


Invitation to the 2025 Annual General Meeting of Shareholders

Finansia X Public Company Limited

Wednesday, 30 April 2025 at 14.00 hours, in a hybrid format,
at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor,
Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting),
and via electronic means (E-AGM),



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Personal Data Protection for Shareholders' Meeting

Finansia X Public Company Limited (the “**Company**”) gives top priority to your privacy and safeguards your personal data, as a shareholder, authorized person, or proxy. The Company, therefore, has set out policies, rules, and regulations for the Company’s business, providing strict measures in protecting your personal data so that you can be assured that your personal data entrusted to the Company will be processed according to your needs and in accordance with the laws.

The Company would like to inform you, as a data owner, of the purposes and details of the collection, usage and / or disclosure of your personal data as well as your legal rights in connection with personal data, as follows:

“**Personal Data**” means data that can directly or indirectly identify you.

1. Personal Data that the Company collects, uses and / or discloses

For the purposes of convening and attending the Shareholders’ Meeting, the Company shall collect your Personal Data including name-surname, age, date of birth, national identification number, passport number, taxpayer identification number, securities holder registration number, deposit account number, contact information, such as home address, workplace, phone number, fax number, email, IP address, voice recording, still picture, moving picture, and other information deemed as Personal Data under the Personal Data Protection Laws.

For identity verification, the Company shall request a photocopy and / or a copy of your identification card, which may contain sensitive Personal Data, such as religion. The Company has no intention to collect such sensitive Personal Data from you, thus asking for your cooperation to cover such data to make it unreadable prior to submitting the copy of your identification card to the Company.

2. Purposes and lawful basis of collecting, using and / or disclosing Personal Data

The Company shall collect, use, and / or disclose your personal data only as necessary, based on our legitimate purposes or lawful basis, including to fulfil our legal obligations, such as for calling and convening the Shareholders’ Meeting, verifying identity, delivering relevant documents, and carrying out any action required by law, such as the Public Limited Companies Act, B.E. 2535 (1992) (and amendments), the Civil and Commercial Code, the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020), and any other related laws, or to carry out actions necessary for legitimate interests of the Company or other persons or juristic persons, such as for preparing the Shareholders’ Meeting minutes, broadcasting video of the Meeting, recording still and moving pictures to be used for preparing the Meeting minutes and for publication via printed media and electronic media, for security, as well as for any other necessary actions, taking into account the fundamental rights of your Personal Data and to the extent that it is within your reasonable expectation.

3. Sources of Personal Data

The Company shall collect Personal Data directly from you and / or may collect Personal Data obtained from securities registrar, such as Thailand Securities Depository Co., Ltd. (TSD), only when necessary through methods that are in compliance with legal requirements.

4. Disclosure of Personal Data

The Company may disclose your Personal Data to government authorities, regulators, and relevant persons or agencies e.g. the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand

Securities Depository Co., Ltd., courts, data processors, third party service providers, competent authorities, etc., for the purposes as described in this Personal Data Protection Policy. The Company shall oversee that such persons or entities receiving such data will collect, use, and / or disclose your Personal Data to the extent and under the purposes as described in this Policy.

5. Duration of your Personal Data retention

The Company will retain your Personal Data for as long as necessary during the period you are the Company's shareholder, or for as long as necessary to achieve related purposes, unless law requires or permits longer retention period of not over 10 years. The Company shall take appropriate actions to erase, destroy, or anonymize the Personal Data when it is no longer necessary or when the period lapses.

6. Protection of your Personal Data

For retention of your Personal Data, the Company implements technical measures and organizational measures to ensure appropriate security in the Personal Data processing and to prevent Personal Data breach. The Company has set out policies, rules, and regulations on Personal Data protection, e.g. security standards of information technology and measures to prevent data recipients from using or disclosing the data for other purposes or without authorization or unlawfully. The Company has amended such policies, rules, and regulations as frequently as deemed necessary and appropriate.

Moreover, the Company's executives, employees, staff, contractors, agents, advisers, and data recipients are obligated to keep the Personal Data confidential pursuant to confidentiality measure provided by the Company.

7. Your rights related to Personal Data

Your rights are legal rights, namely withdrawal of consent, data access, data portability, objection, data erasure or destruction, processing suspension, data rectification and compliant lodging. You may exercise any of these rights within legal requirements at the present or as amended in the future as well as regulations set out by the Company. In case you are under 20 years old or your legal contractual capacity is restricted, your father and mother, guardian or representative may request to exercise the rights on your behalf.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the Company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. If the Company denies the request, the Company will inform you of the reason.

8. How to contact the Company

If you have any suggestions or inquiries regarding collection, usage, and / or disclosure of your Personal Data as well as a request to exercise your rights, you may contact the Company and / or the Data Protection Officer via email: fsx.companysecretary@finansiax.com

Invitation to the 2025 Annual General Meeting of Shareholders
Finansia X Public Company Limited

2 April 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of Finansia X Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024
 2. Form 56-1 One Report in QR Code format
 3. Profiles and work experience of candidates nominated for re-election as directors to replace those who are due to retire by rotation
 4. Profiles and work experience of the proposed auditors for the year 2025
 5. Information Memorandum regarding the disposition of assets transaction and connected transaction of Finansia X Public Company Limited (List 2)
 6. The opinion of the independent financial advisor regarding the disposition of assets transaction and connected transaction of Finansia X Public Company Limited in QR Code format
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 10. Proxy Form A and Form B
 11. Manual of shareholders' meetings via electronic means
 12. The Company's Articles of Association concerning shareholders' meeting
 13. Profile of the independent director for appointment as proxy
 14. Map of the meeting venue

The Board of Directors' Meeting of Finansia X Public Company Limited (the "**Company**") held on 7 March 2025 has resolved to approve the convening of the 2025 Annual General Meeting of Shareholders to be held on 30 April 2025 at 14.00 hours, in a hybrid format at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM), to consider the agendas as follows:

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

Objective and rationale

The Extraordinary General Meeting of Shareholders No. 2/2024 was held on 27 May 2024, as detailed in the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 (Enclosure 1), a copy of which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024.

Opinion of the Board of Directors

The Board of Directors has considered and viewed that the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 held on 27 May 2024 have been correctly and completely recorded. Therefore, it was deemed appropriate to propose the 2025 Annual General Meeting of Shareholders to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024.

Votes required for approval

The resolution for this agenda requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 2 To acknowledge the Company's 2024 business operating results

Objective and rationale

The Company has summarized the details of the report on the Company's 2024 business operating results and the significant changes for the year 2024 ended 31 December 2024, as detailed in Form 56-1 One Report in QR Code format (Enclosure 2), which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to acknowledge the Company's 2024 business operating results.

Opinion of the Board of Directors

The Board of Directors considered that the Company's business operating results as shown in Form 56-1 One Report are accurate, complete, and sufficient; therefore, it was deemed appropriate to propose the 2025 Annual General Meeting of Shareholders to acknowledge the Company's 2024 business operating results.

Votes required for approval

This agenda is for acknowledgment; therefore, no casting vote is required.

Agenda 3 To consider and approve the 2024 financial statements for the fiscal year ended 31 December 2024

Objective and rationale

In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 46 of the Company's Articles of Association, the Company shall prepare the balance sheet and the profit and loss statements as of the end of the fiscal year of the Company and propose them to the Annual General Meeting of Shareholders for approval. Such the balance sheet and the profit and loss statements must also be audited by an auditor prior to proposing to the shareholders' meeting.

In this regard, the Company has prepared the separate financial statements of the Company and the consolidated financial statements of the Company for the fiscal year ended 31 December 2024, which have been audited by the auditor of the Company i.e. EY Office Limited, and reviewed by the Audit Committee of the Company as detailed in Form 56-1 One Report under Section "Financial Statements" (Enclosure 2), which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the 2024 financial statements of the Company for the fiscal year ended 31 December 2024. A summary of the key information in comparison with the previous year are detailed as follows:

Unit: THB million

Details from the consolidated financial statements	Fiscal year ended 31 December	
	2024	2023
Total assets	5,697	6,023
Total liabilities	2,099	3,432
Total shareholders' equity	3,599	2,590
Total revenues	1,528	1,646
Comprehensive profit (loss) – Shareholders' Equity of the Company	(64)	(213)

Profit (loss) per share – Shareholders’ Equity of the Company (THB/share)	(0.09)	(0.34)
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Opinion of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the 2024 financial statements of the Company for the fiscal year ended 31 December 2024, which have been audited by the auditor of the Company and reviewed by the Audit Committee of the Company.

Votes required for approval

The resolution for this agenda requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and approve the omission of the allocation of net profit from business operating results for the year 2024 as a legal reserve and to approve the omission of dividend payment

Objective and rationale

Pursuant to Section 116 of the PLCA and Article 53 of the Articles of Association of the Company, the Company is required to set aside legal reserve at least 5% of net profit of the year after deducting all accumulated loss carried forward (if any) until such legal reserve is not less than 10% of the registered capital of the Company. In addition, the Company has the policy to pay dividend at the rate of not less than 40% of net profit after the deduction of every type of reserve determined by the Company. However, the dividend payment may be changed taking into account the Company's investment plan, necessity and other appropriateness in the future.

However, the Company has incurred comprehensive loss amounting to THB 64,365,265 as detailed in the copy of the financial statements of the Company for the fiscal year ended 31 December 2024 according to the Form 56-1 One Report under Section “Financial Statements” (Enclosure 2). Therefore, the Company deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the omission of the allocation of net profit from business operating results for the year 2024 as a legal reserve and to approve the omission of dividend payment.

Opinion of the Board of Directors

The Board of Directors considered and viewed that it was deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the omission of the allocation of the net profit from business operating results for the year 2023 as a legal reserve and to approve the omission of dividend payment because the Company has an accumulated loss.

Votes required for approval

The resolution for this agenda requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 5 To consider and approve the re-election of directors to replace those who are due to retire by rotation

Objective and rationale

Pursuant to Section 71 of the PLCA and Article 20 of the Articles of Association of the Company, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must be retired by rotation. Should

the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall be retired. A director who retires from his/her office may be re-elected.

At the 2025 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

- | | | |
|---------------------------|----------------------|--|
| 1. Mr. Varah Sucharitakul | Director | Holding the position of director for 1 year 2 months |
| 2. Mr. Chuanyao Chen | Independent Director | Holding the position of director for 2 months 2 days |
| 3. Mr. Akarat Na Ranong | Director | Holding the position of director for 4 months 6 days |

The Nomination, Remuneration, Corporate Governance and Sustainability Committee (the “**Nomination Committee**”) (by the directors having no conflict of interest) and the Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors who are due to retire by rotation at the 2025 Annual General Meeting of Shareholders and viewed that they have knowledge, competencies, experience and expertise that are beneficial to the operation of the Company. In addition, they have qualifications in compliance with and did not have any prohibited characteristics under the PLCA, the Securities and Exchange Act B.E. 2535 (as amended) and the relevant regulations, and the person nominated as an independent director has qualifications in accordance with the relevant laws and regulations relating to independent directors. Therefore, the 3 directors are suitable to be re-elected as the directors of the Company for another term of office. Profiles and work experience of such 3 directors are provided in the Profiles and work experience of candidates nominated for the re-election of directors to replace those who are due to retire by rotation (Enclosure 3), which was delivered to all shareholders together with the Notice of this Meeting. Therefore, the Company deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the re-election of such 3 directors to replace those who are due to retire by rotation for another term of office.

Opinion of the Nomination Committee

The Nomination Committee (by the directors having no conflict of interest) thoroughly and carefully considered the qualifications of all 3 directors as abovementioned and viewed that such 3 directors have knowledge, competencies, experience, and expertise that are beneficial to the operation of the Company. In addition, they have qualifications in compliance with and did not have any prohibited characteristics under the PLCA, the Securities and Exchange Act B.E. 2535 (as amended), and the relevant regulations. Therefore, it was deemed appropriate that such 3 directors shall be re-elected as directors for another term of office.

Opinion of the Board of Directors

The Board of Directors (by the directors having no conflict of interest) thoroughly and carefully considered the recommendations of the Nomination Committee and viewed that it was appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the re-election of (1) Mr. Varah Sucharitakul, (2) Mr. Chuanyao Chen, and (3) Mr. Akarat Na Ranong as the directors of the Company for another term of office.

Votes required for approval

The resolution for this agenda requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Remark: The vote casting for the election of directors is in accordance with rules and procedures under Article 19 of the Company's Articles of Association, the details of which are as set out in the Company's Articles of Association concerning shareholders' meetings (Enclosure 12), which was delivered to all shareholders together with the Notice of this Meeting.

Agenda 6 To consider and approve the remuneration of directors and sub-committees for the year 2025

Objective and rationale

Section 90 of the PLCA stipulates that the company shall not pay money or give any other considerations to director unless it is the payment of remuneration under the Articles of Association of the Company, and Article 25 of the Articles of Association of the Company stipulates that director is entitled to receive remuneration from the Company as considered and approved by a shareholders' meeting. The remuneration may be prescribed in a fixed amount or in principle, and the remuneration criteria may be prescribed and applicable from time to time or applicable until a shareholders' meeting resolves otherwise.

Opinion of the Nomination, Remuneration, Corporate Governance and Sustainability Committee

The Nomination Committee and the Board of Directors considered the appropriateness of the determination of directors' and sub-committee's remuneration based on various factors, i.e., the Company's business operating results, the size of the Company's business, and the duties and responsibilities of directors and sub-committees, in comparison with those of other companies with a similar capitalization and in the same industry, and viewed that the remuneration of directors and sub-committees for the year 2025 shall be as follows:

1. Financial remuneration

Meeting allowance to be paid by position as follows:

Meeting allowance	2025 (Same rate)	2024
Board of Directors		
Chairman/Chairman of the meeting	THB 50,000/attendance	THB 50,000/attendance
Deputy Chairman	THB 30,000/attendance	THB 30,000/attendance
Non-executive directors	THB 20,000/person/attendance	THB 20,000/person/attendance
Sub-committees		
Audit Committee		
Chairman of Audit Committee/Chairman of the meeting	THB 40,000/attendance	THB 40,000/attendance
Members of Audit Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Executive and Risk Oversight Board (the "Executive Committee")		
Chairman of Execution and Risk Oversight Board / Chairman of the meeting	THB 40,000/attendance	THB 40,000/attendance
Members of Executive and Risk Oversight Board	THB 20,000/person/attendance	THB 20,000/person/attendance
Nomination, Remuneration, Corporate Governance and Sustainability Committee		
Chairman of Nomination, Remuneration, Corporate Governance and Sustainability Committee/Chairman of the meeting	THB 40,000/attendance	THB 40,000/attendance
Members of Nomination, Remuneration, Corporate Governance and Sustainability Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Technology Committee		
Chairman of Technology Committee/Chairman of the meeting	THB 40,000/attendance	THB 40,000/attendance
Member of Technology Committee	THB 20,000/person/attendance	THB 20,000/person/attendance
Other sub-committees which may be established in the future by the Board of Directors as appropriate and necessary		
Chairman of other sub-committees/Chairman of the meeting	THB 40,000/attendance	THB 40,000/attendance

Members of other sub-committees	THB 20,000/person/attendance	THB 20,000/person/attendance
Other committees		
Meeting allowance to be paid to members of Management Committees or other committees which may be established in the future by Executive Board as appropriate and necessary		
Chairman/Chairman of the meeting of such committees	THB 20,000/attendance	THB 20,000/attendance
Directors	THB 10,000/person/attendance	THB 10,000/person/attendance

Remark: Directors who hold an executive position shall not be entitled to receive a meeting allowance

Directors' bonus: In order to reward the Board of Directors and sub-committees' performance for the Company's business operating results ended 31 December 2025, the Company proposed that the bonus of the directors and sub-committees shall be paid in a total of not exceeding THB 15,000,000. In this regard, the Nomination Committee shall be authorized for the consideration of payment of such bonus to each director and sub-committee of the Company.

Fiscal year ending 31 December 2024	Fiscal year ended 31 December 2025
Not exceeding THB 15,000,000 (Actual paid THB 15,000,000)	Not exceeding THB 15,000,000

2. Other benefits

– None –

Opinion of the Board of Directors

The Board of Directors considered the recommendations of the Nomination Committee and viewed that it was deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the remuneration of directors and sub-committees for the year 2025 which have been considered by the Nomination Committee as detailed above.

Votes required for approval

The resolution of this agenda item requires a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2025

Objective and rationale

Pursuant to Section 120 of the PLCA and Article 43 of the Articles of Association of the Company, an auditor shall be appointed, and the audit fee shall be determined by the Annual General Meeting of Shareholders. In this regard, the Company deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year ended 31 December 2025, with the following details:

1. Appointment of the following auditors from EY Office Limited to be the auditors of the Company, where any of the following auditors will be authorized to review and give an opinion on the Company's financial statements:

- | | | | |
|----|-----------------------------|-----------------------------------|--------|
| 1) | Ms. Wanwilai Phetsang | CPA (Thailand) License No. 5315 | and/or |
| 2) | Ms. Bongkot Kriangphanamorn | CPA (Thailand) License No. 6777 | and/or |
| 3) | Ms. Somjai Khunapasut | CPA (Thailand) License No. 4499 | and/or |
| 4) | Ms. Ployjutha Sukantamarn | CPA (Thailand) License No. 10678. | |

In the event the aforementioned auditors are unable to perform their duties, EY Office Limited shall appoint other certified public accountants from EY Office Limited to perform their duties in place of them.

In this regard, the aforementioned 4 auditors are independent, and have no relationship and/or any interest with the Company, subsidiary, executives, or major shareholders or related person thereof, as detailed in the Profiles and work experience of the proposed auditors for the year 2025 (Enclosure 4).

2. Approval of audit fees for the year 2025 in the amount of not exceeding THB 1,200,000 that such audit fees do not include non-audit fees that the Company will actually pay.

3. Acknowledgment of the determination of the audit fees of subsidiaries in the Group Company in the amount not exceeding THB 5,540,000 and the appointment of the following auditors to review and give an opinion on the financial statements of the subsidiaries:

- | | | | |
|----|-----------------------------|----------------------------------|--------|
| 1) | Ms. Wanwilai Phetsang | CPA (Thailand) License No. 5315 | and/or |
| 2) | Ms. Bongkot Kriangphanamorn | CPA (Thailand) License No. 6777 | and/or |
| 3) | Ms. Somjai Khunapasut | CPA (Thailand) License No. 4499 | and/or |
| 4) | Ms. Ployjutha Sukantamarn | CPA (Thailand) License No. 10678 | |

In this regard, the audit fees of the Company compared to those of the previous year are as detailed as follows:

Unit: Baht

Details	2025 (Proposed Year)	2024
Audit Fee	not exceeding THB 1,200,000	not exceeding THB 1,150,000
Non-audit Fee	actual cost	actual cost

Remarks: 1. Pursuant to the Notification of the Securities and Exchange Commission No. TorJor. 44/2556 Re: Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers dated 22 October 2013 (as amended) stipulates that listed companies shall rotate an auditor who has performed his or her duty in reviewing, auditing, and giving opinion on the financial statements of the company for 7 consecutive or non-consecutive fiscal years. In the case such auditor acts as the Engagement Partner, he or she shall take 5 consecutive years of cooling-off period from the audit engagement. In the case such auditor acts as the Engagement Quality Control Viewer (EQCR), he or she shall take 3 consecutive years of cooling-off period from the audit engagement, and in the case such auditor acts as the other Key Audit Partners, he or she shall take 2 consecutive years of cooling-off period from the audit engagement.

2. The auditors as proposed previously were appointed to be the Company's auditor as follows:

Name of Auditors	Appointed as the Company's auditor	Served as the Company's auditor and signed to certify the Company's financial statement
1. Ms. Wanwilai Phetsang	2022-2024	2023
2. Ms. Bongkot Kriangphanamorn	2022-2024	None
3. Ms. Somjai Khunapasut	2022-2024	2024
4. Ms. Ployjutha Sukantamarn	None	None

Opinion of the Audit Committee

The Audit Committee considered and viewed that the aforementioned auditors possess suitable qualifications and are independent and have no relationship and/or any interest with the Company, subsidiary, executives, or major shareholders or person related thereof. In addition, it is of the opinion that the auditor fee is appropriate and suitable for the scope of audit by taking into account the complexity of the Company's business and by comparing with other companies in the same industry since the audit fees are similar to those of the companies in the same industry.

Opinion of the Board of Directors

The Board of Directors considered the recommendations of the Audit Committee and viewed that it was deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Ms. Wanwilai Phetsang, CPA (Thailand) License No. 5315, and/or (2) Ms. Bongkot Kriangphanamorn, CPA (Thailand) License No. 6777, and/or (3) Ms. Somjai Khunapasut, CPA (Thailand)

License No. 4499, and/or (4) Ms. Ployjutha Sukantamarn, CPA (Thailand) License No. 10678, from EY Office Limited to be the Company's auditors for the year 2025 and the determination of the audit fees for the year 2025 in the amount of not exceeding THB 1,200,000, which such audit fees do not include non-audit fees that the Company will actually pay, and the acknowledgment of the determination of the audit fees of the subsidiaries in the Group Company in the amount of not exceeding THB 5,540,000, as detailed above.

Votes required for approval

The resolution for this agenda requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 8 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

Objective and rationale

Since the Company is a listed company on the SET without restrictions on foreign shareholding, it may risk becoming a foreign entity at any time that might affect the operation of the subsidiary of the Company. Therefore, the Company has considered the shareholding restructuring in Finansia Syrus Securities Public Company Limited ("FSS"), a subsidiary of the Company in which the Company holds 99.74 percent of the total number of shares sold of FSS, by disposition of 51.00 percent of the total number of shares sold of FSS to FST 1 Company Limited ("FST 1"), a subsidiary of the Company and a Thai juristic person which the Company has control through direct and indirect shareholding in FST 1. This shareholding restructuring aims to prevent business restrictions on FSS and enhance the opportunities for expanding the business scope of the Company's group in the future. The disposition of shares in FSS is for a shareholding restructuring in FSS, whereby FSS remains a subsidiary under the Company's control through directly shareholding of 48.74 percent of the total number of shares sold of FSS and indirect shareholding in FST 1 of 51.00 percent of the total number of shares sold of FSS, resulting in the Company will retain voting rights in shareholders' meeting and the right to nominate directors in FSS.

In this regard, as of 21 March 2025, the date for determination of the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date), the Company has foreign shareholders proportion of 57.77 percent of the total number of shares sold of the Company.

Opinion of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the disposition of the ordinary shares of FSS amounting to 296,515,543 shares, with a par value of THB 1.60 per share, or equivalent to 51.00 percent of the total number of shares sold of FSS to FST 1, a subsidiary of the Company, at the purchase price of THB 4.7623 per share, with a total value of THB 1,412,095,970.43. (the "Transaction of the Disposition of Shares of FSS") In this regard, after the completion of the Transaction of the Disposition of Shares of FSS, FSS will remain a subsidiary of the Company.

In this regard, the shareholding structure in FSS before and after the entry into the Transaction of the Disposition of Shares of FSS are as follows:



Remark * Indicating the shareholding proportion of Mr. Varah in FST 4, where Mr. Varah has voting rights equivalent to 4.94 percent of the total voting rights in FST 4.

Although the Transaction of the Disposition of Shares of FSS is an entry into the transaction with the subsidiary of the Company, such transaction is still considered as a disposition of assets transaction pursuant to 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, dated 31 August 2008, (as amended) 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 Asset B.E. 2547, dated 29 October 2004, (as amended) (collectively, the “**Notifications on Acquisition and Disposition**”). Considering the transaction size calculated using various criterions under the Notifications on Acquisition or Disposition of Assets, the maximum value of the Transaction of the Disposition of Shares of FSS is equal to 34.91 percent calculated based on value of the net tangible assets criterion, which gives the highest transaction value according to the consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024. In this regard, including other disposition of asset transactions within the past 6 months, prior to this transaction, the maximum value of transaction size is equal to 36.48 percent pursuant to the value of the net tangible assets criterion. Therefore, the Transaction of the Disposition of Shares of FSS is considered a type 2 transaction according to the Notifications on Acquisition and Disposition, where the transaction size is equal to 15 percent or more but not exceeding 50 percent.

Moreover, Mr. Varah Sucharitakul (“**Mr. Varah**”), the Company's director, is a shareholder of FST 1 by holding shares indirectly through FST 4 Company Limited (“**FST 4**”) amounting to 51 percent of the total number of shares sold of FST 4, whereby FST 4 holds shares in FST 3 Company Limited (“**FST 3**”), FST 2 Company Limited (“**FST 2**”) and FST 1 in the amount of 51 percent of the total number of shares sold of FST 3, FST 2 and FST 1, respectively. Mr. Varah holds subordinated preferred shares in FST 4, resulting in Mr. Varah will receive insignificant returns, i.e., the holder of the preferred share will be entitled to receive the dividends

before the holder of the ordinary share at 2.15 percent per annum of the capital invested in FST 4 by the holder of the preferred share and the rights to receive the dividends of the holder of the preferred share will be cumulative. If the dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year. After paying dividends to the holder of the preferred share, if there are remaining dividends, the remaining dividends will be allocated to the holder of the ordinary share proportionate to their respective shareholding. In addition, the holder of the preferred share having no control over FST 4 as disclosed to the SET on 21 January 2025.

According to such shareholding structure of FST 1, it is a case that Mr. Varah, the Company's director, is an indirect major shareholder of FST 1. As a result, entering into the transaction with FST 1 is considered a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), 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) (as amended) (collectively, the “**Notifications on Connected Transactions**”). The size of this connected transaction is equivalent to 43.53 percent of the value of the net tangible asset (NTA) of the Company according to the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024. When calculating the transaction size according to the criteria specified in the Notifications on Connected Transactions, it exceeds 3 percent of the net tangible asset of the Company, which is considered a large transaction. In this regard, when combining transaction size with other connected transactions with Mr. Varah within the past 6 months, prior to this transaction, the maximum value of transaction size is equal to 43.74 percent of the value of the net tangible asset (NTA).

Additionally, since FST 1 will pay the total consideration for the Transaction of the Disposition of Shares of FSS to the Company in the amount of THB 1,412,095,970.43 (the “**Share Consideration**”) upon the completion of a 15th anniversary from the transaction completion date. FST1 will also pay annual interest for the Share Consideration at a rate equal to the average of the Minimum Loan Rate (MLR) of commercial banks as of the commencement date of each interest period. The term "commercial banks" refers to Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikorn Bank Public Company Limited, and Siam Commercial Bank Public Company Limited. As of the date the Board of Directors approved the transaction, the average MLR of 4 commercial banks stands at 6.8813 percent per annum. (The aforementioned interest rate is an estimation prepared for the purpose of calculating the transaction size and providing information for shareholders' consideration.) When combining the principal and the estimated interest that the Company will receive from FST 1, the total amount is approximately 2,869,643,779.91 THB. The aforementioned 15-year payment period for the Share Consideration is based on an assessment of FST 1's revenue sources, capital expenditure, and FSS's ability to generate operating profits.

It is important to note that the aforementioned interest rate is an estimate prepared for the purpose of calculating the transaction size and providing information for shareholders' consideration, whereby FST 1 agrees to pledge 296,515,543 ordinary shares of FSS to the Company as collateral. (the “**Payment of Consideration for the Transaction of the Disposition of Shares of FSS**”). Such Payment of Consideration for the Transaction of the Disposition of Shares of FSS is considered a transaction providing financial support to

a connected person (the “**Transaction Providing Financial support to FST 1**”)¹ with the transaction size equal to 88.46 percent of the value of the net tangible asset (NTA) of the Company according to the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024, which exceeds 3 percent of the value of the net tangible assets of the Company and considered a large transaction. The Company and its subsidiaries have no other connected transactions with FST 1 within the past 6 months prior to the date of approval of the transaction by the Board of Directors.

Therefore, the Company is required to disclose information memorandum regarding the entry into the transaction to the SET, appoint an independent financial advisor (IFA), as well as convening the shareholders' meeting of the Company to approve the entry into the transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the Notifications on Connected Transactions.

Since the Company is required to appoint an independent financial advisor (IFA) and convene the shareholders' meeting of the Company to consider and approve the connected transaction. Therefore, the Company deems it appropriate to appoint an independent financial advisor (IFA) to provide opinion on the asset disposition transaction to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company to consider and approve the asset disposition transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Transaction of the Disposition of Shares of FSS fall under type 1 transaction, the size of transaction that equivalent to or more than 50 percent but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

In addition, the Transaction of the Disposition of Shares of FSS is considered the sale or transfer of a significant part of the company's business to other persons, which the Company is required to obtain approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote pursuant to Section 107 of the PLCA.

Additionally, the Board of Directors considered and deemed it appropriate to propose the Shareholders' Meeting to consider and approve the assignment to the Chief Executive Officer and/or a person assigned by the Chief Executive Officer to have the authority to undertake any other necessary actions and related to the Transaction of the Disposition of Shares of FSS in order to complete the Transaction of the Disposition of Shares of FSS.

In this regard, the details of the Transaction of the Disposition of Shares of FSS appeared in the Information Memorandum regarding the disposition of assets transaction and connected transaction of Finansia X Public Company Limited (List 2) (Enclosure 5) and the opinion of the independent financial advisor regarding the disposition of assets transaction and connected transaction of Finansia X Public Company Limited in QR Code format (Enclosure 6).

¹ In this regard, the Transaction of the Disposition of Shares of FSS and the Transaction Providing Financial support to FST 1 collectively, the “**Transaction of Restructuring of Shareholding in FSS**”

Opinion of the Board of Directors

The Board of Directors (by the directors having no conflict of interest) considered and viewed that the entry into the Transaction of Restructuring of Shareholding in FSS with FST 1, who is a connected person, is reasonable when compared to entering such transaction with third parties since it is an internal shareholding restructuring within the Company's group under the condition that FSS remains a subsidiary that the Company will continue to have control over FSS through direct and indirect shareholding through FST 1. Moreover, the Transaction Providing Financial support to FST 1 is a transaction that does not transfer any benefits to a connected person, as the interest rate is comparable to loans if FST 1 were to borrow from financial institutions or external parties. Additionally, the Company has 296,515,543 shares of FSS as collateral for the payment of the purchase price. Although, the total value of the financial support is approximately THB 2,869,643,779.91, the Board of Directors considered that the Company will entry into the transaction to restructure the shareholding of the Company' group, whereby FSS remains a subsidiary under the Company's control. Therefore, the Board of Directors viewed that acquiring 296,515,543 shares of FSS as collateral is sufficient and reasonable for the entire transaction to facilitate the shareholding restructuring in FSS.

The Board of Directors deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders 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 as well as the relevant authorization, with the details proposed in all respects.

Votes required for approval

The resolution for this agenda requires a third-fourth vote of shareholders attending the meeting and casting their votes, including abstentions from the calculation base. In this regard, no shareholder has a conflict of interest in this agenda because Mr. Varah, the Company's director, with a conflict of interest on this agenda, does not hold any shares in the Company.

Agenda 9 To consider other matters (if any)

The Company would like to invite shareholders to attend the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 14.00 hours, in a hybrid format at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330, in the case where shareholders or proxies are able to attend the meeting at the meeting venue (Map of the meeting venue is appeared in Enclosure 14). In this regard, please review the details of documents and evidence to be presented for the shareholders' meetings registration (Enclosure 7) and guidelines for vote casting, vote counting, and announcement of voting results (Enclosure 8) before attending the meeting.

In the case where shareholders or proxies wish to attend the meeting via electronic means, please follow the guidelines for attending the shareholders' meeting via electronic means and the appointing a proxy (Enclosure 9). Shareholders can register and notify their intention to attend the shareholders' meeting through the registration system starting from 2 April 2025 onwards.

If any shareholders wish to appoint a proxy or the independent directors to attend and cast the vote at the meeting on their behalf, please complete and sign Proxy Form B (Enclosure 10), which was delivered to all shareholders together with the Notice of this Meeting. Alternatively, shareholders may download Proxy Forms (Form A, Form B or Form C - Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from the Company's website at www.finansiax.com. Please duly execute only one of the three forms and submit the form through the registration

system from 2 April 2025 onwards. The Company will facilitate the affixing of duty stamps in the proxy form for shareholders and proxies.

In this regard, the Company will verify the accuracy and completeness of information and supporting documents of shareholders and proxies, then confirm the right to attend the meeting and send a username and a password for meeting attendance to the email address specified by shareholders or proxies within 3 business days from the date of registration. Shareholders and proxies are encouraged to review the manual of shareholders' meetings via electronic means (Enclosure 11). The Company will conduct the meeting in accordance with the Company's Articles of Association concerning shareholders' meeting as set out in (Enclosure 12).

In addition, if shareholders wish to appoint (1) Mr. Kittisak Bencharit or (2) Pol. Gen. Visanu Prasattongosoth, independent directors of the Company as proxy, please be informed that such independent directors have an interest in agenda 6 (To consider and approve the remuneration of directors and sub-committees for the year 2025). The independent directors will cast the votes on shareholders' behalf according to the voting instruction specified in the proxy form. In this regard, the details of the independent director are appeared in the profile of the independent director for appointment as a proxy as set out in Enclosure 13, which was delivered to all shareholders together with the Notice of this Meeting.

For convenience and to prevent errors in registration and for shareholders to be able to correct errors in registration process, please deliver the proxy form together with supporting documents or evidence as required to the Company by 17.00 hours (Bangkok time) on 23 April 2025.

Sincerely Yours,
Finansia X Public Company Limited
- *Mr. Chatchaval Jiaravanon* -
(Mr. Chatchaval Jiaravanon)
Chairman of the Board of Directors

- Remarks:**
- 1 Shareholders can download the meeting invitation and related documents from the company's website at www.finansiax.com. In addition, shareholders can submit the proxy form, evidence and questions that are relevant to the agendas or other information of the Company in advance via E-mail address: fsx.companysecretary@finansiax.com or registered post to the Office of the Company Secretary and Shareholder Engagement, Finansia X Public Company Limited, No. 719, Mint Tower, 8th Floor, Banthat thong Road, Wang Mai Sub-district, Pathumwan District, Bangkok 10330 or fax to 02 680 0769 by indicating shareholder's name, address, and contact information for the Company to contact back.
 - 2 Since the 2025 Annual General Meeting of Shareholders will also be held via electronic means, therefore; please review the manual of shareholders' meetings via electronic means as detailed in Enclosure 11 prior to attending the meeting.

For more information, please contact the following persons:

For general information : Ms. Phatra Kanchanaphat or Ms. Siripa Sodomphruek or Ms. Pimpraew Thongsrikum
: Office of the Company Secretary and Shareholder Engagement, Finansia X Public Company Limited
Tel.: 02 680 0811-12, 14 and 15 Fax: 02 680 0769

For more information about registration system or use of the E-AGM conference system or in the event that username and password are lost or have not receive, please contact

: Quidlab by e-mail info@quidlab.com or phone number 02 013 4322 and 080 008 7616

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024
of
Finansia X Public Company Limited

Date and time: 27 May 2024, at 14.00 hours via electronic means (e-EGM).

Preliminary proceeding:

Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, acting as Chairman of the Meeting (“**Chairman**”). Ms. Phatra Kanchanapraphat, Company Secretary, acting as the Master of Ceremony (“**MC**”) of Finansia X Public Company Limited (the “**Company**”) reported to the Extraordinary General Meeting of Shareholders No. 2/2024 (“**Meeting**”) that on 26 April 2024, which was the record date determining the names of shareholders who are entitled to attend the Meeting, the Company had 3,046 shareholders. At the start of the meeting, there were 39 shareholders and proxies attended the Meeting representing 379,564,713 shares, equivalent to 65.4502% of the Company’s total issued and paid-up shares, thus, constituting a quorum according to Section 103 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 38 of the Articles of Association of the Company, which specifies that a quorum shall consist of the presence of the shareholders and proxies of at least 25 persons or at least half of the total number of shareholders, representing not less than one-third (1/3) of the total number of the shares sold. The Chairman then declared the Meeting duly open.

The MC introduced the Board of Directors, executives and advisors of the Company attending the Meeting as follows:

Directors

- | | | | |
|----|------------------|-----------------|--|
| 1. | Mr. Chatchaval | Jiaravanon | Chairman of the Board of Directors (Chairman) |
| 2. | Mr. Vorapak | Tanyawong | Vice Chairman of the Board of Directors |
| 3. | Mr. Varah | Sucharitakul | Director |
| 4. | Mr. Seksan | Chunsereechai | Director |
| 5. | Mr. Chuangchai | Nawongs | Director and Chief Executive Officer (“ CEO ”) |
| 6. | Mr. Somphop | Keerasuntonpong | Director |
| 7. | Pol. Gen. Visanu | Prasattongsoth | Independent Director and Chairman of the Audit Committee |
| 8. | Mr. Kittisak | Bencharit | Independent Director and member of the Audit Committee |
| 9. | Mr. Phaiboon | Siripanoosatien | Independent Director and member of the Audit Committee |

Remark: The Company’s Board of Directors comprises of 9 persons, 9 of which attended the Meeting. The proportion of directors attending the Meeting is 100%.

Executives

- | | | | |
|----|---------------|------------------|---|
| 1. | Ms. Chorpetch | Riamdee | Chief Financial Officer (“ CFO ”) |
| 2. | Wipaporn | Chaichanaboonmee | Assistant to Senior Executive Vice President, Internal Audit Department |

Other attendees

Legal advisors from The Capital Law Office Limited

- | | | |
|----|--------------|---------------|
| 1. | Ms. Voraluck | Worachuttharn |
| 2. | Ms. Wipada | Saksri |

Company Secretary

1. Ms. Phatra Kanchanapraphat

The MC then reported to the Meeting the top ten largest shareholders of the Company as of the record date for determining the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2024 as follows:

	Shareholders	Shares (Shares)	% Shares
1.	CAPITAL ASIA INVESTMENTS PTE. LTD. FOR PILGRIM FINANSA INVESTMENT HOLDING PTE. ^{/1}	170,269,978	29.36
2.	MIB SECURITIES (HONG KONG) LIMITED acting as the custodian ^{/2}	64,663,609	11.15
3.	Industrial and Commercial Bank of China (Thai) Public Company Limited	58,140,302	10.03
4.	Mr. Suthipot Ariyasuthivong	41,714,100	7.19
5.	Morgan Stanley & CO. International PLC ^{/3}	40,191,611	6.93
6.	Thai NVDR Company Limited ^{/2}	24,721,119	4.26
7.	Mrs. Suporn Wattanavekin	12,501,527	2.16
8.	Miss Chayuda Chearavanont ^{/3}	9,500,000	1.64
9.	Mr. Chaval Jiaravanon ^{/3}	9,500,000	1.64
10.	Ms. Suparat Sangamuang	7,940,000	1.37
	Other shareholders	140,787,215	24.28
	Total	579,929,461	100.00

Remark: /1 The founders and major shareholders of Pilgrim Finansa Investment Holding Pte. Ltd. (“**Pilgrim**”) are Mr. Vorapak Tanyawong and Mr. Chuangchai Nawongs, holding shares in Pilgrim in the proportions of 60.00% and 40.00%, respectively.

/2 MIB Securities (Hong Kong) Limited for DVP (“**MIB**”) acts as custodian for Apex Speed Holdings Ltd., which is a subsidiary of ICBC International Holdings Limited representing 100% shares, and Industrial and Commercial Bank of China (Thai) Public Company Limited. Both entities hold FSX shares under control of Industrial and Commercial Bank of China Limited, (collectively, “**ICBC Group**”). Moreover, ICBC Group also hold shares of Thai NVDR Company Limited through MIB. Ultimately, ICBC Group holds 22.35% of FSX shares.

/3 Morgan Stanley & Co. International Plc. (“**MS**”) acts as custodian for Blue Whale Enrich Co. Ltd. (“**Blue Whale**”), of which major shareholders comprise of the spouse and child of Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors of the Company. The ownership combined with direct shareholding under Ms. Chayuda Jiaravanon and Mr. Chaval Jiaravanon represents 10.21% of FSX shares.

Before commencing the agendas, the MC informed the Meeting of the voting procedures and vote count methods for acknowledgement as follows:

1. The Company assigned Quidlab Company Limited (“**Quidlab**”) to provide an electronic conferencing system for registration, voting (or e-Voting), and meeting attendance including recording the Meeting in video format. The electronic conferencing system meets standards in accordance with the conditions and methods set forth in the Royal Decree on Teleconferences via Electronic Means B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020)
2. The meeting will consider the matters in the order of the agenda specified in the Notice of the Meeting. The Company will present the information on each agenda and give opportunities for shareholders to ask questions before voting. The Company allows 1 minute for asking questions and submitting them through the system. Shareholders or proxies can inquire by typing a message to ask questions in the message box or ask questions using voice messages, not more than 2 minutes. After that, the Company will notify the Meeting of the voting results when counting the votes for that agenda is completed accordingly.

3. In voting, each shareholder has 1 share per 1 vote. In case any shareholder has a special interest in any matter, the shareholder shall not have the right to vote. Shareholders who wish to vote must vote in the system, where the Company gives 1 minute to vote for each agenda item. Please cast your vote through the system, whether "Agree," "Disagree," or "Abstain." For shareholders who do not cast any vote, the system will consider it as the votes of approval
4. In counting the votes, the Company will deduct the votes of disapproval and abstention from the total number of votes of the shareholders who attend the Meeting and are entitled to vote, and the rest will be considered as the votes of approval. Since, this Meeting is an electronic meeting (e-EGM) that the system is configured to vote either one of the voting choices, therefore, there will be no case of a "Void".
5. The vote counting according to the agendas of the Meeting is divided into two types:
 - The resolutions of agendas that require a majority vote of shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base, are agenda 1 and 4.
 - The resolution of agendas that require a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, including abstentions in the calculation base, are agenda 2 and 3.
6. Shareholders must attend or stay logged in in the system until the end of the agendas and must vote on each agenda before the voting period is closed. In case the shareholders log out of the system before the meeting adjourned, the shareholders' shares will be counted to constitute a quorum and will be included as votes in the remaining agenda that have not yet been considered. If shareholders wish to change their vote from 'Agree' to another option, please amend your vote for the respective agenda items before logging out. However, logging out in any agenda will not disqualify the shareholders' rights or proxies to return to attend the Meeting and vote on the next agenda in the system.
7. In case shareholders have problems accessing the Meeting system or voting system, please study and follow the instructions given in the Notice of the Meeting or contact Quidlab Call Center Tel: 02 013 4322 and 080 008 7616

Upon the completion of voting procedures explained by the MC, the Chairman thereby commenced the Meeting and appoint the MC to convene the Meeting in accordance with the agendas delivered in advance along with the Notice as follows:

Agenda 1 To certify the Minutes of the 2024 Annual General Meeting of Shareholders

The MC reported to the Meeting that the Company had prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on 30 April 2024 as detailed in the copy of the Minutes of the 2024 Annual General Meeting of Shareholders, (Enclosure 1), which had been sent to shareholders together with the Notice. The Board of Directors opined that it was accurately recorded.

Afterward, the MC invited shareholders to ask questions, but no one had any.

The MC then requested the Meeting to vote and informed that for this agenda, the resolution shall be passed by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

During this agenda, there is one additional shareholder and/or proxies were present, representing 12,922 shares.

Resolution: The Meeting considered and resolved to certify the Minutes of the 2024 Annual General Meeting of Shareholders by the majority vote of shareholders attending the Meeting and casting their votes, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	379,577,635	100.0000
Disapproved	0	0.0000
Abstained	0	Excluded from calculation base
Void	none	Excluded from calculation base

Agenda 2 To consider and approve the amendment to Article 12. of the Company's Articles of Association

The MC reported to the Meeting that since Article 12. of the Company's Articles of Association specifies a limitation on the Company's shares held by foreigners, stating that, at any given time, the Company's shares held by foreigners shall not surpass 49 percent of the Company's total issued shares. Therefore, to promote liquidity of the Company's shares, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to Article 12. of the Company's Articles of Association by eliminating clauses pertaining to foreign shareholding limits, detailed as follows:

The existing clause	The proposed clause
Article 12. The Company's shares are freely transferable without any restrictions. However, the aggregate shares held by foreigners at any given time shall not surpass forty-nine (49) per cent of the Company's total issued shares. For any share transfer that causes the foreign shareholding proportion to exceed the said shareholding proportion, the Company retains the right to decline such transfer.	Article 12. The Company's shares are freely transferable without any restrictions.

Moreover, it is deemed appropriate to propose to the Meeting to consider and approve the delegation of power to the person(s) authorized by the authorized directors of the Company to register the amendment to the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce and to amend or add wordings in accordance with the Registrar's instruction.

Afterward, the MC invited shareholders to ask questions, but no one had any.

The MC then requested the Meeting to vote and informed that for this agenda, the resolution shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, including abstentions in the calculation base.

During this agenda, there is no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve the amendment to Article 12. of the Company's Articles of Association as well as the relevant authorization, by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and entitled to vote
Approved	377,709,573	99.5079
Disapproved	970,117	0.2556

Abstained	897,945	0.2366
Void	None	-

Agenda 3 To consider and approve the increase of the registered capital of the Company in the amount of THB 927,887,137.60 from the existing registered capital of THB 927,887,137.60 to the registered capital of THB 1,855,774,275.20 by issuing the newly issued ordinary shares in the amount of 579,929,461 shares, with a par value of THB 1.60 per share and to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

The MC reported to the Meeting that the Company needs approximately THB 2.609 billion in additional funds for the Company and its subsidiaries business operations. Plans for utilizing the proceeds obtained from the capital increase are as specified in the Capital Increase Report Form (F53-4) (Enclosure 2).

In this regard, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of THB 927,887,137.60 from the existing registered capital of THB 927,887,137.60 to the registered capital of THB 1,855,774,275.20 by issuing the newly issued ordinary shares in the amount of 579,929,461 shares, with a par value of THB 1.60 per share and propose to the Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by adopting the following wordings:

"Clause 4.	Registered capital	1,855,774,275.20	THB	(One billion eight hundred fifty-five million seven hundred seventy-four thousand two hundred seventy-five Baht and twenty Satang)
	Divided into	1,159,858,922	Shares	(One billion one hundred fifty-nine million eight hundred fifty- eight thousand nine hundred twenty-two)
	Par value per share	1.60	THB	(One Baht sixty Satang)
Divided into:				
	Ordinary shares	1,159,858,922	Shares	(One billion one hundred fifty-nine million eight hundred fifty- eight thousand nine hundred twenty-two)
	Preferred shares	- 0 -	Shares	(-)"

Moreover, it is deemed appropriate to propose to the Meeting to consider and approve the delegation of power to the person(s) authorized by the authorized directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce and to amend or add wordings in accordance with the Registrar's instruction.

Details regarding the increase of the Company's registered capital appear in the capital increase report form (F53-4) (Enclosure 2).

Afterward, the MC invited shareholders to ask questions, but no one had any.

The MC then requested the Meeting to vote and informed that for this agenda, the resolution shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, including abstentions in the calculation base.

During this agenda, there is no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve the increase of the registered capital of the Company in the amount of THB 927,887,137.60 from the existing registered capital of THB 927,887,137.60 to the registered capital of THB 1,855,774,275.20 by issuing the newly issued ordinary shares in the amount of 579,929,461 shares, with a par value of THB 1.60 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as well as the relevant authorization, by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and entitled to vote
Approved	378,679,690	99.7634
Disapproved	897,945	0.2366
Abstained	0	0.0000
Void	None	-

Agenda 4 To consider and approve the allocation of the newly issued shares of the Company in the amount of not exceeding 579,929,461 shares, with a par value of THB 1.60 per share to the existing shareholders in proportion to their shareholding (Rights Offering)

The MC reported to the Meeting that according to the approval of the increase of the registered capital of the Company to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) as detailed in Agenda 3 above. It is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 579,929,461 shares, with a par value of THB 1.60 per share, to issuance and offering to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) at the allocation ratio of 1 existing share per 1 newly issued ordinary share, any fraction of shares shall be rounded down, at the offering price of THB 4.50 per share, with a total value of not exceeding THB 2,609,682,574.50 (the "**Rights Offering Transaction**").

In the case that there are newly issued ordinary shares remaining from the first round of allocation, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such newly issued shares. In this respect, the Company shall allocate the shares to the oversubscribing shareholders until the remaining newly issued shares are exhausted or cannot be allocated because it is a fraction of a share or until the number of newly issued ordinary shares which the shareholder wishes to oversubscribe to is exhausted. However, the Company will not allocate the remaining newly issued ordinary shares to any shareholders whose oversubscription would trigger the obligation to make a tender offer of all securities of the Company according to relevant laws and regulations.

In this regard, the Company set the date for determining the names of shareholders who entitled to subscribe the newly issued shares (Record Date) on 10 June 2024, and determination of the subscription period for the newly issued ordinary shares offered to the existing shareholders on 24 – 28 June 2024 (5 business days).

In addition, it is deemed appropriate to propose to the Meeting to consider and approve the delegation of power to the Board of Directors and/or the Chief Executive Officer to have the authority to consider and determine any other details necessary and related to the entering into the Rights Offering Transaction, including but not limited to:

- (1) To determine or amend any details related to the Rights Offering Transaction, to determine the offering dates, subscription period and payment for shares;
- (2) To sign the applications, waiver request form, notices, and any documents related to the Rights Offering Transaction, including contacting, applying the application or request for a waiver, submitting any other documents to officials or representatives of any relevant agencies, and listing the newly issued ordinary shares as a listed security on the Stock Exchange of Thailand; and
- (3) To carry out other actions necessary and relevant to complete the Rights Offering Transaction.

Afterward, the MC invited shareholders to ask questions, but no one had any.

The MC then requested the Meeting to vote and informed that for this agenda, the resolution shall be passed by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions in the calculation base. During this agenda, there is no additional shareholder and/or proxy attended the Meeting.

Resolution: The Meeting considered and resolved to approve the allocation of the newly issued shares of the Company in the amount of not exceeding 579,929,461 shares, with a par value of THB 1.60 per share, to issuance and offering to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) as well as the relevant authorization, by a simple majority vote of shareholders attending the meeting and casting their votes, as proposed, where the voting results were as follows:

Types of vote	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the Meeting and casting their votes
Approved	378,679,690	99.7634
Disapproved	897,945	0.2366
Abstained	0	Excluded from calculation base
Void	None	Excluded from calculation base

Agenda 5 Other matters (if any)

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

Afterward, the Chairman then thanked all the shareholders for attending the Extraordinary General Meeting of Shareholders No. 2/2024 and adjourned the Meeting at 14.42 hours.

Sign – *Mr. Chatchaval Jiaravanon* –
(Mr. Chatchaval Jiaravanon)
Chairman of the Board of Directors

Sign – *Ms. Phatra Kanchanapraphat* –
(Ms. Phatra Kanchanapraphat)
Minutes taker and Company Secretary

Form 2024 56-1 One Report in QR Code format



Mr.Varah Sucharitakul

Age: 60 years old Nationality: Thai

Current positions

- Vice Chairman of the Board of Directors
- Chairman of the Executive and Risk Oversight Board
- Authorized Director
- Member of the Nomination, Remuneration, Corporate Governance and Sustainability Committee

Education

- Master of Business Administration, University of NewHampshire, USA
- Bachelor of Engineering, Chulalongkorn University

Training

- Director Certification Program (DCP) 21/2001
- Company Secretary Program (CSP) 27/2008
- Corporate Governance for Capital Market Intermediaries (CGI) 17/2016

Experience

- Chairman, and Chairman of Executive Board, Finansia Digital Asset Ltd.
- Chairman, SBI Thai Online Securities Co., Ltd.
- Chairman of Executive Board, Finansia Syrus Securities PLC
- Executive director, Thai Airways International PLC
- Director, Department of Public Works and Town & Country Planning
- Authorized Director, Executive Director and Company Secretary, FNS Holdings PLC
- Chairman, SBI Royal Securities PLC, Phnom Penh, Cambodia
- Director, Bafs clean energy corporation Co.,Ltd.
- Executive Board Director, Finansia Co., Ltd.
- Director, Finansia Capital Co., Ltd
- Subcommittee member, The Securities and Exchange Commission, Thailand
- Managing Director, Vajiravudh College
- Director, Department of Public Works and Town & Country Planning
- President, Finansia Securities Co., Ltd.
- Executive Board Director, Bangkok Cogeneration Co., Ltd.
- Executive Vice President of Finance, Sithe Pacific Deveelopment LLC.
- Senior Vice President-Head. of Project Finance, Akethanakit Public Company Limited
- Second Vice President, Chase Manhattan Bank Thailand
- Mananger TISCO Finance Plc.

Date of appointment

- 19 March 2024

Positions in other listed companies

- Independent Director, Bangkok Aviation Fuel Services Pcl.

Positions in 7 non-listed companies/organizations

- Chairman, Finansia Securities Co., Ltd.
- Chairman of Subcommittee on Nomination and Compensation for Sustainability, Director, the Stock Exchange of Thailand
- Chairman, Executive Director, and Director Finansia Securities Co., Ltd.
- Executive Board Director, State Enterprise Policy Office
- Vice Chairman of the Asset Management Committee, Executive Director, Management Committee, Vajiravudh College
- Director, Mali Ltd.
- Director, Cactus Ltd.

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- -None-

Holding of the Company's shares

- Direct: -None-
- Indirect: -None-
- Spouse and minor children: -None-

Penalty history in the last 5 years

- -None-

Relationship with directors/executives

- -None-

Mr. Akarat Na Ranong

Age: 71 years old Nationality: Thai

Current positions

- Independent director
- Member of the Audit Committee
- Member of the Nomination, Remuneration, Corporate Governance and Sustainability Committee

Education

- Master of Business Administration (Management), Marshall University, USA
- Bachelor of Economics, Chulalongkorn University

Training

- Audit Committee Program (2004)
- Director Accreditation Program (2007)
- Role of the Compensation Committee (2007)
- Director Certification Program (2013)
- Role of the Chairman Program (2017)
- Ethical Leadership Program (2019)
- Advanced Audit Committee Program (AACP Online) (2022)
- Executive Program, the Stock Exchange of Thailand 6/2008

Experience

- Chairman of the Nomination, Compensation, and Corporate Governance Committee, FNS Holdings Plc.
- Director and Executive Director, Wind Energy Holding Co., Ltd.
- Chairman of Board Directors, Food Capitals Plc.
- Independent Director, Chairman of Audit Committee, and Member of the Nomination, Remuneration, and Corporate Governance Committee, KRUNGTHAI CARD Plc.

Date of appointment

- 24 December 2024

Positions in 3 other listed companies

- Chairman of Board Directors, Independent Director, and Member of the Audit Committee, FNS Holdings Plc.
- Independent Director, and Chairman of Audit Committee Matching Maximize Solution Plc.
- Independent Director, and Chairman of Audit Committee, Symphony Communication Plc.

Positions in 3 non-listed companies/organizations

- Independent Director, and Chairman of Audit Committee, Finansa Securities Ltd.
- Independent Director, Member of Compensation, Remuneration and Investment Committee, Krunghthai AXA Life Insurance Pcl.
- Independent Director, and Chairman of Audit Committee, KPN Academy Company Limited

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- -None-

Holding of the Company's shares

- Direct: -None-
- Spouse and minor children: -None-

Penalty history in the last 5 years

- -None-

Relationship with directors/executives

- -None-

Mr. Chen Chuanyao

Age: 37 years old Nationality: Chinese

Current positions

- Director

Education

- Bachelor of Arts for Economics, College of Arts & Science, Boston University
- Bachelor of Science for Business Administration (Finance), Boston University

Training

- Currently in the process of enrolling in a director training course with the Thai Institute of Directors Association (IOD)

Experience

- Managing Director, Summer Capital, Hong Kong

Date of appointment

- 27 February 2025

Positions in 3 other listed companies

- -None-

Positions in non-listed companies/organizations

- -None-

Positions as a director/executive in other businesses that may cause conflicts of interest to the Company

- -None-

Holding of the Company's shares

- Direct: -None-
- Spouse and minor children: -None-

Penalty history in the last 5 years

- -None-

Relationship with directors/executives

- -None-

Profiles and work experience of the proposed auditors for the year 2025

1. Ms. Wanwilai Phetsang

CPA No.	: 5315
Audit Firm	: EY Office Limited
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Education	: <ul style="list-style-type: none">• Master of Business Administration, Thammasat University• Bachelor of Accounting, Thammasat University
Position of auditor in the firm	: partner
Working period as the auditor of the Company	: 3 years
Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto	: None
Contact information	: Tel: 02 264 0777 Fax: 02 264 0789-90 Website: www.ey.com/th

2. Ms. Bongkot Kriangphanamorn

CPA No.	:	6777
Audit Firm	:	EY Office Limited
Professional Qualification	:	Certified Public Accountant and Thai SEC-approved auditor
Education	:	<ul style="list-style-type: none">• Master of Business Administration, Thammasat University• Bachelor of Accounting, Chulalongkorn University
Position of auditor in the firm	:	partner
Working period as the auditor of the Company	:	3 years
Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto	:	None
Contact information	:	Tel: 02 264 0777 Fax: 02 264 0789-90 Website: www.ey.com/th

3. Ms. Somjai Khunapasut

CPA No. : 4499

Audit Firm : EY Office Limited

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Education :

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Position of auditor in the firm : partner

Working period as the auditor of the Company : 3 years

Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto : None

Contact information : Tel: 02 264 0777
Fax: 02 264 0789-90
Website: www.ey.com/th

4. Ms. Ployjutha Sukantamarn

CPA No. : 10678

Audit Firm : EY Office Limited

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Education :

- Master of Accounting, Kasetsart University
- Bachelor of Accounting, Kasetsart University

Position of auditor in the firm : partner

Working period as the auditor of the Company : - year

Relationship or interest of transaction with the Company (other than providing auditing services) that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto : None

Contact information : Tel: 02 264 0777
Fax: 02 264 0789-90
Website: www.ey.com/th

**Information Memorandum regarding the disposition of assets transaction and connected transaction of
Finansia X Public Company Limited (List 2)**

The Board of Director's Meeting No. 3/2025 of Finansia X Public Company Limited (the "**Company**") held on 7 March 2025 has approved to propose to the Annual General Meeting of Shareholders to consider and approve the restructuring of the Company's shareholding in Finansia Syrus Securities Public Company Limited ("**FSS**") to accommodate the engaging in new businesses of the Company's group in the future by disposing of the ordinary shares of FSS amounting to 296,515,543 shares, with a par value of THB 1.60 per share, or equivalent to 51.00 percent of the total number of shares sold of FSS to FST 1 Company Limited ("**FST 1**"), a subsidiary of the Company, at the purchase price of THB 4.7623 per share, with a total value of THB 1,412,095,970.43. (the "**Transaction of the Disposition of Shares of FSS**")

As of the date of the Board of Directors' approval of the Transaction of the Disposition of Shares of FSS, FSS is currently a subsidiary of the Company in which the Company holds 99.74 percent of the total number of shares sold of FSS. In this regard, after the completion of the Transaction of the Disposition of Shares of FSS, FSS will remain a subsidiary of the Company. The details appeared in the shareholding structure in FSS before and after the entry into the Transaction of the Disposition of Shares of FSS in item 3.1 below.

Although the Transaction of the Disposition of Shares of FSS is an entry into the transaction with the subsidiary of the Company, such transaction is still considered as a disposition of assets transaction pursuant to 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, dated 31 August 2008, (as amended) 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 Asset B.E. 2547, dated 29 October 2004, (as amended) (collectively, the "**Notifications on Acquisition and Disposition**"). Considering the transaction size calculated using various criteria under the Notifications on Acquisition and Disposition, the maximum value of the Transaction of the Disposition of Shares of FSS is equal to 34.91 percent calculated based on value of the net tangible assets criterion, which gives the highest transaction value according to the consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024. In this regard, including other disposition of asset transactions within the past 6 months, prior to this transaction, the maximum value of transaction size is equal to 36.48 percent pursuant to the value of the net tangible assets criterion.

Moreover, Mr. Varah Sucharitakul ("**Mr. Varah**"), the Company's director, is a shareholder of FST 1 by holding shares indirectly through FST 4 Company Limited ("**FST 4**") amounting to 51 percent of the total number of shares sold of FST 4, whereby FST 4 holds shares in FST 3 Company Limited ("**FST 3**"), FST 2 Company Limited ("**FST 2**") and FST 1 in the amount of 51 percent of the total number of shares sold of FST 3, FST 2 and FST 1, respectively. Mr. Varah holds subordinated preferred shares in FST 4, resulting in Mr. Varah will receive insignificant returns, i.e., the holder of the preferred share will be entitled to receive the dividends before the holder of the ordinary share at 2.15 percent per annum of the capital invested in FST 4 by the holder of the preferred share and the rights to receive the dividends of the holder of the preferred share will be cumulative. If the dividends are not paid in any calendar year, the unpaid amount will be carried forward to the following year. After paying dividends to the holder of the preferred share, if there are remaining dividends, the remaining dividends will be allocated to the holder of the ordinary share proportionate to their respective shareholding. In addition, the holder of the preferred share having no control over FST 4 as disclosed to the SET on 21 January 2025. The details of the shareholding structure appeared in item 2 below.

According to such shareholding structure of FST 1, it is a case that Mr. Varah, the Company's director, is an indirect major shareholder of FST 1, resulting in FST 1 being considered a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), 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) (as amended). (collectively, the **"Notifications on Connected Transactions"**). The size of this connected transaction is equivalent to 43.53 percent of the value of the net tangible asset (NTA) of the Company according to the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024. When calculating the transaction size according to the criteria specified in the Notifications on Connected Transactions, it exceeds 3 percent of the net tangible asset of the Company, which is considered a large transaction. In this regard, when combining transaction size with other connected transactions with Mr. Varah within the past 6 months, prior to this transaction, the maximum value of transaction size is equal to 43.74 percent of the value of the net tangible asset (NTA).

Since FST 1 will pay the total consideration for the Transaction of the Disposition of Shares of FSS to the Company in the amount of THB 1,412,095,970.43 (the **"Share Consideration"**) upon the completion of a 15th anniversary from the transaction completion date. FST1 will also pay annual interest for the Share Consideration at a rate equal to the average of the Minimum Loan Rate (MLR) of commercial banks as of the commencement date of each interest period. The term "commercial banks" refers to Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikorn Bank Public Company Limited, and Siam Commercial Bank Public Company Limited. As of the date the Board of Directors approved the transaction, the average MLR of 4 commercial banks stands at 6.8813 percent per annum. When combining the principal and the estimated interest that the Company will receive from FST 1, the total amount is approximately 2,869,643,779.91 THB. The aforementioned 15-year payment period for the Share Consideration is based on an assessment of FST 1's revenue sources, capital expenditure and FSS's ability to generate operating profits.

It is important to note that the aforementioned interest rate is an estimate prepared for the purpose of calculating the transaction size and providing information for shareholders' consideration, whereby FST 1 agrees to pledge 296,515,543 ordinary shares of FSS to the Company as collateral. (the **"Payment of Consideration for the Transaction of the Disposition of Shares of FSS"**). Such Payment of Consideration for the Transaction of the Disposition of Shares of FSS is considered a transaction providing financial support to a connected person (the **"Transaction Providing Financial support to FST 1"**)¹ with the transaction size equal to 88.46 percent of the value of the net tangible asset (NTA) of the Company according to the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024, which exceeds 3 percent of the value of the net tangible assets of the Company and considered a large transaction. The Company and its subsidiaries have no other connected transactions with FST 1 within the past 6 months prior to the date of approval of the transaction by the Board of Directors.

Therefore, the Company is required to disclose information memorandum regarding the entry into the transaction to the SET, appoint an independent financial advisor (IFA), as well as convene the shareholders' meeting

¹ In this regard, the Transaction of the Disposition of Shares of FSS and the Transaction Providing Financial support to FST 1 collectively, the **"Transaction of Restructuring of Shareholding in FSS"**

of the Company to approve the entry into the transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the Notifications on Connected Transactions.

Since the Company is required to appoint an independent financial advisor (IFA) and convene the shareholders' meeting of the Company to consider and approve the connected transaction. Therefore, the Company deems it appropriate to appoint an independent financial advisor (IFA) to provide opinion on the asset disposition transaction to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company to consider and approve the asset disposition transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Transaction of the Disposition of Shares of FSS fall under type 1 transaction, the size of transaction that equivalent to or more than 50 percent but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

In addition, the Transaction of the Disposition of Shares of FSS is considered the sale or transfer of a significant part of the Company's business to other persons, which the Company is required to obtain approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote pursuant to Section 107 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA").

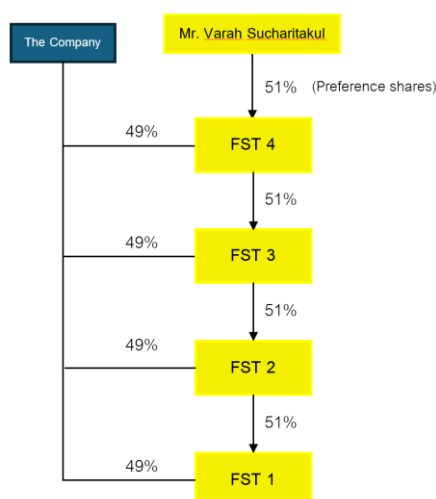
In this regard, the Company would like to disclose information memorandum regarding the Transaction of Restructuring of Shareholding in FSS to the SET in order to comply with the relevant laws, including the Notifications on Connected Transactions and the Notifications on Acquisition and Disposition. The details are as follows:

1. Date / Month / Year of the Transactions

The Company will enter into the Transaction of Restructuring of Shareholding in FSS after the 2025 Annual General Meeting of Shareholders of the Company on 30 April 2025 has resolved to approve such transaction and all conditions precedent under the Share Purchase Agreement have been satisfied or waived by the parties thereunder. In this regard, the Company expects that the Transaction of Restructuring of Shareholding in FSS will be completed within the second or third quarter of 2025. The Company will report on the completion of the transaction through the SET's information disclosure system once the Transaction of Restructuring of Shareholding in FSS has been completed.

2. Related Party and Relationship with the Company

Seller	:	The Company
Purchaser	:	FST 1
Relationship with the Company	:	FST 1 is a subsidiary of the Company and a related 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 shares in FST 4 in the amount of 49 percent and 51 percent of the total number of shares sold of FST 4, respectively. Also, the Company and FST 4 hold shares in FST 3, FST 2 and FST 1 in the amount of 49 percent and 51 percent of the total number of shares sold of FST 3, FST 2 and FST 1, respectively, as detailed in the diagram below.



3. General Characteristic of Transaction

3.1 Transaction of the Disposition of Shares of FSS

The Company will dispose of the ordinary shares of FSS amounting to 296,515,543 shares, with a par value of THB 1.60 per share, or equivalent to 51.00 percent of the total number of shares sold of FSS to FST 1, at the purchase price of THB 4.7623 per share, with a total value of THB 1,412,095,970.43. FST 1 will pay the total Share Consideration upon the completion of a 15th anniversary from the transaction completion date. FST1 will also pay annual interest for the Share Consideration at a rate equal to the average of the Minimum Loan Rate (MLR) of commercial banks as of the commencement date of each interest period. The term "commercial banks" refers to Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikorn Bank Public Company Limited, and Siam Commercial Bank Public Company Limited. As of the date the Board of Directors approved the transaction, the average MLR of 4 commercial banks stands at 6.8813 percent per annum. When combining the principal and the estimated interest that the Company will receive from FST 1, the total amount is approximately 2,869,643,779.91 THB. The aforementioned 15-year payment period for the Share Consideration is based on an assessment of FST 1's revenue sources, capital expenditure and FSS's ability to generate operating profits.

It is important to note that the aforementioned interest rate is an estimate prepared for the purpose of calculating the transaction size and providing information for shareholders' consideration, whereby FST 1 agrees to pledge 296,515,543 ordinary shares of FSS to the Company as collateral. After the completion of the Transaction of the Disposition of Shares of FSS, the Company will directly hold 48.74 percent of the total number of shares sold of FSS. FST 1, which is a subsidiary of the Company, will hold 51 percent of the total number of shares sold of FSS, and other shareholders will hold 0.26 percent of the total number of shares sold of FSS.

In this regard, the Company expects that the Transaction of the Disposition of Shares of FSS will be completed within the second or third quarter of 2025.

In this regard, the shareholding structure in FSS before and after the entry into the Transaction of the Disposition of Shares of FSS are as follows:



Remark * Indicating the shareholding proportion of Mr. Varah in FST 4, where Mr. Varah has voting rights equivalent to 4.94 percent of the total voting rights in FST 4.

In this regard, after the shareholder's meeting of the Company approves the entry into the Transaction of the Disposition of Shares of FSS, FSS will seek approval from the Office of the Securities and Exchange Commission regarding the changes in the structure of major shareholders, both direct and indirect (consisting of FST 1, FST 2, FST 3, and FST 4), within 14 days from the date that FST 1 acquires more than 10 percent of the total number of shares sold of FSS.

3.2 Transaction Providing Financial support to FST 1

FST will pay the consideration for the Transaction of the Disposition of Shares of FSS to the Company with the details as follows:

Total Share Consideration	:	THB 1,412,095,970.43
Term of Payment	:	Pay the total amount of Share Consideration upon the completion of the 15 th anniversary from the transaction completion date.
Interest rate	:	The average of the Minimum Loan Rate (MLR) of commercial banks as of the commencement date of each interest period. The term "commercial banks" refers to Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, Kasikorn Bank Public Company Limited, and Siam Commercial Bank Public Company Limited. The interest payment date shall be on the last business day of each calendar year

In this regard, the interest period shall be a period of 12 months, provided that (1) the first interest period shall commence on the completion date of the transaction and end on the first interest payment date (last business day of the first year) (for the first interest payment

shall calculate from the Completion Date to 30 December 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 (last business day of each calendar year) (for the second interest payment shall calculate from 31 December 2025 to the last business day of 2026 and shall pay on the last business day of 2026, the interest will be calculated and paid as described above until the completion of the payment period.).

In this regard, for the purpose of calculating the transaction size and providing information for shareholders' consideration, as of the date the Board of Directors approved the transaction, the average MLR of 4 commercial banks stands at 6.8813 percent per annum (The interest rate is comparable to similar loans if FST 1 were to borrow from financial institutions or external parties.)

Collateral : Pledge 296,515,543 ordinary shares of FSS, or equivalent to 51 percent of the total number of shares sold of FSS, to the Company.

4. Details of Disposed Assets

4.1 General Information of FSS and List of Shareholders of FSS Before and After the Completion of the Entry into the Transaction of the Disposition of Shares of FSS

General Information of FSS

Company name : Finansia Syrus Securities Public Company Limited

Type of 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 (8) Securities Borrowing and Lending Business (9) Bond Trading

Date of incorporation : 11 February 2004

Country of incorporation : Thailand

Corporate registration number : 0107547000079

Registered capital : THB 930,244,840
(as of 7 March 2025)

Paid-up capital (as of 7 March 2025)	:	THB 930,244,840	
Par Value	:	THB 1.60 per share	
Registered office	:	999/9 The Offices at Central World, 18th Floor, Rama 1 Road, Pathumwan, Pathumwan, Bangkok	
Board of Directors (as of 7 March 2025)	:	Mr. Chatchaval Jiaravanon	Director
		Mr. Varah Sucharitakul	Director
		Mr. Seksan Chunsereechai	Director
		Mr. Chuangchai Nawongs	Director
		Mr. Somphop Keerasuntonpong	Director
		Pol. Gen. Visanu Prasattongsoth	Director
		Mr. Kittisak Bencharit	Director
List of shareholders (as of 7 March 2025)	:	1) Company	holding 99.74%
		2) Other shareholders	holding 0.26%
List of shareholders after the completion of the Transaction of the Disposition of Shares of FSS	:	1) FST 1	holding 51.00%
		2) Company	holding 48.74%
		3) Other shareholders	holding 0.26%

4.2 Key Financial Information of FSS

-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 Audited ^{1/2/}		Financial Statements in which Investments are Recognized under the Equity Method December 31, 2023 Audited ^{1/2/}		Financial statements in which Investments are Recognized under the equity method December 31, 2024 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						
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 fee 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.

5. Total Value of Consideration and Criteria for Determination of the Value of Consideration

The total value of consideration of the Transaction of the Disposition of Shares of FSS is THB 1,412,095,970.43, whereby the purchase price of THB 4.7623 per share is determined based on the cost price, derived from the investment value according to the cost method in the Company's separate financial statements. (The calculation of the cost price of the Company's investment in FSS is based on the proportion of the book value of the owner's equity items shown in FSS's financial statement as of 29 September 2023. (the date of the business restructuring.)) The cost price is higher than the book value of FSS. Such price reflects the cost of FSS's shares that the Company acquired during the restructuring of Company's group in 2023. The Company viewed that such purchase price is appropriate as it is transparent and reasonable, as well as facilitating a smooth restructuring of the Company's group and ensuring continuous business operations.

However, since FST 1 will pay the consideration for the Transaction of the Disposition of Shares of FSS in installments, as detailed in item 3.2 above, interest will be charged based on the Minimum Loan Rate (MLR) of commercial banks as of the commencement date of each interest period. As of the date the Board of Directors approved the transaction, the average MLR of 4 commercial banks stands at 6.8813 percent per annum. This interest rate is comparable to similar loans if FST 1 were to borrow from financial institutions or external parties.

6. Size of the Transaction

The Transaction of Restructuring of Shareholding in FSS has the transaction size as follows:

6.1 Calculation of Transaction Size of Disposed Asset pursuant to Notifications on Acquisition and Disposition

The size of the Transaction of the Disposition of Shares of FSS, when calculated based on the value of the net tangible assets criterion which gives the highest transaction value, is equivalent to 34.91 percent of the value of net tangible assets of the Company according to the consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 December 2024. In this regard, including other disposition of asset transactions within the past 6 months prior to this transaction, the maximum value of transaction size is equal to 36.48 percent pursuant to the value of the net tangible assets criterion. Therefore, it is considered a type 2 transaction according to the Notifications on Acquisition and Disposition, where the transaction size is equal to 15 percent or more but not exceeding 50 percent. The details are as follows

Calculation criterion	Calculation formula	Transaction size (%)
1. Value of the net tangible assets criterion (NTA)	$\frac{(\text{Total value of net tangible assets of FSS} \times \text{Disposition percentage}) \times 100}{\text{Value of net tangible assets of the Company}}$	$\frac{2,220,820,466 \times 51\% \times 100}{3,244,048,726} = 34.91\%$
2. Net operating profits criterion (within the past 12 months)	Cannot be calculated because both FSX and FSS have operating losses.	-
3. Total value of consideration criterion	$\frac{\text{Total value of considerations that will receive}}{\text{Value of the total assets of the Company}} \times 100$	$\frac{1,412,095,970.43 \times 100}{5,697,315,943} = 24.79\%$
4. Value of ordinary shares issued by the Company for the payment of shares criterion	Not applicable	-

6.2 Calculation of Transaction Size of Connected Transaction pursuant to Notifications on Connected Transactions

(a) Transaction of the Disposition of Shares of FSS

The Transaction of the Disposition of Shares of FSS has a total value of consideration for the connected transaction of THB 1,412,095,970.43, when calculating based on the consolidated financial statements audited by the Company's certified auditor for the period ending 31 December 2024, is equivalent to 43.53 percent of the value of net tangible assets, exceeding 3 percent of the value of net tangible assets. The details are as follows:

Calculation criterion	Calculation formula	Transaction size (%)
<u>(Total value of considerations x 100)</u> Value of Net Tangible Assets of the Company	$\frac{\text{THB } 1,412,095,970.43 \times 100}{\text{THB } 3,244,048,726}$	43.53

(b) Transaction Providing Financial support to FST 1

The Payment of Consideration for the Transaction of the Disposition of Shares of FSS is considered a transaction providing financial support according to the Notifications on Connected Transactions. The total value of the financial support is THB 2,869,643,779.91, which is calculated from the principal amount combined with the total interest that the Company will receive from providing financial support. When calculated based on the consolidated financial statements audited by the Company's certified auditor for the period ending 31 December 2024, the transaction size is equivalent to 88.46 percent of the value of net tangible assets, exceeding 3 percent of the value of net tangible assets and exceeding THB 100 million. The details are as follows:

Calculation criterion	Calculation formula	Transaction size (%)
<u>(The principal amount and interested throughout the loan period x 100)</u> Value of Net Tangible Assets of the Company	$\frac{\text{THB } 2,869,643,779.91^{1/} \times 100}{\text{THB } 3,244,048,726}$	88.46

Remark: 1/ The total value of the financial support amounts to THB 2,869,643,779.91, calculated from the principal of THB 1,412,095,970.43, including an estimation of the total interest over the 15-year loan period. The Company is expected to receive approximately THB 1,457,547,809.48 in interest payments from financial support. (This estimation is prepared for the purpose of calculating the transaction size and providing information for shareholders' consideration, based on an MLR interest rate of 6.8813 percent per annum.)

When combining the transaction size of the connected transaction of 6.2(a) and 6.2(b) the transaction size is equal to 131.99 percent of the value of net tangible assets. When combined with any other connected transaction within the past 6 months prior to this transaction, the maximum combined transaction size is 132.20 percent of the value of net tangible assets. Therefore, the entry into this transaction is considered a large transaction according to the Notifications on Connected Transactions. The Company is required to disclose information memorandum regarding the entry into the transaction to the SET, appoint an independent financial advisor (IFA), as well as convene the shareholders' meeting of the Company to approve the entry into the transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting.

7. Expected Benefits to the Company

The Transaction of Restructuring of Shareholding in FSS is undertaken to support the addition of new business operations for FSS in the future. Since the Company, which is the major shareholder of FSS, is a listed company on the SET without restrictions on foreign shareholding, it may risk becoming a foreign entity at any time. To prevent FSS from business restrictions under the Foreign Business Act, the Company has to consider the shareholding restructuring in FSS by transferring 51.00 percent of the total number of shares sold of FSS to FST 1, a Thai juristic person. The Company believes that this shareholding restructuring will prevent business restrictions of FSS and increase the opportunities for expanding the business scope of the Company's group in the future to create sustainable returns for the Company and all shareholders in the long run.

8. Plan for use of Proceeds from the Transaction of the Disposition of Shares of FSS

The Company will use the proceeds that FST 1 will pay the consideration for the Transaction of the Disposition of Shares of FSS amounting to THB 1,412,095,970.43, when due, as working capital and/or to repay the Company's and/or its subsidiaries' loans (if any) and/or to invest in future projects of the Company.

9. Reasons Why the Company Does Not Hold All the Shares of the Business and Measures to Prevent the Potential Conflicts of Interest in the Future

Since the Company is required to restructure the shareholding to prevent the restrictions on FSS's business expansion, as detailed in item 7 above. However, the Company has implemented measures to prevent potential conflicts of interest in the future. Specifically, Mr. Varah, a major shareholder of FST 4, holds subordinated preferred shares in FST 4, which Mr. Varah will receive restricted and insignificant returns and having no control over FST 4, including FST 3, FST 2 and FST 1. Additionally, the Company retains the sole right to appoint all directors in FST 1, FST 2, FST 3, FST 4 and FSS.

10. Interested Directors and/or Connected Persons who do not Participate in the Consideration and Voting

The director who has a conflict of interest and did not attend the meeting and did not participate in the voting on the Transaction of the Disposition of Shares of FSS is Mr. Varah because he is an indirect major shareholder of FST 1.

11. Opinion of the Board of Directors regarding the Reasonableness of the Transaction of the Disposition of Shares of FSS when Compared to Entering into a Transaction with an Independent Third Party

The Board of Directors viewed that the entry into the Transaction of Restructuring of Shareholding in FSS with FST 1, who is a connected person, is reasonable when compared to entering such transaction with third parties since it is an internal shareholding restructuring within the Company's group under the condition that FSS remains a subsidiary that the Company will continue to have control over FSS through direct and indirect shareholding through FST 1. Moreover, the Transaction Providing Financial support to FST 1 is a transaction that does not transfer any benefits to a connected person, as the interest rate is comparable to loans if FST 1 were to borrow from financial institutions or external parties. Additionally, the Company has 296,515,543 shares of FSS, which is equal to the number of shares that FST 1 purchased from the Company, as collateral for the payment of the purchase price. In addition, the total value of consideration of the Transaction of the Disposition of Shares of FSS is THB 1,412,095,970.43, whereby the purchase price of THB 4.7623 per share is determined based on the cost price, derived from the investment value according to the cost method in the Company's separate financial statements.

(The calculation of the cost price of the Company's investment in FSS is based on the proportion of the book value of the owner's equity items shown in FSS's financial statement as of 29 September 2023. (the date of the business restructuring.)) The cost price is higher than the book value of FSS. Such price reflects the cost of FSS's shares that the Company acquired during the restructuring of Company's group in 2023. The Board of Directors viewed that such purchase price is appropriate as it is transparent and reasonable, as well as facilitating a smooth restructuring of the Company's group and ensuring continuous business operations.

When comparing the benefits that the Company will receive from the entry into the transaction, the Board of Directors viewed that such transaction is reasonable and did not constitute a benefit to a connected person which is consistent with the opinion of the Company's Audit Committee.

12. Opinions of the Audit Committee and/or Directors Which is Different from the Board of Directors' Opinion

- None -

13. Responsibility of the Board of Directors on the Information in the Documents Delivered to the Shareholders

The Board of Directors is responsible for the information in this Information Memorandum and other documents delivered to the shareholders of the Company. In this regard, the Board of Directors has carefully reviewed the information provided to the shareholders and hereby certify that the information in this Information Memorandum and other documents delivered to the Company's shareholders is accurate, complete and contains no false information; no material facts which are necessary for or must be included in the Information Memorandum have been omitted; as well as does not contain any misleading information which may cause material misunderstanding.

14. Opinion of the Independent Expert in the Disposition of Assets

- None -

15. Opinion of the Independent Financial Advisor

Opinion of the Independent Financial Advisor is detailed in the report of the Opinion of the Independent Financial Advisor concerning the Asset Disposition and the Connected Transaction of Finansia X Public Company Limited in QR Code format (**Enclosure 6**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders.

16. Liabilities of the Company

16.1 The Total Amount of Issued and Unissued Debt Instruments According to the Resolutions of the Meeting of Shareholders and Authorized to the Board of Directors to be issued as Deemed Appropriate

The 2024 Annual General Meeting of Shareholders has resolved to approve the issuance and offering of the debentures of the Company, not exceeding THB 2,000 million. As of 31 December 2024, the Company has the total issued and offered debentures amounting to THB 165,000,000, and the remaining unissued and unoffered debenture amounting to THB 1,835,000,000.

16.2 The Total Amount of Term Loans and Guarantees as of 31 December 2024

Unit: THB million

	Interest rate/ Discount rate per annum (percentage)	Remaining term of the debt until maturity			Total
		Less than 1 year	1 - 5 years	More than 5 years	
Issued Debt Instruments and other loans					
Debenture	4.50	-	165	-	165
Total		-	165	-	165

16.3 The Total Amount of Other Liabilities (Including Overdraft) and Guarantees as of 31 December 2024

Type of Liabilities	Guarantee	Amount of Liabilities (THB million)
Overdraft	-	-
Trade payables and other current payables	-	-
Other current liabilities	-	27.76
Other non-current liabilities	-	33.55
Total	-	61.31

16.4 Contingent Liabilities

Please consider the contingent liabilities according to the notes to the consolidated financial statements of the Company for the year ended 31 December 2024 as specified in Item 35 of the notes to the financial statements under Part 3 (Financial Statements) of the Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the year ended 31 December 2024 in QR Code format (**Enclosure 2**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>

17. Information of the Company and Business Operation

17.1 Information of the Company

Company's Name	Finansia X Public Company Limited
Type of Business	The Company's primary business is holding shares in other companies (Holding Company), with its main business being the securities business.
Registered Number	0107565000174
Address	999/9 The Offices at Central World, 18 th and 25 th , Rama 1 Road, Pathum Wan Sub-district, Pathum Wan District, Bangkok 10330
Registered Capital (as of 21 March 2025)	THB 1,855,774,275.20
Paid-up Capital (as of 21 March 2025)	THB 1,310,186,843.20

Board of Directors	<ol style="list-style-type: none"> 1. Mr. Chatchaval Jiaravanon 2. Mr. Varah Sucharitakul 3. Mr. Seksan Chunserreechai 4. Mr. Chuanyao Chen 5. Mr. Chuangchai Nawongs 6. Mr. Somphop Keerasuntonpong 7. Pol. Gen. Visanu Prasattongsoth 8. Mr. Kittisak Bencharit 9. Mr. Akarat Na Ranong
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17.2 Business Operation and Nature of Business of the Company, Its Subsidiaries and Associated Companies

The Company was registered and established as a public company on 23 March 2023 to serve as the holding company of the financial business group, in accordance with the plan for restructuring of shareholding and management, by investing in other companies (Holding Company), with its primary business being securities. The Company engages in investment activities by holding shares in other limited and public limited companies, including sourcing funding to support the operations of businesses within the Company's group. The subsidiaries and associates under the operation of the Company are as follows:

Subsidiaries that Operate Business in Thailand	
Finansia Syrus Securities Public Company Limited (FSS)	Operates in (1) Securities Brokerage Business (2) Derivatives Brokerage Business (3) Investment Banking Business (4) Investment-Related Business (5) Wealth Management Business (6) Global Trading (7) Securities Borrowing and Lending Business (8) Bond Trading Type of License: Type A, Type Sor-1
FSS International Investment Advisory Securities Company Limited ("FSSIA")	Provides analytical services to meet the specific needs of institutional clients Type of License: Investment Advisory Service and Derivatives Advisory
Finansa Securities Company Limited ("FSL")	Operates as follows: (1) Securities Trading Business (2) Securities Underwriting Business and (3) Financial Advisory Business Type of License: Securities trading, Securities underwriting, Securities brokerage (temporarily suspended business operations except for brokerage, trading, and underwriting of investment units (LBDU)), Investment Advisory Service (not commercial operated yet), and Derivatives brokerage (temporarily suspended business operations)
FST 4 Company Limited (FST4)	A subsidiary established to accommodate the group restructuring in preparation for operating a digital asset-related business; its core business activity is that of a holding company.
FST 3 Company Limited (FST3)	
FST 2 Company Limited (FST2)	
FST 1 Company Limited (FST1)	
Finansia Thai Company Limited (FSTH)	

Subsidiaries that Operate Business in Thailand	
Subsidiaries and Associate Company that Operate Business Aboard	
Finansia Investment Management Ltd. (FIM)	A subsidiary that established in British Virgin Islands (BVI) engages in Fund management business.
Cactus Ltd. (Cactus)	A subsidiary established in Cayman Island engages in fund management business.
SBI Royal Securities Plc. (SBIR)	Associate company that operates primary businesses including securities brokerage and investment banking in Cambodia.

Products and Services

The Company operates its business as a holding company, with its core business in financing and investment. Its products and business operations are categorized into three main groups which are Securities brokerage business, investment banking business and wealth management business. The details are as follows:

- 1) **Securities Brokerage** The services are provided by FSS, which acts as a securities broker offering various types of securities trading services, including Thai Equity and Global Equity, Structured Notes, Derivatives, and Fixed Income to individual and institutional clients. Securities trading is offered with three types of accounts for clients to choose from Cash Account, Cash Balance, and Credit Balance. Additionally, clients can choose from two securities trading channels which are trading through an investment advisor or trading via the FINANSIA HERO, which is an online trading system that allows for fast order execution. FINANSIA HERO supports both mobile, called the Mobile Trading System (MTS), which is available on both iOS and Android, and desktop platforms, called the Home Trading System (HTS).
- 2) **Investment Banking** through FSS and FSL which provided financial advisory service to enhance business capabilities comprehensively, such as Securities Issuance & Offering including the listed of companies on the stock exchange, Securities Underwriting, Merger & Acquisition, Corporate Valuation, Financial Restructuring, Financial Feasibility, and conducting various transactions for listed companies in compliance with the regulations of the Office of the Securities and Exchange Commission (the “SEC”) and the SET, with key personnel who possess extensive expertise and experience, as well as in-depth knowledge of the capital markets.
- 3) **Wealth Management** through FSS, FSSIA, FIM, and Cactus. Wealth Management serves as a one-stop service for financial and investment management to both individual and corporate clients, including personalized Private Fund, Mutual Fund, Fixed-Income, and Portfolio Management. The team and fund managers work within a framework that allows clients to participate in defining investment strategies, goals, conditions, and restrictions tailored to their specific needs. This includes a broad range of asset classes both domestically and internationally, aiming to cater to a diverse client base with an appropriate risk level. Additionally, the Company offers mutual fund trading services under a one-stop service concept, enabling clients to buy, sell, and exchange any type of mutual fund. The Company also provides research analysis, investment decision-making support, and seminar activities throughout the year to keep clients updated with the latest information.

17.3 Business Trends of the Company, Its Subsidiaries and Associated Companies

Since 2024, the SET has faced significant volatility due to both domestic and external factors. The SET Index reached a high of 1,495.02 points and a low of 1,274.01 points. The average daily trading value was THB 46,551 million, a 12.7% decrease from the previous year. A total of 32 companies were listed on the SET, with as many as 23 companies showing negative returns, some with losses exceeding 70 percent. As the Company enters 2025, it faces both challenges and new opportunities amidst an economy gradually recovering. The core securities business of the Company, its subsidiaries, and associates will continue to be under pressure from market fluctuations. However, there are supporting factors that could allow the business to grow steadily, provided it can adapt its strategy in alignment with market trends.

In the past year, the policies of the U.S. Federal Reserve (Fed), which began signaling interest rate cuts, resulted in increased liquidity in the capital markets, leading to greater stability. This trend has positively impacted the investment sector and helped stimulate the flow of capital back into emerging markets, including the Thai stock exchange. Foreign investors, who had previously slowed their investments, may now regain interest, particularly in the financial and securities sectors, which benefit from interest rates conducive to investment. Additionally, the gradual deployment of funds raised by the Vayupak Fund into the SET has been a key factor in boosting liquidity and building investor confidence in the country. This may serve as a significant driving force to support the continued improvement of the SET index in 2025.

On the other hand, concerns about economic stability and government management remain factors that need to be closely monitored. The uncertainty surrounding economic stimulus measures, which may be subject to change, along with potential conflicts that could impact investor confidence, continue to pose significant risks. Furthermore, geopolitical conflicts, particularly the trade relations between major powers such as the U.S. and China, along with many other countries facing tensions due to protectionist trade policies, could act as pressure factors, causing global capital markets to experience high levels of volatility.

However, the overall securities business in 2025 still holds growth opportunities if the SET returns to normal conditions or shows positive trends. Companies that have delayed their IPO from 2024 may gradually list on the SET, which will benefit the business of the Company and its subsidiaries by providing more opportunities for securities distribution and financial advisory services. Additionally, the development of the online securities trading platform, Finansia HERO 2.0, with improved efficiency, will be a key strategy to help the Company and its subsidiaries expand their customer base and continuously support the growing number of individual investors. Furthermore, utilizing insights to analyze market trends will enhance the accuracy of investment decisions and serve as a crucial factor that allows the Company's group to remain competitive amidst increasingly complex market conditions.

Overall, the securities business in 2025 may continue to face volatility from various factors. However, with the implementation of appropriate strategies, including the development of financial technology, expanding business partnerships, and effective risk management, the Company, its subsidiaries, and associates still have opportunities for growth. This is true even as they face new challenges that may arise throughout 2025.

18. Summary of Financial Statements for the Past 3 Years, as well as Management Discussion and Analysis of Performance Results and Financial Position for the Past Year

18.1 Summary of Financial Statements for the Past 3 Years and the Current Year up to the Latest Quarter

1) Consolidated Financial Statements of the Company

Consolidated Financial Position Statements (Unit: THB million)	As of 31 December		
	2022 (Restated)	2023	2024
Assets			
Cash and cash equivalents	461.2	358.3	711.5
Receivables from Clearing House and broker-dealers	1,044.3	1,204.6	442.2
Securities and derivatives business receivables	4,392.9	2,836.3	2,838.4
Accrued fees and service income	31.7	5.0	5.9
Accrued fees and service income from asset management business	-	-	11.5
Derivatives assets	0.3	-	1.9
Investments	561.3	269.7	231.7
Loans to employees	2.9	1.7	1.5
Investments in subsidiaries and an associate	142.0	143.0	143.9
Office condominium and equipment	485.7	476.1	444.9
Right-of-use assets	200.9	180.1	142.1
Intangible assets	212.4	237.3	313.4
Deferred tax assets	47.4	44.8	34.8
Other assets	430.6	266.0	373.6
Total assets	8,013.6	6,022.9	5,697.3
Liabilities and owners' equity			
Liabilities			
Borrowings from financial institutions	-	400.0	90.0
Payables to Clearing House and broker-dealers	1,051.9	41.7	112.1
Securities and derivatives business payables	2,242.6	1,704.3	968.4
Derivatives liabilities	51.0	-	-
Debt issued and other borrowing	971.0	713.4	428.3
Corporate income tax payable	26.4	-	-
Provisions	47.5	59.1	41.5
Provision for long-term employee benefits	132.0	164.2	176.8
Lease liabilities	121.6	107.0	69.0
Other liabilities	525.5	242.8	212.4
Other liabilities	5,169.6	3,423.4	2,098.6
Owners' equity			
Share capital			
Registered			

Consolidated Financial Position Statements (Unit: THB million)	As of 31 December		
	2022 (Restated)	2023	2024
1,159,858,922 ordinary shares of THB 1.60 each	930.3	930.3	1,855.8
(2022 and 2023: 581,413,025 ordinary shares of THB 1.60 each)			
Issued and paid-up share capital			
818,866,777 ordinary shares of THB 1.60 each	927.9	927.9	1,310.2
(2022 and 2023: 579,929,461 ordinary shares of THB 1.60 each)			
Share premium	619.3	619.3	1,312.2
Capital reserve for share-based payment transactions	0.3	0.3	0.3
Deficit as a result of change in holding percentage in the subsidiary	(0.05)	(0.05)	(0.05)
Retained earnings			
Appropriated - statutory reserve	92.8	92.8	92.8
Unappropriated	1,193.0	940.7	875.0
Other component of owners' equity			
Exchange differences on translation of financial statements in foreign currency	3.7	2.9	1.8
Losses on investments in equity designated at fair value through other comprehensive income	(0.1)	(0.03)	(0.07)
Total equity attributable to the Company's shareholders	2,836.8	2,583.8	3,592.3
Non-controlling interests of the subsidiaries	7.3	6.7	6.5
Total owners' equity	2,844.0	2,590.5	3,598.7
Total liabilities and owners' equity	8,013.6	6,022.9	5,697.3

2) Consolidated Statement of Comprehensive Income of the Company

Consolidated Statement of Comprehensive Income (Unit: THB million)	As of 31 December		
	2022 (Restated)	2023 (Restated)	2024
Revenue			
Brokerage fees income	1,563.7	980.2	863.1
Fees and service income	486.1	279.0	277.6
Interest income	185.6	248.2	293.2
Gain and return on financial instruments	97.0	82.6	33.2
Shares of gain from investments in an associate	4.1	2.1	2.2
Other income	63.8	56.9	58.9
Total income	2,400.4	1,648.9	1,528.2
Expenses			
Employee benefits expenses	1,254.7	971.2	948.1
Fees and service expenses	272.9	229.2	161.3
Interest expenses	61.8	65.9	65.5

Consolidated Statement of Comprehensive Income (Unit: THB million)	As of 31 December		
	2022 (Restated)	2023 (Restated)	2024
Expected credit losses (reversal)	(2.5)	0.04	0.2
Other expenses	552.4	528.3	459.8
Total expenses	2,139.2	1,794.6	1,634.9
Profit (loss) before income tax	261.1	(145.7)	(106.7)
Income tax	(57.7)	(4.9)	(6.9)
Profit (loss) for the year from continuing operations	203.5	(150.6)	(113.6)
Discontinued operations:			
Profit (loss) for the year from discontinued operations	-	(44.9)	50.3
Profit (loss) for the year	203.5	(195.5)	(63.3)
Other comprehensive income (loss):			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of financial statements in foreign currency - net of income tax	2.2	(0.8)	(1.1)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	2.2	(0.8)	(1.1)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Actuarial gain (loss) - net of income tax	5.6	(17.3)	-
Gain (loss) on investments in equity instruments designated at fair value through other comprehensive income - net of income tax	(0.4)	0.1	(0.04)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	5.2	(17.2)	(0.04)
Other comprehensive income from continuing operations	7.4	(18.1)	(1.1)
Discontinued operations			
Other comprehensive income from discontinued operations	-	-	-
Other comprehensive income from discontinued operations	-	-	-
Total other comprehensive income (loss) for the year	7.4	(18.1)	(1.1)
Total comprehensive income (loss)			
Total comprehensive income (loss) from continuing operations	210.9	(168.6)	(114.7)
Total comprehensive income (loss) from discontinued operations	-	(44.9)	50.3
Total comprehensive income (loss) for the year	210.9	(213.5)	(64.4)

3) Consolidated Statement of Cash Flows of the Company

Consolidated Statement of Cash Flows (Unit : THB million)	For the year ended 31 December		
	2022 (Restated)	2023	2024
Cash flows from operating activities			
Profit (loss) before income tax	261.1	(190.6)	(56.4)
Adjustments to reconcile profit (loss) before income tax to net cash provided by (paid for) operating activities:			
Depreciation and amortisation	147.7	144.3	131.1
Expected credit losses (reversal)	(2.5)	0.04	0.2
(Gain) loss on disposals and write-off of equipment/intangible assets/right-of-use assets	0.07	(1.5)	(1.5)
Reversal of Provisions for Liabilities	-	-	(19.7)
Unrealised (gain) loss on revaluation of trading investments	(6.6)	9.5	(33.9)
Unrealised (gain) loss on revaluation of derivatives	31.3	(41.1)	(1.4)
Unrealised (gain) loss on revaluation of exchange rate	(0.07)	0.8	3.7
Gain on disposal of investment in subsidiary	-	-	(122.5)
Share of gain from investments in an associate	(4.1)	(2.1)	(2.2)
Provision for long-term employee benefits	15.8	18.8	26.0
Interest income	(185.6)	(248.2)	(299.7)
Dividend income	(13.8)	(25.8)	(14.8)
Interest expenses	61.8	66.0	65.5
Profit (loss) from operating activities before changes in operating assets and liabilities	305.0	(270.0)	(325.6)
(Increase) decrease in operating assets			
Receivables from Clearing Houses and broker-dealers	(164.6)	(156.1)	765.3
Securities and derivatives business receivables	(51.5)	1,555.6	(2.9)
Derivatives assets	3.7	0.8	(0.3)
Investments	280.7	279.5	32.2
Loan to employees	3.5	1.2	0.1
Other assets	(207.3)	199.8	(49.9)
Increase (decrease) in operating liabilities			
Payables to Clearing Houses and broker-dealers	1,035.8	(1,010.3)	70.5
Securities and derivatives business payables	(782.1)	(535.5)	(735.9)
Derivatives liabilities	(4.8)	(15.2)	-
Paid for long-term employee benefits	(7.7)	(6.4)	(11.8)
Provisions for liabilities	-	-	(10.7)
Other liabilities	45.0	(268.8)	(21.4)
Non-controlling interests of the subsidiary	(0.5)	-	-
Cash received (paid) from operating activities	455.1	(225.4)	(290.4)

Consolidated Statement of Cash Flows (Unit : THB million)	For the year ended 31 December		
	2022 (Restated)	2023	2024
Proceeds on interest income	182.2	248.7	271.1
Proceeds on dividend income	13.8	25.8	14.8
Cash paid for interest expense	(52.6)	(62.1)	(64.4)
Cash paid for income tax expense	(83.6)	(33.9)	(17.4)
Net cash used in operating activities	514.9	(47.0)	(86.3)
Cash flows from investing activities			
Cash received (paid) from investing activities			
Acquisition of subsidiaries - net of cash acquired	(479.6)	-	-
Proceeds on disposals of investment in a subsidiary – net of a subsidiary's cash	-	-	153.4
Proceeds on disposals of equipment	0.5	0.1	14.3
Cash paid for purchases of equipment	(42.9)	(35.3)	(24.7)
Cash paid for purchases of intangible assets	(60.7)	(58.5)	(155.3)
Net cash used in investing activities	(582.8)	(93.7)	(12.4)
Cash flows from financing activities			
Cash received (paid) from financing activities:			
Proceeds from increase in share capital	0.02	0.0003	1,075.2
Cash received from (paid for) borrowings from financial institutions	-	400.0	(310.0)
Cash received from (paid for) from debt issued and other borrowing	465.4	(257.6)	(265.1)
Cash paid for liabilities under finance lease agreement	(64.2)	(64.5)	(48.1)
Dividend paid	(58.1)	(40.0)	-
Net cash provided by financing activities	343.1	37.9	452.01
Net increase (decrease) in cash and cash equivalents	275.2	(102.9)	353.4
Increase in allowance for expected credit losses - cash at banks	-	(0.01)	(0.2)
Net foreign exchange difference	-	-	(0.01)
Cash and cash equivalents at the beginning of the year	186.0	461.2	358.3
Cash and cash equivalents at the ending of the year	461.2	358.3	711.5

18.2 Management Discussion and Analysis of Performance Results and Financial Position for the Year 2024

Please consider the Management Discussion and Analysis of Performance Results and Financial Position for the Year 2024 as specified in Management Discussion and Analysis (MD&A) of Part 1 (Business Overview and Company Performance) of the Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the year ended 31 December 2024 in QR Code format (**Enclosure 2**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>

19. Risk Factors That May Impact the Profit of the Company

Please consider the risk factors against the Company's business operations as specified in Risk Factors Affecting the Operations of the Company or the Group of Part 1 (Business Overview and Company Performance) of the Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the year ended 31 December 2024 in QR Code format (**Enclosure 2**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>

20. Financial Projection for the Current Year (if any)

- None -

21. List of Executives and List of Top 10 Shareholders of the Company as of the Date for Determining the List of Shareholders Who Are Entitled to Attend the Shareholders' Meeting on 21 March 2025**21.1 List of Executives as of the Date for Determining the List of Shareholders Who Are Entitled to Attend the Shareholders' Meeting on 21 March 2025**

Executives of the Company have qualifications under the PLCA and the relevant announcements of the SEC. As of 31 December 2024, the Company has 10 executives, which are executives of the Company 3 executives, FSS 5 executives, FSSIA 1 executives and FSL 3 executives. In this regard, this excludes Mr. Chuangchai Nawongs, who serves as the Chief Executive Officer of both the Company and FSS. The executives are listed as follows:

A. List of Executives of the Company

Name	Position
1. Mr. Chuangchai Nawongs	Chief Executive Officer
2. Ms. Chorpetch Riamdee	Chief Financial Officer
3. Ms. Supin Suravichai	Chief Risk & Compliance Officer
4. Ms. Phatra Kanchanaprapas	Company Secretary

B. List of Executives of FSS

Name	Position
1. Mr. Chuangchai Nawongs	Chief Executive Officer
2. Mr. Somphop Keerasuntonpong	President
3. Mr. Kosit Thammatada	Co-Chief Technology Officer
4. Mrs. Nisa Surpsomboon	Co-Chief Technology Officer
5. Ms. Kanthip Ngamrungrun	Chief Operation Officer
6. Mr. Maethee Chandavimol	Chief Product Officer

C. List of Executives of FSIA

Name	Position
1. Ms. Jitra Amornthum	Managing Director

D. List of Executives of FSL

Name	Position
1. Mr. Kittipong Lertvanangkul	President
2. Mr. Tipawan Dokmaihom	Managing Director
3. Ms. Chompunuch Bunsumpun	Managing Director

21.2 List of Top 10 Shareholders as of the Date for Determining the List of Shareholders Who Are Entitled to Attend the Shareholders' Meeting on 21 March 2025

Name	Number of shares (shares)	Percentage
1. CAPITAL ASIA INVESTMENTS PTE. LTD. FOR PILGRIM FINANSA INVESTMENT HOLDING PTE. ^{/1}	197,669,978	24.1395
2. BETEVERSE LIMITED	81,882,600	9.9995
3. RAPIDFIRE TECHNOLOGIES LIMITED	81,880,000	9.9992
4. MIB SECURITIES (HONG KONG) LIMITED ^{/2}	64,663,609	7.8967
5. Ms. Suparat Sangamuang	64,023,622	7.8186
6. INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC CO., LTD. ^{/2}	58,140,302	7.1001
7. Mr. Suthipoj Ariyasuthivong	41,661,700	5.0877
8. MORGAN STANLEY & CO. INTERNATIONAL PLC	40,191,611	4.9082
9. Thai NVDR Company Limited ^{/3}	17,633,713	2.1534
10. Mrs. Suporn Wattanavekin	12,501,527	1.5267

Remark : /1 The founder and the major shareholder of CAPITAL ASIA INVESTMENTS PTE. LTD. FOR PILGRIM FINANSA INVESTMENT HOLDING ("Pilgrim") is Mr. Chuangchai Nawongs, who holds a 100% stake in Pilgrim.

/2 MIB Securities (Hong Kong) Limited (MIB) and Industrial and Commercial Bank of China (Thai) Public Company Limited are entities that hold shares in FSX under the supervision of Industrial and Commercial Bank of China Limited (collectively referred to as the ICBC Group).

/3 The shareholder in Thai NVDR Co., Ltd., which holds Non-Voting Depository Receipts (NVDR) as mentioned in item 2, does not have voting rights at shareholders' meetings, except in cases where the right to vote is exercised on a resolution concerning the delisting of shares from the SET.

21.3 Name and Number of Shares of the Shareholder(s) Who Are Not Entitled to Vote

- None -

21.4 Other Information Which May Materially the Decision Making of the Investors (if any)

- None -

22. Material Ongoing Litigation Cases or Claims

As of 31 December 2024, the Company has no material ongoing litigation cases or claims that may impact its assets and business operations, except for the lawsuit filed against FSS, with a total claim of approximately THB 435,523,715.40 as detailed in Legal Disputes of Part 1 (Business Overview and Company Performance) of the Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the year ended 31 December 2024 in QR Code format (**Enclosure 2**), as attached along with the invitation letter to the 2025 Annual General Meeting of

Shareholders and disclosed on the Company's website at <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>

23. Benefit or Related Party Transactions of the Company and Directors, Executives and Shareholders Holding Direct or Indirect of 10 Percent or More

Please consider the related party transactions of the Company with persons or juristic persons who might be involved in a conflict of interest ended 31 December 2024 as specified in Internal Control and Related Transactions of Part 2 (Corporate Governance) of the Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the year ended 31 December 2024 in QR Code format (**Enclosure 2**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at <https://www.finansiax.com/en/investor-relation/annual-reports.aspx>

24. Summary of the Key Provisions of Material Contracts in the Past 2 Years

- None -

25. Proxy Form

Shareholders may appoint any one of the Member of the Audit Committee as a proxy to vote at the 2025 Annual General Meeting of Shareholders, the names and details regarding the independent directors who nominated to act as proxies from shareholders are detailed in the Proxy Form (**Enclosure 10**), as attached along with the invitation letter to the 2025 Annual General Meeting of Shareholders.

The opinion of the independent financial advisor regarding the disposition of assets transaction and connected transaction of Finansia X Public Company Limited in QR Code format



Details of Documents and Evidence to be Presented for the Shareholders' Meeting Registration

1. In case the shareholder attends the meeting in person at the meeting venue:

- Notice to the Meeting (Registration Form with QR Code)
- For Thai individual shareholders, please present your ID card or official identification card.
- For foreign individual shareholders, please present your alien identification card, passport or a document used in lieu of a passport.

In the case of a change in name-surname of a shareholder, please present evidence certifying such change. If the shareholder is a juristic person:

- In case a shareholder is a juristic person:
 - Notice to the Meeting (Registration Form with QR Code)
 - For Thai juristic person: (1) A copy of Affidavit issued by the Ministry of Commerce or competent authority not exceeding 6 months, certified true and correct by the authorized director(s) of such juristic person and (2) the citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) who sign certified true copy.
 - For foreign juristic person: (1) A copy of Certificate of Incorporation or Affidavit certified true and correct by the authorized person(s) of such juristic person which shall be certified by competent authority or notary public not exceeding 1 year and (2) the citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s).

2. In case the shareholder attends the meeting via proxy to attend the meeting at the meeting venue:

- If shareholders are unable to attend the 2025 Annual General Meeting of Shareholders, they may appoint any person as their proxy or designate the Company's Independent Director to vote on their behalf.
- Shareholders wishing to delegate a proxy are requested to authorize only one proxy to attend the meeting and vote in accordance with the attached proxy form.
- The proxy grantor can indicate their voting preferences on each agenda item of the meeting—whether they agree, disagree, or choose to abstain, as specified in the proxy form. The proxy will then vote according to the grantor's wishes.

Required documents for the appointment of proxy:

- Notice to the Meeting (Registration Form with QR Code)
- Proxy Form, which is completely filled in all items together with duly signed by both the grantor and proxy. The Company will facilitate the affixing of duty stamps in the proxy form for shareholders and proxies.
- In case of Thai individual shareholder, certified true and correct copy of the grantor's citizen identification card or civil servant identification card are required to be presented.
- In case of foreign individual shareholder, certified true and correct copy of the grantor's certification of alien registration or passport or documents used in lieu of passport are required to be presented.
- ID card, official identification card, alien identification card, passport or a document used in lieu of a passport of a proxy.
- In case of a juristic person shareholder:
 - Thai juristic person: (1) A copy of Affidavit issued by the Ministry of Commerce or competent authority not exceeding 6 months, certified true and correct by the authorized director(s) of such juristic person and (2) Certified true and correct copy of citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) who sign certified true copy.

- Foreign juristic person: (1) A copy of Certificate of Incorporation or Affidavit certified true and correct by the authorized director(s) of such juristic person and (2) Certified true and correct copy of citizen identification card, civil servant identification card, alien identification card, passport or a document used in lieu of a passport of the authorized person(s) which shall be certified by competent authority or notary public not exceeding 1 year.
- ID card, official identification card, alien identification card, passport or a document used in lieu of a passport of a proxy.
- In case of foreign institutional investors which appoints commercial bank as Custodian and have passed the Know Your Customers (KYC) and Customer Due Diligence (CDD) processes of the Custodian bank, the Custodian bank is entitled to the rights as confer by proxy form from shareholders without any further identification documents of the shareholders. The Custodian shall present the documents specified in the Proxy Form C, which can be downloaded at www.finansiax.com.
- In case shareholders represented at meeting by appointing the Company's Independent Director to vote on his/her behalf, the shareholders may choose to appoint (1) Mr. Kittisak Bencharit (Independent Director and Member of the Audit Committee) or (2) Pol. Gen. Visanu Prasattongsoth (Independent Director and Chairman of the Audit Committee).
- Shareholders who would like to appoint an independent director of the Company as a proxy shall submit the Proxy Form that has been completely prepared and executed in accordance with the procedure mentioned above to the Company Secretary via E-mail address: fsx.companysecretary@finansiax.com or by post to the Office of the Company Secretary and Shareholder Engagement, Finansia X Public Company Limited, 719 MINT TOWER Building, 8th Floor, Banthat Thong Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330 or fax to 02 680 0769 within 23 April 2025

3. In case the shareholder attends the meeting via electronic means

Please consider enclosure 9.

4. In case the shareholder deceases

An administrator shall present in the meeting in person or by proxy. Court's order appointing administrator certified by such administrator shall be presented.

5. In case the shareholder is a minor

Parent or legal guardian of the shareholder shall present in the meeting in person or by proxy. Copy of House Registration of the shareholder shall also be presented.

6. In case the shareholder is incompetent or quasi-incompetent

A guardian or custodian of the shareholder shall present in the meeting in person or by proxy. Court's order appointing guardian or custodian certified by such guardian or custodian shall be presented.

Guidelines for Vote Casting, Vote Counting and Announcement of Voting Results

Guidelines for vote casting

General agenda:

1. One (1) share shall be entitled to one (1) vote. Shareholder or proxy shall cast only one vote for approval, disapproval or abstention, and cannot split votes in each agenda item (except voting of the Custodian).
2. In case of proxy:
 - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is deemed to be invalid and shall not be counted as the vote of the shareholder.
 - 2.2 In case the shareholder does not specify the determination, or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

Agenda on the election of directors:

Pursuant to Section 19 of the Company's Articles of Association, shareholder or proxy shall have one (1) vote for one (1) share and the procedures for the election of Directors shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for directors, but not exceeding the number of directors required for that election. The vote shall not be distributed.
2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting procedures

The Chairman or a person assigned by the Chairman shall inform the Meeting the details of voting procedures as follows:

1. The Chairman or a person assigned by the Chairman shall propose the Meeting to vote in each agenda by asking the meeting whether there is any shareholder or proxy who disapproves or abstains from voting.
2. For each agenda, shareholders or proxies who disapprove or abstain from voting shall raise their hands (for attending physically) or press the "disapprove" or "abstain" buttons as shown on the screen (for attending via electronic means), while shareholders or proxies who approve are not required to raise their hands or press any buttons. The rest of the shareholders who do not vote "disapprove" or "abstain" shall be considered as votes of approval. Shareholder or proxies shall vote only in one manner, except for the vote of Custodian, who may split their votes as specified in the Proxy Form.

Resolution of the meeting shall comprise of votes as follows:

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting their votes.
- In other case in which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
 1. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
 2. A shareholder who has any special interest in any agenda cannot vote on such agenda. A shareholder having special interest or proxy of such agenda, such shareholder may be invited by the Chairman to temporarily leave the meeting.

Counting and notification of the voting results

Prior to the Meeting, the Chairman or a person assigned by the Chairman shall inform the vote counting procedure to the Meeting before the consideration of the first agenda. The Company shall conduct the vote counting in each agenda from the votes of shareholder or proxy presented at the Meeting. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

Guidelines for Attending the Shareholders Meeting via Electronic Means and Appointing a proxy

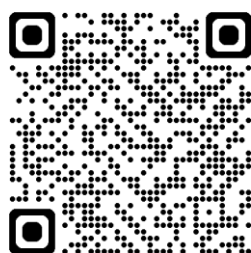
The Company has assigned Quidlab Co., Ltd. (“**Quidlab**”) to be a provider of electronic conferencing systems (“**e-AGM**”), which such meeting system been certified by the Electronic Transactions Development Agency and supports all devices, including computers, laptops, tablets and smartphones. Procedures for attending the shareholders’ meetings via electronic means and appointing a proxy are as follows:

1. A shareholder wishing to attend the e-AGM meeting, please proceed as follows:

1.1 Shareholders or proxies shall notify their intention to attend the e-AGM meeting via

1) web link <https://fsx.foqus.vc/registration/> or

2) by scanning



from 2 April 2025 onwards.

1.2 When you log into the registration system, please fill out the information as specified and attach the following identity verification documents:

- In case the shareholder is a natural person – a valid certified true copy of ID card or passport or other official documents issued by government authority with certified true copy.
- In case the shareholder is a juristic person – a signed power of attorney or a signed proxy form with supporting documents as detailed in Enclosure 7.

1.3 After the Company has verified the correctness and completeness of your documents to confirm your right to attend the meeting, the system will email you a web link for joining the e-AGM meeting system, along with your username and password within 3 business days from the date you register into the system. Please review the manual of the e-AGM conference system as detailed in Enclosure 11 and keep your username and password confidential and do not disclose to others.

1.4 In case the document file is incomplete/incorrect, the system will email to inform you to submit the corrected document file and additional documents.

1.5 If you have questions about registration system or the use of the e-AGM conference system, or in the event that username and password are lost or have not received such information by 23 April 2025, please contact Quidlab by e-mail info@quidlab.com or phone number 02 013 4322 and 080 008 7616.

2. In case a shareholder wishes to appoint a proxy to attend the e-AGM meeting, please proceed as follows:

In case that a shareholder is unable to attend the meeting in person, the shareholder may authorize another person or the Company's independent director i.e. Mr. Kittisak Bencharit or Pol. Gen. Visanu Prasattongosoth, to attend the meeting and vote on his/her behalf:

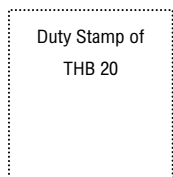
Shareholders who wish to appoint a proxy to attend the e-AGM meeting, please fill out and sign the proxy form B. that the Company has sent to the shareholders together with the meeting invitation (or can be downloaded from the Company website at www.finansiax.com), then submit the proxy form and a copy of supporting documents through the registration system according to Clause 1 from 2 April 2025 onward.

3. Procedures for attending the E-AGM meeting

3.1 On the day of the 2025 Annual General Meeting of Shareholders which is scheduled to be held on 30 April 2025, shareholders and proxies can attend the e-AGM meeting via web link using their username and password provided by Quidlab. The Company will open the e-AGM meeting system for shareholders to register to attend the meeting from 1.00 p.m. (1 hour in advance before the meeting time) and start broadcasting the meeting at 2.00 p.m. onwards.

3.2 In the event that shareholders encounter technical problems in attending the meeting or using the e-AGM meeting system either before the meeting or during the meeting, please contact Quidlab via email: info@quidlab.com or phone numbers 02 013 4322 and 080 008 7616.

For the convenience and smoothness of attending the e-AGM meeting, Quidlab's technical support team recommends that you attend the meeting on a computer or laptop with a stable internet connection, as the shareholders' meeting is expect to last more than 1 hour.



Proxy Form A

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____

(2) Being a shareholder of **Finansia X Public Company Limited**, holding the total amount of _____ shares

and have the right to vote equal to _____ votes as follows:

Ordinary shares _____ shares and have the right to vote equal to _____ votes

Preferred shares _____ shares and have the right to vote equal to _____ votes

(3) Hereby appoint

(1) _____ Age _____ years

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____

Email _____ Phone number _____, or

(2) _____ Age _____ years

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____

Email _____ Phone number _____, or

(3) _____ Age _____ years

Residing at _____ Street _____ Sub-district _____

District _____ Province _____ Postal Code _____

Email _____ Phone number _____

Enclosure 10

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders to be held on 30 April 2025 at 2:00 p.m., at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM), or such other date, time and place as the Meeting may be adjourned.

Any acts performed by the proxy in the meeting shall be deemed the actions performed by myself/ourselves.

Signed _____ Grantor

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Remark:	The shareholder shall grant proxy to only one proxy to attend and vote in the Meeting. The number of shares may not be divided to more than one proxy in order to vote.
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หนังสือมอบฉันทะ แบบ ข.
Proxy Form B

อากรแสตมป์
20 บาท
Duty Stamp of
THB 20

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality
อยู่บ้านเลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing/located at Soi Road Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ฟินันเซีย เอกซ์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of **Finansia X Public Company Limited (the “Company”)**
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of _____ shares and having the vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares having the vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share _____ shares having the vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย ☒ และระบุ
รายละเอียดของผู้รับมอบฉันทะ
If choosing No. 1 please mark ☒ and
provide details of the proxies.

1. ☐ ชื่อ _____ อายุ _____ ปี
Name Age years
บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at Road Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

สิ่งที่ส่งมาด้วย 10

อีเมล _____ หมายเลขโทรศัพท์มือถือ _____ หรือ
 E-mail _____ Mobile Number _____ or
 ชื่อ _____ อายุ _____ ปี
 Name _____ Age _____ years
 บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
 Residing at _____ Road _____ Sub-district _____
 อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
 District _____ Province _____ Postal Code _____
 อีเมล _____ หมายเลขโทรศัพท์มือถือ _____
 E-mail _____ Mobile Number _____

2. ☐ กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

- ☐ นายกิตติศักดิ์ เบนญกุลฤทธิ์
 Mr. Kittisak Bencharit
☐ พล.ต.อ. วิสณุ ปราสาททองโอสภ
 Pol. Gen. Visanu Prasattongosoth

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 13)

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of the Independent Directors are set out in Enclosure 13)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม Kidd ไท่บูมาก อาคาร มินท์ ทาวเวอร์ ชั้น 2 เลขที่ 719 ถนนบรทัดทอง แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 (Physical Meeting) และผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on 30 April 2025, at 2:00 p. m., at Kidd Yai Mak Meeting Room, Mint Tower, 2nd Floor, 719 Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM) or such other date, time or place as the meeting may be held.

- (4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follow:

วาระที่ 1 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall vote in accordance with my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2567

Agenda 2 To acknowledge the Company's 2024 business operating results

ไม่มีการลงคะแนนเสียงในวาระนี้/ No casting of votes in this agenda

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2567 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 3 To consider and approve the 2024 financial statements for the fiscal year ended 31 December 2024

☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการไม่จัดสรรกำไรจากผลการดำเนินงานปี 2567 เป็นทุนสำรองตามกฎหมาย และอนุมัติงบการเงินปันผล

Agenda 4 To consider and approve the omission of the allocation of net profit from business operating results for the year 2024 as legal reserve and to approve the omission of dividend payment

☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda 5 To consider and approve the re-election of directors to replace those who are due to retire by rotation

☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เลือกตั้งกรรมการทั้งชุด

Elect the entire group of nominated directors

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Elect each nominated director individually

1. ชื่อกรรมการ

Director's name

นายวราห์ สุจริตกุล

Mr. Varah Sucharitakul

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| 2. ชื่อกรรมการ | นายชวนทยา เอ็น | |
| Director's name | Mr. Chuanyao Chen | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
-
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| 3. ชื่อกรรมการ | นายอักรรัตน์ ณ ระนอง | |
| Director's name | Mr. Akarat Na Ranong | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานโยบายการกำหนดค่าตอบแทนของกรรมการและคณะกรรมการชุดย่อยประจำปี 2568

Agenda 6 To consider and approve the remuneration of directors and sub-committees for the year 2025

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานโยบายการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2025

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณานโยบายการจำหน่ายไปซึ่งหุ้นสามัญของบริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) ซึ่งเป็นรายการจำหน่ายไปซึ่งสินทรัพย์และรายการที่เกี่ยวข้องกันของบริษัทฯ

Agenda 8 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

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
|-----------------------------------|--------------------------------------|-------------------------------------|

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other matters (if any).

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be invalid and shall not be deemed as my/our behalf as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำลงในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in the meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed the actions performed by myself/ourselves.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ ข. ตามแบบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ฟินันเซีย เอกซ์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม Kidd ไทญูมาก อาคาร มินท์ ทาวเวอร์ ชั้น 2 เลขที่ 719 ถนนบรทัดทอง แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 (Physical Meeting) และผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

The appointment of proxy by a shareholder of **Finansia X Public Company Limited** for the 2025 Annual General Meeting of Shareholders on 30 April 2025, at 2:00 p.m., at Kidd Yai Mak Meeting Room, Mint Tower, 2nd Floor, 719 Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM) or such other date, time or place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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Quidlab E-Meeting & Voting System User's Manual Document Registration System

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Introduction

Quidlab E-meeting & Voting System does not require any special application to install. It is a very easy to use system and does not require any special skills. We value your privacy & time and make the document uploading system easy for you without asking for details which are not needed so you can quickly complete the process. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use a computer, laptop, tablet, or phone.

Please refer to E-meeting invitation for link or QR Code for document uploading which will be like <https://subdomain.quidlab.com/registration/>

Login & Documents Uploading

1. Scan QR Code provided or type URL in browser to upload documents. You will be taken to the document registration system portal as shown below.


ระบบนำเสนอเอกสาร สำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ E-Meeting
Document Registration System for E-Meeting
บริษัท ควิดแล็บ จำกัด
Quidlab Co., Ltd.
การประชุมสามัญผู้ถือหุ้นประจำปี 2568
The 2024 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 29th April 2025, at 16:00 hrs
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เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.
เลขประจำตัวประชาชน / ทะเบียนนิติบุคคลเลขที่ / หมายเลขพาสปอร์ต
ID Card Number / Legal entity registration number / Passport Number

☐ Accept terms

หมายเหตุ : เอกสารลงทะเบียนต้องทำการอัปโหลดไฟล์ กรณีนำด้วยตนเองหรือรับมอบอำนาจ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy
หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแล็บ จำกัด เบอร์โทร 02-0134322 อีเมล : info@quidlab.com
Note: If you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 Email : info@quidlab.com
[นโยบายความเป็นส่วนตัว](#) [นโยบายการคุ้มครองข้อมูลและเงื่อนไขการใช้งานของระบบ](#)
[Quidlab Privacy Policy, Data Protection Policy & Terms of use](#)
[นโยบายความปลอดภัยของข้อมูล Quidlab](#)
[Quidlab Information Security Management Policy](#)
FoQus version 4.0.0 Served from Singapore

- Fill in your shareholder's registration number and ID Card Number. This information shall be exactly same which are provided to the company's shareholder registrar. In case you don't know these, please get in touch with the company or registrar.

**If you do not know the exact information, please contact the company organizing the meeting or the securities registrar directly.*

- After filling out the details, please click the check mark in the Accept Terms box, then click on Submit.
- If the information is correct, you will be allowed to upload documents, and a screen as below will be presented.



ระบบนำเสนอเอกสาร สำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ E-Meeting Document Registration System for E-Meeting

บริษัท ควิดแล็บ จำกัด
Quidlab Co., Ltd.

การประชุมสามัญผู้ถือหุ้นประจำปี 2568

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[English Manual](#)

อีเมล (Email address)

name@example.com

หมายเลขโทรศัพท์ (Phone Number)

Phone Number

เข้าร่วมประชุม (Attend meeting): ☒ มาด้วยตนเอง (Person) ☐ รับมอบเงินแทน (Proxy) ☐ มอบเงินแทนให้กรรมการอิสระ (Director Proxy)

ผู้ถือหุ้นที่เป็นบุคคลธรรมดา

- สำเนาบัตรประจำตัวประชาชน หรือสำเนาเอกสารอื่นซึ่งออกโดยหน่วยงานราชการ ที่ยังไม่หมดอายุพร้อมลงนามรับรองสำเนาถูกต้อง

ผู้ถือหุ้นที่เป็นนิติบุคคล

- หนังสือมอบอำนาจหรือหนังสือมอบเงินแทนที่ลงลายมือชื่อ
- หนังสือรับรองการจดทะเบียนเป็นนิติบุคคลของผู้มอบเงินแทนซึ่งลงลายมือชื่อรับรองสำเนาถูกต้อง

อัปโหลดไฟล์ (Upload files): สามารถแนบได้เฉพาะ jpg, png, gif, pdf เท่านั้น
สามารถแนบได้สูงสุด 5 ไฟล์เท่านั้น (ขนาดไฟล์ไม่เกิน 5MB)

Choose files to upload

Browse files

Submit

หมายเหตุ : เอกสารลงทะเบียนที่ต้องการอัปโหลดไฟล์ กรุณามาดูด้วยตนเองหรือรับมอบเงินแทน สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy

หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแล็บ จำกัด เบอร์โทร 02-0134322 อีเมล : info@quidlab.com
Note: If you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 Email : info@quidlab.com

[นโยบายความเป็นส่วนตัว](#) [นโยบายการคุ้มครองข้อมูลและเงื่อนไขการใช้งานของระบบ](#)
[Quidlab Privacy Policy](#) [Data Protection Policy & Terms of use](#)

[นโยบายความปลอดภัยของข้อมูล Quidlab](#)
[Quidlab Information Security Management Policy](#)

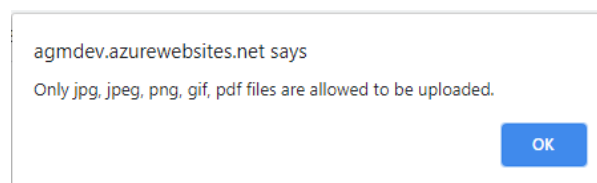
FoQus version 4.0.0 Served from Singapore

Logout

5. Fill the following details (all the below information is needed for successful registration):
 - a. Email address where you want to receive username & password for joining E-meeting.
 - b. Telephone number in case the company wants to get in touch with you.
 - c. Upload documents as specified by the company as indicated in the invitation letter.
** Please note the required documents may differ from company to company and different documents may be required for joining in Person or Proxy or Director Proxy.*
 - d. The system allows you to upload a maximum of 5 documents each time with each document not more than 5MB. Only jpg, png, gif & pdf files are allowed.
 - e. In case you choose a proxy, you must also enter proxy name, ID number of the proxy and type of proxy e.g. A, B or C.
6. Once you have added details you can submit documents by clicking on the Submit button, you will get an alert for successful submission as shown below:



Or with the error Message indicating reason in case, you get an error message which is not self-explanatory then get in touch with us.



7. After successful submission, the following screen will be presented. In case you need to add more documents, you can submit more at this time.



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[English Manual](#)

ส่งเอกสารเรียบร้อยแล้ว Data Registered.

ขณะนี้เอกสารของคุณอยู่ระหว่างการพิจารณา
Your documents are under consideration. Please check again later.

คุณสามารถส่งเอกสารเพิ่มเติมได้หากต้องการ
You have already submitted documents, you can add more documents if you wish.

อัปโหลดไฟล์ (Upload files): สามารถแนบได้เฉพาะ jpg, png, gif, pdf เท่านั้น
สามารถแนบได้สูงสุด 5 ไฟล์เท่านั้น (ขนาดไฟล์ไม่เกิน 5MB)

Choose files to upload

Browse files

Submit Documents

หมายเหตุ : เอกสารลงทะเบียนที่ต้องทำการอัปโหลดไฟล์ กรณีมาด้วยตนเองหรือรับมอบอำนาจ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม

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Logout

8. Once finished, click on the Logout button to exit. You will also receive an email confirming the successful submission.
9. In case your documents are approved you will receive a separate email with username and password.
***Please only contact us or the company in case you do not receive username & password 24 hours before meeting time or as indicated in the invitation letter.**
10. In case the documents are not approved, you will receive an email with the reason from the company. You can login again to the document registration portal and upload the additional documents to rectify the cause.

Technical Support

If you face any technical difficulties in accessing the E-AGM system you can get in touch with Quidlab via telephone on +66-2-013-4322 or +66-800-087-616 or via email at info@quidlab.com, before contacting technical support.

When contacting technical support please provide full details of the problems faced, any error message.

received, type of device used, browser name and version etc.

Report a bug or security vulnerability

If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report



Quidlab E-Meeting & Voting System User's Manual Streaming Option

Some options may not be visible

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Introduction

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You will receive an email with username and password. This username and password are valid only for E-AGM or E-EGM of company stated in the email. Email also contains a link to join the meeting like <https://subdomain.quidlab.com>

How to Login

1. Click on the link in email or type URL in browser. After clicking you will be taken to E-Meeting website
2. Enter your username & password
3. Click ☒ Accept Term Then click Log In to join the meeting

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FOQUS
Quidlab e-Meeting & Voting System

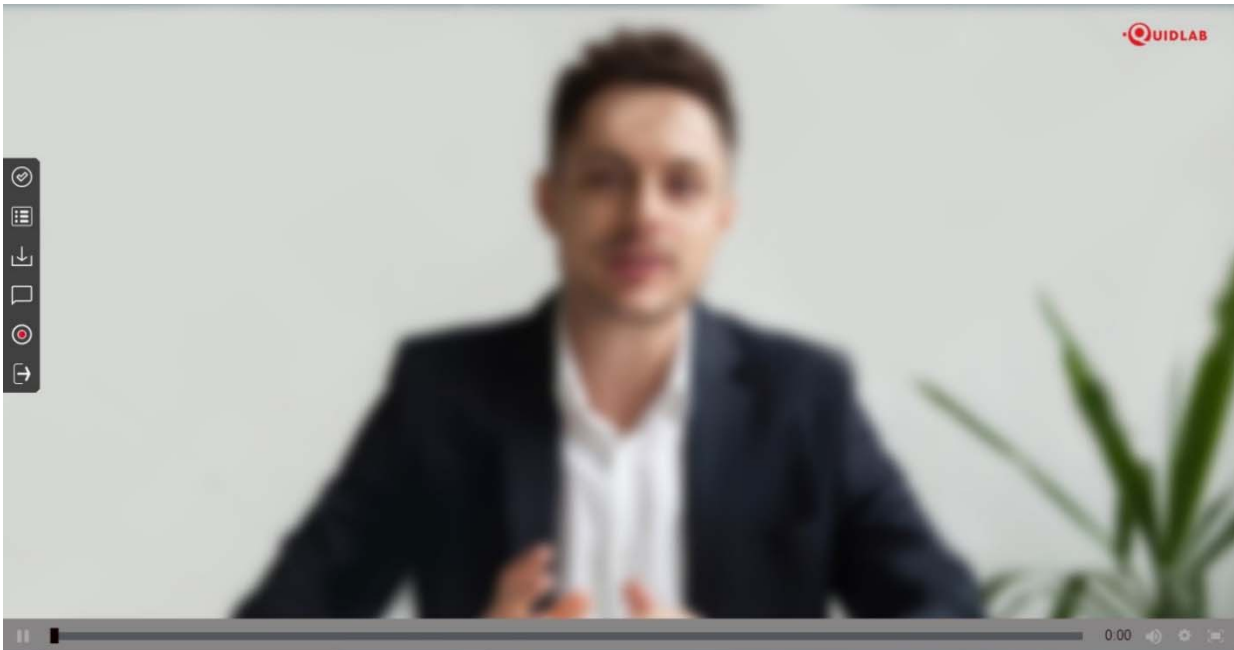
ชื่อผู้เข้าประชุม (Username)
รหัสผ่าน (Password)

☒ Accept terms

Login

การสนับสนุนทางเทคนิค / Technical Support: +66-2-0134322 / +66-80-0087616
FoQus version 4.0.0 Served from Singapore

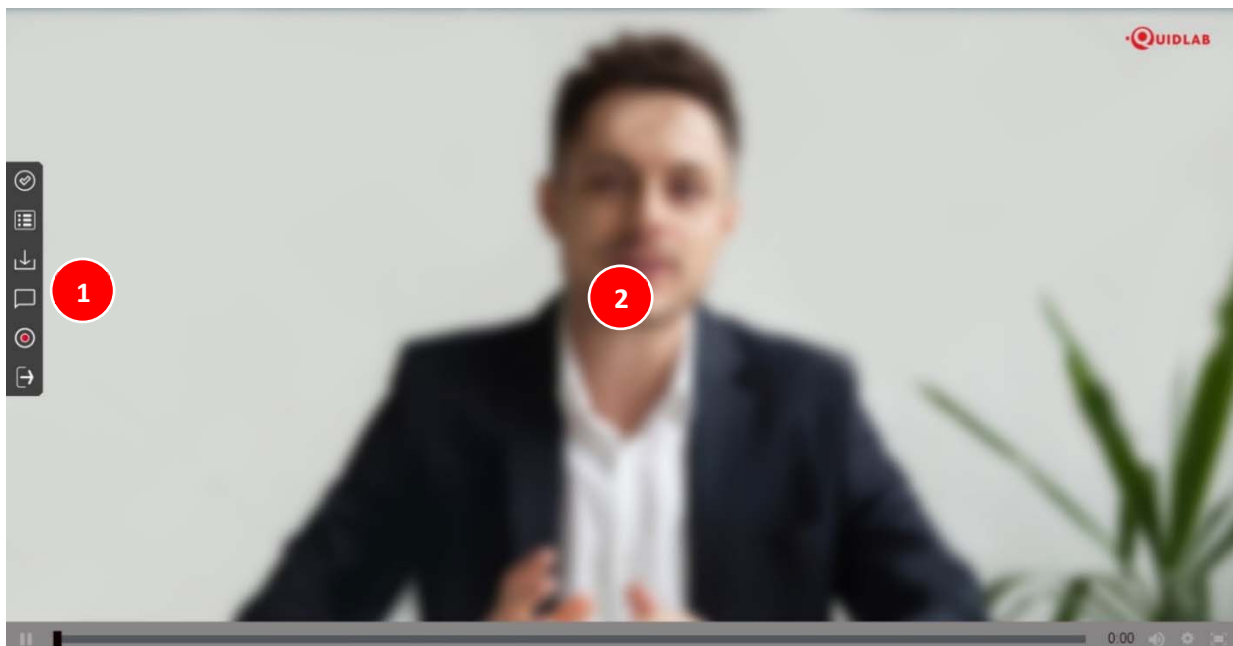
Terms of use
นโยบายความเป็นส่วนตัว (Privacy Policy), Data Protection Policy & Terms of use
นโยบายความปลอดภัยข้อมูล (Information Security Management Policy)



How to Navigate

E-AGM system has following parts which can be navigated by clicking on menu links and are described as below:

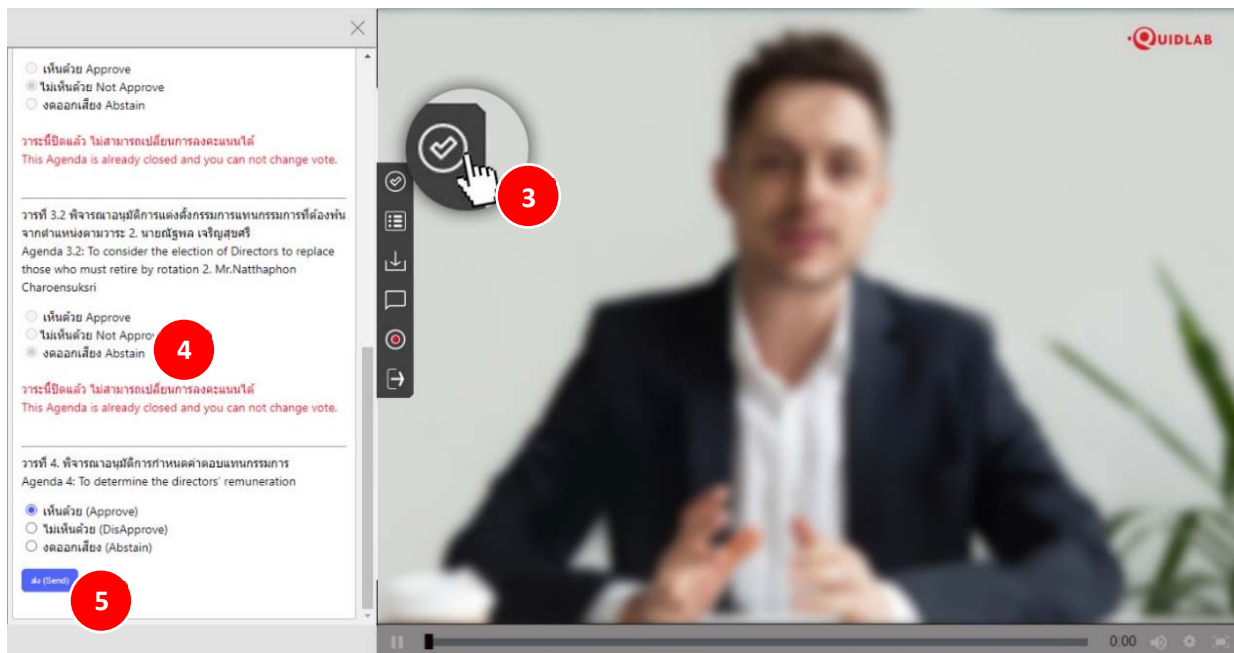
Left Menu **(1)** This is the default page you are taken to after login. Live broadcast of E-Meeting will be streamed in this section **(2)**.



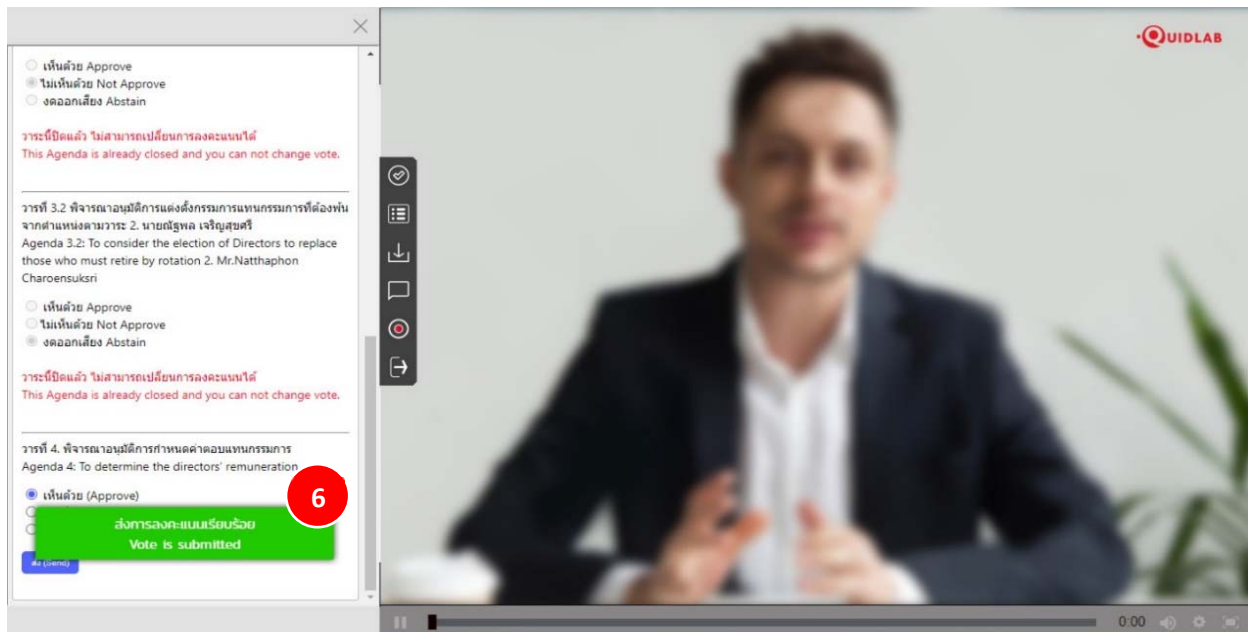
Vote Menu

Once you click on Vote menu **(3)**, you can navigate to the Voting section to cast your vote. You can see all agendas listed here and can cast your vote any time till the time if Agenda is not close. Once the Agenda has been discussed and closed you cannot change your vote (this Agenda has been closed cannot vote).

There is a separate Send Button for each agenda. You must click on the radio button **(4)** to choose, “Approve”, “Disapprove” or “Abstain” and then click Send **(5)**.

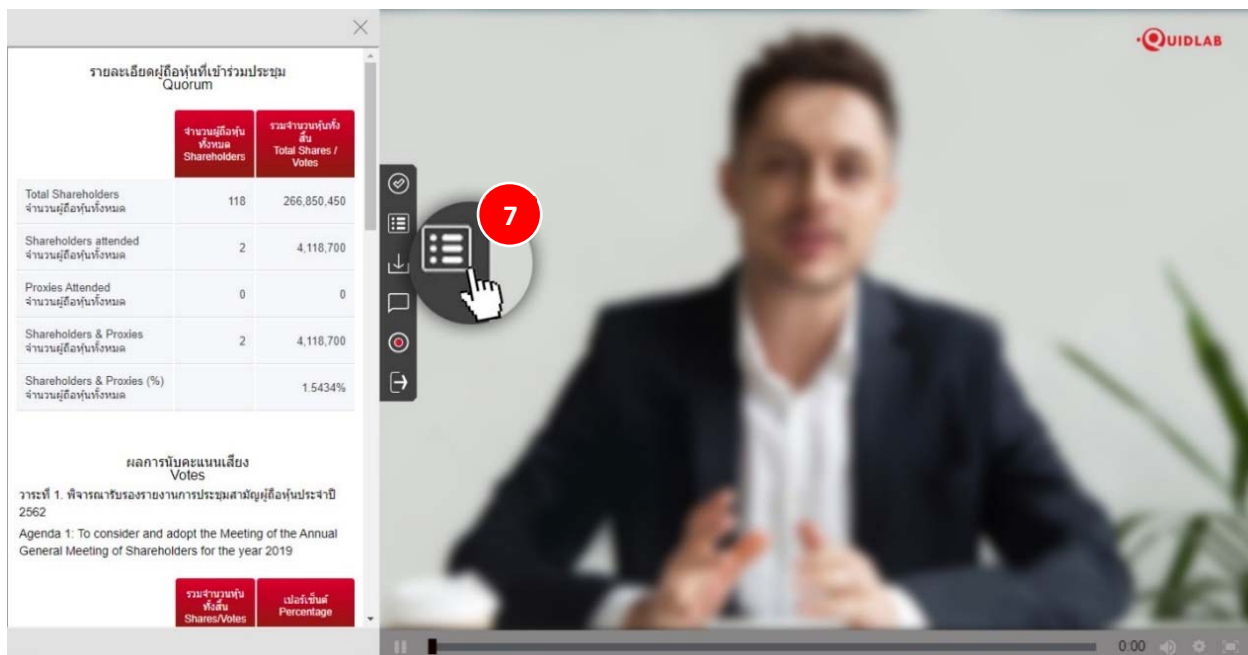


Once your vote is submitted you will be notified by a pop-up alert message “Voted is submitted” (6).



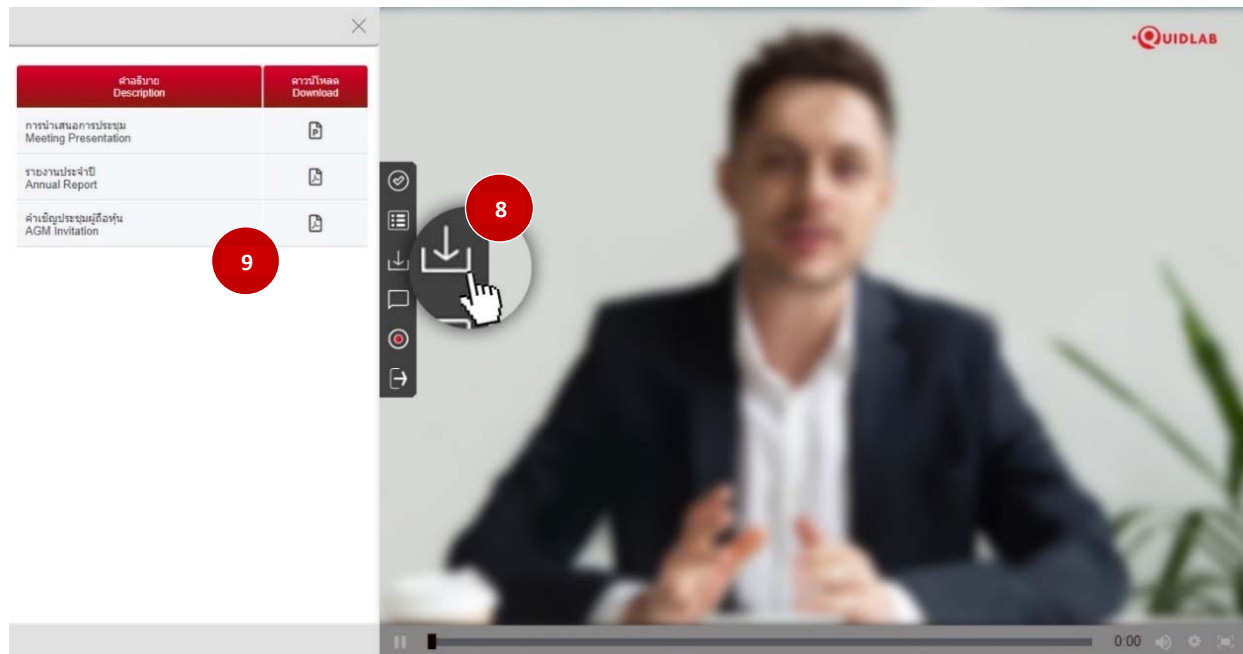
Quorum & Voting Results

You can check quorum and results by clicking on Voting Results Button (7) any time, votes will be displayed only after agenda is closed.



Download Documents

You can download company provided documents, if any e.g., Annual Report, Company presentation etc. by clicking on Download button **(8)** documents are shown in windows as shown below in **(9)**.

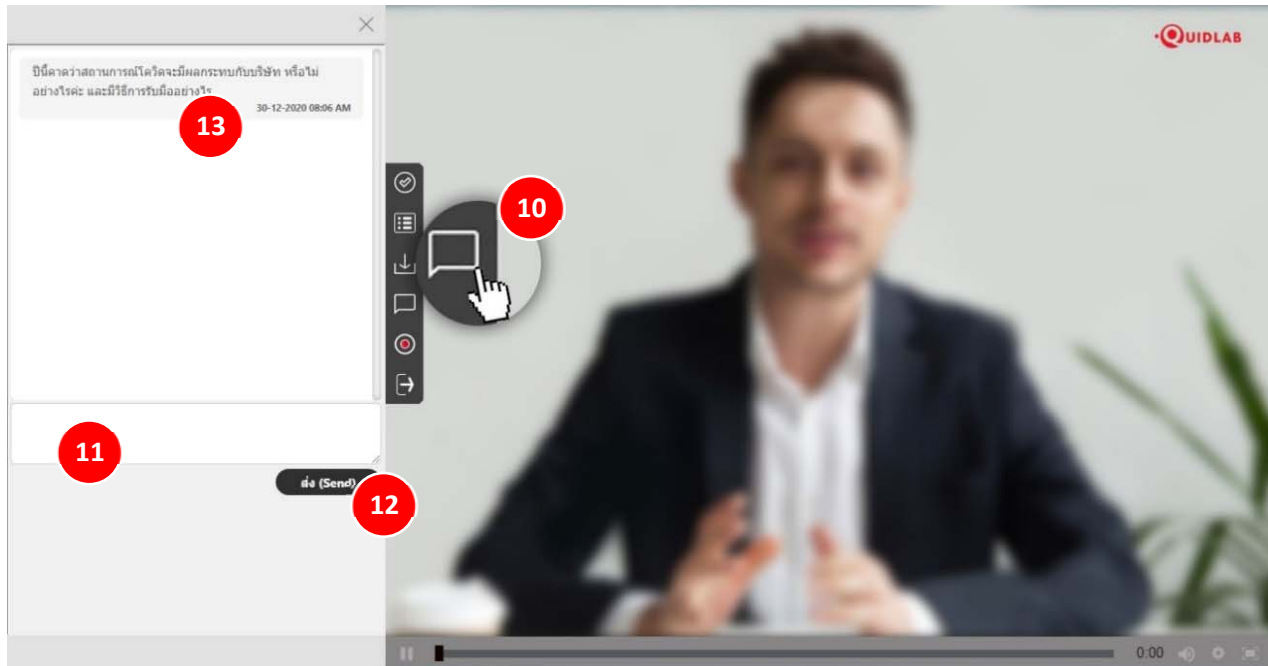


Asking Question

System supports Two channels to ask questions by typing your question in chat window or by sending an audio message.

Ask Question using text message

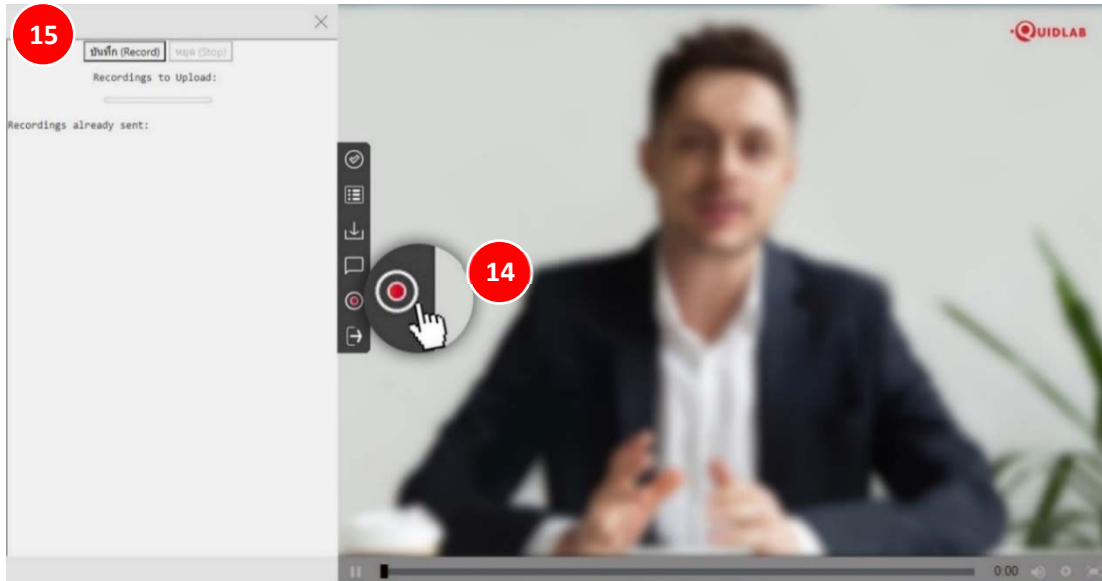
Click on the Ask Question button (10) to navigate to Ask Question chat screen. You can type your message in the textbox (11) of question and click on send button (12). Once your message is sent to company officers, it will appear in top window (13).



Your question can not be seen by any other user except company officers. A company authorized person will answer your question using streaming video which can be heard by all other users.

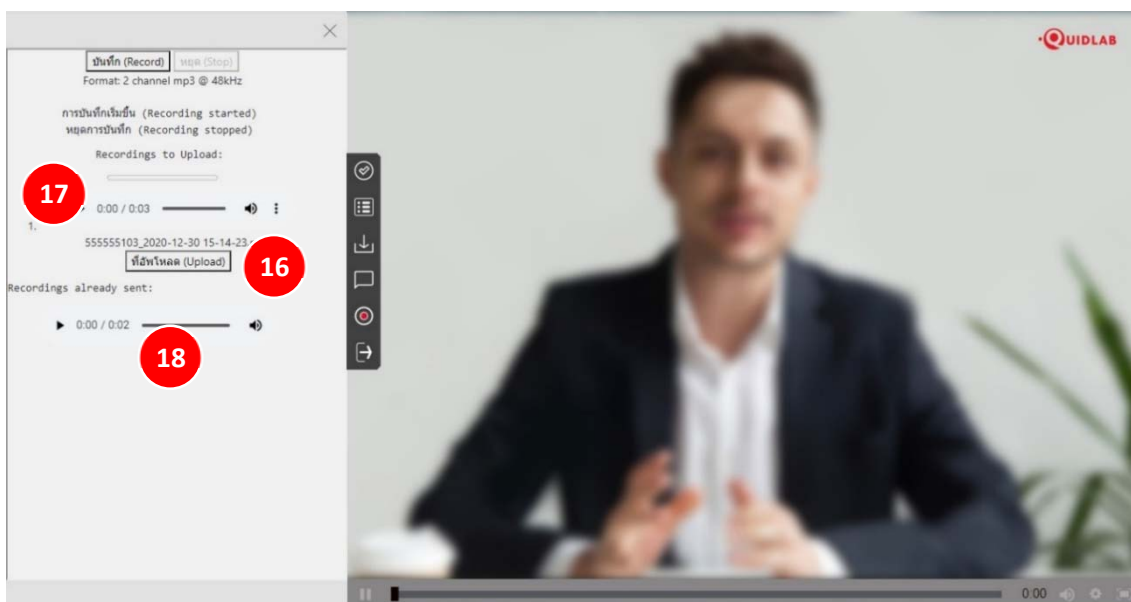
Ask Question using Audio message

If you wish to ask a question by recording and sending a voice message, then click on Send Audio (14) button. To record an audio message, click on Record Button (15). Once you finish recording you can click on the Stop Button.



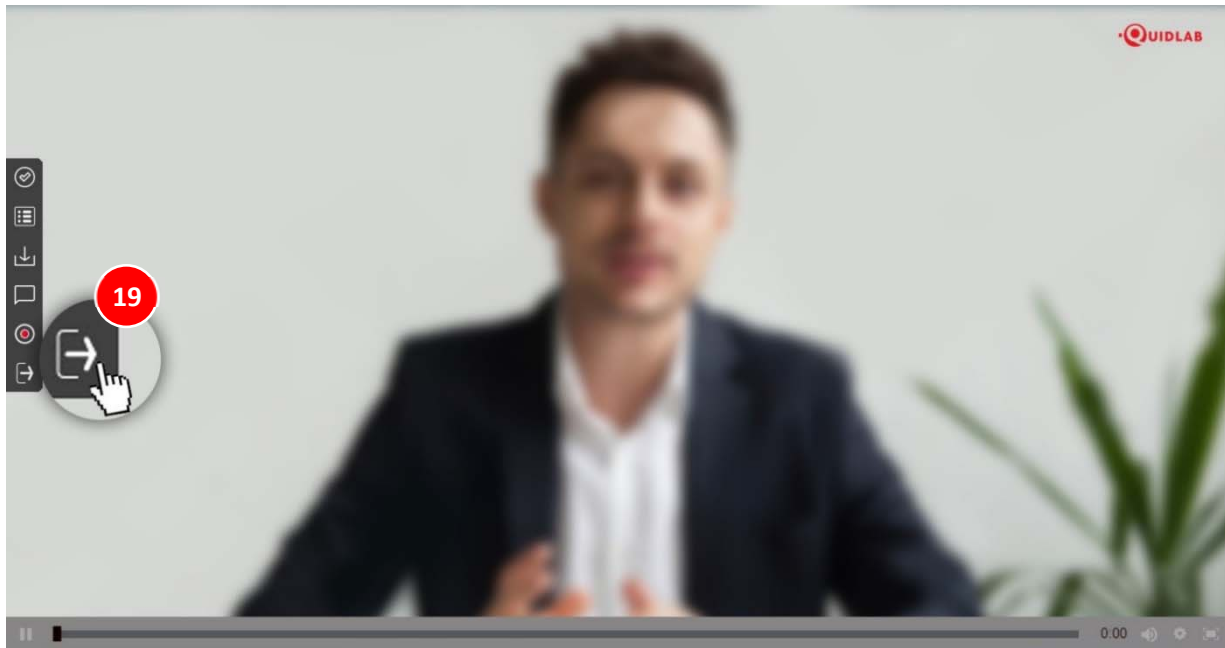
This option is available only if camera and microphone access is allowed

You can record a maximum of 2 minutes of audio message. Once you stop recording the message is still with you and has not been sent to company till the time you click on Upload button (16), hence you have a chance to listen (17) to your message prior sending to server. Once you click on the Upload button an audio message will be sent to the company officer and will appear under “recordings already sent:” (18) section.



Logout

To Logout click on Logout Button (19), you will be prompted to confirm if you really want to logout.



Technical Support

If you face any technical difficulties accessing the E-AGM system you can get in touch with Quidlab at via telephone on 080-008-7616 or 02-013-4322 or via email at info@quidlab.com, before contacting technical support please read the Frequently Asked Questions (FAQ) below which may solve your issue.

When contacting technical support please provide full details of the problem faced, any error message received, type of device used, browser name and version etc.

Frequently Asked Questions (FAQ)

Question: I cannot login?

Answer: As stated in the technical support section always provide complete details or else it may take longer to resolve your issues. Most common issue about login are as follows:

1. Incorrect username & password provided. Please check if you are copying and pasting username & password then it may not have been copied correctly. In most common cases a space at end of username and password also gets copied and hence you cannot login due to incorrect passwords. An example is below.
รหัสผ่าน: e2b4e56bb3a63
2. Other login issues can be due to network issue, no internet connection or other business rules (company may allow you to login only for example 1 hour before, you are login too late and meeting may have already been finished etc.), which are alerted to user and are self-explanatory.

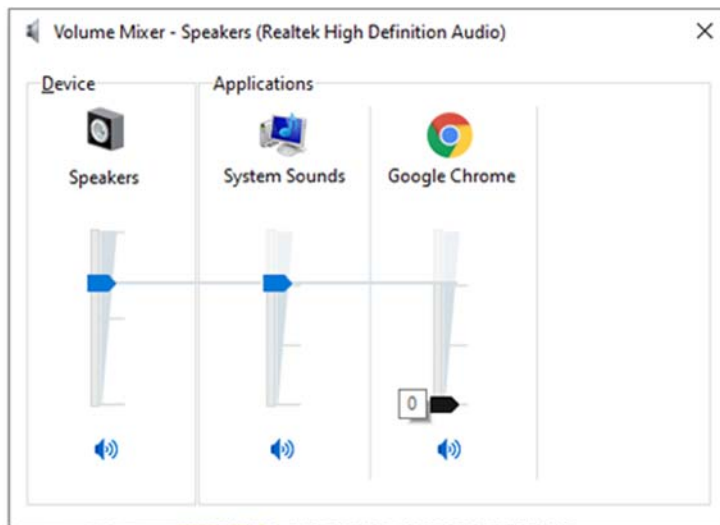
Question: I can't hear voice

Answer:

1. Check Volume Levels and Muting

- Right-click the speaker icon in the taskbar and select Open Volume Mixer.
- You can set audio level for each application from here.

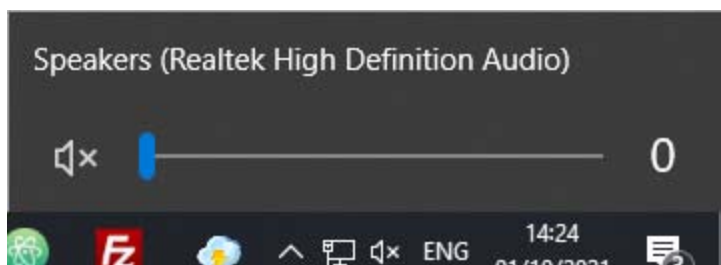
(e.g., If you join meeting by Google Chrome ensure audio level is setup correctly for that browser)



2. Make sure your computer is using the right speakers or headphones

- Select the Correct Audio Output Device on Windows

1. Left-click the speaker icon.
2. Select your preferred playback device.
3. Make sure your correct playback device is selected.

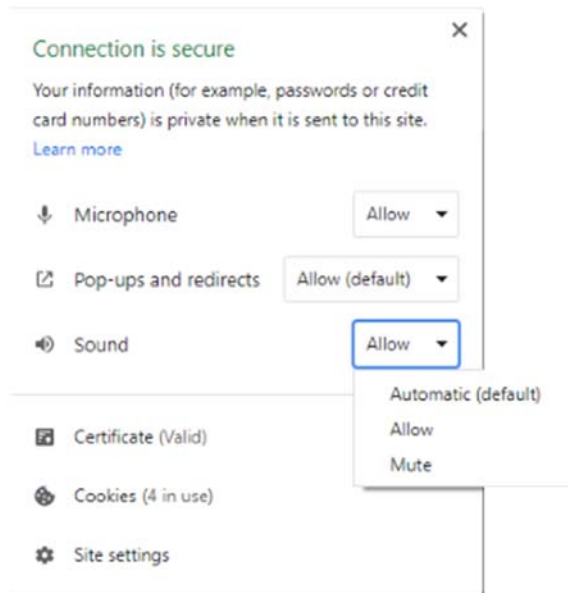


3. View site information on your website browser.

(this option may change depending on browser you are using).

e.g. 1 Google Chrome:

1. Select the “padlock” icon next to your browser address bar.
2. Sound settings should be set as Automatic (Default) or Allow



My microphone is not working

1. Check the Microphone Volume Level on Windows

- Using your right mouse button, Right click on the speaker in your System Tray, and select Open Sound settings.

- Under Input, select Device properties.

← Settings

Device properties

 Line In  

☐ Disable

Volume

  67

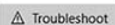

- Make sure Disable is not checked, and make sure the volume is at a reasonable volume.

Sound

[Device properties](#)

Master volume


  0



[Manage sound devices](#)

Input

Choose your input device



Certain apps may be set up to use different sound devices than the one selected here. Customize app volumes and devices in advanced sound options.

[Device properties](#)

Test your microphone



Question: Why is there no sound or live video after I've joined a meeting?

Answer:

1. You are allowed to login earlier than meeting time to familiarize yourself with system, however Live streaming will start at meeting time as indicated on invitation.
2. Your browser may not activate video or audio due to privacy reasons. Check if audio is not muted or video is not paused. When streaming is live it will be indicated as shown in image below.



3. Please check your mobile's or computer's sound volume if the audio is not muted.

Question: I can login but get automatically logged out?

Answer: There are 2 reasons for getting logged out automatically.

1. For security reasons each user can login only on one device and if you try to login on another device or different browser on same computer previous login will get logged out automatically. Do not share your username & password with another person.
2. If you try to refresh your browser window (e.g., clicking on reload button or dragging screen on mobile which is equivalent to reload) you will be logged out as this may be considered as duplicate login.

Question: I cannot see video streaming when it starts buffering or other streaming issues.

Answer: Quidlab uses multiple CDN to provide good quality streaming to all users. Our streaming system supports adaptive streaming which means it can automatically change quality depending upon your internet speed to provide you best streaming experience. If you face this issue please check your internet connection, WIFI or cellular signal for problems.

Question: My voting options are locked, not present for some or all of agendas.

Answer: There are some business rules which can prevent voting and are clearly marked under each agenda for your reference and are self-explanatory, some common cases are as follows:

- Agenda does not require voting and is for acknowledgement only
- Agenda is already closed hence it gets locked and you cannot change vote
- You logged in late and some of agendas were already voted
- A proxy form B was sent which has already been voted and does not allow you to change vote

Question: Do I have to wait for agenda to be discussed before I can cast my vote?

or

Question: Do I have to wait till the end of the meeting?

Or

Question: I have other urgent matters to attend and not able to attend whole E-AGM?

Answer: You can cast your votes any time after login and all votes will be recorded. You can also change your vote till the time agenda is not closed by company officers. Once the agenda is closed you cannot change your vote.

Question: Will it affect my voting if I logout and login again?

Answer: When you login for the first time the system marks your votes as Approved however you can change your vote any time, even if you logout and login again. Login in and logout several times does not affect your previously cast votes.

Question: I cannot send any questions or audio message?

Answer: Company conducting E-AGM may allocate certain time for question & answer session for example after each agenda or end of meeting.

กรุณารอสักครู่เพื่อถามคำถาม
Please Wait for Q&A Session

Question: I have another technical question?

Answer: Please get in touch with Quidlab at via telephone on 080-008-7616 or 02-013-4322 or via email at info@quidlab.com,

Question: How to report a bug or security vulnerabilities?

Answer: If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report.

The Company's Articles of Association concerning shareholders' meeting

Chapter 5

Directors

- Section 18** The Company shall have the Board of Directors comprising of at least five (5) directors to conduct the business of the Company and not less than half of them shall reside within the Kingdom of Thailand.
- The Company's Directors shall possess qualifications and do not have characteristics that are prohibited by laws on public company limited and other relevant laws related to the Company's operations.
- Directors of the Company can potentially be shareholders of the Company
- Section 19** The directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder is entitled to 1 share for 1 vote;
 - (2) Each shareholder may exercise all his/her votes under (1) to elect one or several person as director or directors; however, the shareholder cannot allocate his/her votes to any person in any number;
 - (3) In case multiple persons are being elected as directors, those with the highest votes in their respective order shall be elected as directors according to the required or intended number of directors at that time. If persons elected in a lower order have equal votes, exceeding the required or intended number of directors, the chairman of the meeting will exercise a casting vote.
- Section 20** At every Annual General Meeting, one-third (1/3) of all of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.
- The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.
- A director who vacates office may be re-elected.
- Section 25** The directors shall be entitled to receive remuneration in the form of a reward, meeting allowance, pension, bonus, or other kind of benefit that is in accordance with the resolution of the shareholders' meeting supported by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders presenting at the meeting. Such remunerations may be stipulated in a specific amount or in general or may be effective until the shareholders' meeting deems to change. In addition, the directors shall be entitled to receive wages and welfare as stated in the Company's regulations.
- The message stated in paragraph one shall not have any impact on the rights of directors served as the Company's employees to receive remunerations and benefits from being the Company's employees.

Chapter 6

Shareholders' meeting

Section 36

The Board of Directors shall convene the Annual General Meeting of Shareholders within four (4) months of the end of the fiscal year of the Company.

Shareholders' meetings other than those specified above shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may convene an Extraordinary General Meeting of Shareholders whenever it deems appropriate.

One or more shareholders holding shares with the amount not less than ten (10) percent of the total issued shares can make a written request to the Board of Directors to call an Extraordinary General Meeting at any time, but matters and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such request from the said shareholders.

In the case where the Board of Directors fails to arrange the meeting within the period specified in paragraph three, the shareholders who subscribed their names or along with other shareholders amounting as given are entitled to hold the meeting within forty-five (45) days of the lapse of the due date in paragraph three. In such case, the meeting shall be considered as a meeting called by the Board of Directors where the company must be accountable for any essential expenses incurred from the meeting and facilitate the meeting as appropriate.

In the event that the shareholders' meeting called in accordance with paragraph four does not meet the meeting quorum requirements as specified in Section 38, the shareholders who called for the meeting shall cover the expenses themselves.

Section 37

To convene a shareholders meeting, the board of directors must prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, along with appropriated details stating clearly whether such matters will be for acknowledgment, approval or consideration, including the board of directors' opinions thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. Moreover, the publication of the notice of the meeting shall be in accordance with the law.

In addition, the notice of the meeting and supporting documents can be sent by electronic mail in accordance with the rules and procedures provided in the relevant laws or notifications.

In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or in nearby provinces as may be determined by the board of directors, and if that meeting is conducted through electronic means, the Company's head office shall be deemed to be the venue of the meeting.

Section 38

In order to constitute a quorum, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons or not

less than one half (1/2) of the total number of shareholders and in either case attending shareholders shall hold shares amounting to not less than one-third (1/3) of the total issued shares of the Company.

At any shareholders' meeting, if one (1) hour from the time scheduled for the Meeting and the number of shareholders attending the Meeting is still inadequate to form a quorum as specified in the first paragraph, and if such shareholders' meeting is convened at the request of the shareholders, the Meeting shall be cancelled. If such Meeting is not convened at the request of the shareholders, the Meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the Meeting. In the subsequent meeting, a quorum is not required.

Each shareholder may prepare a proxy form to authorize not more than one (1) proxy to attend the meeting and cast votes on his or her behalf in accordance with the form as specified by the Registrar, and the proxy form must be delivered to the chairman of the board or the person designated by the chairman of the board, at the venue of the meeting before such proxy attends the meeting. There can only be one proxy for such matter, regardless of the number of shares held by such shareholder.

The grant of proxy in the first paragraph may be made by electronic means, provided that safe and trustworthy procedures shall be applied to ensure that the proxy is granted by a shareholder in accordance with the rules and procedures provided in the relevant laws or notifications.

Section 40

The Chairman of the Board shall be the chairman of shareholders' meetings. If the Chairman of the Board is not presenting at a Meeting or cannot perform his duty, the Vice Chairman presenting at the Meeting shall be the Chairman of the Meeting. If there is no Vice Chairman or no Vice Chairman presenting at the Meeting or the Vice Chairman cannot perform his duty, the shareholders presenting at the Meeting shall elect one shareholder to be the Chairman of the Meeting.

Section 41

For vote casting in the shareholders' meeting, one (1) share equals to one (1) vote. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for directors' election. A resolution of the shareholders' meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is required. In case of a tie vote, the Chairman of the Meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:
 - (a) Sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) Executing, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to

manage the business of the Company or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;

- (d) Amendment of the Memorandum of Association or the Articles of Association;
- (e) Increase or reduction of the Company's registered capital;
- (f) Dissolution of the Company;
- (g) Issuance of the Company's debenture and other type of securities under the Securities and Exchange Laws;
- (h) Merger of the Company with other company; and
- (i) Other actions shall be carried out in accordance with the law, which stipulates that they must receive a vote of not less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Section 43

The agendas that shall be included in the Annual General Meeting of Shareholders are as follows:

- (1) To consider and acknowledge the Board of Directors' report regarding the Company's business in the past year;
- (2) To consider and approve the balance sheet and the profit and loss statement of the Company;
- (3) To consider and approve the profit allocation and dividend payment;
- (4) To consider and appoint new directors to replace the vacated directors;
- (5) To consider and determine the director's remunerations;
- (6) To consider and appoint the auditor and to specify the remuneration of such auditor; and
- (7) To consider and approve any other matters.

Chapter 7

Accounting, financing, and Auditing

Section 46

The Board of Directors shall cause to be made a balance-sheet and a profit and loss account as of the end of the fiscal year of the Company to be submitted to an Annual General Meeting of Shareholders for consideration and approval and the Board of Directors shall arrange an auditor to audit the balance sheet and the profit and loss account prior to the submission to the shareholders' meeting.

Chapter 8

Dividend and reserve

Section 51

Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount, unless the Company issues preferred shares and specifies that preferred shares are entitled to receive dividends different from ordinary shares, in which case the dividends shall be allocated as specified. The payment of dividends shall be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' meeting or the Meeting of the Board of Directors, as the case may be. The shareholders shall be notified in written form of such dividend payment and the notice shall be published as required by law.

Section 53

The Company shall allocate not less than five (5) percent of its annual net profit by deducting the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Profile of the Independent Director for appointment as proxy

Name of Directors	Position	Age (Year)	Address	Conflict of Interests in the Proposed Agenda
1. Mr. Kittisak Bencharit	Independent Director and member of the Audit Committee	75	Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Securities Public Company Limited 719 MINT TOWER Building, 8 th Floor, Banthat Thong Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330	Agenda 1 No special interest Agenda 2 No special interest Agenda 3 No special interest Agenda 4 No special interest Agenda 5 No special interest Agenda 6 Having special interest (To consider and approve the remuneration of directors and sub-committees for the year 2025) Agenda 7 No special interest Agenda 8 No special interest
2. Pol. Gen. Visanu Prasattongsoth	Independent Director and Chairman of the Audit Committee	62	Office of the Company Secretary and Shareholder Engagement, Finansia Syrus Securities Public Company Limited 719 MINT TOWER Building, 8 th Floor, Banthat Thong Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330	Agenda 1 No special interest Agenda 2 No special interest Agenda 3 No special interest Agenda 4 No special interest Agenda 5 No special interest Agenda 6 Having special interest (To consider and approve the remuneration of directors and sub-committees for the year 2025) Agenda 7 No special interest Agenda 8 No special interest

Map of the meeting venue

at Kidd Yai Mak Meeting Room, 719 Mint Tower Building, 2nd Floor, Bantadthong Road, Wang Mai, Pathum Wan, Bangkok 10330 (Physical Meeting), and via electronic means (E-AGM),

