or.th and information from each company.

Key financial information of comparable companies can be summarized as follows:

(Unit: Baht million)

Company	Market Capitalization as of February 28, 2025	Total Assets as of December 31, 2024	Total Revenue of the Latest 4 Quarters	Net Profit (Loss) of the Latest 4 Quarters
1. ASP	4,716.67	12,012.72	2,341.36	356.42
2. CGH	2,117.75	9,041.39	1,305.08	253.26
3. GBX	620.77	2,759.31	508.83	(54.51)
4. KGI	8,484.91	15,023.55	3,709.00	864.74
5. MST	4,794.84	19,485.31	2,743.67	462.13
6. NEWS	1,836.45	1,928.15	226.61	(245.87)
7. TNITY	621.77	4,597.58	612.70	0.51
8. UOBKH	2,301.21	6,144.33	1,027.18	(129.99)
9. XPG	9,202.16	12,287.87	881.76	160.84
FSS	n.a.	4,591.09^{1/}	1,348.00^{1/}	(99.46)^{1/}

Source: SETSMART and financial statements of each company disclosed on their websites

Remark: 1/ From the latest financial statement for the period ended December 31, 2024, audited by a certified public accountant who is on the approved list of the SEC.

Summary of FSS share valuation is as follows:

FSS	Historical Average of P/BV Ratio (times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
1. Asia Plus Group Holdings PCL.	0.99	0.99	1.00	1.02	1.04	1.05	1.03	1.12
2. Country Group Holdings PCL.	0.35	0.34	0.37	0.41	0.43	0.45	0.46	0.49
3. Globlex Holding Management PCL.	0.47	0.47	0.48	0.49	0.51	0.53	0.52	0.54
4. KGI Securities (Thailand) PCL.	1.10	1.10	1.10	1.10	1.12	1.14	1.12	1.17
5. Maybank Securities (Thailand) PCL.	0.97	1.00	1.02	1.05	1.08	1.09	1.07	1.15
6. News Network Corporation PCL.	1.36	1.33	1.32	1.36	1.38	1.40	1.50	1.77
7. Trinity Watthana PCL.	0.45	0.45	0.48	0.57	0.59	0.60	0.60	0.66
8. UOB Kay Hian Securities (Thailand) PCL.	0.53	0.52	0.57	0.59	0.60	0.60	0.60	0.59
9. Xspring Capital PCL.	0.80	0.80	0.83	0.83	0.84	0.85	0.86	0.96
Median of 9 companies	0.80	0.80	0.83	0.83	0.84	0.85	0.86	0.96
Firm value of FSS (Baht million)	2,038.77	2,058.29	2,135.16	2,119.78	2,139.71	2,179.35	2,204.76	2,465.11
Share value of FSS (Baht/share)	3.51	3.54	3.67	3.65	3.68	3.75	3.79	4.24

Source: www.setsmart.com

Equity value of FSS based on this approach is equal to Baht 2,038.77 – 2,465.11 million, or equivalent to share value of Baht 3.51 – 4.24 per share.

The Price to Book Value Ratio Approach estimates value of FSS shares using historical financial performance of FSS as of December 31, 2024 from FSS's latest financial statements (in which investments are recognized under the equity method) to compare with P/BV ratios of 9 comparable SET-listed and mai-listed companies in the Financials Industry, Finance & Securities Sector, who engage in similar securities brokerage business to FSS. When there are sufficient comparable companies, the reference P/BV ratios of comparable companies should be an appropriate benchmark and reasonably reflect investors' expectation on a share price of a company in the same business. Even though book

value represents only past operating performance, which may not reflect future profitability of FSS, the P/BV Ratio Approach has generally been applied and widely accepted in share valuation of financial institution. With regards to the fluctuation of capital and money market conditions, the IFA is of the opinion that share valuation under this approach should reflect an appropriate value of FSS shares under the current circumstances.

5. Price to Earnings Ratio Approach: P/E Ratio

– The IFA is unable to evaluate fair value of FSS ordinary shares using the Price to Earnings Ratio Approach as FSS has operating losses in the past 12 months ended December 31, 2024. –

6. Discounted Cash Flow Approach

This approach takes into account FSS's future operating performance by deriving present value of future cash flow streams using an appropriate discount rate. The IFA calculated the weighted average cost of capital (WACC) to be used as the discount rate and constructed a 7-year forecast of FSS's cash flow (2025 - 2031) based on an assumption that FSS's operation is on a going concern basis without any significant changes under the current economic condition and circumstances. In addition, the IFA has not taken into consideration future cash flows from digital asset brokerage business (only investment token) since FSS is in preparation process to apply for licenses to conduct other businesses related or connected to the securities business from the Securities and Exchange Commission (SEC) in accordance with the relevant notifications. The period of new business commencement and the extent to which FSS will be able to capture market share within the digital asset sector in the future remains uncertain since FSS has no experience in this digital asset brokerage business and trading value of digital assets is relatively limited. Furthermore, the volume of trading or issuance of investment token in Thailand is currently not substantial.

The IFA constructed financial projection for FSS based on information and assumptions obtained from FSS, interviews with the management and relevant officers, including the industry information with the objective to evaluate fair value of FSS shares only. If there is any material change in the overall economic condition and other internal and external factors that affect FSS's business operation from the assumptions used herein, fair value derived from this approach may change accordingly.

Business of FSS

FSS engages in (1) securities brokerage business, (2) derivatives brokerage business, (3) investment banking business, (4) investment-related business, (5) wealth management business, (6) derivative warrants business, (7) global trading business, (8) securities borrowing and lending business, and (9) bond trading business.

In addition, FSS holds 20.01% shareholding in SBI Royal Securities Public Company Limited (SBIR), an associate. SBIR engages in securities brokerage business and investment banking business in Cambodia.

In 2024, the brokerage fee income, interest incomes, fees and service income, and other incomes accounted for 64.56%, 22.46%, 6.92%, and 6.06% of total revenue, respectively.

(Please refer to industry outlook and competition of securities business in Attachment 2 of this report)

Key assumptions of the financial projection can be summarized as follows:

▪ Brokerage Fee Income

In 2022 – 2024, brokerage fee income of FSS was Baht 1,563.70 million, Baht 980.16 million, and Baht 868.82 million, respectively, decreased by 37.32% and 11.36% from the prior year, respectively, which was consistent with trading value of the market.

Average daily securities trading value of the SET and mai in 2022 – 2024 decreased by 30.55% and 12.77% from prior year, respectively.

The proportion of securities trading by each investor group has been continuously changing. Proportion of securities trading by local retail investors has decreased from 46.52% in 2021 to 34.02% in 2024, while the proportion of securities trading by foreign investors has increased from 37.48% in 2021 to 50.04% in 2024. As a result, market share of FSS has decreased since majority of FSS' customers are local retail investors.

Securities Business

- Average daily trading value (SET and mai)

Thailand's securities trading value is tied to domestic and international factors such as investor confidence, foreign capital in/out flows, political stability, and domestic and international economic growth.

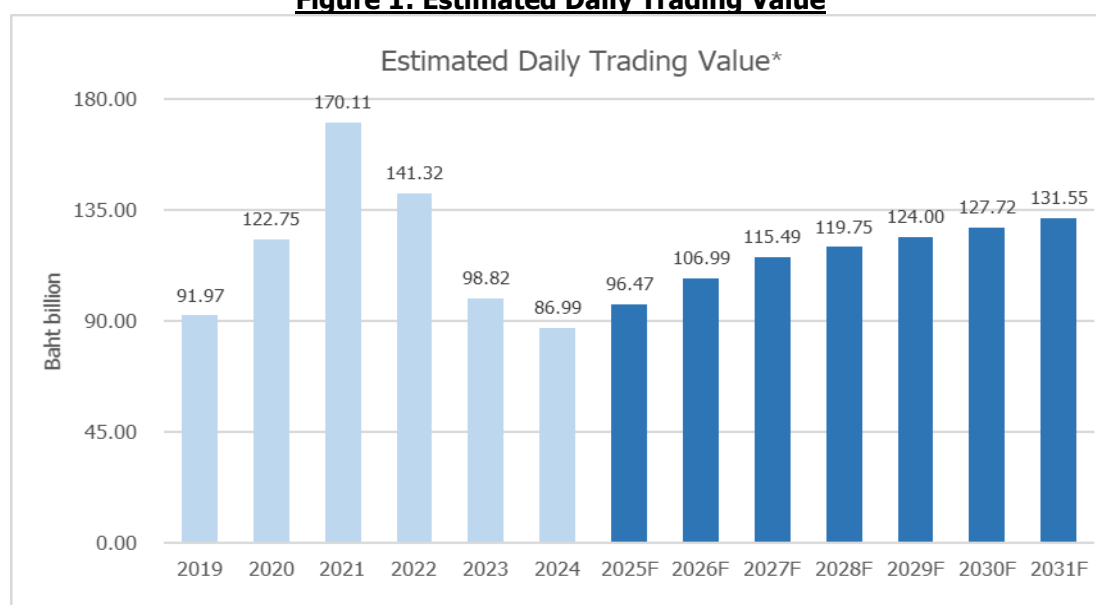
In this financial forecast, daily trading value in 2025 – 2026 is assumed to increase by 10.90% per annum according to the estimated cumulative annual growth rate (CAGR) of Thailand's securities trading value in 2025 – 2026, forecasted on February 2025 by Statista.²³ (Source: <https://www.statista.com/outlook/fmo/stocks/thailand#analyst-opinion>)

In 2027 – 2029, the IFA assumed trading value to increase by 8.90%, 4.09% and 3.93% per annum, until reaching the daily trading value of Baht 124.00 billion per day in 2029 (which is equivalent to the average daily trading value of each investor group in the past 5 years (2020 – 2024)). In 2030 – 2031, trading value is assumed to increase by 3.00% per annum according to estimated Thailand economic growth.²⁴

The IFA views that once the domestic and international economy recovers, together with the restoration of investor confidence, securities trading value should also improve and return to the average trading value of the past 5 years.

As shown in Figure 1 below, average daily trading value will gradually increase until reaching the average daily trading of 2020 but remains lower than the peak trading value in 2021.

Figure 1: Estimated Daily Trading Value



Remark: Excluding proprietary trade.

In addition, the IFA assumes that the proportion of trading value of each investor group in 2025 – 2029 will gradually adjust to the 5-year average proportion of trading value of each investor group (average of 2020 – 2024). The IFA views that once the domestic and international economy recovers, together with the restoration of investor confidence, securities trading value should also improve and return to the average trading value of the past 5 years, as well as proportion of trading value of local investors.

²³ Statista is a global data and business intelligence platform with an extensive collection of statistics, reports, and insights on over 80,000 topics from 22,500 sources in 170 industries. Established in Germany in 2007, Statista operates in 8 locations worldwide and employs around 1,100 professionals.

²⁴ According to Krungsri Research, Thailand's economy is expected to grow at an average of 2.8% per annum over 2025 - 2027. (Source: *Thailand Industry Outlook 2025 – 2027, prepared by Krungsri Research*)

In addition, from historical statistic, average Thailand's GDP growth rate in the past 20 years (2005 – 2024) was equivalent to 2.7% per annum (in the range of (6.0)% - 7.5% per annum).

Investor Group	2020	2021	2022	2023	2024	2025F	2026F	2027F	2028F	2029F – 2031F
Retail investors	48.81%	51.33%	42.40%	36.50%	36.38%	39.73%	41.41%	42.24%	42.66%	43.08% ^{1/}
Local institutional investors	11.02%	7.32%	8.10%	8.81%	10.12%	9.60%	9.34%	9.20%	9.14%	9.07% ^{1/}
Foreign investors	40.17%	41.35%	49.50%	54.69%	53.50%	50.67%	49.26%	48.55%	48.20%	47.84% ^{1/}
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Remark: 1/ 5-year average proportion of trading value of each investor group (2020 – 2024).

- **Market share of FSS in securities business**

Market share of FSS in 2022 - 2024 was 5.34% (3rd ranking), 4.59% (8th ranking), and 4.40% (7th ranking), respectively. Market share of FSS has decreased due to the drop in Thailand's securities trading value and the proportion of local investors trading value.

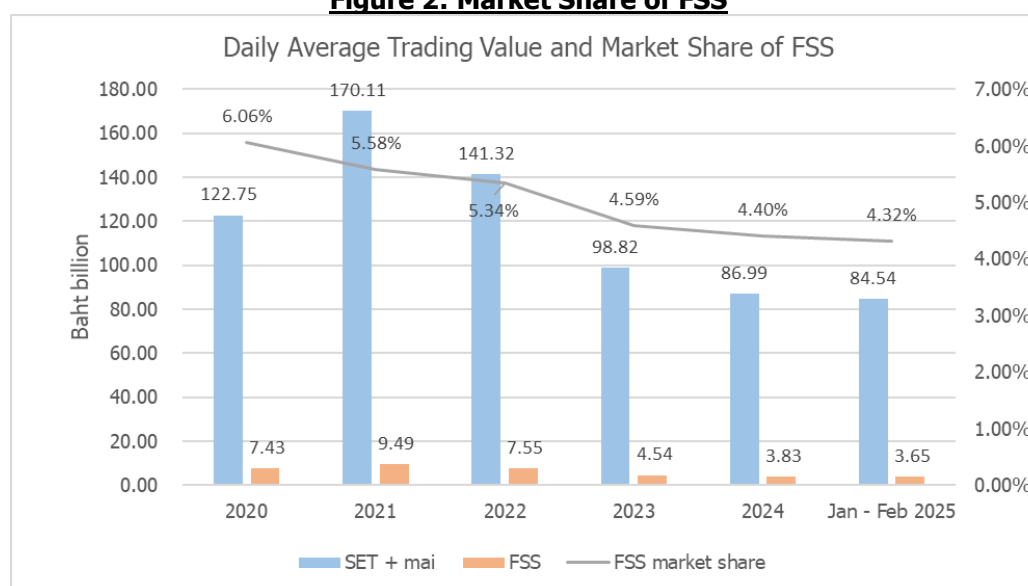
Trading value of FSS' customers by investor types in 2022 - 2024 are summarized as follows:

Investor Group	2022	2023	2024
Retail investors	62.55%	61.12%	59.88%
Local institutional investors	7.88%	8.59%	9.82%
Foreign investors	29.57%	30.29%	30.30%
Total	100.00%	100.00%	100.00%

Remark: Excluding proprietary trade.

From above table, retail investors were major customers of FSS in the past 3 years. Trading value of retail investors continued to decrease, resulting in the declining FSS's market share.

Figure 2: Market Share of FSS



Source: www.setsmart.com

Remark: Excluding proprietary trade.

Market share of FSS in 2025 - 2031 is estimated at 4.55% - 4.76% of total trading value (excluding proprietary trade), which is based on market share of FSS in each group of investor in 2024 (market shares of FSS for retail investors, local institutional investors, and foreign investors are 7.25%, 4.27%, and 2.49% of trading value of each group of investor, respectively).

- **Commission rate on securities trading**

Average commission rate is assumed at 0.08% of trading value, based on the average commission rate in 2024.

Derivatives Business

- **Derivatives contracts (on TFEX)**

In 2025 – 2031, the average daily trading volume of derivative contracts is assumed to grow at the same rate as the growth of securities trading volume.

- **Market shares of FSS in derivatives business**

Average trading volume of derivative contracts in 2025 is estimated at 29,877 contract per day, based on the average trading volume of derivative contracts of FSS in January – February 2025.

FSS' market share in 2026 – 2031 is assumed at 2.91%, based on the average market shares of FSS in 2022 – 2024 and in January – February 2025, which was in the range of 2.35% - 3.43%.

- **Commission rate on derivatives trading**

Commission rate on derivatives trading is estimated at Baht 17.18 per contract throughout the projection period, based on the average commission rate in 2024.

Summary of brokerage fee income of FSS in 2025 - 2031 is as follows:

Brokerage Fee Income	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Trading days (days)	241.00	243.00	244.00	243.00	243.00	243.00	243.00	243.00	243.00	243.00
Securities business										
Daily average trading value ^{1/} (Baht billion)	141.32	98.82	86.99	96.47	106.99	115.49	119.75	124.00	127.72	131.55
% growth of trading value	-16.93%	-30.07%	-11.97%	10.9%	10.90%	7.95%	3.68%	3.55%	3.00%	3.00%
Market share of FSS (all investor group)	5.34%	4.59%	4.40%	4.55%	4.63%	4.67%	4.69%	4.76%	4.70%	4.70%
Average commission rate (%)	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%
Derivatives business										
Daily average derivatives trading ^{2/} (thousand contracts)	1,131.25	1,065.77	967.54	1,073.01	1,189.96	1,284.55	1,331.85	1,379.14	1,420.51	1,463.13
% growth of derivatives trading	0.89%	-5.79%	-9.22%	10.90%	10.90%	7.95%	3.68%	3.55%	3.00%	3.00%
Market share of FSS	3.37%	2.48%	2.35%	2.64%	2.91%	2.91%	2.91%	2.91%	2.91%	2.91%
Average commission rate (Baht/contract)	13.46	17.15	17.18	17.18	17.18	17.18	17.18	17.18	17.18	17.18
Brokerage fee income										
Brokerage fee from securities business (Baht million)	1,440.20	869.84	773.45	883.36	995.80	1,083.67	1,128.09	1,186.70	1,208.01	1,244.25
Brokerage fee from derivatives business (Baht million)	123.50	110.33	95.37	124.75	144.47	155.95	161.70	167.44	172.46	177.63
Total brokerage fee income (Baht million)	1,563.70	980.16	868.82	1,008.12	1,140.27	1,239.62	1,289.78	1,354.14	1,380.47	1,421.88
% growth of brokerage fee income	-18.98%	-37.32%	-11.36%	16.03%	13.11%	8.71%	4.05%	4.99%	1.94%	3.00%

Remark: 1/ Daily average trading value, excluding proprietary trade.

2/ Daily derivative trading = 2 * daily average derivative trading

▪ **Fees and Service Income**

Fees and service income comprises of underwriting fee, financial advisory fee, selling agent fee, research fee, and other fees.

Fees and service income in 2022 – 2024 was Baht 375.20 million, Baht 130.98 million, and Baht 93.10 million, respectively, decreased by 65.09% and 28.92% from previous year. Fees and service income decreased due mainly to lower underwriting fee from equity and debt securities, in line with market conditions.

Over the past 3 years, the number of securities listed on the SET and mai totaled 42, 40, and 32 securities, respectively. This corresponds to a total offering value of Baht 127.84 billion, Baht 45.31 billion, and Baht 28.75 billion, decreased by 64.56% and 36.55% from the previous year, respectively. (Please refer to more information on historical Initial Public Offering (IPO) on the SET and mai in Attachment 2 of this report).

Furthermore, corporate debenture issuance exhibited an upward trend in 2021 - 2022, following the gradual easing of the COVID-19 situation, economic recovery, and the rising interest rate. The issuance value of long-term corporate debt instruments (long-term debentures) remained above Baht 1,000 million in 2023. However, the issuance value of long-term corporate debentures in 2024 declined due to economic concerns and investor confidence.

(Unit: Baht billion)

	2020	2021	2022	2023	2024
Long-term corporate debentures issuance	687.43	1,034.57	1,245.68	1,006.53	913.14
% growth	-36.02%	50.50%	20.41%	-19.20%	-9.28%

Source: The Thai Bond Market Association (www.thaibma.or.th)

Key assumptions for fees and service income are as follows:

- Underwriting fee and selling agent fee in 2025 is estimated at Baht 100.00 million, equivalent to the average underwriting fee and selling agent fee in 2020 – 2021 and 2023. *(the IFA views that underwriting fee and selling agent fee in 2020 – 2021 and 2023, which were at Baht 96 million, Baht 91 million, and Baht 110 million respectively, was in the same level. While the underwriting fee and selling agent fee in 2022 rose to Baht 355 million, and underwriting fee and selling agent fee in 2024 dropped to Baht 71 million).*
In 2026 – 2031, the IFA assumed that underwriting fee and selling agent fee increase by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024)
- Other fee and service incomes (financial advisory fee, analyst research fee, and other fees) are assumed to increase by 2.00% from previous year.

Summary of fees and service income of FSS in 2025 – 2031 is as follows:

(Unit: Baht million)

Fees and Service Income	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Underwriting fee and selling agent fee	354.82	109.79	70.59	100.00	102.00	104.04	106.12	108.24	110.41	112.62
Other fee and service incomes	20.38	21.19	22.50	22.95	23.41	23.88	24.36	24.85	25.34	25.85
Total fees and service income	375.20	130.98	93.10	122.95	125.41	127.92	130.48	133.09	135.75	138.47
% growth of income	229.17%	-65.09%	-28.92%	32.07%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%

▪ Interest Income

Interest income comprises of interest income from margin loans, interest income from deposits and bonds, interest income from loans to related companies, and others.

Interest income in 2022 – 2024 was Baht 197.00 million, Baht 265.79 million, and Baht 302.25 million, respectively, increased by 34.92% and 13.72% from previous year. The increase in income was due mainly to the increase in money market interest rates, which led to higher interest rates on financial institution deposits and government bonds.

The IFA assumes that average interest rate for margin loans in 2025 - 2031 is equivalent to 6.52% per annum (based on the average interest rate of 2022 - 2024), where interest income from margin loans is calculated on outstanding credit balance. Average interest rate for deposits, government bonds, and others is assumed at 1.50% per annum (based on the average interest rate of 2022 - 2024), which is calculated on balance of deposit and investments for customers and for FSS. In addition, other incomes are assumed at Baht 0.09 million (equivalent to other incomes in 2024) and increased by 2.00% per annum.

Moreover, it is assumed that there is no interest income from loans to related companies in 2025 - 2031 since there is no balance of loans to related companies in the financial statement of FSS for the period ended December 31, 2024.

▪ Gain and Return on Financial Instruments

Gain and return on financial instruments comprises of gain on derivatives, gain on investments, and dividend income.

Gain and return on financial instruments in 2022 – 2024 was Baht 96.60 million, Baht 47.74 million, and Baht 22.65 million, decreased by 50.54% and 52.58% from previous year, respectively.

The IFA assumes gain and return on financial instruments in 2025 at Baht 21.67 million, based on the average percentage of gain and return on financial instruments in 2022 – 2024, which was at 15.41% of the average value of financial instruments.

In 2026 – 2031, it is assumed that gain and return on financial instruments increase by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).

In addition, the IFA assumed that value of financial instruments (investments) equal to that of 2024 and constant throughout the projection period.

▪ Other Incomes

Other incomes include co-location service income, revenue from clearing fund, revenue from assets disposition, service revenue.

Other incomes (excluding gain (loss) on foreign exchange) in 2022 – 2024 were Baht 70.43 million, Baht 62.87 million, and Baht 62.64 million, decreased by 10.73% and 0.37% from previous year, respectively.

In 2025 – 2031, other incomes are assumed to grow by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).

Summary of other revenues are as follows:

(Unit: Baht million)

Other Revenues	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Interest income	197.00	265.79	302.25	220.70	232.17	250.76	263.55	272.17	276.69	279.89
Gain and return on financial instruments	96.60	47.77	22.65	21.67	21.67	21.67	21.67	21.67	21.67	21.67
Other incomes	70.43	62.09	58.93	63.02	64.28	65.57	66.88	68.22	69.58	70.97
Shares of gain from investments in an associate ^{1/}	4.10	2.06	2.24	2.34	2.45	2.56	2.67	2.79	2.91	3.04
Total other revenues	368.13	377.72	386.08	307.74	320.57	340.55	354.77	364.85	370.85	375.58
% growth of other revenues	3.39%	2.60%	2.21%	-20.29%	4.17%	6.23%	4.17%	2.84%	1.65%	1.27%

Remark: 1/ Shares of gain from investments SBI Royal Securities Public Company Limited, an associate in Cambodia (FSS holds 20.01% shareholding in SBIR.) The IFA assumes shares of gain from investments in associate to increase by 4.43% per annum, based on the based on the average 20-year historical inflation rate in Cambodia (2005 – 2024) as most of SBIR's revenue is interest income from deposits, accounted to over 90% of total revenue in 2023 – 2024.

▪ Employee Expenses

Employee expenses comprise of salary and welfare, bonus, incentive and profit sharing, director remuneration, and other employee expenses.

Employee expenses in 2022 – 2025 were Baht 1,110.62 million, Baht 781.16 million, and Baht 670.39 million, respectively, decreased by 29.66% and 14.18% from previous year, or equivalent to 48.23%, 52.54%, and 49.82% of total revenue (excluding shares of gain from investments in an associate), respectively.

Key assumptions for employee expenses are as follows:

- Employee salary, director remuneration, and bonus are assumed to increase by 3.00% per annum, based on the general salary increase rate of approximately 2.00% - 5.00% per annum.
- Other welfares are assumed to increase by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).
- Bonus, incentive, and profit sharing (variable employee expenses) are estimated at 16.17% of brokerage fee income, based on the average ratio of variable employee expenses to brokerage fee income in 2024, which should reflect current payment structures.

Summary of employee expenses is as follows:

(Unit: Baht million)

Employee Expenses	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Employee salary and director remuneration	566.14	486.31	433.87	446.89	460.29	474.10	488.32	502.97	518.06	533.60
Employee compensation based on performance	442.44	199.70	140.50	163.02	184.39	200.46	208.57	218.98	223.24	229.93
Employee welfare	102.04	95.14	96.02	97.97	99.96	101.99	104.05	106.17	108.32	110.52
Total employee expenses	1,110.62	781.16	670.39	707.88	744.64	776.55	800.95	828.12	849.62	874.06
% employee expenses to total revenue	48.23%	52.54%	49.82%	49.28%	47.02%	45.53%	45.19%	44.78%	45.09%	45.22%

▪ Fees and Service Expenses

Fees and service expenses comprise of fees in relation to brokerage business and derivatives business, royalty fee, referral fee, and other expenses.

Fees and service expenses in 2022 – 2024 were Baht 272.55 million, Baht 194.94 million, and Baht 153.52 million, or equivalent to 14.06%, 17.54%, and 15.96% of brokerage fee income and fees and service income, respectively.

Key assumptions for fees and service expenses are as follows:

- Variable fees and service expenses in relation to brokerage business are assumed at 0.005% of trading value of FSS, based on the average ratio of variable fees and service expenses to trading value in 2024.
- Variable fees and service expenses in relation to derivatives business are assumed at Baht 4.60 per contract in 2025, which is equivalent to the average variable fees and service expenses per derivative contract in 2024. Variable fees and service expenses in relation to derivatives business is

assumed to increase by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).

- Fixed fees and service expenses are assumed to increase by 2.00% per annum.

Summary of fees and service expenses is as follows:

(Unit: Baht million)

Fees and Service Expenses	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Fee and service expenses – variable expenses	235.61	160.92	121.29	142.76	162.73	177.60	185.60	195.43	200.53	207.59
Fees and service expenses – fixed expenses	36.95	34.02	32.23	32.87	33.53	34.20	34.88	35.58	36.29	37.02
Total fees and service expenses	272.55	194.94	153.52	175.63	196.26	211.80	220.48	231.02	236.82	244.61
% fees and service expenses to total brokerage fee income and fee and service income	14.06%	17.54%	15.96%	15.53%	15.51%	15.49%	15.52%	15.53%	15.62%	15.68%

▪ Other Expenses

Other expenses comprise of service fee, depreciation and amortization expenses, repair and maintenance expenses, and other expenses (such as office rental and service fee, utility expenses, vehicle rental fee, lease line and internet expense, bank fee, legal fee, audit fee, and other administrative expenses).

Other expenses in 2022 - 2024 were Baht 584.20 million, Baht 572.92 million, and Baht 552.72 million, decreased by 1.93% and 3.53% from previous year, respectively.

Key assumptions for other expenses are as follows:

- According to Service Agreement with the Company, the Company will provide management and other business operations support service to FSS (service shall be provided by FST 1 from February 1, 2025 onward). Scope of service include organizational administration, business planning, and other back-office works.

In 2025, service fee is estimated at Baht 111.60 million, based on the Service Agreement between FSS and FST 1. In 2026 – 2031, service fee is assumed to grow by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).

- Bank charges are assumed at 1.11% of brokerage fee income, based on the average ratio of bank charges to brokerage fee income in 2022 – 2024.
- Co-location expense is assumed at 83.31% of Co-location revenue, based on the average ratio of co-location expense to co-location revenue in 2022 – 2024.
- Repair and maintenance expense, premise and equipment expense, research fee expense, data service expense, and other expenses are assumed to grow by 2.00% per annum, based on the average 20-year historical growth rate of Consumer Price Index (2005 – 2024).

Summary of other expenses is as follows:

(Unit: Baht million)

Other Operating Expenses	2022A	2023A	2024A	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Service fee	0.00 ^{1/}	27.90 ^{1/}	111.60	111.60	113.83	116.11	118.43	120.80	123.22	125.68
Bank charges	14.66	11.30	10.67	11.15	12.61	13.71	14.27	14.98	15.27	15.73
Co-location expense	35.65	28.12	29.75	29.46	30.05	30.65	31.27	31.89	32.53	33.18
Repair and maintenance expense	39.08	39.69	39.18	39.96	40.76	41.58	42.41	43.26	44.12	45.01
Premise and equipment expense	91.07	74.07	74.19	75.67	77.18	78.73	80.30	81.91	83.55	85.22
Research fee expense	63.20	64.80	50.40	51.41	52.44	53.48	54.55	55.65	56.76	57.89
Data service expense	41.50	47.71	37.90	38.66	39.43	40.22	41.02	41.84	42.68	43.53
Business transformation expense	16.80	40.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation and amortization expense	140.19	118.48	105.44	111.96	114.68	89.24	57.69 ^{2/}	66.09	65.01	58.15 ^{2/}
Other expenses	142.05	120.40	93.60	95.29	97.20	99.14	101.13	103.15	105.21	107.32
Total other operating expenses	584.20	572.92	552.72	565.17	578.19	562.87	541.07	559.56	568.35	571.71
% growth of other operating expenses (excluding depreciation and amortization expenses)	24.73%	2.35%	-1.58%	1.33%	2.27%	2.18%	2.06%	2.09%	2.00%	2.03%

Remark: 1/ Due to the organizational restructuring within the Group and the transfer of back-office services and personnel from FSS to FSX in 2023, FSX incurred higher service fee since 2023 while employee expenses (exclusive of bonus and incentive) in 2023 – 2024 decreased from that of 2022.

- 2/ Depreciation and amortization decreases in 2028 as equipment and right-of-use assets (old assets) are fully amortized in 2028. In addition, depreciation and amortization decreases in 2031 since intangible assets (old asset) is fully amortized in 2031.

▪ Interest Expense – Customers' Deposits

Interest expenses for customers' deposits in 2022 – 2024 were Baht 22.31 million, Baht 23.03 million and Baht 24.93 million, increased by 3.21% and 8.26% from previous year, respectively.

In this financial forecast, the IFA assumes interest expense at 0.37% of deposits and investments for customers, based on the average ratio of interest expense to deposits and investments for customers in 2022 – 2024, which was in the range of 0.31% – 0.45%.

▪ Financial Cost – Interest-bearing Debts

As of December 31, 2024, interest-bearing debts comprised of loans from financial institutions (promissory note) of Baht 90.00 million, debentures of Baht 493.35 million, and financial lease of Baht 56.14 million. Interest rates were in the range of 2.75% - 4.50% per annum.

At the end of January 2025, FSS had short-term credit facilities with financial institutions in the form of bank overdraft with an interest rate in the range of 7.27% - 7.60% per annum, and promissory note with interest rate in the range of 2.75% - 4.35% per annum. In addition, FSS had long-term debentures and long-term loans from FSX with interest rate in the range of 3.60% - 4.50% per annum.

In this financial forecast, the IFA assumes interest rate of 4.50% per annum, equivalent to interest rate of long-term loans from the Company.

▪ Corporate Income Tax

The IFA assumes corporate income tax rate of 20% throughout the projection period.

▪ Capital Expenditure

The IFA assumes capital expenditure of 4.53% of total revenue, based on the average ratio of capital expenditure to total revenue in 2020 – 2024 (past 5 years). Capital expenditure in 2025 – 2031 is in the range of Baht 65.23 – 87.77 million.

▪ Asset and Liabilities Turnover

Projection is made based on historical data in 2020 – 2024 as follows:

Description	% of Average Daily Trading Value
Receivables (payables) from Clearing House and broker – dealers - net	4.29%
Securities and derivatives business receivables	29.11%
Securities and derivatives business payables	15.06%

Based on the above information and assumptions, financial projection of FSS in 2025 - 2031 can be summarized as follows:

(Unit: Baht million)

FSS	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Statement of income							
Brokerage fee income	1,008.12	1,140.27	1,239.62	1,289.78	1,354.14	1,380.47	1,421.88
Fees and service income	122.95	125.41	127.92	130.48	133.09	135.75	138.47
Interest income	220.70	232.17	250.76	263.55	272.17	276.69	279.89
Gain and return on financial instruments	21.67	21.67	21.67	21.67	21.67	21.67	21.67
Other incomes	63.02	64.28	65.57	66.88	68.22	69.58	70.97
Shares of gain from investments in an associate	2.34	2.45	2.56	2.67	2.79	2.91	3.04
Total revenue	1,438.81	1,586.26	1,708.10	1,775.03	1,852.07	1,887.07	1,935.92
Operating expenses	(1,468.51)	(1,541.45)	(1,575.54)	(1,587.83)	(1,645.34)	(1,681.91)	(1,718.31)
EBIT	(29.70)	44.80	132.56	187.20	206.74	205.17	217.62
EBITDA	82.26	159.49	221.80	244.89	272.82	270.18	275.77
Net profit	(57.53)	18.25	106.31	160.95	160.35	143.13	153.09
Statement of financial position							
Assets	4,541.92	4,794.54	5,079.04	5,333.18	5,610.26	5,785.31	5,992.70
Liabilities	2,037.26	2,271.62	2,449.82	2,543.00	2,659.73	2,691.66	2,745.95
Shareholder's equity	2,504.66	2,522.91	2,629.22	2,790.17	2,950.52	3,093.65	3,246.75

▪ Terminal Value Growth

The IFA assumes terminal value growth of 1.00% per annum.

▪ Discount Rate

The discount rate applied to the calculation of the present value of free cash flow is the Weighted Average Cost of Capital (WACC), which is derived from the weighted average of cost of debt (Kd) and cost of equity (Ke) based on the following formula:

WACC	=	$Ke * E/(D+E) + Kd * (1-T) * D/(D+E)$
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Where: Ke = Cost of equity or shareholders' required rate of return (Re)
 Kd = Cost of debt or borrowing rate of FSS
 T = Corporate income tax
 E = Total shareholders' equity
 D = Interest-bearing debt

Cost of equity (Ke) or the required rate of return for shareholders (Re) is derived from the Capital Asset Pricing Model (CAPM) as follows:

Ke (or Re)	=	$Rf + \beta (Rm - Rf)$
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Where:

Risk free rate (Rf) = 2.76% per annum, based on 30-year government bond yield (information as of February 28, 2025), which is currently the longest government bond continually issued and offered in the market under the assumption that FSS is on a going concern basis

Beta (β) = 1.28 times, based on the unlevered beta of FSX (2-year historical data up to February 28, 2025) which should reflect Beta of FSS as major revenue of the Company is derived from FSS, and adjusted with the estimated interest-bearing debt to equity ratio of FSS as of December 31, 2024

Market risk (Rm) = 8.00% per annum, which is the 30-year average rate of annual return from investment in the Stock Exchange of Thailand in 1996 to February 2025, which reflects return on long-term investment under the assumption that FSS's business is on a going concern basis

Kd = 4.50% per annum²⁵ (reference to long-term interest rate on loans from the Company as of December 31, 2024)

D/E ratio = 0.25 time, based on the interest-bearing debt to equity ratio of FSS as of December 31, 2024

T = The IFA assumed corporate income tax rate of 20% per annum

From the aforementioned assumptions, WACC is equal to 8.31% per annum.

Free cash flow to firm of the Company in 2025 – 2031 can be summarized as follows:

(Unit: Baht million)

FSS	2025F	2026F	2027F	2028F	2029F	2030F	2031F
EBITDA	82.26	159.49	221.80	244.89	272.82	270.18	275.77
Corporate income tax	0.00	0.00	0.00	0.00	(20.14)	(35.78)	(38.27)
Working capital	48.76	26.07	(24.16)	(3.11)	(22.36)	(38.86)	(66.10)
Capital expenditure	(65.23)	(71.91)	(77.44)	(80.47)	(83.97)	(85.55)	(87.77)
Free cash flow to firm	65.79	113.64	120.20	161.30	146.37	109.98	83.62
PV of FCFF	60.75	96.87	94.60	117.21	98.20	68.12	47.82

(Unit: Baht million)

FSS	Amount
Present value of free cash flow to firm as of December 31, 2024	583.57
Present value of terminal value	660.75
Total present value of free cash flow	1,244.32
Add: cash and cash equivalents as of December 31, 2024	164.66 ^{1/}
Less: interest-bearing debt as of December 31, 2024	(639.49) ^{2/}
Net present value of free cash flow	769.49
Total number of paid-up shares (shares)	581,403,025.00 ^{3/}
Net present value of free cash flow (Baht/share)	1.32

²⁵ The IFA assumes interest rate of long-term borrowings from the Company at 4.50% per annum.

In addition, the IFA has verified with long-term corporate debentures issued in January – February 2025 with the credit rating of BBB+ (similar to FSS), comprising of 13 issues with maturities in the range of 2 – 5 years. Interest rate of such debentures is in the range of 3.90% – 5.15% per annum, close to interest rate of long-term borrowings from the Company.

Remark:

- 1/ Cash and cash equivalent of Baht 164.66 million was derived from FSS's latest financial statements (in which investments are recognized under the equity method) as of December 31, 2024, audited by a certified public accountant.
- 2/ Comprises of short-term loans from financial institutions (promissory note) of Baht 90.00 million, debentures of Baht 493.35 million, and financial lease of Baht 56.14 million, based on FSS's latest financial statements (in which investments are recognized under the equity method) as of December 31, 2024, audited by a certified public accountant.
- 3/ Par value of Baht 1.60 per share.

Equity value of FSS based on this approach is equal to Baht 769.49 million, or equivalent to share value of Baht 1.32 per share.

Sensitivity Analysis

The IFA conducts sensitivity analysis on cash flows of the Company by adjusting the significant variables as follows:

Scenario 1: Adjust daily trading value on the SET and mai upward/downward by 2.50% from the base case.

In addition, the IFA adjusts the discount rate or WACC upward/downward by 2.50% from the base case (base case: discount rate = 8.31% per annum).

Results of the sensitivity analysis can be summarized as follows:

• Equity Value of FSS

(Unit: Baht million)

Equity Value of FSS	Discount Rate (% per annum)		
	8.52%	8.31% (Base Case)	8.10%
Scenario 1a: trading value +2.50%	725.02	756.39	789.55
Base case	738.39	769.49	802.34
Scenario 1b: trading value -2.50%	752.29	783.13	815.71

• Share Value of FSS

(Unit: Baht/share)

Share Value of FSS	Discount Rate (% per annum)		
	8.52%	8.31% (Base Case)	8.10%
Scenario 1a: trading value +2.50%	1.25	1.30	1.36
Base case	1.27	1.32	1.38
Scenario 1b: trading value -2.50%	1.29	1.35	1.40

From the sensitivity analysis, equity value of FSS is in the range of Baht 725.02 – 815.71 million, and share value of FSS is in the range of Baht 1.25 – 1.40 per share.

This share valuation is based on the historical financial information and business plan of FSS under the current economic condition and circumstances. If there is any change in the business plan and policies of FSS, as well as the government policy and the economic condition, or any unusual event that may cause a material variation from the current business operation of FSS or from the forecast and variables used herein, the projection constructed under the above assumptions may change significantly, leading to a relative change in the share value of FSS. In addition, the IFA has not taken into consideration future cash flows from digital asset brokerage business (only investment token) since FSS is in preparation process to apply for licenses to conduct other businesses related or connected to the securities business from the Securities and Exchange Commission (SEC) in accordance with the relevant notifications. The period of new business commencement and the extent to which FSS will be able to capture market share within the digital asset sector in the future remains uncertain since FSS has no experience in this digital asset brokerage business and trading value of digital assets is relatively limited. Furthermore, the volume of trading or issuance of investment token in Thailand is currently not substantial.

The Discounted Cash Flow Approach is the method that considers the historical operating results and the future growth prospects. Under this approach, net present value of cash flows is derived from the cash flows projection, which is based on various assumptions provided by FSS under the current economic conditions and circumstances. If there is any change in the future that materially affect the assumptions and variables used herein, the future operating results of FSS might not be as projected and the value of FSS share evaluated under this approach may change accordingly.

However, securities business is variable to stock market conditions, stock trading volumes, derivatives trading volume, economic conditions, domestic and international factors (investor confidence, foreign capital in/out flows, political stability, and domestic and international economic growth), which is hard to reasonably and reliably estimate. Recently, the SET has been greatly fluctuated. In addition, the IFA has not taken into consideration future cash flows from digital asset brokerage business (only investment token), since FSS is in preparation process to apply for licenses to conduct other businesses related or connected to the securities business from the Securities and Exchange Commission (SEC) in accordance with the relevant notifications. The period of new business commencement and the extent to which FSS will be able to capture market share within the digital asset sector in the future remains uncertain since FSS has no experience in this digital asset brokerage business and trading value of digital assets is relatively limited. Furthermore, the volume of trading or issuance of investment token in Thailand is currently not substantial. Therefore, the Independent Financial Advisor views that share valuation under this approach may not appropriate since volatility of securities and derivatives trading value depends on various factors, which is challenging to accurately and precisely estimate.

7. Summary of Opinion of the Independent Financial Advisor on the Selling Price of FSS Shares

Value of FSS shares derived from various valuation approaches can be summarized as follows:

FSS	Value of FSS Shares ^{1/} (Baht/share)	Selling Price of FSS Shares ^{2/} (Baht/share)	Selling Price is Higher (Lower) than Share Value of FSS	
			(Baht/share)	(%)
			(3) = (2) - (1)	(3) / (2)
1) Book Value Approach	4.41	4.7623	0.36	7.46%
2) Adjusted Book Value Approach	4.51	4.7623	0.25	5.24%
3) Market Value Approach	Unable to assess	4.7623	n.a.	n.a.
4) Price to Book Value Ratio Approach	3.51 – 4.24	4.7623	0.52 – 1.26	10.97% - 26.37%
5) Price to Earnings Ratio Approach	Unable to assess	4.7623	n.a.	n.a.
6) Discounted Cash Flow Approach	1.25 – 1.40	4.7623	3.36 – 3.51	70.54% - 73.81%
	Base case: 1.32	4.7623	Base case: 3.44	Base case: 72.21%

Remark: 1/ Par value of Baht 1.60 per share.

2/ The Company will dispose 296,515,543 ordinary shares of FSS with par value of Baht 1.60 per share to FST 1, equivalent to 51.00% of total issued shares of FSS, at the price of Baht 4.7623 per share, totaling Baht 1,412,095,970.43.

As shown in the above table, value of FSS shares derived from various valuation approaches is in a range of Baht 1.25 – 4.51 per share.

The Book Value Approach reflects operating results and status of FSS at a given period based on its past performance without taking into account its real asset value and future profitability, as well as the overall economic and industry outlook. Thus, the valuation of FSS shares under this approach could not reflect the actual value of the shares.

The Adjusted Book Value Approach, under which adjustments are made to certain accounting items, reflects current market value of FSS's assets better than the Book Value Approach. This approach reflects market value of assets, tax saving from losses carried forward, and events after the financial statement date. In this case, the adjustment is made on tax saving from losses carried forward. However, it does not reflect future profitability of FSS. Therefore, share valuation under the Adjusted Book Value Approach might not reflect an appropriate value of FSS.

Market Value Approach, CapAd is unable to apply the Market Value Approach in determining fair value of FSS shares since FSS is not listed on the SET or any other secondary markets.

The Price to Book Value Ratio Approach estimates value of FSS shares using historical financial performance of FSS as of December 31, 2024, from FSS's latest financial statements (in which investments are recognized under the equity method), to compare with P/BV ratios of 9 comparable SET-listed and mai-listed companies²⁶ in the Financials Industry, Finance & Securities Sector, who engage in similar securities brokerage business to FSS. When there are sufficient comparable companies, the reference P/BV ratios of comparable companies should be an appropriate benchmark and reasonably

²⁶ Please refer to information of comparable companies in Part 3 – Transaction 1, Clause 4 of this report.

reflect investors' expectation on a share price of a company in the same business. Even though book value represents only past operating performance, which may not reflect future profitability of FSS, the P/BV Ratio Approach has generally been applied and widely accepted in share valuation of financial institution, which fluctuates according to capital and money market conditions. With regards to the fluctuation of capital and money market conditions, the IFA is of the opinion that share valuation under this approach should reflect an appropriate value of FSS shares under the current circumstances.

The Price to Earnings Ratio Approach, the IFA is unable to evaluate fair value of FSS ordinary shares using the Price to Earnings Ratio Approach since FSS had operating losses in the past 12 months ended December 31, 2024.

The Discounted Cash Flow Approach is the method that considers the historical operating results and the future growth prospects. Under this approach, net present value of cash flows is derived from the cash flows projection, which is based on various assumptions provided by FSS under the current economic conditions and circumstances. If there is any change in the future that materially affect the assumptions and variables used herein, the future operating results of FSS might not be as projected and the value of FSS shares evaluated under this approach may change accordingly.

However, securities business is variable to stock market conditions, stock trading volumes, derivatives trading volume, economic conditions, domestic and international factors (investor confidence, foreign capital in/out flows, political stability, and domestic and international economic growth), which is hard to reasonably and reliably estimate. Recently, the SET has been greatly fluctuated. In addition, the IFA has not taken into consideration future cash flows from digital asset brokerage business (only investment token), since FSS is in preparation process to apply for licenses to conduct other businesses related or connected to the securities business from the Securities and Exchange Commission (SEC) in accordance with the relevant notifications. The period of new business commencement and the extent to which FSS will be able to capture market share within the digital asset sector in the future remains uncertain since FSS has no experience in this digital asset brokerage business and trading value of digital assets is relatively limited. Furthermore, the volume of trading or issuance of investment token in Thailand is currently not substantial. Therefore, the Independent Financial Advisor views that share valuation under this approach may not appropriate since volatility of securities and derivatives trading value depends on various factors, which is challenging to accurately and precisely estimate.

CapAd is of the opinion that the most appropriate approaches to value the FSS shares is the Price to Book Value Ratio Approach as it reflects investors' expectation on a share price of a company in the same business compared to its book value and the P/BV Ratio Approach has generally been applied and widely accepted in share valuation of financial institution. CapAd views that **fair value of FSS shares is equal to Baht 3.51 – 4.24 per share**, which is lower than the selling price of FSS shares of Baht 4.7623 per share by Baht 0.52 – 1.26 per share or 10.97% - 26.37% lower than the selling price of FSS shares. **Therefore, the IFA is of the opinion that selling price of FSS shares of Baht 4.7623 per share is appropriate as it is higher than fair value of FSS shares.**

Opinion of the Independent Financial Advisor on the payment term

FST 1 will pay the total consideration for the Disposition of FSS Ordinary Shares to the Company in the amount of Baht 1,412,095,970.43 upon the completion of a 15-year term from the Closing Date. FST 1 will also pay annual interest for the Share Consideration at a rate equal to the average of the Minimum Loan Rate (MLR) of 4 commercial banks as of the commencement date of each interest period. Such rate is comparable to interest rate on loan of similar type if FST 1 was to borrow from financial institutions/the third party. In addition, FST 1 will pledge 296,515,543 ordinary shares of FSS to the Company.

The Independent Financial Advisor is of the opinion that the terms and payment conditions is inappropriate as it is special payment terms and conditions, which is not a normal terms and conditions of share purchase transaction. Typically, the settlement of share purchase transactions occurs on the transaction date or within a specified and relatively short period while the payment period in this transaction extends to 15 years. However, this transaction involving the disposal of FSS shares is merely a restructuring of the Company's shareholding in FSS. In the event that payment for the share purchase would be made in cash on the transaction date (the standard share payment condition), FST 1 would be required to secure loans from the third party (or have the Company secure loans for FST 1).

Consequently, the Company's consolidated financial statements would reflect an increase in loan liabilities, along with the obligation to pay loan interest to the third party.

Part 3 – Transaction 2: The Appropriateness of the Terms and Conditions of the Provision of Financial Assistance to FST 1

According to the payment terms and conditions of the Disposition of FSS Ordinary Shares, this transaction constitutes a financial assistance transaction with a connected person (Provision of Financial Assistance to FST 1). Thus, the IFA will assess the appropriateness of the terms and conditions of the Provision of Financial Assistance to FST 1 as if it was a long-term loan agreement with FST 1 for a period of 15 years, with the purpose of using the funds to pay the consideration for the Disposition of FSS Ordinary Shares, amounting to Baht 1,412,095,970.43, to the Company.

Summary of key terms and conditions of the Provision of Financial Assistance to FST 1 are as follows:

Provision of Financial Assistance to FST 1	
Lender	Finansia X Public Company Limited
Borrower	FST 1 Company Limited
Amount	Baht 1,412,095,970.43
Term	15 years
Interest rate	The average of the Minimum Loan Rate (MLR) ^{1/} of 4 commercial banks as determined at the beginning of each interest period.
Principal repayment and interest payment	Interest shall be paid on annually, whereas the first interest payment shall be made at the end of 2025 ^{2/} and the last interest payment shall be made at the end of term (Year 15). <ul style="list-style-type: none"> - The first interest period shall commence on the Completion Date and end on December 31, 2025 (which is the last business day of the first year); - Each subsequent interest payment shall be made at the end of the following years (interest payment in Year 2 shall be calculated from December 31, 2025 until the last business day of 2026 and paid on the last business day of 2026, and the interest calculation and payment shall be calculated in such manner until the end of the term. The principal repayment shall be made at the end of the term (Year 15)
Collateral	Pledge 296,515,543 ordinary shares of FSS, equivalent to 51% of total issued shares of FSS, to the Company.

Remark:

- 1/ The interest rate is comparable to loan of similar type if FST 1 was to borrow from financial institutions/the third party.
- 2/ The first interest period shall commence on the Completion Date (which is expected to be on June 30, 2025) and end on December 31, 2025 (which is the last business day of the first year).

Opinion of the Independent Financial Advisor on Terms and Conditions of the Provision of Financial Assistance to FST 1 (Similar to Long-term Loan Agreement with FST 1)

• Interest Rate

In determining the appropriateness of interest rest of loan to FST 1, the Independent Financial Advisor has considered interest rate of loan to FST 1 and compare to (1) the Company's borrowing cost as of December 31, 2024, (2) the interest rate that the Company receives from loans to companies in its group, and (3) the Company's borrowing cost in the event that the Company must secure loan from the capital market and/or money market to lend to FST 1. The summary is as follows:

Interest Rate Comparison	(1) The Company's Borrowing Cost as of December 31, 2024	(2) Interest rate that the Company Receives from Loans to Companies in its Group	(3.1) Interest Rate from Capital Market ^{3/}	(3.2) Money Market Interest Rate
Instruments	Long-term unsecured debentures	Long-term loans	Long-term unsecured debentures	Long-term loan from financial institutions
Interest rate	4.50% p.a. ^{1/}	3.60% – 4.50% p.a. ^{2/}	3.90% – 5.15% p.a. ^{3/}	MLR +/- Margin as agreed with financial institutions (MLR = 6.825% - 7.050% p.a. = Average of 6.8813% p.a.) ^{4/}

Remark:

- 1/ As of December 31, 2024 (Company only), interest-bearing debt from the issuance of debentures was at Baht 165.00 million, with a 2-year term (September 5, 2024 – September 5, 2026) and interest rate of 4.50% per annum (Issuer Credit Rating BBB+(tha)).
- 2/ As of February 28, 2025, the Company provided loans to 2 related companies at a total of Baht 443.53 million. Summary of key terms and conditions is as follows:

Borrower	Date	Outstanding Amount as of Feb 28, 2025 (Baht million)	Term (Years)	Interest rate (% p.a.)	Repayment Conditions	Collateral
FST 3	7/6/2024	13.53	At call	3.60	At call	None
FSS	15/8/2024	230.00	2 years	4.50	2 years (upon the expiration of the term, if neither party provides notice of termination, the loan shall be deemed to be automatically renewed)	None
FSS	28/2/2025	200.00	2 years	4.50		None
Total		443.53				

- 3/ In the event that the Company raises funds through the issuance of debentures, given that the Company has a credit rating of BBB+(tha), the Independent Financial Advisor has considered data regarding the issuance and offering of long-term corporate debentures during January – February 2025 for issuers with a credit rating of BBB+. The summary is as follows:

Issuer	Credit Rating	Issued Month	Term (years)	Amount (Baht million)	Coupon (% p.a.)	Distribution
BTS Group Holdings PCL.	BBB+	Jan. 2025	2.00	9,098.00	4.30	PO
BTS Group Holdings PCL.	BBB+	Jan. 2025	5.00	902.00	4.80	PO
SC Asset Corporation PCL.	BBB+	Jan. 2025	3.00	2,400.00	4.20	II/HNW
Sansiri PCL.	BBB+	Jan. 2025	2.00	1,985.74	3.90	PO
Sansiri PCL.	BBB+	Jan. 2025	3.00	2,615.83	4.20	PO
Sansiri PCL.	BBB+	Jan. 2025	4.00	2,398.43	4.50	PO
Thoresen Thai Agencies PCL.	BBB+	Jan. 2025	2.20	800.00	4.40	PO
Origin Property PCL.	BBB+	Feb. 2025	2.10	454.40	4.50	PO
Origin Property PCL.	BBB+	Feb. 2025	3.00	373.70	4.85	PO
Origin Property PCL.	BBB+	Feb. 2025	4.00	671.90	5.15	PO
Srisawad Capital 1969 PCL.	BBB+	Feb. 2025	2.00	575.00	4.50	PO
Srisawad Capital 1969 PCL.	BBB+	Feb. 2025	3.00	479.30	4.90	PO
Srisawad Capital 1969 PCL.	BBB+	Feb. 2025	4.00	545.70	5.05	PO
Total				23,300.00		

Source: www.thaibma.or.th

- 4/ Average MLR of 4 largest financial institutions in Thailand as of March 7, 2025. (Source: www.bot.or.th)
MLR (Minimum Loan Rate) is a lending rate that a financial institution charges its prime major customers on term loans.

Based on the table above, the interest rate that the Company will receive from the loan to FST 1 at the MLR (as of March 7, 2025, the average MLR of 4 commercial banks is 6.8813% per annum) is higher than (1) interest rate that the Company currently pays to its debenture holders, (2) the interest rate that the Company charges from FSS, and (3) the Company's new loan interest rate in the event that the Company needs to secure new funding from the money market and/or capital market, which would have coupon rates of 3.90% – 5.15% per annum, depending on the debenture term. Alternatively, in the case of borrowing from financial institutions, it would mostly be referred to the MLR rate, but with adjustments for discounts/premiums as agreed with the financial institutions.

Therefore, the interest rate on loan to FST 1 at MLR is considered appropriate, as it is higher than the Company's long-term borrowing costs and exceeds the interest rate on loan to FSS. Moreover, the MLR rate is a floating interest rate, which reflects the interest rate environment over time. However, this financial assistance to FST 1 is merely a restructuring of the group's business. In the event that the Company provides a loan to FST 1, there shall be no actual cash inflow or outflow (*the Company lends money to FST 1 to pay for FSS shares to the Company in the same amount*) and the Company does not have the obligation to secure additional funding for this transaction.

• Principal Repayment and Interest Payment

Interest shall be paid on the annual basis and the principal repayment shall be made on the end of the term (Year 15).

The Independent Financial Advisor opines that the conditions on principal and interest repayment do not align with the standard conditions of a long-term loan agreement. Repayment of long-term loans with financial institutions typically involves gradual principal repayments, especially for loans with a 15-year term, rather than a lump-sum repayment in the final year. Furthermore, the majority of long-term corporate debentures have a maturity period of no more than 10 years. Therefore, a principal repayment period of 15 years may be excessively long.

- **Collateral**

FST 1 will pledge all of its 296,515,543 ordinary shares of FSS, equivalent to 51% of total issued shares of FSS, to the Company.

In the event that FST 1 is unable to repay the loan principal and interest, the Company can seize the collateral and sell such shares to other investors. However, the selling price may be higher or lower than the outstanding principal and interest. Furthermore, the IFA opines that the conditions on the provision of collateral do not align with the standard terms of a loan agreement with shares collateral as the loan-to-collateral value typically does not exceed 60% of share value, depending on the quality of the shares provided as collateral.

Conclusively, the Independent Financial Advisor is of the opinion that:

- The interest rate on loan to FST 1 is considered **appropriate**, as it is higher than the Company's long-term borrowing costs and exceeds the interest rate on loan to FSS. Additionally, the MLR rate is a floating interest rate, reflecting the interest rate environment over time.
- The conditions of interest payment and principal repayment are **inappropriate** and do not align with the standard conditions of a long-term loan agreement as repayment of long-term loans with financial institutions typically involves gradual principal repayments, especially for loans with a 15-year term, rather than a lump-sum repayment in the final year. Furthermore, the majority of long-term corporate debentures have a maturity period of no more than 10 years. Therefore, a principal repayment period of 15 years may be excessively long.
- The conditions on loan collateral are **inappropriate** and do not align with the standard conditions of a loan agreement with shares collateral as the loan-to-collateral value is higher than the typical collateral requirements.

However, this loan to FST 1 is merely a restructuring of the group's business. In the event that the Company provides a loan to FST 1, there shall be no actual cash inflow or outflow (the Company lends money to FST 1 to pay for FSS shares to the Company in the same amount.), and the Company does not have the obligation to secure additional funds for this transaction. Furthermore, the Company incurs no additional interest expense.

Part 4: Summary of Opinion of the Independent Financial Advisor

Please refer to the opinion of the Independent Financial Advisor in **"Executive Summary"** on page 8 of this report.

However, shareholders should carefully study all documents and information attached to the notice to this shareholders' meeting for the sake of their own decision making. Decision whether to approve the Asset Disposition Transaction and Connected Transaction rests primarily and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that it cautiously provides the above opinion in accordance with professional standard for the benefit of the shareholders.

Sincerely Yours,

The Independent Financial Advisor
Capital Advantage Co., Ltd.

- Patchara Netsuwan -

(Mr. Patchara Netsuwan)
Chief Executive Officer

- Nirinpat Sangudomlert -

(Mrs. Nirinpat Sangudomlert)
Supervisor

Attachment 1

Business Overview and Operating Performance of Finansia Syrus Securities Public Company Limited

1. General information

Company name : Finansia Syrus Securities Public Company Limited (FSS)

Main business : Engage in (1) securities brokerage business, (2) derivatives brokerage business, (3) investment banking business, (4) investment-related business, (5) wealth management business, (6) derivative warrants business, (7) global trading business, (8) securities borrowing and lending business, and (9) bond trading business

Head office : 999/9, The Offices at Central World, 18th Floor, Rama I Road, Pathumwan, Bangkok

Registered capital : Baht 930,244,840, divided into 581,403,025 ordinary shares at par value of Baht 1.60 per share

Paid-up capital : Baht 930,244,840, divided into 581,403,025 ordinary shares at par value of Baht 1.60 per share

2. Business Overview

FSS was established on 11 February 2004 to operate securities business in Thailand. FSS has a license to operate Type A securities business, namely (1) securities brokerage, (2) securities dealing, (3) investment advisory service, (4) securities underwriting, (5) securities borrowing and lending (principal and agent), and (6) private fund management. FSS also operates derivatives business under the Derivatives Act B.E. 2546 (2003) (and its amendments) and has been granted Type Sor-1 derivatives business license, namely (1) derivatives brokerage and (2) derivatives dealing. FSS is a member of the Stock Exchange of Thailand No. 24 and a member of the Thai Bond Market Association, which operates securities business under the Securities and Exchange Act B.E. 2535 (and its amendments). Moreover, FSS has been approved by the SEC to operate other businesses, namely (1) financial advisor; (2) selling agent; and (3) bond dealer of the Thai Bond Market Association.

3. Board of Directors

As of November 19, 2024, Board of Directors of FSS consists of 7 directors as follows:

Name	Position
1. Mr. Chatchaval Jiaravanon ^{1/}	Director
2. Mr. Varah Sucharitakul	Director
3. Mr. Seksan Chunsereechai	Director
4. Mr. Chungchai Nawongs ^{1/2/}	Director and Chief Executive Officer
5. Mr. Somphop Keerasuntongpong ^{1/2/}	Director and President
6. Pol. Gen. Visanu Prasattongsoth	Director
7. Mr. Kittisak Bencharit	Director

Source: Affidavit of FSS as of November 19, 2024

Remark: 1/ Authorized directors are Mr. Somphop Keerasuntongpong, Mr. Chungchai Nawongs, Mr. Chatchaval Jiaravanon, Mr. Varah Sucharitakul, total two directors co-sign and affix the company's seal.

2/ Directors who are executive of FSS

4. Shareholder Structure

As of December 30, 2024, FSS had registered and paid-up capital of Baht 930,244,840, divided into 581,403,025 ordinary shares at par value of Baht 1.60 per share. Details of shareholders are as follows:

Shareholder Name	Number of Shares	Shareholding (%)
1. Finansia X Public Company Limited ^{1/}	579,919,461	99.74
2. Other minority shareholders	1,483,564	0.26
Total	581,403,025	100.00

Source: List of shareholders of FSS as of December 30, 2024

Remark:

1/ Finansia X Public Company Limited (FSX) (Source: <https://www.set.or.th> and Form 56-1 One-Report)

Registered capital Baht 1,855,774,275.20, divided into 1,159,858,922 ordinary shares at par value of Baht 1.60 per share

Paid-up capital Baht 1,310,186,843.20, divided into 818,866,777 ordinary shares at par value of Baht 1.60 per share

Shareholder structure as of December 30, 2024, latest book closing date of FSX

Shareholder Name	Number of Shares	Shareholding (%)
1. Capital Asia Investments Pte. Ltd. for Pilgrim Finansia Investment Holding Pte. Ltd. ^{1/}	197,669,978	24.14
2. Thai NVDR Company Limited ^{2/}	106,201,919	12.97
3. Ms. Cattaliya Beevor	81,882,600	10.00
4. MIB Securities (Hong Kong) Limited ^{3/}	64,663,609	7.90
5. Ms. Suparat Sangamuang	63,256,422	7.72
6. Industrial and Commercial Bank of China (Thai) Public Company Limited ^{3/}	58,140,302	7.10
7. Mr. Suthipoj Ariyasuthivong	41,661,700	5.09
8. Morgan Stanley & Co. International Public Company Limited	40,191,611	4.91
9. Mrs. Suporn Wattanavekin	12,501,527	1.53
10. Mr. Watchara Kaewsawang	10,000,000	1.22
Total of top 10 shareholders	676,169,668	82.58
Other shareholders	142,697,109	17.42
Total	818,866,777	100.00

Remark:

- 1/ Founder and major shareholder of Capital Asia Investments Pte. Ltd. for Pilgrim Finansia Investment Holding Pte. Ltd. is Mr. Chungchai Nawongs, who holds 100% of Pilgrim Finansia Investment Holding Pte. Ltd.
- 2/ Shareholders in Thai NVDR Company Limited, who hold Non-Voting Depository Receipts (NVDRs), do not have voting rights at shareholders' meetings, except in cases where voting rights are exercised to resolve on the delisting of shares from the Stock Exchange of Thailand.
- 3/ MIB Securities (Hong Kong) Limited and Industrial and Commercial Bank of China (Thai) Public Company Limited hold FSX shares under supervision of Industrial and Commercial Bank of China Limited.

5. Financial Highlights

- Consolidated statement of financial position and statement of financial position, in which investments are recognized under the equity method, for the year ended December 31, 2022, 2023, and 2024

Statement of Financial Position (Unit: Baht million)	Consolidated Financial Statement December 31, 2022		Financial Statements in which Investments are Recognized under the Equity Method December 31, 2023		Financial statements in which Investments are Recognized under the equity method December 31, 2024	
	Audited ^{1/2/}		Audited ^{1/2/}		Audited ^{1/2/}	
	Amount	%	Amount	%	Amount	%
Assets						
Cash and cash equivalents	461.15	5.75	138.60	2.31	164.66	3.59
Receivables from Clearing House and broker-dealers	1,044.35	13.03	1,204.63	20.10	442.23	9.63
Securities and derivatives business receivables	4,392.87	54.80	2,836.33	47.33	2,838.45	61.83
Accrued fees and service income	31.69	0.39	4.61	0.08	3.96	0.09
Derivatives assets	0.33	0.00	-	-	1.87	0.04
Investments	561.30	7.00	179.07	2.99	138.77	3.02
Loans to parent company	-	-	700.00	11.68	-	-
Loans to employees	2.89	0.04	1.55	0.02	0.24	0.01
Investments in an associate	141.95	1.77	142.97	2.39	143.88	3.13
Equipment	485.71	6.06	104.76	1.75	97.10	2.11
Right-of-use assets	200.88	2.51	153.93	2.57	124.02	2.70
Intangible assets	212.45	2.65	209.81	3.50	312.87	6.81
Deferred tax assets	47.45	0.59	37.91	0.63	28.50	0.62
Other assets	433.52	5.41	278.70	4.65	294.54	6.42
Total assets	8,016.55	100.00	5,992.87	100.00	4,591.09	100.00
Liabilities						
Borrowings from financial institutions	-	-	400.00	6.67	90.00	1.96
Payables to Clearing House and broker-dealers	1,051.95	13.12	41.66	0.70	112.15	2.44
Securities and derivatives business payables	2,242.57	27.97	1,704.27	28.44	978.74	21.32
Derivatives liabilities	51.01	0.64	-	-	-	-
Debt issued	971.00	12.11	713.40	11.90	493.35	10.75
Tax payables	26.40	0.33	-	-	-	-
Provisions	47.53	0.59	55.75	0.93	39.29	0.86
Provision for long-term employee benefits	132.01	1.65	101.44	1.69	112.17	2.44
Lease liabilities	121.60	1.52	91.66	1.53	56.14	1.22
Other liabilities	524.46	6.54	219.34	3.66	147.06	3.20
Total liabilities	5,168.53	64.47	3,327.52	55.52	2,028.90	44.19
Shareholders' equity						
Issued and paid-up share capital						

Statement of Financial Position (Unit: Baht million)	Consolidated Financial Statement December 31, 2022		Financial Statements in which Investments are Recognized under the Equity Method December 31, 2023		Financial statements in which Investments are Recognized under the equity method December 31, 2024	
	Audited ^{1/2/}		Audited ^{1/2/}		Audited ^{1/2/}	
	Amount	%	Amount	%	Amount	%
1,159,858,922 ordinary shares of Baht 1.60 per share	930.24	11.60	930.24	15.52	930.24	20.26
Share premium	620.89	7.75	620.89	10.36	620.89	13.52
Capital reserve for share-based payment transactions	0.32	0.00	0.32	0.01	0.32	0.01
Deficit from change in shareholding in subsidiary	(0.05)	(0.00)	-	-	-	-
Retained earnings						
Appropriated – statutory reserve	93.02	1.16	93.02	1.55	93.02	2.03
Unappropriated	1,200.01	14.97	1,017.65	16.98	915.56	19.94
Other component of owners' equity	3.58	0.04	3.22	0.05	2.15	0.05
Total shareholders' equity	2,848.02	35.53	2,665.35	44.48	2,562.19	55.81

Remark:

- 1/ Financial statements for the year ended December 31, 2022, 2023 and 2024 were audited by EY Office Limited, a certified public accountant who is on the approved list of the SEC.
- 2/ According to the capital restructuring plan of FSX Group, FSX acquired ordinary shares of all FSS's subsidiaries on September 29, 2023. Thus, FSS shall have only an associate, namely SBI Royal Securities Public Company Limited with 20.01% shareholding.

- Consolidated statement of comprehensive income and statement of comprehensive income, in which investments are recognized under the equity method, for the year ended December 31, 2022, 2023, and 2024

Statement of Comprehensive Income (Unit: Baht million)	Consolidated Financial Statements December 31, 2022		Financial statements in which Investments are Recognized under the Equity Method December 31, 2023		Financial Statements in which Investments are Recognized under the Equity Method December 31, 2024	
	Audited ^{1/2/}		Audited ^{1/2/}		Audited ^{1/2/}	
	Amount	%	Amount	%	Amount	%
Revenues						
Brokerage fees income	1,563.70	67.78	980.16	64.33	868.82	64.45
Fees and service income	375.20	16.26	130.98	8.60	93.10	6.91
Interest income	197.00	8.54	265.79	17.44	302.25	22.42
Gain and return on financial instruments	96.60	4.19	82.68	5.43	22.65	1.68
Shares of gain from investments in an associate	4.10	0.18	2.06	0.14	2.25	0.17
Other income	70.43	3.05	62.09	4.07	58.93	4.37
Total revenues	2,307.03	100.00	1,523.76	100.00	1,348.00	100.00
Expenses						
Employee benefits expenses	1,110.62	48.14	781.16	51.27	670.39	49.73
Fees and service expenses	272.55	11.81	194.94	12.79	153.52	11.39
Interest expenses	61.69	2.67	65.65	4.31	64.34	4.77
(Reversal) expected credit losses	(2.52)	(0.11)	0.00	0.00	0.26	0.02
Other expenses	584.20	25.32	572.92	37.60	552.72	41.00
Total expenses	2,026.54	87.84	1,614.67	105.97	1,441.23	106.92
Profit (loss) before income tax	280.49	12.16	(90.91)	(5.97)	(93.23)	(6.92)
Income tax	(59.06)	(2.56)	(4.99)	(0.33)	(6.23)	(0.46)
Profit (loss) for the period from continuing operations	221.44	9.60	(95.89)	(6.29)	(99.46)	(7.38)
Discontinued operations	(13.97)	(0.61)	(35.99)	(2.36)	-	-
Profit (loss) for the period	207.46	8.99	(131.88)	(8.65)	(99.46)	(7.38)

Remark:

- 1/ Financial statements for the year ended December 31, 2022, 2023 and 2024 were audited by EY Office Limited, a certified public accountant who is on the approved list of the SEC.
- 2/ According to the capital restructuring plan of FSX Group, FSX acquired ordinary shares of all FSS's subsidiaries on September 29, 2023. Thus, FSS shall have only an associate, namely SBI Royal Securities Public Company Limited with 20.01% shareholding.

Management Discussion and Analysis of FSS

Key Operating Performance

In 2022 – 2024, brokerage fee income of FSS was Baht 1,563.70 million, Baht 980.16 million, and Baht 868.82 million, respectively, decreased by 37.32% and 11.36% from the prior year, which was consistent with declining trading value of the market. Daily turnover value (*excluding proprietary trade*) decreased from Baht 70.66 billion, to Baht 49.41 billion and Baht 43.50 billion, respectively, decreased by 30.07% and 12.33% from the prior year. Market share of FSS in 2022 - 2024 was 5.34% (3rd ranking), 4.59% (8th ranking), and 4.40% (7th ranking), respectively.

Fees and service income in 2022 – 2024 was Baht 375.20 million, Baht 130.98 million, and Baht 93.10 million, respectively, decreased by 65.09% and 28.92% from prior year. Fees and service income decreased mainly due to lower underwriting fee from equity and debt securities.

Interest income in 2022 – 2024 was Baht 197.00 million, Baht 265.79 million, and Baht 302.25 million, respectively, increased by 34.92% and 13.72 from prior year. The increase in interest income was mainly due to the increase in money market interest rates, which led to higher interest rates on deposits and government bonds.

Employee expenses in 2022 – 2024 were Baht 1,110.62 million, Baht 781.16 million, and Baht 670.39 million, respectively, decreased by 29.66% and 14.18% from prior year. The decrease of employee expenses was mostly from the decrease in employee compensation, which is variable to trading value, and from the capital and business restructuring plan of the Group.

Fees and service expenses in 2022 – 2024 were Baht 272.55 million, Baht 194.94 million, and Baht 153.52 million, respectively, decreased by 28.48% and 21.25% from the prior year as most of fees and service expenses were variable expenses to trading value, which was declining.

Net profit in 2022 was Baht 207.46 million, while FSS reported net losses in 2023 – 2024 of Baht 131.88 million and Baht 99.46 million, respectively. This was primarily attributed to a decline in total revenue, particularly a reduction in brokerage fee income which correlated with lower securities trading value. Meanwhile, FSS incurred significant fixed expenses, including employee salaries and benefits, administrative expenses, depreciation and amortization, and premise and equipment expenses.

Financial Positions

Assets

At the end of 2022 – 2024, FSS had total assets of Baht 8,016.55 million, Baht 5,992.87 million, and Baht 4,591.09 million, respectively, decreased by 25.24% and 23.39% from previous year. The decrease in total assets was primarily attributable to the decrease in securities and derivatives business receivables.

Liabilities

At the end of 2022 – 2024, FSS had total liabilities of Baht 5,168.53 million, Baht 3,327.52 million, and Baht 2,028.91 million, respectively, decreased by 35.62% and 39.03% from previous year. The decrease in total liabilities was primarily attributable to the decrease in securities and derivatives business payables, payables to Clearing House and broker-dealers, as well as borrowings from financial institutions and debt issued.

Shareholders' equity

At the end of 2022 – 2024, FSS had shareholders' equity of Baht 2,848.02 million, Baht 2,665.35 million, and Baht 2,562.19 million, or decreased by 6.41% and 3.87% from previous year, respectively. The decrease in shareholders' equity was primarily attributable to operating loss in 2023 – 2024 and dividend payments.

Attachment 2

Industry Outlook and Competition in Securities Business

- **Thai Economy**

The Thai Economy in Q4/2024 expanded by 3.2% (%YoY), accelerating from a growth of 3.0% in the previous quarter. After seasonally adjusted, the economy grew by 0.4% from Q3/2024 (%QoQ).

The Thai economy in 2024 grew by 2.5%, accelerating from 2.0% in 2023. Private consumption expenditure expanded by 4.4% while government consumption expenditure increased by 2.5%. Meanwhile, public investment grew by 4.8%, whereas private investment declined by 1.6%. Additionally, the export value of goods in USD expanded by 5.8%. Average headline inflation was 0.4%, and the current account recorded a surplus of 2.3% of GDP.

The Office of the National Economic and Social Development Council expects the Thai economy in 2025 to expand in the range of 2.3% – 3.3% (with the midpoint projection of 2.8%). Key supporting factors include: (1) the increase in government expenditure, (2) the continued expansion of private consumption and the recovery of private investment, (3) the sustained recovery of the tourism sector and related services, and (4) the continual growth of merchandise exports. Therefore, private consumption expenditure and investment are expected to increase by 3.3% and 3.2%, respectively. Export value of goods in USD is expected to grow by 3.5%. Headline inflation is estimated to be in the range of 0.5% – 1.5% and the current account is projected to record a surplus of 2.5% of GDP.

(Source: NESDC News, Re: Thai Economic Performance in Q4/2024 and the outlook for 2025)

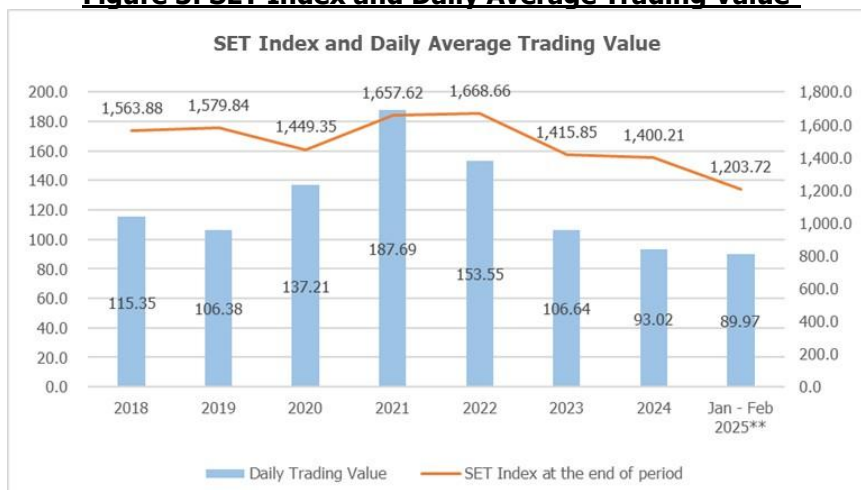
- **Industry Outlook and Competition**

At the end of 2023, SET Index closed at 1,415.85 points, decreased by 15.15% compared to the end of 2022, amidst challenging factors throughout the year. The Thai stock market was impacted by external factors such as high policy interest rates in many countries, geopolitical conflicts, and various domestic issues that affected investor confidence (such as the introduction of Program Trading, the naked short selling transactions, and corporate governance problems in many listed companies).

At the end of 2024, SET Index closed at 1,400.21 points, slightly lower than previous year. The SET Index closed on the lowest at 1,274.01 points (on August 6, 2024) and the highest at 1,495.02 points (on October 17, 2024). The SET Index improved in the second half of 2024, increased by 7.6% compared to the first half of 2024. When compared with the SET Index of the previous year, SET Index in 2024 decreased by 1.1%.

The International Monetary Fund (IMF) trimmed its 2025 global GDP forecast amid concerns over geopolitical conflicts and economic decoupling that could heighten volatility and dampen global economic recovery. This echoes the Federal Reserve (Fed)'s outlook as the Fed, despite its decision to cut interest rates by 25 basis points to 4.25% - 4.50% at the mid-December 2024 meeting, signalled that implementing expansionary monetary policy may be challenging. Consequently, the stock market responded negatively in the short term.

(Source: SET News: SET market report for December and full-year 2024, <https://www.set.or.th/en/market/news-and-alert/newsdetails?id=93120400&symbol=SET>)

Figure 3: SET Index and Daily Average Trading Value*

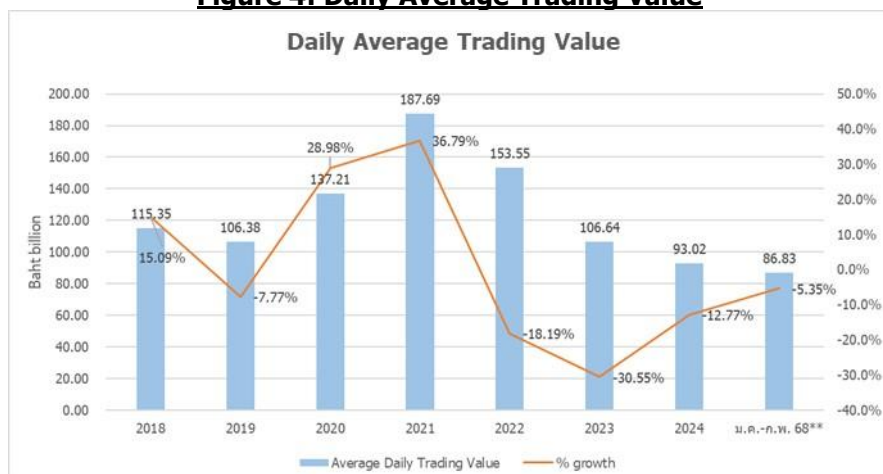
Source: www.setsmart.com

Remark: * Trading value on the Stock Exchange of Thailand (SET) and The Market for Alternative Investment (mai).

- Trading value

Total trading values on the Stock Exchange of Thailand (SET) and The Market for Alternative Investment (mai) in the past 3 years (2022 – 2024) has continuously decreased from Baht 37,004.51 billion to Baht 25,913.89 billion, and to Baht 22,697.36 billion, respectively. Daily average trading value was Baht 153.55 billion, Baht 106.64 billion, and Baht 93.02 billion, respectively, decreased by 18.19%, 30.55%, and 12.77% from previous year, respectively. (Please refer to Figure 4)

From January 1, 2025 – February 25, 2025, total trading value was Baht 3,299.63 billion, equivalent to the daily average trading value of Baht 86.83 billion, decreased by 5.35% from the same period of previous year.

Figure 4: Daily Average Trading Value*

Source: www.setsmart.com

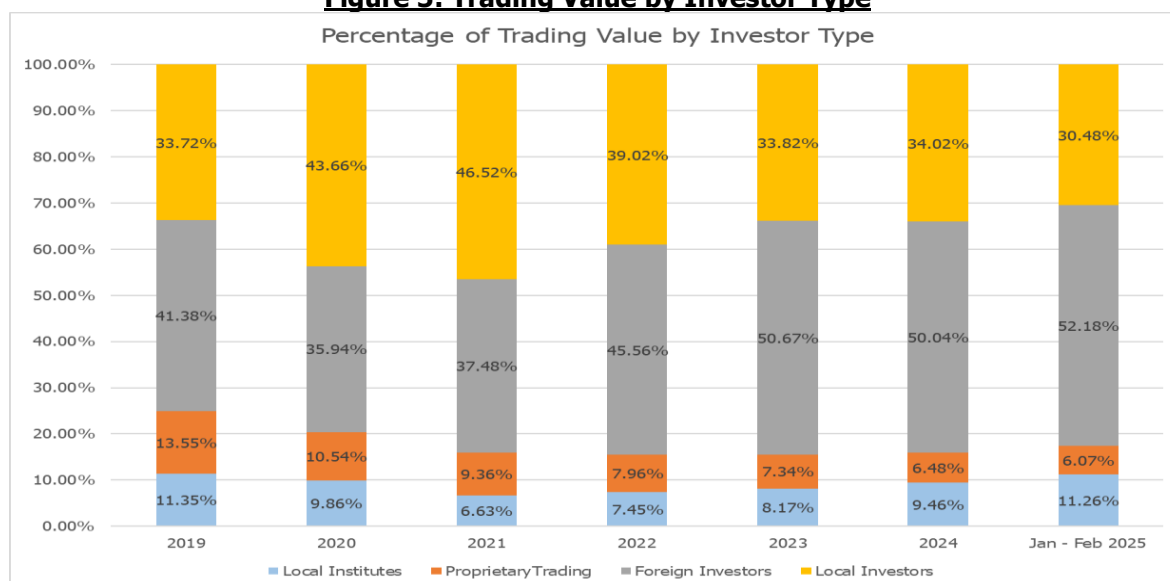
Remark: * Trading value on the Stock Exchange of Thailand (SET) and The Market for Alternative Investment (mai)

** Compared with daily average trading value of the same period of 2024

- Trading value by investor type

In the past 3 years (2022 – 2024), local investors' participation has continuously decreased from 39.02% in 2022 to 33.82% and 34.02% in 2023 – 2024, respectively, while foreign investors' participation has increased from 45.56% in 2022 to 50.67% and 50.04% in 2023 – 2024, respectively. (Please refer to Figure 5)

From January 1, 2025 – February 25, 2025, local investors' participation was 30.48%, while foreign investors' participation and local institutional investors' participation increased to 52.18% and 11.26%, respectively.

Figure 5: Trading Value by Investor Type

Source: www.setsmart.com

- Securities Brokerage Business**

As of February 25, 2025, the SEC granted securities brokerage license to 43 companies.

Market share of top 11 brokers in 2022 – 2024 and in January 1, 2025 – February 25, 2025 can be summarized as follows:

Company	Symbol	Jan 1 – Feb 25, 2025		2024		2023		2022	
		Rank	Market Share (%)	Rank	Market Share (%)	Rank	Market Share (%)	Rank	Market Share (%)
Kiatnakin Phatra Securities PCL.	KKPS	1	22.48	1	22.45	1	20.79	1	18.63
KGI Securities (Thailand) PCL.	KGI	2	6.88	2	5.89	2	7.56	2	7.76
UBS Securities (Thailand) Ltd.	UBS	3	6.49	3	5.38	7	4.60	7	4.23
JPMorgan Securities (Thailand) Co., Ltd.	JPM	4	5.90	4	5.16	3	6.81	4	5.29
CGS International Securities (Thailand) Co., Ltd.	CGSI	5	5.45	6	4.62	9	4.10	9	3.88
Maybank Securities (Thailand) PCL.	MST	6	4.99	5	4.77	6	4.62	8	4.01
Finansia Syrus Securities PCL.	FSS	7	4.29	7	4.40	8	4.59	3	5.34
Bualuang Securities PCL.	BLS	8	3.82	8	4.25	5	4.78	6	4.72
Kingsford Securities PCL.	KINGSFORD	9	3.48	9	4.18	4	4.85	5	5.12
InnovestX Securities Co., Ltd.	INVX	10	2.86	11	3.03	11	2.91	11	3.11
Yuanta Securities (Thailand) Co., Ltd.	YUANTA	11	2.85	10	3.04	10	3.06	10	3.40
Total of top 11			69.48		67.17		68.66		65.50

Source: www.setsmart.com

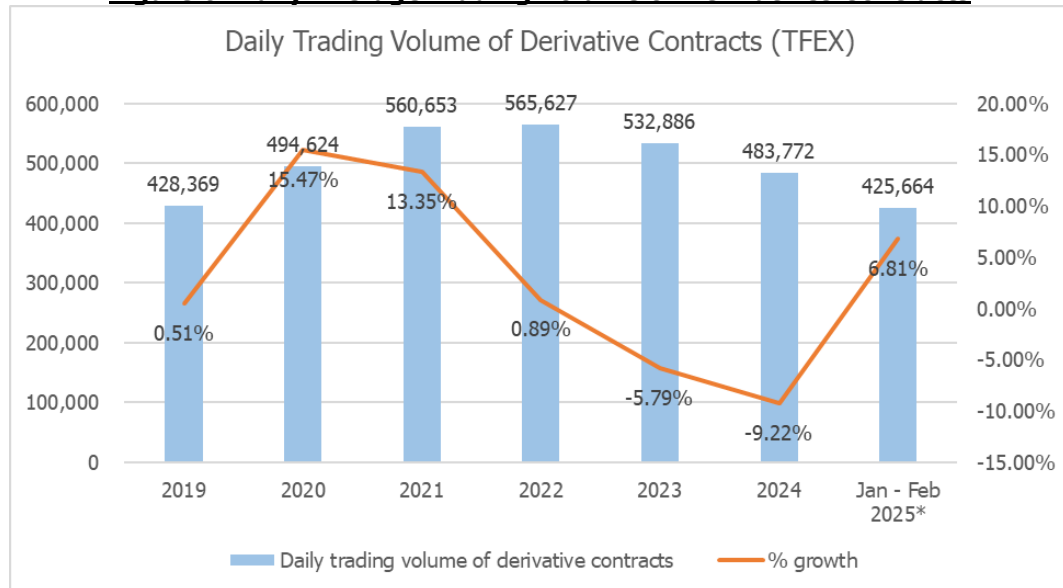
- Derivatives Market Conditions**

In 2024, derivatives trading volume totaled 118,040,404 contracts, decreased from 129,491,241 contracts in 2023, while the daily average trading volume was 483,772 contracts, decreased by 9.22% YoY. (Please refer to Figure 6)

From January 1, 2025 – February 25, 2025, daily average derivative trading volume was 425,664 contracts, increased by 6.81% compared to the same period of previous year.

Market share of FSS in 2022 – 2024 was 3.37%, 2.48%, and 2.35% of derivative trading volume, respectively. FSS ranked the 15th place in 2024 and dropped from the 12th place in 2023 and the 11th place in 2022.

In January 1, 2025 – February 25, 2025, market share of FSS was 3.39% of derivative trading volume. FSS ranked the 8th place with daily average derivative trading volume of 28,899 contracts, increased by 58.88% from the same period of prior year, represented the growth of 27.05% from the average of 2024 (the daily average trading volume of 22,747 contracts).

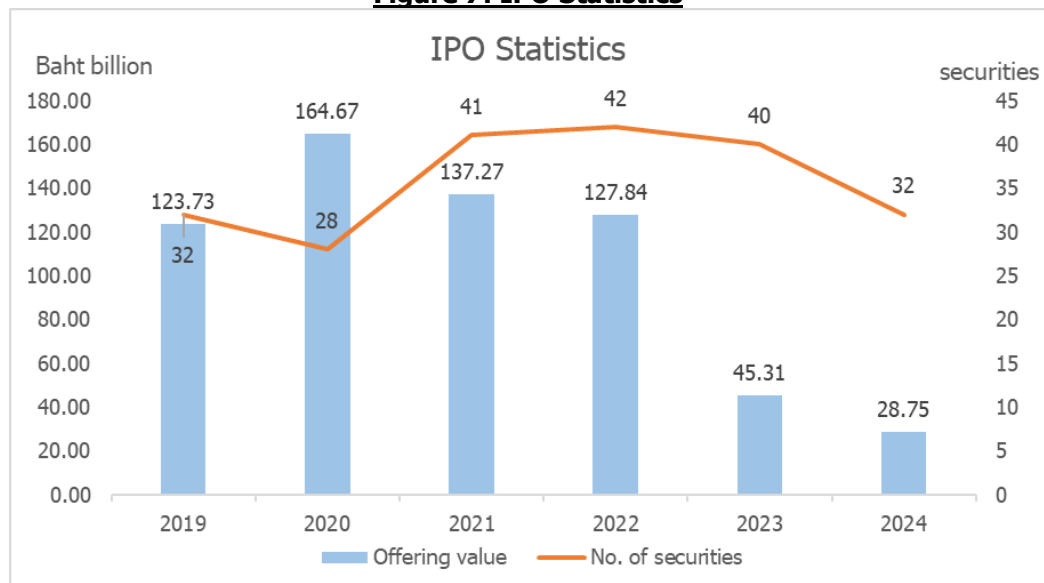
Figure 6: Daily Average Trading Volume of Derivatives Contracts

Source: Information from www.setsmart.com

Remark: * Compared with daily average trading value of the same period of 2024.

- Initial Public Offering Statistics**

Over the past 3 years (2022 – 2024), the number of securities listed on the SET and mai were 42 securities, 40 securities, and 32 securities, respectively, representing a combined offering value of Baht 127.84 billion, Baht 45.31 billion, and Baht 28.75 billion. The combined offering value decreased by 64.56% and 36.55% from the previous year, respectively. (Please refer to Figure 7)

Figure 7: IPO Statistics

Remark: Information from www.set.or.th.