

Plan for Transfer of Subsidiary's Shares

The Board of Directors' Meeting of Finansia Syrus Securities Public Company Limited (the "**Company**") No. 4/2022 held on February 28, 2022, has resolved to approve the transfer of all subsidiary's shares held by the Company, whether directly or indirectly, as of the completion date of the shareholding restructuring, comprising ordinary shares of FSS International Investment Advisory Securities Company Limited ("**FSSIA**") and Finansa Securities Limited ("**FSL**")¹, including shares in company(ies) to be newly established for expansion of financial business, e.g. digital asset broker, ICO Portal and other businesses, to Finansia X Public Company Limited ("**Hold Co.**"), a public limited company operating business as a holding company, at the book value price based on the financial statements of each of such companies as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares, in order to procure the management of all subsidiaries operating core business to be under the direct management of Hold Co. (the "**Transfer of Subsidiary's Shares Held by the Company to Hold Co.**").

In addition, such proceeding is in accordance with the shareholding and management restructuring plan of the Company which is currently proceeded for proposal for approval at the 2022 Annual General Meeting of Shareholders on April 29, 2022 (the "**Restructuring Plan**"), whereby pursuant to the Restructuring Plan, there shall be an establishment of Hold Co. as a new entity to make a tender offer for all securities of the Company subject to payment of consideration of newly issued ordinary shares of Hold Co. for the purpose of delisting of the Company's shares from being listed securities on the Stock Exchange of Thailand (the "**SET**") and listing of ordinary shares of Hold Co. on the SET in place thereof. After completion of such proceeding, the Company will transfer all subsidiary's shares held by the Company as of the completion date of the shareholding restructuring to Hold Co. The Company expects that the Transfer of Subsidiary's Shares Held by the Company to Hold Co. shall be completed by 2023.

Transfer of Subsidiary's Shares Held by the Company to Hold Co. pursuant to the Restructuring Plan is regarded as a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the "**Notifications on Acquisition or Disposal of Assets**"). The size of the transaction based on the net tangible assets (NTA) criterion, which results in the highest size, is equal to 21.38 percent based on the audited consolidated financial statements of the Company for the year ended December 31, 2021. The Company does not have any other asset disposal transaction in the past six months; therefore, it falls into Class 2 Transaction under the Notifications on Acquisition or Disposal of Assets, namely transaction with a size equal to or higher than 15 percent, but lower than 50 percent, and as such, the Company is required to disclose the information memorandum regarding the Transaction to the SET and submit a circulation letter which at least contains such information as required by the Notifications on Acquisition or Disposal of Assets to the Company's shareholders within 21 days from the date of disclosure of such information to the SET.

¹ By resolutions of the Board of Directors' Meeting No. 3/2022 held on February 24, 2022, (1) the Company shall cause FSSIA to acquire shares of FSL from Finansa Public Company Limited ("**FNS**") and subsidiary, representing approximately 100 percent; and (2) the Company or its designated person shall acquire shares of FSSIA from FSL, representing 3.75 percent.

The Company expects that the above acquisition of shares of FSSIA and FSL shall be completed by the second quarter of 2022, and that the Transfer of Subsidiary's Shares Held by the Company to Hold Co. shall be completed by 2023. However, the acquisition of shares of FSSIA and FSL remains uncertain as it shall occur after the approval of the sale and purchase of such shares has been obtained from the shareholders' meeting of FNS.

In this regard, the Company hereby submits the information memorandum on the Company's disposal of assets as follows:

1. Transaction Date

On February 28, 2022, the Board of Directors' Meeting of the Company has resolved to approve the Transfer of Subsidiary's Shares Held by the Company to Hold Co. pursuant to the Restructuring Plan which is which is currently proceeded for proposal for approval at the 2022 Annual General Meeting of Shareholders on April 29, 2022. Such transaction is also subject to the conditions as described in Item 3.1, and the Company expects that the entry of such transaction will be completed by 2023.

2. Related Parties and Relationships with Listed Company

2.1 Ordinary Shares of FSSIA²

Purchaser: Hold Co.

Seller: The Company

2.2 Ordinary Shares of FSL²

Purchaser: Hold Co.

Seller: FSSIA (as the seller) which is the Company's subsidiary

2.3 Shares in company(ies) to be newly established for expansion of financial business, e.g., digital asset broker, ICO Portal and other businesses

Purchaser: Hold Co.

Seller: The Company

Relationship between the Parties

Hold Co. will be established pursuant to the Restructuring Plan. As of the date of the Transfer of Subsidiary's Shares Held by the Company to Hold Co., the Company's shareholders who have accepted for sale through the tender offer for securities for the purpose of delisting of the Company's shares from being listed securities on the SET will be Hold Co.'s shareholders.

² By resolutions of the Board of Directors' Meeting No. 3/2022 held on February 24, 2022, (1) the Company shall cause FSSIA to acquire shares of FSL from FNS and subsidiary, representing approximately 100 percent; and (2) the Company or its designated person shall acquire shares of FSSIA from FSL, representing 3.75 percent.

The Company expects that the above acquisition of shares of FSSIA and FSL shall be completed by the second quarter of 2022, and that the Transfer of Subsidiary's Shares Held by the Company to Hold Co. shall be completed by 2023. However, the acquisition of shares of FSSIA and FSL remains uncertain as it shall occur after the approval of the sale and purchase of such shares has been obtained from the shareholders' meeting of FNS.

3. General Description and Details of the Disposed Assets

3.1 General Description of the Transaction

The Company will transfer all of subsidiary's shares held by the Company, whether directly or indirectly, as of the completion date of the shareholding and management restructuring, comprising (1) 79,997 ordinary shares of FSSIA, representing approximately 100 percent; (2) 39,999,995 ordinary shares of FSL (through FSSIA), representing approximately 100 percent; and (3) shares of the company(ies) to be newly established for expansion of financial business, e.g. digital asset broker, ICO Portal and other businesses, to Hold Co.

In addition, the Company will proceed with transfer all of subsidiary's shares held by the Company, whether directly or indirectly, as of the completion date of the shareholding restructuring, to Hold Co. subject to the satisfaction of the following material conditions:

- (a) The Company shall have obtained approval by resolution of its shareholders' meeting with not less than three-fourths of all shares of the shareholders present at the meeting and entitled to vote, prior to implementing the Restructuring Plan, including, the Transfer of Subsidiary's Shares Held by the Company to Hold Co.
- (b) The Company and its subsidiaries shall have obtained authorization from the regulatory body in charge of the Company's business operations, namely the Office of the Securities and Exchange Commission (the "**SEC Office**"), for change of the shareholding structure under the Restructuring Plan.
- (c) The Company shall have obtained permission from the SEC Office for offering of the newly issued securities of Hold Co., and the tender offer for securities of the Company for the shareholding and management restructuring pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 34/2552 Re: Criteria for Offering for Sale of Newly Issued Securities with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management (as amended).
- (d) After completion of the share swap between the Company and Hold Co. as a result of the making of tender offer for securities for the purpose of delisting of the Company's shares from being listed securities, the amount of shares accepted for sale through the tender offer for securities shall not less than 75 percent of the total voting rights of the Company.
- (e) The Company shall have obtained permission from the SET for delisting of the Company's shares from being listed securities on the SET.
- (f) The SET shall have accepted Hold Co.'s shares as listed securities on the SET in place of the Company's securities.
- (g) The Company shall have obtained any other approval, permission and/or authorization necessary for and relating to the undertaking under the Restructuring Plan, including, the Transfer of Subsidiary's Shares Held by the Company to Hold Co.

3.2 Details of the Disposed Assets

The details of the disposed assets are described as follows:

3.2.1 FSSIA's Ordinary Shares

FSSIA's ordinary shares in the amount of 79,997 shares with the par value of THB 100 per share, representing approximately 100 percent of all issued shares of FSSIA.

General Information

Company Name	FSS International Investment Advisory Securities Company Limited
Nature of Business Operations	Securities business in the category of investment advisory service
Head Office	25, Alma Link Building, 14 th Floor, Phloen Chit Road, Lumpini Sub-district, Pathum Wan, Bangkok
Company Registration No.	0105556122317
Telephone	02 611 3562
Facsimile	02 611 3551
Company Incorporation Date	August 1, 2013
Registered and Paid-up Capital	THB 8,000,000
Par Value	THB 100 per share
Number of Shares	80,000 shares

List of directors of FSSIA as of February 28, 2022

No.	Name	Position
1.	Mr. Chuangchai Nawongs	Director
2.	Mrs. Pornpring Suktantisuwan	Director
3.	Mr. Suwat Sinsadok	Director

List of Shareholders of FSSIA as of February 28, 2022

No.	Name	As of February 28, 2022		As of the completion date of the restructuring		Post-transaction	
		No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)
1.	The Company	76,997	96.25	79,997	100.00	-	0.00
2.	FSL	3,000	3.75	-	0.00	-	0.00
3.	Hold Co.	-	0.00	-	0.00	79,997	100.00

No.	Name	As of February 28, 2022		As of the completion date of the restructuring		Post-transaction	
		No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)
4.	Mr. Chuangchai Nawongs	1	0.00	1	0.00	1	0.00
5.	Mrs. Pornpring Suksantisawan	1	0.00	1	0.00	1	0.00
6.	Ms. Kanokporn Khumsa-Ang	1	0.00	1	0.00	1	0.00
Total		80,000	100.00	80,000	100.00	80,000	100.00

Other legal entities in which FSL holds 10 percent of their shares or more

As of February 28, 2022, FSSIA does not hold equal to or more than 10 percent of shares in any other legal entities. However, if FSSIA completes the purchase of shares in FSL pursuant to the resolution of the Board of Directors' Meeting No. 3/2022 held on February 24, 2022, FSSIA will hold shares in FSL in the amount of 39,999,995 ordinary shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL. In addition, the Company expects that the sale and purchase of shares of FSL shall be completed by the second quarter of 2022.

Summary of Financial Statements of FSSIA

Unit: THB Thousand

Separate Financial Statements	For the year ended			
	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021
Statement of comprehensive income				
Total income	42,963	44,685	45,205	53,902
Total expenses	39,531	45,288	55,154	52,757
Profit (loss) before income tax	3,433	(603)	(9,949)	1,145
Net Profit (loss)	2,952	(485)	(9,721)	1,284
Statement of financial position				
Total assets	31,989	28,714	27,675	29,188
Total liabilities	8,685	11,348	17,366	16,126
Total shareholders' equity	20,641	20,030	10,309	13,062

3.2.2 FSL's Ordinary Shares

Ordinary shares in FSL in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL.

General Information

Company Name	Finansa Securities Limited
Nature of Business Operations	Securities business with the license to operate all types of securities businesses, including 1. securities brokerage; 2. securities trading; 3. investment advisory 4. underwriting; and 5. derivatives brokerage. Furthermore, FSL is a licensed financial advisor approved by the Securities and Exchange Commission. FSL currently focuses on providing investment banking services, including 1. valuation; 2. mergers and acquisitions; 3. equity and debt financing; 4. financial restructuring; 5. corporate restructuring; 6. independent financial advisor; moreover, FSL also provides services of 7. securities offering advisory including initial public offering, private placement and rights offering; 8. Listing of shares on the stock exchange; and 9. Underwriting such as the underwriting of the newly issued ordinary shares. In addition, FSL also provides wealth management services for its customers, i.e., selling investment unit and debt instrument, for both individual customers and institutional customers including acting as investment unit selling agent for newly established funds and newly issued debt instrument selling agent.
Head Office	48/45 TISCO Tower 20 th Floor, North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok 10500
Company Registration No.	0105536092404
Telephone	02-697-3800
Facsimile	02-638-0301
Company Incorporation Date	August 13, 1993
Registered and Paid-up Capital	THB 400,000,000
Par Value	THB 10 per share
Number of Shares	40,000,000 shares

List of directors of FSL as of March 23, 2022

No.	Name	Position
1.	Mr. Varah Sucharitakul	Chairman
2.	Mr. Kittipong Lertvanangkul	Director
3.	Mr. Asadej Kongsiri	Director
4.	Mr. Akarat Na Ranong	Director
5.	Mr. Chanmanu Sumawong	Director
6.	Ms. Veena Lertnimitr	Director

List of Shareholders of FSL as of March 23, 2022

No.	Name	As of March 23, 2022		As of the completion date of the restructuring		Post-transaction	
		No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)
1.	FNS	39,999,994	100.00	-	0.00	-	0.00
2.	Finansa Fund Management Limited	1	0.00	-	0.00	-	0.00
3.	FSSIA	-	0.00	39,999,995	100.00	-	0.00
4.	Hold Co.	-	0.00	-	0.00	39,999,995	100.00
5.	Mr. Eugene S. Davis	2	0.00	-	0.00	-	0.00
6.	Mr. Vorasit Pokachaiyapat	1	0.00	-	0.00	-	0.00
7.	M.L. Suthiman Pokachaiyapat	1	0.00	-	0.00	-	0.00
8.	Ms. Yupadee Thepruangchai	1	0.00	-	0.00	-	0.00
9.	Mr. Chuangchai Nawongs	-	0.00	3	0.00	3	0.00
10.	Ms. Phatra Kanchanapraphat	-	0.00	2	0.00	2	0.00
Total		40,000,000	100.00	40,000,000	100.00	40,000,000	100.00

Other legal entities in which FSL holds 10 percent of their shares or more

-None-

Summary of Financial Statements of FSL

Unit: THB Thousand

Separate Financial Statements	For the year ended			
	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021 ^(*)
Statement of comprehensive income				
Total income	312,303	74,658	360,748	229,336
Total expenses	220,941	123,821	245,899	165,087
Profit (loss) before income tax	91,362	(49,163)	114,849	64,249
Net Profit (loss)	70,861	(39,797)	91,792	51,177
Statement of financial position				
Total assets	970,922	777,708	982,528	884,169
Total liabilities	111,625	31,156	157,126	94,042
Total shareholders' equity	859,297	746,552	825,402	790,127

Remark: ^() On January 24, 2022, FSL completed its registered capital decrease of THB 300,000,000 from the existing registered capital of THB 700,000,000 to the registered capital of THB 400,000,000 by way of decreasing the numbers of FSL's shares and returning the share price at the par value back to the shareholders. And on February 1, 2022, FNS sold its office space to FSL by offsetting with the loan between the Company and FSL. This resulted in the change in assets, liabilities and shareholders' equity of FSL after the capital decrease as follows: assets are equal to THB*

578,146 thousand, liabilities are equal to THB 87,958 thousand and shareholders' equity is equal to THB 490,188 thousand.

4. Transaction Size Calculation

Calculation Criteria	Calculation Formula	Transaction Size
1. Net tangible asset (NTA)	NTA of the disposed company x the disposed portion/ NTA of the Company according to the consolidated financial statements = ((100% * THB 480,219 thousand)+(100% * THB 11,941 thousand)) / THB 2,301,747 thousand	21.38%
2. Net profit from operating results	Net profit of the disposed company x the disposed portion / net profit of the Company according to the consolidated financial statements = ((100% * THB 51,177 thousand)+(100% * THB 1,284 thousand)) / THB 300,127 thousand	17.48%
3. Total value of consideration	Total value of consideration / total assets of the Company according to the consolidated financial statements = THB 503,250 thousand ^(*) / THB 7,047,213 thousand	7.14% ^(*)
4. Value of equity issued as consideration for the assets	Total shares issued as payment for the disposed assets / total authorized and issued shares <i>Unable to calculate as there is no issuance of securities as payment of assets</i>	

Remark: ^(*) *The size of the total value of consideration of THB 503,250 thousand calculated based on the sum of amount of book value and/or adjusted book value of the transferred companies as of December 31, 2021 is equivalent to 7.14%. However, if the calculation includes the sum of loans which may be granted by the Company to FSSIA for the entry of the sale and purchase of shares in FSL according to the Board of Directors' Meeting No. 3/2022 held on February 24, 2022, the total value of consideration will be THB 993,438 thousand in total and the size of the total value of consideration will be equal to THB 14.10%.*

Transfer of Subsidiary's Shares Held by the Company to Hold Co. pursuant to the Restructuring Plan is regarded as a disposal of assets transaction under the Notifications on Acquisition or Disposal of Assets. The size of the transaction based on the net tangible assets (NTA) criterion, which results in the highest size, is equal to 21.38 percent based on the audited consolidated financial statements of the Company for the year ended December 31, 2021. The Company does not have any other asset disposal transaction in the past six months; therefore, it falls into Class 2 Transaction under the Notifications on Acquisition or Disposal of Assets, namely transaction with a size equal to or higher than 15 percent, but lower than 50 percent, and as such, the Company is required to disclose the information memorandum regarding the Transaction to the SET and submit a circulation letter which at least contains such information as required by the Notifications on Acquisition or Disposal of Assets to the Company's shareholders within 21 days from the date of disclosure of such information to the SET.

5. Total Value of Consideration

- (a) Total value of consideration

The total value of consideration shall be calculated from the book value of each subsidiary to be transferred to Hold Co. in proportion to the disposed shareholding after the completion date of shareholding and management restructuring, based on the financial statements of each of such companies as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares.

In addition, the Company estimates that the initial value of the transfer of subsidiary's shares would be approximately THB 503,250,339, based on the book value of FSSIA and the adjusted book value of FSL in proportion to the disposed shareholding as set out in Clause 3.2.1 and Clause 3.2.2 above.

However, the final value of consideration of the transfer of subsidiary's shares will not be equal to the initial value of the transfer of subsidiary's shares since there will be an adjustment of value as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares.

(b) **Basis of Determination of Total Value of Consideration**

Basis of determination of the total value of consideration is considered from the book value of each subsidiary to be transferred to Hold Co. in proportion to the disposed shareholding after the completion of the shareholding and management restructuring, based on the financial statements of each of such companies as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares.

(c) **Method of Payment**

Hold Co. shall pay the sale price of shares in cash by way of bank transfer or any other methods to be agreed between the seller and the purchaser.

6. Value of the Disposed Assets

The value of the disposed assets shall be equal to the book value of each subsidiary to be transferred to Hold Co. in proportion to the disposed shareholding after the completion of the shareholding and management restructuring.

In this regard, the value of the disposed assets as of December 31, 2021 totals of approximately THB 503,250,339, based on the book value of FSSIA and the adjusted book value of FSL in proportion to the disposed shareholding as set out in Clause 3.2.1 and Clause 3.2.2 above, which are approximately THB 13,062,400 and THB 490,187,939, respectively.

7. Plan for Use of Proceeds from the Disposal of Assets

The Company plans to use the proceeds from this disposal of assets to repay the Company's debts and for the Company's working capital.

8. Expected Benefits to the Company

Transfer of Subsidiary's Shares Held by the Company to Hold Co. will help simplify the Company's shareholding and management structure, whereby Hold Co. will be able to directly supervise the companies in the group, which is easier than the supervision through multiple tiers. Moreover, under this new structure, the transfer of benefits, e.g., transfer of dividends of the respective companies to Hold Co. will not be redundant in terms of tax exposures. Furthermore, such

proceeding will enable the Company to achieve the purposes of shareholding and management restructuring, resulting in the best interests for the Company's shareholders which would be Hold Co.'s shareholders in the future.

9. Opinion of the Board of Directors on the Transaction

The Board of Directors resolves to approve the Transfer of Subsidiary's Shares held by the Company to Hold Co. after it has considered and viewed that the Transfer of Subsidiary's Shares held by the Company to Hold Co. is reasonable and beneficial to the Company since such proceeding will help simplify the Company's shareholding and management structure and enable the Company to achieve the purposes of shareholding and management restructuring, resulting in the best interests for the Company's shareholders which would be Hold Co.'s shareholders in the future.

In addition, the sale price of shares is reasonable because it is considered from the book value of each subsidiary to be transferred to Hold Co. in proportion to the disposed shareholding after the completion of the shareholding and management restructuring, based on the financial statements of each of such companies as of the closest ended date of the financial statements prior to the occurrence of the transfer of such subsidiary's shares.

10. Opinion of the Audit Committee and/or Directors of the Company which is different from the Opinion of the Board of Directors under Clause 9 above

There is no opinion of the Audit Committee or directors of the Company which is different from the foregoing opinion of the Board of Directors.