

**Opinion of the Independent Financial Advisor on  
the Shareholding and Management Restructuring Plan,  
the Delisting of Securities,  
and the Transfer of Subsidiary's Shares**

of



**Finansia Syrus Securities Public Company Limited**

presented to

**The Shareholders of Finansia Syrus Securities Public Company Limited**

by



**Jay Capital Advisory Company Limited**

**March 28, 2022**

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

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

## Table of Contents

|                                                                                                        | <b>Page</b> |
|--------------------------------------------------------------------------------------------------------|-------------|
| Executive Summary                                                                                      | 7           |
| Part 1 Approval for the Shareholding and Management Restructuring Plan, and Other Related Arrangements | 13          |
| 1. Characteristics and Details of the Transaction                                                      | 13          |
| 1.1 Shareholding Structure according to the Shareholding Management and Restructuring Plan             | 16          |
| 1.2 General Information of the Hold Co.                                                                | 17          |
| 1.3 Oversight after the Restructuring of Shareholding and Management                                   | 19          |
| 1.4 Operating Processes and Timeline of the Restructuring of Shareholding and Management               | 21          |
| 1.5 Effects from the Restructuring of Shareholding and Management                                      | 23          |
| 2. Reasonableness of the Transaction                                                                   | 28          |
| 2.1 Reasonableness of Restructuring Shareholding and Management                                        | 28          |
| 2.2 Reasonableness of the Delisting of Securities                                                      | 32          |
| 2.3 Reasonableness of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.              | 36          |
| 2.4 Effects to Taxation                                                                                | 38          |
| 3. Fairness of the Transaction Price and Conditions of entering into the Transaction                   | 40          |
| 3.1 Fairness of the Transaction Price of entering into the Transaction                                 | 40          |
| 3.2 Fairness of conditions for entering into the Transaction                                           | 41          |
| Part 2 Summary of the Independent Financial Advisor Opinion                                            | 42          |
| Appendix 1 Summarized Information of Finansia Syrus Securities Public Company Limited                  | 45          |
| Appendix 2 Summarized Information of Finansa Securities Limited                                        | 50          |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| <b>Abbreviation</b>                               | <b>Full name</b>                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Company or FSS Hold Co.                       | Finansia Syrus Securities Public Company Limited<br>Finansia X Public Company Limited                                                                                                                                                                                                                                                                                                                      |
| FSSIA                                             | FSS International Investment Advisory Securities Company Limited                                                                                                                                                                                                                                                                                                                                           |
| SBIR                                              | SBI Royal Securities Public Limited Company                                                                                                                                                                                                                                                                                                                                                                |
| FSL                                               | Finansa Securities Limited                                                                                                                                                                                                                                                                                                                                                                                 |
| FNS                                               | Finansa Public Company Limited                                                                                                                                                                                                                                                                                                                                                                             |
| The Independent Financial Advisor or the IFA      | Jay Capital Advisory Company Limited                                                                                                                                                                                                                                                                                                                                                                       |
| SEC                                               | The Office of the Securities and Exchange Commission                                                                                                                                                                                                                                                                                                                                                       |
| SET                                               | The Stock Exchange of Thailand                                                                                                                                                                                                                                                                                                                                                                             |
| Notification TorJor. 34/2552                      | 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)                                                                                                                                   |
| Notification on Acquisition or Disposal of Assets | 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) |
| Enter into the Transaction                        | Shareholding and Management Restructuring Plan and other arrangements                                                                                                                                                                                                                                                                                                                                      |
| Transfer of Subsidiary's Shares                   | Acquisition of all subsidiary's shares held by the Company, whether directly or indirectly, as of the completion date of the restructuring of shareholding. This is comprised of ordinary shares of FSSIA and FSL, as well as shares in newly established companies for the expansion in finance businesses, such as Digital Asset Brokerage, ICO Portal, and others                                       |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

March 28, 2022

To Shareholders of Finansia Syrus Securities Public Company Limited  
Finansia Syrus Securities Public Company Limited

Re: Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares

From the resolutions of the Board of Directors' meeting of Finansia Syrus Securities Public Company Limited ("The Company" or "FSS") No.4/2022 held on February 28, 2022, approval has been obtained for the Shareholding and Management Restructuring Plan and other related arrangements ("Entering into the Transaction"). These consist of (1) the establishment of a holding company as a public limited company under the name "Finansia X Public Company Limited" ("Hold Co."); (2) the tender offer for all ordinary shares of the Company; (3) listing ordinary shares of the Hold Co. in the Stock Exchange of Thailand ("SET") in place of securities of the Company, and (4) the transfer of subsidiary's shares held by the Company to the Hold Co.

In order to achieve these resolutions, the Board of Directors' meeting approved to propose the Shareholding and Management Restructuring Plan to the annual shareholder meeting for the year 2022 for consideration and approval on April 29, 2022. The agenda relating to the Shareholding and Management Restructuring Plan are detailed as follows:

Agenda 8 Consideration for approval of the Shareholding and Management Restructuring Plan and other related arrangements as follows:

- Agenda 8.1 To consider and approve the Shareholding and Management Restructuring Plan and the transfer of subsidiary's shares held by the Company to the public limited company that conducts business as a Holding Company
- Agenda 8.2 To consider and approve the delisting of shares of the Company from the Stock Exchange of Thailand
- Agenda 8.3 To consider and approve the amendment to the Company's Articles of Association
- Agenda 8.4 To consider and approve the delegation of authority necessary and relevant to the implementation of Shareholding and Management Restructuring Plan

Since the matters to be proposed to the shareholders' meeting in Agenda 8.1 to Agenda 8.4 are related to the Shareholding and Management Restructuring Plan, the consideration and approval of each agenda item is dependent and conditional upon each other. Therefore, if any of the agenda items were not approved in this shareholders' meeting, then the other agenda items are to be considered as cancelled and will not be proposed for further consideration.

Entering into the transaction as part of the Shareholding and Management Restructuring Plan is considered as following the criteria of the Notification TorJor. 34/2552 Re: Criteria for Offering the Sale of Newly Issued Securities and with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management (as amended) ("Notification TorJor. 34/2552"). Therefore, the Company is obligated to disclose an information memorandum on entering into the transaction to the SET, as well as obtain approval on such transactions by receiving votes of approval by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders' meeting and have the right to vote.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

However, the Transfer of Subsidiary's Shares Held by the Company to Hold Co., which is part of the Shareholding and Management Restructuring Plan, is regarded as an asset disposal 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 greatest transaction size based on the net tangible assets (NTA) criterion equals to 21.38%, as referenced from the audited financial statements of the Company for the year ended December 31, 2021. The Company did not have any other asset disposal transaction in the past six months; therefore, this transaction is considered as a Class 2 transaction, namely, a transaction with a transaction size equal to or greater than 15.00% but less than 50.00%. The Company is obligated to disclose an information memorandum regarding the transaction to the SET and deliver a circulation letter informing of the transaction as required by the Notifications on Acquisition or Disposal of Assets to the shareholders of the Company within 21 days from the date of disclosure to the SET.

Moreover, The Board of Directors' meeting of FSS had a resolution to appoint Jay Capital Advisory Company Limited ("The Independent Financial Advisor" or "the IFA"), as the financial advisor approved by the Office of the Securities Exchange Commission ("SEC") with no relationship to the Company. This is in order to have the IFA provide an opinion on the shareholding and management restructuring plan, the delisting of securities, and the transfer of subsidiary's shares.

This IFA report was prepared based on the information gathered from interviews with the Company's management, documents provided by the Company, publicly available information as well as the IFA's assessment of current economic conditions. Any significant changes to this information in the future may alter the IFA's opinion on the transaction accordingly. Information used in preparing this report are as follows:

- Resolutions of the Board of Directors' meeting of Finansia Syrus Securities Public Company Limited and information memorandum relating to the transaction
- Information of the transaction which is disclosed through the information service system of the SET and/or the Company's website and/or public disclosure
- Information disclosure (Form 56-1) 2020 of the Company
- Financial statements of FSS audited by a Certified Public Accountant for the year ending 2019 - 2021
- Information from interviews with management and staff of the Company
- Information and documents received from the Company

In addition, the IFA's opinion was based on the following assumptions:

- All information and documents that the IFA received from the Company, including the information obtained from interviews with management and related persons, were complete, correct, true and opinions expressed were credible and comparable to the current situation
- No past events, impending events, or reasonably plausible events would create significant impacts to the operating and financial performance of the Company

The IFA hereby certifies that it has studied and analyzed the aforementioned information, and prudently performed its duties in accordance with professional standards. The opinion rendered is based on an objective and unbiased analysis of the information with consideration to the interests of the shareholders of the Company.

In the event of the information and documents received by the IFA are incorrect and/or untrue and/or there are any significant changes in the future, the opinion of the IFA on this transaction may be affected accordingly. For these reasons, the IFA is thus unable to guarantee the impact of such factors to the

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Company and its shareholders in the future. Moreover, this opinion of the IFA is for the sole purpose of providing opinion to the shareholders regarding entering into the transaction. The decision to vote and approve entering into the transaction is at the discretion of the shareholders, and the shareholders should carefully study the information and consider the reasoning, advantages, disadvantages, related risks and limitations, as well as the opinions relating to each aspect of the transaction as per the appended documents to the Invitation to the Shareholders' Meeting with prudence and care before coming to an appropriate resolution regarding the decision of entering into the Transaction. The opinion of the IFA provided in this regard is not to certify the success of the transaction or the potential impact to the Company, and the IFA is not responsible for any potential impacts that may arise from entering into this transaction, whether directly or indirectly.

The IFA has considered the reasonableness of the Shareholding and Management Restructuring Plan, and the Delisting of Securities, detailed as follows:

|                          |
|--------------------------|
| <b>Executive Summary</b> |
|--------------------------|

From the resolutions of the Board of Directors' meeting of Finansia Syrus Securities Public Company Limited ("The Company" or "FSS") No.4/2022 held on February 28, 2022, approval has been obtained for the Shareholding and Management Restructuring Plan and other related arrangements, ("Entering into the Transaction") with the objectives of (1) efficient maintenance of net capital; (2) enhance business competitiveness and flexibility of management structure; (3) mitigation of risks in business operations of the Company, and (4) simplification of the shareholding and management structure. Material processes are detailed as follows:

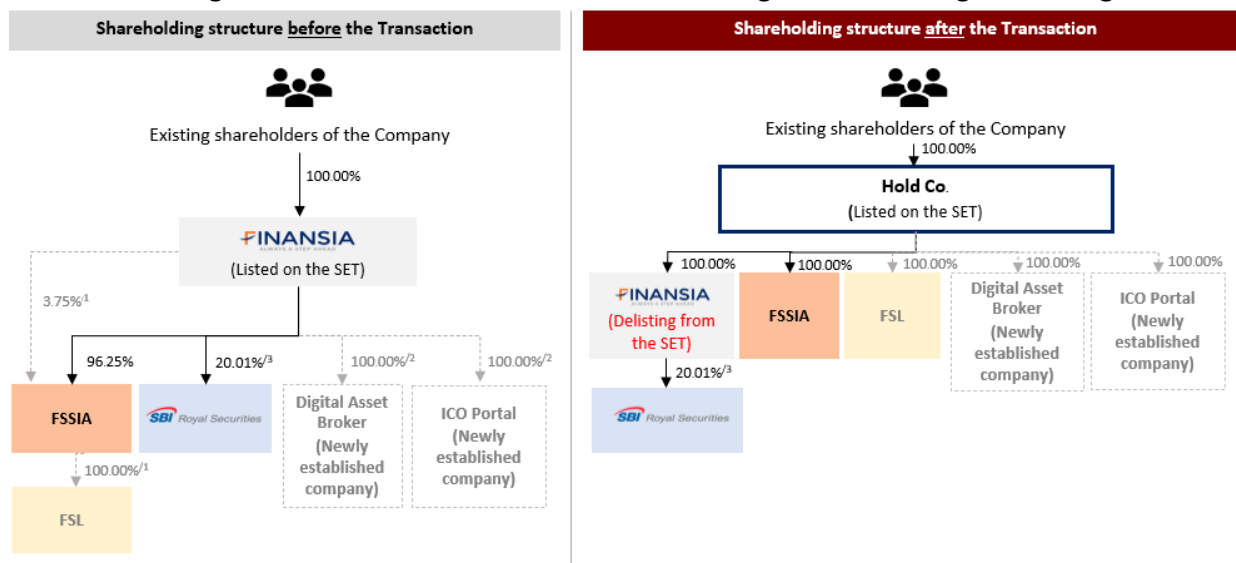
1. The Company will establish a public limited company that conducts business as a Holding Company under the name "Finansia X Public Company Limited" ("Hold Co."). Details of the Hold Co. can be found in Part 1 Topic 1.2 General Information of Hold Co., of this report.
2. After the Restructuring Plan has been preliminarily approved by the Stock Exchange of Thailand ("SET"), and the Company and subsidiaries have been granted approval by the Office of the Securities Exchange Commission ("SEC") to restructure shareholding, including permission from the SEC for the Hold Co. to issue and offer new securities, and obtained a resolution approving the delisting of the Company's shares from the SET, the Hold Co. shall issue and offer newly issued ordinary shares and make a tender offer for all securities of the Company subject to payment of the consideration in the form of its newly issued ordinary shares in exchange for the Company's ordinary shares at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. However, at the end of the tender offer period for securities, if the number of shares accepted for sale through the tender offer for securities is less than 75.00% of the total voting rights of the Company, then the Hold Co. will cancel the tender offer for securities.
3. After the end of the tender offer period, the Hold Co. will submit an application for listing its securities on the SET in place of the Company's securities that are going to be delisted from the SET at the same day.
4. After the completion of listing Hold Co.'s securities on the SET in place of the Company's securities, Hold Co., as a direct shareholder of the Company, plans to acquire all shares in subsidiaries held by the Company, whether directly or indirectly, as of the completion date of the restructuring of shareholding. This is comprised of ordinary shares of FSS International Investment Advisory Securities Company Limited ("FSSIA") and Finansia Securities Limited ("FSL"), as well as shares in newly established companies for the expansion in finance businesses, such as Digital Asset Brokerage, ICO Portal, and others ("Transfer of Subsidiary's Shares"). The acquisition shall be in cash at book value referenced from the latest financial statement prior to the transfer of shares (book value of FSSIA as of December 31, 2021 amounts to THB 13.06 million, and book value of FSL as of December 31, 2021 after adjusting for the decrease in registered capital on January 24, 2022 and the purchase of office space on February 1, 2022 amounts to THB 490.19 million) with the objective to shift the management of all companies in the group to be under the direct management of the Hold Co. The source of funding for this transaction will be from the dividends of subsidiaries and/or taking loans from financial institutions or companies from the group. The Company expects this transaction to be completed within the year 2023.

The Shareholding and Management Restructuring Plan of the Company must be in accordance to the Notification TorJor. 34/2552 Re: Criteria for Offering the Sale of Newly Issued Securities and with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management (as amended) ("Notification TorJor. 34/2552") and other relevant regulations, as well as receive approval, permission, and/or agreement from the resolutions of the shareholders' meeting and/or relevant regulatory bodies, including the SEC and SET. Other details related to the Shareholding and Management Restructuring Plan can be found in Part 1 Topic 1 Characteristics and Details of the Transaction of this report.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Under the assumption that the Hold Co. successfully acquires all shares of the Company as a result of the tender offer for securities, the Company's shareholding structure before and after the restructuring of shareholding and management can be summarized as follows:

### Shareholding Structure Before and After the Restructuring of Shareholding and Management



Remark: /1 By resolutions of the Board of Directors' meeting No. 3/2022 held on February 24, 2022, (1) the Company shall arrange for FSSIA to acquire shares of FSL from Finansa Public Company Limited ("FNS") and subsidiaries in the ratio of approximately 100.00% of total shares; and (2) the Company or the person appointed by the Company shall acquire shares of FSSIA from FSL in the ratio of 3.75% of total shares. The acquisition of FSL and FSSIA shares is expected to be completed by the 2<sup>nd</sup> quarter of 2022. The share acquisition price is appropriate since it is the price agreed upon between the Company and contractual counterparties, in which the acquisition price for FSL is considered from the adjusted book value, and the acquisition price for FSSIA is considered from book value. After the completion of investments in FSL, the Company will consider the structure of the Board of Directors of FSL, by considering the present directors which is comprised of experts, professional directors, and qualified related parties in order to maintain consistency in business operations and higher returns for FSL. However, there may be a change in directors in the event of a resignation, or if a change is appropriate and necessary in order to maintain business competitiveness. FSL will maintain the same business operations and business licenses, including the licenses of businesses not actively operated in. This transaction aims to expand the business along with the necessary Board of Directors and staff with expertise, systems and equipment necessary for the business operations, as well as any transferred work.

/2 The Company plans to establish new companies for the expansion into financial businesses, such as Digital Asset Brokerage, ICO Portal, and others. However, details and processes are currently under consideration from the Board of Directors.

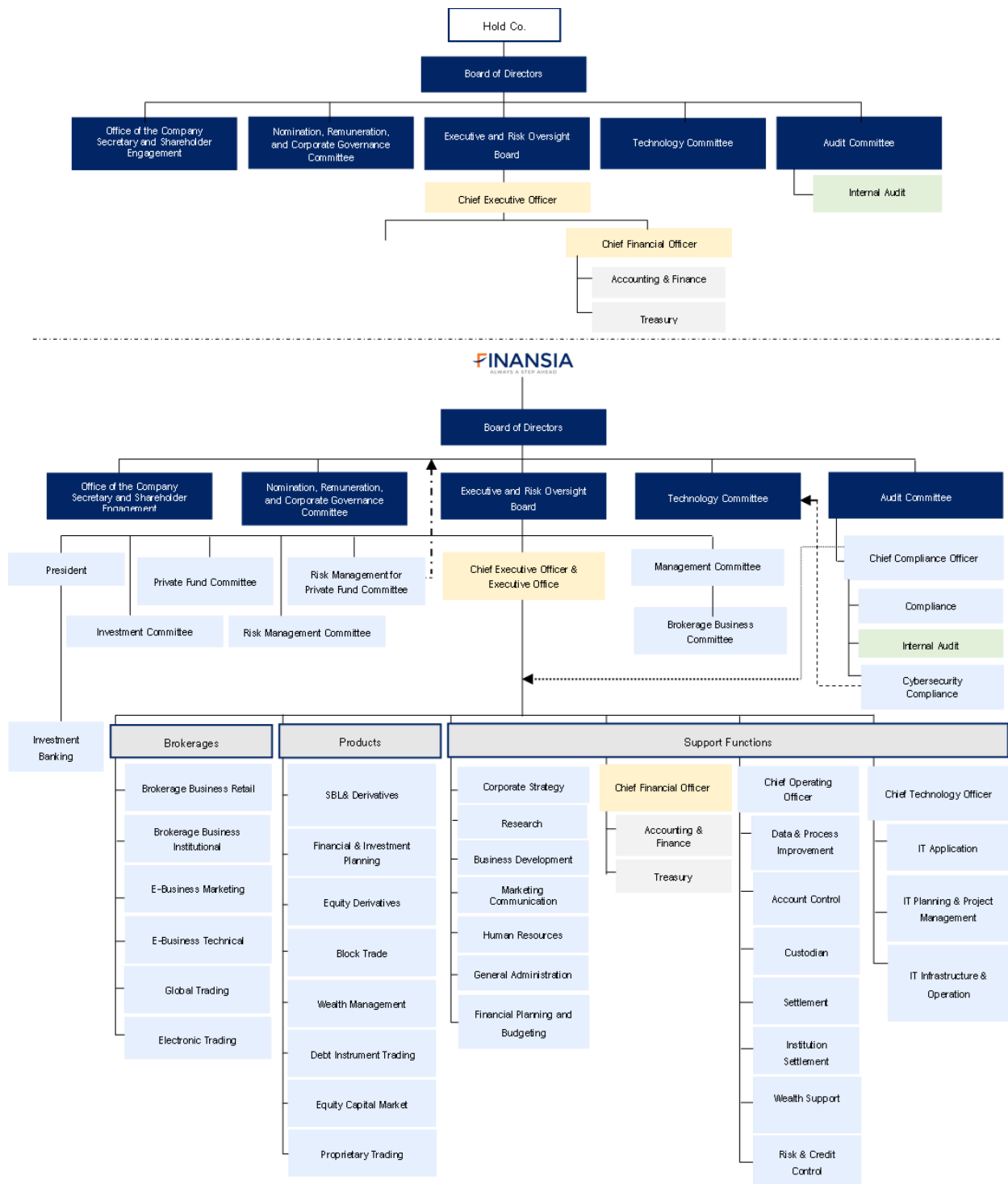
/3 Other shareholders of SBI Royal Securities Public Limited Company ("SBIR") are comprised of SBI Holding Incorporated with a shareholding ratio of 65.29% of total shares, and Royal Group of Companies Limited, with a shareholding ratio of 14.70% of total shares.

After the Shareholding and Management Restructuring Plan, most or all of the corporate governance and management structure of the Hold Co. will remain the same as it had been for the Company, in which most or all directors of the Company will also act as the directors for the Holdings Company. For the subcommittees they will be comprised of the Audit Committee, Executive and Risk Oversight Committee, Nomination, Remuneration, and Corporate Governance Committee, and Technology Committee. The Hold Co. will also have the same personnel from the Company appointed to positions of Chief Executive Officer, Chief Financial Officer, Chief Accountant, Head of Financial Planning and Budgeting, Head of Internal Audit and Company Secretary. As for the management, the Hold Co. will only appoint them as necessary since they are not a business operator, and the Hold Co. and subsidiaries, which are securities companies, are able share the same directors and management without going against the relevant regulations of the SEC. The oversight structure of business operations after the restructure of shareholding and management is illustrated as follows:



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

### Oversight Structure of Business Operations after the Restructure of Shareholding and Management



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Details of the operating processes and approximate timeline of the restructuring of shareholding and management is illustrated below:

**Summary of Operating Processes and Approximate Timeline  
of the Restructuring of Shareholding and Management**

| Approximate Timeline      | Operating Process                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| February 24, 2022         | From the resolutions of the Board of Directors' meeting No. 3/2022 to approve the following:<br>1) FSSIA acquire shares of FSL from FNS and subsidiaries in the ratio of approximately 100.00% of total issued and outstanding shares.<br>2) The Company or the person appointed by the Company shall acquire ordinary shares of FSSIA from FSL in the ratio of 3.75% of total issued and outstanding shares.                                                                                                                                                                                                    |
| February 28, 2022         | The resolutions of the Board of Directors' meeting No. 4/2022 approve the Shareholding and Management Restructuring Plan and other arrangements.                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Early March 2022          | The Company seeks to obtain preliminary approval from the SET, and seeks preliminary approval from the SEC regarding the Shareholding and Management Restructuring Plan and other arrangements.                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Within March 2022         | The Company establishes the Hold Co.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| April 29, 2022            | The resolutions of the shareholders' meeting approve the Shareholding and Management Restructuring Plan and other arrangements.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Early May 2022            | The shareholders' meeting of Hold Co. approved the increase in registered capital and the tender offer of newly issued ordinary shares in order to swap with the ordinary shares of the Company and related topics, including procedures relevant to the issuance and tender offer of shares.                                                                                                                                                                                                                                                                                                                    |
| Within May 2022           | <ul style="list-style-type: none"> <li>• The Company will have the subsidiaries amend the Articles of the Association to reflect the oversight guidelines of the Hold Co. prior to the submission of the application for approval on the tender offer of newly issued securities, the registration statement for securities offering, and the tender offer for securities to the SEC.</li> <li>• The Hold Co. submits an application for approval on the tender offer of newly issued securities, the registration statement for securities offering, and the tender offer for securities to the SEC.</li> </ul> |
| Within June 2022          | Completion of investments in FSL and FSSIA, specifically:<br>1) FNS and subsidiaries transfer ordinary shares of FSL to FSSIA.<br>2) FSL transfer ordinary shares of FSSIA to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                       |
| September 2022            | After the SEC has approved for the Hold Co. to issue and offer new securities under the Notification No. TorJor. 34/2552, and the SET has approved the delisting of the Company's shares, the Hold Co. will make a tender offer for all securities of the Company by issuing and offering newly issued ordinary shares to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co.                                                                                                                                                     |
| September – November 2022 | Hold Co. registers the change in paid-up capital to the Ministry of Commerce, submits a report on the results of the tender offer to the SET, and submits an application for approval of listing ordinary shares of the Hold Co. as listed securities.                                                                                                                                                                                                                                                                                                                                                           |
| Late November 2022        | SET accepts ordinary shares of the Hold Co. as listed securities, and delists ordinary shares of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Within 2023               | The Company proceeds with the Transfer of Shares Held by the Company to Hold Co.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

According to the analysis of the IFA on the reasonableness of the Transaction as well as the fairness of the price and conditions, the IFA is of the opinion that entering into this Transaction **is appropriate** based on the following reasons:

1. The share swap ratio of one ordinary share of the Company to one ordinary share of the Hold Co. is appropriate, since the Hold Co. is a newly established company for the purpose of entering into this transaction and has yet to perform any business operations, then the operating results of the Hold Co. after the securities swap can reflect the financial position and operating results of the Company, including all subsidiaries and associates.
2. The transfer price based on book value in the Transfer of Subsidiary's Shares Held by the Company to Hold Co. is appropriate, since the book value of each subsidiary reflects the retained earnings or the accumulated loss from the operations of the subsidiary, and the transfer of shares will only occur if the number of shares accepted for sale is no less than 75.00% of the total voting rights of the Company, then the financial position and operating results of the Hold Co. won't have significant differences from that of the Company. However, the following transaction may generate tax liabilities from the transfer of shares (in the scenario that the trade value is greater than the tax cost) in accordance to corporate income tax rates.
3. Reduce restrictions in maintaining net capital in order to expand into new forms of business and increase flexibility in business operations and management by being able to more promptly adjust the form of business operations, as well as more efficiently collaborate with expert business partners in a given business.
4. Expansion into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others while simultaneously limiting the potential risks and effects of this expansion on the securities business, which is in line with the Company's vision to become the leading financial service provider in Thailand, and enhances the business competitiveness as well as increases the potential for future growth in order to generate higher returns for the shareholders.
5. Diversification of risk in the operations of many types of securities business in order to respond to the needs of shareholders quickly and completely, and reduce overreliance on the traditional forms of securities business, or any specific business, as well as efficiently mitigate the potential effects of fluctuations in the operating results of any specific business.
6. Isolation of individual lines of business to promote efficient business operations, in which each company will have their own management team, can clearly establish their own scope of responsibilities, and operate according to an independent business plan, as well as be able to prepare separate reports of financial statements, statements of financial position, and operating results, allowing for the disclosure of more detailed information and increased efficiency in the analysis of operating results.
7. Efficient development of staff in each line of business, including the management of staff to achieve economies of scale by appointing staff and executives according to their knowledge, expertise, and experience into appropriate lines of business, as well as supporting the rapid and efficient growth of staff capabilities under the supervision of the Hold Co.
8. Shareholders who accepted the tender offer continues to receive benefits as shareholders of a listed company and have the chance to receive additional returns from future operating results after the restructuring of shareholding.
9. The terms and conditions related to entering into the Transaction are conventional conditions, are terms and conditions of relevant regulatory bodies, as well as terms and conditions that protect the Company's and its shareholders' interests that will not cause negative impact to the shareholders of the Company. An example would be entering into the Transaction must be approved, permitted and/or agreed upon from the resolutions of the shareholders' meeting, the SEC, and SET.

However, there are **disadvantages and risks** from entering into this transaction that shareholders should consider to better form a decision on the resolution regarding the approval of this transaction, detailed as follows:

1. Increase in management procedures in the scenario of material or important transactions, since the Hold Co. is a listed company in the SET under the supervision of rules, regulations, and laws of the

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

- SEC, SET, and any other relevant regulatory bodies. In the scenario that the Company, as a subsidiary of a listed company in the SET, enters into an important or material transaction, such transactions may be subject to consideration for approval in the Board of Directors' meeting and/or shareholders' meeting of the Company and the Hold Co. This results in the increase of management procedures and time spent to consider and approve transactions.
2. Costs and tax liabilities arising from the Shareholding and Management Restructuring, namely costs from the request for relevant approval from regulatory bodies, advisory costs, investment costs, as well as tax liabilities in accordance to corporate income tax rates that may arise from the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (in the scenario that the trade value is greater than the tax cost). However, the tender offer for securities by share swap of one ordinary share of the Company to one ordinary share of the Hold Co. will not create tax liabilities, since the price of the share swap transaction is equal to the share cost of the Company; therefore, there is no gain generated from the swap.
  3. Risks based on the success of the Shareholding and Management Restructuring Plan, since each procedure must be approved, permitted, agreed upon, and/or authorized by the shareholders' meeting, contractual counterparties, SEC, SET, and other relevant regulatory bodies. In addition, if at the end of the tender offer period for securities, the number of shares accepted for sale is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities.
  4. Risks from unexpected performance in operating results, whereby if the operations of the new businesses, such as Digital Asset Brokerage, ICO Portal, and others, do not perform as well as expected in the future, then the shareholders' returns may be lowered.
  5. Control risks dependent on the proportion of acceptance for the tender offer, whereby in the scenario that all shareholders of the Company accepted the tender offer, the Hold Co. will have complete control over the Company and will be able to fully recognize the financial position and operating results of the Company in the consolidated financial statements. However, if the shareholders of the Company accepted the tender offer at less than 100.00% of the total voting rights of the Company, then the Hold Co. will only have control and recognition of the financial position and operating results of the Company in proportion to the shareholding ratio. The Company will disclose information regarding all major progressions of the tender offer to the utmost for the benefit of the shareholders.
  6. Shareholders that do not accept the tender offer will not receive benefits of being a shareholder of a listed company in the SET (such as securities trading liquidity through the SET, tax exemption from capital gain tax, exemption from stamp duty) while also having limitations in returns from investment and exercise in balance of control, inability to receive returns from new business and transferred companies, less access to news and information of the Company, and may bear the risk arising from the conflict of interest between the business operations of the investment banking business and securities business of companies within the group.

Considering the advantages that the Company and shareholders of the Company can expect to receive from entering into the Transaction, disadvantages, and risks, together with the fairness of price and conditions for entering into the Transaction, the IFA is of the opinion that entering into this transaction is **appropriate**. Therefore, the shareholders **should approve** entering into this transaction.

However, the shareholders can further consider the advantages, disadvantages, and risks, together with the fairness of price and conditions for entering into the Transaction from this report.

|                                                                                                               |
|---------------------------------------------------------------------------------------------------------------|
| <b>Part 1 Approval for the Shareholding and Management Restructuring Plan, and Other Related Arrangements</b> |
|---------------------------------------------------------------------------------------------------------------|

## 1. Characteristics and Details of the Transaction

The resolutions of the Board of Directors' meeting of Finansia Syrus Securities Public Company Limited ("The Company" or "FSS") No.4/2022 held on February 28, 2022, approved to propose the Shareholding and Management Restructuring Plan and other related arrangements ("Enter into the Transaction") to the annual shareholder meeting for the year 2022 for consideration and approval. The objectives are (1) efficient maintenance of net capital; (2) enhance business competitiveness and flexibility of management structure; (3) mitigation of risks in business operations of the Company, and (4) simplification of the shareholding and management structure. Material processes in the restructuring of shareholding and management and other related arrangements are detailed as follows:

- 1) The Company will establish a public limited company that conduct business by holding shares in other companies (Holding Company) under the name "Finansia X Public Company Limited" ("Hold Co.") with an initial registered capital of THB 16,000.00 at THB 1.60 per share, comprising of 10,000 shares.

The Hold Co. will reduce the initial registered capital once the Shareholding and Management Restructuring Plan has been completed, or within one year after the completion of the Shareholding and Management Restructuring Plan.

- 2) After the Restructuring Plan has been preliminarily approved by the Stock Exchange of Thailand ("SET") and the Company and subsidiaries have been granted approval by the Office of the Securities Exchange Commission ("SEC") to restructure shareholding, including permission from the SEC for the Hold Co. to issue and offer new securities under the Notification of the Capital Market Supervisory Board No. TorJor. 34/2552 Re: Criteria for Offering the Sale of Newly Issued Securities with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management (as amended) ("Notification TorJor. 34/2552"), and obtained a resolution approving the delisting of the Company's shares from the SET, Hold Co. shall issue and offer newly issued ordinary shares. This is in order to make a tender offer for all securities of the Company subject to payment of the consideration in the form of its newly issued ordinary shares in exchange for the Company's ordinary shares at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. Details and conditions of the tender offer for securities are as follows:

### Details and Conditions of the Tender Offer for Securities

| Item                                                         | Detail                                                                                                                                                                                                                                                                                                 |
|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Types and characteristics of securities offered for purchase | All registered and paid-up ordinary shares of the Company (581,403,025 shares as of February 28, 2022).                                                                                                                                                                                                |
| Swap ratio and swap price of securities                      | The Hold Co. will issue and offer the newly issued ordinary shares to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. The swap price will be equal to the share cost of each respective shareholder of the Company. |
| Tender offer period                                          | Tender offer period will be no less than 25 business days, and no more than 45 business days. The starting and ending date will be announced on a later date.                                                                                                                                          |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| Item                                                                         | Detail                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Conditions on the cancellation of the tender offer                           | <ol style="list-style-type: none"> <li>1) The Hold Co. reserves the right to cancel the tender offer in the event of actions not caused or held accountable by the Hold Co. or the Company that occurs after the SEC has accepted the registration statement for securities offering and tender offer form, but before the end of the tender offer period, which causes a significant adverse effect on the financial status or assets of the Company.</li> <li>2) The Hold Co. reserves the right to cancel the tender offer in the event of external occurrences that may cause the suspension of the Delisting of Securities of the Company.</li> <li>3) At the end of the tender offer period for securities, if the number of shares accepted for sale through the tender offer for securities is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities.</li> </ol> |
| Cancellation period in which the offeree may cancel the tender of securities | Shareholders of the Company who express their intention to sell securities (offerees) may cancel the tender of securities within the first 20 business days of the tender offer period.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

However, at the end of the tender offer period for securities, if the number of shares accepted for sale through the tender offer for securities is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities.

The number of shares of the Company held by the Hold Co. after the completion of the tender offer shall cause the Company to be regarded as a subsidiary operating the core business of a Holding Company in accordance to the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E. 2558 (2015) (as amended).

- 3) After the end of the tender offer period, the Hold Co. will submit an application for listing its ordinary shares on the SET in place of the Company's ordinary shares that are going to be delisted from the SET at the same day.
- 4) After the completion of listing Hold Co.'s securities on the SET in place of the Company's securities, Hold Co., as a direct shareholder of the Company, plans to acquire all shares in subsidiaries held by the Company, whether directly or indirectly, as of the completion date of the restructuring of shareholding. This is comprised of ordinary shares of FSS International Investment Advisory Securities Company Limited ("FSSIA") and Finansa Securities Limited ("FSL"), as well as shares in newly established companies for the expansion in finance businesses, such as Digital Asset Brokerage, ICO Portal, and others ("Transfer of Subsidiary's Shares"). The acquisition shall be in cash at book value based on the latest financial statement of each company prior to the transfer of shares (book value of FSSIA as of December 31, 2021 amounts to THB 13.06 million, and book value of FSL as of December 31, 2021 after adjusting for the decrease of registered capital on January 24, 2022 and the purchase of office space on February 1, 2022 amounts to THB 490.19 million), with the objective to shift the management of all companies in the group to be under the direct management of Hold Co. The source of funding for this transaction will be from the dividends of subsidiaries and/or loans from financial institutions or companies from the group. The Company expects this transaction to be completed within the year 2023.

The Shareholding and Management Restructuring Plan will directly and indirectly cause a change in shareholders for the Company, FSL, and FSSIA (depending on the circumstance); therefore, the

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Company, FSL, and FSSIA will submit a request for approval for the change in shareholding structure from the SEC before the Hold Co. submits the registration statement for securities offering to the SEC.

However, the Transfer of Subsidiary's Shares Held by the Company to Hold Co., which is part of the Shareholding and Management Restructuring Plan, is regarded as an asset disposal 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 greatest transaction size based on the net tangible assets (NTA) criterion equals to 21.38%, as referenced from the audited financial statements of the Company for the year ended December 31, 2021. The Company did not have any other asset disposal transaction in the past six months; therefore, this transaction is considered as a Class 2 transaction, namely, a transaction with a transaction size equal to or greater than 15.00% but less than 50.00%. The Company is obligated to disclose an information memorandum regarding the transaction to the SET and deliver a circulation letter informing of the transaction as required by the Notifications on Acquisition or Disposal of Assets to the shareholders of the Company within 21 days from the date of disclosure to the SET.

The Shareholding and Management Restructuring Plan of the Company must be approved, permitted and/or authorized by the shareholders' meeting and/or relevant regulatory bodies, including the SEC and SET, detailed as follows:

#### Application for Approval and Permission relevant to the Restructuring Plan

In order to carry out the Shareholding and Management Restructuring Plan, the Company must obtain approval, permission, and/or authorization in accordance with the criteria stipulated in Notification No. TorJor. 34/2552, detailed as follows:

- 1) The Company must obtain approval in the shareholders' meeting by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders' meeting and have the right to vote before implementing the Shareholding and Management Restructuring Plan, the Transfer of Subsidiary's Shares Held by the Company to Hold Co., and other related arrangements.
- 2) The Company must obtain approval in the shareholders' meeting by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders' meeting and have the right to vote before amending the Company's Articles of Association in order to enable Hold Co. to supervise the Company as required by the applicable rules.
- 3) The Company must obtain preliminary approval from the SET regarding (a) the Shareholding and Management Restructuring Plan; and (b) the application for approval in the listing of Hold Co. securities as listed securities in place of the Company's securities. Ordinary shares of the Hold Co. can begin trading in the SET on the same day as the delisting of shares of the Company from the SET.
- 4) The Company and subsidiaries must obtain authorization from the SEC, as the regulatory body supervising the business operations of the Company, regarding the change in shareholding structure under the Shareholding and Management Restructuring Plan.
- 5) The Company must obtain permission from the SEC regarding the offering of the newly issued securities of Hold Co., and the tender offer for securities of the Company as part of the restructuring of shareholding and management.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

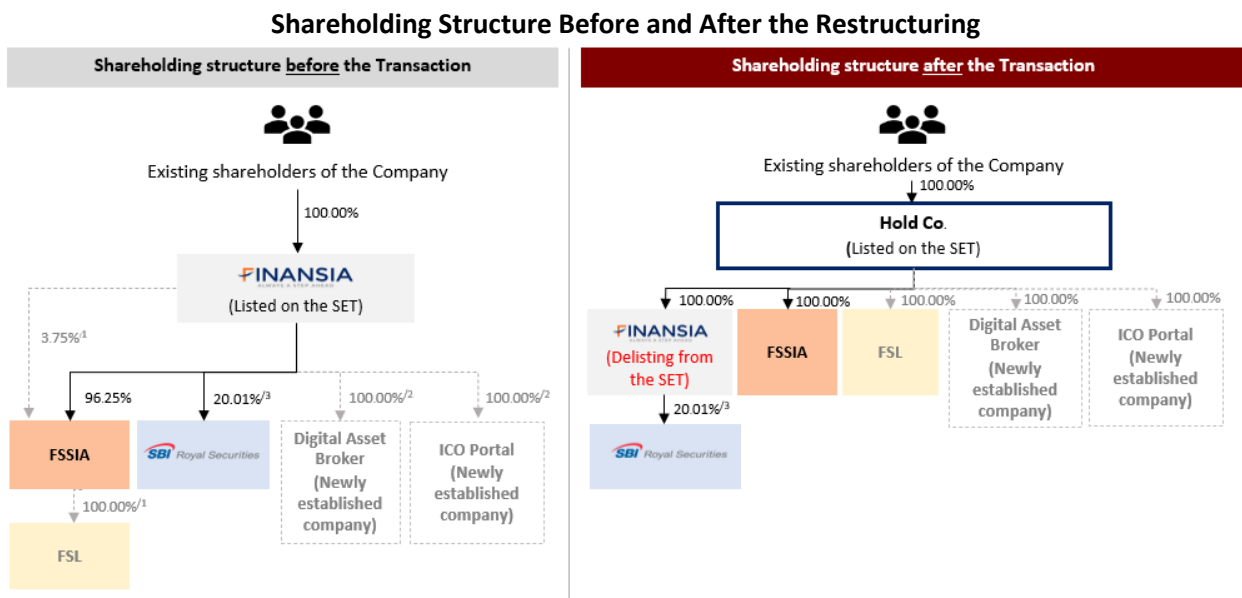
**Application for Approval and Permission relevant to the Delisting of Securities**

For the delisting of shares from being listed securities on the SET, the Company must obtain approval and/or permission under the criteria of the Regulation of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2564 (2021) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Procedures for Voluntary Delisting of Securities B.E. 2564 (2021), detailed as follows:

- 1) The Company must obtain approval in the shareholders’ meeting to delist shares by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders’ meeting and have the right to vote.
- 2) The Company must obtain permission from the SET to delist shares of the Company from being listed securities on the SET.

**1.1 Shareholding Structure according to the Shareholding Management and Restructuring Plan**

In the scenario that the Hold Co. successfully acquires all shares of the Company as a result of the tender offer for securities, the Company’s shareholding structure before and after the restructuring of shareholding and management can be summarized as follows:



*Remark: /1 By resolutions of the Board of Directors’ meeting No. 3/2022 held on February 24, 2022, (1) the Company shall arrange for FSSIA to acquire shares of FSL from Finansa Public Company Limited (“FNS”) and subsidiaries in the ratio of approximately 100.00% of total shares; and (2) the Company or the person appointed by the Company shall acquire shares of FSSIA from FSL in the ratio of 3.75% of total shares. The acquisition of FSL and FSSIA shares is expected to be completed by the 2<sup>nd</sup> quarter of 2022. The share acquisition price is appropriate since it is the price agreed upon between the Company and contractual counterparties, in which the acquisition price for FSL is considered from the adjusted book value, and the acquisition price for FSSIA is considered from book value. After the completion of investments in FSL, the Company will consider the structure of the Board of Directors of FSL, by considering the present directors which is comprised of experts, professional directors, and qualified related parties in order to maintain consistency in business operations and higher returns for FSL. However, there may be a change in directors in the event of a resignation or if a change is appropriate and necessary in order to maintain business competitiveness. FSL will maintain the same business operations and business licenses, including the licenses of businesses not actively operated in. This transaction aims to expand the business along with the necessary Board of Directors and staff with expertise, systems and equipment necessary for the business operations, as well as any transferred work.*

*/2 The Company plans to establish new companies for the expansion in financial businesses, such as Digital Asset Brokerage, ICO Portal, and others. However, details and processes are currently under consideration from the Board of Directors.*

*/3 Other shareholders of SBI Royal Securities Public Limited Company (“SBIR”) are comprised of SBI Holding Incorporated with a shareholding ratio of 65.29%, and Royal Group of Companies Limited, with a shareholding ratio of 14.70% of total shares.*



**1.2 General Information of the Hold Co.**

The Company established the Hold Co. as a public limited company in accordance to the restructuring of shareholding and management, details are summarized as follows:

**Summarized Information of the Hold Co.**

| <b>Item</b>        | <b>Detail</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company name       | Finansia X Public Company Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Registration date  | March 23, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Nature of business | <p>Hold Co. conducts business as a holding company, with its core business in securities business. The Hold Co. business groups are (a) the core business of Hold Co. operated through the Company, subsidiary and associate with total assets of no less than 75.00% of total assets of the Hold Co.; and (b) the core business of Hold Co. operated through its subsidiaries with total assets of no less than 25.00% of total assets of the Hold Co.</p> <p>Nature of business of the companies that operate in the core business of the Hold Co. as subsidiaries and/or associates are detailed as follows:</p> <p>1) Core Business Operated by Subsidiaries</p> <ul style="list-style-type: none"> <li>• Business operated by the Company: The Company is member No. 24 of the SET and is also a member of the Thai Bond Dealing Center. The Company operates its securities business under the Securities and Exchange Act B.E. 2535 (1992) (as amended) and has been granted a license to operate Type A securities business, namely (1) securities brokerage; (2) securities dealing; (3) investment advisory service; (4) securities underwriting; (5) securities borrowing and lending (principal and agent); and (6) private fund management (private fund).</li> </ul> <p>The Company also operates in the derivatives business under the Derivatives Act B.E. 2546 (2003) (as amended) and has been granted a license to operate Type Sor-1 derivatives business, namely (1) derivatives brokerage; and (2) derivatives dealing.</p> <p>Moreover, the Company has been approved by the SEC to operate other businesses, namely (1) financial advisor; (2) selling agent; and (3) bond dealer of the Thai Bond Dealing Center.</p> <ul style="list-style-type: none"> <li>• Business operated by FSSIA: FSSIA operates in the securities business and provides investment advisory services to its customers in Thailand with a license issued by the Ministry of Finance since December 18, 2013, and also operates in the derivatives business as a derivatives advisor to FSSIA with a license issued by the SEC since January 2, 2014.</li> <li>• Business operated by FSL: FSL operates in the securities business and has been granted a license to operate all types of securities business, namely (1) securities brokerage; (2) securities dealing; (3)</li> </ul> |

| Item                 | Detail                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      | <p>investment advisory service; (4) securities underwriting; and (5) derivatives brokerage. However, of all the licenses above, presently FSL only operates in the securities brokerage and securities underwriting business.</p> <p>Furthermore, FSL is also a financial advisor licensed by the SEC, focused on investment banking service in the areas of (1) valuation; (2) mergers and acquisitions; (3) equity and debt financing; (4) financial restructuring; (5) corporate restructuring; (6) independent financial advisor, (7) financial advisor for securities offering, including initial public offering (IPO), private placement (PP) and rights offering (RO); (8) listing shares on the SET; and (9) securities underwriting, such as underwriting of newly issued ordinary shares.</p> <p>2) Core Business Operated by Associates</p> <ul style="list-style-type: none"> <li>Business operated by SBIR: SBI Royal Securities Public Limited Company operates in the securities business and has been granted a license to operate as a lead underwriter from the Securities and Exchange Regulator of Cambodia (SERC) and provide services on (1) securities brokerage; and (2) investment banking, namely (a) underwriting of securities; (b) corporate finance through equity instruments, equity funds and debt funds; (c) business mergers; and (d) business plan development. There are also joint investments with SBI Holdings in Japan (formerly Softbank Investment Corporation) and with Royal Group in Cambodia.</li> </ul> |
| Scope of business    | Investment in securities business, including procurement of funds and provision of support services to support the business operations of the companies in the group.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Registered capital   | <p>1) Hold Co. will have an initial registered capital of THB 16,000.00 at THB 1.60 per share, comprising of 10,000 shares.</p> <p>2) The Hold Co. will increase registered capital in an amount equal to the paid-up capital of the Company, an amount of THB 930,244,840.00, by issuing and offering 581,403,025 ordinary shares at THB 1.60 that are newly issued to the Company's existing shareholders to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co.</p> <p>3) The Hold Co. will reduce all the initial registered capital once the restructuring of shareholding and management has been completed. The Hold Co. expects to propose this reduction in initial registered capital for consideration and approval at the annual shareholder meeting, which will be held after completion of the restructuring of shareholding and management, or within one year after the proceedings and arrangements according to the Shareholding and Management Restructuring Plan have been completed (whichever is applicable).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Board of Directors   | All or most of the directors of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Initial shareholders | Executives, directors and/or employees of the Company in total of 15 people will be the initial shareholders of the Hold Co. as of the date of incorporation, detailed follows:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| Item | Detail                                  |                                                                                                                                                                                                    |                                        |                                           |
|------|-----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------------------|
|      | <b>Initial Shareholders of Hold Co.</b> |                                                                                                                                                                                                    |                                        |                                           |
|      | <b>No.</b>                              | <b>Name</b>                                                                                                                                                                                        | <b>Number of Shares (Unit: Shares)</b> | <b>Shareholding Ratio (Unit: Percent)</b> |
|      | 1                                       | Mr. Chuangchai Nawongs                                                                                                                                                                             | 9,986                                  | 99.86                                     |
|      | 2                                       | Ms. Chorpetch Riamdee                                                                                                                                                                              | 1                                      | 0.01                                      |
|      | 3                                       | Executives and/or directors and/or employees who are to be shareholdings of Hold Co. in total of 13 people, where each shareholder shall hold one share, making up 0.01% of the shareholding ratio | 13                                     | 0.13                                      |
|      | <b>Total</b>                            |                                                                                                                                                                                                    | <b>10,000</b>                          | <b>100.00</b>                             |

### 1.3 Oversight after the Restructuring of Shareholding and Management

After the Shareholding and Management Restructuring Plan, most or all of the corporate governance and management structure of the Hold Co. will remain the same as it had been for the Company, wherein most or all directors of the Company will also act as the directors for the Holdings Company. For the subcommittees, they will be comprised of the Audit Committee, Executive and Risk Oversight Committee, Nomination, Remuneration, and Corporate Governance Committee, and Technology Committee. The Hold Co. will also have the same personnel from the Company appointed to positions of Chief Executive Officer, Chief Financial Officer, Chief Accountant, Head of Financial Planning and Budgeting, Head of Internal Audit and Company Secretary. As for the executives, the Hold Co. will only appoint them as necessary since they are not a business operator, and the Hold Co. and subsidiaries, which are securities companies, are able share the same directors and management without going against the relevant regulations of the SEC. The management structure of each business group is detailed as follows:

- Management structure of the Company: Comprised of the same board of directors and committees as currently, namely the Audit Committee, Executive and Risk Oversight Committee, Nomination, Remuneration, and Corporate Governance Committee, and Technology Committee. Most of the directors and managers of the Company and subsidiaries will not change, except for instances of resignation, or if a change is appropriate and necessary in order to maintain business competitiveness.
- Management structure of companies in other business groups, excluding FSL: The Company does not plan to change the supervision and management structure regarding the Board of Directors and executives. For FSL, the Company will consider the adequacy of the supervision and management structure to be appropriate and reflective of the control held by Hold Co.

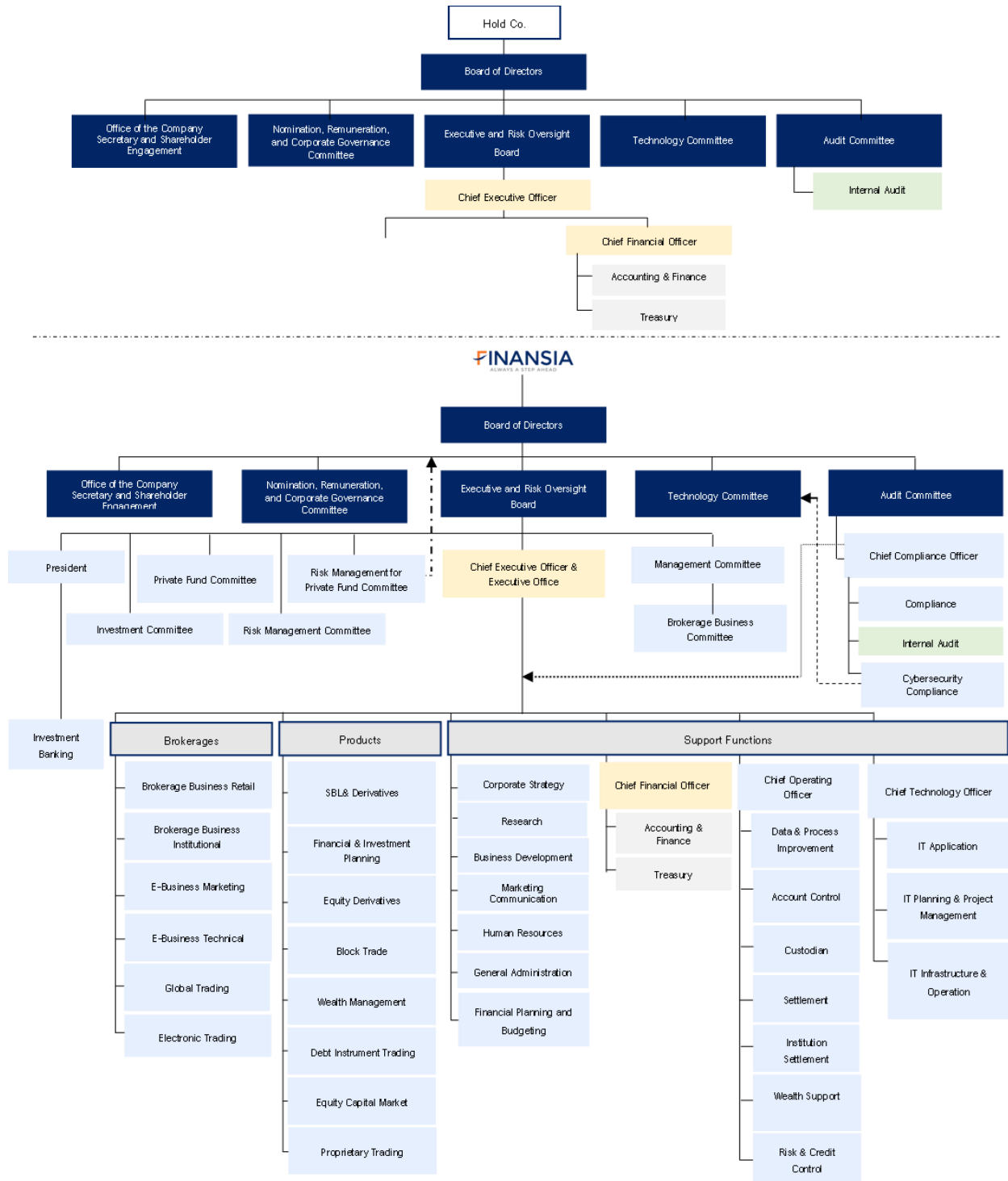
The directors, committees, and executives of the Company and the Hold Co. will oversee the operations of the business in accordance to the regulations and policies relevant to the Company and the Hold Co. to ensure transparency, efficiency, and compliance to the related laws. The Hold Co. will utilize supervision policies and mechanisms in the supervision of the Company and other subsidiaries, such as, the Hold Co. may appoint some of their own personnel as directors or executives in the subsidiary proportionately to the shareholding ratio of each company as allotted by relevant guidelines, or a mechanism may be established to supervise transactions between subsidiaries and related parties to Hold Co. and subsidiaries in related party transactions, acquisition or disposition of asset, or any other material transaction made by the subsidiary must first be approved in the Board of Directors' meeting and/or shareholders' meeting. The Company will have the subsidiaries amend the Articles of the Association to reflect the oversight

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

guidelines of the Hold Co. prior to the submission of the application for approval on the tender offer of newly issued securities, the registration statement for securities offering, and the tender offer for securities to the SEC.

The oversight structure of business operations after the restructure of shareholding and management is illustrated as follows:

### Oversight Structure of Business Operations after the Restructure of Shareholding and Management



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

#### 1.4 Operating Processes and Timeline of the Restructuring of Shareholding and Management

Details of the operating processes and approximate timeline of the restructuring of shareholding and management is illustrated below:

##### Details of Operating Processes and Approximate Timeline of the Restructuring of Shareholding and Management

| Approximate Timeline | Operating Process                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| February 24, 2022    | From the resolutions of the Board of Directors' meeting No. 3/2022 to approve the following:<br>1) FSSIA acquire shares of FSL from FNS and subsidiaries in the ratio of approximately 100.00% of total issued and outstanding shares.<br>2) The Company or the person appointed by the Company shall acquire ordinary shares of FSSIA from FSL in the ratio of 3.75% of total issued and outstanding shares.                                                                                                                                                                                                                                                                                                                                                                                      |
| February 28, 2022    | From the resolutions of the Board of Directors' meeting No. 4/2022 to approve the following:<br>1) Shareholding and Management Restructuring Plan<br>2) Delisting of the Company's shares from the SET<br>3) Amendment of the Company's Articles of Association<br>4) Delegation of the relevant authority to the implementation of the Shareholding and Management Restructuring Plan<br>5) Appointment of Independent Financial Advisor<br>6) Transfer of Subsidiary's Shares held by the Company to Hold Co.<br>7) Schedule a shareholders' meeting for the consideration and approval of Topics (1) – (4) and (6)<br>The resolution of the Board of Directors' meeting to delist shares of the Company from the SET must be reported in accordance to the Delisting Request Form (Form F10-6). |
| Early March 2022     | The Company seeks to obtain preliminary approval from the SET on the following matters (a) Shareholding and Management Restructuring Plan (b) listing shares of the Hold Co. in the SET in place of the delisted shares of the Company, and seek approval from the SEC regarding the change of shareholding structure of the securities company.                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Within March 2022    | The Company establishes the Hold Co.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| April 29, 2022       | From the resolutions of the shareholders' meeting to approve the following:<br>1) Shareholding and Management Restructuring Plan and the Transfer of Subsidiary's Share<br>2) Delisting of the Company's shares from the SET<br>3) Amendment of the Company's Articles of Association<br>4) Delegation of the relevant authority to the implementation of the Shareholding and Management Restructuring Plan<br>The resolution of the shareholders' meeting to delist shares of the Company from the SET must be reported in accordance to the Delisting Request Form (Form F10-7).                                                                                                                                                                                                                |
| Early May 2022       | The shareholders' meeting of Hold Co. approved the increase in registered capital and the tender offer of newly issued ordinary shares in order to swap with the ordinary shares of the Company, as well as related arrangements, such as the filing of the relevant application forms in connection with the issuance and offering of securities and the listing of ordinary shares as listed securities.                                                                                                                                                                                                                                                                                                                                                                                         |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| Approximate Timeline      | Operating Process                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Within May 2022           | <ul style="list-style-type: none"> <li>The Company will have the subsidiaries amend the Articles of the Association to reflect the oversight guidelines of the Hold Co. prior to the submission of the application for approval on the tender offer of newly issued securities, the registration statement for securities offering, and the tender offer for securities to the SEC.</li> <li>The Hold Co. submits an application for approval on the tender offer of newly issued securities, the registration statement for securities offering, and the tender offer for securities to the SEC.</li> </ul> |
| Within June 2022          | Completion of investments in FSL and FSSIA, specifically: <ol style="list-style-type: none"> <li>FNS and subsidiaries transfer ordinary shares of FSL to FSSIA</li> <li>FSL transfer ordinary shares of FSSIA to the Company</li> </ol>                                                                                                                                                                                                                                                                                                                                                                      |
| September 2022            | After the SEC has approved for the Hold Co. to issue and offer new securities under the Notification No. TorJor. 34/2552, and the SET has approved the delisting of the Company's shares, the Hold Co. will make a tender offer for all securities of the Company by issuing and offering newly issued ordinary shares to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co.                                                                                                                                                 |
| September – November 2022 | Hold Co. registers the change in paid-up capital to the Ministry of Commerce, submits a report on the results of the tender offer to the SET, and submits an application for approval of listing ordinary shares of the Hold Co. as listed securities.                                                                                                                                                                                                                                                                                                                                                       |
| Late November 2022        | SET accepts ordinary shares of the Hold Co. as listed securities, and delists ordinary shares of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Within 2023               | The Company proceeds with the Transfer of Shares Held by the Company to Hold Co.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

## **1.5 Effects from the Restructuring of Shareholding and Management**

### **1.5.1 Effects to the Financial Position and Operating Results of the Company from the Restructuring of Shareholding and Management**

#### Successful Implementation Scenario of the Shareholding and Management Restructuring Plan

Assume that the share acquisition of (1) FSL in the ratio of approximately 100.00% of total shares and (2) FSSIA in the ratio of approximately 3.75% of total shares within the 2<sup>nd</sup> quarter of 2022. Therefore, upon the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (namely FFSIA, FSL, and other newly established companies) in accordance to the Shareholding and Management Restructuring Plan, which is expected to occur in 2023, the Company will no longer recognize the operating results of the subsidiaries in the financial statements. However, the operating results of the Company in that fiscal period may have revenue and capital gain or loss from sale of investments in FSSIA, FSL, and other newly established companies arising from the difference between sale price, which is equal to the book value, and the cost of shares. Furthermore, the Company will have higher liquidity from the sale of investments in subsidiaries to Hold Co.

#### Unsuccessful Implementation Scenario of the Shareholding and Management Restructuring Plan

In the scenario of unsuccessful implementation of the Shareholding and Management Restructuring Plan, the financial position and operating results of the Company will remain unchanged, and operating results of FSL will continue to be recognized as a subsidiary of the Company.

However, the Hold Co. may change the structure of the Company as well as the shareholding in subsidiaries to better fit changes in business conditions and laws. Any changes by the Hold Co. and the Company in the future will be enacted in accordance to the good corporate governance guidelines, as well as the laws and regulations of the SEC, SET, and any other relevant regulatory bodies.

### **1.5.2 Effects to the Accounting and Taxation of the Company from the Restructuring of Shareholding and Management**

#### Successful Implementation Scenario of the Shareholding and Management Restructuring Plan

In the scenario of successful implementation of the Shareholding and Management Restructuring Plan, after the completion of the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (namely FFSIA, FSL, and other newly established companies), the Company will no longer hold shares in any subsidiary, but will hold shares in only one associate, which is SBIR. Therefore, the Company will no longer be required to prepare consolidated financial statements and will only prepare separate financial statements.

Since the Transfer of Subsidiary's Shares Held by the Company to Hold Co. is considered as a transfer of shares at book value, the transfer may create a tax liability in the amount of the difference between cost and transfer price of shares to Hold Co.

#### Unsuccessful Implementation Scenario of the Shareholding and Management Restructuring Plan

In the scenario of unsuccessful implementation of the Shareholding and Management Restructuring Plan, the accounting and taxation of the Company will not be affected. However, under the assumption that the share acquisition of (1) FSL in the ratio of approximately 100.00% of total shares and (2) FSSIA in the ratio of approximately 3.75% of total shares is completed within the 2<sup>nd</sup> quarter of 2022, the timeframe designated by the resolutions of the Board of Directors' meeting No. 3/2022 held on February 24, 2022, the Company's consolidated financial statements will have FSL as an additional subsidiary.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

### 1.5.3 Effects to the Financial Position and Operating Results of the Hold Co. from the Tender Offer

In the scenario that Hold Co. could acquire all 100.00% of issued and paid-up shares of the Company from the tender offer for securities, the financial position and operating results of the Hold Co. and subsidiaries will be the same as the financial position and operating results of the Company before the restructuring of shareholding and management. This includes the financial position and operating results of FSL, which is net of related party transactions between the Company and FSL. The pro forma financial information for this scenario is detailed as follows:

**Pro Forma Consolidated Financial Information of Hold Co.**  
**Scenario of Hold Co. Acquiring 100.00% Shares of the Company from the Tender Offer**

| Scenario of Acquiring 100.00% Shares of the Company                                | For the year ended |                   |                   |
|------------------------------------------------------------------------------------|--------------------|-------------------|-------------------|
|                                                                                    | December 31, 2019  | December 31, 2020 | December 31, 2021 |
| Net profit (loss) attributable to parent company (Unit: THB million)               | (177.88)           | 173.85            | 351.35            |
| Weighted Average Shares (Unit: Million shares)                                     | 581.40             | 581.40            | 581.40            |
| Earnings (loss) per share (Unit: THB)                                              | (0.31)             | 0.30              | 0.60              |
| Total assets (Unit: THB million)                                                   | 5,054.58           | 6,923.98          | 7,624.13          |
| Total liabilities (Unit: THB million)                                              | 1,958.78           | 3,667.41          | 4,442.38          |
| Shareholders' equity attributable to parent company (Unit: THB million)            | 3,095.05           | 3,256.18          | 3,181.27          |
| Shareholders' equity attributable to non-controlling interests (Unit: THB million) | 0.75               | 0.39              | 0.49              |
| Total shareholders' equity (Unit: THB million)                                     | 3,095.80           | 3,256.57          | 3,181.76          |
| Book value of parent company (Unit: THB/share)                                     | 5.32               | 5.60              | 5.47              |

In the scenario that Hold Co. could acquire less than 100.00% of issued and paid-up shares of the Company, the Hold Co. will recognize the financial position and operating results from the Company in proportion to the amount acquired. For example, if the Hold Co. were to acquire 75.00% of total issued and outstanding shares of the Company, then the financial position and operating results of the Hold Co. shall be recognized at 75.00% from the Company. The pro forma financial information for this scenario is detailed as follows:

**Pro Forma Consolidated Financial Information of Hold Co.**  
**Scenario of Hold Co. Acquiring 75.00% Shares of the Company from the Tender Offer**

| Scenario of Acquiring 75.00% Shares of the Company                   | For the year ended |                   |                   |
|----------------------------------------------------------------------|--------------------|-------------------|-------------------|
|                                                                      | December 31, 2019  | December 31, 2020 | December 31, 2021 |
| Net profit (loss) attributable to parent company (Unit: THB million) | (133.41)           | 130.39            | 263.51            |
| Weighted Average Shares (Unit: Million shares)                       | 436.05             | 436.05            | 436.05            |
| Earnings (loss) per share (Unit: THB)                                | (0.31)             | 0.30              | 0.60              |
| Total assets (Unit: THB million)                                     | 5,054.58           | 6,923.98          | 7,624.13          |
| Total liabilities (Unit: THB million)                                | 1,958.78           | 3,667.41          | 4,442.38          |



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| Scenario of Acquiring 75.00% Shares of the Company                                 | For the year ended |                   |                   |
|------------------------------------------------------------------------------------|--------------------|-------------------|-------------------|
|                                                                                    | December 31, 2019  | December 31, 2020 | December 31, 2021 |
| Shareholders' Equity attributable to parent company (Unit: THB million)            | 2,321.29           | 2,442.13          | 2,385.95          |
| Shareholders' equity attributable to non-controlling interests (Unit: THB million) | 774.51             | 814.42            | 795.81            |
| Total shareholders' equity (Unit: THB million)                                     | 3,095.80           | 3,256.57          | 3,181.76          |
| Book value of parent company (Unit: THB/share)                                     | 5.32               | 5.60              | 5.47              |

Assumptions in the preparation of pro forma consolidated financial information are detailed as follows:

- 1) The share swap between the Hold Co. and the Company was at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. as of January 1, 2019.
- 2) The transfer of FSSIA and the consolidation of operating results of FSL in accordance to the Shareholding and Management Restructuring Plan occurs on January 1, 2019, under the guidance for business combination under common control, and the transfer price is determined based on the net book value as of the transfer date, excluding tax effects (if any).
- 3) Hold Co. has no tax liability on corporate income tax arising from dividends of the Company as of January 1, 2019. This is under the assumption that the recipient, Hold Co., is a listed company that holds shares in the Company for no less than 3 months before receiving dividends, and will continue to hold shares in the Company for no less than 3 months after receiving dividends as required by law. Additionally, the preparation of this pro forma financial information did not take into consideration the tax liability from the Shareholding and Management Restructuring Plan.

Since FSSIA is a small company, the separate financial statements of the Company will not be significantly different from the consolidated financial statements, in which the Company will have total assets amounting THB 7,003.00 million, and total liabilities amounting THB 4,340.52 million as of December 31, 2021 according to the separate financial statements.

The pro forma consolidated financial information shown above is to be used only as a guideline in the consideration of accounting effects to the financial position and operating results of the Hold Co. after the restructure of shareholding and management. The pro forma consolidated financial information presented has not been reviewed nor audited by an auditor, and therefore cannot be certified for accuracy in accordance to accounting standards.

#### 1.5.4 Effects to the Shareholders of the Company from Accepting the Tender Offer

##### a. Effects to the Shareholders of the Company that Accept the Tender Offer

###### Successful Implementation Scenario of the Shareholding and Management Restructuring Plan

In the scenario that Hold Co. could acquire all 100.00% of issued and paid-up shares of the Company from the tender offer for securities, the shareholders of the Company will not be affected. This is due to the fact that shareholders of the Company will become shareholders of the Hold Co. after the restructure, which maintains the same scope of core business, financial position, and operating results as the Company (which includes operating results of FSL and FSSIA that the Company would have recognized) before the restructure.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

However, if the Hold Co. could acquire shares of the Company from the tender offer for securities at a ratio of more than 75.00%, but less than 100.00% of total issued and paid-up shares, the Hold Co. will only be able to recognize the financial position and operating results of the Company proportionally to their shareholding ratio in the Company.

#### Unsuccessful Implementation Scenario of the Shareholding and Management Restructuring Plan

In the scenario that the implementation of the Shareholding and Management Restructuring Plan is unsuccessful, whereby if at the end of the tender offer period for securities, the number of shares accepted for sale is less than 75.00% of the total voting rights of the Company, then the Hold Co. will cancel the tender offer for securities. In this case, the shareholders that accepted the tender offer will remain as shareholders of the Company without being affected.

#### **b. Effects to the Shareholders of the Company that Do Not Accept the Tender Offer**

In the scenario that the implementation of the Shareholding and Management Restructuring Plan is successful, the shareholders of the Company that did not accept the tender offer for securities will be affected in the following ways:

- 1) **Lack of share trading liquidity**  
Since shares of the Company will be delisted after the restructuring of shareholding and management, the shares will not have market prices to reference to, which could affect shareholders of the Company by lack of share trading liquidity.
- 2) **Income tax liability from capital gains generated in the sale of shares**  
In the scenario that the shareholders will trade shares of the Company at a later time in the future, individual shareholders will have to pay income tax on the capital gain generated in the sale of shares, since the shares will no longer have their tax-exempt status as a listed security in the SET. Additionally, shareholders will have to pay stamp duty on transfer of shares, since the shares will no longer have their tax-exempt status as a listed security in the SET, which had Thailand Securities Depository Company Limited as the registrar.
- 3) **Less access to news and information of the Company**  
Shareholders will have less access to news and information of the Company, whereby after the delisting of securities of the Company from the SET, the shareholders will no longer receive information from the Company as a shareholder of a listed company. However, after the completion of the tender offer for securities of the Company, if the Company have other shareholders that are not the Hold Co., persons acting in concert with the Hold Co., persons of the Hold Co. who falls under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) that hold shares of no more than 5.00% of the total voting rights of the Company, or shareholders of the Company does not exceed 100 people, then the Company is not obligated to adhere to Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). Therefore, shareholders of the Company will receive information in accordance to the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and receive information on the Company from the Hold Co.
- 4) **Inability to receive dividend payments from the operating results of new business operations, including operating results of subsidiaries of the Company**  
In the scenario that the Hold Co. start a new business operation, shareholders of the Company that did not accept the tender offer will not receive dividend payments arising from the operating results of such business operation. This includes the business operations of subsidiaries of the Company, which will be transferred to Hold Co. under the Transfer of Subsidiary's Shares Held by the Hold Co.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

- 5) Inability to be the balance of control for the Hold Co., which is a major shareholder  
In the scenario that Hold Co. has the ability to vote in the shareholders' meeting and have more than 75.00% of all voting rights in the Company, the Hold Co. would be able to solely approve the resolutions of significant matters by outvoting the shareholders. Therefore, the other shareholders of the Company would not be able to accumulate enough votes to object to the resolutions passed by Hold Co. in the shareholders' meeting of the Company.
  
- 6) Effects from the conflict of interest arising from business operations of the investment banking business and the securities underwriting business  
There are two securities companies under the management of Hold Co. that conduct investment banking business and securities underwriting business, respectively; therefore, the shareholders of the Company may be affected by the conflict of interest arising from the business operations of the investment banking business and the securities underwriting business.

## **2. Reasonableness of the Transaction**

### **2.1 Reasonableness of Restructuring Shareholding and Management**

#### **2.1.1 Objectives and benefits of Restructuring Shareholding and Management**

Presently, the Company operates in a variety of financial businesses, such as securities brokerage, derivatives brokerage, investment banking, investment, derivative warrant, wealth management, securities borrowing and lending, global trading, and bonds. The Company's vision is to become a leading provider of financial services in Thailand by providing excellent service, offering investment advice to produce attractive returns to the customer, and continuously develop integrated products, staff, and technology while adhering to the principles of good ethics and governance.

In the present age of rapidly changing trends in the investment business, the Company plans to expand and invest into a new form of business, specifically digital assets. This will enable the Company to better respond to the needs of the shareholders looking for new venues of investment, to better adjust the business strategy to the rapidly changing and highly competitive market conditions, as well as to better provide service to the shareholders quickly and with the least restrictions. The continuous improvements and the integration of new technologies to the services provided will help the Company to best meet the needs and convenience of the customers or investors, ultimately leading to enhanced operating results of the Company and returns for the shareholders.

However, the Company operates in the securities business with an obligation to maintain net capital in accordance to the Securities and Exchange Act B.E. 2535 (1992) (as amended), Derivatives Act B.E. 2546 (2003) (as amended), and other regulations of the SEC and SET. These guidelines and regulations are limitations in the expansion of business in order to broaden the scope of services provided, enhance competitiveness, and increase business opportunities for further growth of the Company, which would lead to higher returns. From these reasons, the Company proposes the Shareholding and Management Restructuring Plan with the following objectives:

- 1) **Efficient maintenance of net capital**  
The restructuring of shareholding and management will help in the maintenance of net capital at the required level the Company is obligated to maintain in order to accommodate risks from its securities business operations in accordance to the applicable guidelines. Additionally, the Hold Co. will be able to expand the securities business, including other business related to or in support of securities business, and/or other businesses to generate maximum returns to the shareholders without affecting the maintenance of the Company's capital. The Transfer of Subsidiary's Shares Held by the Company to Hold Co. will not affect the Company's ability to maintain net capital, which the Company presently maintains at a higher level than required by related regulations without affecting financial ratios of the Company, FSL, and FSSIA in accordance to conditions of debenture and/or loan agreements.
- 2) **Enhance business competitiveness and flexibility of management structure**  
The shareholding structure under the management of a holding company will enable the Company to adjust its strategic plan to fit situations in a timelier manner, and as such, the Company can have flexibility in its business operations carried out through the operations of the Hold Co.'s subsidiaries. In comparison, the existing structure causes inflexibility in operations of the Company due to various rules and regulations governing the operations as well as the requirements regarding the net capital in securities business. The shareholding structure under the management of a holding company will also enable the Hold Co. efficiently manage working capital and bring about the best interests to shareholders of the Company that will later become shareholders of the Hold Co.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

- 3) **Mitigation of risks in business operations of the Company**  
The restructuring of shareholding and management will mitigate potential risks that may affect the Company in the scenario of conducting business or investing into a new business, such as business relating to digital assets and investments in foreign securities business. The change in status of the Company and its subsidiaries to become subsidiaries of the Hold Co. will also prevent the Company from being affected by risks arising from the operations of the new business.
- 4) **Simplification of the shareholding and management structure**  
The Transfer of Subsidiary's Shares Held by the Company to Hold Co. will simplify the shareholding and management structure of the Company, whereby Hold Co. will be able to directly supervise the companies in the group, which is easier than supervision through multiple tiers. Moreover, under this new structure, the transfer of benefits, such as the dividend payments of each company to the Hold Co. will not be subject to double taxation.

## **2.1.2 Comparison between Advantages and Disadvantages of the Restructuring of Shareholding and Management**

### **a. Advantages of the Restructuring of Shareholding and Management**

- 1) **Reduce the limitations to business expansion to increase flexibility in business operations**  
Presently, the Company conducts securities and derivatives business, which has the obligation to maintain minimum net capital at no less than THB 25.00 million, and minimum net capital ratio at no less than 7.00% in accordance to the Securities and Exchange Act B.E. 2535 (1992) (as amended), Derivatives Act B.E. 2546 (2003) (as amended), and other regulations of the SEC and SET. These guidelines and regulations are limitations in the expansion to new forms of business, such as Digital Asset Brokerage, ICO Portal, and others.

Therefore, the Company has established the Shareholding and Management Restructuring Plan, by establishing the Hold Co., a company that conducts securities business as a holding company, as a listed company in the SET with subsidiaries, namely FSS, FSL, FSSIA, and others. This Restructuring Plan will result in less limitations in business expansion for the Hold Co., and each subsidiary will have increased flexibility in business operations and management by being able to more promptly adjust the form of business operations, as well as more efficiently collaborate with expert business partners in a given business.

- 2) **Expansion into new forms of business to enhance business competitiveness and increase business opportunities for future growth**  
The Shareholding and Management Restructuring Plan enables the expansion into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others while simultaneously limiting the potential risks and effects of this expansion on the securities business that is obligated to maintain the level of net capital in accordance to the guidelines of the SEC and SET. This is in line with the Company's vision to become the leading financial service provider in Thailand, and enhances the business competitiveness as well as increases the potential for future growth in order to generate higher returns for the shareholders.
- 3) **Diversification of business risk by reducing overreliance on a specific business**  
The Shareholding and Management Restructuring Plan encourages the expansion into new forms of business, especially in Digital Asset Brokerage and ICO Portal, which are currently highly sought-after securities. This business expansion will enable the Hold Co. to operate in various types of securities business and respond to the needs of shareholders quickly and completely. It also

diversifies the risks of the securities business by reducing overreliance on the traditional forms of securities business, or any specific business, as well as efficiently mitigates the potential effects of fluctuations in the operating results of any specific business.

- 4) Isolation of individual lines of business to promote efficient business operations  
The Shareholding and Management Restructuring Plan will have subsidiaries and associates of the Hold Co. operate independently of each other, where each company will have their own management team, can clearly establish their own scope of responsibilities for staff of each line of business, operate according to an independent business plan, invest in each company as appropriate, and efficiently reach their target customers. This will result in an increase in flexibility and promote efficient management and operations of the business. Moreover, each Company will be able to prepare separate reports of financial statements, statements of financial position, and operating results, allowing for the disclosure of more detailed information and increased efficiency in the analysis of operating results.
- 5) Efficient development of staff in each line of business  
The Shareholding and Management Restructuring Plan creates an opportunity to efficiently utilize human resources by appointing staff and executives according to their knowledge, expertise, and experience into appropriate lines of business, as well as supporting the rapid and efficient growth of staff capabilities, which can be transferrable to future businesses.
- 6) Achieve Economies of Scale through the management of staff  
Hold Co. will establish support units for companies within the group, such as the financial planning and budget department, internal audit department, accounting and finance department, and the treasury department. These support units will be comprised of staff with expertise in their respective duties under the supervision of the Hold Co., allowing the business groups to manage and utilize staff to generate maximum benefits and achieve Economies of Scale.

**b. Disadvantages of the Restructuring of Shareholding and Management**

- 1) Increase in management procedures in the scenario of material or important transactions  
The Shareholding and Management Restructuring Plan will establish the Hold Co. as a listed company in the SET with the Company as a subsidiary, and initially, it is expected for the Hold Co. and the Company to share the same structure for supervision and management. Specifically, the Hold Co. will share most or all members of the Board of Directors and committees with the Company, while the Company will not have any changes to their current Board of Directors and subcommittees. However, the Hold Co., as a listed company in the SET, must oversee the business in accordance to the regulations and laws of the SEC, SET, and any other relevant regulatory bodies. Therefore, when the Company, as a subsidiary of a listed company in the SET, enters into an important or material transaction, such as the acquisition or disposition of assets, or related party transactions, such transactions may be subject to consideration for approval in the Board of Directors' meeting and/or shareholders' meeting of the Company and the Hold Co. This results in the increase of management procedures and time spent to consider and approve transactions.
- 2) Costs and tax liabilities arising from the Shareholding and Management Restructuring Plan  
Procedures in the Shareholding and Management Restructuring Plan will have costs and various tax liabilities, namely submission fees from the registration statement for securities offering and tender offer form (Form 69/247-1), various submission fees from the request for relevant approval to the SEC, SET, and other relevant regulatory bodies, advisory fees, investment costs in support units for companies within the group, and tax liabilities in accordance to corporate income tax rates that may

arise from the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (in the scenario that the trade value is greater than the tax cost). However, the tender offer for securities by share swap of one ordinary share of the Company to one ordinary share of the Hold Co. will not create tax liabilities, since the price of the share swap transaction is equal to the share cost of the Company; therefore, there is no gain generated from swap.

- 3) **Risks based on the success of the Shareholding and Management Restructuring Plan**  
The Shareholding and Management Restructuring Plan, including the tender offer for securities, the Transfer of Subsidiary's Shares Held by the Company to Hold Co., and other related arrangements must be approved, permitted, agreed upon, and/or authorized by the shareholders' meeting, contractual counterparties, SEC, SET, and other relevant regulatory bodies. Additionally, the number of shares in the Company held by the Hold Co. after the completion of the tender offer for securities must turn the Company into a subsidiary conducting the core business of the Hold Co. in accordance to the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E. 2558 (2015) (as amended). If at the end of the tender offer period for securities, the number of shares accepted for sale is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities. Therefore, in the scenario that entering into the Transaction does not receive approval, permission, agreement, or authorization from the regulatory bodies mentioned above, or the number of shares accepted for sale is less than 75.00%, the Shareholding and Management Restructuring Plan may not succeed.
- 4) **Risks from unexpected performance in operating results**  
After the Shareholding and Management Restructuring Plan, the Hold Co. will become a listed company in the SET that conducts securities business as a holding company with subsidiaries, namely FSS, FSL, FSSIA, and others. This structure allows for the Hold Co. to expand into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others. However, if the new businesses mentioned above do not perform as well as expected in the future, then the shareholders' returns may be lowered.
- 5) **Control risks dependent on the proportion of acceptance for the tender offer**  
In the scenario that all shareholders of the Company accepted the tender offer, the Hold Co. will be the shareholder of all shares in the Company, which is in line with the objectives with the restructuring of shareholding and management. The Hold Co. will have complete control over the Company, and will be able to fully recognize the financial position and operating results of the Hold Co. and subsidiaries, which will be the same as the financial position and operating results of the Company in the consolidated financial statements. However, if the shareholders of the Company accepted the tender offer at less than 100.00% of the total voting rights of the Company, then the Hold Co. will only have control and recognition of the financial position and operating results of the Company in proportion to the shareholding ratio. In the scenario of the shareholders of the Company accepted the tender offer at less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities. The Company will disclose information regarding all major progressions of the tender offer to the utmost for the benefit of the shareholders, such as information disclosure through the SET, and notifications and phone calls to disclose details of the tender offer.

## **2.2 Reasonableness of the Delisting of Securities**

### **2.2.1 Objectives and Necessity of the Delisting of Securities**

Under the Shareholding and Management Restructuring Plan in accordance to the Notification TorJor. 34/2552, the Company will establish a company that conducts business by holding shares in other companies (Holding Company) under the name "Finansia X Public Company Limited" ("Hold Co."). This is in order to make a tender offer for all securities of the Company, whereby the Hold Co. approved the increase in registered capital and the tender offer of newly issued ordinary shares in order to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. (However, at the end of the tender offer period for securities, if the number of shares accepted for sale through the tender offer for securities is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities). After the completion of the tender offer, the Hold Co. will list its ordinary shares on the SET in place of the Company's ordinary shares that are going to be delisted from the SET at the same time. Finally, the Hold Co. will acquire all shares of subsidiaries held by the Company.

Therefore, the delisting of securities of the Company from the SET is considered as a part of the Shareholding and Management Restructuring Plan, which the Company must obtain approval in the shareholders' meeting to delist shares by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders' meeting and have the right to vote.

### **2.2.2 Comparison between Advantages and Disadvantages of the effects to the Company from the Delisting of Securities of the Company from the SET**

#### **a. Advantages of the Effects to the Company from the Delisting of Securities of the Company from the SET**

##### **1) Reduction in procedures and obligation to disclose information in order to increase flexibility in business operations**

The delisting of securities of the Company from the SET removes the obligation to follow the guidelines of the SEC and SET from the Company relating to listed companies; therefore, the Company will have increased flexibility in business operations and management. This will enhance competitiveness, and increase opportunities for growth of the Company in the future. However, the Company will have to disclose information and follow guidelines when entering into the Transaction relating to the acquisition and disposition of assets and related party transactions as a subsidiary of the Hold Co., which is a listed company.

Additionally, the directors, executives, and auditors of the Company shall be exempt from preparing and disclosing the report of securities holdings under the following conditions of (a) after the completion of the tender offer for securities, the Company still has other ordinary shareholders that were not the tender offer bidders, and related parties to the tender offer bidder that hold total shares of no more than 5.00% of outstanding shares of the Company, or the number of shareholders does not exceed 100 people, or (b) the Company still has other ordinary shareholders that were not the tender offer bidders, and related parties to the tender offer bidder that hold total shares of more than 5.00% of outstanding shares of the Company, or the number of shareholders does exceed 100 people, but the Company has received initial approval from all shareholders that the shareholders do not wish to be disclosed information in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Securities Issuers (Codified), and do not wish



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

to be granted protection from the Securities and Exchange Act B.E. 2535 (1992) (as amended); or (c) the Board of Directors of the Company has a resolution to acquire shares from the shareholders while disclosing the purpose of share acquisition and noting that after the acquisition of securities, the Company will no longer prepare and send reports of financial position and operating results to the SEC.

- 2) Reduction in costs relevant to listed securities and information disclosure  
The delisting of securities of the Company from the SET can reduce costs relevant to maintaining the status of a listed company and the disclosure of information according to guidelines of the SEC and SET, such as annual fees and advisory fees related to transactions. Instead, these costs would be paid for by the Hold Co.

**b. Disadvantages and Risks of the Effects to the Company from the Delisting of Securities of the Company from the SET**

- 1) Inability to receive benefits from being a listed company in the SET  
The delisting of securities of the Company from the SET will remove the Company's ability to receive benefits from being a listed company in the SET, such as the opportunity to raise capital through various means in the SET, the tax exemption of dividends received from other companies incorporated under Thai law or from mutual funds (provided the dividend is from shares or investment units held for at least three months before and after the date of dividend payment), and the increased share trading liquidity.

However, after the delisting of securities of the Company from the SET, the Company will continue to conduct securities business, and the Company has other methods of raising capital to support future business operations and investment expansions aside from through the SET, such as raising capital through the Hold Co., which is a major shareholder and listed company, taking a loan from financial institutions, and issuing debentures. Therefore, the Company can continue business operations into the foreseeable future as intended without being significantly affected by the status of no longer being a listed company in the SET.

**2.2.3 Comparison between Advantages and Disadvantages of the Effects to the Shareholders from the Delisting of Securities of the Company from the SET**

**a. Comparison between Advantages and Disadvantages of the Effects to the Shareholders in the scenario of the Approval of Delisting Securities of the Company and the Shareholders Accept the Tender Offer**

Advantages

- 1) Retain the benefits as a shareholder of a listed company in the SET  
Shareholders of the Company who accepted the tender offer can still retain the benefits as a shareholder of a listed company in the SET, such as share trading liquidity through the SET, the chance to receive investment returns in the form of capital gains, capital gain tax exemption from the sale of shares for individual shareholders, stamp duty exemption in the transfer of shares, and access to newsletters and information updates.
- 2) Chance to receive greater returns from future operating results after the restructuring of shareholding and management  
Shareholders of the Company who accepted the tender offer will become shareholders of the Hold Co., which conducts securities business as a holding company with subsidiaries, namely FSS, FSL, FSSIA, and others. The Hold Co. plans to have business expansions into new forms of

business, such as Digital Asset Brokerage, ICO Portal, and others, in order to respond to the needs of the investors quickly and completely, as well as diversify the risks of the securities business by reducing overreliance on the traditional forms of securities business, or any specific business. This results in Hold Co. having more opportunities for growth in the future, and being able to generate higher returns to the shareholders.

#### Disadvantages and Risks

##### 1) Changes in the management structure

After the completion of the Shareholding and Management Restructuring Plan, the management and supervision of the company group will change, where the Hold Co. will become the parent company with control over the subsidiaries and associates that operates in securities business; therefore, the Hold Co. will establish the policies and business overview for the subsidiaries and associates, as well as be the approving authority for the subsidiaries and associates when entering into material transactions, which results in the increase of management procedures and time spent to consider and approve transactions. It should be noted that the amount control in the Company of the Hold Co. is proportionate to the ratio of acceptance to the tender offer.

##### 2) Risks from unexpected performance in operating results

Shareholders of the Company who accepted the tender offer will become shareholders of the Hold Co., which conducts securities business as a holding company with subsidiaries, namely FSS, FSL, FSSIA, and others. The Hold Co. plans to have business expansions into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others. However, if the new businesses mentioned above do not perform as well as expected in the future, then the shareholders' returns may be lowered.

#### **b. Comparison between Advantages and Disadvantages of the Effects to the Shareholders in the scenario of the Approval of Delisting Securities of the Company and the Shareholders Do Not Accept the Tender Offer**

##### Advantages

##### 1) No risks from the operating results of the Hold Co.

Shareholders of the Company who did not accept the tender offer will remain as shareholders of the Company, which continues to operate in the securities business and will not be affected or exposed to risk by operating results of the Hold Co. and the business expansion into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others. Additionally, the shareholders may receive dividend payments from retained earnings of the Company or future operating results in accordance to the dividend policy of the Company. However, after the ordinary shares of the Company have been delisted from the SET, the Company will transfer shares held in subsidiaries to the Hold Co.

##### Disadvantages and Risks

##### 1) Inability to receive benefits of being a shareholder of a listed company in the SET

Shareholders of the Company who did not accept the tender offer will remain as shareholders of the Company, which will be delisted from the SET. This results in the shareholders no longer receiving the benefits of holding shares in a listed company in the SET, such as share trading liquidity through the SET, capital gain tax exemption from the sale of shares for individual shareholders, and stamp duty exemption in the transfer of shares in the scenario that the Thailand Securities Depository Company Limited was not the registrar.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

- 2) Limitations in returns from investment and exercise in balance of control  
Returns from investments in ordinary shares that shareholders of the Company may receive could be limited to the form of dividend payments, while the chance to generate capital gains from the difference between sale price and cost of shares may be lowered, since there is no secondary market to facilitate trading and no market prices to reference in the trade of securities. Additionally, the shareholders may not be able to accumulate enough votes to object to the resolutions passed by Hold Co. in the shareholders' meeting of the Company in the scenario that Hold Co. has more than 75.00% of all voting rights in the Company.
  
- 3) Inability to receive returns from new business and transferred companies  
Shareholders of the Company who did not accept the tender offer will not receive returns from business expansion into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others. Additionally, after the ordinary shares of the Company have been delisted from the SET, the Company will transfer shares held in subsidiaries to the Hold Co; therefore, shareholders of the Company who did not accept the tender offer will not receive returns from subsidiaries that were transferred.
  
- 4) Less access to news and information of the Company  
After the delisting of the Company from the SET, the Company no longer has to oblige to the Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company. However, the Company must still disclose information as a public company in accordance to the Public Limited Companies Act, B.E. 2535, such as news and information to be disclosed in the shareholders' meeting of the Company and annual reports. Shareholders can still make a copy of important documents of the Company (namely certificates, list of shareholders, and annual financial reports of the Company) from the Ministry of Commerce, and the shareholders may also receive information of the Company as a subsidiary of the Hold Co., which is a listed company in the SET.
  
- 5) Risks from the conflict of interest arising from the business operations of the investment banking business and the securities underwriting business  
After the completion of the restructuring of shareholding and management, the Hold Co. will be a shareholder of two securities businesses that operates in investment banking and securities underwriting, namely FSS and FSL; therefore, shareholders of the Company may bear the risks from the conflict of interest arising from the business operations of two similar companies.

However, FSS and FSL have different target groups in their business operations, which results in the operations of the two companies being independent and not redundant of each other. Presently, FSS focuses on offering Initial Public Offering ("IPO") services to small to medium-sized customers, as well as supporting services to brokerage business customers, which has an average service duration that is lower than FSL. Meanwhile, FSL focuses on providing material transaction services to large customers (such as, customers of the energy, electric, oil and petrochemicals business groups), which have complex structures and have an average service duration of more than two years. Additionally, FSS and FSL are managed separately and independently of each other by independent management.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

**c. Effects to the Shareholders in the scenario of No Approval for the Delisting of Securities of the Company**

If the resolutions of the shareholders' meeting do not approve the delisting of securities of the Company from the SET, then the Shareholding and Management Restructuring Plan along with other related arrangements will be unable to continue, since the agenda items are dependent and conditional upon each other. Therefore, the Company will maintain the status of a listed company in the SET and continue to operate in the securities business, so there is no effect to the shareholders. However, the shareholders will miss the opportunity to receive the benefits of the Hold Co. and its business expansion in the future, such as the increased returns that may arise from business expansion, and the enhanced business competitiveness.

**2.3 Reasonableness of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

**2.3.1 Objectives and Necessity of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

Under the Shareholding and Management Restructuring Plan, once the Hold Co. lists securities in the SET, the Hold Co. will acquire all shares of subsidiaries held by the Company. Therefore, this is considered as a part of the Shareholding and Management Restructuring Plan, which the Company must obtain approval for in the shareholders' meeting by no less than three-fourths of the total number of shares held by shareholders who attended the shareholders' meeting and have the right to vote.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

### **2.3.2 Comparison between Advantages and Disadvantages of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

#### **a. Advantages of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

- 1) Reduction in management procedures in order to increase flexibility in business operations  
The Transfer of Subsidiary's Shares Held by the Company to Hold Co. enables the Hold Co. to directly control and manage various subsidiaries, such as FSL, FSSIA, Digital Asset Brokerage company, ICO Portal company, and others, without having to wait for approval or consideration from the Company. This reduces the complexity in management and increase the flexibility of business operations in the business group.
- 2) Isolation of individual lines of business to promote efficient business operations  
The Transfer of Subsidiary's Shares Held by the Company to Hold Co. will have the Hold Co. hold shares to each subsidiary directly, with only SBIR as the associate that the Hold Co. will indirectly hold shares to through the Company. This structure supports each company in the group to independently perform business operations through the direct supervision of Hold Co., where each company will have their own management team, can clearly establish their own scope of responsibilities for staff of each line of business, operate according to an independent business plan, invest in each company as appropriate, and efficiently reach their target customers. This will result in an increase in flexibility and promote efficient management and operations of the business. Moreover, each Company will be able to prepare separate reports of financial statements, statements of financial position, and operating results, allowing for the disclosure of more detailed information and increased efficiency in the analysis of operating results.

#### **b. Disadvantages and Risks of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

- 1) Costs and tax liabilities arising from the Transfer of Subsidiary's Shares Held by the Company to Hold Co.  
Procedures in the Transfer of Subsidiary's Shares Held by the Company to Hold Co. will have costs and various tax liabilities, namely advisory fees, costs and fees related to the request for approval from the relevant regulatory bodies, and tax liabilities in accordance to corporate income tax rates that may arise from the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (in the scenario that the trade value is greater than the tax cost).
- 2) Risks based on the success of the Transfer of Subsidiary's Shares Held by the Company to Hold Co.  
The Transfer of Subsidiary's Shares Held by the Company to Hold Co. must be approved, permitted, agreed upon, and/or authorized by the shareholders' meeting, contractual counterparties, SEC, SET, and other relevant regulatory bodies. Therefore, in the scenario that the transaction does not receive approval, permission, agreement, or authorization from the regulatory bodies mentioned above, the Transfer of Subsidiary's Shares Held by the Company to Hold Co., and the restructuring of shareholding and management may not succeed.

## 2.4 Effects to Taxation

### 2.4.1 Effects to the Taxation of Shareholders of the Company from the Tender Offer for Securities by Share Swap

Under the Shareholding and Management Restructuring Plan, the Hold Co. will make a tender offer for all securities of the Company by issuing and offering newly issued ordinary shares to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. The tax liabilities generated from the share swap are detailed as follows:

- 1) Individual shareholders  
Shareholder will receive tax exemption from tax liabilities arising from the share swap or capital gains generated from the trade of securities, since this is considered as trading shares of a listed company in the SET.
- 2) Corporate shareholders  
Shareholder will not have tax liabilities from the share swap nor from the capital gains generated from the trade of securities, since the price of the share swap transaction is equal to the share cost; therefore, there is no gain generated from the swap.

### 2.4.2 Effects to the Taxation of Shareholders of the Company from the Delisting of Securities of the Company from the SET

Under the Shareholding and Management Restructuring Plan and after the completion of the tender offer for securities, if the number of shares accepted for sale through the tender offer for securities is no less than 75.00% of the total voting rights of the Company, the Hold Co. will list its ordinary shares on the SET in place of the Company's ordinary shares that are going to be delisted from the SET at the same time. The effects to the taxation of the shareholders in the scenario that the Company is a listed company in the SET compared to the scenario that the Company is not a listed company in the SET can be summarized as follows:

#### Effects to the Taxation of Shareholders from the Company's Status as a Listed Company in the SET

| Shareholder     | The Company <u>is</u> a listed company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | The Company <u>is not</u> a listed company |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| <b>Dividend</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                            |
| Individual      | Subject to 10.00% withholding tax, with 2 methods of annual tax filing, as follows:<br>1) Accept the withholding tax and the dividend payment will not need to be included in the calculation for the annual tax filing.<br>2) Include all dividend payments in the calculation of other income taxes for the annual tax filing, in which the shareholders have the right to dividend tax credit.                                                                                                                                                                                                                                                                                                |                                            |
| Corporate       | Subject to 10.00% withholding tax, with tax exemption under the following scenarios:<br>1) The company receiving dividends is a listed company that holds shares in the company paying dividends for no less than 3 months before and after receiving dividends.<br>2) The company receiving dividends holds shares in the company paying dividends at no less than 25.00% of all voting rights for no less than 3 months before and after receiving dividends, and the company paying dividends does not hold shares in the company receiving dividends directly nor indirectly.<br>3) Dividend received is from a company that has been endorsed by the Board of Investment of Thailand (BOI). |                                            |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| Shareholder         | The Company <u>is</u> a listed company                                                                                                                                                                                                                                | The Company <u>is not</u> a listed company                                                                                                                                                                                                                                                                                                                  |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Capital Gain</b> |                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                             |
| Individual          | Subject to tax exemption                                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>Individuals residing in Thailand: subject to withholding tax in accordance to the progressive tax rate, and must include capital gains from sale of securities in the calculation of the annual tax filing</li> <li>Individuals not residing in Thailand: subject to 15.00% withholding tax <sup>/1</sup></li> </ul> |
| Corporate           | <ul style="list-style-type: none"> <li>Corporations in Thailand: not subject to withholding tax, but must be included in tax filing calculations at the tax rate set by law</li> <li>Foreign corporations: subject to 15.00% withholding tax <sup>/1</sup></li> </ul> |                                                                                                                                                                                                                                                                                                                                                             |

Remark: /1 Foreign investors should study and note possible tax exemption from the Double Taxation Agreements, since there may be changes in accordance to the Double Taxation Agreements between specific countries.

### 2.4.3 Effects to the Taxation of Companies from the Transfer of Subsidiary's Shares Held by the Company to Hold Co.

Under the Shareholding and Management Restructuring Plan of the Company, once the Hold Co. lists securities in the SET, the Hold Co. will acquire all shares of subsidiaries held by the Company at book value. The following transaction may generate tax liabilities from the transfer of shares (in the scenario that the trade value is greater than the tax cost) in accordance to corporate income tax rates.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

### **3. Fairness of the Transaction Price and Conditions of entering into the Transaction**

#### **3.1 Fairness of the Transaction Price of entering into the Transaction**

##### **3.1.1 Fairness of the securities swap rate**

Under the Shareholding and Management Restructuring Plan, the Company will establish a company that conducts business by holding shares in other companies (Holding Company) under the name "Finansia X Public Company Limited" ("Hold Co."). This is in order to make a tender offer for all securities of the Company, whereby the Hold Co. approved the increase in registered capital and the tender offer of newly issued ordinary shares in order to swap with the ordinary shares of the Company at a ratio of one ordinary share of the Company to one ordinary share of the Hold Co. (However, at the end of the tender offer period for securities, if the number of shares accepted for sale through the tender offer for securities is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities). After the completion of the tender offer, the Hold Co. will list its ordinary shares on the SET in place of the Company's ordinary shares that are going to be delisted from the SET at the same time. Finally, the Hold Co. will acquire all shares of subsidiaries held by the Company.

Since the Hold Co. is a newly established company for the purpose of entering into this transaction and has yet to perform any business operations, then the operating results of the Hold Co. after the securities swap can reflect the financial position and operating results of the Company, including all subsidiaries and associates of the Company. Therefore, the securities swap rate of one ordinary share of the company for one ordinary share of the Hold Co. is appropriate and shareholders of the Company who accepted the tender offer will not be disadvantaged by this securities swap transaction. Additionally, the shareholders will not bear additional tax liabilities, since the securities swap price is equal to the cost of each shareholder.

Therefore, **the IFA opines that securities swap rate of one ordinary share of the Company to one ordinary share of the Hold Co. is appropriate.**

##### **3.1.2 Fairness of the transfer price in the Transfer of Subsidiary's Shares Held by the Company to Hold Co.**

Under the Shareholding and Management Restructuring Plan of the Company, once the Hold Co. lists securities in the SET, the Hold Co. will acquire all shares of subsidiaries held by the Company at book value based on the latest financial statement of each company prior to the transfer of shares (namely, FSS, FSL, FSSIA, and others). Book value of FSSIA as of December 31, 2021 amounts to THB 13.06 million, and book value of FSL as of December 31, 2021 after adjusting for the decrease of registered capital on January 24, 2022 and the purchase of office space on February 1, 2022 amounts to THB 490.19 million.

Since the book value of each subsidiary reflects the retained earnings or the accumulated loss from the operations of the subsidiary, and the transfer of shares is considered as a part of the Shareholding and Management Restructuring Plan, which will only occur if the number of shares accepted for sale is no less than 75.00% of the total voting rights of the Company, then the financial position and operating results of the Hold Co. won't have significant differences from that of the Company. Shareholders of the Company who accepted the tender offer will not be disadvantaged, however, the following transaction may generate tax liabilities from the transfer of shares (in the scenario that the trade value is greater than the tax cost) in accordance to corporate income tax rates.



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Therefore, **the IFA opines that the transfer price based on book value in the Transfer of Subsidiary's Shares Held by the Company to Hold Co. is appropriate.**

### 3.2 Fairness of conditions for entering into the Transaction

The IFA has considered the fairness of the conditions of entering into the transaction and is of the opinion that the **conditions of entering into this Transaction are appropriate**, since terms and conditions related to the restructuring of shareholding and management, the delisting of securities, and the Transfer of Subsidiary's Shares Held by the Company to Hold Co. are conventional conditions of relevant regulatory bodies, as well as terms and conditions that protect the Company's and its shareholders' interests that will not cause negative impact to the shareholders of the Company. Examples of the terms and conditions are as follows:

- Entering into the Transaction must be lawfully approved by the resolutions of the shareholders' meeting
- Entering into the Transaction must be approved, permitted, agreed upon, and/or authorized by the SEC and SET
- The number of shares in the Company held by the Hold Co. after the completion of the tender offer for securities must turn the Company into a subsidiary conducting the core business of the Hold Co. in accordance to the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E. 2558 (2015) (as amended)
- In the scenario that by the end of the tender offer period for securities, the number of shares accepted for sale is less than 75.00% of the total voting rights of the Company, the Hold Co. will cancel the tender offer for securities

Details of the terms and conditions for requesting for approval and permission for entering into Transaction can be found in Part 1 Topic 1. Characteristics and Details of the Transaction of this report.

## Part 2 Summary of the Independent Financial Advisor Opinion

According to the analysis of the IFA on the reasonableness of the Transaction as well as the fairness of the price and conditions, the IFA is of the opinion that entering into this Transaction **is appropriate** based on the following reasons:

1. The share swap ratio of one ordinary share of the Company to one ordinary share of the Hold Co. is appropriate, since the Hold Co. is a newly established company for the purpose of entering into this transaction and has yet to perform any business operations, then the operating results of the Hold Co. after the securities swap can reflect the financial position and operating results of the Company, including all subsidiaries and associates of the Company.
2. The transfer price based on book value in the Transfer of Subsidiary's Shares Held by the Company to Hold Co. is appropriate, since the book value of each subsidiary reflects the retained earnings or the accumulated loss from the operations of the subsidiary, and the transfer of shares will only occur if the number of shares accepted for sale is no less than 75.00% of the total voting rights of the Company, then the financial position and operating results of the Hold Co. won't have significant differences from that of the Company. However, the following transaction may generate tax liabilities from the transfer of shares (in the scenario that the trade value is greater than the tax cost) in accordance to corporate income tax rates.
3. Reduce restrictions in maintaining net capital in order to expand into new forms of business and increase flexibility in business operations and management by being able to more promptly adjust the form of business operations, as well as more efficiently collaborate with expert business partners in a given business.
4. Expansion into new forms of business, such as Digital Asset Brokerage, ICO Portal, and others while simultaneously limiting the potential risks and effects of this expansion on the securities business, which is in line with the Company's vision to become the leading financial service provider in Thailand, and enhances the business competitiveness as well as increases the potential for future growth in order to generate higher returns for the shareholders.
5. Diversification of risk in the operations of many types of securities business in order to respond to the needs of shareholders quickly and completely and reduce overreliance on the traditional forms of securities business, or any specific business, as well as efficiently mitigate the potential effects of fluctuations in the operating results of any specific business.
6. Isolation of individual lines of business to promote efficient business operations, where each company will have their own management team, can clearly establish their own scope of responsibilities, and operate according to an independent business plan, as well as be able to prepare separate reports of financial statements, statements of financial position, and operating results, allowing for the disclosure of more detailed information and increased efficiency in the analysis of operating results.
7. Efficient development of staff in each line of business, including the management of staff to achieve economies of scale by appointing staff and executives according to their knowledge, expertise, and experience into appropriate lines of business, as well as supporting the rapid and efficient growth of staff capabilities under the supervision of the Hold Co.
8. Shareholders who accepted the tender offer continues to receive benefits as shareholders of a listed company and have the chance to receive additional returns from future operating results after the restructuring of shareholding.
9. The terms and conditions related to entering into the transaction are conventional conditions, are terms and conditions of relevant regulatory bodies, as well as terms and conditions that protect the Company's and its shareholders' interests that will not cause negative impact to the shareholders of the Company. An example would be entering into the Transaction must be approved, permitted and/or agreed upon from resolutions of the shareholders' meeting, the SEC, and SET.

However, there are **disadvantages and risks** from entering into this transaction that shareholders should consider to better form a decision on the resolution to approve this transaction, detailed as follows:

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

1. Increase in management procedures in the scenario of material or important transactions, since the Hold Co. is a listed company in the SET under the supervision of rules, regulations, and laws of the SEC, SET and any other relevant regulatory bodies. In the scenario that the Company, as a subsidiary of a listed company in the SET, enters into an important or material transaction, such transactions may be subject to consideration for approval in the Board of Directors' meeting and/or shareholders' meeting of the Company and the Hold Co. This results in the increase of management procedures and time spent to consider and approve transactions.
2. Costs and tax liabilities arising from the Shareholding and Management Restructuring, namely costs from the request for relevant approval from regulatory bodies, advisory costs, investment costs, as well as tax liabilities in accordance to corporate income tax rates that may arise from the Transfer of Subsidiary's Shares Held by the Company to Hold Co. (in the scenario that the trade value is greater than the tax cost). However, the tender offer for securities by share swap of one ordinary share of the Company to one ordinary share of the Hold Co. will not create tax liabilities, since the price of the share swap transaction is equal to the share cost of the Company; therefore, there is no gain generated from swap.
3. Risks based on the success of the Shareholding and Management Restructuring Plan, since each procedure must be approved, permitted, agreed upon, and/or authorized by the shareholders' meeting, contractual counterparties, SEC, SET, and other relevant regulatory bodies. In addition, if at the end of the tender offer period for securities, the number of shares accepted for sale is less than 75.00% of the total voting rights of the Company, then Hold Co. will cancel the tender offer for securities.
4. Risks from unexpected performance in operating results, whereby if the operations of the new businesses, such as Digital Asset Brokerage, ICO Portal, and others, do not perform as well as expected in the future, then the shareholders' returns may be lowered.
5. Control risks dependent on the proportion of acceptance for the tender offer, whereby in the scenario that all shareholders of the Company accepted the tender offer, the Hold Co. will have complete control over the Company and will be able to fully recognize the financial position and operating results of the Company in the consolidated financial statements. However, if the shareholders of the Company accepted the tender offer at less than 100.00% of the total voting rights of the Company, then the Hold Co. will only have control and recognition of the financial position and operating results of the Company in proportion to the shareholding ratio. The Company will disclose information regarding all major progressions of the tender offer to the utmost for the benefit of the shareholders.
6. Shareholders that do not accept the tender offer will not receive benefits of being a shareholder of a listed company in the SET (such as securities trading liquidity through the SET, tax exemption from capital gain tax, exemption from stamp duty) while also having limitations in returns from investment and exercise in balance of control, inability to receive returns from new business and transferred companies, less access to news and information of the Company, and may bear the risk arising from the conflict of interest between the business operations of the investment banking business and securities business of companies within the group.

Considering the advantages that the Company and shareholders of the Company can expect to receive from entering into the Transaction, disadvantages, and risks, together with the fairness of price and conditions for entering into the transaction, the IFA is of the opinion that entering into this transaction is **appropriate**. Therefore, the shareholders **should approve** entering into this transaction.

Nevertheless, the decision to vote and approve entering into the transaction is at the discretion of the shareholders. The shareholders should carefully study the information and consider the reasoning, advantages, disadvantages, related risks and limitations, as well as the opinions relating to each aspect of the transaction as per the appended documents to the Invitation to the Shareholders' Meeting with prudence and care before coming to an appropriate resolution regarding the decision of entering into the transaction.

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

Jay Capital Advisory Limited, as the IFA of the Company, hereby certifies that it has studied and analyzed the aforementioned information, and prudently performed its duties in accordance with professional standards. The opinion rendered is based on an objective and unbiased analysis of the information with consideration to the interests of retail investors of the Company.

The opinion regarding entering into the transaction provided above is based on the documents received and/or from interviews with the Company's management, publicly available information as well as any other relevant information. The IFA assumes that the above information is true and correct. Therefore, should such information be incorrect and/or untrue and/or there are any significant changes in the future, the opinion of the IFA on this transaction may be affected accordingly. For these reasons, the IFA is thus unable to guarantee the impact of such factors to the Company and its shareholders in the future. Moreover, this opinion of the IFA is for the sole purpose of providing opinion to the shareholders in connection with entering into the transaction as detailed above. The opinion of the IFA provided in this regard is not to certify the success of the transaction or the potential impact to the Company.

Yours Sincerely,

-Ms. Jirayong Anuman-Rajadhon-

(Ms. Jirayong Anuman-Rajadhon)

Managing Director

Jay Capital Advisory Limited, the Independent Financial Advisor

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

## Appendix 1 Summarized Information of Finansia Syrus Securities Public Company Limited

### 1. General Information

General information of Finansia Syrus Public Company Limited is detailed as follows:

|                                |   |                                                                                                                                                                                                                               |
|--------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Name                   | : | Finansia Syrus Public Company Limited                                                                                                                                                                                         |
| Company registration number    | : | 0107547000079                                                                                                                                                                                                                 |
| Registration date              | : | February 11, 2004                                                                                                                                                                                                             |
| Address                        | : | 999/9 The Offices at Central World, 18th and 25th Floors, Rama I Road, Pathumwan, Bangkok 10330                                                                                                                               |
| Nature of business             | : | Conducts business in (1) securities brokerage (2) derivatives brokerage (3) investment banking (4) investment (5) derivative warrants (6) wealth management (7) securities borrowing and lending (8) global trading (9) bonds |
| Registered and paid-up capital | : | THB 930,244,840.00                                                                                                                                                                                                            |
| Number of shares               | : | 581,403,025 shares at THB 1.60 per share                                                                                                                                                                                      |

### 2. List of Shareholders

As of March 23, 2022, the Company has 581,403,025 registered and paid-up ordinary shares. Shareholders are detailed as follows:

#### List of FSS Shareholders

| No.                                     | Name                                                                                                     | Number of Shares<br>(Unit: Shares) | Shareholding Ratio<br>(Unit: Percent) |
|-----------------------------------------|----------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| 1                                       | PILGRIM PARTNERS ASIA (PTE.) LTD. (SUB-ACC3-PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD <sup>/1</sup> | 170,269,978                        | 29.29                                 |
| 2                                       | MIB SECURITIES (HONG KONG) LIMITED FOR DVP                                                               | 64,663,609                         | 11.12                                 |
| 3                                       | Industrial and Commercial Bank of China (Thai) Public Company Limited <sup>/2</sup>                      | 58,140,302                         | 10.00                                 |
| 4                                       | Morgan Stanley & CO. International PLC                                                                   | 49,691,611                         | 8.55                                  |
| 5                                       | Mr. Sutthipoj Ariyasuttiwong                                                                             | 33,800,600                         | 5.81                                  |
| 6                                       | Thai NVDR Company Limited <sup>/3</sup>                                                                  | 31,651,341                         | 5.44                                  |
| 7                                       | Mrs. Suporn Wattanavekin                                                                                 | 13,348,227                         | 2.30                                  |
| 8                                       | Mr. Chaval Jiravanon                                                                                     | 9,500,000                          | 1.63                                  |
| 9                                       | Mrs. Sirinda Tanavisarut                                                                                 | 6,000,000                          | 1.03                                  |
| 10                                      | Pol. Gen. Visanu Prasattongsoth                                                                          | 3,655,614                          | 0.63                                  |
| <b>Total of the Top 10 Shareholders</b> |                                                                                                          | <b>440,721,282</b>                 | <b>75.80</b>                          |
| Other shareholders                      |                                                                                                          | 140,681,743                        | 24.20                                 |
| <b>Total</b>                            |                                                                                                          | <b>581,403,025</b>                 | <b>100.00</b>                         |

Remark: /1 Founders and major shareholders of Pilgrim Finansia Investment Holding Pte. Ltd. are Mr. Vorapak Tanyawong and Mr. Chuangchai Nawongs

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

/2 Industrial and Commercial Bank of China (Thai) Public Company Limited hold 58,140,302 total shares, equivalent to 9.9999991%

/3 Shareholders in Thai NVDR Company Limited who hold Non-Voting Depository Receipt: NVDR in Item 6 shall not have the voting rights in the shareholders' meeting save for the casting of votes for the resolution of delisting of shares from the SET

### 3. List of the Board of Directors

As of March 23, 2022, the Board of Directors and committee are detailed as follows:

**List of FSS Board of Directors**

| No. | Name                            | Position                                                                                                                              |
|-----|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| 1   | Mr. Chatchaval Jiaravanon       | Chairman of the Board of Directors                                                                                                    |
| 2   | Mr. Vorapak Tanyawong           | Vice Chairman of the Board of Directors / Chairman of the Executive and Risk Oversight Board                                          |
| 3   | Mr. Chuangchai Nawongs          | Director / Chief Executive Officer / President Director                                                                               |
| 4   | Mr. Somphop Keerasuntonpong     | Director / President Director                                                                                                         |
| 5   | Ms. Kanchana Vongratanakulthon  | Director                                                                                                                              |
| 6   | Mrs. Pornpring Suksantisuwan    | Director                                                                                                                              |
| 7   | Pol. Gen. Visanu Prasattongsoth | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Remuneration, and Corporate Governance Committee |
| 8   | Mr. Phaiboon Siripanoosatie     | Independent Director / Member of the Audit Committee                                                                                  |
| 9   | Mr. Kittisak Bencharit          | Independent Director / Member of the Audit Committee                                                                                  |

**List of FSS Committees**

| No. | Name                         | Executive and Risk Oversight Committee | Audit Committee | Nomination, Remuneration, and Corporate Governance Committee | Technology Committee |
|-----|------------------------------|----------------------------------------|-----------------|--------------------------------------------------------------|----------------------|
| 1   | Mr. Chatchaval Jiaravanon    |                                        |                 | ✓                                                            |                      |
| 2   | Mr. Vorapak Tanyawong        | ✓                                      |                 | ✓                                                            |                      |
| 3   | Mr. Chuangchai Nawongs       | ✓                                      |                 |                                                              | ✓                    |
| 4   | Mr. Somphop Keerasuntonpong  | ✓                                      |                 |                                                              |                      |
| 5   | Mrs. Pornpring Suksantisuwan | ✓                                      |                 |                                                              | ✓                    |
| 6   | Mr. Visanu Prasattongsoth    |                                        | ✓               | ✓                                                            |                      |
| 7   | Mr. Phaiboon Siripanoosatie  |                                        | ✓               | ✓                                                            |                      |
| 8   | Mr. Kittisak Bencharit       |                                        | ✓               | ✓                                                            |                      |
| 9   | Mr. Kosit Thammatada         |                                        |                 |                                                              | ✓                    |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| No. | Name                 | Executive and Risk Oversight Committee | Audit Committee | Nomination, Remuneration, and Corporate Governance Committee | Technology Committee |
|-----|----------------------|----------------------------------------|-----------------|--------------------------------------------------------------|----------------------|
| 10  | Ms. Supin Suravichai |                                        |                 |                                                              | ✓                    |

#### 4. List of Executives

As of March 23, 2022, the executives are detailed as follows:

##### List of FSS Executives

| No. | Name                             | Position                                                    |
|-----|----------------------------------|-------------------------------------------------------------|
| 1   | Mr. Chuangchai Nawongs           | Chief Executive Officer                                     |
| 2   | Mr. Somphop Keerasuntonpong      | President                                                   |
| 3   | Ms. Supin Suravichai             | Chief Operating Officer                                     |
| 4   | Ms. Chorpetch Riamdee            | Chief Financial Officer                                     |
| 5   | Mr. Kosit Thammatada             | Chief Technology Officer                                    |
| 6   | Mrs. Nusara Rooncharoen          | Executive Director of E-Business Marketing Sales Department |
| 7   | Mr. Kuntra Ladavalaya Na Ayudhya | Executive Director of Brokerage Business Unit 1             |
| 8   | Mr. Chatchai Chumsiri            | Executive Director of Brokerage Business Unit 2             |
| 9   | Mr. Nithivat Dhambhirasing       | Executive Director of Brokerage Business Unit 3             |
| 10  | Mr. Pasin Charuvongvatana        | Executive Director of Brokerage Business Unit 4             |
| 11  | Mr. Somchai Keawjaroenpisan      | Executive Director of Brokerage Business Unit 5             |
| 12  | Ms. Ubonrut Sripunyawitch        | Executive Director of Brokerage Business Unit 7             |
| 13  | Ms. Kanoknapat Sithivaraporn     | Executive Director of Brokerage Business Unit 8             |
| 14  | Mr. Pannatat Samitthisakda       | Executive Director of Brokerage Business Unit 10            |
| 15  | Mr. Somyot Kittisukcharoen       | Executive Director of Brokerage Business Unit 15            |
| 16  | Ms. Raveewan Chaiyakit           | Executive Director of Brokerage Business Unit 16            |
| 17  | Mr. Anuwat Sae-tang              | Executive Director of Brokerage Business Unit 18            |
| 18  | Mrs. Wilailuck Arunanondchai     | Executive Director of Brokerage Business Unit 19            |
| 19  | Mrs. Manida Sithseree            | Executive Director of Local Institution Department          |
| 20  | Mr. Pitsanu Wathanawanapong      | Executive Director of Wealth Management Department          |
| 21  | Ms. Doungdaun Noiwan             | Chief Accountant                                            |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

## 5. Summary of Financial Information

Financial information from consolidated financial statements of the Company for the year ending December 31, 2019 – 2021 as audited by EY Company Limited, detailed as follows:

### Summary of the Financial Position and Operating Results of the Company for the year 2019 - 2021

| The Company                                                  | December 31     |                 |                 |
|--------------------------------------------------------------|-----------------|-----------------|-----------------|
|                                                              | 2019            | 2020            | 2021            |
| <b>Statement of Financial Position (Unit: THB million)</b>   |                 |                 |                 |
| <b>Assets</b>                                                |                 |                 |                 |
| Cash and cash equivalents                                    | 101.51          | 221.57          | 185.99          |
| Receivables from Clearing House and broker - dealers         | 142.23          | 282.42          | 872.00          |
| Securities and derivatives business receivables              | 2,558.52        | 3,759.48        | 4,339.92        |
| Accrued fees and service income                              | 1.54            | 11.73           | 3.60            |
| Derivatives assets                                           | -               | 0.69            | 5.75            |
| Investments                                                  | 781.52          | 707.62          | 714.11          |
| Loans to employees                                           | 0.28            | 0.64            | 6.37            |
| Investments in subsidiary and associate                      | 116.41          | 121.19          | 135.12          |
| Equipment                                                    | 69.72           | 99.57           | 98.03           |
| Right-of-use assets                                          | -               | 279.36          | 249.45          |
| Intangible assets                                            | 246.46          | 214.67          | 185.43          |
| Deferred tax assets                                          | 59.63           | 37.43           | 30.73           |
| Other assets                                                 | 199.13          | 210.58          | 220.71          |
| <b>Total assets</b>                                          | <b>4,276.95</b> | <b>5,946.94</b> | <b>7,047.21</b> |
| <b>Liabilities</b>                                           |                 |                 |                 |
| Borrowings from financial institutions                       | 50.00           | 350.00          | -               |
| Payables to Clearing House and broker - dealers              | 662.57          | 303.18          | 16.17           |
| Securities and derivatives business payables                 | 940.53          | 1,928.43        | 3,022.98        |
| Derivatives liabilities                                      | 19.37           | 23.38           | 18.57           |
| Current Income tax payable                                   | -               | -               | 36.21           |
| Debt issued                                                  | -               | 278.98          | 507.54          |
| Provisions                                                   | -               | 32.58           | 34.22           |
| Provision for long-term employee benefits                    | 64.49           | 73.31           | 90.42           |
| Other payables                                               | 1.44            | -               | -               |
| Lease liabilities                                            | -               | 180.22          | 160.00          |
| Other liabilities                                            | 189.30          | 345.69          | 469.54          |
| <b>Total liabilities</b>                                     | <b>1,927.70</b> | <b>3,515.77</b> | <b>4,355.64</b> |
| <b>Owners' equity</b>                                        |                 |                 |                 |
| Issued and paid-up capital                                   | 930.25          | 930.25          | 930.25          |
| Share premium                                                | 620.89          | 620.89          | 620.89          |
| Capital reserve for share-based payment transactions         | 0.32            | 0.32            | 0.32            |
| Deficit as a result of change in holding ratio of subsidiary | (0.25)          | (0.25)          | (0.25)          |
| Retained earnings                                            |                 |                 |                 |
| Appropriated - statutory reserve                             | 78.64           | 83.02           | 93.02           |
| Unappropriated                                               | 725.42          | 803.46          | 1,045.08        |



Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| The Company                                                                                                    | December 31     |                 |                 |
|----------------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| Statement of Financial Position (Unit: THB million)                                                            | 2019            | 2020            | 2021            |
| Other components of shareholders' equity                                                                       |                 |                 |                 |
| Exchange differences on translation of financial statements in foreign currency - net of income tax            | (6.77)          | (7.16)          | 1.52            |
| Gains on investments in equity designated at fair value through other comprehensive income - net of income tax | -               | 0.25            | 0.25            |
| <b>Total equity attributable to the Company's shareholders</b>                                                 | <b>2,348.50</b> | <b>2,430.78</b> | <b>2,691.08</b> |
| Non-controlling interests of the subsidiary                                                                    | 0.75            | 0.39            | 0.49            |
| <b>Total owners' equity</b>                                                                                    | <b>2,349.25</b> | <b>2,431.16</b> | <b>2,691.57</b> |

| The Company                                            | January 1 – December 31 |                 |                 |
|--------------------------------------------------------|-------------------------|-----------------|-----------------|
| Statement of Income (Unit: THB million)                | 2019                    | 2020            | 2021            |
| Brokerage fees income                                  | 914.16                  | 1,314.75        | 1,930.02        |
| Fees and service income                                | 81.39                   | 122.79          | 113.99          |
| Interest income                                        | 113.27                  | 84.77           | 130.22          |
| Gain(loss) and return on financial instruments         | 140.56                  | 168.83          | 165.61          |
| Shares of gain (loss) from investments in an associate | 4.04                    | 5.26            | 3.08            |
| Other income                                           | 41.90                   | 50.70           | 53.63           |
| <b>Total income</b>                                    | <b>1,295.32</b>         | <b>1,747.10</b> | <b>2,396.55</b> |
| Employee benefits expenses                             | 796.37                  | 942.79          | 1,243.18        |
| Fees and service expenses                              | 218.92                  | 231.92          | 277.96          |
| Interest expenses                                      | 28.17                   | 34.72           | 47.60           |
| Bad debt and doubtful accounts (reversal)              | (0.05)                  | -               | -               |
| Expected credit losses                                 | -                       | 10.89           | 3.36            |
| Other expenses                                         | 422.00                  | 422.50          | 448.46          |
| <b>Total expenses</b>                                  | <b>1,465.40</b>         | <b>1,642.82</b> | <b>2,020.55</b> |
| <b>Profit (loss) before income tax</b>                 | <b>(170.09)</b>         | <b>104.29</b>   | <b>376.00</b>   |
| Income tax                                             | 32.00                   | (22.23)         | (75.82)         |
| <b>Net Profit (loss) for the year</b>                  | <b>(138.08)</b>         | <b>82.06</b>    | <b>300.18</b>   |

**Appendix 2 Summarized Information of Finansa Securities Limited****1. General Information**

General information of Finansa Securities Limited is detailed as follows:

|                                |   |                                                                                                     |
|--------------------------------|---|-----------------------------------------------------------------------------------------------------|
| Company Name                   | : | Finansa Securities Limited                                                                          |
| Company registration number    | : | 0105536092404                                                                                       |
| Registration date              | : | August 13, 1993                                                                                     |
| Address                        | : | 48/45 TISCO Tower, 20/F, North Sathorn Road, Silom, Bang Rak, Bangkok 10500                         |
| Nature of business             | : | Conducts business in (1) securities brokerage (2) securities underwriting and (3) financial advisor |
| Registered and paid-up capital | : | THB 400,000,000.00                                                                                  |
| Number of shares               | : | 40,000 shares at THB 10.00 per share                                                                |

**2. List of Shareholders**

As of March 23, 2022, FSL has 40,000,000 registered and paid-up shares. Shareholders are detailed as follows:

**List of FSL Shareholders**

| No.          | Name                            | Number of shares<br>(Unit: Shares) | Shareholding Ratio<br>(Unit: Percent) |
|--------------|---------------------------------|------------------------------------|---------------------------------------|
| 1            | FNS                             | 39,999,994                         | 100.00                                |
| 2            | Mr. Eugene S. Davis             | 2                                  | 0.00                                  |
| 3            | Finansa Fund Management Limited | 1                                  | 0.00                                  |
| 4            | Mr. Vorasit Pokachaiyapat       | 1                                  | 0.00                                  |
| 5            | M.L. Suthiman Pokachaiyapat     | 1                                  | 0.00                                  |
| 6            | Ms. Yupadee Thepruangchai       | 1                                  | 0.00                                  |
| <b>Total</b> |                                 | <b>40,000,000</b>                  | <b>100.00</b>                         |

**3. List of the Board of Directors**

As of March 23, 2022, the Board of Directors are detailed as follows:

**List of FSL Board of Directors**

| No. | Name                        | Position |
|-----|-----------------------------|----------|
| 1   | Mr. Varah Sucharitakul      | Chairman |
| 2   | Mr. Kittipong Lertvanangkul | Director |
| 3   | Mr. Asadej Kongsiri         | Director |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| No. | Name                  | Position |
|-----|-----------------------|----------|
| 4   | Mr. Akarat Na Ranong  | Director |
| 5   | Mr. Chanmanu Sumawong | Director |
| 6   | Ms. Veena Lertnimitr  | Director |

#### 4. List of Executives

As of March 23, 2022, the executives are detailed as follows:

##### List of FSL Executives

| No. | Name                        | Position           |
|-----|-----------------------------|--------------------|
| 1   | Mr. Varah Sucharitakul      | Chairman           |
| 2   | Ms. Veena Lertnimitr        | Executive Chairman |
| 3   | Mr. Kittipong Lertvanangkul | President          |
| 4   | Mrs. Snitha Asawachinda     | Managing Director  |
| 5   | Mr. Asadej Kongsiri         | Managing Director  |
| 6   | Mr. Vikrom Leenabanchong    | Managing Director  |
| 7   | Mrs. Jareerat Bulsuk        | Managing Director  |
| 8   | Ms. Tipawan Dokmaihom       | Managing Director  |
| 9   | Ms. Chompunuch Bunsumpun    | Managing Director  |

#### 5. Summary of Financial Information

Financial information from consolidated financial statements of the Company for the year ending December 31, 2019 – 2021 as audited by Deloitte Touche Tohmatsu Jaiyos Company Limited, detailed as follows:

##### Summary of the Financial Position and Operating Results of FSL for the year 2019 - 2021

| Finansa Securities Limited                                 | December 31 |        |        |
|------------------------------------------------------------|-------------|--------|--------|
|                                                            | 2019        | 2020   | 2021   |
| <b>Statement of Financial Position (Unit: THB million)</b> |             |        |        |
| <b>Assets</b>                                              |             |        |        |
| Cash and cash equivalents                                  | 14.05       | 11.34  | 15.62  |
| Fee and service receivables                                | 5.24        | 12.03  | 7.14   |
| Unsecured debt                                             | -           | 210.77 | 136.45 |
| Investments                                                | 120.77      | -      | -      |
| Receivables from loans to parent                           | 592.00      | 713.50 | 690.20 |
| Equipment                                                  | 15.05       | 10.56  | 8.62   |
| Right-of-use assets                                        | -           | 3.01   | 7.86   |
| Intangible assets                                          | 0.33        | 0.25   | 0.25   |
| Deferred tax assets                                        | 11.58       | 7.30   | 7.89   |
| Other assets                                               | 18.70       | 13.78  | 10.15  |

Opinion of the Independent Financial Advisor on the Shareholding and Management Restructuring Plan, the Delisting of Securities, and the Transfer of Subsidiary's Shares (For the purpose of translation only)

| <b>Finansa Securities Limited</b>                          | <b>December 31</b> |               |               |
|------------------------------------------------------------|--------------------|---------------|---------------|
| <b>Statement of Financial Position (Unit: THB million)</b> | <b>2019</b>        | <b>2020</b>   | <b>2021</b>   |
| <b>Total assets</b>                                        | <b>777.71</b>      | <b>982.53</b> | <b>884.17</b> |
| <b>Liabilities</b>                                         |                    |               |               |
| Accrued bonus                                              | 10.37              | 110.89        | 41.73         |
| Accrued income tax                                         | -                  | -             | 0.01          |
| Estimated liabilities for post-employment benefits         | 14.72              | 35.88         | 39.37         |
| Financial lease liabilities                                | 2.43               | 3.07          | 8.02          |
| Other liabilities                                          | 3.64               | 7.29          | 4.92          |
| <b>Total liabilities</b>                                   | <b>31.16</b>       | <b>157.13</b> | <b>94.04</b>  |
| <b>Shareholders' equity</b>                                |                    |               |               |
| Issued and paid-up capital                                 | 700.00             | 700.00        | 700.00        |
| Retained earnings                                          |                    |               |               |
| Appropriated - statutory reserve                           | 64.00              | 64.00         | 66.58         |
| Unappropriated                                             | (17.45)            | 60.11         | 21.91         |
| Other components of shareholders' equity                   | -                  | 1.29          | 1.64          |
| <b>Total shareholders' equity</b>                          | <b>746.55</b>      | <b>825.40</b> | <b>790.13</b> |

| <b>Finansa Securities Limited</b>              | <b>January 1 – December 31</b> |               |               |
|------------------------------------------------|--------------------------------|---------------|---------------|
| <b>Statement of Income (Unit: THB million)</b> | <b>2019</b>                    | <b>2020</b>   | <b>2021</b>   |
| Brokerage fees income                          | 17.99                          | 14.07         | 20.36         |
| Fees and service income                        | 43.96                          | 334.55        | 182.41        |
| Gain(loss) and return on financial instruments | 12.65                          | 12.11         | 14.63         |
| Other income                                   | 0.06                           | 0.02          | 11.93         |
| <b>Total income</b>                            | <b>74.66</b>                   | <b>360.75</b> | <b>229.34</b> |
| Employee benefits expenses                     | 79.75                          | 184.87        | 118.00        |
| Fees and service expenses                      | 1.20                           | 0.92          | 0.38          |
| Financial costs                                | 0.09                           | 0.12          | 0.42          |
| Other expenses                                 | 42.79                          | 59.99         | 46.29         |
| <b>Total expenses</b>                          | <b>123.82</b>                  | <b>245.90</b> | <b>165.09</b> |
| <b>Profit (loss) before income tax</b>         | <b>(49.16)</b>                 | <b>114.85</b> | <b>64.25</b>  |
| Income tax                                     | 9.37                           | (23.06)       | (13.07)       |
| <b>Profit (loss) for the year</b>              | <b>(39.80)</b>                 | <b>91.79</b>  | <b>51.18</b>  |