Independent Auditor’s Report

To the Shareholders of FNS Holdings Public Company Limited

*Opinion*

I have audited the consolidated and separate financial statements of FNS Holdings Public Company Limited and its Subsidiaries (the “Group”) and of FNS Holdings Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2024, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of material accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2024 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

*Basis for Opinion*

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of my report. I am independent of the Group and the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

*Material Uncertainty Related to Going Concern*

I draw attention to Note 2 to the financial statements, which indicates that the Group and the Company incurred a net loss for the year ended 31 December 2024 amounting to Baht 3,401.2 million and Baht 805.0 million, respectively, and as of that date, the Group’s and the Company’s current assets exceeded its current liabilities by Baht 449.6 million and Baht 1,058.3 million, respectively. However, when excluding short-term loans to related parties of Baht 1,366.4 million and Baht 1,944.8 million, respectively, the Group’s and the Company’s current liabilities exceeded its current assets by Baht 916.8 million and Baht 886.6 million, respectively. The Group and the Company are in the process of undertaking actions to implement plans to improve liquidity issues. These events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern. My opinion is not modified in respect of this matter.

*Key Audit Matters*

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, I have determined the matters described below to be the key audit matters to be communicated in my report.

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| **Business acquisition** | |
| Refer to Notes 3 (a) and 4 | |
| **The key audit matter** | **How the matter was addressed in the audit** |
| On 9 August 2023, the Group acquired interests in M.K. Real Estate Development Public Company Limited (“MK”), resulting in MK changing its status from being an associate to a subsidiary of the Group. In addition, the Group gained control over BFTZ Wangnoi Co., Ltd. (“BFTZ”), resulting in BFTZ changing its status from being a joint venture to a subsidiary of the Group.  In the second quarter of 2024, the fair value measurements of identifiable assets acquired and liabilities assumed were completed by an independent valuer. Therefore, the fair value of the identifiable assets acquired and liabilities assumed were adjusted in the comparative consolidated statements of financial position and comprehensive income as at 31 December 2023.  Due to management had to exercise significant judgment in identifying and estimating the fair value of identifiable assets acquired and liabilities assumed and the materiality of the transaction, including fair value adjustments, I considered this area to be a key audit matter. | My audit procedures in this area included:   * Reading the business acquisition agreement and the analysis report prepared by the Group to obtain an understanding of significant terms and conditions. * Evaluating the appropriateness of the identification of identifiable assets acquired and liabilities assumed prepared by management. * Evaluating knowledge, competency and independence of the independent valuer. * Evaluating the reasonableness of the method used in estimating the fair value of identifiable assets acquired and liabilities assumed. * Evaluating the reasonableness of significant assumptions used in estimating the fair value by referencing to internal and external information and testing the calculation. * Involving KPMG valuation specialist in assessing the financial variables applied in setting out the discount rate, the valuation method for identifiable assets acquired and liabilities assumed and the reasonableness of the calculation. * Evaluating the adequacy of the financial statement disclosures in accordance with the Thai Financial Reporting Standards. |

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| **The loss of control in subsidiaries** | |
| Refer to Notes 3 (b), 4, 9 and 10 | |
| **The key audit matter** | **How the matter was addressed in the audit** |
| At the Extraordinary General Meeting of Shareholders of M.K. Real Estate Development Public Company Limited (“MK”) on 25 October 2024, a resolution was approved to allocate and offer newly issued ordinary shares to existing shareholders proportionately to their shareholdings. In addition, existing shareholders were allowed to express their intention to reserve the right for more newly issued shares beyond their allocated proportion. Subsequently, the Group waived its right to reserve for MK’s newly issued shares in proportion to its holding. As a result the Group’s shareholding in MK changed from 49.5% to 36.6%, causing the Group to lose the control of MK and changing its status from a subsidiary to an associate. Furthermore, the Group also lost the control of BFTZ Wangnoi Co., Ltd. (“BFTZ”), in which MK held a 50% stake, and BFTZ's status changed from a subsidiary to a joint venture.  TFRS 10 *Consolidated Financial Statements* requires the Group to recognise any remaining investment in a former subsidiary that it previously controlled at fair value and any gain or loss on losing the control in the consolidated statement of comprehensive income. The Group assessed the fair value of the remaining investment, which was classified as an investment in an associate and a joint venture using a discounted cash flows method in which required management to exercise judgment in determining the key assumptions used in estimating the fair value.  Due to management had to exercise significant judgment in fair value measurement and the materiality of the transaction, including the loss from losing control, I considered this area to be a key audit matter. | My audit procedures in this area included:   * Inquiring management to obtain the understanding of the transaction. * Evaluating the reasonableness of the consideration of the level of the control or the significant influence over the former subsidiary after the change in shareholdings by considering the proportion of shareholdings and voting rights in activities that significantly affect the investee’s returns. * Evaluating the reasonableness of the valuation methods used to estimate the fair value of the remaining interests classified as an investment in an associate and a joint venture. * Evaluating the reasonableness of key assumptions used in estimating the fair value by referring to internal and external information and testing the calculations. * Involving KPMG valuation specialist in assessing the financial variables applied in setting out the discount rate, the valuation method and the reasonableness of the calculation. * Evaluating the adequacy of the financial statement disclosures in accordance with the Thai Financial Reporting Standards. |

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| **Impairment of right-of-use assets** | |
| Refer to Notes 3 (m), 11 and 12 | |
| **The key audit matter** | **How the matter was addressed in the audit** |
| A subsidiary has underperformed compared to projections, impacting the value of the right-of-use assets in the consolidated financial statements. Management considered this event as an indication of impairment of the right-of-use assets and has reviewed recoverable amount by estimating future cash flows projections discounted to the present value. Management had to exercise significant judgment in determining the key assumptions used in estimating the recoverable amount.  Due to management had to exercise significant judgment in determining the key assumptions in assessing the recoverable amount, including the uncertainty in the estimation, the complexity of the impairment testing and the materiality of the transaction, I considered this area to be a key audit matter. | My audit procedures in this area included:   * Understanding and evaluating the appropriateness of management’s process for assessing indicators of impairment, impairment testing process and the assessment of the recoverable amount of assets. * Evaluating the appropriateness of key assumptions used by management in estimating future cash flows discounted to the present value by inquiring and comparing with the Group’s historical data, future operational plan approved by management, as well as industry data. * Testing the calculation of the estimated future cash flows discounted to the present value. * Considering the sensitivity analysis of key assumptions used in estimating future cash flows discounted to the present value in order to consider the effects on the recoverable amount of assets. * Evaluating the adequacy of the financial statement disclosures in accordance with the Thai Financial Reporting Standards. |

*Emphasis of Matter*

I draw attention to Note 4 to the financial statements, which indicates that during 2023, the Group acquired additional interest in M.K. Real Estate Development Public Company Limited (“MK”), resulting in the Group gaining control over MK and considered this transaction as a business acquisition. The Group engaged an independent appraiser to determine the fair value of the identifiable assets acquired and liabilities assumed from the business acquisition. As at the reporting date, the review was completed. Therefore, the fair value of identifiable assets acquired and liabilities assumed has been adjusted. The comparative consolidated statement of financial position and consolidated statement of comprehensive income are based on the audited financial statements as at 31 December 2023 and after adjusting the items as described in Note 4.

Subsequently, during 2024, the Group lost control of MK when it waived its rights to subscribe to the issued shares in proportion to its holding. The loss of control resulted in the real estate development segment, rental warehouse, factory and others segment, and property management segment being presented as discontinued operations. My opinion is not modified in respect of this matter.

*Other Information*

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor’s report thereon. The annual report is expected to be made available to me after the date of this auditor’s report.

My opinion on the consolidated and separate financial statements does not cover the other information and   
I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

*Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group’s and the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s and the Company’s financial reporting process.

*Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

* Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s and the Company’s internal control.
* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
* Conclude on the appropriateness of management’s use of the going concern basis of accounting and,   
  based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor’s report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor’s report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
* Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
* Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

(Thitima Pongchaiyong)

Certified Public Accountant

Registration No. 10728

KPMG Phoomchai Audit Ltd.

Bangkok

27 February 2025