

Invitation to the Extraordinary General Meeting of Shareholders No. 2/2023

FNS Holdings Public Company Limited

on November 20, 2023 at 10.00 hrs.

at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor,

952 Rama 4 Road, Bangkok

Registration starts at 08.30 hrs.

For the convenience of registration, on the meeting date, Shareholders and/or Proxy-holders kindly bring the Registration Form with printed barcode to the Registration Officer



Download
Meeting Documents



Download
IFA Report
Enclosure 4



Download
IFA Report
Enclosure 5

No souvenir will be given, no food and beverage will be served and eating and drinking are strictly prohibited in the meeting venue for the health and safety of all participants.

October 25, 2023

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 2/2023

To : All Shareholders

Enclosure : 1. Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

2. Information Memorandum of FNS Holdings Public Company Limited on the disposition ordinary shares held in Neo Corporate Public Company Limited along with NEO's issuance and offering of newly issued ordinary shares (Initial Public Offering or "IPO") of Neo Corporate Public Company Limited

3. Information Memorandum of FNS Holding Public Company Limited on the Acquisition of Assets by Investing in the Ordinary Shares of Sansiri Public Company Limited by M.K. Real Estate Development Public Company Limited, a subsidiary of the Company

4. Opinion Report of the Independent Financial Advisor regarding an Asset Disposition Investment Transaction in Neo Corporate Public Company Limited

5. Opinion of 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

6. Articles of Association (in relation to the Shareholders Meeting only)

7. Details of required documents for attendance in person and by Proxy, and Proxy Forms

8. Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)

9. Map of Venue of the Extraordinary General Meeting No. 2/2023

The Board of Directors of FNS Holdings Public Company Limited ("the Company") has resolved to convene the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. (registration starts at 08.30 hrs.) at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1 - 3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand, to consider the following agendas:

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

Objective and Rationale : The Extraordinary General Meeting of Shareholders No. 1/2023 was held on June 23, 2023, and the Minutes of the meeting were duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The Minutes must also be submitted to the shareholders for joint consideration of their accuracy. Details of the minutes are given as Enclosure 1.



Opinion of the Board : The Board has recommended that the Meeting certify the Minutes of the Extraordinary Annual General Meeting of Shareholders No. 1/2023 held on June 23, 2023.

Resolution : This agenda item must be approved by the majority vote of shareholders who attend the meeting and cast their votes.

Agenda 2 To consider approving sale of ordinary shares held in Neo Corporate Public Company Limited along with the issuance and offering of newly issued ordinary shares (Initial Public Offering or “IPO”) of Neo Corporate Public Company Limited

Objective and Rationale : According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “Company”) No. 8/2023 convened on September 29, 2023, the Board of Directors Meeting approval to propose to the Extraordinary General Shareholders Meeting No. 2/2023 to consider approving the disposition of ordinary shares, held in Neo Corporate Public Company Limited (“NEO”), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO’s issuance and offering of newly issued ordinary shares (Initial Public Offering or “IPO”), at the IPO price since NEO’s ordinary shares will be listed in the Stock Exchange of Thailand (“SET”) (collectively, the “Plan for Listing on the SET”). The Company’s shareholding percentage in NEO directly and indirectly will decrease from 12.78 percent of paid-up capital of NEO (before the IPO of NEO) to 6.29 percent of paid-up capital of NEO (after the IPO of NEO) (collectively called “Disposition of NEO Investment”).

The Transaction is deemed as the disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended), 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 B.E. 2008, dated October 29, 2004 (as amended) (collectively, the “Notifications on Acquisition or Disposition of Assets”)

From the calculation set out above, the highest transaction size is 65.40 percent based on the net operating profits basis. Based on consolidated financial statements of the fiscal year ended June 30, 2023 of the Company, which has reviewed by the Company’s Auditor and NEO. the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is

obliged to disclose the information relating to the entering into the acquisition of assets transaction as follows:

- (1) To disclose information to the SET related to the acquisition of assets for the disposition of NEO investment transaction according to the Notifications on Acquisition or Disposition of Assets;
- (2) To arrange for a shareholder meeting to approve the disposition of assets transaction which the resolution of the shareholder meeting must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest;
- (3) To appoint the independent financial advisor to express the opinion related to the disposition in NEO investment transaction to the Securities and Exchange Commission (the “SEC”), SET and the Company’s shareholders.

In addition, the disposition of investment in NEO transaction is not classified as the connected transactions 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 B.E. 2546 (as amended) (collectively, the “Notifications on Connected Transactions”) since BH is not considered as connected persons under the Notifications on Connected Transactions and the Company has no control over the Joint Venture Company. Therefore, the Company is not obliged to comply with the Notifications on Connected Transactions.

The details of the entering into such transaction are set out in the Information Memorandum regarding the disposition of Assets Transactions of FNS Holdings Public Company Limited (Enclosure 2) and in this case, FNS has appointed I V Global Securities Public Company Limited to be the Independent Financial Advisor for the disposal of the ordinary shares held in Neo Corporate Public Company Limited (“NEO”), along with NEO’s issuance and offering of newly issued ordinary shares (Initial Public Offering or “IPO”) of NEO (Enclosure 4) which the Company has sent to shareholders together with the Notice of the Meeting.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve sale of ordinary shares held in NEO according to the Information Memorandum of FNS Holdings Public Company Limited (Enclosure 2) and Opinion of the Independent Financial Advisor on sale of the ordinary shares held in NEO (Enclosure 4)

Resolution : This agenda item must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest

Agenda 3 To consider approval for M.K. Real Estate Development Public Company Limited (“MK”), a subsidiary of the Company to invest in the ordinary shares of Sansiri Public Company Limited (“SIRI”)

Objective and Rationale : According to Board of Directors' Meeting No. 8/2023 of FNS Holdings Public Company Limited (the “Company”) held on September 29, 2023, the Board of Directors has resolved to grant approval to propose to the Shareholder's Meeting to consider and approve the 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, held in proportion of 49.50 percent of paid-up registered capital of SIRI. MK has entered in to the investment 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 rights 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. (collectively, the “Investment in SIRI Transaction”).

Investment in SIRI Transaction is considered the Company's asset acquisitions in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets dated 31 August 2008 (as amended) 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 dated 29 October 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 which has reviewed by the Company's Auditors. 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 Investment in SIRI Transaction is the entering into transaction between a subsidiary of a listed company and another listed company. 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 is required to disclose the information relating to the entering into the acquisition of assets transaction as follows:

- (1) To disclose information to the SET related to the acquisition of assets for the Investment in SIRI Transaction according to the Notifications on Acquisition or Disposition of Assets;
- (2) To arrange for a shareholder meeting to approve the acquisition of assets transaction which the resolution of the shareholders meeting must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest
- (3) To appoint the independent financial advisor to express the opinion related to the Investment in SIRI Transaction to the Securities and Exchange Commission (the “SEC”), SET and the Company’s shareholders

In addition, the Investment in SIRI Transaction is not classified as the connected transactions under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2003 (as amended) (collectively, the “Notifications on Connected Transactions”) since the Company is not considered as connected persons under the Notifications on Connected Transactions and the Company has no control over the Joint Venture Company. Therefore, the Company is not obliged to comply with the Notifications on Connected Transactions.

In addition, MK’s board of directors would be empowered by the shareholder meeting to consider revising the Investment in SIRI Transaction to partially exercise or not to exercise SIRI warrants to convert into common shares and partially or wholly sell SIRI warrants during the exercise period according to the terms and conditions of SIRI warrants as appropriate based on the situation for the most benefit to MK.

The details of the Investment in SIRI transaction are set out in the Information Memorandum regarding the Acquisition of Assets Transactions of FNS Holdings Public Company Limited (Enclosure 3), and FNS has appoint FynnCorp Advisory Company Limited to be the independent financial advisor for the investment in SIRI (Enclosure 5) which the Company has sent to shareholders together with the Notice of the Meeting.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve the Investment in SIRI Transaction as shown above together with the opinion of the Board of

Directors as described in the Information Memorandum of FNS Holdings Public Company Limited (Enclosure 3) and Opinion of the independent financial advisor on the Investment in SIRI Transaction (Enclosure 5)

Resolution : This agenda item must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest

Agenda 4 To consider other matters (if any)

Shareholders are invited to attend the meeting on the said date, time and at the venue specified above. Shareholders who wish to appoint proxies to attend the meeting and vote for them should fill out and sign the proxy form and affix the duty stamp. The proxy has to present the completed proxy form to the Chairman or an authorized person at the meeting before entering into the meeting. Details of required documents for attendance by proxy and proxy forms are enclosed in Enclosure 7.

For the convenience of the shareholders, the Company implements a barcode system to enhance accuracy and speed of registration. Therefore, the shareholders and/or proxies are required to bring the registration form on which a barcode is printed, which the Company has sent to the shareholders together with the Notice of the Meeting.

Yours sincerely,
By order of the Board of Directors



(Mr. Vorasit Pokachaiyapat)
Managing Director

Enclosure 1

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

Minutes of the Extraordinary General Meeting of Shareholders No.1/2023
FNS Holdings Public Company Limited

Time and place

The Meeting was held on June 23, 2023, at 2:30 p.m. at Crowne Plaza Bangkok Lumpini Park Hotel, Crown Room 1 - 3, Floor 21, No. 952 Rama 4 Road, Bangkok.

Before the start of the Meeting

Mrs. Chanoknan Srivorakul was assigned to clarify the Meeting procedures. She introduced the Company directors, the lawyer from J.K. Legal Counselor Company Limited, acting as a witness and inspector for vote counting, and the representatives from I V Global Securities PCL., financial advisor, as follows:

Directors attending the Meeting: 4 out of 5 directors attended the Meeting (representing 80% of the directors attending the Meeting) as follows:

- | | |
|------------------------------|--|
| 1. Mr. Akarat Na Ranong | Chairman of the Board / Member of the Audit Committee /
Member of the Nomination, Compensation and Corporate
Governance Committee / Independent Director |
| 2. Mr. Vorasit Pokachaiyapat | Managing Director / Member of the Nomination, Compensation
and Corporate Governance Committee |
| 3. Mr. Chanmanu Sumawong | Chairman of the Audit Committee / Chairman of the Nomination,
Compensation and Corporate Governance Committee /
Independent Director |
| 4. Mr. James Marshall | Director |

Director absent from the Meeting:

- | | |
|---------------------------|--|
| 1. Mr. Nuttawut Phowborom | Member of the Audit Committee / Independent Director |
|---------------------------|--|

There were 6 persons permitted to attend the Meeting as follows:

- | | |
|------------------------------|--|
| 1. Mrs. Chanoknan Srivorakul | Moderator of the Meeting |
| 2. Mr. Pongpak Sudthipongse | Assistant Vice President, I V Global Securities PCL |
| 3. Ms. Krisaporn Kunchan | Vice President, I V Global Securities PCL. |
| 4. Mr. Jackchai Phanrod | Lawyer from J.K. Legal Counselor Company Limited, acting as a
witness and inspector for vote counting |
| 5. Ms. Wipa Nilsophon | Assistant Managing Director, Compliance Department |
| 6. Ms. Papatsamon Chuntavee | Head of Accounting Department |

Mrs. Chanoknan informed the Meeting of the Meeting procedures as follows:

Principle and procedure of vote counting.

1. Voting for each agenda should be made by shareholders voting openly. If no shareholders disapproved or abstained from voting, it was deemed that the Meeting unanimously approved or agreed with the proposal of the Board of Directors.
2. In the event any shareholders disagreed or abstained from voting. In that case, the shareholders or proxies were requested to fill in the resolution and sign the ballot papers the Company had distributed to the shareholders upon registration before attending the Meeting.
3. Shareholders were entitled to vote one vote per share they hold. One shareholder had the right to vote for each agenda, whether agreeing, disagreeing, or abstaining in one way only.
4. In compiling the resolution results, the number of votes of disapproving and abstaining shareholders would be deducted from the total number of votes of shareholders attending the Meeting and having the right to vote. The rest would be counted as the number of votes in agreement.
5. Voided ballots meant ballots that had been voted “Disapprove” and “Abstain” without a signature on the ballot paper, the ballot with amendment without a signature, the ballot with a pencil signature, or the ballot with more than one choice.
6. Voting for each agenda, the meeting Chairperson would assign Mrs. Chanoknan to help with inquires about the resolutions from the Meeting and inform the Meeting of the resolution results for each agenda.
7. In addition, when the Meeting completed all agenda items, shareholders should leave their ballot papers on the meeting table for the Company to collect for documentation.

Inquiries and comments

- (1) In case of inquiries, shareholders should raise their hands and inform their full name before asking in order to record the meeting minutes accurately and completely.
- (2) The Company would answer questions in the meeting room only on matters related to the voting agenda. For other inquiries, the Company reserved the right to consider as appropriate to keep the Meeting concise and avoid keeping large groups of people together for long periods.

Fifty-Six shareholders attended the Meeting in person, representing 140,457,633 shares, and 25 shareholders by proxy, representing 29,986,002 shares. In total, 81 shareholders and proxies attended the Meeting, holding a total of 170,433,635 shares, equivalent to 49.2818 % of the total numbers of shares sold of the Company, thus constituting a quorum by the Articles of Association of the Company.

Mr. Akarat Na Ranong, the Chairperson of the Meeting, thanked the shareholders for attending the Meeting and called the Meeting to order. He assigned Mr. Vorasit Pokachaiyapat, Managing Director, to conduct the Meeting according to the agenda and present the Meeting through the presentation as follows:

Agenda 1: To certify the Minutes of the 2023 Annual General Meeting of Shareholders held on April 25, 2023.

The Managing Director informed the Meeting that the 2023 Annual General Meeting of Shareholders had been held on April 25, 2023, and a copy of the minutes of such Meeting had been sent to the shareholders, together with the invitation letter for this Meeting.

The Managing Director asked the Meeting whether any shareholders wished to inquire or make any recommendations regarding the minutes of the 2023 Annual General Meeting of Shareholders held on April 25, 2023.

As there were no questions from shareholders/proxies for this agenda, Mrs. Chanoknan, the moderator of the Meeting, requested the Meeting to consider and approve the said minutes. The resolution of this agenda must be approved by a majority vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting certified the minutes of the 2023 Annual General Meeting of Shareholders held on April 25, 2023, with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	170,444,577	100.0000
Disagree	0	0.0000
Total	170,444,577	100.0000
Abstain	0	
Voided ballot	0	

Note: In this agenda, 5 more shareholders attended the Meeting after the start, amounting to 942 shares.

Agenda 2: To consider approving the increase in the Company's registered capital.

The Managing Director informed the Meeting that at the Board of Directors' Meeting No.5/2023 held on May 18,2023, it was resolved to propose to the Extraordinary General Meeting No.1/2023 for approval of the increase in the Company's registered capital from Baht 1,729,277,200 to Baht 3,458,554,400 by increasing the registered capital by the amount of Baht 1,729,277,200 with the newly issued ordinary shares in the amount of 345,855,440 shares at a par value of Baht 5 and the offer for sale of the newly issued shares to the existing shareholders of the Company in proportion to their shareholding with the subscription ratio of 1 existing ordinary share for 1 new ordinary share at the offering price of Baht 5 for the total amount of Baht 1,729,277,200. The Company reserved the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholders if such offering or allocation would or might result in the Company being subject to any obligations under the law of other jurisdictions. Details of the increase in the Company's registered capital were described in the Capital Increase Report Form (F 53-4) in Enclosure 2 which was provided to shareholders along with the Notice of the Meeting.

In order to proceed this matter successfully and smoothly, the Board of Directors saw appropriate to propose to the Extraordinary General Meeting No.1/2023 for approval that the Board of Directors and/or Executives Committee and/or the person entrusted by the Board of Directors and/or Executives Committee should be empowered to register the increase of the Company's registered capital and amend the Memorandum of Association of the Company with the Registrar of the Department of Business Development, Ministry of Commerce and to take any other actions to comply with the Registrar request which was deemed necessary and appropriate until completion.

The Managing Director explained further that the objectives of the capital increase at this time were to utilize the proceeds in an investment in ordinary shares of M.K. Real Estate Development Plc. and to use as working capital for the Company and its subsidiaries 's and/or for expansion of current and future business. In addition, FNS disposed of its 29.29 % stake in Finansia Syrus Securities Pcl. in 2021, and since 2019 FNS had been increasing its stake in M.K.Real Estate Development Plc. with a current shareholding of 31.51% (as at 13 June 2023) in line with the Company's investment plan as shown below:

Year	Total shares of MK held by FNS	% of MK
2019	205,127,018	18.80%
2020	289,583,738	26.54%
2021	343,834,202	31.51%
2022	343,834,202	31.51%
Amount to purchase at this time	196,311,160	17.99%
Total of shares in 2023	540,145,362	49.50%

During the past years, FNS usually paid a dividend to shareholders at the amount of Baht 0.15 per share, but in 2021 the paid dividend was increased by Baht .035 per share because FNS disposed of its investment in Finansia Syrus Securities Pcl. and Finansia Securities Ltd., a subsidiary. In this regard, FNS had distributed dividend totaling Baht 1.50 per share since 2019.

The additional investment in MK of Baht 883 million or equivalent to 17.99% was to increase FNS' exposure to the source of recurring income. In this regard, the first initiative by MK towards building recurring income, warehouse development and leasing through wholly owned subsidiary Prospect Development Co., Ltd., had seen considerable success. The second, more recent initiative, of building a wellness business under RX Wellness Ltd. was still at an early stage. The "Wellness" business was seen by the management of MK and FNS as offering exceptional potential, leveraging Thailand's internationally recognised strengths in hospitality and medical care. Both the warehousing and wellness businesses were significant investment which had been funded in part by the sale of land and assets at MK including Flora Ville Golf Course totaling c.Baht 5 billion.

Going forward, management at MK, with support from FNS, would aim to ensure that RX Wellness had the resources to develop a significant wellness business, encompassing both a domestic wellness ecosystem and international wellness presence.

The proposed purchase of additional shares would lift the average Book Cost per MK share from Baht 3.92 to Baht 4.06. FNS total Investment in MK after the share purchase would be Baht 2.2 billion at Book Value. The proposed capital increase would raise Baht 1,729 million if fully subscribed, and of this, Baht 883 million was required to increase FNS' stake in MK to 49.5%. The excess funds raised would enable FNS to maintain a low debt to equity ratio while having the financial flexibility and balance sheet strength to ensure support for MK over the medium and long term

As at 31 March 2023, MK's Book value was Baht 5.88 and P/BV was 0.77x.

After that, the Managing Director asked the shareholders if anyone had any questions or comments regarding to this agenda. There were Q&A as follows:

Mr. Piyaphong Prasartthong, shareholder:	What is the reason to set the offer price higher than the current market price which is only 3.36 Baht?
Managing Director:	The price is set according to the law; as FNS has no accumulated loss, the Company cannot set the price lower than par value.
Mr. Somporn Chaosombat, shareholder:	What is the plan of FNS after investing in MK at c.4 Baht?
Managing Director:	The Company already has a business plan which is under review and cannot be disclosed now. These plans are to proposed, when required, to the Board of Directors and to the shareholders of MK.
Mr. Somporn Chaosombat, shareholder:	FNS wants to invest in MK while the company is in loss whereas other companies in real estate industry, i.e., AP, Land and House have profits, so please explain what FNS sees in MK, any good prospects?
Managing Director:	Management team of MK are very confident, especially, in health and wellness business which has potential to make profit in the future, although the current performance is still in loss. FNS will benefit more from the additional investment in MK. In addition, the purchase price of MK is appropriate and lower than the book value.
Mr. Piyaphong Prasartthong, shareholder:	Asked the Board of Directors to review the offering price of the new shares; reducing it to lower than 5 Baht by calculating from the average price for 7-15 consecutive trading days prior the Board of Directors' meeting date. This is to be fair to the retail investors.
Managing Director:	The Company has to set the offering price in accordance with the law, so the price cannot be lower than its par value at 5 Baht.
Mr. Chanmanu Sumawong, Chairman of the Audit Committee / Independent Director:	According to Thai law, it defines that in issuing a new ordinary share, the offering price shall not be lower than its par value. Although the Board Committee wants to sell at the lower price, the lowest must be the

par value; otherwise this shall break the law and the Company shall be punished.

Mr.Thitiphong Sophonudomporn,

Shareholder:

Is FNS confident that the capital increase at this time will be successful as planned? If not, does the Company have a back-up plan?

Managing Director:

Being in a management position and shareholder of 45% in the Company, I am ready to exercise my rights in the offering at 5 Baht per share.

Mr. Vinai Rungthiwasuwan, shareholder:

Why does the Company choose to raise fund by rights offering method while there are other ways such as issuing a debenture because most of FNS debentures have matured. How much money from Bank's credit line is still available and being used?

Managing Director:

Because Fitch Ratings Thailand has downgraded FNS credit rating from BBB+ to BB+, the Company might find difficulty in issuing a new tranche of debenture, and the interest at present will be higher. It could go up to over 6% for issuance of debentures for 9 months, 18 months or 2 years. Thus, to buy shares through issuing debenture, in other word, investing in stocks through borrowing causes a high risk.

The Managing Director asked if there were any more questions; as there were no further questions from shareholders/proxies for this agenda, Mrs. Chanoknan requested the Meeting to consider and approve the said minutes. The resolution of this agenda must be approved by no less than three-fourths of the total vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting approved the increase in the Company's registered capital and the authorization to the Board of Directors/Executive Committees to perform any necessary tasks in relation to this matter as proposed with the following votes:

Resolution	Number of votes cast (1 Share = 1Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	171,114,937	99.8541
Disagree	250,001	0.1459
Abstain	0	0.0000
Voided ballot	0	0.0000
Total	171,364,938	100.0000

Note: For this agenda item, 5 more shareholders attended the Meeting, amounting to 920,361 shares.

Agenda 3: To consider approving the amendment of the Clause 4 of the Memorandum of Association of the Company.

The Managing Director informed to the Meeting that at the Board of Directors' Meeting No.5/2023 dated 18 May 2023, it was resolved to propose to the Meeting to approve the amendment of the Clause 4 of the Memorandum of Association of the Company so that it conformed to the increasing of the registered capital as follows:

“Clause 4

Registered Capital:	3,458,554,400 Baht	(Three billion, four hundred and fifty – eight million, five hundred and fifty-four thousand, four hundred Baht)
Divided into	691,710,880 shares	(Six hundred and ninety-one million, seven hundred and ten thousand, eight hundred and eighty shares)
Par value of	5 Baht	(five Baht)
Which is classified into :		
Ordinary shares:	691,710,880 shares	(Six hundred and ninety-one million, seven hundred and ten thousand, eight hundred and eighty shares)
Preferred shares:	0 shares	(0 share)”

Furthermore, the Board of Directors and/or Executives Committee and/or the person entrusted by the Board of Directors and/or Executives Committee should be empowered to register the increase of the Company's registered capital and amend the Memorandum of Association of the Company with the Registrar of the Department of Business Development, Ministry of Commerce and to take any other actions to comply with the Registrar request which was deemed necessary and appropriate until completion.

The Managing Director asked if there were any more questions; as there were no questions from shareholders/proxies for this agenda, Mrs. Chanoknan requested the Meeting to consider and approve the amendment of the Clause 4 of the Memorandum of Association of the Company. The resolution of this agenda must be approved by no less than three-fourths of the total vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting approved the amendment of the Clause 4 of the Memorandum of Association of the Company and approved the authorized persons to take any actions in relation to the said issues as proposed with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	171,314,937	99.9708
Disagree	50,001	0.0292
Abstain	0	0.0000
Voided ballot	0	0.0000
Total	171,364,938	100.0000

Agenda 4: To consider approving the issuance and offer for sale of the Company's newly increased ordinary shares to the existing shareholder (Rights Offering).

The Managing Director informed the Meeting about the details of the agenda regarding the Rights Offering as follows:

- (1) At the Board of Directors' Meeting No. 5/2023 held on 18 May 2023 it was resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2023 for approval of the issuance and offer for sale of the Company's newly increased ordinary shares to the existing shareholder in proportion to their shareholding (Rights Offering) by issuing the new ordinary shares in the amount of 345,855,440 shares at a par value of 5 Baht each, with the subscription ratio of 1 existing ordinary shares for 1 new ordinary share (1 : 1) at the offering price of Baht 5.00 each.
- (2) During the subscription period, the existing shareholders were entitled to subscribe to the newly issued shares in excess of their proportionate entitlement (Oversubscription). In this regard, the existing shareholders should be allocated those shares subscribed in excess of their rights only if there were remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The offering of such remaining shares to each shareholder who submitted their intention to subscribe ordinary shares in excess of their rights should be allocated on a pro rata basis based on the shareholding of those existing shareholders who submitted their intention to subscribe ordinary shares in excess of their rights. The process would be repeated until there were no remaining shares available or there was no shareholder intended to subscribe the new shares. The allocation of the oversubscribed shares should be done in accordance with the following principles:

2.1 In case the number of remaining unallocated shares was higher than the number of oversubscribed shares

The Company should allocate all the oversubscribed shares to respective shareholders who expressed their intention to oversubscribe and make subscription payment for such shares.

2.2 In case the number of remaining unallocated shares was lower than the number of oversubscribed shares

(a) The Company should allocate oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallocated shares resulting in the number of oversubscribed shares to be allocated to each oversubscribing shareholders (in case there was a fraction of share as a result from calculation, such fraction of share should be disregarded). In any case, the number of oversubscribed shares to be allocated to each oversubscribing shareholder should not exceed the number of shares that such oversubscribing shareholders subscribed and made subscription payment for.

(b) In case there were remaining unallocated shares after the allocation in accordance with (a), the Company should allocate such remaining unallocated shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallocated shares resulting in the number of oversubscribed shares to be allocated to each oversubscribing shareholders (in case there was a fraction of share as a result from calculation, such fraction of share should be disregarded). The Company should repeat the allocation of remaining unallocated shares with the method prescribed in (b) until there were no remaining unallocated shares left.

In any case, the allocation of oversubscribed shares as mentioned above should not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, which presently allowed the shareholding by foreign entity in the Company of not exceeding 49 percent of total number of paid-up shares of the Company. The Company reserved the rights to not allocate shares to any subscriber if such allocation would cause or might cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law. Moreover, the Company reserved the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation would or might result in the Company being subject to any obligations under the law of other jurisdictions. The Company considered that there would be no offering or allocation of newly issued ordinary shares in the Rights Offering to shareholders in the United States, Canada, the People's Republic of China, South Africa and other jurisdictions as the Company might deem appropriate.

In case there were remaining unallocated shares after the allocation to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in 2.1 and 2.2, the Company should decrease its registered capital.

- (3) The date fixed to determine name of shareholders entitled for subscription of new ordinary shares (Record Date) was on 1 June 2023 and the subscription period started from 14 and 17 - 20 July 2023 (5 business days).

Nonetheless, the determination of right to subscribe to the newly issued ordinary shares and right to receive newly issued ordinary shares, as well as the subscription period were still uncertain until it had been approved by the shareholders' meeting.

- (4) The Board of Directors and/or the Executive Committee and/or the person entrusted by the Board of Directors or the Executive Committee should be empowered as follows:

4.1 To consider and determine the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date fixed to determine the names of shareholders entitled to subscribe for new ordinary shares (Record Date), subscription period, payment of shares, and conditions necessary and relevant to the allocation and offering.

4.2 To correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce.

4.3 To execute the application and necessary supporting documents relevant to the issuance and allocation of the Right Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand.

4.4 To take any other actions which were deemed necessary and appropriate to the issuance and allocation of the Rights Offering shares.

Details of the increase in the Company's registered capital and allocation of new ordinary shares were described in the Capital Increase Report Form (F53-4) in Enclosure 2 and details of the Preliminary Features of the Newly Issued Ordinary Shares Offering to Existing Shareholders in proportion to their Shareholding (Rights Offering) were described in Enclosure 3.

The Managing Director asked if there were any questions about this agenda, there were Q&A as follows:

Mr. Vinai Rungthiwasuwan,
Shareholder

I think that the increasing of capital at 5 Baht par value will result in the EPS dilution. In the past, the Company used to issue an IPO at 20 Baht with 5 Baht par value, and the Company has accumulated profit continuously since then. If at present the increasing of capital is at 5 Baht again, the book value will be diluted. So is it possible to adjust the exercise price from 5 Baht to the current book value price instead?

Managing Director:

The current book value is about 7 Baht. FNS has an obligation to invest in MK about 900 million Baht. As a shareholder of 45% or about 155 million

shares in the Company, and with the fund required for exercising the rights at around 800 million Baht, I think this exercise price is appropriate; Moreover, this price was already approved by the Board of Directors' meeting. After the sale of assets, FNS does not have any core business, but MK has various business which can be considered as FNS' core business. After consideration, the offering price at 5 Baht would be a moderate and appropriate price for some shareholders who have an interest and agree to invest. The offering at 7 Baht which is almost twice of the current price may cause difficulty to achieve success in the capital increasing.

Mr. Nuttawat Chaichanasiri,
Shareholder:

Further to the previous question, the management appears to have no concern over the number of shareholders exercising their rights and the subscription price. However, the management should consider whether making an additional investment in MK this time will be able to make more return or not and be worth to invest or not.

Managing Director:

As the major shareholder who is willing to invest more, I expect to receive the good return, but I cannot confirm at this point what the return will be.

Mr. Piyaphong Prasarthong,
shareholder:

On the Rights Offerings I wonder if there will be any shareholders interesting in subscribing because the price at 5 Baht is too high.

The Managing Director asked if there were any more questions; as there were no questions from shareholders/proxies for this agenda, Mrs. Chanoknan requested the Meeting to consider and approve the issuance and offer for sale of the Company's newly increased ordinary shares to the existing shareholder as proposed. The resolution of this agenda must be approved by no less than three-fourths of the total vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting approved the issuance and offer for sale of the Company's newly increased ordinary shares to the existing shareholder as proposed with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	171,314,937	99.9708
Disagree	50,001	0.0292
Abstain	0	0.0000
Voided ballot	0	0.0000
Total	171,364,938	100.0000

Agenda 5: To consider other matters (if any).

There were no other matters.

However, there were more questions from the shareholders as follows:

Mrs. Chanoknan asked a question which was left by
Mr. Vichai Lerturairong, a shareholder:

Will the Company be able to pay the dividend at 6%
per year?

The Managing Director clarified:

The said amount of dividend could not be
guaranteed, but I confirm that I will exercise the rights
in the proportion of my holding of 155 million shares. I
also take this opportunity to thank shareholders who
continued holding shares for many years. I personally,
as a shareholder, will try my best in order that the
Company could pay out regular dividends. As for
FNS, in the past years the Company was able to pay
dividend regularly. However, FNS no longer had core
business after the disposal of financial units;
therefore, as being the managing director of FNS and
the CEO of MK, the management team and I would
make every effort to enhance MK's performance and
ability to pay dividend to FNS, and in turn for FNS to
pay dividend to its shareholders.

Mr. Thitiphong Sophonudomporn, a shareholder:

In the case of Khun Vorasit's holding over 50% of
shares, will you have to require a whitewash resolution
from the shareholders meeting?

Managing Director:

This is an investment in line with the proportion to my
shareholdings, not oversubscription; although it may
lead to a shareholding over 50%. According to the
rules this was not within the scope of whitewashing.

Mr. Kraiwan Kathawanich, a
shareholder:

I suggest the Company in future provides the table of
information presented in the Meeting in a more simple
format to understand.

Managing Director:

Acknowledged and I will improve it as proposed.

Mr. Nuttawat Chaichanasiri, a
shareholder:

In case all newly issued shares are fully subscribed,
Baht 883 million will be invested in MK and Baht 845
million will be used as working capital. What happens

if the rights offerings are not fully exercised? Will there be any change in the allocation of funds to invest in MK and for the working capital?

Managing Director:

According to the resolution of the Board of Directors meeting held on 18 May 2023, it was approved to invest in MK at the amount of Baht 883 million; in the event that the proceeds from the Rights Offering are not enough, FNS has to provide support from its own cash resources.

Mr. Vinai Rungthiwasuwan, a shareholder

After FNS holds 49.5% of shares in MK, is it necessary to change the definition of the investment from the associated company to the subsidiary company? And please clarify the outlook of MK's business development to make it worthwhile for FNS.

Managing Director:

At present, MK has 3 main types of business:

1. MK is a small property development company focusing on low-rise residential projects. MK has total income of c. Baht 1,800 million, and a revenue from sales of c. Baht 1,500 million per year with an average of 500 houses sales per year at an average price of Baht 3 million per house.
2. Warehouses development and leasing business: at present there are 8 projects with over 700,000 sq.m completion of warehousing. Some assets were sold into the PROSPECT REIT contributing to a total of 300,000 sq.m of asset of the PROSPECT REIT at present. There are another 300,000 sq.m. under development which are the company's sources of cash flow used to pay some expenses, i.e. personnel expenditure and others. Currently, the development of land over 100,000 sq.m. has completed; in total, the company has c.1.1 million sq.m of land. These projects are expected to complete in 3 years.
3. Wellness business:

3.1 The first project launched is RAKxa located at Bangkrachao, Samutprakan province. Currently there are 40 villas, some of which will be applied to anti-aging center (Vitallife) in cooperation with Bumrungrad Hospital, which set up Vitallife and is providing clients to RAKxa. On June 1 this year, MK acquired the assets of Vitallife business at Bangkrachao from Bumrungrad Hospital, resulting in MK operating 100% of the Vitallife business and receiving all revenues. In addition, Bumrungrad Hospital has been granted a licence to operate a service called 'Medical Village'.

3.2 The second project launched in March this year is the health and wellness business called RXV operated by RX Wellness Co., Ltd. This project is located at Suan Sampran, Nakorn Pathom Province, known as Rose Garden on a lease basis. The RXV project is still an early- stage business, cooperating with Bumrungrad Hospital by purchasing medical supplies from the hospital to provide to RXV clients. This can convince our clients of the quality of the products: for example, there are vitamins for injection and intake orally.

Mr. Vinai Rungthiwasuwan, a
shareholder

After the additional acquisition of shares, is it
necessary to consolidate the financial statement with
MK?

Managing Director:

This relates to the accounting system and must be
checked after the completion of the capital increasing
in MK.

The Chairman asked if there were any more questions or comments; as there were no additional questions from shareholders/proxies, the Chairman expressed his gratitude to shareholders for attending the Meeting and participating in asking questions, then he announced the Meeting closed.

The Meeting closed at 15.42 hrs.

Signed: _____ Chairman

(Mr. Akarat Na Ranong)

Signed: _____ Keeper of the minutes

(Ms. Wipa Nilsophon)

Enclosure 2

Information Memorandum of FNS Holdings Public Company Limited on the Disposition ordinary shares held in Neo Corporate Public Company Limited along with NEO's issuance and offering of newly issued ordinary shares (Initial Public Offering or "IPO") of Neo Corporate Public Company Limited

Information Memorandum of FNS Holding Public Company Limited on the
Disposition ordinary shares held in Neo Corporate Public Company Limited along
with NEO's issuance and offering of newly issued ordinary shares (Initial Public
Offering or "IPO") of Neo Corporate Public Company Limited

October 25, 2023

Information Memorandum of FNS Holding Public Company Limited
Re: Information Memorandum regarding the Disposition of Assets Transactions of
FNS Holding Public Company Limited

FNS Holding Public Company Limited (the “Company” or “FNS”) has arranged the Board of Directors’ meeting of the Company No. 8/2023 dated September 29, 2023 at 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong, Bangrak Bangkok 10500. The Board of Directors’ meeting No. 8/2023 has resolved to dispose ordinary shares, held in Neo Corporate Public Company Limited (“NEO”), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO’s issuance and offering of newly issued ordinary shares (Initial Public Offering or “IPO”), at the IPO price since NEO’s ordinary shares will be listed in the Stock Exchange of Thailand (“SET”) (collectively, the “**Plan for Listing on the SET**”). The Company’s shareholding percentage in NEO directly and indirectly will decrease from 12.78 percent of paid-up capital of NEO (before the IPO of NEO) to 6.29 percent of paid-up capital of NEO (after the IPO of NEO) (collectively called “**Disposition of NEO Investment**”). The Transaction is deemed as the acquisition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended), 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 B.E. 2547, dated October 29, 2004 (as amended) (collectively, the “**Notifications on Acquisition or Disposition of Assets**”). The transaction must be approved by the shareholder meeting.

In this regard, it is expected that by entering into this transaction, the Company would gain benefits as follows:

- (1) The company will be recognizing profits from the disposal of investments in NEO, which will occur after the issuance and offering of shares. The issuance and offering of newly issued common shares to the public (Initial Public Offering “IPO”) of NEO
- (2) The company will have cash inflows from the disposal of investments in NEO in the amount of 9,500,000 shares, which will improve the company's financial position and excess investment in other projects of the company in the future.
- (3) The company will have sufficient financial resources for operations, such as paying dividends. working capital and debts repayment Including reducing the burden of finding a source of loan in the future.
- (4) After selling the investment in NEO in the amount of 9,500,000 shares, the Company still indirectly holds 18,871,600 shares in NEO through FFM. The Company will still have the opportunity to receive profit sharing from investing in NEO in the future.

However, entering into this transaction causes the company to be affected and risks as the following:

- (1) Risk stemming from the uncertainty of the IPO share offering price (IPO share offering price). The determination of the IPO share offering price remains pending, pending an assessment of investor demand (Book Building) and other valuation methods for NEO. Consequently, the Company may face the risk of the ordinary share offering price falling short of expectations, potentially leading to a shortfall in desired cash flow from the NEO investment sale. This may also impact the returns from the sale of said investments.
- (2) Risk associated with potential extensions to NEO's listing timeline on the Stock Exchange. The success of NEO's listing on the Stock Exchange hinges on the decisions of various pertinent authorities, including the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and NEO's Board of Directors and shareholders. Additionally, numerous other factors, such as NEO's future performance, economic conditions, and market volatility in Thailand, may influence the listing plan. Should significant alterations occur in these factors, NEO may need to extend its listing period, potentially impacting the Company's ability to realize the intended proceeds from the NEO investment sale. There may be a delay from the Company's plan to receive the proceeds from the disposal of this investment in 2024. It does not have a significant impact on the Company's core business.
- (3) Risk from the Company may not dispose of the required amount of investment in NEO. Failure to secure approval from the Company's shareholder meeting would necessitate the cancellation of this transaction. This could deprive the Company of the opportunity to invest or expand into projects within its domain of expertise. It might also hinder investments in units offering substantial returns, such as debt instruments and/or equity instruments, which present potential for long-term financial gains. In the event the Company is unable to proceed with the planned transaction, alternative avenues for divesting its NEO holdings, such as trading on the stock exchange or offering to interested investors, may not yield the desired volume or estimated value.

The details of the transaction are as follows:

1. **Information Memorandum pursuant to Schedule 1 of Notification of the Board of Governors of the Stock Exchange of Thailand Re: disclosure of information and other acts of listed company concerning the acquisition or disposal of assets 2004 (B.E. 2547)**
- 1.1 **The Date of Transaction**

The Company expects that it shall be able to complete the transactions within 2024 according to the Plan for Listing on the SET of NEO, it will be take place after NEO obtained an approval from the Office of the Securities and Exchange Commission (the "SEC") for the issuance and offering of NEO's newly

issued ordinary shares in the IPO, and the registration statement for securities offering and the draft prospectus for the offering of the IPO shares have become effective, and the SET has approved the listing application of the ordinary shares of NEO as listed securities on the SET, as well as the conditions have been fulfilled.

1.2 Parties involved and their relationship with the Company

Offerors of the : FNS Holding Public Company Limited

Securities

Offerees of the : General public, the cornerstone investors, institutional investors, related persons, Securities and/or patrons of NEO and/or subsidiaries of NEO, and/or individual investors or other juristic persons, and the over-allotment agent (if any), as permitted by law and as the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO deem appropriate.

Including but not limited to the eligible shareholders of NEO who are entitled to the share allocation (if any), which will be further determined by the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO, unless it is changed as deem appropriate at the discretion of the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO, and as permitted by law.

General information of Neo Corporate Public Company Limited (“NEO”)

(1) General information

Company Name	: Neo Corporate Public Company Limited (Formerly, Neo Corporate Company Limited)
Head Office Address	: 888 Soi Sukhumvit 54, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok
Branch no. 1	: 168/1 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Branch no. 2	: 115 Romkao road, Sanseap Subdistrict, Minburi District, Bangkok
Branch no. 3	: 168/3 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Business Description	: Leading local manufacturer of branded household and personal care products. Principal brands include Fineline, BeNice and D'nee
Established	: November 7, 1989

Conversion to the Public : August 29, 2023

Company

Registered Capital : THB 300,000,000

Issued and Paid-up Capital : THB 222,000,000

Source: Certificate from the Ministry of Commerce and list of shareholders

(2) List of Shareholders

No.	Shareholder name ^{1/}	No. of Shares (Shares)	Portion (%)
1.	Mr.Suthidej Thakolsri	49,328,400	22.22
2.	Mrs.Patama Thakolsri	11,100,000	5.00
3.	Miss.Nitchamon Thakolsri	66,600,000	30.00
4.	Miss.Nissara Thakolsri	66,600,000	30.00
5.	Finansa Fund Management Limited ^{2/}	28,371,600	8.50
6.	FNS Public Company Limited ^{3/}	9,500,000	4.28
Total		222,000,000	100.00

Remarks: 1/ Shareholder list of NEO as of September 21, 2023 before the Company entered into disposal transaction

2/ Finansa Fund Management Limited ("FFM") a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

3/ FNS directly and indirectly held through NEO in 12.78 percent of its paid-up capital (before the issuance and offering of the IPO Shares NEO)

(3) List of Directors

No.	Director Name	Position
1.	Mr. Virapan Pulges	Chairman of the Board of Directors / Independent Director
2.	Mr. Suthidej Thakolsri	Vice Chairman of the Board of Directors
3.	Mrs. Patama Thakolsri	Director
4.	Miss. Nichamon Thakolsri	Director
5.	Miss. Nissara Thakolsri	Director
6.	Mr. Vorasit Pokachaiyapat	Director
7.	Mr. Wutthichai Tankuranand	Director / Independent Director
8.	Mr. Amornsak Pimarnthip	Director / Independent Director
9.	Mr. Udomdej Phiromsawat	Director / Independent Director

Authorized Director: Mr. Suthidej Thakolsri, Mrs. Patama Thakolsri, Miss. Nichamon Thakolsri and Miss. Nissara Thakolsri two of four persons jointly signed and affixed the company's seal.

Source: Certificate from the Ministry of Commerce

Remarks: 1/ The company has assigned Mr. Vorasit Pokachaiyapat to be the representative director of the company in NEO. After the disposal of investment in NEO, Mr. Vorasit Pokachaiyapat is still acting as the representative director of the company in NEO.

(4) Financial Position Statement

Financial Position Statement (Unit: THB Million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Cash and cash equivalents	534.77	478.53	223.64	286.65
Trade and other receivables	1,375.67	1,740.12	1,928.77	1,746.77
Inventories	574.33	714.29	863.89	845.00
Prepaid expenses	23.38	10.61	12.52	34.89
Other current assets	19.34	17.40	32.51	44.62
Total current assets	2,527.49	2,960.95	3,061.32	2,957.93
Advance payments for construction	3.76	3.76	3.76	3.76
Investment properties	8.01	7.87	7.73	5.64
Property, plant and equipment	2,809.91	2,732.11	3,085.41	3,503.77
Right-of-use assets	58.63	46.97	33.33	26.89
Computer software	52.06	48.34	35.29	37.70
Deferred tax assets	97.86	97.58	108.09	117.73
Revenue Department receivable	29.34	-	-	-
Other non-current assets	0.03	0.13	0.13	0.16
Total non-current assets	3,059.61	2,936.76	3,273.74	3,695.65
Total assets	5,587.10	5,897.71	6,335.06	6,653.58
Short-term loans from banks	413.60	70.00	141.59	425.00
Trade and other payables	1,686.10	2,088.13	2,333.52	2,279.79
Current portion of long-term loans	250.38	203.40	203.40	203.20
Current portion of lease liabilities	21.24	17.28	18.63	15.38
Income tax payable	101.49	92.35	73.30	79.41
Revenue department payable	26.32	29.21	31.37	17.69
Other current financial liabilities	24.32	38.90	13.94	20.00
Total current liabilities	2,523.46	2,539.26	2,815.75	3,040.47
Non-current liabilities				
Long-term loans, net of current portion	1,098.18	873.25	709.15	1,022.02
Lease liabilities, net of current portion	34.27	31.33	16.49	13.02
Provision for long-term employee benefits	297.22	304.20	382.76	396.60
Total non-current liabilities	1,429.67	1,208.78	1,108.39	1,431.63
Total liabilities	3,953.12	3,748.04	3,924.14	4,472.10
Registered capital (2,220,000 ordinary shares of Baht 100 each)	222.00	222.00	222.00	222.00
Issued and fully paid up (2,220,000 ordinary shares of Baht 100 each)	222.00	222.00	222.00	222.00
Capital surplus on share-based payments	26.93	26.93	26.93	26.93
Capital surplus on business combination under common control	159.41	159.41	159.41	159.42

Financial Position Statement (Unit: THB Million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Retained earnings - Appropriated-statutory reserve	22.20	22.20	22.20	22.20
Retained earnings - Unappropriated	945.45	1,456.03	1,713.25	1,479.74
Equity attributable to owners of the Company	1,376.00	1,886.58	2,143.80	1,910.28
Non-controlling interests of the subsidiary	257.98	263.09	267.13	271.20
Total shareholders' equity	1,633.98	2,149.67	2,410.93	2,181.48
Total liabilities and shareholders' equity	5,587.10	5,897.71	6,335.06	6,653.58

Source: Audited or reviewed financial statements

(5) Profit and Loss Statement

Profit and Loss Statement (Unit: THB Million)	12-Month Period of 2020	12-Month Period of 2021	12-Month Period of 2022	6-Month Period of 2022	6-Month Period of 2023
Sales	6,767.54	7,445.23 ^{1/}	8,300.69	3,879.56	4,572.70
Other income	15.74 ^{1/}	22.45	22.10	14.99	13.57
Total revenues	6,783.28	7,467.68	8,322.79	3,894.55	4,586.27
Cost of sales	(3,815.02) ^{1/}	(4,309.79) ^{1/}	(5,180.88)	(2,444.57)	(2,713.73)
Selling and distribution expenses	(1,321.70) ^{1/}	(1,467.24) ^{1/}	(1,545.98)	(801.55)	(931.77)
Administrative expenses	(825.02) ^{1/}	(744.42) ^{1/}	(849.51)	(424.29)	(491.33)
Other losses	(15.14)	-	-	-	(2.36)
Total expenses	(5,976.88)	(6,521.44)	(7,576.37)	(3,670.42)	(4,139.18)
Operating profit	806.40	946.24	746.43	224.13	447.08
Finance cost	(54.30)	(37.34)	(36.17)	(16.45)	(19.21)
Profit before income tax expenses	752.10	908.90	710.26	207.68	427.88
Income tax expenses	(149.62)	(179.87)	(141.58)	(40.73)	(88.78)
Profit for the year	602.47	729.03	568.68	166.95	339.10
Profit attributable to:					
Equity holders of the Company	595.56	719.50	564.55	164.60	335.03
Non-controlling interests of the subsidiary	6.92	9.53	4.13	2.35	4.07

Source: Audited or reviewed financial statements

Remark: 1/ Items were reclassified based on comparative financial statements for 2021 and 2022.

1.3 General Characteristics of the Transaction and Transaction Size

1.3.1 General Characteristics of the Transaction

Since 2016, the Company has invested in Neo Corporate Public Company Limited ("NEO"), or formerly known as Neo Corporate Company Limited, in the form of convertible bonds, with the objective of

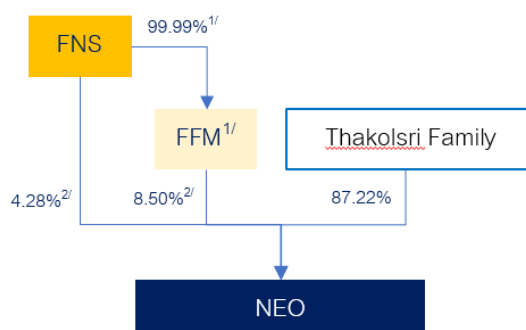
gaining return and profit from NEO's business operation. Currently, according to NEO's business plan, NEO is preparing to list the securities on the Stock Exchange of Thailand with the target of Initial Public Offering (IPO) within 2024. The Company, therefore, views that it is an appropriate time for the Company to reduce investment proportion by approximately 33.48% of total investment in NEO, by disposing 9,500,000 NEO ordinary shares from a total of 28,371,600 shares along with NEO's issuance and offering of newly issued ordinary shares ("IPO"). As a result, the Company will realize profit from sale of investment, which will improve cashflow and financial liquidity.

Since the Company is not involved in NEO's business management, the sale of NEO investment along with NEO's issuance and offering of newly issued common shares ("IPO") is deemed appropriate. The investment disposition will enhance the Company's profit, working capital, and source of funds for future projects. However, for the remaining portion of NEO investment, representing 18,871,600 shares or 66.52% of total investment in NEO (approximately 6.29% of the registered capital after NEO's Initial Public Offering), the Company will continue to hold the remaining shares in NEO as there is still no plan to sell this portion. Regarding NEO's business nature and financial performance, NEO is a manufacturer and distributor of consumer products, for which the consumer demand is stable. Additionally, the business performance of NEO has grown continuously with stable dividend payment.

After divesting NEO shares along with NEO's issuance and offering of newly issued common shares ("IPO"), the proportion of shares, both direct and indirect holding, will reduce from 12.78% of NEO's paid-up and registered capital (before IPO) to 6.29% of NEO's paid-up and registered capital (after IPO), causing the diluted shareholding amount of 6.49% (Dilution Effect). In this regard, the company still holds remaining portion of investment, representing 18,871,600 shares or 66.57% of total investment in NEO (approximately 6.29% of the registered capital after NEO's IPO)

The Shareholding structure of NEO before and after entering into such Transaction are as follows:

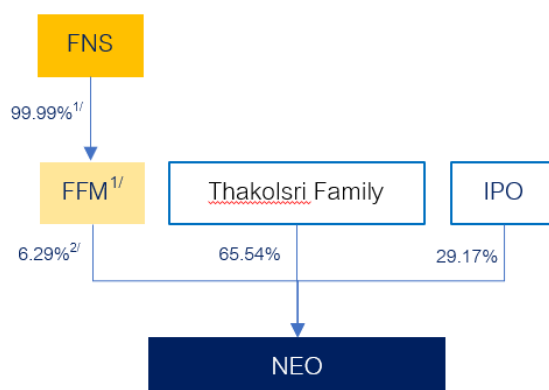
Shareholding structure before the IPO of NEO (as of August 25, 2023)



Remarks: 1/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

2/ FNS directly and indirectly held through NEO in 12.78 percent of its paid-up capital (before the issuance and offering of the IPO Shares NEO)

Shareholding structure after the Transaction



Remarks: 1/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

2/ FNS indirectly held in NEO through FFM in 6.29 percent of its paid-up capital (after the issuance and offering of the IPO Shares NEO)

1.3.2 Transaction Size

Disposition of NEO Investment constitutes an asset disposal transaction of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The calculation of the size of the transaction as specified in the Notifications on Acquisition or Disposal of Assets will be calculated based on the Company's consolidated financial statements that have been audited by a certified auditor. Details of calculation of the transaction size are as follows:

Financial Information (Unit: THB Million)	NEO	FNS
	Consolidated Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
As of	June 30, 2023	June 30, 2023
Total Assets	6,653.58	3,713.39
<u>Less</u> Total Liabilities	4,472.10	1,150.06
<u>Less</u> Intangible Assets	182.32 ^{2/}	55.41 ^{3/}
<u>Less</u> Non-Controlling Interest	271.20	-
Net Tangible Assets (NTA)	1,727.96	2,507.92
Net profit ^{4/}	734.98	72.93

Remarks: 1/ Latest Financial statements, reviewed by the certified public accountant.

2/ Intangible assets of THB 182.32 million including with deferred tax asset for THB 117.73 million, right-of-use assets for THB 26.89 million and computer software for THB 37.67 million

3/ 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

4/ Net profit for 12-month period

The details of transaction size calculation according to Notifications on Acquisition or Disposition of Assets are as follows:

Basis of Calculation	Calculation
1. Net Tangible Assets (NTA) Basis	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Book value of shareholders' equity to be disposed of proportionately} \times 100}{\text{Total assets of the listed company}^{2/}}$
4. Value of Securities Issued as Consideration for the Assets Basis	$= \frac{\text{Number of shares issued as consideration for assets} \times 100}{\text{Number of paid-up shares of company}}$

Remark: 1/ Net Tangible Assets (NTA) = Total Assets - Intangible Assets - Total Liabilities - Non-Controlling Interest

2/ Based on the consolidated financial statements of the Company

3/ As the total value of consideration will be in accordance with the offering price of NEO ordinary shares to be offered in the IPO, which currently has not yet been determined. Therefore, the Company considers calculating book value of shareholders' equity of NEO based on consolidated financial statements of the period ended June 30, 2023 of NEO, reviewed by the certified public accountant

1.3.3 The Transaction Size Calculation of Disposition of NEO Investment

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(1,727.96 \times 6.49\%) \times 100}{2,507.92}$	4.47%
2. Net Operating Profit Basis	$= \frac{(734.98 \times 6.49\%) \times 100}{72.93}$	65.40%
3. Total Value of Consideration Basis	$= \frac{(2,181.48^{1/} \times 6.49\%) \times 100}{3,713.39}$	3.81%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	Not applicable

Remark: 1/ Book value of shareholders' equity of NEO base on based on consolidated financial statements of the period ended June 30, 2023 of NEO, reviewed by the certified public accountant.

From the calculation set out above, the highest transaction size is 65.40 percent based on the net operating profits basis. Based on consolidated financial statements of the fiscal year ended June 30, 2023 of the Company and NEO. the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the

Company is obliged to disclose the information relating to the entering into the acquisition of assets transaction as follows:

(1) To disclose information to the SET related to the acquisition of assets for the Investment in SIRI Transaction according to the Notifications on Acquisition or Disposition of Assets;

(2) To arrange for a shareholder meeting to approve the acquisition of assets transaction which the resolution of the shareholder meeting must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest;

(3) To appoint the independent financial advisor to express the opinion related to the Investment in SIRI Transaction to the Securities and Exchange Commission (the “SEC”), SET and the Company’s shareholders which, in this case, the Board of Director of the Company resolves to appoint I V Global Securities Public Company Limited to be the independent financial advisor for the entering into such transaction.

1.4 Details of disposed assets

Existing NEO ordinary shares in amount of 9,500,000 shares, THB 1.00 par value per share.

1.4.1 Details of the IPO of NEO

Issuer and Offeror	: Neo Corporate Public Company Limited
Offerors of the Securities	: (1) Newly issued ordinary shares of NEO offered by NEO (2) Existing NEO ordinary shares offered FNS
No. of Offered Shares	: (1) Newly issued ordinary shares of NEO in an amount not exceeding 78,000,000 shares representing not exceeding 26 per cent of the paid-up capital of NEO (after the IPO of NEO) for the initial public offering to general public, including but not limited to directors, management, employees of NEO and its subsidiaries, related persons and patrons in accordance with the laws and as the Board of Directors of NEO deems appropriate. : (2) Existing NEO ordinary shares held by the Company in an amount not exceeding 9,500,000 shares, to be offered as part of the IPO of NEO in item (1).
Par Value	: THB 1.00 per share
Offering Price	: NEO has yet to determine the offering price as the offering price is subject to book building.

However, the offering price of newly issued ordinary shares of NEO to be offered by NEO will be the same price as the existing NEO ordinary shares to be offered by the Company.

Offering Period : After the SEC grants the approval to NEO for the offering of newly issued ordinary shares of NEO in the initial public offering (IPO), the registration statement for securities offering and the prospectus of NEO and the Company become effective, and the SET grants the approval for the listing of the ordinary shares of NEO on the SET on the condition that NEO shall fulfill the free-float requirement.

Other Details : The Company will further inform material details and progress relating the IPO of NEO to the Company's shareholders accordingly.

Remark: The aforementioned details may be subject to change depending on the resolutions of the Board of Directors and/or the shareholders of NEO and/or their authorized person in related matters.

1.4.2 General information of Neo Corporate Public Company Limited ("NEO")

(1) General information

Company Name	:	Neo Corporate Public Company Limited (Formerly, Neo Corporate Company Limited)
Head Office Address	:	888 Soi Sukhumvit 54, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok
Branch no. 1	:	168/1 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Branch no. 2	:	115 Romkao road, Sanseap Subdistrict, Minburi District, Bangkok
Branch no. 3	:	168/3 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Business Description	:	Leading local manufacturer of branded household and personal care products. Principal brands include Fineline, BeNice and D'nee
Established	:	August 29, 2023
Register Capital and Paid-up Capital <u>before</u> the IPO of NEO	:	As of the date of this Information Memorandum NEO has a registered capital and paid-up capital are as follow: Register capital of Baht 300,000,000 with a par value THB 1.00 per share, divided into 300,000,000 ordinary shares with a par value THB 1.00 per share

: Paid-up capital of Baht 222,000,000 with a par value THB 1.00 per share, divided into 222,000,000 ordinary shares with a par value THB 1.00 per share

Register Capital and Paid-up Capital after the IPO of NEO : Paid-up capital of Baht 300,000,000 with a par value THB 1.00 per share, divided into 300,000,000 ordinary shares with a par value THB 1.00 per share

Source: Certificate from the Ministry of Commerce and list of shareholders

(2) The shareholding structures before and after the IPO of NEO with the following details:

No.	Name	Structure before the IPO ^{1/}		Structure after the IPO	
		No. of shares (Share)	Portion (%)	No. of shares (Share)	Portion (%)
1.	Mr. Suthidej Thakolsri	49,328,400	22.22	49,328,400	16.44
2.	Mrs. Patama Thakolsri	11,100,000	5.00	11,100,000	3.70
3.	Miss. Nichamon Thakolsri	66,600,000	30.00	66,600,000	22.20
4.	Miss. Nissara Thakolsri	66,600,000	30.00	66,600,000	22.20
5.	Finansa Fund Management Limited ^{2/}	18,871,600	4.28	18,871,600	6.29
6.	FNS Holding Public Company Limited ^{3/}	9,500,000	8.50	-	-
7.	Public	-	-	87,000,000	29.17
Total		222,000,000	100.00	300,000,000	100.00

Remarks: 1/ Shareholder list of NEO as of September 21, 2023, before entering the transaction

2/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

3/ FNS indirectly held in NEO through FFM in 6.29 percent of its paid-up capital (after the issuance and offering of the IPO Shares NEO)

(3) List of Directors

No.	Director Name	Position
1	Mr. Virapan Pulges	Chairman of the Board of Directors / Independent Director
2	Mr. Suthidej Thakolsri	Vice Chairman of the Board of Directors
3	Mrs. Patama Thakolsri	Director
4	Miss. Nichamon Thakolsri	Director
5	Miss. Nissara Thakolsri	Director
6	Mr. Vorasit Pokachaiyapat	Director
7	Mr. Wutthichai Tankuranand	Director / Independent Director
8	Mr. Amornsak Pimarnthip	Director / Independent Director
9	Mr. Udomdej Phiromsawat	Director / Independent Director

Authorized Director: Mr. Suthidej Thakolsri, Mrs. Patama Thakolsri, Miss. Nichamon Thakolsri and Miss. Nissara Thakolsri two of four persons jointly signed and affixed the company's seal.

Source: Certificate from the Ministry of Commerce

(4) Financial Position Statement

Financial Position Statement (Unit: THB Million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Cash and cash equivalents	534.77	478.53	223.64	286.65
Trade and other receivables	1,375.67	1,740.12	1,928.77	1,746.77
Inventories	574.33	714.29	863.89	845.00
Prepaid expenses	23.38	10.61	12.52	34.89
Other current assets	19.34	17.40	32.51	44.62
Total current assets	2,527.49	2,960.95	3,061.32	2,957.93
Advance payments for construction	3.76	3.76	3.76	3.76
Investment in subsidiary	-	-	-	-
Investment properties	8.01	7.87	7.73	5.64
Property, plant and equipment	2,809.91	2,732.11	3,085.41	3,503.77
Right-of-use assets	58.63	46.97	33.33	26.89
Computer software	52.06	48.34	35.29	37.70
Deferred tax assets	97.86	97.58	108.09	117.73
Revenue Department receivable	29.34	-	-	-
Other non-current assets	0.03	0.13	0.13	0.16
Total non-current assets	3,059.61	2,936.76	3,273.74	3,695.65
Total assets	5,587.10	5,897.71	6,335.06	6,653.58
Short-term loans from banks	413.60	70.00	141.59	425.00
Trade and other payables	1,686.10	2,088.13	2,333.52	2,279.79
Current portion of long-term loans	250.38	203.40	203.40	203.20
Current portion of lease liabilities	21.24	17.28	18.63	15.38
Income tax payable	101.49	92.35	73.30	79.41
Revenue department payable	26.32	29.21	31.37	17.69
Other current financial liabilities	24.32	38.90	13.94	20.00
Total current liabilities	2,523.46	2,539.26	2,815.75	3,040.47
Non-current liabilities				
Long-term loans, net of current portion	1,098.18	873.25	709.15	1,022.02
Lease liabilities, net of current portion	34.27	31.33	16.49	13.02
Provision for long-term employee benefits	297.22	304.20	382.76	396.60
Total non-current liabilities	1,429.67	1,208.78	1,108.39	1,431.63
Total liabilities	3,953.12	3,748.04	3,924.14	4,472.10
Registered capital (2,220,000 ordinary shares of Baht 100 each)	222.00	222.00	222.00	222.00
Issued and fully paid up (2,220,000 ordinary shares of Baht 100 each)	222.00	222.00	222.00	222.00
Capital surplus on share-based payments	26.93	26.93	26.93	26.93

Financial Position Statement (Unit: THB Million)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Capital surplus on business combination under common control	159.41	159.41	159.41	159.42
Retained earnings - Appropriated-statutory reserve	22.20	22.20	22.20	22.20
Retained earnings - Unappropriated	945.45	1,456.03	1,713.25	1,479.74
Equity attributable to owners of the Company	1,376.00	1,886.58	2,143.80	1,910.28
Non-controlling interests of the subsidiary	257.98	263.09	267.13	271.20
Total shareholders' equity	1,633.98	2,149.67	2,410.93	2,181.48
Total liabilities and shareholders' equity	5,587.10	5,897.71	6,335.06	6,653.58

Source: Audited or reviewed financial statements

(5) Profit and Loss Statement

Profit and Loss Statement (Unit: THB Million)	12-Month Period of 2020	12-Month Period of 2021	12-Month Period of 2022	6-Month Period of 2022	6-Month Period of 2023
Sales	6,767.54	7,445.23 ^{1/}	8,300.69	3,879.56	4,572.70
Other income	15.74 ^{1/}	22.45	22.10	14.99	13.57
Total revenues	6,783.28	7,467.68	8,322.79	3,894.55	4,586.27
Cost of sales	(3,815.02) ^{1/}	(4,309.79) ^{1/}	(5,180.88)	(2,444.57)	(2,713.73)
Selling and distribution expenses	(1,321.70) ^{1/}	(1,467.24) ^{1/}	(1,545.98)	(801.55)	(931.77)
Administrative expenses	(825.02) ^{1/}	(744.42) ^{1/}	(849.51)	(424.29)	(491.33)
Other losses	(15.14)	-	-	-	(2.36)
Total expenses	(5,976.88)	(6,521.44)	(7,576.37)	(3,670.42)	(4,139.18)
Operating profit	806.40	946.24	746.43	224.13	447.08
Finance cost	(54.30)	(37.34)	(36.17)	(16.45)	(19.21)
Profit before income tax expenses	752.10	908.90	710.26	207.68	427.88
Income tax expenses	(149.62)	(179.87)	(141.58)	(40.73)	(88.78)
Profit for the year	602.47	729.03	568.68	166.95	339.10
Profit attributable to:					
Equity holders of the Company	595.56	719.50	564.55	164.60	335.03
Non-controlling interests of the subsidiary	6.92	9.53	4.13	2.35	4.07

Source: Audited or reviewed financial statements

Remark: 1/ Items were reclassified based on comparative financial statements for 2021 and 2022.

1.5 Total Value of Consideration and Basis Used for Determination of Consideration Value

Total value of consideration from the IPO of NEO depends on the offering price of newly issued ordinary shares of NEO and the existing NEO shares held by the Company which are the same offering price. At present, the offering price has not yet been determined and is subject to book building.

In calculation of the total value of consideration per the details in Clause 3.3 (The Transaction Size Calculation of Disposition of investment of NEO) above, the Company uses the book value of NEO based on the consolidated financial statements of NEO for the period ended on June 30, 2023 which has been audited by the auditor in calculation of the total value of consideration

1.6 Asset Value of Disposed Asset

The existing NEO ordinary shares held by the Company, whereby the consideration will be received in cash from the investors. However, the offering price of such shares has not yet been determined.

1.7 Expected Benefits of the Transactions

- (1) After the transaction, the Company expects to realize profit from sale of investment in NEO, which will occur after the issuance and offering of newly issued common shares (Initial Public Offering or "IPO") of NEO
- (2) The company will generate additional cash inflow from the sale of investment in NEO in the amount of 9,500,000 shares, which will improve the company's financial position, as well as increase financial support to future projects of the Company.
- (3) The financial resources of the company will be sufficient for various requirements; for example, dividend payment, working capital and debt repayment, as well as reducing the burden of finding loans in the future.
- (4) After NEO investment disposition in the amount of 9,500,000 shares or 33.48 % of total Company's investment in NEO, the company still holds shares in NEO, indirectly through FFM, in the amount of 18,871,600 shares or 66.52 % of total investment in NEO by the Company. Thus, the Company could receive a share of profits from investing in NEO.

1.8 Plan for the Utilization of Proceeds from Entering into the Transactions

The Company plans to use the proceeds from sale of investment in NEO, as follows:

- (1) Dividend payment to the Company's shareholder
- (2) The company will use working capital.
- (3) Investment in various projects in accordance with business plan

- (4) Reserve fund for future debt repayment

However, such use of proceeds plan is still uncertain as the Board of Directors will consider allocating the proceeds from sale of investment again after completion of issuing and offering newly issued common shares (Initial Public Offering or “IPO”) of NEO

1.9 Conditions for the Entering into the Transactions

- (1) The shareholders' meeting of the Company has resolved to dispose ordinary shares, held in Neo Corporate Public Company Limited (“NEO”), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO's issuance and offering of newly issued ordinary shares of NEO.
- (2) The Board of director meeting and the shareholders' meeting of NEO has resolved to approve the IPO of NEO and related matters.
- (3) NEO has received the approval from the SEC for the offering of newly issued ordinary shares in the initial public offering (IPO) and the registration statement for securities offering and the prospectus become effective.
- (4) The SET has granted the approval for the listing of the ordinary shares of NEO on the SET on the condition that NEO shall have fulfilled the free-float requirement.
- (5) NEO has registered the amendment to its registered and paid-up capital after the IPO of NEO to the general public.
- (6) Other key factors that might affect the decision to enter into the transaction, such as market conditions and demand for the investment in NEO's shares, as deemed appropriate by the Board of Directors of NEO.

1.10 Opinion of the Company's Board of Directors

The Company's Board of Directors Meeting No. 8/2023 convened on September 29, 2023, has considered the details of the transaction, benefits, risks, and other related information and the Company's Board of Directors Meeting has unanimous resolution to approve the transaction. the Board of Directors considered that the said transaction is reasonable transaction for which appropriate and helpful in creating best benefits for the Company and shareholders and it is also consistent with the Company's business plan and business objectives. The Company originally invested in NEO in the form of convertible bonds. The objective of the investment is to gain returns and profits from NEO's business operations and due to NEO's plans to list the Company on the stock exchange. The Board had the opinion that it is an appropriate time to consider the disposal of this investment. In order to

manage the Company's investments and the Company to have better cash flow and financial status, have a reserve source of funds for repaying the loan. Including being a source of sufficient funds for various operations. According to the company's business plan. Therefore, entering into this transaction is an appropriate and reasonable transaction.

1.11 Opinion of the Company's Audit Committee and/or the Company's Directors which is Different from the Opinion of the Board of Directors

There are no directors who have any different opinion from the opinion of the Board of Directors meeting.

2. Responsibility of directors with respect to the information in documents sent to the shareholders.

The Board of Directors will be responsible for the information set out in this Information Memorandum. In this regard, the Board of Directors hereby certifies that such information set out in this Information Memorandum is correct, complete, and contains no misleading statements.

3. Qualifications of the Independent Expert on Entering into the Transaction

-None-

4. The total amount of debt instruments, loans with specified repayment period, debts in other categories, and the Indebtedness to be incurred in the future, as of June 30, 2023.

4.1. The total amount of debt instruments having been issued and those not having been issued pursuant to the resolution of the shareholders meeting which authorizes the board of directors of the listed company to consider issuing them for sale as it deems appropriate.

- As of June 30, 2023, the Company has debt instruments which have been issued comprising Debentures. Details can be summarized as follows:

Long-term debentures

Outstandings of long-term debentures which is charged interest at the rates with reference to the Money Market rate were as follows:

Long-term debentures

Mature in 2025

(Unit: THB thousand)

Outstandings

366,800

4.2. The total amount of loans with specified repayment period

- As at 30 June 2023, Outstandings of short-term loan from others totaling THB 405 million which is charged interest at the rates with reference to the Money Market rate and the Company had pledged a portion of its investment in an associate with total market value of Baht 797.2 million. The Company paid such loan on 29 September 2023.
- Outstandings of long-term loan from a financial institution totaling THB 326.67 million which is charged interest at the rates with reference to the Money Market rate and the Company had pledged a portion of its investment in an associate with total market value of Baht 678.20 million.

4.3. The total value of debts in other categories

- As of June 30, 2023, the Company has total value of liabilities in other categories as follows:

(Unit: Thousand Baht)

-	Current portion of lease liabilities	3,009
-	Other current liabilities	15,443
-	Lease liabilities net of current portion	5,350
-	Provision for post-employment benefits	27,789

4.4. Indebtedness to be incurred in the future.

-None-

5. Information of the Company

5.1. Nature of business and operations and business trends of the listed company, subsidiaries and associated companies

Nature of business and operations

FNS is currently positioned as an investment holding company operating its businesses through subsidiary and associated companies. The Company's major businesses today are Direct Investment, primarily Private Equity and Real Estate Development and Investment.

Real Estate Development and Investment

M,K. Real Estate Development Plc. (MK)

Established in 1956, MK is a leading property development and construction company. The original focus of the business was the development 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 Ltd, a wholly owned subsidiary of MK. The Joint Venture signed a MOU to provide a new 88,401sqm 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 mn 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 c.82,600sqm of warehousing and c.51,700sqm of factory space within BFTZ. The REIT's assets have been valued at c.THb 3,500 million (on acquisition date). FNS invested THB 563 mn in PROSPECT REIT, representing a 22.99%.

Private Equity

NEO Corporate Co., Ltd.(NEO)

In 2016 FFM invested a total of THB 242.8 mn 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 Top 3 in their respective segments, include Fineline, 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 THB 120 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.

5.2. Summary of financial statement and explanation and analysis of financial condition and operating result

5.2.1 Statement of Financial Position

Statement of financial position (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Assets				
Current assets				
Cash and cash equivalents	72,635	197,259	13,072	24,040
Service income receivables				
Related parties	7,535	1,503	220	365
Other parties	40,016	6,515	-	-
Total service income receivables	47,551	8,018	220	365
Other receivables	37,500	32,184	28,261	36,623
Short-term loans and advance to related parties	-	395,028	467,485	972,095
Loans to others	199,054	100,000	73,800	94,000
Other current financial assets	647,732	363,226	361,006	36,896
Digital tokens	-	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 assets	286,061	316,328	373,167	373,469
Investment in subsidiaries	-	-	-	-
Investment in associates and joint venture	2,478,859	1,943,642	1,896,250	2,095,159
Building and equipment	87,502	86,715	9,200	8,249
Right-of-use assets	4,388	8,804	5,658	8,316
Goodwill	156,920	156,920	45,356	45,356
Other intangible assets other than goodwill	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

Statement of financial position (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Total assets	4,068,298	4,128,478	3,291,405	3,713,391
Liabilities and equity				
Current liabilities				
Current portion of short-term loan form financial institution	-	-	-	34,666
Short-term debentures	-	300,000	-	-
Current portion of long-term debentures	400,000	340,000	300,000	-
Current portion of lease liabilities	1,557	4,310	2,941	3,009
Short-term loans and advance from related parties	-	-	-	-
Short-term loans from related parties	-	-	-	405,000
Income tax payable	-	7	-	-
Other current liabilities	153,887	126,580	21,607	15,443
Total current liabilities	555,444	770,897	324,548	458,118
Non-current liabilities				
Long-term loan form financial institution	-	-	-	292,002
Long-term debentures	640,000	666,800	366,800	366,800
Lease liabilities	2,985	4,759	2,872	5,350
Non-current provisions for employee 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				
Share capital				
Authorised share capital				
(691,710,880 ordinary shares, par value at Baht 5 per share)	-	-	-	3,458,554
(345,855,440 ordinary shares, par value at Baht 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 Baht 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

5.2.2 Statement of comprehensive income

Statement of comprehensive income (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Income				
Revenue 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	-	-	-
Revenues from warehouse and factory leasing business	124,624	-	-	-
Gain on disposal of investment in a subsidiary	3,181	-	-	-
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	859
Total income	763,634	52,104	89,768	101,038
Expenses				
Investment, advisory and management business expenses	72,829	63,454	73,859	30,427
Investment, advisory and management business cost and expenses	211,237	-	-	-
Warehouse and factory leasing business costs and expenses	69,684	-	-	-
Servicing and administrative expenses	59,857	43,653	30,692	13,352
Loss on disposal of investment in an associate	-	56,056	-	-
Net loss 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
(Loss) profit from operating activities	350,027	(125,491)	(25,545)	47,834
Finance costs	(72,732)	(58,535)	(48,991)	(26,851)
Reversal of impairment of investment	-	-	-	-
Reversal of expected credit loss	(61,755)	32,896	-	-
Share of profit (loss) of associates and joint venture	30,780	50,864	6,237	16,861
Gain on disposal of building and equipment	-	11	298,806	-
Profit (loss) before income tax expense	246,320	(100,255)	230,507	37,844
Income tax expense	(23,057)	-	-	-
Profit (loss) for the year from continuing operations	223,263	(100,255)	230,507	37,844
(Loss) profit for the year from discontinued operation, net of tax	-	58,066	(125,590)	-
Profit (loss) for the year	223,263	(42,189)	104,917	37,844

5.2.3 Statement of cash flows

Statement of cash flows (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Net cash (used in) from operating activities	(189,924)	352,129	(287,539)	(176,522)
Net cash from (used in) investing activities	488,132	(348,065)	904,374	(182,094)
Net (decrease) increase in cash and cash equivalents	(283,045)	89,015	(814,941)	360,833
Net increase (decrease) in cash and cash equivalents	15,163	93,079	(198,106)	2,217
Differences on translation of financial statements	(8,584)	31,545	13,919	8,751
Cash and cash equivalents as at beginning period	66,056	72,635	197,259	10,968
Cash and cash equivalents as at the ending period	72,635	197,259	13,072	24,040

5.2.4 Operating Performance and Financial Position Analysis

Operating Performance

For the year ended December 31, 2022, the consolidated financial results of the Company and its subsidiaries showed a net profit of THB 104.92 million or a net profit of THB 0.30 per share, representing an increase in its financial performance of THB 147.11 million compared with a net loss of THB 42.19 million or THB 0.12 per share recorded in 2021.

The Company and its subsidiaries had an operating revenue of THB 89.77 million compared to THB 52.10 million in 2021, representing an increase in revenue of THB 37.67 million or an increase of 72.3%. The revenue came from Investment, Advisory and Management business of THB 88.57 million, an increase of THB 44.85 million or 102.6% from an increase in interest income. In addition, the Company also realized a gain on disposal of building and equipment totaled THB 298.81 million.

Total costs and expenses were THB 164.30 million, a decrease of THB 38.93 million or 19.2% compared to THB 203.23 million in 2021. The major changes in costs and expenses were as follow;

1. Finance costs of THB 48.99 million, a decrease of THB 9.50 million or 16.3% from the outstanding balance of long-term debentures that gradually matured.
2. Service and administrative expenses amounted to THB 30.69 million, a decrease of THB 12.96 million or 29.7% from fewer transactions compared to last year.
3. In 2021, there was a loss on sale of investment in an associate of THB 56.06 million and,
4. In 2021, there was a reversal of the expected credit loss of THB 32.90 million because the debtor has made repayment according to the agreement.

The Company and its subsidiaries also recognized a share of profit of associates and joint venture accounted for using equity method of THB 6.24 million, a decreased of THB 44.62 million or

87.7% compared to THB 50.86 million in 2021 following the performance of associates and joint venture.

For the six-month period ended 30 June 2023, the consolidated statement 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 from H1 2022.

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: 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 sold of investment in foreign equity securities and the servicing and administrative expense were THB 13.35 million, a decrease if THB 3.76 million, as in the previous period there were was the property tax from the sale of building and loss on 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 of subsidiary.

In addition, the Company and its subsidiaries also recognized a share of gain from investment 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.

Profitability Ratios

In 2022, FNS recorded a net profit of THB 104.92 million or a basic profit per share of THB 0.30, compared with a net loss of THB 42.19 million or a basic loss per share of THB 0.12 in 2021. Net profit to total income of the group was 116.88%, compared to (15.86%) in 2021. The return on average assets was 2.83% and return on average equity was 4.04% compared to those of 2021 which were (1.03%) and (1.56%), respectively.

In the periods of 6 months ended 30 June 2023, the Company and its subsidiaries have net profit of THB 37.84 million or a basic loss per share of THB 0.11, compared with a net profit of THB 69.83 million or a basic loss per share of THB 0.21 in H1 2022.

Financial Position

As of 31 December 2022, the Company and its subsidiaries had total assets of THB 3,291.41 million, a decrease of THB 837.07 million or 20.3% from year-end 2021. The main components of these assets were THB 959.87 million of current assets and THB 2,331.54 million of non-current assets

representing 29.2% and 70.8% of total assets, respectively. The main items and/or items showing significant changes from those of year-end 2021 were as follows.

- Cash and cash equivalents stood at THB 13.07 million (0.4% of total assets), a decrease of THB 184.18 million or 93.4% from 2021.
- Other financial assets; other current financial assets totaled THB 361 million or 11% of total assets, which were investments in domestic money market fund with high liquidity and low investment risk, a decrease of THB 2.22 million or 0.6% from 2021. Other non-current financial assets, consisting of investments in debt instrument, investments in government bonds and investments in equity were THB 373.17million or 11.3% of total assets, an increase of THB 56.85 million or 18%.
- Loans to others stood at THB 73.80 million or 2.2% of total assets, a decrease of THB 26.20 million or 26.2% from loan repayment.
- Short-term loans and advance to related parties amounted to THB 467.49 million or 14.2% of total assets. The total amount increased THB 72.46 million or 18.3% from the end of 2021 following loans to associates and joint venture.
- Total investment in Digital tokens were sold to other investor.
- Investments in associates stood at THB 1,896.25 million or 57.6% of total assets, a decrease of THB 47.39 million or 2.4%. The change came from recorded a share of profit/loss and received dividends from associates and a joint venture.

As of 30 June 2023, the Company and its subsidiaries had total assets of THB 3,713.39 million, an increase of THB 421.99 million or 12.82% from year-end 2022. The main components of these assets were increased from investment in associates and joint-venture, short-term loans and advances from related parties.

THB 959.87 million of current assets and THB 2,331.54 million of non-current assets representing 29.2% and 70.8% of total assets, respectively. The main items and/or items showing significant changes from those of year-end 2022.

Liquidity

Cash and cash equivalents of the Company and its subsidiaries as at year-end 2022 totaled THB 13.07 million, a decrease of THB 184.19 million or 93.4% from year-end 2021 with the following movements.

- Net cash used in operating activities totaled THB 287.54 million, reflecting a loss from operating activities after adjustments of THB 62.90 million and changes in key operating

assets and liabilities, i.e. financial assets (+THB 106.28 million), short-term loans and advances to related parties (+THB 72.46 million), other current liabilities (-THB 77.05 million), interest received (+THB 16.66 million) and interest paid (-THB 54.77 million).

- Net cash provided by investing activities totaled THB 904.37 million, comprising mainly cash received and paid from proceeds from disposal of discontinued operation (+THB 455.27 million), cash paid for investment in other non-current financial assets (-THB 107.87 million), proceeds from disposal of Digital Tokens (+THB 482.32 million) and cash received for dividends (+THB 73.84 million).
- Net cash used in financing activities totaled THB 814.94 million, resulting from cash paid for short-term and long-term debentures (-THB 640 million) and cash paid for dividends (-THB 172.93 million).

In 1H 2023, Cash and cash equivalents of the Company and its subsidiaries was THB 24.04 million increasing from 13.07 at the year-end 2022 (by 83.90%). This came from the following activities i.e. Net cash used in operating activities totaled THB 176.52 million, Net cash provided by investing activities totaled THB 182.09 million and Net cash used in financing activities totaled in THB 360.83 million.

The current liquidity ratio (current assets/current liabilities) of the Group as of 31 December 2022 was 2.96, increasing from 2.08 at the year-end 2021 indicating that the Company's short-term liquidity has improved. This came from the decrease in current assets (by 40.1%) is proportionally less than the decrease in current liabilities (by 57.9%).

The Group has applied a collective liquidity management policy with regard to intercompany loans and borrowings. Under the management of the Group Risk Management Committee, the liquidity gap is calculated to assess its capital and liquidity adequacy. The Board of Directors assigned the Managing Director to set an internal policy to control debt securities issuance and to report the issued amount and outstanding amount to the Board of Directors in the quarterly meeting.

Sources of Funds

Liabilities

As of 31 December 2022, the total liabilities of the Group were THB 721.06million, a decrease of THB 790.16 million or 52.3% from the year-end 2021, of which 45% were current liabilities. Significant liabilities and/or significant changes from the end of 2021 were as follows:

- Short-term debentures amounted to THB 300 million at the beginning of the year was paid in full.

- Long-term debentures totaled THB 666.80 million or 92.5% of total liabilities. The current portion of long-term debentures was THB 300 million, a decrease of THB 40 million from year-end 2021. The current portion debentures were due at the beginning of 2023 and FNS repaid in full.
- Other current liabilities totaled THB 21.61 million or 3% of total liabilities, fell by THB 104.91 million or 82.9%. Mainly due to a drop in accrued bonus and deposit received.

Long-term debentures pay interest on a quarterly basis. The Company always complies with the terms and conditions of these debentures.

As of 30 June 2023, the total liabilities of the Group were THB 1,150.06 million, an increase of THB 429.00 million or 59.50% from the year-end 2022, of which 39.83% were current liabilities and 60.17% were non-current liabilities.

Shareholders' Equity

As of 31 December 2022, the Company's equity in the consolidated financial statements was THB 2,570.33 million, a decrease of THB 46.92 million or 1.8% from 2021. Changes in equity came from the net profit operating result of the year of THB 104.92 million and dividend payment totaling THB 172.93 million. Other components of shareholders' equity increased by THB 33.61 million. The book value was THB 7.43 per share, compared to THB 7.57 per share at the year-end 2021.

Registered capital and paid-up capital of the Company as of 31 December 2022 stood at THB 1,729.28 million while legal reserve was THB 82 million or 4.7% of its registered capital.

As of 30 June 2022, the Company's equity in the consolidated financial statements was THB 2,563.33 million, a decrease of THB 7.02 million or 0.27%. Changes in equity came from a decrease in retain earnings due to dividend payments.

Commitments and contingent liabilities

From the financial statements of the Company and its subsidiaries, there were no commitments or contingent liabilities as at December 31, 2022 and June 30, 2023.

5.3. Financial projections in the present year (if any),

-None-

5.4. List of the management and list of top 10 largest shareholders

List of the management of the Company as of January 1, 2023 are as follows:

- | | |
|-------------------------------|---|
| 1. Mr. Vorasit Pokachaiyapat* | Managing Director |
| 2. Mr. James Marshall* | Head of Research and Business Development |

3. Ms. Rachanee Mahatdetkul* Senior Vice President of Direct Investment
4. Ms. Snitha Asawachinda Treasurer, Treasury Department.
5. Mr. Chakhrit Suphepre* Group Head of IT & SVP
6. Ms. Wipa Nilsophon* Assistant Managing Director, Compliance Department
7. Mr. Chankit Assawarotjanamit* Head of Administration
8. Mrs. Nuchalee Junkhun* Head of Human Resources
9. Ms. Papatsamon Chumtavee* Head of Accounting and Finance

* Management according to the SEC's definition

List of shareholders

List of shareholders as of October 16, 2023 which is the latest record date are as follows:

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
1	Mr. VORASIT POKACHAIYAPAT	247,587,922	49.45
2	M.L. SUDDHIMAN POKACHAIYAPAT	42,000,000	8.39
3	MR. WATSHIRA TAYANARAPORN	16,000,000	3.20
4	MR. VICHAIN SRIMUNINNIMIT	13,558,300	2.71
5	The Viriyah Insurance Public Company limited	10,000,000	2.00
6	MISS YASINEE APITANOTAI	8,527,200	1.70
7	MR. WUTTHAKARN JIRA-ALONGKORN	6,505,700	1.32
8	MRS. PRAKAIKAM BAIKAEW	6,302,000	1.26
9	MR. RATIAN SRIMONGKOL	3,500,000	0.70
10	MR. KIET SRICHOMKWAN	3,410,000	0.68
	Total top 10 shareholders	357,491,122	71.41
	Other shareholders	143,159,943	28.59
	Total	500,651,065	100.00

5.5. Other information that may materially affect the decision of investors (if any).

-None-

6. The opinion of the Board of Directors of the company relating to the sufficiency of cash flow.

Entering into transaction of sale of investment in NEO will impact to increase company's cashflow which will cause of strong financial status especially, liquidity and cash flow of the Company. The Company plans to use the money from entering into the transaction to pay dividends to shareholders. Also, the Company plans to invest in other projects according to the Company's business plan including reserved fund for payment debt which will be due in the future.

Therefore, disposal of investment transaction in NEO may has uncertain IPO price and IPO Plan because company has to survey investor's securities demand (Book Building) including another method to determine IPO price from NEO. Therefore, the Company may have risk from IPO price is not as expected. These

will impact the Company not received cash flow from disposal of investment in NEO as requirement and may impact to profit of sale of investment.

However, company's board of director have opinion that although this entering into transaction still has uncertain on IPO price, approval from related regulator and approval from the Company's shareholders meeting, the Company has confident that this entering into transaction will not impact to sufficient cash flow of company significantly.

7. Pending material lawsuits or claims.

-None-

8. Interests or connected transactions between the listed company and directors, management and shareholders directly or indirectly holding shares amounting to 10 percent to more, including the nature of the transaction or the interests

Transaction for year 2022 and for the 6-month period ending June 30, 2023 can be summarized as follows:

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
1. M.K. Real Estate Development PCL. (MK) (Associate)	Investments in an associate			
	1. % of share holdings	31.51%	31.51%	<ul style="list-style-type: none"> Investment in MK was accounted for under equity method.
	2. Investment value under cost method	1,376.52	1,376.52	<ul style="list-style-type: none"> As of 1H 2023, MK had net operating profit totalling THB 22.61 million.
	3. Investment value under equity method	1,318.98	1,348.41	<ul style="list-style-type: none"> FNS recognized profit totaling THB 8.33 million / Dividend THB 37.80 million
	Outstanding transactions			
	1. Service income receivable	0.36	0.21	<ul style="list-style-type: none"> FNS had accrued information technology service income.
	2. Short-term loans and advance to related parties	499.59	116.99	<ul style="list-style-type: none"> FNS invested in MK's short term debt instruments with fixed interest as agreed.
	3. Other receivable	2.23	5.81	<ul style="list-style-type: none"> FNS had accrued interest income from investment in MK's short term debt instruments.
	4. Deposit	0.73	0.74	<ul style="list-style-type: none"> Deposit for FNS office rental at MK building

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	For the period ended of (THB million)		Rationale
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Information Technology services	2.04	1.20	<ul style="list-style-type: none"> FNS signed a service agreement with MK to provide information technology services for MK and its subsidiaries with service fees as agreed.
	2. Interest Income	10.95	8.30	<ul style="list-style-type: none"> FNS invested in MK's short term debenture with fixed interest as agreed.
	Expense			
	1. Rental and other services	0.81	0.76	<ul style="list-style-type: none"> FNS rented a part of the office space in MK's building at market rate.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
2. Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (PROSPECT REIT)	Investments in an associate.			
	1. % of share holdings	22.19%	22.99%	<ul style="list-style-type: none"> FNS invested in PROSPECT REIT, representing a 22.29% shareholding in March 2023.
	2. Investment value under cost	775.36	533.33	

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
(Associate)	method 3. Investment value under equity method	728.23	498.70	<ul style="list-style-type: none"> Investment in PROSPECT REIT was accounted for under equity method. FNS increased investment totaling THB 242.03 million. 1H 2023, Prospect had profit according to amortized cost THB 48.08 million, FNS recognized profit totaling THB 10.87 million / Dividend THB 23.37 million.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
3. BFTZ Wangnoi Co., Ltd. (BFTZ WN) (Associate)	Investments in an associate. 1. % of share holdings 2. Investment value under cost method 3. Investment value under equity method	50% 2.50 7.29	50% 2.50 3.93	<ul style="list-style-type: none"> In May 2021 FNS established BFTZ WN, a joint venture with PD to operate business in developing warehouses and factory for lease. Investment in BFTZ WN was accounted for under equity method.

				<ul style="list-style-type: none"> 1H 2023, BFTZ-WN had net operating profit totalling THB 5.81 million-including adjustment in 2022. FNS recognized profit totaling THB 3.36 million.
	Outstanding transactions			
	1. Short-term loans and advance to related parties	277.50	250.50	<ul style="list-style-type: none"> FNS provided financial support to BFTZ WN in accordance with its shareholding proportion as stated in the shareholders' agreement with a fixed interest rate as mutually agreed.
	2. Other receivable	23.24	14.84	<ul style="list-style-type: none"> Accrued interest income from loans to BFTZ WN.
		For the period ended of (THB million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Interest Income	8.39	6.02	<ul style="list-style-type: none"> FNS received interest income from loan as agreed under the shareholders' agreement.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
4. Kanom Café Co., Ltd. (Kanom) (Associate)	Investments in an associate. 1. % of share holdings	30%	30%	<ul style="list-style-type: none"> In June, FNS converted loan into a 30 percent share investment in Kanom.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
	2. Investment value under cost method 3. Investment value under equity method	38.36 40.07	60.00 44.56	<ul style="list-style-type: none"> Investment in Kanom was accounted for under equity method. In Q2/2023 investment in Kanom had allowance for impairment in THB 21.62 million. 1H 2023, Kanom had net loss totaling THB 14.99 million, FNS recognized loss totaling THB 4.49 million.
	Outstanding transactions 1. Short-term loans and advance to related parties	107.00	100.00	<ul style="list-style-type: none"> FNS lent money to Kanom under the loan agreement with fixed interest rate as mutually agreed.
	2. Other receivable	8.17	5.60	<ul style="list-style-type: none"> Accrued interest income from loans to Kanom.
		For the period ended of (THB million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Interest income	2.53	1.72	<ul style="list-style-type: none"> FNS received interest income from lending to Kanom.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
5. Prospect Development Co., Ltd. (PD) (Common director)	Outstanding transactions 1. Receivable Service income	-	0.005	<ul style="list-style-type: none"> FNS had accrued service fees.
		For the period ended of (THB million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Fee and other Service income	1.68	1.50	<ul style="list-style-type: none"> FNS provided human resources management service to PD with service fees, calculated from actual incurred cost, as agreed by both parties.
	2. Other income	0.03	0.02	<ul style="list-style-type: none"> FNS receives phone system service fees and utilities service fees.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	Outstanding Value as at (THB million)		Rationale
		30 June 2023	31 December 2022	
6. Prospect REIT Management Co., Ltd. (PRM)	Outstanding transactions 1. Receivable Service income	0.001	0.001	<ul style="list-style-type: none"> FNS had accrued phone system service income

(Common director)				
		For the period ended of (THB million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Other income	0.003	0.009	<ul style="list-style-type: none"> FNS receives phone system service fees.

Transaction / Related Parties (Relationship with the Company)	Characteristic of the transaction	For the period ended of (THB million)		Rationale
		Jan – Jun 2023	Jan – Jun 2022	
7. Directors and management	Directors' and management's Remuneration and, Advisory cost	8.97	21.65	<ul style="list-style-type: none"> Annual remuneration to directors and paid remuneration to management. FFM pays advisory fee to management.

9. Summaries of material contracts during the past 2 years.

During the past 2 years, the Company has not entered into an important transaction. In addition to normal business operations.

10. Proxy form with at least one name of a member of the Audit Committee being nominated as shareholder's proxy.

As presented in the enclosure 7

Enclosure 3

Information Memorandum of FNS Holdings Public Company Limited for M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company to invest in the ordinary shares of Sansiri Public Company Limited ("SIRI")

Information Memorandum of FNS Holding Public Company Limited
on the Acquisition of Assets by Investing in the Ordinary Shares of
Sansiri Public Company Limited by M.K. Real Estate Development Public
Company Limited, a subsidiary of the Company

October 25, 2023

Information Memorandum of FNS Holdings Public Company Limited

Re: the Acquisition of Assets by Investing in the Ordinary Shares of Sansiri Public Company Limited by M.K. Real Estate Development Public Company Limited, a subsidiary of the Company

FNS Holdings Public Company Limited (the “Company” or “FNS”) has arranged the Board of Directors’ meeting of the Company No. 8/2023 dated September 29, 2023 at No. 345, 345 Surawong Building Suriyawong G Floor, Surawong Road, Bangrak Bangkok. The Board of Directors’ meeting has resolved to approve to propose to invest 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 (in case only MK exercises the right). Subject to the Condition Precedent in receiving the approval from the Company and MK shareholders meeting to invest in SIRI shares, is considered the Company’s asset acquisitions in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 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”).

In this regard, it is expected that by entering into this transaction, the Company would gain benefits as follows:

- 1) This investment aligns with the company's vision and objectives, focusing on investing in companies with growth potential to generate returns for shareholders in the form of dividends and capital appreciation.
- 2) It is an investment in a leading real estate development business in Thailand, known for its successful track record. The company develops various types of properties for sale, including both horizontal and vertical projects. Considering SIRI's past performance in the last three years (from 2020 to 2022) and the first half of 2023, with profits amounting to THB 1,458 million, THB 939 million, THB 4,107 million, and THB 3,111 million respectively, it demonstrates consistent growth, indicating the company's efficient operational capabilities. Therefore, this investment represents an indirect approach for the company in a business with long-term potential and growth prospects, providing an opportunity for future returns.
- 3) SIRI consistently pays dividends each year. MK’s benefit, as a shareholder, by receiving additional funds that can be used for operational activities or other purposes.

- 4) Common share of SIRI is classified as a liquid asset, as it is a registered security in the Stock Exchange of Thailand. There is the potential to sell these shares in the stock market to receive a capital gain, especially if the value of SIRI's common shares increases in the future.
- 5) This investment helps diversify risks from the company's overall investment portfolio. By increasing the number of invested companies, the annual returns for the company are subject to less volatility, in accordance with financial principles related to asset allocation.

However, by entering into this transaction, the Company will be affected or have risks as follows:

- 1) This investment in SIRI does not grant MK control over its operations. Following the conversion of the warrants to purchase newly ordinary share of SIRI, MK will hold a mere 4.08% of the registered capital of SIRI. While this is a small stake, it is still an investment in a business with long-term growth potential, providing an opportunity for future returns.
- 2) There may be missed opportunities to invest in other businesses, as this transaction requires MK to allocate THB 770 million in cash for the conversion of the warrants to purchase 700 million ordinary shares of SIRI, equivalent to 4.08% of the common shares after capital increase. It will reduce the cash flow within MK. This reduction may limit MK's ability to invest in some real estate development projects or other businesses with potential and appropriate returns in the future due to constraints on available investment funds.
- 3) There is a possibility that MK may incur losses from its investment in common shares of SIRI if the future stock price falls below the purchase price of the warrant and the exercise price of the warrant. It may affect the income statement for both the company and MK upon recognizing the unrealized loss of the fair value of the common shares of SIRI.

The details of the transaction are as follows:

1. **Information Memorandum pursuant to Schedule 1 of Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Company concerning the acquisition or disposal of assets 2004 (B.E. 2547)**

1.1. The Date of Transaction

The Company expects that MK shall exercise the rights of SIRI warrants once or many times to purchase ordinary shares of SIRI during from the last business day of fourth quarter of the year of 2023 and within the date of November 2, 2025, which is an exercise period according to the terms and conditions of SIRI warrants which has been issued in private placement. The exercise of the right of warrants must receive approval from the shareholders' meeting of the Company and MK, which will be held on November 20, 2023 prior to entering into the transaction.

1.2. The Relevant Parties 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).

1.3. Details, Category, and Transaction Size of the Acquired Assets

1.3.1. The 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 purchase ordinary shares of SIRI ("SIRI warrants"), which has been issued in private placement, from a Rumbia Street (Thailand) Company Limited who is not considered as a 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 not exceeding THB 525.00 million. 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 approximately 2 years (The valid term of SIRI warrants is 5 years from the issue date on November 3, 2020).

On June 28, 2023, MK purchased SIRI warrants 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
Issuance Date	:	November 3, 2020
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 received the confirmation of the allotment from Sansiri Public Company Limited (October 22, 2020) 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 SRI ordinary shares from 9.00 a.m. to 3.00 p.m. on SRI business days five business days before they can actually exercise this right. Warrant holders who wish to exercise their rights to purchase the SRI 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	:	SRI 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
Warrant Description	:	Warrant representing the rights to purchase ordinary shares of Sansiri Public Company Limited in private placement.

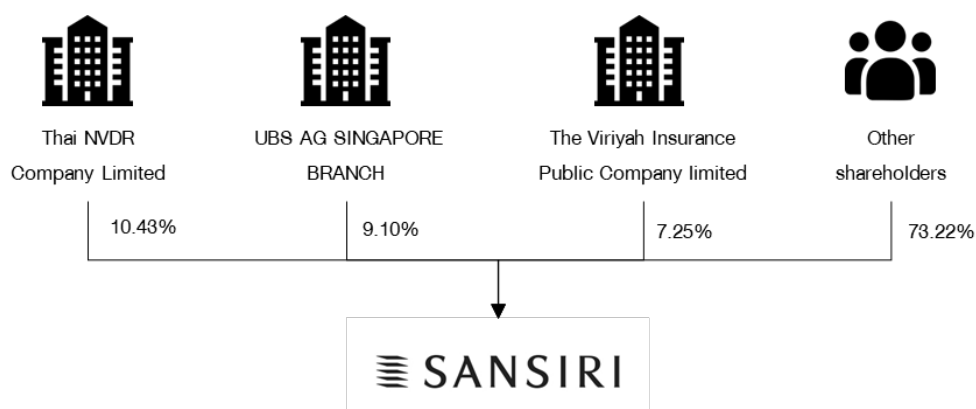
MK will exercise the right of warrants to purchase ordinary share of SIRI of 700,000,000 units that MK holds, with an exercise ratio of 1 unit having the right to purchase 1 common share at an exercise price of THB 1.10 per unit. As a result, MK will hold 700 million common shares of SIRI with a par 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 (in case of only MK exercises the rights).

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 SIRI relating to the exercise of the right to purchase newly issued shares of SIRI under SIRI warrants, either partially or not exercise. This authorization also allows for the possibility of not exercising the right of SIRI warrants and selling some or all within the exercise period specified in the terms and conditions of the SIRI 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 SIRI warrants, The Company will proceed according to the Notifications on Acquisition or Disposition of Assets.

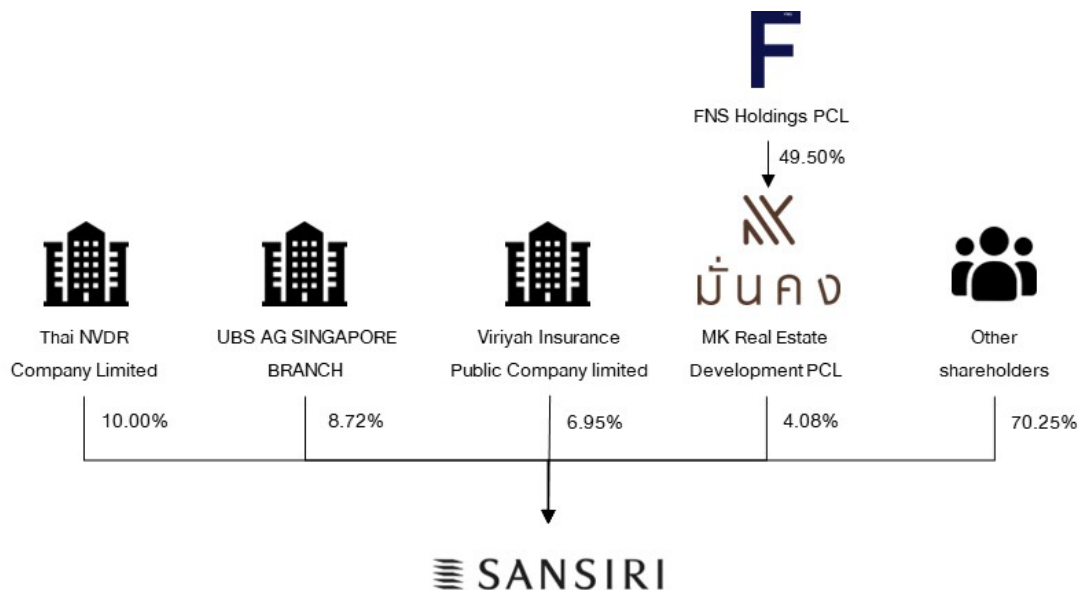
However, the Investment in SIRI Transaction would occur when receiving approval from the shareholder's meeting of MK, as well as receiving approval from the shareholder's meeting of the Company, and there is not any situation or events which will result significant negative effects to this Transaction.

The Shareholding structure of SIRI before and after entering into such Transaction are as follows:

Pre-Transaction shareholding structure



Post-transaction shareholding structure



1.3.2. Details of the Acquired Assets

MK, 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 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 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.

Principal office : 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 June 30, 2023)

Paid-up capital : THB 17,626,871,081.37 (As of June 4, 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

No	Shareholders	Before entering the transaction	
		No. of shares	% share
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

Remark: 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 Priebjrivat	Vice Chairman, Independent Director, Chairman of the Audit Committee

Director Name	Position
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

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

1.3.3. Category and Transaction Size

The entering into such transaction is considered acquisition of assets according to the Notification of the Acquisition or Disposition. Details of transaction size are as following:

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 Combination of 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% .				

Remark: 1/ the acquisition of assets transaction is the acquisition of assets from MK's purchase of SIRI warrants from a Rumbia Street (Thailand) Company Limited who is not considered as a connected person of the company, which does not exceed 700 million units with the warrant price is 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 total value of consideration basis.

2/ According to the Company Board of Directors Meeting No.5/2023 the Board of Directors Meeting has resolve to investment in MK in the number of 196,311,160 shares total amount THB 883.40 Million. The Company holds a 49.50 percent stake in MK, resulting in MK becoming a subsidiary of the Company as of August 9, 2023.

The Investment in SIRI Transaction is considered as the Company's asset acquisitions in accordance with 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 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. The Investment in SIRI Transaction is the entering into transaction between a subsidiary of a listed company and another listed company. 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 is required to disclose the information relating to the entering into the acquisition of assets transaction as follows:

1. To disclose information Memorandum regarding the acquisition of asset for the transaction to the SET in accordance with the Notification on Acquisition or Disposition of Assets;
2. To arrange a shareholders' meeting to approve of the Transaction which the resolution of the shareholder meeting must be approved 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;
3. To appoint an independent financial advisor to provide an opinion on the Investment in SIRI Transaction as specified in the Notifications on Acquisition or Disposition of Assets by submitting 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.

In addition, MK's board of directors would be empowered by the shareholder meeting to consider revising the Investment in SIRI Transaction to partially exercise or not to exercise SIRI warrants to convert into common shares and partially or wholly sell SIRI warrants during the exercise period according to the terms and conditions of SIRI warrants as appropriate based on the situation for the most benefit to MK.

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).

1.4. Total value of Consideration and Payment Conditions

1.4.1. Total Value of Consideration

The total value is approximately THB 770 million from exercising of warrant in number of 700,000,000 units with an exercise price THB 1.10 per unit by MK and MK will pay compensation at such value in cash to SIRI

1.4.2. Payment Conditions

MK will exercise the right of warrants to purchase ordinary share of SIRI on the last business day of the fourth quarter of the year 2023, which has a payment term according to the terms and conditions of warrants of SIRI which the 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 SIRI 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. If the maturity date falls on a non-business day of SIRI, warrant holders can exercise their rights under the warrants for the last time on the last business day before that off day.

1.5. Value of acquired assets

700 million ordinary shares of SIRI at the exercise price of THB 1.10 per share with a total consideration value of approximately THB 770,000,000, equivalent to 4.08 percent of the total paid-up shares after the capital increase of SIRI (in case of only the Company exercises the rights)

1.6. Basis for Determining the Value of Consideration

The basis used to determine the value of the Consideration based on the terms of the warrant to purchase SIRI shares, at an exercise ratio of 1 of warrant per 1 ordinary share at the exercise price of THB 1.10 per share.

1.7. Expected Benefits to the Company

- 1) Investing in common shares of SIRI is classified as a liquidity asset as it is a security registered in the Stock Exchange of Thailand. There is an opportunity to sell these shares in the stock market immediately to potentially receive capital gain if there is an increase in SIRI's common in the future.
- 2) 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 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 billion, THB 1,939 billion, THB 4,107 billion, and THB 3,111 billion, respectively. These figures reflect the company's efficient operational capabilities.
- 3) 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 operation 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
-	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

- 4) 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.

1.8. Sources of Fund

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

1.9. Conditions Precedent

the Investment in SIRI Transaction 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 is not any situation or events which will result significant negative effects to this Transaction.

1.10. Opinion of the Board of Directors on the Transaction

The Company's Board of Director Meeting No. 8/2023 convened 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, source of funding for exercising the right of SIRI warrants, market price of SIRI in the past and related information.

1.11. Opinion of the Company's Audit Committee and/or Director which is different from the Opinion of the Board of Directors in 1.10.

None.

2. Responsibility of directors with respect to the information in documents sent to the shareholders.

The Board of Directors will be responsible for the information set out in this Information Memorandum. In this regard, the Board of Directors hereby certifies that such information set out in this Information Memorandum is correct, complete, and contains no misleading statements.

3. Qualifications of the Independent Expert on Entering into the Transaction

None.

4. The total amount of debt instruments, loans with specified repayment period, liabilities in other categories, and the Indebtedness to be incurred in the future, as of June 30, 2023.

4.1. The total amount of debt instruments having been issued and those not having been issued pursuant to the resolution of the shareholders meeting which authorizes the board of directors of the listed company to consider issuing them for sale as it deems appropriate.

- As of June 30, 2023, the Company has debt instruments which have been issued is debentures. Details can be summarized as follows:

Debentures

As at June 30, 2023, outstanding of long-term debentures issued by the Company with the interest rates charged at the rates with reference to the Money Market rate are summarized as follows:

	(Unit : THB Thousand)
	<hr/> Outstanding <hr/>
<u>Long-term debentures</u>	
Mature in 2025	366,800

4.2. The total amount of loans with specified repayment period

- As of June 30, 2023, the Company had short-term loans from other of THB 405.00 million, at the interest rate referring to the market interest rates, partially collateralized by shares of the associated, with a market value of THB 797.20 million. The company has already repaid the loans in full as of September 29, 2023.
- As of June 30, 2023, the Company had long-term loans from a financial institution of THB 326.67 million, at the interest rate referring to the market interest rates, partially collateralized by shares of the associated, with a market value of THB 678.20 million .

4.3. The total value of liabilities in other categories

- As of June 30, 2023, the Company has total value of liabilities in other categories as follows:

	(Unit: THB Thousand)
- Current portion of lease liabilities	3,009
- Other current liabilities	15,443
- Net of current portion Lease liabilities	5,350
- Provision for post-employment benefits	27,789

4.4. Indebtedness to be incurred in the future.

None.

5. Information of the Company

5.1. Nature of business and operations of the listed company, subsidiaries and associated companies of the listed company

Nature of business and operations

FNS is a holding company primarily engaged in generating revenue from equity holdings in other companies. It focuses on strategically investing in two main businesses: real estate development and investment, as well as direct investment business.

Real Estate Development and Investment

MK Real Estate Development Co. Ltd. (MK)

Established in 1956, MK is a leading property development and construction company. The original focus of the business was the development 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 Ltd, a wholly owned subsidiary of MK. The Joint Venture signed a MOU to provide

a new 88,401sqm Distribution Centre for Siam Makro Plc. on Km67 of Phaholyothin Road. Siam Makro will sign a 28 years 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 mn 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 c.82,600sqm of warehousing and c.51,700sqm of factory space within BFTZ. The REIT's assets have been valued at c.THB 3,500 million (on acquisition date). FNS invested THB 563 mn in PROSPECT REIT, representing a 22.99% shareholding.

Private Equity

NEO Corporate Co., Ltd.(NEO)

In 2016 FFM invested a total of THB 242.8 mn 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 Top 3 in their respective segments, include Fineline, 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 mn in Kanom, the operator of the Kanom café, bakery and restaurant chain. This investment was initially in the form of a Convertible Loan, however the investment 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.

5.2. Summary of financial statement and explanation and analysis of financial condition and operating result

5.2.1. Statement of Financial Position

Statement of Financial Position Unit: THB Thousand	Consolidated Financial Statement			
	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Asset				
Current Asset				
Cash and cash equivalents	72,635	197,259	13,072	24,040
Service income receivables				
Related Parties	7,535	1,503	220	365
Other Parties	40,016	6,515	-	-
Total service Income receivables	47,551	8,018	220	365
Other receivables	37,500	32,184	28,261	36,623
Short-term loans and advances to related parties	-	395,028	467,485	972,095
Loans to others	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 asset	1,043,435	1,604,391	959,867	1,180,343
Non-current asset				
Other non-current financial assets	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
Differed tax assets	7,297	7,886	-	-
Other non-current assets	1,313	1,658	759	758
Total other non-current assets	3,024,863	2,524,087	2,331,538	2,533,048

Statement of Financial Position Unit: THB Thousand	Consolidated Financial Statement			
	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Total assets	4,068,298	4,128,478	3,291,405	3,713,391
Liabilities and Equity				
Current liabilities				
Current portion of long-term loan from a financial institution	-	-	-	34,666
Short-term Debentures	-	300,000	-	-
Current portion of long-term debentures	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 advance from related parties	-	-	-	-
Short-term loans from others	-	-	-	405,000
Current income tax payable	-	7	-	-
Other current liabilities	153,887	126,580	21,607	15,443
Total current liabilities	555,444	770,897	324,548	458,118
Non-current liabilities				
Long-term loan from a financial institution	-	-	-	292,002
Long-term debentures	640,000	666,800	366,800	366,800
Lease liabilities	2,985	4,759	2,872	5,350
Non-current provisions for employee 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				
Share capital				
Authorized share capital				
691,710,880 ordinary shares, par value at THB 5 per share	-	-	-	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

5.2.2 Statement of Profit and Loss

Statement of Profit and Loss Unit: THB Thousand	Consolidated Financial Statement			
	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Income				
Revenue 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
Expense				
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 loss 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
Profit (loss) from operating activities	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

5.2.3 Statement of cash flows

Statement of Cash Flows Unit: THB Thousand	Consolidated Financial Statement			
	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Jun 2023
Net cash flows from (used in) operating activities	(189,924)	352,129	(287,539)	(176,522)
Net cash flows from (used in) investing activities	488,132	(348,065)	904,374	(182,094)
Net cash flows from (used in) financing activities	(283,045)	89,015	(814,941)	360,833
Net increase (decrease) in cash and cash equivalents	15,163	93,079	(198,106)	2,217
Differences on translation of 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 as at the ending period	72,635	197,259	13,072	24,040

5.2.4 Explanation and analysis of financial condition and operating result

Operating Performance

For the year ended December 31, 2022, the consolidated financial results of the Company and its subsidiaries showed a net profit of THB 104.92 million or a net profit of THB 0.30 per share, representing an increase in its financial performance of THB 147.11 million compared with a net loss of THB 42.19 million or THB 0.12 per share recorded in 2021.

The Company and its subsidiaries had an operating revenue of THB 89.77 million compared to THB 52.10 million in 2021, representing an increase in revenue of THB 37.67 million or an increase of 72.3%. The revenue came from Investment, Advisory and Management business of THB 88.57 million, an increase of THB 44.85 million or 102.6% from an increase in interest income. In addition, the Company also realized a gain on disposal of building and equipment totaled THB 298.81 million.

Total costs and expenses were THB 164.30 million, a decrease of THB 38.93 million or 19.2 % compared to THB 203.23 million in 2021. The major changes in costs and expenses were

- 1) Finance costs of THB 48.99 million, a decrease of THB 9.50 million or 16.3% from the outstanding balance of long-term debentures that gradually matured,
- 2) Service and administrative expenses amounted to THB 30.69 million, a decrease of THB 12.96 million or 29.7% from fewer transactions compared to last year,
- 3) In 2021, there was a loss on sale of investment in an associate of THB 56.06 million, and
- 4) In 2021, there was a reversal of the expected credit loss of THB 32.90 million because the debtor has made repayment according to the agreement.

The Company and its subsidiaries also recognized a share of profit of associates and joint venture accounted for using equity method of THB 6.24 million, a decreased of THB 44.62 million or 87.7% compared to THB 50.86 million in 2021 following the performance of associates and joint venture.

For the period ended 6 months 2023, the Company and its subsidiaries recorded net profit of THB 37.84 million which is THB 0.11 earnings per share, as compared to those of 2022 which recorded net profit of THB 69.83 million or THB 0.21 per share.

Total Revenue was THB 101.04 million, which is THB 36.71 million increase or 57.07% increase as compared to THB 64.33 million of the total revenues reported on the same period of the previous year. The significant change was from the increase in revenues from investment, Advisory and management business which is THB 100.18 million increase from the previous period

Total costs and expenses were THB 53.2 million, which is THB 26.98 million decrease or 33.64% decrease as compared to THB 80.18 million of expenses reported in the same period of the previous year. Due to the expenses for business investment consulting and management, totaling THB 30.43 million, which decreased by THB 10.33 million. This reduction is attributed to the previous period's loss from the sale of foreign currency investment securities of foreign subsidiary companies, as well as expenses for services and management amounting to THB 13.35 million, which decreased by THB 3.76 million. This decrease is due to the previous period's payment of property tax related to the sale of buildings and losses from exchange rates amounting to THB 7.75 million, which decreased by THB 14.53 million. This is because there hasn't been an actual profit from the foreign currency-denominated assets and liabilities of the company

In addition, the Company and its subsidiaries recognized a share of profit from investments in associated companies totaling THB 16.86 million, which is THB 76.35 million increase as compared to share of gain from investments in associated companies totaling THB 59.49 million in the same period of the previous year

Profitability Ratios

In 2022, FNS recorded a net profit of THB 104.92 million or a basic profit per share of THB 0.30, compared with a net loss of THB 42.19 million or a basic loss per share of THB 0.12 in 2021. Net profit to total income of the group was 116.88%, compared to (15.86%) in 2021. The return on average assets was 2.83% and return on average equity was 4.04% compared to those of 2021 which were (1.03%) and (1.56%), respectively.

For first 6 months of 2023, the Companies and its subsidiaries reported net profit of THB 37.84 million or basic earnings per share of THB 0.11. Due to the same period of the previous year which was recorded at THB 69.83 million in net profit or earnings per share of THB 0.21.

Financial Position

As of 31 December 2022, the Company and its subsidiaries had total assets of THB 3,291.41 million, a decrease of THB 837.07 million or 20.3% from year-end 2021. The main components of these assets were THB 959.87 million of current assets and THB 2,331.54 million of non-current assets representing 29.2% and 70.8% of

total assets, respectively. The main items and/or items showing significant changes from those of year-end 2021 were as follows.

- Cash and cash equivalents stood at THB 13.07 million (0.4% of total assets), a decrease of THB 184.18 million or 93.4% from 2021.
- Other financial assets; other current financial assets totaled THB 360 million or 11% of total assets, which were investments in domestic money market fund with high liquidity and low investment risk, a decrease of THB 2.22 million or 0.6% from 2021. Other non-current financial assets, consisting of investments in debt instrument, investments in government bonds and investments in equity were THB 373.17 million or 11.3% of total assets, an increase of THB 56.85 million or 18%
- Loans to others stood at THB 73.80 million or 2.2% of total assets, a decrease of THB 26.20 million or 26.2% from loan repayment.
- Short-term loans and advance to related parties amounted to THB 467.49 million or 14.2% of total assets. The total amount increased THB 72.46 million or 18.3% from the end of 2021 following loans to associates and joint venture.
- Total investment in Digital tokens were sold to other investor.
- Investments in associates stood at THB 1,896.25 million or 57.6% of total assets, a decrease of THB 47.39 million or 2.4%. The change came from recorded a share of profit/loss and received dividends from associates and a joint venture.

As of June 30, 2023, the Company and its subsidiaries had total assets of THB 3,713.39 million, which is THB 421.99 million increase, or 12.82% increase as compared to the end of 2022. Increased from the main items, including investments in joint ventures and associates, short-term loans provided, and advances to related parties.

Liquidity

Cash and cash equivalents of the Company and its subsidiaries as at year-end 2022 totaled THB 13.07 million, a decrease of THB 184.19 million or 93.4% from year-end 2021 with the following movements.

- Net cash used in operating activities totaled THB 287.54 million, reflecting a loss from operating activities after adjustments of THB 62.90 million and changes in key operating assets and liabilities, i.e. financial assets (+THB 106.28 million), short-term loans and advances to related parties (+THB 72.46 million), other current liabilities (-THB 77.05 million), interest received (+THB 16.66 million) and interest paid (-THB 54.77 million)
- Net cash provided by investing activities totaled THB 904.37 million, comprising mainly cash received and paid from proceeds from disposal of discontinued operation (+THB 455.27 million), cash paid for

investment in other non-current financial assets (-THB 107.87 million), proceeds from disposal of Digital Tokens (+THB 482.32 million) and cash received for dividends (+THB 73.84 million).

- Net cash used in financing activities totaled THB 814.94 million, resulting from cash paid for short-term and long-term debentures (-THB 640 million) and cash paid for dividends (-THB 172.93 million).

As of June 30, 2023, cash and cash equivalents of the Company and its subsidiaries was THB 24.04 million, representing an increase of THB 13.07 million or 83.90% increase from year-end 2022. Net cash provided by operating activities was THB 176.52 million, Net cash used in investing activities was THB 182.09 million, and Net cash provided by financing activities was THB 360.83 million.

The Group has applied a collective liquidity management policy with regard to intercompany loans and borrowings. Under the management of the Group Risk Management Committee, the liquidity gap is calculated to assess its capital and liquidity adequacy. Credit line facilities are reserved, in case the market situation does not allow short-term debt securities issuance, while liquid assets are maintained at an adequate amount. The Board of Directors assigned the Managing Director to set an internal policy to control debt securities issuance and to report the issued amount and outstanding amount to the Board of Directors in the quarterly meeting.

Sources of Funds

Liabilities

As of 31 December 2022, the total liabilities of the Group were THB 721.06million, a decrease of THB 790.16 million or 52.3% from the year-end 2021, of which 45% were current liabilities. Significant liabilities and/or significant changes from the end of 2021 were as follows:

- Short-term debentures amounted to THB 300 million at the beginning of the year was paid in full.
- Long-term debentures totaled THB 666.80 million or 92.5% of total liabilities. The current portion of long-term debentures was THB 300 million, a decrease of THB 40 million from year-end 2021. The current portion debentures were due at the beginning of 2023 and FNS repaid in full.
- Other current liabilities totaled THB 21.61 million or 3% of total liabilities, fell by THB 104.91 million or 82.9%. Mainly due to a drop in accrued bonus and deposit received.

Long-term debentures pay interest on a quarterly basis. The Company always complies with the terms and conditions of these debentures.

As of June 30, 2023, the Company and its subsidiaries recorded total liabilities of THB 1,150.06 million, which is THB 429.00 million increase, or 59.50% increase as compared to that of year-end 2022. 39.83% of liabilities are current liabilities and the rest 60.17% are non-current liabilities

Shareholders' Equity

As of 31 December 2022, the Company's equity in the consolidated financial statements was THB 2,570.33 million, a decrease of THB 46.92 million or 1.8% from 2021. Changes in equity came from the net profit operating result of the year of THB 104.92 million and dividend payment totaling THB 172.93 million. Other components of shareholders' equity increased by THB 33.61 million. The book value was THB 7.43 per share, compared to THB 7.57 per share at the year-end 2021.

Registered capital and paid-up capital of the Company as of 31 December 2022 stood at THB 1,729.28 million while legal reserve was THB 82 million or 4.7% of its registered capital.

As of June 30, 2023, shareholders' equity reported in the consolidated financial statements was THB 2,563.33 million, which is THB 74.02 million decrease or 0.27% decrease from that of the year ended 2022. Changes in equity mainly came from a decrease in retained earnings resulting from dividend payouts.

Commitments and contingent liabilities

From the financial statements of the Company and its subsidiaries, there were no commitments or contingent liabilities as at December 31, 2022 and June 30, 2023.

5.3. Financial projections in the present year (if any),

None

5.4. List of the management and list of top 10 largest shareholders

List of the management

List of the management of the Company as of January 1, 2023 are as follows:

1. Mr. Vorasit Pokachaiyapat	Managing Director
2. Mr. James Marshall	Director / Head of Research and Business Development
3. Ms. Rachanee Mahatdetkul	Senior Vice President of Direct Investment
4. Mrs. Snitha Asawachinda	Treasurer
5. Mr. Chakhrut Suphepre	Group Head of IT & SVP
6. Ms. Wipa Nilsophon	Assistant Managing Director, Compliance Department
7. Mr. Chankit Assawarotjanamitre	Head of Administration
8. Mrs. Nuchalee Junkhun	Head of Human Resources
9. Ms. Papatsamon Chuntavee	Chief Financial Officer

Note: All are Management according to the SEC's notification.

List of shareholders

List of top 10 largest shareholders as of October 16, 2023 which is the latest record date are as follows:

No.	Shareholders	No. of shares	% of paid up 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 limited	10,000,000	2.00%
6	Miss Yasinee Apitanothai	8,527,200	1.70%
7	Mr. Wutakarn 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	Other shareholders	143,159,943	28.59%
	Total	500,651,065	100.00%

5.5. Other information that may materially affect the decision of investors (if any).

None.

6. The opinion of the Board of Directors of the company relating to the sufficiency of cash flow.

To investment in SIRI through the exercise the rights of warrant in this instance, MK will need to utilize capital amounting to THB 770 million. MK will utilize internal cash flow as a source of funding for this investment.

However, the Board of Directors would be empowered by the shareholder meeting to consider revising the Investment in SIRI Transaction to partially or not to exercise SIRI warrants for the ordinary shares of SIRI and partially or wholly sell SIRI warrants during exercise period according to the terms and conditions of SIRI warrants as appropriate based on the situation for the most benefit to the Company. This will also assist in managing the cash flow sufficiently for transactions and carrying out MK's core business operations.

7. Pending material lawsuits or claims.

None.

8. Interests or connected transactions between the listed company and directors, management and shareholders directly or indirectly holding shares amounting to 10 percent to more, including the nature of the transaction or the interests.

Transaction for year 2019 and for the 6-month period ending June 30, 2023, can be summarized as follows:

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
1. M.K. Real Estate Development PCL. (MK) (Associate)	Investments in an associate			
	1. % of share holding	31.51%	31.51%	
	2. Investment value under cost method	1,376.52	1,376.52	
	3. Investment value under equity method	1,318.98	1,348.41	<ul style="list-style-type: none"> Investment in MK was accounted for under equity method. 1H.2023 MK recorded an operational profit of THB 22.61 million. FNS recognizes share of profit from investment in associates of THB 8.33 million and received dividends of THB 37.8 million.
	Outstanding transaction			
	1. Service income receivable	0.36	0.21	<ul style="list-style-type: none"> FNS had accrued information technology service income and human resources management service income.
	2. Short-term loans and advance to related parties	499.59	116.99	<ul style="list-style-type: none"> FNS provided a loan to MK at a fixed interest rate as previously agreed upon.
	3. Other receivable	2.23	5.81	<ul style="list-style-type: none"> Accrued interest income from Investment in debenture and loan to MK

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
	4. Deposit	0.73	0.74	• Deposit from office rental of MK building
		Value for the period (THB Million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Income from information technology/human resource service	2.04	1.20	• FNS signed a service agreement with MK and its affiliates to provide information technology / human resource service with service fees as agreed.
	2. Interest income	10.95	8.30	• FNS invested in debenture and provide loan to MK at a fixed interest rate as agreed.
	Expenses			
	1. Rental and other services	0.81	0.76	• FNS rented a part of the MK's office building at Market rate
2. Prospect Logistics and industrial Freehold and lease hold Real Estate Investment Trust (PROSPECT REIT) (Associate)	Investments in an associate			
	1. % of share holding	22.19%	22.99%	• FNS invested in PROSPECT REIT with shareholding of 22.19% in March 2023.
	2. Investment value under cost method	775.36	533.33	• Investment in PROSPECT REIT was recorded under equity method and has additional investment for THB 242.03 million.

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
	3. Investment value under equity method	728.23	498.70	<ul style="list-style-type: none"> 1H.2023, PROSPECT REIT reported a profit of THB 48.08 million according to amortized cost method. FNS recognized share of profit from investment in associates THB 10.87 million and received dividends of THB 23.37 million.
3. BFTZ Wangnoi Co., Ltd. (BFTZ WN) (Associate)	Investment in an associate			
	1. % of share holding	50%	50%	<ul style="list-style-type: none"> In May 2021 FNS established BFTZ WN, a joint venture with PD to operate business in developing warehouses and factory for lease.
	2. Investment value under cost method	2.50	2.50	<ul style="list-style-type: none"> Investment in BFTZ WN was recorded for under equity method.
	3. Investment value under equity method	7.29	3.93	<ul style="list-style-type: none"> 1H.2023 BFTZ WN reported a profit of THB 5.81 million, including adjustments from 2022, FNS recognized share of profit from investment in associates of THB 3.36 million.
	Outstanding transactions			
	1. Short-term loans and advance to related parties.	277.50	250.50	<ul style="list-style-type: none"> FNS provide financial support to BFTZ WN in accordance with its shareholding proportion as stated in the shareholder's agreement with a fixed interest rate as agreed.

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
	2. Other receivable	23.24	14.84	<ul style="list-style-type: none"> Accrued interest income from loan
		Value for the period (Million Baht)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	3. Interest income	8.39	6.02	<ul style="list-style-type: none"> FNS received interest income from loan as agreed under the shareholder's agreement
4. Kanom Café Co., Ltd. (Kanom) (Associate)	Investments in an associate.			
	1. % of share holding	30%	30%	<ul style="list-style-type: none"> In June, FNS converted loan into a share investment in Kanom.
	2. Investment value under cost method	38.36	60.00	<ul style="list-style-type: none"> Investment in Kanom was recorded for under equity method.
	3. Investment value under equity method	40.07	44.56	<ul style="list-style-type: none"> Q2. 2023, The investment in Kanom was assessed for impairment, resulting in decrease in value of THB 21.64 million. 1H2023 Kanom reported a loss of THB 14.99 million, FNS recognized a loss sharing of THB 4.49 million.
	Outstanding transaction	107.00	100.00	

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
	1. Short-term loans and advance to related parties. 2. Other receivable	8.17	5.60	<ul style="list-style-type: none"> FNS lent money to Kanom under the loan agreement with fixed interest rate as mutually agreed. Accrued interest income from loans to Kanom
		Value for the period (THB Million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Interest income	2.53	1.72	<ul style="list-style-type: none"> FNS received interest income from loan to Kanom
5. Prospect Development Co., Ltd. (PD) (Common director)	Outstanding transactions			
	1. Receivable Service income	-	0.005	<ul style="list-style-type: none"> FNS had accrued service fees.
		Value for the period (THB Million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income			
	1. Fee and other Service income	1.68	1.50	<ul style="list-style-type: none"> FNS provides human resources management service to PD with service fees, calculated from actual incurred cost, as agreed by both parties.
	2. Other income	0.03	0.02	<ul style="list-style-type: none"> FNS receives phone system service fees.

Transaction / Related Parties (Relationship with the Company)	Type of Transaction	Outstanding Value as at (THB Million)		Rationale
		June 30, 2023	Dec 30, 2022	
6. Prospect REIT Management Co., Ltd. (PRM) (Common director)	Outstanding transaction 1. Receivable service income	0.001	0.001	<ul style="list-style-type: none"> FNS had accrued phone system service income.
		Value for the period (THB Million)		
		Jan – Jun 2023	Jan – Jun 2022	
	Income 1. Other income	0.003	0.009	<ul style="list-style-type: none"> FNS received phone system service income.
		Value for the period (THB Million)		
		Jan – Jun 2023	Jan – Jun 2022	
7. Directors and management	Directors' and management's remuneration and Advisory cost	8.97	21.65	<ul style="list-style-type: none"> FNS paid meeting fees and annual remuneration to directors and paid remuneration to management. FFM pays advisory fee to management.

9. Summaries of material contracts during the past 2 years.
10. Proxy form with at least one name of a member of the Audit Committee being nominated as shareholder's proxy.

As presented in the enclosure 7

Enclosure 4

Opinion Report of the Independent Financial Advisor regarding An Asset Disposition Investment Transaction
in Neo Corporate Public Company Limited

-TRANSLATED VERSION-

Opinion Report of the Independent Financial Advisor

Regarding

An Asset Disposition Investment Transaction in Neo Corporate Public Company Limited

For

The Shareholders of FNS Holdings Public Company Limited



FNS HOLDINGS PLC.

บริษัท เอฟเอ็นเอส โฮลดิ้งส์ จำกัด (มหาชน)

Prepared by



I V Global Securities Public Company Limited

25 October 2023

The English Translation of the Opinion Report of the Independent Financial Advisor on The Disposition of Asset of FNS Holdings Public Company Limited has been prepared solely for the convenience of foreign shareholders of FNS Holdings Public Company Limited and should not be relied upon as the definitive and official document.

The Thai language version of the Opinion of the Company is the definitive and official document and shall prevail in all FNS Holdings Public Company Limited aspects in the event of any inconsistency with this translation.

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GLOSSARY

Glossary used in this report have not been sorted by alphabet but sorted by category for convenient in reading

Abbreviation	Meaning
SEC	The Securities and Exchange Commission
SET	The Stock Exchange of Thailand
Notification on Acquisition or Disposal of Assets	Notification of the Capital Market Supervisory Board No. ThorJor. 20/ 2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Stock Exchange of Thailand Re: Disclosure and Guideline for Listed Company on Acquisition or Disposal of Assets B.E. 2547 and its amendments
“Initial Public Offering” or “IPO	Issuing newly issued ordinary shares to the general public for the first time
Independent Financial Advisor or “I V Global” or “IFA”	I V Global Securities Public Company Limited
“the Company” or “FNS”	FNS Holdings Public Company Limited
“FFM”	Finansa Fund Management Limited
“NEO”	NEO Corporate Public Company Limited
“NEO-F”	NEO Factory Co., Ltd.
Discounted Cash Flows (DCF)	Discounted Cash Flows
Free Cash Flow to Firm (FCFF)	Free Cash Flow to Firm
Free Cash Flow to Equity (FCFE)	Free Cash Flow to Equity
WACC	Weighted Average Cost of Capital
Ke	Cost of Equity
Sensitivity Analysis	Technique used to determine how different values of an independent variable impact a particular dependent variable under given assumption

Ref: IB 39/2566

October 25, 2023

Subject: Opinion of the Independent Financial Advisor regarding the asset disposition transaction of
FNS Holdings Public Company Limited

To: Audit Committee and Shareholders of
FNS Holdings Public Company Limited

Attachment: 1) Company Information and Operating Results of FNS Holdings Public Company Limited
2) Company Information and Operating Results of NEO Corporate Public Company Limited
3) Company Information and Operating Results of NEO Factory Company Limited
4) Overview of market share of NEO Corporate Public Company Limited

References: 1) Resolution of the meeting of FNS Holdings Public Company Limited's Board of Directors no. 7/2023 held on October 2, 2023;
2) Information Memorandum of FNS Holdings Public Company Limited on the disposition transaction dated October 2, 2023;
3) Annual Report (Form 56-1 One Report) of FNS Holdings Public Company Limited for the year ended December 31, 2022;
4) Audited Financial Statements of FNS Holdings Public Company Limited for 12-month period ended December 31, 2020 - 2022 and 6-month period ended June 30, 2023;
5) Audited Financial Statements of NEO Corporate Public Company Limited for 12-month period ended December 31, 2020 - 2022 and 6-month period ended June 30, 2023;
6) Audited Financial Statements of NEO Factory Company Limited for 12-month period ended December 31, 2020 - 2022;
7) Information and other documents, as well as interviews with managements and relevant personal of FNS Holdings Public Company Limited;
8) Information and other documents, as well as interviews with managements and relevant personal of NEO Corporate Public Company Limited;
9) Information and other documents related to this transaction from FNS Holdings Public Company Limited.
10) Information from an interview of the executive and officer of FNS Holdings Public Company Limited.

- 11) Information from an interview of the executive and officer of NEO Corporate Public Company Limited.

Disclaimers:

The result of the study by I V Global Securities Public Company Limited (“**Independent Financial Advisor**” or “**IFA**”) in this report (or the “IFA Report”) is based on the information and assumptions provided by the executives of FNS Holdings Public Company Limited and the information disclosed to the public through the website of the Securities and Exchange Commission of Thailand (the “SEC”) (www.sec.or.th), the Stock Exchange of Thailand (the “SET”) (www.set.or.th), and Business Online Public Company Limited (www.bol.co.th).

The opinion of the IFA in this report is based on the assumptions that all the information and documents received are accurate and complete and reflects the operating environment and most up-to-date information at the time of issuance of this report. However, there may be any incident having material impact on the Company’s business operations and plans, as well as decision of the shareholders. The Independent Financial Advisor expresses its opinion under the current circumstance. If there is a significant change in the circumstance or any information, the result of the study may be affected. The IFA shall not be responsible for the profits or the losses and any impacts resulting from this transaction.

In rendering its opinion in this report, the IFA has considered the reasonableness of conditions of the transaction as well as other related factors thoroughly and rationally in accordance with the professional judgments.

The Attachment of this IFA report is the part of IFA’s opinion, audit committee and shareholders of the Company should consider the attachment together with the report.

Executive Summary

FNS Holdings Public Company Limited (the “Company” or “FNS”) has arranged the Board of Directors’ meeting of the Company No. 8/2023 dated September 29, 2023 at 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong, Bangrak Bangkok 10500. The Board of Directors’ meeting No. 8/2023 has resolved to dispose ordinary shares, held in Neo Corporate Public Company Limited (“NEO”), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO’s issuance and offering of newly issued ordinary shares (Initial Public Offering or “IPO”), at the IPO price since NEO’s ordinary shares will be listed in the Stock Exchange of Thailand (“SET”) (collectively, the “Plan for Listing on the SET”). The Company’s shareholding percentage in NEO directly and indirectly will decrease from 12.78 percent of paid-up capital of NEO (before the IPO of NEO) to 6.29 percent of paid-up capital of NEO (after the IPO of NEO) (collectively called “Disposition of NEO Investment”). The Transaction is deemed as the disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended), 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 B.E. 2547, dated October 29, 2004 (as amended) (collectively, the “Notifications on Acquisition or Disposition of Assets”).

The transaction size of disposition of investment in NEO Transaction is calculated based on the audited company’s consolidated financial statements ending on June 30, 2023. The highest transaction size is 65.40 percent based on the net operating profits basis. the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the Company’s transaction information to the Stock Exchange of Thailand. The Company shall also conduct a shareholders’ meeting to approve the transaction of disposal of assets, for which the Company shall appoint an independent financial advisor to give an opinion on such transaction to the Stock Exchange of Thailand. The shareholders’ meeting must approve the transaction with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. and by not counting the vote of shareholders who have conflict of interest

Therefore, the Company is obliged to disclose the information relating to the entering into the disposition of assets transaction as follows:

- (1) To disclose information to the SET related to the disposal of assets for the investment in NEO Transaction according to the Notifications on Acquisition or Disposition of Assets;

- (2) To arrange for a shareholder meeting to approve the disposal of assets transaction which the resolution of the shareholder meeting must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest;
- (3) To appoint the independent financial advisor to express the opinion related to the disposal of assets for the investment in NEO Transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders.

The Board of Directors Meeting of the Company no. 8/2023, held on 29 September 2023, resolved to propose to the Extraordinary Shareholders' Meeting no. 2/2023, held on 20 November 2023 to approve the Transaction.

Nonetheless, in deciding whether to approve or disapprove the said Transaction, the shareholders can make consideration thereon based on the above reasons and opinion rendered by the Independent Financial Advisor. The final decision depends on the shareholders' individual judgment.

I V Global Securities Public Company Limited ("Independent Financial Advisor" or "IFA"), the Independent Financial Advisor appointed by the Company, has studied the relevant information as well as interviewed with Company's management and related company, price and conditions necessary for disposition transaction of FNS Holdings Public Company Limited. In addition, IFA has considered rationale of the Transaction and fairness of Transaction price of disposition transaction, as well as benefits, consequences, risk factors, and strengths and weaknesses of the Transaction. IFA's opinion on the Transaction can be summarized as follows:

Opinion of the Independent Financial Advisor on the Asset Disposal Transaction

The independent financial advisor holds the view that the disposal of investments in NEO aligns with the Company's investment strategy. The Company has held convertible bonds in Neo Corporate Public Company Limited ("NEO"), formerly known as Neo Corporate Company Limited, since 2016. The primary aim of this investment is to yield returns and profits from NEO's business operations, in accordance with NEO's business plan to go public by 2024. Given these circumstances, the Company deems it opportune to reduce its investment stake amounting to the sale of 9,500,000 ordinary shares. The concurrent issuance of new ordinary shares to the public through an Initial Public Offering (IPO) is anticipated to fortify the Company's financial position by augmenting cash flow and enhancing liquidity.

Given the Company's non-involvement in the management of NEO's business operations, considering the proposed investment disposal in NEO in conjunction with the initial public offering of ordinary shares (IPO) as strategically sound. This move is anticipated to yield benefits to the Company in terms of increased profits, fortified working capital, and diversified funding sources for forthcoming investment projects.

The independent financial advisor is of the opinion that this investment disposal in NEO will yield increased cash inflows, thereby bolstering the Company's financial standing. This enhancement is particularly significant in terms of augmenting financial liquidity and shoring up working capital. This financial robustness will empower the Company to pursue additional ventures, while also establishing a solid financial foundation for future business expansions. Following the completion of this transaction, the Company will receive cash proceeds from the NEO investment disposal, affording the opportunity to reduce outstanding loan obligations. This, in turn, will lead to diminished interest expenses, exerting a positive and sustained influence on the Company's financial standing and bolstering operational outcomes. Additionally, the cash flow derived from the NEO investment disposal can be strategically reinvested to further fortify the Company's operations, culminating in a more resilient and stable financial position in the long term.

However, in contemplating the potential success of a single transaction involving the disposal of the entire 9,500,000 shares, alongside the offering of the Company's existing ordinary shares in NEO and the issuance of new ordinary shares at the same price through an initial public offering ("IPO") for NEO, the Company is confident in attaining the full proceeds from this disposal of shares. This confidence stems from NEO's engagement of an underwriter for the IPO and for listing on the Stock Exchange. The underwriter will serve as a guarantor for the offering and will play a pivotal role in establishing the offering price. Furthermore, the underwriter will be responsible for seeking approval from the regulatory authorities involved in NEO's IPO, contributing to the mitigation of potential stock price fluctuations following NEO's listing on the Stock Exchange of Thailand.

NEO operates as a company engaged in the manufacturing and sale of household and personal hygiene products, constituting a consumer-driven market. This encompasses a diverse array of brands, including Fineline for laundry detergent, Smart for general household items, BeNice for shower cream, Tomi for bathroom floor cleaners, Eversense for women's fragrance and deodorant, Tros for men's personal care, and D-Nee for baby and kids' products, among others. However, the business of producing and distributing consumer goods is not without its inherent risks. These encompass various facets of operational activities, including but not limited to the potential challenge of managing excess inventory resulting from production, fluctuations in consumer preferences leading to a shift towards alternative brand choices, and the dynamic nature of consumer behavior in today's rapidly evolving market landscape. These factors collectively constitute significant risk elements in this domain. These identified risk factors are poised to introduce a degree of uncertainty into the business operations associated with the production and distribution of consumer products. This uncertainty may, in turn, have a direct impact on the anticipated revenue streams for the operator. If the Company disposes of this part of investment, the risks associated with investment in this unpredictable sector may be reduced.

Furthermore, Mr. Vorasit Pokachaiyapat has been appointed as one of the directors of NEO, representing the Company. However, the Company is not directly involved in the day-to-day management of NEO's operations. Given the current circumstances, particularly in light of the contemplated divestment of investments in NEO and the prospective issuance of newly offered ordinary shares through an Initial Public Offering (IPO), this juncture presents

an opportune moment even subsequent to the partial sale of NEO investments. Mr. Vorasit Pokachaiyapat, as the Company's representative director, will continue to hold voting rights in his capacity as a director of NEO.

In assessing the returns that will accrue to the Company's shareholders post-transaction, it is anticipated that the Company will experience an augmented cash inflow as a result of the disposal of NEO investment disposal. This influx will serve as the basis for the Company's planned working capital debt repayment investment and dividend disbursement to its shareholders, derived from the proceeds of the NEO investment sale. However, such use of proceeds plan is still uncertain as the Board of Directors will consider allocating the proceeds from sale of investment again after completion of issuing and offering newly issued common shares (Initial Public Offering or "IPO") of NEO

Nevertheless, considering the potential repercussions of the disposal of investment in NEO, the Company may forego the opportunity to partake in augmented profits from the investment. If, in the future, NEO's production and sale of household and personal hygiene care products achieves profitable and expanding operations and yields reduced dividends from investments in NEO due to the partial divestment in NEO and if NEO's stock price and the valuation of its business experience enhanced growth post-listing on the stock exchange, the Company might lose the opportunities to receive additional gains proportionate to the shares sold.

The transaction of the disposal of investments in NEO carries certain associated risks as follows:

- 1) Risk stemming from the uncertainty of the IPO share offering price (IPO share offering price).

The determination of the IPO share offering price remains pending, pending an assessment of investor demand (Book Building) and other valuation methods for NEO. Consequently, the Company may face the risk of the ordinary share offering price falling short of expectations, potentially leading to a shortfall in desired cash flow from the NEO investment sale. This may also impact the returns from the sale of said investments.

- 2) Risk associated with potential extensions to NEO's listing timeline on the Stock Exchange.

The success of NEO's listing on the Stock Exchange hinges on the decisions of various pertinent authorities, including the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and NEO's Board of Directors and shareholders. Additionally, numerous other factors, such as NEO's future performance, economic conditions, and market volatility in Thailand, may influence the listing plan. Should significant alterations occur in these factors, NEO may need to extend its listing period, potentially impacting the Company's ability to realize the intended proceeds from the NEO investment sale. There may be a delay from the Company's plan to receive the proceeds from the disposal of this investment in 2024. It does not have a significant impact on the Company's core business.

3) Risk of Inability to Sell the Required Number of NEO Shares.

Failure to secure approval from the Company's shareholder meeting would necessitate the cancellation of this transaction. This could deprive the Company of the opportunity to invest or expand into projects within its domain of expertise. It might also hinder investments in units offering substantial returns, such as debt instruments and/or equity instruments, which present potential for long-term financial gains. In the event the Company is unable to proceed with the planned transaction, alternative avenues for divesting its NEO holdings, such as trading on the stock exchange or offering to interested investors, may not yield the desired volume or estimated value.

The independent financial advisor has thoroughly evaluated the rationale behind the proposed transaction involving the disposal of investments in NEO. The independent financial advisor is of the opinion that the disposal of NEO's ordinary shares at the IPO price is an appropriate decision. This is due to the fact that it aligns with the offering price extended to the general public, a process which involves underwriting securities and assessing public demand through Book Building. Therefore, engaging in this transaction at this price point is considered appropriate. However, when contemplating such a transaction, it is important to take into account the suitability of the transaction's conditions.

Furthermore, to facilitate shareholders' comprehensive understanding of NEO and its current fair value, the independent financial advisor is of the view that the fair value of NEO's ordinary shares can be valued through two methods, as outlined below:

Valuation Methods	Fair Value (Thai baht per share) ^{1/}	IPO Fair Value discounted at 20.00 percent ^{2/} (Thai baht per share)
(1) Price to Earnings Ratio Approach: P/E Ratio	62.74 - 70.51	50.19 - 56.41
(2) Discounted Cash Flow Approach	40.36 - 49.11	32.29 - 39.29

Remarks:

- 1/ The independent financial advisor cannot ensure that NEO's IPO share offering price will align precisely with the fair value presented in this independent financial advisor's report. The determination of NEO's IPO price necessitates further exploration of investor demand (Book Building) and other valuation methods. The offering price for NEO's newly issued ordinary shares, as presented by NEO, will mirror that of the original ordinary shares offered by the company.
- 2/ For contextual reference, the Independent Financial Advisor posits that the IPO share offering price carries a 20 percent discount. This is attributed to the characteristic nature of issuing newly issued ordinary shares to the general public for the first time (Initial Public Offering "IPO"), which entails a substantial issuance of shares in one go. These shares are then allocated to Cornerstone Investors, institutional investors, individuals with connections to or vested interests in NEO and/or NEO's subsidiaries, as well as investors in the form of individuals or other legal entities, along with any Over-Allotment Agents, subject to legal compliance and the discretion of the NEO Board of Directors or their designated representatives.
- 3/ The Independent Financial Advisor has determined the IPO discount rate for fundraising to be set at 20 percent. This assessment is grounded in the principles of Marketability Discounts, as delineated in the work of Bajaj, Denis, Ferris, and Sarin (2001) pertaining to "Firm Value and Marketability Discounts." There exist several additional factors influencing the discount applied to IPO share

prices related to each individual business. These encompass prevailing market conditions during the IPO period, as well as the response of potential investors, among other pertinent considerations.

The Independent Financial Advisor maintains that, in assessing the fair value of NEO's ordinary shares, which is presently engaged in its inaugural issuance of ordinary shares through an Initial Public Offering (IPO), the price to earnings ratio approach (P/E Ratio) stands as a pertinent criterion. This approach is widely acknowledged as a key investment evaluation method for IPO securities. The Independent Financial Advisor asserts that this method is appropriate for appraising the value of NEO's ordinary shares in the current context. Moreover, considering NEO's consistent cash flow performance and well-defined future business strategy, the Independent Financial Advisor is of the view that the discounted cash flow approach is also an appropriate approach for valuation at this juncture. The underlying rationale for this dual-method recommendation can be summarized as follows:

- Price to Earnings Ratio Approach: P/E Ratio

This approach factors in business profitability by comparing it to the average ratio of a reference group of companies. It is a commonly used valuation approach for businesses engaging in initial public offerings (IPO), as it reflects investor or shareholder expectations regarding business profitability. Therefore, the Independent Financial Advisor deems this approach appropriate for estimating the value of this transaction.

- Discounted Cash Flow Approach

The discounted cash flow approach is an evaluative approach that utilizes past performance data to project the future capabilities and performance of the business. This is accomplished by formulating financial projections based on assumptions and information obtained from the business, taking into account current economic conditions. It is important to note that any future changes that significantly impact these assumptions may lead to deviations from anticipated business performance. Such alterations could also affect the various variables employed in the valuation process, consequently influencing the assessed value of ordinary shares under this approach. In light of this, the shareholder's advisor has conducted a sensitivity analysis to evaluate the reasonableness of the fair business price based on the base case. This analysis encompasses a range of expected impacts resulting from alterations in two key factors: changes in income and the weighted average financial cost of the business (WACC). It aims to accurately reflect the fair value of the business. Ultimately, this approach provides insight into the business's capacity to generate profits and cash flows in the future, with the sensitivity analysis corroborating these findings. Therefore, this approach is the most appropriate for assessing the value of the business.

In light of this, the IFA holds the view that the most suitable approaches for valuing NEO's shares are the price-to-earnings ratio approach (P/E Ratio) and the discounted cash flow approach. These approaches yield a fair

value range for NEO, ranging from 40.36 - 70.51 baht per share. In the event of an IPO discount set at 20.00 percent, the fair value range adjusts to 32.29 - 56.41 baht per share.

The IPO price may deviate from the current fair value, as the current fair value is subject to periodic fluctuations. Nonetheless, the Independent Financial Advisor maintains the position that engaging in this transaction at this juncture represents a reasonable pricing strategy.

Regarding precedent conditions and conditions of entering into the transaction, IFA has opined that the conditions of entering into the transaction are appropriate and relay to Notifications on Acquisition or Disposition of Assets and all terms and conditions are common for business perspective and don't damage Company's interest and shareholders' interest.

The independent financial advisor maintains the view that both approaches employed to determine the fair value of NEO's ordinary shares are appropriate. This assessment is substantiated by the following rationale.

After considering information and rationale of this report, IFA opined that the shareholders, thus, should **approve** the disposition transaction.

Nonetheless, in deciding whether to approve or disapprove the said Transaction, the shareholders can make consideration thereon based on the above reasons and opinion rendered by the Independent Financial Advisor. The final decision depends on the shareholders' individual judgment.

The details of independent financial advisor's opinion are described as follows:

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Part 1: General Characteristics of the Transaction

1.1 Characteristics and Details of the Transaction

1.1.1 The Objective and Necessity of the Transaction

The Board of Directors' meeting of FNS Holdings Public Company Limited (the "**Company**") no. 8/2023 has resolved to dispose ordinary shares, held in Neo Corporate Public Company Limited ("**NEO**"), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO's issuance and offering of newly issued ordinary shares (Initial Public Offering or "**IPO**"), at the IPO price since NEO's ordinary shares will be listed in the Stock Exchange of Thailand ("**SET**") (collectively, the "**Plan for Listing on the SET**"). The Company's shareholding percentage in NEO directly and indirectly will decrease from 12.78 percent of paid-up capital of NEO (before the IPO of NEO) to 6.29 percent of paid-up capital of NEO (after the IPO of NEO) (collectively called "**Disposition of NEO Investment**"). The Transaction is deemed as the disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended), 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 B.E. 2547, dated October 29, 2004 (as amended) (collectively, the "**Notifications on Acquisition or Disposition of Assets**"). The transaction must be approved by the shareholder meeting.

The disposition of NEO Investment transaction had the highest transaction size is 65.40 percent based on the net operating profits basis. Based on consolidated financial statements of the fiscal year ended June 30, 2023 of the Company and NEO, the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the information relating to the entering into the disposal of assets transaction as follows:

- (1) To disclose information to the SET related to the disposal of assets for the investment in NEO Transaction according to the Notifications on Acquisition or Disposition of Assets;
- (2) To arrange for a shareholder meeting to approve the disposal of assets transaction which the resolution of the shareholder meeting must be approved by a majority of not less than three-fourths of the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest;

- (3) To appoint the independent financial advisor to express the opinion related to the disposal of assets for the investment in NEO Transaction to the Securities and Exchange Commission (the “SEC”), SET and the Company’s shareholders.

The Board of Directors Meeting of the Company no. 8/2023, held on 29 September 2023, resolved to propose to the Extraordinary Shareholders’ Meeting no. 2/2023, held on 20 November 2023 to approve the Transaction.

1.1.2 General Characteristics of the Transaction

Since 2016, the Company has invested in Neo Corporate Public Company Limited (“NEO”), or formerly known as Neo Corporate Company Limited, in the form of convertible bonds, with the objective of gaining return and profit from NEO’s business operation. Currently, according to NEO’s business plan, NEO is preparing to list the securities on the Stock Exchange of Thailand with the target of Initial Public Offering (IPO) within 2024. The Company, therefore, views that it is an appropriate time for the Company to reduce investment proportion by approximately 33.48% of total investment in NEO, by disposing 9,500,000 NEO ordinary shares from a total of 28,371,600 shares along with NEO’s issuance and offering of newly issued ordinary shares (“IPO”). As a result, the Company will realize profit from sale of investment, which will improve cashflow and financial liquidity.

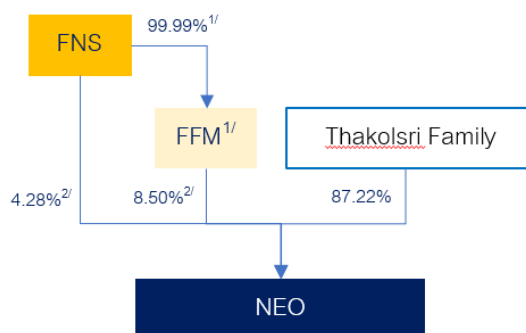
Since the Company is not involved in NEO’s business management, the sale of NEO investment along with NEO’s issuance and offering of newly issued common shares (“IPO”) is deemed appropriate. The investment disposition will enhance the Company’s profit, working capital, and source of funds for future projects. However, for the remaining portion of NEO investment, representing 18,871,600 shares or 66.52% of total investment in NEO (approximately 6.29% of the registered capital after NEO’s Initial Public Offering), the Company will continue to hold the remaining shares in NEO as there is still no plan to sell this portion. Regarding NEO’s business nature and financial performance, NEO is a manufacturer and distributor of consumer products, for which the consumer demand is stable. Additionally, the business performance of NEO has grown continuously with stable dividend payment.

After divesting NEO shares along with NEO’s issuance and offering of newly issued common shares (“IPO”), the proportion of shares, both direct and indirect holding, will reduce from 12.78% of NEO’s paid-up and registered capital (before IPO) to 6.29% of NEO’s paid-up and registered capital (after IPO), causing the diluted shareholding amount of 6.49% (Dilution Effect). In this regard, the company still holds remaining portion of investment, representing 18,871,600 shares or approximately 6.29% of the registered capital after NEO’s IPO

Furthermore, Mr. Vorasit Pokachaiyapat has been appointed as one of the directors of NEO, representing the Company. This juncture presents an opportune moment even subsequent to the partial sale of NEO investments. Mr. Vorasit Pokachaiyapat, as the Company’s representative director, will continue to hold voting rights in his capacity as a director of NEO.

The Shareholding structure of NEO before and after entering into such Transaction are as follows:

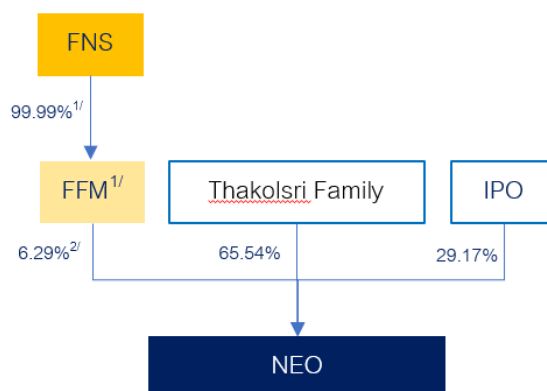
Shareholding structure before the IPO of NEO (as of August 25, 2023)



Remarks: 1/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

2/ FNS directly and indirectly held through NEO in 12.78 percent of its paid-up capital (before the issuance and offering of the IPO Shares NEO)

Shareholding structure after the Transaction



Remarks: 1/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

2/ FNS indirectly held in NEO through FFM in 6.29 percent of its paid-up capital (after the issuance and offering of the IPO Shares NEO)

1.1.3 The Date of Transaction

The Company expects that it shall be able to complete the transactions within 2024 according to the Plan for Listing on the SET of NEO, it will be take place after NEO obtained an approval from the Office of the Securities and Exchange Commission (the "SEC") for the issuance and offering of NEO's newly issued ordinary shares in the IPO, and the registration statement for securities offering and the draft prospectus for the offering of the IPO shares have become effective, and the SET has approved the listing application of the ordinary shares of NEO as listed securities on the SET, as well as the conditions have been fulfilled.

1.1.4 Parties involved and their relationship with the Company

Offerors of the Securities	:	FNS Holdings Public Company Limited
Offerees of the Securities	:	General public, the cornerstone investors, institutional investors, related persons, and/or patrons of NEO and/or subsidiaries of NEO, and/or individual investors or other juristic persons, and the over-allotment agent (if any), as permitted by law and as the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO deem appropriate. Including but not limited to the eligible shareholders of NEO who are entitled to the share allocation (if any), which will be further determined by the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO, unless it is changed as deem appropriate at the discretion of the Board of Directors of NEO and/or the person assigned by the Board of Directors of NEO, and as permitted by law.

1.1.5 Details of the Assets to be Disposed

Existing NEO ordinary shares in amount of 9,500,000 shares, THB 1.00 par value per share. from a total of 28,371,600 shares along with NEO's issuance and offering of newly issued ordinary shares ("IPO")

1.1.5.1 Details of the IPO of NEO

Issuer and Offeror	:	Neo Corporate Public Company Limited
Offerors of the Securities	:	(1) Newly issued ordinary shares of NEO offered by NEO (2) Existing NEO ordinary shares offered FNS
No. of Offered Shares	:	(1) Newly issued ordinary shares of NEO in an amount not exceeding 78,000,000 shares representing not exceeding 26 per cent of the paid-up capital of NEO (after the IPO of NEO) for the initial public offering to general public, including but not limited to directors, management, employees of NEO and its subsidiaries, related persons and patrons in accordance with the laws and as the Board of Directors of NEO deems appropriate. (2) Existing NEO ordinary shares held by the Company in an amount not exceeding 9,500,000 shares, to be offered as part of the IPO of NEO in item (1).
Par Value	:	THB 1.00 per share
Offering Price	:	NEO has yet to determine the offering price as the offering price is subject to book building.

However, the offering price of newly issued ordinary shares of NEO to be offered by NEO will be the same price as the existing NEO ordinary shares to be offered by the Company.

Offering Period	:	After the SEC grants the approval to NEO for the offering of newly issued ordinary shares of NEO in the initial public offering (IPO), the registration statement for securities offering and the prospectus of NEO and the Company become effective, and the SET grants the approval for the listing of the ordinary shares of NEO on the SET on the condition that NEO shall fulfill the free-float requirement.
Other Details	:	The Company will further inform material details and progress relating the IPO of NEO to the Company's shareholders accordingly.

Remark: The aforementioned details may be subject to change depending on the resolutions of the Board of Directors and/or the shareholders of NEO and/or their authorized person in related matters.

1.1.5.2 General information of Neo Corporate Public Company Limited ("NEO")

(1) General information

Company Name	:	Neo Corporate Public Company Limited (Formerly, Neo Corporate Company Limited)
Head Office Address	:	888 Soi Sukhumvit 54, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok
Branch no. 1	:	168/1 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Branch no. 2	:	115 Romkao road, Sanseap Subdistrict, Minburi District, Bangkok
Branch no. 3	:	168/3 Moo 5 Bueng Kho Hai Subdistrict, Lum luk ka District, Pathum Thani
Business Description	:	Leading local manufacturer of branded household and personal care products. Principal brands include Fineline, BeNice and D'nee
Established	:	August 29, 2023
Register Capital and Paid-up Capital <u>before</u> the IPO of NEO	:	As of the date of this Information Memorandum NEO has a registered capital and paid-up capital are as follow: Register capital of Baht 300,000,000 with a par value THB 1.00 per share, divided into 300,000,000 ordinary shares with a par value THB 1.00 per share Paid-up capital of Baht 222,000,000 with a par value THB 1.00 per share, divided into 222,000,000 ordinary shares with a par value THB 1.00 per share

Register Capital and Paid-up Capital after the IPO of NEO Paid-up capital of Baht 300,000,000 with a par value THB 1.00 per share, divided into 300,000,000 ordinary shares with a par value THB 1.00 per share

Source: Certificate from the Ministry of Commerce and list of shareholders

(2) The shareholding structures before and after the IPO of NEO with the following details:

No.	Name	Structure before the IPO ^{1/}		Structure after the IPO	
		No. of shares (Share)	Portion (%)	No. of shares (Share)	Portion (%)
1.	Mr. Suthidej Thakolsri	49,328,400	22.22	49,328,400	16.44
2.	Mrs. Patama Thakolsri	11,100,000	5.00	11,100,000	3.70
3.	Miss. Nichamon Thakolsri	66,600,000	30.00	66,600,000	22.20
4.	Miss. Nissara Thakolsri	66,600,000	30.00	66,600,000	22.20
5.	Finansa Fund Management Limited ^{2/}	18,871,600	8.50	18,871,600	6.29
6.	FNS Holdings Public Company Limited ^{3/}	9,500,000	4.28	-	-
7.	Public	-	-	87,000,000	29.17
Total		222,000,000	100.00	300,000,000	100.00

Remarks: 1/ Shareholder list of NEO as of September 21, 2023, before entering the transaction

2/ FFM a subsidiary of FNS, the Company held in proportion of 99.99 percent of paid-up capital share of FFM.

3/ FNS indirectly held in NEO through FFM in 6.29 percent of its paid-up capital (after the issuance and offering of the IPO Shares NEO)

(3) List of Directors

No.	Director Name	Position
1	Mr. Virapan Pulges	Chairman of the Board of Directors / Independent Director
2	Mr. Suthidej Thakolsri	Vice Chairman of the Board of Directors
3	Mrs. Patama Thakolsri	Director
4	Miss. Nichamon Thakolsri	Director
5	Miss. Nissara Thakolsri	Director
6	Mr. Vorasit Pokachaiyapat	Director
7	Mr. Wutthichai Tankuranand	Director / Independent Director
8	Mr. Amornsak Pimarnthip	Director / Independent Director
9	Mr. Udomdej Phiromsawat	Director / Independent Director

Authorized Director: Mr. Suthidej Thakolsri, Mrs. Patama Thakolsri, Miss. Nichamon Thakolsri and Miss. Nissara Thakolsri
two of four persons jointly signed and affixed the company's seal.

Source: Certificate from the Ministry of Commerce

Remark: ^{1/} Furthermore, Mr. Vorasit Pokachaiyapat has been appointed as one of the directors of NEO, representing the Company. This juncture presents an opportune moment even subsequent to the partial sale of NEO

investments. Mr. Vorasit Pokachaiyapat, as the Company's representative director, will continue to hold voting rights in his capacity as a director of NEO.

(The shareholders of the Company can find further information of NEO in attachment 2 of the IFA report)

1.1.6 Type and Transaction Size

Disposition of NEO Investment constitutes an asset disposal transaction of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The calculation of the size of the transaction as specified in the Notifications on Acquisition or Disposal of Assets will be calculated based on the Company's consolidated financial statements that have been audited by a certified auditor. Details of calculation of the transaction size are as follows:

Financial Information (Unit: THB Million)	NEO	FNS
	Consolidated Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
As of	June 30, 2023	June 30, 2023
Total Assets	6,653.58	3,713.39
Less Total Liabilities	4,472.10	1,150.06
Less Intangible Assets	182.32 ^{2/}	55.41 ^{3/}
Less Non-Controlling Interest	271.20	-
Net Tangible Assets (NTA)	1,727.96	2,507.92
Net profit ^{4/}	734.98	72.93

Remarks: 1/ Latest Financial statements, reviewed by the certified public accountant.

2/ Intangible assets of THB 182.32 million including with deferred tax asset for THB 117.73 million, right-of-use assets for THB 26.89 million and computer software for THB 37.67 million

3/ 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

4/ Net profit for 12-month period

The details of transaction size calculation according to Notifications on Acquisition or Disposition of Assets are as follows:

Basis of Calculation	Calculation
1. Net Tangible Assets (NTA) Basis	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Book value of shareholders' equity to be disposed of proportionately} \times 100}{\text{Total assets of the listed company}^{2/}}$

Basis of Calculation	Calculation
4. Value of Securities Issued as Consideration for the Assets Basis	$= \frac{\text{Number of shares issued as consideration for assets} \times 100}{\text{Number of paid-up shares of company}}$

Remarks: 1/ Net Tangible Assets (NTA) = Total Assets - Intangible Assets - Total Liabilities - Non-Controlling Interest

2/ Based on the consolidated financial statements of the Company

3/ As the total value of consideration will be in accordance with the offering price of NEO ordinary shares to be offered in the IPO, which currently has not yet been determined. Therefore, the Company considers calculating book value of shareholders' equity of NEO based on consolidated financial statements of the period ended June 30, 2023 of NEO, reviewed by the certified public accountant

The Transaction Size Calculation of Disposition of NEO Investment

The Transaction Size Calculation of Disposition of NEO Investment are as follows:

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(1,727.96 \times 6.49\%) \times 100}{2,507.92}$	4.47%
2. Net Operating Profit Basis	$= \frac{(734.98 \times 6.49\%) \times 100}{72.93}$	65.40%
3. Total Value of Consideration Basis	$= \frac{(2,181.48^{(1)} \times 6.49\%) \times 100}{3,713.39}$	3.81%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	Not applicable

Remark: 1/ Book value of shareholders' equity of NEO base on based on consolidated financial statements of the period ended June 30, 2023 of NEO, reviewed by the certified public accountant.

From the calculation set out above, the highest transaction size is 65.40 percent based on the net operating profits basis. Based on consolidated financial statements of the fiscal year ended June 30, 2023 of the Company and NEO. the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the information relating to the entering into the disposition of assets transaction as follows:

(1) To disclose information to the SET related to the disposal of assets for the investment in NEO Transaction according to the Notifications on Acquisition or Disposition of Assets;

(2) To arrange for a shareholder meeting to approve the disposal of assets transaction which the resolution of the shareholder meeting must be approved by a majority of not less than three-fourths of

the votes of the present shareholders who are eligible to vote and by not counting the vote of shareholders who have conflict of interest;

(3) To appoint the independent financial advisor to express the opinion related to the disposal of assets for the investment in NEO Transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders.

1.1.7 Total Value of Consideration

Total value of consideration from the IPO of NEO depends on the offering price of newly issued ordinary shares of NEO and the existing NEO shares held by the Company which are the same offering price. At present, the offering price has not yet been determined and is subject to book building.

1.1.8 Basis Used for Determination of Consideration Value

the Company uses the book value of NEO based on the consolidated financial statements of NEO for the period ended on June 30, 2023 which has been audited by the auditor in calculation of the total value of consideration

1.1.9 Plan for the Utilization of Proceeds from Entering into the Transactions

The Company plans to use the proceeds from sale of investment in NEO, as follows:

- (1) Dividend payment to the Company's shareholder
- (2) The company will use working capital.
- (3) Investment in various projects in accordance with business plan
- (4) Reserve fund for future debt repayment

However, such use of proceeds plan is still uncertain as the Board of Directors will consider allocating the proceeds from sale of investment again after completion of issuing and offering newly issued common shares (Initial Public Offering or "IPO") of NEO

1.1.10 Conditions of the Transaction

- (1) The Company's shareholder meeting resolved to approve the offering of existing ordinary shares held by the Company in Neo Corporate Public Company Limited ("NEO"), totaling no more than 9,500,000 shares, each with a par value of 1.00 baht per share. This also encompasses the issuance and offering of newly issued ordinary shares to the general public in the Initial Public Offering ("IPO") of NEO.
- (2) The Board of Directors and the shareholder meeting of NEO have both resolved to approve the plan for listing on the Stock Exchange, along with other pertinent agenda items.

- (3) NEO has secured approval from the SEC for the Initial Public Offering (IPO), with the securities offering registration statement and draft prospectus now in effect.
- (4) The Stock Exchange has granted permission for NEO's ordinary shares to be accepted as listed securities on the Exchange, contingent upon complete distribution of shareholding among minor shareholders.
- (5) NEO has duly registered the alteration in paid-up registered capital, subsequent to the public offering of NEO shares to the general public.
- (6) Other pivotal factors, which may sway the decision to proceed with the transaction, including market conditions and the level of demand for investment in NEO's shares, shall be assessed and deemed appropriate by the NEO board of directors' meeting.

1.1.11 Opinions of the Board of Directors regarding the Entering into the Transaction

The Company's Board of Directors Meeting No. 8/2023 convened on September 29, 2023, has considered the details of the transaction, benefits, risks, and other related information and the Company's Board of Directors Meeting has unanimous resolution to approve the transaction. The Board of Directors considered that the said transaction is reasonable transaction for which appropriate and helpful in creating best benefits for the Company and shareholders and it is also consistent with the Company's business plan and business objectives. The Company initially made its investment in NEO through convertible bonds, with the intention of yielding returns and profits from NEO's operational endeavors, as well as its aspiration to go public on the Stock Exchange. In light of these circumstances, the Board of Directors is of the considered opinion that the current juncture presents a suitable opportunity to contemplate divesting from this investment. This strategic move serves to optimize the management of the Company's investments, thereby enhancing cash flow and fortifying its overall financial standing. It further establishes a reserve of funds for loan repayment and ensures an ample resource pool for various operational activities. Given alignment with the Company's business strategy, engaging in this transaction is viewed as both appropriate and reasonable.

1.1.12 Opinion of the Company's Audit Committee and/or the Company's Directors which is Different from the Opinion of the Board of Directors

The Audit Committee has carefully considered the disposal of the assets. Therefore, it should be proposed to the Board of Directors for consideration. The opinion of the Audit Committee is not different from that of the Board of Directors.

1.2	Information of FNS Holdings Public Company Limited
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Please refer to Attachment 1 of this IFA report

1.3	Information of NEO Corporate Public Company Limited
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Please refer to Attachment 2 of this IFA report

1.4	Information of NEO Factory Company Limited
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Please refer to Attachment 3 of this IFA report

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Part 2: Opinion of the Independent Financial Advisor Regarding the Reasonableness of the Asset Disposition Transaction

The independent financial advisor holds the view that entering into this asset disposition transaction is reasonable. This assessment takes into account various key factors, including the advantages, disadvantages, and risks associated with the transaction, as outlined below:

2.1 The Objective of Entering into the Transaction

At the Board of Directors' meeting of FNS Holdings Public Company Limited (the "**Company**") No. 8/2023, held on 29 September 2023, a resolution was passed for the Company to offer for disposal of its existing ordinary shares in Neo Corporate Public Company Limited ("**NEO**"). The offering comprises up to 9,500,000 shares with a par value of 1.00 baht per share. Additionally, the Company will issue and offer newly issued ordinary shares to the general public for NEO's Initial Public Offering (IPO) at the same offering price as the general public offering. NEO intends to list its ordinary shares on the Stock Exchange of Thailand (the "**Stock Exchange**") (collectively, the "**Stock Exchange Listing Plan**"). As a result of this transaction, the Company's direct and indirect shareholding in NEO will decrease from the original 12.78 percent of NEO's paid-up registered capital (prior to NEO's IPO) to 6.29 percent of NEO's paid-up registered capital (following NEO's IPO) (hereinafter referred to as the "**NEO Investment Disposal Transaction**").

The decision to enter into this transaction aligns with the Company's investment strategy in which the Company has been invested in Neo Corporate Public Company Limited or formerly Neo Corporate Company Limited since 2016 through convertible bonds. The primary goal of this investment has been to generate returns and profits from NEO's business operations, driven by NEO's plan to list the company on the market and conduct its Initial Public Offering (IPO) in 2024. Therefore, the Company believes that now is an opportune time to adjust its investment portfolio by reducing its investment proportion by approximately 33.48 percent of the total investment in NEO, the Company intends to sell 9,500,000 ordinary shares of NEO out of a total of 28,371,600 shares. Simultaneously, the Company will issue and offer newly issued ordinary shares to the general public during the IPO. This strategic move is expected to yield profits from the disposal of investments, enhance cash flow, and improve the Company's financial liquidity.

Additionally, the Company has assigned Mr. Vorasit Pokachaiyapat to serve as one of NEO's directors in his capacity as a representative director of the Company. However, it's essential to clarify that the Company is not directly involved in the management of NEO's business operations. Given this context, the Company believes that the timing is suitable to consider divesting its investments in NEO, coupled with the issuance and offering of newly issued ordinary shares to the general public during NEO's Initial Public Offering (IPO). This strategic move is expected to yield several benefits for the Company, including increased profits, enhanced working capital, and

additional sources of funds for the Company's future investment projects. However, the Company does not intend to divest the remaining investment in NEO, which comprises 18,871,600 shares, or approximately 6.29% of the registered capital following NEO's IPO, in the near term. The decision to retain this investment is based on the fact that NEO is a manufacturing company specializing in essential consumer products. The demand for such products in the market remains consistent. Furthermore, NEO has demonstrated continuous growth in its operational results and a track record of paying dividends to the Company regularly. Even after the partial divestment of the NEO investment, the Company will still maintain a representative director, Mr. Vorasit Pokachaiyapat, who serves as one of NEO's directors and holds voting rights as a representative director on behalf of the Company.

Following the initial offering of 9,500,000 ordinary shares and the issuance of newly issued ordinary shares during NEO's Initial Public Offering (IPO), the Company's shareholding in NEO, both direct and indirect, will be significantly reduced from the original 12.78 percent of NEO's paid-up registered capital (prior to NEO's IPO) to 6.29 percent of NEO's paid-up registered capital (following NEO's IPO). This reduction has implications for various rights of the Company as a NEO shareholder (Dilution Effect) accounting for 6.49%. However, the Company will continue to retain investments in NEO, amounting to 18,871,600 shares, which represent approximately 66.52% of the total investment in NEO (or 6.29% of the registered capital following NEO's IPO).

2.2 Transaction benefits and drawbacks of Pursuing the Transaction

2.2.1 Transaction benefits

(1) Obtain a source of funds to expand the business and enhance liquidity.

The disposal of 9,500,000 shares of NEO, accompanied by the issuance and offering of newly issued ordinary shares to the public through NEO's Initial Public Offering (IPO), has resulted in additional cash inflows for the Company, yielding several advantages as follows:

- Improved financial liquidity.
- Enhanced working capital to optimize internal management.
- A source of funds for potential investments in the Company's future projects.
- Capital for potential business expansion in the future.

(2) Strengthening the financial position and enhancing stability.

After entering into this transaction, the Company will receive cash from the disposal of its NEO investment. The proceeds can be used to repay loan debt, leading to a reduction in loan debt and lower interest expenses. This will have a continuous positive impact on the Company's financial position and result in stronger operating results. Furthermore, the cash flow generated from the disposal of NEO investments can be reinvested to further strengthen the Company's business, contributing to a stronger and more stable financial position.

(3) The Company can sell ordinary shares in NEO in the required amount.

Due to NEO has underwriters for offering newly issued ordinary shares to the general public during its Initial Public Offering (IPO) for listing on the Stock Exchange. These underwriters will serve as guarantors for the offering and play a crucial role in determining the offering price, as well as facilitating the approval process with relevant IPO-related agencies. Simultaneously selling investments in NEO while issuing and offering newly issued ordinary shares to the public during the IPO gives the Company confidence that it will successfully sell the necessary number of NEO ordinary shares in full.

(4) Mitigate the risk of stock price fluctuations after NEO is listed on the Stock Exchange of Thailand.

Entering into this transaction carries the potential risk of price fluctuations if the Company sells NEO's ordinary shares after they have been listed on the Stock Exchange. These fluctuations could result from information that impacts NEO's securities price and potentially disrupt the Company's expected returns. To minimize this risk, the Company will sell its ordinary shares in NEO simultaneously with the issuance and offering of newly issued ordinary shares to the general public during NEO's Initial Public Offering (IPO), at the same offering price extended to the general public. This strategy aims to reduce the impact of price fluctuations influenced by investors' expectations following NEO's stock exchange listing, thereby ensuring that the Company receives an anticipated and appropriate return from the disposal of its ordinary shares in NEO, in line with the established plan.

(5) Mitigate risks associated with uncertain business ventures.

While the business operates in the consumer products sector, dealing with household and personal items in demand for daily use, it can typically forecast future income with precision. However, the production and distribution of consumer goods expose the business to various operational risks, including the possibility of excessive unsold inventory, shifting consumer preferences towards other brands, and the rapidly changing consumer behavior prevalent in today's market. These factors contribute to the inherent uncertainties in the consumer products business and can potentially lead to unexpected income fluctuations. Selling the investment in this sector will help the Company mitigate risks associated with uncertain business ventures.

(6) The disposal of assets that do not constitute the Company's primary line of business.

The Company, functioning as a holding company, conducts its operations primarily through its subsidiaries and associated companies. These activities are categorized into two main types: (1) real estate development and investment business, and (2) direct investment business, with a focus on ventures such as Neo Corporate Public Company Limited, a leading Thai producer of household and personal hygiene products, and Kanom Cafe Company Limited (Kanom), which operates a bakery and food shop under the name Kanom Café. Additionally, the Company serves as the main investor in the Prospect Logistics and Industrial Freehold and Leasehold REIT (PROSPECT REIT).

The Company's investment in NEO aims to generate returns and profits from NEO's business operations. However, NEO is not the Company's principal business. As a result, the disposal of the investment in NEO at this

time will enable the Company to access its working capital, derived from the NEO investment disposal, to further develop and expand its core business.

(7) Enhance the Potential for Distributing Dividends to Shareholders.

Upon entering into this transaction, the Company will acquire a significant cash inflow from the disposal of its NEO investment. The Company intends to allocate these funds for dividend payments to its shareholders. As of 30 June 2023, the Company possesses unallocated retained earnings amounting to 807.16 million baht. The cash flow generated from this investment disposal will further enhance the Company's capacity to provide dividends to its shareholders.

The dividend payments made by the Company from 2018 to 2023 are summarized as follows.

Dividend Payment Date	Dividend Payment (Baht per share)	Operating Results Period
24 May 2018	0.15	1 January 2018 - 31 December 2018
21 May 2019	0.15	1 January 2019 - 31 December 2019
14 October 2020	0.15	1 January 2020 - 30 June 2020
22 March 2021	0.35	1 January 2020 - 31 December 2020
27 May 2021	0.15	1 January 2020 - 31 December 2020
27 May 2022	0.50	1 January 2021 - 31 December 2021
24 May 2023	0.20	1 January 2022 - 31 December 2022

Source: Stock Exchange of Thailand

Based on an analysis of the Company's historical dividend payments, it becomes evident that the Company has a consistent track record of distributing dividends. The cash inflow resulting from the disposal of NEO investments could potentially enhance the Company's capacity to provide increased dividends to its shareholders. The Company follows a dividend policy that typically allocates around 30 percent of net profits after taxes, or as deemed appropriate. This approach is applied unless other significant circumstances necessitate a different course of action, and dividend payouts do not adversely impact the Company's regular operations.

2.2.2 Drawbacks of Pursuing the Transaction

(1) Loss of Profit-Sharing Opportunities in the Business of Producing and Distributing Consumer Products

The disposal of 9,500,000 shares of NEO investment will result in the Company's direct and indirect ownership in NEO decreasing from the original 12.78 percent of NEO's paid-up registered capital (before NEO's IPO) to 6.29 percent of NEO's paid-up capital (after NEO's IPO). This transaction involves the divestment of a portion of the Company's investment in NEO, which operates in the consumer products sector, specifically in the production and distribution of household and personal hygiene care products. These consumer goods are essential in consumers' daily lives. With the disposal of this NEO investment, the Company might miss the opportunity to benefit

from an increased share of profits if NEO's business in household and personal hygiene products continues to thrive and generate substantial profits in the future.

(2) Loss of Opportunity to Benefit from a Strong and Growing Business

Currently, the Company is one of the top six major shareholders, holding 12.78 percent of NEO's paid-up registered capital (prior to NEO's IPO), as detailed below:

No.	List of shareholders ^{1/}	Number of Shares (Share)	Ratio (Percentage)
1.	Mr. Suthidej Thakolsri	49,328,400	22.22
2.	Mrs. Patama Thakolsri	11,100,000	5.00
3.	Miss Nitchamon Thakolsri	66,600,000	30.00
4.	Miss Nissara Thakolsri	66,600,000	30.00
5.	Finansa Fund Management Limited ^{2/}	18,871,600	8.50
6.	FNS Holdings Public Company Limited ^{3/}	9,500,000	4.28
Total		222,000,000	100.00

Remark: 1/ List of NEO's shareholders as of 21 September 2023, before the asset disposal transaction.

2/ Finansa Fund Management Limited ("FFM"), a subsidiary of FNS, is 99.99% owned by the Company in terms of FFM's paid-up registered capital.

3/ FNS holds shares in NEO, both directly and indirectly, representing 12.78 percent of NEO's paid-up registered capital prior to NEO's IPO.

However, selling the Company's investment in NEO will reduce its ownership in NEO from the original 12.78 percent of NEO's paid-up registered capital (before NEO's IPO) to 6.29 percent (following NEO's IPO). This reduction may lead to a missed opportunity to benefit from NEO's thriving household and personal hygiene product business, which plays a significant role in consumers' daily lives and exhibits strong growth potential.

(3) Reduced Dividend Receipt from NEO Investments

Historically, NEO has been a reliable source of dividends for its shareholders, as Neo always has a robust financial position and strong operational performance continuously. As of 30 June 2023, NEO reported unallocated retained earnings of 1,479.74 million baht in its consolidated financial statements and 647.19 million baht in separate financial statements. Therefore, NEO is well-positioned to continue paying dividends to its shareholders on a regular basis. A summary of NEO's dividend payments from 2019 to the present is provided below.

Year of Dividend Payment	Dividend Payment (Baht per Share) ^{1/}	Operating Results Period
2019	67.57	For the Year 2018
2019	18.45	Interim of the Year 2019
2019	52.00	Interim of the Year 2019
2019	59.74	Interim of the Year 2019
2020	17.67	For the Year 2019
2020	45.05	Interim of the Year 2020

Year of Dividend Payment	Dividend Payment (Baht per Share) ^{1/}	Operating Results Period
2021	95.25	For the Year 2020
2022	121.00	For the Year 2021
2023	256.10	For the Year 2022
2023	90.10	Interim of the Year 2023

Source: Financial statements audited or reviewed by a certified public accountant.

Remark: ^{1/}Dividend per share is calculated based on the par value of 100 baht per share. Currently, NEO has since changed its par value to 1.00 baht per share.

Considering NEO's past dividend payments, it is evident that NEO has a consistent record of continuously distributing dividends to shareholders. Should the Company proceed with the disposal of its 9,500,000 shares of NEO investment, it would result in a decreased portion of dividends received from NEO. This potential reduction in dividend income could lead to a loss of benefits for the Company.

- (4) **Selling these investments will hinder the Company's ability to diversify its business risks into the consumer products sector, a sector essential to customers in their daily lives.**

The Company's primary source of income currently originates from its real estate and investment-related operations, accounting for approximately 80.00 percent of the total income. The Company's existing investment in NEO consists of 28,371,600 shares, equivalent to 12.78 percent of NEO's paid-up registered capital (before NEO's IPO). Consequently, the disposal of a portion of this investment will result in a reduced stake in the consumer products sector.

- (5) **Potential Loss of Investment Value from Selling Investments at a Higher Price after NEO Lists on the Stock Exchange**

The disposal of NEO investments coincides with the issuance and offering of newly issued ordinary shares to the general public during NEO's Initial Public Offering (IPO). These shares will be priced the same as the IPO share offering price. The decision to go public aligns with the current economic recovery, particularly in sectors like tourism where an increasing number of tourists are visiting Thailand. This boost in consumer activity may lead to higher usage of personal care products. However, a stronger economic recovery could potentially result in the Company missing the opportunity for price increases in line with investors' expectations of NEO's securities.

2.3 Benefits and Drawbacks of Opting Out of the Transaction

2.3.1 Benefits of Opting Out of the Transaction

- (1) The Company will maintain a stake in NEO, a business with significant growth potential, a robust financial position, and strong operating results. This presence contributes to the overall value creation of the group company.

NEO offers a comprehensive range of household and personal care products catering to diverse customer needs. NEO's product portfolio spans various brands, encompassing laundry detergents from Fineline and Smart, Benice brand shower cream products, Tomi brand bathroom floor cleaning products, women's perfume and deodorant products under the Eversense brand, Tros brand men's personal care products, and children's items under the D-Nee brand, among others. This extensive product range, coupled with NEO's robust financial standing, positions NEO for continual future growth. Furthermore, NEO boasts a strong financial position, a history of strong operational performance, and a track record of regular dividend payments.

Additionally, a retrospective review of NEO's income structure from 2020, 2021, 2022, and the 6-month periods ending 30 June 2022, and 2023 reveals a diverse income structure with a consistent growth trend. The breakdown is detailed as follows:

Lists	For the fiscal year ending 31 December						For the 6-month period ending 30 June			
	2020		2021		2022		2022		2023	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Income from the sale of household products										
Fabric care products	2,488.69	36.77	2,751.92	36.96	3,292.51	39.66	1,497.80	38.61	1,925.76	42.12
Cleaning products	163.26	2.41	189.85	2.55	205.54	2.48	94.12	2.42	103.00	2.25
Total income from the sale of household products	2,651.95	39.18	2,941.77	39.51	3,498.05	42.14	1,591.92	41.03	2,028.76	44.37
Income from the sale of personal care products										
Skin care and cleansing products	1,016.29	15.02	1,198.31	16.10	1,321.97	15.93	659.11	16.99	664.08	14.53
Fragrance and deodorant products	638.23	9.43	639.79	8.59	709.29	8.54	325.44	8.39	433.57	9.48
Hair styling products	43.84	0.65	36.62	0.49	39.89	0.48	19.24	0.49	20.68	0.45
Total income from the sale of personal care products	1,698.36	25.10	1,874.72	25.18	2,071.15	24.95	1,003.79	25.87	1,118.33	24.46
Income from the sale of products for baby and kids										
Fabric care products	1,438.10	21.25	1,498.37	20.13	1,548.01	18.65	723.77	18.66	795.56	17.40
Skin care and cleansing products	209.81	3.10	247.10	3.32	246.81	2.97	118.64	3.06	131.28	2.87
Container cleaning products	763.49	11.28	881.82	11.84	936.24	11.28	441.19	11.37	498.73	10.90
Other baby and kids' products	5.83	0.09	1.45	0.02	0.43	0.01	0.25	0.01	0.04	0.00
Total income from the sale of products for baby and kids	2,417.23	35.72	2,628.74	35.31	2,731.49	32.91	1,283.85	33.10	1,425.61	31.17
Total sales income	6,767.54	100.00	7,445.23	100.00	8,300.69	100.00	3,879.56	100.00	4,572.70	100.00

Source: NEO Information

Therefore, if the Company refrains from entering into the transaction at this time, it will retain a 9.46 percent shareholding in NEO's paid-up registered capital (following NEO's IPO), known for its growth potential, strong financial position, and favorable operating results, has the capacity to fortify the Company's value in the future.

(2) The Company has the Right to Receive Dividends from Being a Shareholder in NEO in the Same Proportion

NEO, being a company renowned for its regular dividend payments, strong competitive edge, and robust financial standing, ensures that the Company, as a shareholder, will continue to receive dividends in the same proportion as before if it abstains from the current investment transaction. This reliable dividend income will contribute to a steady cash flow for the Company.

However, the Company acknowledges that the investment disposal would be advantageous overall. The Company anticipates realizing profits from this divestment and expects an increase in cash flow upon the completion of NEO's Initial Public Offering (IPO) for the issuance and offering of newly issued ordinary shares to the general public.

(3) Risk Diversification into Complementary Businesses apart from the Main Business.

NEO excels as a manufacturer and distributor of a comprehensive range of household and personal hygiene products with a consistent growth progression. NEO boasts a range of popular product brands, including Fineline, BeNice, and D-Nee, among others. Nonetheless, if the Company decides against the present transaction, it will enhance opportunities for risk diversification into the consumer products business, which stands apart from the Company's primary real estate-related operations. This diversification strategy will help mitigate the impact of external factors, such as fluctuating domestic and international economic conditions, deceleration in the real estate sector, rising labor costs, and escalating raw material prices, among others.

2.3.2 Drawbacks of Opting Out of the Transaction

(1) Missed Opportunity for Investment Utilizing Proceeds from NEO Investment Disposal into Future Projects Benefiting the group company.

The disposal of 9,500,000 shares of NEO investment, coinciding with NEO's Initial Public Offering (IPO) involving the issuance and offering of newly issued ordinary shares to the general public, will generate cash flow for the Company. If the Company opts not to proceed with this transaction, it may miss the opportunity to acquire additional funding sources for potential investments in promising projects. This decision could result in a missed chance to invest in new ventures capable of generating returns and adding value, thus contributing to the Company's future growth.

2.4 Risks Associated with the Transaction**(1) Risk of Uncertain of the Share Offering Price together with the Initial Public Offering (IPO Share Offering Price).**

As of the Company's Board of Directors' Meeting No. 8/2023 on 29 September 2023, it was decided to offer a maximum of 9,500,000 existing ordinary shares held in NEO, each with a par value of 1.00 baht per share, in conjunction with the issuance and offering of newly issued ordinary shares to the general public during NEO's Initial Public Offering (IPO).

However, as the IPO share offering price has not yet been determined, as it depends on factors like investor demand (Book Building) and other assessment approaches. Consequently, there's a risk that the offering price for these ordinary shares may not align with expectations, potentially resulting in a shortfall in expected cash flow from the disposal of NEO investment and impacting the associated profits.

(2) Risk of NEO Extending the Listing Period on the Stock Exchange.

The Company's Board of Directors resolved to offer a maximum of 9,500,000 existing ordinary shares held in NEO, in conjunction with NEO's Initial Public Offering (IPO) of newly issued ordinary shares to the general public. The success of NEO's Stock Exchange Listing Plan is contingent upon the evaluations of various relevant agencies, including the The Securities and Exchange Commission, the Stock Exchange of Thailand, the NEO's Board of Directors, and NEO's shareholders. Additionally, there are other dynamic factors that could impact the Stock Exchange Listing Plan, such as NEO's operational performance, economic conditions, and stock market volatility in Thailand.

However, any significant changes in these factors might lead to a delay in NEO's listing on the Stock Exchange. Such a delay could potentially postpone the Company's anticipated receipt of funds from the investment disposal in 2024. Nevertheless, these risk factors are not likely to significantly impact the Company's core business operations.

However, The Company's decision to proceed with the disposal of its NEO investment alongside the initial public offering (IPO) of newly issued ordinary shares to the public at this time is based on the expectation of increased cash flow and profits from the investment disposal. This additional capital can be utilized for the Company's benefit and the benefit of future shareholders, regardless of whether NEO extends its listing period or not.

(3) Risk of Inability to Sell the Required Number of NEO Shares.

The transaction for asset disposal includes substantial conditions precedent, notably the requirement for approval from the Company's shareholders. This approval mandates a vote from attending shareholders with voting

rights, demanding a minimum of three-fourths of the total votes, excluding those held by shareholders with vested interests.

As a result, this transaction carries the risk that shareholder approval for the disposal of NEO investments may not be secured, potentially leading to the cancellation of this transaction. Such an outcome could result in the Company missing the opportunity to invest in other projects within its area of expertise or in investment units offering substantial returns on investment, including investments in debt and equity instruments. These opportunities are instrumental in generating income and augmenting long-term returns for the Company. If the Company cannot execute this transaction as planned, it may need to explore alternate avenues, such as selling its NEO investment through Stock Exchange trading or offering it to other interested investors. These alternatives might not yield the desired number of shares or the anticipated value.

Part 3: Opinion of the Independent Financial Advisor regarding the Study of the Reasonableness of the Asset Disposal transaction and the Appropriateness of the Conditions of the Transaction

In evaluating the appropriateness of engaging in a transaction involving the disposal of investment in NEO Corporate Public Company Limited (“NEO”), in the amount of not exceeding 9,500,000 shares with a par value of 1.00 baht per share, along with the initial public offering (“IPO”) by NEO at the price identical to the IPO offering price through NEO listing its ordinary shares on the Stock Exchange of Thailand (the “Stock Exchange”):

The independent financial advisor's opinion is predicated on the assumption that the information and documents provided are accurate and true, without any significant alterations, and takes into account the economic conditions and information available at the time of the evaluation exclusively. If the aforementioned factors undergo substantial changes from the current state, the valuation may be influenced, potentially impacting the Company's transactions and the viewpoint of the independent financial advisor.

I V Global Securities Public Company Limited, appointed by the Company's Board of Directors as an independent financial advisor (“Independent Financial Advisor” or “IFA”), has conducted a comprehensive assessment based on information obtained from the Company. This includes publicly disclosed data, such as the board of directors' resolution endorsing the transaction and associated details, auditor's reports, financial statements, and information from companies related to the transaction. Additionally, interviews with company executives relevant to the transaction were conducted to inform the perspective of the Independent Financial Advisor.

This section of the report encompasses: (1) an examination of the appropriateness in pursuing the transaction to dispose of investments in NEO, and (2) an assessment of the appropriateness of the transaction's conditions.

3.1 An Examination of the Appropriateness in Pursuing the Transaction to Dispose of Investments in NEO

The Independent Financial Advisor has employed a range of approaches to assess the value of NEO's shares. These methodologies include:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Comparable Approach
 - 3.1 Price to Earnings Ratio Approach: P/E Ratio
 - 3.2 Price to Book Value Ratio Approach: P/BV Ratio
 - 3.3 Enterprise Value to EBITDA Approach: EV/EBITDA Ratio
4. Discounted Cash Flow Approach: DCF
5. Market Value Approach

3.1.1 Book Value Approach

The valuation of NEO's fair value through the book value approach provides an assessment of NEO's worth to its shareholders based on the figures reported in the financial records at a specific point in time. This evaluation is grounded in the book value as per NEO's financial statements for the period ending 30 June 2023, which has been audited by a certified public accountant approved by the Office of the Securities and Exchange Commission.

The valuation of ordinary shares using the book value approach derives from the shareholders' equity of the parent company according to NEO's financial statements. This figure is then divided by the number of NEO shares issued and fully paid as of 30 June 2023, totaling 222,000,000 shares, each with a par value of 1.00 baht per share (following the par value adjustment from 100.00 baht to 1.00 baht per share). This calculation can be expressed as follows:

Book value	Unit	Amount
Registered share capital	THB Million	222.00
Par value	THB/Share	1.00
Issued and paid-up share capital	THB Million	222.00
Capital surplus on share-based payments	THB Million	26.93
Capital surplus on business combination under common control	THB Million	159.42
Appropriated-statutory reserve	THB Million	22.20
Unappropriated retained earnings	THB Million	1,479.74
Equity attributable to owners of the parent as of 30 June 2023	THB Million	1,910.28
Number of issued and paid-up shares as of 30 June 2023	Million shares	222.00
Book value per share	THB/Share	8.60

Source: NEO's audited financial statements, reviewed by a certified public accountant approved by the SEC Office.

Remark: 1/ During NEO's Extraordinary General Meeting of Shareholders on 25 August 2023, NEO approved the modification of the par value of its ordinary shares, adjusting it from the initial 100.00 baht per share to 1.00 baht per share. Consequently, the number of ordinary shares increased from 2,220,000 shares to 222,000,000 shares.

The valuation derived from the book value approach places NEO's value at 8.60 baht per share.

However, when factoring in the IPO discount of 20.00 percent, the value of NEO, according to the book value approach, amounts to 6.88 baht per share.

The Independent Financial Advisor holds the view that while the book value approach provides a snapshot of NEO's financial standing as of 30 June 2023, it does not encapsulate the current market value of the assets, nor does it account for NEO's future profitability and competitive edge. Consequently, the Independent Financial Advisor deems this valuation approach inappropriate for this particular valuation.

3.1.2 Adjusted Book Value Approach

The valuation of NEO's fair value through the adjusted book value approach involves deducting all liabilities, including potential future commitments and contingent liabilities (if applicable), from NEO's total assets as of 30 June 2023. This date represents the most recent financial statement, which has undergone rigorous review by an auditor and has received approval from the SEC Office. The statement is further updated to incorporate any post-statement occurrences or factors that would influence a more accurate representation of the true value, such as adjustments in property appraisals not yet reflected in the financial records, potential tax-saving from losses carried forward (if applicable), and dividend payments. This process aims to align the market value of the assets more closely with their present or actual value after considering these adjustments. Consequently, the adjusted book value is determined and subsequently divided by the total number of issued and fully paid NEO shares. This calculation incorporates the number of newly issued ordinary shares offered through the IPO, not exceeding 78,000,000 shares, taking into account various pertinent factors as follows:

Based on the information from NEO's consolidated financial statements ending on 30 June 2023, NEO total assets were valued at 6,653.58 million baht. The primary current assets, encompassing cash equivalents, trade receivables, other receivables, and inventories, collectively amount to 2,878.42 million baht, representing 43.26 percent of total assets. Most of these current assets hold high liquidity or financial nature, thus closely aligning their book value with their fair value. Furthermore, the majority of non-current assets consist of land, buildings, equipment, and deferred tax assets. Their combined book value totals 3,621.50 million baht, equivalent to 54.43 percent of total assets. Notably, deferred tax assets are accounting items, and their book value mirrors their fair value closely. However, NEO has not conducted an appraisal of its land, buildings, and equipment value within the last 12 months, commencing from 30 June 2023. Conversely, NEO's total liabilities amount to 4,472.10 million baht. Among these, the principal current liabilities include short-term loans from banks, trade and other payables, and a portion of a long-term loan maturing within one year. These liabilities aggregate to 2,987.40 million baht, or 44.90 percent of

total assets. Notably, both current and non-current liabilities closely align their book value with their fair value. NEO does not carry any other liabilities that might arise post the financial statement date. Therefore, the Independent Financial Advisor has not made any adjustments to these items.

In the assessment of the value of ordinary shares using the adjusted book value approach, the Independent Financial Advisor applies the book value as per NEO's latest financial statement dated 30 June 2023 and then applies adjustments, taking into consideration the following items:

1) Property Valuation

The Independent Financial Advisor acknowledges the substantial impact of property, plant, and equipment on NEO's financials and views that the book value of these assets may not accurately reflect their fair value. However, due to the absence of an independent appraisal for property, plant, equipment, and other assets within the past 12 months, the Independent Financial Advisor did not make adjustments to these items.

2) Dividends

NEO distributed dividends subsequent to the date of the most recent financial statement. In the Board of Directors' Meeting No. 5/2023 held on 9 August 2023, NEO resolved to declare interim dividends sourced from the first-half 2023 operating results, amounting to 90.10 baht per share for 2,220,000 ordinary shares. These shares were originally valued at a par value of 100.00 baht per share (prior to the par value split to 1.00 baht per share), totalling 200.02 million baht. The payment was duly distributed in August 2023. Consequently, the Independent Financial Advisor adjusted NEO's shareholders' equity as of 30 June 2023.

3) Commitments, Potential Liabilities, and Litigations:

NEO is encumbered by certain obligations, potential liabilities, and pending legal matters, as per NEO's financial statements dated 30 June 2023, outlined as follows:

3.1) Capital Expenditure Commitments

As of 30 June 2023, NEO is bound by capital expenditure commitments pertaining to building construction, renovation, the acquisition of machinery, office equipment, and the development of a computer program system, totaling approximately 152 million baht. The Independent Financial Advisor deems that adjustments for these obligations are unnecessary as in the event of future payments, assets will be received in return at an equivalent value. Consequently, there is no requirement to adjust the book value.

3.2) Long-Term Contract Obligations

A subsidiary of NEO has entered into a long-term power purchase agreement with a private entity. The Independent Financial Advisor does not find it necessary to make adjustments for this long-term contract obligation. Such agreements entail future payments for goods or services, and it can be reasonably inferred that the value of the future goods or services is commensurate with the contractual payments. Hence, there is no need for a book

value adjustment. Additionally, NEO has not obtained an independent appraisal for this agreement within the last 12 months. Furthermore, the Independent Financial Advisor opines that the payments made in accordance with the preceding agreement were not of significant magnitude. For the six-month period concluding on 30 June 2023, there was an electricity cost pursuant to this agreement totaling approximately 4.1 million baht.

3.3) Litigation Cases

In 2020, a subsidiary of NEO became embroiled in a legal dispute with an unrelated company, which sought compensation for damages related to a construction contract. In March 2022, the Civil Court ruled that NEO's subsidiary was liable to pay damages totaling 24.5 million baht, alongside interest at a rate ranging from approximately 5.00 to 7.50 percent per annum. The subsidiary of NEO has duly recorded this debt in line with the court's decision. However, the case is presently under consideration by the Court of Appeal. Given that the aforementioned lawsuit has been fully accounted for as a liability in the financial statements, the Independent Financial Advisor sees no need to revisit this matter at this time.

4) Summary of Book Value Adjustments Calculation

Having considered the aforementioned factors, the Independent Financial Advisor has computed the adjustments to the book value. The total number of shares employed in determining the business value at this juncture stands at 300,000,000 shares (which accounts for the ordinary shares subsequent to the public offering of additional ordinary shares), each with a par value of 1.00 baht per share. The calculation process is illustrated below:

Book value	Unit	Amount
Registered share capital	THB Million	222.00
Par value ^{1/}	THB/Share	1.00
Issued and paid-up share capital	THB Million	222.00
Capital surplus on share-based payments	THB Million	26.93
Capital surplus on business combination under common control	THB Million	159.42
Appropriated-statutory reserve	THB Million	22.20
Unappropriated retained earnings	THB Million	1,479.74
Equity attributable to owners of the parent as of 30 June 2023	THB Million	1,910.28
Non-controlling interests	THB Million	271.20
Total equity as of 30 June 2023	THB Million	2,181.48
Adjustments:		
<u>Deduct:</u> Dividend Payment	THB Million	(200.02)
<u>Add:</u> Capital Increase - at par value 1.00 per share ^{2/}	THB Million	78.00
Adjusted equity attributable to owners of the parent	THB Million	2,059.46
<u>Deduct:</u> Non-controlling interests as of 30 June 2023	THB Million	(271.20)
Total equity after adjustment as of 28 september 2023	THB Million	1,788.26
Number of issued and paid-up shares	Million shares	222.00

Book value	Unit	Amount
Add: New issued paid-up shares ^{2/}	Million shares	78.00
Total number of issued and paid-up shares after IPO	Million shares	300.00
Adjusted book value per share	THB per share	5.96

Source: NEO's financial statements, duly audited by a certified public accountant approved by the SEC Office.

Remark: 1/ During the Extraordinary General Meeting of Shareholders held on 25 August 2023, NEO sanctioned the modification of the par value of its ordinary shares, reducing it from the original 100.00 baht per share to 1.00 baht per share. Consequently, the number of new ordinary shares escalated from the initial 2,220,000 shares to 222,000,000 shares.

2/ The Extraordinary General Meeting of Shareholders of NEO, on 25 August 2023, authorized the issuance of 78,000,000 new ordinary shares, each with a par value of 1.00 baht per share, in support of the initial public offering of shares.

Following the valuation of the adjusted book value approach, NEO's value is calculated to be 5.96 baht per share.

However, when factoring in the IPO discount of 20.00 percent, the value of NEO, according to the adjusted book value approach, amounts to 4.77 baht per share.

The Independent Financial Advisor asserts that while the fair valuation using the adjusted book value approach offers insight into the shareholders' equity at a specific point in time and adjusts the value of NEO's principal assets to mirror fair value, it does not yet account for NEO's forthcoming profitability and competitive edge. Hence, this approach might introduce inaccuracies in the valuation. As a result, the Independent Financial Advisor deems this valuation approach unsuitable for appraising this item.

3.1.3 Market Comparable Approach

The market comparable approach involves valuing a company by comparing its price ratios traded on the Stock Exchange with those of listed companies in the same industry. This is based on the assumption that companies in the same industry and similar market conditions should have comparable market value ratios. The Independent Financial Advisor, therefore, seeks to identify comparable companies from those listed on the Stock Exchange that share similar business operations with NEO. Specifically, companies listed on the Stock Exchange of Thailand (SET) within the consumer products industry group (CONSUMP) under the personal care and medical supplies business category (PERSON), or within the service industry group (SERVICE) categorized under commercial business (COMM). These companies should predominantly generate income from the sale of household consumer products and/or personal hygiene care products, and they must have a trading history on the Stock Exchange of at least 3 years.

Upon analysis, the Independent Financial Advisor discovered that most of NEO's direct competitors are major international corporations. Since NEO primarily generates its income within Thailand and has plans to list on the Stock Exchange of Thailand, the selection of comparable companies necessitates special consideration. Thus,

the Independent Financial Advisor will primarily focus on companies listed on the Stock Exchange of Thailand (SET). While it is challenging to find exact matches to NEO's business operations, companies within similar industry categories can still provide valuable insights into market conditions and offer an appropriate market value ratio for NEO. The Independent Financial Advisor has scrutinized and identified a total of 8 companies for comparison, which is deemed a suitable comparable for statistical calculation. These selections have been made from the industry group (Industry) and business category (Sector) that closely align with NEO.

In assessing fair value through the market comparable approach, the principle is based on the expectation that companies with similar business characteristics should exhibit comparable market value ratios concerning operational results, book value of assets, or shareholders' equity. This evaluation employs three key market ratios:

- 1) Price to Earnings Ratio Approach: P/E Ratio
- 2) Price to Book Value Ratio Approach: P/BV Ratio
- 3) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio

Details of the nature of business of each company, as follows:

No.	Listed Company	Code	Nature of business
1	Do Day Dreaan Public Company Limited	DDD	Produces, researches and develops, markets, and distributes consumer goods in the categories of skin care, oral care, hair equipment, beauty equipment, health care, home and kitchen appliances, and lifestyle goods under company's own brands.
2	O.C.C. Public Company Limited	OCC	The Company distributes 3 major products namely cosmetics, clothes, and medical supplies under well-known brand-named such as Covermark, KMA, KMA Professional, Sungrace, BSC Hair Care, Guy Laroche, Gunze, G&G, Paon, Iris Ohyama, Smileyhound, Paul&Joe.
3	S & J International Enterprises Public Company Limited	S&J	The Company has been producing fine quality beauty care products for independent and major brands around the world. Its expertise is in supplying competitive logistic support and enhancing brand value.
4	Beauty Community Public Company Limited	BEAUTY	The Company is engaged in the retail distribution of cosmetics and skincare. Currently, BEAUTY's products are separated in 9 categories: 1.Make-up 2.Facial care 3.Body Hygiene 4. Body Care 5. Hair Care 6. Perfume 7. Beauty Drink &Food Supplement 8. Beauty Accessories and 9. Men's Care , under the following 6 concepts: (1) Beauty Buffet, (2) Beauty Cottage and (3) Made in Nature , to meet the needs of all client segments. Each concept has differences in field of product design, distribution channel and market positioning in order to meet the different demand of target customer and to build a range customer base covering all beauty products.

No.	Listed Company	Code	Nature of business
5	Berli Jucker Public Company Limited	BJC	1.Modern Retail Supply Chain - Operates the management of modern retail stores as well as online stores. Using the merge format, all the channels of the business together. The Omni-Channel Model includes retail businesses. Rental and service area (Dual Retail Property Model) for those who are interested in renting the area. 2.Packaging Supply Chain - Manufacturing, marketing, and distributing ex. packaging products, including glass containers, aluminium cans and rigid plastic containers.3.Consumer Supply Chain - Manufacturing, marketing and distributor of consumer goods in the food and personal belongings branded by the Company and contracted to produce goods under contracts with other companies.4. Healthcare & Technical Supply Chain - Distributes products and services related to pharmaceuticals and pharmaceuticals.5. Other Business group - Operates on retail business in Southeast Asia and seek the opportunity to merge and acquisitions also Including new business development.
6	I.C.C. International Public Company Limited	ICC	The Company operates in import and distribution of products from upcountries . The products are cosmetics and fragrances, hair care products, skin care products, underwears, outfits, sport wears, washing and clothing care products, fashion and leather products.
7	Karmarts Public Company Limited	KAMART	The Company is enterprising and distributing imported cosmetics, skin care products, toiletries, dietary supplement etc
8	Saha Pathaphubul Public Company Limited	SPC	The leading Thai distributor of consumer goods, with a modern logistics network covering every corner of the country and an impressive range products and name brands.

Source: SETSMART

The Independent Financial Advisor has utilized the average values derived from the companies being compared, following the market value ratio comparison approach, to assess fair value. This encompasses the price to earnings ratio approach (P/E Ratio), price to book value ratio approach (P/BV Ratio), and enterprise value to earnings before interest, taxes, depreciation, and amortization (EV/EBITDA Ratio). To mitigate the influence of outlier data points, the Independent Financial Advisor will exclude companies with abnormally high (low) market capitalization ratios from the calculation of the average.

1) Price to Earnings Ratio Approach: P/E Ratio

The fair value assessment using this approach incorporates a valuation based on NEO's profitability by comparing the market price with the net profit of companies in similar industries, offering insights into NEO's

potential market value. This calculation involves taking NEO's parent company's net profit for the 12-month period ending 30 June 2023 (as per the audited financial statement) and multiplying it by the average price to earnings ratio (P/E Ratio) of the 11 companies chosen for comparison. These 11 companies are assessed using historical averages over varying business days, ranging from 7, 15, 30, 60, 90, 120, 180, to 360. These calculations are based on data from 13 May 2022, to 28 September 2023, which were the days before the Board of Directors' resolution to approve the transaction. The price-to-earnings ratio (P/E Ratio) details of the compared companies are as follows:

Code	Historical PE Ratio (Times)							
	7 Business days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
DDD	56.31	56.95	57.42	57.60	67.63	73.80	68.99	345.15 ^{1/}
OCC	43.95	43.95	43.95	43.95	43.95	43.95	43.95	53.89
S&J	12.17	12.18	12.20	11.06	11.09	11.08	11.00	10.62
BEAUTY ^{2/}	-	-	-	-	-	-	-	-
BJC	24.96	25.65	26.62	27.11	27.66	28.48	29.10	30.11
ICC	9.59	9.68	9.79	9.68	9.54	9.19	11.16	26.82
KAMART	22.67	22.78	23.44	24.21	24.75	23.71	22.66	19.85
SPC	10.70	10.73	10.72	10.83	11.07	11.25	11.70	12.36
Median	25.76	25.99	26.31	26.35	27.96	28.78	28.37	25.61 ^{1/}

Source: Data sourced from Bloomberg and computations conducted by the Independent Financial Advisor.

Remark: 1/ To mitigate the influence of outliers, the Independent Financial Advisor will exclude companies with market capitalization ratios exceeding the normal range from the calculation. For the average P/E Ratio over the last 360 days, which stands at 23.89 times, the average P/E Ratio over the same period for DDD is omitted due to an unusually high P/E Ratio.

2/ The price-to-earnings ratio (P/E Ratio) could not be calculated due to operating losses.

Based on the aforementioned data, the price-to-earnings ratio (P/E Ratio) within the group of companies has ranged between 25.61 and 28.78 times over the past 7 to 360 business days. This is an average calculated from 13 May 2022, to 28 September 2023, with any outliers excluded from the calculation.

NEO has reported net profits attributable to NEO shareholders for the past 12 months, totaling 734.98 million baht, derived from NEO's financial statements for both 30 June 2023, and 31 December 2022, which have undergone either an audit or review process by a certified public accountant accredited by the SEC. This translates to earnings per share of 2.45 baht for 300 million ordinary shares (reflecting the number of ordinary shares after the capital increase from the offering).

Consequently, valuing the shares using the price to earnings ratio (P/E Ratio) approach yields a NEO valuation ranging from 18,820.50 to 21,152.12 million baht, or 62.74 to 70.51 baht per share.

However, when factoring in the IPO discount of 20.00 percent, the value of NEO, according to the price-to-earnings ratio approach (P/E Ratio), amounts to 50.19 to 56.41 baht per share.

This approach factors in business profitability by comparing it to the average ratio of a reference group of companies. It is a commonly used valuation approach for businesses engaging in initial public offerings (IPO), as it reflects investor or shareholder expectations regarding business profitability. Therefore, the Independent Financial Advisor deems this approach appropriate for estimating the value of this transaction.

2) Price to Book Value Ratio Approach: P/BV Ratio

The fair value assessment through this approach entails considering NEO's book value by comparing its market price with the book value of companies in similar industries, providing a basis for estimating NEO's likely market price. The calculation involves taking the adjusted shareholders' equity of NEO's parent company and multiplying it by the average price to book value ratio (P/BV Ratio) of the companies used in the comparison. 11 companies have been assessed to compare utilizing historical averages over various business days (7, 15, 30, 60, 90, 120, 180, and 360 days) spanning from 13 May 2022 to 28 September 2023—the days prior to the date the Board of Directors resolved to approve the transaction. The Price to Book Value Ratio (P/BV Ratio) of these comparable companies is sourced from Bloomberg data and calculated by an Independent Financial Advisor.

Code	Historical P/BV Ratio (Times)							
	7 Business days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
DDD	0.80	0.81	0.82	0.82	0.85	0.87	0.94	1.01
OCC	0.59	0.59	0.59	0.57	0.57	0.57	0.59	0.51
S&J	1.74	1.74	1.75	1.58	1.50	1.45	1.37	1.22
BEAUTY	2.46	2.54	2.54	2.40	2.52	3.07	3.93	4.67
BJC	1.05	1.08	1.12	1.15	1.17	1.20	1.22	1.19
ICC	0.43	0.44	0.44	0.44	0.43	0.41	0.40	0.36
KAMART	7.76	7.79	8.02	8.28	8.05	7.50	6.75	5.52
SPC	0.80	0.80	0.80	0.81	0.82	0.83	0.84	0.87
Median	1.95	1.97	2.01	2.00	1.99	1.99	2.00	1.92

Source: Data sourced from Bloomberg and computations conducted by the Independent Financial Advisor.

Based on the information provided above, the price to book value ratio (P/BV Ratio) for the group of companies under comparison ranges from 2.04 to 2.20 times over the past 7 to 360 business days, averaging between 13 May 2022 and 28 September 2023.

The adjusted shareholders' equity of NEO's parent company stands at 1,788.26 million baht, based on NEO's financial statements as of 30 June 2023. These statements have been reviewed by a certified public accountant approved by the Office of the Securities and Exchange Commission (SEC) and have been updated with various post-statement events and items that more accurately reflect the true value. This equates to an adjusted

book value per share of 5.96 baht for 300 million ordinary shares (which is the total after the public offering of additional ordinary shares).

Thus, evaluating the shares using the price to book value ratio approach (P/BV Ratio) yields a value for NEO ranging from 3,429.12 to 3,592.33 million baht, or 11.43 to 11.97 baht per share.

If we consider the IPO Discount of 20.00 percent, the value of NEO according to the price to book value ratio approach (P/BV Ratio) would be in the range of 9.14 to 9.58 baht per share.

This approach assesses the current financial position by comparing it to the average ratio of a reference group of companies, allowing for a comparison of market prices. However, it only evaluates based on the book value of the business, neglecting considerations of future business operations. Consequently, the value obtained may not truly reflect the actual value of the business. Therefore, share valuation using this approach may not accurately reflect the fair value of the business.

3) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio

The fair value assessment using this approach entails considering NEO's cash flow generation from operations while accounting for NEO's distinct capital structures. This approach involves comparing the business value with the profit before financial costs, taxes, depreciation, and amortization (EBITDA) of companies in similar industries to estimate NEO's likely market price. The calculation involves two steps:

- (1) Evaluate the enterprise value (EV) by taking the profit before deducting financial costs, taxes, depreciation, and amortization (EBITDA) over the past 12 months and multiplying it by the average enterprise value to profit ratio (EV/EBITDA Ratio) of the companies used for comparison. This utilizes historical averages for varying business days, ranging from 7, 15, 30, 60, 90, 120, 180, to 360, covering the period between 13 May 2022, and 28 September 2023 (the business day preceding the Board of Directors' approval of the transaction).
- (2) Subtract interest-bearing debt, lease liabilities (since the compared EVs include lease liabilities), non-controlling interests, and add cash and cash equivalents from the estimated business value (EV) to determine the enterprise value (EV) of NEO.

The enterprise value to earnings before interest, taxes, depreciation, and amortization (EV/EBITDA) ratio of comparable companies, excluding outliers with higher than normal market value ratios, is outlined as follows:

Code	Historical EV/EBITDA Ratio (Times)							
	7 Business days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
DDD	17.41	17.73	17.97	18.06	18.96	19.43	18.35	22.68
OCC ^{1/}	468.65 ^{1/}	468.65 ^{1/}	468.65 ^{1/}	468.65 ^{1/}	468.65 ^{1/}	468.65 ^{1/}	468.65 ^{1/}	359.10 ^{1/}

Code	Historical EV/EBITDA Ratio (Times)							
	7	15	30	60	90	120	180	360
	Business days	Business days	Business days	Business days	Business days	Business days	Business days	Business days
S&J	8.15	8.16	8.17	7.45	7.21	7.03	6.78	6.49
BEAUTY ^{1/}	36.84 ^{1/}	38.11 ^{1/}	38.11 ^{1/}	35.93 ^{1/}	56.59 ^{1/}	88.94 ^{1/}	129.57 ^{1/}	130.85 ^{1/}
BJC	14.49	14.66	14.90	15.02	15.19	15.41	15.59	15.41
ICC	12.12	12.26	12.43	12.26	12.04	11.50	10.91	15.10
KAMART	17.54	17.62	18.11	18.69	19.06	18.25	17.22	14.98
SPC	9.52	9.54	9.52	9.62	9.81	9.96	10.26	10.20

Source: Data sourced from Bloomberg and computations conducted by the Independent Financial Advisor.

Remark: 1/ In order to mitigate the influence of outliers, the Independent Financial Advisor will exclude companies with market capitalization ratios that exceed the typical range from the calculation.

Therefore, the detail of valuation based on EV to EBITDA Ratio Approach is shown as follows:

Code	Historical EV/EBITDA Ratio (Times)							
	7	15	30	60	90	120	180	360
	Business days	Business days	Business days	Business days	Business days	Business days	Business days	Business days
DDD	17.41	17.73	17.97	18.06	18.96	19.43	18.35	22.68
S&J	8.15	8.16	8.17	7.45	7.21	7.03	6.78	6.49
BJC	14.49	14.66	14.90	15.02	15.19	15.41	15.59	15.41
ICC	12.12	12.26	12.43	12.26	12.04	11.50	10.91	15.10
KAMART	17.54	17.62	18.11	18.69	19.06	18.25	17.22	14.98
SPC	9.52	9.54	9.52	9.62	9.81	9.96	10.26	10.20
Median	13.20	13.33	13.52	13.51	13.71	13.60	13.18	14.15

Source: Bloomberg and calculated by IFA

Considering the information provided above, the enterprise value to earnings before interest, taxes, depreciation, and amortization (EV/EBITDA) ratio for the group of compared companies ranges between 13.18 and 14.15 times over the past 7 to 360 business days, with an average for the period spanning from 13 May 2022 to 28 September 2023, excluding any data outliers.

The Independent Financial Advisor has derived the enterprise value (EV) by taking EBITDA for the last 12 months, as per NEO's audited or reviewed financial statements up to 30 June 2023 and 31 December 2022. This amounts to 1,302.53 million baht, or 4.34 baht per share. Multiplying this by the EV/EBITDA ratio, which ranges from 13.80 to 14.84 times, results in a business value (EV) ranging between 17,172.11 and 18,424.43 million baht, equivalent to 57.24 - 61.41 baht per share. Subtracting the interest-bearing debt, including lease debt of 1,678.62 million baht (5.60 baht per share), deducting non-controlling interests amounting to 271.20 million baht (0.90 baht per share), and adding cash or cash equivalents of 286.65 million baht (0.96 baht per share), yields the value of

NEO according to the EV/EBITDA ratio approach. This results in a valuation ranging from 15,508.94 to 16,761.27 million baht, or 51.70 - 55.87 baht per share.

However, considering an IPO discount of 20.00 percent, the value of NEO, according to the EV/EBITDA ratio approach, would range from 41.36 to 44.70 baht per share.

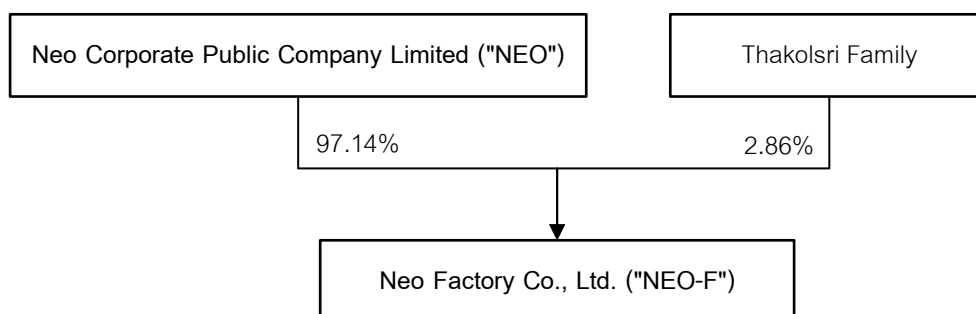
This evaluation approach reflects the ability to generate operational cash flow while accounting for differences in businesses' capital structures. Nevertheless, it relies on historical cash flows alone and does not account for future business profitability and performance. As such, share valuation using this approach may not represent the true value of the business appropriately.

3.1.4 Discounted Cash Flow Approach

The discounted cashflow approach is a valuation approach which brings into consideration, the future operating performance of the Company through expected free cash flow to firm (FCFF) by using assumptions based on given information and interviews with the management, discounted by Weighted Average Cost of Capital (WACC) of the Company to calculate the future net cash flow from a financial projection.

NEO's Company Structure

Details of NEO's investment structure in subsidiaries and associated companies are as follows:



Company Name	Code	Nature of business
Neo Corporate Public Company Limited	NEO	Marketing and distribution of own brands consumer products
Neo Factory Co., Ltd.	NEO-F	Manufacturing of own brands consumer products

Source: NEO's Company information

2) Key Assumption

The Independent Financial Advisor has evaluated NEO's shares value by evaluating from operating performance, business plan, and cash flow of each company under NEO. The Independent Financial Advisor has prepared financial projections of the Company from received information, as well as interviews with the management

of the Company based on a conservative basis in order to obtain key assumptions. Details of assumptions and sum-of-the-parts valuation are as follows:

Company	Business Operation
NEO	Holding Company which operation focus on marketing and distribution of own brands consumer products
NEO-F	Manufacturing consumer products under its own brands and sell to NEO.

Source: NEO's Company information

2.1) Neo Corporate Public Company Limited ("NEO")

1. Revenue from Sales

NEO main business consists of production, marketing, and distribution of consumer products standing as one of the leading companies in Thailand. Its product offerings span three groups: (1) household products (2) personal care products (3) baby and kids products, of which product brands include Fineline, Benice, D-Nee, and others which contribute to revenue from sale as follows:

(Unit: Million Baht)	2020	2021	2022	1H2023
Household Products				
Domestic	2,092.82	2,532.88	2,999.23	1,814.45
Export	559.13	408.89	498.82	214.31
Total Revenue from Household Products	2,651.95	2,941.77	3,498.05	2,028.76
Growth (%)	-	10.93%	18.91%	27.44%
Personal Care Products				
Domestic	1,647.06	1,825.15	2,036.20	1,099.42
Export	51.30	49.57	34.95	18.91
Total Revenue from Personal Care Products	1,698.36	1,874.72	2,071.15	1,118.33
Growth (%)	-	10.38%	10.48%	11.41%
Baby and Kids Products				
Domestic	1,752.83	1,981.19	2,108.98	1,086.19
Export	664.40	647.55	622.51	339.42
Total Revenue from Baby and Kids Products	2,417.23	2,628.74	2,731.49	1,425.61
Growth (%)	-	8.75%	3.91%	11.41%
Total Revenue from Sales	6,767.54	7,445.23	8,300.69	4,572.70
Domestic	5,492.71	6,339.22	7,144.41	4,000.06
Export	1,274.83	1,106.01	1,156.28	572.64
Growth (%)	9.93%	10.01%	11.49%	17.87%

Note: Growth Rate in 1H2023 is based on 1H2022

Revenue by Products Groups	2563	2564	2565	1H2566
Household Products	39.19%	39.51%	42.14%	44.37%
Personal Care Products	25.10%	25.18%	24.95%	24.46%
Baby and Kids Products	35.72%	35.31%	32.91%	31.18%

Total Revenue from Sales	100.00%	100.00%	100.00%	100.00%
Domestic	81.16%	85.14%	86.07%	87.47%
Export	18.84%	14.86%	13.93%	12.53%

Source: NEO's Company information

In 2021, NEO sale has significantly increase especially in household products due to improve in domestic demand due to following factors (1) NEO products has gain more popularity hence market shares due to product quality and product varieties with right price point as well as continuous development in improving product cleanliness performance which consumers has paid more attention to Post Covid-19 pandemic. (2) Post Covid-19 government policies such as Shop-dee-mee-kern and state welfare programs also help boost consumption hence more demand for consumer products. (3) NEO continuous investment in sales and marketing promotion through all its distribution channels also help boost brand awareness at point of sale. However, export sales in 2021 has no recover due to covid-19 and inflated freight cost due to pandemic.

In 2022, NEO revenue from sales continue to grow mainly from increase in domestic sales and increase in product price. The growth in sales is from existing products and new products which aim to align with more customer segmentations and customer's behavior post pandemic where more attention is paid to cleanliness. Also, in 2022, the economy starts to recover from pandemic, hence demand recovery for consumer products which continue into 2023 where first half of 2023 NEO revenue from sales has increased by 17.87% from previous year. Household products especially gain 27.44% increase from increase in domestic sales and increase in product price in first quarter of 2023. Exports also gain some recovery and is expected to contribute to future growth of the company in the near future.

Looking forward, IFA has conduct interviews with NEO management and analyzed its market share and outlooks in order to forecast NEO future's sales where in 2023, IFA expected sales growth at 15.16% year on year due to strong growth contribution in the first half. And assumed growth between 2024-6 at 13.29%-13.39% due to following factors: (1) NEO product pipeline which try to focus more in customer segmentation especially in house hold products and personal care products where NEO's product brands are among the top brands in their own market with improving market shares (refers to Attachment 4: Overview of market share of NEO). (2) NEO expects export sales to improve from pandemic recovery as well as new overseas market channel opportunities. (3) NEO investment in improvement of warehouse and production line where improve automated warehouse will be completed in 2024 and product line investment will be fully utilized in 2026. (4) NEO company is expected to be listed in Stock Exchange of Thailand (SET) next year which will not only bring in new capital but also help increase company and products exposure through public, medias, retail investors, institutional investors, and foreign investors.

In 2027, IFA assumed NEO growth to slowdown to 9.32 due to above mentioned drivers had been realized, while the new household production line (which is expected to finish in 2026) will continue to contribute to growth

in household sale into 2027. As for the final valuation year of 2028, IFA assumed sale growth of 3.00% based on Thailand's average 10 years GDP growth (excluding year 2020-21 due to Covid-19 pandemic) which reflects consumers purchasing power and hence consumption growth in consumer product.

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Household Products	4,177.11	4,792.37	5,498.79	6,309.93	7,226.32	7,443.11
Growth (%)	19.41%	14.73%	14.74%	14.75%	14.52%	3.00%
Personal Care Products	2,379.83	2,734.61	3,142.39	3,611.09	3,791.64	3,905.39
Growth (%)	14.90%	14.91%	14.91%	14.92%	5.00%	3.00%
Baby and Kids Products	3,004.62	3,305.06	3,635.54	3,999.07	4,199.02	4,324.99
Growth (%)	10.00%	10.00%	10.00%	10.00%	5.00%	3.00%
Total Revenue from Sales	9,561.55	10,832.03	12,276.71	13,920.08	15,216.99	15,673.50
Growth (%)	15.19%	13.29%	13.34%	13.39%	9.32%	3.00%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews.

2. Cost of Goods Sold

In calculating cost of goods sold, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Cost of Goods Sold	Due to the nature of NEO operation, most of NEO cost of goods sold is related to marketing/promotion cost, distribution cost, and product cost (from NEO-F) which accounted for 96.30%-97.96%. IFA assumed COGs of NEO to be mostly variable cost where in the past 3 years the cost is around 68.59% - 72.36% to Sales where in 2022 the cost of product has increase significantly due to drastic increase in inflation and weaken of Thai Baht. The COGs in first half of 2023 have recovered to 70.74% which is inline with 2021, thus IFA assumed COGs looking forward to be at 70.74% to Sales base on NEO first half performance.
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(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Total Cost of Goods Sold	6,006.67	6,763.60	7,662.30	8,684.23	9,846.71	10,764.11	11,087.03
Percent to Sales (%)	72.36%	70.74%	70.74%	70.74%	70.74%	70.74%	70.74%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

3. Interest Income and Other Income

In calculating interest income and other income, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Interest Income	NEO currently has no interest income other than from saving account, however, after IPO, NEO plan to lend portion of it proceed to NEO-F for
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	investment in product line and warehouse. IFA assumed lending amount to be 2,500 million baht with interest rate of THOR+2% based on company existing rate from bank and expect Bank of Thailand to increase its policy rate in the near future by 0.50% which result in assumed interest rate of 4.99%
Other Income	Other income consists of gain/loss from currency, interest from saving, and interest from money market. IFA assumed no future income from above mentioned.

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Interest Income	-	-	5.04	61.13	106.58	95.36	84.14
Other Income	12.41	6.72	-	-	-	-	-

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

4. Selling Expense

In calculating Selling Expense, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Variable Selling Expense	Variable selling expense consist of (1) promotion expense through media and distribution channels, advertising cost through traditional and online channel, as well as VDO advertisement and brand ambassador expense (2) distribution expense from online (new) distribution channel such as Shopee and Lazada. Variable Expense ratio to Revenue from Sales in the past 3 years is around 13.08% - 14.61% with first half of 2023 ratio of 15.07% IFA assumed Variable selling expense looking forward at 15.07% based on first half of 2023 to be inline with current marketing channels and media channels especially online segment which has become more significant in the past years.
Fixed Selling Expense	Fixed selling expense consist of marketing research expense, public relation campaign relates to NEO company where IFA assumed this portion of expense to increase at 1.50% growth base on Thailand's average 10 years inflation (excluding year 2020-2021 due to Covid-19 pandemic).

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Variable Selling Expense	1,085.64	1,440.64	1,632.06	1,849.73	2,097.34	2,292.74	2,361.53
Fixed Selling Expense	60.52	61.43	62.35	63.29	64.24	65.20	66.18

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Total Selling Expense	1,146.17	1,502.07	1,694.42	1,913.02	2,161.58	2,357.95	2,427.71
Percent to Sale (%)	13.81%	15.71%	15.64%	15.58%	15.53%	15.50%	15.49%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

5. Administrative Expense

In calculating administrative expense, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Salary Expense	IFA has analyzed future manpower and company sale growth and assumed salary and management expense related to administrative expense to increase at 5.00% per year base on target salary increase from management. However, in 2023-24 NEO is expected to see 15.00% and 10.00% increase in salary and management expense in order to support company sales growth in the coming years.
Other Administrative Expense	Other Administrative Expense includes utilities, rent, travel expense, consultant fee, and other such as IT related expense. IFA assumed increased with reference to the inflation rate, equal to 1.5 percent per year, which is close to the historical average of inflation rates for the previous 10 years, excluding the years of the COVID-19 pandemic.
Depreciation and Amortization	NEO depreciation and amortization expense will be shown in section 6. Capital Expenditure and Depreciation and Amortization, with addition of right of use expense as show in table below.

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Salary Expense	448.10	515.31	566.84	595.19	624.95	656.19	689.00
Other Admin Expense	71.15	72.22	73.30	74.40	75.52	76.65	77.80
Depreciation and Amortization	104.60	125.93	168.17	167.53	164.73	161.30	146.67
Total Administrative Expense	623.85	713.47	808.32	837.11	865.20	894.15	913.47
Percent to Sale (%)	7.52%	7.46%	7.46%	6.82%	6.22%	5.88%	5.83%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

6. Capital Expenditure and Depreciation and Amortization

NEO is currently investing in warehouse automated system improvement which started in 2022 and is expected to be completed by early 2024. IFA also assumed an additional 20 million baht CAPEX in office supplies and IT related investment from year 2025 onward based on NEO historical investment and management interview. NEO CAPEX and depreciation and amortization from 2023-28 are as follows:

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Capital Expenditure	645.47	85.68	20.00	20.00	20.00	20.00
Depreciation and Amortization	87.19	129.43	128.78	125.99	122.56	107.92

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

7. Working Capital

IFA analyzed NEO account receivable and assumed 80.95 days of account receivable throughout the valuation base on average between year 2021 to half year 2023 which range between 75.45 - 83.69 days.

IFA analyzed NEO account payable and assumed 130.63 days of account payable throughout the valuation base on average between year 2021 to half year 2023 which range between 125.70-138.19 days.

IFA analyzed NEO inventory and assumed 31.18 days of inventory throughout the valuation base on average between year 2021 to half year 2023 which range between 29.98 - 32.25 days.

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Account Receivable	2,120.47	2,402.22	2,722.61	3,087.06	3,374.67	3,475.91
Account Payable	2,436.87	2,760.67	3,128.86	3,547.69	3,878.22	3,994.57
Inventory	577.85	654.64	741.94	841.26	919.64	947.23
Total Working Capital	261.45	296.19	335.69	380.63	416.09	428.57

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

8. Loan

NEO has outstanding loan from financial institution in form of short-term loan, long-term loan, Promissory Note: P/N, and Trust Receipt: T/R for the purpose of operation and investment. IFA assumed interest expense base on existing loan sheet with assumption of interest rate increase in the amount of 0.50% in 2024 due to expected increase in policy rate from Bank of Thailand. NEO outstanding loan and interest expense are summarized as follows:

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Outstanding Loan	993.13	1,000.96	823.24	645.52	468.20	319.96
Interest Expenses	24.72	49.30	45.09	36.29	27.51	19.46

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

9. Profit and Loss Statement of NEO (Not including NEO-F)

The Independent Financial Advisor has constructed a profit and loss statement base of separate financial statement of NEO (not include NEO-F) on above assumptions which can be summarized as follows.

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Revenue from Sales and Services	8,313.11	9,568.27	10,837.07	12,337.84	14,026.66	15,312.35	15,757.64

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Cost of Goods Sold	(6,006.67)	(6,763.60)	(7,662.30)	(8,684.23)	(9,846.71)	(10,764.11)	(11,087.03)
Gross Margin	2,294.03	1,338.09	1,459.87	2,797.96	3,169.73	3,592.48	4,073.37
Other Income	12.41	6.72	5.04	61.13	106.58	95.36	84.14
SG&A Expenses	(1,769.73)	(2,215.54)	(2,502.73)	(2,750.14)	(3,026.78)	(3,252.09)	(3,341.18)
EBIT	536.71	589.14	672.03	903.48	1,153.18	1,296.15	1,329.43
Interest Expense	(13.73)	(24.72)	(49.30)	(45.09)	(36.29)	(27.51)	(19.46)
Profit Before Tax	522.98	564.41	622.73	858.39	1,116.88	1,268.64	1,309.97
Tax Expense	(107.66)	(112.88)	(124.55)	(171.68)	(223.38)	(253.73)	(261.99)
Net Income	415.32	451.53	498.18	686.71	893.50	1,014.91	1,047.98

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

2.2) Neo Factory Co., Ltd. ("NEO-F")

1. Revenue from Sales

Neo Factory Co., Ltd. ("NEO-F") is subsidiary of NEO which operates in manufacturing of consumer products which consist of (1) Household Products under brands Fineline, Smart, Tomi (2) Personal Care Products under brands BeNice, TROS, Eversense, and Vivite and (3) Baby and Kids Products under brands D-nee which contribute to production as follows:

	2020	2021	2022	1H2023
Household Products				
Production Capacity (TON)	87,856	153,680	153,680	75,710
Utilization (TON)	107,618	113,968	122,041	69,443
Utilization Rate (%)	122.49% ^{2/}	74.16%	79.41%	91.72%
Personal Care Products				
Production Capacity (TON)	23,773	32,020	33,383	16,446
Utilization (TON)	18,624	21,244	24,251	11,393
Utilization Rate (%)	78.34%	66.35%	72.64%	69.28%
Baby and Kids Products				
Production Capacity (TON)	31,172	37,526	42,233	20,806
Utilization (TON)	29,769	30,437	32,597	17,273
Utilization Rate (%)	95.50%	81.11%	77.18%	83.02%
Total				
Production Capacity (TON)	142,800	223,226	229,296	112,962
Utilization (TON)	156,011	165,648	178,889	98,109
Utilization Rate (%)	109.25% ^{2/}	74.21%	78.02%	86.85%

Note: 1/ Source: Company information

2/ Utilization Rate which exceeds 100% in 2020 is due to extra shift overtime.

NEO-F manufacturing productions are exclusively distributed by NEO, hence NEO-F revenue from sales is directly related to NEO direct cost of goods sold and change in NEO finishing goods inventory. From 2021 to first half of 2023, the relationship between NEO-F Sale revenue above mentioned is around 97.84 - 98.23%. Hence IFA had analyzed and assumed NEO-F revenue from sales as follows:

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Revenue from Sales	5,929.36	6,627.50	7,508.12	8,509.49	9,648.57	10,547.51	10,863.93
Growth (%)	13.84%	11.77%	13.29%	13.34%	13.39%	9.32%	3.00%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

2. Cost of Goods Sold

The Independent Financial Advisor used assumptions to compare historical data with details as follows:

Cost of Goods Sold	
Manufacturing Cost	Manufacturing cost includes raw materials and cost associate to manufacturing of products where some of the raw materials are imported which is subject to currency fluctuation and regional unrest (such as Russia-Ukraine conflict). The average manufacturing cost of NEO-F between 2020 to first half of 2023 is around 67.16% to 73.75% to sales where in 2022 Manufacturing cost has risen to 73.75% due to above mentioned factors. IFA assumed looking forward manufacturing cost to be at 69.85% to sales base on first half of 2023 performance which is in line with past ratio and best reflect cost structure of the manufacturing cost in the future.
Wage / Salary Cost	IFA analyzed wage and salary cost related to manufacturing between 2020 to first half of 2023 to be around 9.64% to 10.88% to sales hence IFA assumed looking forward wage and salary cost to be at 10.17% to sales base on first half of 2023 performance which is in line with past ratio and best reflect cost structure in the future.
Depreciation and Amortization	NEO-F depreciation and amortization expense will be shown in section 6. Capital Expenditure and Depreciation and Amortization, with addition of right of use expense as show in table below.

Cost of Goods Sold of NEO-F							
(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Manufacturing cost	4,373.16	4,629.08	5,244.16	5,943.58	6,739.19	7,367.07	7,588.08
Wage and salary cost	573.40	673.74	763.27	865.06	980.86	1,072.25	1,104.41
Total Cost (ex. Dep)	4,946.55	5,302.82	6,007.43	6,808.64	7,720.06	8,439.32	8,692.50
Depreciation & Amortization	177.28	191.36	274.66	376.96	640.80	665.07	673.16
Total Cost of Goods Sold	5,123.84	5,494.18	6,282.08	7,185.61	8,360.85	9,104.39	9,365.65

Cost of Goods Sold of NEO-F							
(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Cost to Sales (%)	86.41%	82.90%	83.67%	84.44%	86.65%	86.32%	86.21%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

3. Other Income

In calculating rent income and other income, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Rental Income	NEO-F has rental income from NEO in the past and will continue with increase in rental income of 5.00% every 3 years.
Other Income	<p>Consist of (1) future income from gain/loss from currency, interest from saving, interest from money market, (2) and income from selling of scrap and other manufacturing related materials.</p> <p>IFA assumed no future income from gain/loss from currency, interest from saving, and interest from money market base on conservative analysis.</p> <p>Income from selling of scrap and other manufacturing related materials between 2020 to first half of 2023 is 0.54% to 0.58% to sale thus IFA assumed 0.56% to sale base on average income ratio to sales between 2020 to first half of 2023.</p>

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Other Income	56.10	60.05	65.14	71.90	78.27	83.29	86.28
Growth (%)	7.47%	7.03%	8.49%	10.37%	8.86%	6.42%	3.58%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

4. Selling Expense

In calculating Selling Expense, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Selling Expense	<p>Selling expenses consist of discount and rebate related to marketing and promotion which is around 6.71% to 6.85% to sales base on selling expense between 2020 to first half of 2023. IFA assumed 6.78% selling expense to sales base on average between 2020 to first half of 202.</p>
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(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Selling Expense	405.87	449.27	508.96	576.85	654.06	715.00	736.45
Percent to sales (%)	6.85%	6.78%	6.78%	6.78%	6.78%	6.78%	6.78%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

5. Administrative Expense

In calculating administrative expense, the Independent Financial Advisor used assumptions to compare historical data with details as follows:

Salary Expense	IFA has analyzed future manpower and company sale growth and assumed salary and management expense related to administrative expense to increase at 5.00% per year base on target salary increase from management. However, in 2023-24 NEO-F is expected to see 30.00% and 20.00% increase in salary and management expense to support company sales growth in the coming years.
Other Administrative Expense	Other Administrative Expense includes utilities, rent, travel expense, consultant fee, and other such as IT related expense. IFA assumed increased with reference to the inflation rate, equal to 1.5 percent per year, which is close to the historical average of inflation rates for the previous 10 years, excluding the years of the COVID-19 pandemic. However, in 2023-24 NEO-F is expected to see 10.00% increase in other administrative expense to support company sales growth in the coming years.
Depreciation and Amortization	NEO-F depreciation and amortization expense will be shown in section 6. Capital Expenditure and Depreciation and Amortization, with addition of right of use expense as show in table below.

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Salary Expense	127.03	165.14	198.16	208.07	218.48	229.40	240.87
Other Admin Expense	71.20	78.32	86.15	87.44	88.75	90.08	91.43
Depreciation and Amortization	62.20	63.27	56.18	56.56	57.51	54.06	51.08
Total Administrative Expense	260.42	306.72	340.50	352.07	364.74	373.54	383.39
Percent to Sale (%)	4.39%	4.63%	4.54%	4.14%	3.78%	3.54%	3.53%

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

6. Capital Expenditure and Depreciation and Amortization

NEO-F is currently investing in new manufacturing lines in personal care products which is expected to be completed by 2024 and will continue to in household products manufacturing lines and raw materials warehouse which is expected to be completed by 2026. In addition, NEO-F will be required to re-invest in machinery and manufacturing related equipment in the future base on NEO-F historical investment and management interview. NEO-F CAPEX and depreciation and amortization from 2023-28 are as follows:

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Capital Expenditure	834.50	2,087.00	3,420.40	524.20	402.00	617.00
Depreciation and Amortization	254.63	330.84	433.53	698.31	719.13	724.24

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

7. Working Capital

IFA analyzed NEO-F account receivable and assumed 66.06 days of account receivable throughout the valuation base on average between year 2021 to half year 2023 which range between 62.89 - 71.06 days.

IFA analyzed NEO-F account payable and assumed 80.88 days of account payable throughout the valuation base on average between year 2021 to year 2022 at 80.79 - 80.97 days. This is because in the first half of 2023, account payable of NEO-F has risen to 98.02 due pending payable such as advertising payable and construction payable which may not reflect future NEO-F account payable looking forward.

IFA analyzed NEO-F inventory and assumed 20.36 days of inventory throughout the valuation base on average between year 2021 to half year 2023 which range between 17.99 - 24.36 days.

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Account Receivable	1,199.46	1,358.84	1,540.07	1,746.22	1,908.91	1,966.18
Account Payable	1,175.02	1,331.15	1,508.69	1,710.64	1,870.02	1,926.12
Inventory	295.79	335.10	379.79	430.63	470.75	484.87
Total Working Capital	320.23	362.78	411.17	466.20	509.64	524.93

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

8. Loan

NEO-F has outstanding loans from financial institutions in form of short-term loan, long-term loan, Promissory Note: P/N, and Trust Receipt: T/R for the purpose of operation and investment. IFA assumed interest expense base on existing loan sheet with assumption of interest rate increase in the amount of 0.50% in 2024 due to expected increase in policy rate from Bank of Thailand. In addition, NEO plans to lend a portion of its proceeds to NEO-F for investment in product line and warehouse. IFA assumed lending amount to be 2,500 million baht with interest rate of THOR+2% based on company existing rate from bank and expect Bank of Thailand to increase its policy rate by 0.50% which result in assumed interest rate of 4.99%. NEO-F outstanding loan and interest expense are summarized as follows:

(Unit: Million Baht)	2023	2024	2025	2026	2027	2028
Outstanding Loan	1,153.23	2,701.33	5,417.80	4,656.86	3,895.93	3,187.58
Interest Expense	33.46	96.91	198.01	241.79	204.69	168.91

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

9. Profit and Loss Statement of NEO-F

The Independent Financial Advisor has constructed a profit and loss statement base of separate financial statement of NEO-F on above assumptions which can be summarized as follows.

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Revenue from Sales and Services	5,929.36	6,627.50	7,508.12	8,509.49	9,648.57	10,547.51	10,863.93
Cost of Goods Sold	(5,123.84)	(5,494.18)	(6,282.08)	(7,185.61)	(8,360.85)	(9,104.39)	(9,365.65)
Gross Margin	805.52	1,133.32	1,226.04	1,323.88	1,287.72	1,443.12	1,498.28
Other Income	56.10	60.05	65.14	71.90	78.27	83.29	86.28
SG&A Expenses	(666.29)	(755.99)	(849.46)	(928.92)	(1,018.80)	(1,088.54)	(1,119.84)
EBIT	195.34	437.37	441.72	466.86	347.19	437.87	464.72
Interest Expense	(27.69)	(33.46)	(96.91)	(198.01)	(241.79)	(204.69)	(168.91)
Profit Before Tax	167.64	403.91	344.81	268.84	105.39	233.18	295.82
Tax Expense	(34.03)	(80.78)	(68.96)	(53.77)	(21.08)	(46.64)	(59.16)
Net Income	133.61	323.13	275.85	215.08	84.31	186.54	236.65

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

3) The Calculation of Discounted Cash Flow Approach

1. Present Value of Cash Flow of NEO and NEO-F

Valuation using Discounted Cash Flow Approach is computed by considering the expected risk and return.

2. Discount Rate

The Independent Financial Advisor used cash flow from operations of ABICO, adjusted by a discount rate calculated from the weighted average cost of capital (WACC) of NEO at 10.88

The calculation of WACC is as follows:

$$WACC = K_e \left(\frac{E}{V} \right) + K_d (1 - t) \left(\frac{D}{V} \right)$$

$$K_e = \text{Cost of equity (calculation referred below)} = 14.92\%$$

$$K_d = \text{Cost of interest-bearing debt} = 4.98\%$$

(Estimated to increase 0.50%)

$$t = \text{Corporate income tax} = 20\%$$

$$V = D + E \text{ whereas } D \text{ is debt and } E \text{ is equity} = 100\%$$

$$\left(\frac{E}{V} \right) = \text{Equity to value ratio} = 56.93\%$$

$$\left(\frac{D}{V} \right) = \text{Debt to value ratio} = 43.07\%$$

The calculation of K_e is as follows:

$$\text{Cost of Equity: } K_e = R_f + \beta (R_m - R_f)$$

Whereas:

Risk Free Rate: R_f	=	Risk-free rate is at 2.21% per year (as of 28 September 2023), calculated from historical 3-year ^{1/} average of daily risk-free return from investment in 10-year Thai government bond ^{2/} .
Levered Beta: β_l	=	Beta 1.09
Market Return: R_m	=	Market return is at 14.52% per year (as of 28 September 2023), calculated from historical 3-year ^{1/} average of daily return from stock exchange of Thailand.
Market Premium: $R_m - R_f$	=	Market premium is at 12.31% (as of 28 September 2023), calculated from historical 3-year ^{1/} average of the difference between daily market return and risk-free return.

Source: Bloomberg as of 28 September 2023

Note: 1/ The Independent Financial Advisor has assumptions based on the historical period of 3 years because the period is considered to be appropriate to reflect the current investor's expected return and the view of investors on the specific characteristics of the market, as well as also reflect the risks of the current business conditions relatively well.

2/ The Independent Financial Advisor has applied the risk-free rate (R_f) based on 10-year government bond because this government bond has a good liquidity, then the yield on such bond is able to better reflect the demand and supply than other bonds.

The Calculation of Levered Beta of NEO

The Independent Financial Advisor calculates Levered Beta of NEO by using the average of Unlevered Beta of listed companies in the Stock Exchange of Thailand which derive their revenues from similar business as NEO and adjusted for debt-to-equity ratio to reflect the capital structure risk of NEO.

The calculation of Levered Beta is as follows:

$$\text{Levered Beta: } \beta_l = \beta_u(1 + (1 - t)(D/E))$$

Whereas:

β_u	=	Average of unlevered beta of the Stock Exchange of Thailand, compared to listed companies in the Stock Exchange of Thailand which derive their revenues from similar business as ABICO and calculated based on 3-year average figure. The average unlevered beta is 0.62.
t	=	Corporate income tax is 20%
D/E	=	Debt to equity ratio is 0.76

Based on the above calculation, the Levered Beta is equal to 0.99.

Table of Average Unlevered Beta

Average of Unlevered Beta is calculated by using listed companies in the Stock Exchange of Thailand which derive their revenues from similar business as NEO's as follows:

No.	Listed Company	Code	Unlevered Beta ^{1/}
1	Do Day Drean Public Company Limited	DDD	1.07
2	O.C.C. Public Company Limited	OCC	0.62
3	S & J International Enterprises Public Company Limited	S&J	0.47
4	Beauty Community Public Company Limited	BEAUTY	1.16
5	Berli Jucker Public Company Limited	BJC	0.49

No.	Listed Company	Code	Unlevered Beta ^{1/}
6	I.C.C. International Public Company Limited	ICC	0.48
7	Karmarts Public Company Limited	KAMART	0.75
8	Saha Pathaphubul Public Company Limited	SPC	0.39
Average			0.62

Source: Bloomberg as of 28 September 2023

Note: 1/ Unlevered Beta calculated from 3-year daily historical data (Source: Bloomberg) which the Independent Financial Advisor has assumptions based on the historical period of 3 years because the period is considered to be appropriate to reflect the current investor's expected return and the view of investors on the specific characteristics of the market, as well as also reflect the risks of the current business conditions relatively well.

3. Terminal Value

The IFA calculates the Terminal Value of cash flow from operation of the Company based on the assumption that the Company has continuing business operation with terminal growth of 3.00% based on Thailand's average 10 years GDP growth (excluding year 2020-21 due to Covid-19 pandemic) which reflects consumers purchasing power and hence consumption growth in consumer product.

Profit and Loss Statement and Present Value of Cash Flow of NEO

Profit and Loss Statement of NEO

The Independent Financial Advisor has constructed profit and loss statement base on above assumptions which can be summarized as follows:

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Revenue from Sales and Services	8,313.11	9,568.27	10,837.07	12,337.84	14,026.66	15,312.35	15,757.64
Cost of Goods Sold	(6,006.67)	(6,763.60)	(7,662.30)	(8,684.23)	(9,846.71)	(10,764.11)	(11,087.03)
Gross Margin	2,294.03	1,338.09	1,459.87	2,797.96	3,169.73	3,592.48	4,073.37
Other Income	12.41	6.72	5.04	61.13	106.58	95.36	84.14
SG&A Expenses	(1,145.88)	(1,502.07)	(1,694.42)	(1,913.02)	(2,161.58)	(2,357.95)	(2,427.71)
EBIT	536.71	589.14	672.03	903.48	1,153.18	1,296.15	1,329.43
Interest Expense	(13.73)	(24.72)	(49.30)	(45.09)	(36.29)	(27.51)	(19.46)
Profit Before Tax	522.98	564.41	622.73	858.39	1,116.88	1,268.64	1,309.97
Tax Expense	(107.66)	(112.88)	(124.55)	(171.68)	(223.38)	(253.73)	(261.99)
Net Income	415.32	451.53	498.18	686.71	893.50	1,014.91	1,047.98

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

Present Value of Cash Flow of NEO

The Independent Financial Advisor has estimated the NEO's cash flow by using the assumption to calculate the net cash flow of the Company expected to receive in the future and discounted by the weighted average cost of capital (WACC) which can be summarized as follows:

(Unit: Million Baht)	2H2023	2024	2025	2026	2027	2028
Revenue from Sales	4,988.86	10,832.03	12,276.71	13,920.08	15,216.99	15,673.50
Other Income	-	-	-	-	-	-
Cost of Goods Sold	(3,528.99)	(7,662.30)	(8,684.23)	(9,846.71)	(10,764.11)	(11,087.03)
Selling Expenses	(781.41)	(1,694.42)	(1,913.02)	(2,161.58)	(2,357.95)	(2,427.71)
Administrative Expenses	(372.38)	(808.32)	(837.11)	(865.20)	(894.15)	(913.47)
Profit (Loss) Before Tax	306.07	667.00	842.35	1,046.60	1,200.79	1,245.29
Tax	(54.04)	(124.55)	(171.68)	(223.38)	(253.73)	(261.99)
Profit After Tax	252.03	542.45	670.67	823.22	947.06	983.30
Add: Depreciation and Amortization	52.86	87.19	129.43	128.78	125.99	122.56
Deduct: Capital Expenditure	(209.37)	(85.68)	(20.00)	(20.00)	(20.00)	(20.00)
Deduct: Change in Working Capital	(180.22)	(34.74)	(39.50)	(44.94)	(35.46)	(12.48)
Free Cash Flow to Firm	(84.70)	509.22	740.59	887.07	1,017.59	1,073.37
Year	0.26	1.26	2.26	3.26	4.26	5.26
WACC Discount	10.88%	10.88%	10.88%	10.88%	10.88%	10.88%
Discount Factor	0.974	0.878	0.792	0.714	0.644	0.581

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

Note 1/ Discount factor as of September 28th 2023

Summary of Base Case NEO Fair Value

The Independent Financial Advisor has assessed the reasonableness of the NEO's fair valuation by considering the cash flow discounted by the weighted average cost of capital (WACC) of the NEO which can be summarized as follows:

Summary of Fair Value from DCF Method	Value	Assumption
Present Value of Cash Flow	2,864.18	
Terminal Value	8,155.18	
Total Enterprise Value of NEO (Excluding NEO-F)	11,019.36	Million Baht

Profit and Loss Statement of NEO-F

The Independent Financial Advisor has constructed profit and loss statement base on above assumptions which can be summarized as follows:

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Revenue from Sales and Services	5,929.36	6,627.50	7,508.12	8,509.49	9,648.57	10,547.51	10,863.93
Cost of Goods Sold	(5,123.84)	(5,494.18)	(6,282.08)	(7,185.61)	(8,360.85)	(9,104.39)	(9,365.65)
Gross Margin	805.52	1,133.32	1,226.04	1,323.88	1,287.72	1,443.12	1,498.28
Other Income	56.10	60.05	65.14	71.90	78.27	83.29	86.28
SG&A Expenses	(666.29)	(755.99)	(849.46)	(928.92)	(1,018.80)	(1,088.54)	(1,119.84)
EBIT	195.34	437.37	441.72	466.86	347.19	437.87	464.72
Interest Expense	(27.69)	(33.46)	(96.91)	(198.01)	(241.79)	(204.69)	(168.91)

(Unit: Million Baht)	2022	2023	2024	2025	2026	2027	2028
Profit Before Tax	167.64	403.91	344.81	268.84	105.39	233.18	295.82
Tax Expense	(34.03)	(80.78)	(68.96)	(53.77)	(21.08)	(46.64)	(59.16)
Net Income	133.61	323.13	275.85	215.08	84.31	186.54	236.65

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

Present Value of Cash Flow of NEO

The Independent Financial Advisor has estimated the NEO-F's cash flow by using the assumption to calculate the net cash flow of the Company expected to receive in the future and discounted by the weighted average cost of capital (WACC) which can be summarized as follows:

(Unit: Million Baht)	2H2023	2024	2025	2026	2027	2028
Revenue from Sales	3,471.41	7,508.12	8,509.49	9,648.57	10,547.51	10,863.93
Other Income	29.87	65.14	71.90	78.27	83.29	86.28
Cost of Goods Sold	(2,876.53)	(6,282.08)	(7,185.61)	(8,360.85)	(9,104.39)	(9,365.65)
Selling Expenses	(235.26)	(508.96)	(576.85)	(654.06)	(715.00)	(736.45)
Administrative Expenses	(164.48)	(340.50)	(352.07)	(364.74)	(373.54)	(383.39)
Profit (Loss) Before Tax	225.00	441.72	466.86	347.19	437.87	464.72
Tax	(39.24)	(68.96)	(53.77)	(21.08)	(46.64)	(59.16)
Profit After Tax	185.77	372.76	413.09	326.11	391.24	405.56
Add: Depreciation and Amortization	129.69	330.84	433.53	698.31	719.13	724.24
Deduct: Capital Expenditure	(715.46)	(2,087.00)	(3,420.40)	(524.20)	(402.00)	(617.00)
Deduct: Change in Working Capital	(90.77)	(42.55)	(48.38)	(55.04)	(43.44)	(15.29)
Free Cash Flow to Firm	(490.77)	(1,425.96)	(2,622.17)	445.18	664.93	497.51
Year	0.26	1.26	2.26	3.26	4.26	5.26
WACC Discount	10.88%	10.88%	10.88%	10.88%	10.88%	10.88%
Discount Factor	0.974	0.878	0.792	0.714	0.644	0.581

Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews

Note 1/ Discount factor as of September 28th 2023

Summary of Base Case NEO-F Fair Value

The Independent Financial Advisor has assessed the reasonableness of the NEO-F's fair valuation by considering the cash flow discounted by the weighted average cost of capital (WACC) of the NEO-F which can be summarized as follows:

Summary of Fair Value from DCF Method	Value	Assumption
Present Value of Cash Flow	(2,771.45)	
Terminal Value	3,779.94	
Total Enterprise Value of NEO-F	1,008.49	Million Baht

Summary of Value NEO (SUM of Parts)

The Independent Financial Advisor has assessed the reasonableness of the Company's fair valuation by Sum-of-the-Parts) of NEO and its subsidiaries as follows:

Summary of Fair Value from DCF Method	Value	Assumption
Enterprise Value of NEO	11,019.36	
Enterprise Value of NEO-F	979.68	Investment portion 97.14%
Total Enterprise Value	11,999.04	Million Baht
Deduct: Interest bearing debt	(1,650.22)	As of June 30 th 2023
Add: Proceed from IPO	3,000.00	Actual proceed depend on final pricing of IPO
Equity Value of NEO	13,348.82	Million Baht

Expected total Shares NEO after IPO	300	Million Shares
Fair Value per share	44.50	Baht per Share
Marketability discount for IPO ^{1/}	20.00%	
Fair Value of NEO after discount	35.60	Baht per Share

Note 1/ IFA assumed marketability discount at 20.00% bae on 'Firm Value and Marketability Discounts (Bajaj, Denis, Ferris and Sarin (2001)).' However, NEO IPO discount can be subject to various factors such as market condition, reception of investors, management decision, and etc.

4) Sensitivity Analysis

The Independent Financial Advisor has conducted a sensitivity analysis of the evaluation of reasonableness of the NEO's fair value on the base case to cover all ranges of impacts that are expected to arise from changes in 2 factors, including:

- (1) Changes in revenue to calculate the fair values that cover fluctuations in revenues, the Independent Financial Advisor assumed the increase and decrease in revenue by 0.25 percent from the base case. Therefore, changes in revenue rate will be -0.50 percent to +0.50 percent. In order to get the NEO's fair value that reflects the possibilities in completely various cases.
- (2) The discount rate from financial costs by using the WACC in order to calculate the fair values of the NEO that reflect all possibilities in which the Independent Financial Advisor used WACC of the base case at 10.21 percent and assumed the increase and decrease range of 10.38 to 11.38 percent.

Sensitivity Analysis of NEO share price**Summary fair value of NEO**

Unit: Baht		Chage in Weighted Average Cost of Capital (WACC)				
Change in Revenue		10.38%	10.63%	10.88%	11.13%	11.38%
	-1.00%	47.50	45.53	43.69	41.97	40.36
	-0.50%	47.90	45.93	44.10	42.37	40.76
	0.00%	48.30	46.34	44.50	42.77	41.16
	0.50%	48.71	46.74	44.90	43.17	41.56
	1.00%	49.11	47.14	45.30	43.57	41.96

Summary fair value of NEO after IPO discount (20%)

Unit: Baht		Chage in Weighted Average Cost of Capital (WACC)				
Change in Revenue		10.38%	10.63%	10.88%	11.13%	11.38%
	-1.00%	38.00	36.43	34.96	33.58	32.29
	-0.50%	38.32	36.75	35.28	33.90	32.61
	0.00%	38.64	37.07	35.60	34.22	32.93
	0.50%	38.96	37.39	35.92	34.54	33.25
	1.00%	39.29	37.71	36.24	34.86	33.56

This is assessed using the discounted cashflow approach is a valuation approach. There are significant fluctuations due to changes in NEO's earnings and changes in the weighted average cost of capital discount (WACC) rate. That resulting to fair value of NEO in ranging from 40.36 - 70.51 baht per share. In the event of an IPO discount set at 20.00 percent, the fair value range adjusts to 32.29 - 56.41 baht per share.

The discounted cashflow approach is a valuation approach which brings into consideration, the future operating performance of NEO through expected free cash flow to firm (FCFF) by using assumptions based on given information and interviews with the management, discounted by Weighted Average Cost of Capital (WACC) of NEO to calculate the future net cash flow from a financial projection. IFA also perform sensitivity analysis of the evaluation of reasonableness of the NEO's fair value on the base case to cover all ranges of impacts that are expected to arise from changes in 2 factors: (1) change in revenue and (2) change in discount rate from financial costs by using the WACC to determine fair value of NEO. IFA concluded that this method is suitable in determining the fair value of NEO share price.

3.1.5 Market Value Approach

The valuation of shares using the market value approach relies on the prevailing market prices of ordinary shares traded on the Stock Exchange. This approach takes into consideration both the value and trading volume of ordinary shares on the Stock Exchange. However, given that NEO is currently in the process of filing for securities offering and listing on the Stock Exchange, there is no current market price available for NEO. As a result, the Independent Financial Advisor is unable to assess the share value using the Market Value Approach.

3.1.6 Summary of the valuation results of NEO's fair value range

The Summary of the valuation results of NEO's fair value range in order to show the range of fair value and clearly comparison for each approach as the following:

Valuation Approaches	Fair Value (THB / Share)	Fair Value of IPO discount of 20.00 percent ^{2/3/} (THB / Share)	Valuation results
1) Book Value Approach	8.60	6.88	Inappropriate

Valuation Approaches	Fair Value (THB / Share)	Fair Value of IPO discount of 20.00 percent ^{2/ 3/} (THB / Share)	Valuation results
2) Adjusted Book Value Approach	5.96	4.77	Inappropriate
3) Market Comparable Approach			
3.1) Price to book value ratio	62.74 - 70.51	50.19 - 56.41	Appropriate
3.2) Price to earnings ratio	11.43 - 11.97	9.14 - 9.58	Inappropriate
3.3) Enterprise Value to Earnings before interest, tax, and depreciation	51.70 - 55.87	41.36 - 44.70	Inappropriate
4) Discounted Cash Flow Approach	40.36 - 49.11	32.29 - 39.29	Appropriate

Source: Valuated by IFA

Remarks:

- 1/ The independent financial advisor cannot ensure that NEO's IPO share offering price will align precisely with the fair value presented in this independent financial advisor's report. The determination of NEO's IPO price necessitates further exploration of investor demand (Book Building) and other valuation methods. The offering price for NEO's newly issued ordinary shares, as presented by NEO, will mirror that of the original ordinary shares offered by the company.
- 2/ For contextual reference, the Independent Financial Advisor posits that the IPO share offering price carries a 20 percent discount. This is attributed to the characteristic nature of issuing newly issued ordinary shares to the general public for the first time (Initial Public Offering "IPO"), which entails a substantial issuance of shares in one go. These shares are then allocated to Cornerstone Investors, institutional investors, individuals with connections to or vested interests in NEO and/or NEO's subsidiaries, as well as investors in the form of individuals or other legal entities, along with any Over-Allotment Agents, subject to legal compliance and the discretion of the NEO Board of Directors or their designated representatives.
- 3/ The Independent Financial Advisor has determined the IPO discount rate for fundraising to be set at 20 percent. This assessment is grounded in the principles of Marketability Discounts, as delineated in the work of Bajaj, Denis, Ferris, and Sarin (2001) pertaining to "Firm Value and Marketability Discounts." There exist several additional factors influencing the discount applied to IPO share prices related to each individual business. These encompass prevailing market conditions during the IPO period, as well as the response of potential investors, among other pertinent considerations.

The summary table provides NEO's share valuation using various approaches. Each approach to share valuation comes with its own set of advantages and disadvantages, highlighting the importance of considering multiple approaches to determine a fair stock price as follows:

1) Book Value Approach

This approach primarily considers the current financial position and the recorded asset values, without factoring in future profitability, competitive strength, economic trends, or industry overviews. Consequently, the shareholder's advisor believes this approach is not appropriate for determining the fair price of ordinary shares or accurately reflecting the true value of the business.

2) Adjusted Book Value Approach

This approach provides a better reflection of the net asset value compared to the standard book value approach because it adjusts key items in the assessment mentioned in 1) and then divides it by the number of shares. Nevertheless, it still does not account for future business profitability and performance. Therefore, the shareholder's advisor is of the opinion that this valuation approach may not reflect the true price of the business's shareholders' equity.

3) Market Comparable Approach

3.1) Price to Earnings Ratio Approach: P/E Ratio

This approach factors in business profitability by comparing it to the average ratio of a reference group of companies. It is a commonly used valuation approach for businesses engaging in initial public offerings (IPO), as it reflects investor or shareholder expectations regarding business profitability. Therefore, the Independent Financial Advisor deems this approach appropriate for estimating the value of this transaction.

3.2) Price to Book Value Ratio Approach: P/BV Ratio

This approach assesses the current financial position by comparing it to the average ratio of a reference group of companies, allowing for a comparison of market prices. However, it only evaluates based on the book value of the business, neglecting considerations of future business operations. Consequently, the value obtained may not truly reflect the actual value of the business. Therefore, share valuation using this approach may not accurately reflect the fair value of the business.

3.3) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio

This evaluation approach reflects the ability to generate operational cash flow while accounting for differences in businesses' capital structures. Nevertheless, it relies on historical cash flows alone and does not account for future business profitability and performance. As such, share valuation using this approach may not represent the true value of the business appropriately.

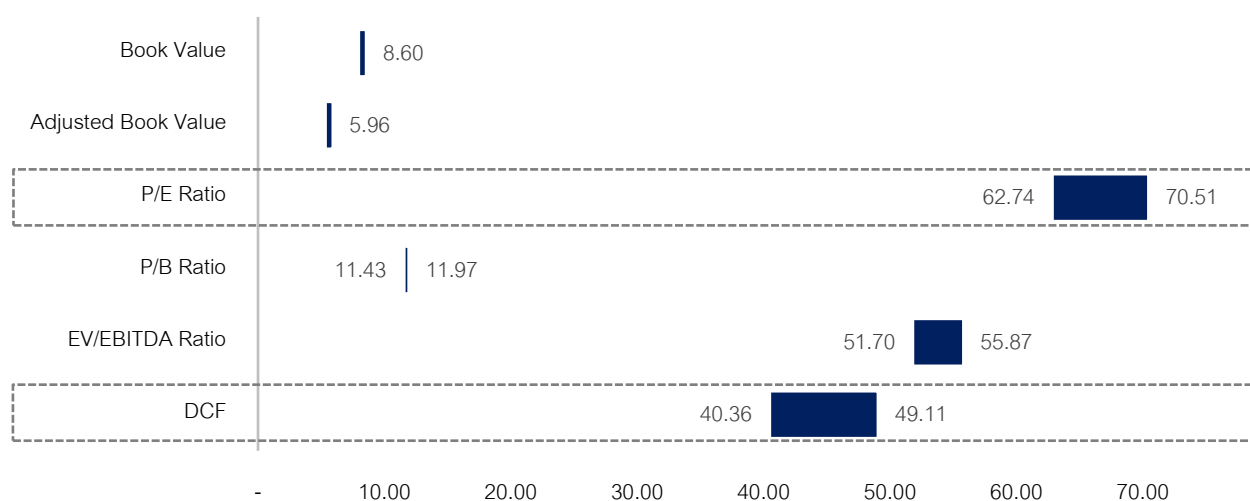
4) Discounted Cash Flow Approach

The discounted cash flow approach is an evaluative approach that utilizes past performance data to project the future capabilities and performance of the business. This is accomplished by formulating financial projections based on assumptions and information obtained from the business, taking into account current economic conditions. It is important to note that any future changes that significantly impact these assumptions may lead to deviations from anticipated business performance. Such alterations could also affect the various variables employed in the valuation process, consequently influencing the assessed value of ordinary shares under this approach. In light of this, the shareholder's advisor has

conducted a sensitivity analysis to evaluate the reasonableness of the fair business price based on the base case. This analysis encompasses a range of expected impacts resulting from alterations in two key factors: changes in income and the weighted average financial cost of the business (WACC). It aims to accurately reflect the fair value of the business. Ultimately, this approach provides insight into the business's capacity to generate profits and cash flows in the future, with the sensitivity analysis corroborating these findings. Therefore, this approach is the most appropriate for assessing the value of the business.

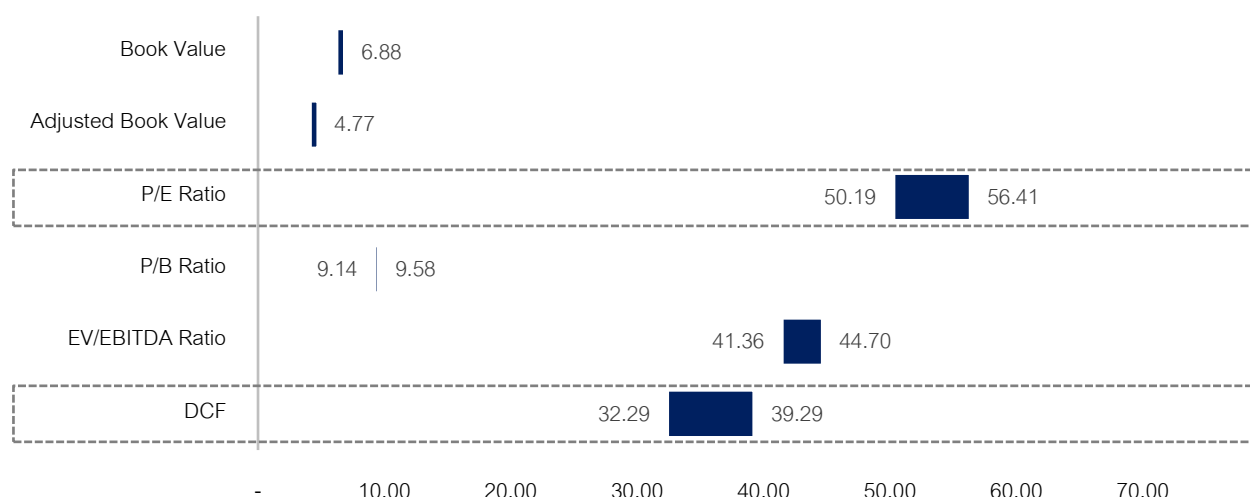
Summary of IFA's opinion about fair value of NEO

Unit: THB / Share



In the event of an IPO discount set at 20.00 percent

Unit: THB / Share



Upon examining the aforementioned analysis for determining NEO's fair value range, each valuation approach exhibits its respective strengths and weaknesses, as delineated earlier. In light of this, the shareholder's advisor holds the view that the most suitable approaches for valuing NEO's shares are the price-to-earnings ratio

approach (P/E Ratio) and the discounted cash flow approach. These approaches yield a fair value range for NEO, ranging from 40.36 to 70.51 baht per share. In the event of an IPO discount set at 20.00 percent, the fair value range adjusts to 32.29 to 56.41 baht per share.

The Independent Financial Advisor maintains that, in assessing the fair value of NEO's ordinary shares, which is presently engaged in its inaugural issuance of ordinary shares through an Initial Public Offering (IPO), the price to earnings ratio approach (P/E Ratio) stands as a pertinent criterion. This approach is widely acknowledged as a key investment evaluation method for IPO securities. The Independent Financial Advisor asserts that this method is appropriate for appraising the value of NEO's ordinary shares in the current context. Moreover, considering NEO's consistent cash flow performance and well-defined future business strategy, the Independent Financial Advisor is of the view that the discounted cash flow approach is also an appropriate approach for valuation at this juncture.

3.2 Summary of the Appropriateness for Engaging in the NEO Investment Disposal Transaction

This transaction encompasses the divestment of investments in NEO, coupled with the initial public offering (IPO) of NEO's newly issued ordinary shares to the general public at the same offering price. However, the IPO price will be determined subsequent to obtaining the requisite approvals from relevant authorities for NEO's initial public offering. This determination will also factor in the underwriting process to be undertaken in the future.

The Independent Financial Advisor holds the view that entering into this transaction by selling NEO's ordinary shares at the IPO price is appropriate. This is because it aligns with the offering price to the general public, which will undergo meticulous underwriting and public demand assessment (Book Building). Consequently, the transaction is being undertaken at an appropriate price point. Nevertheless, prudence dictates an evaluation of the transaction's terms and conditions, as outlined in section 3.2 of this report.

Furthermore, to provide shareholders with a comprehensive understanding of NEO and its present fair value, the Independent Financial Advisor has conducted a valuation, as detailed in section 3.1 above. The IPO price may deviate from the current fair value, as the current fair value is subject to periodic fluctuations. Nonetheless, the Independent Financial Advisor maintains the position that engaging in this transaction at this juncture represents a reasonable pricing strategy.

3.3 Appropriateness of Transaction Conditions:

This transaction, involving the divestment of investments in NEO, constitutes a Type 1 transaction, wherein the transaction size is equal to or exceeds 50 percent but falls short of 100 percent, as per the asset acquisition or disposal notification. Consequently, the Company is required to: engage an independent financial advisor, disclose details about the Company's transactions to the Stock Exchange of Thailand, and seek approval from a shareholder meeting with no less than three-fourths of the aggregate votes from attending shareholders entitled to vote. This

excludes shareholders with vested interests. The Company shall deliver a notice of the shareholder meeting, accompanied by the Independent Financial Advisor's opinions, a minimum of 14 days prior to the meeting date.

In light of these conditions, the initiation of this transaction is subject to certain prerequisites and significant conditions precedent as detailed below:

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
1. The Company's shareholder meeting resolved to approve the offering of existing ordinary shares held by the Company in Neo Corporate Public Company Limited ("NEO"), totaling no more than 9,500,000 shares, each with a par value of 1.00 baht per share. This also encompasses the issuance and offering of newly issued ordinary shares to the general public in the Initial Public Offering ("IPO") of NEO.	The magnitude of the investment disposal transaction in NEO is significant, falling within the classification of a Type 1 transaction for asset acquisition or disposition. With the transaction size ranging from 50 percent to just under 100 percent, specific protocols detailed in the notification concerning asset acquisition or disposal must be strictly followed by the Company.
2. The Board of Directors and the shareholder meeting of NEO have both resolved to approve the plan for listing on the Stock Exchange, along with other pertinent agenda items.	The stated procedure aligns with NEO's procedures for seeking listing on the Stock Exchange.
3. NEO has secured approval from the SEC for the Initial Public Offering (IPO), with the securities offering registration statement and draft prospectus now in effect.	As of the date of this Independent Financial Advisor's opinion report, NEO is in the process of submitting an application for an Initial Public Offering (IPO) of newly issued ordinary shares to the SEC Office. However, NEO's listing plan on the Stock Exchange is still subject to the results of the SEC Office's consideration.
4. The Stock Exchange has granted permission for NEO's ordinary shares to be accepted as listed securities on the Exchange, contingent upon complete distribution of shareholding among minor shareholders.	As of the date of this Independent Financial Advisor's opinion report, NEO is in the process of submitting an application for an Initial Public Offering (IPO) of newly issued ordinary shares to the Stock Exchange. However, NEO's listing plan on the Stock Exchange is still subject to the results of the Stock Exchange's consideration.
5. NEO has duly registered the alteration in paid-up registered capital, subsequent to the public offering of NEO shares to the general public.	Following the public offering of NEO's IPO shares, NEO will proceed accordingly.
6. Other pivotal factors, which may sway the decision to proceed with the transaction, including market conditions and the level of demand for investment in NEO's shares, shall be assessed and deemed appropriate by the NEO board of directors' meeting.	The success of NEO's listing plan on the Stock Exchange is subject to several critical factors, including approval from relevant regulatory bodies, NEO's future performance, and potential external influences.

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
	However, given that the Company has one director representing the Company and sitting in the board of NEO, the Company will be aware of any alterations or impacts on NEO's listing plan on the Stock Exchange and will be able to conduct risk assessments accordingly.

Upon careful examination of the Company's conditions precedent to entering into the transaction and the prerequisites for such a transaction, the Independent Financial Advisor deems them to be appropriate. They align with the stipulated criteria for asset acquisition or disposal notifications, with no conditions identified that would lead to any detriment to the Company or its shareholders.

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Part 4: Conclusion of Opinion of Independent Financial Advisor

The Board of Directors' meeting No. 8/2023 has resolved to dispose ordinary shares, held in Neo Corporate Public Company Limited ("NEO"), in the amount not exceeding 9,500,000 shares, with par value of 1.00 Baht per share, along with NEO's issuance and offering of newly issued ordinary shares (Initial Public Offering or "IPO"), at the IPO price since NEO's ordinary shares will be listed in the Stock Exchange of Thailand ("SET") (collectively, the "**Plan for Listing on the SET**"). The Company's shareholding percentage in NEO directly and indirectly will decrease from 12.78 percent of paid-up capital of NEO (before the IPO of NEO) to 6.29 percent of paid-up capital of NEO (after the IPO of NEO) (collectively called "Disposition of NEO Investment"). The Transaction is deemed as the disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended), 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 B.E. 2547, dated October 29, 2004 (as amended) (collectively, the "**Notifications on Acquisition or Disposition of Assets**").

The transaction size of disposition of investment in NEO Transaction is calculated based on the audited company's consolidated financial statements ending on June 30, 2023. The highest transaction size is 65.40 percent based on the net operating profits basis. the Company has not entered into any disposition of assets transactions in the previous 6-month period before the date of Board of Directors Meeting. Therefore, the transaction size is equal to or more than 50 percent but lower than 100 percent which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the Company's transaction information to the Stock Exchange of Thailand. The Company shall also conduct a shareholders' meeting to approve the transaction of disposal of assets, for which the Company shall appoint an independent financial advisor to give an opinion on such transaction to the Stock Exchange of Thailand. The shareholders' meeting must approve the transaction with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. and by not counting the vote of shareholders who have conflict of interest.

IFA's opinion on the Transaction can be summarized as follows:

Reasonableness of the transaction**Objectives and necessity of transaction**

Since 2016, the Company has invested in Neo Corporate Public Company Limited ("NEO"), or formerly known as Neo Corporate Company Limited, in the form of convertible bonds, with the objective of gaining return and profit from NEO's business operation. Currently, according to NEO's business plan, NEO is preparing to list the securities on the Stock Exchange of Thailand with the target of Initial Public Offering (IPO) within 2024. The Company, therefore, views that it is an appropriate time for the Company to reduce investment proportion by approximately 33.48% of total

investment in NEO, by disposing 9,500,000 NEO ordinary shares from a total of 28,371,600 shares along with NEO's issuance and offering of newly issued ordinary shares ("IPO"). As a result, the Company will realize profit from sale of investment, which will improve cashflow and financial liquidity.

Since the Company is not involved in NEO's business management, the sale of NEO investment along with NEO's issuance and offering of newly issued common shares ("IPO") is deemed appropriate. The investment disposition will enhance the Company's profit, working capital, and source of funds for future projects. However, for the remaining portion of NEO investment, representing 18,871,600 shares or approximately 6.29% of the registered capital after NEO's Initial Public Offering, the Company will continue to hold the remaining shares in NEO as there is still no plan to sell this portion. Regarding NEO's business nature and financial performance, NEO is a manufacturer and distributor of consumer products, for which the consumer demand is stable. Additionally, the business performance of NEO has grown continuously with stable dividend payment.

After divesting NEO shares along with NEO's issuance and offering of newly issued common shares ("IPO"), the proportion of shares, both direct and indirect holding, will reduce from 12.78% of NEO's paid-up and registered capital (before IPO) to 6.29% of NEO's paid-up and registered capital (after IPO), causing the diluted shareholding amount of 6.49% (Dilution Effect). In this regard, the company still holds remaining portion of investment, representing 18,871,600 shares or approximately 6.29% of the registered capital after NEO's IPO

Furthermore, Mr. Vorasit Pokachaiyapat has been appointed as one of the directors of NEO, representing the Company. This juncture presents an opportune moment even subsequent to the partial sale of NEO investments. Mr. Vorasit Pokachaiyapat, as the Company's representative director, will continue to hold voting rights in his capacity as a director of NEO.

Advantages and Disadvantages of entry into the transaction

Advantages of entry into the transaction

- Obtain a source of funds to expand the business and enhance liquidity.
- Strengthening the financial position and enhancing stability.
- The Company can sell ordinary shares in NEO in the required amount.
- Mitigate the risk of stock price fluctuations after NEO is listed on the Stock Exchange of Thailand.
- Mitigate risks associated with uncertain business ventures.
- The disposal of assets that do not constitute the Company's primary line of business.
- Enhance the Potential for Distributing Dividends to Shareholders.

Drawbacks of Pursuing the Transaction

- Loss of Profit-Sharing Opportunities in the Business of Producing and Distributing Consumer Products
- Loss of Opportunity to Benefit from a Strong and Growing Business
- Reduced Dividend Receipt from NEO Investments

- Selling these investments will hinder the Company's ability to diversify its business risks into the consumer products sector, a sector essential to customers in their daily lives.
- Potential Loss of Investment Value from Selling Investments at a Higher Price after NEO Lists on the Stock Exchange

Benefits and Drawbacks of Opting Out of the Transaction

Benefits of Opting Out of the Transaction

- The Company will maintain a stake in NEO, a business with significant growth potential, a robust financial position, and strong operating results. This presence contributes to the overall value creation of the group company.
- The Company has the Right to Receive Dividends from Being a Shareholder in NEO in the Same Proportion
- Risk Diversification into Complementary Businesses apart from the Main Business.

Drawbacks of Opting Out of the Transaction

- Risk of Uncertain of the Share Offering Price together with the Initial Public Offering (IPO Share Offering Price).

Risks Associated with the Transaction

- Risk of Uncertain of the Share Offering Price together with the Initial Public Offering (IPO Share Offering Price).
- Risk of NEO Extending the Listing Period on the Stock Exchange.
- Risk of Inability to Sell the Required Number of NEO Shares.

The Reasonableness of Fair Value of NEO

In evaluating the appropriateness of engaging in a transaction involving the disposal of investment in NEO Corporate Public Company Limited ("NEO"), in the amount of not exceeding 9,500,000 shares with a par value of 1.00 baht per share, along with the initial public offering ("IPO") by NEO at the price identical to the IPO offering price through NEO listing its ordinary shares on the Stock Exchange of Thailand (the "**Stock Exchange**"). This transaction encompasses the divestment of investments in NEO, coupled with the initial public offering (IPO) of NEO's newly issued ordinary shares to the general public at the same offering price. However, the IPO price will be determined subsequent to obtaining the requisite approvals from relevant authorities for NEO's initial public offering. This determination will also factor in the underwriting process to be undertaken in the future.

The independent financial advisor is of the opinion that the disposal of NEO's ordinary shares at the IPO price is an appropriate decision. This is due to the fact that it aligns with the offering price extended to the general public, a process which involves underwriting securities and assessing public demand through Book Building. Therefore,

engaging in this transaction at this price point is considered appropriate. However, when contemplating such a transaction, it is important to take into account the suitability of the transaction's conditions.

Furthermore, to facilitate shareholders' comprehensive understanding of NEO and its current fair value, the independent financial advisor is of the view that the fair value of NEO's ordinary shares can be summarized, as outlined below:

Valuation Approaches	Fair Value (THB / Share)	Fair Value of IPO discount of 20.00 percent ^{2/ 3/} (THB / Share)	Valuation results
1) Book Value Approach	8.60	6.88	Inappropriate
2) Adjusted Book Value Approach	5.96	4.77	Inappropriate
3) Market Comparable Approach			
3.1) Price to book value ratio	62.74 - 70.51	50.19 - 56.41	Appropriate
3.2) Price to earnings ratio	11.43 - 11.97	9.14 - 9.58	Inappropriate
3.3) Enterprise Value to Earnings before interest, tax, and depreciation	51.70 - 55.87	41.36 - 44.70	Inappropriate
4) Discounted Cash Flow Approach	40.36 - 49.11	32.29 - 39.29	Appropriate

Source: Valuated by IFA

Remarks:

- 1/ The independent financial advisor cannot ensure that NEO's IPO share offering price will align precisely with the fair value presented in this independent financial advisor's report. The determination of NEO's IPO price necessitates further exploration of investor demand (Book Building) and other valuation methods. The offering price for NEO's newly issued ordinary shares, as presented by NEO, will mirror that of the original ordinary shares offered by the company.
- 2/ For contextual reference, the Independent Financial Advisor posits that the IPO share offering price carries a 20 percent discount. This is attributed to the characteristic nature of issuing newly issued ordinary shares to the general public for the first time (Initial Public Offering "IPO"), which entails a substantial issuance of shares in one go. These shares are then allocated to Cornerstone Investors, institutional investors, individuals with connections to or vested interests in NEO and/or NEO's subsidiaries, as well as investors in the form of individuals or other legal entities, along with any Over-Allotment Agents, subject to legal compliance and the discretion of the NEO Board of Directors or their designated representatives.
- 3/ The Independent Financial Advisor has determined the IPO discount rate for fundraising to be set at 20 percent. This assessment is grounded in the principles of Marketability Discounts, as delineated in the work of Bajaj, Denis, Ferris, and Sarin (2001) pertaining to "Firm Value and Marketability Discounts." There exist several additional factors influencing the discount applied to IPO share prices related to each individual business. These encompass prevailing market conditions during the IPO period, as well as the response of potential investors, among other pertinent considerations.

The Independent Financial Advisor maintains that, in assessing the fair value of NEO's ordinary shares, which is presently engaged in its inaugural issuance of ordinary shares through an Initial Public Offering (IPO), the price to earnings ratio approach (P/E Ratio) stands as a pertinent criterion. This approach is widely acknowledged as a key investment evaluation method for IPO securities. The Independent Financial Advisor asserts that this method is

appropriate for appraising the value of NEO's ordinary shares in the current context. Moreover, considering NEO's consistent cash flow performance and well-defined future business strategy, the Independent Financial Advisor is of the view that the discounted cash flow approach is also an appropriate approach for valuation at this juncture.

Upon examining the aforementioned analysis for determining NEO's fair value range, each valuation approach exhibits its respective strengths and weaknesses, as delineated earlier. In light of this, the shareholder's advisor holds the view that the most suitable approaches for valuing NEO's shares are the price-to-earnings ratio approach (P/E Ratio) and the discounted cash flow approach. These approaches yield a fair value range for NEO, ranging from 40.36 to 70.51 baht per share. In the event of an IPO discount set at 20.00 percent, the fair value range adjusts to 32.29 to 56.41 baht per share.

The IPO price may deviate from the current fair value, as the current fair value is subject to periodic fluctuations. Nonetheless, the Independent Financial Advisor maintains the position that engaging in this transaction at this juncture represents **a reasonable pricing strategy**.

The Independent Financial Advisor holds the view that entering into this transaction by selling NEO's ordinary shares at the IPO price is appropriate. This is because it aligns with the offering price to the general public, which will undergo meticulous underwriting and public demand assessment (Book Building). Consequently, the transaction is being undertaken at an appropriate price point.

Appropriateness of Transaction Conditions

This transaction, involving the divestment of investments in NEO, constitutes a Type 1 transaction, wherein the transaction size is equal to or exceeds 50 percent but falls short of 100 percent, as per the asset acquisition or disposal notification. Consequently, the Company is required to: engage an independent financial advisor, disclose details about the Company's transactions to the Stock Exchange of Thailand, and seek approval from a shareholder meeting with no less than three-fourths of the aggregate votes from attending shareholders entitled to vote. This excludes shareholders with vested interests. The Company shall deliver a notice of the shareholder meeting, accompanied by the Independent Financial Advisor's opinions, a minimum of 14 days prior to the meeting date.

In light of these conditions, the initiation of this transaction is subject to certain prerequisites and significant conditions precedent as detailed below:

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
1. The Company's shareholder meeting resolved to approve the offering of existing ordinary shares held by the Company in Neo Corporate Public Company Limited ("NEO"), totaling no more than 9,500,000 shares, each with a par value of 1.00 baht per share. This also encompasses the issuance and offering of newly issued	The magnitude of the investment disposal transaction in NEO is significant, falling within the classification of a Type 1 transaction for asset acquisition or disposition. With the transaction size ranging from 50 percent to just under 100 percent, specific protocols detailed in the notification

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
ordinary shares to the general public in the Initial Public Offering ("IPO") of NEO.	concerning asset acquisition or disposal must be strictly followed by the Company.
2. The Board of Directors and the shareholder meeting of NEO have both resolved to approve the plan for listing on the Stock Exchange, along with other pertinent agenda items.	The stated procedure aligns with NEO's procedures for seeking listing on the Stock Exchange.
3. NEO has secured approval from the SEC for the Initial Public Offering (IPO), with the securities offering registration statement and draft prospectus now in effect.	As of the date of this Independent Financial Advisor's opinion report, NEO is in the process of submitting an application for an Initial Public Offering (IPO) of newly issued ordinary shares to the SEC Office. However, NEO's listing plan on the Stock Exchange is still subject to the results of the SEC Office's consideration.
4. The Stock Exchange has granted permission for NEO's ordinary shares to be accepted as listed securities on the Exchange, contingent upon complete distribution of shareholding among minor shareholders.	As of the date of this Independent Financial Advisor's opinion report, NEO is in the process of submitting an application for an Initial Public Offering (IPO) of newly issued ordinary shares to the Stock Exchange. However, NEO's listing plan on the Stock Exchange is still subject to the results of the Stock Exchange's consideration.
5. NEO has duly registered the alteration in paid-up registered capital, subsequent to the public offering of NEO shares to the general public.	Following the public offering of NEO's IPO shares, NEO will proceed accordingly.
6. Other pivotal factors, which may sway the decision to proceed with the transaction, including market conditions and the level of demand for investment in NEO's shares, shall be assessed and deemed appropriate by the NEO board of directors' meeting.	The success of NEO's listing plan on the Stock Exchange is subject to several critical factors, including approval from relevant regulatory bodies, NEO's future performance, and potential external influences. However, given that the Company has one director representing the Company and sitting in the board of NEO, the Company will be aware of any alterations or impacts on NEO's listing plan on the Stock Exchange and will be able to conduct risk assessments accordingly.

Upon careful examination of the Company's conditions precedent to entering into the transaction and the prerequisites for such a transaction, the Independent Financial Advisor deems them to be appropriate. They align with the stipulated criteria for asset acquisition or disposal notifications, with no conditions identified that would lead to any detriment to the Company or its shareholders.

After considering information and rationale of this report, IFA has opined that the shareholders should approve the disposition transaction.

For more information, please refer to IFA opinion summary in "Executive Summary" page 3 of this IFA report

Nonetheless, in deciding whether to approve or disapprove the said Transaction, the shareholders can make consideration thereon based on the above reasons and opinion rendered by the Independent Financial Advisor. The final decision depends on the shareholders' individual judgment.

I V Global Securities Public Company Limited as the Independent Financial Advisor hereby certifies that we have provided the opinion fairly using independent professional judgments, by placing the interest of the shareholders at the utmost importance.

The Independent Financial Advisor's opinion is based on the assumptions that all information in consideration was complete and accurate, and reflects the operating environment and most up-to-date information at the time of issuance of this report. Any changes in the information used to formulate an opinion could have a significant impact on the valuation, the Independent Financial Advisor's opinion and the decision of the shareholders. The purpose of this report is to provide a recommendation to shareholders of the Company and the opinion of the IFA should not be misconstrued as an endorsement to enter into the Transaction, or a guarantee of the outcome of the Transaction.

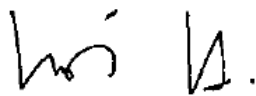
I V Global Securities Public Company Limited as the Independent Financial Advisor of the Company hereby certifies that we have study and analyze the data that provided by the professional standard and on the opinion fairly using independent professional judgments, by placing the interest of the shareholders at the utmost importance.

I V Global Securities Public Company Limited, as the Independent Financial Advisor, hereby certifies that we have provided the above opinion diligently in accordance with professional standards for the benefits of the shareholders.

Yours Faithfully,

Independent Financial Advisor

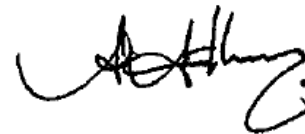
I V Global Securities Public Company Limited



(Miss Krisaporn Kunchan)

Vice President

Supervisor Financial Advisory



(Mrs. Sriporn Sudthipongse)

President and CEO

Attachment 1

Company Information and Operating Results of

of

FNS Holdings Public Company Limited

1. General Information

Company name	:	FNS Holdings Public Company Limited (the “Company” or “FNS”)
Type of business	:	The Company is an investment holding company with a portfolio of interests that can be categorized under three main headings : (1) Real Estate Development and Investment (2) Direct Investment (3) Financial Services
Registration Number	:	0107545000080
Website	:	www.fnsplc.com
Head Office Address	:	345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Telephone number	:	0-2697-3700
Fax	:	0-2697-3779
Register Capital	:	THB 3,458,554,400
(As of 27 July 2023)		Divided into 691,710,880 common shares with a par value of THB 5.00
Paid-up Capital	:	THB 2,503,255,325
(As of 27 July 2023)		Divided into 500,651,065 common shares with a par value of THB 5.00

2. Business Overview

2.1 Primary Business History and Development

FNS Holdings Public Company Limited (FNS), formerly Finansa Public Company Limited, was incorporated in 1989 under the name “Red Bluff Advisors Limited”. The Company’s name was changed to Finansa Thai Ltd. in 1991 and again to Finansa Ltd. in 1996. On 19 June 2002, the Company converted into a public limited company and increased its registered capital from Baht 320 million to Baht 500 million by issuing 36 million new ordinary shares with a par value of Baht 5 through an offer to the public. FNS was listed in the Stock Exchange of Thailand on 25 September 2002. In 2003 and 2004 FNS increased its registered capital to Baht 1,100 million and Baht 1,500 million respectively. In 2009 FNS decreased its registered capital to Baht 1,492.5 million by a write-off of treasury stock and in 2012 the registered capital was decreased to Baht 1,235.2 million by a write-off of unpaid- up share capital. Finally, in 2018 FNS increased its registered capital again to Baht 1,729.3 million. The fully paid-up capital was also increased to the same amount through an offering of additional ordinary shares to the existing shareholders. The name of the Company was changed to FNS Holdings Public Company Limited in May 2022.

With their backgrounds and experiences in fund management and investment banking, Mr. Eugene S. Davis and Mr. Vorasit Pokachaiyapat, the co-founders, together with a team of professional personnel established FNS’ reputation as a leading, independent Bangkok based merchant banking firm focusing primarily on corporate finance and fund management in Thailand and the Southeast Asia Region. The Company provided a full range of financial and investment advisory services including investment banking services, debt and equity fund raising, and securities brokerage services, as well as being active in Private Equity investment.

Since 2014, FNS has made significant investment in Real Estate Development and Private Equity, while gradually reducing its exposure to Financial Services. In May 2022, FNS disposed of its 100% owned subsidiary, Finansa Securities Limited, completing the group’s exit from financial services.

FNS is currently positioned as an investment holding company operating its businesses through subsidiary and associated companies. The Company’s major businesses today are Direct Investment, primarily Private Equity and Real Estate Development and Investment.

Principal changes and developments in the previous 3 years

Year	Event
2020	1. 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) 2. In August, FNS invested Baht 563.2 million in PROSPECT REIT equivalent to a shareholding of 22.99% in PROSPECT REIT.

Year	Event
	<p>3. 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.</p> <p>4. In December, FNS disposed of investment in a subsidiary company, Finansa Capital Ltd., which had not been in operation for a period of time.</p>
2564	<p>1. In May, FNS invested Bt. 2.5 million in BFTZ Wangnoi Co.,Ltd. which is a 50:50 joint venture company with Prospect.</p> <p>2. 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> <p>3. In December 2021, FNS sold its 29.29% stake in Finansia Syrus Securities Plc.</p>
2565	<p>1. In May, FNS completed the sale of its 100% stake in Finansia Securities Limited.</p> <p>2. In May, the company's name was changed from Finansia Plc. to FNS Holdings Plc.</p>
2566	<p>1. On 25 April 2023, during the Annual General Meeting of Shareholders, a resolution was passed to authorize the payment of dividends, sourced from the operating results of 2022, at a rate of 0.20 baht per share. This totals 69.2 million baht, and these dividends were disbursed to shareholders on 24 May 2023.</p> <p>2. On 25 April 2023, during a Board of Directors' meeting, approval was granted for the Company to secure a loan of 500 million baht from an unrelated business entity. This funding is designated as a capital investment source, and as collateral, the Company pledged 288.8 million shares of an affiliated company.</p> <p>3. From 14 July 2023 to 20 July 2023, the Company received reservations for and paid full payments for 154.8 million ordinary shares, valued at 5 baht per share, amounting to 774.0 million baht in total. The Company received full share payment on 20 July 2023.</p> <p>4. On 9 August 2023, the Company executed a purchase of its own ordinary shares from M.K. Real Estate Development Public Company Limited ("MK"). This acquisition involved 196,311,160 ordinary shares, valued at 883.4 million baht. Consequently, the Company's stake in MK increased from 31.5 percent to 49.5 percent of MK's issued and paid-up capital. The management has determined that the Group exercises control over MK due to the substantial voting power held by other shareholders. This is further supported by the fact that the remaining voting rights are distributed among numerous small shareholders, with no indication that any individual shareholder will consolidate voting rights. Therefore, following this acquisition, the Group transitioned from an affiliate to a subsidiary of MK, effective from the date of acquisition.</p>

2.2 Nature of Business

2.2.1 Revenue structure

Revenue structures classified by business group during 3 years and for 6 months period ended of 30 June 2023 are details as follow:

Revenue (Unit: Thousand Baht)	2020	2021	2022	Q2-2022	Q2-2023
Revenue from investment, advisory and management business	78,009	43,271	82,646	55,441	100,179
Net gain on investments measured at fair value through profit or loss	-	445	5,917	7,715	-
Revenues from securities business	349,417	-	-	-	-
Revenues from warehouse and factory leasing business	124,624	-	-	-	-
Gain on disposal of investment in a subsidiary	3,181	-	-	-	-
Compensation fee from termination of sublease agreement	198,136	-	-	-	-
Other income	10,267	8,388	1,205	1,169	859
Total income	763,634	52,104	89,768	64,325	101,038

Source : The Company's financial Statement

2.2.2 Nature of business and operations

FNS is currently positioned as holding company an investment holding company with a portfolio of interests that can be categorized under two main headings:

- (1) Real Estate Development and Investment
- (2) Direct Investment

In addition to being an investor, FNS provides support to its affiliates and subsidiaries in areas such as strategic planning and organizational administration (including Human Resources, IT support and Accounting).

Business Overview

(1) Real Estate Development and Investment

M.K. Real Estate Development Plc. (MK), is a associate company. The company is listed on the Stock Exchange of Thailand. In recent years, and under FNS guidance, MK has expanded into building a portfolio of income producing real estate assets with a view to improving the quality and predictability of MK's earnings.

In mid-2021, FNS established a 50:50 joint venture with Prospect Development Co., Ltd.,(Prospect) called BFTZ Wangnoi Co.,Ltd. (BFTZ WN). BFTZ WN, which subsequently signed a MOU with Siam Makro Plc. to lease land and a new 88,000 sqm distribution centre located on Km67 of Phaholyothin Road. Prospect is a wholly owned subsidiary of MK. The site will also provide 20,994 sq.m of ready built warehousing. Siam Makro Plc. will sign a 28 year lease. Construction is underway and the handover will be in three phases between Q2 2023 and Q2 2024.

(2) Direct Investment

FNS started making Private Equity investments in Thailand on its own balance sheet from 2016. The first significant investment was a minority stake in NEO Corporation Co., Ltd.(NEO), a leading Thai household and personal care products company with well-known brands which include Fineline and D'nee. FNS has since taken a minority stake in Kanom Café Co., Ltd.(Kanom), the operator of the Bangkok chain of Kanom cafes and restaurants. FNS is also the single largest investor in the SET-listed Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (PROSPECT REIT). The REIT is managed by Prospect REIT Management Co., Ltd, a wholly owned subsidiary of MK. Private Equity investments are made on a three to five years' investment horizon.

Business Strategy

As indicated in the above, FNS is currently positioning itself as an investment holding company with strategic investments in (i) Real Estate Development and Investment and (ii) Direct Investment.

Strategic objectives over the next three years can be summarized as follows:

- 1) Support the management of each of FNS's strategic holdings in planning and meeting their respective strategic goals. To this end we would highlight:
 - M.K.Real Estate Development Plc. MK has made significant progress over the past five years in building a portfolio of income producing real estate assets, to both supplement its real estate development activities and improve its overall quality of earnings. MK has had particular success with its wholly owned subsidiary, Prospect, a developer of industrial estate projects which include the 1,000 rais Bangkok Free Trade Zone (BFTZ) on Bangna Trad. A recent major initiative is the development and launch of the RAKxa Health and Wellness Retreat on Chao Phraya River. While 2021 and 2022 proved exceptionally challenging for this project, given the impact of Covid on international tourist arrivals, management remains very confident in the underlying potential of the health and wellness business in Thailand and sees this business becoming a significant growth driver on a three year view.

- 2) Monetizing the Private Equity investments by steering them towards a liquidity event, such as 19 56-1 One Report / ANNUAL REPORT 2022 as a listing on the Stock Exchange of Thailand. This will enable FNS to realise capital gains and pursue further investment opportunities
- 3) Identify additional Private Equity / Direct Investment opportunities. To this end, the FNS's Direct Investment team has been exploring opportunities to invest in businesses and assets that can be developed to provide sustainable flows of income. This focus reflects FNS's success in building a portfolio of leasehold warehousing that was sold in 2020 into the PROSPECT REIT and FNS becoming the largest single investor in the REIT.

Business Characteristics

Most of the investments held by FNS are minority stakes. In the cases of the key, strategic investments that are categorized as Associated Companies, MK and the PROSPECT REIT are significant minority stakes and FNS is the largest single investor. The exceptions, in relation to ownership, are Finansa Fund Management Ltd. (FFM), the offshore investment holding vehicle, which is a wholly owned subsidiary, and BFTZ WN which is a 50:50 Joint Venture.

In terms of management of the subsidiary company, FFM is a holding vehicle under the responsibility of its Board of Directors appointed by FNS.

In the cases of the key Associated Companies, MK and PROSPECT REIT, these are both independent businesses. FNS provides strategic input and support to MK and is represented on its Board of Directors. In the case of MK, Mr. Vorasit Pokachaiyapat, the Managing Director of FNS, is also the Managing Director of MK. In the case of PROSPECT REIT, the REIT manager is a wholly owned subsidiary of MK. In the case of BFTZ WN, day to day management is with Prospect, while FNS has two representatives on the Board of Directors.

In terms of "Business Characteristics", each of the investments under the FNS umbrella has a distinct profile, market position and strategy and is at a varying stage of development. The following is a summary of the business characteristics of each of the principal holdings within FNS, categorized by their principal activity

Real Estate Development and Investment

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

MK is a leading property development and construction company. The original focus of the business was the development 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 88,401sqm 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 c.82,600 sqm of warehousing and c.51,700 sqm of factory space within BFTZ. The REIT's assets have been valued at c.THb 3,500 million (on acquisition date). FNS invested THB 563 million in PROSPECT REIT, representing a 22.99% shareholding. For further information, go to <https://www.prospectreit.com/th/home>

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 Top 3 in their respective segments, include Fineline, 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 2024.

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)

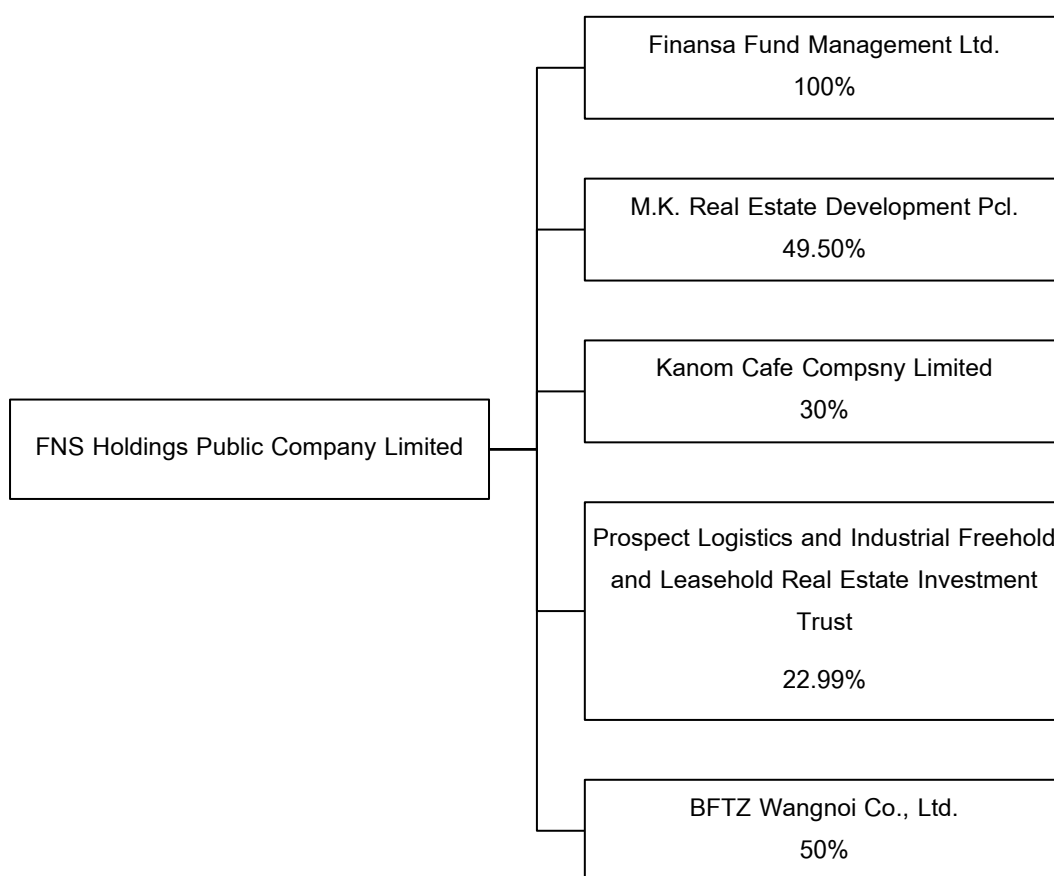
In 2018, FNS committed to investing THB120 million in Kanom, the operator of the Kanom café, bakery and restaurant chain. This investment was initially in the form of a Convertible Loan, however is now in the form of equity and straight debt. The investment from FNS has been used to expand the number 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 25 56-1 One Report / ANNUAL REPORT 2022 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.

3. Shareholding structure

FNS's Shareholding structure as of 10 August 2023 are as follow



4. Board of directors

The board of directors of the Company consists of 7 persons, including:

No,	Name	Position
1	Mr. AKARAT NA RANONG	CHAIRMAN, INDEPENDENT DIRECTOR, AUDIT COMMITTEE
2	Mr. VORASIT POKACHAIYAPAT	MANAGING DIRECTOR, DIRECTOR
3	Mr. JAMES MARSHALL	DIRECTOR
4	Mr. CHANMANU SUMAWONG	INDEPENDENT DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE
5	Mr. NUTTAWUT PHOWBOROM	INDEPENDENT DIRECTOR, AUDIT COMMITTEE

Source: SET

5. Shareholder

List of shareholders as of October 16, 2023 which is the latest record date are as follows:

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
1	Mr. VORASIT POKACHAIYAPAT	247,587,922	49.45
2	M.L. SUDDHIMAN POKACHAIYAPAT	42,000,000	8.39
3	MR. WATSHIRA TAYANARAPORN	16,000,000	3.20
4	MR. VICHAIN SRIMUNINNIMIT	13,558,300	2.71
5	The Viriyah Insurance Public Company limited	10,000,000	2.00
6	MISS YASINEE APITANOTAI	8,527,200	1.70
7	MR. WUTTHAKARN JIRA-ALONGKORN	6,505,700	1.32
8	MRS. PRAKAIKAM BAIKAEW	6,302,000	1.26
9	MR. RATIAN SRIMONGKOL	3,500,000	0.70
10	MR. KIET SRICHOMKWAN	3,410,000	0.68
	Total top 10 shareholders	357,491,122	71.41
	Other shareholders	143,159,943	28.59
	Total	500,651,065	100.00

Source: SET and list of shareholder of FNS

6. Dividend policy

Policy of the Company

FNS has a policy to pay dividends of 30% of the net profit after taxes, or as it may deem appropriate, except in cases where there are other necessities and such payments would significantly affect the normal operations of the Company.

Policy of the subsidiaries company

The subsidiaries of FNS have a policy to pay dividends of 30% of the net profit after taxes, or as it may deem appropriate, except in cases where there are other necessities and such payments would significantly affect the normal operations of the company

7. Financial Positions and Operating Performance

7.1 Statement of Financial Position

Statement of Financial Position for the year ended 31 December 2020, 2021, 2022 and as of 30 June 2023, as follows.

Statement of financial position (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Assets				
Current assets				
Cash and cash equivalents	72,635	197,259	13,072	24,040
Service income receivables				
Related parties	7,535	1,503	220	365
Other parties	40,016	6,515	-	-
Total service income receivables	47,551	8,018	220	365
Other receivables	37,500	32,184	28,261	36,623
Short-term loans and advance to related parties	-	395,028	467,485	972,095
Loans to others	199,054	100,000	73,800	94,000
Other current financial assets	647,732	363,226	361,006	36,896
Digital tokens	-	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 assets	286,061	316,328	373,167	373,469
Investment in subsidiaries	-	-	-	-
Investment in associates and joint venture	2,478,859	1,943,642	1,896,250	2,095,159
Building and equipment	87,502	86,715	9,200	8,249
Right-of-use assets	4,388	8,804	5,658	8,316
Goodwill	156,920	156,920	45,356	45,356
Other intangible assets other than goodwill	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				
Current portion of short-term loan form financial institution	-	-	-	34,666
Short-term debentures	-	300,000	-	-
Current portion of long-term debentures	400,000	340,000	300,000	-
Current portion of lease liabilities	1,557	4,310	2,941	3,009
Short-term loans and advance from related parties	-	-	-	-
Short-term loans from related parties	-	-	-	405,000
Income tax payable	-	7	-	-
Other current liabilities	153,887	126,580	21,607	15,443
Total current liabilities	555,444	770,897	324,548	458,118

Statement of financial position (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Non-current liabilities				
Long-term loan from financial institution	-	-	-	292,002
Long-term debentures	640,000	666,800	366,800	366,800
Lease liabilities	2,985	4,759	2,872	5,350
Non-current provisions for employee 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				
Share capital				
Authorised share capital				
(691,710,880 ordinary shares, par value at Baht 5 per share)	-	-	-	3,458,554
(345,855,440 ordinary shares, par value at Baht 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 Baht 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

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

7.2 Statement of comprehensive income

For the year ended 31 December 2020, 2021, 2022 and as of 30 June 2023, the consolidated Statement of comprehensive income of the Company and its subsidiaries as follows.

(Unit: THB million)

Statement of comprehensive income (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Income				
Revenue 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	-	-	-
Revenues from warehouse and factory leasing business	124,624	-	-	-

Statement of comprehensive income (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Gain on disposal of investment in a subsidiary	3,181	-	-	-
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	859
Total income	763,634	52,104	89,768	101,038
Expenses				
Investment, advisory and management business expenses	72,829	63,454	73,859	30,427
Investment, advisory and management business cost and expenses	211,237	-	-	-
Warehouse and factory leasing business costs and expenses	69,684	-	-	-
Servicing and administrative expenses	59,857	43,653	30,692	13,352
Loss on disposal of investment in an associate	-	56,056	-	-
Net loss 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
(Loss) profit from operating activities	350,027	(125,491)	(25,545)	47,834
Finance costs	(72,732)	(58,535)	(48,991)	(26,851)
Reversal of impairment of investment	-	-	-	-
Reversal of expected credit loss	(61,755)	32,896	-	-
Share of profit (loss) of associates and joint venture	30,780	50,864	6,237	16,861
Gain on disposal of building and equipment	-	11	298,806	-
Profit (loss) before income tax expense	246,320	(100,255)	230,507	37,844
Income tax expense	(23,057)	-	-	-
Profit (loss) for the year from continuing operations	223,263	(100,255)	230,507	37,844
(Loss) profit for the year from discontinued operation, net of tax	-	58,066	(125,590)	-
Profit (loss) for the year	223,263	(42,189)	104,917	37,844

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

7.3 Operating Performance and Financial Position Analysis

Operating Performance

For the year ended December 31, 2022, the consolidated financial results of the Company and its subsidiaries showed a net profit of THB 104.92 million or a net profit of THB 0.30 per share, representing an increase in its financial performance of THB 147.11 million compared with a net loss of THB 42.19 million or THB 0.12 per share recorded in 2021.

The Company and its subsidiaries had an operating revenue of THB 89.77 million compared to THB 52.10 million in 2021, representing an increase in revenue of THB 37.67 million or an increase of 72.3%. The revenue came from Investment, Advisory and Management business of THB 88.57 million, an increase of THB 44.85 million or 102.6% from an increase in interest income. In addition, the Company also realized a gain on disposal of building and equipment totaled THB 298.81 million.

Total costs and expenses were THB 164.30 million, a decrease of THB 38.93 million or 19.2 % compared to THB 203.23 million in 2021. The major changes in costs and expenses were as follow;

1. Finance costs of THB 48.99 million, a decrease of THB 9.50 million or 16.3% from the outstanding balance of long-term debentures that gradually matured.
2. Service and administrative expenses amounted to THB 30.69 million, a decrease of THB 12.96 million or 29.7% from fewer transactions compared to last year.
3. In 2021, there was a loss on sale of investment in an associate of THB 56.06 million and,
4. In 2021, there was a reversal of the expected credit loss of THB 32.90 million because the debtor has made repayment according to the agreement.

The Company and its subsidiaries also recognized a share of profit of associates and joint venture accounted for using equity method of THB 6.24 million, a decreased of THB 44.62 million or 87.7 % compared to THB 50.86 million in 2021 following the performance of associates and joint venture.

For the six-month period ended 30 June 2023, the consolidated statement 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 from H1 2022.

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: 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 sold of investment in foreign equity securities and the servicing and administrative expense were THB 13.35 million, a decrease if THB 3.76 million, as in the previous period there were was the property tax from the sale of building and loss on 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 of subsidiary.

In addition, the Company and its subsidiaries also recognized a share of gain from investment 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.

Profitability Ratios

In 2022, FNS recorded a net profit of THB 104.92 million or a basic profit per share of THB 0.30, compared with a net loss of THB 42.19 million or a basic loss per share of THB 0.12 in 2021. Net profit to total income of the group was 116.88%, compared to (15.86%) in 2021. The return on average assets was 2.83% and return on average equity was 4.04% compared to those of 2021 which were (1.03%) and (1.56%), respectively.

In the periods of 6 months ended 30 June 2023, the Company and its subsidiaries have net profit of THB 37.84 million or a basic loss per share of THB 0.11, compared with a net profit of THB 69.83 million or a basic loss per share of THB 0.21 in H1 2022.

Financial Position

As of 31 December 2022, the Company and its subsidiaries had total assets of THB 3,291.41 million, a decrease of THB 837.07 million or 20.3% from year-end 2021. The main components of these assets were THB 959.87 million of current assets and THB 2,331.54 million of non-current assets representing 29.2% and 70.8% of total assets, respectively. The main items and/or items showing significant changes from those of year-end 2021 were as follows.

- Cash and cash equivalents stood at THB 13.07 million (0.4% of total assets), a decrease of THB 184.18 million or 93.4% from 2021.
- Other financial assets; other current financial assets totaled THB 361 million or 11% of total assets, which were investments in domestic money market fund with high liquidity and low investment risk, a decrease of THB 2.22 million or 0.6% from 2021. Other non-current financial assets, consisting of investments in debt instrument, investments in government bonds and investments in equity were THB 373.17million or 11.3% of total assets, an increase of THB 56.85 million or 18%.
- Loans to others stood at THB 73.80 million or 2.2% of total assets, a decrease of THB 26.20 million or 26.2% from loan repayment.
- Short-term loans and advance to related parties amounted to THB 467.49 million or 14.2% of total assets. The total amount increased THB 72.46 million or 18.3% from the end of 2021 following loans to associates and joint venture.
- Total investment in Digital tokens in amount of 475 million baht were sold to other investor.

- Investments in associates stood at THB 1,896.25 million or 57.6% of total assets, a decrease of THB 47.39 million or 2.4%. The change came from recorded a share of profit/loss and received dividends from associates and a joint venture.

As of 30 June 2023, the Company and its subsidiaries had total assets of THB 3,713.39 million, an increase of THB 421.99 million or 12.82% from year-end 2022. The main components of these assets were increased from investment in associates and joint-venture, short-term loans and advances from related parties.

Liquidity

Cash and cash equivalents of the Company and its subsidiaries as at year-end 2022 totaled THB 13.07 million, a decrease of THB 184.19 million or 93.4% from year-end 2021 with the following movements.

- Net cash used in operating activities totaled THB 287.54 million, reflecting a loss from operating activities after adjustments of THB 62.90 million and changes in key operating assets and liabilities, i.e. financial assets (+THB 106.28 million), short-term loans and advances to related parties (+THB 72.46 million), other current liabilities (-THB 77.05 million), interest received (+THB 16.66 million) and interest paid (-THB 54.77 million).
- Net cash provided by investing activities totaled THB 904.37 million, comprising mainly cash received and paid from proceeds from disposal of discontinued operation (+THB 455.27 million), cash paid for investment in other non-current financial assets (-THB 107.87 million), proceeds from disposal of Digital Tokens (+THB 482.32 million) and cash received for dividends (+THB 73.84 million).
- Net cash used in financing activities totaled THB 814.94 million, resulting from cash paid for short-term and long-term debentures (-THB 640 million) and cash paid for dividends (-THB 172.93 million).

In 1H 2023, Cash and cash equivalents of the Company and its subsidiaries was THB 24.04 million increasing from 13.07 at the year-end 2022 (by 83.90%). This came from the following activities i.e. Net cash used in operating activities totaled THB 176.52 million, Net cash provided by investing activities totaled THB 182.09 million and Net cash used in financing activities totaled in THB 360.83 million.

The Group has applied a collective liquidity management policy with regard to intercompany loans and borrowings. Under the management of the Group Risk Management Committee, the liquidity gap is calculated to assess its capital and liquidity adequacy. The Board of Directors assigned the Managing Director to set an internal policy to control debt securities issuance and to report the issued amount and outstanding amount to the Board of Directors in the quarterly meeting.

Liabilities

As of 31 December 2022, the total liabilities of the Group were THB 721.06 million, a decrease of THB 790.16 million or 52.3% from the year-end 2021, of which 45% were current liabilities. Significant liabilities and/or significant changes from the end of 2021 were as follows:

- Short-term debentures amounted to THB 300 million at the beginning of the year was paid in full.
- Long-term debentures totaled THB 666.80 million or 92.5% of total liabilities. The current portion of long-term debentures was THB 300 million, a decrease of THB 40 million from year-end 2021. The current portion debentures were due at the beginning of 2023 and FNS repaid in full.

Other current liabilities totaled THB 21.61 million or 3% of total liabilities, fell by THB 104.91 million or 82.9%. Mainly due to a drop in accrued bonus and deposit received.

Long-term debentures pay interest on a quarterly basis. The Company always complies with the terms and conditions of these debentures.

As of 30 June 2023, the total liabilities of the Group were THB 1,150.06 million, an increase of THB 429.00 million or 59.50% from the year-end 2022, of which 39.83% were current liabilities and 60.17% were non-current liabilities.

Shareholders' Equity

As of 31 December 2022, the Company's equity in the consolidated financial statements was THB 2,570.33 million, a decrease of THB 46.92 million or 1.8% from 2021. Changes in equity came from the net profit operating result of the year of THB 104.92 million and dividend payment totaling THB 172.93 million. Other components of shareholders' equity increased by THB 33.61 million. The book value was THB 7.43 per share, compared to THB 7.57 per share at the year-end 2021.

Registered capital and paid-up capital of the Company as of 31 December 2022 stood at THB 1,729.28 million while legal reserve was THB 82 million or 4.7% of its registered capital.

As of 30 June 2022, the Company's equity in the consolidated financial statements was THB 2,563.33 million, a decrease of THB 7.02 million or 0.27%. Changes in equity came from a decrease in retain earnings due to dividend payments.

Commitments and contingent liabilities

From the financial statements of the Company and its subsidiaries, there were no commitments or contingent liabilities as at December 31, 2022 and June 30, 2023.

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Attachment 2

Company Information and Operating Results of

of

Neo Corporate Public Company Limited

The following definitions shall apply only in this Attachment 2 of this Independent Financial Advisor (IFA) report:

'Company' means Neo Corporate Public Company Limited or NEO.

'Subsidiary' means Neo Factory Company Limited or NEO-F.

1. Basic Information

Name of the Company	: Neo Corporate Public Company Limited ("NEO")
Nature of Business	: Production, marketing, and distribution of consumer products standing as one of the leading companies in Thailand. Its product offerings span three groups: (1) household products (2) personal care products (3) baby and kids products, of which product brands include Fineline, Benice, D-Nee, and others.
Company's Registration No.	: 0107566000496
Website	: www.neo-corporate.com/
Address of Head Office	: No. 888, Sukhumvit 54, South Phra Khanong Sub-district, Phra Khanong District, Bangkok
Branch No. 1	: No. 168/1, Moo 5, Bueng Kho Hai Sub-district, Lam Luk Ka District, Pathumtani Province
Branch No. 2	: No. 115, Rom Klao Road, Saen Saep Sub-district, Min Buri District, Bangkok
Branch No. 3	: No. 168/3 Moo 5, Bueng Kho Hai Sub-district, Lam Luk Ka District, Pathumtani Province
Head Office's Telephon Number	: 0-2017-8900
Fascimile	: 0-2017-8902
Registered Capital	: 300,000,000 baht
(As of 29 September 2023)	Divided into 300,000,000 ordinary shares, with a par value of 1.00 baht per share
Paid-up capital	: 222,000,000 baht
(As of 29 September 2023)	Divided into 222,000,000 ordinary shares, with a par value of 1.00 baht per share

2. Overview of Business Operations

Neo Corporate Public Company Limited (the “Company” or “NEO”) is one of the country’s leading manufacturers, marketers, and distributors of consumer products. Its primary product groups encompass household products, personal care products, and baby and kids products. The Company boasts several successful product brands, including Fineline, D-nee, BeNice, Eversense, TROS, Vivite, Smart, and Tomi.

2.1 Historical Background and Key Developments

November	1989	:	The Company and its subsidiaries were registered on 7 November 2532, with a registered capital of 1.00 million baht each. The Company commenced its operations by initially distributing personal consumer products under the “ Eversense ” brand.
November	1990	:	The Company has initiated the sale of personal care products under the “ TROS ” brand.
September	1991	:	The Company has commenced the sale of household products under the “ Fineline ” brand.
June	1992	:	The registered capital and paid-up capital of the Company were increased from 1.00 million baht to 10.00 million baht.
December	1992	:	The registered capital and paid-up capital of the subsidiary company were increased from 1.00 million Baht to 10.00 million baht.
August	1995	:	The registered capital and paid-up capital of the Company were increased from 10.00 million baht to 22.00 million baht.
May	1997	:	The Company has commenced selling household products for baby and kids under the “ D-nee ” brand.
January	1999	:	The Company has commenced the sale of personal consumer products under the “ Vivite ” brand.
February	2002	:	The Company has commenced marketing personal consumer products under the “ BeNice ” brand.
January	2003	:	The Company has initiated the use of the SAP Enterprise Resource Planning (ERP) system to manage its operations, in order to accommodate the increased operational activities and sales volume.
January	2005	:	The Company has commenced selling household products under the “ Smart ” brand.
September	2008	:	The Company expanded its operations into the export market to meet the growing demand for consumer products in the CLMV countries.
June	2008	:	The Company commenced the sale of personal consumer products for baby and kids under the “ D-nee ” brand.
February	2010	:	The Company commenced marketing household products under the “ Tomi ” brand.
April	2016	:	The Company implemented the cutting-edge SAP HANA system, the most contemporary ERP system at the time, known for its swift data processing capabilities. This adoption has significantly enhanced data management efficiency.
October	2016	:	The Company has commenced the construction of a new production facility and warehouse in the Khlong 13 area of Lam Luk Ka district, Pathum Thani province. This expansion is aimed at increasing production capacity to support the growth in sales volume. Additionally, investments are being made in an Automated Storage and Retrieval System (ASRS) to expand storage capabilities and enhance inventory management efficiency for the Company.
December	2016	:	▪ New Chic, as the majority shareholder of the Company with a 100.00 percent ownership held by Mr. Suthidej Thakolsri, has entered into a loan agreement with FFM. The primary objective of this agreement is to increase the capital of the Company. Pursuant to the terms of this agreement, FFM

is entitled to repayment of the loan in cash or in shares of the Company, held by New Chic, in proportions agreed upon as per the loan agreement.

- Mr. Suthidet Thakolsri, in collaboration with his family and New Chic, restructured their group company. They contributed an additional capital of 200.00 million baht into the Company. This capital was further allocated to its subsidiaries, primarily for constructing a new production factory. As a result, the registered capital for both the Company and its subsidiaries increased to 222.00 million baht and 210.00 million baht, respectively.

September	2018	:	The new production factory and warehouse located in Khlong 13, Lam Luk Ka District, Pathum Thani Province commenced its business operations.
May	2019	:	The Company's production factory has been certified with Good Manufacturing Practices (GMP) standards by the Food and Drug Administration (FDA).
August	2019	:	The Company was honored with the 'Thailand's Best Companies to Work for in Asia 2019' award by HR Asia magazine, recognizing it as one of the top organizations to work for in Thailand.
July	2020	:	FFM executed its right to receive repayment of its loan from New Chic by obtaining 283,716 shares of the Company with a par value of 100.00 baht, amounting to 12.78 percent of the total issued and fully paid-up capital of the Company.
September	2020	:	The Company was honored with the 'Thailand Trust Mark Award 2020', under the supervision of the Department of International Trade Promotion, Ministry of Commerce
October	2020	:	The Company was awarded the 'Green Office Standard 2020' (Green Office) at the 'Excellent Level (G Gold)' by the Thai Environment Institute.
September	2021	:	<ul style="list-style-type: none"> ▪ The Company was honored with the '2021 FDA Quality Award' in the category of general cosmetic establishments, presented by the Food and Drug Administration, Ministry of Public Health. ▪ The Company received the 'Thailand Labor Management Excellence Award 2021' or the 'Thai Labor Standards Award TLS 8001-2020', awarded by the Department of Labor Protection and Welfare, Ministry of Labor.
November	2021	:	The Company was honored with the 'Thailand's Best Companies to Work for in Asia 2021' award by HR Asia magazine, marking its second recognition as one of the top organizations to work for in Thailand.
December	2021	:	The Company was recognized with the 'MEA ENERGY Award 2021' as a model establishment for its commitment to promoting enhanced energy efficiency in buildings.
June	2022	:	The Company was honored with the 'MEA ENERGY Award 2022' as a benchmark building for its efforts in advancing energy efficiency improvements in structures.
September	2022	:	The Company was once again honored with the 'Thailand's Best Companies to Work for in Asia 2022' award by HR Asia magazine, marking its third recognition as one of the premier organizations to work for in Thailand.
June	2023	:	The Company was awarded the 'Eco Factory Standard Certificate 2023' by the Federation of Thai Industries.
August	2023	:	<ul style="list-style-type: none"> ▪ On 25 August 2023, during the Company's Extraordinary General Meeting of Shareholders No. 2/2023, a resolution was passed to convert to a public limited company and change the Company's name to Neo Corporate Public Company Limited. This conversion from a limited company to a public limited company was officially registered on 29 August 2023.

- Additionally, during the same Extraordinary General Meeting, shareholders approved an increase in the registered capital from 222.00 million baht to 300.00 million baht. This involved altering the par value of the shares from the original 100.00 baht per share to 1.00 baht per share. Consequently, 78.00 million additional ordinary shares, with a par value of 1.00 baht, will be issued and offered for the initial public offering. Furthermore, the Company's ordinary shares will be listed on the Stock Exchange of Thailand.

September 2023 : The Company was distinguished with the 'Thailand's Best Companies to Work for in Asia 2023' award by HR Asia magazine, marking its fourth consecutive recognition as one of the foremost organizations to work for in Thailand.

2.2 Nature of Business Operations

2.2.1 Revenue Structure

The revenue structure of the Company, segmented by product group for the years 2020, 2021, and 2022, as well as for the 6-month periods ending on 30 June 2022 and 2023, can be summarized as follows:

Lists	For the fiscal year ending 31 December						For the 6-month period ending 30 June			
	2020		2021		2022		2022		2023	
	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)
Revenue from the sale of households products										
Fabric care products	2,488.69	36.77	2,751.92	36.96	3,292.51	39.66	1,497.80	38.61	1,925.76	42.12
Cleaning products	163.26	2.41	189.85	2.55	205.54	2.48	94.12	2.42	103.00	2.25
Total revenue from sales of household products	2,651.95	39.18	2,941.77	39.51	3,498.05	42.14	1,591.92	41.03	2,028.76	44.37
Revenue from the sale of personal care products										
Skin cleansing and nourishing products	1,016.29	15.02	1,198.31	16.10	1,321.97	15.93	659.11	16.99	664.08	14.53
Fragrance and deodorant products	638.23	9.43	639.79	8.59	709.29	8.54	325.44	8.39	433.57	9.48
Hair styling products	43.84	0.65	36.62	0.49	39.89	0.48	19.24	0.49	20.68	0.45
Total revenue from sales of personal care products	1,698.36	25.10	1,874.72	25.18	2,071.15	24.95	1,003.79	25.87	1,118.33	24.46
Revenue from the sale of baby and kids products										
Baby and kids' fabric care products	1,438.10	21.25	1,498.37	20.13	1,548.01	18.65	723.77	18.66	795.56	17.40
Skin care and cleaning products for baby and kids	209.81	3.10	247.10	3.32	246.81	2.97	118.64	3.06	131.28	2.87

Baby and kids' utensil cleaning products	763.49	11.28	881.82	11.84	936.24	11.28	441.19	11.37	498.73	10.90
Other baby and kids' products	5.83	0.09	1.45	0.02	0.43	0.01	0.25	0.01	0.04	0.00
Total revenue from sales of baby and kids products	2,417.23	35.72	2,628.74	35.31	2,731.49	32.91	1,283.85	33.10	1,425.61	31.17
Total sales revenue	6,767.54	100.00	7,445.23	100.00	8,300.69	100.00	3,879.56	100.00	4,572.70	100.00

2.2.2 Product and Service Characteristics





The Company specializes in the production, marketing, and distribution of consumer products. These are categorized into three main product groups: (1) household products (2) personal care products and (3) baby and kids products. Currently, the Company markets and distributes its products under a total of eight distinct brands, categorized according to product groups as follows:

- (1) **Household Products**, consisting of two product categories: fabric care products under the brands “Fineline” and “Smart”, and cleaning products under the brand “Tomi”.


Brand	Overview
Fineline 	A fabric care brand that covers every stage of fabric care, including washing, softening, ironing, and pressing. It excels in eliminating root causes of musty odors and offers a distinctive fragrance that distinguishes it from competitors.
Smart 	A fabric care brand that emphasizes antibacterial properties, comprising both laundry and fabric softener products.
Tomi 	The brand specializes in home surface cleaning products that not only offer exceptional cleaning performance, saving energy and time, but also prioritize user safety. It features a distinct fragrance and includes products for floor cleaning, bathroom cleaning, and cleaning sprays.

- (2) **Personal Care Products** encompass three product categories: skin care and cleansing products, fragrance and deodorant products, and hair styling products. These products are marketed under the BeNice, TROS, Eversense, and Vivite brands.

Brand	Overview
BeNice	A brand dedicated to skin cleansing, distinguished by its ingredients that are rich in concentrated fruit extracts. It excels in

	skin nourishment and boasts a distinct fruit aroma. A particular emphasis is given to natural extract ingredients.
TROS 	A premier brand offering a comprehensive range of men's personal care items, including colognes, roll-ons, cooling powders, perfumes, and hair gels. These products are specifically formulated considering the climate and the skin needs of Thai men.
Eversense 	A fragrance and deodorant brand crafted for women, exuding a distinctive scent that aims to bolster the confidence of young women transitioning into early professional life.
Vivite 	A fragrance and deodorant brand for women that prioritizes the utilization of natural extracts. The brand accentuates its efficacy in enhancing skin whiteness and radiance, complemented by the scents derived from natural essential flower oils.

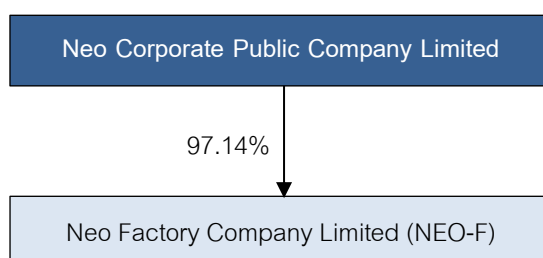
- (3) **Baby and Kids Products** comprises 4 distinct product categories: baby and kids' fabric care products, baby and kids' skin care and cleansing products, baby and kids' utensil cleaning products, and other baby and kids' products. All of these are marketed under the D-nee brand.

Brand	Overview
D-nee 	Products under this brand are suitable for baby and kids of all ages and uphold international standards of quality. They undergo testing to ensure they do not cause allergic reactions or irritation. A hallmark of these products is their gentleness on the delicate skin of babies and kids, complemented by a diverse range of pleasant fragrances.

3. Shareholding Structure of the Group Company

Currently, the Company has only one subsidiary, namely, Neo Factory Company Limited.

Current shareholding structure of the company group (as of 30 September 2023)



Details of Subsidiary

Name of the Subsidiary	Neo Factory Company Limited (NEO-F)
Nature of the Business	Engaging in producing consumer products in household products, personal care products, and baby and kids' products. These are developed under its own brand and then sold to the Company for marketing and distribution.
Address of Head Office	No. 168, Moo 5, Bueng Kho Hai Sub-district, Lam Luk Ka District, Pathumtani
Telephone Number	02 014 9999
Paid-Up Capital	210.00 million baht
Total Number and Issued Share Types	2,100,000 ordinary shares, with a par value of 100.00 baht per share
Shareholding Proportion and Voting Rights of the Company	97.14 percentage ¹

Remark: ¹ The remaining percentage of NEO-F shares is held by Miss Nitchamon Thakolsri and Miss Nisara Thakolsri, both members of the Mr. Suthidej family. Each holds 1.43 percent of NEO-F's total issued and paid-up shares. Additionally, both of them own 30.00 percent of the Company's total issued and paid-up shares.

4. Board of Directors

As of 30 September 2023, the Board of Directors comprises 9 directors as follows:

No.	Name of Directors	Position
1	Mr. Virapan Pulges	Chairman of the Board of Directors / Independent Director / Chairman of Nomination and Remuneration Committee
2	Mr. Wutthichai Tankuranand	Independent Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee
3	Mr. Amornsak Pimarnthip	Independent Director / Member of Audit Committee
4	Mr. Udomdej Phiromsawat	Independent Director / Member of Audit Committee
5	Mr. Vorasit Pokachaiyapat	Director
6	Mr. Suthidej Thakolsri	Director / Chairman of the Executive Committee
7	Mrs. Patama Thakolsri	Director / Vice Chairman of the Executive Committee / Member of Nomination and Remuneration Committee
8	Miss Nitchamon Thakolsri	Director / Member of Executive Committee
9	Miss Nissara Thkolsri	Director / Member of Executive Committee

The directors authorized to sign and bind the Company are vested in the following directors (1) Mr. Suthidej Thakolsri (2) Mrs. Patama Thakolsri (3) Miss Nitchamon Thakolsri (4) Miss Nissara Thkolsri, two of these four directors sign jointly and affix the company seal.

5. Shareholders

The Company's shareholder structure as of 30 September 2023, and following the offering of additional ordinary shares, is outlined as follows:

Shareholders	Before the offering of the additional ordinary shares		After the offering of the additional ordinary shares	
	Number of Share (share)	Percentage (%)	Number of Share (share)	Percentage (%)
1. Family group of Mr. Suthidej¹				
1.1 Miss Nitchamon Thakolsri	66,600,000	30.00	66,600,000	22.20
1.2 Miss Nissara Thkolsri	66,600,000	30.00	66,600,000	22.20
1.3 Mr. Suthidej Thakolsri	49,328,400	22.22	49,328,400	16.44
1.4 Mrs. Patama Thakolsri	11,100,000	5.00	11,100,000	3.70
Total for the family group of Mr. Suthidej	193,628,400	87.22	193,628,400	64.54
2. Group of FNS Holdings Public Company Limited				
2.1 Finansa Fund Management Limited ("FFM") ²	18,871,600	8.50	18,871,600	6.29
2.2 FNS Holdings Public Company Limited ("FNS") ³	9,500,000	4.28	-	-
Total for FNS Group	28,371,600	12.78	28,371,600	6.29
3. General Public	-	-	87,000,000	29.17
Total	222,000,000	100.00	300,000,000	100.00

Remark: ¹ Family group of Mr. Suthidej Thakolsri comprises four members : (1) Mr. Suthidej Thakolsri and (2) Mrs. Patama Thakolsri, who are the parents of (3) Miss Nitchamon Thakolsri and (4) Miss Nissara Thkolsri For clarity, it should be noted that Miss Nitchamon Thakolsri and Miss Nisara Thakolsri are included based on blood relation. This categorization is purely for informational purposes and should not be interpreted as a designation regarding the nature of their relationships or behaviors, as described in 'Acting in Concert' per Section 2 of the Capital Market Supervisory Board Announcement No. Tor.Jor. 7/2009 Re: Acting in concert as a result of the nature of a relationship or behaviour and requirements under sections 246 and 247.

² Shareholders of FFM as of 30 September 2023

Shareholders	Number of Shares	Percentage (%)
1. FNS	128,368.66	100.00
Total	128,368.66	100.00

³ FNS is a company listed on the Stock Exchange of Thailand. For a detailed shareholder structure and additional information about FNS, please refer to www.set.or.th.

The top 10 shareholders of FNS, based on the shareholder list as of 16 October 2023, are as follows:

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
1	Mr. VORASIT POKACHAIYAPAT	247,587,922	49.45
2	M.L. SUDDHIMAN POKACHAIYAPAT	42,000,000	8.39

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
3	MR. WATSHIRA TAYANARAPORN	16,000,000	3.20
4	MR. VICHAIN SRIMUNINNIMIT	13,558,300	2.71
5	The Viriyah Insurance Public Company limited	10,000,000	2.00
6	MISS YASINEE APITANOTAI	8,527,200	1.70
7	MR. WUTTHAKARN JIRA-ALONGKORN	6,505,700	1.32
8	MRS. PRAKAIKAM BAIKAEW	6,302,000	1.26
9	MR. RATIAN SRIMONGKOL	3,500,000	0.70
10	MR. KIET SRICHOMKWAN	3,410,000	0.68
	Total top 10 shareholders	357,491,122	71.41
	Other shareholders	143,159,943	28.59
	Total	500,651,065	100.00

6. Dividend Policy

Dividend Policy of NEO

The Company adheres to a dividend policy aimed at distributing a minimum of 40 percent of the net profits from its separate financial statements to shareholders. This distribution is made after accounting for corporate income tax, allocations to various reserve funds as stipulated by relevant laws and articles of association, and any obligations as per the terms of financial contracts (if applicable). The dividend payment will not exceed the retained earnings as reported in the company's separate financial statements. In cases where the company requires funds for investment or working capital in a given year, the Board of Directors may propose alternative methods of dividend payment to the shareholders' meeting. However, such dividend payment may be subject to change based on factors including operating results, cash flow, financial liquidity, financial status, investment plans, and reserves allocated for loan repayments. Additionally, it may depend on the necessity of utilizing working capital for business management and expansion, taking into consideration economic conditions and other relevant factors as deemed appropriate by the Board of Directors.

The annual dividend payment requires approval by the shareholder meeting, except in the case of interim dividend payments. The Board of Directors has the authority to approve interim dividend payments as and when they believe that the Company has accumulated sufficient profits to do so. These interim dividend payments will be reported to the subsequent shareholder meeting for transparency and record-keeping.

Dividend Payment Policy of Subsidiary NEO-F

The Company maintains a rigorous approach to overseeing its subsidiaries' dividend payment procedures, which are contingent on net profits as per the respective separate financial statements. Following the deduction of corporate income tax, allocations to various reserve funds, as mandated by the subsidiary's relevant legal

framework and regulations, and any obligations specified within financial contracts (if applicable), the dividend payment rate will be determined based on a comprehensive assessment. This evaluation takes into account various factors, including operating results, cash flow, financial liquidity, financial position, investment plans, reserves allocated for loan repayments, and the imperative need for utilizing working capital in the context of subsidiary business management and expansion. Moreover, economic conditions and other pertinent factors are considered, as deemed fit by the board meeting and/or shareholder meeting of the subsidiary.

The Approval of annual dividends necessitates the endorsement of the subsidiary's shareholder meeting, except in cases of interim dividend payments. The subsidiary's board of directors retains the authority to authorize interim dividend payments when the subsidiary has generated sufficient profits for such disbursements. Any interim dividend payments will be duly reported to the subsidiary's shareholder meeting at the next available opportunity.

7. Financial Position and Operating Results

7.1 Statement of Financial Position

The statement of financial position provides a snapshot of the Company's financial health at various key points in time. The following summarizes the statement of financial position for the years ending 31 December 2020 to 2022 and for the 6-month period ending on 30 June 2023:

Statement of Financial Position	As at 31 December						As at 30 June	
	2020		2021		2022		2023	
Unit	Million baht	Percentage (%)	Million baht	Percentage (%)	Million baht	Percentage (%)	Million baht	Percentage (%)
Cash and cash equivalents	534.77	9.57	478.53	8.11	223.64	3.53	286.65	4.31
Trade and other receivables	1,375.67	24.62	1,740.12	29.51	1,928.77	30.44	1,746.77	26.25
Inventories	574.33	10.28	714.29	12.11	863.89	13.64	845.00	12.70
Prepaid expenses	23.38	0.42	10.61	0.18	12.52	0.20	34.89	0.53
Other current assets	19.34	0.35	17.40	0.30	32.50	0.51	44.62	0.67
Total current assets	2,527.49	45.24	2,960.95	50.21	3,061.32	48.32	2,957.93	44.46
Prepaid construction costs	3.76	0.07	3.76	0.06	3.76	0.06	3.76	0.06
Investment properties	8.01	0.14	7.87	0.13	7.73	0.12	5.64	0.08
Land, buildings, and equipment	2,809.91	50.29	2,732.11	46.32	3,085.41	48.70	3,503.77	52.66
Intangible assets	58.63	1.05	46.97	0.80	33.33	0.53	26.89	0.40
Computer software	52.06	0.93	48.34	0.82	35.29	0.56	37.70	0.57
Deferred income tax assets	97.87	1.75	97.58	1.66	108.09	1.71	117.73	1.77
Income tax receivables	29.34	0.53	-	-	-	-	-	-
Other non-current assets	0.03	0.00	0.13	0.00	0.13	0.00	0.16	0.00
Total non-current assets	3,059.61	54.76	2,936.76	49.79	3,273.74	51.68	3,695.65	55.54
Total assets	5,587.10	100.00	5,897.71	100.00	6,335.06	100.00	6,653.58	100.00
Short-term loans from banks	413.60	7.40	70.00	1.19	141.59	2.24	425.00	6.39

Statement of Financial Position	As at 31 December						As at 30 June	
	2020		2021		2022		2023	
Unit	Million baht	Percentage (%)	Million baht	Percentage (%)	Million baht	Percentage (%)	Million baht	Percentage (%)
Trade payables and other payables	1,686.10	30.18	2,088.13	35.40	2,333.52	36.83	2,279.79	34.26
Long-term loans due within one year	250.38	4.48	203.40	3.45	203.40	3.21	203.20	3.05
Lease liabilities due within one year	21.24	0.38	17.28	0.29	18.63	0.29	15.38	0.23
Deferred income tax liabilities	101.49	1.82	92.35	1.57	73.30	1.16	79.41	1.19
Income tax payables	26.32	0.47	29.21	0.49	31.37	0.50	17.69	0.27
Other current financial liabilities	11.12	0.20	4.68	0.08	0.17	0.00	-	-
Other non-current liabilities	13.20	0.23	34.21	0.58	13.77	0.22	20.00	0.30
Total non-current liabilities	2,523.46	45.16	2,539.26	43.05	2,815.75	44.45	3,040.47	45.69
Long-term loans	1,098.18	19.66	873.25	14.81	709.15	11.19	1,022.02	15.36
Lease liabilities	34.26	0.61	31.33	0.53	16.48	0.26	13.02	0.20
Long-term employee benefit obligations	297.22	5.32	304.20	5.16	382.76	6.04	396.59	5.96
Total non-current liabilities	1,429.66	25.59	1,208.78	20.50	1,108.39	17.49	1,431.63	21.52
Total liabilities	3,953.12	70.75	3,748.04	63.55	3,924.14	61.94	4,472.10	67.21
Registered Capital 2,220,000 ordinary shares Par value per share: 100 baht ^{1/}	222.00	3.98	222.00	3.76	222.00	3.50	222.00	3.34
Fully issued and paid-up capital 2,220,000 ordinary shares Par value per share: 100 baht ^{1/}	222.00	3.98	222.00	3.76	222.00	3.50	222.00	3.34
Excess of capital from payment using shares as criteria	26.93	0.48	26.93	0.46	26.93	0.43	26.93	0.40
Excess of capital from business combination under common control	159.42	2.85	159.42	2.70	159.42	2.52	159.42	2.40
Retained earnings allocated - Statutory reserved	22.20	0.40	22.20	0.38	22.20	0.35	22.20	0.33
Unallocated retained earnings	945.45	16.92	1,456.03	24.69	1,713.24	27.04	1,479.73	22.24
Equity holders of the Company	1,376.00	24.63	1,886.58	31.99	2,143.79	33.84	1,910.28	28.71
Non-controlling interests of the subsidiaries	257.98	4.62	263.09	4.46	267.13	4.22	271.20	4.08
Total equity	1,633.98	29.25	2,149.67	36.45	2,410.92	38.06	2,181.48	32.79
Total liabilities and equity	5,587.10	100.00	5,897.71	100.00	6,335.06	100.00	6,653.58	100.00

Remark: ^{1/} At the Annual General Meeting of Shareholders No. 1/2566, held on 25 August 2023, a resolution was passed to approve the change in the par value of ordinary shares of the Company. The previous par value per share was 100.00 Baht, and it has been changed to a par value of 1.00 Baht per share. Following the change in the par value (before the increase in registered capital), the number of new ordinary shares has increased from the original 2.22 million shares to 222.00 million shares.

7.2 Summary of Profit and Loss Statements

The profit and loss statements for the year ending 31 December 2020 to 2022, and for the 6-month period ending on 30 June 2023, can be summarized as follows:

	For the fiscal year ending 31 December						For the 6-month period ending 30 June			
	2020		2021		2022		2022		2023	
Unit	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)
Sales income	6,767.54	99.77	7,445.23	99.70	8,300.69	99.73	3,879.56	99.62	4,572.70	99.70
Other income	15.74	0.23	22.45	0.30	22.10	0.27	14.99	0.38	13.57	0.30
Total income	6,783.28	100.00	7,467.68	100.00	8,322.79	100.00	3,894.55	100.00	4,586.27	100.00
Cost of goods sold	(3,815.02)	(56.24)	(4,309.78)	(57.71)	(5,180.88)	(62.25)	(2,444.58)	(62.77)	(2,713.72)	(59.17)
Selling and distribution expenses	(1,321.70)	(19.49)	(1,467.24)	(19.65)	(1,545.98)	(18.57)	(801.55)	(20.58)	(931.77)	(20.32)
Administrative expenses	(825.02)	(12.16)	(744.42)	(9.97)	(849.51)	(10.21)	(424.29)	(10.89)	(491.33)	(10.71)
Other losses	(15.14)	(0.22)	-	-	-	-	-	-	(2.36)	(0.05)
Total expenses	(5,976.88)	(88.11)	(6,521.44)	(87.33)	(7,576.37)	(91.03)	(3,670.42)	(94.24)	(4,139.18)	(90.25)
Operating profit	806.40	11.89	946.24	12.67	746.42	8.97	224.13	5.76	447.09	9.75
Financial costs	(54.30)	(0.80)	(37.34)	(0.50)	(36.16)	(0.44)	(16.45)	(0.42)	(19.21)	(0.42)
Profit before income tax	752.10	11.09	908.90	12.17	710.26	8.53	207.68	5.34	427.88	9.33
Income tax expenses	(149.62)	(2.21)	(179.87)	(2.41)	(141.58)	(1.70)	(40.73)	(1.05)	(88.78)	(1.94)
Profit for the period	602.47	8.88	729.03	9.76	568.68	6.83	166.95	4.29	339.10	7.39
Profit distribution										
Equity holders of the Company	595.56	8.78	719.50	9.63	564.55	6.78	164.60	4.23	335.03	7.30
Non-controlling interests of the subsidiaries	6.91	0.10	9.53	0.13	4.13	0.05	2.35	0.06	4.07	0.09
	602.47	8.88	729.03	9.76	568.68	6.83	166.95	4.29	339.10	7.39

Source: financial statements have been audited or examined by authorized accountants.

7.3 Analysis of Financial Position and Operating Results.

7.3.1 Analysis for the year ending 31 December 2022

7.3.1.1 Operating Results

In the year 2022, the Company had total sales revenue of 8,300.69 million baht, an increase of 855.46 million baht compared to 7,445.23 million baht in 2021, representing an increase of 11.49 percent. This increase in sales revenue came from all product groups, especially household products. However, the Company's operating profit was 746.42 million baht, a decrease of 199.82 million baht from 946.24 million baht in 2021, representing a decrease of 21.12 percent. This was due to higher average unit selling costs and increased selling and distribution

expenses. As a result, the Company's net profit for 2022 was 568.68 million baht, a decrease of 160.35 million baht from 729.03 million baht in 2021, representing an increase of 22.00 percent.

(1) Sales Income

Sales income from products in the year 2020 to 2022 can be analyzed by product type as shown in the table below:

Lists	For the fiscal year ending 31 December					
	2020		2021		2022	
	Million Baht	Percentage (%)	Million Baht	Percentage (%)	Million Baht	Percentage (%)
<u>Income from the sale of household products</u>						
Domestic	2,092.82	30.92	2,532.88	34.02	2,999.23	36.13
International	559.13	8.26	408.89	5.49	498.82	6.01
Total income from the sale of household products	2,651.95	39.18	2,941.77	39.51	3,498.05	42.14
<u>Income from the sale of personal care products</u>						
Domestic	1,647.06	24.34	1,825.15	24.51	2,036.20	24.53
International	51.30	0.76	49.57	0.67	34.95	0.42
Total income from the sale of personal care products	1,698.36	25.10	1,874.72	25.18	2,071.15	24.95
<u>Income from the sale of products for baby and kids</u>						
Domestic	1,752.83	25.90	1,981.19	26.61	2,108.98	25.41
International	664.40	9.82	647.55	8.70	622.51	7.50
Total income from the sale of products for baby and kids	2,417.23	35.72	2,628.74	35.31	2,731.49	32.91
<u>Income from the sales of other products</u>						
Domestic	5,492.71	81.16	6,339.22	85.14	7,144.41	86.07
International	1,274.83	18.84	1,106.01	14.86	1,156.28	13.93
Total sales income	6,767.54	100.00	7,445.23	100.00	8,300.69	100.00

In 2022, the Company's domestic product sales income amounted to 7,144.41 million baht, representing an increase of 805.19 million baht from the 6,339.22 million baht recorded in 2021. This rise in income was driven by higher sales volumes and increased selling prices, particularly in the household product group, which includes items like liquid laundry detergent. The Company's overall product sales volume showed continuous growth compared to the previous year. This growth encompassed both the Company's existing products and the introduction of new products designed to meet evolving market needs and changing consumer behavior, which has placed greater emphasis on hygiene since the onset of the COVID-19 pandemic. Consequently, cleaning product categories continued to expand, particularly in the liquid laundry and shower cream segments. Concurrently, economic activities within the country commenced recovery and returned to a state of normalcy,

leading to increased purchasing power among consumers. To address rising production costs, the Company initiated a gradual increase in selling prices across all product categories and sales channels starting from early 2022, reflecting the ongoing impact of the COVID-19 outbreak situation.

Regarding income from the sale of products abroad in 2022, the Company achieved 1,156.28 million baht, marking an increase of 50.27 million baht from the 1,106.01 million baht recorded in 2021. This increase can primarily be attributed to the relaxation of lockdown measures in destination countries, resulting from the easing of the COVID-19 pandemic situation. This, in turn, facilitated the return of economic activities to a state of normalcy. The Company adjusted its marketing and promotional plans, particularly with overseas distributors, organizing more collaborative activities to stimulate sales which yielded favorable feedback.

(2) Cost of Sales and Operating Expenses

Cost of Sales

In 2022, the Company's cost of goods sold amounted to 5,180.88 million baht, marking an increase of 871.10 million baht compared to 4,309.78 million baht in 2021. This increase represents a growth of 20.21 percent, which is a greater proportional increase compared to the rise in sales income. The primary reason for this lies in the continued rise in the average cost of sales per unit since the previous year. This increase is primarily attributed to higher costs of raw materials and packaging. Specifically, the increased cost of surfactants can be traced back to a decrease in the supply of palm oil, a crucial raw material for surfactant production. This reduction in supply is due to changes in the country's climate, restrictions on palm oil exports by the world's largest palm oil producer, and labor shortages in palm oil harvesting, all of which are extensions of the ongoing COVID-19 outbreak situation. Additionally, increasing freight rates due to the Russia-Ukraine conflict have contributed to the rising costs. Furthermore, the cost of perfume, another essential raw material, has also increased. Despite the increase in sales income, the average cost of sales per unit experienced a greater proportional rise than the increase in the selling price per unit of the product. Consequently, in 2022, the Company reported a gross profit of 3,119.81 million baht, a decrease of 15.64 million baht from the 3,135.45 million baht in 2021, marking a decrease of 0.50 percent. As a result, the Company's gross profit margin in 2022 stood at 37.58 percent, down from 42.11 percent in 2021.

Selling and Distribution Expenses

In 2022, the Company's sales and distribution expenses amounted to 1,545.98 million baht. This marked an increase of 78.74 million baht compared to the 1,467.24 million baht reported in 2021, reflecting a growth rate of 5.37 percent, which aligns with the increase in income. The proportion of sales and distribution expenses to total sales revenue in 2022 was 18.62 percent, slightly down from 19.71 percent in the previous year. The increase in sales and distribution expenses in 2022 was primarily attributed to higher spending on advertising and promotional activities. This was a result of the revival of marketing efforts that had slowed down in the previous year. The Company intensified its product promotion through various modern retail channels, in sync with the growth in income from sales through these channels, and increased advertising through online media, aligning with today's

consumer trends. Additionally, expenses related to the transportation of goods rose as products were distributed from distribution centers to various branches, in tandem with increased sales through modern retail channels.

Administrative Expenses

The Company's administrative expenses in 2022 totaled 849.51 million baht, marking a 105.09 million baht increase from 744.42 million baht in 2021. This represents a growth rate of 14.12 percent and was primarily due to increased compensation and benefits for employees. This increase was driven by annual salary increments, adjustments to employee positions, and the expansion of the workforce to support business growth.

(3) Operating Profit and Net Profit

In 2022, the Company reported an operating profit of 746.42 million baht, marking a decrease of 199.82 million baht compared to 946.24 million baht in 2021, which represents a decline of 21.12 percent. This decline occurred despite an increase in income from the Company's product sales. The primary reason for this decline is the significant increase in the average cost of sales per unit compared to the previous year. The cost of key raw materials continuously rose from 2021, leading to a decrease in the Company's gross profit margin from the previous year. This reduction is attributed to the increased sales and distribution expenses due to higher costs associated with product promotion through modern retail store media and the distribution of products from distribution centers to various branches. This corresponds to the rise in income from sales through these channels and an increase in advertising expenses through online media, aligning with modern consumer lifestyles. Additionally, administrative expenses increased due to salary raises and a growing workforce. The ratio of sales and distribution expenses, as well as administrative expenses, to total sales revenue remained at a similar level to the previous year. Consequently, the Company's operating profit margin in 2022 stood at 8.99 percent, a decrease from 12.71 percent in 2021. Taking into account these significant factors, the Company's net profit in 2022 amounted to 568.68 million baht, representing a decrease of 160.35 million baht from 729.03 million baht in 2021, which equates to a reduction of 22.00 percent. The Company's net profit margin in 2022 was 6.83 percent, down from 9.76 percent in 2021.

7.3.1.2 Financial Status

(1) Total Assets

As of 31 December 2022, the Company's total assets increased compared to 31 December 2021. This increase is primarily attributed to the growth of trade and other receivables, in line with the Company's rising sales income. Additionally, the Company's total assets expanded due to the acquisition of land, buildings, and equipment, as well as increased assets under construction and installation. These expansions were driven by the investment in a project aimed at expanding the automated prefabricated warehouse. This project involves the implementation of advanced structural and operational systems designed for the automatic storage and retrieval of goods stored in small boxes, known as Mini-Load Automated Storage and Retrieval Systems (Mini-Load ASRS). Furthermore, the

company invested in automated machinery used for product packaging. In contrast, the Company's cash and cash equivalents decreased primarily as a result of investments made in the aforementioned project.

(2) Total Liabilities

As of 31 December 2022, the Company's total liabilities increased compared to 31 December 2021. This increase is primarily attributed to a rise in other creditors. The increment can be chiefly attributed to higher expenses related to construction costs and asset purchases for the automated prefabricated warehouse expansion project. It also includes investments in various machinery. In contrast, long-term loans from banks decreased due to scheduled repayments.

(3) Total Shareholders' Equity

As of 31 December 2022, the Company's shareholders' equity amounted to 2,410.92 million baht. This reflects an increase of 261.25 million baht compared to 31 December 2021. The Company's total comprehensive income for its shareholders during the year amounted to 525.83 million baht. In addition, the Company announced a dividend payment from the 2021 operating results, totaling 268.62 million baht or 121.00 baht per share. This decision was in accordance with the resolution made during the 2022 Annual General Meeting of Shareholders on 29 April 2022. Consequently, the unallocated portion of the Company's accumulated profits as of 31 December 2022, stands at 1,713.24 million baht.

7.3.1.3 Cash Flow

As of 31 December 2022, the Company's cash and cash equivalents totaled 223.64 million baht. This figure represents a decrease of 254.89 million baht compared to 31 December 2021. During the year, the Company had net cash inflows from operating activities amounting to 632.67 million baht. However, the Company experienced cash outflows from financing activities amounting to 379.35 million baht. This was primarily due to 2 significant factors: (1) the repayment of scheduled long-term loans totaling 164.10 million baht and (2) the distribution of dividends from operating results in 2021, which amounted to 268.62 million baht. Additionally, the Company had cash outflows from investing activities totaling 508.20 million baht. This was primarily attributed to land purchases and investments in expanding the automated prefabricated warehouse project. The expansion involves enhancing the structural and operational systems used for automatic storage and retrieval of goods in small boxes, known as Mini-Load Automated Storage and Retrieval Systems (Mini-Load ASRS). Furthermore, investments were made in additional machinery and equipment to increase production capacity in support of the Company's growth.

7.3.1.4 Factors or Events that May Affect the Financial Position or Future Operations

The Public Offering of Ordinary Shares

During the Extraordinary General Meeting of Shareholders No. 2/2023 held on 25 August 2023, it was resolved to approve the issuance of additional ordinary shares for public offering, marking the Company's first

offering of shares to the public. The Company's ordinary shares will also be listed on the Stock Exchange of Thailand. Following the public offering, the number of issued and paid-up shares of the Company will increase to no more than 78.00 million shares, each with a par value of 1.00 baht per share. This will be in addition to the original 222.00 million shares, bringing the total to 300.00 million shares, equivalent to 26.00 percent of the issued and paid-up capital after the increase. The issuance of these shares will result in various ratios that are likely to change compared to the shareholders' equity or the number of shares of the Company, as this event will trigger an increase in the basis for these calculations (known as the Dilution Effect). Key ratios affected may include net earnings per share (Earnings per Share) and the rate of return on shareholders' equity (Return on Equity), among others. However, the Company anticipates that the public offering and listing on the stock exchange will yield positive long-term results. The proceeds from the Initial Public Offering (IPO) will be utilized for various purposes, including investments in projects aimed at expanding production capacity for household products, such as the expansion of raw material and packaging inventory and inventory management systems. The funds may also be used for loan repayments with financial institutions, working capital for business operations, or investments in businesses related to the Company's core operations. In addition to these financial considerations, the Company stands to gain other benefits from being a listed entity on the stock exchange. These include enhanced flexibility in sourcing funding, a favorable corporate image associated with being a publicly traded company that supports good governance and transparency, and more. These potential benefits may contribute to the Company's future growth in terms of income and net profits, helping to offset the impact of the increased number of shares.

7.3.2 Analysis for the 6-Month Period Ending 30 June 2023

7.3.2.1 Operating Results

For the 6-month period ending on 30 June 2023, the Company achieved total sales income of 4,572.70 million baht. This marks an increase of 693.14 million baht compared to 3,879.56 million baht in the 6-month period ending on 30 June 2022, reflecting a notable increase of 17.87 percent. This surge aligns with the growth in domestic sales revenue across all product groups, particularly in the household product category. During this period, the Company's operating profit reached 447.09 million baht. This figure exhibits substantial growth, with an increase of 222.96 million baht compared to 224.13 million baht in the 6-month period ending on 30 June 2022, representing an impressive rise of 99.47 percent. This robust performance can be attributed to the increase in income derived from the Company's sales. Additionally, the average cost of sales per unit decreased from the previous year, largely due to an overall reduction in raw material and packaging costs. As a result of these positive developments, the Company's net profit for the 6-month period ending on 30 June 2023, amounted to 339.10 million baht. This reflects a substantial increase of 172.15 million baht compared to 166.95 million baht in the same period of the previous year, marking an outstanding growth rate of 103.12 percent.

(1) Sales Income

Income from product sales for the 6-month periods ending on 30 June 2022 and 2023 can be analyzed by product type as presented in the table below.

Lists	For the 6-month period ending 30 June			
	2022		2023	
	Million Baht	Percentage (%)	Million Baht	Percentage (%)
Income from the sales of household products				
Domestic	1,352.20	34.85	1,814.45	39.68
International	239.72	6.18	214.31	4.69
Total income from the sales of household products	1,591.92	41.03	2,028.76	44.37
Income from the sales of personal care products				
Domestic	986.64	25.43	1,099.42	24.04
International	17.15	0.44	18.91	0.42
Total income from the sales of personal care products	1,003.79	25.87	1,118.33	24.46
Income from the sales of products for baby and kids				
Domestic	987.31	25.45	1,086.19	23.75
International	296.54	7.65	339.42	7.42
Total income from the sales of products for baby and kids	1,283.85	33.10	1,425.61	31.17
Income from the sales of all products				
Domestic	3,326.15	85.73	4,000.06	87.47
International	553.41	14.27	572.64	12.53
Total sales income	3,879.56	100.00	4,572.70	100.00

For the 6-month period ending 30 June 2023, the Company reported income from domestic product sales amounting to 4,000.06 million baht. This figure reflects an increase of 673.91 million baht compared to the same period in the previous year, during which the Company earned 3,326.15 million baht. The increase is in line with the growth in domestic sales revenue across all product groups, particularly within the household product group, which includes items such as liquid laundry detergent and fabric softener. This boost in revenue is a result of both increased product sales volume and higher selling prices. The Company's overall sales volume has continued to grow, maintaining the upward trend seen in the previous year. This growth is attributed to both established products and the continuous introduction of new products aligned with consumer preferences. The Company has also organized various promotional activities, such as price discounts and giveaways, which have received positive responses. Furthermore, the Company has been gradually raising the selling prices of all product types across various sales channels since the first quarter of 2023.

Regarding income from the sale of products abroad for the 6-month period ending 30 June 2023, the Company reported revenue of 572.64 million baht. This represents an increase of 19.23 million baht compared to the same period in the previous year, during which the income was 553.41 million baht. The main driver behind this

increase is the expansion of distribution channels by foreign product distributors. This expansion has made the Company's products more accessible to consumers. Additionally, the Company has increased its marketing activities in collaboration with foreign distributors to foster the growth of other product categories alongside its core export products.

(2) Cost of Sales and Operating Expenses

Cost of Sales

For the 6-month period ending on 30 June 2023, the Company's cost of goods sold amounted to 2,713.72 million baht. This marks an increase of 269.14 million baht compared to the 2,444.58 million baht recorded for the same period in 2022, representing a growth rate of 11.01 percent. Notably, this increase in costs is proportionally lower than the increase in sales revenue. The average cost of sales per unit decreased in 2023, primarily due to reduced raw material and packaging expenses. Specifically, the cost of surfactants decreased due to a greater supply of palm oil, resulting in an increase in sales volume and a higher selling price per unit. While sales income increased, the average cost of sales per unit decreased, leading to a gross profit of 1,858.98 million baht for the 6-month period ending 30 June 2023. This represents an increase of 424.00 million baht from the 1,434.98 million baht recorded in the same period the previous year, marking a substantial increase of 29.55 percent. The Company's gross profit margin for the 6-month period ending 30 June 2023, stands at 40.65 percent, showing an increase from the 36.99 percent reported in the same period of the previous year.

Selling and distribution expenses

During the 6-month period ending on 30 June 2023, the Company incurred sales and distribution expenses totaling 931.77 million baht. This amount reflects an increase of 130.22 million baht compared to the 801.55 million baht reported for the same period in the previous year. The increase corresponds to a growth rate of 16.25 percent, which aligns with the growth in income. The proportion of sales and distribution expenses to total sales revenue for the 6-month period ending June 30, 2023, stood at 20.38 percent, similar to the same period in the previous year, where it accounted for 20.66 percent. The surge in sales and distribution expenses for the 6-month period ending 30 June 2023, was primarily driven by an increase in advertising and sales promotion costs. This rise in expenses is attributed to the Company's heightened product promotion through various modern retail stores and increased advertising through outdoor media such as billboards and digital advertising on LED screens. Furthermore, the Company conducted new product launch events during this period, including new products under the D-Nee brand, specifically the Smile Booster Series products, and the introduction of new cologne and roll-on products under the Eversense brand. Additionally, the Company's transportation expenses increased in line with its growing sales revenue.

Administrative Expenses

In the 6-month period ending 30 June 2023, the Company's administrative expenses amounted to 491.33 million baht. This figure reflects an increase of 67.04 million baht compared to the 424.29 million baht recorded in

the same period of the previous year, representing a growth rate of 15.80 percent. The increase in administrative expenses is primarily attributed to higher employee compensation and welfare costs. Additionally, the Company's administrative expenses increased due to accounting for the value of damages resulting from a storm incident at its manufacturing plants in April 2023. The total damage value was 25.28 million baht, but the Company holds an insurance policy that covers such damage. In September 2023, the Company received compensation totaling 22.33 million baht. The Company will offset this compensation against administrative expenses incurred in the third quarter of 2023.

(3) Operating profit and net profit

For the 6-month period ending on 30 June 2023, the Company reported an operating profit of 447.09 million baht. This reflects a significant increase of 222.96 million baht compared to the 224.13 million baht reported in the same period in 2022, representing a remarkable growth of 99.47 percent. The main driver behind this substantial increase is the Company's enhanced sales income during this period. Meanwhile, the average cost of sales per unit decreased in comparison to the same period in the previous year due to an overall reduction in raw material and packaging costs. Consequently, the Company's gross profit margin experienced an uptick compared to the same period of the previous year. Sales and distribution expenses saw an increase in line with higher expenses related to promoting products through various modern retail stores and increased transportation costs, which were in sync with the growth in sales revenue. The Company also incurred greater advertising expenses through out-of-home media. Furthermore, administrative expenses escalated due to higher employee compensation and welfare costs. Additionally, administrative expenses increased due to accounting for the value of damages stemming from a storm event at the Company's production plants. The ratio of sales and distribution expenses and administrative expenses to total sales revenue was consistent with the same period in the previous year. The increased gross profit margin contributed to a higher operating profit margin, which stood at 9.78 percent for the 6-month period ending 30 June 2023. This represented an increase from the 5.78 percent reported in the same period of the previous year. Given these significant factors, the Company's net profit for the 6-month period ending 30 June 2023, amounted to 339.10 million baht. This figure denotes an impressive increase of 172.15 million baht when compared to the 166.95 million baht reported in the same period of the previous year. This represents a substantial growth of 103.12 percent. The Company's net profit margin for the 6-month period ending 30 June 2023, reached 7.39 percent, up from the 4.29 percent reported in the same period of the previous year.

7.3.2.2 Financial Position

(1) Total Assets

As of 30 June 2023, the Company's total assets increased compared to 31 December 2022. This increase is primarily attributed to the growth in land, buildings, and equipment. These assets have expanded due to ongoing construction and installation activities related to the automated prefabricated warehouse expansion project. The expansion includes structural enhancements carried forward from the previous period, improvements to the utility

systems within the automated prefabricated warehouse, and the integration of automated systems for product storage and distribution, including Automated Storage and Retrieval Systems (ASRS). Furthermore, there has been additional investment in automated machinery used in the product packaging process.

(2) Total Liabilities

As of 30 June 2023, the Company's total liabilities have risen compared to 31 December 2022. This increase is primarily a result of a rise in short-term loans from banks, intended for use as working capital in the Company's day-to-day operations. Additionally, long-term loans from banks have increased to support the investment in the expansion of the automated prefabricated warehouse.

(3) Total Shareholders' Equity

As of 30 June 2023, the Company's shareholders' equity amounted to 2,181.48 million baht, showing a decrease of 229.44 million baht from the 2,410.92 million baht reported on 31 December 2022. The total comprehensive income for the Company's shareholders during the 6-month period ending on 30 June 2023 was 335.03 million baht. The Company also declared a dividend payment of 568.54 million baht, equivalent to 256.10 baht per share, in accordance with the resolution of the 2023 Annual General Meeting of Shareholders held on 20 April 2023. This dividend payment includes 415.32 million baht from the 2022 operating results and 153.22 million baht from retained earnings, resulting in unallocated retained earnings of 1,479.73 million baht as of 30 June 2023.

7.3.2.3 Cash Flow

As of 30 June 2023, the Company's cash and cash equivalents totaled 286.65 million baht, reflecting an increase of 63.01 million baht from 31 December 2022. The Company experienced net cash inflows from operating activities amounting to 573.47 million baht. Additionally, cash flows from financing activities were 17.84 million baht, primarily due to (1) an increase in net short-term loans from banks totaling 283.41 million baht, (2) an increase in long-term loans from banks totaling 312.67 million baht, and (3) dividend payments from operating results in 2022 and retained earnings amounting to 568.54 million baht. Furthermore, the Company had cash flows used in investing activities totaling 528.30 million baht. This was primarily attributed to investments in expanding the automated prefabricated warehouse, the utility system, and the automated machinery used for storage and retrieval systems (ASRS), as well as investments in various machinery and equipment to enhance production capacity for business growth, which had been ongoing since 2022.

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Attachment 3

Company Information and Operating Results of

of

Neo Factory Company Limited

1. Basic Information

Name of the Company : Neo Factory Company Limited ("NEO-F")

Nature of Business : Its produce consumer products in group of household products ,personal care products and baby and kids products

Company's Registration : 0105532106346
No.

Address of Head Office : No. 168, Moo 5, Bueng Kho Hai Sub-district, Lam Luk Ka District, Pathumtani
Province

Head Office's Telephon : 02-014-9999
Number

Registered Capital : THB 210,000,000
Divided into 2,100,000 ordinary shares, with a par value of 100 baht per share

Paid-up capital : THB 210,000,000
Divided into 2,100,000 ordinary shares, with a par value of 100 baht per share

2. Overview of Business Operations

Neo Factory Company Limited (“NEO-F”) is a manufacturer of consumer products encompassing household items, personal care essentials, and products tailored for babies and kids under its own brand, which are subsequently marketed and distributed by Neo Corporate Public Company Limited (“NEO”). NEO stands as a prominent figure in the realm of consumer product manufacturing, marketing, and distribution within the country, with a track record of numerous successful products, including renowned brands such as Fineline, D-nee, BeNice, Eversense, TROS, V, Vivite, Smart, and Tomi.

2.1 History and Key Milestones

NEO Corporate Public Company Limited (formerly, Bio Consumer Company Limited) was founded in conjunction with NEO Factory Company Limited (formerly, Bio Manufacturing Company Limited) on 7 November 1989. Each company commenced operations with a registered and paid-up capital of 1.00 million baht. The primary objective was the production, marketing, and distribution of consumer products bearing the company's proprietary brands.

In 1991, the Group embarked on an expansion initiative in the realm of household products, initiating with the introduction of the Fineline brand in ironing products. This choice proved to be fitting for consumers seeking simplified clothing maintenance routines, aiming to streamline their lifestyles. The pioneering introduction of refillable bag packaging (pouch bags) marked a significant milestone, distinguishing the company as an industry trailblazer. This innovative approach not only curtailed packaging expenses but also economized on storage space. Consequently, within a mere span of two years, the Company ascended to a position of prominence in the flat ironing and pressing product market.

The Group discerned a significant market gap in the realm of baby and kids household products, particularly in the dearth of high-quality offerings suitable for newborns and young children. Moreover, the absence of products that minimally trigger allergic reactions or irritate children's delicate skin further underscored this opportunity. This realization culminated in the establishment of the D-nee brand in 1997, providing mothers with a premium alternative. D-Nee's line of baby washing products swiftly gained favor among discerning consumers, especially mothers with children ranging from birth to 3 years old. This commendable reception propelled the brand to secure the second-largest market share within its first year.

Buoyed by the triumphs and positive reception in each product category, the Group pivoted towards an expansive brand and product strategy. This strategic shift aimed to offer a diverse range of products and services, thus comprehensively addressing the varied needs of consumers and adeptly responding to emerging consumer demographics. This endeavor led to a foray into the personal care domain, commencing with the launch of women's deodorant products under the Vivite brand in 1999, employing natural ingredients, resulting in a product distinguished by its effectiveness in brightening and revitalizing the skin, augmented by the fragrant essence of

flower extracts. Subsequently, in 2002, the Company introduced BeNice brand products, specializing in skin-cleansing solutions. The brand's hallmark is its formulation infused with potent fruit extracts, endowing it with a distinctive fruity fragrance, along with its notable efficacy in skincare.

In the domain of household products, the Group introduced fabric softener products under the Smart brand in 2005. This offering provided discerning consumers with a compelling alternative: quality fabric care solutions at a cost-effective, budget-friendly price point. Notably, within its inaugural year, the product swiftly secured the second-largest market share.

Responding astutely to the burgeoning interest in overseas markets, the Group embarked on a strategic expansion initiative, commencing with the marketing and distribution of its products through foreign distributors in Laos and Cambodia in 2007. This strategic move was underpinned by the observation that consumer behaviors and preferences in these nations mirrored those of the domestic market, and there was a prevailing trust in the quality of products originating from Thailand. Consequently, the Company's products garnered significant favor among consumers, culminating in a triumphant business expansion. Building on this success, the Company broadened its network of overseas distribution partners, encompassing CLMV countries, namely Cambodia, Laos, Myanmar, and Vietnam.

In 2010, the Group introduced a line of home cleaning products under Tomi brand. These products stand out for their exceptional cleaning efficacy, utilizing safe cleaning agents and featuring a distinctive fragrance.

In 2016, a strategic reorganization took place, consolidating NEO and NEO-F into group entities. Mr. Suthidet Thakolsri subsequently transferred 25.00% of NEO's shares to New Chic Investments Company Limited ("New Chic"), a company wholly owned by Mr. Suthidet Thakolsri. New Chic then engaged in a loan agreement with Finansia Fund Management Company Limited ("FFM"). This loan agreement specified that FFM had the option to receive loan repayment in either cash or shares of the Company held by New Chic, as per the terms outlined in the loan agreement. Mr. Suthidet Thakolsri and his family, along with New Chic, all shareholders of NEO, utilized the proceeds from the loan to bolster the capital of NEO by an amount totaling 200.00 million baht. NEO subsequently utilized this additional capital infusion to augment the capital of NEO-F. Consequently, post-restructuring, both NEO and NEO-F witnessed an increase in their issued and paid-up capital to 222.00 million baht and 210.00 million baht, respectively.

NEO-F allocated the additional capital towards an investment in the construction of a production plant, as well as the establishment of NEO's new warehouse, which incorporates an Automatic Storage and Retrieval System (ASRS) in the Khlong 13 area, Lam Luk Ka District, Pathum Thani Province. This strategic move sought to augment product storage capacity and enhance the efficiency of warehouse management. Subsequently, the production facility and warehouse commenced operations in September 2018.

2.2 Nature of Business Operations

NEO Factory Company Limited specializes in the manufacturing of consumer products, organized into three distinct product groups: (1) household products, (2) personal care products, and (3) baby and kids products. Situated in Khlong 13, Lam Luk Ka District, Pathum Thani Province, NEO-F's production facility spans an expansive area of approximately 229 Rai 3 Ngan 56.2 square Wah. The facility encompasses:

- (1) Household products factory responsible for the production of all household items except for bathroom cleaning products.
- (2) Personal products factory dedicated to the production of personal care items.
- (3) A dedicated facility for the manufacture of bathroom cleaning products.
- (4) A warehouse facility designed for the storage of finished goods.

NEO-F Production Plant



The production plant at NEO-F boasts a formidable total production capacity of 229,296 tons per annum. This capacity is further segmented into 153,680 tons per annum for household products, 33,383 tons per annum for personal care products, and an equivalent volume for baby and kids products. Notably, from 2020 to the six-month period concluding on 30 June 2023, there has been a surge in production capacity across all product categories. This increase can be primarily attributed to process refinement and targeted investments in supplementary machinery.

2.3 Revenue Structure

The revenue structure of NEO-F, segmented by product group for the years 2020, 2021, and 2022.

Revenue Structure (Unit : Million Baht)	2563		2564		2565	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Revenue						
Revenue from sale	4,500.34	98.91	5,208.42	99.01	5,929.36	99.06

Revenue Structure (Unit : Million Baht)	2563		2564		2565	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Other income	49.62	1.09	52.21	0.99	56.10	0.94
Total Income	4,549.96	100	5,260.62	100	5,985.46	100

Source: Audited or reviewed financial statements for the year 2020-2022 by Certified Public Accountant

3. Board of directors

As of 19 October 2023, The board of directors of NEO-F consists of 4 persons, including:

No.	Name	Position
1	Mr. Suthidej Thakolsri	Director
2	Mrs. Patama Thakolsri	Director
3	Miss Nitchamon Thakolsri	Director
4	Miss Nissara Thkolsri	Director

Source: Information of NEO-F

4. Shareholders

NEO-F's shareholder structure as of 19 October 2023 is outlined as follows:

Shareholders	Number of Share (share)	Percentage (%)
1. Neo Corporate Public Company Limited	2,040,000	97.14
2. Miss Nitchamon Thakolsri	30,000	1.43
3. Miss Nissara Thkolsri	30,000	1.43
Total	2,100,000	100.00

Source: Information of NEO-F

5. Dividend Policy

NEO-F's dividend distribution protocol strictly adheres to the net profits as delineated in the separate financial statements after the deduction of corporate income tax and the allocation of various reserve funds, all in accordance with relevant legal stipulations and company regulations, as well as any obligations outlined in the terms of financial contracts, if applicable. However, the dividend payment rate is contingent upon several pivotal factors, including operational performance, cash flow, financial liquidity, financial position, investment initiatives, provisions for loan repayment, and the imperative of maintaining working capital for both the management and expansion endeavors of NEO-F. This determination also takes into consideration prevailing economic conditions and other pertinent variables, as deemed fitting by the board and/or shareholders' meeting of NEO-F.

The annual dividend payment necessitates approval from NEO-F's shareholders' meeting. However, NEO-F's board of directors may authorize the disbursement of interim dividends as they deem NEO-F to be sufficiently profitable. Any such interim dividend payment is duly reported at the subsequent NEO-F shareholders' meeting.

6. Financial Position and Operating Results

6.1 Statement of Financial Position

The statement of financial position for the years ending 31 December 2020 to 2022

Statement of Financial Position	As at 31 December					
	2020		2021		2022	
Unit	Million baht	Unit	Million baht	Unit	Million baht	Unit
Cash and cash equivalents	215.96	6.03%	51.20	1.43%	52.86	1.36%
Trade and other receivables	963.08	26.90%	1,123.73	31.44%	1,334.06	34.24%
Inventories	207.85	5.81%	299.76	8.39%	374.51	9.61%
Income tax receivables	29.34	0.82%	-	0.00%	-	0.00%
Other current assets	7.75	0.22%	9.87	0.28%	11.87	0.30%
Total current assets	1,423.98	39.77%	1,484.55	41.53%	1,773.30	45.51%
Prepaid construction costs	3.76	0.11%	3.76	0.11%	3.76	0.10%
Investment properties	379.66	10.60%	365.18	10.22%	354.51	9.10%
Land, buildings, and equipment	1,764.97	49.30%	1,710.33	47.85%	1,755.87	45.06%
Intangible assets	7.80	0.22%	10.61	0.30%	8.82	0.23%
Other non-current assets	0.03	0.00%	0.07	0.00%	0.05	0.00%
Total non-current assets	2,156.22	60.23%	2,089.94	58.47%	2,123.02	54.49%
Total assets	3,580.20	100.00%	3,574.50	100.00%	3,896.32	100.00%
Short-term loans from banks	383.60	10.71%	70.00	1.96%	141.59	3.63%
Trade payables and other payables	956.30	26.71%	1,233.38	34.50%	1,479.12	37.96%
Long-term loans due within one year	171.18	4.78%	163.68	4.58%	163.68	4.20%
Lease liabilities due within one year	4.39	0.12%	-	0.00%	-	0.00%
Deferred income tax liabilities	50.85	1.42%	47.11	1.32%	21.08	0.54%
Other non-current liabilities	13.18	0.37%	11.81	0.33%	14.32	0.37%
Total non-current liabilities	1,579.50	44.12%	1,525.98	42.69%	1,819.78	46.71%
Long-term loans	787.12	21.99%	664.81	18.60%	540.43	13.87%
Long-term employee benefit obligations	134.35	3.75%	130.18	3.64%	148.96	3.82%
Non-current liabilities	3.02	0.08%	3.13	0.09%	3.15	0.08%

Statement of Financial Position	As at 31 December					
	2020		2021		2022	
Unit	Million baht	Unit	Million baht	Unit	Million baht	Unit
Total non-current liabilities	924.48	25.82%	798.13	22.23%	692.54	17.77%
Total liabilities	2,503.98	69.94%	2,324.11	65.02%	2,512.23	64.48%
Registered Capital	210.00	5.87%	210.00	5.87%	210.00	5.39%
Fully issued and paid-up capital	210.00	5.87%	210.00	5.87%	210.00	5.39%
Statutory reserved	21.00	0.59%	21.00	0.59%	21.00	0.54%
Unallocated retained earnings	845.22	23.61%	1,019.39	28.52%	1,153.00	29.59%
Total equity	1,076.22	30.06%	1,250.39	34.98%	1,384.00	35.52%
Total liabilities and equity	3,580.20	100.00%	3,574.50	100.00%	3,896.32	100.00%

Source: Audited or reviewed financial statements.

6.2 Summary of Profit and Loss Statements

For the year ended 31 December 2020 to 2022, the Statement of comprehensive income of the as follows.

	For the fiscal year ending 31 December					
	2020		2021		2022	
Unit	amount	%	amount	%	amount	%
Sales income	4,500.34	98.91	5,208.42	99.01	5,929.36	99.06
Other income	49.62	1.09	52.21	0.99	56.10	0.94
Total income	4,549.96	100.00	5,260.62	100.00	5,985.46	100.00
Cost of goods sold	(3,668.42)	(80.63)	(4,238.17)	(80.56)	(5,123.84)	(85.60)
Selling and distribution expenses	(310.01)	(6.81)	(349.85)	(6.65)	(405.87)	(6.78)
Administrative expenses	(224.21)	(4.93)	(229.04)	(4.35)	(260.42)	(4.35)
Total expenses	(4,202.63)	(92.37)	(4,817.06)	(91.57)	(5,790.12)	(96.74)
Operating profit	347.33	7.63	443.56	8.43	195.34	3.26
Financial costs	(39.04)	(0.86)	(29.16)	(0.55)	(27.69)	(0.46)
Profit before income tax	308.29	6.78	414.40	7.88	167.64	2.80
Income tax expenses	(63.24)	(1.39)	(79.79)	(1.52)	(34.03)	(0.57)
Profit for the period	245.05	5.39	334.61	6.36	133.61	2.23

Source: financial statements have been audited or examined by authorized accountants.

6.3 Analysis of Financial Position and Operating Results.

Analysis for the year ending 31 December 2022

Operating Results

In terms of the financial performance for the year 2022, NEO-F recorded a net profit of 133.61 million baht. This figure represents a decrease of 201.00 million baht or 60.07 percent compared to the previous year, 2021. The

net profit margin for 2022 stood at 2.23 percent, marking a decrease from the 6.36 percent net profit margin achieved in 2021. This decline can be attributed to escalated sales and distribution expenses, along with an increase in administrative costs. Specifically, sales and distribution expenses totaled 405.87 million baht, indicating a 16.01 percent increase from the preceding year. Administrative expenses also saw an uptick, totaling 260.42 million baht, representing a 13.70 percent increase from 2021.

Revenue

In terms of income, NEO-F achieved sales revenues of 4,500.34 million baht in 2020, followed by 5,208.42 million baht in 2021, and 5,929.36 million baht in 2022. This demonstrates a consistent growth of 15.73 percent in 2021, followed by 13.84 percent in 2022. Additionally, other income for the corresponding years stood at 49.62 million baht, 52.21 million baht, and 56.10 million baht, reflecting growth rates of 5.20 percent in 2021 and 7.47 percent in 2022.

Costs and Expenses

NEO-F's cost of sales amounted to 3,668.42 million baht, 4,238.17 million baht, and 5,123.84 million baht in 2020, 2021, and 2022, respectively. This represents a cost-to-sales ratio of 80.63 percent, 80.56 percent, and 85.60 percent for the respective years.

Moreover, sales and distribution expenses for NEO-F were 310.01 million baht, 349.85 million baht, and 405.87 million baht in 2020, 2021, and 2022, respectively. These expenses were equivalent to 6.81 percent, 6.65 percent, and 6.78 percent of sales in the respective years.

Administrative expenses for NEO-F in 2020, 2021, and 2022 were 224.21 million baht, 229.04 million baht, and 260.42 million baht, respectively. These expenses represented a ratio to sales of 4.93 percent, 4.35 percent, and 4.35 percent in 2020, 2021, and 2022, respectively.

Financial Position

In 2022, NEO-F's financial standing revealed total assets valued at 3,896.32 million baht, primarily comprised of holdings in land, buildings, and equipment. This marked an increase of 321.83 million baht, or 9.00 percent, compared to the previous year. Notably, trade and other receivables amounted to 1,334.06 million baht, signifying a surge of 210.34 million baht, or 18.72 percent from the 2021 figure of 1,123.73 million baht.

Turning to total liabilities, NEO-F reported an aggregate of 2,512.32 million baht at the end of 2022, encompassing trade and other creditors. This represented an increase of 188.21 million baht from the preceding year, primarily attributed to heightened obligations in the trade and other creditors category. NEO-F's trade and other creditors stood at 1,479.12 million baht, reflecting an uptick of 245.74 million baht, or 19.92 percent from the prior year's figure of 1,233.38 million baht.

In 2022, NEO-F's shareholders' equity amounts to 1,384.00 million baht, comprising of a registered capital of 210 million baht. The increase in shareholders' equity from the prior year is attributed to NEO-F's accumulation of unallocated retained earnings, leading to an augmented allocation in 2022.

Attachement 4

Overview of market share
of
NEO Corporate Public Company Limited

1. Overview of market share

NEO presents a comprehensive range of consumer products designed to cater to the diverse needs of individuals in their day-to-day lives, encompassing: (1) household products (2) personal care products; and (3) baby and kids products.

Details regarding NEO's market share are outlined as follows:

Household Products

Product	Retail Market Value of the Product (million baht)	Market Share (Percentage)	Market Share Ranking
Liquid laundry products (Fineline brand and Smart brand)	6,265	21.6	2
Fabric softener products (Fineline brand and Smart brand)	12,847	9.1	4
Fabric speed starch products (Fineline brand)	318	60.3	1
Floor cleaning products (Tomi brand)	979	12.5	2

Source: *Registration Statement for Securities Offering* (Form 69-1) of NEO.

Personal Care Products

Product	Retail Market Value of the Product (million baht)	Market Share (Percentage)	Market Share Ranking
Shower cream (BeNice brand and Tros brand)	6,297	18.5	2
Feminine cleansing products (BeNice brand)	433	37.1	2
Cologne varieties for men (Tros brand)	260	71.0	1
Men's roll-on products (Tros brand)	2,501	7.8	3
Cologne varieties for women (Eversens brand and Vivite brand)	561	26.7	2
Women's roll-on products (Tross brand) (Eversens brand and Vivite brand)	2,829	6.3	4

Source: *Registration Statement for Securities Offering* (Form 69-1) of NEO.

Baby and Kids Products

	Retail Market Value of the Product (million baht)	Market Share (Percentage)	Market Share Ranking
Fabric care product group			
Baby laundry products	823	70.6	1
Baby and kids fabric softener products	278	79.0	1
Skin care product group			
Baby and kids bath and hair products	1,386	28.4	2
Cleaning product group			
Children's utensil and equipment cleaning products	201	54.0	1

Source: Registration Statement for Securities Offering (Form 69-1) of NEO.

Enclosure 5

Opinion of the Independent Financial Advisor on M.K. Real Estate Development Public Company Limited
("MK"), a subsidiary of the Company to invest in the ordinary shares of Sansiri Public Company Limited ("SIRI")

- Translation -



Opinion of 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

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



October 25, 2023

FynnCorp Group

Private Equity • Advisory • Consulting • IR Tech
Investment Advisory • Private Fund • Media

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15th Floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400



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:

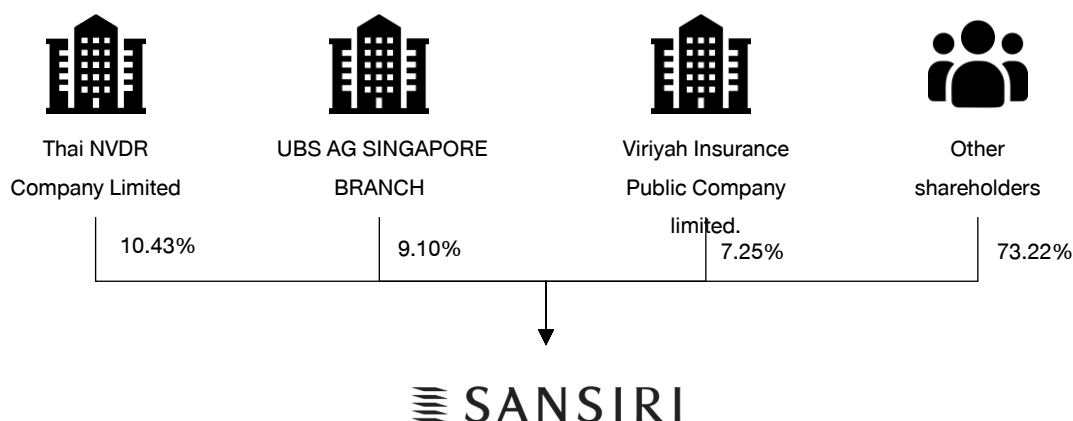
- (1) Real Estate Development and Investment business
- (2) Direct investment Business

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.

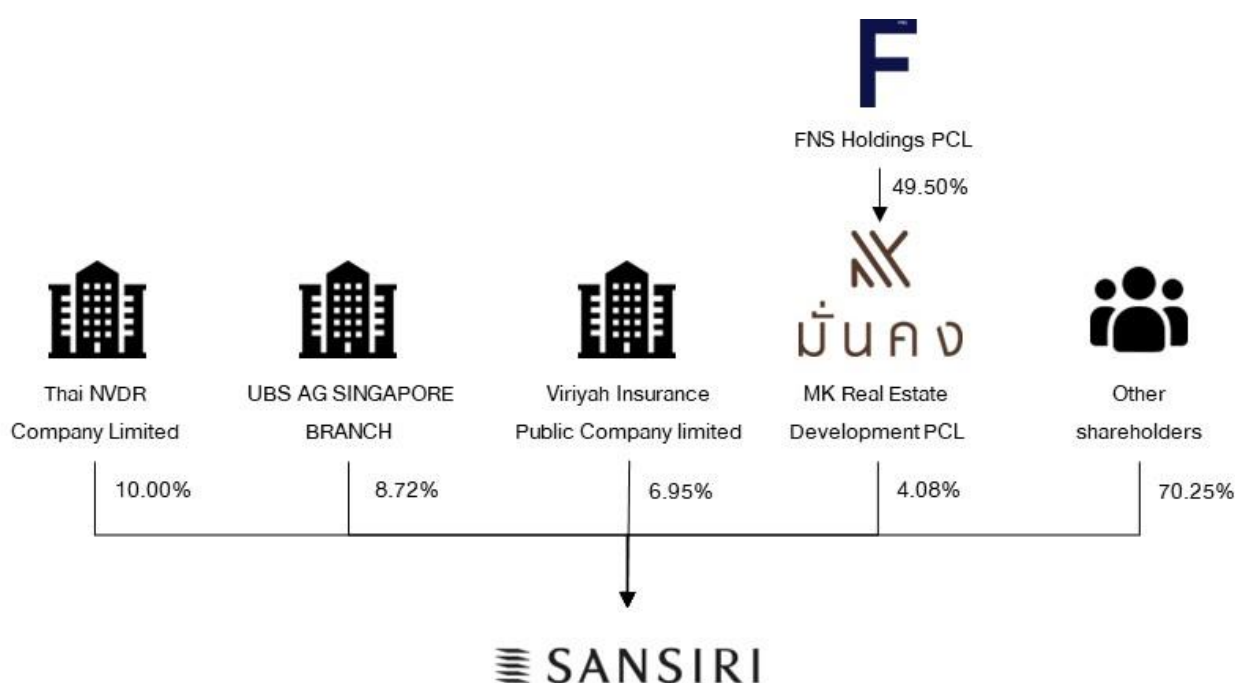
According to Board of Directors' Meeting No. 8/2023 of the Company held on September 29, 2023, the Board of Directors has resolved to investment in the ordinary shares of SIRI by MK, a subsidiary of the Company, by exercising the right of warrants to purchase ordinary share of SIRI that MK holds for 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 structure



Post – 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

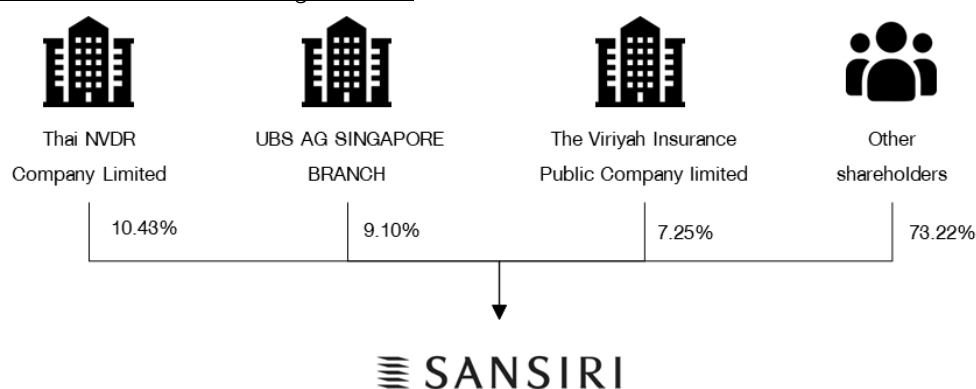
Period of Exercise	:	5 years from warrant issuance dated on November 3, 2020
Warrant Issuance Date	:	November 3, 2020
Warrant Expiration Date	:	November 2, 2025
Exercise Ratio	:	1 unit of warrant is entitled to purchase 1 ordinary share (however based on warrants right adjustment as prescribed in the 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 SIRI ordinary shares from 9.00 a.m. to 3.00 p.m. on SIRI business days five business days before they can actually exercise this right. Warrant holders who wish to exercise their rights to purchase the SIRI 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	:	SIRI 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 SIRI 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 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 total issued ordinary shares after the capital increase of SIRI (Assuming only MK exercises the warrants in the upcoming exercise period).

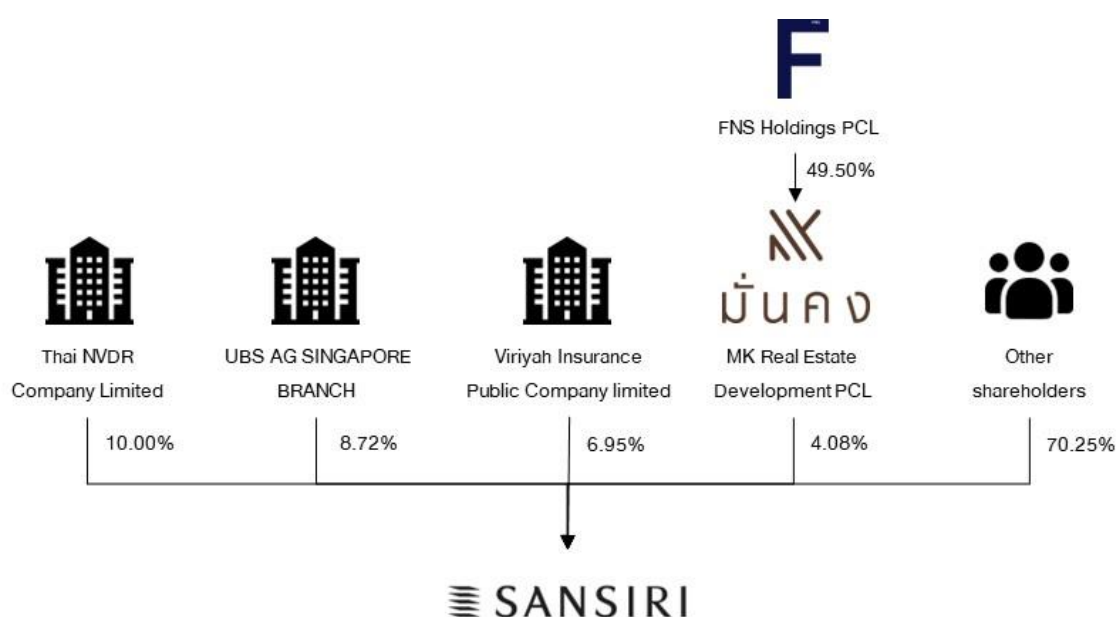
In this regard, MK also requests shareholders at the shareholders meeting to give the authority to the MK's Board of Directors to consider and make decisions regarding amendments and changes to the investment transaction in SIRC relating to exercise the right of SIRC - PP warrants into common shares 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.

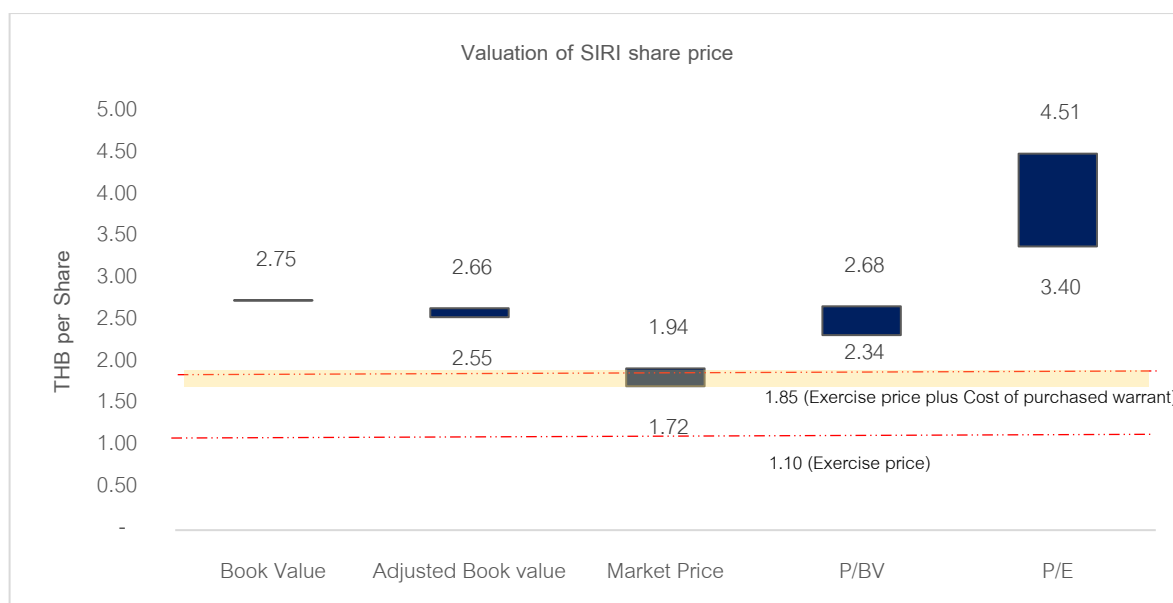
1. Book Value Approach Considers the financial position at specific point of time and the recorded value of assets without considering the Company ability to generate and its future performance. It does not consider the Company competitive abilities, economic trends, and the overall industry landscape. 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)**

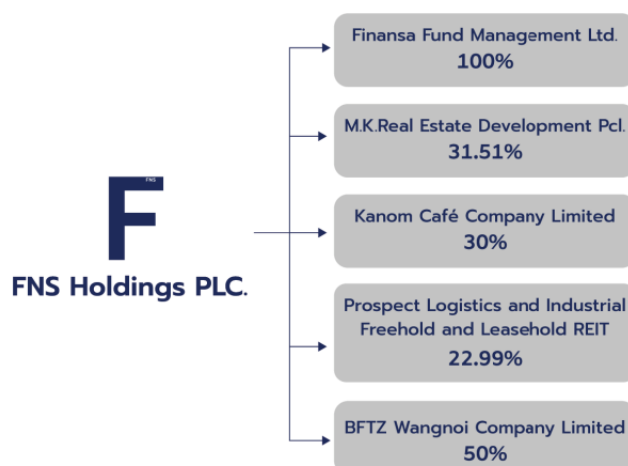
In 2018, FNS committed to investing THB120 million in Kanom, the operator of the Kanom café, bakery and restaurant chain. This investment was initially in the form of a Convertible Loan, however, is now in the form of equity and straight debt. The investment from FNS has been used to expand the number 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.

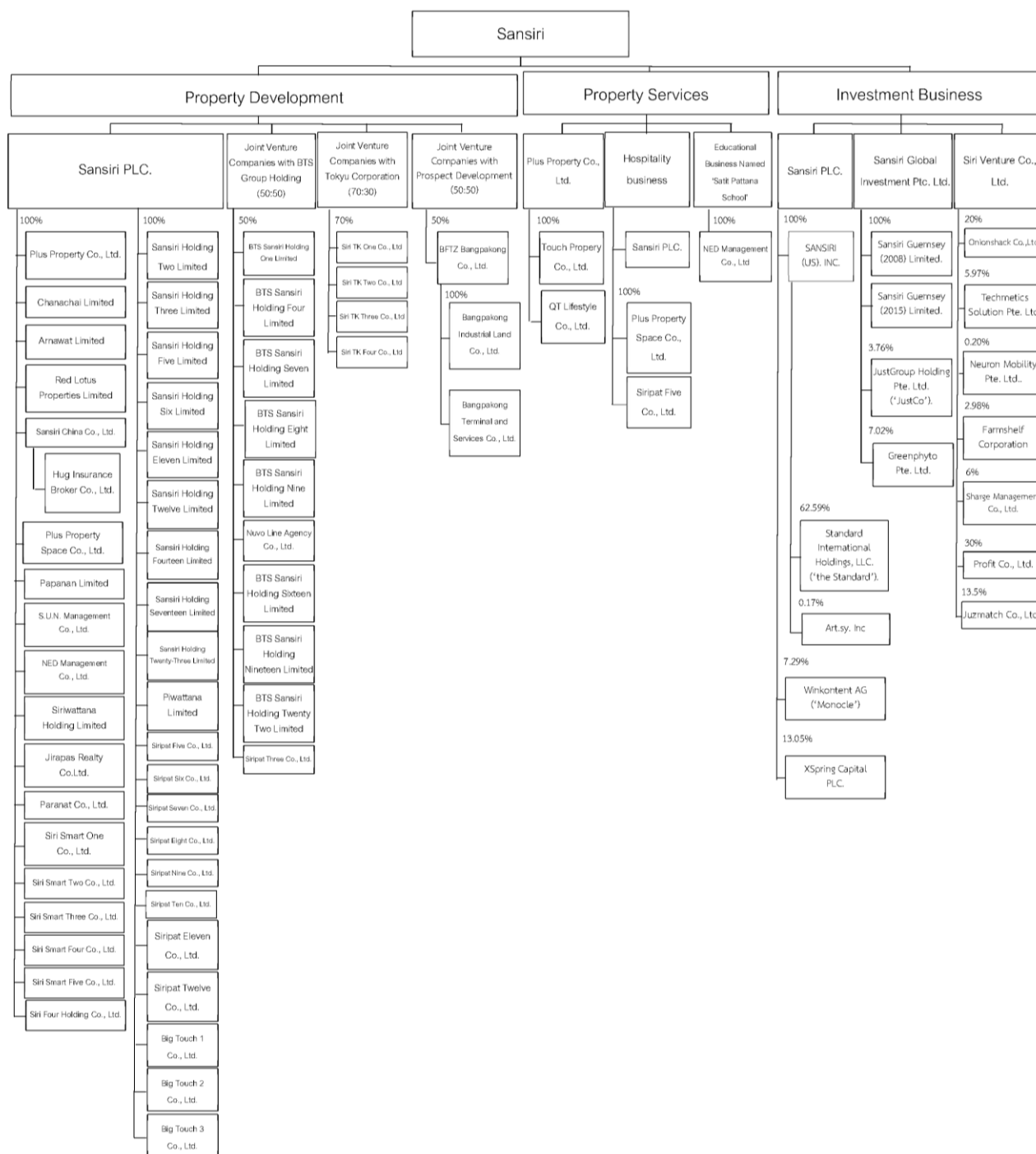
Investment Business

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

FYNNCORP

Finnovative Solution for Inclusive Growth



FynnCorp Group

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- ✉ partners@fynncorp.com
- 🌐 www.fynncorp.com

Enclosure 6 - 9

Article of Association (in relation to the Shareholders Meeting only)

Details of required documents for attendance in person and by Proxy and Proxy Forms

Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)

Map of Venue of the Extraordinary General Meeting of Shareholders No.2/2023

Enclosure 6

Articles of Association (in relation to Shareholders Meeting only)

Chapter V – Meeting of Shareholders

29. In a Meeting of Shareholders, a shareholder may appoint a proxy to attend the meeting and to vote on his behalf in the meeting. The power given to the proxy must be made in writing and signed by the appointor in the form prescribed by the Registrar, provided that the instrument shall be delivered to the Chairman of the directors or the person assigned by the Chairman before such proxy attend the meeting.

30. In the Meeting of Shareholders, there must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders and representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum.

In the event at any Meeting of Shareholders, upon the lapse of one hour from the time fixed for the commencement of the meeting, number of the shareholders present is insufficient to form a quorum as designated; if such meeting is convened because the shareholders have requested, it shall be cancelled. If such meeting is convened not because of the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting, no quorum is required.

Provided that, shares held by the Company shall not constitute a quorum of the Meeting of Shareholders.

31. The Chairman of the directors is the Chairman of the Meeting of Shareholders, in the event the Chairman of the directors is not present at the meeting or is unable to perform his duty and if there is a Vice-Chairman, such Vice-Chairman shall preside over the meeting. If there are no Chairman and Vice-Chairman or there are but they are unable to perform the duty, the shareholders present shall elect one shareholder to act as the Chairman of the meeting.

32. One share is entitled to one vote in voting in the Meeting of Shareholders.

A resolution of the Meeting of Shareholders shall be supported by votes as follows:

- (1) In a regular case, by the majority of votes of the shareholders present and vote; in the event of a tie, the Chairman of the meeting shall give the casting vote.
- (2) In the following cases; by votes of not less than three-fourths of the total votes of the shareholders present and qualified to vote:
 - (a) a sale or transfer of all or material part of business to other persons;
 - (b) a purchase or acceptance of transfer of business of other company or private company to be owned by the Company;
 - (c) entering into, amending, or terminating a lease of all or material part of business of the Company; entrusting other person to manage the Company; or amalgamating of business with other person with an aim to share profits and loss;
 - (d) amending the Memorandum of Association or the Articles of Association of the Company;
 - (e) increasing or decreasing of capital of the Company;
 - (f) merging or dissolving the Company;
 - (g) other matters prescribed by laws.

Provided that, shares held by the Company are not entitled to vote.

Enclosure 7

Details of required documents for attendance in person and by proxy and Proxy Forms

For shareholders who are able to attend in person, please bring along the following documents:

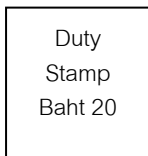
- (1) For individual persons of Thai nationality, please bring over personal identification card, or driver's license, or any other official identification card.
- (2) For individual persons of non-Thai nationality, please bring over passport.
- (3) For Thai Juristic Persons, please bring a copy of the Certificate of Incorporation certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be presented.
- (4) For a Juristic Person of other countries, please show a copy of the Affidavit (issue within 12 months), a Certificate of Incorporation and Memorandum of Association certified by the authorized director alongside the corporate stamp if applicable. A certified copy of the foreign identity card, or passport of the authorized director should also be certified.

Any shareholders who wish to appoint a proxy to attend the meeting and vote on their behalf, please fill out and sign the proxy form enclosed herewith as Enclosure 7, and submit the signed, duly stamped proxy form to the chairman of the meeting and/or the person authorized by the chairman of the meeting before the proxy enters the meeting. The proxy is required to present the following documents:

- (1) If the Grantor is an individual person of Thai nationality, please attach a copy of personal identification card, copy of driver's license, or copy of passport certified as a true copy.
- (2) If the Grantor is an individual person of non-Thai nationality, please attach a copy of his/her passport or foreign identity card certified as a true copy.
- (3) If the Grantor is a Juristic Person in Thailand, please attach a copy of the Affidavit or a Certificate of Incorporation of the Grantor certified by the authorized director with the corporate stamp if applicable. A certified copy of the personal identification card, passport, or driver's license of the authorized director should also be provided.
- (4) If the Grantor is a Juristic Person of other countries, please attach a copy of the Affidavit (issue within 12 months), a Certificate of Incorporation and Memorandum of Association certified by the authorized director with the corporate stamp if applicable. A certified copy of foreign identity card, or passport of the authorized director should also be provided.

The assigned proxy should also bring along their personal identification card, driver's license, or passport to the meeting for identification purposes.

To reserve the rights and benefits of the shareholders, in the case that shareholders cannot attend the meeting but have the intention to have independent directors vote for them, please fill in the appropriate information in the proxy forms and grant the proxy to Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member/ Member of the Nomination, Compensation and Corporate Governance Committee of the Company or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee of the Company, has no vested interests in any agenda issues proposed to this Extraordinary General Meeting of Shareholders. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement. Please send the proxy forms and the supporting documentation to Ms. Wipa Nilsophon, FNS Holdings Plc., No. 345, 345 Surawong Building, 6th Floor, Surawong Road, Bangrak, Bangkok 10500 before November 16, 2023 to assure that all the necessary documentation is in place for registration at the meeting. If you have further questions about the proxy procedure, please contact Ms. Wipa Nilsophon at 02-697-3780 during working hours.



Proxy Form A

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Reside at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) being a shareholder of FNS Holdings Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

(3) hereby appoint
☐ (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or
☐ (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or

(3) the following independent director:
☐ Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or
☐ Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Extraordinary General Meeting of Shareholders. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

Duty
Stamp
Baht 20

Proxy Form B

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Reside at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) being a shareholder of FNS Holdings Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

(3) hereby appoint
☐ (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or
☐ (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or

(3) the following independent director:
☐ Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or
☐ Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Extraordinary General Meeting of Shareholders. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- ☐ **Agenda 1 Re: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 2 Re: To consider approving sale of ordinary shares held in Neo Corporate Public Company Limited along with the issuance and offering of newly issued ordinary shares (Initial Public Offering or "IPO") of Neo Corporate Public Company Limited**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 3 Re:** To consider approval for M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company to invest in the ordinary shares of Sansiri Public Company Limited ("SIRI")

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 4 Re:** To consider other matters (if any)

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed the invalid votes, and such votes are not my votes as a shareholder.

(6) In case that I have not specified or have not clearly specified my voting intention for any agenda, or in case that the meeting considers or passes resolutions in any matters other than those specified above, or if there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Signed _____ Grantor

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Note:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
3. In case where there are more agenda items to consider than those specified above, the grantor may use the allonge of proxy (Form B) as attached.

Allonge of Proxy (Form B)

The appointment of proxy by the shareholder of FNS Holdings Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

☐ Agenda _____ Re : _____

☐ (a) The proxy shall have the right to consider and vote on my/our behalf,
as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

☐ (a) The proxy shall have the right to consider and vote on my/our behalf,
as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

☐ (a) The proxy shall have the right to consider and vote on my/our behalf,
as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

☐ (a) The proxy shall have the right to consider and vote on my/our behalf,
as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda _____ Re : _____

☐ (a) The proxy shall have the right to consider and vote on my/our behalf,
as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Duty
Stamp
Baht 20

Proxy (Form C)

(This proxy is applicable only for the case of foreign shareholders
who have appointed a custodian in Thailand.)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Reside at _____ Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ as a custodian of _____
being a shareholder of FNS Holdings Public Company Limited
holding altogether _____ shares and have the rights to vote equal to _____ votes as follow;
ordinary shares _____ shares and have the rights to vote equal to _____ votes
preferred shares _____ shares and have the rights to vote equal to _____ votes

(2) hereby appoint

☐ (1) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or

☐ (2) _____ Age _____ years Resides at _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____; or

(3) the following independent director:

☐ Mr. Akarat Na Ranong Age 69 years Resides at 256 Soi Sukhumvit 55 Road Sukhumvit
Sub-District Klongton Nua District Wattana Province Bangkok Postal Code 10110; or

☐ Mr. Chanmanu Sumawong Age 66 years Resides at 634/2 Road Nakhon Chaisi
Sub-District Thanon Nakhon Chaisi District Dusit Province Bangkok Postal Code 10300

(Mr. Akarat Na Ranong, Independent Director / Chairman / Audit Committee Member / Member of the Nomination, Compensation and Corporate Governance Committee or Mr. Chanmanu Sumawong, Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Compensation and Corporate Governance Committee, has no vested interests in any agenda issues proposed to this Extraordinary General Meeting of Shareholders. In the case that one Independent Director who is a proxy holder cannot attend the meeting, another Independent Director shall be assigned for replacement.)

To be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

(3) I/We hereby authorize my/our proxy to attend and cast the vote as follows:

☐ The proxy is authorized for all shares held and entitled to vote.

☐ The proxy is authorized for certain shares as follows:

☐ Ordinary shares _____ shares and have the rights to vote equal to _____ votes;

☐ Preferred shares _____ shares and have the rights to vote equal to _____ votes.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

☐ **Agenda 1 Re: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve _____ votes

☐ Disapprove _____ votes

☐ Abstain _____ votes

☐ **Agenda 2 Re: To consider approving sale of ordinary shares held in Neo Corporate Public Company Limited along with the issuance and offering of newly issued ordinary shares (Initial Public Offering or "IPO") of Neo Corporate Public Company Limited**

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ **Agenda 3 Re: To consider approval for M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company to invest in the ordinary shares of Sansiri Public Company Limited ("SIRI")**

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

☐ **Agenda 4 Re: To consider other matters (if any).**

☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

☐ (b) The proxy shall vote as per my/our intention as follows:

☐ Approve_____votes

☐ Disapprove_____votes

☐ Abstain_____votes

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed invalid votes, and such votes are not my votes as a shareholder.

(6) In case that I have not specified or have not clearly specified my voting intention for any agenda, or in case that the meeting considers or passes resolutions in any matters other than those specified above, or if there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects, except for the case that the votes made by the proxy are not in accordance with this document.

Signed_____Grantor

(_____)

Signed_____Proxy

(_____)

Signed_____Proxy

(_____)

Note:

1. This proxy (Form C) is applicable only for the case of foreign investors (the shareholders whose names are listed in the share register book as the foreign investors) who have appointed a custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder, authorizing a custodian to sign the Proxy form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
4. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
5. In case where there are more agendas to consider than those specified above, the grantor may use the allonge of proxy (Form C) as attached.

Allonge of Proxy (Form C)

The appointment of proxy by the shareholder of FNS Holdings Public Company Limited


At the Extraordinary General Meeting of Shareholders No. 2/2023 on November 20, 2023 at 10.00 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor, 952 Rama 4 Road, Bangkok, Thailand or any adjournment at any date, time and place thereof.

- ☐ Agenda _____ Re : _____
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes
- ☐ Abstain _____ votes
-
- ☐ Agenda _____ Re : _____
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes
- ☐ Abstain _____ votes
-
- ☐ Agenda _____ Re : _____
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes
- ☐ Abstain _____ votes
-
- ☐ Agenda _____ Re : _____
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes
- ☐ Abstain _____ votes
-
- ☐ Agenda _____ Re : _____
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- ☐ (b) The proxy shall vote as per my/our intention as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes
- ☐ Abstain _____ votes

Enclosure 8

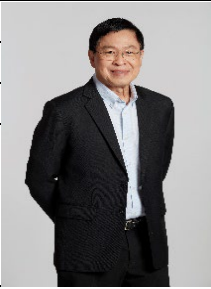
Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)

Profiles of Independent Director

Name – Surname	Mr. Akarat Na Ranong	
Age	69 years	
Nationality	Thai	
Current position	Independent Director Chairman Member of the Audit Committee Member of the Nomination, Compensation and Corporate Governance	
Date of holding directorship	January 13, 2011	
Years of being director of the Company	12 years 8 months	
Home Address:	256 Soi Sukhumvit 55, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110	
Education and Training	<ul style="list-style-type: none"> ▪ Master's Degree, Business Administration (Management) Marshall University, USA ▪ Bachelor's Degree, Economics, Chulalongkorn University, Thailand ▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Audit Committee Program (2004) - Director Accreditation Program (2007) - Role of the Compensation Committee (2007) - Director Certification Program (2013) - Role of the Chairman Program (2017) - Ethical Leadership Program (2019) ▪ Certificate, Capital Market Academy Leadership Program (2008) ▪ Seminar : Advanced Audit Committee Program (AACP Online) (2022) 	
Positions held in others listed company	2 listed companies 2017 - Present - Independent Director/Chairman of the Audit Committee/ Vice Chairman of Nomination Compensation and Corporate Governance Committee, 2010 - Present Symphony Communication Plc. - Independent Director/Chairman of the Audit Committee, Matching Maximize Solution Plc.	
Positions held in other non-listed company	3 companies 2017 - Present - Director/Member of Compensation and Remuneration Committee and Investment Committee, Krunghthai AXA Life Insurance Plc. 2015 – Present - Independent Director/Chairman of the Board of Director and Chairman of the Audit Committee, 2011 - Present KPN Academy Co., Ltd.	

	- Independent Director/Member of the Audit Committee, Finansa Securities Ltd.
Working Experience (last 5 years)	2016 - Apr 2018 - Chairman, Food Capitals Plc.
Shareholding in the Company (as of September 30, 2023)	None
Positions held in organizations that might lead to conflict of interest with the Company	None
Having general conflict of interest over any agenda item:	None

Profiles of Independent Director

Name – Surname	Mr. Chanmanu Sumawong	
Age	66 years	
Nationality	Thai	
Current position	Independent Director Chairman of the Audit Committee Chairman of the Nomination, Compensation and Corporate Governance Committee	
Date of holding directorship	February 1, 2018	
Years of being director of the Company	5 years 8 months	
Home Address:	634/2 Nakhon Chaisi Road, Thanon Nakhon Chaisi, Dusit, Bangkok 10300	
Education and Training	<ul style="list-style-type: none"> ▪ Master of Comparative Law (A.P.), George Washington University, USA ▪ Master of Law, George Washington University, USA ▪ Bachelor's Degree, Laws, (2nd Class Honors) Thammasat University, Thailand ▪ Barrister of law, Thailand ▪ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Director Accreditation Program (2013) ▪ Seminar : PDPA Onboarding (2022) 	
Positions held in others listed company	2 listed companies 2019 - Present - Executive Vice President, Prukso Real Estate Plc. 2018 - Present - Independent Director/Member of the Audit Committee and Member of Nomination and Remuneration Committee, CIMB Thai Bank Plc.	
Positions held in other non-listed company	1 company 2018 - Present - Independent Director/Chairman of the Audit Committee, Finansia Securities Ltd.	
Working Experience (last 5 years)	2018 - 2019 - Director, Thonburi Bamrungmuang Hospital Co., Ltd. 2017 - 2019 - Director of Legal Affairs, Thonburi Healthcare Group Plc.	
Shareholding in the Company (as of September 30, 2023)	None	
Positions held in organizations that might lead to conflict of interest with the Company	None	
Having general conflict of interest over any agenda item:	None	

Enclosure 9

Map of Venue of the Extraordinary General Meeting

Location: No. 952 Rama 4 Road, Bangkok, Thailand Tel.: 66 2 632 9000

Accessibility: BTS : Saladaeng Station / MRT: Silom Station / BMTA Bus No. 4, 47

