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CAPITAL INCREASE REPORT FORM
FINANSIA X PUBLIC COMPANY LIMITED
11 APRIL 2024

We, Finansia X Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 3/2024, which was held on 11 April 2024, at 11.00 a.m. in relation to the increase of the registered capital of the Company and the allocation of the newly issued ordinary shares, as follows:

1. Capital increase

The Board of Directors’ Meeting of the Company resolved to propose that the Extraordinary General Meeting of Shareholders No. 2/2024 consider and approve the increase of the Company’s registered capital from the existing registered capital of THB 927,887,137.60 to THB 1,855,774,275.20, by issuing 579,929,461 newly issued ordinary shares, with a par value of THB 1.60 per share. Details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary shares	579,929,461	1.60	927,887,137.60
<input type="checkbox"/> General mandate	-	-	-	-

2. Allocation of the newly issued shares (Specific purpose of utilizing the proceeds)

2.1 Details of the allocation

Allocated to	Number of Shares (Shares)	Ratio (Existing : New)	Offering Price (THB per Share)	Date and Time of Subscription and Share Payment	Remark
To accommodate the allocation of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering)	Not exceeding 579,929,461	Allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share	4.50	During 24 – 28 June 2024 (5 business days)	Please consider Remark below.

Remark:

The Board of Directors' Meeting No. 3/2024 on 11 April 2024 resolved to propose to the Extraordinary General Meeting No. 2/2024 of the Company to consider and approve the issuance and offering of the newly issued ordinary shares in the amount of 579,929,461 shares, with a par value of THB 1.60 per share, to the existing shareholders in proportion to their shareholding (Rights Offering) at the allocation ratio of 1 existing share per 1 newly issued ordinary share, any fraction of shares shall be rounded down, at the offering price of THB 4.50 per share, with a total value of THB 2,609,682,574.50 (the “**Rights Offering Transaction**”).

In this regard, the determination of the offering price of the newly issued ordinary shares under the Rights Offering Transaction at THB 4.50 per share is appropriate since the Company intends to raise the proceeds from capital increase sufficient to expand business according to its strategic plan as the objectives specified in Item. 5 below.

In the case that there are newly issued ordinary shares remaining from the first round of allocation, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such newly issued 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 shareholder wishes to oversubscribe to is exhausted. However, the Company will not allocate the remaining newly issued ordinary shares to any shareholders whose oversubscription would trigger the obligation to make a tender offer of all securities of the Company according to relevant laws and regulations.

In this regard, the Company set the date for determining the names of shareholders who entitled to subscribe the newly issued shares (Record Date) on 10 June 2024 (However, the aforesaid rights is subject to the approval from the shareholders' meeting of the Company), and determination of the subscription period for the newly issued ordinary shares offered to the existing shareholders on 24 - 28 June 2024. (5 business days)

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

- (1) To determine or amend any details related to the Rights Offering Transaction, to determine the offering dates, subscription period, and payment for shares;
- (2) To sign the applications, waiver request form, notices, and any documents related to the Rights Offering Transaction, including contacting, applying the application or request for a waiver, submitting any other documents to officials or representatives of any relevant agencies, and listing the newly issued ordinary shares as a listed security on the Stock Exchange of Thailand (the “**SET**”); and
- (3) To carry out other actions necessary and relevant to complete the Rights Offering Transaction.

2.2 Actions to be taken by the Company in case of a fraction of shares

In the case that there are fractions of the newly issued ordinary shares resulting from the allocation to each shareholder in proportion to their shareholding under the Rights Offering Transaction, such fractions of shares shall be rounded off.

3. Schedule of the shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The Extraordinary General Meeting No. 2/2024 of the Company is set on 27 May 2024 at 2.00 p.m. via electronic means (e-EGM) and the date for determining the list of shareholders who are entitled to attend the Extraordinary General Meeting No. 2/2024 of the Company (Record Date) is set on 26 April 2024.

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

- 4.1 The Company shall obtain approval from the Extraordinary General Meeting of Shareholders No. 2/2024 to increase the registered capital;
- 4.2 The Company shall register the capital increase, and the change of the paid-up capital with the Department of Business Development, Ministry of Commerce; and
- 4.3 The Company shall submit applications to the SET for the approval of the newly issued ordinary shares for the Rights Offering Transaction to be listed on the SET.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

The Company shall use the proceeds received from the offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering), approximately THB 2,609 million for the following objectives:

Objectives	Estimated amount (THB million)	Time period for use of proceeds
1. To expand the limit of securities lending and block trade transactions of Single Stock Futures	1,250	2024
2. To develop the system and expand various businesses related to the Company's group, including investing in developing a trading system through online channels, investing in developing back-office	650	2024 - 2027

Objectives	Estimated amount (THB million)	Time period for use of proceeds
systems, and investing in tools to offer comprehensive services to customers to the personnel of the Company's group		
3. To be used to repay the Company's loan debt to its subsidiaries for repayment of debt instruments and/or used as working capital	709	Within the 3rd quarter of 2024
Total	2,609	

Remarks: The objectives of proceeds utilization stated above are subject to change depending on the Company's operational circumstances and appropriateness. Any desire by the Company to amend the objectives of proceeds utilization must comply with the notifications, rules, or relevant laws (if any). In this regard, the allocated amount and timeframe of allocation are subject to adjustment depending on the operational circumstances and appropriateness.

6. Benefits which the Company will receive from the capital increase/allocation of newly issued shares

- 6.1 To reduce the Company's financial costs in the case of using the proceeds received from the capital increase to repay the principal of the debentures and portion of the interest.
- 6.2 The Company will have more liquidity as the capital increase will be used as working capital. This will help strengthen its financial position and stabilize the Company's business, by having enough money to operate and expand the Company's business in the future.
- 6.3 Prepare the Company for business operations, by increasing the flexibility of the Company's capital structure and having sufficient funds for current and future operations, including business expansion. This will enable the Company to establish a stable and sustainable income base in both short and long term.
- 6.4 The Company will have a stronger financial position, which will help enhance the stability of its operations in both core and related businesses, which will be beneficial to the overall business development of the Company.

7. Benefits which the shareholders will receive from the capital increase/allocation of newly issued shares

7.1 Dividend policy

The Company has a policy to pay dividends to the shareholders at a rate of not less than 40 percent of the net profit from the Company's separate financial statements after deducting corporate income tax and allocation

of reserves as required by the laws and the Articles of Associations of the Company. However, the dividend payment may be less than the rate specified above considering various factors, such as economic conditions, operating results, financial position of the Company, cash flow, working capital, investment plan and business expansion, debt burden, conditions and limitations as specified in the loan agreement and other suitability. The Board of Directors will use their due care in considering this. In addition, the annual dividend payments must be approved by the shareholders' meeting, except for the payment of interim dividends, which the Board of Directors may approve the payment of interim dividends from time to time when the Company has sufficient profit to be able to do so. Nonetheless, the said dividend payment shall be reported to the subsequent shareholders' meeting. The Company's dividend payment must not conflict with or contradict the applicable laws.

7.2 Rights to receive dividend payment

Subscribers of the newly issued ordinary shares will have the right to receive dividends from the Company's operations provided that the subscribers have already been registered as a shareholder of the Company's newly issued ordinary shares with the name appearing as a shareholder in the share register book of the Company and the Company has announced the payment of dividends in accordance with the relevant policy, applicable laws, and regulations.

8. Other details necessary for shareholders' consideration and approval of the capital increase/allocation of newly issued shares

8.1 Impact on existing shareholders from the issuance and offering of the newly issued ordinary shares to the company's existing shareholders in proportion to their shareholding

8.1.1 Price Dilution

Since the offering price of the newly issued ordinary shares at THB 4.50 per share is higher than the market price of the Company's shares before the offering of the ordinary shares of the Company. Therefore, there is no price dilution.

In this regard, the market price before the offering is equal to the weighted average price of the past 7 consecutive business days before the meeting of the Board of Directors No. 3/2024 on 11 April 2024 (i.e., between 1 - 10 April 2024) (Source: SETSMART) which is equal to THB 2.43.

8.1.2 Earnings Dilution

Due to the operation deficit in 2023, the Company is unable to calculate the effect on profit sharing (Earnings Per Share Dilution).

8.1.3 Control Dilution

After issuing and offering the newly issued ordinary shares to all existing shareholders in proportion to their shareholding, the voting rights of the shareholders in the Company will not be affected if all existing shareholders exercise their rights to subscribe to the newly issued shares in proportion to their shareholding.

8.2 Benefits to the shareholders compared to earnings dilution or control dilution

When comparing the benefits that the shareholders would receive from the Rights Offering Transaction to the potential earnings dilution or control dilution resulting from the Rights Offering Transaction detailed above, the Company is of the opinion that the said offering of the newly issued ordinary shares will be more advantageous to the shareholders as it will increase the Company's liquidity. The proceeds received from the capital increase will be used as working capital which will strengthen the Company's financial position and stabilize the Company's business, by having sufficient funds to operate and expand the Company's business in the future.

8.3 Opinion of the Board of Directors

8.3.1 Reason and necessity of capital increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital and issue new ordinary shares to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering). In this regard, this capital increase and share allocation will reduce the Company's financial costs by using the proceeds received from the capital increase to repay the principal and interest of debentures. Furthermore, the proceeds shall be used as working capital for the Company, enhancing liquidity in its core business operations and related businesses, including the extension of the Company's business in the future. The proceeds shall also be allocated to invest in various projects and serve as a source of funds for future investment plans, including repayment of the Company's debts and interests and/or those of its subsidiaries. This will enable the Company to establish a stable and sustainable income base in both the short and long term, consequently generating returns for itself and its shareholders.

The Company will use the proceeds received from the aforementioned capital increase for the purposes specified above in Item 5.

In this regard, upon considering various methods of capital procurement, the Board of Directors opined that the issuance and offering of the newly issued ordinary shares in proportion to their shareholding (Rights Offering) is a suitable means of fundraising, as the Company will receive funds in a short period.

8.3.2 Feasibility of the plan for use of proceeds

The Company expects to proceed with the issuance and offering of the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) and obtain funds from the offering of the newly issued ordinary shares within 3 months from the date that the shareholders' meeting approved the capital increase and the offering of the newly issued ordinary shares. In this regard, the Company will utilize the proceeds received from such capital increase for the purposes specified above in Item 5.

8.3.3 Reasonableness of the capital increase

The Board of Directors opined that the capital increase to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) is reasonable and aligns with the best interests of the Company and its shareholders as the Company plans to utilize the proceeds from this fundraising for the purposes specified above in Item 5. Furthermore, this capital increase will strengthen the Company's financial stability, enabling the Company to have capital for business expansion and fortify its financial position. Additionally, it will enhance the competitiveness and continuous growth and development of the Company's business. As a result, the Company will be able to generate good returns for its shareholders.

8.3.4 Potential impacts on the company's business, financial position, and operating results as a result of the capital increase and implementation of plan for use of proceeds

The Board of Directors opined that the issuance and offering of the newly issued ordinary shares will be advantageous to the Company's business operations. The Company will be able to utilize the proceeds received from the capital increase for the purposes specified above in Item 5, which will benefit the Company's business expansion, drive higher profits, and contribute to strengthening stability in the Company's financial position. Additionally, it will enhance the Company's capital reserve ratio. Moreover, the Company will maintain financial stability by having a competitive capital ratio that can compete with its competitors.

8.4 Certification of the Company's Directors

In the case where the directors of the Company fail to perform their duties in compliance with the applicable laws, objectives, the Articles of Association of the Company, and the resolutions of the shareholders' meeting, with honesty and due care in protecting the interests of the Company relating to the capital increase by the action or refraining from action which is a failure to perform such duties and causing damage to the Company, the Company can claim compensation from such director(s). However, if the Company does not claim such compensation, the shareholder(s) holding shares collectively not less than 5 percent of the total issued shares

may notify the Company to make such claim. If the Company does not proceed as notified by the shareholder(s), such shareholder(s) may file a lawsuit to claim damages from the said director(s) on behalf of the Company according to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if the action or refraining from any action by the director(s) is a failure to perform duties in accordance with the applicable laws, objectives, the Articles of Association of the Company, and the resolutions of the shareholders' meeting with honesty and due care in protecting the interests of the Company relating to the capital increase, the director(s) shall be responsible for returning such benefits to the Company, or the shareholder(s) who hold the shares with the voting rights of collectively not less than 5 percent of the total number of voting rights may request the Company to demand such benefits. If the Company fails to take action as requested by the shareholder(s) within 1 month from the date of the request, such shareholder(s) may exercise their rights to file a lawsuit to recover the benefits from such director(s) on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

9. Schedule of actions in case the Board of Directors passes a resolution to approve the capital increase/allocation of newly issued shares:

No.	Actions	Date
1.	Board of Directors Meeting No. 3/2024	11 April 2024
2.	Date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2024 (Record Date)	26 April 2024
3.	Date of the Extraordinary General Meeting of Shareholders No. 2/2024	27 May 2024
4.	Register the increase in registered capital with the Ministry of Commerce	within 14 days from the date of the shareholders' meeting resolved to increase the registered capital
5.	Date to determine the names of shareholders who are entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date)	10 June 2024
6.	Subscription and payment date for the newly issued ordinary shares in proportion to shareholding (Rights Offering)	During 24 – 28 June 2024 (5 business days)

