

**Opinion of the Independent Financial Advisor
Concerning the Issuance and Offering of New Ordinary Shares
of the Company through Private Placement (PP),
which is Considered as a Significant Transaction and
the Connected Transaction,
and
the Request 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 of the Business
(Whitewash)**

(Supporting Document for Agenda 2 and 3 of
the Extraordinary General Meeting of Shareholders No. 1/2027)

of



Finansia X Public Company Limited

The Independent Financial Advisor



Capital Advantage Company Limited

January 22, 2024

- TRANSLATION -

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Finansia X 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.

No. 015/2024

January 22, 2024

Subject: Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement (PP), which is Considered as a Significant Transaction, the Connected Transaction, and the Request 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 of the Business (Whitewash) of Finansia X Public Company Limited

Attention: Shareholders
Finansia X Public Company Limited

Attachments: 1) Information of Gortune Investment Corporation Limited
2) Industry Outlook and Competition in Securities Business

Business overview and operating performance of Finansia X Public Company Limited is shown in Clause 3.5 – 3.9 of Information Memorandum Concerning the Issuance and Offering of New Ordinary Shares and the Connected Transaction (Enclosure 2), which is enclosed with the notification of this Extraordinary General Meeting of Shareholders and can be viewed on www.finansiax.com and www.set.or.th

References: 1) Resolutions of the Board of Directors' Meeting No. 6/2023 of Finansia X Public Company Limited held on November 28, 2023;
2) Information Memorandum Concerning the Issuance and Offering of New Ordinary Shares and the Connected Transaction of Finansia X Public Company Limited dated November 28, 2023;
3) Details of 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) of Finansia X Public Company Limited, dated November 28, 2023;
4) Capital Increase Form of Finansia X Public Company Limited, dated November 28, 2023;
5) Draft Request Form for Resolution of the Shareholders' Meeting to Approve the Acquisition of New Securities Without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7);
6) Registration Statement and Form for Tender Offer (Form 69/247-1) of Finansia X Public Company Limited dated June 9, 2023;
7) Annual Registration Statement (Form 56-1) of Finansia X Public Company Limited for the year ended December 31, 2020 and Annual Registration Statement/Annual Report (Form 56-1 One Report) for the year ended December 31, 2021 – 2022;
8) Audited consolidated financial statements of Finansia X Public Company Limited for the period from March 23, 2022 (date of incorporation) to December 31, 2022, and reviewed financial statements for the 9-month period ended September 30, 2023;
9) Audited consolidated financial statements of Finansia Syrus Securities Public Company Limited for the 12-month period ended December 31, 2020 – 2022 and reviewed financial statements for the 9-month period ended September 30, 2023;
10) Share Subscription Agreement dated November 28, 2023; and
11) Company Affidavit, Memorandum of Association, and other information and documents, as well as interviews with the management and relevant staff of Finansia X Public Company Limited and Finansia Syrus Securities Public Company Limited.

- Disclaimers:
- 1) Results of the study conducted by Capital Advantage Company Limited (the "Independent Financial Advisor" or "IFA" or "CapAd") in this report are based on information and assumptions provided by management of Finansia X Public Company Limited and Finansia Syrus Securities Public Company Limited, as well as information disclosed to the public on the websites of the Securities and Exchange Commission (www.sec.or.th) and the Stock Exchange of Thailand (www.set.or.th).
 - 2) The Independent Financial Advisor shall not be responsible for profits or losses and any impacts resulting from the transaction.
 - 3) The Independent Financial Advisor conducted the study with knowledge, skills, and cautiousness in accordance with the professional ethics.
 - 4) The Independent Financial Advisor considered and provided its opinions based on the situation and information at the present. If such situation and information change significantly, the study results in this report may be affected.

The Board of Directors' Meeting of Finansia X Public Company Limited ("the Company" or "FSX") No. 2/2023, held on November 28, 2023, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024 via electronic means, to consider and approve significant matter relevant to a connected transaction and other related matters as follows (*based on the agenda of the Extraordinary General Meeting of Shareholders No. 1/2024*):

Agenda 2 To consider and approve the issuance and offering of 288,000,000 new ordinary shares of the Company, with par value of Baht 1.60 per share, to specific investors (Private Placement), which are connected persons of the Company

The Company will propose the shareholders' meeting to consider and approve the issuance and offering of not exceeding 288,000,000 new ordinary shares, with par value of Baht 1.60 per share, through private placement ("PP") to (1) Gortune International Investment Holding Limited ("Gortune HK"),¹ in an amount of 143,383,695 shares, (2) Gortune Industry Company Limited ("Gortune Industry"), in an amount of 92,540,537 shares, and (3) Gortune Commerce Company Limited ("Gortune Commerce"), in an amount of 52,075,768 shares (collectively referred to as the "Investors"),² at the offering price of Baht 2.30 per share, with a total value of Baht 662,400,000, which constitutes a connected transaction of the Company (the "Private Placement Transaction" or "**Transaction 1**").

The offering price of Baht 2.30 per share is not considered as an offer for sale of newly issued shares through private placement at a price lower than market price of the Company's shares according to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2565 Re: Approval of the Offer of Newly Issued Shares through Private Placement (the "Notification on PP Shares Offering").

In addition to the Private Placement Transaction, the Company has been informed that Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company, consisting of (a) Pilgrim Finansa Investment Holdings (Pte.) Ltd. ("PILGRIM") in the amount of 85,130,000 shares, and (b) Blue Whale Enrich Company Limited ("Blue Whale"), with Morgan Stanley & Co. International Public Company Limited ("MS") acting as the custodian, in the amount of 29,870,000 shares, totaling 115,000,000 shares, representing 13.25% of total issued shares of the Company, at the offering price of Baht 2.50 per share (collectively referred to as the "Share Purchase Transaction"). This will result in Gortune HK holding approximately 29.77% of total issued shares of the Company after the Private Placement Transaction. Combined with the shareholding of Gortune Industry and Gortune Commerce, the Investors will together hold approximately 46.43% of total issued shares of the Company after the Private Placement Transaction.

However, the Investors will not enter into the Share Purchase Transaction if the Private Placement Transaction and the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the

¹ Gortune HK is a wholly-owned subsidiary of Gortune Investment Corporation Limited ("Gortune"). Please refer to shareholding structure of Gortune in Transaction 1 – Part 1, Clause 1.3, of this report.

² Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert according to the Notification Re: Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247 of the Securities and Exchange Act B.E. 2535 (1992).

shareholders' meeting of the Company (Whitewash) are not approved by the Company's Extraordinary General Meeting of Shareholders.

- 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 the resolution of the shareholders' meeting of the Company (Whitewash)

After the issuance and offering of new ordinary shares to the Investors under the Private Placement Transaction in Agenda 2, the Investors' collective shareholding in the Company shall equal to 33.18% of total voting rights after the increase of the registered capital of the Company, which will result in the Investors holding shares in a proportion that crosses the point at which they must make a tender offer for all securities of the Company, i.e., 25% of total voting rights in the Company. As such, the Investors will be required to make a tender offer for all securities of the Company according to Section 247 of the Securities and Exchange Act B.E. 2535 (1992) (and its amendments) (the "Securities Act") and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and its amendments) (the "Notifications on Business Takeover").

In this regard, the Investors (or referred to as the "Applicants"), i.e., Gortune HK, Gortune Industry, and Gortune Commerce, wish to jointly request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of 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: Rules for 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 of the Business (the "Notification on Whitewash"), which requires that a waiver must be approved by the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding the votes of persons under Section 258 of the Securities Act of the Applicants or concert party of the Applicants, and persons under Section 258 of such persons (if any) (the "Whitewash Transaction" or "**Transaction 2**").

- Agenda 4 To consider and approve the reduction of the Company's registered capital by Baht 2,373,702.40 from the existing registered capital of Baht 930,260,840 to the registered capital of Baht 927,887,137.60 by cancelling 1,483,564 unissued shares, with par value of Baht 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 not exceeding Baht 460,800,000 from the existing registered capital of Baht 927,887,137.60 to the registered capital of not exceeding Baht 1,388,687,137.60 by issuing not exceeding 288,000,000 new ordinary shares, with par value of Baht 1.60 per share, through 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 not exceeding 288,000,000 shares, with par value of Baht 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 not exceeding Baht 1,388,687,137.60 from the existing registered capital of Baht 1,388,687,137.60 to the registered capital of not exceeding Baht 2,777,374,275.20 by issuing not exceeding 867,929,461 new ordinary shares, with par value of Baht 1.60 per share, via Rights Offering with the allocation ratio of 1 existing share to 1 newly issued ordinary share and the offering price of Baht 2.30 per share, and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

The shareholders' meeting is proposed to consider and approve the issuance of not exceeding 867,929,461 new ordinary shares of the Company, with par value of Baht 1.60 per share, for Rights Offering to its existing shareholders at an allocation ratio of 1 existing

share to 1 newly issued ordinary share at the offering price of Baht 2.30 per share, with a total value of Baht 1,996,237,760.30, whereby the Company has set the 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 March 6, 2024 and the dates for the subscription of the rights offering shares shall be during March 25 – 29, 2024 (the "Rights Offering Transaction").³

Agenda 8 To consider and approve the allocation of 867,929,461 newly issued shares of the Company, with par value of Baht 1.60 per share, to the existing shareholders in proportion to their shareholding (Rights Offering)

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 (Agenda 7 to Agenda 8).

However, in the case where Agenda 2 to Agenda 6 have been approved by the shareholders but Agenda 7 and/or Agenda 8 have not been approved, such event will not invalidate the resolution of the meeting in Agenda 2 to Agenda 6.

In this regard, the Private Placement Transaction (Agenda 2) is considered as a significant offering of newly issued shares of the Company to specific investors (Private Placement - PP) 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 (and its amendments) (the "Notification on PP Shares Offering"). Therefore, the Company is required to appoint an independent financial advisor to provide opinion to the shareholders and obtain approval from the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, according to the Notification on PP Shares Offering, given that:

(1) after entering into the Private Placement Transaction, the Investors will collectively hold shares with the highest number of voting rights in the Company, which is equal to 33.18% of total issued shares of the Company after the Private Placement Transaction (and equal to 46.43% of total issued shares of the Company after the Private Placement Transaction and the Share Purchase Transaction.); and

(2) the Private Placement Transaction may cause an impact on the voting rights of shareholders (control dilution) of not less than 25%, considered from the number of paid-up shares before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting, which in this case is equal to 33.18% under the Private Placement Transaction.⁴

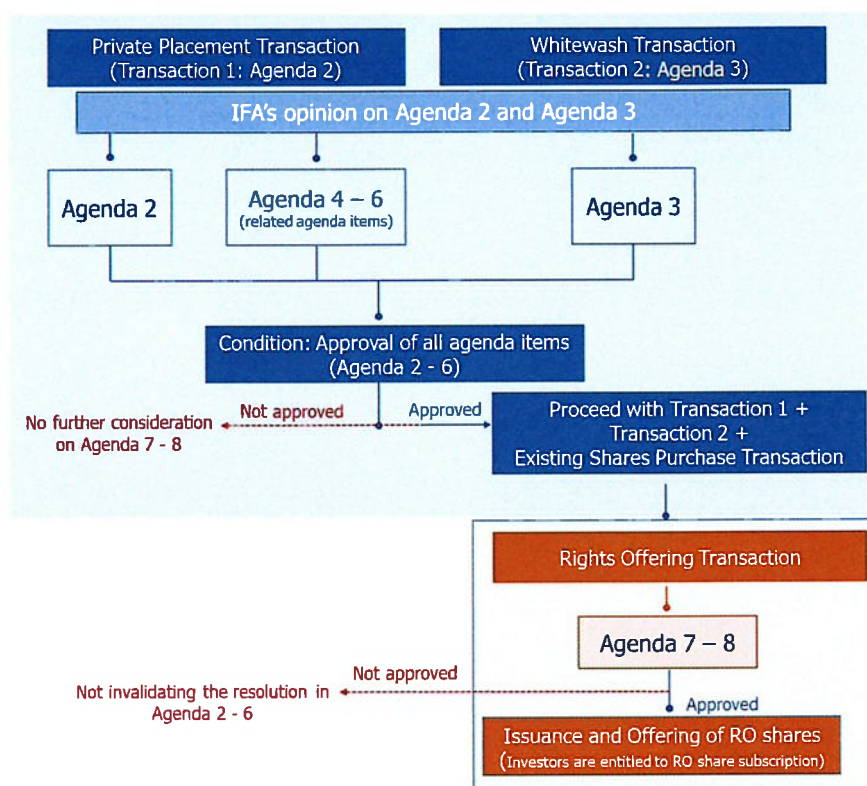
³ In the case where there are newly issued ordinary shares remaining from the first round of allocation to the existing shareholders under the Rights Offering Transaction, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such shares. In this respect, the Company shall allocate the shares to the oversubscribing shareholders until the remaining newly issued shares are exhausted or cannot be allocated because it is a fraction of a share or until the number of newly issued ordinary shares which the shareholders wish to oversubscribe for is exhausted. In the case where foreign shareholders oversubscribe for the newly issued ordinary shares under the Rights Offering Transaction which will lead the shareholding portion of foreign shareholders in the Company to exceed 49% of the Company's total issued shares (the "Foreign Limit") (shares held by foreign shareholders will be referred to as the "F-Shares"), the Company will allocate the newly issued ordinary shares to such shareholders in proportion to their shareholding. This may result in foreign shareholders not being allocated F-Shares in the amount that they have subscribed for.

For the shares which exceed the Foreign Limit, the Company will refund the subscription price to the shareholders for the unallocated portion of the F-Shares.

The Rights Offering Transaction will occur after completion of the Private Placement Transaction and the Existing Shares Purchase Transaction. The Investors in the Private Placement Transaction will be among the shareholders who are entitled to subscribe for the Company's newly issued ordinary shares which will be offered under the Rights Offering Transaction. In addition, 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 decline to exercise their rights to subscribe for such shares. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of the total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction. In the case where there are shares remaining from the allocation to the existing shareholders through the rights offering, the Company will propose to a shareholders' meeting to consider and approve the decrease of the registered capital by cancelling the unissued shares remaining from such offering.

⁴ Please refer to more details on the dilution calculation in Transaction 1 – Part 1, Clause 1.7.3, of this report and in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2), attached to the notice of the shareholders' meeting.

Figure 1: Conditions on the Approval of the Agenda at the Shareholders' Meeting



In addition, Transaction 1: Private Placement Transaction is deemed as a connected transaction according to the Notification of Capital Market Supervisory Board No. TorChor. 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 Connected Transactions B.E. 2546 (2003) ("Notifications on Connected Transaction") since the Investors will acquire the PP shares in the Company and thereby become the major shareholders holding more than 10% of total issued shares of the Company after the Private Placement Transaction, and the person(s) nominated by the Investors will be appointed as executives and/or directors of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors of the Company). Accordingly, the Investors will be considered as connected persons of the Company according to the Notifications on Connected Transaction. The size of the said connected transaction is equal to 144.81% of net tangible assets ("NTA") of the Company and its subsidiaries as of September 30, 2023, which exceeds 3% of NTA of the Company and its subsidiaries as of September 30, 2023⁵, which is higher than 3% of NTA of the Company and its subsidiaries. *(The Company has not entered into any other connected transactions with the Investors during the previous 6 months before the date on which the Board of Directors approved the Company to propose the shareholders' meeting to consider and approve to the entering into the Private Placement Transaction and not yet approved by the shareholders' meeting.)*

Therefore, the Company is required to disclose information on the entering into the connected transaction to the Stock Exchange of Thailand ("SET") and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek for approval from shareholders' meeting with affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest.

⁵ Please refer to details on transaction size calculation of the connected transaction in Transaction 1 – Part 1, Clause 1.6 of this report.

After completion of the Private Placement Transaction, the Investors will have their collective shareholding in the Company equal to 33.18% of total voting rights, which will result in the Investors holding shares in a proportion that crosses the point at which they must make a tender offer for all of the Company's securities, i.e., 25% of total voting rights in the Company. As such, the Investors will be required to make a tender offer for all securities of the Company according to Section 247 of the Securities Act and the Notification on Business Takeover. However, the Investors (or referred to as the "Applicants"), i.e., Gortune HK, Gortune Industry, and Gortune Commerce, wish to jointly request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification on Whitewash, which requires that a waiver must be approved by the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding the votes of persons under Section 258 of the Securities Act of the Applicants or concert party of the Applicants, and persons under Section 258 of such persons (if any).

The Company has appointed Capital Advantage Company Limited as the independent financial advisor ("Independent Financial Advisor" or "IFA" or "CapAd") to render an opinion to shareholders concerning the reasonableness and appropriateness of price and conditions of the issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, the connected transaction, and the request for approval of the waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Whitewash).

CapAd has studied details of the Information Memorandum Concerning the Issuance and Offering of New Ordinary Shares and the Connected Transaction of the Company, relevant information regarding 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), Capital Increase Form, Draft Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7), Annual Registration Statement/Annual Report (Form 56-1 One Report), information from interviews with management and executives of the Company, and documents received from the Company such as financial statements, business plan, financial projection, feasibility study of the projects, agreements and documents relevant to the entering into the transactions, Share Subscription Agreement, as well as information disclosed to the public, information disclosed on websites of SET and the Office of the Securities and Exchange Commission ("SEC"), and financial information available on various websites as a basis for rendering our opinion on such transactions.

The opinion of CapAd in this report is based on the assumption that all information and documents received from the Company's management are accurate and complete. CapAd is unable to assure or guarantee any accuracy or completeness of such information. In deriving its opinion, CapAd takes into account current operating environment and most up-to-date information at the time of issuance of this report. Any change or future incident may have a material impact on business operation and financial projection of the projects and assessment and analysis of the Independent Financial Advisor, as well as decision of shareholders on the issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, the connected transaction, and the approval of the waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Whitewash).

In providing the opinion to shareholders, CapAd studies and analyzes information stated above by considering the reasonableness of the issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, the connected transaction, and the request for approval of the waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Whitewash), as well as all relevant factors thoroughly and reasonably according to professional standards for the best interest of shareholders.

The attachments to this report of the Independent Financial Advisor's opinion are deemed as part of this opinion report and are information that shareholders should consider in conjunction with this report.

After considering and studying all information on the issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, the connected transaction, and the request for approval of the waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Whitewash), CapAd would like to summarize the study results as follows:

Abbreviation

"Company" or "FSX"	Finansia X Public Company Limited
"FSX Group"	The Company and its subsidiaries
"Blue Whale"	Blue Whale Enrich Company Limited
"FDA"	Finansia Digital Asset Company Limited, a subsidiary of the Company
"Foreign Limit"	The proportion of foreign shareholding in the Company, which is at the maximum of 49% of the Company's total issued shares
"F-Shares"	The Company's shares held by foreign shareholders
"FSL"	Finansa Securities Limited, a subsidiary of the Company
"FSS"	Finansia Syrus Securities Public Company Limited, a subsidiary of the Company
"FSSIA"	FSS International Investment Advisory Securities Company Limited, a subsidiary of the Company
"IPO"	Initial Public Offering
"MS"	Morgan Stanley & Co. International Public Company Limited
"NC"	Net Capital
"NCR"	Net Capital Ratio
"PILGRIM"	Pilgrim Finansia Investment Holdings Pte. Ltd.
"Private Placement" or "PP"	Issuance and offering new ordinary shares of the Company to specific investors
"Rights Offering" or "RO"	Issuance and offering new ordinary shares of the Company to its existing shareholders in proportion to their shareholding
"SBIR"	SBI Royal Securities Public Company Limited, an associated company of FSS
"Newly Issued Ordinary Shares of the Company"	Issuance and offering of not exceeding 1,155,929,461 new ordinary shares of the Company, with par value of Baht 1.60 per share, of which not exceeding 288,000,000 shares will be offered through a private placement and 867,929,461 shares through rights offering
"Rights Offering Transaction"	Issuance and offering of not exceeding 867,929,461 new ordinary shares of the Company, with par value of Baht 1.60 per share, to its existing shareholders in proportion to their shareholding at an allocation ratio of 1 existing share to 1 newly issued ordinary share at the offering price of Baht 2.30 per share
"Share Purchase Transaction"	Gortune International Investment Holding Limited will purchase existing ordinary shares from the existing shareholders of the Company, consisting of (a) Pilgrim Finansia Investment Holdings Pte. Ltd. in the amount of 85,130,000 shares, and (b) Blue Whale Enrich Company Limited, with Morgan Stanley & Co. International Public Company Limited acting as the custodian, in the amount of 29,870,000 shares, totaling 115,000,000 shares and representing 13.25% of total issued shares of the Company, at the purchase price of Baht 2.50 per share. However, the Investors will not enter into the Share Purchase Transaction if the Private Placement Transaction and the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) are not approved by the Company's Extraordinary General Meeting of Shareholders.
"Issuance and Offering of Newly Issued Ordinary Shares Transaction"	The Private Placement Transaction and the Rights Offering Transaction
"Sellers of the Existing Shares"	Consisting of (a) Pilgrim Finansia Investment Holdings Pte. Ltd. in the amount of 85,130,000 shares, and (b) Blue Whale Enrich Company Limited, with Morgan Stanley & Co. International Public Company Limited acting as the custodian, in the amount of 29,870,000 shares
"Share Subscription Agreement"	Share Subscription Agreement between the Company and the Investors, dated December 28, 2023
Transaction 1:	
"GF"	GF Securities Company Limited
"Gortune"	Gortune Investment Corporation Limited
"Gortune HK"	Gortune International Investment Holding Limited
"Gortune Fund"	Gortune Private Fund Management Company Limited
"Private Placement Transaction"	Issuance and offering of new ordinary shares of the Company through private placement in the amount not exceeding 288,000,000 shares, with par value of Baht 1.60 per share, representing 33.18% of total issued shares after the issuance and offering of PP shares, at the offering price of Baht 2.30 per share to Gortune International Investment Holding Limited, Gortune Industry Company Limited, and Gortune Commerce Company Limited

"Investors"	Consisting of (1) Gortune International Investment Holding Limited, (2) Gortune Industry Company Limited, and (3) Gortune Commerce Company Limited
"Gortune Industry"	Gortune Industry Company Limited
"Gortune Commerce"	Gortune Commerce Company Limited
"Gortune Holding TH"	Gortune Holding (Thailand) Company Limited, holding 51% in Gortune Industry
"Gortune (Thailand)"	Gortune (Thailand) Company Limited, holding 51% in Gortune Commerce
<u>Transaction 2:</u>	
"Whitewash Transaction"	The request for waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Whitewash) for Gortune International Investment Holding Limited, Gortune Industry Company Limited, and Gortune Commerce Company Limited
"Applicants"	Three investors, consisting of (1) Gortune International Investment Holding Limited, (2) Gortune Industry Company Limited, and (3) Gortune Commerce Company Limited
<u>Others:</u>	
"Independent Financial Advisor" or "IFA" or "CapAd"	Capital Advantage Company Limited
"SEC"	The Securities and Exchange Commission
"SET"	The Stock Exchange of Thailand
"Notifications on Connected Transaction"	The Notification of the Capital Market Supervisory Board No. TorChor. 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 Connected Transaction B.E. 2546 and the amendments
"Notification on PP Shares Offering"	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, dated December 28, 2022 and its amendments
"Notification on Whitewash"	The Notification of the Office of the Securities and Exchange Commission No. SorKor. 29/2561 Re: Rules for 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 of the Business
"Notification on Business Takeover"	The Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, and its amendments
"Securities Act"	The Securities and Exchange Act B.E. 2535, and its amendments
"Persons under Section 258"	Persons under Section 258 of the Securities and Exchange Act B.E. 2535, and its amendments, of the Applicants
"NTA"	Net Tangible Assets
"WACC"	Weighted Average Cost of Capital

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Executive Summary

The Board of Directors' Meeting of Finasia X Public Company Limited (the "Company" or "Business" or "FSX") No. 2/2023, held on November 28, 2023, resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024 via electronic means, to consider and approve significant matter relevant to a connected transaction and other related matters as follows:

Issuance and Offering of New Ordinary Shares of the Company through Private Placement (PP), which is Considered as a Significant Transaction, and Connected Transaction ("Private Placement Transaction" or "Transaction 1")

(as per agenda 2 of the Extraordinary General Meeting of Shareholders No. 1/2024):

The Company will issue and offer its new ordinary shares through private placement in the amount not exceeding 288,000,000 shares, with par value of Baht 1.60 per share, representing 33.18% of total issued shares of the Company after the capital increase, at the offering price of Baht 2.30 per share to 3 specific investors as follows:

Shareholding Proportion under the PP Transaction + Share Purchase Transaction + RO Transaction								
No.	Name of Investors ^{1/}	Maximum No. of Shares Offered (Share)	Offering Value (Baht Million)	% Shareholding Prior to PP Transaction	% Shareholding After PP Transaction	% Shareholding After PP Transaction + Existing Shares ^{1/}	% Shareholding After PP + Existing Shares + RO ^{4/}	% Shareholding After PP + Existing Shares + RO (in proportion and oversubscribe) ^{5/}
1	Gortune HK ^{2/, 3/}	143,383,695	329.78	None	16.52	29.77	29.77	29.77
2	Gortune Industry ^{3/}	92,540,537	212.84	None	10.66	10.66	10.66	14.22
3	Gortune Commerce ^{3/}	52,075,768	119.78	None	6.00	6.00	6.00	6.00
		288,000,000	662.40		33.18	46.43	46.43	49.99

Remark:

- 1/ After the entering into the Private Placement Transaction, Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company in a total amount of 115,000,000 shares, representing 13.25% of total issued shares of the Company, at the purchase price of Baht 2.50 per share (Share Purchase Transaction). This will result in Gortune HK holding approximately 29.77% of total issued shares of the Company after the Private Placement Transaction. Combined with the shareholding of Gortune Industry and Gortune Commerce, the Investors will together hold approximately 46.43% of total issued shares of the Company after the Private Placement Transaction.



(Please refer to the timeline in the Capital Increase Form (Form 53-4), Clause 9 of (Enclosure 3) of the notification of the shareholders' meeting)

- 2/ Gortune HK is a wholly-owned subsidiary of Gortune Investment Corporation Limited (Gortune).
- 3/ Gortune HK, Gortune Industry and Gortune Commerce are juristic persons acting in concert according to the Notification Re: Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247 of the Securities and Exchange Act B.E. 2535 (1992).
- 4/ The Company will issue and offer its new ordinary shares in the amount not exceeding 867,929,461 shares, with par value of Baht 1.60 per share, for rights offering to its existing shareholders at an allocation ratio of 1 existing share to 1 newly issued ordinary share at the offering price of Baht 2.30 per share, with a total value of Baht 1,996,237,760.30, whereby the Company has set the 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 March 6, 2024 and the dates for the subscription of the newly issued ordinary shares offered to existing shareholders during March 25 – 29, 2024 (the Rights Offering Transaction) and under the assumption that all shareholders exercise their rights to subscribe for the newly issued shares under the Rights Offering Transaction in proportion to their shareholding.

The Rights Offering Transaction will occur after completion of the Private Placement Transaction and the Share Purchase Transaction. The Investors in the Private Placement Transaction will be among the shareholders who are entitled to subscribe for the Company's newly issued ordinary shares which will be offered under the Rights Offering Transaction. In addition, 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 decline to exercise their rights to subscribe for such shares. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction. In the case where there are shares remaining from the allocation to the existing shareholders through the rights offering, the

Company will propose to a shareholders' meeting to consider and approve the decrease of the registered capital by cancelling the unissued shares remaining from such offering.

- 5/ Based on the details of the Rights Offering Transaction and under the assumption that the Investors (by Gortune Industry) exercise their rights to oversubscribe for the newly issued shares under the Rights Offering Transaction. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction.

In this regard, the Private Placement Transaction is considered as a significant offering of newly issued shares of the Company to specific investors (Private Placement) according to the Notification on PP Shares Offering. Therefore, the Company is required to appoint an independent financial advisor to provide opinion to the shareholders and obtain approval from the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, given that:

(1) after the entering into the Private Placement Transaction, the Investors will collectively hold shares with the highest number of voting rights in the Company, which is equal to 33.18% of total issued shares of the Company after the Private Placement Transaction (and represent 46.43% of total issued shares of the Company after the Private Placement Transaction and the Share Purchase Transaction); and

(2) the Private Placement Transaction may cause the control dilution of not less than 25%, based on the number of paid-up shares before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting, which in this case is equal to 33.18% under the Private Placement Transaction.⁶

In addition, the Private Placement Transaction constitutes a connected transaction according to the Notifications on Connected Transaction since the Investors will acquire the PP shares of the Company and thereby become the major shareholders holding more than 10% of total issued shares of the Company after the Private Placement Transaction, and the person(s) nominated by the Investors will be appointed as executives and/or directors of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors of the Company). The size of the said connected transaction is equal to 144.81% of net tangible assets ("NTA") of the Company according to the consolidated financial statements as of September 30, 2023, reviewed by a certified public accountant, which exceeds 3% of NTA of the Company and its subsidiaries. (The Company has not entered into other connected transactions with the Investors in the 6-month period prior to the entering into the Private Placement Transaction which are not approved by the shareholders' meeting.)

Therefore, the Company must obtain approval from the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, and must appoint an independent financial advisor to provide opinion to its shareholders regarding the Private Placement Transaction and connected transaction. Moreover, it shall be deemed that the Company has obtained the approval for such offer of newly issued ordinary shares through private placement from the SEC according to the Notification on PP Shares Offering. The Company must also obtain approval for Agenda 3 (Transaction 2) and all other related agenda (Agenda 2 – Agenda 6).

Request 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 of the Business ("Whitewash"): ("Whitewash Transaction" or "Transaction 2")

(as per agenda 3 of the Extraordinary General Meeting of Shareholders No. 1/2024)

After the entering into the Private Placement Transaction under Transaction 1 (Agenda 2), the Investors will hold 33.18% of total voting rights of the Company after the capital increase, which will result in the Applicants (Investors) holding shares in a proportion that crosses the point at which they must make a tender offer for all securities of the Company, i.e., 25% of total voting rights in the Company. As such, the Applicants (Investors) will be required to make a tender offer for all securities of the Company according to Section 247 of the Securities Act and the Notification on Business Takeover. However, the Applicants (Investors) wish to jointly request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting

⁶ Please refer to more details on the calculation of dilution in Transaction 1 – Part 1, Clause 1.7.3, of this report and in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2), attached to the notice of the shareholders' meeting.

of the Company (Whitewash) in accordance with the Notification on Whitewash, which requires that a waiver must be approved by the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote.

The Board of Directors' Meeting of the Company No. 6/2023 resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024, to consider and approve the Whitewash Transaction.

In the case where the shareholders' meeting resolves not to approve the Private Placement Transaction (Transaction 1) and/or the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) (Transaction 2), the Company will not propose the shareholders' meeting to further approve the issuance and offering of the newly issued ordinary shares under the Private Placement Transaction and the 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 resolves to approve the Private Placement Transaction and the Whitewash Transaction, 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 into the Share Purchase Transaction.

Capital Advantage Co., Ltd. ("IFA" or "CapAd") is the independent financial advisor appointed by the Company to provide opinion to the shareholders regarding the reasonableness and appropriateness of price and conditions of the transactions, comprising:

- (a) Transaction 1 The Private Placement Transaction: The issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, and the connected transaction; and
- (b) Transaction 2 the Whitewash Transaction: The request 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 of the business (Whitewash)

In this report, the IFA has expressed opinion on the Private Placement Transaction, which is considered as a significant transaction, and the connected transaction, but provide no opinion on the Share Purchase Transaction and the Rights Offering Transaction.

CapAd has considered the objectives and necessity of the transactions, including the advantages, disadvantages, benefits and risks, as follows:

Transaction 1: The Private Placement Transaction

The Company has adopted the strategy for reinforcement and development through (1) business expansion to digital assets and (2) one-stop financial services, which requires considerable amount of fund for the development of necessary platforms. As such, the Company must have a strong financial health to achieve its growth target and deliver satisfactory returns to all shareholders.

However, the securities business of FSS, which is the core business of the Company, is facing with stiff competition and increasingly tough challenges. The technological advancement has ushered in the disruption in every respect, causing the operating context of securities business to no longer remain the same. Current players therefore need to adapt themselves to such changes in the competitive environment and revenue structure. As well, FSS must streamline its strategy to attract customers and invest in its product and service development to enhance the efficiency and responsiveness to investor demand in order to safeguard its revenues and dividend income from any impacts thereof.

Therefore, FSS has devised an important strategic plan for 2022, continuing into 2023 - 2024, in a bid to become a company providing financial services that align with the present circumstances where technology plays a pivotal role in everyday life and relatively leads to ongoing growth in investors' online trading. FSS has introduced a customer-centric platform and developed new capabilities in technology application to create customer facilitation, experience, and relations as a part of their daily lives, along with the deployment of technology in investor behavior analysis that will unlock an opportunity for sustainable growth for FSS in the future as well as improve efficiency in and quality of its operation.

In order to increase its competitiveness and gear up for business adaptation of FSX Group by entering the digital transformation (which is a process of changing from the traditional work system towards working through a full digital system) alongside the expansion of the credit balance and block trade transactions of Single Stock Futures, the expansion of the investment in the digital asset business and other related businesses such as the initial coin offering portal (ICO Portal) to increase revenues in all channels for FSX Group, and the management of capital structure to support future expansion of the securities business and ensure that FSX Group (especially FSS) is prepared for the expansion upon a quick recovery in Thai stock exchange, the Company accordingly needs a huge amount of funds (as specified in its use of proceeds in Transaction 1 – Part 1, Clause 1.7.1 and Transaction 1 – Part 2, Clause 4.1, of this report) and requires sources of funds from capable investors who have profound understanding of and experience in the securities business. This will be substantially beneficial to FSX Group in driving growth and enhance the Company's competitiveness on a continuous and sustainable basis in the future.

Summary of Gortune Group

(Please refer to more details in Attachment 1 and Transaction 1 – Part 2, Clause 2.1 (2), of this report)

Gortune is a prominent asset management corporation based in China, with the paid-up capital of RMB 16 billion and the assets under management of more than RMB 25 billion (or approximately USD 3.5 billion). Gortune invests in 3 core business groups as follows:

Summary of Gortune Group's Investments	
Core Business Groups	Details
(a) Financial Services	Such as insurance business and indirect investment in the group of GF Securities Company Limited (GF) through a subsidiary, Liaoning Cheng Da Company Limited in which GF holds a stake of 16.40%. GF Group consists of: <ul style="list-style-type: none"> GF Securities Company Limited (GF) engages in comprehensive financial services, starting with traditional securities businesses such as securities brokerage and investment banking, similar to FSS. It ranks the fifth largest securities company in China, listed on Shenzhen Stock Exchange (stock code 000776.SZ) and the Stock Exchange of Hong Kong (stock code 1776.HK). GF has a total workforce of more than 14,000 in 349 branches, and has an efficient securities trading application with more than 40 million users. GF Fund Management Company Limited operates asset management business and is one of the three leading asset management companies in China. GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited operate asset management business. Classified by size of assets under its management, GF Asset Management Company Limited ranks seventh in the industry.
(b) EV Battery	Such as investment in China Baoan Group Company Limited, a listed company on Shenzhen Stock Exchange (stock code 000009.SZ), in which Gortune is the largest shareholder. Aside from EV battery, China Baoan Group Company Limited also operates a diverse range of businesses such as pharmaceutical, property development, and military products.
(c) Biopharmaceuticals	Such as continuous investment in Liaoning Cheng Da Company Limited, a listed company on Shanghai Stock Exchange (stock code 600739.SH), in which Gortune is the major shareholder. In addition to biopharmaceuticals, Liaoning Cheng Da Company Limited operates a wide variety of businesses such as electronic products, vaccine development, coal mining and energy, insurance, financial services, and others.

Gortune has a definite plan to support the Company and FSS according to its intention stated in Form 247-7 and the Share Subscription Agreement. It is expected that the Company and FSS will benefit from cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance such as GF Securities Company Limited, one of the leading securities companies in China, which will be directly beneficial to FSX Group, as follows:

(a) GF, a leading securities company in China in which Gortune has indirectly invested, has already undergone a digital transformation. Such experience of Gortune and GF will help FSX Group adjust to the mega trend rapidly and efficiently, which aligns with the Company's self-adaptation approach and strategy; and

(b) FSS can develop its wealth management business by leveraging the experience and resources of Gortune. One of Gortune's ecosystem, GF Fund Management Company Limited (invested through GF), is one of the top three asset management companies in China, and GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited are GF's subsidiaries, with GF Asset Management Company Limited ranks seventh in the industry in terms of the size of assets under management.

Under the cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance of Gortune, in the future may enter into any related party transactions

with the Investors and/or Gortune's ecosystem in the future. In this regard, the Company must comply with the policy and procedures on corporate governance. The Board of Directors and the Audit Committee have the important duties to consider, decide, and examine whether the related party transactions are executed on an arm's-length basis, create the maximum benefits to the Company, and conform with the relevant regulations.

The advantages and benefits of the Private Placement Transaction and the connected transaction (Transaction 1) are as follows:

- (1) The Company will obtain the exact amount of funds from the capital increase and have sufficient sources of funds for strategic plan implementation and debt repayment according to its business plan, while reducing the fundraising burden on its existing shareholders.
- (2) The Company will have a strong and capable business partner who has potential for business cooperation in the future and can contribute in driving the Company's securities business operations. Gortune Group has a large investment base. The experience in business operation and investment and the cooperation with Gortune and its ecosystem in securities brokerage, investment banking, research services, asset management, access to world-class products and cross trading, and risk management will be directly beneficial to FSX Group.
- (3) The Company will secure a large interest-free source of funds and can strengthen its liquidity, capital structure, and financial position.

The Company will receive funds from the Investors through (a) the Private Placement Transaction in the amount of Baht 662.40 million and (b) the exercise of subscription rights by the Investors in proportion to their shareholding (given that the Rights Offering Transaction is approved by the shareholders' meeting) (excluding oversubscription of RO shares) of approximately Baht 926.90 million, totaling Baht 1,589.30 million.

The D/E ratio as of September 30, 2023 was at 1.43 times. After receiving funds from the Private Placement Transaction of Baht 662.40 million and repayment of FSS' debentures with such funds, the D/E ratio will drop to 0.96 time. FSS has 2 series of debentures that will be due for redemption, totaling Baht 713.40 million, comprising of FSS244A due on April 29, 2024 in the amount of Baht 465.40 million and FSS238A due on August 28, 2025 in the amount of Baht 248.00 million

- (4) FSS will have more liquidity and be able to enhance a solid and secure financial position. FSS' NCR will surge from 27.94% as of the end of Q3/2023 to 60.80% given a full repayment of its debentures of Baht 713.40 million, thereby allowing FSS to increase the credit balance from approximately Baht 1,100 million to Baht 5,150 million.
- (5) FSS will have the opportunity to generate additional interest income and brokerage fee from the expansion of the credit balance (through margin account) and block trade transactions of Single Stock Futures.

However, the disadvantages and risks of the Private Placement Transaction and the connected transaction (Transaction 1) are as follows:

- (1) The existing shareholders will be affected by control dilution of 33.18% and price dilution of 3.14%.
- (2) The Investors will acquire 33.18% of total issued shares of the Company after the capital increase through private placement or 46.43% of total issued shares of the Company after the capital increase (private placement and rights offering). As a consequence, the Investors will have the right to object to resolution of the shareholders' meeting of the Company on significant and/or special agenda that requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are eligible to vote such as the agenda related to a decrease/increase of the registered capital, acquisition or disposal of significant assets, issuance of debt instruments, merger with other companies.

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 decline to exercise their rights to subscribe for such shares. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the capital increase (private placement and rights offering).

Benefits and advantages of the entering into Transaction 1 with connected person in comparison with the transaction with the third parties are as follows:

- (1) A full support will be provided by Gortune Group as the Investors will become the Company's major shareholders after the capital increase through private placement.
- (2) The conditions offered by Gortune Group are more favorable than those of other investor groups. Gortune Group is well prepared in terms of both investment funds and operational support for securities brokerage business. With their understanding of and expertise in the securities brokerage business and their state-of-the-art technology system such as electronic platform (internet trading), artificial intelligence (AI), Gortune Group is significantly superior to and more ready to provide the support than all other investors.

However, Disadvantages of the entering into Transaction 1 with connected person in comparison with the transaction with the third parties are as follows:

- (1) The Company will rely on Gortune Group in terms of large funding from this transaction and support for access to and development of technology and network in the ecosystem of Gortune Group, which may include its affiliates and business alliance of Gortune, in the future.

Having considered the objective and necessity of the transaction, together with the advantages, disadvantages, benefits, and risks involved, the IFA is of the opinion that the entering into the connected transaction under Transaction 1 will be beneficial to the Company's business operations while the disadvantages and risks pertaining to the dilution effects only. Therefore, **the entering into the Private Placement Transaction, which is considered as a significant transaction, and the connected transaction under Transaction 1 is considered reasonable.**

In considering the appropriateness of price and conditions of the Private Placement Transaction and the Connected Transaction (Transaction 1), the IFA has the opinion as follows:

Value of FSX shares derived from various valuation approaches can be summarized in the table below:

FSX	Value of FSX Shares ^{1/} (Baht/share)	PP Offering Price of FSX Shares ^{2/} (Baht/share)	Offering Price is Higher (Lower) than Share Value of FSX	
			(Baht/share)	(%)
	(1)	(2)	(3) = (2) - (1)	(3) / (2)
1) Book Value Approach	4.74	2.30	(2.44)	(106.05)%
2) Adjusted Book Value Approach	4.73	2.30	(2.43)	(105.53)
3) Market Value Approach	2.55 – 3.83	2.30	(0.25) – (1.53)	(10.87)% - (66.52)%
4) Price to Book Value Ratio Approach	3.94 – 4.83	2.30	(1.64) – (2.53)	(71.30)% - (110.00)%
5) Price to Earnings Ratio Approach	0.24 – 0.26	2.30	2.04 – 2.06	88.70% - 89.57%
6) Discounted Cash Flow Approach	1.78 – 3.23	2.30	(0.93) – 0.52	(40.41)% - 22.46%
	Base case 2.46	2.30	Base case (0.16)	Base case (6.84)%

Remark: 1/ Par value of Baht 1.60 per share.

2/ The offering price of FSX shares through the private placement is equal to Baht 2.30 per share.

The IFA is of the opinion that the most appropriate approaches to value the FSX shares are the Market Value Approach and the Price to Book Value Ratio Approach. The Market Value Approach reflects the demand and supply of investors in the stock market after taking into account of all publicly available information and the investors' expectations of future operating performance, while the Price to Book Value Ratio Approach reflects investors' expectation on a share price of a company in the same business compared to its book value. CapAd views that **fair value of FSX shares is equal to Baht 2.55 – 4.83 per share**, which is higher than the offering price of FSX shares through the Private Placement of Baht 2.30 per share by Baht 0.25 – 2.53 per share or 10.87% - 110.00% higher than the offering price of FSX shares through the Private Placement. **Therefore, the IFA is of the opinion that offering price of FSX shares through the Private Placement of Baht 2.30 per is inappropriate as it is lower than fair value of FSX shares.**

Transaction 2: The Whitewash Transaction

The issuance and offering of PP shares to the Applicants will allow the Company to have a capable business partner who will help to drive the Company's business operations and enhance its competitiveness in the future, which will benefit the Company and its shareholders.

The acquisition of 33.18% shareholding and voting rights of the Company after the capital increase through private placement will cause control dilution of 33.18% to the existing shareholders. In addition, the Applicants will be able to object to the important agenda requiring the votes of at least

three-fourths of the voting rights at the shareholders' meeting of the Company. However, the issuance and offering of PP shares to the Applicants will be beneficial to the Company and its shareholders in the short and the long terms. The Company will have sufficient source of funds for the expansion of the securities business and investment in the digital asset and ICO Portal businesses which will enhance its competitiveness and create ongoing growth, as well as increase its earning assets in the long term and add value to the Company in the future.

The Applicants will nominate its representatives to be 3 directors of the Company (to replace the existing directors of the Company), out of the total 9 directors. Two of such representing directors will be the authorized directors jointly with two of the existing authorized directors of the Company. Therefore, they will have an administrative role and will jointly determine operational policy and direction of the Company. However, the Applicants still do not have an absolute control over or a majority vote of the Board of Directors or may not cause any material change to the balance of control.

As of the submission date of the waiver application, the Applicants have expressed a clear intention that they have no policy to materially change the policy and business management plan, management structure and organization structure, dividend policy, core assets disposition plan, financial structure, and related party transactions within the next 12 months, unless otherwise jointly considered with the Company's Board of Directors and management. The Applicants will exercise the right to vote either for or against any matter according to the number of their voting rights in the Company. Thus, it can be deemed that the Company will continue with its business operations in accordance with its existing plan and policy. In this respect, any consideration and action thereof must be carried out under the procedures for normal business management and on a conservative basis and shall be subject to the resolution of the Board of Directors and/or the shareholders' meeting of the Company, as the case may be, and in accordance with the Company's Articles of Association and the relevant laws and regulations.

Nonetheless, in the case where the shareholders' meeting does not approve the Whitewash Transaction, the Private Placement Transaction, the Rights Offering Transaction, and the Share Purchase Transaction will be canceled, which will incur risks and disadvantages to the Company as follows:

- (1) The Company will lose the opportunity to receive funds from the capital increase through private placement and rights offering, which will be used for the expansion of its securities brokerage business, repayment of FSS' maturing debentures due in 2024, and expansion of credit balance and block trade transactions of Single Stock Futures, which will help to stimulate trading volume and increase number of contracts with customers for FSS and to directly grow its revenues, thus positively impact the securities business, which is the Company's core activity.
- (2) The Company will lose the opportunity to partner with a capable investor who is ready to drive and support the operations of FSX Group, including FSS, and consistently increase its competitiveness in the future. Since Gortune has a diverse investment ecosystem, particularly in the financial services sector, it can help promote the securities business and wealth management business of FSX Group in various aspects, including the opportunity to create added value through client base expansion, especially among Chinese customers, and the transfer of technology (GF's platform can considerably support the development of Finansia HERO application into one-stop financial services of FSS), which is the key factor contributing to sustainable success and growth of FSX Group.

Therefore, after considering policy and business management plan of the Applicants, the IFA is of the opinion that, although the offering price under the Whitewash Transaction (Transaction 2) is not appropriate, the Whitewash Transaction (Transaction 2) is directly beneficial and crucial to the Company's future business operations. It will enable the Company to raise a huge amount of funds and have a capable business partner who can drive and support its business operations in the future. Accordingly, the IFA views that **the request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) is appropriate.**

According to the aforementioned reason, it is necessary to consider both transactions altogether. Though the offering price under Transaction 1 and Transaction 2 is not appropriate but the entering into Transaction 1 and Transaction 2 is directly beneficial and crucial for business operations of the Company in the future. The Company will be able to raise a huge amount of funds and have a capable business partner who can support and/or develop its potential in client base expansion, especially among Chinese customers, as well as the transfer of technology which is an important factor

that will contribute to the sustainable success and growth of the FSX Group. Therefore, the IFA is of the opinion that **shareholders should approve the issuance and offering of newly issued ordinary shares of the Company via private placement, which is considered as a significant transaction, under Transaction 1 (Private Placement Transaction) and the application for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) under Transaction 2 (Whitewash Transaction).** (*Agenda 2 – 3 and related Agenda 4 – 6 of the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, respectively*)

The shareholders should study information in all documents attached to the notice to shareholders' meeting prior to making the decision. The consideration to approve the issuance and offering of new ordinary shares of the Company through private placement (Private Placement: PP), which is considered as a significant transaction, and the connected transaction and the request 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 of the business (Whitewash) rests primarily on and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that the above opinion is rendered with due care in accordance with the professional standards for the benefits of shareholders.

Details of the Independent Financial Advisor's opinion are as follows:

Transaction 1: The Private Placement Transaction

(The issuance and offering of new ordinary shares of the Company through private placement (PP), which is considered as a significant transaction, and the connected transaction)

Transaction 1 - Part 1: General Details of the Issuance and Offering of New Ordinary Shares of the Company through Private Placement (PP), which is Considered as a Significant Transaction, and the Connected Transaction

1. Nature and Details of the Transaction

1.1. Objective and Background of the Transaction

The Board of Directors' Meeting of Finansia X Public Company Limited (the "Company" or "Business" or "FSX") No. 6/2023, which was held on November 28, 2023, resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, to be held on February 16, 2024, to consider and approve the issuance and offering of 1,155,929,461 new ordinary shares, with par value of Baht 1.60 per share, representing 66.59% of total issued shares of the Company after the capital increase, divided into:

- (1) Not exceeding 288,000,000 newly issued ordinary shares, with par value of Baht 1.60 per share, representing 33.18% of total issued shares of the Company after the capital increase, at the offering price of Baht 2.30 per share. The total proceeds that the Company shall receive from private placement is Baht 662,400,000 (the "Private Placement Transaction")⁷ Such shares will be offered to 3 specific investors (collectively referred to as the "Investors"), which constitutes a connected transaction of the Company, as follows:

Name of Investors ^{1/}	No. of PP Shares Being Allotted (shares)	% Shareholding ^{2/}	Offering Value (Baht)
1. Gortune International Investment Holding Limited ("Gortune HK") Gortune HK is a wholly-owned subsidiary of Gortune Investment Corporation Limited ("Gortune").	Not exceeding 143,383,695	16.52% ^{3/}	329,782,498.50
2. Gortune Industry Company Limited ("Gortune Industry")	Not exceeding 92,540,537	10.66%	212,843,235.10
3. Gortune Commerce Company Limited ("Gortune Commerce")	Not exceeding 52,075,768	6.00%	119,774,266.40
Total	Not exceeding 288,000,000	33.18%^{4/}	662,400,000.00

Remark: 1/ Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert according to the Notification Re: Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247 of the Securities and Exchange Act B.E. 2535 (1992).

2/ Total number of issued shares of the Company after completion of the Private Placement Transaction.

3/ In addition to the Private Placement Transaction, the Company has been informed that Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company, consisting of

(a) Pilgrim Finansia Investment Holdings Pte. Ltd. ("PILGRIM") in the amount of 85,130,000 shares, and

(b) Blue Whale Enrich Company Limited ("Blue Whale"), with Morgan Stanley & Co. International Public Company Limited ("MS") acting as the custodian, in the amount of 29,870,000 shares.

(PILGRIM and Blue Whale are collectively referred to as the "Sellers of the Existing Shares"), totaling 115,000,000 shares, representing 13.25% of total issued shares of the Company, at the purchase price of Baht 2.50 per share (the "Share Purchase Transaction"). This will result in Gortune HK holding approximately 29.77% of total issued shares of the Company after the Private Placement Transaction. Combined with the shareholding of Gortune Industry and Gortune Commerce, the Investors will together hold approximately 46.43% of total issued shares of the Company after the Private Placement Transaction.

- (2) Not exceeding 867,929,461 newly issued ordinary shares, with par value of Baht 1.60 per share, representing 33.41% of total issued shares of the Company after the capital increase, via rights offering to existing shareholders at an allocation ratio of 1 existing share to 1 newly issued ordinary share, with any fractional shares to be rounded down, at the offering

⁷ The Private Placement Transaction is an offering of securities through private placement where shareholders have resolved to explicitly determine the offering price, and is not considered an offer for sale 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 (the "Notification on PP Shares Offering") provided that the offering price of Baht 2.30 per share is not considered an offer of newly issued shares at a price lower than 90% of the weighted average price of the Company's shares on the SET during 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 November 10 - 27, 2023) which is Baht 2.55 (Please refer to more details in Transaction 1 - Part 1, Clause 1.4.2, of this report).

Moreover, the newly issued shares under the 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 Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (and its amendments).

price of Baht 2.30 per share, with a total value of Baht 1,996,237,760.30 (the "Rights Offering Transaction").⁸

Since the Rights Offering Transaction will occur after completion of the Private Placement Transaction and the Share Purchase Transaction, the Investors will be among the shareholders who are entitled to subscribe for the Company's newly issued ordinary shares which will be offered under the Rights Offering Transaction.

The Private Placement Transaction and the Rights Offering Transaction are collectively referred to as the "Issuance and Offering of Newly Issued Ordinary Shares Transaction." The entering into the Issuance and Offering of Newly Issued Ordinary Shares Transaction is contingent upon obtaining approval from the shareholders' meeting of the Company and all conditions precedent under the Share Subscription Agreement having been satisfied (*Please refer to the details of the conditions precedent in Transaction 1 – Part 1, Clause 1.4.5, of this report*) or waived by the parties thereunder.⁹

Shareholding Proportion under the PP Transaction + Share Purchase Transaction + RO Transaction								
No.	Name of Investors ^{1/}	Maximum No. of Shares Offered (Share)	Offering Value (Baht Million)	% Shareholding before the PP Transaction	% Shareholding after PP Transaction	% Shareholding after PP Transaction + Existing Shares ^{2/}	% Shareholding after PP + Existing Shares + RO ^{3/}	% Shareholding after PP + Existing Shares + RO (in proportion and oversubscribe) ^{4/}
1	Gortune HK	143,383,695	329.78	None	16.52	29.77	29.77	29.77
2	Gortune Industry	92,540,537	212.84	None	10.66	10.66	10.66	14.22
3	Gortune Commerce	52,075,768	119.78	None	6.00	6.00	6.00	6.00
		288,000,000	662.40		33.18	46.43	46.43	49.99

Remark:

- 1/ Please refer to information of Gortune in Transaction 1 – Part 1, Clause 1.3, of this report, the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction, Clauses 2 (Enclosure 2), of the Company attached to the notice of the shareholders' meeting, and Attachment 1 of this report.
- 2/ After entering into the Private Placement Transaction, Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company in a total amount of 115,000,000 shares, representing 13.25% of total issued shares of the Company before entering into the Rights Offering Transaction, of which 83,150,000 shares will be purchased from PILGRIM at the price of Baht 2.50 per share, with a total value of Baht 207,875,000, and 29,870,000 shares will be purchased from Blue Whale at the price of Baht 2.50 per share, with a total value of Baht 74,675,000 (the "Share Purchase Transaction"). However, the Investors will not enter into the Share Purchase Transaction if the Private Placement Transaction and the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) are not approved by the Extraordinary General Meeting of Shareholders of the Company.
- 3/ Based on the details of the Rights Offering Transaction and under the assumption that all shareholders exercise their rights to subscribe for the newly issued shares under the Rights Offering Transaction in proportion to their shareholding.
- 4/ Based on the details of the Rights Offering Transaction and under the assumption that the Investors (by Gortune Industry) exercise their rights to oversubscribe for the newly issued shares under the Rights Offering Transaction. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction.

In this regard, the Private Placement Transaction is considered as a significant offering of newly issued shares of the Company to specific investors (Private Placement) according to the Notification on PP Shares Offering. Therefore, the Company is required to appoint an independent financial advisor to provide opinion to the shareholders and obtain approval from the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, given that:

⁸ Please refer to Footnote 3 on page 4.

⁹ In this regard, the agenda to approve the Private Placement Transaction (Agenda 2) and the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) (Agenda 3) are conditional upon each other. If either one of the agenda is not approved, the Company will not propose the shareholders' meeting to further approve the issuance and offering of the newly issued ordinary shares under the Private Placement Transaction (Agenda 4 – Agenda 6) and the Rights Offering Transaction (Agenda 7 and Agenda 8), and the Investors will cancel the Existing Shares Purchase Transaction as it is a condition of the Investors.

However, in the case where the shareholders' meeting of the Company resolves to approve the Private Placement Transaction (Agenda 2) and the waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) (Agenda 3), but do not approve the Rights Offering Transaction (Agenda 7 and Agenda 8), such incident will not invalidate the resolution of the shareholders' meeting which approved the Private Placement Transaction. In such case, the Investors will continue to enter into the Existing Shares Purchase Transaction.

(1) after the entering into the Private Placement Transaction, the Investors will collectively hold shares with the highest number of voting rights in the Company, which is equal to 33.18% of total issued shares of the Company after the Private Placement Transaction (and represent 46.43% of total issued shares of the Company after the Private Placement Transaction and the Share Purchase Transaction); and

(2) the Private Placement Transaction may cause the control dilution of not less than 25%, based on the number of paid-up shares before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting, which in this case is equal to 33.18% under the Private Placement Transaction.¹⁰

In addition, the Private Placement Transaction constitutes a connected transaction according to the Notifications on Connected Transaction since the Investors will acquire the PP shares of the Company and thereby become the major shareholders holding more than 10% of total issued shares of the Company after the Private Placement Transaction, and the person(s) nominated by the Investors will be appointed as executives and/or directors of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors). The size of the said connected transaction is equal to 144.81% of net tangible assets ("NTA") of the Company according to the consolidated financial statements as of September 30, 2023, reviewed by a certified public accountant, which exceeds 3% of NTA of the Company and its subsidiaries. (The Company has not entered into other connected transactions with the Investors in the 6-month period prior to the entering into the Private Placement Transaction which are not approved by the shareholders' meeting.)

Therefore, the Company must obtain approval from the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, and must appoint an independent financial advisor to provide opinion to its shareholders regarding the Private Placement Transaction and connected transaction. Moreover, it shall be deemed that the Company has obtained the approval for such offer of newly issued ordinary shares through private placement from the SEC according to the Notification on PP Shares Offering. The Company must also obtain approval for Agenda 3 (Transaction 2) and all other related agenda (Agenda 2 – Agenda 6).

In this report, the IFA has expressed opinion on the Private Placement Transaction, which is considered as a significant transaction, and the connected transaction, but not on the Share Purchase Transaction and the Rights Offering Transaction.

After the entering into the Private Placement Transaction, the Investors will hold 33.18% of total voting rights in the Company after the capital increase, which will result in the Applicants (Investors) holding shares in a proportion that crosses the point at which they must make a tender offer for all securities of the Company, i.e., 25% of total voting rights in the Company. As such, the Applicants (Investors) will be required to make a tender offer for all securities of the Company according to Section 247 of the Securities Act and the Notification on Business Takeover. However, the Investors, i.e., Gortune HK, Gortune Industry, and Gortune Commerce, wish to jointly request a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification on Whitewash, as per the relevant details on the Whitewash (Transaction 2).

1.2. Date of the Transaction

After the Board of Directors' Meeting of the Company No. 6/2023 resolved to approve the entering into the Issuance and Offering of Newly Issued Ordinary Shares Transaction, the Company has executed a Share Subscription Agreement with each of the Investors on November 28, 2023. The Private Placement Transaction will take place after obtaining the approval from the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024, and all conditions precedent under the Share Subscription Agreement have been satisfied or waived by the parties thereunder.

¹⁰ Please refer to more details in Transaction 1 – Part 1, Clause 1.7.3, of this report and in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2), attached to the notice of the shareholders' meeting.

The Company expects that the Issuance and Offering of Newly Issued Ordinary Shares Transaction will be completed by March 2024, which is not more than 3 months from the date the shareholders' meeting resolves to approve the offering of shares.

Furthermore, in the case where the shareholders' meeting resolves not to approve the Private Placement Transaction (Transaction 1) and/or the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) (Transaction 2), the Company will not propose the shareholders' meeting to further approve the issuance and offering of the newly issued ordinary shares under the Private Placement Transaction and the 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 resolves to approve the Private Placement Transaction and the waiver from the requirement to make a tender offer for all securities of the Company by virtue of 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 into the Share Purchase Transaction.

1.3. Contract Parties and Relationship with the Company

Issuer and offeror	:	Finansia X Public Company Limited (the Company)
Offerees	:	1. Gortune HK ^{1/} will be offered 143,383,695 newly issued ordinary shares. 2. Gortune Industry ^{2/} will be offered 92,540,537 newly issued ordinary shares. 3. Gortune Commerce ^{2/} will be offered 52,075,768 newly issued ordinary shares. Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert. ^{3/}
Relationship with the Company	:	<u>Prior to the Private Placement Transaction</u> The Investors has no relationship with the Company. <u>After the Private Placement Transaction</u> The persons nominated by the Investors will be appointed as executives and/or directors of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors), thus, the Investors will be considered as the Company's connected persons according to the Notifications on Connected Transaction.

Remark:

- 1/ Gortune HK is a juristic person in the group of Gortune Investment Corporation Limited ("Gortune"). Gortune indirectly invests in leading securities companies in China, the business of which is the same as the Company's core business. (Please refer to information of Gortune in Attachment 1 of this report)

Profile of Gortune HK																	
Company name	: Gortune International Investment Holding Limited																
Type of business	: Holding company																
Country of registration	: Hong Kong SAR, China																
Date of registration	: October 12, 2016																
Corporate registration number	: 2437061																
Registered capital (as of November 28, 2023)	: HKD 23,000,000																
Paid-up capital (as of November 28, 2023)	: HKD 23,000,000																
Head office	: Room 601-03 Agricultural Bank of China, Connaught Road Central, Hong Kong SAR, China																
List of directors	: 1. Mr. Quan Wang 2. Mrs. Xiaozhou Li 3. Miss Tongxin Ju																
List of shareholders	: Gortune Investment Corporation Limited, holding 100% The shareholders of Gortune Investment Corporation Limited consist of individual and juristic persons of Chinese nationality, and none of them holds more than 20% of total issued shares in Gortune Investment Corporation Limited. List of the top 10 shareholders of Gortune ⁽¹⁾ as of December 31, 2023 is as follows:																
	<table border="1"> <thead> <tr> <th>Shareholders of Gortune</th> <th>Shareholding (%)</th> </tr> </thead> <tbody> <tr> <td>1. Zhuhai Xianfeng Yuefu Investment Partnership Enterprise (Limited Partnership)⁽²⁾</td> <td>15.63</td> </tr> <tr> <td>2. Infore Group Co., Ltd.⁽³⁾</td> <td>12.50</td> </tr> <tr> <td>3. Guangzhou Semi Business Services Co., Ltd.⁽⁴⁾</td> <td>9.38</td> </tr> <tr> <td>4. Guangzhou Huadu Investment Co., Ltd.⁽⁵⁾</td> <td>7.81</td> </tr> <tr> <td>5. Guangzhou Jiabin Business Service Co., Ltd.⁽⁶⁾</td> <td>6.25</td> </tr> <tr> <td>6. Foshan Midea Enterprise Management Co., Ltd.⁽⁷⁾</td> <td>6.25</td> </tr> <tr> <td>7. Guangzhou Tengxichen Investment Co., Ltd.⁽⁸⁾</td> <td>6.25</td> </tr> </tbody> </table>	Shareholders of Gortune	Shareholding (%)	1. Zhuhai Xianfeng Yuefu Investment Partnership Enterprise (Limited Partnership) ⁽²⁾	15.63	2. Infore Group Co., Ltd. ⁽³⁾	12.50	3. Guangzhou Semi Business Services Co., Ltd. ⁽⁴⁾	9.38	4. Guangzhou Huadu Investment Co., Ltd. ⁽⁵⁾	7.81	5. Guangzhou Jiabin Business Service Co., Ltd. ⁽⁶⁾	6.25	6. Foshan Midea Enterprise Management Co., Ltd. ⁽⁷⁾	6.25	7. Guangzhou Tengxichen Investment Co., Ltd. ⁽⁸⁾	6.25
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6. Foshan Midea Enterprise Management Co., Ltd. ⁽⁷⁾	6.25																
7. Guangzhou Tengxichen Investment Co., Ltd. ⁽⁸⁾	6.25																

Profile of Gortune HK		
	8. Guangzhou Star River Venture Capital Co., Ltd. ⁽⁹⁾	6.25
	9. Rongyue Enterprise Management Co., Ltd. ⁽¹⁰⁾	6.25
	10. Guangdong Haitian Group Co., Ltd. ⁽¹¹⁾	6.25
Remark:		
(1) None of the top 10 shareholders has control over Gortune.		
(2) The major shareholder is Infund Holdings Group Co., Ltd., holding 99% of the shares. Mr. Xie Songfeng holds 70% of the shares in Infund Holdings Group Co., Ltd..		
(3) The major shareholder is Mr. He Jianfeng, holding 88.09% of the shares.		
(4) The major shareholder is Ruyuan Jiayun Technology Co., Ltd., holding 100% of the shares. Mr. Liu Wei holds 93% of the shares in Ruyuan Jiayun Technology Co., Ltd. ultimately.		
(5) The major shareholder is Guangdong Qisheng Business Service Co., Ltd., holding 100% of the shares. Mr. Zhang Jiehua holds 99% of the shares in Guangdong Qisheng Business Service Co., Ltd. ultimately.		
(6) The major shareholder is Guangzhou Huantong Business Service Co., Ltd., holding 100% of the shares. Mr. Zhou Weiliang holds 99% of the shares in Guangzhou Huantong Business Service Co., Ltd. ultimately.		
(7) 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.		
(8) The major shareholders are Yuan Changchang and Yuan Zhimin, each holding 50% of the shares.		
(9) 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.		
(10) 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.		
(11) The major shareholder is Mr. Pang Kang, holding 48.75% of the shares.		

- 2/ Gortune Industry and Gortune Commerce are newly established Thai juristic persons, in which the shares are held by Gortune through Gortune HK and 2 Thai co-investors, namely Mr. Phaiboon Siripanoosati and Mrs. Matthana Moonjan, who hold the shares indirectly through Gortune Holding (Thailand) Company Limited ("Gortune Holding TH") and Gortune (Thailand) Company Limited ("Gortune (Thailand)").

Profile of Gortune Industry	
Company name	: Gortune Industry Company Limited
Type of business	: Holding company
Country of registration	: Thailand
Date of registration	: November 27, 2023
Corporate registration number	: 0105566224767
Registered capital (as of November 28, 2023)	: Baht 2,000,000
Paid-up capital (as of November 28, 2023)	: Baht 500,000
Head office	: 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok
List of directors	: 1. Mr. Wenchang Chen 2. Mrs. Xiaozhou Li 3. Mr. Peng Wang
List of shareholders	: 1. Gortune International Investment Holding Limited, holding 49% 2. Gortune Holding (Thailand) Company Limited, holding 51%

Profile of Gortune Commerce	
Company name	: Gortune Commerce Company Limited
Type of business	: Holding company
Country of registration	: Thailand
Date of registration	: November 27, 2023
Corporate registration number	: 0105566224805
Registered capital (as of November 28, 2023)	: Baht 2,000,000
Paid-up capital (as of November 28, 2023)	: Baht 500,000
Head office	: 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok
List of directors	: 1. Mr. Wenchang Chen 2. Mrs. Xiaozhou Li 3. Mr. Peng Wang

Profile of Gortune Commerce	
List of shareholders	: 1. Gortune International Investment Holding Limited, holding 49% 2. Gortune (Thailand) Company Limited, holding 51%

Profile of Gortune Holding TH	
Company name	: Gortune Holding (Thailand) Company Limited
Type of business	: Holding company
Country of registration	: Thailand
Date of registration	: November 24, 2023
Corporate registration number	: 0105566224651
Registered capital (as of November 28, 2023)	: Baht 1,000,000
Paid-up capital (as of November 28, 2023)	: Baht 500,000
Head office	: 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok
List of directors	: 1. Mr. Wenchang Chen 2. Mrs. Xiaozhou Li 3. Mr. Peng Wang 4. Mrs. Matthana Moonjan 5. Mr. Phaiboon Siripanoosatie
List of shareholders	: 1. Gortune International Investment Holding Limited, holding 49% 2. Mrs. Matthana Moonjan, holding 27% 3. Mr. Phaiboon Siripanoosatie, holding 24%

Profile of Gortune (Thailand)	
Company name	: Gortune (Thailand) Company Limited
Type of business	: Holding company
Country of registration	: Thailand
Date of registration	: November 24, 2023
Corporate registration number	: 0105566224643
Registered capital (as of November 28, 2023)	: Baht 1,000,000
Paid-up capital (as of November 28, 2023)	: Baht 500,000
Head office	: 33/4 The Ninth Tower, Tower A, 34th Floor, Rama 9 Road, Huaykwang Sub-District, Huaykwang District, Bangkok
List of directors	: 1. Mr. Wenchang Chen 2. Mrs. Xiaozhou Li 3. Mr. Peng Wang 4. Mrs. Matthana Moonjan 5. Mr. Phaiboon Siripanoosatie
List of shareholders	: 1. Gortune International Investment Holding Limited, holding 49% 2. Mrs. Matthana Moonjan, holding 27% 3. Mr. Phaiboon Siripanoosatie, holding 24%

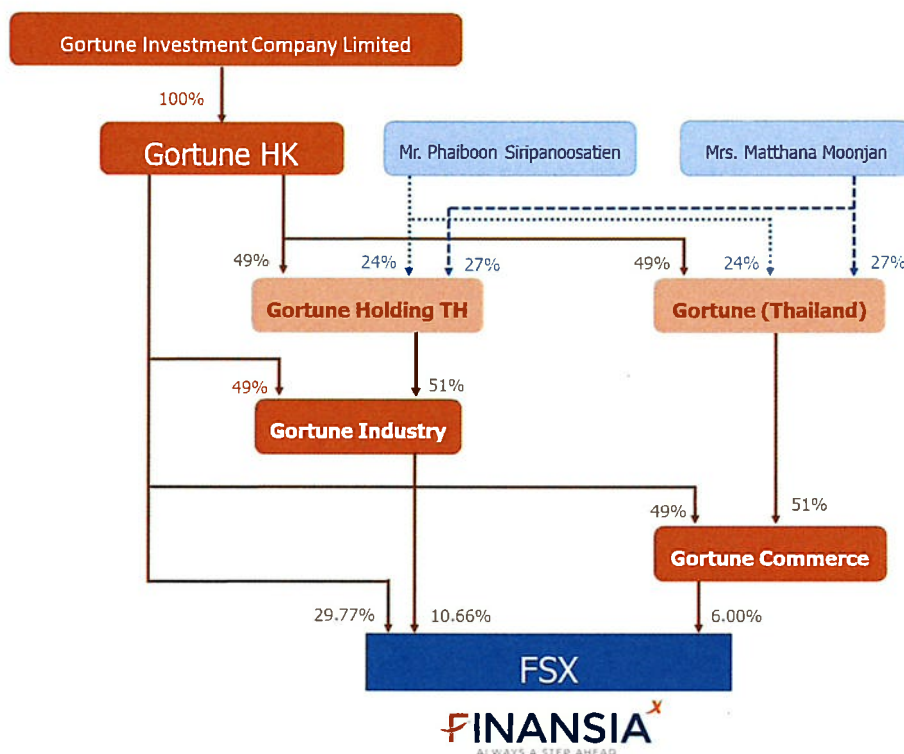
3/ Gortune HK, Gortune Industry, and Gortune Commerce are concert parties having control over the company, as per the details of the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting (Whitewash) (Transaction 2).

Gortune Investment Corporation Limited (Gortune), which is a Chinese private investment company established by Guangdong Province jointly with the private sectors who are leaders in various industries with experiences in investing in a variety of businesses, especially in the financial services business, has an intention to invest in the Company by having its affiliates, namely, (1) Gortune International Investment Holding Limited (Gortune HK), (2) Gortune Industry Company Limited (Gortune Industry), and (3) Gortune Commerce Company Limited (Gortune Commerce), enter into the Private Placement Transaction.

Gortune has experience in investing in various businesses with investment value of approximately USD 3.5 billion (equivalent to approximately RMB 25 billion). If Gortune becomes a shareholder in the Company, this will help to boost the capability and efficiency in business operation of the FSX Group by relying on the capability of Gortune's investment ecosystem, especially in the financial services business, which will promote the securities business of the FSX Group in a number of aspects, such as the opportunity to increase business value by expanding the customer base, especially among Chinese customers, and the transfer of technology which is an important factor that will contribute to

the sustainable success and growth of the FSX Group. Gortune has no plan to materially change the policy and business management of the Company, and will still aim to focus on the Company being a leader in the securities brokerage business, investment banking business, and asset management business. However, after becoming the Company's shareholder, Gortune may propose a strategic plan concerning the study of the opportunities to expand the business into asset management or other financial service businesses. In this respect, Gortune wishes to appoint 3 directors of the Company as its representatives without increasing the number of directors of the Company.

Figure 2: Shareholding Structure of the Investors
after the Private Placement Transaction and the Share Purchase Transaction



1.4. General Characteristics of the Transaction

1.4.1. Conditions for Entering into the Transaction and Details of the Offering

The Company will issue and offer not exceeding 288,000,000 newly issued ordinary shares, with par value of Baht 1.60 per share, representing 33.18% of total issued shares of the Company after the capital increase, through private placement to Gortune HK, Gortune Industry, and Gortune Commerce, at the offering price of Baht 2.30 per share, with a total value of not exceeding Baht 662,400,000.

Shareholding Proportion under the PP Transaction + Share Purchase Transaction + RO Transaction								
No.	Name ^{1/}	Maximum No. of Shares Offered	Offering Value (Baht Million)	% Shareholding before PP Transaction	% Shareholding after PP Transaction	% Shareholding after PP Transaction + Existing Shares ^{2/}	% Shareholding after PP + Existing Shares + RO ^{3/} (%)	% Shareholding after PP + Existing Shares + RO (in proportion and oversubscribe) ^{4/}
1	Gortune HK	143,383,695	329.78	None	16.52	29.77	29.77	29.77
2	Gortune Industry	92,540,537	212.84	None	10.66	10.66	10.66	14.22
3	Gortune Commerce	52,075,768	119.78	None	6.00	6.00	6.00	6.00
		288,000,000	662.40		33.18	46.43	46.43	49.99

Remark:

- 1/ Please refer to information of Gortune in Transaction 1 – Part 1, Clause 1.3, of this report, the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction, Clauses 2 (Enclosure 2), of the Company attached to the notice of the shareholders' meeting, and Attachment 1 of this report.
- 2/ After completion of the Private Placement Transaction, Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company in a total amount of 115,000,000 shares, representing 13.25% of total issued shares of the

Company prior to the Rights Offering Transaction, of which 83,150,000 shares will be purchased from PILGRIM at the purchase price of Baht 2.50 per share (equivalent to Baht 207,875,000) and 29,870,000 shares will be purchased from Blue Whale at the purchase price of Baht 2.50 per share (equivalent to Baht 74,675,000) (the Share Purchase Transaction).

However, the Investors will not enter into the Share Purchase Transaction if the Private Placement Transaction and the Investors' request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) are not approved by the Extraordinary General Meeting of Shareholders of the Company.

- 3/ Based on the details of the Rights Offering Transaction and under the assumption that all shareholders exercise their rights to subscribe for the newly issued shares under the Rights Offering Transaction in proportion to their shareholding.
- 4/ Based on the details of the Rights Offering Transaction and under the assumption that the Investors by Gortune HK exercise their rights to oversubscribe for the newly issued shares under the Rights Offering Transaction. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction.

The Investors' subscription for the newly issued ordinary shares of the Company under the Private Placement Transaction shall be subject to conditions set out in the Share Subscription Agreement. *(Please refer to more details in Transaction 1 - Part 1, Clause 1.4.5, of this report)*

Silent period

The offering price of the newly issued ordinary shares to the Investors under the Private Placement Transaction has been explicitly determined at Baht 2.30 per share and is not considered as an offer for sale of the newly issued shares at a price lower than 90% of the weighted average price of the Company's shares traded on the SET for the past 12 consecutive business days before the date the Board of Directors of the Company resolved to propose the agenda to the shareholders' meeting (during November 10 – 27, 2023), which is equal to Baht 2.55. As such, the newly issued shares under the Private Placement Transaction do not trigger the conditions on the silent period according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (and its amendments).

The requirement of the Investors to make a tender offer

The Company expects that the sale and purchase of the newly issued ordinary shares under the Private Placement Transaction will be completed by early March 2024, following which the Investors will hold a total of not exceeding 288,000,000 shares in the Company, representing 33.18% of total voting rights in the Company after the capital increase.

In addition, after completion of the Private Placement Transaction, the Investors will acquire the Company's shares under the Share Purchase Transaction. The Investors will then hold the total of not exceeding 403,000,000 shares, representing 46.43% of total voting rights in the Company, with Gortune HK, Gortune Industry, and Gortune Commerce holding 29.77%, 10.66%, and 6.00% of shares respectively. As such, FSS, FSS International Investment Advisory Securities Company Limited ("FSSIA"), Finansia Securities Limited ("FSL"), and Finansia Digital Asset Company Limited ("FDA"), which are the subsidiaries of the Company that operate the core business, will have the change of indirect shareholders. Thus, FSS, FSSIA, FSL, and FDA have to seek for the approval from the SEC regarding such change in shareholding structure within 14 days from the date on which the Investors acquire more than 10% of shares. After such acquisition of shares, the Company will then enter into the Rights Offering Transaction (if the Rights Offering Transaction is approved by the Extraordinary General Meeting of Shareholders of the Company).

After the acquisition of shares under the Private Placement Transaction, the Investors will have their collective shareholding in the Company exceeding 25%, but not more than 50%, of total voting rights in the Company. As such, the Investors will be required to make a tender offer for all securities of the Company according to the Notification on Business Takeover. Thus, the Investors wish to request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification on Whitewash, as per the relevant details of the Whitewash (Enclosure 4 – 5 attached to the notice of the shareholders' meeting).

Furthermore, after the acquisition of the Company's shares, the Board of Directors will continue to consist of 9 members as before. The Investors will appoint 3 representatives as directors of the Company to replace existing directors (2 out of 3 directors will be the authorized director of the Company). Currently, the Investors are in the process of selecting directors with suitable qualifications to fulfill the positions on the Company's Board of Directors. Details of the change in directors of the Company are as follows:

List of Directors After the Nomination of 3 Representatives of the Investors	Position
<i>-Please refer to more details in Transaction 2 – Part 2, Clause 1.2, of this report-</i>	
1 Mr. Chatchaval Jiaravanon ^{1/}	Chairman and authorized director
2 Mr. Chuangchai Nawongs ^{1/}	Director, Chief Executive Officer, and authorized director
3 Mr. Seksan Chunsereechai ^{1/}	Vice Chairman
4 (Representative of the Investors, replacing Mr. Vorapak Tanyawong) ^{2/}	Director
5 (Representative of the Investors, replacing Mr. Sompnop Keerasuntornpong) ^{2/}	Director and authorized director
6 (Representative of the Investors, replacing Mrs. Pornpring Suksantisuwan) ^{2/}	Director and authorized director
7 Pol. Gen. Visanu Prasattongsoth	Chairman of the Audit Committee and Independent Director
8 Mr. Kittisak Bencharit	Audit Committee and Independent Director
9 (In the process of nominating new independent director to replace the resigned director to comply with the Company's Articles of Association and the supervising authorities' rules and regulations.)	Audit Committee and Independent Director

Remark: 1/ Director No. 1 – 3 and No. 7 – 9 are the current directors of the Company who are nominated by the Company.

2/ Gortune is in the process of searching for qualified persons to assume the post as directors of the Company. 2 out of 3 representatives of the Investors will be authorized directors of the Company.

1.4.2. Determination of the Offering Price and Appropriateness of the Offering Price of the Newly Issued Shares under the Private Placement Transaction

The determination of the offering price of the newly issued ordinary shares under the Private Placement Transaction at Baht 2.30 per share is the result of negotiations and joint agreement between the Company and the Investors based on the Company's market price, which is the same price at which the Investors purchase shares under the Rights Offering Transaction.

The current economic and capital market conditions in the country have affected cash flow from operations of the Company while future business plan of the FSX Group requires an amount of funds in order to expand the business according to the strategic plan. The Company has therefore considered the offering of the newly issued ordinary shares under the Private Placement Transaction to the Investors by explicitly determining the offering price. Such offering price is based on the market price with a discount not exceeding 10% (which is not considered as the offering of PP shares at discount). The said market price is determined from the weighted average price of the Company's shares traded on the SET for the past 12 consecutive business days before the date on which the Board of Directors resolved to propose the shareholders' meeting to approve the Company's offering of the newly issued shares through private placement by explicitly determining the offering price. Such period is a sufficient to cover the trading volume and the trading price that reflects market price of the Company's shares (during November 10 – 27, 2023), which is equal to Baht 2.55 per share.

Therefore, the Board of Directors is of the opinion that the offering price of the newly issued ordinary shares under the Private Placement Transaction is deemed appropriate since such offering price (Baht 2.30 per share) is not considered as an offering of the newly issued shares at a price lower than 90% of the weighted average price of the Company's shares. The said offering price will allow the Company to obtain the required amount of funds amid the current economic and capital market conditions. Besides, the Investors have a strong financial position and a potential for funding and investment in the Company as well as knowledge, capability, experience, and potential from their business investments in China, which can support the business of FSX Group.

1.4.3. Determination of Market Price

For the purpose of consideration of the market price, the Company used the volume-weighted average price of the Company's shares traded on the SET over the past 12 consecutive business days before the date on which the Board of Directors resolved to propose the shareholders' meeting to consider and approve the offering of the newly issued ordinary shares, i.e., from November 10 - 27, 2023, which is equal to Baht 2.55. (Source: www.setsmart.com)

1.4.4. Major Shareholding Structure Prior to and After the Capital Increase through Private Placement

The Company's shareholding structure, as of November 28, 2023, prior to and after the acquisition of the Company's shares under the relevant transactions, can be summarized as follows:

Name of Shareholders	Pre-Transaction ^{1/}		After PP		After PP + Existing Shares		After PP + Existing Shares + RO (proportionate to shareholding) ^{2/}		After PP + Existing Shares + RO (proportionate to shareholding and oversubscribe) ^{3/}	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1. Gortune-HK	0	0	143,383,695	16.52	258,383,695	29.77	516,767,390	29.77	516,767,390	29.77
2. Gortune Industry	0	0	92,540,537	10.66	92,540,537	10.66	185,081,074	10.66	246,819,108	14.22
3. Gortune Commerce	0	0	52,075,768	6.00	52,075,768	6.00	104,151,536	6.00	104,151,536	6.00
Investors (Acting in Concert)	0	0	288,000,000	33.18	403,000,000	46.43	806,000,000	46.43	867,738,034	49.99
4. PILGRIM ^{4/}	170,269,978	29.36	170,269,978	19.62	85,139,978	9.81	170,279,956	9.81	170,279,956	9.81
5. Blue Whale with MS acting as the custodian ^{3/}	40,191,611	6.93	40,191,611	4.63	10,321,611	1.19	20,643,222	1.19	20,643,222	1.19
6. ICBC International Holdings Limited, with MIB Securities (Hong Kong) Limited as custodian	64,663,609	11.15	64,663,609	7.45	64,663,609	7.45	129,327,218	7.45	129,327,218	7.45
7. Industrial and Commercial Bank of China (Thai) Public Company Limited	58,140,302	10.03	58,140,302	6.70	58,140,302	6.70	116,280,604	6.70	116,280,604	6.70
8. Mr. Suthiphot Ariyasuthiwong	41,669,400	7.19	41,669,400	4.80	41,669,400	4.80	83,338,800	4.80	83,338,800	4.80
9. Thai NVDR Co., Ltd.	24,545,177	4.23	24,545,177	2.83	24,545,177	2.83	49,090,354	2.83	49,090,354	2.83
10. Mrs. Suporn Wattanavekin	12,367,427	2.13	12,367,427	1.42	12,367,427	1.42	24,734,854	1.42	24,734,854	1.42
11. Miss Chayuda Jiaravanon	9,500,000	1.64	9,500,000	1.09	9,500,000	1.09	19,000,000	1.09	19,000,000	1.09
12. Mr. Chaval Jiaravanon	9,500,000	1.64	9,500,000	1.09	9,500,000	1.09	19,000,000	1.09	19,000,000	1.09
13. Miss Suparat Sangamuang	8,043,000	1.39	8,043,000	0.93	8,043,000	0.93	16,086,000	0.93	16,086,000	1.39
Total	438,890,504	75.68	726,890,504	83.75	726,890,504	83.75	1,453,781,008	83.75	1,518,300,462	87.47
Other minor shareholders	141,038,957	24.32	141,038,957	16.25	141,038,957	16.25	282,077,914	16.25	155,820,426	8.98
Total shares	579,929,461	100.00	867,929,461	100.00	867,929,461	100.00	1,735,858,922	100.00	1,735,858,922	100.00

Remark:

- 1/ The information from the shareholder registration book closing date (XM) of the Company on December 18, 2023 derived from Thailand Securities Depository Company Limited
- 2/ The calculation is under the assumption that the names and number of shares of the others of the top 10 shareholders (other than the subscribers under the Private Placement Transaction) No. 4 – 13 above remain unchanged and that all shareholders exercise their rights to subscribe for the newly issued ordinary shares under the Rights Offering Transaction in proportion to their shareholding.
- 3/ Based on the assumption that (a) names and number of shares of the other top 10 shareholders (other than the subscribers under the Private Placement Transaction) remain unchanged; and (b) every shareholder exercise their rights to subscribe for the newly issued ordinary shares under the Rights Offering Transaction according to their shareholding and the oversubscription is from Gortune Industry and other minor shareholders only (the Investors will not hold more than 49.99% of total issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction).
- 4/ Gortune HK will purchase existing ordinary shares from (a) Pilgrim Finansia Investment Holdings (Pte.) Ltd. in the amount of 85,130,000 shares, and (b) Blue Whale Enrich Company Limited, with Morgan Stanley & Co. International Public Company Limited acting as the custodian, in the amount of 29,870,000 shares, at the purchase price of Baht 2.50 per share (the Share Purchase Transaction).

1.4.5. Summary of Key Terms and Conditions

The key terms and conditions in the Share Subscription Agreement with the Investors under the Private Placement Transaction are as follows:

Share Subscription Agreement between the Company and the Investors	
Parties	: (a) The Company (as the issuer) (b) Gortune HK (as the subscriber) (c) Gortune Industry (as the subscriber) (d) Gortune Commerce (as the subscriber) The person(s) nominated by the Investors will be appointed as the Company's executive(s). As a result, the Private Placement Transaction will constitute a connected transaction.
Date of agreement	: November 28, 2023

Share Subscription Agreement between the Company and the Investors	
Key conditions precedent	: (1) The shareholders' meeting of the Company shall have resolved to approve the Private Placement Transaction with the Investors and approve a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash); and (2) The Investors shall have obtained a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) from the SEC.
Other key conditions	: Gortune, as a shareholder holding all shares in Gortune HK, will arrange for Finasia Syrus Securities Public Company Limited (FSS), a subsidiary of the Company, to enter into a cooperation agreement with GF Securities (Hong Kong) Brokerage Limited, a legal entity within Gortune's investment ecosystem, to enhance FSS' capabilities in securities business and related services. ^{1/}

Remark: As a result of the acquisition of shares of the Company by the Investors, FSS, FSSIA, FSL, and FDA, which are the subsidiaries of the Company that operate the core business, will have the change of indirect shareholders. Thus, FSS, FSSIA, FSL, and FDA have to seek for the approval from the SEC regarding such change in shareholding structure within 14 days from the date on which the Investors acquire more than 10% of shares.

1/ The Investors and the Company must arrange for FSS and GF Securities (Hong Kong) Brokerage Limited to enter into a cooperation agreement, which will take effect after completion of the Private Placement Transaction, the Share Purchase Transaction, and the Whitewash Transaction.

1.5. Total Value of Consideration, Payment of Consideration, and Criteria for Determining Total Value of Consideration for the Connected Transaction

1.5.1 Total Value of Consideration (for the Connected Transaction)

The total value of consideration for the Private Placement Transaction, under which the Company will issue and offer not exceeding 288,000,000 new ordinary shares, with par value of Baht 1.60 per share, at the offering price of Baht 2.30 per share, is equal to Baht 662,400,000.

1.5.2 Payment and Terms of Payment

The Investors will pay for the total consideration in cash to the Company after the Extraordinary General Meeting of Shareholders No. 1/2024 approves the Issuance and Offering of Newly Issued Ordinary Shares Transaction and the increase of the Company's registered capital to accommodate the said issuance and offering of newly issued ordinary shares, and after all conditions precedent under the Share Subscription Agreement have been satisfied or waived by the parties thereunder.

1.5.3 Criteria for Calculation of Total Value of Consideration

The determination of the offering price of the newly issued ordinary shares under the Private Placement Transaction at Baht 2.30 per share is the result of negotiations and joint agreement between the Company and the Investors based on the Company's market price, which is the same price at which the Investors purchase shares under the Rights Offering Transaction, and is not lower than the fair price according to the Notification on PP Shares Offering. *(Please refer to more details in Transaction 1 – Part 1, Clauses 1.4.2 and 1.4.3 of this report)*

1.6. Calculation of Transaction Size

Connected transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
Net tangible assets (NTA) criteria	= Baht 1,368.00 million ^{1/} / Baht 2,469.11 million ^{2/}	55.40%
Connected transaction size:		55.40%

Remark:

1/ Calculation is based on the highest of

- (a) Total value of the Private Placement Transaction of Baht 662.40 million, calculated from 288,000,000 PP shares at the offering price of Baht 2.30 per share
- (b) Book value of Baht 1,368.00 million, calculated from 288,000,000 PP shares multiplied by book value per share of Baht 4.75 based on reviewed consolidated financial statements of the Company for the 9-month period ended September 30, 2023; and
- (c) Market value of Baht 734.40 million, calculated from 288,000,000 PP shares multiplied by market price of Baht 2.55 per share. *(Please refer to details of the market price calculation in Transaction 1 – Part 1, Clause 1.4.3, of this report)*

In this case, the transaction size calculation is based on (b), which is the highest of all.

2/ Net tangible assets of the Company = Total assets of Baht 6,695.13 million - Net intangible assets of Baht 235.23 million - Deferred income tax of Baht 44.06 million - Total liabilities of Baht 3,939.68 million - Non-controlling interests of the subsidiaries of Baht 7.06 million, based on the Company's reviewed consolidated financial statements for the 9-month period ended September 30, 2023.

1.7. Purpose of the Issuance of the Newly Issued Ordinary Shares, Use of Proceeds, and Effects on Shareholders

1.7.1 Purpose of the Issuance of the Newly Issued Ordinary Shares and Use of Proceeds

If the Private Placement Transaction is completed, the Company will receive an amount not exceeding Baht 662,400,000, and if all existing shareholders fully exercise their rights to subscribe for the newly issued shares under the Rights Offering Transaction, the Company will receive an amount not exceeding Baht 1,996,237,760.30, making up a total of not exceeding Baht 2,658,637,760.30. The Company plans to use the proceeds received from the capital increase as follows:

Use of Proceeds ^{1/}	Estimated Amount (Baht Million)	Period for Use of Proceeds
1. To expand the lending limit to the customers for securities purchases and block trade transactions of Single Stock Futures	1,250	2024
2. To develop the system and expand businesses related to FSX Group, including investing in online trading system development, investing in back-office system development, investing in tools used by FSX Group's personnel to offer comprehensive services to customers	500	2024 - 2027
3. To expand the investment in the digital asset business and other related businesses such as the initial coin offering portal (ICO Portal)	150	2024
4. To repay the Company's loans to the subsidiaries to allow such subsidiaries to repay debt instruments and/or use as working capital	759	By Q2/2024
Total	2,659	

Remark: 1/ Please refer to more details in Transaction 1 - Part 2, Clause 4 of this report.

1.7.2 An Opportunity to Generate Benefits and Revenues for the Company

The Board of Directors is of the opinion that FSX Group is in the process of entering the digital transformation, which is a process of changing from the traditional work system towards working through a full digital system. Therefore, a large amount of investment funds is required not only for the technology, but also for the training, developing, and strengthening the skills (upskill and re-skill) of personnel to be ready to support such change. Such investment is thus a key factor towards the success in increasing the competitiveness and capabilities as well as the business development of FSX Group to be able to grow steadily and sustainably. Therefore, the issuance and offering of the new ordinary shares to the Investors will allow the Company to receive the funds to be used for investment according to the said plan of the Company, which will partially reduce the additional investment burden of the existing shareholders. Moreover, the Board of Directors has carefully considered the matter and viewed that the Investors, in which their shares are directly and indirectly held by Gortune HK which is a company within Gortune Group, are capable investors. The capability of Gortune should help support and develop various businesses of FSX Group towards sustainable growth. In addition, the offering of the newly issued ordinary shares via private placement will help reduce the time required to raise funds and reduce the financial burden on the Company when compared with the borrowing from commercial banks.

However, the Board of Directors views that, despite the issuance and offering of PP shares to the Investors, the amount received therefrom is still insufficient according to the Company's strategic plan. Thus, it is necessary to raise more funds via the rights offering to its existing shareholders, which will help to strengthen the Company's capital structure and, similar to the Private Placement Transaction, will reduce the time required to raise funds and the financial burden on the Company when compared with the borrowing from commercial banks.

1.7.3 Potential Impacts of the Capital Increase or the Allocation of Newly Issued Shares through Private Placement

Given that the Company's Extraordinary General Meeting of Shareholders No. 1/2024 approves the issuance and offering of not exceeding 1,155,929,461 new ordinary shares, with par value of Baht 1.60 per share, by (a) allocating not exceeding 288,000,000 newly issued ordinary shares through private placement (PP) to the Investors at the price of Baht 2.30 per share with a total value of Baht 662,400,000, and (b) allocating not exceeding 867,929,461 newly issued ordinary shares for rights offering (RO) to the existing shareholders at an allocation ratio of 1 existing share to 1 newly issued ordinary share at the price of Baht 2.30 per share with a total value of Baht 1,996,237,760.30.

The Investors will fully exercise their rights to subscribe for the said PP shares. In the case where the existing shareholders, except minor shareholders, exercise their rights to subscribe for the RO shares, this will create dilution effects on the existing shareholders as follows:

Dilution Effects	Under PP Transaction	Under PP + RO Transactions ^{1/}
Price dilution	3.14%	6.67%
Control dilution	33.18%	54.37%
Earnings dilution	33.18%	66.59%

Remark: 1/ If all of the existing shareholders, except minor shareholders, exercise their rights to subscribe for the shares in proportion to their shareholding, the Investors will oversubscribe for shares but shall not exceed 49.99%.

Details of the calculation are provided in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting.

1.7.4 Benefits to the Shareholders Compared with Earnings Dilution or Control Dilution

When comparing the benefits which the shareholders will receive from the Issuance and Offering of Newly Issued Ordinary Shares Transaction with the earnings dilution or control dilution resulting from the Issuance and Offering of Newly Issued Ordinary Shares Transaction as detailed above, the Company is of the view that the said offering of the newly issued ordinary shares will be more beneficial to the shareholders as it will create strength and financial stability for FSX Group to be ready for the implementation of the strategic plan in relation to the digital transformation in order to suitably and effectively apply digital technology to the business of the Company. In addition, the issuance of the new ordinary shares to the Investors will enable the Company to have a strong business partner such as Gortune, which is a Chinese private investment company established by Guangdong Province jointly with the private sectors who are leaders in various industries with experiences in investing in a variety of businesses, with total investment value of over USD 3.5 billion or approximately RMB 25 billion. This will accordingly boost the capability and efficiency in business operation of FSX Group by embracing on the capability of Gortune's investment ecosystem, especially in the financial services business, which will promote the securities business of FSX Group in a number of aspects, such as the opportunity to increase business value by expanding the customer base, especially among Chinese customers, and the transfer of technology which is an important factor that will contribute to the sustainable success and growth of FSX Group.

1.8. Conditions for Entering into the Transaction

The Private Placement Transaction will occur after the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024, has resolved to approve the issuance and offering of new ordinary shares of the Company through private placement (Agenda 2) and the waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the business (Agenda 3) with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding shareholders with conflict of interest, and to approve all relevant agenda (Agenda 4 – Agenda 6), and after all conditions precedent under the Share Subscription Agreement have been satisfied or waived by the parties thereunder. The Company expects that the said transaction will be completed by March 2024.

1.9. Agreements Related to the Entering into the Transaction

Summary of the Share Subscription Agreement is in Transaction 1 – Part 1, Clause 1.4.5 of this report and in Clause 3.1 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting.

1.10. Connected Persons and/or Characteristics of the Conflict of Interest

The Investors are considered as connected persons of the Company according to the Notifications on Connected Transaction because they will acquire the PP shares in the Company and thereafter become the Company's major shareholders collectively holding more than 10% of total issued shares after the issuance and offering of the PP shares of the Company, and the person(s) nominated by the Investors will be appointed as executive(s) and/or director(s) of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors). At present, however, the Investors have not yet become the Company's shareholders.

Nonetheless, PILGRIM and Blue Whale will sell the Company's existing ordinary shares held by them to the Investors after the Company has issued and offered its new ordinary shares to the Investors. The Share Purchase Transaction, the Private Placement Transaction (Transaction 1), Whitewash

Transaction (Transaction 2) are conditional upon each other. As such, PILGRIM and Blue Whale are not eligible to vote on Transaction 1 (Agenda 2 - 6 of the Extraordinary General Meeting of Shareholders No. 1/2024).

List of connected persons and/or shareholders who have conflict of interest and are ineligible to vote on Agenda 2 at the Extraordinary General Meeting of Shareholders No. 1/2024 is presented in Clause 7 of the Information Memorandum Concerning the Issuance and Offering of New Ordinary Shares and the Connected Transaction (Enclosure 2) attached to the notice to the Extraordinary General Meeting of Shareholders.

1.11. Transaction Timeline

Please refer to the details in Clause 9 of the Capital Increase Form (Form 53-4) (Enclosure 3) of the notice to the shareholders' meeting.

1.12. Opinion of the Board of Directors on the Issuance and Offering of Newly Issued Ordinary Shares Transaction

(1) Rationale and Necessity of the Capital Increase

Private Placement Transaction

The Board of Directors is of the opinion that FSX Group is in the process of entering the digital transformation, which is a process of changing from the traditional work system towards working through a full digital system. Therefore, a large amount of investment funds is required not only for the technology, but also for the training, developing, and strengthening the skills (upskill and re-skill) of personnel to be ready to support such change. Such investment is thus a key factor towards the success in increasing the competitiveness and capabilities as well as the business development of FSX Group to be able to grow steadily and sustainably. Therefore, the issuance and offering of the new ordinary shares to the Investors will allow the Company to receive the funds to be used for investment according to the said plan of the Company, which will partially reduce the additional investment burden of the existing shareholders. Moreover, the Board of Directors has carefully considered the matter and viewed that the Investors, in which their shares are directly and indirectly held by Gortune HK which is a company within Gortune Group, are capable investors. The capability of Gortune should help support and develop various businesses of the Company's group towards sustainable growth. In addition, the offering of the newly issued ordinary shares via private placement will help reduce the time required to raise funds and reduce the financial burden on the Company when compared with the borrowing from commercial banks.

Rights Offering Transaction

The Board of Directors is of the opinion that despite the issuance and offering of PP shares to the Investors, the amount received therefrom still is not sufficient according to the Company's strategic plan. Thus, it is necessary to raise more funds via the rights offering, which will help to strengthen the Company's capital structure and, similar to the Private Placement Transaction, will reduce the time required to raise funds and the financial burden on the Company when compared with the borrowing from commercial banks.

(2) Viability of the Plan for Use of Proceeds

The Board of Directors is of the opinion that the Company will use proceeds from the issuance and offering of its newly issued ordinary shares according to the objective of the issuance of new ordinary shares and the plan for use of proceeds, as described in Transaction 1 – Part 1, Clause 1.7.1, of this report.

(3) Reasonableness of the Capital Increase

Private Placement Transaction

The Board of Directors is of the opinion that the capital increase is reasonable and will generate the maximum benefits to the Company. The Company needs such funds in order to enter the digital transformation. Since FSX Group aspires to achieve the business model transformation, entailing changes not only in operating process but also in business model, the issuance and offering of newly issued ordinary shares will enable the Company to receive the required amount of funds and be in line with the established strategic plan. Moreover, Gortune, the indirect shareholder of the Investors, will become the Company's business partner, which will help stabilize and strengthen business operation of FSX Group in the future. As a leading securities company in China in which Gortune has indirectly

invested has already undergone a digital transformation, such experience of the Investors and Gortune will help FSX Group adjust to the mega trend rapidly and efficiently.

Rights Offering Transaction

The Board of Directors is of the opinion that the capital increase is reasonable and will generate the maximum benefits to the Company based on the rationale and necessity mentioned above. The issuance and offering of newly issued ordinary shares will enable the Company to receive the required amount of funds and be in line with the plan for securing sources of funds and the business expansion and improvement under the established strategic plan. All of the Company's shareholders will be allocated the newly issued shares in proportion to their shareholding.

(4) Potential Impacts on the Company's Business, Financial Position, and Performance from the Capital Increase and Implementation of the Plan for Use of Proceeds

The Board of Directors is of the opinion that the capital increase will be beneficial to the business operation of FSX Group. It will help to enhance the Company's financial position and stability, with the debt to equity (D/E) ratio to edge down from the current 1.43 times to merely 0.60 time after the capital increase (calculated from information derived from the Company's consolidated financial statements, reviewed by the certified public accountant, for the period ended September 30, 2023, assuming the Company's registered and paid-up capital after offering of the newly issued shares in full amount). This will enable the Company to repay debts to FSS and FSS can then use such funds to further repay its maturing debt instruments, thereby leading D/E ratio of FSS to decrease from the current 1.41 times to 1.16 times (calculated from information derived from financial statements of FSS, reviewed by the certified public accountant, for the period ended September 30, 2023). At the same time, the Company's financial liquidity will be improved, with a stronger and more stable financial structure. Besides, the Company will be able to implement the strategic plan and additionally expand its investment in various businesses with the opportunity to receive returns from the additional investment in or expansion of businesses, resulting in future growth potential of its operation. However, given a failure in such fund raising, the Company may lose the significant business opportunity to generate revenues and returns in the long term.

In the case where the Company is unable to completely increase its capital by the issuance and offering of its new ordinary shares to the Investors and the issuance of its new ordinary shares for rights offering to its existing shareholders in full amount as required, it may have to review the strategic plan and the business expansion and investment to align with its financial condition and capital funds. Alternatively, the Company may seek for other sources of funds such as issuance of other financial instruments in order to continue with the business according to the established plan, which may be behind schedule.

(5) Appropriateness of the Offering Price of Newly Issued Shares under the Private Placement Transaction

The Board of Directors is of the opinion that the offering price of the newly issued ordinary shares under the Private Placement Transaction at Baht 2.30 per share is deemed appropriate since it is not considered as an offer of the newly issued shares at a price lower than 90% of the weighted average price of the Company's shares, which is equal to Baht 2.55 per share. The said offering price is deemed appropriate and will allow for the Company to obtain the required amount of funds amid the current economic and capital market conditions. Besides, the Investors have a strong financial position and potential for funding and investment in the Company. They also have the knowledge, capability, experience and potential accumulated from their business investments in China, which can support the business of FSX Group.

(6) Reasonableness of the Private Placement Transaction Versus the Transaction Entered into with the Third Party

The Board of Directors is of the opinion that the offering of the newly issued shares to the Investors is reasonable when compared with the entering into such transaction with the third party. Since the Investors are the affiliates of Gortune, which has invested in leading securities companies in China, the business of which is the same as the Company's core business, the Company accordingly deems that the Investors and Gortune will help support and/or improve the Company's capability in customer base expansion, especially among Chinese customers, including the transfer of technology

which is an important factor that will contribute to the sustainable business success and growth of FSX Group.

Furthermore, such share offering will help strengthen the Company's financial position and the offering price for the newly issued shares is not a low price according to the Notification on PP Shares Offering. The Board of Directors therefore views that the transaction will be executed for the interest of the Company and with fairness to its shareholders.

2. Potential Impacts of the Capital Increase or the Allocation of the Newly Issued Shares through Private Placement

Please refer to the details in Transaction 1 - Part 1, Clause 1.7.3 of this report

Transaction 1 - Part 2: Opinion of the Independent Financial Advisor on Reasonableness of the Transaction

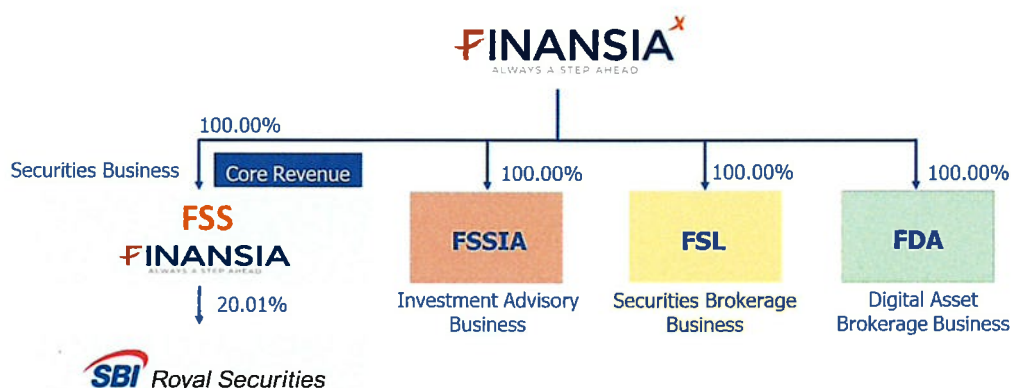
In determining the reasonableness of the transaction, the Independent Financial Advisor takes the following important factors into consideration:

1. Objective and Necessity of the Transaction

Overview of the Transactions (Transactions 1 - 2)

The Company was established on March 23, 2022 with the objective to implement the shareholding and management restructuring plan of Finansia Syrus Securities Public Company Limited (FSS). The Company operates as a holding company with its core businesses including securities brokerage business, investment advisory business, and digital asset brokerage business, which are operated through its subsidiaries and associated company. Its subsidiaries operating such core businesses consist of Finansia Syrus Securities Public Company Limited (FSS), FSS International Investment Advisory Securities Company Limited (FSSIA), Finansia Securities Limited (FSL), and Finansia Digital Asset Company Limited (FDA), while the associated company operating the core business is SBI Royal Securities Public Company Limited (SBIR). The Company generates income primarily from dividends received from shareholding in FSS, subsidiaries, and associated company. Most of its dividend income is expected to be obtained from the securities brokerage business of FSS. According to the revenue structure of FSX Group, approximately 97% of total revenue in 2022 was from the securities business of FSS' Group.

Figure 3: Shareholding Structure of the Company, Subsidiaries, and Associated Company



The Company is determined to build a balanced business model based on both financial assets in the capital market and digital assets in a bid to develop a profitable and sustainable franchise by transforming from the traditional advisory service to the "blended model," using digital as the core element to drive growth.

In this regard, the Company has adopted the strategy for reinforcement and development through (1) business expansion to digital assets and (2) one-stop financial services. The development of necessary platforms for such strategy is capital-intensive. As such, the Company must have a strong financial health so as to achieve its growth target and deliver satisfactory returns to all shareholders.

However, the securities business of FSS, which is the core business of the Company, is facing with stiff competition and increasingly tough challenges. The technological advancement has ushered in the disruption in every respect, causing the operating context of securities business to no longer remain the same. Current players therefore need to adapt themselves to such changes in the competitive environment and revenue structure. As well, FSS must streamline its strategy to attract customers and invest in its product and service development to enhance the efficiency and responsiveness to investor demand in order to safeguard its revenues and dividend income from any impacts thereof.

Figure 4: 2023 Strategic Plan of FSS

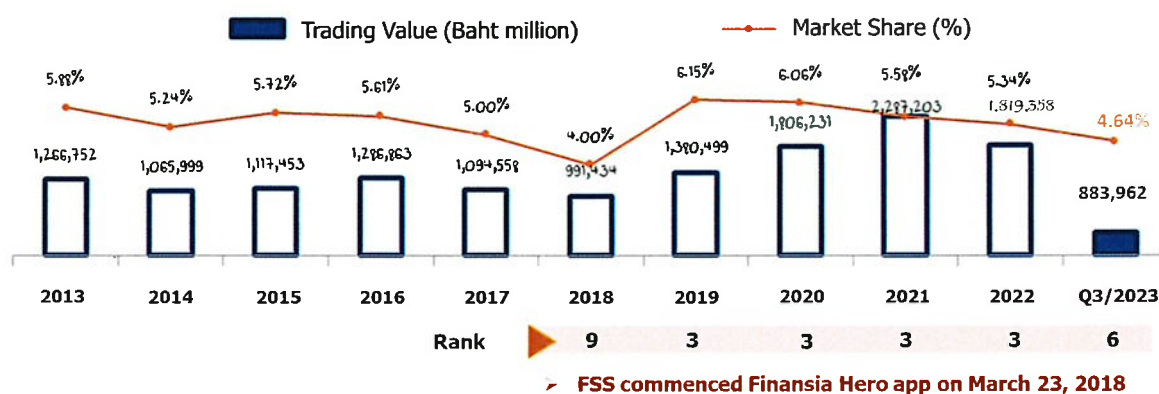


Therefore, FSS has devised an important strategic plan for 2022, continuing into 2023 - 2024, in a bid to become a company providing technology-aided financial services that align with the present circumstances where technology plays a pivotal role in everyday life and relatively leads to ongoing growth in investors' online trading. FSS has introduced a customer-centric platform and developed new capabilities in technology application to create customer facilitation, experience, and relations as a part of their daily lives, along with the deployment of technology in investor behavior analysis that will unlock an opportunity for sustainable growth for FSS in the future as well as improve efficiency in and quality of its operation.

The emergence of digital technology allows FSS to promptly identify customer needs and offer products to a niche market as customers are increasingly shifting towards the electronic platform (securities trading system via the internet), notably through its Finansia HERO mobile application (which made its debut on March 23, 2018). The application supports both mobile and desktop operations, thus enabling FSS to have access to more information and greater understanding of customers' behaviors and preferences and provide more efficient customer services. Such massive amount of transaction data is a continued factor contributing to considerably stronger capabilities of artificial intelligence (AI) and machine learning and greater understanding of and familiarity with investor demand, which will result in a drastic change in future business models and customer services. FSS will be able to predict its client needs in advance in order to create customer experience and become their financial partner, following the consistent investment in technological development and adjustment to the fast-changing customer behaviors. Nonetheless, Finansia HERO platform has to be continually developed in tandem with customers' investment experience in order to respond to their changing needs on a timely basis and maintain competitiveness. Meanwhile, FSS must still adapt itself quickly and continuously to ensure sustainable survival in the securities brokerage business. It is currently faced with competition from local players and international investors who are interested in investing in Thai securities brokerage business.

However, trading value and market share in the securities brokerage business of FSS has consistently decreased over the past 5 years due to the fact that its client base is largely composed of retail investors (approximately 68%, 62%, and 63% of trading volume in 2021, 2022 and 9M2023, respectively). In 2022 and 9M2023, trading volume of local investors has declined constantly, although FSS could capture a market share for retail investors' trading volume of 7.40%, 7.88%, and 7.86% in 2021, 2022 and 9M2023, respectively. The sharp decrease in overall retail investors' trading on the SET has mirrored the quality of FSS' retail investors. *(Please refer to more details about industry outlook and competition in securities business in Attachment 2 of this report)*

Figure 5: Trading Value and Market Share of FSS in 2013 - 2022 and 9M2023



Source: The Company, which uses information from www.setsmart.com

Therefore, to increase its competitiveness and gear up for business adaptation of the FSX Group by entering the digital transformation (which is a process of changing from the traditional work system towards working through a full digital system) alongside the expansion of the credit balance and block trade transactions of Single Stock Futures, the expansion of the investment in the digital asset brokerage business and other related businesses such as the initial coin offering portal (ICO Portal) to increase revenues in all channels for FSX Group, and the management of capital structure to support future expansion of the securities brokerage business and ensure that FSX Group (especially FSS) is prepared for the expansion upon a quick recovery in Thai stock exchange, the Company accordingly needs a huge amount of funds (as specified in its use of proceeds in Transaction 1 – Part 1, Clause 1.7.1 and Transaction 1 – Part 2, Clause 4.1 of this report) and requires sources of funds from capable investors who have profound understanding of and experience in the securities brokerage business. This will be substantially beneficial to FSX Group in driving growth and enhance the Company's competitiveness on a continuous and sustainable basis in the future.

After completion of the Private Placement Transaction (Transaction 1), the Share Purchase Transaction, and the Whitewash Transaction (Transaction 2), the Investors, who are members of Gortune Group, will become the major shareholders collectively holding 46.43% of paid-up capital of the Company after the capital increase. Thus, the Company will receive funds from both the capital increase through private placement in full amount as required and the capital increase through the rights offering (as the Investors exercise their rights in proportion to their shareholding) instead of additional fundraising from the shareholders or borrowing from financial institutions. The Company will then have sufficient sources of funds to repay the maturing debentures of FSS (Baht 465.40 million in April 2024 and Baht 248.00 million in August 2025). The Company will also have liquidity for the expansion of the securities brokerage business and investment in the digital asset and ICO Portal businesses, which will enhance its competitiveness and create ongoing growth as well as increase its earning assets in the long term and add value to the Company in the future. At the same time, the Company will have a capable business partner who has the understanding and experience in the securities brokerage business and the wealth management business, which will support business operation and enhance competitiveness of the Company in the future.

2. Comparison of Advantages and Disadvantages of the Transaction (Transaction 1)

2.1. Advantages and Benefits of Entering into the Private Placement Transaction, which is Considered as a Significant Transaction, and the Connected Transaction

(1) The Company will obtain the exact amount of funds from the capital increase and have sufficient sources of funds for strategic plan implementation and debt repayment according to its business plan, while reducing the fundraising burden on its existing shareholders

The Company needs to raise funds for entering the digital transformation, by which FSX Group aspires to achieve the business model transformation. Such transformation entails not only changes in operating process but also in business model, which has been consistently implemented by the Company. It also aims to expand the customers' transaction limit and the securities brokerage business

operation in various aspects, including the capital restructuring through repayment of FSS' debts and enlargement of the Company's capital base, as illustrated in the Figure 6 below.

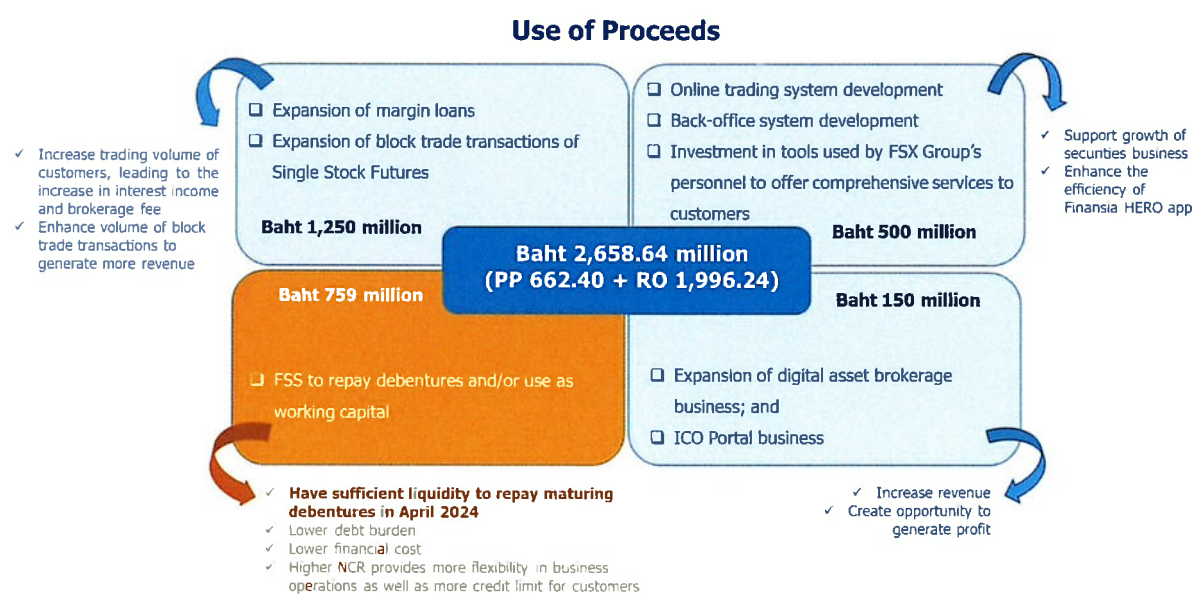
The Company will receive funds from the capital increase under the Private Placement Transaction in the amount of Baht 662.40 million and from the exercise of subscription rights in proportion to shareholding of the Investors under the Rights Offering Transaction (given that the Rights Offering Transaction is approved by the shareholders' meeting) (excluding oversubscription of RO shares) in the amount of approximately Baht 926.90 million, totaling approximately Baht 1,589.30 million, representing 59.78% of the total funds from the private placement and rights offering.

The Private Placement Transaction will enable the Company to obtain funds for investment according to the aforementioned plans and will also support a success in the Rights Offering Transaction because:

(a) The Investors will exercise their subscription rights in proportion to their shareholding of 46.43% of total funds from the capital increase through the right offering. Moreover, the Investors may oversubscribe for the newly issued shares under the Rights Offering Transaction if there are shares remaining from the existing shareholders renouncing their rights to subscribe for the shares. However, the Investors will not subscribe for the newly issued shares under the Rights Offering Transaction to the extent that will lead them to hold more than 49.99% of total issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction; and

(b) The exercise of the rights to subscribe for RO shares by the Investors as in (a) and the capabilities of Gortune Group as described in Transaction 1 – Part 2, Clause 2.1 (2) and Clause 3.1 (1) of this report will help build confidence among other shareholders of the Company and may induce them to fully exercise their rights to subscribe for RO shares allocated by the Company.

Figure 6: Use of Proceeds



The entering into the Private Placement Transaction with the Investors will enable the Company to receive the exact amount of capital funds and have sufficient sources of funds for implementing its strategic plan and plan for use of proceeds, with liquidity for business expansion and repayment of maturing debentures of FSS while reducing the fundraising burden on its existing shareholders through the rights offering. *(Please refer to details of the use of proceeds and the expected benefits in Transaction 1 – Part 2, Clause 4.1 of this report)*

(2) The Company will have a strong and capable business partner who has potential for business cooperation in the future and can contribute in driving the Company's securities business operation

From its experience and network, Gortune is a prominent fund management corporation based in China with the paid-up capital of RMB 16 billion and the assets under management of more than RMB 25 billion (or approximately USD 3.5 billion). Gortune is the first private investment company to be

sponsored by the government of Guangdong Province. It has been recognized as one of the secure private investment platforms in China that constantly creating the true shareholder value.

Gortune invests in 3 core business groups as follows:

(a) Financial Services: including insurance business and indirect investment in the group of GF Securities Company Limited (GF) through a subsidiary, Liaoning Cheng Da Company Limited, in which GF holds a stake of 16.40% (Source: GF's interim financial statements for Q1/2023). GF Group consists of:

- GF Securities Company Limited (GF) engages in comprehensive financial services, starting with traditional securities businesses such as securities brokerage and investment banking, similar to FSS. It ranks the fifth largest securities company in China, listed on Shenzhen Stock Exchange (stock code 000776.SZ) and the Stock Exchange of Hong Kong (stock code 1776.HK). GF has a total workforce of more than 14,000 in 349 branches, and has an efficient securities trading application with more than 40 million users.
- GF Fund Management Company Limited operates asset management business and is one of the three leading asset management companies in China.
- GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited operate asset management business. Classified by size of assets under its management, GF Asset Management Company Limited ranks seventh of the industry.

(b) EV Battery: including investment in China Baoan Group Company Limited, a listed company on Shenzhen Stock Exchange (stock code 000009.SZ), in which Gortune is the largest shareholder. Aside from EV battery business, China Baoan Group Company Limited also operates a diverse range of businesses such as pharmaceutical, property development, and military products.

(c) Biopharmaceuticals: including continuous investment in Liaoning Cheng Da Company Limited, a listed company on Shanghai Stock Exchange (stock code 600739.SH), in which Gortune is the major shareholder. In addition to biopharmaceuticals business, Liaoning Cheng Da Company Limited operates a wide variety of businesses such as electronic products, vaccine development, coal mining and energy, insurance, financial services.

(Please refer to more details of Gortune and GF in Attachment 1 of this report)

Gortune has a definite plan to support the Company and FSS according to its intention stated in Form 247-7 and the Share Subscription Agreement. It is expected that the Company and FSS will benefit from cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance such as GF Securities Company Limited, one of the leading securities companies in China, as summarized below:

Benefits from the Cooperation with Gortune and Its Ecosystem	
<i>From Form 247-7</i>	
Securities brokerage business	<p>Collaborating with Gortune and leveraging its technological know-how and resources to enhance online business of FSS (Finansia HERO mobile application) by:</p> <p>(a) adding more products, such as funds, debentures, and global equities, to its mobile trading application, similar to the application of GF, which is a leading securities company in China;</p> <p>(b) deploying AI features to support various functions, such as robo advisors, digital marketing, customer service, research, investment banking, and risk management;</p> <p>(c) developing a product management platform for investment consultants and clients, enabling them to have access to all investment products and provide recommendations on the products; and</p> <p>(d) developing an integrated back-office solution to consolidate client accounts;</p> <p>From (a) to (d), FSS needs to continuously develop the Finansia HERO mobile application to become a leading one-stop financial services provider and add a broadest range of products. The Company views that GF's application system is efficient and has been utilized until it could respond to the needs of more than 40 million users and also align with the Company's requirements.</p> <p>(e) enlarging margins in financing business to meet clients' financing needs by using the funds from the capital increase through private placement and rights offering, which will mainly come from Gortune Group according to the plan for use of proceeds. <i>(Please refer to more details in Transaction 1 – Part 1, Clause 1.7.1 of this report)</i></p>
Investment banking	<p>(a) FSS to become a major Thai financial advisor for Chinese investors seeking for investment opportunities in Thailand through M&A activities. The cooperation between FSS and Gortune will help FSS expand its business in China-Thailand M&A and privatization;</p> <p><u>In this case</u>, international M&A market competitiveness and service capabilities of FSS will be enhanced.</p>

Benefits from the Cooperation with Gortune and Its Ecosystem	
<i>From Form 247-7</i>	
	(b) FSS to 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.
Research	Gortune's research expertise will support the establishment of FSS' research team, which FSS plans to use this research to provide robust support for its investment banking and wealth management businesses.
Asset management	FSS plans to conduct a feasibility study for the establishment of an asset management company (AMC) or provision of other financial services in Thailand (whether by itself (organic growth) or through an acquisition of other companies) to support its future operations. Gortune's founder and senior management team successfully established leading asset management firms in China. Thus, the cooperation with Gortune can help FSS expand its business from traditional business such as brokerage and investment banking to asset management by leveraging Gortune's experience and resources.
Global products and cross-trading	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.
Risk management	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.
<i>From the Share Subscription Agreement</i>	
Other key conditions	Gortune, as a shareholder holding all shares in Gortune HK, will arrange for Finasia Syrus Securities Public Company Limited ("FSS"), a subsidiary of the Company, to enter into a cooperation agreement with GF Securities (Hong Kong) Brokerage Limited, a legal entity within Gortune's investment ecosystem, to enhance FSS' capabilities in securities business and related services.

After completion of Transactions 1 and Transaction 2 (including the capital increase via rights offering), the Company will have the members of Gortune Group as its major shareholders holding 46.43% of shares but not exceeding 49.99%. This will be beneficial to the Company since Gortune Group has a large investment base and experience in business operations and investment. This, together with the benefit from the cooperation with Gortune and its ecosystem, which may include its affiliates and business alliance of Gortune as described in the above table, will be directly beneficial to FSX Group, as follows:

(a) GF, a leading securities company in China in which Gortune has indirectly invested, has already undergone a digital transformation. Such experience of Gortune and GF will help FSX Group adjust to the mega trend rapidly and efficiently, which aligns with the Company's self-adaptation approach and strategy; and

(b) FSS can develop its wealth management business by leveraging the experience and resources of Gortune. One of Gortune's ecosystem, GF Fund Management Company Limited (invested through GF), is one of the top three asset management companies in China, and GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited are GF's subsidiaries, with GF Asset Management Company Limited ranks seventh in the industry in terms of the size of assets under management.

Therefore, the Company will have a strong and capable business partner who has invested in a variety of businesses and has the experience in business operations and the understanding of securities brokerage business, which is the Company's core business, as well as the capability to cooperate in future business operations. Such cooperation shall create added value through the synergy which will enhance the advantages and growth potential of FSX Group, support FSS' securities brokerage business, and strengthen the Company's competitiveness so that FSX Group could achieve stable and solid growth in the future, and eventually benefits the Company and its shareholders in the long run. Moreover, the Company will have the opportunity to grow at the regional level.

(3) The Company will secure a large interest-free source of funds and can strengthen its liquidity, capital structure, and financial position

Based on the estimation of capital funds that the Company will receive from the Investors under (a) the Private Placement Transaction in the amount of Baht 662.40 million, which is a significant amount when compared with the Company's profitability, and (b) the exercise of rights to subscribe for the newly issued shares in proportion to the shareholding of the Investors (if the shareholders' meeting approves the Rights Offering Transaction) (excluding the oversubscription of RO shares) in the

approximate amount of Baht 926.90 million, the Company will receive a total of Baht 1,589.30 million from the Investors, representing 59.78% of the total capital funds (PP + RO).

In this regard, the oversubscription of RO shares by the Investors will not exceed Baht 142.00 million.¹¹

The Investors	PP Shares + Existing Shares ^{1/}		Capital Funds Expected from the Investors (Baht Million)		
	No. of Shares	%	PP	RO (from Gortune only) ^{2/}	Total
Gortune HK	258,383,695	29.77	329.78	594.28	924.06
Gortune Industry	92,540,537	10.66	212.84	212.84	425.69
Gortune Commerce	52,075,768	6.00	119.77	119.78	239.55
Total	403,000,000	46.43	662.40	926.90	1,589.30
% of total funds from PP + RO (Baht 2,658.64 million)^{3/}					59.78%

Remark:

- 1/ After entering into the Private Placement Transaction, Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company in a total amount of 115,000,000 shares, representing 13.25% of total issued shares of the Company, resulting in Gortune HK holding approximately 29.77% of total issued shares of the Company after the Private Placement Transaction. Combined with the shareholding of Gortune Industry and Gortune Commerce, the Investors will collectively hold approximately 46.43% of total issued shares of the Company after the Private Placement Transaction.
- 2/ The Investors will be among the shareholders entitled to subscribe for the Company's newly issued shares offered under the Rights Offering Transaction at the allocation ratio of 1 existing share to 1 newly issued ordinary share at the offering price of Baht 2.30 per share, excluding the oversubscription for RO shares.
- 3/ Consist of (a) funds from the Private Placement Transaction of Baht 662.40 million and (b) funds from the Rights Offering Transaction (full subscription of RO shares) of Baht 1,996.24 million.

Moreover, according to its consolidated financial statements as of September 30, 2023, the Company has cash and cash equivalents of Baht 284.91 million, total liabilities of Baht 3,939.68 million, and total shareholders' equity of Baht 2,755.45 million. Its D/E ratio will be equal to 1.43 times after receiving the capital funds from the Private Placement Transaction of Baht 662.40 million, and will edge down to 0.96 time after repayment of FSS' debentures with funds from the private placement. Combined with funds from the Rights Offering Transaction, the total capital funds will be as follows:

FSX	Consolidated F/S for Q3/2023	After PP Transaction		After PP + RO Transaction (given a full exercise of rights)		After PP + RO Transaction (given a sole exercise of rights by the Investors)	
		Debt Repayment	No Debt Repayment	Debt Repayment	No Debt Repayment	Debt Repayment	No Debt Repayment
D/E ratio	1.43 times	0.96 time	1.15 times	0.60 time	0.73 time	0.74 time	0.91 time

Based on the Company's financial statements and the estimation of capital funds receivable by the Company:

- Cash and cash equivalents: The Company will additionally receive cash flow from the Investors in a total amount of Baht 1,589.30 million, leading to more liquidity for business expansion of FSX Group as well as for repayment of FSS' debentures due in April 2024 without the need to secure loans and/or issue debentures to replace such maturing debentures under the present circumstances which may not be favorable to issuance of new debt instruments.

- Capital structure from the Company's shareholders' equity: Under the Private Placement Transaction, the Company's shareholders' equity will increase from Baht 2,755.45 million to Baht 3,417.85 million or by 24.04% from the end of Q3/2023 (increase by Baht 460.80 million from the issued and paid-up capital and Baht 201.60 million from share premium). Combined with the Rights Offering Transaction, the Company's shareholders' equity will rise to Baht 5,414.09 million or by 96.49% from the end of Q3/2023 (increase by Baht 1,388.69 million from the issued and paid-up capital and Baht 607.55 million from share premium).

(Unit: Baht Million)	Consolidated F/S for Q3/2023	After PP Transaction	After PP + RO Transaction (given a full exercise of rights)	After PP + RO Transaction (given a sole exercise of rights by the Investors)
Issued and paid-up share capital	927.89	1,388.69	2,777.37	2,033.49
Share premium	629.31	820.91	1,428.46	1,103.01

¹¹ 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 decline to exercise their rights to subscribe for such shares. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction. (Please refer to details of foreign limit in Footnote 3 on Page 4)

(Unit: Baht Million)	Consolidated F/S for Q3/2023	After PP Transaction	After PP + RO Transaction (given a full exercise of rights)	After PP + RO Transaction (given a sole exercise of rights by the Investors)
Capital reserve for share-based payment transactions	0.32	0.32	0.32	0.32
Deficit as a result of change in holding percentage in the subsidiaries	(0.05)	(0.05)	(0.05)	(0.05)
Retained earnings (deficits)				
Appropriated - statutory reserve	92.79	92.79	92.79	92.79
Unappropriated	1,099.06	1,099.06	1,099.06	1,099.06
Other component of owners' equity				
Exchange differences on translation of financial statements in foreign currency	9.19	9.19	9.19	9.19
Losses on investments in equity designated at fair value through other comprehensive income	(0.10)	(0.10)	(0.10)	(0.10)
Total equity attributable to the Company's shareholders	2,748.40	3,410.80	5,407.03	4,337.70
Non-controlling interests of the subsidiaries	7.06	7.06	7.06	7.06
Total owners' equity	2,755.45	3,417.85	5,414.09	4,344.75

Therefore, the issuance and offering of PP shares under Transaction 1 (including the exercise of rights to subscribe for RO shares by the Investors) will allow the Company to acquire a large interest-free source of funds for business expansion of FSX Group and to strengthen its liquidity for business expansion and repayment of FSS' maturing debentures according to the Company's plan for use of proceeds and strategic plan, which will have a positive impact on its performance and financial statements. This will also help to strengthen its capital structure and financial position from the increase in cash, which is the asset that will generate income for the Company in the long term, reduce the existing debts, and increase its shareholders' equity.

(4) FSS will have more liquidity and be able to enhance a solid and secure financial position

The Company will use part of the proceeds from the capital increase, amounting to Baht 759 million, to repay its loan to FSS in order for FSS to further repay its debt instruments and/or use as working capital, thus providing FSS with sufficient liquidity to repay its maturing debentures due in April 2024. Upon gradual repayment of its debentures, of which the outstanding amount as of the end of Q3/2023 is equal to Baht 713.40 million, FSS' debt burden will decrease and net capital ratio (NCR) will rise, whereas:

- As of the end of Q3/2023, FSS has 2 series of debentures that will mature, totaling Baht 713.40 million, comprising of FSS244A due on April 29, 2024 in the amount of Baht 465.40 million and FSS238A due on August 28, 2025 in the amount of Baht 248.00 million; and

- Operators of securities and derivatives brokerage businesses are required to maintain their net capital (NC) at a minimum of Baht 25.00 million or their NCR at not less than 7.00% of general liabilities and assets held as collateral (if any) and in accordance with the Clearing House's regulations (in relation to securities), Chapter 400: Risk Management, Clause 403 (2.2). As a result, FSS must maintain its net capital at not less than Baht 75.00 million or NCR at not less than 21.00% of general liabilities and assets held as collateral (if any). As of the end of 2019 - 2022 and the end of Q3/2023, FSS is able to comply with the NC and NCR rules as follows:

NC and NCR of FSS						
Description	2019	2020	2021	2022	Q3/2023	(Forecast) Q3/2023 + Debenture Repayment ^{1/}
NC (Baht million)	1,599.99	1,344.56	1,549.87	1,275.56	963.63	1,663.63
NCR (%)	79.26	41.31	36.86	26.48	27.94	60.80
Minimum NCR to be maintained by FSS (%)	21.00	21.00	21.00	21.00	21.00	21.00

Source: FSS

Remark: 1/ Calculated by the Company under the assumption that (a) the figures as of the end of Q3/2023 are used as the calculation base and (2) FSS is projected to repay the full amount of debentures of Baht 713.40 million, resulting in a sharp increase in its NCR.

Despite FSS being able to meet the NCR requirement, its NCR has consistently declined to the level close to the minimum requirement, leading FSS to be cautious in the business operations and

service offering to its customers. If FSS fails to fulfill the NCR requirement, the clearing house may order that FSS cease to be the clearing member, which will result in FSS being unable to expand its business and being required to prepare a rectification plan for its capital funds to return to normal within 90 days. If it is still unable to meet the NCR requirement within the said specified period, FSS will have to cease its entire business operations.

The IFA views that the Company and FSS have an urgent need to secure a source of funds for the repayment of FSS244A debentures due on April 29, 2024 in the amount of Baht 465.40 million so as to cushion against risk concerned with the issuance of new debentures to replace such maturing debentures in time of unfavorable debt instrument market condition where it may not obtain the full amount of funds as required and the interest rate may be higher than usual. Besides, this will reduce the period of time to secure a replacing source of fund and lower the debt burden, which is a key factor leading to a substantial increase in FSS' NCR.

Furthermore, if FSS uses capital funds to gradually repay the 2 series of maturing debentures, its debts will be lowered by Baht 713.40 million, leading to a stronger position of its capital and an increase in its NCR. As such, FSS will be able to flexibly operate its business and increase the service limit for the securities and derivatives brokerage businesses, which will further increase customers' trading volume and/or number of derivatives trading accounts, etc. This will also gear up for growth on a timely basis when there is any new business opportunity in the future. Meanwhile, given a quick recovery in the stock market condition, the Company will not lose the opportunity to increase the transaction value for its clients during such period.

According to the forecasting shown in the above table, based on the figures as of the end of Q3/2023 and assuming that FSS will fully repay the debentures of Baht 713.40 million, its NCR will then soar from 27.94% to 60.80%, which will enable FSS to increase the credit balance from approximately Baht 1,100 million to Baht 5,150 million.¹²

Therefore, the Private Placement Transaction will boost liquidity and create a solid and secure financial position for FSS, as well as shore up its NCR, which will contribute to the competitiveness, revenue generating capability, and profitability of FSS and the Company in the future.

(5) FSS will have an opportunity to generate additional revenue

With the capital funds to be received from the Investors at a minimum of Baht 662.40 million from the Private Placement Transaction and Baht 926.90 million from the Investors' exercise of rights to subscribe for RO shares, totaling Baht 1,589.30 million, FSS shall have sufficient amount of fund for the expansion of credit balance (through margin account) and block trade transactions of Single Stock Futures in the amount of approximately Baht 1,250 million, which will provide FSS with an opportunity to grow this business by not less than one fold (forecasted by the Company), whereas:

(a) FSS' client base still has a demand for credit balance through margin account and, if in any period the stock market significantly grows, such demand from the investors, particularly retail investors (which are FSS' principal customer base), will further increase, which will necessitate the expansion of the lending limit for credit balance. As such, clients' trading volume will grow and FSS will relatively bring in additional interest income and brokerage fee; and

(b) The block trade transactions of Single Stock Futures (SSF) is the service that help customers trade derivatives based on prices of the individual underlying stocks in a large quantity as desired, with FSS as the counterparty. The service can address the demand of investors who are interested in investing in SSF amid low liquidity in the market, thus helping to stimulate trading volume and increase number of contracts with customers for FSS and directly grow its revenues.

2.2. Disadvantages and Risks of the Entering into the Private Placement Transaction, which is Considered as a Significant Transaction, and the Connected Transaction

(1) The Company's shareholders will be significantly affected by control dilution and price dilution

The issuance and offering of PP shares to the Investors will result in an increase in the number of ordinary shares and 33.18% control dilution and earnings dilution and 3.14% price dilution on the Company's existing shareholders.

In the case where all of the Company's existing shareholders, except the minor shareholders, exercise their rights to subscribe for the shares under the Rights Offering Transaction, the Investors will

¹² Such figures are for comparison purpose. The actual figures depend on the period of repayment, i.e., Baht 465.40 million in April 2024 and Baht 248.00 million in August 2025, resulting in a subsequent increase in NCR during such 2 periods.

oversubscribe for the shares but shall not exceed 54.37%. Thus, the existing shareholders will be affected by control dilution of 54.37%, earnings dilution of 66.59%, and price dilution of 6.67%.

Please refer to more details in Transaction 1 - Part 1, Clause 1.7.3 of this report. Details of the calculation are shown in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting.

(2) The Investors will have the rights to object to a resolution of the shareholders' meeting on significant and/or special agenda

The Investors will become the major shareholders holding 33.18% of total issued shares in the Company after the Private Placement Transaction or 46.43% of total issued shares in the Company after the Private Placement Transaction, Rights Offering Transaction, and the Share Purchase Transaction. As a consequence, the Investors, having voting rights exceeding one-fourth of total number of voting rights in the Company, will have the right to object to a resolution of the shareholders' meeting of the Company on significant and/or special agenda that requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are eligible to vote such as the agenda related to a decrease/increase of the registered capital, acquisition or disposal of significant assets, issuance of debt instruments, merger with other companies.

However, the Investors are not entitled to vote at the shareholders' meeting of the Company on the agenda related to the connected transaction with the Investors and other agenda in which the Investors have a conflict of interest.

3. Comparison of Advantages and Disadvantages between the Entering into the Transaction with Connected Person and Transaction with the Third Parties (Transaction 1)

Before making their investment decision in the Company, the Investors have approached several securities companies in Thailand. Likewise, before making its decision to enter into the Private Placement Transaction with the Investors, the Company has contacted with a number of interested investors.

3.1 Benefits and Advantages of the Entering into the Transaction with Connected Persons Versus the Transaction with the Third Parties

(1) A full support from Gortune Group

Gortune, a sole shareholder of Gortune HK, which will become the Company's major shareholder and is the major shareholder of Gortune Industry and Gortune Commerce, thus being considered a connected person, has a definite plan to support the Company and FSS as indicated in Form 247-7 and the Share Subscription Agreement. *(Please refer to details in Transaction 1 – Part 2, Clause 2.1 (2), of this report)*

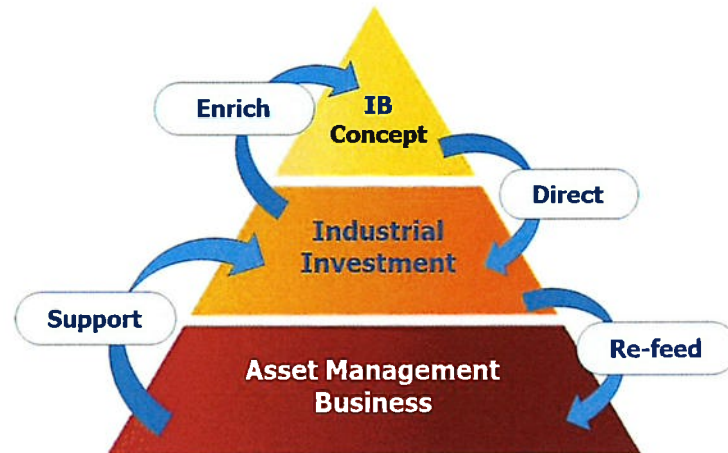
Gortune adopts a pyramid business model, entailing 3 interrelated and mutually supported elements, i.e., (a) investment banking at the top of the pyramid; (b) industrial investment in the middle, with part of the profits is used to invest in asset management business to expand the pyramid base and add value to the assets; and (c) asset management at the base of the pyramid, offering asset management platform services innovated based on fund management, securities brokerage, insurance, and asset management, combined with wealth management for small- and medium-sized customers to attain the goal of maintaining and adding value of assets. The context of the pyramid also includes "Support", "Enrich", "Direct", and "Re-feed", which demonstrates cooperation within Gortune Group.

The investment in the Company by Gortune Group will make the Company become Gortune Group's main overseas securities business operations, in which its investment proportion is greater than its indirect investment in GF Securities Company Limited (GF) of 16.40% held through its subsidiary, Liaoning Cheng Da Company Limited.

Besides, after becoming the major shareholder of the Company, Gortune and Gortune Group has no future plan to apply for securities business license or enter into strategic partnership with other securities company in Thailand, Gortune will focus on the securities business expansion through its partnership with the Company.

Therefore, it can ensure that FSX Group (including FSS) will receive a full support from Gortune Group and that Gortune will implement its plan to support the Company and FSS as indicated in Form 247-7, which enhance competitive advantage and growth potential of FSX Group under the umbrella of Gortune Group, which will become the Company's connected person in the future.

Figure 7: Gortune's Pyramid Business Model



Source: <http://www.gortune.com>

(2) Favorable conditions offered by Gortune Group

For the issuance and offering of PP shares to Gortune Group, the Company has received the best offer when compared with those of other investor groups. Gortune Group is well prepared in terms of investment funds and operational support for securities brokerage business as indicated in Form 247-7 and will allow the current Chief Executive Officer and management team to continue to manage the business, while other investors can provide only a single support, either funding or technology. Thus, the investment terms and conditions offered by the Investors, which are in Gortune Group, are considered a favorable offer and will generate the utmost benefit for the Company and its shareholders.

Moreover, taking into account the understanding of and expertise in the securities brokerage business and the state-of-the-art technology system such as electronic platform (internet trading), artificial intelligence (AI), Gortune Group is significantly superior to and more ready to provide the support than all other investors.

3.2 Disadvantages of the Entering into the Transaction with Connected Person and the Transaction with the Third Parties

(1) Reliance on Gortune Group

The entering into the Private Placement Transaction will enable the Company to expand its investment in securities brokerage business, including investment banking, digital assets, and asset management, and to acquire a large source of fund. Moreover, the Investors, which are in Gortune Group, will nominate 3 representatives to serve as directors in the Company (out of the total 9 directors) to replace the existing directors of the Company (2 out of 3 representing directors will be the authorized directors of the Company) and provide support for business operations of FSX Group (including FSS which will directly receive such benefit). As such, the Company will rely on Gortune Group in terms of large funding from this transaction and support for access to and development of technology and network in the ecosystem of Gortune Group, which may include its affiliates and business alliance of Gortune, in the future.

4. Comparison of the Use of Proceeds and Impacts on Shareholders from the Offering of PP Shares

4.1. The Company's Plan for Use of Proceeds and Analysis of Such Plan

If the Private Placement Transaction and the Rights Offering Transaction are approved by the Extraordinary General Meeting of Shareholders No. 1/2024 and the Private Placement Transaction is completed, the Company will receive the capital funds from the Investors in the amount not exceeding Baht 662,400,000. Besides, if all shareholders (including the Investors) fully exercise their rights to subscribe for the shares under the Rights Offering Transaction, the Company will receive proceeds from the capital increase through the rights offering in the amount not exceeding Baht 1,996,237,760.30. The total funds to be received shall not exceeding Baht 2,658,637,760.30. The Company plans to use such funds as follows:

Objectives and Expected Benefits	Estimated Amount (Baht Million)	Period for Use of Proceeds
<p>1. To expand the lending limit to the customers for credit balance and block trade transactions of Single Stock Futures</p> <p><u>Determination of reasonableness and necessity by the IFA:</u></p> <ul style="list-style-type: none"> - FSS' client base still has a demand for credit balance through margin account and, if in any period the stock market significantly grows, such demand from the investors, particularly retail investors (which are the Company's principal customer base), will further increase, which will necessitate the expansion of the lending limit for securities purchases. As such, clients' trading volume will grow and FSS will relatively bring in additional interest income and brokerage fee. - The block trade transactions of Single Stock Futures (SSF) is the service to help investors trade derivatives based on prices of the individual underlying stocks in a large quantity as desired, with FSS as the counterparty. The service can address the demand of investors who are interested in investing in SSF amid low liquidity in the market, thus helping to stimulate trading volume and increase number of contracts with customers for FSS and to directly grow its revenues. 	1,250	2024
<p>2. To develop the system and expand businesses related to FSX Group, including investing in online trading system development, investing in back-office system development, investing in tools used by personnel of FSX Group to offer comprehensive services to customers</p> <p><u>Determination of reasonableness and necessity by the IFA:</u></p> <ul style="list-style-type: none"> - It is stated in the Company's filing that, "Presently, technology plays an increasingly active role in driving global economic and social development in the digital age. Thus, securities business has been widely affected by the business and financial revolution, prompting FSS to streamline its customer service and internal administration to gear towards a transformation where customers are shifting to an easier and faster investment, as similarly influenced by the online world. Recognizing such influence and impact that will arise in the near future and to gear up for the opportunities and challenges, FSS needs to improve its back-office systems so as to provide supporting information in a more efficient, effective, and timely manner for customers' investment decision and fully create competitive advantages. The back-office system improvement also focuses on data integrity, data transparency, and availability, thus allowing FSS to use such data for the formulation of its strategies to improve financial service offering to investors on a timely basis." - Development of online trading system, investment in back-office system development, and investment in tools are deemed significant developments that will support and help FSS' securities brokerage business operations, enhance efficiency in its online securities trading services via Finansia HERO app, which FSS must always develop in tandem with customers' investment experience to respond to their changing needs in a timely manner and maintain its competitiveness. 	500	2024 - 2027
<p>3. To expand the investment in the digital asset brokerage business and other related businesses such as the initial coin offering portal (ICO Portal)</p> <p><u>Determination of reasonableness and necessity by the IFA:</u></p> <ul style="list-style-type: none"> - FSS continues with its strategic plan to reinforce its technological and operational capabilities in the future. It is essential for securities business to offer a broad and comprehensive range of transactions and services to investors; therefore, digital asset brokerage and ICO Portal, to be operated through FDA, will be another lucrative activity of FSS that will create value added for FSX Group. - FDA was already granted a license to operate crypto currency brokerage and token digital brokerage businesses, taking effect as from November 3, 2023. Thus, FSS will increase the capital in FDA by approximately Baht 150 million in order for the latter to commence the digital asset brokerage and ICO Portal businesses after the SEC has conducted an examination and granted approval for the operation of such businesses. 	150	2024
<p>4. To repay the Company's loans to the subsidiaries to allow such subsidiaries to repay debt instruments and/or use as working capital</p> <p><u>Determination of reasonableness and necessity by the IFA:</u></p> <ul style="list-style-type: none"> - FSS has 2 series of debentures totaling Baht 713.40 million, comprising of FSS244A due on April 29, 2024 in the amount of Baht 465.40 million and FSS238A due on August 28, 2025 in the amount of Baht 248.00 million. - The IFA views that FSS has an urgent need to set aside cash reserves and/or secure sources of funds for the repayment of its debentures that will due in April 2024. - The Company's repayment of loans to FSS in order for FSS to gradually repay the 2 series of maturing debentures will substantially reduce FSS' debts and relatively shore up its NCR. As such, FSS will be able to increase the service limit for the securities brokerage business. 	759	By Q2/2024

Objectives and Expected Benefits	Estimated Amount (Baht Million)	Period for Use of Proceeds
- In conclusion, the Company will have a stronger capital structure and be able to reduce its debt burden, with a hike in its D/E ratio, and increase the ability to expand businesses of its group (including FSS).		
Total	2,659	

The IFA is of the opinion that the objectives of the use of proceeds above are reasonable and necessary to enable the Company to survive with sustainability and stability under the current circumstances where securities business has faced competition from both local players and international investors wishing to tap into Thai market.

4.2. Impacts on the Shareholders from the Offering of PP Shares

The Private Placement Transaction will cause control dilution and earnings dilution of 33.18% and price dilution of 3.14% to the existing shareholders of the Company.

Taking into consideration the impacts on the existing shareholders from the Private Placement Transaction and the Rights Offering Transaction under which the Investors will have the rights to subscribe for the shares in proportion to their shareholding, if all of the existing shareholders, except minor shareholders, exercise their rights to subscribe for the shares, the Investors will oversubscribe for the shares but not exceeding 49.99%. Thus, the existing shareholders will be affected by control dilution by 49.99%, earnings dilution by 66.59%, and price dilution by 6.67%.

Please refer to more details regarding the dilution in Transaction 1 - Part 1, Clause 1.7.3, of this report. Details of the calculation are shown in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting.

4.3. Comparison of the Use of Proceeds and Impacts on Shareholders from the Offering of PP Shares

The Company will issue and offer PP shares in the amount of Baht 662.40 million. Combined with funds raised under the Rights Offering Transaction from the exercise of rights to subscribe for the newly issued shares in proportion to the shareholding of the Investors (excluding the oversubscription of RO shares) in the amount of Baht 926.90 million, the total amount of funds to be received by the Company from the Investors will be Baht 1,589.30 million, representing 59.78% of the total capital funds (PP + RO). The Company can use and allocate such funds as deemed appropriate according to the plan for use of proceeds and/or objectives of the use of proceeds as described in Transaction 1 – Part 2, Clause 4.1, of this report. In this regard, it will use such funds for expansion of the credit balance and block trade transactions of Single Stock Futures and/or repayment of FSS' debentures due in 2024, thus helping to stimulate trading volume and increase number of contracts with customers for FSS and to directly grow its revenues. This will be beneficial for the securities brokerage business, which is the Company's core activity, and/or help to increase FSS' NCR which has continuously edged down to only 27.94% as of the end of Q3/2023, very much close to the minimum requirement of 21.00%. Therefore, FSS has to be cautious in the business operations and service offering to its customers. If FSS fails to fulfill the NCR requirement, the clearing house may order that FSS cease to be the clearing member, which will result in FSS being unable to expand its business and being required to prepare a rectification plan for its capital funds to return to normal within 90 days. If it is still unable to meet the NCR rule within the said specified period, FSS will have to cease its entire business operations.

From the forecast based on the figures as of the end of Q3/2023 and under the assumption that FSS will fully repay the debentures of Baht 713.40 million, its NCR will then soar from 27.94% to 60.80%, which will enable FSS to increase the credit balance from approximately Baht 1,100 million to Baht 5,150 million.¹³

Amid fierce competition facing securities brokerage business, uncertainties in trading volume and shaken investor confidence in the stock market, the trading volume of FSS' major client base has inevitably posed a direct impact on FSS and the Company. Hence, the acquisition of sources of fund and a business partner with regional capability from China will help to support and expand the business operation in securities brokerage, investment banking, digital assets and ICO Portal, wealth

¹³ Such figures are for comparison purpose. The actual figures depend on the period of repayment, i.e., April 2024 of Baht 465.40 million and August 2025 of Baht 248.00 million, resulting in a subsequent increase in NCR during such two periods.

management, as well as to continually enhance liquidity and competitiveness of FSX Group in the future. Based on the above reasons and the IFA's opinion provided in Transaction 1 – Part 2 of this report, it can be deemed that the Company will benefit from the Private Placement Transaction, which will compensate for the impacts on its shareholders from such offering of PP shares.

In addition, the IFA is of the same opinion as the Company's Board of Directors that Gortune Investment Corporation Limited (Gortune), a Chinese private investment company established by Guangdong Province jointly with the private sectors who are leaders in various industries, has experiences in investing in a variety of businesses, especially financial services sector, with total investment value of approximately USD 3.5 billion (approximately RMB 25 billion). Gortune's intention to invest in the Company through the Investors (Gortune HK, Gortune Industry, and Gortune Commerce), its affiliates, which will become the Company's shareholders after the Private Placement Transaction (and the Share Purchase Transaction), will be considerably beneficial to FSX Group and will help to boost the capability and efficiency in business operations of the group. Besides, the utilization of the capability of Gortune's investment ecosystem, especially in the financial services business, will promote the securities business of FSX Group in a number of aspects such as the opportunity to increase business value by expanding the customer base, especially among Chinese customers, and the transfer of technology which is an important factor that will contribute to the sustainable success and growth of FSX Group. Gortune has no plan to materially change the policy and business management plan of the Company, and will still aim to focus on the Company being a leader in the securities brokerage business, investment banking business, and wealth management business.

However, after becoming the Company's shareholder, Gortune will propose a strategic plan on the study of the opportunities to expand the business relating to asset management company, which provides fund management service in the form of mutual fund, private fund, and provident fund, or other financial service businesses. In this respect, Gortune wishes to appoint 3 directors as its representatives without increasing the number of directors of the Company, 2 of which will be the authorized directors of the Company. Presently, Gortune is in the process of selecting qualified personnel to assume the position of the Company's directors.

5. Other Analysis

Appropriateness of Conditions in the Share Subscription Agreement

The IFA is of the opinion that the conditions set out in the Share Subscription Agreement (Transaction 1) are appropriate and in line with the ordinary course of business. In addition, they are deemed beneficial to the Company because Gortune, as a sole shareholder of Gortune HK, will arrange for Finansia Syrus Securities Public Company Limited (FSS), a subsidiary of the Company, to enter into a cooperation agreement with GF Securities (Hong Kong) Brokerage Limited, a legal entity within Gortune's investment ecosystem, to enhance FSS' capabilities in securities business and related services.

(Please refer to summary of the Share Subscription Agreement (Transaction 1) in Transaction 1 - Part 1, Clause 1.4.5, of this report, and in Clause 3.1 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting)

6. Summary of Opinion of the Independent Financial Advisor on Reasonableness of the Private Placement Transaction and Connected Transaction (Transaction 1)

The Company has adopted the strategy for reinforcement and development through (1) business expansion to digital assets and (2) one-stop financial services, which requires considerable amount of fund for the development of necessary platforms. As such, the Company must have a strong financial health to achieve its growth target and deliver satisfactory returns to all shareholders.

However, the securities business of FSS, which is the core business of the Company, is facing with stiff competition and increasingly tough challenges. The technological advancement has ushered in the disruption in every respect, causing the operating context of securities business to no longer remain the same. Current players therefore need to adapt themselves to such changes in the competitive environment and revenue structure. As well, FSS must streamline its strategy to attract customers and invest in its product and service development to enhance the efficiency and responsiveness to investor demand in order to safeguard its revenues and dividend income from any impacts thereof.

Therefore, FSS has devised an important strategic plan for 2022, continuing into 2023 - 2024, in a bid to become a company providing financial services that align with the present circumstances where technology plays a pivotal role in everyday life and relatively leads to ongoing growth in investors' online trading. FSS has introduced a customer-centric platform and developed new capabilities in technology application to create customer facilitation, experience, and relations as a part of their daily lives, along with the deployment of technology in investor behavior analysis that will unlock an opportunity for sustainable growth for FSS in the future as well as improve efficiency in and quality of its operation.

In order to increase its competitiveness and gear up for business adaptation of FSX Group by entering the digital transformation (which is a process of changing from the traditional work system towards working through a full digital system) alongside the expansion of the credit balance and block trade transactions of Single Stock Futures, the expansion of the investment in the digital asset business and other related businesses such as the initial coin offering portal (ICO Portal) to increase revenues in all channels for FSX Group, and the management of capital structure to support future expansion of the securities business and ensure that FSX Group (especially FSS) is prepared for the expansion upon a quick recovery in Thai stock exchange, the Company accordingly needs a huge amount of funds (as specified in its use of proceeds in Transaction 1 – Part 1, Clause 1.7.1 and Transaction 1 – Part 2, Clause 4.1, of this report) and requires sources of funds from capable investors who have profound understanding of and experience in the securities business. This will be substantially beneficial to FSX Group in driving growth and enhance the Company's competitiveness on a continuous and sustainable basis in the future.

Summary of Gortune Group

(Please refer to more details in Attachment 1 and Transaction 1 – Part 2, Clause 2.1 (2), of this report)

Gortune is a prominent fund management corporation based in China, with the paid-up capital of RMB 16 billion and the assets under management of more than RMB 25 billion (or approximately USD 3.5 billion). Gortune invests in 3 core business groups as follows:

Summary of Gortune Group's Investments	
Core Business Groups	Details
(a) Financial services	Such as insurance business and indirect investment in the group of GF Securities Company Limited (GF) through a subsidiary, Liaoning Cheng Da Company Limited in which GF holds a stake of 16.40%. GF Group consists of: <ul style="list-style-type: none"> GF Securities Company Limited (GF) engages in comprehensive financial services, starting with traditional securities businesses such as securities brokerage and investment banking, similar to FSS. It ranks the fifth largest securities company in China, listed on Shenzhen Stock Exchange (stock code 000776.SZ) and the Stock Exchange of Hong Kong (stock code 1776.HK). GF has a total workforce of more than 14,000 in 349 branches, and has an efficient securities trading application with more than 40 million users. GF Fund Management Company Limited operates asset management business and is one of the three leading asset management companies in China. GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited operate asset management business. Classified by size of assets under its management, GF Asset Management Company Limited ranks seventh in the industry.
(b) EV battery	Such as investment in China Baoan Group Company Limited, a listed company on Shenzhen Stock Exchange (stock code 000009.SZ), in which Gortune is the largest shareholder. Aside from EV battery, China Baoan Group Company Limited also operates a diverse range of businesses such as pharmaceutical, property development, and military products.

Summary of Gortune Group's Investments	
Core Business Groups	Details
(c) Biopharmaceuticals	Such as continuous investment in Liaoning Cheng Da Company Limited, a listed company on Shanghai Stock Exchange (stock code 600739.SH), in which Gortune is the major shareholder. In addition to biopharmaceuticals, Liaoning Cheng Da Company Limited operates a wide variety of businesses such as electronic products, vaccine development, coal mining and energy, insurance, financial services, and others.

Gortune has a definite plan to support the Company and FSS according to its intention stated in Form 247-7 and the Share Subscription Agreement. It is expected that the Company and FSS will benefit from cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance such as GF Securities Company Limited, one of the leading securities companies in China, which will be directly beneficial to FSX Group, as follows:

(a) GF, a leading securities company in China in which Gortune has indirectly invested, has already undergone a digital transformation. Such experience of Gortune and GF will help FSX Group adjust to the mega trend rapidly and efficiently, which aligns with the Company's self-adaptation approach and strategy; and

(b) FSS can develop its wealth management business by leveraging the experience and resources of Gortune. One of Gortune's ecosystem, GF Fund Management Company Limited (invested through GF), is one of the top three asset management companies in China, and GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited are GF's subsidiaries, with GF Asset Management Company Limited ranks seventh in the industry in terms of the size of assets under management.

Under the cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance of Gortune, the Company and its subsidiaries may enter into related party transactions with the Investors and/or Gortune's ecosystem in the future. In this regard, the Company must comply with the policy and procedures on corporate governance. The Board of Directors and the Audit Committee have the important duties to consider, decide, and examine whether the related party transactions are executed on an arm's-length basis, create the maximum benefits to the Company, and conform with the relevant regulations.

The advantages and benefits of the Private Placement Transaction and the connected transaction (Transaction 1) are as follows:

- (1) The Company will obtain the exact amount of funds from the capital increase and have sufficient sources of funds for strategic plan implementation and debt repayment according to its business plan, while reducing the fundraising burden on its existing shareholders.
- (2) The Company will have a strong and capable business partner who has potential for business cooperation in the future and can contribute in driving the Company's securities business operations. Gortune Group has a large investment base. The experience in business operation and investment and the cooperation with Gortune and its ecosystem in securities brokerage, investment banking, research services, asset management, access to world-class products and cross trading, and risk management will be directly beneficial to FSX Group.
- (3) The Company will secure a large interest-free source of funds and can strengthen its liquidity, capital structure, and financial position.

The Company will receive funds from the Investors through (a) the Private Placement Transaction in the amount of Baht 662.40 million and (b) the exercise of subscription rights by the Investors in proportion to their shareholding (given that the Rights Offering Transaction is approved by the shareholders' meeting) (excluding oversubscription of RO shares) of approximately Baht 926.90 million, totaling Baht 1,589.30 million.

The D/E ratio as of September 30, 2023 was at 1.43 times. After receiving funds from the Private Placement Transaction of Baht 662.40 million and repayment of FSS' debentures with such funds, the D/E ratio will drop to 0.96 time. FSS has 2 series of debentures that will be due for redemption, totaling Baht 713.40 million, comprising of FSS244A due on April 29, 2024 in the amount of Baht 465.40 million and FSS238A due on August 28, 2025 in the amount of Baht 248.00 million

- (4) FSS will have more liquidity and be able to enhance a solid and secure financial position. FSS' NCR will surge from 27.94% as of the end of Q3/2023 to 60.80% given a full repayment of its debentures of Baht 713.40 million, thereby allowing FSS to increase the credit balance from approximately Baht 1,100 million to Baht 5,150 million.

- (5) FSS will have the opportunity to generate additional interest income and brokerage fee from the expansion of the credit balance (through margin account) and block trade transactions of Single Stock Futures.

However, the disadvantages and risks of the Private Placement Transaction and the connected transaction (Transaction 1) are as follows:

- (1) The existing shareholders will be affected by control dilution of 33.18% and price dilution of 3.14%.
- (2) The Investors will acquire 33.18% of total issued shares of the Company after the capital increase through private placement or 46.43% of total issued shares of the Company after the capital increase (private placement and rights offering). As a consequence, the Investors will have the right to object to resolution of the shareholders' meeting of the Company on significant and/or special agenda that requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are eligible to vote such as the agenda related to a decrease/increase of the registered capital, acquisition or disposal of significant assets, issuance of debt instruments, merger with other companies.

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 decline to exercise their rights to subscribe for such shares. However, the Investors will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Investors will hold more than 49.99% of total number of issued shares of the Company after the capital increase (private placement and rights offering).

Benefits and advantages of the entering into Transaction 1 with connected person in comparison with the transaction with the third parties are as follows:

- (1) A full support will be provided by Gortune Group as the Investors will become the Company's major shareholders after the capital increase through private placement.
- (2) The conditions offered by Gortune Group are more favorable than those of other investor groups. Gortune Group is well prepared in terms of both investment funds and operational support for securities brokerage business. With their understanding of and expertise in the securities brokerage business and their state-of-the-art technology system such as electronic platform (internet trading), artificial intelligence (AI), Gortune Group is significantly superior to and more ready to provide the support than all other investors.

However, Disadvantages of the entering into Transaction 1 with connected person in comparison with the transaction with the third parties are as follows:

- (1) The Company will rely on Gortune Group in terms of large funding from this transaction and support for access to and development of technology and network in the ecosystem of Gortune Group, which may include its affiliates and business alliance of Gortune, in the future.

Having considered the objective and necessity of the transaction, together with the advantages, disadvantages, benefits, and risks involved, the IFA is of the opinion that the entering into the connected transaction under Transaction 1 will be beneficial to the Company's business operations while the disadvantages and risks pertaining to the dilution effects only. Therefore, **the entering into the Private Placement Transaction, which is considered as a significant transaction, and the connected transaction under Transaction 1 is considered reasonable.**

Transaction 1 - Part 3: Opinion of the Independent Financial Advisor on Appropriateness of Price and Conditions of the Connected Transaction (Private Placement Transaction)

The IFA has determined fair value of the Company's ordinary shares using 6 valuation approaches as follows:

- 1) Book Value Approach
- 2) Adjusted Book Value Approach
- 3) Market Value Approach
- 4) Price to Book Value Ratio Approach (P/BV Ratio)
- 5) Price to Earnings Ratio Approach (P/E Ratio)
- 6) Discounted Cash Flow Approach

CapAd evaluated the fair value of the Company's ordinary shares based on information and documents provided by the Company such as the Registration Statement and Form for Tender Offer (Form 69/247-1), audited and reviewed financial statement of the Company and subsidiaries, pro forma financial statements, historical performance of subsidiaries, business plan of FSX Group, other relevant documents to this transaction, industry information and financial information from various websites, and other publicly-disclosed information from websites of the SEC (www.sec.or.th) and the SET (www.set.or.th).

The IFA's opinion expressed herein is under the assumption that the obtained information and documents are complete and correct, and is based on the circumstances and information perceivable as of the date of preparing this report. Any change or incident arising in the future may have material impact on FSX as well as the valuation and analysis conducted by the IFA and the shareholders' decision regarding the entering into this transaction.

After having studied all relevant information and documents, the IFA would like to render our opinion on appropriateness of price of the Company's ordinary shares as follows:

1. Book Value Approach

This approach determines value of the Company's ordinary shares as stated in the financial statements at a certain period. In this case, the calculation was based on the Company's latest consolidated financial statements as of September 30, 2023, reviewed by a certified public accountant approved by the SEC. The summary of shares value is as follows:

Book value of FSX	(Unit: Baht million)
Issued and paid-up share capital	927.89
Share premium	619.31
Capital reserve for share-based payment transactions	0.32
Deficit as a result of change in holding percentage in the subsidiaries	(0.05)
Retained earnings (deficits)	
Appropriated - statutory reserve	92.79
Unappropriated	1,099.06
Other component of owners' equity	9.19
Exchange differences on translation of financial statements in foreign currency	9.19
Losses on investments in equity designated at fair value through other comprehensive income	(0.10)
Total equity attributable to the Company's shareholders	2,748.40
No. of paid-up shares as of September 30, 2023 (shares)	579,929,461.00 ^{1/}
Book value per share (Baht)	4.74

Remark: 1/ Par value of Baht 1.60 per share.

The share value of the Company based on this approach is **Baht 4.74 per share**.

The Book Value Approach reflects operating results and status of FSX at a given period based on its past performance, without taking into account its real asset value and future profitability, as well as the overall economic and industry outlook. Thus, the valuation of the Company's shares under this approach could not reflect the actual value of the shares.

2. Adjusted Book Value Approach

By this approach, the Company's shares value is derived from the Company's total assets, deducted by total liabilities, commitments and contingent liabilities as shown on the latest consolidated financial statements as at September 30, 2023, reviewed by a certified public accountant approved by the SEC, and adjusted by transactions arising after the financial statement date or transactions that will

more accurately reflect actual value such as unrealized gain or loss from assets revaluation, tax saving from losses carried forward, and contingent liabilities.

In deriving the Company's shares value based on this approach, the IFA used the book value as shown on the latest consolidated financial statements as at September 30, 2023 and considered the significant adjustments as follows:

2.1 Gain (Loss) on Assets Revaluation

There is no asset appraisal by an independent property appraiser of the property, plant and equipment since majority of fixed assets are office units and equipment with the book value as of September 30, 2023 of Baht 485.71 million, or equivalent to 9.40% of total assets. The core assets of the Company are current assets according to the nature of business. Thus, the IFA has not made any adjustment to shareholders' equity of the Company.

2.2 Fair Value of Investments

As of September 30, 2023, book value of investments totaled Baht 432.21 million, comprised of deposits at financial institutions of Baht 119.98 million, investments in marketable equity instruments and unit trusts of Baht 299.49 million, and investments in non-marketable equity instruments of Baht 12.73 million.

The IFA has not made any adjustment to shareholders' equity of the Company from the fair value of investments especially the investment in marketable equity instruments as the investments is on proprietary trading portfolio of the Company, which shall be changed on a daily basis.

2.3 Legal Disputes, which a Subsidiary is a Defendant

- As at 30 September 2023, the subsidiary was sued and demanded for compensation for 2 cases, totaling approximately Baht 16 million. Final judgements have not yet been reached in respect of these cases. The management of the subsidiary estimates that the subsidiary may have some potential losses. The subsidiary, hence, set up provision for potential loss on lawsuits of approximately Baht 9 million in the financial statements.

The subsidiary set aside only a part of requested compensation amounted to Baht 9 million, which does not fully cover the whole requested amount. *Therefore, based on conservative basis, the IFA adjusts book value of the Company downward by Baht 7.00 million to cover all liabilities requested.*

- As at 30 September 2023, the subsidiary was sued in a civil lawsuit for violating the Securities and Exchange Act B.E. 2535, revoking bills of exchange, revoking mortgage contracts, revoking debt acknowledgement letters, and committing infringement. In this regard, the plaintiff demanded that the subsidiary as the tenth defendant together with other defendants (24 defendants in total), pay the claim amount totaling Baht 1,432 million (the value of bills of exchange sold by the subsidiary is Baht 430 million). Currently, all of the defendants are in the process of filing their statements and the witness hearing is set on September 2024, whereas final judgement has not been reached in respect of this case. The management of the subsidiary, based on legal opinion, believes that no material losses will be incurred to the financial statements. As this lawsuit is under consideration by the Court and involves many parties, the subsidiary has not set up a provision for this case based on the legal opinion. *The IFA, therefore, does not make any adjustment regarding the provision for this lawsuit.*

2.4 Contingent Liabilities

The subsidiary, as the issuer and offeror for sale of derivative warrants, issued derivative warrants on the ordinary shares of Hana Microelectronics Public Company Limited ("HANA24C2302B") on October 18, 2022. There was an error in specifying the exercise price during submission of the documents for the issuance and offering of HANA24C2302B to investors. Certain investors came to trade until the subsidiary realized the mistake and ceased to act as a market maker on the same day. There was only 1 unit holder outstanding amounting to 25,208,100 units. The subsidiary clarified and consulted this with the regulatory authorities and was approved by the Office of the Securities and Exchange Commission to rectify such error in price, which was completed on November 14, 2022. The last trading date of the derivative warrants is February 28, 2023 and matured on March 3, 2023.

After the derivative warrants reached their maturity date, a unit holder submitted a letter requesting that the subsidiary pay the compensation arising from the above case of Baht 108 million on March 31, 2023. Subsequently, the subsidiary, through its lawyer acting on its behalf, submitted a letter

dated April 18, 2023, rejecting the payment of said compensation. Initially, the subsidiary set a certain amount of provision for loss at the time of the incident and believes no further material losses will be incurred since the subsidiary has complied with Section 2: General Terms, Clause 7 Amendment to the Terms and Conditions, and will comply with Clause 1.2 (a)(1) of Section 3.1 regarding exercise period, exercise date and automatic exercise of the Draft Terms and Conditions Governing the Rights and Obligations of the Issuer of Derivative Warrants and Holders of Derivative Warrants¹⁴ - in cases where shares are used as collateral. The subsidiary will not incur any damage unless the unit holder insists on using the wrong price, which would need to go through the court trial and resolved by the final judgment of the court.

The subsidiary set up provision for potential loss on this dispute of approximately Baht 20 million in the financial statements. However, this case has not yet brought up to the court. *Therefore, the IFA does not make any adjustment regarding the provision for this case.*

Summary of Adjustments to Book Value of the Company

The summary of adjustment items which shall affect the book value of the Company's shares are as follows:

Adjusted Book Value of FSX	(Unit: Baht million)
Shareholders' equity as of September 30, 20223	2,748.40
Adjustments	
Contingent liabilities for legal disputes	(7.00) ^{1/}
Net adjusted shareholders' equity	2,741.40
Number of paid-up shares as of September 30, 2023 (shares)	579,929,461.00 ^{2/}
Adjusted book value per share (Baht/share)	4.73

Remark: 1/ Please refer to details in Transaction 1 - Part 3, Clause 2.3, of this report.

2/ Par value of Baht 1.60 per share.

According to the share valuation under this approach, the Company's share value is equal to **Baht 4.73 per share.**

The Adjusted Book Value Approach, under which adjustments are made to certain accounting items, reflects current market value of the Company's assets better than the Book Value Approach. This approach reflects market value of assets, tax saving from losses carried forward, and events after the financial statement date. In this case, the adjustment is made on contingent liabilities for legal disputes. However, it does not reflect future profitability of the Company. Therefore, share valuation under the Adjusted Book Value Approach might not reflect an appropriate value of the Company.

3. Market Value Approach

This approach values the Company's ordinary shares by using weighted average historical trading prices on the SET at a different period from 7 – 360 consecutive trading days. In this case, CapAd adopt the historical market price of the Company's shares prior to September 27, 2023, which is the last business day prior to the date that the Board of Directors of the Company approved the issuance and offering of the Company's ordinary shares through Private Placement and the entering into this transaction. Summary of the Company's weighted average share price is as follows:

Historical Average of	Average Trading Volume (shares/day)	Average Trading Value (Baht/day)	Weighted Average Market Price (Baht/share)	Turnover Ratio (%)
7 business days	132,590	340,329	2.57	0.02%
15 business days	106,032	270,273	2.55	0.02%
30 business days	134,850	349,378	2.59	0.02%
60 business days	927,801	2,856,850	3.08	0.16%
90 business days	1,438,309	4,369,065	3.04	0.25%
120 business days	1,343,776	3,930,450	2.92	0.23%
180 business days	1,441,116	4,660,002	3.23	0.25%
360 business days	2,109,095	8,075,980	3.83	0.36%

Source: SETSMART

Remark: Ordinary shares of FSX has been listed on the SET since August 23, 2023 and the last trading day of ordinary shares of FSS was on August 22, 2023. Therefore, historical trading information in the past 360 days was derived from (a) trading price of FSS from June 9, 2022 to August 22, 2023, and (b) trading price of FSX from August 23, 2023 to November 27, 2023.

¹⁴ During the offering of such derivative warrants to the investors, the Terms and Conditions Governing the Rights and Obligations of the Issuer of Derivative Warrants and Holders of Derivative Warrants was still a drafted version.

Based on the weighted average historical trading prices on the SET at a different period, share value of the Company is equal to Baht 2.55 – 3.83 per share.

During 360 business days from June 9, 2022 to November 27, 2023,¹⁵ the weighted average price of the Company's shares was at the highest of Baht 4.81 per share (on June 9, 2022) and was at the lowest of Baht 2.03 per share (on August 16, 2023). The chart below illustrates the weighted average price of the Company's ordinary shares:

Figure 8: Weighted Average Market Price of FSX During the Past 360 Business Days



Source: SETSMART

Remark: Ordinary shares of FSX has been listed on the SET since August 23, 2023 and the last trading day of ordinary shares of FSS was on August 22, 2023. Therefore, historical trading information in the past 360 days was derived from (a) trading price of FSS from June 9, 2022 to August 22, 2023, and (b) trading price of FSX from August 23, 2023 to November 27, 2023.

The Market Value Approach considers market price of the Company's shares traded on the SET should reflect share value according to demand and supply of investors in the stock market after taking into consideration all publicly available information and the investors' expectation of future operating performance. The IFA has considered information regarding market price of FSX shares until November 27, 2023, which was the last business day prior to the date that the Board of Directors of the Company approved the issuance and offering of the Company's ordinary shares through Private Placement and the entering into this transaction. Trading volume of the Company's shares was relatively liquid when compared with top active listed shares, in which the average trading volume of the Company's share was at approximately 2.11 million shares per day or equivalent to 0.36% of total paid-up shares of the Company during the 360-business day period ended November 27, 2023. Thus, share valuation under the Market Value Approach should reflect fair value of the Company. Based on the market value approach, share value of the Company is equal to **Baht 2.55 – 3.83 per share**.

4. Price to Book Value Ratio Approach: P/BV Ratio

Under this approach, CapAd evaluated the Company's ordinary shares by using book value per share of the Company as shown in the latest financial statements as of September 30, 2023 reviewed by the certified public accountant who is on an approved list of the SEC, which is equal to Baht 4.74 per

¹⁵ Ordinary shares of FSX have been listed on the SET since August 23, 2023 and the last trading day of ordinary shares of FSS was on August 22, 2023. Therefore, historical trading information in the past 360 days was derived from (a) trading price of FSS from June 9, 2022 to August 22, 2023, and (b) trading price of FSX from August 23, 2023 to November 27, 2023.

share, and multiplied by a median of P/BV ratio of 8 comparable SET-listed companies¹⁶ in the Financial Industry, Finance & Securities Sector, who engage in similar securities business to the Company's. The information is for the period up to November 27, 2023, which can be summarized as follows:

Name	Symbol	Business Description
1. Asia Plus Group Holdings PCL.	ASP	ASP is a holding company which invests in high growth potential businesses. Its current core businesses are securities brokerage, investment, investment banking, asset management and private equity.
2. Country Group Holdings PCL.	CGH	CGH is a holding company that invests in financial business. CGH invests in Pi Securities Public Company Limited, which operates securities business, as its core company.
3. Globlex Holding Management PCL.	GBX	GBX is a holding company that invests in 3 subsidiaries - Globlex Securities Co., Ltd., Capital One Partners Co., Ltd., and Asia Equity Venture Co., Ltd.
4. KGI Securities (Thailand) PCL.	KGI	KGI operates securities businesses.
5. Maybank Securities (Thailand) PCL.	MST	MST operates securities businesses.
6. Trinity Watthana PCL.	TNITY	The Company operates as a holding company that invest in 3 main businesses including (1) securities business such as securities brokerage, securities trading, investment adviser, (2) financial advisory services and investment banking business, and (3) securitization business.
7. UOB Kay Hian Securities (Thailand) PCL.	UOBKH	(1) securities business comprises of 4 services, namely securities brokerage, securities trading, securities underwriting, and investment advisory service, (2) derivative business, (3) financial advisory business, (4) selling agent, (5) bond representative, and (6) securities lending business
8. Xspring Capital PCL.	XPG	Investment in other potential business, such as securities business through the investment in Krungthai Xspring Securities Co., Ltd., asset management business, and digital asset business.

Source: www.set.or.th

Summary of the Company's share valuation is as follows:

FSX	Historical Average of P/BV Ratio (times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
1. ASP	1.22	1.21	1.21	1.23	1.23	1.22	1.22	1.28
2. CGH	0.52	0.51	0.51	0.52	0.53	0.53	0.54	0.54
3. GBX	0.59	0.58	0.58	0.60	0.59	0.59	0.61	0.66
4. KGI	1.19	1.19	1.21	1.23	1.22	1.21	1.23	1.27
5. MST	1.28	1.27	1.27	1.27	1.25	1.23	1.23	1.28
6. TNITY	0.75	0.76	0.76	0.79	0.75	0.69	0.71	0.85
7. UOBKH	0.58	0.58	0.59	0.60	0.60	0.61	0.63	0.64
8. XPG	0.93	0.92	0.91	1.07	1.10	1.04	1.02	1.18
Median of 8 companies	0.84	0.84	0.83	0.93	0.92	0.87	0.86	1.02
Firm value of FSX (Baht million)	2,306.69	2,305.90	2,287.12	2,558.53	2,530.20	2,384.23	2,367.74	2,799.16
Share value of FSX (Baht/share)	3.98	3.98	3.94	4.41	4.36	4.11	4.08	4.83

Source: www.setsmart.com

According to the share valuation under this approach, share value of the Company is equal to **Baht 3.94 – 4.83 share**.

The Price to Book Value Ratio Approach estimates value of FSX shares using historical financial performance of the Company as of September 30, 2023 from the latest reviewed consolidated financial statements to compare with P/BV ratios of 8 comparable SET-listed companies in the Financial Industry, Finance & Securities Sector, who engage in similar securities brokerage business to the Company's. When there are sufficient comparable SET-listed companies, the reference P/BV ratios of comparable companies should be an appropriate benchmark and reasonably reflect investors' expectation on a share price of a company in the same business. Even though, book value represents only past operating performance, which may not reflect future profitability of FSX. However, the P/BV ratio approach has generally been applied in valuation of financial institution and financial business, which fluctuates

¹⁶ Exclusive of Aira Capital PCL., whose revenue from securities business accounted for only 39% of total revenue in 2022, and Beyond Securities PCL., whose most of revenue in 2022 was from interest income from loans to an associate and a share of gain (loss) from investment in an associate.

according to capital and money market conditions. Therefore, the IFA is of the opinion that share valuation under this approach should reflect an appropriate value of FSX shares.

5. Price to Earnings Ratio Approach: P/E Ratio

Under this approach, CapAd evaluated share value of the Company by using earnings per share of the Company as shown on the latest consolidated financial statements for the last 12-month period ended September 30, 2023,¹⁷ reviewed by the certified public accountant who is on an approved list of the SEC, and multiplied by a median of P/E ratio of 8 comparable SET-listed companies in the Financial Industry, Finance & Securities Sector, who engage in similar securities business to the Company's. The information is for the period up to November 27, 2023, which can be summarized as follows:

FSX	Historical Average of P/E Ratio (times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
1. ASP	11.01	10.96	10.93	11.07	11.52	11.85	12.12	11.71
2. CGH ^{1/}	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
3. GBX	18.51	17.90	16.91	17.00	16.40	15.87	15.27	13.51
4. KGI	11.46	11.26	10.70	10.54	10.50	10.44	10.27	8.86
5. MST	12.58	12.54	12.56	12.67	12.58	12.44	11.79	10.77
6. TNITY ^{1/}	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
7. UOBKH	22.23	20.85	20.03	19.91	18.37	17.51	16.20	12.65
8. XPG ^{1/}	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Median of 5 companies	12.58	12.54	12.56	12.67	12.58	12.44	12.12	11.71
Firm value of FSX (Baht million)	149.10	148.60	148.86	150.13	149.04	147.39	143.58	138.71
Share value of FSX (Baht/share)	0.26	0.26	0.26	0.26	0.26	0.25	0.25	0.24

Source: www.setsmart.com

Remark: 1/ Unable to calculate P/E ratios due to each company has an operating loss in the past 12-month period.

According to the share valuation under this approach, share value of the Company is **Baht 0.24 – 0.26 share**.

The Price to Earnings Ratio Approach uses historical data on earnings per share over 12-month period ended September 30, 2023 of the Company to compare with P/E ratios of 8 comparable SET-listed companies in the Financial Industry, and Finance & Securities Sector, who engage in similar securities brokerage business to the Company's. However, this valuation approach takes into consideration historical operating results and may not reflect future profitability of the Company. In addition, a number of the comparable SET-listed companies incurred operating loss during the past 12-months, especially in Q1 – Q3/2023, due to significant decrease in trading volume compared to prior year. Therefore, share valuation under this approach may not reflect an appropriate value of FSX shares.

6. Discounted Cash Flow Approach

This approach takes into account the Company's future operating performance by deriving present value of future cash flow streams using an appropriate discount rate. The IFA calculated the weighted average cost of capital (WACC) to be used as the discount rate and constructed a 5-year and 3-month forecast of the Company's cash flow (Q4/2023 and 2024 - 2028) based on an assumption that the Company's operation is on a going-concern basis without any significant changes under the current economic condition and circumstances. In addition, the IFA has not taken into consideration the effects from capital increases and the entering into this transaction as well as cash flows from digital asset brokerage business since Finansia Digital Asset Co., Ltd. (FDA), a subsidiary of FSX, just received a digital asset license from the SEC on November 3, 2023. At the present, FDA is in preparation process for the SEC's inspection of operational readiness and to comply with other related rule and regulations. Therefore, business operation timeline and capability of FDA to compete and gain a market share in the future are still uncertain as FDA is new to the digital brokerage business.

The IFA constructed financial projection for the Company based on information and assumptions obtained from the Company, interviews with the management and relevant officers, including the industry information with the objective to evaluate fair value of the Company's shares only. If there is any material change in the overall economic condition and other internal and external factors that affect

¹⁷ Net profit for the last 12-month period amounted to Baht 11.85 million, derived from the consolidated financial statements of FSX for the period ended September 30, 2023, and the consolidated financial statements of FSS for the period ended September 30, 2022 and December 31, 2022.

the Company's business operation from the assumptions used herein, fair value derived from this approach may change accordingly.

Business of FSX Group

Core businesses of FSX Group comprise of securities business, investment advisory business, and digital asset brokerage business. The businesses are operated by the Company's subsidiaries, namely, Finansia Syrus Securities PCL. ("FSS"), FSS International Investment Advisory Securities Co., Ltd. ("FSSIA"), Finansia Securities Limited ("FSL"), and Finansia Digital Asset Co., Ltd. ("FDA"), and an associate, namely, SBI Royal Securities PCL. ("SBIR"). Major revenue of the Company is from dividends from FSS, other subsidiaries, and an associate.

In Q1 – Q3/2023, the brokerage fee income, fees and service income, and interest income accounted for 60.45%, 17.09%, and 13.98% of total revenue, respectively.

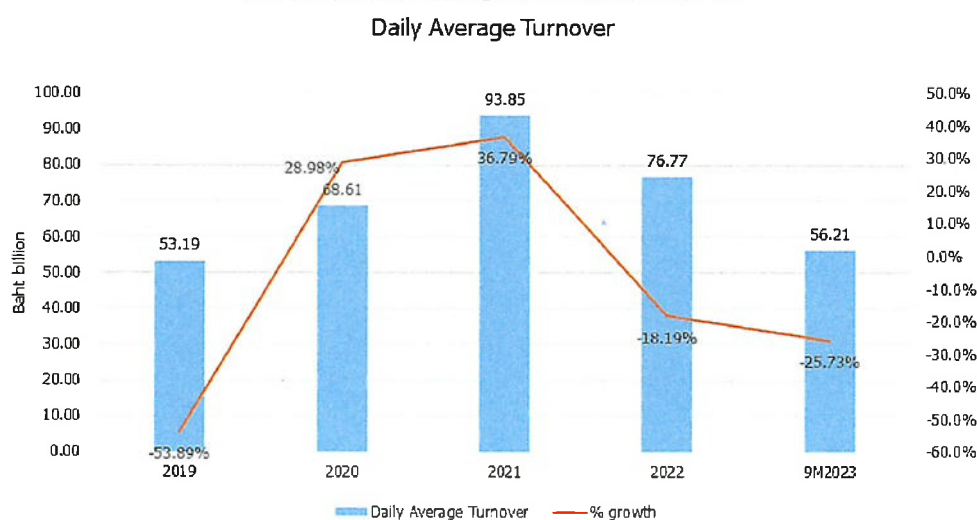
Key assumptions of the financial projection can be summarized as follows:

- **Brokerage fee income**

In 2020 – 2022, brokerage fee income of FSS (a subsidiary) was Baht 1,314.75 million, Baht 1,930.02 million, and Baht 1,563.70 million, respectively, or increased by 46.80% in 2021 and decreased by 18.98% in 2022, which was consistent with trading volume of the market.

(Please refer to industry outlook and market share of the top 10 securities companies in Attachment 2 of this report)

Figure 9: Daily Average Turnover of the SET



Source: www.setsmart.com

Remark: Total turnover of the SET and mai from trading value of all investor types.

In Q1 – Q3/2023, brokerage fee income was Baht 783.29 million, decreased by 38.67% compared with the same period of previous year as a result of a decline in trading value in 2023, especially the trading value of local investors. Total daily average turnover of local investors in the SET and mai declined by around 30% compared to the same period of previous year. *(Please refer to industry outlook and market share of the top 10 securities companies in Attachment 2 of this report)*

Market share of FSS in 2021 – 2022 and in Q1/2023 was at 5.58%, 5.34%, and 4.64%, respectively. The slight decrease of FSS' market share was due to majority of FSS' customers are domestic retail investors, where trading value and trading percentage of retail investors in have been declining in 2023 and the 9 months of 2023. *(Please refer to industry outlook and market share of the top 10 securities companies in Attachment 2 of this report)*

However, in term of local investors trading value, market share of FSS represented 7.40%, 7.88%, and 7.86% of local investors trading value in 2021 – 2022 and 9M2023, respectively.

Trading value of FSS' customers by investor types in 2021 – 2022 and 9M2023 are summarized as follows:

Investor Type	2021	2022	9M2023
Local investors	68%	62%	63%
Local institutes	7%	8%	8%
Foreign investors	25%	30%	29%
Total	100%	100%	100%

Remark: Excluding proprietary trade.

Securities business

- Average daily trading value (SET and mai)

The IFA assumes that average trading values in 2023 of each investor type are equivalent to the average trading value during January 1, 2023 – December 8, 2023.

For 2024 – 2025, average daily trading value of each investor type are assumed to gradually recover from a decline of trading value in 2022 – 2023. The IFA assumes that the average daily trading value of each investor type in 2025 are equal to the average daily trading value of 2019 – 2022 and Q1 – Q3/2023. Thus, total trading value (excluding proprietary trading) is assumed to increase by 12.93% and 11.45% in 2024 – 2025, respectively.

For 2026 – 2028, the average daily trading value is assumed to increase by 3.00% p.a., which is equivalent to the average growth of average daily trading value in the past 10 years (2014 – 9M2023).

- Market share of FSS in securities business

Market share of FSS in 2023 is estimated at 4.61% of total trading value (excluding proprietary trading), which is based on market share of FSS in each group of investor in Q1 – Q3/2023. (Market shares of FSS in each investor type are 7.86% of trading value of local investors, 4.44% of trading value of local institutions, 2.47% of trading value of foreign investors.)

FSS' market shares in 2024 – 2028 are assumed at the average market shares of 2021 – 2023 and Q1 – Q3/2023, of which the market share of local investors, local institutions, and foreign investors are 7.71%, 4.94%, and 3.02% of trading value of each investor type, respectively.

- Commission rate on securities trading

Average commission rate is assumed at 0.08% of trading value, based on the average commission rate in Q1 – Q3/2023.

Derivatives business

- Derivatives contracts (on TFEX)

Average daily trading volume of derivative contacts in 2023 is estimated at 1.07 million contracts, based on the average daily trading volume of derivative contacts from January 1, 2023 – December 8, 2023.

In 2024 – 2028, the average daily trading volume of derivative contacts is assumed to grow at the same rate as the growth of equity trading value.

- Market shares of FSS in derivatives business

FSS' market share in Q4/2023 is assumed at 2.57% of trading volume of derivative contacts, based on market shares of FSS in Q1 – Q3/2023.

FSS' market share in 2024 – 2025 are estimated at 3.50% and 4.00%, respectively. The IFA has based such estimation on FSS' market share in 2020 – 2022, which was in the range of 3.37% - 4.52%.

- Commission rate on derivatives trading

Commission rate on derivatives trading is estimated at Baht 16.71 per contract throughout the projection period. Adjustment of commission rate is limited due to high competition.

Summary of revenue from brokerage fee income of FSS is as follows:

Brokerage Fee Income	2021A	2022A	9M2023A	2023F	2024F	2025F	2026F	2027F	2028F
Trading days (days)	241	241	183	244	244	243	243	243	244
Securities business									
Daily average trading value ^{1/2/} (Baht billion)	170.11	141.32	104.19	100.16	113.12	126.07	129.85	133.75	137.76
% growth of trading value	38.58%	-16.93%	-26.27%	-29.12%	12.93%	11.45%	3.00%	3.00%	3.00%
Market share of FSS (All investor types)	5.58%	5.34%	4.64%	4.61%	5.12%	5.29%	5.29%	5.29%	5.29%
Average commission rate (%)	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%	0.08%
Derivatives business									
Daily average derivatives trading ^{3/} ('000 contracts)	1,121.31	1,131.25	1,097.53	1,067.24	1,205.26	1,343.29	1,383.58	1,425.09	1,467.85
% growth of derivatives trading	13.35%	0.89%	-2.98%	-5.66%	12.93%	11.45%	3.00%	3.00%	3.00%
Market share of FSS	4.52%	3.37%	2.57%	2.57%	3.50%	4.00%	4.00%	4.00%	4.00%

Brokerage Fee Income	2021A	2022A	9M2023A	2023F	2024F	2025F	2026F	2027F	2028F
Average commission rate (Baht/contract)	11.31	13.46	16.71	16.71	16.71	16.71	16.71	16.71	16.71
Brokerage fee income									
Brokerage fee from securities business (Baht million)	1,791.92	1,440.20	697.00	888.68	1,114.11	1,278.74	1,317.10	1,356.61	1,403.06
Brokerage fee from derivatives business (Baht million)	138.10	123.50	86.29	111.88	172.01	218.20	224.74	231.48	239.41
Total brokerage fee income (Baht million)	1,930.02	1,563.70	783.29	1,000.56	1,286.11	1,496.94	1,541.84	1,588.10	1,642.47
% growth of brokerage fee income	46.80%	-18.98%	-38.67%	-36.01%	28.54%	16.39%	3.00%	3.00%	3.42%

Remark: 1/ Daily average trading value, excluding proprietary trading.

2/ Daily average trading value = 2 * Daily average turnover

3/ Daily average derivative trading = 2 * Daily average derivative trading

▪ Fees and service income

Fees and service income comprises of underwriting fee, financial advisory fee, selling agent fee, research fee and other fees. Fees and service income mainly derives from FSS and FSL.

From the pro-forma financial statements of FSX, fees and service income in 2020 – 2022 was Baht 453.33 million, Baht 311.45 million, and Baht 554.77 million, respectively, decreased by 31.30% and increased by 78.13% from previous year.

In Q1 – Q3/2023, fees and service income was Baht 221.46 million. Fees and service income in 2023 is likely to be lower than that of 2022 due to the sluggish stock market compared with prior year. Many customers have postponed their IPOs. Consequently, fees and service income is lower than the FSX Group's revenue target.

Fees and service income in 2023 is estimated at Baht 279.35 million based on estimated underwriting fee, financial advisory fee and other service fee of FSS and FSL. In addition, other fees and services income is equivalent to the annualized other fees and services income of Q1 – Q3/2023.

For 2024, the IFA assumes that fees and service income amounted to Baht 464.14 million, based on FSL's 2024 budget that expect a client to postpone its IPO on the SET from 2023 to 2024, while other fees and service income of FSS and other subsidiaries are assumed to increase by 2.13% p.a., based on the average 20-year historical growth rate of Consumer Price Index (2004 – 11M2023).

▪ Interest income

Interest income comprises of interest income from margin loans, interest income from deposits, and others.

From the pro-forma financial statements of FSX, interest income in 2020 – 2022 was Baht 84.77 million, Baht 130.22 million, and Baht 185.64 million, respectively, increased by 53.62% and 42.56% from previous year. In Q1 – Q3/2023, interest income was Baht 181.15 million, increased by 37.84% from the same period of last year. The increase of interest income was mainly from the increase of margin loans and the increase of interest rates.

The IFA assumes that in Q4/2023 and 2024 – 2028, average interest rate for margin loans is equivalent to 6.28% p.a. (based on the average interest rate of Q1 – Q3/2023), where interest income from margin loans is calculated on outstanding credit balance (the average loans of approximately Baht 2,000 million), and average interest rate for deposits, bonds, and others is equivalent to 3.93% of brokerage fee income and fees and service income (based on the average ratio of interest income from deposits to brokerage fee income and fees and service income in 2020 – 9M2023).

▪ Gain and return on financial instruments

Gain and return on financial instruments comprises of gain on derivatives, gain on investments, and dividend income.

From the pro-forma financial statements of FSX, gain and return on financial instruments in 2020 – 2022 was Baht 170.16 million, Baht 167.16 million, and Baht 97.50 million, respectively, decreased by 1.76% and 44.67% from previous year.

In Q1 – Q3/2023, gain and return on financial instruments was Baht 66.04 million, decreased by 12.14% from the same period of last year.

The IFA assumes gain and return on financial instruments in 2023 at Baht 88.05 million, which is equivalent to gain and return on financial instruments in Q1 – Q3/2023 and annualized to a full year.

▪ Other incomes

From the pro-forma financial of FSX, other incomes in 2020 – 2022 was Baht 50.72 million, Baht 65.56 million, and Baht 64.59 million, respectively, increased by 29.26% and decreased by 1.49% from previous year. In Q1 – Q3/2023, other incomes amounted to Baht 42.06 million.

In this financial forecast, other incomes in 2023 is estimated from the other incomes of Q1 – Q3/2023 and annualized to a full year.

In 2024 – 2028, other incomes are assumed to grow by 2.13% p.a., based on the average 20-year historical growth rate of Consumer Price Index (2004 – 11M2023).

Summary of other incomes is as follows:

(Unit: Baht million)									
Other Incomes	2021A ^{1/}	2022A ^{2/}	9M2023A ^{2/}	2023F	2024F	2025F	2026F	2027F	2028F
Fees and service income	311.45	554.77	221.46	279.34	464.14	366.00	373.79	381.75	389.88
Interest income	130.22	185.64	181.15	223.27	194.32	201.66	201.10	199.80	205.92
Gain and return on financial instruments	167.16	97.50	66.04	88.05	129.87	132.64	135.47	138.35	141.30
Shares of gain from investments in an associate ^{3/}	3.08	4.10	1.77	1.86	1.93	2.11	2.36	2.70	3.16
Other incomes	65.56	64.59	42.06	51.99	52.30	54.91	56.20	57.52	58.93
Total other incomes (excl. brokerage fee income)	677.47	906.59	512.47	644.51	842.56	757.31	768.91	780.11	799.20
% growth of other incomes	-11.35%	33.82%	n.a.	-28.91%	30.73%	-10.12%	1.53%	1.46%	2.45%

Remark: 1/ Pro-forma financial statements of FSX.

2/ Consolidated financial statements of FSX for the period ended September 30, 2023.

3/ Shares of gain from investments in SBI Royal Securities PLC., Cambodia, in which FSX Group held 20.01% of SBI shares. The IFA assumes shares of gain from investments in an associate to grow by 2.13% p.a.

▪ Employee expenses

Employee expenses comprise of salary and welfare, bonus, incentive and profit sharing, directors fee and remuneration, and other employee expenses.

From the pro-forma financial statements of FSX, employee expenses in 2020 – 2022 were Baht 1,127.66 million, Baht 1,361.18 million, and Baht 1,293.30 million, respectively, increased by 20.71% and decreased by 4.99% from previous year, or equivalent to 54.24%, 52.22%, and 52.38% of total revenue, respectively.

In Q1 – Q3/2023, employee expenses were Baht 739.65 million, or equivalent to 57.08% of total revenue.

Key assumptions for employee expenses are as follows:

- Salary for Q4/2023 is estimated from salary of Q1 – Q3/2023 and annualized to a full year.
Salary in 2024 – 2028 are assumed to increase by 3.00% p.a., based on the general salary increase rate of approximately 3.00% - 5.00% p.a.
- Other welfares for Q4/2023 is estimated from other welfares of Q1 – Q3/2023 and annualized to a full year.
In 2024 – 2028, other welfares are assumed to increase by 2.13% p.a., based on the average 20-year historical growth rate of Consumer Price Index (2004 – 11M2023).
- Bonus, incentive, and profit sharing for Q4/2023 and 2024 – 2028 are in the range of 17.29% - 19.40% of total revenue. In this financial forecast, the IFA referred to historical information of FSX Group and the compensations in Q1 – Q3/2023.
- In this financial forecast, the IFA excludes salary and welfare of FDA (a subsidiary) in 2024 – 2028. The employee expenses of FDA in Q1 – Q3/2023 was Baht 21.58 million.

Summary of employee expenses is as follows:

(Unit: Baht million)									
Employee Expenses	2021A ^{1/}	2022A ^{2/}	9M2023A ^{2/}	2023F	2024F	2025F	2026F	2027F	2028F
Employee expenses	1,361.18	1,293.30	739.65	986.34	1,134.05 ^{3/}	1,195.02 ^{3/}	1,229.14 ^{3/}	1,264.24 ^{3/}	1,302.27 ^{3/}
% employee expenses to total revenue	52.22%	52.38%	57.08%	59.96%	53.27%	53.01%	53.19%	53.38%	53.34%

Remark: 1/ Pro-forma financial statements of FSX.

2/ Consolidated financial statements of FSX for the period ended September 30, 2023.

3/ Excluding salary and employ expenses of FDA since the IFA has not taken into consideration future revenue from digital asset brokerage business.

▪ Fees and service expenses

Fees and service expenses comprise of fees in relation to brokerage business, royalty fee, referral fee, and other expenses.

From the pro-forma financial statements of FSX, fees and service expenses in 2020 – 2022 were Baht 232.84 million, Baht 278.34 million, and Baht 270.28 million, respectively, or equivalent to 13.17%, 12.42%, and 12.77% of brokerage fee income and fees and service income, respectively.

In Q1 – Q3/2023, fees and service expenses were Baht 164.16 million, or equivalent to 16.34% of brokerage fee income and fees and service income. The increase in fees and service expenses in Q1 – Q3/2023 compared to same period of last year was due mainly to the increase of referral fee.

Key assumptions for fees and service expenses are as follows:

- Variable fees and service expenses in relation to brokerage business are assumed at 0.01% of trading value of FSS, based on the average ratio of variable fees and service expenses to trading value in 2020 – 9M2023.
- Variable fees and service expenses in relation to derivatives business are assumed at Baht 4.06 per contract in Q4/2023, which is equivalent to the average variable fees and service expenses per derivative contract in Q1 – Q3/2023. In 2024 – 2028, variable fees and service expenses in relation to derivatives business is assumed to increase by 2.13% p.a., based on the average 20-year historical growth rate of Consumer Price Index (2004 – 11M2023).
- Referral fee is estimated at 0.98% of brokerage fee income and fees and service income, based on the average ratio of referral fee to brokerage fee income and fees and service income in 2020 – 9M2023.
- Fixed fees and service expenses are estimated at Baht 6.71 million in Q4/2023, which is equivalent to fixed fees and service expenses in Q1 – Q3/2023 and annualized to a full year. In 2024 – 2028, fixed fees and service expenses are assumed to increase by 2.31% p.a.

Summary of fees and service expenses is as follows:

	(Unit: Baht million)								
Fees and Service Expenses	2021A^{1/}	2022A^{1/}	9M2023A^{2/}	2023F	2024F	2025F	2026F	2027F	2028F
Fees and service expenses	278.34	270.28	164.16	204.72	231.70	267.42	276.38	285.68	296.39
% fees and service expenses to total revenue	12.42%	12.77%	16.34%	12.44%	10.88%	11.86%	11.96%	12.06%	12.14%

Remark: 1/ Pro-forma financial statements of FSX.

2/ Consolidated financial statements of FSX for the period ended September 30, 2023.

▪ Other expenses

Other expenses comprise of depreciation and amortization expenses, repair and maintenance expenses, and other expenses (such as office rental and service fee, utility expenses, vehicle rental fee, lease line and internet expense, bank fee, legal fee, audit fee, and other administrative expenses).

From the pro-forma financial statements of FSX, other expenses in 2020 – 2022 were Baht 481.52 million, Baht 505.84 million, and Baht 571.64 million, respectively, increased by 5.05% and 13.01% from previous year, or equivalent to 23.16%, 19.41%, and 23.15% of total revenue, respectively.

In Q1 – Q3/2023, other expenses amounted to Baht 395.88 million, or equivalent to 30.55% of total revenue.

Key assumptions for other expenses are as follows:

- In Q4/2023, repair and maintenance expenses are estimated at Baht 10.34 million, which is equivalent to repair and maintenance expenses of Q1 – Q3/2023, and annualized to a full year. In 2024 – 2028, repair and maintenance expenses are assumed to grow by 2.31% p.a.
- In Q4/2023, other expenses are estimated at Baht 69.05 million, which is equivalent to other expenses in Q1 – Q3/2023 (excluding one-time expenses which are expenses of the Business Transform Project and expenses related to office relocation), and annualized to a full year. In 2024 – 2028, repair and maintenance expenses are assumed to grow by 2.31% p.a.

Summary of other expenses is as follows:

(Unit: Baht million)									
Other Expenses	2021A ^{1/}	2022A ^{1/}	9M2023A ^{2/}	2023F	2024F	2025F	2026F	2027F	2028F
Depreciation and amortization expenses	n.a.	n.a.	108.44	144.58	164.11	158.28	147.10	93.17	82.82
Repair and maintenance expenses	n.a.	n.a.	31.03	41.38	42.26	43.16	44.08	45.02	45.98
Other expenses	n.a.	n.a.	256.41	325.47	332.40	339.48	346.71	354.10	361.64
Total other expenses	505.84	571.64	395.88	511.43	538.78	540.92	537.89	492.29	490.44
% growth of other expenses	5.05%	13.01%	n.a.	-10.53%	5.35%	0.40%	-0.56%	-8.48%	-0.38%

Remark: 1/ Pro-forma financial statements of FSX.

2/ Consolidated financial statements of FSX for the period ended September 30, 2023.

▪ Financial costs

As of September 30, 2023, interest-bearing debts comprised of short-term loans from financial institutions of Baht 300.00 million, debentures of Baht 713.40 million, and financial lease of Baht 106.38 million. Interest rates are in the range of 3.6% - 4.0% p.a.

▪ Corporate income tax

The IFA assumed corporate income tax rate of 20% throughout the projection period.

▪ Capital expenditures

The IFA assumes capital expenditures in Q4/2023 at Baht 60.00 million, reference to the Company's annual budget. For 2024, investment in fixed assets and intangible assets is estimated at Baht 60.00 million (excluding capital expenditures for digital asset brokerage business). In 2025 – 2028, capital expenditures are assumed to increase by 2.13% p.a.

The IFA estimates capital expenditures by considering the capital expenditures in 2020 – 9M2023, which was in the range of Baht 51 – 104 million per year, and investment budget for the improvement of brokerage system of the Company in the future of approximately Baht 300 – 500 million. The IFA assumes that the investments shall be made in 5 – 10 years.

▪ Asset and liabilities turnover

Projection is made based on historical data in 2020 – 9M2023 as follows:

Items	% of Average Daily Trading Value
Receivables from Clearing House and broker - dealers	4.37% ^{1/} – 7.80% ^{2/}
Securities and derivatives business receivables	61.26% ^{1/} – 90.52% ^{2/}
Payables to Clearing House and broker - dealers	10.24% ^{1/} – 7.11% ^{2/}
Securities and derivatives business payables	39.63% ^{1/} – 31.78% ^{2/}

Remark: 1/ Average ratio of receivables or payables to average daily trading value in 9M2023.

2/ Average ratio of receivables or payables to average daily trading value in 2020 - 9M2023.

Summary of change in working capital are as follows:

(Unit: Baht million)									
Change in Working Capital	2021A ^{1/}	2022A ^{1/}	9M2023A ^{2/}	Q4/2023F	2024F	2025F	2026F	2027F	2028F
Receivables from Clearing House and broker – dealers and securities and derivatives business receivables	(1,196.47)	(216.08)	866.26	200.48	(363.68)	(292.76)	292.86	(142.40)	(146.67)
Payables to Clearing House and broker – dealers and securities and derivatives business payables	805.50	253.68	(882.20)	(105.36)	266.39	208.70	(105.34)	80.20	82.60
Net change in working capital	(390.97)	37.60	(15.94)	95.12	(97.30)	(84.06)	187.52	(62.20)	(64.07)

Remark: 1/ Consolidated financial statements of FSS.

2/ Consolidated financial statements of FSX for the period ended September 30, 2023.

Based on the above information and assumptions, financial projection of the Company for Q4/2023 and 2024 - 2028 can be summarized as follows:

(Unit: Baht million)

FSX	Q4/2023F	2023F	2024F	2025F	2026F	2027F	2028F
Statement of Income							
Brokerage fee income	217.27	1,000.56	1,286.11	1,496.94	1,541.84	1,588.10	1,642.47
Fees and service income	57.88	279.34	464.14	366.00	373.79	381.75	389.88
Interest income	42.12	223.27	194.32	201.66	201.10	199.80	205.92
Gain and return on financial instruments	22.01	88.05	129.87	132.64	135.47	138.35	141.30
Shares of gain from investments in an associate	0.09	1.86	1.93	2.11	2.36	2.70	3.16
Other incomes	9.93	51.99	52.30	54.91	56.20	57.52	58.93
Total revenues	349.32	1,645.07	2,128.68	2,254.25	2,310.75	2,368.21	2,441.67
Operating expenses	(402.80)	(1,702.52)	(1,904.53)	(2,003.35)	(2,043.42)	(2,042.20)	(2,089.10)
EBIT	(53.48)	(57.45)	224.15	250.90	267.33	326.01	352.57
EBITDA	(17.34)	87.13	388.26	409.17	414.43	419.18	435.39
EBT	(63.77)	(116.36)	186.87	218.16	237.56	300.21	330.74
Net profit	(63.77)	(117.89)	153.53	167.98	184.09	235.00	260.22
Statement of Financial Position							
Assets	6,510.11	6,510.11	6,701.05	7,002.82	6,981.57	7,196.78	7,439.60
Liabilities	3,818.43	3,818.43	3,855.84	3,989.63	3,784.29	3,764.49	3,747.10
Shareholder's equity	2,691.68	2,691.68	2,845.21	3,013.19	3,197.28	3,432.28	3,692.50

- **Terminal value growth**

The IFA assumes terminal value growth of 1.00% p.a.

- **Discount rate**

The discount rate applied to the calculation of the present value of free cash flow is the Weighted Average Cost of Capital (WACC), which is derived from the weighted average of cost of debt (Kd) and cost of equity (Ke) based on the following formula:

$$\text{WACC} = \text{Ke} * \text{E}/(\text{D}+\text{E}) + \text{Kd} * (1-\text{T}) * \text{D}/(\text{D}+\text{E})$$

Where: Ke = Cost of equity or shareholders' required rate of return (Re)
 Kd = Cost of debt or borrowing rate of FSX
 T = Corporate income tax
 E = Total shareholders' equity
 D = Interest-bearing debt

Cost of equity (Ke) or the required rate of return for shareholders (Re) is derived from the Capital Asset Pricing Model (CAPM) as follows:

$$\text{Ke (or Re)} = \text{Rf} + \beta (\text{Rm} - \text{Rf})$$

Where:

Risk free rate (Rf) = 3.83% p.a. based on 30-year government bond yield (information as of November 27, 2023), which is currently the longest government bond continually issued and offered in the market under the assumption that the Company is on a going concern basis

Beta (β) = 1.73 times based on the median unlevered beta of FSX (1-year historical data up to November 27, 2023), adjusted with the estimated interest-bearing debt to equity ratio of the Company as of September 30, 2023

Market risk (Rm) = 10.10% p.a., which is the 31-year average rate of annual return from investment in the Stock Exchange of Thailand in 1992 to 2022 and 11M2023, which is the period of the enforcement of Securities and Exchange Act B.E. 2535 as it is the most suitable period to reflect average return from the SET

Kd = 3.70% p.a., based on the weight average borrowing costs of the Company

D/E ratio = 0.41 time,¹⁸ based on the interest-bearing debt to equity ratio of the Company as of September 30, 2023

T = The IFA assumed corporate income tax rate of 20% p.a.

¹⁸ Calculated from interest-bearing debt as of September 30, 2023 of Baht 1,119.78 million (comprised of short-term loans from financial institutions of Baht 300.00 million, debentures of Baht 713.40 million, and financial lease of Baht 106.38 million, based on the Company's consolidated financial statements), and shareholders' equity of Baht 2,755.45 million.

From the aforementioned assumptions, WACC is equal to 11.26% p.a.

Free cash flow to firm of the Company in Q4/2023 and 2024 - 2028 can be summarized as follows:

(Unit: Baht million)

FSX	Q4/2023F	2024F	2025F	2026F	2027F	2028F
EBIT	(53.48)	224.15	250.90	267.33	326.01	352.57
Depreciation and amortization	36.15	164.11	158.28	147.10	93.17	82.82
Corporate income tax	-	(40.80)	(56.73)	(59.42)	(70.36)	(74.88)
Working capital	95.12	(97.30)	(84.06)	187.52	(62.20)	(64.07)
Capital expenditures	(60.00)	(60.00)	(61.28)	(62.58)	(63.92)	(65.28)
Free cash flow to firm	17.78	190.17	207.11	479.95	222.70	231.16
PV of FCFF	17.31	166.43	162.92	339.35	141.53	132.04

(Unit: Baht million)

FSX	Amount
Present value of free cash flow to firm as of September 30, 2023	959.59
Present value of terminal value	1,300.35
Present value of free cash flow	2,259.94
Add: cash and cash equivalents as of September 30, 2023	284.91 ^{1/}
Less: interest-bearing debt as of September 30, 2023	(1,119.78) ^{2/}
Net present value of free cash flow	1,425.07
Total number of paid-up shares (shares)	579,929,461 ^{3/}
Net present value of free cash flow (Baht/share)	2.46

Remark:

- 1/ Cash and cash equivalent of Baht 284.91 million was derived from the Company's consolidated financial statements as of September 30, 2023, reviewed by a certified public accountant.
- 2/ Comprised of short-term loans from financial institutions of Baht 300.00 million, debentures of Baht 713.40 million, and financial lease of Baht 106.38 million, based on the Company's consolidated financial statements as of September 30, 2023, reviewed by a certified public accountant.
- 3/ Par value of Baht 1.60 per share.

Share value of FSX based on this approach is equal to Baht 2.46 per share.

Sensitivity Analysis

The IFA conducts sensitivity analysis on cash flows of the Company by adjusting the significant variables as follows:

Scenario 1: Adjust daily trading volume on the SET and mai upward/downward by 5.00% from the base case.

In addition, the IFA adjusts the discount rate or WACC upward/downward by 5.00% from the base case (base case: discount rate = 11.26% p.a.).

Results of the sensitivity analysis can be summarized as follows:

(Unit: Baht/share)

Share Value of FSX	Discount Rate (% p.a.)		
	11.82%	11.26% (Base Case)	10.69%
Scenario 1a: trading volume +5.00%	1.78	1.95	2.13
Base case	2.26	2.46	2.68
Scenario 1b: trading volume -5.00%	2.74	2.97	3.23

From the sensitivity analysis, share value of FSX is in the range of Baht 1.78 – 3.23 per share.

This share valuation is based on the historical financial information and business plan of FSX Group under the current economic condition and circumstances. If there is any change in the business plan and policies of the Company, as well as the government policy and the economic condition, or any unusual event that may cause a material variation from the current business operation of the Company or from the forecast and variables used herein, the projection constructed under the above assumptions may change significantly, leading to a relative change in the share value of the Company. In addition, the IFA has not taken into consideration the effects from capital increases and the entering into this transaction and cash flows from digital asset brokerage business since Finansia Digital Asset Co., Ltd. (FDA), a subsidiary of FSX, just received the digital asset license from the SEC on November 3, 2023. At the present, FDA is in preparation process for the SEC's inspection of operational readiness and to comply with other related rules and regulations. Therefore, business operation timeline and capability

of FDA to compete and gain a market share in the future are still uncertain as FDA is new to the digital brokerage business.

The Discounted Cash Flow Approach is the method that considers the historical operating results and the future growth prospects. Under this approach, net present value of cash flows is derived from the cash flows projection, which is based on various assumptions provided by the Company under the current economic conditions and circumstances. If there is any change in the future that materially affect the assumptions and variables used herein, the future operating results of FSX might not be as projected and the value of the Company's share evaluated under this approach may change accordingly.

However, securities business is variable to stock market conditions, stock trading volumes, derivatives trading volume, economic conditions, domestic and international factors, which is hard to reasonably and reliably estimate. Recently, the SET has been greatly fluctuated. In addition, the IFA has not taken into consideration the effects from capital increases and the entering into this transaction and cash flows from digital asset brokerage business since Finansia Digital Asset Company Limited (FDA), a subsidiary of FSX, just received a digital asset license from the SEC on November 3, 2023. At the present, FDA is in preparation process for the SEC's inspection of operational readiness and to comply with other related rule and regulations. As such, operation timeline and capability of FDA to compete and gain market share in the future is still uncertain as FDA is new to the digital brokerage business. Thus, share valuation under this approach may not reflect an appropriate value of FSX shares.

7. Summary of Opinion of the Independent Financial Advisor on the Offering Price of FSX Shares through the Private Placement

Value of FSX shares derived from various valuation approaches can be summarized in the table below:

FSX	Value of FSX Shares ^{1/} (Baht/share)	PP Offering Price of FSX Shares ^{2/} (Baht/share)	Offering Price is Higher (Lower) than Share Value of FSX	
			(Baht/share)	(%)
	(1)	(2)	(3) = (2) - (1)	(3) / (2)
7) Book Value Approach	4.74	2.30	(2.44)	(106.05)%
8) Adjusted Book Value Approach	4.73	2.30	(2.43)	(105.53)%
9) Market Value Approach	2.55 – 3.83	2.30	(0.25) – (1.53)	(10.87)% - (66.52)%
10) Price to Book Value Ratio Approach	3.94 – 4.83	2.30	(1.64) – (2.53)	(71.30)% - (110.00)%
11) Price to Earnings Ratio Approach	0.24 – 0.26	2.30	2.04 – 2.06	88.70% - 89.57%
12) Discounted Cash Flow Approach	1.78 – 3.23	2.30	(0.93) – 0.52	(40.41)% - 22.46%
	Base case 2.46	2.30	Base case (0.16)	Base case (6.84)%

Remark: 1/ Par value of Baht 1.60 per share.

2/ The offering price of FSX shares through the private placement is equal to Baht 2.30 per share.

As shown in the above table, value of FSX shares derived from various valuation approaches is in a range of Baht 1.78 – 4.83 per share.

The Book Value Approach reflects operating results and status of FSX at a given period based on its past performance, without taking into account its real asset value and future profitability, as well as the overall economic and industry outlook. Thus, the valuation of the Company's shares under this approach could not reflect the actual value of the shares.

The Adjusted Book Value Approach, under which adjustments are made to certain accounting items, reflects current market value of the Company's assets better than the Book Value Approach. This approach reflects market value of assets, tax saving from losses carried forward, and events after the financial statement date. In this case, the adjustment is made on contingent liabilities for legal disputes. However, it does not reflect future profitability of the Company. Therefore, share valuation under the Adjusted Book Value Approach might not reflect an appropriate value of the Company.

The Market Value Approach takes into account market price of FSX shares traded on the SET, which reflects share value according to demand and supply of investors in the stock market after taking into consideration all publicly available information and the investors' expectation of future operating performance. Such market price should be the one during the period on which the effect of this transaction is not taken into consideration. The IFA has considered information regarding market price of FSX shares up to November 27, 2023, which is the last business day prior to the date that the Board of Directors of the Company approved the issuance and offering of the Company's ordinary shares through Private Placement and the entering into this transaction. Trading volume of the Company's shares was relatively liquid when compared with top active listed shares, in which the average trading volume of the Company's share was at approximately 2.11 million shares per day or equivalent to 0.36% of total paid-up shares of the Company during the 360-business day period ended November 27, 2023. Thus, share valuation under the Market Value Approach should reflect an appropriate value of the Company.

The Price to Book Value Ratio Approach estimates value of FSX shares using historical financial performance of the Company as of September 30, 2023 from the latest reviewed consolidated financial statements to compare with P/BV ratios of 8 comparable SET-listed companies¹⁹ in the Financial Industry, Finance & Securities Sector, who engage in similar securities brokerage business to the Company's. When there are sufficient comparable SET-listed companies, the reference P/BV ratios of comparable companies should be an appropriate benchmark and reasonably reflect investors' expectation on a share price of a company in the same business. Even though, book value represents only past operating performance, which may not reflect future profitability of FSX. However, the P/BV ratio approach has generally been applied in valuation of financial institution and financial business,

¹⁹ Exclusive of Aira Capital Public Company limited., whose revenue from securities business accounted for only 39% of total revenue in 2022, and Beyond Securities Public Company Limited, whose most of revenue in 2022 was from interest income from loans to an associate and a share of gain (loss) from investment in an associate.

which fluctuates according to capital and money market conditions. Therefore, the IFA is of the opinion that share valuation under this approach should reflect an appropriate value of FSX shares.

The Price to Earnings Ratio Approach uses historical data on earnings per share over 12-month period ended September 30, 2023 of the Company to compare with P/E ratios of 8 comparable SET-listed companies in the Financial Industry, and Finance & Securities Sector, who engage in similar securities brokerage business to the Company's. However, this valuation approach takes into consideration historical operating results and may not reflect future profitability of the Company. In addition, a number of the comparable SET-listed companies incurred operating loss during the past 12-months, especially in Q1 – Q3/2023, due to significant decrease in trading volume compared to prior year. Therefore, share valuation under this approach may not reflect an appropriate value of FSX shares.

The Discounted Cash Flow Approach is the method that considers the historical operating results and the future growth prospects. Under this approach, net present value of cash flows is derived from the cash flows projection, which is based on various assumptions provided by the Company under the current economic conditions and circumstances. If there is any change in the future that materially affect the assumptions and variables used herein, the future operating results of FSX might not be as projected and the value of the Company's share evaluated under this approach may change accordingly.

However, securities business is variable to stock market conditions, stock trading volumes, derivatives trading volume, economic conditions, domestic and international factors, which is hard to reasonably and reliably estimate. Recently, the SET has been greatly fluctuated. In addition, the IFA has not taken into consideration the effects from capital increases and the entering into this transaction and cash flows from digital asset brokerage business since Finansia Digital Asset Co., Ltd. (FDA), a subsidiary of FSX, just received a digital asset license from the SEC on November 3, 2023. At the present, FDA is in preparation process for the SEC's inspection of operational readiness and to comply with other related rule and regulations. Therefore, business operation timeline and capability of FDA to compete and gain a market share in the future is still uncertain as FDA is new to the digital brokerage business. Therefore, share valuation under this approach may not reflect an appropriate value of FSX shares.

CapAd is of the opinion that the most appropriate approaches to value the FSX shares are the Market Value Approach and the Price to Book Value Ratio Approach. The Market Value Approach reflects the demand and supply of investors in the stock market after taking into account of all publicly available information and the investors' expectations of future operating performance, while the Price to Book Value Ratio Approach reflects investors' expectation on a share price of a company in the same business compared to its book value. CapAd views that **fair value of FSX shares is equal to Baht 2.55 – 4.83 per share**, which is higher than the offering price of FSX shares through the Private Placement of Baht 2.30 per share by Baht 0.25 – 2.53 per share or 10.87% - 110.00% higher than the offering price of FSX shares through the Private Placement. **Therefore, the IFA is of the opinion that offering price of FSX shares through the Private Placement of Baht 2.30 per is inappropriate as it is lower than fair value of FSX shares.**

Transaction 2: Whitewash Transaction
**(The Request 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 of
the Business (Whitewash))**

Transaction 2 - Part 1: General Details of the Request 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 of the Business (Whitewash)

1. Nature and Details of the Transaction

1.1 Objective and Background of the Transaction

- Please refer to the details in Transaction 1 – Part 1, Clause 1.1, of this report.-

The Board of Directors' Meeting of the Company No. 6/2023, held on November 28, 2023, resolved to propose the shareholders' meeting to consider and approve the issuance and offering of 288,000,000 new ordinary shares, with par value of Baht 1.60 per share, representing 33.18% of total issued shares of the Company after the Private Placement Transaction, at the offering price of Baht 2.30 per share with a total value of Baht 662,400,000 through private placement to (1) Gortune International Investment Holding Limited (Gortune HK) (an affiliate of Gortune Investment Corporation Limited (Gortune)), (2) Gortune Industry Company Limited (Gortune Industry), and (3) Gortune Commerce Company Limited (Gortune Commerce) (collectively referred to as the "Investors" or the "Applicants").

	Investors or Applicants	No. of PP Shares	% Shareholding after PP
1	Gortune International Investment Holding Ltd. (Gortune HK)	143,383,695	16.52%
2	Gortune Industry Co., Ltd. (Gortune Industry)	92,540,537	10.66%
3	Gortune Commerce Co., Ltd. (Gortune Commerce)	52,075,768	6.00%
	Total	288,000,000	33.18%

Remark: Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert according to the Notification Re: Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247 of the Securities and Exchange Act B.E. 2535 (1992).

Therefore, the Applicants (Investors) will have their collective shareholding in the Company equal to 33.18% of total voting rights after the increase of the Company's registered and paid-up capital following the issuance and offering of PP shares, which will result in the Applicants (Investors) holding shares in a proportion that crosses the point at which they must make a tender offer for all securities of the Company, i.e., 25% of total voting rights in the Company. As such, the Applicants (Investors) will be required to make a tender offer for all securities of the Company according to Section 247 of the Securities Act and the Notification on Business Takeover.²⁰

In this regard, the Applicants (Investors) wish to request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification on Whitewash, which stipulated that a waiver must be approved by the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding the votes of persons under Section 258 of the Securities Act of the Applicants or concert party of the Applicants, and persons under Section 258 of such persons (if any). In applying for such waiver, the Applicants must not acquire the Company's securities during the period from the date on which the Board of Directors resolves to issue the new ordinary shares to the Applicants until the date on which the shareholders' meeting of the Company resolves to issue the new ordinary shares to the Applicants, except for acquisition by inheritance or through proportionate share allotment as a shareholder.

The Board of Directors' Meeting of the Company No. 6/2023, held on November 28, 2023, resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, which will be held on February 16, 2024, to consider and approve the Whitewash Transaction.

²⁰ (1) Gortune HK will purchase existing ordinary shares from the existing shareholders of the Company, consisting of (a) Pilgrim Finansa Investment Holdings (Pte.) Ltd. in the amount of 85,130,000 shares, and (b) Blue Whale Enrich Company Limited, with Morgan Stanley & Co. International Public Company Limited acting as the custodian, in the amount of 29,870,000 shares, totaling 115,000,000 shares, representing 13.25% of total issued shares of the Company, at the purchase price of Baht 2.50 per share. This will result in Gortune HK holding approximately 29.77% of total issued shares of the Company after the Private Placement Transaction. Combined with the shareholding of Gortune Industry and Gortune Commerce, the Applicants (or the Investors) will together hold approximately 46.43% of total issued shares of the Company after the Private Placement Transaction.

(2) The Applicants (or the Investors) will be among the shareholders who are entitled to subscribe for the Company's newly issued ordinary shares which will be offered under the Rights Offering Transaction. The Applicants 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 decline to exercise their rights to subscribe for such shares. However, the Applicants will not subscribe for the newly issued ordinary shares under the Rights Offering Transaction to the point where the Applicants will hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction.

If the shareholders' meeting does not approve the Private Placement Transaction (Transaction 1) and/or the request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) (Transaction 2), the Company will not propose the shareholders' meeting to further approve the issuance and offering of the newly issued ordinary shares under the Private Placement Transaction and the Rights Offering Transaction, and the Applicants will cancel the Share Purchase Transaction as it is a condition of the Applicants.

However, in the case where the shareholders' meeting of the Company resolves to approve the Private Placement Transaction and the Whitewash Transaction, but does 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 Applicants will continue to enter into the Private Placement Transaction and the Share Purchase Transaction.

1.2 General Information of the Applicants and Relationship with the Company

1.2.1 General Information of the Applicants

The Applicants consist of 3 juristic persons, who are considered as a concert party, namely (1) Gortune International Investment Holding Limited (Gortune HK) (an affiliate of Gortune Investment Corporation Limited (Gortune)), (2) Gortune Industry Company Limited (Gortune Industry), and (3) Gortune Commerce Company Limited (Gortune Commerce). Additional details of the Applicants are provided in Transaction 1 – Part 1, Clause 1.3, and in Attachment 1 of this report.

1.2.2 Contract Parties and Relationship with the Company

Issuer and Offeror	:	Finansia X Public Company Limited (the Company)
Offerees	:	1. Gortune HK ^{1/} will be offered 143,383,695 newly issued ordinary shares 2. Gortune Industry ^{2/} will be offered 92,540,537 newly issued ordinary shares 3. Gortune Commerce ^{2/} will be offered 52,075,768 newly issued ordinary shares Gortune HK, Gortune Industry, and Gortune Commerce are juristic persons acting in concert.
Relationship with the Company	:	<u>Prior to the Private Placement Transaction</u> The Investors has no relationship with the Company. <u>After the Private Placement Transaction</u> After the share acquisition under the Private Placement Transaction, the Investors will have their collective shareholding in the Company exceeding 25%, but not exceeding 50%, of total voting rights of the Company, and the persons nominated by the Investors will be appointed as executives and/or directors of the Company (the Investors will appoint 3 directors of the Company, 2 of which will be the authorized directors), leading the Investors to be considered as the Company's connected persons according to the Notifications on Connected Transaction.

Remark:

- 1/ Gortune HK is a juristic person in the group of Gortune Investment Corporation Limited ("Gortune"). Gortune indirectly invests in leading securities companies in China, the business of which is the same as the Company's core activity. *(Please refer to Information of Gortune in Attachment 1 of this report)*
- 2/ Gortune Industry and Gortune Commerce are newly established Thai juristic persons, in which the shares are held by Gortune through Gortune HK and 2 Thai co-investors, namely Mr. Phaiboon Siripanoosatien and Mrs. Matthana Moonjan, who hold the shares indirectly through Gortune Holding (Thailand) Company Limited ("Gortune Holding TH") and Gortune (Thailand) Company Limited ("Gortune (Thailand)"). *(Please refer to more details in Transaction 1 – Part 1, Clause 1.3, of this report)*

1.2.3 Summary of the Agreement between the Applicants and the Company

- Please refer to the details in Transaction 1 – Part 1, Clause 1.4.5, of this report -

1.3 Total Number of Votes of the Shareholders who are Ineligible to Vote on the Agenda to Consider and Approve the Whitewash

The request 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 must be approved by the shareholders' meeting of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding the votes of persons under Section 258 of the Securities Act of the Applicants, concert party of the Applicants, and persons under Section 258 of such persons (if any).

In considering and approving the Whitewash Transaction, Pilgrim Finansia Investment Holdings (Pte.) Ltd. (PILGRIM) and Blue Whale Enrich Company Limited ("Blue Whale") (with Morgan Stanley & Co. International Public Company Limited (MS) acting as a custodian) are not eligible to vote on the said agenda including the related agenda (Agenda 2 - 6) because PILGRIM and Blue Whale will sell the Company's existing ordinary shares held by them to the Applicants after the Company has issued and offered its new ordinary shares to the Applicants. The Shares Purchase Transaction, the Private Placement Transaction (Transaction 1), and the Applicants' request for a waiver from the requirement

to make a tender offer for all securities of the Whitewash Transaction (Transaction 2) are conditional upon each other.

List of connected persons and/or shareholders who have conflict of interest and are not eligible to vote on Agenda 3 at the Extraordinary General Meeting of Shareholders No. 1/2024 is presented in Clause 7 of the Information Memorandum Concerning the Issuance and Offering of New Ordinary Shares and the Connected Transaction (Enclosure 2) enclosed with the notice to the Extraordinary General Meeting of Shareholders.

1.4 Determination of the Offering Price and Reason for Such Determination

The Company will issue and offer not exceeding 288,000,000 new ordinary shares, with par value of Baht 1.60 per share, to the Applicants at the offering price of Baht 2.30 per share. Such offering price is derived from the negotiations and mutual agreement between the Applicants and the Company, based on market price with a discount not exceeding 10% (which is not considered as an offer for sale of the newly issued shares at a price lower than the market price according to Notification on PP Shares Offering). The said market price is determined from the weighted average price of the Company's shares traded on the SET for the past 12 consecutive business days before the date on which the Board of Directors resolved to propose the shareholders' meeting to approve the Company's offering of the newly issued shares through private placement by explicitly determining the offering price. This is a sufficient period to cover the trading volume and the trading price which reflects the market price of the Company's shares (during November 10 – 27, 2023), which is equal to Baht 2.55 per share.

1.5 Rights of Shareholders to Oppose the Whitewash

None, because this is not the case where the Applicants intend to acquire shares in the Company to the point where the Applicants become shareholders with voting rights of or exceeding 50% of total voting rights in the Company. However, this application for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) must be approved by the shareholders' meeting with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote, excluding persons under Section 258 of the Applicants, concert party of the Applicants, and persons under Section 258 of such persons.

1.6 Opinion of the Board of Directors

(a) Reason for Offering Newly Issued Shares to the Applicants, Benefits that the Company will Receive from the Applicants after the Offering of the Newly Issued Ordinary Shares to the Applicants, Reasonableness of the Offering Price of the Newly Issued Ordinary Shares to the Applicants, and Background of the Determination of Such Offering Price

FSX Group is in the process of entering the digital transformation, which is a process of changing from the traditional work system towards working through a full digital system. Therefore, a large amount of investment funds is required not only for the technology, but also for the training, developing, and strengthening the skills (upskill and re-skill) of personnel to be ready to support such change. Such investment is thus a key factor towards the success in increasing the competitiveness and capabilities as well as the business development of FSX Group to be able to grow steadily and sustainably. Besides, the leading Chinese securities companies in which Gortune has indirectly invested have already gone through their digital transformation. The Board of Directors is, then, of the opinion that such experiences of the Applicants and Gortune will help FSX Group to adapt rapidly and efficiently in line with the mega trend. Therefore, the issuance and offering of the new ordinary shares to the Investors via private placement will allow the Company to receive the funds to be used for investment according to the said plan of the Company and will partially reduce the additional investment burden of the existing shareholders. Moreover, the Board of Directors has carefully considered the matter and viewed that the Investors, in which their shares are directly and indirectly held by Gortune HK which is a company within Gortune Group, are capable investors and Gortune's capability should help support and develop various businesses of FSX Group towards sustainable growth.

The Board of Directors is of the opinion that the offering price of the newly issued ordinary shares to be offered to the Applicants at Baht 2.30 per share is an appropriate as it is the price derived from the negotiations and mutual agreement between the Company and the Applicants, based on the Company's market price, with a discount not exceeding 10% (which is not considered an offer for sale

of the newly issued shares at a price lower than the market price). The said market price is determined from the weighted average price of the Company's shares traded on the SET for the past 12 consecutive business days before the date on which the Board of Directors resolved to propose the shareholders' meeting to approve the Company's offering of the newly issued shares through private placement by explicitly determining the offering price. This is a sufficient period to cover the trading volume and the trading price which reflects the market price of the Company's shares (during November 10 – 27, 2023), which is equal to Baht 2.55 per share.

(b) Relationship between the Applicants and the Company, Directors, Executives, Persons with Controlling Power, or Major Shareholders of the Company and Mutual Material Agreement

Before this capital increase, the Applicants has no relationship with the Company, Board of Directors, executives, controlling persons, or major shareholders of the Company.

Following the Private Placement Transaction, the Applicants will purchase existing ordinary shares from PILGRIM and Blue Whale, which are the existing shareholders of the Company. As a result, Gortune HK will hold not exceeding 258,383,695 shares in the Company, representing not exceeding 29.77% of total issued and paid-up shares of the Company, while Gortune Industry will hold not exceeding 92,540,537 shares in the Company, representing not exceeding 10.66% of total issued and paid-up shares of the Company, and Gortune Commerce will hold not exceeding 52,075,768 shares in the Company, representing not exceeding 6.00% of total issued and paid-up shares of the Company. In, addition, the person(s) nominated by the Applicants will be appointed as executives and/or directors of the Company (the Applicants will appoint 3 directors of the Company, 2 of which will be the authorized directors), as detailed in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2). Therefore, the issuance and offering of the newly issued ordinary shares to the Applicants is considered a connected transaction.

(c) Benefits or Effects of the Applicants' Policy or Business Management of the Company, Including the Feasibility of Such Policy or Plan

The Board of Directors is of the opinion that the Applicants have no plan to significantly change the policy or business management of the Company. The Company still aims to focus on being a leader in the securities business, investment banking business, and wealth management business. However, the Company may conduct the study of the opportunities to expand its business relating to asset management company, which provide fund management services in the form of mutual fund, private fund, and provident fund, or other financial service businesses. In this regard, such study of the business expansion opportunities is merely a prefeasibility study. The Company has no plan to significantly change its main business objectives and dividend payment policy.

(d) Opinion of the Board of Directors of the Company Proposed to the Shareholders Whether to Approve or Reject the Applicants' Request for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Company and the Reasons for Such Opinion

The Board of Directors has resolved to propose the shareholders' meeting to consider and approve the request 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) because such tender offer waiver is deemed reasonable, considering the need to increase the registered capital and the benefits which the Company will receive from the Applicants according to the reasons stated in Transaction 2 – Part 1, Clause 1.6 (a) above.

The Board of Directors is of the opinion that the offering price of the newly issued ordinary shares to be offered to the Applicants at Baht 2.30 per share is an appropriate price considering that it is the price derived from the negotiations and mutual agreement between the Company and the Applicants, based on the Company's market price, with a discount not exceeding 10% (which is not considered an offer of the newly issued shares at a price lower than the market price). The said market price is determined from the weighted average price of the Company's shares traded on the SET for the past 12 consecutive business days before the date on which the Board of Directors resolved to propose the shareholders' meeting to approve the Company's offering of the newly issued shares through private placement by explicitly determining the offering price. This is a sufficient period to cover the trading

volume and the trading price which reflects the market price of the Company's shares (during November 10 – 27, 2023), which is equal to Baht 2.55 per share.

The shareholders are advised to review details of the Whitewash in the Request Form for Resolution of the Shareholders' Meeting to Approve the Acquisition of New Securities Without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) and the Report on the Opinion of the Independent Financial Advisor on the Whitewash, attached to the notice to the Extraordinary General Meeting of Shareholders No. 1/2024.

(e) Opinion and Reasons of the Individual Directors of the Company which is Different from the Opinion of the Independent Financial Advisor

- None -

2. General Information of the Issuer

The shareholders can study the information on business operations of the Company in Form 56-1 One Report disclosed on websites of the SET and the SEC at www.set.or.th and www.sec.or.th.

Transaction 2 - Part 2: Opinion of the Independent Financial Advisor on Reasonableness of the Request 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 of the Business (Whitewash)

The IFA has considered the operational plan and the policy and business plan of the Applicants, as indicated in the draft 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), as well as information obtained from the interviews with the Company's executives, other publicly available information of the Applicants, and other supplemental information of the Company, and would like to express opinion as follows:

1. Business Plan and Policy after Acquisition of Securities by the Applicants**1.1 Policy and Business Management Plan**

It is stated in Form 247-7 that

Background of Gortune

Gortune is a prominent fund 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 and registered capital of RMB 16 billion, Gortune and its group have 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 Company Limited, whose holding subsidiary, BRT New Materials Group Company Limited, 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 Company Limited (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) Company Limited, 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) Company Limited 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
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 Operations 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 will be poised to leverage the robust credibility and expansive network of Gortune. This strategic alliance will 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 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 Company Limited, 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 Finasia HERO mobile app to accommodate retail investors, it can enhance its online business efficiency 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 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 privatization,

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 wealth management businesses.

(4) Asset management

FSS plans to conduct a feasibility study for the establishment of an asset management company (AMC) 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-office 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."

The IFA is of the opinion that the Company will not be adversely affected by any material change in the policy and business management plan. The Company will continue its business as usual by operating as a holding company with the core business and main income from FSS' securities brokerage business. The Applicants have a clear intention to support FSS' securities business, which is the core business that will generate revenues for the Company. The support will cover all aspects, including securities brokerage, investment banking, research, asset management, access to global and regional products, especially in Chinese capital markets, cross-trading, risk management, as well as the support for FSS to become a leading one-stop financial services provider according to the intention of the Company's management.

After becoming a major shareholder of the Company, Gortune and Gortune Group have no future plan to apply for any securities license in Thailand or enter into a strategic partnership with any other securities companies in Thailand. Gortune will focus in the securities business expansion in the through the collaboration with the Company, which is considered beneficial and support the growth of FSX Group in the future.

In addition, the Applicants have shown a clear intention that they have no policy to materially change the Company's business operations, unless otherwise considered jointly with the Company's Board of Directors and management. The Applicants will exercise the rights to vote either for or against any such matter according to the number of their voting rights in the Company, and will nominate 3 representatives to serve as directors in proportion to their shareholding (2 of which will be the authorized directors of the Company) to replace the existing directors of the Company.

1.2 Management and Organization Structures

It is stated in Form 247-7 that "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 the shareholders' meeting of the Company, according to the Company's Articles of Association and relevant laws. In the 12 months after the Private Placement Transaction, the Applicants have no plan 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."

List of board of directors as of November 28, 2023 is as follows:

	Name	Position
1	Mr. Chatchaval Jiaravanon ^{1/}	Chairman
2	Mr. Chuangchai Nawongs ^{1/}	Director and Chief Executive Officer
3	Mr. Vorapak Tanyawong	Vice Chairman
4	Mr. Somphop Keerasuntonpong ^{1/}	Director and President
5	Mr. Seksan Chunsereechai	Director
6	Mrs. Pompring Suksantisuwan ^{1/}	Director
7	Pol. Gen. Visanu Prasattongosoth	Chairman of the Audit Committee and Independent Director
8	Mr. Kittisak Bencharit	Audit Committee and Independent Director
9	(In the process of nominating new independent director to replace the resigned director (within February 26, 2024) to comply with the Company's Articles of Association and the supervising authorities' rules and regulations.)	Audit Committee and Independent Director

Source: The Company's affidavit and www.set.or.th

Remark: 1/ Authorized directors are 2 out of 4 directors co-sign and affix the Company's seal.

The Company's Board of Directors is composed of 9 members, of whom 6 are directors (4 of them are authorized directors) and 3 are independent directors (currently, there are 2 independent directors and the remaining one is being selected to replace the resigned director). After the change in directors with the appointment of 3 representatives of the Applicants to replace the existing directors of the Company, the Board of Directors will then be composed of 3 directors nominated by the Applicants, 3 existing directors, and 3 independent directors, making up a total of 9 directors.

The Board of Directors after the Investors appoint 3 representatives as directors of the Company (2 of which will be the authorized directors) is as follows:

	Name	Position
1	Mr. Chatchaval Jiaravanon	Chairman and authorized director
2	Mr. Chuangchai Nawongs	Director, Chief Executive Officer, and authorized director
3	Mr. Seksan Chunsereechai	Vice Chairman
4	(Representative of the Investors, replacing Mr. Vorapak Tanyawong) ^{1/}	Director
5	(Representative of the Investors, replacing Mr. Somphop Keerasuntonpong) ^{1/}	Director and authorized director
6	(Representative of the Investors, replacing Mrs. Pompring Suksantisuwan) ^{1/}	Director and authorized director
7	Pol. Gen. Visanu Prasattongosoth	Chairman of the Audit Committee and Independent Director
8	Mr. Kittisak Bencharit	Audit Committee and Independent Director
9	(In the process of nominating new independent director to replace the resigned director (within February 26, 2024) to comply with the Company's Articles of Association and the supervising authorities' rules and regulations)	Audit Committee and Independent Director

Remark: 1/ Gortune is in the process of searching for qualified persons to assume the post as directors of the Company. 2 out of 3 representatives of the Investors will be authorized directors of the Company.

The IFA is of the opinion that the number of 3 directors (rounded up) to be nominated by the Applicants is in a proportion close to their shareholding of 46.43% of total issued shares of the Company after the Private Placement Transaction and the Share Purchase Transaction. Such number of directors is equal to three-sixths if including only the directors who are not the independent directors, or equal to 50% of total number of directors who are not the independent directors.

The administration and determination of the policy and direction of the Company's operations, including all acts, must comply to the policy framework jointly considered by the Company's directors. As such, (a) if a meeting forum could be formed completely by all 9 directors, the Applicants' 3 representative directors out of the total 9 directors are unable to cast a majority vote at such Board of Directors' Meeting, unless they can collect votes from 2 of the existing directors or 2 of the independent

directors in order to have a majority vote of 5 to 9,²¹ or (b) if the meeting forum is formed by the minimum number of directors as prescribed in the Company's Articles of Association, i.e., there are 5 directors attending the meeting with a complete number of 9 directors, this shall be deemed as a force majeure event and still be subject to Article 31 of the Company's Articles of Association, which stated that: "In conducting the Company's business, the directors must perform their duties in accordance with the laws and the Company's objectives and Articles of Association, as well as resolutions of the shareholders' meeting, with integrity and due care to protect the interests of the Company;" and Article 29: "...the directors who have conflict of interest are ineligible to vote in such agenda..."

However, since the Applicants specify that 2 of the representative shall be the authorized directors of the Company (to replace the existing authorized directors), which is in the ratio of half of the total number of authorized directors, but do not stipulate on the change of authorized signatory of the Company, the IFA therefore is unable to express opinion on the change in control, that is material to the Company's business operations, by the Applicants (Gortune Group)

(a) Article 35 of the Company's Articles of Association specifies that the Company's authorized signatories shall consist of two (2) directors to co-sign and affix with the Company's seal, and that the Board of Directors shall have the power to determine and change the Company's authorized directors.

(b) The latest Company's affidavit stated that "names and number of authorized directors of the Company are Mr. Somphop Keerasuntonpong, Mrs. Pornpring Suksantisuwan, Mr. Chuangchai Nawongs, Mr. Chatchaval Jiaravanon, two of such four directors co-sign and affix with the Company's seal.

The IFA views that the number of 2 authorized directors who are representatives of the Applicants, out of the total 4 authorized directors, will be appropriate when compared with shareholding of the Applicants only in the case where the Company's affidavit sets out that the authorized signatories to co-sign and affix with the Company's seal must be a director who is representative of the Applicant and another who is not representative of the Applicant. In such case, the Applicants' having half of the total number of authorized directors will not cause any change in control that is material to the Company's business operations.

Moreover, according to the conditions set out in the Share Subscription Agreement between the Company and the Investors, there are no conditions concerning the change or the appointment of top executives or executives of the Company, unless otherwise considered jointly with the Company's Board of Directors after the entering into the transaction. It is set forth in the Share Subscription Agreement that the Company shall certify that it will operate the same usual business as that prior to the agreement date and will neither change or amend the compensation structure nor terminate the employment of employees at the management level (unless there are reasonable grounds for such termination). From an interview with the Company's executives, it was informed that the Applicants recognize the importance of the current executives of the Company and intend to have them continue assuming the posts of top executives/executives in the Company.

In this regard, as the Applicants have not indicated any intention to change the organization structure and the management or to reduce the number of employees of the Company, the Company will accordingly not be affected by a change of its organization structure and management or a decrease in the number of its employees.

1.3 Dividend Policy

It is stated in Form 247-7 that *"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 increase its efficiency and competitiveness given the changing business condition 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."*

²¹ Article 29 of the Company's Articles of Association specify that at a Board of Directors' meeting, whether a meeting in person or via electronic meeting system, a minimum of one-half (1/2) of the total number of directors must be present to establish a quorum. In the case of electronic meetings, the rules and procedures set forth by relevant laws and notifications shall be followed. The chairman of the Board of Directors will preside over the meeting. If the chairman is absent or unable to perform the duties, the vice chairman of the Board of Directors, if present, will assume the role of the chairman. If the vice chairman is unavailable, absent, or unable to perform the duties, the directors present shall jointly select a director to act as the chairman of the meeting.

A decision made during a Board of Directors' meeting shall be based on a majority of votes. The director with conflict of interest in a particular matter are not eligible to vote on such matter. In the event of a tie in votes, the chairman of the meeting shall exercise an additional vote as a casting vote.

The Company has a policy to pay dividend to its shareholders at the rate of not less than 40% of net profit under its separate financial statements after deduction of corporate income tax and allocation to all types of reserves as prescribed by laws and the Company's Articles of Association. However, the actual dividend payment may be less than the rate specified above, taking into account such factors as the economic condition, the Company's performance and financial position, cash flow, working capital, investment and business expansion plans, debt burden, the conditions and restrictions set forth in loan agreements, and other factors deemed appropriate, in which case the Board of Directors will make a careful consideration. The annual dividend payment is subject to approval from the shareholders' meeting, except for the interim dividend payment which the Board of Directors may approve from time to time if deeming that the Company's profit justifies such dividend payment whereby the Company will report such dividend payment to the next shareholders' meeting. In any case, the Company's dividend payment must not be contrary to or inconsistent with the laws. Since its inception in 2022, the Company has never yet made any dividend payment.

The IFA is of the opinion that the shareholders will not be affected by change in the dividend policy according to the Applicants' plan, which aligns with the Company's dividend policy. Dividend payment is primarily subject to the decision of the Board of Directors' meeting and/or the shareholders' meeting of the Company.

1.4 Core Assets Disposition Plan

It is stated in Form 247-7 that *"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."*

The IFA is of the opinion that the Company will not be affected if this is in line with the Applicants' plan. In the event that the Company shall dispose its assets, the Applicants will exercise the right to vote either for or against such matter according to the number of their voting rights in the Company.

1.5 Financial Structure

It is stated in Form 247-7 that *"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."*

The IFA is of the opinion that after the Private Placement Transaction and the Rights Offering Transaction, the Company will obtain funds from the capital increase of Baht 662.40 million and Baht 1,996.24 million, respectively, totaling Baht 2,658.64 million (given a full subscription of the rights offering). The Company plans to use such proceeds for its business expansion and repayment of debt instruments *(as described in Transaction 1 – Part 1, Clause 1.7.1 and Transaction 1 – Part 2, Clause 4.1, of this report)*. The Company has confirmed that the proceeds received from the capital increase is sufficient according to its plan.

According to its consolidated financial statements as of September 30, 2023, the Company had cash and cash equivalents of Baht 284.91 million, total liabilities of Baht 3,939.68 million, and total shareholders' equity of Baht 2,755.45 million. Its D/E ratio was at 1.43 times. After receiving the capital funds from the Private Placement Transaction of Baht 662.40 million and repay of FSS' debentures with funds from the private placement, the Company's D/E ratio will decrease to 0.96 time. Combined with funds from the Rights Offering Transaction, D/E ratio of the Company will be as follows:

FSX	Consolidated F/S for Q3/2023	After PP Transaction		After PP + RO Transaction (given a full exercise of rights)		After PP + RO Transaction (given a sole exercise of rights by the Investors)	
		Debt Repayment	No Debt Repayment	Debt Repayment	No Debt Repayment	Debt Repayment	No Debt Repayment
D/E Ratio	1.43 times	0.96 time	1.15 times	0.60 time	0.73 time	0.74 time	0.91 time

When considering the capital structure from the Company's shareholders' equity, under the Private Placement Transaction, shareholders' equity of the Company will increase from Baht 2,755.45 million to Baht 3,417.85 million or by 24.04% from the end of Q3/2023 (increase by Baht 460.80 million from the issued and paid-up capital and Baht 201.60 million from share premium). Combined with the

Rights Offering Transaction, shareholders' equity of the Company will rise to Baht 5,414.09 million or by 96.49% from the end of Q3/2023 (increase by Baht 1,388.69 million from the issued and paid-up capital and Baht 607.55 million from share premium).

(Unit: Baht Million)	Consolidated F/S for Q3/2023	After PP Transaction	After PP + RO Transaction (given a full exercise of rights)	After PP + RO Transaction (given a sole exercise of rights by the Investors)
Issued and paid-up share capital	927.89	1,388.69	2,777.37	2,033.49
Share premium	629.31	820.91	1,428.46	1,103.01
Capital reserve for share-based payment transactions	0.32	0.32	0.32	0.32
Deficit as a result of change in holding percentage in the subsidiaries	(0.05)	(0.05)	(0.05)	(0.05)
Retained earnings (deficits)				
Appropriated - statutory reserve	92.79	92.79	92.79	92.79
Unappropriated	1,099.06	1,099.06	1,099.06	1,099.06
Other component of owners' equity				
Exchange differences on translation of financial statements in foreign currency	9.19	9.19	9.19	9.19
Losses on investments in equity designated at fair value through other comprehensive income	(0.10)	(0.10)	(0.10)	(0.10)
Total equity attributable to the Company's shareholders	2,748.40	3,410.80	5,407.03	4,337.70
Non-controlling interests of the subsidiaries	7.06	7.06	7.06	7.06
Total owners' equity	2,755.45	3,417.85	5,414.09	4,344.75

After the Applicants become the Company's shareholders, if the situation of and/or the need for its use of proceeds has changed, any consideration and action thereof must be carried out under the procedures for normal business management and on a conservative basis and shall be subject to the resolution of the Board of Directors and/or the shareholders' meeting of the Company, as the case may be, and in accordance with rules and regulations of the SEC, the Capital Market Supervisory Board, as well as the Company's Articles of Association and relevant laws and regulations.

In the event that the Applicants perform any act, whether by themselves or through other persons or the persons under Section 258 of the Applicants, which leads to changes in the policy and business management plan, management structure and organization structure, dividend policy, core asset disposition plan, and financial structure that are significantly different from those indicated by the Applicants in the Request Form for Shareholders' Meeting Resolution of the Business (Form 247-7) during the period of 1 year from the date on which the shareholders' meeting resolves to approve the Whitewash Transaction, the Applicants must ensure that the Company obtains approval from its shareholders' meeting before proceeding with such act, with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are eligible to vote. Thus, the shareholders should keep abreast of the information and attend the shareholders' meeting to vote on any such changes.

1.6 Related Party Transactions

The Applicants has specified business management plan and policy after acquisition of the newly issued shares of the Company via private placement in relation to the related party transactions in Form 247-7 as follows:

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

After the Private Placement Transaction, the Applicants expect that there will be no 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 Transaction."

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.

The IFA is of the opinion that after the Applicants become shareholders in the Company, if the Company enters into any related party transactions with the Applicants in the future, the Company must comply with the policy and procedures on corporate governance. The Board of Directors and the Audit Committee have the important duties to consider, decide, and examine as to whether the related party transactions are executed on an arm's-length basis, create the maximum benefits to the Company, and conform with the relevant regulations. The transactions are subject to approval from the Board of Directors' meeting and/or the shareholders' meeting of the Company, as the case may be, depending on transaction size, except for the transactions with the general trade terms which have been approved in principle by the Board of Directors. In the case where approval from the shareholders' meeting is required, the Applicants may not cast their votes on such related party transaction at the meeting.

The Company has adhered to the policy and procedures on corporate governance, with the Audit Committee undertaking the duty to consider the entering into related party transactions to ensure compliance with 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 (and its amendments) and the notifications of the SEC and the SET and/or the Federation of Accounting Professions regarding related party transactions.

The Applicants indicate that if the Company enters into related party transactions with the Applicants, which may include its affiliates and business alliance of Gortune, in the future, the Applicants will comply with the relevant rules and regulations, including the Notifications on Connected Transaction, which is consistent with the Company's current policy on related party transactions. Therefore, the shareholders will not be affected.

2. Voting Rights of the Applicants after Shares Acquisition and Voting Rights to Be Additionally Acquired in the Future without the Requirement to Make a Tender Offer for All Securities of the Business

The Applicants shall have 33.18% of the total voting rights in the Company after the Private Placement Transaction, and equal to 46.43% of total voting rights if combined with the Share Purchase Transaction, which is a significant percentage of shareholding. While the amount does not entail full control of the shareholders' meeting resolution, but the Applicants will be able to balance some matters which are required by laws or the Company's Articles of Association to obtain at least three-fourths of the votes of the shareholders' meeting such as capital increase/decrease, tender offer waiver, acquisition or disposal of assets, connected transaction (for the transactions in which the Applicants have no conflict of interest), issuance and offering of debt instruments.

Whereas,

(a) The Applicants and persons under Section 258 of the Applicants must not acquire the Company's securities during the period from the date on which the Board of Directors resolves to issue the new ordinary shares to the Applicants until the date on which the shareholders' meeting of the Company resolves to issue the new ordinary shares to the Applicants, except for acquisition by inheritance or through proportionate share allotment as a shareholder.

(b) After the shareholders' meeting approves the Private Placement Transaction and the Whitewash Transaction, the Applicants and persons under Section 258 of the Applicants²² will be able to acquire shares of the Company up to 49.99% of the total voting rights in the Company (or acquire an additional shares by no more than 3.56% of total issued shares of the Company or not exceeding 61,738,034 shares) without the requirement to make a tender offer for all securities of the Company. Nonetheless, if the Applicants acquire shares in a proportion that crosses the trigger point of 50% or 75% of total voting rights of the Company, the Applicants will be required to make a tender offer for all securities of the Company according to the Notification on Business Takeover.

Rights Offering Transaction: The Company will issue and offer RO shares after the Private Placement Transaction and the Share Purchase Transaction. The Applicants will be among the shareholders entitled to subscribe for RO shares in proportion to their shareholding (approximately 46.43%).

The Applicants may oversubscribe for the new ordinary shares issued under the Rights Offering Transaction. However, the Applicants will not subscribe for RO shares to the point where they will

²² At present, neither the Applicants nor persons under Section 258 of the Applicants are the Company's shareholders.

hold more than 49.99% of total number of issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction. Thus, the Applicants have the right to acquire additional shares of the Company by no more than 3.56% of total issued shares of the Company after the Issuance and Offering of Newly Issued Ordinary Shares Transaction or not exceeding approximately 61,738,034 shares.

3. Appropriateness of the Offering Price of Newly Issued Shares to be Offered to the Applicants

The IFA is of the opinion that the offering price of the shares of the Company under the Private Placement Transaction at Baht 2.30 per share is **not appropriate** since it is lower than fair value of the Company's shares.

Please refer to details of the appropriateness of the offering price of PP shares in Transaction 1 – Part 3 of this report.

4. Potential Effects on the Shareholders

4.1 Dilution Effects

Please refer to the details in Transaction 1 – Part 1, Clause 1.7.3, of this report and in Clause 5 of the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares and Connected Transaction of the Company (Enclosure 2) attached to the notice of the shareholders' meeting.

4.2 Risk that May Arise from the Request 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 of the Business (Whitewash)

(a) The Applicants will nominate their representatives to be appointed as 3 directors of the Company, out of the total 9 directors, with 2 of the representing directors as the authorized directors of the Company (to replace the existing authorized directors). Such number of authorized directors who are representative of the Applicants are in the ratio of half of total authorized directors of the Company. However, the change in authorized signatory is still undetermined. Thus, the IFA is unable to express opinion on the change in control, that is material to the Company's business operations, by the Applicants (Gortune Group), whereas Article 35 of the Company's Articles of Association specifies that the Company's authorized signatories shall consist of two (2) directors to co-sign and affix with the Company's seal, and that the Board of Directors shall have the power to determine and change the Company's authorized directors; and

(b) The latest Company's affidavit stated that "names and number of authorized directors of the Company are Mr. Somphop Keerasuntonpong, Mrs. Pornpring Suksantisuwan, Mr. Chuangchai Nawongs, Mr. Chatchaval Jiaravanon, two of such four directors co-sign and affix with the Company's seal.

The IFA views that the number of 2 authorized directors who are representatives of the Applicants, out of the total 4 authorized directors, will be appropriate when compared with shareholding of the Applicants only in the case where the Company's affidavit sets out that the authorized signatories to co-sign and affix with the Company's seal must be a director who is representative of the Applicant and another who is not representative of the Applicant. In such case, the Applicants' having half of the total number of authorized directors will not cause any material change in control that is material to the Company's business operations. Thus, there is the risk pertaining to the control of the Applicants in the Company even when their shareholder does not exceed 49.99%.

4.3 Risk of the Applicants Exercising the Right to Object to a Resolution of the Shareholders' Meeting of the Company

The Applicants shall have 33.18% of total voting rights in the Company after the Private Placement Transaction and will increase to 46.43% of total voting rights in the Company when combined with the Share Purchase Transaction. With such significant shareholding, although the Applicants will not have a majority vote to totally control a resolution of the shareholders' meeting, but they can exercise the right to object to the agenda that are required by laws or the Company's Articles of Association to obtain the votes of not less than three-fourths of the total number of votes of the shareholders' meeting such as the agenda related to a decrease/increase of the registered capital, a waiver from the requirement to make a tender offer for all securities of the business, an acquisition or

disposal of significant assets, a connected transaction (only in transaction that the Applicants have no conflict of interest), merger and acquisition, issuance of debt instruments.

Please refer to more details in Transaction 2 – Part 2, Clause 2, of this report

4.4 Benefits to the Company and Shareholders from the Capital Increase

The capital increase by the Applicants is beneficial to the Company and its shareholders in the short and the long terms. The Company will receive funds from the capital increase through private placement in full amount as required and also receive funds from the Applicants' exercise of rights to purchase shares of the Company in proportion to their shareholding, instead of additional fundraising from the shareholders or borrowing from financial institutions. Therefore, the Company will have sufficient funds to repay the maturing debentures of FSS and have the liquidity for the expansion of the securities brokerage business and investment in the digital asset and ICO Portal businesses. This will further enhance its competitiveness and ongoing growth, as well as increase its earning assets in the long term and add value to the Company in the future. At the same time, the Company will have a capable business partner who has the understanding and experience in the securities brokerage business and the wealth management business, which will contribute to the business operation and enhancement of competitiveness of the Company in the future, *as described in Transaction 1 – Part 2 of this report.*

4.5 Risks and Disadvantages Arising from Disapproval of the Transaction

In the case where the shareholders do not approve the Whitewash Transaction, the Private Placement Transaction, the Rights Offering Transaction, and the Share Purchase Transaction will be canceled, which will create risks and disadvantages to the Company as follows:

(1) The Company will lose the opportunity to receive funds from the capital increase through private placement and rights offering, which will be used for the expansion of its securities brokerage business, repayment of FSS' maturing debentures due in 2024, and expansion of credit balance and block trade transactions of Single Stock Futures, which will help to stimulate trading volume and increase number of contracts with customers for FSS and to directly grow its revenues, thus positively impact the securities business, which is the Company's core activity (*as explained in Transaction 1 – Part 2, Clause 4, of this report*). As such, the Company will miss such growth opportunity and have to suspend its investment and/or review its investment plan to be in line with the reduced financial liquidity, which will affect the Company's and FSS' competitiveness. Moreover, the Company will have to secure a replacing financing source and a new prospective investor whose investment conditions must be comparable to or no less favorable than those of the Applicants, or secure a borrowing source or issue debt instruments in the near future, which will incur finance costs. These will also involve time-consuming negotiations to reach the conditions and benefits that are favorable to all parties, or, otherwise, the Company may not be able to successfully find a new investor with readiness in terms of capital, technology, and ecosystem that can support the Company's securities business.

(2) The Company will lose the opportunity to partner with a capable investor who is ready to drive and support the operations of FSX Group, including FSS, and consistently increase its competitiveness in the future. Since Gortune has a diverse investment ecosystem, particularly in the financial services sector, it can help promote the securities business and wealth management business of FSX Group in various aspects, including the opportunity to create added value through client base expansion, especially among Chinese customers, and the transfer of technology (GF's platform can considerably support the development of Finansia HERO application into one-stop financial services of FSS), which is the key factor contributing to sustainable success and growth of FSX Group.

Please refer to details in Transaction 1 – Part 2, Clauses 1 – 2, of this report

5. Potential Impacts on the Company

5.1 Impacts of the Business Plan and Policy after the Acquisition of Securities by the Applicants

Please refer to the IFA's opinion in Transaction 2 – Part 2, Clause 1, of this report, which covers the opinion on the policy and plan for business management, management and organization restructuring, dividend policy, core assets disposition plan, financial restructuring, and related party transactions.

5.2 Opinion of the Board of Directors

The Board of Directors is of the opinion that it is appropriate to grant the tender offer waiver to the Applicants. The issuance of PP shares to the Applicants will result in the Applicants becoming the major shareholders collectively holding 33.18% of total issued shares in the Company. In this regard, the Board of Directors has expressed opinion in various aspects, *as detailed in Transaction 2 – Part 1, Clause 1.6, of this report.*

6. Completeness and Accuracy of the List of Persons and the Shareholding of Persons under Section 258 of the Applicants

There is no person under Section 258 of the Applicants holding shares in the Company.

The IFA has examined such information from the closing of the shareholder registration book (XO) of the Company on November 13, 2023 derived from Thailand Securities Depository Company Limited.

7. Summary of the Opinion of the Independent Financial Advisor on Reasonableness of the Whitewash Transaction (Transaction 2)

The issuance and offering of PP shares to the Applicants will allow the Company to have a capable business partner who will help to drive the Company's business operations and enhance its competitiveness in the future, which will benefit the Company and its shareholders.

The acquisition of 33.18% shareholding and voting rights of the Company after the capital increase through private placement will cause control dilution of 33.18% to the existing shareholders. In addition, the Applicants will be able to object to the important agenda requiring the votes of at least three-fourths of the voting rights at the shareholders' meeting of the Company. However, the issuance and offering of PP shares to the Applicants will be beneficial to the Company and its shareholders in the short and the long terms. The Company will have sufficient source of funds for the expansion of the securities business and investment in the digital asset and ICO Portal businesses which will enhance its competitiveness and create ongoing growth, as well as increase its earning assets in the long term and add value to the Company in the future.

The Applicants will nominate its representatives to be 3 directors of the Company (to replace the existing directors of the Company), out of the total 9 directors. Two of such representing directors will be the authorized directors jointly with the other 2 existing authorized directors of the Company. Therefore, they will have an administrative role and will jointly determine operational policy and direction of the Company. However, the Applicants still do not have an absolute control over or a majority vote of the Board of Directors or may not cause any material change to the balance of control.

As of the submission date of the waiver application, the Applicants have expressed a clear intention that they have no policy to materially change the policy and business management plan, management structure and organization structure, dividend policy, core assets disposition plan, financial structure, and related party transactions within the next 12 months, unless otherwise jointly considered with the Company's Board of Directors and management. The Applicants will exercise the right to vote either for or against any matter according to the number of their voting rights in the Company. Thus, it can be deemed that the Company will continue with its business operations in accordance with its existing plan and policy. In this respect, any consideration and action thereof must be carried out under the procedures for normal business management and on a conservative basis and shall be subject to the resolution of the Board of Directors and/or the shareholders' meeting of the Company, as the case may be, and in accordance with the Company's Articles of Association and the relevant laws and regulations.

Nonetheless, in the case where the shareholders' meeting does not approve the Whitewash Transaction, the Private Placement Transaction, the Rights Offering Transaction, and the Share Purchase Transaction will be canceled, which will incur risks and disadvantages to the Company as follows:

- (1) The Company will lose the opportunity to receive funds from the capital increase through private placement and rights offering, which will be used for the expansion of its securities brokerage business, repayment of FSS' maturing debentures due in 2024, and expansion of credit balance and block trade transactions of Single Stock Futures, which will help to stimulate trading volume and increase number of contracts with customers for FSS and to directly grow its revenues, thus positively impact the securities business, which is the Company's core activity.
- (2) The Company will lose the opportunity to partner with a capable investor who is ready to drive and support the operations of FSX Group, including FSS, and consistently increase its competitiveness

in the future. Since Gortune has a diverse investment ecosystem, particularly in the financial services sector, it can help promote the securities business and wealth management business of FSX Group in various aspects, including the opportunity to create added value through client base expansion, especially among Chinese customers, and the transfer of technology (GF's platform can considerably support the development of Finansia HERO application into one-stop financial services of FSS), which is the key factor contributing to sustainable success and growth of FSX Group.

Therefore, after considering policy and business management plan of the Applicants, the IFA is of the opinion that, although the offering price under the Whitewash Transaction (Transaction 2) is not appropriate, the Whitewash Transaction (Transaction 2) is directly beneficial and crucial to the Company's future business operations. It will enable the Company to raise a huge amount of funds and have a capable business partner who can drive and support its business operations in the future. Accordingly, the IFA views that **the request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) is appropriate.**

Part 4: Summary of Opinion of the Independent Financial Advisor**Transaction 1: Private Placement Transaction**

The securities brokerage business of FSS, which is the core business of the Company, is facing with stiff competition and increasingly tough challenges. The technological advancement has ushered in the disruption in every respect. FSS must streamline its strategy to attract customers and invest in its product and service development to enhance the efficiency and responsiveness to investor demand in order to safeguard its revenues and dividend income from any impacts thereof.

Thus, in order to increase its competitiveness and gear up for business adaptation of FSX Group by entering the digital transformation (which is a process of changing from the traditional work system towards working through a full digital system) alongside the expansion of the credit balance and block trade transactions of Single Stock Futures, the expansion of the investment in the digital asset business and other related businesses such as the initial coin offering portal (ICO Portal) to increase revenues in all channels for FSX Group, and the management of capital structure to support future expansion of the securities business and ensure that FSX Group (especially FSS) is prepared for the expansion upon a quick recovery in Thai stock exchange, the Company accordingly needs a huge amount of funds (as specified in the use of proceeds) and requires sources of fund from capable investors who have profound understanding of and experience in the securities business. This will be substantially beneficial to FSX Group in driving growth and enhance the Company's competitiveness on a continuous and sustainable basis in the future.

Gortune has a definite plan to support the Company and FSS according to its intention stated in Form 247-7 and the Share Subscription Agreement. It is expected that the Company and FSS will benefit from cooperation between the Company and Gortune's ecosystem, which may include its affiliates and business alliance such as GF Securities Company Limited, one of the leading securities companies in China.

Having considered the objective and necessity of the transaction, together with the advantages, disadvantages, benefits, and risks involved, the IFA is of the opinion that the entering into the connected transaction under Transaction 1 will be beneficial to the Company's business operations while the disadvantages and risks pertain to the dilution effects only. Therefore, **the entering into the Private Placement Transaction, which is considered as a significant transaction, and the connected transaction (Transaction 1) is considered reasonable.**

However, **fair value of FSX shares determined by the IFA is equal to Baht 2.55 – 4.83 per share** (according to the Market Value Approach and Price to Book Value Approach), which is higher than the offering price of PP shares (Baht 2.30 per share) by Baht 0.25 – 2.53 per share, or higher by 10.87% - 110.00% than the offering price of PP shares. **Thus, The IFA is of the opinion that the offering price of the PP shares of Baht 2.30 per share is not appropriate since it is lower than fair value of the Company's shares.**

Transaction 2: Whitewash Transaction

The issuance and offering of PP shares to the Applicants will allow the Company to have a capable business partner who will help to drive the Company's business operations and enhance its competitiveness in the future, which will benefit the Company and its shareholders in the short and long terms. The Company will have sufficient source of funds for the expansion of the securities business and investment in the digital asset and ICO Portal businesses which will enhance its competitiveness and create ongoing growth, as well as increase its earning assets in the long term and add value to the Company in the future.

The Applicants will nominate its representatives to be 3 directors of the Company (to replace the existing directors of the Company), out of the total 9 directors. Two of such representing directors will be the authorized directors jointly with the other 2 existing authorized directors of the Company. Therefore, they will have an administrative role and will jointly determine operational policy and direction of the Company. However, the Applicants still do not have an absolute control over or a majority vote of the Board of Directors or may not cause any material change to the balance of control. The Company will still operate the business in accordance with its existing policy and plan.

Therefore, after considering policy and business management plan of the Applicants, the IFA is of the opinion that, although the offering price under the Whitewash Transaction (Transaction 2) is not appropriate, the Whitewash Transaction (Transaction 2) is directly beneficial and crucial to the Company's future business operations. It will enable the Company to raise a considerable amount of

funds and have a capable business partner who can drive and support its business operations in the future. Accordingly, the IFA views that **the request for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) is appropriate.**

According to the aforementioned reasons, it is necessary to consider both transactions altogether. Though the offering price under Transaction 1 and Transaction 2 is not appropriate but the entering into Transaction 1 and Transaction 2 is directly beneficial and crucial for business operations of the Company in the future. The Company will be able to raise a considerable amount of funds and have a capable business partner who can support and/or develop its potential in client base expansion, especially among Chinese customers, as well as the transfer of technology which is an important factor that will contribute to the sustainable success and growth of the FSX Group. Therefore, the IFA is of the opinion that **shareholders should approve the issuance and offering of newly issued ordinary shares of the Company via private placement, which is considered as a significant transaction, under Transaction 1 (Private Placement Transaction) and the application for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) under Transaction 2 (Whitewash Transaction).** (*Agenda 2 – 3 and related Agenda 4 – 6 of the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company, respectively*)

Please refer to the additional information on opinion of the Independent Financial Advisor in **"Executive Summary"** section on page 11 of this report.

However, shareholders should carefully study all documents and information attached to the notice to this shareholders' meeting, for the sake of their own decision making. Decision whether to approve the Private Placement Transaction, the Connected Transaction, and the Whitewash Transaction rests primarily and is the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that it has cautiously provided the above opinion in accordance with professional standard for the benefit of the shareholders.

Sincerely Yours,

The Independent Financial Advisor
Capital Advantage Co., Ltd.

-Patchara Netsuwan-

(Mr. Patchara Netsuwan)
Chief Executive Officer

-Patchara Netsuwan-

(Mr. Patchara Netsuwan)
Supervisor

Attachment 1

Information of Gortune Investment Corporation Limited

1. General Information

Company name : Gortune Investment Corporation Limited ("Gortune")
 Main business : Asset management by investing in various business such as financial services, new energy, life science, etc.
 Head Office : 58th – 59th Floor Guangzhou Bank Building, No. 30 Zhujiang East Road, Tianhe District, Guangzhou City, Guangdong Province, China
 Registered capital : RMB 16 billion
 Paid up capital : RMB 16 billion
 Website : <http://www.gortune.com>

2. Business Overview

2.1 Background

Gortune Investment Corporation Limited (Gortune) was incorporated in September 2016 in Guangzhou City. It was the first private investment company with the support of Guangdong Provincial Party Committee (Guangdong government) with paid-up capital of RMB 16 billion. In the initial stage of incorporation, Gortune's major shareholders are from various industry including many leading enterprises in the national manufacturing and high-tech industries as shown in Figure 10.

Figure 10: Gortune's Major Shareholders in the Initial Stage of Incorporation



Source: <http://www.gortune.com>

List of the top 10 shareholders of Gortune as of December 31, 2023 is as follows:

Shareholders of Gortune ^{1/}		Shareholding (%)
1.	Zhuhai Xianfeng Yuefu Investment Partnership Enterprise (Limited Partnership) ^{2/}	15.63
2.	Infore Group Co., Ltd. ^{3/}	12.50
3.	Guangzhou Semi Business Services Co., Ltd. ^{4/}	9.38
4.	Guangzhou Huadu Investment Co., Ltd. ^{5/}	7.81
5.	Guangzhou Jiaxin Business Service Co., Ltd. ^{6/}	6.25
6.	Foshan Midea Enterprise Management Co., Ltd. ^{7/}	6.25
7.	Guangzhou Tengxichen Investment Co., Ltd. ^{8/}	6.25
8.	Guangzhou Star River Venture Capital Co., Ltd. ^{9/}	6.25
9.	Rongyue Enterprise Management Co., Ltd. ^{10/}	6.25
10.	Guangdong Haitian Group Co., Ltd. ^{11/}	6.25

Source: Form 247-7

Remark: 1/ None of the top 10 shareholders has control over Gortune.

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

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

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

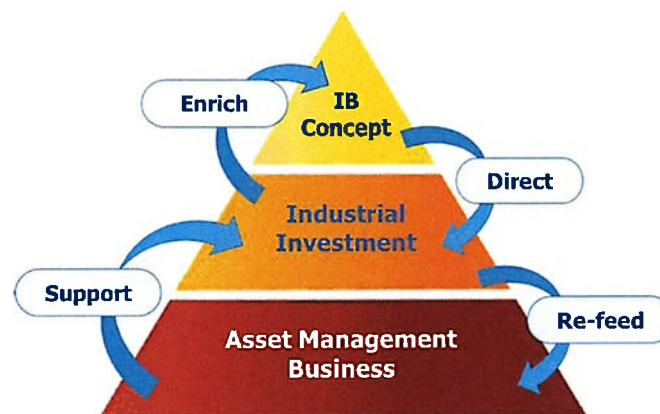
5/ The major shareholder is Guangdong Qisheng Business Service Co., Ltd., holding 100% of the shares. Mr. Zhang

- Jiehua holds 99% of the shares in Guangdong Qisheng Business Service Co., Ltd. ultimately.
- 6/ The major shareholder is Guangzhou Huantong Business Service Co., Ltd., holding 100% of the shares. Mr. Zhou Weiliang holds 99% of the shares in Guangzhou Huantong Business Service Co., Ltd. ultimately.
 - 7/ 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.
 - 8/ The major shareholders are Yuan Changchang and Yuan Zhimin, each holding 50% of the shares.
 - 9/ 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.
 - 10/ 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.
 - 11/ The major shareholder is Mr. Pang Kang, holding 48.75% of the shares.

The asset size managed by Gortune is over RMB 25 billion. Gortune's main investment are related to the science and technological innovation industry for the sustainable development such as new energy (Lithium-ion Battery and hydrogen power), life science, agricultural modernization, and healthcare. Gortune was recognized as one of the stable local private equity investment platforms in China, which continuously creating real value to the shareholders.

Gortune's business model is in pyramid format with 3 inter-related parts that support each other.

Figure 11: Gortune's Pyramid Business Model



Source: <http://www.gortune.com>

1) The top of the pyramid is investment banking service. In addition to providing capital support, technical support, and operational resources, Gortune also provides enterprises with comprehensive investment banking service through the professional including organization restructuring, mergers and acquisitions, and spin-offs. This part of service is important to drive the investment in various industries.

2) The middle part of the pyramid is industrial investment which refers to endogenous circular direct investment in areas such as new energy, life sciences, healthcare, high-end manufacturing, and other fields including the upstream and downstream of the industrial chain. Part of the profit shall be invested in asset management business to expand the base of the pyramid which enhance the asset value of the enterprise. Gortune has made significant investment in the lithium battery material industry and has become a major shareholder of China Baoan Group Company Limited, whose subsidiary, BRT New Materials Group Company Limited, 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 subsidiary of Liaoning Chengda, namely Chengda Biology, is the global human rabies vaccine leader.

3) The base of the pyramid is asset management business which provides asset management platform based on fund, securities, insurance, AMC combined with wealth management of mid-sized and retail customers, assists the transformation of household asset allocation to achieve wealth preservation and appreciation. Asset management is the cornerstone to support industrial investment in the middle of the pyramid, whereas

- Gortune Private Fund Management Company Limited ("Gortune Fund") was incorporated in 2017 as 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) Company Limited, 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) Company Limited 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.

The context of pyramid includes "Support", "Enrich", "Direct", and "Refeed". This reflects the co-operation within Gortune's Group.

2.2 Gortune Group

Company Name	Type of Business
Wholly-owned subsidiary	
Shaoguan Gaohua Enterprise Management Co., Ltd. ^{1/}	Holding company
Shaoguan Gaoteng Enterprise Management Co., Ltd. ^{1/}	Holding company (invest in 15.30% of Liaoning Cheng Da Co., Ltd.)
Shaoguan Gaochuang Enterprise Management Co., Ltd. ^{1/}	Holding company (invest in 16.03% of China Baoan Group Co., Ltd.)
Guangdong Mintou (Guangzhou) Financial Investment Co., Ltd. ^{2/} or Gortune (Guangzhou) Financial Investment Co., Ltd. ^{1/}	Invest in infrastructure projects and property
Guangdong Mintou International Investment Holding Co., Ltd. ^{2/} or Gortune International Investment Holding Co., Ltd. ^{1/}	Holding company
Changdu Gaoteng Enterprise Management Co., Ltd. ^{2/}	Holding company
Zhuhai Gaoteng Enterprise Management Co., Ltd. ^{1/}	Holding company
Equity Participation	
Liaoning Cheng Da Co., Ltd. ^{1/} (listed in Shanghai Stock Exchange)	Invest in financial services business, energy, and medicine
China Baoan Group Co., Ltd. ^{1/} (listed in Shenzhen Stock Exchange)	Invest in manufacturing of lithium battery and pharmaceutical products
Holding Company	
Guangdong Mintou Private Equity Fund Management Co., Ltd. ^{2/} or Gortune Investment Private Equity Fund Management (Shenzhen) Co., Ltd. (subsidiary of Gortune Fund) ^{1/}	Equity investment platform and asset management platform
Guangdong Mintou Alternative Investment (Zhuhai Hengqin Co., Ltd.) ^{2/} or Gortune Alternative Investment (Zhuhai Hengqin) Co., Ltd. ^{1/}	Alternative investment management
Gortune Private Fund Management Co., Ltd. ^{1/}	Fund management
Shanghai Honghu Investment Management Co., Ltd. ^{2/}	Fund management
Guangdong Lianhe Central Kitchen Food Co., Ltd. ^{1/}	Centralized kitchen pre-made food

Source: 1/ Form 247-7

2/ <http://www.gortune.com/about/companycomposition>

The investment of Gortune can be classified into 3 main businesses as follows:

(a) Financial services includes insurance business, as well as the indirect investment in GF Securities Company Limited (GF) Group through Liaoning Cheng Da Company Limited, a company's subsidiary with 16.40% shareholding in GF Group, consisting of

- GF Securities Company Limited (GF) operates comprehensive financial services which starting from traditional securities services including broker and investment banking, similar to FSS. It is the fifth largest securities firm of China, listed in Shenzhen Stock Exchange (stock code 000776.SZ) and Hong Kong Stock Exchange (stock code: 1776.HK) having 349 branches with more than 14,000 employee together with the effective brokerage application used by more than 40 million users.
- GF Fund Management Company Limited operates fund management business. It is one of the three leading fund management companies in China.

- GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited operate asset management business. The asset size managed by GF Asset Management Company Limited ranks No. 7th in the industry.

Financial services provided by GF include

- 1) Securities brokerage: GF has technological expertise in using AI to support various operation such as Robo Advisor services, digital marketing, customer services, research, investment banking, and risk management.
- 2) Investment banking: GF provides financial advisory services to the investors in relation to merger and acquisition, spin-off, Initial Public Offering to raise fund for the business, and debenture issuance.
- 3) Research: GF has extensive knowledge, experience, and skilful research team to provide customers with professional research paper. GF's research team received many outstanding research rewards in the previous year.
- 4) Asset management: This service is operated by GF Asset Management Company Limited and GF Asset Management (Hong Kong) Company Limited, while private equity fund is managed by GF Fund Management Company Limited.

(b) EV battery includes the investment in China Baoan Group Company Limited, a listed company in Shenzhen Stock Exchange (stock code: 000009.SZ), which Gortune has the largest shareholding. In addition to EV battery business, China Baoan Group Company Limited also engages in various business such as pharmaceutical, property development, and military products.

(c) Biopharmaceuticals includes the continuous investment in Liaoning Cheng Da Company Limited, listed company in Shanghai Stock Exchange (stock code: 600739.SH), which Gortune is a major shareholder. In addition to Biopharmaceuticals business, Liaoning Cheng Da Company Limited has 8 subsidiaries and 5 equity participation companies, operating various business such as electronic products, vaccine development, mining and energy, as well as insurance and financial services.

Figure 12: Large Companies in Gortune Group



Financial Highlights of GF

Financial summary of GF Securities Company Limited for the year ended December 31, 2020, 2021, and 2022 and Q1/2023 ended March 31, 2023 is as follows:

Statement of Financial Position (unit: RMB million)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Mar 31, 2023
Total assets	457,463	535,855	617,256	664,447
Total liabilities	355,190	425,025	492,463	536,683
Total equity	102,273	110,830	124,793	127,764

Comprehensive Income Statement (unit: RMB million)	2020	2021	2022	Mar 31, 2023
Total revenues	35,983	41,915	33,256	6,477
Total expenses	25,945	31,061	25,327	4,052
Net profit	10,038	10,854	7,929	2,425

Source: Annual report for the year 2020 - 2022 and financial report for Q1/2023 of GF Securities Company Limited

3. **Management Team**

Gortune's management team is as follows:

	Name	Position
1.	Mr. Junying Ye ^{1/}	Chairman
2.	Mr. Jian Xiao ^{2/}	Director, Vice President - Capital Market Department
3.	Mr. Yun Ling ^{2/}	Vice President - Opportunistic Business Department
4.	Mr. Biao Xu	Vice President - Group's Investment Department
5.	Ms. Mingjing Wang	Chief Financial Officer in charge of Group's Finance Department
6.	Mr. Quan Wang	Vice President - Gortune Alternative Investment's Chairman and General Manager
7.	Mr. Yike Wang	Vice President - Gortune's Private Fund Chairman and General Manager
8.	Mr. Wenchang Chen	Vice President - Group's Global M&A Business Department

Source: Information from Gortune

Remark: 1/ Led the establishment of Gortune in 2015, a founder of E Fund Management and being a director and the first president of E Fund Management since 2011.

2/ Co-founder of Gortune in 2015.

Attachment 2

Industry Outlook and Competition in Securities Business

- **Thai Economy**

The Thai Economy in Q3/2023 expanded by 1.5% (%YoY), compared with a growth of 1.8% in the previous quarter. After seasonally adjusted, in Q3/2023, the economy expanded by 0.8% from Q2/2023 (%QoQ). In the first 9 months of 2023, the Thai economy grew by 1.9% due to solid growth of private consumption and continual private investment. Export, government consumption, and public investment contracted. On the production side, accommodation and food service sector and transportation and storage sector showed strong expansions while agricultural sector, wholesale and retail trade, repair of motor vehicles and motorcycles sector, and construction sector expanded. On the other hand, manufacturing sector continued to be contracted.

The Office of the National Economic and Social Development Council (NESDC) projected the Thai economy in 2023 to expand by 2.5%, continuing from a 2.6% growth in 2022. Headline inflation is estimated at 1.4% and the current account is projected to record a surplus of 1.0% of GDP.

The Thai economy in 2024 is projected to expand in the range of 2.7% – 3.7% (with the midpoint projection of 3.2%). Key supporting factors include: (1) the return-to-expansion of exports; (2) the favourable growth of private consumption and investment; and (3) the continual recovery of tourism sector. Hence, private consumption and private investment are expected to increase by 3.2% and 2.8%, respectively. Meanwhile, export value of goods in US dollar terms is anticipated to expand by 3.8%. Headline inflation is estimated to be in the range of 1.7% – 2.7% and the current account is projected to record a surplus of 1.5% of GDP.

(Source: NESDC News, Re: Thai Economic Performance in Q3/2023 and the outlook for 2023 - 2024)

- **Industry Outlook and Competition**

At the end of 2022, SET Index closed slightly higher than previous year at 1,668.66 points. However, at the end of November 2023, SET Index declined to close at 1,380.18 points. SET Index has been pressured by domestic and international factors.

	2019	2020	2021	2022	Nov. 2023
SET Index	1,579.84	1,449.35	1,657.62	1,668.66	1,380.18

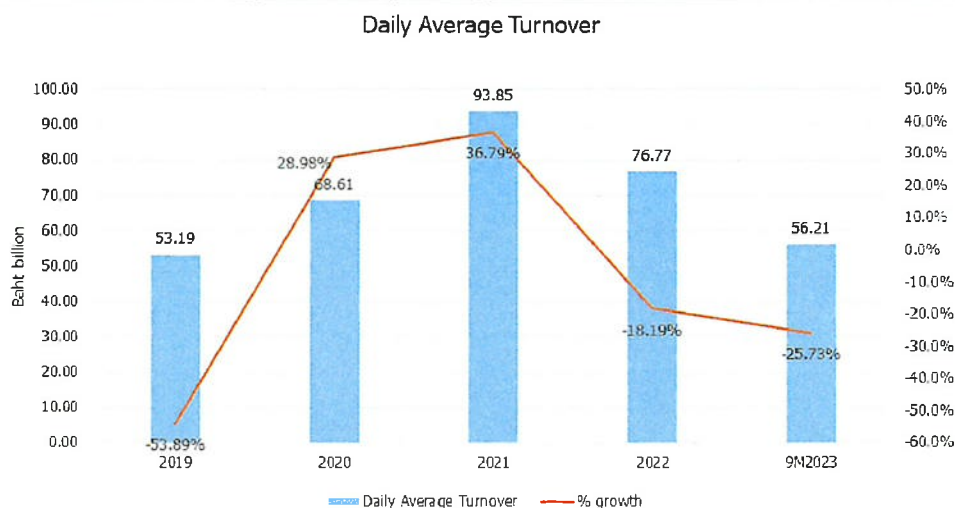
In 2022, total turnover of SET and mai was Baht 18,502.26 billion, decrease from Baht 22,616.80 billion in 2021. Daily average turnover was Baht 76.77 billion, decrease by 18.19% when compared to previous year, due to a reopen and return to normal daily life and less trading activity compared to the lockdown session of COVID-19. In addition, Thailand's stock market had been pressured by international factors since early of the year from the FED's tightening monetary policy and a raise of global oil price. However, in the second half of 2022, the trading volume in the SET were gradually improved.

In Q1 – Q3/2023, total turnover was Baht 10,286.04 billion while the daily average turnover was Baht 56.21 billion, decrease by 25.73% from the same period of previous year. *(Please refer to Figure 13)* Thailand's stock market has been pressured by domestic and international factors including unfavourable operating performance of Thai listed-companies which is lower than the market expectation, the uncertainty of the government formation, the US and Europe's banking crisis, and the FED's rate hike policy.

Local investors' participation in 2022 decreased to 39.02% from 46.52% in 2021, while foreign investors' trading in 2022 increased to 45.56% from 37.48% in 2021. Institution investors' trading in 2022 slightly increased to 7.45% compared to 2021.

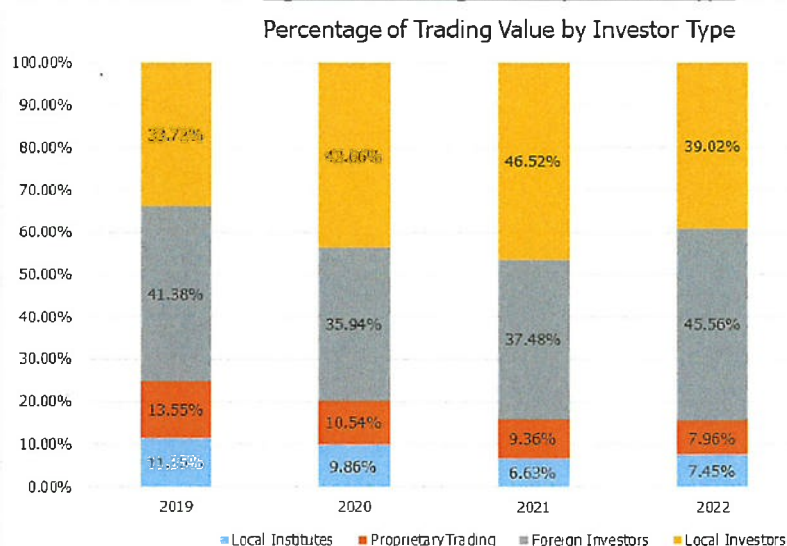
In Q1 – Q3/2023, local investors' trading decreased to 34.24% compared to prior year, while foreign investors' trading and institution investors' trading increased to 50.31% and 8.13%, respectively. *(Please refer to Figure 14)*

Figure 13: Daily Average Turnover of the SET



Remark: Data from www.setsmart.com

Figure 14: Trading Value by Investor Type



Remark: Data from www.setsmart.com

- Securities Brokerage Business**

As of December 7, 2023, SEC licensed 45 securities brokerage companies.

Market share of top 10 brokers in 2021 – 2022 and the 9M2023 are summarized as follows:

Company	Symbol	2021		2022		9M2023	
		Rank	Market Share (%)	Rank	Market Share (%)	Rank	Market Share (%)
Kiatnakin Phatra Securities PCL.	KKPS	1	14.04	1	18.63	1	20.34
KGI Securities (Thailand) PCL.	KGI	2	6.93	2	7.76	2	7.65
Finansia Syrus Securities PCL.	FSS	3	5.58	3	5.34	6	4.64
Bualuang Securities PCL.	BLS	4	5.42	6	4.72	4	4.93
Kingsford Securities PCL.	KINGSFORD	5	5.35	5	5.12	5	4.82
Maybank Securities (Thailand) PCL.	MST	6	5.09	8	4.01	8	4.59
CGS-CIMB Securities (Thailand) Co., Ltd.	CGS-CIMB	7	4.72	9	3.88	9	4.00
JPMorgan Securities (Thailand) Co., Ltd.	JPM	8	4.36	4	5.29	3	6.94
Yuanta Securities (Thailand) Co., Ltd.	YUANTA	9	4.11	10	3.40	10	3.16
Kasikorn Securities PCL.	KS	10	3.70	n.a.	n.a.	n.a.	n.a.
UBS Securities (Thailand) Ltd.	UBS	n.a.	n.a.	7	4.23	7	4.59
Sum			59.30		62.38		65.66

Source: FSX

FSS ranked the 3rd place in term of market share in 2021 – 2022, while FSS's market share slightly decreased from 5.58%. In 9M2023, FSS ranked the 6th place with a market share of 4.64%. The decrease in market share of FSS was due to majority of FSS's customers are domestic retail investors, where trading value and trading percentage of retail investors in have been declining in 2023 and 9M2023. (Please refer to Figure 14)

However, in term of local investors trading value, FSS's market share represented 7.40%, 7.88%, and 7.86% of local investors trading value in 2021 – 2022 and 9M2023, respectively.

FSS's customers by investor types in 2021 – 2022 and 9M2023 are summarized as follows:

Investor Type	2021	2022	9M2023
Local investors	68%	62%	63%
Local institutes	7%	8%	8%
Foreign investors	25%	30%	29%
Total	100%	100%	100%

Remark: Excluding proprietary trading.

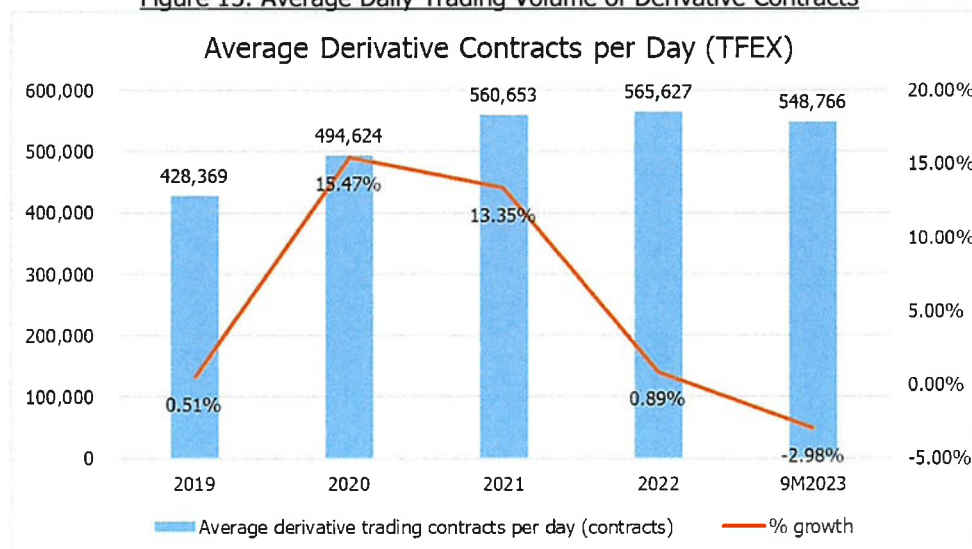
- **Derivatives Market Conditions**

In 2022, derivative trading volume totaled 135,316,012 contracts, increased from 135,117,308 contracts in 2021, while the average daily trading volume was 565,627 contracts, increased by 0.89% YoY. (Please refer to Figure 15)

In Q1 – Q3/2023, total derivative trading volume was 100,424,142 contracts, represented the average daily trading volume of 548,766 contracts, decreased by 2.98% compared to 2022.

Market share of FSS in 2021 – 2022 and 9M2023 was 4.52%, 3.37%, and 2.57% of derivative trading volume, respectively. FSS ranked the 7th place in 2021 and decreased to the 11th place in 2022 and 9M2023.

Figure 15: Average Daily Trading Volume of Derivative Contracts

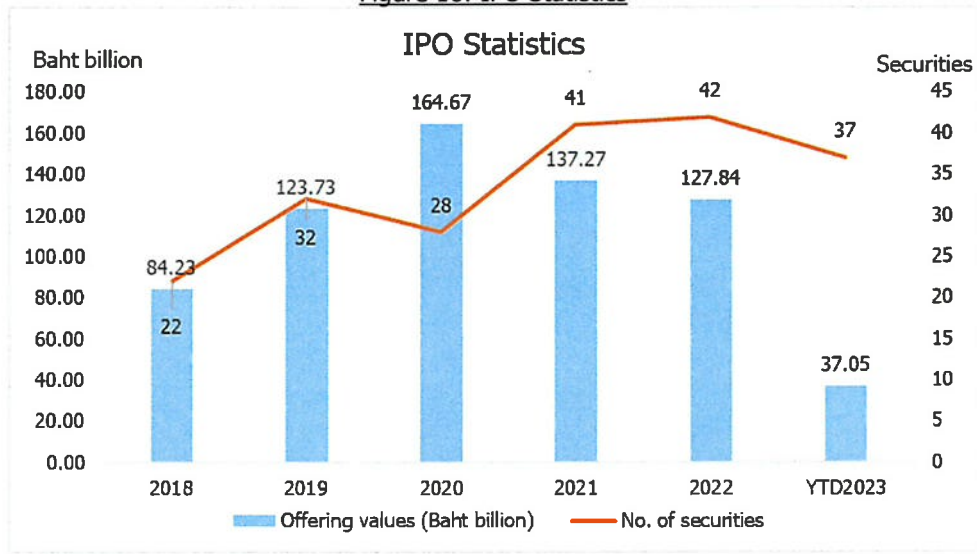


Remark: Data from www.setsmart.com

- **Initial Public Offering Statistics**

In 2022, there was a total of 42 securities listed in the SET and mai with a total offering value of Baht 127.84 billion. The total offering value decreased by 6.88% when compared to 2021. Total IPO deals in January 1, 2023 – December 8, 2023 was 37 securities, with a total offering value of Baht 37.05 billion. (Please refer to Figure 16)

Figure 16: IPO Statistics



Remark: Data from www.set.or.th