

Minutes of the Extraordinary General Meeting of Shareholders No.1/2024
of
Finansia X Public Company Limited

Date and time: 16 February 2024, at 14.00 hours via electronic means (E-EGM)

Preliminary proceeding:

Ms. Phatra Kanchanapraphat, Company Secretary, acting as the Master of Ceremony (“**MC**”). MC reported to the Extraordinary General Meeting of Shareholders No.1/2024 (“**Meeting**”) of Finansia X Public Company Limited (the “**Company**”) that Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, is unable to attend this shareholders’ meeting, and Mr. Vorapak Tanyawong, Vice Chairman of the Board of Directors, is unable to perform his duty since he has vested interest in Agenda 2 to Agenda 6. Therefore, in order to comply with Section 104 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (“**Public Limited Company Act**”) and Article 40 of the Articles of Association of the Company which stipulate that the chairman of the board of directors shall preside over the meetings of shareholders. In the case where the chairman of the board of directors is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is not in the meeting room or unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting. In this regard, Mr. Awirut Jeimrattanyu, a shareholder of the Company, holding 4,600 shares, nominated Pol. Gen. Visanu Prasattongosoth, Independent Director and Chairman of the Audit Committee, and a shareholder of the Company holding 3,655,614 shares, to be a Chairman of the Meeting. In this regard, the Meeting resolved to approve the appointment of Pol. Gen. Visanu Prasattongosoth, Independent Director and Chairman of the Audit Committee, to be a Chairman of the Meeting (“**Chairman**”) by the majority vote of shareholders attending the Meeting and casting their votes.

Afterwards, the MC reported to the meeting regarding the names of shareholders which appeared in the shareholders’ register book on the record date, December 18, 2023, stating that the company had 3,163 shareholders. At the start of the meeting, 37 shareholders attended, representing 419,034,309 shares, equivalent to 72.2561% of the company’s total issued and paid-up shares. This constituted a quorum according to Section 103 of the Public Limited Company Act and Article 38 of the Articles of Association of the Company, which specify that a quorum shall consist of the presence of shareholders and proxies of at least 25 persons or at least half of the total number of shareholders, representing not less than one-third (1/3) of the total number of shares sold.

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

Directors

- | | | | |
|----|------------------|-----------------|--|
| 1. | Mr. Vorapak | Tanyawong | Vice Chairman of the Board of Directors |
| 2. | Mr. Seksan | Chunsereechai | Director |
| 3. | Mr. Chuangchai | Nawongs | Director, Chief Executive Officer (CEO) |
| 4. | Mr. Somphop | Keerasuntonpong | Director |
| 5. | Mrs. Pornpring | Suksantisuwan | Director |
| 6. | Pol. Gen. Visanu | Prasattongosoth | Independent Director and Chairman of the Audit Committee |
| 7. | Mr. Kittisak | Bencharit | Independent Director and member of the Audit Committee |

Remark: The Company’s Board of Directors comprises of 8 persons, 7 of which attended the Meeting. The proportion of directors attending the Meeting is 87.50%.

Director who was not attending the Meeting

1. Mr. Chatchaval Jiaravanon Chairman of the Board of Directors

Executives

1. Ms. Chorpetch Riamdee Chief Financial Officer (CFO)

Other attendeesLegal advisors from The Capital Law Office Limited

1. Mr. Paradorn Leosakul
 2. Ms. Voraluck Worachuttharn
 3. Ms. Vanida Thaneepanichskul
 4. Ms. Wipada Saksri

Independent Financial Advisor from Capital Advantage Company Limited

1. Mr. Patchara Netsuwan
 2. Ms. Apinya Wongwanichrat
 3. Mrs. Nirinpat Sangudomlert

Company Secretary

1. Ms. Phatra Kanchanapraphat

The MC then reported to the Meeting the top ten largest shareholders of the Company as of the record date for determining the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2024 as follows:

| | Shareholders | Shares (Shares) | % Shares |
|-----|---|------------------------|-----------------|
| 1. | CAPITAL ASIA INVESTMENTS PTE. LTD. FOR PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD (“PILGRIM”) | 170,269,978 | 29.36 |
| 2. | MIB SECURITIES (HONG KONG) LIMITED* | 64,663,609 | 11.15 |
| 3. | Industrial and Commercial Bank of China (Thai) Public Company Limited* | 58,140,302 | 10.03 |
| 4. | Mr. Suthipot Ariyasuthivong | 41,669,400 | 7.19 |
| 5. | MORGAN STANLEY & CO. INTERNATIONAL PLC (“MS”) ** | 40,191,611 | 6.93 |
| 6. | Thai NVDR Company Limited* | 24,545,177 | 4.23 |
| 7. | Mrs. Suporn Wattanavekin | 12,367,427 | 2.13 |
| 8. | Ms. Chayuda Jiaravanon** | 9,500,000 | 1.64 |
| 9. | Mr. Chaval Jiaravanon** | 9,500,000 | 1.64 |
| 10. | Ms. Suparat Sangamuang | 8,043,000 | 1.39 |
| | Other shareholders | 141,038,957 | 24.31 |
| | Total | 579,929,461 | 100.00 |

Remark :

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

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

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

1. The Company hired Quidlab Company Limited (“**Quidlab**”) to provide an electronic conferencing system for registration, voting (or e-Voting), and meeting attendance. The electronic conferencing system meets standards in accordance with the conditions and methods set forth in the Royal Decree on Teleconferences via Electronic Means B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020)
2. The meeting will consider the matters in the order of the agenda specified in the Notice of the Meeting. The Company will present the information on each agenda and give opportunities for shareholders to ask questions before voting for 1 minute per agenda. Shareholders or proxies can inquire by typing a message to ask questions in the message box or ask questions using voice messages not longer than 2 minutes. After that, the Company will notify the Meeting of the voting results when counting the votes for that agenda is completed accordingly.
3. In voting, each shareholder has 1 share per 1 vote. In case any shareholder has a special interest in any matter, the shareholder shall not have the right to vote. Shareholders who wish to vote must vote in the system, where the Company gives 1 minute to vote for each agenda item.
4. In counting the votes, the Company will deduct the votes of disapproval and abstention from the total number of votes of the shareholders who attend the Meeting and are entitled to vote, and the rest will be considered as the votes of approval. Shareholders shall vote through the system whether “Approve” or “Disapprove” or “Abstain” to count the votes. Shareholders who do not vote in the system will be considered as the votes for approval.

Since, this Meeting is an electronic meeting (E-EGM) that the system is configured to vote either one of the voting choices, therefore, there will be no case of a “Void”.

5. The vote counting according to the agendas of the Meeting is divided into two types:
 - The resolutions of agendas that require a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, are agenda 1, 6 and 8.
 - The resolution of agendas that require a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base, are agenda 2, 3, 4, 5 and 7
6. In case shareholders have problems accessing the Meeting system or voting system, please study and follow the instructions given in the Notice of the Meeting or contact Quidlab Call Center Tel: 02 013 4322 and 080 008 7616

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

Agenda 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders

The MC reported to the Meeting that the Company had prepared the Minutes of the 2023 Annual General Meeting of Shareholders held on 31 March 2023 as detailed in the copy of the Minutes of the 2023 Annual General Meeting of Shareholders, Enclosure 1, which had been sent to shareholders together with the Notice. The Board of Directors opined that it was accurately recorded.

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

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

During this agenda, 3 more shareholders and/or proxies were present, representing 931,845 shares.

Resolution: The Meeting considered and resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders by the majority vote of shareholders attending the Meeting and casting their votes, as proposed, where the voting results were as follows:

| Types of vote | Number of votes (1 share = 1 vote) | Percentage of shareholders and proxies attending the Meeting and casting their votes |
|---------------|---------------------------------------|--|
| Approved | 419,068,209 | 100.0000 |
| Disapproved | 0 | 0.0000 |
| Abstained | 897,945 | Excluded from calculation base |
| Void | 0 | 0.0000 |

The MC reported to the Meeting that the consideration of Agenda 2 to Agenda 6 is conditional upon each other. If the matter on any agenda is not approved, all other matters which have already been approved will be cancelled, and there will be no further consideration of other agenda items (including Agenda 7-8). However, in the case that Agenda 2 to Agenda 6 has been approved by the shareholders but Agenda 7 and/or Agenda 8 has not been approved, such event will not invalidate the resolution of the meeting in Agenda 2 to Agenda 6.

Agenda 2 To consider and approve the issuance and offering of the Company's newly issued ordinary shares in the amount of 288,000,000 shares, with the par value of THB 1.60 per share to specific investors (Private Placement), which are connected persons of the Company

Mr. Chuangchai Nawongs, Director and Chief Executive Officer (CEO), reported to the Meeting that due to the rapidly changing nature of the securities business, the Company is required to consider adjusting its business strategy to embark on the Digital Transformation process. The Company's group aims to undergo Business Model Transformation, involving not only changes in work processes but also a transformation in the business operation model. Due to the above-mentioned business strategy, a significant amount of investment is required. If the business strategy adjustment is successful, it is expected to generate revenue and profits for the Company's group. This, in turn, is anticipated to provide good returns to shareholders and maintain a favorable financial ratio. During the study of strategic planning, the Company's group assessed the possibility of sourcing funds from the operating cash flow. However, the Thai securities market faced pressure from

both internal and external factors throughout the year. This included the global central banks adjusting interest rates policies to combat rising inflation rates and the decline in the performance of Thai listed companies. As a result, the group of companies needs to consider raising funds by increasing capital, and there is an investor interested in co-investing in the Company and alleviating the burden on existing shareholders on funding. The Board of Directors opinioned that the investor who holds shares directly and indirectly in Gortune HK International Investment Holding Limited ("**Gortune HK**"), who is a Company in the group of Gortune Investment Corporation Limited ("**Gortune**"), is a potential investor that not only provides financial support to the Company's group but also seems to have the capacity to contribute to the sustainable development and growth of various business aspects within the Company's group.

Gortune, a Chinese private investment company initially established by Guangdong Province joint by the private sectors who are leaders in various industries with experiences in investing in a number of businesses, especially within the financial services business, wishes to invest in the Company, by its affiliates i.e. (1) Gortune HK, (2) Gortune Industry Company Limited ("**Gortune Industry**") and (3) Gortune Commerce Company Limited ("**Gortune Commerce**") (collectively, the "**Investors**"), to purchase the Company's newly issued ordinary shares in the amount of 288,000,000 shares, with the par value of THB 1.60 per share, which represent a total of not exceeding 33.18 percent of the total issued shares of the Company after the Private Placement Transaction, at the offering price of THB 2.30 per share, with a total value of THB 662,400,000 (the "**Private Placement Transaction**"). In addition to such Private Placement Transaction, the Company has been informed that Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company, namely PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD ("**PILGRIM**") in the amount of 85,130,000 shares, and Blue Whale Enrich Company Limited ("**Blue Whale**"), with MORGAN STANLEY & CO. INTERNATIONAL PLC ("**MS**") acting as a custodian, in the amount of 29,870,000 shares (PILGRIM and Blue Whale collectively, the "**Existing Share Sellers**"), totaling 115,000,000 shares, at the purchase price of THB 2.50 per share, representing 13.25 percent of the total issued shares of the Company after the Private Placement Transaction (the "**Share Purchase Transaction**"). This will result in Gortune HK holding approximately 29.77 percent, Gortune Industry holding approximately 10.66 percent, and Gortune Commerce holding 6.00 percent of the total issued shares of the Company after the Private Placement Transaction and the Share Purchase Transaction. The Investors will collectively hold shares with the highest voting rights in the Company, representing not exceeding 46.43 percent of the total issued shares of the Company after entering the Private Placement Transaction and Rights Offering Transaction.

In addition, as mentioned above, the Company group needs to use a substantial amount of money for its investment. The Board of Directors opinioned to propose to the shareholders' meeting in Agenda 7, to consider and approve the increase of the registered capital of the Company in the amount of not exceeding THB 1,388,687,137.60 by issuing the newly issued ordinary shares in the amount of not exceeding 867,929,461 shares, with a par value of THB 1.60 per share, via rights offering (the "**Rights Offering Transaction**"). In this regard, the Company has been informed by the Investors that the Investors may oversubscribe for the newly issued ordinary shares under the Rights Offering Transaction if there are newly issued ordinary shares remaining as a result of the existing shareholders surrendering their rights to subscribe for such shares. However, the Investors will not over-subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investor would hold more than 49.99 percent of the total number of issued shares of the Company after the Rights Offering Transaction.

Gortune has experience in investing in a number of businesses with a total investment value of over USD 3 billion. Thus, it would boost the potential of the business of the Company's group by relying on the potential of Gortune's investment

ecosystem, especially in the financial services business, which would promote the securities business of the Company's group in a number of aspects, such as the opportunity to increase business value by expanding the customer base, especially Chinese customers, and the passing on the technology which is an important factor that will contribute to the sustainable success and growth of the Company's group. Gortune has no plans to significantly change the policy or management plan of the Company. The Company still aims to focus on being a leader in the securities brokerage business, Investment Banking Business and Wealth Management business. However, after Gortune becomes a shareholder of the Company, Gortune will propose a new strategic plan for studying the opportunities to expand its business into asset management company providing wealth management services to customers through mutual funds, private funds, provident funds or other financial service businesses.

In this regard, Gortune will appoint representatives to serve as directors in the Company, totaling 3 people, to replace the existing directors, whereby 2 of 3 directors will be authorized directors of the Company. In this regard, Gortune is in the process of recruiting directors with suitable qualifications to be the Company's directors as detailed in the Notice which had been sent to shareholders.

In this regard, it is deemed appropriate to propose to the meeting to consider and approve the issuance and offering of the Company's newly issued ordinary shares in the amount of 288,000,000 shares, with the par value of THB 1.60 per share to specific investors (Private Placement) i.e. (1) Gortune HK, in an amount of not exceeding 143,383,695 shares, (2) Gortune Industry, in an amount of not exceeding 92,540,537 shares, and (3) Gortune Commerce, in an amount of not exceeding 52,075,768 shares, at the offering price of THB 2.30 per share, with a total value of THB 662,400,000.

Afterward, the MC reported to the Meeting that Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert according to the Notification Re: Relationships or Behaviors which are considered as Acting in Concert and the compliance with Sections 246 and 247 of the Securities and Exchange Act B. E. 2535 (1992) (as amended). The Private Placement Transaction is an offering of securities through a private placement where the shareholders' meeting has resolved to explicitly determine the offering price which is not considered an offer of the newly issued shares at a price lower than the market price of the Company's shares according to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended) (the "**PP Notification**") provided that the offering price of THB 2.30 per share is not considered an offer of newly issued shares at a price lower than 90 percent of the weighted average price of the Company's shares in the Stock Exchange of Thailand (the "**SET**") for the past 12 consecutive business days before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting. This is a period sufficient to cover both the trading volume and the trading price which reflects the market price of the Company's shares (during 10 - 27 November 2023) which is THB 2.55. Nonetheless, the Private Placement Transaction is considered an offering of the newly issued shares through a private placement which is significant according to the PP Notification given (1) after entering the Private Placement Transaction, the Investors will collectively hold shares with the highest voting rights in the company, representing not exceeding 46.43 percent of the total issued shares of the Company after entering the Private Placement Transaction and Rights Offering Transaction and (2) the Private Placement Transaction may cause an impact on the voting rights of the existing shareholders (Control Dilution) of not less than 25 percent, considering the number of paid-up shares before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting. Therefore, the Company must procure an opinion of the independent financial advisor to support the consideration of the shareholders' meeting for the consideration and approval of the Private Placement Transaction.

However, the newly issued shares under the said Private Placement Transaction do not trigger the conditions which prohibit the sales (Silent Period) according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Considering Requests to List Newly Issued Ordinary Shares or Preferred Shares as Listed Securities B. E. 2558 (2015) (as amended).

Given the person(s) nominated by the Investors will be appointed as the executive(s) of the Company, the Private Placement Transaction is therefore considered a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (the “**Notifications on Connected Transactions**”). The size of this connected transaction is equivalent to 55.40 percent of the value of the net tangible assets (NTA) of the Company as shown in the Company's consolidated financial statements, which has been reviewed by a certified public accountant, for the accounting period ending 30 September 2023, which exceeds 3 percent of the value of the net tangible assets of the Company and considered a large transaction. Therefore, the Company is required to disclose information regarding the transaction to the SET, appoint an independent financial advisor and hold a shareholder's meeting of the Company to approve the said transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and are entitled to vote, excluding the votes from shareholders with a conflict of interest. The Company has no other connected transactions between the Company and the Investors in the 6-month period prior to entering into the Private Placement Transaction.

After the acquisition of shares under the Private Placement Transaction, the Investors will have their collective shareholding in the Company exceeding 25 percent of the total voting rights in the Company after the completion of the Private Placement Transaction. As such, the Investors would be required to make a tender offer for all securities of the Company. Therefore, the Investors wish to request a waiver from making a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorKor. 29/2561 Re: Criteria for a Waiver of Tender Offer for All Securities of a Business by Relying on the Resolution of the Shareholders' Meeting of the Company (the “**Whitewash Notification**”), as detailed in the relevant information on the application for a waiver from the requirement to make tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) (Enclosure 4 which had been sent to shareholders together with the Notice), Request form for shareholders' meeting resolution to approve acquisition of new securities without requirement to make a tender offer for all securities of the business (Form 247-7) (Enclosure 5 which had been sent to shareholders together with the Notice) and the report on opinion of the independent financial advisor in respect of the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) (Enclosure 6 which had been sent to shareholders together with the Notice).

Therefore, in entering the Private Placement Transaction which is considered a connected transaction, the Company is required to proceed as follows:

- (1) disclose information regarding the Private Placement Transaction to the SET in accordance with the PP Notification and the Notifications on Connected Transactions;

- (2) obtain approval from the shareholders' meeting which must be passed by a vote of not less than three-quarters of the total number of votes from shareholders who attend the meeting and are entitled to vote, excluding the votes casted by shareholders who have conflict of interest from the calculation base; and
- (3) appoint an independent financial advisor (IFA) to opine the said transaction by sending a report of the opinion of the independent financial advisor to shareholders for their consideration together with the invitation to the shareholders' meeting. In this regard, the Company has appointed a financial advisor from Capital Advantage Company Limited as an independent financial advisor for entering the Private Placement Transaction.

In addition to such Private Placement Transaction, Gortune HK will purchase existing ordinary shares from the Existing Share Sellers as details mentioned above. In this regard, after the completion of the Private Placement Transaction and the Share Purchase Transaction, the Company will issue and offer newly issued shares to existing shareholders in proportion to their shareholding (Rights Offering) under the Rights Offering Transaction, as detailed in the capital increase report form (F53-4) (Enclosure 3 which had been sent to shareholders together with the Notice). The Investors will be one of the shareholders who are entitled to subscribe for the newly issued ordinary shares which will be offered to the shareholders in proportion to their shareholding. In this regard, the Company has set a date to determine the shareholders who will be entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date) on 6 March 2024 and the dates for the subscription of the newly issued ordinary shares offered to existing shareholders during 25 – 29 March 2024.

It is important to note that the Private Placement Transaction and the Rights Offering Transaction (collectively, the **“Issuance and Offering of Newly Issued Ordinary Shares Transaction”**) are contingent upon obtaining approval from the shareholders' meeting of the Company and all conditions precedent under the relevant share subscription agreement have been satisfied or waived by the parties thereunder. Furthermore, the agenda to approve the Private Placement Transaction and the Investors request for a waiver from making a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting of the Company (Whitewash) are conditional upon each other. If either one of the agenda items is not approved, the Company will not propose further for approval of the issuance and offering of the newly issued ordinary shares under the Private Placement Transaction and Rights Offering Transaction, and the Investors will cancel the Share Purchase Transaction as it is a condition of the Investors.

However, in the case where the shareholders' meeting of the Company resolved to approve the Private Placement Transaction and the waiver from making a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting of the Company (Whitewash), but not approve the Rights Offering Transaction, such event will not invalidate the resolution of the shareholders' meeting which approved the Private Placement Transaction. In such case, the Investors will continue to enter the Share Purchase Transaction.

In addition, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the assignment to the Chief Executive Officer to have the authority to consider and determine any other details necessary and related to the entering into the Private Placement Transaction (any changes in details shall not affect the price range and conditions as approved by the shareholders), including but not limited to:

- (1) to determine or amend any details necessary and related to the Private Placement Transaction, to determine the offering dates, subscription period and payment for shares;
- (2) to negotiate the terms and conditions of the share subscription agreement and/or other agreements and documents related to the Private Placement Transaction on behalf of the Company;

- (3) to sign agreements and documents, including but not limited to the share subscription agreements, including amending such agreements and documents.
- (4) to sign the applications, waiver request form, notices, and any documents related to the Private Placement Transaction, including contacting, applying the application or request for a waiver, submitting any other documents to officials or representatives of any relevant agencies, and listing the newly issued ordinary shares as a listed security on the SET; and
- (5) to carry out other actions necessary and related to the Private Placement Transaction for the completion of the Private Placement Transaction.

In this regard, the details regarding the Private Placement Transaction appear in the information memorandum on the issuance and offering of newly issued ordinary shares and connected transaction of Finansia X Public Company Limited (List 2) (Enclosure 2 which had been sent to shareholders together with the Notice), the capital increase report form (F53-4) (Enclosure 3 which had been sent to shareholders together with the Notice) and the report on opinion of the independent financial advisor in respect of (1) the private placement transaction, which is a connected transaction of the Company, and (2) the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) (Enclosure 6 which had been sent to shareholders together with the Notice).

The Board of Directors has considered and viewed that it was deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of the Company's newly issued ordinary shares in the amount of 288,000,000 shares, with the par value of THB 1.60 per share to specific investors (Private Placement), which are connected persons of the Company as well as the relevant authorization.

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

The MC then requested the Meeting to vote and informed that the resolution for this agenda shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base. In this regard, the names of shareholders with vested interest who are not entitled to vote on this agenda are as follows:

| No. | Names of Shareholders | Number of shares held in the Company (Shares) | The percentage of the total issued shares of the Company (%) |
|-----|--|---|--|
| 1. | PILGRIM | 170,269,978 | 29.36 |
| 2. | Blue Whale with MS acting as a custodian | 40,191,611 | 6.93 |
| 3. | Ms. Chayuda Jiaravanon | 9,500,000 | 1.64 |
| 4. | Mr. Chaval Jiaravanon | 9,500,000 | 1.64 |

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

Resolution: The Meeting considered and resolved to not approve the issuance and offering of the Company's newly issued ordinary shares in the amount of 288,000,000 shares, with the par value of THB 1.60 per share to specific investors (Private Placement), which are connected persons of the Company as well as the relevant authorization, where the voting results were as follows:

| Types of vote | Number of votes (1 share = 1 vote) | Percentage of shareholders and proxies attending the Meeting and casting their votes |
|---------------|---------------------------------------|--|
| Approved | 66,802,709 | 35.0662 |
| Disapproved | 123,701,856 | 64.9338 |
| Abstained | 0 | 0.0000 |
| Void | 0 | 0.0000 |

The MC reported to the Meeting that the consideration of Agenda 2 to Agenda 6 is conditional upon each other, when the Meeting resolved to disapprove Agenda 2. Therefore, no further consideration is given to all remaining agenda items, including Agenda 7 and Agenda 8, as already disclosed in the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2024, which comprises the following agenda items:

- Agenda 3 To consider and approve a waiver from the requirement to make a tender offer for all securities of the business by virtue of a resolution of the shareholders' meeting of the Company (Whitewash)
- Agenda 4 To consider and approve the reduction of the Company's registered capital by THB 2,373,702.40 from the existing registered capital of THB 930,260,840 to the registered capital of THB 927,887,137.60 by cancelling 1,483,564 unissued shares, with a par value of THB 1.60 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital
- Agenda 5 To consider and approve the increase of the registered capital of the Company in the amount of not exceeding THB 460,800,000 from the existing registered capital of THB 927,887,137.60 to the registered capital of not exceeding THB 1,388,687,137.60 by issuing the newly issued ordinary shares in the amount of not exceeding 288,000,000 shares, via private placement and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital
- Agenda 6 To consider and approve the allocation of the newly issued shares of the Company in the amount of not exceeding 288,000,000 shares, with a par value of THB 1.60 per share to Gortune HK, Gortune Industry, and Gortune Commerce, which is considered the issuance and allocation of the newly issued ordinary shares to specific investors (Private Placement) who are connected persons of the Company
- Agenda 7 To consider and approve the increase of the registered capital of the Company in the amount of not exceeding THB 1,388,687,137.60 from the existing registered capital of THB 1,388,687,137.60 to the registered capital of not exceeding THB 2,777,374,275.20 by issuing the newly issued ordinary shares in the amount of not exceeding 867,929,461 shares, with a par value of THB 1.60 per share, via rights offering at the allocation ratio of 1 existing share per 1 newly issued ordinary share, at the offering price of THB 2.30 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital
- Agenda 8 To consider and approve the allocation of the newly issued shares of the Company in the amount of 867,929,461 shares, with a par value of THB 1.60 per share to the existing shareholders in proportion to their shareholding (Rights Offering)

Agenda 9 Other matters (if any)

- None -

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

The Chairman then thanked all the shareholders for attending the Meeting and adjourned the Extraordinary General Meeting of Shareholders No.1/2024 at 14.55 hours.

Sign – *Pol. Gen. Visanu Prasattongosoth* –
(Pol. Gen. Visanu Prasattongosoth)
Chairman of the Meeting

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