

(Translation)

**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**

Date: 1 February 2024To: The Shareholders of Finansia X Public Company Limited

We, Gortune International Investment Holding Limited ("Gortune HK"), Gortune Industry Company Limited ("Gortune Industry") and Gortune Commerce Company Limited ("Gortune Commerce"), collectively, the "**Applicants**", residing at Room 601-03, Agricultural Bank of China, 50 Connaught Road Central, Hong Kong SAR China (for Gortune HK) and 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok, Thailand (for Gortune Industry and Gortune Commerce), Telephone No.: +85 221765688 (for Gortune HK) and 065-517-7051 (for Gortune Industry and Gortune Commerce), wish to request the resolution of the shareholders' meeting to approve our acquisition of new securities of Finansia X Public Company Limited (the "**Business**" or "**Company**") without the requirement to make a tender offer for all securities of the Business. In this regard, details are as follows:

1. The number of securities for which the resolution of the shareholders' meeting is requested ("Private Placement Transaction"):

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested
			Total number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Ordinary shares	-	Not exceeding 288,000,000	Not exceeding 33.18	Not exceeding 33.18	2.30 THB	Not exceeding 662,400,000 THB
Preferred shares	-	-	-	-	-	-
Warrants	Exercise ratio: Exercise period: Exercise price:	-	-	-	-	-

¹ The number of underlying shares = the number of units multiplied by the number of shares to be acquired from the exercise of purchase or conversion right per unit of securities of such issue.

² The total number of outstanding shares of the Business = the total number of outstanding shares of the Business after the issuance of shares for capital increase on this occasion + the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion.

³ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase on this occasion + the total voting rights of the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion.

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested
			Total number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Convertible debentures	Conversion ratio: Conversion period: Conversion price:	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
Total			Not exceeding 33.18	Not exceeding 33.18		Not exceeding 662,400,000 THB

2. **Shares currently held:**

(Information as at the submission date of the application for a waiver to the SEC Office)

Name	Class of shares	Number of Shares	Percentage in comparison with the total number of outstanding shares of the Business ⁴	Percentage in comparison with the total voting rights of the Business ⁵
I. The Applicant	-	-	-	-
II. Persons acting in concert with the Applicant	-	-	-	-
1.				
2.				
III. Related persons under Section 258 of the Persons under I	-	-	-	-
1.				
2.				
IV. Related persons under Section 258 of the Persons under II	-	-	-	-
1.				

⁴ The total number of outstanding shares of the Business = ordinary shares + preferred shares.

⁵ The total voting rights of the Business = the total voting rights of the outstanding shares of the Business.

Name	Class of shares	Number of Shares	Percentage in comparison with the total number of outstanding shares of the Business ⁴	Percentage in comparison with the total voting rights of the Business ⁵
2.				
Total		-	-	-

3. The number of securities and maximum voting rights after the acquisition of securities under 1:

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under 1.	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
I. Gortune HK	Ordinary shares	-	Not exceeding 143,383,695	Not exceeding 143,383,695	Not exceeding 16.52
	Preferred shares	-	-	-	-
	Warrants	-	-	-	-
	Convertible debentures	-	-	-	-
	Other securities (if any)	-	-	-	-
II. Persons acting in concert with Gortune HK	Ordinary shares	-	Not exceeding 92,540,537	Not exceeding 92,540,537	Not exceeding 10.66
1. Gortune Industry	Preferred shares	-	-	-	-

⁶ As for the number of underlying shares for convertible securities held prior to the request for the resolution, specify only the number of shares to be acquired from exercise of purchase or conversion right under convertible securities acquired from the previous grant of waiver from the requirement to make a tender offer for all securities of the Business prior to the request for the resolution at this time (if any).

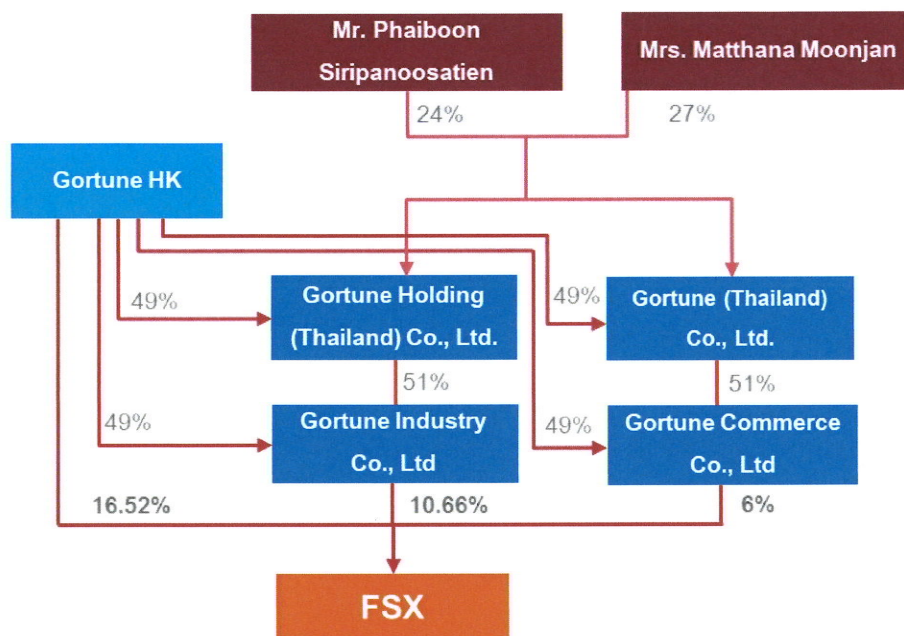
⁷ See Footnote 1

⁸ See Footnote 1

⁹ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase at this time + the total voting rights of the underlying shares for convertible securities held after the acquisition as specified in I to IV.

Name of person/ juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under 1.	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
	Warrants	-	-	-	-
	Convertible debentures	-	-	-	-
	Other securities (if any)	-	-	-	-
II. Persons acting in concert with Gortune HK 2. Gortune Commerce	Ordinary shares	-	Not exceeding 52,075,768	Not exceeding 52,075,768	Not exceeding 6.00
	Preferred shares	-	-	-	-
	Warrants	-	-	-	-
	Convertible debentures	-	-	-	-
	Other securities (if any)	-	-	-	-
III. Related persons under Section 258 of the Persons under I	-	-	-	-	-
IV. Related persons under Section 258 of the Persons under II	-	-	-	-	-
Total				Not exceeding 288,000,000	Not exceeding 33.18

Shareholding Structure of the Applicants in the Company After the Private Placement Transaction



4. In case the Applicants, related persons under Section 258 of the Applicants, the persons acting in concert with the Applicants or related persons under Section 258 of persons acting in concert, hold convertible securities or has other agreements which shall result in additional acquisitions of shares or convertible securities, specify the following:

- (1) *The number of shares and voting rights of shares to be additionally acquired from such agreement; or*
- (2) *Types and the ratio of purchase or conversion to share per one unit of securities, period of exercise of purchase or conversion right, and the number of shares and the voting rights to be acquired from exercise of purchase or conversion right under convertible securities held or to be acquired.*

None.

5. **Information relating to the Applicants:**

1. Gortune HK

Company name : Gortune International Investment Holding Limited

Type of business : Company which earns income from holding shares in other businesses (Holding Company)

Country of registration : Hong Kong, SAR China

Date of incorporation : 12 October 2016

Corporate registration number : 2437061

Registered capital (As of 28 November 2023)	:	HKD 23,000,000	
Paid-up Capital (As of 28 November 2023)	:	HKD 23,000,000	
Registered office	:	Room 601-03 Agricultural Bank of China, 50 Connaught Road Central, Hong Kong SAR China	
List of directors (As of 28 November 2023)	:	1. Mr. Quan Wang	Director
		2. Miss Xiaozhou Li	Director
		3. Miss Tongxin Ju	Director
List of shareholders¹⁰ (As of 28 November 2023)	:	Gortune Investment Corporation Limited (“Gortune”) (The shareholders of Gortune Investment Corporation Limited consist of juristic persons and no shareholder holds more than 20 percent of the total issued shares in Gortune Investment Corporation Limited)	Holding 100% of the shares
List of top 10 shareholders of Gortune¹¹ (As of 31 December 2023)		1. Zhuhai Xianfeng Yuefu Investment Partnership Enterprise (Limited Partnership) ¹²	Holding 15.63% of the shares
		2. Infore Group Co., Ltd. ¹³	Holding 12.50% of the shares
		3. Guangzhou Semi Business Services Co., Ltd. ¹⁴	Holding 9.38% of the shares
		4. Guangzhou Huadu Investment Co., Ltd. ¹⁵	Holding 7.81% of the shares

¹⁰ Such shareholding shall include shares held by the persons under Section 258, persons acting in concert and the persons under Section 258 of such persons acting in concert as well as the persons under the same person with power of control. In case any shareholder according to the above list of the top ten shareholders is a shareholder who, by circumstances, has material influence over the policy making, management or operation of the Applicant (such as, designation of any person of the Applicant as an authorized director) and has other person as the ultimate shareholder (such as, the shareholder whose status is a holding company or nominee account), the name of the person who is the ultimate shareholder and the nature of business of such person shall be specified.

¹¹ None of the top 10 shareholders has control over Gortune.

¹² The major shareholder is Infund Holdings Group Co., Limited, holding 99% of the shares. Mr. Xie Songfeng holds 70% of the shares in Infund Holdings Group Co., Limited.

¹³ The major shareholder is Mr. He Jianfeng, holding 88.09% of the shares.

¹⁴ The major shareholder is Ruyuan Jiayun Technology Co. Limited, holding 100% of the shares. Mr. Liu Wei holds 93% of the shares in Ruyuan Jiayun Technology Co. Limited ultimately.

¹⁵ The major shareholder is Guangdong Qisheng Business Service Co. Limited, holding 100% of the shares. Mr. Zhang Jiehua

5. Guangzhou Jiaxin Business Service Co., Ltd. ¹⁶	Holding 6.25% of the shares
6. Foshan Midea Enterprise Management Co., Ltd. ¹⁷	Holding 6.25% of the shares
7. Guangzhou Tengxichen Investment Co., Ltd. ¹⁸	Holding 6.25% of the shares
8. Guangzhou Star River Venture Capital Co., Ltd. ¹⁹	Holding 6.25% of the shares
9. Foshan Rongyue Enterprise Management Co., Ltd. ²⁰	Holding 6.25% of the shares
10. Guangdong Haitian Group Co., Ltd. ²¹	Holding 6.25% of the shares

2. Gortune Industry

Company name	:	Gortune Industry Co., Ltd.
Type of business	:	Company which earns income from holding shares in other businesses (Holding Company)
Country of incorporation	:	Thailand
Date of incorporation	:	27 November 2023
Corporate registration number	:	0105566224767
Registered capital (as of 28 November 2023)	:	THB 2,000,000
Paid-up capital (as of 28 November 2023)	:	THB 500,000
Registered office	:	33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District,

holds 99% of the shares in Guangdong Qisheng Business Service Co. Limited ultimately.

¹⁶ The major shareholder is Guangzhou Huantong Business Service Co. Limited, holding 100% of the shares. Mr. Zhou Weiliang holds 99% of the shares in Guangzhou Huantong Business Service Co. Limited ultimately.

¹⁷ The ultimate shareholder is Mr. He Xiangjian, holding 94.55% of the shares. Mr. He Xiangjian is the father of Mr. He Jianfeng, the major shareholder of Infore Group Co., Ltd, holding 88% of the shares.

¹⁸ The major shareholders are Yuan Changchang and Yuan Zhimin, each holding 50% of the shares.

¹⁹ The major shareholder is Guangdong Star River Property Group Co., Ltd., holding 100% of the shares. Mr. Huang Wenzai holds 92.68% of the shares in Guangdong Star River Property Group Co., Ltd. ultimately.

²⁰ The major shareholder is Foshan Jieyi Enterprise Management Co., Ltd., holding 100% of the shares. Mr. Wu Yeneng holds 70% of the shares in Foshan Jieyi Enterprise Management Co., Ltd. ultimately.

²¹ The major shareholder is Mr. Pang Kang, holding 48.75% of the shares.

	Bangkok	
List of directors (as of 28 November 2023)	1. Mr. Wenchang Chen	Director
	2. Mrs. Xiaozhou Li	Director
	3. Mr. Peng Wang	Director
List of shareholders²² (as of 28 November 2023)	1. Gortune International Investment Holding Limited	49%
	2. Gortune Holding (Thailand) Co., Ltd.	51%

3. Gortune Commerce

Company name	: Gortune Commerce Co., Ltd.	
Type of business	: Company which earns income from holding shares in other businesses (Holding Company)	
Country of incorporation	: Thailand	
Date of incorporation	: 27 November 2023	
Corporate registration number	: 0105566224805	
Registered capital (as of 28 November 2023)	: THB 2,000,000	
Paid-up capital (as of 28 November 2023)	: THB 500,000	
Registered office	: 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok	
List of directors (as of 28 November 2023)	1. Mr. Wenchang Chen	Director
	2. Mrs. Xiaozhou Li	Director
	3. Mr. Peng Wang	Director
List of shareholders²³	1. Gortune International	49%

²² Such shareholding shall include shares held by the persons under Section 258, persons acting in concert and the persons under Section 258 of such persons acting in concert as well as the persons under the same person with power of control. In case any shareholder according to the above list of the top ten shareholders is a shareholder who, by circumstances, has material influence over the policy making, management or operation of the Applicant (such as, designation of any person of the Applicant as an authorized director) and has other person as the ultimate shareholder (such as, the shareholder whose status is a holding company or nominee account), the name of the person who is the ultimate shareholder and the nature of business of such person shall be specified.

²³ Such shareholding shall include shares held by the persons under Section 258, persons acting in concert and the persons under Section 258 of such persons acting in concert as well as the persons under the same person with power of control. In case any shareholder according to the above list of the top ten shareholders is a shareholder who, by circumstances, has

(as of 28 November 2023)

Investment Holding
Limited

2. Gortune (Thailand) Co., 51%
Ltd.

6. Information regarding the Relationships of the Applicants

6.1 *Relationships between the Applicants and the Business, directors, executives, persons with power of control, or major shareholders of the Business, whether it is by way of shareholding, contract or agreement in force or to be executed on various matters (such as management, etc.) and mutual material agreement.*

Share issuer and offeror : The Company

Share offeree :

1. Gortune HK received an offering of 143,383,695 newly issued ordinary shares;
2. Gortune Industry received an offering of 92,540,537 newly issued ordinary shares; and
3. Gortune Commerce received an offering of 52,075,768 newly issued ordinary shares

Gortune HK, Gortune Industry and Gortune Commerce are juristic persons acting in concert.

Relationship with the Company :

The Applicants never had any relationship with the Company before entering the Private Placement Transaction. However, after entering the Private Placement Transaction, the Applicants will have collective shareholding in the Company exceeding 25 percent, but not exceeding 50 percent, of the total voting rights in the Company and the persons nominated by the Applicants will be appointed as an executive(s) and/or directors of the Company. As a result, the Applicants would be considered connected persons 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**").

Gortune HK is a juristic person in Gortune's group.

Gortune Industry and Gortune Commerce are newly established Thai juristic persons, in which the shares are

material influence over the policy making, management or operation of the Applicant (such as, designation of any person of the Applicant as an authorized director) and has other person as the ultimate shareholder (such as, the shareholder whose status is a holding company or nominee account), the name of the person who is the ultimate shareholder and the nature of business of such person shall be specified.

held by Gortune (through Gortune HK) and two Thai co-investors, namely Mr. Phaiboon Siripanoosatien and Mrs. Matthana Moonjan, who hold shares indirectly through Gortune Holding (Thailand) Co., Ltd. and Gortune (Thailand) Co., Ltd.

Before this capital increase, the Applicants had no relationship with the Company, the Company's Board of Directors, executives, controlling persons, or major shareholders. However, in this transaction, PILGRIM FINANSA INVESTMENT HOLDINGS (PTE.) LTD ("**PILGRIM**"), the major shareholder of the Company, has entered into the share purchase agreement with Gortune HK. Following the Private Placement Transaction, Gortune HK will purchase existing ordinary shares in the amount of 85,130,000 shares and 29,870,000 shares from PILGRIM and Blue Whale Enrich Company Limited ("**Blue Whale**") (with MORGAN STANLEY & CO. INTERNATIONAL PLC acting as a custodian), who are the existing shareholders of the Company, respectively, totaling 115,000,000 shares, representing 13.25 percent of the total issued shares of the Company after the Private Placement Transaction, at the purchase price of THB 2.50 per share ("**Share Purchase Transaction**"). As a result of this Share Purchase Transaction and the Private Placement Transaction, the Applicants will then hold shares in the Company totaling not exceeding 403,000,000 shares, representing 46.43 percent of the total voting rights of the Company, in which Gortune HK will hold not exceeding 258,383,695 shares in the Company, representing not exceeding 29.77 percent of the total voting rights of the Company, Gortune Industry will hold not exceeding 92,540,537 shares in the Company, representing not exceeding 10.66 percent of the total voting rights of the Company, and Gortune Commerce will hold not exceeding 52,075,768 shares, representing not exceeding 6.00 percent of the total voting rights of the Company.

It is important to note that Gortune HK will not enter the Share Purchase Transaction if the Private Placement Transaction and a waiver from making a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting (Whitewash) of the Applicants are not approved by the Extraordinary General Meeting Of Shareholders No. 1/2024 of the Company.

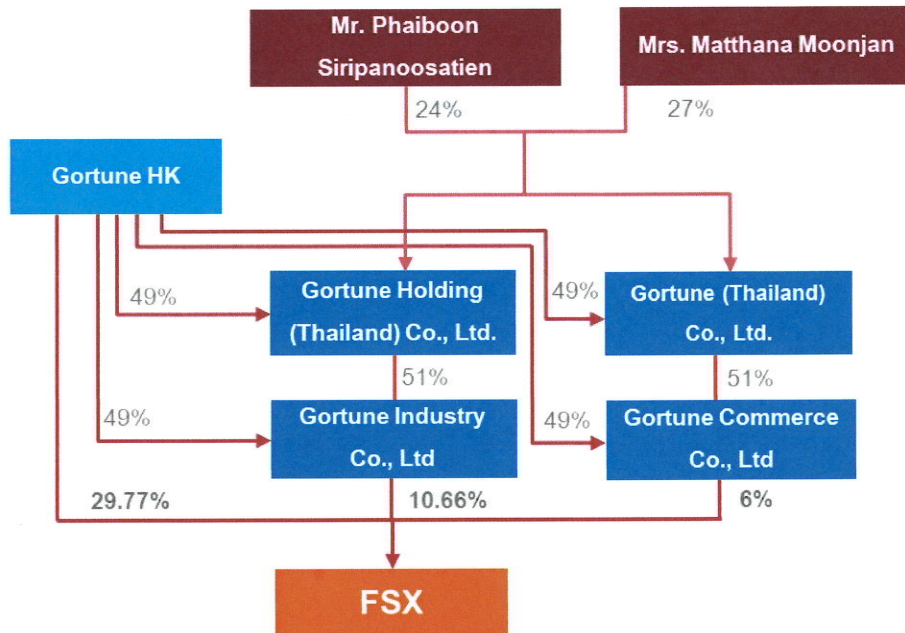
Upon the completion of the Private Placement Transaction and the Share Purchase Transaction, Gortune HK's and Gortune Industry's shareholding in the Company will account for 29.77 and 10.66 percent of its total voting rights, respectively, which will result in a change of major shareholders in the Company's subsidiaries operating the securities business and digital asset business, which are, Finasia Syrus Securities Public Company Limited (FSS), FSS International Investment Advisory Securities Company Limited (FSSIA), Finansa Securities Company Limited (FSL), and Finasia Digital Asset Company Limited (FDA). According to the relevant laws, Gortune HK, Gortune Industry and their relevant indirect major shareholders must obtain approval to become major shareholders from the Office of the Securities and Exchange Commission (the "**SEC Office**").

In addition, following the completion of the Private Placement Transaction and the Share Purchase Transaction, for the capital increase, the Company will issue ordinary shares to its existing shareholders pro rata to their shareholding

(rights offering) (the "**Rights Offering Transaction**"). The Applicants will be among the shareholders who are entitled to subscribe to these ordinary shares, and may exercise their right to subscribe to the Company's shares. The Applicants may also exercise their right to oversubscribe to any shares that may remain if any existing shareholders waive their right to subscribe to the shares. However, as part of the Rights Offering Transaction, the Applicants will ensure that their subscription will not cause their shareholding to exceed 49.99 percent of the Company's total shares sold after the Rights Offering Transaction. Notwithstanding the aforementioned, for the Rights Offering Transaction to take effect, prior approval by a meeting of the Company's shareholders is required, and all conditions precedent under the share subscription agreement between the Company and the Applicants, as part of the Private Placement Transaction, must be fulfilled, or any conditions precedent under it are exempted by the other party.

Shareholding Structure of the Applicants in the Company
Purchase Transaction

After the Share



In this connection, the key terms and conditions under the share subscription agreement between the Company and the Applicants under the Private Placement Transaction are as follows:

Share Subscription Agreement between the Company and the Applicants

- Parties : 1. The Company (as the issuer)
2. Gortune HK (as the subscriber)
3. Gortune Industry (as the subscriber)
4. Gortune Commerce (as the subscriber)

The person(s) nominated by the Applicants will be appointed as an executive(s) and/or directors of the Company. As a result, the Applicants would be considered connected persons of the Company according to the Notifications on Connected Transactions.

- Key Conditions Precedent : 1. The shareholders' meeting of the Company shall have resolved to approve the Private Placement Transaction to the Applicants and approve a waiver from making a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting (Whitewash) of the Applicants; and
2. The Applicants shall have obtained a waiver from making

a tender offer for all securities of the Company by relying on the resolution of the shareholders' meeting (Whitewash) of the Applicants from the SEC Office.

Other Key Conditions : FSS, a subsidiary of the Company, to form cooperation with Gortune's investment ecosystem to enhance FSS's capabilities in securities business and related services.

6.2 *In case the Applicants are connected persons of the Business pursuant to the Notification of the Capital Market Supervisory Board governing connected transactions, the nature of relationship as connected person of the Business, such as, being a director, an executive or major shareholder of the Business, shall be specified.*

Currently, the Applicants are not connected persons of the Company. However, after entering into the Private Placement Transaction, the person(s) nominated by the Applicant(s) will be appointed as an executive(s) and/or directors of the Company. As a result, the Applicants would then be considered as connected persons of the Company according to the Notifications on Connected Transactions.

7. List of the Applicants' related persons under Section 258, persons acting in concert and related persons under Section 258 of such persons acting in concert who are shareholders of the Business as at the date of identifying the shareholders having the right to attend the meeting, namely, on 18 December 2023.

None.

8. List of board of directors according to the latest list of directors of the Business as at 28 November 2023 and the expected list of directors after the acquisition of newly issued securities under 1.

Names	Positions
1. Mr. Chatchaval Jiaravanon	Chairman
2. Mr. Chuangchai Nawongs	Chief Executive Officer, President, Director
3. Mr. Vorapak Tanyawong	Vice Chairman
4. Mr. Somphop Keerasuntonpong	President, Director
5. Mr. Seksan Chunsereechai	Director
6. Mrs. Pornpring Suksantisuwan	Director
7. Pol. Gen. Visanu Prasattongsoth	Independent Director, Chairman of the Audit Committee
8. Mr. Kittisak Bencharit	Independent Director, Audit Committee

After the Private Placement Transaction, the board of directors will continue to consist of 9 members as before. The Applicants will appoint at least 3 representatives, 2 of which will be authorized directors, to serve as directors in the Company to replace existing directors.

Currently, the Applicants are in the process of selecting directors who possess suitable qualifications to fulfill the positions of the Company's directors, whose appointment will be subject to the approval of the board of directors meeting and/or shareholders meeting of the Company, according to the Company's articles of association and relevant laws.

9. Operation plan after the acquisition of securities under 1:

9.1 Business Management Policy and Plan

Background of Gortune

Gortune is a prominent asset management corporation based in Guangzhou, China. Founded in 2016, Gortune was sponsored by the government of Guangdong Province in collaboration with leading players in various industries, giving it a unique position in the market. With the paid-up registered capital of RMB 16 billion, Gortune and its group has invested in a wide variety of sectors, with one of its main focuses being financial services sector.

Gortune's corporate strategy is constructed by the three major businesses of investment banking, industrial investment and asset management as summarized below.

Investment Banking

In addition to providing capital support, technical support and operational resources, investment banking service also provides enterprises with full-cycle, full-scene and all-round comprehensive support and empowerment through investment banking thinking and professional capabilities such as restructuring, mergers and acquisitions, and spin-off.

Industrial Investment

The industrial investment business is the circular direct investment on new energy, life science, agricultural modernization, consumption, high-end manufacturing as well as on the upstream and downstream of the industrial chain. Gortune has made significant investment in the lithium battery material industry and has become a key shareholder of China Baoan Group Co., LTD., whose holding subsidiary, BRT New Materials Group Co., LTD., is the world's largest supplier of anode materials in lithium battery.

With the development of medical technology, Gortune continuously explores new opportunities in the field of biomedicine through cooperation with listed companies and local governments. Gortune has invested in Liaoning Chengda and became its biggest shareholder. The holding subsidiary of Liaoning Chengda, Chengda Biology, is the global human rabies vaccine leader.

Asset Management

Combined with wealth management, Gortune's asset management serves the majority of small and medium-sized customers, helps the transformation of household's asset allocation, and achieves wealth appreciation.

Founded in 2017, Gortune Private Fund Management Co., LTD. (referred to as Gortune Fund) is an equity investment platform controlled by Gortune and registered in China as a private equity fund manager in February 2017. Gortune Fund helps entities grow steadily by building a platform for enterprises to access the capital market. In addition

to providing capital support for enterprises, Gortune Fund also provides full cycle, full scene support to invested enterprises by giving strategic consulting advice, industrial resources and investment banking services.

Gortune Investment Private Equity Fund Management (Shenzhen) Co., LTD, a subsidiary of Gortune Fund, was established in November 2020 and was registered in China as a private equity investment fund manager in October 2022. The core investment team has served as fund managers of public funds and social security funds, and has rich experience in fund management and investment operation.

Gortune Alternative Investment (Zhuhai Hengqin) Co., LTD. is an alternative asset management investment company led by Gortune and jointly established with a group of professionals who focus on alternative investment in China. It focuses on various special investments in economic restructuring and industrial transformation and upgrading.

Main Companies under Gortune's Group

Names of Companies	Types of Companies	Business
1. Shaoguan Gaoteng Enterprise Management Co., LTD.	wholly-owned subsidiary	holding company (mainly holding 15.3% of the shares in Liaoning Chengda)
2. Shaoguan Gaochuang Enterprise Management Co., LTD.	wholly-owned subsidiary	holding company (mainly holding 16.03% of the shares in China Baoan Group Co., LTD.)
3. Shaoguan Gaohua Enterprise Management Co., LTD.	wholly-owned subsidiary	holding company
4. Gortune (Guangzhou) Financial Investment Co., LTD.	wholly-owned subsidiary	investment company in infrastructure and property business
5. Gortune International Investment Holding Limited	wholly-owned subsidiary	holding company
6. Zhuhai Gaoteng Enterprise management Co., LTD.	holding subsidiary	holding company
7. Gortune Private Fund Management Co., LTD.	holding subsidiary	asset management
8. Gortune Investment Private Equity Fund Management (Shenzhen) Co., LTD.	holding subsidiary of Gortune Fund	asset management

Names of Companies	Types of Companies	Business
9. Gortune Alternative Investment (Zhuhai Hengqin) Co., LTD.	holding subsidiary	alternative investment
10. Guangdong Central Kitchen Union Co., LTD.	holding subsidiary	food processing
11. China Baoan Group Co., LTD.	Shaoguan Gaochuang Enterprise Management Co., LTD. holds 16.03% of the shares	investment company in lithium battery material and pharmaceuticals business
12. Liaoning Chengda	Shaoguan Gaoteng Enterprise Management Co., LTD. holds 15.3% of the shares	investment company in financial, energy and pharmaceuticals business

Business operation of the Company after the Private Placement Transaction and the Share Purchase Transaction

After the Private Placement Transaction and the Share Purchase Transaction, the Company would be poised to leverage the robust credibility and expansive network of Gortune. This strategic alliance would uniquely enable the Company to tap into the lucrative Chinese market, offering an unparalleled opportunity for growth and expansion. After becoming a major shareholder of the Company, Gortune and Gortune's group do not have a future business plan to apply for any securities license in Thailand or to enter into a strategic partnership with any other securities companies in Thailand. Gortune's focus in the securities business in the Thai market will be expanded through the collaboration with the Company.

The securities brokerage operated by FSS will benefit from cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance such as GF Securities, one of the leading securities companies in China, which may cover the following aspects.

(1) Securities brokerage

Although FSS is already a leading online broker in Thailand, using the HERO mobile app to accommodate retail investors, it can enhance its online business by collaborating with Gortune and leveraging their technological know-how and resources, particularly by:

- (a) adding more products, such as funds, bonds, and global equities, to its mobile trading application (similar to applications of securities companies in China);

- (b) deploying AI features to support various functions, such as robo advisors, digital marketing, customer service, research, investment banking, and risk management;
- (c) developing a product management platform for usage by both investment consultants and clients, enabling them to have access to all investment products and make recommendations;
- (d) developing an integrated back-office solution to consolidate client accounts; and
- (e) enlarging margins in financing business (by using the funds from the capital increase) to meet clients' financing needs.

(2) Investment banking

FSS' investment banking services can be improved by cooperation with Gortune, as follows;

- (a) FSS will become a major Thai financial advisor for Chinese investors seeking investment opportunities in Thailand through their M&A activities. The cooperation between FSS and Gortune will help FSS expand its business in China-Thailand M&A and enhance FSS' international M&A market competitiveness and service capabilities; and
- (b) FSS will become a trusted financial advisor for Chinese-owned companies in Thailand in a wide variety of transactions, including IPOs (domestic, international, and dual listings) and post-IPO transactions.

(3) Research

As research is a key factor driving the growth of securities companies, FSS is committed to building an international, talented, and experienced research team to provide objective, independent and professional research services to clients. Coupled with Gortune's research know-how, FSS plans to use this research to provide robust support for its investment banking and asset management businesses.

(4) Asset management

To conduct a feasibility study for the establishment of an asset management company or provision of other financial services in Thailand (whether through FSS' own effort (organic growth) or an acquisition of a company) to support FSS' future operations.

Gortune's founder and senior management team successfully established leading asset management firms in China. The cooperation with Gortune can help FSS expand its business from traditional business such as brokerage, investment banking, etc., to asset management by leveraging Gortune's experience and resources.

(5) Global products and cross-trading

By cooperating with Gortune, FSS will have access to global and regional products, especially in Chinese capital markets. For example, funds and ETFs

that are currently issued or sold on the Shanghai, Shenzhen, and Hong Kong stock exchanges can be structured and offered to Thai investors, subject to applicable law. Thai investors will have the opportunity to invest in the Chinese high-tech industry, such as the EV and AI fields.

(6) Risk management

With increasing complexity in the securities business, and a diversified range of financial risks, risk management is necessary for the healthy development of FSS. Furthermore, a strong and reliable back-end system is a guarantee for orderly operations. FSS will comprehensively enhance its financial technology services to further improve its risk management system. This plan will ensure that FSS will be able to leverage Gortune's ecosystem to become a leading one-stop financial services provider, with expertise in Chinese capital markets in Thailand.

Administrative restructuring

After the Private Placement Transaction, the Applicants will appoint at least three representatives to serve as directors in the Company, replacing the existing directors. The Applicants are in the process of selecting qualified directors, whose appointment will be subject to the approval of the board of directors meeting and/or shareholders meeting of the Company, according to the Company's articles of association and relevant laws. In the next 12 months, the Applicants have no plans to materially alter the structure of the Company's staffing. Otherwise, the Applicants will ensure that the Company complies with its articles of association and the relevant laws.

Dividend policy

In the next 12 months, the Applicants have no plan to materially change the Company's dividend policy and will take into account the Company's performance, business expansion plans, and long-term returns for shareholders. If the Company needs to be more efficient and more competitive given the changing business conditions and financial position of the Company in each relevant period, the Applicants may consider reviewing and adjusting the Company's dividend policy. In that case, the Applicants will ensure that the Company complies with its articles of association and the relevant laws.

Plans to dispose of core assets

In the next 12 months, the Applicants have no plan to materially dispose of any of the Company's or its subsidiaries' core assets unless any significant event occurs or is expected to occur, which may affect the Company's operating performance. If the Company disposes any of its assets, the Applicants will ensure that the Company complies with its articles of association and the relevant laws.

Financial restructuring

In the next 12 months, the Applicants have no plan to materially alter the Company's financial structure except where there is a material change in economic circumstances or financial status of the Company. In that case, the Applicants will ensure that the Company complies with its articles of association and the relevant laws.

9.2 Connected Transactions

Currently, the Applicants are not connected persons of the Company. However, after entering into the Private Placement Transaction, the person(s) nominated by the Applicant(s) will be appointed as an executive(s) and/or directors of the Company. As a result, the Applicants would then be considered as connected persons of the Company according to the Notification of the Capital Market Supervisory Board governing connected transactions.

After the Private Placement Transaction, the Applicants do not expect that there will be any related party transactions between the Company and the Applicants. If there is an occurrence of any related party transaction between the Company and the Applicants in the future, the Applicants will comply with the relevant rules and regulations including the Notifications on Connected Transactions.

However, given the cooperation between FSS and Gortune's investment ecosystem, which may include its affiliates and business alliance as mentioned above, FSS and Gortune's affiliates and business alliance may enter into future agreements to set out terms on the joint use of technologies and resources for cross-border cooperation, product research, and customer management etc. Any transactions arising from the agreements will be valued at a fair market price.

10. We have duly submitted this written request for the resolution of the shareholders' meeting to the SEC Office. The SEC Office shall grant a waiver from the requirement to make a tender offer for all securities of the Business, subject to the following conditions:

10.1 The shareholders' meeting passes the resolution granting the approval for the Business to issue new securities to us, provided that:

- (1) In case the number of securities we intend to acquire under 1 will not cause us to become a shareholder with the voting right reaching or exceeding 50 percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote; or
- (2) In case the number of securities we intend to acquire under 1 will cause us to become a shareholder with the voting right reaching or exceeding 50 percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and no shareholders, with the aggregate voting rights of five percent or more of the total number of votes of the shareholders attending the meeting and having the right to vote, object to the application for a waiver, and the securities to be acquired shall be the securities remaining from the offering to the existing shareholders in proportion to the number of shares already held by each shareholder or the shares remaining from the exercise of the transferable subscription rights by the holders.

In this regard, in case we are a shareholder of the Business, we shall have no right to vote on such agenda including the Applicants' related persons under Section 258, persons acting in concert and related persons under Section 258 of such persons acting in concert.

- 10.2 The shareholders have sufficient information for decision making, whereby the notice of the shareholders' meeting of the Business contains the details at least as prescribed in the Notification of the SEC Office governing this matter.
- 10.3 We and our related persons under Section 258, persons acting in concert and related persons under Section 258 of such persons acting in concert shall not acquire securities of the Business from the date on which the board of directors passes the resolution to issue new securities to us until the date on which the shareholders' meeting of the Business passes the resolution.
- 10.4 In case the securities to be acquired by us under 1 is considered as an offer of newly issued shares by way of private placement, it shall comply with the Notification of the Capital Market Supervisory Board governing the grant of permission for a listed company to offer newly issued shares by way of private placement, which provides the conditions for the calling for the shareholders' meeting of the Business, the notice of the shareholders' meeting of the Business, and the resolution of the shareholders' meeting of the Business, and that the other relevant undertakings relating to such agenda shall be in accordance with the rules as specified in such Notification.
- 10.5 In case the Applicants are connected persons of the Business pursuant to the Notification of the Capital Market Supervisory Board governing connected transactions, it shall comply with such Notification.

Enclosure 5

We hereby certify that the foregoing information is accurate, complete, and true without misleading information, and no concealment has been made on any material facts which should be disclosed.

Applicant

(Signature) _____ - Signature - _____

(Xiaozhou Li)

(Gortune International Investment Holding Limited)

Enclosure 5

We hereby certify that the foregoing information is accurate, complete, and true without misleading information, and no concealment has been made on any material facts which should be disclosed.

Applicants

(Signature) _____ - Signature - _____

(Wenchang Chen)

(Gortune Industry Company Limited)

(Signature) _____ - Signature - _____

(Wenchang Chen)

(Gortune Commerce Company Limited)