

- Translation -



Opinion of Independent Financial Advisor

Of the Acquisition of Asset of Investments in

Sansiri Public Company Limited

By M.K. Real Estate Development Public Company Limited, a
subsidiary of the Company

**Presented to Shareholders of
FNS Holding Public Company Limited**



October 25, 2023

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Opinion of the Independent Financial Advisor on the Acquisition of Assets of Investments in Sansiri Public Company Limited by M.K. Real Estate Development Public Company Limited, a subsidiary of the Company

October 25, 2023

Subject: Opinion of the Independent Financial Advisor on the Acquisition of Asset of Investment in Sansiri Public Company Limited by M.K. Real Estate Development Public Company Limited, a subsidiary of FNS Holding Public Company Limited

To: Board of Directors and Shareholders of FNS Holding Public Company Limited

- Refer to:**
- 1.) Resolutions of Board of Director's Meeting of FNS Holding Public Company Limited No. 8/2023 held on September 29, 2023, regarding the investment in Sansiri Public Company Limited by M.K. Real Estate Development Public Company Limited, a subsidiary of the Company.
 - 2.) Information Memorandum on the Acquisition of Asset of FNS Holding Public Company Limited.
 - 3.) Financial statement of FNS Holding Public Company Limited, which have been audited by Deloitte Touche Tohmatsu Company Limited, ended December 31, 2020 and December 31, 2021, conducted by Mrs. Nisakorn Songmanee, Certified Public Accountant Registration No. 503 and Mr. Kasiti Ketsuriyonk, Certified Public Accountant Registration No. 8833 respectively, Financial statement of FNS Holding Public Company Limited, which have been audited by KPMG Phoomchai Audit Company Limited, ended December 31, 2022, conducted by Miss Sureerat Thongarunsang certified public Accountant Registration No. 4409, and Financial statement for the six-month period ended June 30, 2023, which have been reviewed by KPMG Phoomchai Audit Company Limited conducted by Miss Thitima Pongchaiyong certified public Accountant Registration No. 10728.
 - 4.) Financial statement of Sansiri Public Company Limited, which have been audited by EY office Company Limited, ended December 31, 2020, December 31, 2021, December 31, 2022 and six-month period ended June 30, 2023 conducted by Miss Pimjai Manitkajohkit certified public Accountant Registration No. 4521.
 - 5.) Financial statement of M.K. Real Estate Development, which have been audited by KPMG Phoomchai Audit Company Limited for December 31, 2020, conducted by Miss Vipavan Pattavanvivek certified public Accountant Registration No. 4795 and for the December 31, 2021, December 31, 2022, and six-month period ended June 30, 2023 conducted by Miss Charinrat Noprampa certified public Accountant Registration No. 10448.
 - 6.) Annual report of the year 2020, 2021, and 2022 of FNS Holding Public Company Limited
 - 7.) Annual report of the year 2020, 2021, and 2022 of Sansiri Public Company Limited
 - 8.) Annual report of the year 2020, 2021, and 2022 of M.K. Real Estate Development Public

Company Limited

- 9.) Other related documents, contracts, interviews with executives and relevant officers of FNS Holding Public Company Limited.

Disclaimers

1. This report prepared by Fynncorp Advisory Company Limited (“IFA” or “Fynncorp”) has been relied on information and assumptions provided by the Company and the information that the Company disclosed to the public or on the website of the Securities and Exchange Commission, the website of the Stock Exchange of Thailand and other information disclosed to the public from other sources and information from the interview of the relevant management of the Company.
2. IFA has limitations in the preparation of the report, since IFA cannot access internal information of Sansiri Public Company Limited (“SIRI”) because IFA receives information from the Company that this transaction of the Company is investment in SIRI by M.K. Real Estate Development Public Company Limited (“MK”), a subsidiary of the Company, by exercising the warrant to purchase newly ordinary share of SIRI. Therefore, IFA has prepared opinions on the transaction from the information of SIRI and other related companies with SIRI that has been publicly disclosed and information received from the Company and/or persons involved in the transaction only. IFA did not have the opportunity to interview SIRI’s executives regarding the past operational plan or future plan. The preparation of the opinions of IFA is based on the following assumption:
 - 2.1. Information and documents disclosed by SIRI to the public, including financial statements, reports disclosed by SIRI to SET, and executive interviews are correct and aligned with the current situation.
 - 2.2. There are no events that have happened, will happen shortly or may happen, which are not in the financial statements or publicly disclosed information, and may have significant impact on the operation performance and financial status of the Company and SIRI
3. IFA conducted studies using knowledge, competence, and caution by adhering to the professional basis. However, IFA shall not be responsible for profits or losses and any impacts resulting from the Transaction.
4. The study result of IFA is based on the assumption that the information disclosed to the public by SIRI is correct and complete, and this opinion is based on the current circumstances and current information available to the public. If circumstances and information change significantly may affect IFA’s study results.
5. Since this report was announced to public during the war and dispute between Russia and Ukraine, the impact of the war has caused oil, natural gas and electricity price to change significantly. Presently, the situation remains uncertain and may change at any time, which may have effects on service cost, various expenses, and ability to generate income of the Company and SIRI in the future.
6. This report is not intended to guide any decision making about the operation of the Company and does not have an objective to persuade to buy or sell the Company’s shares or other companies related to this report.
7. In preparing this IFA’s opinion report, IFA certifies that IFA has studied and analyzed various information as mentioned above with the professional standard and justified based on fair analysis by taking into account the interests of shareholders as important. However, IFA’s opinions are based on the assumption that information and

documents obtained from the Company, interviews with the management team and related staff, along with information that is disclosed to the public, are true, accurate, and genuine at the time IFA prepared this report. Therefore, if the information is inaccurate and/or ingenuine and/or incomplete and/or changes significantly in the future may affect the opinion of IFA. Therefore, IFA cannot confirm the impact on the Company and Shareholders of such factors. In addition, the opinion of IFA is intended to provide an opinion to the shareholders on entering into the Transaction. The decision to vote for approval of this transaction rests mainly with the discretion of the shareholders. The shareholders should study the information and consider reasons, advantages, disadvantages, risk, limitations, and opinions on various issues related to entering into the transaction as attached with the notice of this shareholders' meeting with prudence and caution before voting to consider and approve the transaction as such appropriately. However, IFA's opinion does not endorse the success of the transaction and the impacts that may occur, and IFA is not responsible for any impact that may arise from entering into the transaction whether directly or indirectly.

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Abbreviation

SEC	The Securities and Exchange Commission, Thailand
SET	Stock Exchange of Thailand and Market for Alternative Investment (as the case maybe)
FNS or the Company	FNS Holding Public Company Limited
MK	M.K. Real Estate Development Public Company Limited
SIRI	Sansiri Public Company Limited
IFA or Independent Financial Advisor or FynnCorp	Fynncorp Advisory Company Limited
Investment in SIRI transaction	the transaction of investment in the ordinary shares of Sansiri Public Company Limited by exercising the right of warrants to purchase ordinary share of SIRI by M.K. Real Estate Development Public Company Limited, a subsidiary of the Company, with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit, by exercising 700 million common shares of SIRI with a par value of THB 1.07 per share, with total investment amount of THB 770,000,000. M.K. Real Estate Development Public Company Limited will hold 4.08 percent of the total issued ordinary shares after the capital increase of SIRI (Assuming only MK exercises the warrantss in the upcoming exercise period).
Warrant SIRI – PP or PP-Warrant	warrants to purchase ordinary share of SIRI which has been issued in private placement
Notifications on Acquisition or Disposition of Assets	asset acquisitions according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended)
BFTZ WN	BFTZ Wangnoi Company Limited
NEO	NEO Corporate Company Limited
PROSPECT REIT	Prospect Logistics and Industrial Freehold and Leasehold REIT
FFM	Finansa Fund Management Company Limited
FBF	FB Food Service Company Limited
Kanom	Kanom Café Company Limited
HUGS	HUGS Insurance Broker Company Limited
Juzmatch	Juzmatch Company Lintied
XPG	Xspring Capital Public Company Limited
Noble	Noble Development Public Company Limited
BS15	BTS Sansiri Holding Fifteen Limited
BS20	BTS Sansiri Holding Twenty Limited
BS24	BTS Sansiri Holding Twenty Four Limited
BS25	BTS Sansiri Holding Twenty Five Limited

PKL	PKL Development Company Limited
U CITY	U City Public Company Limited currently known as Rabbit Holdings Public Company Limited
PROFIT	Propfit Company Limited
FSS	Finansia Syrus Securities Public Company Limited
FSSIA	FSS International Company Limited
PLUS	Plus Property Company Limited
CC	Chanachai Limited
PW	Piwattana Limited
AW	Arnawat Limited
RED	Red Lotus Properties Limited
PPN	Papanan Limited
NED	NED Management Company Limited
SUN	S.U.N. Management Company Limited
PPS	Plus Property Space Company Limited
TOUCH	Touch Property Company Limited
SG	Sansiri Guensey (2009) Limited
SPS	Satit Pattana School
QT	QT Lifestyle Company Limited
SUS	SANSIRI (US), INC.

Executive Summary

According to the MK Real Estate Development Public Company Limited ("MK")'s Board of Directors Meeting No. 4/2023 on June 19, 2023, the Board of Directors' Meeting has resolved to purchase the warrants to purchase ordinary shares of SIRI ("SIRI"), which has been issued in private placement ("Warrant of SIRI – PP" or "PP – Warrant"), the holder of SIRI warrants has the rights to purchase ordinary shares in the ratio of warrant 1 unit to 1 ordinary share (1 : 1) with the exercise price of THB 1.10 per share and it is valid for 2 years and 1 month (The valid term of SIRI warrants is 5 years from the issue date on November 3, 2020), from Rumbia Street (Thailand) limited who is not connected person, with a total not exceeding 700.00 million units with the price of THB 0.75 per unit, in total amount of not exceeding THB 525.00 million. The Board of Directors' Meeting of MK considered the availability of funds sufficient for the purchase of SIRI – PP warrants. It also evaluated the suitability of the SIRI-PP warrants' exercise price in comparison to the offered price for Warrant of SIRI – PP. Additionally, other aspects were taken into account, such as the potential to exercise the right of the Warrants of SIRI – PP in the future when the rise of market price of SIRI common shares. It was noted that SIRI-PP warrants are tradable and transferable outside the market. Following the approval by the Board of Directors' Meeting of MK, the purchase and sale mentioned above were executed. MK purchased Warrants of SIRI – PP on June 28, 2023.

Warrants of SIRI – PP bought by MK was issued and sold to Theatre Lane Limited according to the resolution of SIRI's the annual general meeting No. 25/2020 held on July 24, 2020 as to an issuance of perpetual bonds in private placement in 2.05 million units with total amount of THB 2,050 million and the Warrants of SIRI – PP issued 2,050 million units to Theatre Lane Limited who bought perpetual bonds in private placement. The exercise ration of the Warrant of SIRI – PP is 1 unit of warrant to 1 newly ordinary share (1 : 1) with the exercise price of THB 1.10 per share. The valid term of SIRI warrants is 5 years from the issue date. Warrant holders can exercise their warrants once a quarter on the last business day of each quarter, beginning from the first quarter they received the confirmation of the allotment from Sansiri Public Company Limited and throughout the term of the warrants. Warrant holders can exercise their rights under the warrants for the last time on the five-year warrants' maturity date (November 2, 2025). MK's acquisition of 700 million units of Warrants of SIRI – PP is made with the person whose the Warrants of SIRI – PP was transferred from Theatre Lane Limited in full compliance with the guidelines outlined in the notification of the Capital Market Supervisory Board No. TorChor. 34/2551, Section 21.

As per the disclosure of SIRI regarding the Warrants of SIRI – PP issued and sold to private placement investors dated on October 30, 2023 and interview of FNS Holding Public Company Limited ("the Company" or "FNS") and other person, the Company's acquisition of 700 million units of SIRI Warrants is made with the person whose the Warrants of SIRI – PP was transferred from Theatre Lane Limited and in full compliance with the guidelines outlined in the notification of the Capital Market Supervisory Board No. TorChor. 34/2551, Section 21. There is no discernible reason why the Warrants of SIRI – PP should lose their status of a private placement. The registrar of SIRI has duly recorded this transfer in the warrant holder registry and issued new warrants to MK on 29 June 2023. Given these

circumstances, the Independent Financial Advisor is of the opinion that MK will have the capacity to exercise its right to convert the Warrants of SIRI – PP into ordinary shares, be it all at once or in several occasions, in accordance with the provisions stipulated in the SIRI Warrants.

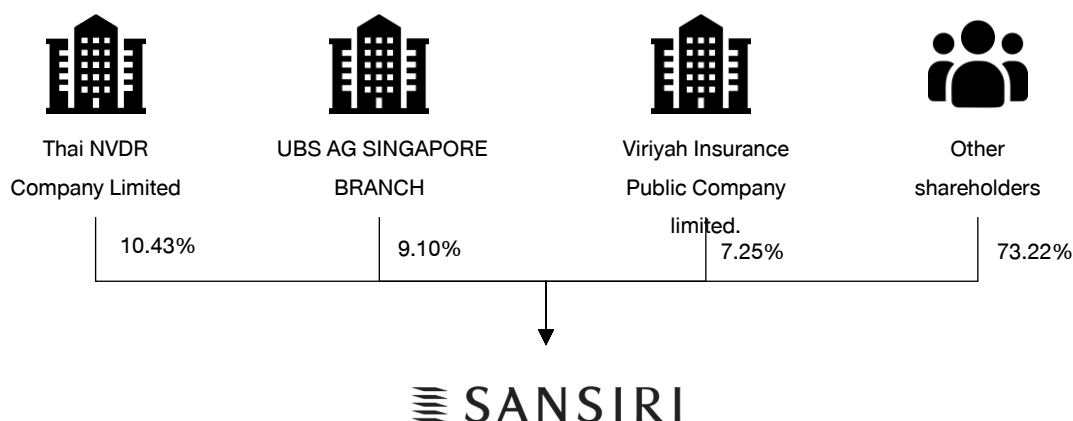
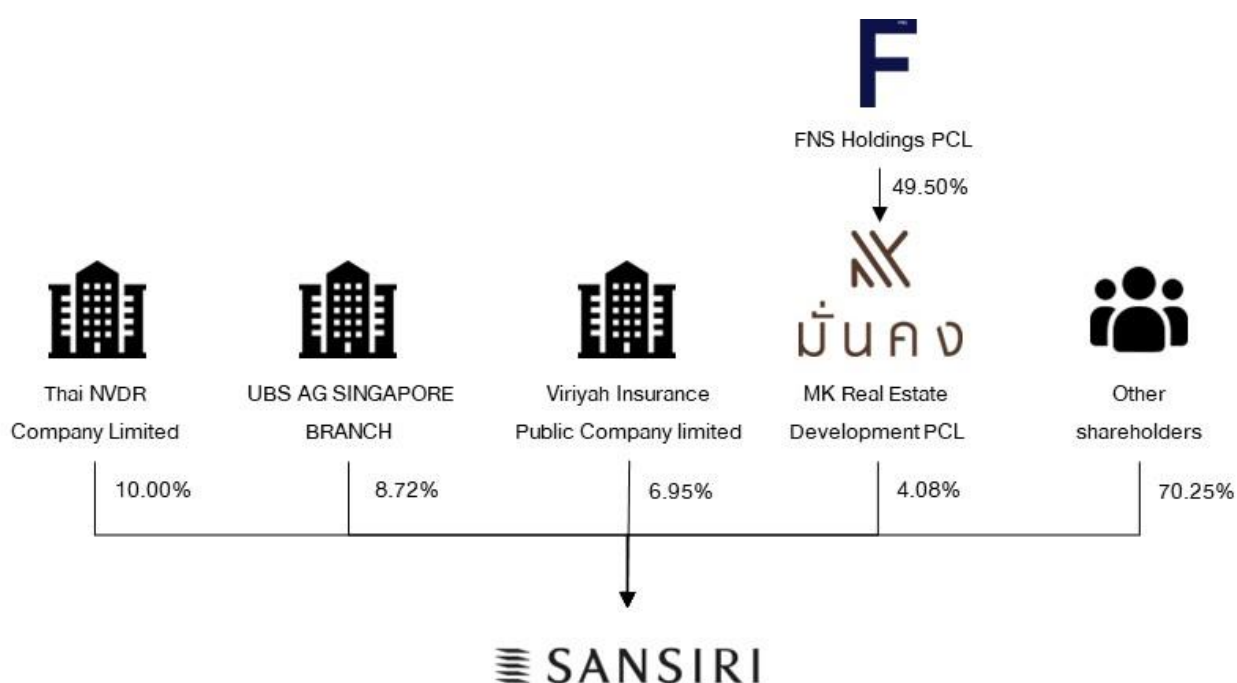
Moreover, as the Company is primarily a holding company with its main source of revenue coming from investments in other companies, it focuses on various business investments, which can be categorized into two main types:

- (1) Real Estate Development and Investment business
- (2) Direct investment Business

The company's vision and objectives are to provide returns to its shareholders in the form of dividend payouts and to enhance the capital's value by efficiently utilizing the company's assets for strategic investments that can yield returns, both in terms of increased share value and improved performance in various aspects of the group of companies. This includes aspects related to financial performance, corporate governance, employee training and development, compensation, and overall business sustainability. In general, the Company's investments often involve taking a minority equity stake. Therefore, investing in common shares of SIRI through MK is in alignment with the Company's vision and objectives.

According to Board of Directors' Meeting No. 8/2023 of the Company held on September 29, 2023, the Board of Directors has resolved to investment in the ordinary shares of SIRI by MK, a subsidiary of the Company, by exercising the right of warrants to purchase ordinary share of SIRI that MK holds for a total of 700.00 million units, with the conversion ratio of 1 unit for 1 common share at an exercise price of THB 1.10 per unit. As a result, MK will hold 700 million common shares of SIRI with a par value of THB 1.07 per share, with total investment amount of THB 770.00 million, representing 4.08 percent of the paid-up capital after the capital increase of SIRI. (Assuming only MK exercises the warrantss in the upcoming exercise period) (Collectively, the "**Investment in SIRI Transaction**").

The Shareholding structure of related companies presented in 2 periods are SIRI's shareholding structure before entering into the transaction (Pre-Transaction) and SIRI's shareholding structure after entering into the transaction (Post-Transaction). The details are as follows.

Pre-Transaction shareholding structurePost – Transaction shareholding structure

Investment in SIRI Transaction is considered the Company's asset acquisitions in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended) (the “**Notifications on Acquisition or Disposition of Assets**”). The transaction size of the Transaction is calculated based on the company's consolidated financial statements ending on June 30, 2023. The highest transaction size is 350.23 percent based on the net operating profits basis. After including the transaction size of the transaction in the previous 6-month period based on the net operating profits basis before the date of the Board of Directors Meeting, the total transaction size is equal to 359.46 percent. Therefore, the

total transaction size is equal to or more than 50 percent, which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets

The Company, therefore, has a duty to comply with the Notifications on Acquisition or Disposition of Assets, Including the following duties:

1. To disclose information Memorandum regarding the acquisition of asset for the Investment in SIRI Transaction to the SET in accordance with the Notifications on Acquisition or Disposition of Assets;
2. To arrange a shareholders' meeting to approve of the Transaction which the resolution of the shareholders meeting must be approved by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the vote of shareholders who have conflict of interest;
3. To appoint an Independent Financial Advisor to provide an opinion on the Investment in SIRI Transaction and submit the report of the opinion of the Independent Financial Advisor to the shareholders together with the invitation letter to the shareholders' meeting. The Company has appointed FynnCorp Advisory Company Limited as an Independent Financial Advisor to provide an opinion on such Transaction.

Moreover, the investment in SIRI Transaction of MK by exercise the right of warrant SIRI – PP is not a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003

However, the investment in SIRI transaction would occur when receiving approval from the shareholders meeting of MK, which will be held on November 20, 2023. It also requires approval from the shareholders meeting of the Company, which will also be held on November 20, 2023. Additionally, there should not be any situation or events which will result in significantly negative effects on this transaction.

However, in considering entering into the transaction, IFA views that there are advantages, disadvantages and risks to the Company and shareholders as follows:

Advantages of entering into the transaction

1. This investment aligns with the company's vision and objectives.
2. It is an investment in a business with high growth potential and opportunities.
3. It is an investment in a company with a consistent dividend payment, which is one of the avenues for receiving returns from investments.
4. It represents an investment in assets with liquidity that allows for the consideration of suitable timing to realize returns from capital gains, based on the difference in stock prices.
5. This investment also serves as a means to diversify the risk associated with the Company's investments.

6. It is an investment that is certain in terms of the number of shares and the investment amount.

Disadvantages of Entering into the Transaction

1. Entering an Investment Transaction in SIRI without controlling interests
2. Investing in SIRI without conducting Due Diligence. However, information about SIRI, which has been publicly disclosed, was considered to make an informed investment decision in SIRI.
3. The possibility of MK's voting rights will decrease to less than 4.08% of the total issued shares of SIRI due to the exercise of the rights of the remaining warrants and the allocation of new shares to other investors.
4. May miss the opportunities for investing in other businesses.
5. MK may lack liquidity in conducting its business.

Risk of entering into the transaction

1. The risk that the performance of SIRI's operations may not meet expectations.
2. The risk that MK faces possible losses from investing in SIRI common stock.
3. The risk from MK's liquidity In the future.
4. The market price risk of SIRI may not be suitable for exercising rights under the limited-term warrant conditions.
5. The risk of MK's voting rights decreasing to less than 4.08% of the total issued shares of SIRI due to the exercise of the remaining warrants held by other individuals and the allocation of new shares to other investors

Advantages of not entering into the transaction

1. Not to lose the opportunity to invest in other business through MK.
2. No transaction risk.

Disadvantages of not entering into the transaction

1. The company and MK may miss out on investment opportunities in businesses with significant growth potential which could have provided returns, profits, and cash flows to both the company and MK.
2. The Company and MK may miss the opportunity to invest in SIRI from the limited-term warrants that could lead to MK recording losses from expired warrants.

The appropriateness and benefits of entering into the transaction.

From the analysis of advantages, disadvantages, and risks of entering into the transaction, IFA has an opinion that entering into the transaction will be beneficial to the Company and shareholders, especially entering into the transaction will create an opportunity to generate income from dividends and capital gains from selling shares in the

stock exchange during the desired period. The exercise price of the warrant SIRI – PP at THB 1.10 per unit, along with the cost of purchase warrant at THB 0.75 per unit (1 unit having the right to purchase 1 common share), resulting in a total cost per share of THB 1.85 per share. When compared to the market price approach over the past 7 – 360 trading days, the range was between THB 1.72 – 1.94 per share. It may lead to a profit for MK from the investment in SIRI shares. However, investing in SIRI shares is an investment in assets that are listed on the stock exchange with liquidity and can be traded on the stock exchange.

Furthermore, considering the investment in SIRI share, MK would hold approximately 4.08 percent of the total common shares issued by SIRI after the capital increase (Assuming only MK exercises the warrants in the upcoming exercise period). Which SIRI is a leading property developer in Thailand with a continuous growth in net profits. The net profit of SIRI for the past 3 years from 2020 - 2022 to the first half of 2023 were THB 1,458 million, THB 1,939 million, THB 4,107 million, and THB 3,111 million, respectively, representing the efficient operational capabilities of SIRI. Additionally, SIRI has consistently distributed dividends over the past 5 years, which could be of benefit for both the Company and MK in terms of dividends for working capital or other purposes in the future. **Therefore, the IFA believes that this transaction is appropriate.** However, entering into this transaction will reduce MK voting rights due to the exercise of the right of remaining warrants held by other investors. There is also a risk of loss from investing in SIRI shares if they are sold below the cost at which MK acquired them. Additionally, there is liquidity risk for MK as it will use internal cash flows for this investment. However, MK can gradually exercise the rights to purchase shares in order to reduce the burden of raising funds. Therefore, board of directors of the Company must consider investing for the utmost benefit of the Company and shareholders.

Appropriateness of the transaction price

From summary table comparing the value of SIRI according to various valuation methods with the exercise price of SIRI - PP

Valuation Approach	Fair value (THB / Share) (1)	Exercise price (THB / Share) (2)	Cost of purchasing warrant (THB / Unit) (3)	More than (Less than) the cost of acquire share (THB / Share) (4) = (1) – (2) – (3)	More than (Less than) the cost of acquire share (Percentage)
1. Book Value Approach	2.75	1.10	0.75	0.90	48.88
2. Adjusted Book Value Approach	2.55 – 2.66	1.10	0.75	0.70 – 0.81	37.93 – 43.64
3. Market Price Approach: VWAP	1.72 – 1.94	1.10	0.75	(0.13) – 0.09	(6.83) – 4.77
4. Price to Book Value Ratio Approach	2.34 – 2.68	1.10	0.75	0.49 – 0.83	26.25 – 44.90
5. Price to Earnings Ratio Approach	3.41 – 4.51	1.10	0.75	1.55 – 2.66	83.71 – 143.77

Note: Fair value according to the opinion of IFA

The Independent Financial Advisor opines that the most appropriate method valuing SIRI in this case is the Market Price Approach, which is commonly used by investors to assess fair value. According to this approach, SIRI value is estimated to be between THB 1.72 – 1.94 per share. When considering the exercise price of warrant to purchasing SIRI share is THB 1.10 per share, along with the cost of purchasing warrant at THB 0.75 per unit (exercise

ratio of 1 unit having the right to purchase 1 common share), totaling is THB 1.85 per share. When comparing the fair market value of SIRI determined through the Market Price Approach, the value is higher (lower) than the exercise price by THB (0.13) – 0.09 per share. Therefore, it can be concluded that the transaction price in this case is appropriate, as the cost of acquiring the shares falls within the range of fair value assessed by the Independent Financial Advisor. Thus, The Independent Financial Advisor believes that the investment value of THB 770.00 million for exercising the warrant to purchase SIRI share is appropriate.

In this regard, the decision to vote, approve or not approve this transaction is at the discretion of each shareholder. Shareholders are advised to study all information contained in the Opinion of Independent Financial Advisor Report and all of the documents sent together with the invitation of the Extraordinary General Meetings of the Shareholders in order to be used in consideration of making decisions and voting carefully.

1. Details of entering into the asset acquisition transaction

According to Board of Directors' Meeting No. 8/2023 of FNS Holding Public Company Limited (the "Company") held on September 29, 2023, the Board of Directors has resolved for M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company, to approve the transaction of investment in the ordinary shares of Sansiri Public Company Limited ("SIRI") by exercising the right of warrants to purchase ordinary share of SIRI which has been issued in private placement ("Warrant SIRI - PP"), with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit, by exercising 700 million common shares of SIRI with a par value of THB 1.07 per share, with total investment amount of THB 770,000,000. MK will hold 4.08 percent of the total issued ordinary shares after the capital increase of SIRI. (Assuming only MK exercises the warrants in the upcoming exercise period) (collectively, the "Investment in SIRI Transaction").

The investment transaction in SIRI is considered as asset acquisitions according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended) (the "Notifications on Acquisition or Disposition of Assets"). The highest transaction size is 350.23 percent based on the net operating profits basis from the company's consolidated financial statements ending as of June 30, 2023. After including the transaction size of the total transactions in the last six months based on the net operating profits basis before the date of the Board of Directors Meeting, the total transaction size is 359.46 percent. Therefore, the total transaction size is equal to or more than 50 percent, which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets

In this regard, the Company has duty to disclose details which related to the transaction and comply with the Notifications on Acquisition or Disposition of Assets, Including the following duties:

1. To disclose information Memorandum regarding the acquisition of assets to the SET according to the Notifications on Acquisition or Disposition of Assets.
2. To arrange a shareholders' meeting to seek approval for the transaction which must be granted with no less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the vote of shareholders who have conflict of interest.
3. To appoint an Independent Financial Advisor to provide an opinion and related duties according to the Notifications on Acquisition or Disposition of Assets by submitting the report of the Independent Financial Advisor's opinion to the shareholders with the invitation letter for the shareholders' meeting. The Company has appointed FynnCorp Advisory Company Limited as an Independent Financial Advisor to provide an opinion on such Transaction.

The investment transaction in SIRI is not a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board

of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (“**Connected Transaction Notifications**”).

Thus, the Company would like to disclose information relating to the investment transaction in SIRI according to the Notifications on Acquisition or Disposition of Assets as follows:

1.1. Purpose and Rationale of the Transaction

According to the MK Real Estate Development Public Company Limited (“**MK**”)’s Board of Directors Meeting No. 4/2023 on June 19, 2023, the Board of Directors’ Meeting has resolved to purchase the warrants to purchase ordinary shares of SIRI (“**SIRI**”), which has been issued in private placement (“**Warrant of SIRI – PP**” or “**PP – Warrant**”), the holder of SIRI warrants has the rights to purchase ordinary shares in the ratio of warrant 1 unit to 1 ordinary share (1 : 1) with the exercise price of THB 1.10 per share and it is valid for 2 years and 1 month (The valid term of SIRI warrants is 5 years from the issue date on November 3, 2020), from Rumbia Street (Thailand) limited who is not connected person, with a total not exceeding 700.00 million units with the price of THB 0.75 per unit, in total amount of not exceeding THB 525.00 million. The Board of Directors’ Meeting of MK considered the availability of funds sufficient for the purchase of SIRI – PP warrants. It also evaluated the suitability of the SIRI-PP warrants’ exercise price in comparison to the offered price for Warrant of SIRI – PP. Additionally, other aspects were taken into account, such as the potential to exercise the right of the Warrants of SIRI – PP in the future when the rise of market price of SIRI common shares. It was noted that Warrant of SIRI-PP are tradable and transferable outside the market. Following the approval by the Board of Directors’ Meeting of MK, the purchase and sale mentioned above were executed. MK purchased Warrants of SIRI – PP on June 28, 2023.

Moreover, As the company primarily operates as a holding company and derives its revenue from investments in various businesses, it focuses on two main types of businesses:

- (1) Property Development and Investment Business
- (2) Direct Investment Business.

The vision and objectives of the company are providing returns to shareholders in term of dividends and enhancing the value of capital by utilizing the company's assets efficiently for strategic investments that can generate returns through both the value of shares and the efficiency of the group of companies in term of various aspects such as financial performance, corporate governance, employee training, development, compensation, and sustainability in business. Generally, FNS invests as a minority shareholder. Thus, investment in common shares of SIRI indirectly through MK is considered an investment aligned with the company's vision and objectives.

According to Board of Directors’ Meeting No. 8/2023 of the Company held on September 29, 2023, the Board of Directors has resolved to investment in the ordinary shares of SIRI by MK, a subsidiary of the Company, by exercising the right of warrants to purchase ordinary share of SIRI that MK holds for a total of 700.00 million units, with the conversion ratio of 1 unit for 1 common share at an exercise price of THB 1.10 per unit. As a result, MK will hold 700 million common shares of SIRI with a par value of THB 1.07 per share, with total investment amount of THB 770.00

million, representing 4.08 percent of the paid-up capital after the capital increase of SIRI. (Assuming only MK exercises the warrants in the upcoming exercise period) (Collectively, the "Investment in SIRI Transaction").

1.2. Transaction Date

The Company expects MK shall exercise the rights of SIRI warrants once or many times to purchase ordinary shares of SIRI during the last business day of the fourth quarter 2023 and within November 2, 2025, which is an exercise period according to the terms and conditions of SIRI warrants; has been issued in private placement. The exercise of conversion rights must receive approval at the shareholders' meeting of the company and MK, which is scheduled on November 20, 2023.

1.3. The Counterparty and Relationship with the Company

The warrant issuer	:	Sansiri Public Company Limited
The warrant holder who exercises the rights	:	M.K. Real Estate Development Public Company Limited which is a subsidiary of the Company
Relationship	:	It is not considered as connected persons under 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 the Connected Transactions, 2003 (as amended).

1.4. Type and size of the transaction

General Characteristics of the Transaction

According to the MK's Board of Directors Meeting No. 4/2023 on June 19, 2023, the Board of Directors Meeting has resolved to purchase the warrants representing the rights to buy ordinary shares of SIRI. The holder of Warrant of SIRI – PP has the right to buy ordinary shares. The exercise ratio is 1 unit of warrants to 1 share of SIRI ordinary shares (1 : 1), with the exercise price of THB 1.10 per share; it is valid for approximately two years (The valid term of SIRI warrants is five year from the issue date on November 3, 2020) from Rumbia Street (Thailand) limited who is not connected person, with the total not exceeding 700,000,000 units with the price of THB 0.75 per unit, in total amount of not exceeding THB 525.00 million

On June 28, 2023, MK purchased Warrant of SIRI – PP from from Rumbia Street (Thailand) limited who is not connected person of MK in the number of 700,000,000 units with the warrant price of THB 0.75 per unit, in total amount of THB 525.00 million. The details of SIRI warrants are as follows:

Warrant Description	:	Warrant representing the rights to purchase ordinary shares of Sansiri Public Company Limited in private placement.
Warrant Type	:	Name-registered and transferable

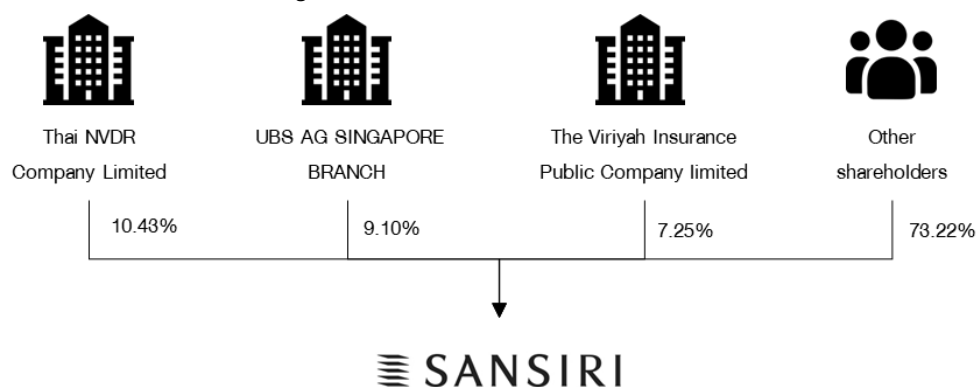
Period of Exercise	:	5 years from warrant issuance dated on November 3, 2020
Warrant Issuance Date	:	November 3, 2020
Warrant Expiration Date	:	November 2, 2025
Exercise Ratio	:	1 unit of warrant is entitled to purchase 1 ordinary share (however based on warrants right adjustment as prescribed in the terms and conditions)
Exercise Period	:	Warrant holders can exercise their warrants once a quarter on the last business day of each quarter, beginning from the first quarter they received the confirmation of the allotment (October 22, 2020) from Sansiri Public Company Limited and throughout the term of the warrants (the “ exercise date ”). Warrant holders can exercise their rights under the warrants for the last time on the five-year warrants’ maturity date (the “ last exercise date ”). If the maturity date falls on a non-business day of Sansiri Public Company Limited, warrant holders can exercise their rights under the warrants for the last time on the last business day before that off day.
Exercise the rights	:	Warrant holders must submit their request to exercise their rights to purchase SIRC ordinary shares from 9.00 a.m. to 3.00 p.m. on SIRC business days five business days before they can actually exercise this right. Warrant holders who wish to exercise their rights to purchase the SIRC ordinary shares on the last exercise date must submit their request within the 15-day period prior to the last exercise date.
Exercise Price	:	THB 1.10 per unit (one Baht and ten Satang) (however based on warrants right adjustment as prescribed in the terms and conditions)
Secondary Market of Warrant	:	SIRC Warrants will not be listed on the Stock Exchange of Thailand.
Secondary Market of Ordinary Share from Warrant Exercised	:	Stock Exchange of Thailand
Silent Period	:	According to Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015)
Registrar	:	Sansiri Public Company Limited

MK will exercise the right of warrants to purchase ordinary share of SIRC of 700,000,000 units that MK holds, with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit. As a result, MK will hold 700 million common shares of SIRC with a par value of THB 1.07 per share, with total investment amount of THB 770,000,000, representing 4.08 percent of the total issued ordinary shares after the capital increase of SIRC (Assuming only MK exercises the warrants in the upcoming exercise period).

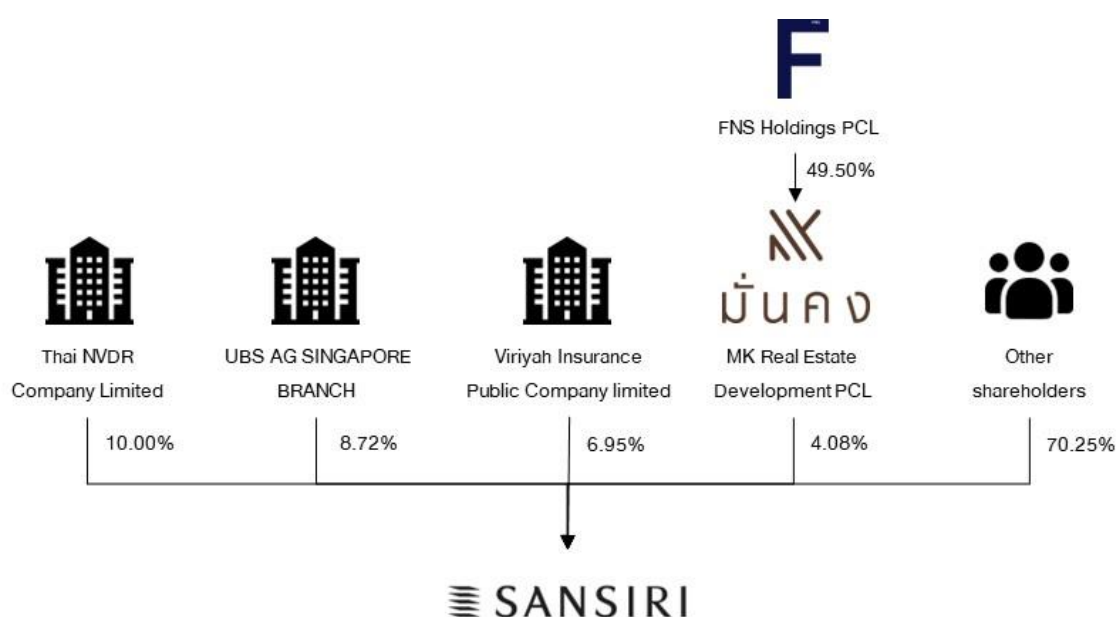
In this regard, MK also requests shareholders at the shareholders meeting to give the authority to the MK's Board of Directors to consider and make decisions regarding amendments and changes to the investment transaction in SIRC relating to exercise the right of SIRC - PP warrants into common shares of SIRC, either partially or not exercise. This authorization also allows for the possibility of not exercising the right of SIRC - PP warrants into common shares of SIRC and selling some or all within the exercise period in the terms and conditions of the SIRC - PP warrants, as deemed appropriate and suitable, aligning with the circumstances to maximize the benefits for MK. If there is a sale of partially or wholly SIRC - PP, The Company will proceed according to the Notifications on Acquisition or Disposition of Assets.

However, the investment transaction in SIRC would occur when receiving approval from the shareholder's meeting of MK as well as receiving approval from the shareholder's meeting of the Company, and there should not be any situation or events which will result significant negative effects to this Transaction.

Pre-Transaction shareholding structure



Post-transaction shareholding structure



Transaction Size

Transaction size is calculated based on the audited consolidated financial statements as of June 30, 2023, and transaction value as follows:

Financial Information

(Unit: THB million)	SIRI As at June 30, 2023	The Company As at June 30, 2023
Total Assets	139,816.50	3,713.39
Less Intangible Assets	7,904.62 ^{1/}	55.41 ^{2/}
Less Total Liabilities	92,863.28	1,150.06
Less Non-controlling interests (if any)	1,581.36	-
Net Tangible Assets (NTA)	37,467.24	2,507.92
Net profit for 12-month period ended June 30, 2023 ^{3/}	6,262.64	72.93

Note: 1/ Intangible assets of THB 7,904.2 million including with goodwill for THB 841 million, deferred tax asset for THB 1,600.47 million, right-of-use assets for THB 1,458.39 million and other intangible assets for THB 4,004.76 million

2/ Intangible assets of THB 55.41 million including with good will for THB 45.36 million, right-of-use assets for THB 8.32 million and other intangible assets without goodwill for THB 1.74 million

3/ Calculation from net profit attributable to owners of the parent based on the consolidated financial statements ending on June 30, 2023, and as of December 31, 2022.

The transaction value from exercising the right of warrants to purchase ordinary share of SIRI is THB 770,000,000.

Transaction Size Calculation

Basis	Calculation Formula	Calculation (THB million)	Transaction Size (Percent)
Net Tangible Assets (NTA) Basis	$\frac{\text{NTA of the assets acquired} \times \text{proportion of the asset acquired} \times 100}{\text{NTA of the Company}}$	$\frac{37,467.24 \times 4.08\%}{2,507.92}$	60.93
Net Operating Profit Basis	$\frac{\text{Net profit of the assets acquired} \times \text{proportion of the asset acquired} \times 100}{\text{Net profit of the Company}}$	$\frac{6,262.64 \times 4.08\%}{72.93}$	350.23
Total Value of Consideration Basis	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{770.00}{3,713.39}$	20.74
Value of Issued as Consideration for the Assets Basis	$\frac{\text{No. of shares issued as payment for the assets} \times 100}{\text{No. of issued and paid-up shares of the Company}}$	Cannot be calculated because the Company did not issue shares to pay for the assets.	

The Summary of the Highest Transaction Size

Transaction	Net Tangible Assets (NTA) Basis	Net Operating Profit Basis	Total Value of Consideration Basis	Value of Securities Issued as Consideration for the Assets Basis
Acquisition of assets	60.93%	350.23%	20.74%	Not applicable
Total	60.93%	350.23%	20.74%	-
<u>Prior 6-month period</u>				
Acquisition of SIRI warrants ^{1/}	-	-	16.26%	Not applicable
Additional investment in MK ^{2/}	44.14%	9.23%	27.37%	Not applicable
Grand Total	105.07%	359.46%	64.37%	-
The basis with the highest transaction size is net operating profit basis that is equal to 359.46% .				

Note: 1/ The acquisition of assets transaction is the acquisition of assets from MK's purchase of SIRI warrants from Rumbia Street (Thailand) limited which is not connected person of the company, which does not exceed 700 million units with the warrant price of THB 0.75 per unit, total amount not exceeding THB 525.00 million. This transaction occurred in June 2023 before MK became a subsidiary of the company. The highest transaction size of this transaction is equal to not more than 16.26% based on the total value of consideration basis.

2/ According to the Company Board of Directors Meeting No.5/2023, the Board of Directors Meeting has resolved to invest in MK in the amount of 196,311,160 shares total amount THB 883.40 Million. On August 9, 2023, the Company acquired shares in MK, resulting in the Company holding a total of 49.50 percent of MK shares. This made MK a subsidiary of the Company.

Investment in SIRI transaction is considered as the Company's asset acquisitions according to the Notifications on Acquisition or Disposition of Assets. The transaction size of the transaction is calculated based on the company and SIRI's consolidated financial statements ending as of June 30, 2023. The highest transaction size is 350.23 percent based on the net operating profits basis. After including the transaction size of the transaction in the previous 6-month period based on the net operating profits basis before the date of the Board of Directors Meeting, the total transaction size is equal to 359.46 percent. The transaction is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets as the total transaction size is equal to or more than 50 percent.

The Company has duty to disclose details which related to the transaction and comply with the Notifications on Acquisition or Disposition of Assets, Including the following duties:

1. To disclose information Memorandum regarding the acquisition of assets to the SET according to the Notifications on Acquisition or Disposition of Assets.
2. To arrange a shareholders' meeting to seek approval for the transaction which must be granted with no less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the vote of shareholders who have conflict of interest.

3. To appoint an Independent Financial Advisor to provide an opinion and related duties according to the Notifications on Acquisition or Disposition of Assets by submitting the report of the Independent Financial Advisor's opinion to the shareholders with the invitation letter for the shareholders' meeting. The Company has appointed FynnCorp Advisory Company Limited as an Independent Financial Advisor to provide an opinion on such Transaction.

However, the investment in SIRI Transaction is not considered a connected transaction according to the Announcement of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions, and 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 Transaction B.E. 2546 (as amended).

1.5. Details of the Assets Acquired

MK, as a subsidiary of the Company, will invest in the ordinary shares of SIRI in number of 700,000,00 shares by exercising the rights of SIRI warrant of 700,000,000 units with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit, in amount of THB 770,000,000, representing 4.08 percent of the total paid-up shares (Assuming only MK exercises the warrants in the upcoming exercise period) after the capital increase of SIRI from the exercise of SIRI warrants. In this regard, the details of SIRI are as follows:

General information

- | | | |
|---------------|---|--|
| Company name | : | Sansiri Public Company Limited |
| Business type | : | The company is divided into 3 main businesses: |
1. Real Estate Development Business: This involves developing various types of real estate projects for sale, including single-detached houses, townhouses, townhomes, shophouses, and condominiums.
 2. Real Estate Services Business: This includes providing services as a representative for buying, selling, and renting real estate properties. It also involves project sales management and comprehensive real estate management, encompassing both residential property management and asset building management. Additionally, it offers consultancy services in real estate, covering pre-project assessments, market research and analysis, and financial feasibility studies. Furthermore, it engages in businesses related to education, hotels, and other services such as lifestyle consulting.
 3. Investment Business: This entails investments in businesses that have the potential to drive and enhance the company's core

business or have the potential to complement the company's operations. This includes investments in two main areas: financial and digital asset services, and co-working space rental services.

Office Address : Siri Campus Building 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea, Vadhana Bangkok 10110

Date of incorporation : November 22, 1995

Registered capital : THB 20,343,625,722.40 (As of October 5, 2023)

Paid-up capital : THB 17,626,871,081.37 (As of October 5, 2023)

Paid-up shares : 16,473,711,291 shares

Par value (per share) : THB 1.07

Source: 56-1 One report of SIRI and Information from the SET

List of Top 10 shareholders

List of SIRI shareholders before entering into the Transaction

No	Shareholders	Before entering the transaction	
		No. of shares	% share
1	Thai NVDR Company Limited	1,716,981,883	10.43
2	UBS AG SINGAPORE BRANCH	1,498,394,480	9.10
3	The Viriyah Insurance Public Company limited	1,193,267,873	7.25
4	Ms. Chananda Thavisin	793,002,734	4.82
5	Mr. Wanchak Buranasiri	615,469,201	3.74
6	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	543,427,672	3.30
7	STATE STREET EUROPE LIMITED	386,466,212	2.35
8	Mr. Pipat Tiatawat	350,000,000	2.13
9	Mr. Apichart Chutrakul	321,900,000	1.96
10	RAFFLES NOMINEES (PTE) LIMITED	250,000,000	1.52
11	Others	8,804,801,236	53.45
Total		16,473,711,291	100.00

Note: Information as of August 29, 2023, from the website of the stock Exchange of Thailand

List of SIRI shareholders after entering into the Transaction

No	Shareholders	After entering the transaction	
		No. of shares	% share
1	Thai NVDR Company Limited	1,716,981,883	10.00

2	UBS AG Singapore Branch	1,498,394,480	8.72
3	The Viriyah Insurance Public Company Limited	1,193,267,873	6.95
4	Ms. Chananda Thavisin	793,002,734	4.62
5	M.K. Real Estate Development Public Company Limited	700,000,000	4.08
6	Mr. Wanchak Buranasiri	615,469,201	3.58
7	South East Asia UK (Type C) Nominees Limited	543,427,672	3.16
8	State Street Europe Limited	386,466,212	2.25
9	Mr. Pipat Tiatawat	350,000,000	2.04
10	Mr. Apichart Chutrakul	321,900,000	1.87
11	Raffles Nominees (Pte) Limited	250,000,000	1.46
12	Other	8,804,801,236	51.27
Total		17,173,711,291	100.00

Board of Directors

Currently, SIRI has 10 directors as follows:

Director Name	Position
Mr. Apichart Chutrakul	Chairman of the Board, Chairman of the Executive Committee, Chief Executive Officer
Mr. Jesadavat Priebjirivat	Vice Chairman, Independent Director, Chairman of the Audit Committee
Mr. Wanchak Buranasiri	Director
Mr. Thongchai Jira-Alongkorn	Director
Mr. Vichaya Chatikavanij	Director
Mr. Uthai Uthaisangsuk	Director
Mr. Supakorn Vejajiva	Director
Mr. Pornrat Amatavivadhana	Independent Director
Mr. Supanit Chaiyawat	Independent Director, Audit Committee
Mr. Kittichai Raktakanit	Independent Director, Audit Committee

Note: Information as of September 20, 2023, from the website of the stock Exchange of Thailand

Financial information

Statement of Financial Position

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Assets				
Current assets				
<i>Cash and cash equivalents</i>	3,006.63	2,181.01	2,659.68	4,222.65
<i>Trade accounts receivable and unbilled receivable</i>	1,667.01	1,385.33	982.56	1,019.79
<i>Real estate development for sales</i>	56,080.73	55,142.51	85,859.15	92,498.80
<i>Deposits for purchase of land and asset</i>	3,373.56	3,331.76	5,238.27	4,377.16
Total current assets	68,909.01	66,039.05	97,254.41	103,912.75

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Non-current assets				
<i>Investment properties</i>	2,711.63	3,930.83	4,818.50	4,619.55
<i>Land held for development</i>	27,610.49	30,465.56	7,351.69	7,316.57
<i>Land, building and equipment</i>	3,545.56	3,469.98	3,360.14	7,074.05
<i>Other intangible assets</i>	3,884.12	3,994.01	4,009.48	4,004.76
Total non-current assets	43,723.09	50,592.92	30,197.05	35,903.74
Total assets	112,632.10	116,631.98	127,451.47	139,816.50
Liabilities and shareholders' equity				
Current liabilities				
<i>Short-term loans from banks</i>	2,919.00	5,880.00	3,476.79	1,623.67
<i>Bills of exchange</i>	1,123.20	3,993.90	6,417.52	6,085.77
<i>Trade accounts payable</i>	2,214.30	1,084.11	1,235.42	1,745.29
<i>Current portion of long-term loans</i>	5,359.91	8,559.48	10,211.31	9,156.34
<i>Unsecured debentures - due within one year</i>	8,196.65	10,728.35	12,036.41	6,107.38
<i>Unearned income</i>	3,670.31	2,290.51	3,260.66	3,326.45
Total current liabilities	30,713.28	37,645.24	42,316.26	33,270.61
Non-current liabilities				
<i>Long-term loans - net of current portion</i>	14,455.78	9,596.62	8,290.28	9,019.98
<i>Long-term land purchase creditors</i>	-	-	-	5,962.10
<i>Unsecured debentures - net of current portion</i>	23,464.99	24,935.73	30,222.21	41,225.86
Total non-current liabilities	42,721.57	38,020.08	41,094.70	59,592.67
Total liabilities	73,434.86	75,665.32	83,410.96	92,863.28
Shareholders' equity				
<i>Share capital - Issued and paid-up</i>	15,903.13	15,924.87	15,967.75	16,981.50
<i>Share premium</i>	2,354.71	2,359.19	2,368.02	2,447.77
<i>Subordinated perpetual debentures</i>	4,973.74	4,973.74	4,973.74	4,973.74
<i>Retained earnings</i>	14,490.72	15,596.94	18,109.10	19,446.57
Total shareholders' equity	39,197.24	40,966.66	44,040.51	46,953.21
Total liabilities and shareholders' equity	112,632.10	116,631.98	127,451.47	139,816.50

Income Statement

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Revenues				
Revenues from sales of real estate	30,558.84	26,170.23	30,716.21	14,761.23
Revenues from business management services	2,751.29	1,687.06	1,678.58	1,229.12
Revenues from hotel management services	139.34	314.80	548.09	283.23

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Revenues from sales of construction materials	53.00	52.35	45.43	23.15
Revenues from projects for rent	119.09	155.59	209.69	90.93
Revenues from other services	211.57	261.88	514.11	444.57
Other revenues	874.12	915.84	1,271.38	1,660.42
Total revenues	34,707.26	29,557.75	34,983.48	18,492.65
Expenses				
Cost of real estate sales	22,909.90	17,319.27	19,834.32	9,781.82
Cost of business management services	1,974.96	1,121.68	1,071.02	644.80
Cost of hotel management services	472.90	728.19	1,022.55	526.16
Cost of construction materials sales	47.20	49.77	39.53	24.56
Cost of projects for rent	93.29	96.78	93.63	45.03
Cost of other services	269.99	290.95	529.54	452.56
Selling expenses	2,232.72	2,022.47	2,238.44	1,131.48
Administrative expenses	4,227.23	4,352.63	4,926.24	1,979.30
Total expenses	32,228.20	25,981.75	29,755.26	14,585.70
Operating profit	2,479.05	3,576.00	5,228.23	3,906.94
Share of profit from joint ventures	452.36	75.10	494.06	138.43
Share of loss from associates	(23.13)	(0.10)	(21.25)	3.84
Finance income	287.59	189.77	229.63	110.57
Finance cost	(977.80)	(1,165.42)	(737.43)	(236.76)
Profit before income tax expenses	2,218.07	2,675.35	5,193.24	3,923.02
Income tax expenses	(760.24)	(736.81)	(1,086.66)	(812.18)
Profit for the year	1,457.83	1,938.55	4,106.59	3,110.84

The information regarding SIRI can be further seen in attached document 2, which provides an overview of the business and financial performance of the company.

1.6. Total Value of Consideration and Term of Payment

The total consideration value is approximately THB 770,000,000, and MK will exercise the right of the warrants 700,000,000 units with an exercise price of THB 1.10 per unit and pay to SIRI by cash.

MK will exercise the right of warrants to purchase ordinary shares of SIRI during the period from the last business day of the fourth quarter of 2023 until no later than November 2, 2025; this is subject to the conditions as specified in the terms of the warrants of SIRI, which state that the warrant holders can exercise the right of the warrants once per quarter on the last business day of each quarter starting from the first quarter which they are allocated warrants by SIRI, The final exercise of the right can be made on the expiration date of the warrant, which is five years

from the issuance date. If the expiration date coincides with a non-business day, the warrant holders may exercise the final right on the last business day before that non-business day.

1.7. Basis for Determining the value of Consideration.

The criteria used to determine the value of consideration is based on the terms of the warrant to purchase SIRI shares, at an exercise ratio of 1 unit of warrant per 1 ordinary share at the exercise price of THB 1.10 per share

1.8. Source of Fund

The source of funds used for the transaction comes from MK's internal cash flow.

1.9. Expected Benefits of the Company

The company expects that this transaction will result in the following benefits:

- Investing in SIRI's common stock represents an investment in highly liquid assets, as it is a registered security in the Stock Exchange of Thailand. This investment also provides the opportunity for immediate selling of shares in the stock market, potentially yielding capital gains if SIRI's common stock appreciates in the future.
- This is an investment in a leading real estate development business in Thailand with a strong financial performance and developing various types of real estate projects for sale, including single-detached houses, townhouses, townhomes, shophouses, and condominiums. Considering SIRI's performance over the past three years, the company has demonstrated consistent growth. The net profits of SIRI for the fiscal years 2020 to 2022, and the second quarter of 2023, amounted to THB 1,458 million, THB 1,939 million, THB 4,107 million, and THB 3,111 million, respectively. These figures reflect the company's efficient operational capabilities.
- SIRI consistently pays dividends every year, which will provide MK with the opportunity to receive dividend income. This income can be utilized as working capital for business operations or other purposes. The dividend payment history of SIRI over the past five years is as follows:

Performance Period	Dividend Payment Date	Dividend (THB per share)
01 Jan 2023 - 30 Jun 2023	11 Sep 2023	0.10
01 Jan 2022 - 31 Dec 2022	17 May 2023	0.11
01 Jan 2022 - 30 Jun 2022	13 Sep 2022	0.04
01 Jan 2021 - 31 Dec 2021	20 May 2022	0.06
01 Jan 2020 - 31 Dec 2020	20 May 2021	0.04
01 Jan 2019 - 31 Dec 2019	12 May 2020	0.06
- ^{1/}	10 Sep 2019	0.02
01 Jan 2018 - 31 Dec 2018	14 May 2019	0.08
01 Jan 2018 - 30 Jun 2018	12 Sep 2018	0.04
01 Jan 2017 - 31 Dec 2017	11 May 2018	0.07

Note: 1/ It is a dividend payment of THB 0.02 per share from the accumulated profits of SIRI as of June 30, 2019.

- This serves as a risk diversification strategy for the Company's investments. Currently, the company has investment in real estate development, investment, and financial services. Therefore, exercising the right of warrants to purchase ordinary of SIRI in this instance will enable the Company to indirectly invest further in the company engaged in real estate development.

1.10. Conditions of the Entering into the Transaction

As entering into the transaction is the acquisition of asset according to the Notifications on Acquisition or Disposition of Assets; Type1 which require the approval of the resolution of the shareholder meeting by a vote of not less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the vote of shareholders who have conflict of interest. The company is required to send a notice of the shareholder meeting along with opinions from the Independent Financial Advisor to shareholders for a period of no less than 14 days before the shareholder meeting. Additionally, the company's board of directors has passed a resolution to propose this matter at the Shareholder Meeting No. 2/2023 which will be held on November 20, 2023, to seek approval for this transaction.

Furthermore, the investment transaction in SIRI will only proceed once it has received approval from the shareholder meeting of MK, which will be held on November 20, 2023, and absence of any events or actions that may have a significant negative impact on this transaction.

1.11. The Board of Directors' Opinion on the Transaction

The Company's Board of Director Meeting No. 8/2023, on September 29, 2023. The Board of Directors Meeting has a unanimous resolution to propose the Transaction for approval at the shareholder's meeting as the Company's Board of Director carefully considered that this Transaction is deemed appropriated, reasonable, and beneficial for the Company, MK, and the Company's shareholders. the Company's Board of Director thoroughly considered the Transaction details, anticipated benefits, potential risks, the initial source of funding for exercising the right of SIRI – PP, market price of SIRI in the past, and related information.

1.12. Opinion of the Audit Committee

The Audit Committee's opinion is not different from the opinion of the Board of Directors as specified in item 1.11 above.

2. IFA's opinion regarding the appropriateness and benefits of the asset acquisition

2.1. Purpose and Rationale of the Transaction

According to the MK Real Estate Development Public Company Limited ("MK")'s Board of Directors Meeting No. 4/2023 on June 19, 2023, the Board of Directors' Meeting has resolved to purchase the warrants to purchase ordinary shares of SIRI ("SIRI"), which has been issued in private placement ("Warrant of SIRI – PP" or "PP – Warrant"), the holder of SIRI warrants has the rights to purchase ordinary shares in the ratio of warrant 1 unit to 1 ordinary share (1 : 1) with the exercise price of THB 1.10 per share and it is valid for 2 years and 1 month (The valid term of SIRI warrants is 5 years from the issue date on November 3, 2020), from Rumbia Street (Thailand) limited which is not connected person, with a total not exceeding 700.00 million units with the price of THB 0.75 per unit, in total amount of not exceeding THB 525.00 million. The Board of Directors' Meeting of MK considered the availability of funds sufficient for the purchase of SIRI – PP warrants. It also evaluated the suitability of the SIRI-PP warrants' exercise price in comparison to the offered price for Warrant of SIRI – PP. Additionally, other aspects were taken into account, such as the potential to exercise the right of the Warrants of SIRI – PP in the future when the rise of market price of SIRI common shares. It was noted that SIRI-PP warrants are tradable and transferable outside the market. Following the approval by the Board of Directors' Meeting of MK, the purchase and sale mentioned above were executed. MK purchased Warrants of SIRI – PP on June 28, 2023.

Moreover, as the company primarily operates as a holding company and derives its revenue from investments in various businesses, it focuses on two main types of businesses:

- (1) Property Development and Investment Business
- (2) Direct Investment Business.

The vision and objectives of the company are providing returns to shareholders in term of dividends and enhancing the value of capital by utilizing the company's assets efficiently for strategic investments that can generate returns through both the value of shares and the efficiency of the group of companies in term of various aspects such as financial performance, corporate governance, employee training, development, compensation, and sustainability in business. Generally, FNS invests as a minority shareholder. Thus, investment in common shares of SIRI indirectly through MK is considered an investment aligned with the company's vision and objectives.

According to Board of Directors' Meeting No. 8/2023 held on September 29, 2023, a resolution was approved for MK, a subsidiary of the company, to invest in the ordinary shares of Sansiri Public Company Limited ("SIRI"), by exercising the right of warrants to purchase common share of SIRI which held by MK in the amount of 700.00 million units, by exercising ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per share, by exercising 700 million common shares of SIRI with the par value of THB 1.07 per share, with total investment amount of THB 770,000,000. MK will hold 4.08 percent of the total issued ordinary shares after the capital increase of SIRI. (Assuming only MK exercises the warrants in the upcoming exercise period).

2.2. Advantages, Disadvantages, and Risks of the Transaction

Advantage of the Transaction

1. This investment aligns with the company's vision and objectives.

As the company primarily operates as a holding company with a focus on investments in other companies, the intention is to generate income through dividends and increase the value of the company's invested capital. The company is strategically investing in companies that offer growth opportunities and have the potential to align with the company's vision and objectives, which are aimed at providing returns to shareholders in the form of dividend payments and enhancing the value of invested capital. This involves efficiently utilizing the company's assets for strategic investments that can yield returns both in terms of increased share value and improved operational efficiency across the group of companies. This approach encompasses various aspects, including financial performance, corporate governance, employee training, development, compensation, and overall business sustainability.

2. It is an investment in a business with high growth potential and opportunities.

SIRI is a leading real estate developer in Thailand, offering comprehensive residential products and services, which cater to every need, with high-quality and distinctive designs in the form of single-detached house, semi-detached house, townhome, and condominium. Additionally, SIRI has a policy of investing in businesses that promote the potential and value for the core current business in the future. This includes investments in various innovative technologies and developments in residential properties, hotel management, community malls, industrial real estate, financial and securities businesses, as well as other potential businesses. This will enhance the opportunities for income growth from various businesses, in addition to the real estate business. Moreover, following the easing of the COVID-19 pandemic, there is an increasing demand for residential properties due to the expected economic growth of the Thai economy. Also, the recovery of investments and tourism sectors is expected to lead to an increase in foreign investments and expatriates working in Thailand, which will positively affect the residential property market. (Source: Krungsri Research) Revealed during SIRI's business plan disclosure at the Analyst Meeting in Q2 2023, SIRI continues to focus on the real estate development business, with the development of both existing and new projects in 2023 totaling approximately THB 75,000 million.

Looking at SIRI's past performance over the last three years, the company has consistently shown substantial growth. The net profit of SIRI in the past three years, covering the years 2020 to 2022 and the first half of 2023, was THB 1,458 million, THB 1,939 million, THB 4,107 million, and THB 3,111 million, respectively. This demonstrates SIRI's efficient operational capabilities and enhances the company's potential for future revenue growth. Hence, the investment in SIRI indirectly of the Company is considered a strategic investment in a business with long-term potential and the opportunity to yield returns in the future.

3. It is an investment in a company with a consistent dividend payment, which is one of the avenues for receiving returns from investments.

Based on the efficient operation performance and growth potential of SIRI over the past three consecutive years, from 2020 to 2022, which can be examined by net profits, profit margins, and dividend yield ratios.

List	2020	2021	2022
Net profit	1,673.09	2,017.28	4,279.88
Net profit growth rate	(30.07%)	21.57%	112.16%
Net profit margin (percent)	4.82%	6.82%	12.23%

In the year 2022, there was a significant growth in net profit, with an increase of more than 112.16% compared to the net profit in 2021. This demonstrates an improved operational efficiency following the impact of the COVID-19 pandemic. Additionally, SIRI has maintained a consistent dividend policy, where dividends are not less than 50% of net profit from the consolidated financial statements, after deducting various types of reserves as required by law and the company's regulations. However, it's important to note that the dividend policy may be subject to change at the discretion of the company's board of directors. Such decisions will be taken into account the company's cash flow and investment commitments, as well as other future necessities and appropriateness. The dividend payment history of SIRI over the past five years is as follows:

Earnings cycle	Dividend payment date	Dividend (THB per share)	Dividend yield ratio ^{1/2/} (%)
01 Jan 2023 - 30 Jun 2023	11 Sep 2023	0.10	7.05
01 Jan 2022 - 31 Dec 2022	17 May 2023	0.11	8.72
01 Jan 2022 - 30 Jun 2022	13 Sep 2022	0.04	5.50
01 Jan 2021 - 31 Dec 2021	20 May 2022	0.06	5.04
01 Jan 2020 - 31 Dec 2020	20 May 2021	0.04	4.40
01 Jan 2019 - 31 Dec 2019	12 May 2020	0.06	12.31
-	10 Sep 2019	0.02	9.00
01 Jan 2018 - 31 ธ.ค. 2018	14 May 2019	0.08	9.20
01 Jan 2018 - 30 Jun 2018	12 Sep 2018	0.04	7.33
01 Jan 2017 - 31 Dec 2017	11 May 2018	0.07	6.49

Note: 1/ (Dividend per share/Share price) x 100

2/ Information from Setsmart

Therefore, by engaging in this transaction, MK has the opportunity to receive regular dividends from SIRI. These dividends can be utilized by MK as working capital or for other corporate purposes.

4. It represents an investment in assets with liquidity that allows for the consideration of suitable timing to realize returns from capital gains, based on the difference in stock prices.

In the event that the shareholders' meeting of the Company approves MK's investment in SIRI through the exercise of the rights to purchase the newly issued ordinary shares of SIRI, this will lead to MK holding common shares of SIRI, amounting to 700 million shares, or approximately 4.08% of the total common shares issued by SIRI following the capital increase (Assuming only MK exercises the warrants in the upcoming exercise period). Investing in SIRI

represents an investment in liquid assets, as SIRI's common shares are registered securities in the Stock Exchange of Thailand (SET), which can be easily traded. Additionally, SIRI's common shares are categorized within the SET 100 index. If we consider SIRI's stock trading data in the securities market, it reveals that the average trading volume over the past 7 to 360 days ranged from THB 1.72 to 1.94, with an average trading volume ranging from 185.53 million to 350.03 million shares. The turnover ratio of SIRI stocks (the ratio of the trading volume to the total number of shares outstanding) for the past year is approximately 1.46%. When compared to the turnover ratio of the real estate development industry over the past year nearly 0.41%, it indicates that SIRI's stock is relatively more liquid. Both the company and MK will earn a return from the price difference between the selling price of SIRI shares and the cost of acquisition of the warrants at THB 0.75 per unit including the exercise price of THB 1.10 per unit, respectively. In other words, the company and MK can earn a return from the price difference when selling SIRI shares at a price greater than THB 1.85 per share.

5. This investment also serves as a means to diversify the risk associated with the Company's investments.

This investment also serves as a means to diversify the Company's risk exposure. Currently, the Company has investments in real estate development and direct investment in various companies. Increasing the number of companies investing has the potential to reduce the overall annual return volatility of the Company, aligning with financial principles of asset allocation. Therefore, exercising the right to convert the warrants into SIRI shares in this instance not only allows the Company to make indirect investments in SIRI, a real estate development firm, but also acts as a risk mitigation strategy for the Company's investment portfolio.

6. It is an investment that is certain in terms of the number of shares and the amount of capital.

This transaction provides certainty regarding the number of shares and the amount of capital invested. It is achieved by exercising the rights to convert convertible warrants representing 700 million units of SIRI at a conversion ratio of 1 unit for a newly issued ordinary share, priced at THB 1.10 per share. Upon conversion, this will result in a total of 700.00 million common shares, par value at THB 1.07 per share, representing an investment of THB 770.00 million. This investment represents approximately 4.08% of the total common shares outstanding after the capital increase of SIRI. This approach is considered suitable, especially when compared to purchasing shares in the stock market, where share prices fluctuate based on market conditions, making it more challenging to precisely determine the total investment amount.

Disadvantages of Entering into the Transaction

1. Entering an Investment Transaction in SIRI without Controlling Interest

Engaging in an Indirect Investment in SIRI through the exercise of the warrants held by MK. These warrants provide MK with the privilege to cast votes as a shareholder but do not grant them any managerial control. Following the acquisition of these common shares, MK's equity stake in SIRI stands at 4.08% of the total registered capital (Assuming only MK exercises the warrants in the upcoming exercise period), signifying a relatively minor ownership.

While this investment in SIRI's common shares in this instance does not entail having authority to influence the direction of SIRI's operations, it is considered an investment in a business with long-term growth potential. It offers the possibility of future returns from this investment. Furthermore, it may enhance the opportunities for developing the real estate businesses of both companies in the future.

2. Investing in SIRI without conducting Due Diligence. However, information about SIRI, which has been publicly disclosed, was considered to make an informed investment decision in SIRI.

The investment made by MK lacks a comprehensive due diligence process. Due diligence involves the thorough examination of various aspects of a company, such as its business operations, financial status, legal standing, and tax compliance. The absence of this process may result in MK missing critical information or potential risks that could have negative consequences. However, Both the company and MK have considered SIRI's publicly disclosed information to make informed investment decisions. The analysis suggests that SIRI has significant growth potential and is engaged in real estate development, aligning with the company's business strategy. This investment is expected to yield returns in the form of dividends and price differences when trading SIRI shares. Moreover, SIRI is a registered company in the stock market and is obligated to adhere to the regulatory requirements for publicly traded companies. This includes practices like appointing an audit committee that acts as a proxy for shareholders in overseeing and monitoring business operations. SIRI's financial statements are subject to regular examination by certified auditors, and internal control systems are audited annually. The findings are reported to shareholders through annual reports which will help the company and MK to have confidence that SIRI conducts its business operations in compliance with the law and within regulatory guidelines. Furthermore, as a listed company on the stock market, SIRI must comply with the market's standards and regulations set by the Securities and Exchange Commission (SEC). SIRI is required to disclose its business operations and transactions in accordance with these regulations.

3. The possibility of MK's voting rights will decrease to less than 4.08% of the total issued shares of SIRI due to the exercise of the remaining warrants and the allocation of new shares to other investors.

By entering this transaction, there is a possibility for MK's voting rights to be reduced to less than 4.08% of the fully paid-up shares of SIRI. This reduction in voting rights may occur due to the issuance of convertible warrants to the directors, management, employees of SIRI and/or subsidiary companies' SIRI (the 8th Employee Stock Option Plan: ESOP#8), which was approved in 2020. The ESOP#8 allows for the issuance of 700 million units with a conversion right at a rate of 1 unit per share, priced at THB 1.10 per share, and with a 5-year expiration period. As of the date of this transaction, 330.98 million units have already been converted, leaving 364.57 million units remaining.

Furthermore, SIRI received approval at its Annual Shareholders Meeting No. 25/2020 on July 24, 2020, to allocate up to 1,400 million ordinary shares at par value of THB 1.07 per share through a Private Placement. These shares can be allocated all at once or in part and may be distributed in a single instance or in several tranches. It is important to note that these shares should be allocated to financially stable investors who can contribute to and promote the operation of SIRI. However, Individuals eligible to receive an allocation of ordinary shares under the General

Mandate must meet specific criteria that is the recipients should not be the connected person, and they must demonstrate a high degree of financial stability. This entails having the financial capacity and resources to invest confidently in SIRI. Additionally, they should possess the requisite knowledge, expertise, experience, or potential that can prove beneficial to SIRI's operations. Moreover, the pricing of ordinary shares allocated under the General Mandate must adhere to a minimum threshold, which ensures that it is not lower than 90% of the prevailing market price at the time of issuance. It's noteworthy that SIRI has passed resolutions to extend the timeframe for the allocation of shares through the General Mandate during shareholder meetings held on 29 April 2021, 29 April 2022, and 2 May 2023. As of the current date, no allocations have been made to any investors under the General Mandate.

Additionally, there are remaining 70 million units of warrants (PP-Warrants) held by others, excluding the 700 million units held by MK. This issuance of these PP-Warrants was in accordance with resolutions passed during SIRI's shareholder meetings, specifically part of the authorization to offer warrants for the purchase of ordinary shares, up to a maximum of 2,500 million units without considering the offering value and with a subscription rate of 1 unit of warrant for each 1 ordinary share. The exercise price for these warrants is set at THB 1.10 per unit, with a lifespan of 5 years, starting from the date of issuance of the warrants for allocation to investors who will subscribe and receive convertible bonds with the specified redemption terms upon the company's dissolution (perpetual bond), totaling no more than THB 2,500 million in cumulative offering value, subject to the share warrant issuance limit approved by the shareholders. In accordance with the resolution passed at the Annual General Meeting of Shareholders No. 24/2019 of SIRI, held on April 29, 2022, investors were authorized to receive one share warrant for each one THB of subscription for perpetual bond, up to a total allocation of THB 2,500 million. SIRI subsequently issued a total of THB 2,050 million of perpetual bonds, subsequently issued 2,050 million share warrants for the subscription of common shares (SIRI offered to sell perpetual bonds totaling THB 2,050 million, which resulted in the issuance of 2,050 million units of PP-Warrants, each granting the right to purchase additional common shares).

A summary of the remaining rights in the ESOP#8 program, the allocation of common shares through a General Mandate, and the PP-Warrant as of September 28, 2023. The details are as follows:

Years	Remaining rights in the ESOP#8 program (in units)
ESOP#8	
2021	679,680,000
2022	639,608,029
2023	364,573,029
PP-Warrant	
2021	2,050,000,000
2022	2,050,000,000
2023	770,000,000

Note: there have been no allocations of ordinary shares under the General Mandate to any investors, since its approval by the shareholders in 2020 and its subsequent extension in 2021 - 2023

A summary of the warrants not yet exercised.

Name of warrant	Number of warrants not yet exercised (in units)	exercise rate (Warrant: shares)	Offering price (THB per unit)	Exercise price (THB per share)	Warrant expiration date
ESOP#8	364,573,029	1 : 1	0.00	1.10	5 years from the date the warrants are issued and offered for sale
PP-Warrant	770,000,000	1 : 1	0.00	1.10	2 November 2025

In the future, after MK has completed the transaction, if there are individuals who exercise their rights according to the warrants of the ESOP#8 scheme, which amounts to 364.57 million units, and the warrants received from the subscription of perpetual bonds, totaling 70.00 million units, this will result in Control Dilution to MK. The details are as follows:

Control Dilution	$= \text{Number of capital increase shares} / (\text{Number of shares issued and paid after exercising MK's PP-Warrant} + \text{Number of capital increase shares})$ $= 434,573,029 / (17,178,161,291 + 434,573,029)$ $= 2.47 \%$
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Note : The calculation of dilution, as per the table above, does not include the allocation of additional common shares under the General Mandate

When considering the table provided, the overall dilution effect on the existing shareholders (Dilution Effect) in this transaction will be as follows: The impact on the proportion of existing shareholders (Control Dilution) will result in a decrease of 2.47% of the proportion held by the existing shareholders, which would lead to MK holding 3.97% of the paid-up shares of SIRI. However, after this transaction, if there are further uses of the remaining rights under the warrants or if SIRI allocates additional common shares under the General Mandate to specific individuals, this may lead to a further decrease in MK's proportion of shares in SIRI, along with a decrease in the proportion of voting rights.

4. May miss the opportunities for investing in other businesses.

MK will have to use a cash amount of THB 770.00 million to exercise the conversion rights of the PP-Warrants to acquire 700.00 million SIRI shares, representing 4.08% of the total common shares issued and paid-up by SIRI after the capital increase (Assuming only MK exercises the warrants in the upcoming exercise period). This transaction will significantly reduce the cash flow within MK, which may limit MK's ability to invest in certain real estate development projects or other businesses with potential and suitable returns in the future due to constraints on investment capital.

Furthermore, it is anticipated that MK will exercise the conversion rights of the PP-Warrants into common shares in one or more tranches during the period from the last business day of the fourth quarter of 2023 until November

2, 2025. This approach aligns with the exercise period specified in the warrant terms, allowing MK to gradually invest in SIRI without the need for a lump-sum cash outlay.

5. MK may lack liquidity in conducting its business.

MK's participation in this transaction provides a capital source from its internal cash flow of THB 770.00 million which may potentially affect MK's liquidity in conducting its core business that requires significant capital for various real estate developments. To mitigate this liquidity concern, it is anticipated that MK will exercise the right of the warrants converted into ordinary shares of SIRI. This conversion right can be exercised in stages, either in a single instance or multiple instances, within the defined timeframe starting from the last business day of Q4 2023 and ending no later than November 2, 2025, as specified in the terms and conditions of the PP warrants. This approach allows MK to invest in SIRI without using the entire capital amount all at once, which can help alleviate the liquidity burden for the company.

MK's cash balances and cash equivalents have consistently increased each year, indicating a positive trend over the last three years. Also, the net cash flow from operations has remained positive over this period. These financial data points suggest that MK's business operations are efficiently managed. The table below summarizes MK's cash flows, highlighting the company's focus on prioritizing operating cash flows before considering investments in other areas.

List (unit: THB million)	2020	2021	2023	6-month 2023
Net Cash flows from (used in) operating activities	491.70	1,419.11	572.14	1,632.09
Net Cash flows from (used in) investing activities	(195.80)	(2,118.30)	(1,215.84)	93.11
Net Cash flows from (used in) financing activities	(239.30)	707.35	878.56	(1,585.95)
Net increase (decrease) in cash and cash equivalents	56.60	8.17	243.49	139.25
Cash and cash equivalents at beginning of the year	107.42	164.02	172.19	415.67
Cash and cash equivalents at end of the period	164.02	172.19	415.67	554.62

Risk of entering into the transaction

1. The risk that the performance of SIRI's operations may not meet expectations.

SIRI is a leading real estate development company in Thailand, offering a diverse range of residential products and services, including single-detached house, semi-detached house, townhouses, and condominiums. In addition, SIRI has a proactive investment policy aimed at enhancing the potential and value of its core businesses in the future. This includes investments in technology and innovation within the real estate sector, hotel management, community malls, industrial property development, financial services, and securities, as well as other potential businesses to increase revenue opportunities beyond its real estate core. However, SIRI is exposed to various risks that can impact its operations, such as land acquisition for project development, rapid land price adjustments, land scarcity in strategic locations, and increased market competition. Additionally, rising construction material costs due to rising labor and transportation costs have been impacting the company's margins. The fluctuating economic conditions have a direct

effect on consumer purchasing power, especially in the real estate sector, as real estate is a high-value asset that depends heavily on financing. Interest rate changes can affect the viability of projects in which the performance of SIRI's operations may not meet expectations. To mitigate these risks, SIRI has formed partnerships with strategic allies to increase potential in land acquisition, project development, and expansion. Furthermore, it has set up a dedicated unit to closely monitor price changes in construction materials and to respond effectively to market shifts to efficiently manage its business operations. Moreover, if the business performance of SIRI does not meet expectations, it can affect the returns and dividends that MK receives as a shareholder.

2. The risk that MK faces is possible losses from investing in SIRI common stock.

MK's investment in SIRI common stock through the exercise of conversion rights from the warrant is THB 700.00 million shares. With an exchange rate of 1 unit to buy 1 SIRI share at a price of THB 1.10 per unit, the total investment amounts to THB 770.00 million. This transaction carries the risk that the market price of SIRI common stock may be lower than the warrant's conversion price, which could impact on the company's financial results. Realizing losses from the fair value adjustment of common shares of SIRI, combined with the potential future scenario where MK may need to sell common shares of SIRI at a price lower than their acquisition cost, could result in losses for MK. These losses would, in turn, impact both the company's financial results and its shareholders. Additionally, based on the historical stock prices of SIRI in the past 360 days, the lowest recorded price was THB 0.98 per share, the highest was THB 2.04 per share, and the weighted average price was between THB 1.72 and 1.94 per share. Therefore, the company's board should conduct a thorough and comprehensive assessment of this investment to mitigate risks effectively and consider the benefits to the company and its shareholders.

3. The risk stemming from MK's future financial flexibility.

MK's participation in this transaction provides a capital source from its internal cash flow of THB 770.00 million which may potentially affect MK's liquidity in conducting its core business that requires significant capital for various real estate developments. To mitigate this liquidity concern, it is anticipated that MK will exercise the right of the warrants converted into ordinary shares of SIRI. This conversion right can be exercised in stages, either in a single instance or multiple instances, within the defined timeframe starting from the last business day of Q4 2023 and ending no later than November 2, 2025, as specified in the terms and conditions of the PP warrants. This approach allows MK to invest in SIRI without using the entire capital amount all at once, which can help alleviate the liquidity burden for the company.

MK's cash balances and cash equivalents have consistently increased each year, indicating a positive trend over the last three years. Also, the net cash flow from operations has remained positive over this period. These financial data points suggest that MK's business operations are efficiently managed. The table below summarizes MK's cash flows, highlighting the company's focus on prioritizing operating cash flows before considering investments in other areas.

List (unit: THB million)	2020	2021	2022	6-month 2023
Net Cash flows from (used in) operating activities	491.70	1,419.11	572.14	1,632.09
Net Cash flows from (used in) investing activities	(195.80)	(2,118.30)	(1,215.84)	93.11
Net Cash flows from (used in) financing activities	(239.30)	707.35	878.56	(1,585.95)
Net increase (decrease) in cash and cash equivalents	56.60	8.17	243.49	139.25
Cash and cash equivalents at beginning of the year	107.42	164.02	172.19	415.67
Cash and cash equivalents at end of the period	164.02	172.19	415.67	554.62

Furthermore, when considering MK's debt-to-equity ratio, it has remained consistently below 2 for all three years, which indicates that MK continues to maintain a favorable financial leverage level. This level is well within the constraints defined for the debt securities in terms of the maximum allowable debt-to-equity ratio not exceeding 2 : 1. This suggests that MK retains the ability to secure additional loans from financial institutions if necessary.

List	2020	2021	2022	Q2 2023
The ratio of interest-bearing debt to equity	1.45	1.68	1.91	1.84

4. The market price risk of SIRI may not be suitable for exercising rights under the limited-term warrant conditions.

If the shareholders of the Company and MK approve the investment in SIRI through the exercising of the Warrants of SIRI - PP, and the market price of SIRI is lower than the exercise price combined with the acquisition cost of the warrants, MK's Board of Directors may consider not exercising the rights. This decision could result in missing the opportunity to receive dividends as common shareholders of SIRI. Additionally, if MK decides not to exercise the right of the warrants due to an inappropriate market price for SIRI, and there is no sale of the warrants, which have an expiration date on November 2, 2025, it may lead to potential recording of losses from the unexercised rights. MK had purchased the rights at a unit price of THB 0.75 per unit, with a total investment of THB 525.00 million. Nevertheless, the Board of Directors of MK and the Company are aware of these possibilities and will carefully consider decisions that are in the best interest of the shareholders.

5. The risk of MK's voting rights decreasing to less than 4.08% of the total issued shares of SIRI due to the exercise of the remaining warrants held by other individuals, and the allocation of new shares to other investors

There is a risk that MK may have voting rights reduced to less than 4.08% of the fully paid shares of SIRI. This could occur because of the exercise of rights from convertible warrants within the ESOP#8 program granted to the board of directors, management, employees of SIRI, and its subsidiaries, as well as the issuance of the warrants issued in accordance with perpetual Bonds of SIRI. Furthermore, SIRI may allocate additional capital increase shares to specific investors through a General Mandate.

2.3. Advantages and Disadvantages of not entering into the transaction.

Advantages of not entering into the transaction\

1. Not to lose the opportunity to invest in other businesses through MK.

If the company does not approve MK's investment in SIRI through the exercise of rights of the PP - warrants, MK will not need to utilize the internal cash flow of THB 770.00 million. This would prevent the company from missing out on the opportunity to invest in other ventures or expand different aspects of the business, which may offer higher returns than converting the rights from the Convertible Debenture into SIRI shares. Furthermore, it would result in lower risks, or the company could opt to invest the funds in short-term instruments to maintain MK's liquidity.

2. No transaction risk.

Due to the proposed transaction, there is a potential risk that it could have an impact on the company. Therefore, choosing not to proceed with the transaction would eliminate the risk associated with this particular investment.

Disadvantage of not entering into the transaction

1. The company and MK may miss out on investment opportunities in businesses with significant growth potential which could have provided returns, profits, and cash flows to both the company and MK.

Considering that SIRI operates a diverse business with substantial long-term growth potential, especially after the relaxation of COVID-19 restrictions and the recovery of the tourism sector, there is a renewed confidence in the economic recovery. This has led to a surge in property investment by numerous foreign buyers, both in residential and condominium sectors due to increased demand. Moreover, SIRI's consistent payment of dividends over the years, combined with its dividend policy of not less than 50% of net profits (after various legally required reserves), after the deduction of various reserves, as required by law and the company, it's important to note that the dividend payment policy can be subject to adjustments as determined by the SIRI's board of directors. These adjustments will take into consideration SIRI's cash flow, investment obligations, and other future necessities. If the company does not approve MK's participation in this transaction, MK may miss the opportunity to receive dividend payments from SIRI over the long term, along with any potential capital gains resulting from changes in the stock price.

2. The Company and MK may miss the opportunity to invest in SIRI from the limited-term warrants that could lead to MK recording losses from expired warrants.

Due to this transaction, the use of the convertible rights of the convertible warrants by MK is expected. It is anticipated that MK will exercise the conversion rights of the convertible warrants in SIRI on the last business day of the fourth quarter of 2023 but not later than November 2, 2025. Therefore, if the Company does not approve the transaction in this round, MK may miss the opportunity to invest in the warrants that are due to expiration on November 2, 2025. This may result in recording losses due to the acquisition of the warrants, which were previously purchased but are not used for conversion. MK acquired the warrants at a price of THB 0.75 per unit, purchasing a total of 700 million units, equivalent to THB 525 million. Nevertheless, it's important to note that the SIRI - PP rights can be sold to

other individuals through off-market transactions as long as the rights have not expired, and there are interested buyers for the SIRI - PP rights.

Summary of the appropriateness of engaging in this transaction.

After analyzing the advantages, disadvantages, and risks of this transaction, the financial advisor's opinion is that this transaction will benefit both the company and its shareholders. In particular, this transaction may offer opportunities to generate income through dividend payments and capital gains from the shares of SIRI. As it involves investing in assets registered on the main stock exchange and with relatively high liquidity, considering the returns from the price difference of the stock, where the exercise price of the rights is THB 1.10 per share, and when combined with the cost of obtaining the SIRI – PP warrants at THB 0.75 per unit (1 unit of the rights can be converted into 1 common share), the total cost of acquiring the shares would be THB 1.85 per share. This cost is approximately in line with the weighted average price of SIRI shares over a period ranging from 7 to 360 days, which falls between THB 1.72 and THB 1.94 per share. This suggests that MK might potentially realize a profit from investing in SIRI shares, even without factoring in dividend returns. Hence, the Independent Financial Advisor believes that participating in this transaction is appropriate. However, it's important to note that MK, a subsidiary of the Company, might be exposed to potential losses resulting from the investment in SIRI common shares. Additionally, this transaction will require the utilization of internal cash flows within MK, amounting to THB 770.00 million, which could affect the liquidity and financial stability of MK's core operations. Additionally, MK can gradually exercise its conversion rights, which helps reduce the burden of raising capital all at once.

3. IFA's Opinion on the reasonableness of the price of the Acquisition of Assets

Due to entering this transaction, it will be occurred from exercise the right to convert the warrant to purchase SIRI Share, which does not trade shares between major shareholders of SIRI or purchasing additional shares in manner that has change in control significantly affects the SIRI. IFA has limited access to SIRI internal information. Therefore, IFA has prepared their opinion based on publicly disclosed information about SIRI, other related companies associated with SIRI, information received from the Company and MK, and/or relevant parties involved in this transaction. However, IFA has conducted their responsibilities with the utmost integrity and in adherence to the highest standards, prioritizing the interests of the shareholders.

However, the opinion of the IFA is based on the assumption that the aforementioned information and key documents are complete, accurate and correct. It also takes into consideration the current situation and information that is perceptible. Any changes in these factors may have significant implications for business operations and can affect the decision-making process of shareholders in assessing the rationality of the proposed asset price in this instance.

The IFA has considered the rationality of the fair value through various methods, including the following 5 methods:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Price Approach
4. Price to Book Value Ratio Approach or P/BV Ratio
5. Price to Earnings Ratio Approach or P/E Ratio

In general, the Discounted Cash Flow (DCF) Approach is a method that reflects the ability to generate profits and cash flow for a business in the future. It assesses the present value of the net cash flow that shareholders are expected to receive in the future, based on past performance, economic assumptions, and future business plans. This method is considered suitable for business valuation. However, since the independent financial advisor does not have access to internal information of SIRI and cannot interview SIRI's management, detailed information about past operations, or future business plans and project specifics, including sales status, revenue recognition, cash receipts, construction progress, cost recording, and particularly, project development costs, is not available. Given these limitations, the Independent Financial Advisor has determined that using this method without sufficient data and numbers could lead to an inappropriate valuation and therefore, this method is not evaluated.

By assessing the fair value using each method, the following details can be summarized:

3.1. Book Value Approach

This method of valuation is based on the book value of net assets (Total asset minus total liabilities) and is equivalent to the portion of SIRI equity attributable to shareholders, it is then divided by the number of shares to obtain

the book value per share. The information used for this calculation is based on SIRI reviewed financial statements as of June 30, 2023, which have been examined by EY Office Company Limited, conducted by Ms. Pimjai Manitkajohnkit, Certified public Accountant License No. 3972. The details are as follows:

No.	Detail	Value (THB Million)
1	Issued and Paid-up capital	16,981.50
2	Share premium	2,447.77
3	Subscription received in advance from exercise of warrants	605.55
4	Subordinated perpetual bonds	4,973.74
5	Warrants	29.42
6	Capital reserve for share-base payment	67.90
7	Retained earnings	19,446.57
8	Other components of shareholder's equity	819.41
9	Equity attributable to owner of the Company (9) = (1) + (2) + (3) + (4) + (5) + (6) + (7) + (8)	45,371.85
10	Total paid-up shares (Million share) ^{1/}	16,478.16
11	Book value per share (THB) (11) = (9) / (10)	2.75

Note: 1/ Total of 16,478,161,291 share, with the par value of 1.07 THB as of October 5, 2023

Based on this valuation method, the value of SIRI is determined to be THB 45,371.85 million or THB 2.75 per share. However, it is important to noted that the Book Value Approach reflects the financial position at a given point in time and the recorded asset values, without considering future profitability and operational performance of SIRI, as well as its competitiveness, economic trends, industry outlook, growth potential, and future investments. Therefore, the IFA believes that the Book Value Approach is not suitable for assessing the fair value of SIRI's common shares.

3.2. Adjusted Book Value Approach

By this approach, the share value is derived from the SIRI total assets, reduced by total liabilities, commitments and contingent liabilities as shown in the financial statements as of June 30, 2023 and adjusted by the item occurred after the end of accounting period or the items that may better reflect the actual value such as asset revaluation or impairment to reflect prevailing market value of net assets, reversal of allowance for doubtful account of bad debt, dividend payment, share repurchase, etc. then divided by total number of paid-up shares. The details of the share price adjustment are as follows:

Adjustment of book value based on transactions or events occurring after the closing date of the financial statements as of June 30, 2023

Since IFA cannot access internal information of SIRI, IFA therefore considers adjusting SIRI's book value according to transactions or events that occurred after the closing date of the financial statements as of June 30, 2023, that were publicly disclosed as follows:

- 1) Dividend payment of SIRI: At the Board of Directors meeting held on August 11, 2023, it resolved to approve the proposed dividend payment at the rate THB 0.10 per share, totaling not more than THB 1,646.37 million.

- 2) Exercise of rights ESOP#8: According to the report on the results of the exercise of ESOP#8 (F53-5) as of July 1, 2023, to October 5, 2023, information has been disclosed that ESOP#8 has been exercised in the amount of 57.10 million unit, with an exercise price of THB 1.10 per unit. The capital increase resulting from this exercise grants them the right to trade these shares on the stock exchange. Which will result in SIRI having a capital increase from the exercise of ESOP#8 in amount of THB 61.10 million and a premium (deficit) on ordinary shares resulting from the exercise of the right of THB 1.71 million. In total, SIRI receives THB 62.81 million and sees an increase of 57.10 million shares issued and paid.
- 3) SIRI has multiple legal cases related to allegations of breaches of agreements to purchase and to sell and torts that are disclosed in SIRI's financial statements, all of which ended as of June 30, 2023. These legal cases are pending court consideration and do not have clear outcomes yet. SIRI's management believes that there is no significant risk of incurring any losses, or they will be able to settle with the counterparty. However, the Independent Financial Advisor has used the loss amount in their calculations, dividing them into two cases: one where SIRI may have to incur expenses or debt obligations due to these legal cases (Case 1) and another where there are no expected expenses or debt obligations resulting from these legal cases (Case 2). *More information about SIRI's legal cases can be found in Attached Document 2, which provides an overview of the business operations and performance of the company, Sansiri Public Company Limited.*

From the above information, IFA can calculate the value of SIRI's shares by the adjusted book value approach, according to the accounts according to the transactions or events that occurred after the closing date of the financial statements as of June 30, 2023, as follows:

No.	Details	Case 1	Case 2
		Value (THB Million)	Value (THB Million)
1	Total Shareholder's equity of the Company	45,371.85	45,371.85
2	Less – Dividend payment of SIRI	1,646.37	1,646.37
3	Add – Capital increase from the exercise of ESOP#8 (Jul – Oct 2023) ^{2/}	62.81	62.81
4	Less – Expense or liabilities from Litigations that maybe occur ^{3/}	1,741.00	-
5	Total shareholder's equity of the Company after adjusting the capital increase (5) = (1) - (2) + (3) - (4)	42,046.85	43,787.85
6	Total paid-up shares (Million share) ^{1/}	16,478.16	16,478.16
7	Book value per share (THB) (7) = (5) / (6)	2.55	2.66

Note: 1/ Total of 16,478,161,291 share, with the par value of 1.07 THB as of October 5, 2023

2/ Details of ESOP#8 from report on results of exercise of ESOP#8 (F53-5) between July 1, 2023, and October 5, 2023.

3/ From SIRI's Financial statement for the second quarter of 2023, ending on June 30, 2023

Based on this valuation method, the value of SIRI is determined to be between THB 42,046.85 million – THB 46,787.85 million or THB 2.55 – 2.6 per share. Adjusted Book Value Approach can only reflect SIRI's financial position as of June 30, 2023, and the adjusted value of various items, but does not reflect profitability and the competitiveness of the business in the future. Due to limitations in access to information, IFA adjusted the value of SIRI shares based

on publicly available information only. It does not adjust the value of the assets reappraised by the independent appraiser because IFA does not have access to SIRI's appraisal report that can reflect the latest market price of the assets. Therefore, IFA has an opinion that this valuation approach may not be appropriate for the valuation of SIRI ordinary shares and may not reflect the true value of SIRI at this time.

3.3. Market Price Approach

This method of valuation utilizes the Volume Weighted Average Price (VWAP) derived from the past trading of SIRI securities on the SET. THE VWAP reflects the weighted average price based on trading volume during different time periods, which captures the market demand and supply dynamics of SIRI's shares. It represents the perspective of investors in the SET who have an interest in SIRI's shares. The following details provide a visual representation of the chart.



Source: from www.setsmart.com the historical stock trading data for the past 3 years starting from September 28, 2023

The IFA has considered the volume-weighted average price of SIRI's stock (total value of the company's stock trading divided by total volume of the company's stock trading). The time periods include 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, 270 days, and 360 days prior to the transaction date proposed in the Board of Directors' Meeting.

Market Value ^{1/} : (THB million)	Prior time periods								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Trade Value of SIRI	460.48	414.49	678.44	722.56	552.83	494.58	466.75	405.26	319.79
Trade Volume of SIRI	257.50	224.69	350.03	374.22	288.07	260.01	249.35	227.71	185.53
Share price of SIRI (THB / Share)	1.79	1.84	1.94	1.93	1.92	1.90	1.87	1.78	1.72

Market Capital of SIRI ^{2/}	29,467.67	30,397.75	31,938.51	31,816.50	31,623.42	31,344.23	30,844.89	29,326.89	28,402.65
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Note: 1/ Source from www.setsmart.com data as of September 28, 2023, which is the business day preceding the 8th/2023 meeting of

Company's board of director

2/ Total number of fully paid-up share of 16,478,161,291 share, with a par value of THB 1.07. which is the number of shares before the Company transaction.

Based on this valuation method, the value of SIRI, representing the value attributed to shareholders, falls within the range of THB 28,402.65 – 31,938.51 million or THB 1.72 – 1.94 per share.

Market Price approach is a mechanism that is determined by the demand and supply of investor towards the share of the business, which can reasonably reflect the value of the share at that time as well as fundamental factors and the needs of the general investor toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value of price of the business. SIRI is classified in the SET100 during the period from July 1, 2023 – December 31, 2023 (SET100 price index is a stock price index used to show the level and price movement of 100 common stocks with high market capitalization, trading is consistently highly liquid and minority shareholders meet the required criteria (Source: www.set.or.th)), which is considered a stock with high market value. There is sufficient liquidity through the demand mechanism and the supply can reflect the value of the stock. The common stock price of SIRI in the past has consistently increased, in line with SIRI increasing net profit each year, starting from 2020 and this also reflects significant new or events. Therefore, IFA is of the opinion that this valuation approach should be appropriate for the valuation of SIRI ordinary shares and reflect the true value of SIRI at this time.

3.4. Price to Book Value Ratio Approach or P/BV Ratio

This valuation method uses the book value of SIRI according to the reviewed consolidated financial statements as of June 30, 2023, which is equal to THB 2.75 per share multiplied by the median of the closing price to average book value (P/BV) ratio of companies similar to SIRI. The Independent Financial Advisor applied the criteria to select companies that have business models and product offerings closely resembling those of SIRI in the market. Specifically, focus on business related to the development of properties, such as single-detached houses, townhouses, and condominiums. These companies have shown profitability in the most recent four quarters and have been listed on the Stock Exchange for more than 360 days with a trading history, it should be noted that out of the 46 companies assessed, only 21 met the specified criteria.

List of companies engaged in real estate development such as single-detached houses, townhomes and condominiums.

Unit: THB million

Order	Initials	Nature of business ^{1/}	Market Value ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
1	A ^{4/}	The company operates in two main business segments: Property Development and Service Businesses. The Property Development segment comprises three	4,900.00	14,299.41	2,705.42	(201.66)

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		categories, which are single houses, townhomes, and condominiums, covering a wide range of price levels to cater to different customer needs. The Service Business segment encompasses post-sale services and property leasing, which synergize with the Property Development business to assist investors in finding tenants and buyers. The Project Management business focuses on post-transfer property management and community malls				
2	AKS ^{4/}	<p>Operating in real estate business with a primary focus on residential property development, including single houses, twin houses, townhouses, commercial buildings, and condominiums, as well as providing construction contracting services for houses.</p> <p>The business activities of the group of companies can be summarized as follows:</p> <ol style="list-style-type: none"> 1. Land Acquisition and Development: Involves purchasing land, developing it, and selling the developed projects. 2. Development of Land with Infrastructure: Develops land with infrastructure in place. 3. Contracting for House Construction: Provides construction services for customers who have purchased land from the company. 4. Sales Management: Manages the sale of properties in other real estate development projects. 5. Hotel and Resort Operations: Engages in the hotel and resort business. 6. Service Businesses: Includes activities such as leasing commercial space and project management services. 	936.84	7,208.05	1,179.71	(55.65)
3	ANAN ^{4/}	Operating in the real estate development sector, including condominium projects, housing allocation projects, and townhouses in the Bangkok metropolitan area and its outskirts. Additionally, focusing on product design and construction innovation.	3,041.36	39,728.74	3,185.11	(115.18)
4	AP	Operating in real estate development business in various forms, including single houses, townhomes, and condominiums. Additionally, involved in other related businesses such as real estate investment consulting, property management, environmental system	37,121.61	79,176.04	28,657.04	5,596.46

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		development to support quality of life, and innovation design business.				
5	ASW	ASW is a holding company which has subsidiary operating core business companies that operate in property development for sale, including condominium, single house, townhome and home office.	7,732.44	18,355.74	4,784.88	1,059.83
6	BRI	Development of horizontal residential property including detached houses, semi-detached houses and townhomes	6,995.27	16,189.76	5,083.72	1,418.29
7	BROCK ^{4/}	The company is involved in the development of various types of real estate, including townhouses, commercial buildings, twin houses, and single houses, under the project name "Rock Garden Home".	1,845.00	1,303.34	810.72	0.48
8	CGD ^{4/}	The company is engaged in real estate development and investment in real estate.	2,810.48	17,837.83	4,644.60	64.40
9	CI ^{4/}	The company operates in 4 types of business: 1. Develop home and land development business, residential condominiums for sale 2. Rent or sell office buildings and shopping centers 3. Hotel business 4. Manage office buildings, condominiums, housing estates and real estate project management	575.96	11,228.84	2,233.35	(205.56)
10	CMC ^{4/}	CMC operates 3 main businesses as follows. 1. Residential property development business includes condominium, townhouse, townhome and single detached house, focused mainly on condominium. 2. Business of property development for lease 3. Construction contractor business and furniture and wall manufacturing business	1,365.33	6,818.16	1,572.95	(228.62)
11	EVER ^{4/}	The company is real estate development, primarily in single-family homes, townhomes, commercial buildings, and condominiums for sale and expand operations into the hospital business	873.86	7,061.81	1,947.21	(332.07)
12	KC ^{4/}	Property development including detached houses, semi-detached houses and townhomes.	325.22	972.23	897.90	(98.33)
13	LALIN	Its principal activity is property development for sales includes single detached house, semi-detached house, townhouse, and condominium.	7,955.00	15,433.86	4,703.36	1,046.70
14	LH	The Company focuses on the development of quality residential projects in the category of detached houses,	93,207.76	128,422.19	23,865.31	7,045.49

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		townhouses and residential condominiums for sale to target customers according to the needs of customers at different price levels by focusing on project development in Bangkok and boundaries and projects in the large provinces such as Chiang Mai, Chiang Rai, Nakorn Ratchasima, Khon Kaen, Maha Sarakham, Udon Thani, Prachuap Khiri Khan, Ayutthaya, and Phuket.				
15	LPN	The business is divided into two main categories: real estate development, which includes condominiums, single-detached houses, and townhomes, and real estate services.	5,904.05	25,778.15	8,487.52	505.50
16	MJD	The Company and its subsidiaries are principally engaged in the development of properties for sales and hotel business, focusing in high end condominium that emphasizes on luxurious and exclusive lifestyles.	1,144.35	18,042.66	2,726.14	(341.53)
17	NCH	The Company operates its principal business as a real estate developer for trade in various areas such as house for sell including the land development, providing construction services, condominium for sell, providing rental space in club house, etc.	1,456.98	5,358.73	2,686.65	269.99
18	NOBLE	The real estate development business includes various types of residential properties such as vacant land, single- detached houses, townhouses, and condominiums, both in low-rise and high-rise configurations	5,559.82	23,573.21	7,392.57	660.07
19	NUSA ^{4/}	The company engages in real estate development in various formats, including single-detached houses, townhouses, and condominiums. Additionally, it is involved in various other businesses, including rental services, tourism, and other services like golf course management, medical/healthcare products, medical services, agriculture, and industrial sectors	6,271.79	15,855.92	1,826.13	(435.83)
20	NVD	The company operates in real estate development for sale, which includes land development for both in-project and off-project allocations. They develop residential projects such as single-family homes, townhomes, home offices, and condominiums. Furthermore, the company also provides construction services for houses to clients, both within projects	3,075.29	13,759.02	2,197.51	83.74

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		developed by the company and in projects developed jointly with landowners (Turnkey Solution).				
21	ORI	The company develops condominium-type real estate properties along mass transit rail stations within the Bangkok metropolitan area and its suburbs. Additionally, they provide services related to the real estate business, including tenant procurement services and property management services for corporate condominium projects developed solely by the company.	24,418.52	57,836.90	11,322.29	3,552.23
22	PEACE ^{4/}	Property development for sales, focusing on horizontal residential developments for sale.	2,005.91	2,389.42	1,840.14	304.34
23	PF	The Company and subsidiaries are mainly involved with the property development for sale. The projects involve the development of single detached houses, townhouses, and low-rise condominiums. The projects of the company and subsidiaries are located in Bangkok and peripheral areas as well as potential provinces.	3,203.55	52,586.17	8,765.55	431.25
24	PRECHA	The Company is principally engaged in the property development mainly on home offices, single-detached houses, and condominiums	349.44	461.18	831.99	(2.56)
25	PSH	The company operates as a holding company, investing in businesses related to real estate development, hospital services, and other sectors. Its primary revenue source is from the real estate development business for single-detached houses, townhouses, and condominiums.	27,794.01	71,650.64	21,258.15	3,481.10
26	QH	<p>The company operates in real estate development for sale and leasing, as well as investing in other companies and real estate mutual funds. These operations can be categorized as follows:</p> <ul style="list-style-type: none"> - Real Estate Development for Sale: Residential property development, including single houses and condominium units. - Real Estate Leasing: Hotel services, Leasing office spaces. - Property Management: Management of hotels, apartments, office buildings, and residential properties for rent. 	24,000.21	43,651.35	7,664.31	2,557.31

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		- Investment: Both direct and indirect real estate investments.				
27	RML ^{4/}	he company's primary business involves real estate development for sale. Additionally, the company engages in other related businesses, including: 1. Real Estate Development for Sale (including buying or co-investing in other companies.) 2. Real Estate Development and/or Ownership for Leasing. 3. Property Management Services for both residents and investors. 4. Real Estate Brokerage Services:	1,835.89	8,056.98	933.49	(261.99)
28	S ^{4/}	The company's main businesses are in real estate and related businesses, including residential property development, commercial real estate, hotel operations, and industrial estate and infrastructure development	7,333.48	71,539.31	10,554.68	358.76
29	SA ^{4/}	Develop residential real estate for sales, including condominiums, houses, townhomes and home offices, and offer juristic person management service for the Company's projects.	7,991.10	19,947.52	2,666.33	185.15
30	SAMCO ^{4/}	focus of the real estate development is on horizontal residential projects, with an emphasis on providing post-sale maintenance services for the projects.	821.50	6,126.06	1,976.52	106.20
31	SC	The comprehensive real estate development includes: 1. Sales business, such as single-detached homes, townhouses, and residential condominiums. 2. Leasing and property services. 3. Consulting and management services in areas like management, engineering, and support systems.	16,827.15	59,736.09	16,242.58	2,714.91
32	SENA	Engaging in the residential real estate development business, consisting of single-detached houses, townhouses, commercial buildings, townhouse and condominiums- Engaging in rental business such as apartments for rent, small shopping (community mall) and office building business – Engage golf course business- Engage in solar electricity business- Engage in juristic person management business- Engage in residential construction business- Engage in real estate agent and brokerage business	3,980.67	24,161.91	3,678.74	476.66
33	SPALI	The Company engages in the operation of real estate development projects include 1) detached houses,	39,451.69	84,683.56	26,429.68	7,701.50

Order	Initials	Nature of business ^{1/}	Market Vakue ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
		duplex houses, townhouses, and condominiums projects in a variety of areas throughout Bangkok and provincial 2) office buildings for rent in the commercial districts and 3) hotel business in the provincial				
34	A5 ^{4/}	The company invests in other businesses and follows a policy to invest in companies involved in real estate and related businesses. The types of real estate currently developed include condominium projects along the mass transit rail lines in Bangkok and its suburbs, as well as single-detached and semi-detached houses projects.	5,587.36	2,739.41	782.19	14.69
35	ALL ^{4/}	The company is engaged in the development of residential real estate in both high-rise and low-rise formats. This includes low-rise and high-rise condominium projects. Additionally, the company is involved in the development of residential properties in a horizontal layout, which includes townhome projects. The company also provides services related to real estate development, including acting as agents and intermediaries in the sale of real estate for international markets.	90.23	4,605.03	645.40	(2,223.40)
36	ARIN ^{4/}	The company operates in the real estate development business for various property types, including single-detached houses, semi-detached houses, townhomes, and commercial buildings, under the brand name "Arinsiri.	2,388.00	826.17	143.24	(21.63)
37	BLESS	The developer of residential real estate for sale. The various types of real estate comprising of detached houses, semi-detached, townhomes, and low-rise condominiums.	528.00	2,295.98	612.82	33.14
38	CHEWA ^{4/}	The company is engaged in the real estate development business for residential purposes, including condominiums and horizontal residential properties such as single-detached houses, semi-detached houses, and townhomes	739.52	6,254.76	1,716.15	(25.70)
39	DHOUSE ^{4/}	The company is involved in the real estate development business for various residential properties for sale. This includes single-detached houses, semi-detached houses, townhomes, home offices, and commercial buildings in the northeastern region of the country.	722.40	744.03	86.37	(24.08)

Order	Initials	Nature of business ^{1/}	Market Value ^{2/}	Total Assets ^{2/}	Total Income ^{3/}	Net Income ^{3/}
40	JAK	Jakpaisan Estate Public Company Limited is a company engaged in the development of real estate for sale in both horizontal and condominium projects.	441.60	872.30	109.39	7.34
41	KUN ^{4/}	The business is involved in the development of horizontal real estate properties for sale, including single-detached houses, townhouses, and commercial buildings.	1,378.36	2,687.88	857.94	46.43
42	PROUD	Engaging primarily in real estate development with a focus on developing projects in key locations in both Bangkok and seaside tourist destinations, including condominiums and single-detached houses.	1,860.37	2,575.19	3,192.88	157.55
43	SENX ^{4/}	Property development business for sale, including condominiums, single houses, and commercial buildings.	2,646.00	5,463.52	1,086.41	(81.95)
44	SVR ^{4/}	Real estate developer engaging in low-rise residential properties e.g. single houses, semi-detached houses, townhouses and commercial buildings.	923.10	1,678.97	504.80 ^{5/}	(0.65) ^{5/}
45	THANA ^{4/}	Operating a real estate development business that focuses on selling allocated houses with land	565.85	1,124.73	727.50	14.94
46	TITLE ^{4/}	A company engaged in real estate development with a focus on developing unique condominium projects for sale in strategically located areas with high potential.	2,396.70	1,394.82	757.62	(28.98)

Notes: 1/ Data from 56-1 One-Report of each company

2/ Market capitalization and total assets as of June 30, 2023, from SetSMART.

3/ Total revenue and net profit for the latest 12 months up to June 30, 2023, from SetSMART.

4/ The criteria used by the independent financial consultant to evaluate the value of SIRI shares do not include companies that meet the following conditions: 1) Companies engaged in similar businesses related to the development of residential real estate, such as single-family homes, townhomes, and condominiums. 2) Companies with recent financial performance that have shown losses in the last four quarters. 3) Companies registered in the securities market for more than 360 days for backward trading.

5/ The total revenue and net profit information of SVR for the last 6 months until June 30, 2023, due to SVR's registration on the stock market on February 8, 2023.

The IFA utilizes the moving average of the Price to Book Value (P/BV) ratio of registered companies for comparison. The calculation involved averaging the moving average values of the P/BV ratio for the selected group of companies over different time periods. The time periods (trading days) include 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, 270 days, and 360 days. The resulting value is divided by the book value of the respective company. Here is a summary.

P/BV: (Times) ¹	Prior time periods								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
AP	1.01	1.02	1.02	1.00	0.98	0.99	1.01	0.98	0.98

P/BV: (Times) ¹	Prior time periods								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
ASW	1.31	1.31	1.29	1.25	1.24	1.24	1.27	1.29	1.31
BRI	1.44	1.47	1.53	1.51	1.53	1.62	1.81	1.89	2.04
LALIN	0.88	0.88	0.88	0.88	0.88	0.89	0.91	0.93	0.94
LH	1.92	1.95	1.98	1.95	1.94	2.01	2.11	2.14	2.11
LPN	0.50	0.51	0.51	0.51	0.51	0.53	0.53	0.54	0.55
MJD	0.24	0.24	0.25	0.25	0.25	0.26	0.26	0.27	0.27
NCH	0.47	0.47	0.47	0.48	0.50	0.51	0.55	0.59	0.61
NOBLE	0.47	0.47	0.47	0.48	0.50	0.51	0.55	0.59	0.61
NVD	0.63	0.62	0.63	0.63	0.63	0.64	0.63	0.63	0.64
ORI	1.33	1.36	1.38	1.36	1.37	1.42	1.52	1.55	1.57
PF	0.26	0.27	0.28	0.28	0.28	0.28	0.29	0.30	0.31
PRECHA	0.98	1.02	1.00	0.88	0.86	0.88	0.98	1.08	1.19
PSH	0.63	0.64	0.65	0.64	0.63	0.63	0.64	0.64	0.64
QH	0.87	0.88	0.88	0.87	0.86	0.88	0.89	0.89	0.88
SC	0.78	0.81	0.82	0.84	0.83	0.83	0.85	0.83	0.80
SENA	0.50	0.50	0.51	0.52	0.53	0.56	0.60	0.64	0.66
SPALI	0.83	0.84	0.85	0.85	0.85	0.86	0.91	0.93	0.92
BLESS	0.47	0.47	0.47	0.48	0.50	0.51	0.55	0.59	0.61
JAK	1.02	0.98	0.96	0.96	0.98	0.99	1.02	1.06	1.10
PROUD	1.30	1.33	1.32	1.25	1.21	1.24	1.35	1.63	1.68
Median	0.85	0.86	0.86	0.85	0.85	0.87	0.92	0.95	0.97
Book Value per share (THB/Share) ^{2/}	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75	2.75
Value per share (THB/Share) ^{2/}	2.34	2.37	2.38	2.34	2.34	2.40	2.52	2.62	2.68
Value (THB million) ^{3/}	38,476.57	39,041.40	39,207.04	38,602.44	38,607.85	39,478.55	41,572.62	43,172.96	44,161.52

Note: 1/ Data from Setsmart as of September 28, 2023

2/ SIRI's book value on the audited financial statements ending on June 30, 2023, is equal to THB 45,371.85 million, the book value per share is THB 2.75 per share

3/ Total number of fully paid-up share of 16,478,161,291 shares, with a par value of THB 1.07 as of October 5, 2023

Based on this valuation method, the value of SIRI is estimated to be in the range of THB 38,476.54 – 44,161.52 million or THB 2.34 – 2.68 per share. However, it should be noted that the selected group of 21 companies engaged in real estate development, including single-detached houses, townhomes, and condominiums. However, each company differs in terms of size, capital structure, ownership in subsidiary companies and joint ventures, and operations, which can impact net profit and accumulated profit as a component of the book value, and this valuation method does not take into account the future profit-making potential and operational performance of SIRI. **Therefore, the IFA believes that using the price to book value ratio method may not be appropriate for assessing the fair value of SIRI common shares.**

3.5. Price to Earnings Ratio Approach or P/E Ratio

This method of valuation utilizes the Earnings per share (EPS) of the latest four quarters, based on the audited financial statements as of December 30, 2022, and the reviewed financial statements as of September 30, 2022, March 31, 2023, and June 30, 2023, which amount to THB 0.38 per share. It is then multiplied by the average price to earnings (P/E) ratio of a selected group of companies, as mentioned in the previous section. Here is a summary of the details.

P/BV: (Times) ^{1/}	Prior time periods								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
AP	6.79	6.88	6.90	6.74	6.62	6.59	6.56	6.33	6.46
ASW	7.36	7.37	7.25	6.81	6.55	6.48	6.74	7.01	7.20
BRI	4.99	5.12	5.31	5.34	5.43	5.67	6.34	6.85	8.08
LALIN	7.60	7.62	7.66	7.27	7.14	6.96	6.78	6.53	6.41
LH	13.50	13.75	13.95	13.58	13.43	13.54	13.68	13.85	14.07
LPN	11.83	11.92	11.92	11.50	11.41	11.34	11.11	12.01	13.58
MJD ^{5/}	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
NCH	5.39	5.45	5.47	5.21	5.20	5.16	5.26	5.54	6.09
NOBLE	5.39	5.45	5.47	5.21	5.20	5.16	5.26	5.54	6.09
NVD	36.62	36.45	36.67	37.44	38.03	34.44	26.17	19.22	16.15
ORI	6.90	7.05	7.15	6.89	6.89	7.04	7.37	7.39	7.55
PF	7.59	7.88	8.07	7.80	7.75	40.54	60.67	47.82	39.31
PRECHA ^{5/}	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
PSH	8.03	8.16	8.25	8.98	9.17	9.33	9.82	10.31	10.79
QH	9.43	9.52	9.58	9.75	9.87	10.07	10.38	10.84	11.41
SC	6.36	6.61	6.77	6.88	6.87	6.91	7.24	7.38	7.31
SENA	8.41	8.42	8.48	7.60	7.35	6.95	6.22	5.52	5.25
SPALI	5.20	5.29	5.34	5.21	5.13	5.15	5.20	5.15	5.19
BLESS	5.39	5.45	5.47	5.21	5.20	5.16	5.26	5.54	6.09
JAK	199.39	192.84	187.56	209.56	222.38	213.22	206.53	165.64	129.55
PROUD	4.64	4.78	4.73	4.16	3.68	3.85	13.49	20.40	20.40
Median	8.97	9.07	9.14	8.98	8.94	10.57	11.86	11.29	10.97
Earnings per share (THB/Share) ^{2/}	0.38	0.38	0.38	0.38	0.38	0.38	0.38	0.38	0.38
Value per share (THB/Share) ^{2/ 4/}	3.41	3.45	3.47	3.41	3.40	4.02	4.51	4.29	4.17
Value (THB million) ^{3/ 4/}	56,158.01	56,773.87	57,213.76	56,223.05	55,988.34	66,218.58	74,292.40	70,701.72	68,686.96

Note: 1/ Data from Setsmart as of September 28, 2023

2/ Net Profit (attributable to the parent company) for the past 12 months from July 1, 2025, to June 30, 2026, amounted to THB 6,262.64 million. This translates to Earnings Per Share (EPS) of THB 0.38 per share.

3/ Total number of fully paid-up share of 16,478,161,291 shares, with a par value of THB 1.07 as of October 5, 2023

4/ The calculations for both the per-share value and the total value of shares do not include MJD and PRECHA due to a lack of available data. Additionally, JAK's data has been excluded as it contains significant outliers.

5/ MJD and PRECHA have no data available because the net profit of those companies has been negative for the past 12 months, making it impossible to calculate the P/E ratio.

Based on this valuation method, the value of SIRI is estimated to be in the range of THB 55,988.34 – 74,292.40 million or THB 3.40 – 4.51 per share. However, it should be noted that the selected group of 18 companies engaged in real estate development, including single-detached houses, townhomes, and condominiums. However, each company differs in terms of size, capital structure, and operations, which can impact net profit, and this valuation method does not take into account the future profit-making potential and operational performance of SIRI. **Therefore, the IFA believes that using the price to book value ratio method may not be appropriate for assessing the fair value of SIRI common shares.**

3.6. Summary of the IFA's Opinion on the Appropriateness of the price for investing in SIRI shares

Based on the evaluation of SIRI stock valuation, a summary can be drawn for the calculated values from each method as follows:

Approach	SIRI stock value (THB/Share)	SIRI Value (THB million)	IFA Opinion
1. Book Value Approach	2.75	45,371.85	Not suitable
2. Adjusted Book Value Approach	2.55 – 2.66	42,046.85 – 43,787.85	Not suitable
3. Market Value Approach: VWAP	1.72 – 1.94	28,402.65 – 31,938.51	Suitable
4. Price to Book Value Ratio Approach	2.34 – 2.68	38,476.57 – 44,161.52	Not suitable
5. Price to Earnings Ratio Approach	3.40 – 4.51	55,988.34 – 74,292.40	Not suitable

Note: Total number of fully paid-up share of 16,478,161,291 shares, with a par value of THB 1.07 as of October 5, 2023

The valuation methods have different advantages and disadvantages, reflecting the suitability of each method. Here are the characteristics of each of the 5 valuation methods.

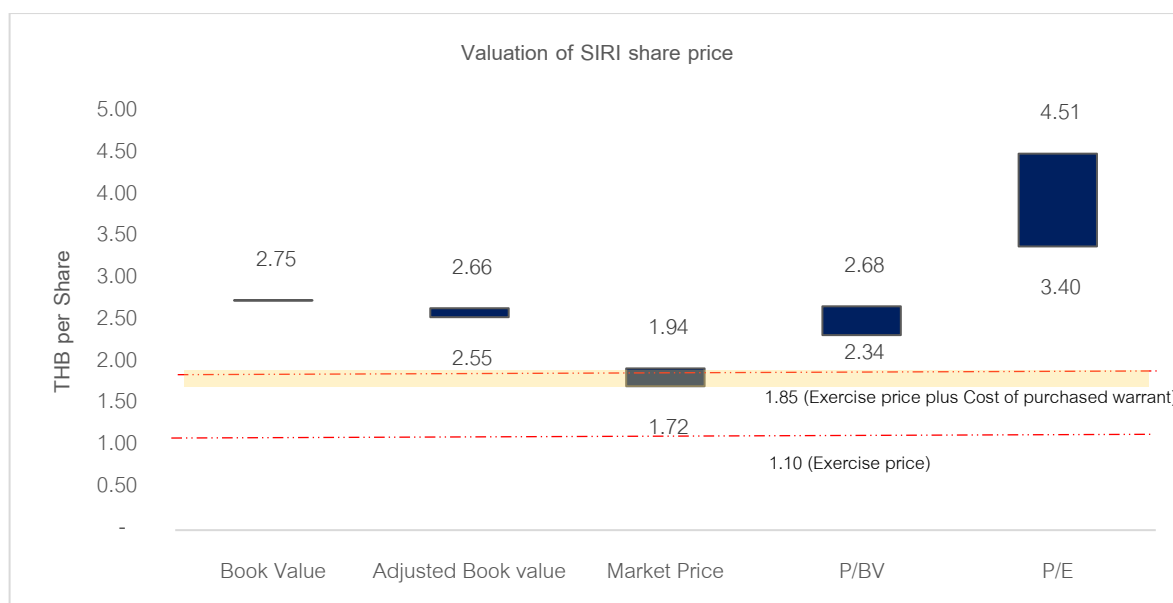
1. Book Value Approach Considers the financial position at specific point of time and the recorded value of assets without considering the Company ability to generate and its future performance. It does not consider the Company competitive abilities, economic trends, and the overall industry landscape. Therefore, the IFA believes that this method is not suitable to estimate the fair value of SIRI common stock and cannot reflect the true value of the Company. **Hence, the IFA considers that using this method is not appropriate for assessing the fair value of SIRI common stock.**
2. Adjusted Book Value Approach can only reflect SIRI financial position as of June 30, 2023, and the adjusted value of various items, but does not reflect profitability and the competitiveness of the business in the future. Due to limitations in access to information, IFA adjusts the value of SIRI shares based on publicly available information only, it does not adjust the value of assets reappraised by the independent appraiser because IFA does not have access to SIRI's appraisal report that can reflect the latest market price of the assets. **Therefore, IFA has an opinion that this valuation approach may not be appropriate for the valuation of SIRI ordinary shares and may not reflect the true value of SIRI at this time.**
3. Market Price approach is a mechanism that is determined by the demand and supply of investor towards the share of the business, which can reasonably reflect the value of the share at that time as well as

fundamental factors and the needs of the general investor toward the potential and the growth of the business in the future. In some cases, the historical market price of a share can therefore be used as a reference price and an appropriate way to reflect the true value of the price of the business. Especially, SIRI is classified in the SET100 during the period from July 1, 2023 – December 31, 2023 (SET100 price index is a stock price index used to show the level and price movement of 100 common stocks with high market capitalization, trading is consistently highly liquid and minority shareholders meet the required criteria (Source: www.set.or.th)), which is considered a stock with high market value. There is sufficient liquidity through the demand and the supply mechanism can reflect the value of the stock. The common stock price of SIRI in the past has consistently increased, along with SIRI increasing net profit each year, starting from 2020 and this also reflects significant new or events. Therefore, IFA is of the opinion that this valuation approach should be appropriate for the valuation of SIRI ordinary shares and reflect the true value of SIRI at this time.

4. Price to Book Value Ratio Approach considers the financial position of the Company at a specific point of time by comparing it to the average ratio of the reference group of companies. The valuation assumes that SIRI should have a potential similar to other companies in the group, without taking into account its future profitability and performance. The IFA compared SIRI with 21 companies in the stock exchange. However, these 21 companies have differences in terms of capital structure, ownership in subsidiaries and joint ventures, and operation, which can impact net profit and accumulated profit as a component of the book value. Consequently, there may be variations in assessing the fair value of SIRI common stock using this method. Therefore, the IFA believes that using the price to book value ratio method may not be appropriate for assessing the fair value of SIRI common shares.
5. Price to Earnings Ratio Approach considers the profitability of the Company by comparing it to the average ratio of the reference group of companies. This approach is popular and widely used as a valuation method. However, similar to other approaches, it assumes that SIRI should have comparable potential to other companies within the group. The IFA assumes comparing SIRI to the 18 listed companies; However, these companies differ in their size, capital structure, and operation, which directly affect the net profit on each company used in the calculation. Therefore, the IFA believes that using the price to book value ratio method may not be appropriate for assessing the fair value of SIRI common shares.

Independent Financial Advisor opinion about the transaction price

Based on the valuation of SIRI by the IFA, the share value calculated from five approaches can be summarized as shown in the following figure:



The Independent Financial Advisor opines that the most appropriate valuation method of SIRI in this case is the Market Price Approach, which is commonly used by investors to assess business value. According to this approach, SIRI value is estimated to be between **THB 1.72 – 1.94 per share**. When considering the exercise price of warrant to purchase SIRI share is THB 1.10 per share, together with the cost of purchasing warrant at THB 0.75 per unit (exercise ratio of 1 unit having the right to purchase 1 common share), the total cost is THB 1.85 per share. When comparing this to the fair value of SIRI which has been assessed, the value is higher (lower) than the exercise price by THB (0.13) – 0.09 per share, or approximately (6.83) – 4.77 percent. Therefore, it is concluded that the exercise price of the warrant in this transaction is appropriate, as it falls within the range of fair value assessed by the Independent Financial Advisor. Therefore, the Independent Financial Advisor opinion that the investment value of MK in this transaction in amount of THB 770.00 million to exercise the right to purchase SIRI shares in this transaction is appropriate.

4. Summary of the Independent Financial Advisor's opinion on the overall investment in SIRI

According to Board of Directors' Meeting No. 8/2023 of FNS Holdings Public Company Limited (the "Company") held on September 22, 2023, the Board of Directors has resolved to approve to investment in the ordinary shares of Sansiri Public Company Limited ("SIRI") by M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company, by exercising the right of warrants to purchase ordinary share of SIRI that MK holds for a total of 700,000,000 units, with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit. As a result, MK will hold 700 million common shares of SIRI with a par value of THB 1.07 per share, with total investment amount of THB 770,000,000, representing 4.08 percent of the paid-up capital after the capital increase of SIRI (Assuming only MK exercises the warrants in the upcoming exercise period). However, this investment in SIRI shares through MK is in line with the Company vision and objectives. Since the Company is a Holding Company that focuses on investing in real estate development and direct investment businesses, aiming to provide returns to shareholders in the form of dividends and increase the value of capital.

However, the investment in SIRI transaction would occur when receiving approval from the shareholders meeting of MK, which will be held on November 20, 2023. It also requires approval from the shareholders meeting of the Company, which will also be held on November 20, 2023. Additionally, there is not any situation or events which will result in significantly negative effects on this transaction.

Appropriateness and benefits of entering into the transaction.

From the analysis of advantages, disadvantages, and risks of entering into the transaction, IFA has an opinion that entering into the transaction will be beneficial to the Company and shareholders, especially entering into the transaction will create an opportunity to generate income from dividends and capital gains from selling shares in the stock exchange during the desired period. The exercise price of the SIRI – PP warrant at THB 1.10 per unit, along with the cost of purchase warrant at THB 0.75 per unit (1 unit having the right to purchase 1 common share), resulting in a total cost per share of THB 1.85 per share. When compared to the market price approach over the past 7 – 360 trading days, the range was between THB 1.72 – 1.94 per share. It may lead to a profit for MK from the investment in SIRI shares. However, investing in SIRI shares is an investment in assets that are listed on the stock exchange with liquidity and can be traded on the stock exchange.

Furthermore, Considering the investment in SIRI share, MK would hold approximately 4.08 percent of the total common shares issued by SIRI after the capital increase (Assuming only MK exercises the warrants in the upcoming exercise period). Which SIRI is a leading property developer in Thailand with a continuous growth in net profits. The net profit of SIRI for the past 3 years from 2022 to the first half of 2023 were THB 1,458 million, THB 1,939 million, THB 4,107 million, and THB 3,111 million, respectively, representing the efficient operational capabilities of SIRI. Additionally, SIRI has consistently distributed dividends over the past 5 years, which could be of benefit for both the Company and MK in terms of dividends for working capital or other purposes in the future. Therefore, the IFA opines this transaction is appropriate. However, entering into this transaction will reduce MK voting rights due to the exercise

of the right of remaining warrant held by other investors. There is also a risk of loss from investing in SIRI shares if they are sold below the cost at which MK acquired them. Additionally, there is liquidity risk for MK as it will use internal cash flows for this investment. However, MK can gradually exercise its conversion rights, which helps reduce the burden of raising capital all at once. Therefore, the Company's board of directors must consider investing for the utmost benefit of the Company and shareholders.

Appropriateness of the transaction price

From summary table comparing the value of SIRI according to various valuation methods with the exercise price of SIRI - PP

Approach	Fair value (THB / Share) (1)	Exercise price (THB / Share) (2)	Cost of purchasing warrant (THB / Unit) (3)	More than (Less than) the cost of acquire share (THB / Share) (4) = (1) – (2) – (3)	More than (Less than) the cost of acquire share (Percentage)
1. Book Value Approach	2.75	1.10	0.75	0.90	48.88
2. Adjusted Book Value Approach	2.55 – 2.66	1.10	0.75	0.70 – 0.81	37.93 – 43.64
3. Market Value Approach: VWAP	1.72 – 1.94	1.10	0.75	(0.13) – 0.09	(6.83) – 4.77
4. Price to Book Value Ratio Approach	2.34 – 2.68	1.10	0.75	0.49 – 0.83	26.25 – 44.90
5. Price to Earnings Ratio Approach	3.41 – 4.51	1.10	0.75	1.55 – 2.66	83.71 – 143.77

Note: Fair value according to the opinion of IFA

The Independent Financial Advisor opines that the most appropriate method valuing SIRI in this case is the Market Price Approach, which is commonly used by investors to assess business value. According to this approach, SIRI value is estimated to be between **THB 1.72 – 1.94 per share**. When considering the exercise price of warrant to purchasing SIRI share is THB 1.10 per share, along with the cost of purchasing warrant at THB 0.75 per unit (exercise ratio of 1 unit having the right to purchase 1 common share), totaling is THB 1.85 per share. When comparing the fair market value of SIRI determined through the Market Value Approach, the value is higher (lower) than the exercise price by THB (0.13) – 0.09 per share. Therefore, it can be concluded that the transaction price in this case is appropriate, as the cost of acquiring the shares falls within the range of fair value assessed by the Independent Financial Advisor. Thus, The Independent Financial Advisor believes that the transaction price in this transaction is appropriate.

In this regard, the decision to vote, approve or not approve this transaction is at the discretion of each shareholder. Shareholders are advised to study all information contained in the Opinion of Independent Financial Advisor Report and all of the documents sent together with the invitation of the Extraordinary General Meetings of the Shareholders in order to be used in consideration of making decisions and voting carefully.

FynnCorp Advisory Company Limited, as an independent financial advisor appointed by the Company, confirms that FynnCorp has carefully considered and provided the above opinions in a professional and thorough manner, taking into account the significance of the benefits to the minority shareholders.

Yours Sincerely

FynnCorp Advisory company Limited



(Mr. Pornbhuda Rijiravanich)

Director



(Mr. Suchat Olanaranon)

Supervisor

in financial advisory division

Attached document 1: Overview of business operations of FNS Holdings Public Company Limited.

1. General information

Company Name	: FNS HOLDINGS PUBLIC COMPANY LIMITED
Head Office Location	: 345 Surawong Raod, 345 Surawong Building, 6th Floor, Suriyawong, Bangrak, Bangkok 10500, Thailand
Telephone	: 02-697-3700
Fax	: 02-697-3779
Type of Business	: The Company is an investment holding company with a portfolio of interests that can be categorized under two main businesses : (1) Real Estate Development and Investment (2) Direct Investment
Registration Number	: 0107545000080
Home Page	: http://www.fnsplc.com
Registered Capital	: THB 3,458,554,400.00 as of 28 September 2023
Paid-up Capital	: THB 2,503,255,325.00 as of 28 September 2023
Number of paid-up shares	: 500,651,065 Shares
Par value (per share)	: THB 5 per share

2. Business Operation Information

FNS is an investment holding company with a portfolio of interests that can be categorized under two main headings which are Real Estate Development and Investment, and Direct Investment.

3. Background of the Company

Duration	Details
2020	<ul style="list-style-type: none"> - Sold the leasehold rights of warehouses and factories. In August, FNS sold its leasehold rights of warehouses and factories in Bangkok Free Trade Zone to the Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Fund. (PROSPEC REIT) - Invested in PROSPECT REIT In August, FNS invested THB 563.2 million in PROSPECT REIT equivalent to a shareholding of 22.99% in PROSPECT REIT. - Voluntary tender offer for MK In December, FNS made a voluntary tender offer to buy shares of MK which is an associated company. In the event, a number of MK shares were sold by shareholders to FNS resulting in a shareholding of 26.54% in MK at the year- end 2020. - Disposal of investment in FC In December, FNS disposed of investment in a subsidiary company, Finansia Capital Ltd., which had not been in operation for a period of time.
2021	<ul style="list-style-type: none"> - Establishing a joint venture company, BFTZ WN.

Duration	Details
	<p>In May, FNS invested Bt. 2.5 million in BFTZ Wangnoi Co., Ltd., which is a 50:50 joint venture company with Prospect.</p> <ul style="list-style-type: none"> - Investing in Kanom <p>In June, FNS exercised the rights to convert the convertible loan into ordinary shares of Kanom resulting in the Company holding 30% of Kanom's shares, equivalent to Bt. 60 million.</p> <ul style="list-style-type: none"> - Disposal of investment in FSS <p>In December 2021, FNS sold its 29.29% stake in Finansia Syrus Securities Plc.</p>
2022	<ul style="list-style-type: none"> - Sale of Finansia Securities Limited <p>In May, FNS completed the sale of its 100% stake in Finansia Securities Limited.</p> <ul style="list-style-type: none"> - Change of name <p>In May, the company's name was changed from Finansia Plc. to FNS Holdings Plc</p>
2023	<ul style="list-style-type: none"> - Additional investments in MK <p>In August, FNS invested in MK by acquiring 196,311,160 shares, with a total investment value of approximately THB 883.40 million. FNS now holds a 49.50% stake in MK.</p>

4. Nature of Business

Real Estate Development and Investment

- **M.K. Real Estate Development Co., Ltd. (MK)**

Established in 1956, MK is a leading construction company. The original focus of the business was the development of low-rise residential projects for sale (under the “Chuan Chuen” and “Serene House” brands). Over the past five years, under new ownership and management, it has shifted its business away from developing housing for sale towards developing income producing real estate assets to improve both the sustainability and quality of its earnings. A key success to date has been the development of the Bangkok Free Trade Zone on the outskirts of Bangkok. This project was carried out by Prospect Development Co., Ltd., a 100% owned subsidiary of MK. Prospect currently has a pipeline of six projects and has now completed over 400,000sqm of warehousing for lease. MK also initiated the launch of the PROSPECT REIT in August 2020. The REIT, which is managed by a wholly owned subsidiary of MK, acquired assets developed by Prospect. MK has also developed and launched the RAKxa Health and Wellness Retreat located on the Chao Phraya River. While 2021 proved exceptionally challenging for a project of this nature, given the impact of Covid on international tourist arrivals, management remains very confident in the underlying potential of the health and wellness business and sees this becoming a significant growth driver in the future.

- **BFTZ Wangnoi Co., Ltd. (BFTZ WN)**

In 2021, BFTZ WN was incorporated as a 50:50 Joint Venture between FNS and Prospect Development Co., Ltd, a wholly owned subsidiary of MK. The Joint Venture signed a MOU to provide a new 88,401 sqm Distribution Centre for Siam Makro Plc. on Km67 of Phaholyothin Road. Siam Makro will

sign a 28-year lease. The project is divided into three phases with the first phase due to be handed over in Q2 2023. Financing for the project is in place. FNS's projected contribution of c. THB 350 million will be primarily in the form of a shareholder loan.

Direct Investment

- **Finansa Fund Management Ltd. (FFM)**

FFM is a company incorporated in the Cayman Islands and a wholly owned subsidiary of FNS. In the past, FFM managed and sponsored Private Equity funds investing in Thailand, Vietnam and Cambodia on behalf of international institutional investors, however since 2016 it has been focused on investing its own capital in Private Equity opportunities in Thailand

- **Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (PROSPECT REIT)**

PROSPECT REIT is a trust listed on the Stock Exchange of Thailand that invests in the sub-leasehold rights of parts of land and buildings, principally located in the Bangkok Free Trade Zone ("BFTZ") on Km 23 of the Bangna Trad highway. The BFTZ covers approximately 1,000 rais, it is the nearest Free Trade Zone to Bangkok and offers warehousing suitable for both logistics operations and light industrial purposes. The REIT has invested in 82,600 sqm of warehousing and 51,700 sqm of factory space within BFTZ. The REIT's assets are valued at THB 3,500 million (on acquisition date). FNS invested THB 563 million in PROSPECT REIT, representing a 22.99% shareholding

Direct Investment Business: Private Equity

- **NEO Corporate Co., Ltd. (NEO)**

In 2016 FFM invested a total of THB 242.8 million in an Exchangeable Loan in NEO. This was later converted into equity. NEO is an established and successful manufacturer and distributor in Thailand of household and personal care products. Its brands, which are typically in the Top 3 in their respective segments, include Finline, BeNice and D-nee. FFM's investment was to help fund the Company's new manufacturing facility at Lamlukka. This new facility was opened in 2018 and its impact on the Company's performance from both the increased capacity and improvements in overall productivity has been material. NEO had an especially strong year in 2020 as demand for the company's cleaning products was boosted by the impact of the Covid pandemic. While earnings dipped through 2021 and 2022 on supply chain constraints, rising material costs and higher logistics costs, the business remains fundamentally solid with strong brand recognition. It is encouraging that sales growth started to recover in 2H 2022 in line with a general improvement in the Thai economy. NEO is expected to list on the Stock Exchange of Thailand in 2023.

- **FB Food Service (2017) Co., Ltd. (FBF)**

In 2017 FNS invested THB 21 million in an equity stake in FBF. FBF is a leading Bangkok-based food service company. FNS invested in FBF alongside the large Japanese trading company, Sojitz Corporation, which took a significant minority stake. The funds raised were invested in a central kitchen to provide value added food services. In the event, the central kitchen was completed in 2018, however the subsequent operating performance of the business has disappointed in terms of both sales and margins. The company reported a significant loss in 2018 and while losses reduced in 2019, its core client base (chain restaurants) were severely impacted by Covid 19 in 2020 and 2021. The company generated a small profit after tax in 2021 with a modest improvement in 2022. Further gains are expected in 2023. The focus for 2023 will continue to be on growing the “HORECA” business and building on the momentum established in 2022 in the Wakame, Ready-to-Eat and Ready-to-Cook lines.

- **Kanom Café Co., Ltd. (Kanom)**

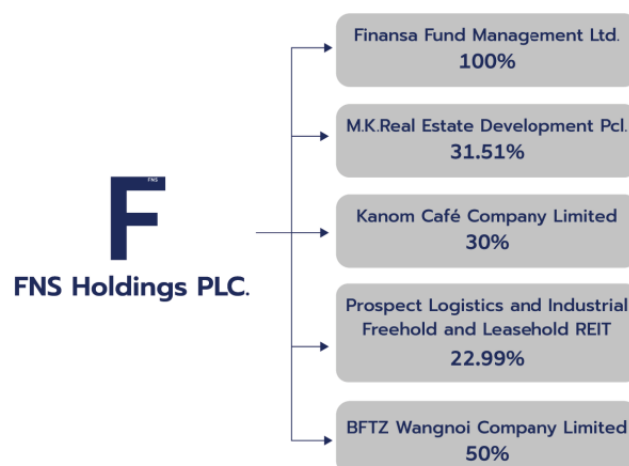
In 2018, FNS committed to investing THB120 million in Kanom, the operator of the Kanom café, bakery and restaurant chain. This investment was initially in the form of a Convertible Loan, however, is now in the form of equity and straight debt. The investment from FNS has been used to expand the number of outlets, refurbish existing outlets and establish a new central kitchen. Kanom’s sales were impacted dramatically in Q2 2020 as a result of a government-imposed lockdown of restaurant outlets in response to the Covid outbreak and again by a second lockdown in mid-2021, however there has been a steady sales recovery through 2022 and monthly sales hit a record high in December 2022. While 2022 recorded a Net Loss, Kanom is projected to generate a small profit in 2023.

- **HUGS Insurance Broker Ltd. (HUGS)**

In 2020, FNS invested in a 7.5% stake in HUGS, a start-up insurance brokerage that will initially focus on Health and Accident Insurance within Personal Insurance Lines. HUGS holds General Insurance, Life and Reinsurance Licenses. A small team is in place and the aim is to expand through both E-sales and Tele-sales. Business is being generated through the networks of the core, initial shareholders which include a major real estate developer and auto distributor.

5. Shareholding structure of the Group of Companies

Shareholding structure of the Group of Companies as of 31 December 2022 is as follows:



As of 28 September 2023, FNS holds 49.50% of MK shares.

6. Income Structure

Income Structure as of 31 December 2023

Type of Revenue	Operated by	% of share held by FNS Group	2020		2021		2022	
			Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
Investment, advisory and management business	FNS, FFM	100	78.01	10.2	43.72	16.4	88.57	22.8
Investment banking and securities business	FSL	-	349.42	45.8	213.35	80.2	-	-
Warehouse/factory rental business	FNS	-	124.62	16.3	-	-	-	-
Others		-	211.58	27.7	8.88	3.3	300.00	77.2
Total Revenue			763.63	100.0	265.95	100.0	388.57	100.0
Share of gain (loss) from investment in associates and joint venture	FSS&FSSIA	-	23.63	76.8	87.96	172.9	-	-
	MK	31.51	(0.64)	(2.1)	(57.26)	(112.6)	(11.29)	(180.9)
	Prospect REIT	22.99	7.79	25.3	27.11	53.3	24.58	393.9
	BFTZWN	50	-	-	(0.41)	(0.8)	1.84	29.5
	Kanom	30	-	-	(6.54)	(12.9)	(8.89)	(142.5)
Total			30.78	100.0	50.86	100.0	6.24	100.0

Source: Company

7. Shareholders and Board of Directors

Shareholders

FNS Holdings Public Company Limited has registered capital of THB 3,458.55 million, of which THB 2,503.26 million is paid-up capital. This capital is divided into 500.65 million common shares with a par value of THB 5.00 per share.

Group of top 10 shareholders as of 16 October 2023

Order	Name	Number of Shares	%
1	Mr. Vorasit Pokachaiyapat	247,587,922	49.45
2	M.L.Suddhiman Pokachaiyapat	42,000,000	8.39
3	Mr. Wachira Tayanaraporn	16,000,000	3.20
4	Mr. Vichien Srimuninnimit	13,558,300	2.71
5	The Viriyah Insurance Public Company	10,000,000	2.00
6	Miss Yasinee Apitanothai	8,527,200	1.70
7	Mr. Wuthakarn Jira-Alongkorn	6,605,700	1.32
8	Mrs. Prakaikam Baikaew	6,302,000	1.26
9	Mr. Rathien Srimongkol	3,500,000	0.70
10	Mr. Kiet Srichomkwan	3,410,000	0.68
11	Others	143,159,943	28.59
Total		500,651,065	100.00

Source: Company

Board of Directors

Name of Board of Directors as of 28 June 2023

Name	Position
Mr. Akarat Na Ranong	Chairman, Independent Director, Audit Committee
Mr. Vorasit Pokachaiyapat	Managing Director, Director
Mr. James Marshall	Director
Mr. Chanmanu Sumawong	Independent Director, Chairman of the Audit Committee
Mr. Nuttawut Phowborom	Independent Director, Audit Committee

Source: www.set.or.th

8. Key financial statement

STATEMENTS OF FINANCIAL POSITION STATEMENTS

STATEMENTS OF COMPREHENSIVE INCOME (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	72,635	197,259	13,072	24,040
Service income receivables	47,551	8,018	220	365

STATEMENTS OF COMPREHENSIVE INCOME (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
Other accounts receivable	37,500	32,184	28,261	36,623
Short-term loans and advances to related parties	-	395,028	467,485	972,095
Loans to other entities	199,054	100,000	73,800	94,000
Other current financial assets	647,732	363,226	361,006	36,896
Digital Token	-	475,000	-	-
Other current assets	38,963	33,676	16,023	16,324
TOTAL CURRENT ASSETS	1,043,435	1,604,391	959,867	1,180,343
NON-CURRENT ASSETS				
Other non-current financial asset	286,061	316,328	373,167	373,469
Investments in subsidiaries	-	-	-	-
Investments in associates and joint venture	2,478,859	1,943,642	1,896,250	2,095,159
Premises and equipment, net	87,502	86,715	9,200	8,249
Right-of-use assets	4,388	8,804	5,658	8,316
Goodwill, net	156,920	156,920	45,356	45,356
Intangible asset, net	2,523	2,134	1,148	1,741
Deferred tax assets	7,297	7,886	-	-
Other non-current assets	1,313	1,658	759	758
TOTAL NON-CURRENT ASSETS	3,024,863	2,524,087	2,331,538	2,533,048
TOTAL ASSETS	4,068,298	4,128,478	3,291,405	3,713,391
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Long-term loans from financial institutions, current portion	-	-	-	34,666
Short-term debentures	-	300,000	-	-
Long-term debentures, current portion	400,000	340,000	300,000	-
Liabilities under finance lease agreements, current portion	1,557	4,310	2,941	3,009
Short-term loans and advances from related parties	-	-	-	-
Short-term loans from related businesses	-	-	-	405,000
Current income tax payable	-	7	-	-
Other current liabilities	153,887	126,580	21,607	15,443
TOAL CURRENT LIABILITIES	555,444	770,897	324,548	458,118
NON-CURRENT LIABILITIES				
Long-term loans from financial institutions	-	-	-	292,002
Long-term debentures	640,000	666,800	366,800	366,800
Liabilities under lease agreements	2,985	4,759	2,872	5,350
Provision for post-employment benefits	63,479	68,755	26,835	27,789
TOTAL NON-CURRENT LIABILITIES	706,464	740,314	396,507	691,941
TOTAL LIABILITIES	1,261,908	1,511,211	721,055	1,150,059
EQUITY				

STATEMENTS OF COMPREHENSIVE INCOME (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
Share capital				
Registered capital				
Authorized share capital	-	-	-	3,458,554
(345,855,440 ordinary shares par value at THB 5 per share)	1,729,277	1,729,277	1,729,277	
Issued and paid-up share capital				
(345,855,440 ordinary shares par value at THB 5 per share)	1,729,277	1,729,277	1,729,277	1,729,277
Share Premium on ordinary shares	208,455	208,455	208,455	208,455
Retained earnings				
Appropriated				
Legal reserve	61,000	65,000	82,000	82,000
Unappropriated	1,164,954	936,011	838,486	807,160
Other components of equity	(357,296)	(321,476)	(287,868)	(263,560)
TOTAL EQUITY	2,806,390	2,617,267	2,570,350	2,563,332
TOTAL LIABILITIES AND EQUITY	4,068,298	4,128,478	3,291,405	3,713,391

STATEMENTS OF COMPREHENSIVE INCOME

STATEMENTS OF COMPREHENSIVE INCOME (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
REVENUES				
Revenues from investment, advisory and management business	78,009	43,271	82,646	100,179
Net gain on investments measured at fair value through profit or loss	-	445	5,917	-
Revenues from securities business	349,417	-	-	-
Revenue from warehouse and factory leasing business	124,624	-	-	-
Gain from disposal/dissolution of subsidiaries	3,181	-	-	-
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	859
TOTAL REVENUES	763,634	52,104	89,768	101,038
EXPENSES				
Investment, advisory and management business expenses	72,829	63,454	73,859	30,427
Securities business expenses	211,237	-	-	-
Warehouse/factory leasing business expenses	69,684	-	-	-
Servicing and administrative expense	59,857	43,653	30,692	13,352
Loss from sale of investment in an associate	-	56,056	-	-
Net losses on investments measured at fair value through profit or loss.	-	-	-	1,673
Loss on exchange rate	-	14,432	10,762	7,752
TOTAL EXPENSES	413,607	177,595	115,313	53,204

STATEMENTS OF COMPREHENSIVE INCOME (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
PROFIT (LOSS) FROM OPERATIONS	350,027	(125,491)	(25,545)	47,834
Finance costs	(72,732)	(58,535)	(48,991)	(26,851)
Reversal of impairment loss on investment	-	-	-	-
Reversal of expected credit loss	(61,755)	32,896	-	-
Share of profit (loss) from associates	30,780	50,864	6,237	16,861
Gain on disposal of building and equipment	-	11	298,806	-
PROFIT (LOSS) BEFORE INCOME TAX	246,320	(100,255)	230,507	37,844
INCOME TAX INCOME (EXPENSE)	(23,057)	-	-	-
Profit (loss) for the period from continuing operations	223,263	(100,255)	230,507	37,844
Loss for the period from discontinued operation	-	58,066	(125,590)	-
PROFIT (LOSS) FOR THE PERIOD	223,263	(42,189)	104,917	37,844

STATEMENTS OF CASH FLOW

STATEMENTS OF CASH FLOW (Unit: THB Thousand)	Consolidated Financial Statements			
	31 Dec 2021	31 Dec 2022	31 Dec 2023	30 Jun 2023
Net cash (used in) from operating activities	(189,924)	352,129	(287,539)	(176,522)
Net cash (used in) from investing activities	488,132	(348,065)	904,374	(182,094)
Net cash (used in) from financing activities	(283,045)	89,015	(814,941)	360,833
Net (decrease) increase in cash and cash equivalents	15,163	93,079	(198,106)	2,217
Exchange differences on translating financial statements	(8,584)	31,545	13,919	8,751
Cash and cash equivalents at 1 January	66,056	72,635	197,259	10,968
Cash and cash equivalents at 31 December	72,635	197,259	13,072	24,040

Selected Financial Ratios

Financial Ratios			
	2020	2021	2022
Liquidity Ratio			
Current Ratio (times)	1.88	2.08	2.96
Quick Ratio (times)	1.38	1.87	2.59
Profitability Ratio			
Gross Profit Margin (%)	53.68	26.35	17.72
Net Profit Margin (%)	29.24	(15.86)	116.88
Return on Equity: ROE (%)	8.15	(1.56)	4.04
Efficiency Ratio			
Return on Assets: ROA (%)	5.47	(1.03)	2.83
Total Assets Turnover (times)	0.19	0.06	0.02
Financial Policy Ratio			
Debt to Equity Ratio (times)	0.45	0.58	0.28
Interest Coverage Ratio (times)	5.06	0.74	3.39

Financial Ratios			
	2020	2021	2022
Interest bearing debt to EBITDA ratio	2.84	30.30	4.05
Commitment Coverage Ratio (times)	0.92	0.07	0.55
Dividend Payout (%)	66.22	73.13	235.49

9. Explanation and Financial Position and Performance Analysis

Due to the continuous severity of the COVID-19 pandemic situation from the year 2021 to 2022, it had a significant impact on the economy and employment, resulting in a recessionary economic environment. This also had repercussions on the income structure of the parent company and its subsidiaries. In the year 2022, FNS faced increased competition as the economy began to recover. FNS achieved a net profit of THB 104.92 million, or THB 0.30 per share, compared to a net loss of THB 42.19 million, or a loss per share of THB 0.12 in 2021, representing a profit increase of THB 147.11 million.

The current ratio (current assets to current liabilities) for FNS as of December 31, 2022, was 2.96, up from 2.08 at the end of 2021, indicating improved short-term liquidity. This improvement was driven by a decrease in current assets (by 40.2%) at a lower rate than the reduction in current liabilities (by 57.9%). Nevertheless, considering the capital structure of FNS, consisting of debts amounting to THB 721.06 million and equity from shareholders amounting to THB 2,570.35 million, the debt-to-equity ratio was 0.28, compared to 0.58 at the end of 2021. This indicates that the capital structure is considered appropriate, with a low debt-to-equity ratio, reflecting a lower risk of default.

As of December 31, 2022, FNS had an interest coverage ratio of 3.39, a debt service coverage ratio of 0.55, and an Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) of THB 165.93 million, compared to 0.74, 0.07, and THB 43.43 million, respectively, for the same period in 2021.

A summary of the business operations and significant changes in the business has been provided in the performance summary for the year 2022 and the outlook for 2023.

Operating Performance

In the fiscal year 2022, ending on December 31, 2022, FNS and its subsidiaries reported a net profit of THB 104.92 million, or THB 0.30 per share, compared to a net loss of THB 42.19 million, or a loss per share of THB 0.12 in 2021. This represents a profit increase of THB 147.11 million.

FNS and its subsidiaries generated revenues of THB 89.77 million from their operations in 2022, compared to THB 52.10 million in 2021, marking an increase of THB 37.67 million or 72.3%. The revenue growth primarily stemmed from consulting and management services, amounting to THB 88.57 million, which increased by THB 44.85 million or 102.6%. Additionally, the company recorded a profit of THB 298.81 million from the sale of buildings and equipment.

Total expenses and costs amounted to THB 164.30 million, down from THB 203.23 million in 2021, representing a decrease of THB 38.93 million or 19.2%. Significant changes in expenses included:

1. Financial Costs: Totaling THB 48.99 million, decreasing by THB 9.5 million or 16.3%, attributed to the gradual maturity of long-term debt obligations.
2. Service and Administrative Expenses: Amounting to THB 30.69 million, decreasing by THB 12.96 million or 29.7%, due to reduced transaction activity during the year.
3. In 2021, there was a loss from the sale of investment in joint ventures amounting to THB 56.06 million, which did not recur in 2022.
4. In 2021, there was a provision for expected credit losses of THB 32.90 million, which did not materialize in 2022 due to timely debtor repayments.

Furthermore, FNS and its subsidiaries recognized a share of profit from investments in joint ventures and associates of THB 6.24 million, compared to THB 50.86 million in 2021, resulting in a reduced share of profit of THB 44.62 million or 87.7%. This change in profit share was influenced by the performance of the joint ventures and associates.

The performance of the company and its subsidiaries, categorized by primary business segments, can be summarized as follows:

1. Investment Business Consulting and Management Advisory Services

FNS generated revenue of THB 88.57 million from this business segment, accounting for 98.7% of the total revenue from the core businesses of the group (or 22.8% when combined with the profit from the sale of buildings and equipment, which amounted to THB 298.81 million). This represents an increase of THB 44.85 million or 103% from the year 2021. The increase is attributed to higher interest income in 2022. In terms of costs and expenses, they amounted to THB 73.86 million, a decrease of THB 10.41 million or 16.4% compared to 2021. This resulted in an initial profit of THB 14.70 million for the company and its subsidiaries from the Consulting and Management Advisory Services business segment, compared to an initial loss of THB 19.74 million in 2021.

2. Securities Business

On May 5, 2022, the FNS group of companies sold all ordinary shares of Finansa Securities Co., Ltd. FNS recognized a loss of THB 125.59 million from the sale.

(Unit: THB Million)	Investment, consulting, and management business
Revenue	88.57
Costs and Expenses	(73.86)

Gross Profit	14.71
Other Revenue	300.00
Financial Costs	(48.99)
Service and administrative expenses	(41.45)
Profit sharing from associated companies	6.24
Profit from continuing operations	230.51
Loss from discontinuing operations *	(125.59)
Net Profit	104.92

*Securities business

The share of profit from investments in joint ventures in the year 2022 amounted to THB 6.24 million, compared to THB 50.86 million in 2021, representing a decreased share of profit of THB 44.62 million or a decrease of 87.7%. This change is attributed to the joint venture performance, with losses from MK amounting to THB 11.29 million, profit share from the Prospect fund of THB 24.58 million, profit share from BFTZ Wangnoi of THB 1.84 million, and losses from Kanom amounting to THB 8.89 million.

For the six-month period ended 30 June 2023, the consolidated statements of profit or loss and other comprehensive income showed a net profit of THB 37.84 million or a net profit of THB 0.11 per share, a decrease in a net profit of THB 31.99 million or 45.81% from a net profit of THB 69.83 million or a net profit THB 0.21 per share recorded in 1H 2022.

Total revenues in 1H 2023 were THB 101.04 million, compared to THB 64.33 million recorded in 1H 2022, an increase in total revenues of THB 36.71 million or 57.07%. Revenue from the investment, advisory and management business totaled THB 100.18 million, an increase of THB 44.74 million came from interest income and gain on investment.

Total expenses in 1H 2023 were THB 53.20 million, compared to THB 80.18 million recorded in 1H 2022, representing a decrease of THB 26.98 million or 33.64%. The major changes were: 1) The investment, advisory and management business expenses were THB 30.43 million, a decrease of THB 10.33 million, as in the previous period there was a loss on sales of investment in foreign equity securities. 2) The servicing and administrative expenses were THB 13.35 million, a decrease of THB 3.76 million, as in the previous period there was property tax from the sale of a building. 3) Loss on the exchange rate was THB 7.75 million, a decrease of 14.53 million due to unrealized gains on currency exchange of assets and liabilities of the Company and offshore subsidiary.

In addition, finance costs for 1H 2023 totaled THB 26.85 million, a decrease of THB 1.19 million from 1H 2022. The Company and its subsidiaries also recognized a share of gain from investments in associates and joint venture of THB 16.86 million, compared with a share of loss of THB 59.49 million recorded in 1H 2022, representing an increase of THB 76.35 million or 128.34%.

Profitability

In the year 2022, the FNS Group achieved a net profit of THB 104.92 million, equivalent to a basic earnings per share of THB 0.30. This is in contrast to the net loss of THB 42.19 million, or a basic loss per share of THB 0.12, in 2021. The net profit margin, calculated as the ratio of net profit to total revenue, stood at 116.88%, a significant improvement from -15.86% in 2021. The return on assets (ROA) was 2.83%, and the return on equity (ROE) averaged at 4.04%, compared to -1.03% and -1.56%, respectively, in 2021.

For the 6-month period ending June 30, 2023, the Company and its subsidiaries reported a net profit of THB 37.84 million, equivalent to an earnings per share of THB 0.11. This compares to a net profit of THB 69.83 million, or earnings per share of THB 0.21, for the same period in the previous year.

Financial Status

Unit: THB Million	31 December 2021	31 December 2022	Change	
			Amount	%
Assets	4,128.48	3,291.41	(837.07)	(20.3)
Liabilities and Equity				
Liabilities	1,511.21	721.06	(790.16)	(52.3)
Equity	2,617.27	2,570.35	(46.92)	(1.8)

As of December 31, 2022, FNS and its subsidiaries had total assets of THB 3,291.41 million, representing a decrease of THB 837.07 million, or 20.3%, compared to the end of 2021. The composition of assets includes current assets totaling THB 959.87 million and non-current assets totaling THB 2,331.54 million, accounting for 29.2% and 70.8% of total assets, respectively. Key assets and significant changes include:

Cash and cash equivalents: Amounting to THB 13.07 million, representing 0.4% of total assets, decreased significantly from THB 184.18 million, or a decrease of 93.4%, compared to the end of 2021.

Other financial assets: Current other financial assets amounted to THB 361 million, accounting for 11% of total assets, decreasing by THB 2.22 million, or a decrease of 0.6%. Most of these assets are investments in domestic money market funds, which have high liquidity and low investment risk. Non-current other financial assets amounted to THB 373.17 million, representing 11.3% of total assets and consisting of investments in debt securities, government bonds, and equity securities. This category increased by THB 56.85 million, or an increase of 18%

Unit: THB Million	31-Dec-21	31-Dec-22	Change	
			Amount	%
Other Current Financial Assets				
Investment in debt instruments measured at FVTPL	363.23	350.48	(12.75)	(3.50)
Investment in equity instruments measured at FVTPL	-	10.52	10.52	-
Total Other Current Financial Assets	363.23	361.00	(2.23)	(0.60)

Other Non-Current Financial Assets				
Investment in debt instruments measured at FVTPL	-	47.82	47.82	-
Investment in debt instruments measured at FVOCI	10.85	10.38	(0.47)	(4.30)
Investment in equity instruments measured at FVTPL	1.29	-	(1.29)	(100.00)
Investment in equity instruments designated at FVOCI	304.18	314.97	10.79	3.50
Total Other Non-Current Financial Assets	316.32	373.17	56.85	18.00
Total Financial Assets	679.55	734.17	54.62	8.00

- Loans to other businesses: THB 73.80 million, representing 2.2% of total assets, decreased by THB 26.20 million, or 26.2%, due to debt repayments.
- Short-term loans and advances to related businesses: THB 467.49 million, accounting for 14.2% of total assets, increased by THB 72.46 million, or 18.3%, compared to the end of 2021. This increase is attributed to loans provided to joint ventures and trading partners.
- Digital tokens decreased by THB 475 million due to sales during 2022.
- Investment in joint ventures: THB 1,896.25 million, representing 57.6% of total assets, decreased by THB 47.39 million, or 2.4%. This change in investment in joint ventures is a result of recognizing profits and losses and dividend income from joint ventures and associates.

As of June 30, 2023, the Company and its subsidiaries had total assets amounting to THB 3,713.39 million. This represents an increase from the end of 2022 by THB 421.99 million, which is an increment of approximately 12.82%. The increase primarily stemmed from the core items, including investments in associated companies and joint ventures, short-term borrowings, and advances to related businesses.

Liquidity

Cash and cash equivalents of FNS and its subsidiaries as of December 31, 2022, amounted to THB 13.07 million, a decrease of THB 184.19 million or 93.4% compared to the end of 2024. This change in cash and cash equivalents was influenced by various activities as follows:

- Net cash outflow from operating activities: THB 287.54 million, with a loss from operating activities of THB 62.90 million after adjusting for significant changes in financial assets and operating liabilities. Key changes include an increase in financial assets of THB 106.28 million, an increase in short-term loans and advances to related businesses of THB 72.46 million, a decrease in other current liabilities of THB 77.05 million, interest income received of THB 16.66 million, and interest expenses paid of THB 54.77 million.
- Net cash inflow from investing activities: THB 904.37 million, which includes significant cash flows such as cash received from the sale of discontinued operations amounting to THB 455.27 million, cash paid for investments in non-current financial assets of THB 107.87 million, cash received from the sale of digital tokens amounting to THB 482.32 million, and cash received from dividend income of THB 73.84 million.

- Net cash outflow from financing activities: THB 814.94 million, with significant cash flows including cash payments for short-term and long-term borrowings of THB 640 million and dividend payments of THB 172.93 million.

The current ratio (current assets to current liabilities) of FNS Group as of December 31, 2025, was 2.96, an increase from 2.08 at the end of 2024. This indicates an improved short-term liquidity position, with a decrease in current assets as a percentage of current liabilities by 40.1% and a decrease in current liabilities by 57.9%.

As of December 31, 2025, FNS Group had an interest coverage ratio of 3.39, a debt service coverage ratio of 0.55, and EBITDA of THB 165.93 million. This represents an increase from 0.74, 0.07, and THB 43.43 million, respectively, in 2024. The increase in interest coverage and debt service coverage ratios is due to higher EBITDA in the current period, while interest expenses paid decreased by 16.7%, and short-term debt with interest due within one year decreased by 53%.

FNS Group manages its liquidity on a consolidated basis, and intercompany borrowings are arranged within the group. Risk management is overseen by the Risk Management Committee of FNS Group, which calculates Liquidity Gap to assess the adequacy of capital and the liquidity position of the company. FNS Group ensures sufficient maintenance of liquid assets. Furthermore, the Board of Directors of FNS Group has assigned the management to set an internal policy for tightly controlling the issuance of debt instruments and continuously monitoring liquidity. This requires quarterly reporting to the Board of Directors for review.

Source of Funds

Liabilities

As of December 31, 2025, FNS and its subsidiaries had total liabilities of THB 721.06 million, a decrease from THB 790.16 million, or 52.3%, compared to the end of 2024. Of these liabilities, 45% were current liabilities. Notable and significant changes in liabilities from the end of 2024 include:

- Short-term debentures: THB 300 million, which were fully repaid during the year.
- Long-term debentures: THB 666.80 million, accounting for 92.5% of total liabilities. The portion of long-term debentures due within one year amounted to THB 300 million, a decrease of THB 40 million from the end of 2024. These debentures were due for repayment in early 2026, and FNS has fully settled them.
- Other current liabilities: THB 21.61 million, representing 3% of total liabilities. This category decreased by THB 104.97 million, or 82.9%. The primary reason for this decrease was a reduction in outstanding bonus payables and advance receipts.

Regarding the long-term debentures, interest payments are due every three months, and the company has been fully compliant with these conditions throughout.

Equity

As of December 31, 2022, the equity attributable to shareholders, as per the financial statements, amounted to THB 2,570.35 million. This represents a decrease of THB 46.92 million, or 1.8%, compared to the end of 2024. The main reasons for the changes in shareholders' equity include the payment of dividends totaling THB 172.93 million, a net profit for the year of THB 104.92 million, and other components of shareholders' equity decreasing by THB 33.61 million. The book value per share was THB 7.43 per share, compared to THB 7.57 per share at the end of 2024.

The registered capital and fully paid-up capital of FNS as of December 31, 2025, amounted to THB 1,729.28 million, with legal reserves of THB 82 million, representing 4.7% of the registered capital of the Company.

10. Key factors and primary influences that may have an impact on future operational performance or financial position.

1. Market Risk

Market risk refers to change in value of financial instruments resulting from change in market conditions such as interest rates, foreign exchange, and economic conditions, which may positively or negatively affect the Group's revenue.

1.1 Risks to the Group's Revenues from Economic, Financial and Capital Markets Conditions

Prior to 2022, the FNS Group's businesses and revenues are closely related to domestic and global economic, financial, and capital market conditions, which are not under the Group's control. Any severe change in these factors may result in a negative environment in the Stock Exchange of Thailand i.e. trading volume, share prices, capital raising transactions, public offering transactions and investors' confidence. Thus it could directly affect the Group's revenues from its investment banking business and direct investment business. However, under this scenario, the Group may diversify its revenue stream by raising the revenue from other types of advisory, such as financial advisory services for debt restructuring.

Although FNS still in the direct investment business, it has diversified its business into other business types such as industrial property development and management services, hospitality and wellness industry related and food and beverage industry in order to reduce risks to manageable level.

1.2 Risk on Investment in Subsidiaries and Associated Companies

FNS also engages in direct investments in subsidiaries and associated companies and in re- turn, expects revenue from these investments. Risks on investment arise when these subsidiaries and associated companies incur operational losses, thus directly affect the Company's financial performance. Investments in associated companies in the consolidated financial statements are accounted for under the equity method while investments in subsidiaries and associated companies in the separate financial statements are accounted for under cost method less allowance for impairment loss (if any).

Type of Revenue	Operated by	% of share held by FNS Group	2022		2021		2022	
			Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
Investment, advisory and management business	FNS, FFM	100	78.01	10.2	43.72	16.4	88.57	22.8
Investment banking and securities business*	FSL	-	349.42	45.8	213.35	80.2	-	-
Warehouse/factory rental business	FNS	-	124.62	16.3	-	-	-	-
Others		-	211.58	27.7	8.88	3.3	300.00	77.2
Total Revenue			763.63	100.0	265.95	100.0	388.57	100.0
Share of gain (loss) from investment in associates and joint venture	FSS&FSSIA	-	23.63	76.8	87.96	172.9	-	-
	MK	31.51	(0.64)	(2.1)	(57.26)	(112.6)	(11.29)	(180.9)
	Prospect REIT	22.99	7.79	25.3	27.11	53.3	24.58	393.9
	BFTZWN	50	-	-	(0.41)	(0.8)	1.84	29.5
	Kanom	30	-	-	(6.54)	(12.9)	(8.89)	(142.5)
Total			30.78	100.0	50.86	100.0	6.24	100.0

*FNS disposed of all of its investment in FSL in May 2022.

1.3 Risk on Investment in Securities and Return Risk

The risk of below-expected return from securities investment arises with domestic and global economic fluctuation.

As of 31 December 2022, the Company and its subsidiaries had financial assets of THB 734.17 million, accounting for 22.31% of total assets of the Group, an increase of THB 54.62 or 8% compared with THB 679.55 million at the end of 2021. The Company had liquidity from the sale of a subsidiary and the funds were used to invest in debt and equity instruments.

As of 31 December 2022, the other current financial assets were in domestic money market funds, which were highly liquid and posed low investment risk and in marketable equity security. The other non-current financial assets were in investment in debt instruments, other companies, government bonds, foreign marketable equity instruments and foreign funds.

(Unit: THB Million)	31-Dec-21	31-Dec-22	Change	
			Amount	%
Other current financial assets				
Investment in debt instruments measured at FVTPL	363.23	350.48	(12.75)	(3.50)
Investment in equity instruments measured at FVTPL	-	10.52	10.52	-
Total Other current financial assets	363.23	361.00	(2.23)	(0.60)

(Unit: THB Million)	31-Dec-21	31-Dec-22	Change	
			Amount	%
Other non-current financial assets				
Investment in debt instruments measured at FVTPL	-	47.82	47.82	-
Investment in debt instruments measured at FVOCI	10.85	10.38	(0.47)	(4.30)
Investment in equity instruments measured at FVTPL	1.29	-	(1.29)	(100.00)
Investment in equity instruments designated at FVOCI	304.18	314.97	10.79	3.50
Total Other non-current financial assets	316.32	373.17	56.85	18.00
Total Financial Asset	679.55	734.17	54.62	8.00

The Group Investment Committee was assigned to set business policies in asset allocation, investment approval limit, and risk management so as to limit the extent of negative return that may arise from volatile economic and market conditions.

1.4 Foreign Exchange Risk

The FNS Group consists of 1 operating overseas-subsidary and therefore possesses foreign currency denominated assets and liabilities. Foreign currency denominated assets and liabilities of the Company and its subsidiaries as at 31 December 2022 was shown in the table below. Most of the assets were in cash and investments.

	Assets (Thousand)	% of Total Assets	Liabilities (Thousand)	% of Total Liabilities
US Dollars	1,779.07	1.9	-	-

1.5 Interest Rate Risk

Interest rate fluctuation affects interest income and expense of FNS. The Group had low interest rate risk as its interest income was from short-term lending while interest expenses were from both short-term and long-term debentures. The Company had a total outstanding balance of a long-term debenture of THB 666.80 million at year-end 2022 of which one tranche totaled THB 300 million due in January 2023 and another tranche will be due in 2025. As the Company had more long-term liability with a fix interest rate than short-term liability, an increase in interest rate would have a relatively less negative impact on the Company due to overall interest expenses lagging the increase in market rates.

2. Liquidity Risk

Liquidity risk is the risk that the Company is unable to meet financial obligations when they become due, as a result of the failure to obtain sufficient funds at a reasonable cost within the deadline.

The Company has a policy to keep a balance between the source of funds and the use of capital in order to lower liquidity risk.

As of 31 December 2022, the Company reported current liabilities which comprised the current portions of long-term debentures and liabilities under finance lease agreements of THB 302.94 million, decreased by THB 341.37 million or 53% from the end of 2021. The liquidity ratio, calculated by dividing current asset by current liabilities was 2.96, increasing from 2.08 in 2021, indicating an increase in short-term liquidity status due to a decrease in current liabilities more than a decrease in liquid assets. As for long-term liabilities, the Company had long-term debentures-net of current portion of THB 366.80 million, decreasing by THB 300 million or 45% from the end of 2021 and liabilities under finance lease agreements, net of current portion of THB 2.87 million, decreasing by THB 1.89 million or 40% from year-end 2021. The Group's capital structure comprised THB 721.06 million in liabilities and THB 2,570.35 million in equity, resulting in a debt-to-equity ratio of 0.28 which was considered low.

The Board of Director assigned the Managing Director to set an internal policy to control the short-term debt securities issuance and to report the issued amount and outstanding amount to the Board of Director in a quarterly meeting. In this regard, investors can check the Company's bills of exchange and short-term debentures outstanding amount from the "Selling Report - Debentures" of the Company at www.sec.or.th.

The Group has adopted a collective liquidity management policy with intercompany loans and borrowings and liquidity gap calculation to assess its capital and liquidity adequacy.

3. Credit Risk

Credit risk arises when counterparties of the Company are not capable to meet obligations and fail to make payments when they become due, which may damage the Group.

The FNS Group had a considerably low level of credit risk as the Group had no lending business and no policy on additional lending. Credit risks that remain were from investments in convertible loans and in debt securities, as well as clearing and settlement risk. To control credit risk, the Group Risk Management Committee limited investment in bonds to investment grade, or BBB- or higher rating bonds.

4. Operational Risk

Credit risk arises when counterparties of the Company are not capable to meet obligations and fail to make payments when they become due, which may damage the Group.

The FNS Group has strictly practiced good corporate governance as stipulated by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Compliance with good corporate governance principles is reviewed annually by the Board of Directors.

As for the procedures against insider information exploitation, the Group has set a policy to prohibit the directors and executives from using information related to the financial and operational performance of the Company which has not yet been disclosed to the public for their personal benefit, including but not limited to securities trading. Each director and executive's securities holding and holding of securities by one's spouse and minor children is

required to be reported to the Office of the Securities and Exchange Commission, in compliance with Section 59 and the penal provision in Section 275 of the Securities and Exchange Act B.E. 2535.

The Group has set up the Business Contingency Plan to cope with the risks from unexpected external events such as natural disasters and sabotage, in order for the Group to be able to get back to business within an appropriate time period.

Operational risk management has been overseen by the Group's Compliance Office and outsourced internal auditors, who present their reports to the Audit Committee on a quarterly basis.

5. Risk related to Personnel Resources

The FNS Group's business operations rely primarily on its people. Executive management requires expert and experienced personnel. In a highly competitive business environment, personnel with experience and expertise in financial services are in short supply and are fiercely sought after. FNS's

management has pursued a policy of recruiting more high-level executives, training and promoting junior executives, as well as hiring experienced teams of personnel. This policy proved successful and contributed to the Group's continuous growth. It allows the Group to allocate substitutes in case of current executive or team absence, lowering the effect to the Group's operation. Human resources are highly valued by providing training and on-the-job learning support, to encourage employees from executive to operational level to constantly improve themselves in a common direction. Additionally, compensation relevant to ability and performance is set at a motivating level, in accordance with market standards. This approach in turn helps reduce the risk of personnel turnover.

6. Strategy Risk

Strategy risk arises when the Group is exposed to changes in business conditions, strategy decision failure, failures in implementation, or a sluggish response to industry, economic, or technological change, leading to negative effects on the Group's financial performance such as revenue, profit, capital, as well as reputation. The Company manages strategic risk by monitoring changes in key assumptions used for strategic formulation in order to review the Company's business strategies in a timely and orderly manner. In addition, financial performance is regularly reported to management to closely monitor consistency of the performance and the strategies.

7. Risk from a change in the Company's Credit Rating

On 4 October 2022, Fitch Ratings (Thailand) Limited has downgraded FNS Holdings Public Company Limited's National Long-Term Rating and National Short-Term Rating to 'B(thai)'. The Outlook is Stable. Additional information is available on www.fitchratings.com.

8. Risk from the pandemic of COVID-19

The emergence and spread of COVID-19 in the last year has been continuing to evolve resulting in an economic slowdown, impacting most business and industries. This situation may bring uncertainties and have an

impact on the environment in which the group operates. Nevertheless, from the 2022 operating performance, the effect of the COVID-19 on the Company's operation are listed below.

- On the operations side, the Group of companies were able to follow the 2022 operational plan as defined; the business continued to run, although working from home was applied.
- On the finance side, the COVID-19 pandemic did not affect the Company's capacity to repay debt, to meet conditions of loan agreements and debentures including the group's liquidity.
- In addition, the Company paid a dividend in 2022.
- On the financial statement and operating performance, COVID-19 pandemic made negative impact on performance of MK and Kanom as mentioned in 2022 Review and 2023 Outlook.
- On the contract obligations side, there were no effects on meeting the rights and obligations of the Company.
- On the survival of business, the pandemic of COVID-19 did not affect the business survival of the Company.

Attached document 2 Overview of the business operations of Sansiri Public Company Limited

1. General Information

Company Name	: Sansiri Public Company Limited
Type of Business	: Divided into 3 main business which are: <ol style="list-style-type: none"> 1. Property Development Business: Developing various real estate projects for sale, including single-detached houses, townhouses, townhomes, shophouses, and condominiums. 2. Property Services Business: Providing property agency services, including buying, selling, and renting properties, as well as project sales management. This also includes comprehensive property management services for residential and commercial properties. Additionally, the business offers real estate consulting services, encompassing feasibility studies, market research, and financial analysis. Furthermore, the company engages in education, hotel, and other related businesses such as lifestyle consulting services. 3. Investment Business: Investing in ventures that can enhance and expand the core business of the company or possess the potential to become supplementary businesses. This involves investments in two main sectors, which are financial and digital asset services and co-working space rentals.
Head Office Address	: 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110
Establishment registration date	: 22 November 1995
Registered Capital	: THB 20,343,625,722.40 (as of 30 June 2023)
Paid-up Capital	: THB 17,626,871,081.37 (as of 4 September 2023)
Number of paid-up shares	: 16,473,711,291 shares
Par value (per share)	: THB 1.07

Note: 56-1 One report of SIRI 2022 and Information from the SET

2. Business Operation Information

SIRI is committed to being a leading real estate development company in Thailand. It offers comprehensive residential products and services that meet the highest quality standards, feature exceptional design, and cater to the housing needs of people from all walks of life. Moreover, SIRI has a strategic investment policy aimed at enhancing the potential and value of its core business in the future. This includes investments in technology and innovations in the field of residential living, hotel management, community malls, industrial real estate, financial services, and securities businesses, both in traditional and digital formats. These diversified ventures aim to increase revenue from various sources and further strengthen the company's financial position and business operations.

3. Background of the Company

Duration	Details
January 2020	<ul style="list-style-type: none"> - Disposal of all ordinary shares in BTS Sansiri Holding Eighteen Limited or 'BS18' (registered for the change of company name to 'Ratchada Alliance Co., Ltd.', effective from 16 January 2020 onwards), which is a 50 percent joint venture of Sansiri that engaging in property development business, in the number of 250,000 shares with the par value of THB 100 each or representing 50 percent of BS18's total shares, to Noble Development Public Company Limited ('Noble') who is not a related party to Sansiri with the total purchase price of THB 41,032,826.42. The purchase price was mutually agreed between Sansiri and Noble.
March 2020	<ul style="list-style-type: none"> - Disposal of ordinary shares in BTS Sansiri Holding Fifteen Limited ('BS15') in the proportion of 50 percent of registered capital to U City Public Company Limited. BS15 shall cease from being a joint venture company of Sansiri. - Acquisition of the ordinary shares in 3 joint venture companies in proportion of 50 percent of registered capital from U City Public Company Limited ('U City'), namely BTS Sansiri Holding Twenty Limited ('BS20'), BTS Sansiri Holding Twenty Four Limited ('BS24'), BTS Sansiri Holding Twenty Five Limited ('BS25'). After the transaction is completed, BS20, BS24, and BS25 shall change their status to be subsidiaries of Sansiri.
April 2020	<ul style="list-style-type: none"> - Registration of the relocation of Sansiri's head office to 59 (Siri Campus Building), Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110.
August 2020	<ul style="list-style-type: none"> - Acquisition of ordinary shares in PKL Development Co., Ltd. ('PKL'), from the existing shareholders of PKL amounted to 3,512,694 shares at the par value of THB 100 per share, which is equivalent to 100 percent of the total shares in PKL. The compensation of the share trading transaction was THB 351,269,400, equivalent to the current registered capital of PKL. PKL owned the plot of land in Patong Sub-district, Kathu District, Phuket Province.
September 2020	<ul style="list-style-type: none"> - Sansiri China Co., Ltd. (a subsidiary in which Sansiri holds 100 percent of its total registered capital) has invested in a newly established associated company, namely Hugs Insurance Broker Co., Ltd. ('Hugs') (type of business: insurance brokerage business), for 25 percent of its total issued shares with an investment value of THB 25 million.
November 2020	<ul style="list-style-type: none"> - Entering into an acquisition and disposal of the ordinary shares in 11 joint venture companies between Sansiri and U City Public Company Limited ('U City') with details as follows:

Duration	Details
	<p>(1) The disposal of ordinary shares in 2 joint venture companies, namely BTS Sansiri Holding Thirteen Limited and BTS Sansiri Holding Twenty One Limited in proportion of 50 percent of registered capital to U City. After the ordinary shares disposal transaction is completed, the disposed joint venture companies shall cease from being the joint venture companies of Sansiri.</p> <p>(2) The acquisition of the ordinary shares in 9 joint venture companies, namely (1) BTS Sansiri Holding Two Limited (2) BTS Sansiri Holding Three Limited (3) BTS Sansiri Holding Five Limited (4) BTS Sansiri Holding Six Limited (5) BTS Sansiri Holding Eleven Limited (6) BTS Sansiri Holding Twelve Limited (7) BTS Sansiri Holding Fourteen Limited (8) BTS Sansiri Holding Seventeen Limited and (9) BTS Sansiri Holding Twenty Three Limited ('acquired joint ventures') in proportion of 50 percent of registered capital from U City. After the ordinary shares acquisition transaction is completed, the acquired joint venture companies shall change their status to be the subsidiaries of Sansiri.</p> <ul style="list-style-type: none"> - Siri Ventures Co., Ltd. (Sansiri's subsidiary) has invested in a newly established company, namely Juzmatch Co., Ltd. ('Juzmatch'), for 15 percent of its total issued shares with an investment value of THB 150,000. Juzmatch is a platform developer for real estate business in form of matching platform between buyer and seller of real estate property including development of software and technology for analytics and advanced computation and analysis (Data Analytics and Artificial Intelligence).
December 2020	<ul style="list-style-type: none"> - Siri Ventures Co., Ltd. (Sansiri's subsidiary), has invested in Propfit Co., Ltd. ('Propfit'), by purchasing 4,286 issued ordinary shares of Propfit, equivalent to 30 percent of its paid-up capital, with the investment value of THB 18,001,200. Propfit is a platform developer for real estate business which comprises of development of network system for real estate agent (Digital real estate agent network platform) and tools for supporting sales of real estate property by acting as a central database of real estate property information that connects real estate agents through platform.
March 2021	<ul style="list-style-type: none"> - Appointing Mr. Srettha Thavisin (presently, the President of Sansiri), to be Chief Executive Officer, succeeding Mr. Apichart Chutrakul who completed his term of office on 28 February 2021. The appointment of Mr. Srettha Thavisin as the Chief Executive Officer and President will be effective from 1 March 2021 onwards. - In addition, Mr. Apichart Chutrakul will continue his role as the Chairman of the Board of Sansiri. Furthermore, Sansiri has appointed Mr. Apichart Chutrakul as the Chief Executive Advisor, effective from 1 March 2021 onwards.
April 2021	<ul style="list-style-type: none"> - Setting up of a 50:50 joint venture company, BFTZ Bangpakong Co., Ltd. ('JV') between Sansiri Public Company Limited ('Sansiri') and Prospect Development Company Limited, a subsidiary of M.K. Real Estate Development Public Company Limited. The JV has engaged in developing warehouse and factory for rent including infrastructure, facilities and other related business. - BFTZ Bangpakong Co., Ltd., which is a 50:50 joint venture company between Sansiri Public Company Limited and Prospect Development Company Limited (a subsidiary of M.K. Real Estate Development Public Company Limited) establishes new subsidiary companies (in which BFTZ Bangpakong Co., Ltd. hold 100 percent of its total registered capital). The details of the 2 new subsidiary companies are as follows:


Duration	Details
	<p>(1) Bangpakong Industrial Land Co., Ltd. with the registered capital of THB 5 million. The new company has engaged in development of land for sale.</p> <p>(2) Bangpakong Terminal and Services Co., Ltd. with the registered capital of THB 5 million. The new company has engaged in the development of infrastructure and facilities.</p>
May – September 2021	<p>- Expanding Sansiri's investment business by investing in the finance and securities business operated by XSpring Capital Public Company Limited ('XPG'), by purchasing 403.37 million newly issued ordinary shares which are offered for sale and allocated to the Private Placement investors of XPG, at the price of THB 4.10 per share, representing 14.08 percent. Subsequently, Sansiri purchased the newly issued ordinary shares of XPG which were offered to existing shareholders in proportion to the shareholding, as well as exercise its right to subscribe for newly issued ordinary shares in excess of its shareholding (Oversubscription). As a result, Sansiri's shareholding in XPG increased to 14.21 percent of the total paid-up capital. However, during the fourth quarter of the year 2021, certain warrant holders exercised their rights to convert warrants (XPG-W4), consequently, as of 31 December 2021, Sansiri's shareholding in XPG decreased to 13.72 percent of the paid-up capital.</p>
January 2022	<p>- Sansiri Global Investment Pte. Ltd., a subsidiary in which Sansiri holds 100 percent shares, has disposed all of its investment in Sansiri International Pte. Ltd., a subsidiary in which Sansiri Global Investment Pte. Ltd. held 100 percent shares to Sharon Chong Hui Lin (the 'purchaser') who is not a related party to Sansiri. Consequently, Sansiri International Pte. Ltd. ceased to be an indirect subsidiary of Sansiri.</p>
March 2022	<p>- Restructuring of Sub-Committees with the same mission, namely the Corporate Governance Committee and the CSR Committee by merging the two Committees together and changed the name to the 'Corporate Governance and Sustainability Committee'.</p>
October 2022	<p>- Setting up of a new joint venture named Siri TK Five Co., Ltd., with the registered capital of THB 50 million. The new company is a joint venture between Sansiri and Tokyu Corporation, which incorporated in Japan (including Saha Pathana Real Estate Co., Ltd., a partner of Tokyu Corporation), holds 70 percent and 30 percent of issued and paid-up share capital, respectively. The new company has engaged in property development.</p> <p>- Acquisition of ordinary shares in Siri TK Four Co., Ltd., which is a joint venture company (70:30) between Sansiri and 'Tokyu Corporation Group' (comprised of Tokyu Corporation and Saha Tokyu Corporation Co., Ltd.), in the number of 150,000 shares with the par value of THB 100 each or representing 30 percent of its paid-up capital, Siri TK Four Co., Ltd. shall transform into a subsidiary of Sansiri.</p>
December 2022	<p>- Setting up of three new subsidiaries named Big Touch 1 Co., Ltd., Big Touch 2 Co., Ltd., and Big Touch 3 Co., Ltd., each with a registered capital of THB 50,000,000. Sansiri holds 100 percent of issued and paid-up share capital. The three new company has engaged in property development.</p>

4. Nature of Business

The core operation of Sansiri Group is divided into three businesses: (1) Property Development (2) Property Services and (3) Investment. The detailed descriptions of each product and service category are as follows:

Property Development

Property Development for Sale

Price Range	Product Type		
	Single-Detached House/ Detached House/ Mix Products	Townhome/ Shop House/ Home Office	Condominiums
Premium	 NARASIRI BU GAAN SETTHASIRI BURASIRI	DEMI	 WIRELESS THE MONUMENT Khun Yoo
Medium	SARANSIRI KANASIRI Habitatia		
Affordable	ANASIRI	SIRI PLACE	 

Sansiri offers multiple types of property development products including single-detached house, semi-detached house, townhome, shop house, home office, and condominium under different brands and price range to serve the demand of each customer segment. Products under different price ranges are of Sansiri's quality standard. In 2022, Sansiri launched a total of 39 new projects, valued at THB 43,000 million. In 2022, Sansiri focused on the development of single-detached house projects in the middle-upper level, where there is actual demand and purchasing power is not impacted by the economic circumstances. Sansiri developed 4 high-end single-detached house projects under the 'Sansiri Luxury Collection', namely Narasiri Krungthep Kreetha, BuGaan Krungthep Kreetha, BuGaan Pattanakarn and Burasiri Krungthep Kreetha, all of which have received good responses from customers who believe and trust in Sansiri brand, particularly, the Narasiri Krungthep Kreetha project which was very successful and able to close the sale within a month. For condominium projects, Sansiri focused on developing the 'Condo Me' brand, which was first launched in 2021, targeting customers with below THB 12 million budget or those switching from lease

to own property near work locations. During the year, the Condo Me was launched in 4 locations, including Bang Na-Bang Bo, On Nut-Rama 9, Navanakorn and Sinsakhon, which received overwhelming feedback. Moreover, Sansiri unveiled 2 new projects namely 'HAY Hua Hin' which marks the return of condominiums in Hua Hin for the first time in 10 years and 'FLO by Sansiri', which is a condominium with a view of the Chao Phraya River.

Sansiri incorporates innovations and technology into its residential property projects to deliver complete living experience to the customers. Cooliving Design technology reduces indoor temperature while saving energy. EV chargers are also installed to support electrical vehicles in a bid to reduce environmental pollution. Sandee robots are also available to deliver parcels within condominium projects.

Property Development for Rent

Sansiri has recurring income from properties for rent including a leasehold commercial building in the Silom area named 'Sun Square Silom' and a leasehold residential building named 'Baan Sansiri'. Moreover, Sansiri owns 'Habito Mall', the community retail located on T77 area on Sukhumvit 77 Road. Habito Mall gathers a variety of retail shops and restaurants for an expansive network of trendy lifestyle residential which complements Sansiri's core business - property development for sale.

Furthermore, Sansiri collaborated with Prospect Development Company Limited, by establishing a joint venture named 'BFTZ Bangpakong Company Limited' to develop land and operate business in warehouse and factory for rent to generate recurring income for Sansiri.

Property Services

Property Services Business

The Property Services business provided by Plus Property Company Limited ('Plus') suitably complements Sansiri's core business - property development for sale - by not only creating customer satisfaction with fully integrated services but also expanding its sources of recurring incomes and allowing it to capitalise upon its database to further improve its property development projects and more effectively satisfy the needs of market demand. The Property Services business consists of three core services (1) Brokerage Service and Sales Management (2) Property Management: both Property Management for residential projects and Facility Management for commercial buildings. As of 31 December 2022, Plus manages over 351 residential and commercial projects covering an area of 17.5 million square metres and (3) Consultancy services for real estate which include the consulting services of project feasibility studies, market surveys and analysis, and financial feasibility analysis, as well as the building inspection service provided by Touch Property Company Limited.

Moreover, to raise the quality of services, Sansiri incorporates property management innovations by adopting LIV-24, a security and infrastructure management technology for elevator and electrical systems to increase convenience, speed, accuracy, and 24-hour troubleshooting for residents. Currently there are 107 projects with this

innovation comprising 97 residential and 10 commercial projects (as of 31 December 2022) with a plan to expand to other projects in the future.

Educational Business

Sansiri has operated a school under the name 'Satit Pattana School' to generate recurring income, create opportunities to expand business and synergy to several of Sansiri's property projects for sale located nearby.

Hotel Business

Sansiri operates hotel business under the brand 'The Peri Hotel' and 'The Standard Hotel'. Currently, there are 3 hotels in operation namely a 46-key The Peri Hotel Hua Hin located in Hua Hin, Prachaupkhirikhan: a 56-key The Peri Hotel Khao Yai located in Pakchong, Nakomrachasima: and a 199-key The Standard Hua Hin located in Hua Hin, Prachaupkhirikhan, a five-star hotel with fresh lifestyle differentiating from 'The Peri Hotel' brand.

Other Businesses

Currently, Sansiri's other businesses include lifestyle concierge service for both individual and corporate as well as event management and full wedding planning services in Thailand and worldwide, which operated by QT Lifestyle Limited.

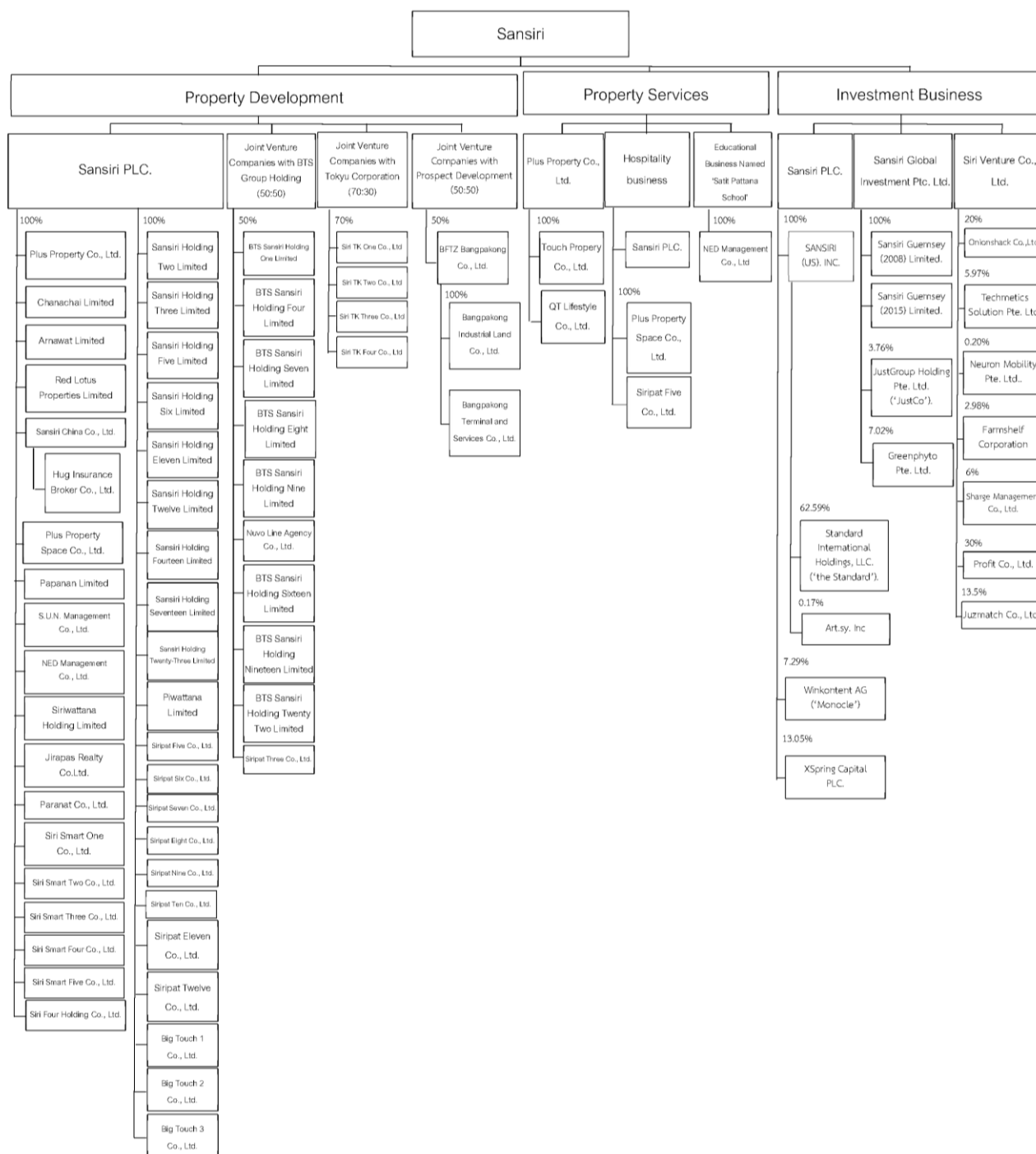
Investment Business

Sansiri sets a strategy to invest in businesses that will enhance its existing businesses and/or potentially be adjacent businesses of Sansiri. Currently, Sansiri has 2 anchor investments which are XSpring Capital (Financial Services Company) and JustCo (Co-working Space) which are the potential adjacent businesses in generating new revenue streams for Sansiri in the future. Apart from the mentioned investment, Sansiri also made investments in living and lifestyle related businesses which are Aspen Digital Inc. (Assets-backed Securities Token of Hotel Resort in the USA), Monocle (Global Affairs and Lifestyle Magazine), and Artsy (World's Largest Online Art Marketplace).

Sansiri is considered to be one of the first property developers in Thailand that has the initiative to make the investment in property related technology; therefore, Sansiri set up a corporate venture arm named 'Siri Ventures' with a key objective to invest in high potential startups that can synergise with Sansiri's businesses. Moreover, Sansiri has also invested in 3 Ventures Capital Funds in United State of America, China, and France.

5. SIRI Shareholding Structure

SIRI Shareholding Structure as of 31 December 2022 is the following:



6. Revenue Structure

Revenue structure classified by business groups during 2020-20222, is as follows:

Products / Services	Operated by	% Shares held by Sansiri	Year Ended 2020		Year Ended 2021		Year Ended 2022	
			THB Million	%	THB Million	%	THB Million	%
1) Property Development								
<u>For Sale</u>								
- Single-detached House	SIRI, AW, PW, CC, RED, NED, PPS, PPN	-, 100, 100, 100, 100, 100, 100	14,392	41.5	12,746	43.1	13,545	38.7
- Townhome	SIRI, PLUS, PW, PPN, AW, CC	-, 100, 100, 100, 100, 100	2,838	8.2	2,277	7.7	3,784	10.8
- Mix Products	SIRI	-	1,199	3.5	2,633	8.9	3,278	9.4
- Condominium	SIRI, RED, AW, PW, PPN, NED, TOUCH, PPS, SG	-, 100, 100, 100, 100, 100, 100, 100, 100	12,130	34.9	8,514	28.8	10,109	28.9
<u>For Rent</u>								
- Projects for Rent	SIRI, SUN, AW, PW, RED, PPN, NED, CC	-, 100, 100, 100, 100, 100, 100, 100, 100	67	0.2	103	0.3	158	0.5
- Leasehold Rights Written Off	SUN, CC	100, 100	52	0.2	53	0.2	52	0.1
2) Property Services								
- Revenue from Business Management Services	SIRI, PW, PLUS, QT, TOUCH	-, 100, 100, 100, 100	2,751	7.9	1,687	5.7	1,679	4.8
- Revenue from Hotel Management	SUS	100	139	0.4	315	1.1	548	1.6
- Revenue from Sales of Construction Materials	SIRI	-	53	0.2	52	0.2	45	0.1
- Revenue from Other Services	SIRI, AW, NED, PPS, SPS	-, 100, 100, 100, 100	212	0.6	262	0.9	514	1.5
3) Other Revenues								
- Revenue from Common Property Charges			229	0.7	292	1.0	350	1.0

Products / Services	Operated by	% Shares held by Sansiri	Year Ended 2020		Year Ended 2021		Year Ended 2022	
			THB Million	%	THB Million	%	THB Million	%
- Revenue from Forfeiture of Down Payment and Changed Contract Fee			326	0.9	108	0.4	515	1.5
- Gain on Sale of Land			11	-	-	-	240	0.7
- Gain on Sale of Investment in Subsidiary			93	0.3	-	-	-	-
- Other Income			215	0.6	516	1.7	167	0.5
- Total Revenue			34,707	100	29,558	100	34,983	100.00
- % Increase (Decrease) in Revenue			34.2	(14.8)	18.4			

7. Shareholders and Board of Directors

List of Shareholders

Sansiri has registered capital amounting to THB 20,343.62 million, with 17,626.87 million paid-up capitals. This includes common shares with 16,473.71 million shares paid, each having a par value of THB 1.07, as of September 28, 2023.

List of Top 10 shareholders

List of SIRI shareholders before entering into the Transaction

Order	List of Shareholders	Before Transaction	
		Number of Shares	% share
1	Thai NVDR Co., Ltd.	1,716,981,883	10.43
2	UBS AG SINGAPORE BRANCH	1,498,394,480	9.10
3	Viriyah Insurance Public Company Limited	1,193,267,873	7.25
4	MISS. CHANANDA THAVISIN	793,002,734	4.82
5	Mr. Wanchak Buranasiri	615,469,201	3.74
6	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	543,427,672	3.30
7	STATE STREET EUROPE LIMITED	386,466,212	2.35
8	Mr. Pipat Teitawat	350,000,000	2.13
9	Mr. Apichart Chutrakul	321,900,000	1.96
10	RAFFLES NOMINEES (PTE) LIMITED	250,000,000	1.52
11	Other Shareholders	8,804,801,236	53.45
Total		16,473,711,291	100.00

Note: Information as of August 29, 2023, from the website of the stock Exchange of Thailand

List of SIRI shareholders after entering into the Transaction

Order	List of Shareholders	After Transaction	
		Number of shares	% share
1	Thai NVDR Co., Ltd.	1,716,981,883	10.00
2	UBS AG SINGAPORE BRANCH	1,498,394,480	8.72
3	Viriyah Insurance Public Company Limited	1,193,267,873	6.95
4	Miss. Chanada Thavisin	793,002,734	4.62
5	M.K. REAL ESTATE DEVELOPMENT PUBLIC COMPANY LIMITED	700,000,000	4.08
6	Mr. Wanchak Buranasiri	615,469,201	3.58
7	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	543,427,672	3.16
8	STATE STREET EUROPE LIMITED	386,466,212	2.25
9	Mr. Pipat Teitawat	350,000,000	2.04
10	Mr. Apichart Chuttrakul	321,900,000	1.87
11	RAFFLES NOMINEES (PTE) LIMITED	250,000,000	1.46
12	Other Shareholders	8,804,801,236	51.27
Total		17,173,711,291	100.00

Board of Directors

Currently, SIRI has 10 directors as follows:

Name	Position
Mr. Apichart Chuttrakul	Chairman of the Board, Chairman of the Executive Committee, Chief Executive Officer
Mr. Jesadavat Priebjriwat	Vice Chairman, Independent Director, Chairman of the Audit Committee
Mr. Wanchak Buranasiri	Director
Mr. Thongchai Jira-Alongkorn	Director
Mr. Vichaya Chatikavanij	Director
Mr. Uthai Uthaisangsuk	Director
Mr. Supakorn Vejajiva	Director
Mr. Porntat Amatavivadhana	Independent Director
Mr. Supanit Chaiyawat	Independent Director, Audit Committee
Mr. Kittichai Raktakanit	Independent Director, Audit Committee

Note: Information as of September 20, 2023, from the website of the stock Exchange of Thailand

8. Financial Statements**STATEMENT OF FINANCIAL POSITION**

List: (unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Assets				
Current assets				
Cash and cash equivalents	3,006.63	2,181.01	2,659.68	4,222.65
Trade accounts receivable and unbilled receivable	1,667.01	1,385.33	982.56	1,019.79

List: (unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Current portion of loans to related parties	2,562.84	2,845.67	1,187.94	463.25
Long-term loans due within one year	0.60	-	-	-
Real estate development for sales	56,080.73	55,142.51	85,859.15	92,498.80
Advance payment to contractors	685.05	548.13	621.29	674.14
Deposits for purchase of land and asset	3,373.56	3,331.76	5,238.27	4,377.16
Cost to obtain contracts	611.20	340.63	164.35	149.69
Prepaid expenses	50.00	84.03	97.87	195.93
Other current financial assets	692.82	0.05	160.68	89.34
Other current assets	178.58	179.94	282.63	222.00
Total current assets	68,909.01	66,039.05	97,254.41	103,912.75
Non-current assets				
Restricted bank deposits	-	71.95	70.00	272.39
Loans to related parties - net of current portion	123.90	277.20	1,703.52	3,161.67
Note receivable	143.67	93.54	93.75	98.49
Other non-current financial assets	1,099.37	1,586.24	2,035.73	1,934.63
Investments in joint ventures	171.53	443.54	581.41	977.96
Investments in associates	199.46	2,031.14	1,954.23	1,964.07
Investment properties	2,711.63	3,930.83	4,818.50	4,619.55
Land held for development	27,610.49	30,465.56	7,351.69	7,316.57
Land, building and equipment	3,545.56	3,469.98	3,360.14	7,074.05
Right-of-use assets	1,835.79	1,695.60	1,546.19	1,458.39
Other intangible assets	3,884.12	3,994.01	4,009.48	4,004.76
Goodwill	697.10	784.77	814.38	840.99
Deferred tax assets	1,342.76	1,388.77	1,489.54	1,600.47
Other non-current assets	357.72	359.77	368.49	579.76
Total non-current assets	43,723.09	50,592.92	30,197.05	35,903.74
Total assets	112,632.10	116,631.98	127,451.47	139,816.50
Liabilities and shareholders' equity				
Current liabilities				
Short-term loans from banks	2,919.00	5,880.00	3,476.79	1,623.67
Bills of exchange	1,123.20	3,993.90	6,417.52	6,085.77
Trade accounts payable	2,214.30	1,084.11	1,235.42	1,745.29
Current portion of long-term loans	5,359.91	8,559.48	10,211.31	9,156.34
Current portion of liabilities from agreements to sell and purchase assets with right to buy back and sell back	-	-	33.83	-
Short-term payable from purchase of land	-	-	160.12	-

List: (unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Long-Term Note of Payment for Land - Due within one year	2,372.35	-	-	-
Current portion of long-term payable from purchase of land	-	1,011.13	-	-
Unsecured debentures - due within one year	8,196.65	10,728.35	12,036.41	6,107.38
Current portion of long-term lease liabilities	175.73	179.26	170.55	181.75
Corporate income tax payable	124.26	159.70	404.96	629.80
Short-term provisions	147.00	115.65	363.10	315.14
Unearned income	3,670.31	2,290.51	3,260.66	3,326.45
Other current liabilities				
Advance received from customers	709.85	497.28	574.32	488.41
Construction retention	836.86	567.68	741.24	846.62
Accrued expenses	876.03	1,173.75	1,768.99	1,264.72
Accrued construction costs	1,227.16	974.94	959.10	971.77
Others	760.69	429.50	501.94	464.50
Total current liabilities	30,713.28	37,645.24	42,316.26	33,270.61
Non-current liabilities				
Deferred leasehold revenue	221.05	179.17	137.75	120.30
Loans from related parties	-	-	-	-
Long-term loans - net of current portion	14,455.78	9,596.62	8,290.28	9,019.98
Long-term land purchase creditors	-	-	-	5,962.10
Liabilities from agreements to sell and purchase assets				
with right to buy back and sell back - net of current portion	637.78	635.69	-	-
Long-term notes payable for land - net of current portion	990.59	-	-	-
Unsecured debentures	-	-	-	-
net of current portion	23,464.99	24,935.73	30,222.21	41,225.86
Provision for transaction under equity method of investments in joint ventures	501.81	244.45	110.85	1,039.26
Long-term lease liabilities - net of current portion	1,588.26	1,530.59	1,409.64	1,328.39
Provision for long-term employee benefits	329.39	350.51	319.37	318.74
Long-term provisions	289.64	313.18	366.41	401.04
Deferred tax liabilities	24.10	1.47	-	-
Other non-current liabilities	218.18	232.67	238.19	177.01
Total non-current liabilities	42,721.57	38,020.08	41,094.70	59,592.67
Total liabilities	73,434.86	75,665.32	83,410.96	92,863.28
Shareholders' equity				
Share capital				
Registered	21,146.13	20,343.63	20,343.63	20,343.63
Issued and paid-up	15,903.13	15,924.87	15,967.75	16,981.50

List: (unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Share premium	2,354.71	2,359.19	2,368.02	2,447.77
Subscription received in advance from exercise of warrants	-	-	522.09	605.50
Subordinated perpetual debentures	4,973.74	4,973.74	4,973.74	4,973.74
Warrants	47.15	47.15	47.15	29.42
Capital reserve for share-based payment	-	57.48	88.72	67.90
Retained earnings				
Appropriated-statutory reserve	1,706.07	1,806.93	2,020.84	2,020.84
Unappropriated	12,784.65	13,790.01	16,088.26	17,425.73
Other components of shareholders' equity	(393.89)	266.03	356.41	819.41
Equity attributable to owners of the Company	37,375.55	39,225.41	42,432.98	45,371.85
Non-controlling interests of subsidiaries	1,821.69	1,741.24	1,607.53	1,581.36
Total shareholders' equity	39,197.24	40,966.66	44,040.51	46,953.21
Total liabilities and shareholders' equity	112,632.10	116,631.98	127,451.47	139,816.50

STATEMENT OF COMPREHENSIVE INCOME

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Revenues				
Revenues from sales of real estate	30,558.84	26,170.23	30,716.21	14,761.23
Revenues from business management services	2,751.29	1,687.06	1,678.58	1,229.12
Revenues from hotel management services	139.34	314.80	548.09	283.23
Revenues from sales of construction materials	53.00	52.35	45.43	23.15
Revenues from projects for rent	119.09	155.59	209.69	90.93
Revenues from other services	211.57	261.88	514.11	444.57
Other revenues	874.12	915.84	1,271.38	1,660.42
Total revenues	34,707.26	29,557.75	34,983.48	18,492.65
Expenses				
Cost of real estate sales	22,909.90	17,319.27	19,834.32	9,781.82
Cost of business management services	1,974.96	1,121.68	1,071.02	644.80
Cost of hotel management services	472.90	728.19	1,022.55	526.16
Cost of construction materials sales	47.20	49.77	39.53	24.56
Cost of projects for rent	93.29	96.78	93.63	45.03
Cost of other services	269.99	290.95	529.54	452.56
Selling expenses	2,232.72	2,022.47	2,238.44	1,131.48
Administrative expenses	4,227.23	4,352.63	4,926.24	1,979.30
Total expenses	32,228.20	25,981.75	29,755.26	14,585.70
Operating profit	2,479.05	3,576.00	5,228.23	3,906.94
Share of profit from joint ventures	452.36	75.10	494.06	138.43

List: (Unit: THB million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Share of loss from associates	(23.13)	(0.10)	(21.25)	3.84
Finance income	287.59	189.77	229.63	110.57
Finance cost	(977.80)	(1,165.42)	(737.43)	(236.76)
Profit before income tax expenses	2,218.07	2,675.35	5,193.24	3,923.02
Income tax expenses	(760.24)	(736.81)	(1,086.66)	(812.18)
Profit for the year	1,457.83	1,938.55	4,106.59	3,110.84

CASH FLOW STATEMENT

List: (Unit: THB million)	Consolidated financial statements			
	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Net cash flows from (used in) operating activities	2,830.70	(2,373.52)	(674.19)	5,195.18
Net cash flows from (used in) investing activities	319.16	(3,429.59)	(1,110.48)	(4,025.88)
Net cash flows from (used in) financing activities	(2,301.72)	4,843.96	2,340.48	153.06
Translation adjustment	26.66	133.52	(77.14)	240.61
Net increase (decrease) in cash and cash equivalents	874.80	(825.63)	478.67	1,562.97
Cash and cash equivalents at beginning of the year	2,131.83	3,006.63	2,181.01	2,659.68
Cash and cash equivalents at end of the period	3,006.63	2,181.01	2,659.68	4,222.65

TABLE OF KEY FINANCIAL RATIOS

List	Unit	2020	2021	2022
Liquidity Ratio				
Current Ratio	Times	2.24	1.75	2.30
Quick Ratio	Times	0.24	0.17	0.11
Operating Cash Flow to Total Debt	Times	0.04	(0.03)	(0.01)
Accounts Receivable Turnover	Times	18.61	18.77	28.47
Collection Period	Days	19.35	19.18	12.64
Inventory Turnover	Times	0.39	0.31	0.28
Inventory Turnover	Days	934.37	1,155.95	1,279.62
Accounts Payable Turnover	Times	6.36	5.87	12.94
Payment Period	Days	56.64	61.34	27.81
Cash Cycle	Days	897.09	1,113.79	1,264.44
Profitability Ratio				
Gross Profit Margin (of Core Revenue)	%	23.84	31.55	32.99
Gross Profit Margin (of Revenue from Project Sales)	%	25.03	33.82	35.43
Net Profit Margin	%	4.82	6.82	12.23
Return on Equity	%	4.71	5.03	10.07
Efficiency Ratio				

List	Unit	2020	2021	2022
Return on Total Assets	%	1.51	1.76	3.51
Return on Fixed Assets	%	8.28	7.79	16.74
Asset Turnover	Times	0.31	0.25	0.28
Financial Ratio				
Net Debt to Equity Ratio	Times	13.04	12.49	10.01
Debt-to-Equity Ratio	Times	1.87	1.85	1.89
Gearing Ratio	Times	1.42	1.55	1.60
Net Gearing Ratio	Times	1.34	1.50	1.54
Interest Coverage	Times	1.97	2.42	2.94
Debt Service Coverage Ratio	Times	0.23	0.17	0.21
Payout Ratio	%	50.00	50.00	50.00

9. Explain and analyze financial status and operating results.

Overview of past operations

Year 2020

Total revenue in 2020 amounted to THB 34,707 Million, increased by 34 percent from THB 25,859 Million in 2019. An increase in total revenue was caused by a 60 percent increase in the revenue from project sales, which was the core revenue of Sansiri. For the year 2020, Sansiri and its subsidiaries reported net profit (equity holders of Sansiri) of THB 1,673 Million, a decrease of 30 percent from net profit (equity holders of the company) of THB 2,392 Million in 2019

Year 2021

Total revenue in 2021 amounted to THB 29,558 million, decreased by 15 percent from THB 34,707 Million in 2020. The decrease in total revenue was caused by a decrease in the revenue from project sales and revenue from business management services by 14 percent and 39 percent, respectively. For the year 2021, Sansiri and its subsidiaries reported net profit (equity holders of the company) of THB 2,017 Million, an increase of 21 percent from net profit (equity holders of the company) of 1,673 Million THB in 2020.

Year 2022

Total revenue in 2022 amounted to THB 34,983 Million, increased by 18 percent from THB 29,558 Million in 2021. Revenue increased in almost every business unit except revenue from business management service, which slightly decreased when compared to last year. For the year 2022, Sansiri and its subsidiaries reported net profit (equity holders of the company) of THB 4,280 Million, tremendously grow up by 112 percent from net profit (equity holders of the company) of THB 2,017 Million in 2021. In this regard, 2022 net profit was all-time high net profit that Company has recorded.

The 6-month installment of the year 2023

For 6M2023, total revenue was THB 18,493 Million, rising by 42 percent from THB 13,057 Million in 6M2022. Sansiri recorded a gain from sales of assets and land, a total of THB 1,126 Million. 6M2023 net profit reported an outstanding growth of 162 percent to THB 3,203 Million, from THB 1,220 Million in 6M2022.

Revenue from Property Development for Sales

Year 2020

In 2020, Sansiri and its subsidiaries reported the revenue from project sales amounted to THB 30,559 Million, resulting in a 60 percent increase in revenue from project sales from THB 19,126 Million in 2019. Revenue from project sales increased in every product types. In 2020, THB 14,390 Million revenue from single-detached house projects contributed 47 percent, THB 12,132 Million revenue from condominium projects contributed 40 percent, the revenue of THB 2,838 Million from townhome projects contributed 9 percent, and the revenue of THB 1,199 Million from mix product projects contributed 4 percent accordingly.

Year 2021

In 2021, Sansiri and its subsidiaries reported the revenue from project sales amounted to THB 26,170 Million, resulting in a 14 percent decrease in revenue from project sales from THB 30,559 Million in 2020. Revenue from project sales decreased in almost every product type, except mix products which tremendously increased by 120 percent.

Year 2022

In 2022, Sansiri and its subsidiaries reported the revenue from project sales amounted to THB 30,716 Million, resulting in a 17 percent increase in revenue from project sales from THB 26,170 Million in 2021. Revenue from project sales increased for every product type.

Revenue from Property Services

Year 2020

In 2020, revenue from projects for rent amounted to THB 119 Million, increasing from THB 90 Million in 2019. Revenue from business management in 2020 amounted to THB 2,751 Million, decreased by 40 percent from THB 4,601 Million in last year. In 2020, Sansiri record revenue from hotel management amounted to THB 139 Million. Besides, Sansiri has revenue from other services including revenue from hotel business and education business amounted to THB 212 Million, which decrease from THB 303 Million in 2019 due to the COVID-19 pandemic that had significant impact on the hotel business and education business.

Year 2021

In 2021, revenue from projects for rent increased by 31 percent from THB 119 Million in 2020 to THB 156 Million in 2021, resulted from additional areas for rent, discontinuity of rental fee discount, and a rise in occupancy rate

compared to that during the beginning of the crisis in 2020. On the other hand, revenue from business management in 2021 amounted to THB 1,687 Million, decreased by 39 percent from THB 2,751 Million in the last year due to a decrease in revenue from construction management for joint ventures. In 2021, Sansiri recorded revenue from hotel management amounted to THB 315 Million, a 126 percent increase from THB 139 Million in 2020. Besides, Sansiri has revenue from other services including revenue from hotel business and education business amounted to THB 262 Million, which increase from THB 212 Million in 2020 due to the relief of COVID-19 prevention measures which led to more economic activities compared to the pandemic situation in 2020.

Year 2022

In 2022, revenue from business management stood at THB 1,679 Million, a slightly decreased by 1 percent from THB 1,687 Million in the last year. Whilst revenue from hotel management amounted to THB 548 Million, increased by 74 percent from THB 315 Million in 2021 due to the economic recovery and 2 new hotels, named The Standard Ibiza and The Standard Mahanakorn, started operation in 2022. Besides, Sansiri has revenue from other services including revenue from hotel business and education business amounted to THB 514 Million, which increased by 96 percent from THB 262 Million in 2021 due to the recovery of tourism and hotel business after country reopening. As a result, revenue from the hotel business considerably grew by 257 percent compared to last year.

Cost of Goods Sold and Operating Expenses

Year 2020

Cost of Project Sales and Other Cost

For the year 2020, cost of project sales amounted to THB 22,910 Million, a 64 percent increase from that of the year 2019, in accordance with an increase in revenue from project sales. Gross profit margin of project sales decreased from 26.9 percent in 2019 to 25.0 percent in 2020 which was the result of sales activities and sales promotion to stimulate sales and transfer of ready-to-move units in order to release the inventory during the economy crisis from COVID-19 pandemic at the beginning of the year. Cost of projects for rent amounted to THB 93 Million, increased from THB 82 Million in 2019. In 2020, Sansiri record cost of hotel management amounted to THB 473 Million. However, the cost of business management decreased from THB 3,730 Million in 2019 to THB 1,975 Million in 2020. In addition, the cost of other services including hotel business and education business decreased by 18 percent from that of last year in accordance with a decrease in revenue from other services.

Selling, General and Administrative Expenses

Sansiri and its subsidiaries recorded selling and administrative expense in 2020 at THB 6,460 Million, accounted for 18.6 percent of the total revenue, an increase from 18.2 percent of total revenue of last year. The selling expenses in 2020 were at THB 2,660 Million or 7.7 percent of total revenue, increased from 7.5 percent of total revenue at THB 1,927 Million in 2019. The main factors in increasing in selling expense was from expense related to transfer, commission paid, and sale support expense. The administrative expenses (including management benefit expenses) amounted to THB 3,800 Million or 10.9 percent of total revenue, increased from 10.7 percent of total revenue at THB

2,770 Million in 2019. The higher administrative expense was caused by the decrease in allocated staff expense to joint venture projects from the decrease in project development under joint venture.

Financial Expense

Financial expenses were at THB 978 Million in 2020, increased from THB 936 Million in 2019, which mainly due to the postponement of project launch. As a result, the interest expenses incurred by the undeveloped land plots, which were still in the design and marketing process, are unable to be capitalized. Additionally, it was as well due to the application of TFRS 16 at the beginning of 2020, which required the recording of financial expense from lease liabilities.

Year 2021

Cost of Project Sales and Other Cost

For the year 2021, cost of project sales amounted to THB 17,319 Million, a 24 percent decrease from that of the year 2020, in accordance with a decrease in revenue from project sales. Gross profit margin of project sales significantly increased from 25.0 percent in 2020 to 33.8 percent in 2021. The cost of business management services decreased from THB 1,975 Million in 2020 to THB 1,122 Million in 2021 in accordance with a decrease in revenue from business management services. Cost of projects for rent amounted to THB 97 Million, increased from THB 93 Million in 2020. In 2021, Sansiri recorded cost of hotel management services amounted to THB 728 Million, increased from THB 473 Million in 2020 in line with an increase in revenue from hotel management. In addition, the cost of other services including hotel business and education business increased by 8 percent from that of last year in accordance with an increase in revenue from other services.

Selling, General and Administrative Expenses

Sansiri and its subsidiaries recorded selling and administrative expense in 2021 at THB 6,375 Million, accounted for 21.6 percent of the total revenue, an increase from 18.6 percent of total revenue of last year. The selling expenses in 2021 were at THB 2,022 Million or 6.8 percent of total revenue, increased from 6.4 percent of total revenue at THB 2,233 Million in 2020. The main factors in increasing in selling expense was from expense related to transfer, commission paid, and sale support expense. The administrative expenses (including management benefit expenses) amounted to THB 4,353 Million or 14.7 percent of total revenue, increased from 12.2 percent of total revenue at THB 4,227 Million in 2020. The higher administrative expense was caused by the decrease in allocated staff expense to joint venture projects from the decrease in project development under joint venture.

Financial Expense

Financial expenses were at THB 1,165 Million in 2021, increased from THB 978 Million in 2020, which mainly due to the postponement of project launch. As a result, the interest expenses incurred by the undeveloped land plots, which were still in the design and marketing process, are unable to be capitalized.

Year 2022

Cost of Project Sales and Other Cost

For the year 2022, cost of project sales amounted to THB 19,834 Million, a 16 percent increase from that of the year 2021, in accordance with an increase in revenue from project sales. Gross profit margin of project sales significantly increased from 33.8 percent in 2021 to 35.4 percent in 2022, it increased in every product type. Cost of business management services and cost of projects for rent decreased by 5 percent and 3 percent respectively in accordance with a decrease in its revenue. However, Sansiri recorded cost of hotel management services amounted to THB 1,023 Million, increased from THB 728 Million in 2021 in line with an increase in revenue from hotel management. Similarly, the cost of other services including hotel business and education business meaningfully increased by 82 percent from that of last year in accordance with a 96 percent increase in revenue from other services.

Selling, General and Administrative Expenses

Sansiri and its subsidiaries recorded selling and administrative expense in 2022 at THB 7,165 Million, accounted for 20.5 percent of the total revenue, a drop from 21.6 percent of total revenue of last year. The selling expenses in 2022 were at THB 2,238 Million or 6.4 percent of total revenue, decreased from 6.8 percent of total revenue in 2021. The administrative expenses (including management benefit expenses) amounted to THB 4,926 Million or 14.1 percent of total revenue, decreased from 14.7 percent of total revenue in 2021. The main factor was the growth of revenue based which higher than the growth of selling and administrative expense.

Financial Expense

In 2022, finance cost was THB 737 Million, down from THB 1,165 Million in 2021, owing mostly to the development of existing land plots to support business expansion in the next 2-3 years. As a result, the interest charges incurred by the developed land plots can be capitalized as cost of the projects rather than financial expenses.

The 6-month installment of the year 2023

Cost of Project Sales and Other Cost

The cost of project sales in 6M2023 increased 35 percent from last year to THB 9,782 Million. Consequently, gross profit margin of project sales in 2Q/2023 reduced from 32.8 percent in 2Q/2022 to 32.0 percent in this quarter, resulted from the rising cost of business operations. However, gross profit margin of project sales in 6M2023 was 33.7 percent, remained stable when compared to 33.6 percent in 6M2022.

Selling, General and Administrative Expenses

For 6M2023, selling and administrative expenses were THB 3,111 Million, equivalent to 16.8 percent of total revenue, dropping from 20.6 percent of total revenue in 6M2022. The selling expenses were THB 1,131 Million or 6.1 percent of total revenue, remained stable compared to last year. The administrative expenses were THB 1,979 Million or 10.7 percent of total revenue, down from 14.5 percent in 6M2022.

Financial Expense

6M2023 finance cost declined from THB 556 Million to THB 237 Million, owing mostly to the development of existing land plots to support business expansion in the next 2-3 years. As a result, the interest charges incurred by the developed land plots can be capitalized as cost of the projects rather than financial expenses.

Net Profit

Year 2020

For the year 2020, Sansiri and its subsidiaries reported net profit of THB 1,673 Million, decreased by 30 percent from THB 2,392 Million in 2019. In this regard, the net profit margin was at 4.8 percent of total revenue, decreased from 9.3 percent of total revenue in 2019. The main factor was the 49 percent decrease in share of profit from investments in joint ventures compared to last year. In addition, effective corporate income tax in 2020 was at 34.3 percent of earnings before corporate income tax.

Year 2021

For the year 2021, Sansiri and its subsidiaries reported net profit of THB 2,017 Million, significantly increased by 21 percent from THB 1,673 Million in 2020. In this regard, the net profit margin was at 6.8 percent of total revenue, increased from 4.8 percent of total revenue in 2020. The main factor was the significant increase in gross profit margin of core business from 23.8 percent in 2020 to 31.6 percent in 2021.

Year 2022

For the year 2022, Sansiri and its subsidiaries reported net profit of THB 4,280 Million, significantly increased by 112 percent from THB 2,017 Million in 2021. In this regard, the net profit margin was at 12.2 percent of total revenue, increasing from 6.8 percent of total revenue in 2021. The main factors were from the significant increase in gross profit margin of core business from 33.7 percent in 2021 to 35.4 percent in 2022, as well as an increase in share of profit from investments in joint ventures and associates, and reduction of selling and administrative expense, finance expense, and tax expense. In addition, an effective corporate income tax in 2022 was at 20.9 percent of earnings before corporate income tax.

The 6-month installment of the year 2023

For 6M2023, net profit (equity holders of Sansiri) was THB 3,203 Million, representing an outstanding growth of 163 percent from THB 1,220 Million in 6M2022. Net profit margin was 17.3 percent, up from 9.3 percent in 6M2022.

Assets

Year 2020

Total assets of Sansiri and its subsidiaries as of 31 December 2020 amounted to THB 112,632 Million, an increase of THB 4,296 Million from that of 31 December 2019. Current assets as of 31 December 2020 was at THB 68,909 Million, decreased by THB 5,674 Million from that of 31 December 2019 due to a decrease in real estate

development for sales. Total non-current assets as of 31 December 2020 were THB 43,723 Million, an increase of THB 9,970 Million from that of 31 December 2019 due to an increase in land held for development.

Year 2021

Total assets of Sansiri and its subsidiaries as of 31 December 2021 amounted to THB 116,632 Million, an increase of THB 4,000 Million from that of 31 December 2020. Current assets as of 31 December 2021 were at THB 66,039 Million, decreased by THB 2,870 Million from that of 31 December 2020 due to a decrease in real estate development for sales and cash and cash equivalent. Total non-current assets as of 31 December 2021 was at THB 50,593 Million, an increase of THB 6,870 Million from that of 31 December 2020 due to an increase in land held for development, investment in associates, and investment properties.

Year 2022

Total assets of Sansiri and its subsidiaries as of 31 December 2022 amounted to THB 127,451 Million, an increase of THB 10,819 Million from 31 December 2021. Current assets as of 31 December 2022 were THB 97,254 Million, increasing by THB 31,215 Million from 31 December 2021 chiefly due to an increase in real estate development for sales. Total non-current assets as of 31 December 2022 were THB 30,197 Million, a decrease of THB 20,396 Million from 31 December 2021. The decrease was primarily from a decrease in land held for development, some of which had shifted to an increase in current assets, such as real estate development for sale, and investment properties.

The 6-month installment of the year 2023

Total assets of Sansiri and its subsidiaries as of 30 June 2023 amounted to THB 139,816 Million, an increase of THB 12,365 Million from 31 December 2022. Current assets as of 30 June 2023 were THB 103,913 Million, increasing by THB 6,658 Million from 31 December 2022, chiefly due to an increase in real estate development for sales as well as cash and cash equivalents. Total non-current assets were THB 35,904 Million, an increase of THB 5,707 Million from 31 December 2022, primarily from an increase in land, building and equipment from the acquisition of SIXTY SoHo Hotel in the United States by our subsidiary in foreign country, together with an increase in long-term loan receivable – net of current portion.

Liabilities

Year 2020

Total liabilities of Sansiri Group amounted to THB 73,435 Million as of 31 December 2020, a decrease of THB 3,026 Million from that of 31 December 2019. Total current liabilities amounted to THB 30,713 Million or increased by THB 2,473 Million while total non-current liabilities decreased by THB 5,499 Million to THB 42,722 Million. In this regard, the interest-bearing debt decreased from THB 57,867 Million as of 31 December 2019 to THB 55,520 Million as of 31 December 2020. The debt-to-equity ratio was 1.87 times with the interest-bearing debt-to-equity ratio (Gearing ratio) was 1.42 times. In this regard, Sansiri has been operating under restrictive financial covenants with gearing ratio less than 2.5 to 1.

Year 2021

Total liabilities of Sansiri Group amounted to THB 75,665 Million as of 31 December 2021, an increase of THB 2,230 Million from that of 31 December 2020. Total current liabilities amounted to THB 37,645 Million or increased by THB 6,932 Million while total non-current liabilities decreased by THB 4,701 Million to THB 38,020 Million. In this regard, the interest-bearing debt increased from THB 55,520 Million as of 31 December 2020 to THB 63,694 Million as of 31 December 2021. The debt-to-equity ratio was 1.85 times with the interest-bearing debt-to-equity ratio (Gearing ratio) was 1.55 times. In this regard, Sansiri has been operating under restrictive financial covenants with gearing ratio less than 2.5 to 1.

Year 2022

Total liabilities of Sansiri Group amounted to THB 83,411 Million as of 31 December 2022, an increase of THB 7,746 Million from 31 December 2021. Total current liabilities amounted to THB 42,316 Million, increasing by THB 4,671 Million. Whilst total non-current liabilities rose by THB 3,075 Million to THB 41,095 Million. In this regard, the interest-bearing debt increased from THB 63,694 Million as of 31 December 2021 to THB 70,655 Million as of 31 December 2022, due to an increase in unsecured debenture issued during 2022. The debt-to-equity ratio was 1.89 times with the interest-bearing debt-to-equity ratio (Gearing ratio) was 1.60 times. In this regard, Sansiri has been operating under restrictive financial covenants with gearing ratio less than 2.5 to 1.

The 6-month installment of the year 2023

Total liabilities of Sansiri Group amounted to THB 92,863 Million as of 30 June 2023, an increase of THB 9,452 Million from 31 December 2022. Total current liabilities amounted to THB 33,271 Million, decreasing by THB 9,046 Million. Whilst total non-current liabilities rose by THB 18,498 Million to THB 59,593 Million. In this regard, the interest-bearing debt increased from THB 70,655 Million as of 31 December 2022 to THB 73,282 Million as of 30 June 2023, due to an increase in unsecured debenture issued in January and June 2023. The debt-to-equity ratio was 1.98 times with the interest-bearing debt-to-equity ratio (Gearing ratio) was 1.56 times. In this regard, Sansiri has been operating under restrictive financial covenants with gearing ratio less than 2.5 to 1.

Shareholders' Equity

Year 2020

Shareholders' Equity as of 31 December 2020 amounted to THB 39,197 Million, an increase of THB 7,322 Million from as of 31 December 2019 caused by the issuance of subordinated perpetual debentures. Furthermore, dividend payment was paid at THB 848 Million out of net profit in 2019.

Year 2021

Shareholders' Equity as of 31 December 2021 amounted to THB 40,967 Million, an increase of THB 1,769 Million from as of 31 December 2020 caused by an increase in retained earnings. Furthermore, dividend payment was

paid at THB 594 Million out of net profit in 2020, together with THB 327 Million dividend paid for subordinated perpetual debentures

Year 2022

Shareholders' Equity as of 31 December 2022 amounted to THB 44,041 Million, an increase of THB 3,074 Million from as of 31 December 2021 caused by an increase in retained earnings of THB 2,512 Million as well as the subscription received in advance from exercise of warrants of THB 522 Million. Furthermore, dividend payment was paid at THB 1,489 Million out of net profit in 2021, together with THB 327 Million dividend paid for subordinated perpetual debentures – net of income tax

The 6-month installment of the year 2023

Shareholders' Equity as of 30 June 2023 amounted to THB 46,953 Million, an increase of THB 2,913 Million from as of 31 December 2022. The increase was from total comprehensive income of THB 3,574 Million and higher issued and paid-up of THB 1,126 Million from the exercise of warrants issued for Private Placement and ESOP 8, partly offset with dividend payment of THB 1,702 Million in May 2023.

10. Key factors and influences that may impact future operational performance or financial position.

Marketing Products and Services

After COVID-19 pandemic had subsided and both public and private sectors had recovered, the year 2022 was intended to be the year that we grow strongly and sustainably in all dimensions. We kicked off with the theme 'SANSIRI: STEP BEYOND' in which we focused on 3 key agendas consist of increasing in net profit, improving quality of lives within our ecosystem, and impact on environmental issues.

2022 was the year we made a comeback with 'Narasiri'. We launched our luxurious single-detached house projects 'Narasiri' together with other luxurious projects of ours in Krungthepkreetha district, making this area becomes a prime location for high-end residentials. The comeback of Narasiri received a very good response from customers. It was sold out within 45 days after launched. Whereas we also relaunched 'Saransiri' single-detached house brand under Modern Farmhouse thematic, targeting young families seeking their first home. We together launched Saransiri in 5 locations with a start price from 5.69 to THB 12 Million.

In addition to launching new projects covering different segments, social issues and sustainable business practices was another agenda we also focused on. Sansiri supported the diversity, equality, and inclusivity within our ecosystem. Human rights were a key important agenda we focused on, making sure not only it was respected within our own operation but also along our value chain as well. By adhering to best practices and putting our words into real action, we were able to rise above our peers in sustainability agenda.

This year Sansiri partnered with Equitable Education Fund (EEF), a government-backed agency in charge of devising policies and collaborating with various agencies to address the issue of children dropping off from education

in Thailand. We launched an innovative social bond valued of THB 100 Million to public and setting up the fund for EEF to use on Ratchaburi Model.

This aims to bring children out of the education system to 'zero' within 3 years and hopes to be a pilot project that other businesses can implement to support children and young people to access education in other areas.

In part of sustainable business practices, Sansiri becomes the first real estate developer to set a target to reach net-zero emission within 2050 by implementing through 3 strategies including aligning our business processes, developing the projects that minimizing the greenhouse gas emission throughout the value chain, and collaborating with partners in setting common goal to reduce greenhouse gas emission production. Moreover, Sansiri announced our mission 'Sansiri Tree Story', aiming to plant more trees to help offset emission. Over the period of 10 years, Sansiri has planted more than 200,000 trees, of which 12,000 are large trees, helping Bangkok to reduce carbon dioxide equivalent to 114 tons per year.

As a brand supporter for equality, Sansiri teamed up with DTAC and Unilever in 2022. A new initiative for 'Equality in all aspects - Embracing diversity of LGBTQ+' within organization and society. This year was the third year supported by UNDP with the campaign of 'Live Equally'.

Competitive situation within the industry and future trends

In 2022, the COVID-19 pandemic has unraveled, the tourism sector is starting to recover, which leads to confidence in economic recovery. As a result, the real estate developers invested in new projects this year. Most real estate developers still focused on the low-rise market while the condominium market began to recover as the purchasing power of foreign buyers increased.

According to presales records, most developers reported higher presales than the previous year as well as a higher growth rate in the number of ownerships transferred. These were mainly supported by the improved economic outlook and the government's stimuli, for instance, the Bank of Thailand's relaxation of LTV that will be ended on December 31, 2022. This caused a significant acceleration of ownership transfers in the last two months of the year.

For the outlook in 2023, it is expected to continue growing at a gradual pace. There are both opportunities and risk factors that need to be properly monitored. The key driving factors consist of economic expansion, industry retrieval, and the return of the tourism sector, which have impacts on the rapid condominium market recovery. Additionally, the government measures to boost the real estate market include lowering the property transfer fee from 2 percent to 1 percent and the mortgage registration fee from 1 percent to 0.01 percent for residential properties with selling prices and appraisal prices under THB 3 Million per contract.

There are also initiatives to lower the property tax at a rate of 15 percent of the calculated tax amount. On the other hand, there are several risk factors that need to be considered. To illustrate, an increase in the ratio of household debt results in rising strictness of financial institutions for considering lending restrictions. Furthermore, an increase in real estate development costs caused by higher land prices as a result of a revaluation of appraisal land prices, greater

construction material costs due to an increase in oil prices, as well as the rising in minimum wage rate. Finally, the Bank of Thailand signals a continued policy interest rate hike in order for inflation to return to the target. The higher interest rate is causing consumers to pay higher loan interest rate, more in instalment, and longer payback term.

Product Procurement

Selection of Locations for Project Development

Sansiri has a dedicated Land Acquisition and Business Development Department that focuses on selecting locations for Sansiri's project development. To select suitable locations for development, the department considers the expansion of the city, public transportation system, government's facility project development, and private sector's mega projects to seek potential land plots for project development, based on economic and market situation. The Department has to work closely with Sansiri's brokerage network and with Plus Property Company Limited (Plus), in addition to relying upon site surveys comply by the Land Acquisition and Business Development Department especially for the location that is a niche market in order to increase the chance in acquiring land. For further convenience, Sansiri has increased channel to gain land information from sale offer through its website 'www.sansiri.com', giving landlord opportunity to learn about Sansiri's land selection policy and creating another channel to sell land to Sansiri directly. This channel allows the Land Acquisition and Business Development Department to gain fast-access to the land information to analyze and study the possibility of project development on a timely basis to be competitive in the market and decrease cost of land acquisition. Additionally, Sansiri also accepts land sale offers through Sansiri's call center.

The Land Acquisition and Business Development Department, in cooperation with other departments, including Government Affairs Department, Legal Office, Finance Department, Product Development Department, Project Development Division, and Marketing Department, analyses and studies the feasibility of project development at each location, as well as selects suitable product types among single-detached houses, townhomes, condominiums and commercial buildings. Sansiri's Land Acquisition and Business Development Department, together with the Legal Office and Government Affairs Department, undertakes feasibility studies covering matters such as building heights and set-back areas, while the Product Development Department considers feature of the land plot in such area, selects the product and sets the suitable layout that most suited for each particular plot of land, while taking into account the possibility in terms of legal, marketing, and financing. Later, the Project Development Division completes a feasibility study on construction costs of the indicated layout. In addition, in order to establish an accurate and realistic sales forecast, set up the project development strategy, and indicate the prices in accordance with the situation, the Land Acquisition and Business Development Department reviews relevant market information in consultation with Sales Management Department and Marketing Department. Currently, Sansiri has developed a system software to help collecting the data in various areas, such as marketing, legal, project development by government and private sector, and other essential data to analyze and support the project development planning in the future.

Procurement of Construction Materials

Sansiri has transparent and clear procedures for the procurement of construction materials to keep purchasing prices and high-quality standards aligned. The offline bidding process and online bidding system (E-Auction) to procure construction materials allow Sansiri to compare price versus quality. Sansiri also gains economies of scale by consolidating volume and negotiating in bulk with manufacturers. Construction material price volatility has been mitigated by assigning specific teams to closely monitor key construction material price changes and preset the delivery prices of necessary materials.

Sansiri copes with the fluctuation in construction material prices for single-detached house and townhome projects by purchasing the materials directly from manufacturers, which accounts for approximately 70 percent of the total project construction costs. Sansiri also purchases some materials for condominium projects on a lump sum amount and enjoys the benefits from economies of scales and mitigates the risk of increasing material costs through turnkey construction contracts with contractors. Moreover, Sansiri also highly emphasises the quality control of the construction by maintaining standards through selected and preferred vendors. In order to assess suppliers, Sansiri considers a number of criteria including price competitiveness and production capacity, as well as the capability to source raw materials and ensure the timely delivery of construction materials. Sansiri regularly updates the qualified supplier list by closely monitoring and evaluating the timely delivery of every supplier on a semi-annual basis, in order to ensure that they maintain their services according to Sansiri's predetermined standards. To ensure the high standards of suppliers, additional incentives are given to those who have performed exceptionally.

Selection of Contractors

The ability to procure the services of first-rate and trustworthy contractors is important in the real estate business. Sansiri selects contractors based on their specifications, in conjunction with their construction capability in ensuring timely construction and ability to operate within Sansiri's budgetary and standards criteria. Utilising small contractors for single-detached houses and townhome projects provides more flexibility in managing the construction plan and coping with changes that may occur. For condominium projects, Sansiri uses turnkey construction contracts with contractors for cost control. Furthermore, Sansiri closely monitors and meticulously inspects to ensure construction is of a high quality and completed within schedule. Currently, Sansiri is able to coordinate its construction requirements through more than 371 contractors.

Construction Technology

Sansiri operates its own precast concrete factory to ensure quality, speed, and competitive cost through its precast concrete construction method. Currently, Sansiri uses precast concrete for single-detached houses, semi-detached houses, 2-4 story townhomes, commercial buildings, and construction of other special projects such as residential project main gate, clubhouses, and 8-story condominiums.

In 2022, our precast concrete factory uses a new system called 'Seamless Construction' adapting new technology; for example, using a hollow core slab for constructing the ground floor, to improve precast process in order to enhance quality, increase speed and business cycle, and promote environmental sustainability by reducing waste

and pollution from construction process through Sansiri's factory that has been certified with ISO9001 and ISO14001 and also its business partners'.

Besides innovative construction method development, Sansiri also places importance on research and development to improve existing construction materials with emphasis on quality and environmental friendliness. In 2022, Sansiri studies the Glass Fiber Reinforced Polymer (GFRP) material in order to replace using the reinforced steel bar. This is to demonstrate Sansiri's goal to become a leading residential property construction technology developer to enhance the quality of life of Sansiri's customers and residents while safeguarding the environment.

Environmental Impacts

Developing a housing project may have an adverse impact on the environment. A project's wastewater drainage, in particular, may pollute public water sources if there is an ineffective and unstandardized wastewater treatment. In order to prevent this, Sansiri has made the contractors to set up a wastewater disposal system in each construction site and construction worker camp by indicating the condition in the auction process as well as in the agreement to be in accordance with the measure indicated in Environmental Impact Assessment (EIA), so that wastewater from each site will pass through the wastewater treatment process before being drained into public water sources.

Source: SIRI Annual Report and One Report 2022

11. Litigations

As of 30 June 2023, and 31 December 2022, Sansiri and its subsidiaries has various outstanding litigation cases, relating to allegations of breaches of agreements to purchase and to sell and torts, with total damages claimed amounting to THB 1,741 million and THB 1,957 million, respectively (the company only: THB 561 million and THB 820 million, respectively). Some cases are detailed below.

- a) During the year 2018, a subsidiary was sued to revoke a juristic act of sale and purchase of land and requested to revert the land ownership to the plaintiffs as an executor sold the land to a subsidiary without legal rights. If the juristic act cannot be revoked and the land ownership cannot be reverted to the plaintiffs, the subsidiary and other defendants involved in the case shall pay for the compensation of THB 959 million together with the interest at a rate of 7.5% per annum to the plaintiffs. Subsequently, a reconciliation was arranged between the plaintiffs and the executor. On 17 June 2021, the representative of the trustee made payment of THB 80 million to all plaintiffs, and the plaintiffs jointly entered into a memorandum of agreement dated 17 June 2021 to settle the dispute with respect to the inheritance land. The subsidiary therefore filed the statement dated 12 October 2021 regarding the settlement of all disputes with the Court.

On 28 January 2022, the Court of First Instance rendered the judgement dismissing the case. Subsequently, the plaintiffs filed an appeal. On 3 March 2023, the Court of Appeal issued an order to dismiss the judgement of the civil court which dismiss the case and dismiss the judicial order not to accept the appeal of the fourth petitioner. Currently, the subsidiary is in the process of filing a petition for an appeal to the Supreme Court and

submitting an answer brief in response to the appeal of the fourth petitioner. The case is under consideration by the Court of Appeal and the Supreme Court.

Based on facts and relevant laws as well as the past Supreme Court ruling based on similar facts, the management therefore has a good faith opinion that the subsidiary is not at risk of the revocation of the land transfer and make payment of claim to the plaintiffs.

- b) During 2021 to the current period, Sansiri has been sued in numerous lawsuits by several residents of the Setthasiri Ratchaphruek Charansanitwong Project regarding land improvements in the land allocation area was not in accordance with the land subdivision permit, resulting in the subsidence of surrounding ground and damage to other property in the house. The plaintiffs demanded that Sansiri repair the damaged area and pay damages totaling THB 302 million. Several cases were adjudicated by the Court of First Instance on 23 May 2022. Following these judgments, the plaintiff lodged an appeal, and the cases are presently being reviewed by the Court of Appeal. Currently, certain cases are undergoing mediation and the taking of evidence, while others have already been concluded.
- c) On 1 February 2022, an overseas subsidiary had been filed a lawsuit in United States District Court alleging that the subsidiary infringed the plaintiff's trademarks. On 15 March 2022, the subsidiary answered the plaintiff's complaint by denying the charges and counterclaiming against the plaintiff. The subsidiary and the plaintiff are undergoing mediation to attempt to settle the dispute.
- d) In addition, during the year 2018, BTS Sansiri Holding Nineteen Limited (a joint venture), the developer of The LINE Sathorn project, was sued by a juristic person of a condominium located nearby the project. The juristic person requested that the joint venture revoke the Environmental Impact Assessment (EIA) report and undertake public hearing on this matter for neighboring stakeholders by using independent experts or entities as accepted by the Court. On 28 August 2019, the Central Administrative Court prescribed provisional remedial measures before delivering the judgement by ordering the joint venture to suspend this project temporarily. On 11 October 2019, the joint venture filed an appeal against such order of the Central Administrative Court and requested that the Supreme Administrative Court withhold its enforcement. On 30 June 2021, the Supreme Administrative Court reversed the order of the Central Administrative Court dismissing the plaintiff's request for provisional remedial measures before delivering the judgement. As a result, the order granting provisional remedial measure is rescinded and the joint venture is allowed to continue the construction of The LINE Sathorn project. However, currently the administrative case concerning the request to revoke the approval of the Environmental Impact Assessment (EIA) report and the permit for building construction, modification, and demolition under Section 39 Ter No. 58/2561 dated 21 March 2018 between the joint venture and the government agencies and the plaintiff is still proceeded by the Central Administrative Court.

As of 30 June 2023, the project costs (book value) of THB 1,761 million comprise land cost of THB 793 million and construction cost and interest totaling THB 968 million. Based on the plaint, petition, order, including facts and relevant laws that the joint venture has brought to defend the case, the management of the joint venture

believe that the Administrative Court will not render judgement or give the order to revoke the approval for the Environmental Impact Assessment (EIA) report and the permit for building construction, modification, and demolition issued to BTS Sansiri Holding Nineteen Limited, and terminate the construction of The LINE Sathorn project as requested by the plaintiff, as discussed above. The Group and the joint venture are defending the lawsuits. Since the management believe that the Group and the joint venture will not incur any losses from the litigation as discussed above.

Source: SIRI Financial Statement Quarter 2/2023 as of 30 June 2023

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