

Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

FNS Holdings Public Company Limited

on February 28, 2024 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 8.30 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



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Meeting Documents



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IFA Opinion Report
Enclosure 4

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.

February 6, 2024

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To : All Shareholders

Enclosure : 1. Minutes of the Extraordinary General Meeting of Shareholders No. 2/2023

2. Information Memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring

3. Information Memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring

4. Opinion Report of the Independent Financial Advisor regarding the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited.

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

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

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

8. Map of Venue of the Meeting

The Board of Directors of FNS Holdings Public Company Limited ("the Company") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on February 28, 2024 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. 2/2023

Objective and Rationale : The Extraordinary General Meeting of Shareholders No. 2/2023 was held on November 20, 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. 2/2023 held on November 20, 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 the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited.

2.1 To consider and approve the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

2.2 To consider and approve the Disposal of Investments in Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") and ordinary shares of BFTZ Wangnoi Company Limited ("BFTZ WN")

Objective and Rationale : According to the Board of Directors Meeting No. 10/2023 convened on 27 December 2023. The Board of Directors Meeting has approved to purpose to the shareholder meeting to consider the approval of the restructuring of the Company as follows:

(1) To consider and approve the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

(1.1) purchase 13,799,998 shares of RX Wellness Company Limited ("RXW"), representing 100 percent of the total shares, at a price of not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and

(1.2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "Investment Transaction in RXW").

At the same time, the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, with a total value of 1,770.00 million baht (referred to as "Land and Building Rental Transaction").

This Investment Transaction in RXW and the Land and Building Rental Transaction are considered asset acquisition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorJor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (**"Notification of the Acquisition or Disposition of the Assets"**).

As a major shareholder in MK, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Pokachaiyapat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director and Ms. Rachanee Mahatdetkul, but she does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), nor the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

- (1) To prepare a report and disclosure information memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
- (2) Appoint an independent financial advisor to provide opinions in relation to the Investment Transaction in RXW and the Land and Building Rental Transaction, and deliver such opinion

to the Securities and Exchange Commission (the “SEC”), the SET, and shareholders of the Company.

- (3) Arrange for the shareholders’ meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders’ meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details of the entering into such transaction are set out in the Information Memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring (Enclosure 2) and FNS Holdings Company Limited appoint IV Global Securities Public Company Limited to be the independent financial advisor for the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited. (Enclosure 4)

- (2) To consider and approve the Disposal of Investments in Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“PROSPECT”) and ordinary shares of BFTZ Wangnoi Company Limited (“BFTZ WN”)

According the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to Disposal of Investments in PROSPECT and divest shares of BFTZ WN as follows:

- (2.1) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“PROSPECT”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and
- (2.2) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“BFTZ WN”) with a par value per share at 100 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

Therefore, the Transaction of Disposal of Investments in PROSPECT and BFTZ WN are considered assets disposition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorJor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (**"Notification of the Acquisition or Disposition of the Assets"**).

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1. To prepare a report and disclosure information memorandum regarding the Business Restructuring to the SET according to the Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Disposition of Assets Transactions and Connected Transactions, and deliver such opinion to the shareholders of the Company.
3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders'

meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details of the entering into such transaction are set out in the Information Memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring (Enclosure 3) and FNS Holdings Company Limited appoint IV Global Securities Public Company Limited to be the independent financial advisor for the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited. (Enclosure 4).

In addition, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving the delegation of authority to the Executive Committee and/or the person authorized by the Executive Committee. This authority is granted to carry out the Business Restructuring plan as follows:

1. Any action related or necessary regarding Business Restructuring, including determining, amending, and changing relevant details to comply with the requirements of the rules, procedures, and conditions for Business Restructuring according to the law.
2. Review, modify, amend, and/or add details and steps of Business Restructuring, taking necessary and appropriate actions to reduce any impacts that may occur, making them appropriate and ensuring the successful achievement of the Business Restructuring objectives.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve the Business Restructuring plan by way of acquired and disposed of assets transactions and connected transactions related to the M.K. Real Estate Development Public Company Limited as follows:

1. The acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.
2. The disposal of investments in Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") and ordinary shares of BFTZ Wangnoi Company Limited.

In addition, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving the delegation of authority to the Executive Committee and/or the

person authorized by the Executive Committee. This authority is granted to carry out the Business Restructuring plan as follows:

1. Any action related or necessary regarding Business Restructuring, including determining, amending, and changing relevant details to comply with the requirements of the rules, procedures, and conditions for Business Restructuring according to the law.
2. Review, modify, amend, and/or add details and steps of Business Restructuring, taking necessary and appropriate actions to reduce any impacts that may occur, making them appropriate and ensuring the successful achievement of the Business Restructuring objectives.

Resolution : To consider approving the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited 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 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 6.

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. 2/2023

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2023
FNS HOLDINGS PUBLIC COMPANY LIMITED

Time and place

The Meeting was held on November 20, 2023, at 10.00 a.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, the representatives from two financial advisor companies, I V Global Securities Pcl. and FynnCorp Advisory Co., Ltd. as follows:

Directors attending the Meeting: 5 out of 5 directors attended the Meeting (representing 100% 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 |
| 5. Mr. Nuttawut Phowborom | Member of the Audit Committee / Independent Director |

There were 11 persons permitted to attend the Meeting as follows:

- | | |
|--------------------------------|---|
| 1. Mrs. Chanoknan Srivorakul | Moderator of the Meeting |
| 2. Mr. Jackchai Phanrod | Lawyer from J.K. Legal Counselor Company Limited, acting as a witness and inspector for vote counting |
| 3. Mr. Pongpak Sudthipongse | Assistant Vice President, I V Global Securities Pcl. |
| 4. Ms. Krisaporn Kunchan | Vice President, I V Global Securities Pcl. |
| 5. Mr. Thanawat Bunsiripaiboon | Analyst-Investment Banking Dept., I V Global Securities Pcl. |

6. Ms. Pajaree Mukkaeworawat	Analyst-Investment Banking Dept., I V Global Securities Pcl.
7. Mr. Suchat Olannaranon	Head of Investment Banking, FynnCorp Advisory Co., Ltd.
8. Mr. Nitis Tiravibulsin	Assistant Vice President, FynnCorp Advisory Co., Ltd.
9. Ms. Papatsamon Chuntavee	Head of Accounting Department
10. Ms. Wipa Nilsophon	Assistant Managing Director, Compliance Department
11. Mrs. Napaporn Salyajivin	Vice President, Compliance 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
4. had the right to vote for each agenda, whether agreeing, disagreeing, or abstaining in one way only.
5. 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.
6. 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.
7. 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.
8. In addition, when the Meeting completed all agenda items, shareholders shall 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.

33 shareholders attended the Meeting in person, representing 266,569,013 shares, and 29 shareholders by proxy, representing 59,329,313 shares. In total, 62 shareholders and proxies attended the Meeting, holding a total of 325,898,326 shares, equivalent to 65.0949 % of the total number of 500,651,065 shares issued by 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 Extraordinary General Meeting of Shareholders No.1/2023 held on June 23, 2023.

The Managing Director informed the Meeting that the Extraordinary General Meeting of Shareholders No.1/2023 had been held on June 23, 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 Extraordinary General Meeting of Shareholders No.1/2023 held on June 23, 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 Extraordinary General Meeting of Shareholders No.1/2023 held on June 23, 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	325,930,409	100.0000
Disagree	0	0.0000
Total	325,930,409	100.0000
Abstain	0	
Voided ballot	0	

Note: In this agenda, 1 more shareholder attended the Meeting after the start, representing 32,083 shares.

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 of Neo Corporate Public Company Limited

Mrs. Chanoknan, the Moderator, informed the Meeting that at the Board of Directors' Meeting No.8/2023 held on September 29,2023, it was resolved to propose to the Extraordinary General Meeting No.2/2023 for approval of the sale of ordinary shares held in Neo Corporate Public Company Limited ('NEO'), in the amount not exceeding 9,500,000 shares, with par value of THB 1.00 per share, along with NEO's issuance and offering of newly issued ordinary shares ("IPO"), at the IPO price. The said transaction was considered as the asset acquisition transaction of the Company under the Notification of the Capital Market Supervisory Board No. Tor Chor 20 dated 31 August 2008 regarding the regulations on significant transactions subjecting to be an acquisition or disposition of assets. The transaction size of disposition of investment in NEO was equal to or more than 50% but lower than 100% which was classified as a Class 1 Transaction under the Notification on Acquisition or Disposition of Assets; therefore, the Company was obliged to disclose the information relating to the acquisition of assets transaction as follows:

- (1) To disclose information to the SET related to the Disposition of NEO Investment 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 were eligible to vote and by not counting the vote of shareholders who had conflict of interest;
- (3) To appoint the independent financial advisor to express the opinion related to the disposition of NEO Investment Transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders.

In this case, the Information Memorandum on the transaction of the disposition of assets was attached in "Attachment 2". The Company appointed I V Global Securities PLC to be the independent financial advisor for entering into the transaction of disposition of investment in NEO and the information on the opinion of the financial advisor over the said transaction was attached in "Attachment 4". Both of the attachments were sent to shareholders along with the invitation letter to the shareholders meeting.

After that, Mr. Pongpak Sudthipongs, Assistant Vice President, I V Global Securities PCL presented to the Meeting on the advantages, disadvantages and risks of the entering into the transaction as follows:

Benefits of the transaction:

1. Obtain a source of funds to expand the business and enhance liquidity.
The disposal of shares in NEO would result in the additional cash flows for the Company, and enhancing the working capital for potential business expansion in the future.
2. Strengthening the financial position and enhancing stability.

The proceeds from the transaction can be used to repay loan debt, leading to a reduction in loan debt and lower interest expenses. The cash flow generated from the disposal of the investments can be reinvested to further strengthen the Company's business, contributing to a stronger and more stable financial position

3. The Company could sell ordinary shares in NEO in the required amount.

As NEO had underwriters to facilitate the IPO process as well as to serve as guarantors for IPO, giving the Company confidence that the necessary numbers of NEO shares would be successfully sold in full.

4. Mitigate the risk of stock price fluctuations after NEO was listed on the Stock Exchange of Thailand.
5. Mitigate risks associated with uncertain business ventures.

There were risks factors in the consumer products business such as excessive unsold inventory, shifting consumer preferences towards other brands, and the rapid changes of consumer's behavior in today's market, etc.

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

The Company's had two main businesses : 1) real estate development and investment business, and 2) direct investment business. The disposal of investment in NEO which was not the Company's principal business would enable the Company to derive its working capital to further develop and expand its core business.

7. Enhance the potential for distributing dividends to shareholders.

The cash flow generated from this investment disposal would further enhance the Company's capacity to provide dividends to its shareholders.

Disadvantages of the transaction:

1. Loss of profit-sharing opportunities in the business of producing and distributing consumer products.

The decrease in the shareholding in NEO which operated a household and personal care products considered as essential goods in consumer's daily lives might result in a decrease of opportunities to benefit an increased share of profits in NEO's business.

2. Loss of opportunity to benefit from a strong and growing business.

The reduction in investment in NEO which was a leading local manufacturer of household and personal care products and had a good performance might lead to a missed opportunity to benefit from NEO's thriving business in the future.

3. Reduced dividend receipt from NEO investments.

In the past, NEO consistently paid dividend to its shareholders. The reduction in investment in NEO would result in a decreased portion of dividends, and this could lead to the Company's loss of benefit on dividend income.

4. Selling these investments would hinder the Company's ability to diversify its business risks into the consumer products sector, a sector essential to customers in their daily lives.
5. Potential loss of investment value from selling investments at a higher price after NEO lists on the Stock Exchange.

The current economy recovery, particularly in sectors like tourism where an increasing number of tourists were visiting Thailand, would boost consumer activities with higher usage of personal care products. The stronger economy recovery could potentially result in the Company missing the opportunity for price increases in line with investors' expectations towards NEO's securities.

Benefit of opting out of the transaction

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

NEO offered a comprehensive range of household and personal care products, had a strong financial position, thus a potential growth in the future, and NEO paid dividend consistently; therefore, if the Company refrained from entering into the transaction at this time, it would retain the proportion of NEO shares which could have capacity to promote the value of the Company.

2. The Company had the right to receive dividends from being a shareholder in NEO in the same proportion. This would continuously contribute to the Company's dividend income.

3. Risk diversification into complementary businesses apart from the main business.

As the main business related to real estate development, the diversification into consumer product business would 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.

Disadvantage of opting out of the transaction

1. The Company could miss opportunity to utilize the proceeds from NEO investment disposal into future projects which might generate returns for the group company in the future if it opted not to proceed with the transaction. The Company might miss the chance to source other potential investments that might contribute to the Company's future growth.

Risks Associated with the transaction

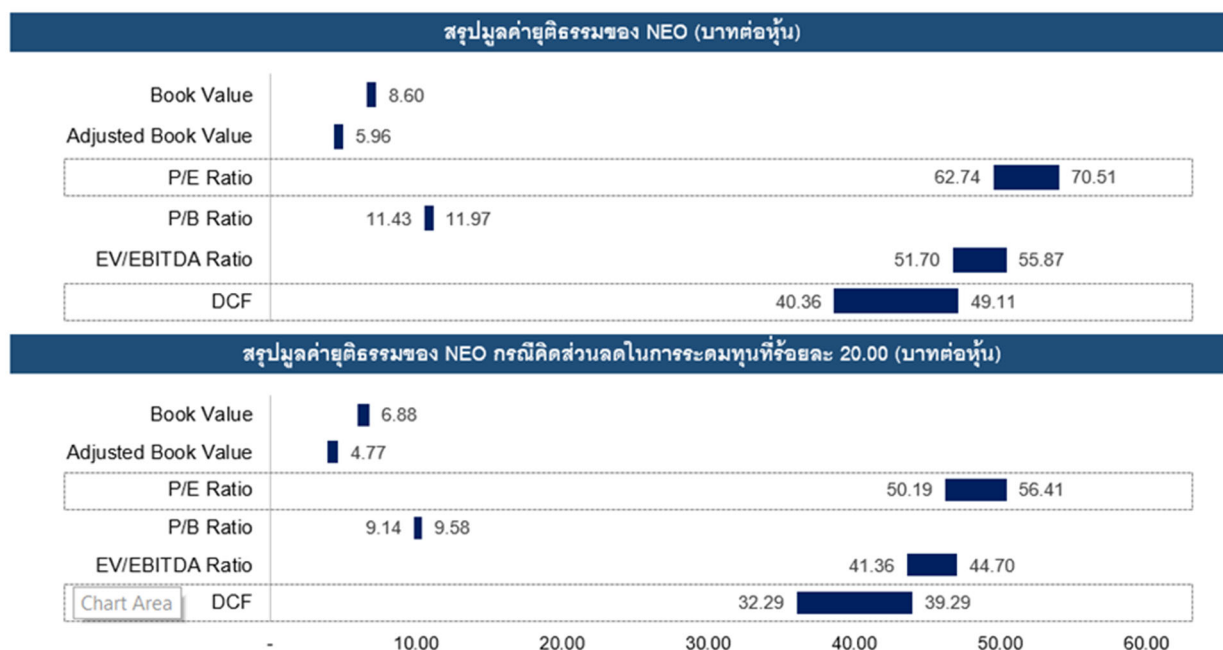
1. Risk of uncertainty of the share offering price together with the initial public offering (IPO Share Offering Price).
2. Risk of NEO extending the listing period on the Stock Exchange.

3. Risk of inability to sell the required number of NEO shares.

Reasonableness of the transaction price and the conditions of the transaction:

Assessment of fair value summarized by 4 methodologies as follows:

Summary of fair value of NEO (Baht per share)



To summarize, in view of the Independent Financial Advisor, the transaction was deemed appropriate, and the shareholders should approve the Company's entering into the transaction of assets disposition at this time due to the following advantages :

- Obtain a source of funds to expand the business and enhance liquidity.
- Strengthening the financial position and enhancing stability.
- Mitigate the risk of stock price fluctuations after NEO was listed on the Stock Exchange of Thailand.
- Enhance the Potential for Distributing Dividends to Shareholders
- Potential to expand the Company's business in the future
- Due to reasonable pricing, it was appropriate to enter into the transaction.
- The conditions of the transaction were appropriate.

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

Mr. Methee An-adirekkul,
Proxy from Thai Investors
Association:

When did the Company invest in NEO and at what price? And what is the cost price after the Company has received the dividends?. IFA sets the price at approx.30 Baht while the book value is approx. 5-6 Baht.

Managing Director:

The Company invested in the exchangeable loan in NEO since 2016-2018 totaling Baht 237 million, and it was already

converted into ordinary shares. NEO already paid dividends 3 times totaling Baht 100 million and it is expected to pay again in Q4 in 2023 and early next year about Baht 200 million. Combining dividends we already received and expect to receive amounts to Baht 280 million. The Company owns 28.37 million shares equivalent to 13% prior to IPO. In the IPO, the Company will sell 9.5 million shares out of 28 million shares representing one-third of the total shares that the Company holds.

Mr. Surasak Angthawiwat,
shareholder:

What is the plan to utilize the proceeds from NEO investment disposal?

Managing Director:

The Company has a plan to restructure the business of the Group. With reference to Q3 financial statements reported to the SET and investors, the Company had profit which came from increasing the % investment in M.K. from 31.5% to 49.5%. This one-time transaction was shown in the balance sheet recorded as a gain because the Company bought the MK shares at the price lower than its book value. At present the Company has outstanding loans from debenture and bank loans at about Baht 700 million to which the Company gives priority, and the Company will also consider paying dividend to shareholders as well as restructuring the business of the group for suitability, namely health and wellness business and real estate development business.

Mr. Thitiphong Sopon-udomporn,
shareholder:

Please clarify why the Company considers to sell NEO shares which make very good returns and use the proceeds to pay debts or to invest in other projects of which the return is unpredictable or which have more risks.

Managing Director:

Getting an approval of selling a proportion of NEO shares along with NEO's IPO early next year is to follow the Company's plan and is in line with the opinion of TISCO Securities Co., Ltd., the underwriter, as well as at the appropriateness of the market situation. As for loans payment or dividend payment, this will be subject to market stability and the Company's demand of funds in the next 5-6 months.

Mr. Suphoj Euachailertkul,
shareholder:

1. After the disposal of 9.5 million shares in NEO, how many percent is the remaining shares? And will there be any changes in board of directors seats in NEO?
2. How to utilize the proceeds sorted by priority?

Managing Director:

The Company holds totally 28.37 million shares in NEO equivalent to 12.8% prior to IPO; after the sale of 9.5 million (representing 33.48% of investment in NEO) along with IPO, the

outstanding shares are 18.87 million or equivalent to 6% of the paid registered capital of NEO (after IPO).

At present I am the representative of FNS acting as one of the board of directors of NEO. When the proportion of shareholding is significantly decreased, by courtesy I should resign as director of NEO.

As for the proceeds received after the IPO, the Company plans to repay the bank loans and invest in the real estate development business and health and wellness business. Currently the industrial property business is doing well with a development of approx..1 million sq.m of which 300,000 sq.m was sold into the REIT; the remaining areas at 900,000 sq.m are under construction expected to complete at the end of next year. This resulted in a positive operating results for 9 months of Prospect Development Company or about Baht 300 million.

As for the health and wellness business, there are 2 projects. The one at Bangkrachao is a high-end “Health is Wealth” concept, and the other one is situated at Samphran with a “Everyone Wellness” concept. Both of the projects are still in loss, but we expect to see a positive cash flow for Bangkrachao at the end of next year, and for Samphran in 2025.

The Company will no longer focus on the residential business and will downsize it due to high competition.

Mr. Suphoj Euachailertkul,
shareholder:

On industrial property development, is an advance reservation required before the construction or how many percent of the ready - built buildings are there?

Managing Director:

There are both the build-to-suit and the ready-built projects. The build-to-suit building has a definite specification, such as cooling warehouse, which generates lower returns but has lower risk because there is a building contract with long term agreement of 20 years, e.g. Siam Makro. The ready built project is for lease; the return is higher but the risk is higher too because the lease contract is for 3 years.

Mr. Thitiphong Sopon-udomporn,
shareholder:

Re 9.5 million shares, has the selling price been fixed? If the price is lower than expected, will the Company sell the shares or not?

Managing Director:

As the Company is selling as part of this IPO transaction, after receiving an approval from shareholders, the Company will apply for filing along with NEO. In this case, for IPO NEO will issue new ordinary shares and the Company will sell original, ordinary shares held in NEO. According to the SEC regulations, whether the IPO consists of the new issued or the original shares, the filing process is required. TISCO Securities has assessed the

value of 28 million shares at around Baht 1 billion. The gain of 5-6 times of the investment including dividend is satisfactory to us.

Mr. Thirapol Veeraphanchai,
shareholder:

1. The proceeds received from the sale of NEO shares (less the cost) will be booked as profit, but is there any other cost to be deducted?
2. Will the remaining shares be revalued? Will they be recorded in the statement of income or equity?
3. Will the shareholders of FNS have rights to subscribe the IPO shares?

Managing Director:

1. In separate financial statements the cost is deducted, but in consolidated statements is the dividend. FNS already realized the profit from holding of 12.8% shares in NEO. And there is some tax to pay.
2. We will check to make sure on that issue.
3. This depends on TISCO Securities Ltd. and the major shareholders of NEO. I will check on that.

Mr. Vinai Rungthiwasuwan,
shareholder:

What does the Company plan for the outstanding of 18 million shares?

Managing Director:

It depends on the Company's fundings needs and financial obligations as well as the policy. The Company might dispose of them when the market is better.

Mr. Vinai Rungthiwasuwan,
shareholder:

As a director of NEO, what is your point of view towards direction of growth of NEO after IPO?

Managing Director:

Thai, brand products are popular in foreign, neighboring markets. I believe that it can grow further. The new factory starts launching new products into the market to compete with the other brand name products; furthermore, the management team has good vision and a similar point of view.

Mr. Vinai Rungthiwasuwan,
shareholder:

I would like to suggest that FNS utilizes the proceeds by exploring and investing in another private equity deals that generate a good profit like NEO.

Mr. Chayaphol Prasertkamolchai,
shareholder:

Why does FNS not sell the shares in the market after the IPO of NEO which may get a better price?

Managing Director:

It's a matter of risk management. Selling 9.5 million shares in the market may not be easy and the price could possibly go down. No one knows or could guarantee the higher or lower price than at IPO. The Company has invested for 7-8 years, received dividends and made some profits so the Company sees it as appropriate to be a part in the IPO transaction.

Mr. Chayaphol Prasertkamolchai, shareholder:	The Company received a good value of returns from 9.5 million shares, doesn't it?
Managing Director:	No, not just from 9.5 million shares, but from the total 28 million shares equivalent to Baht 230 million of investment which was already repaid to the Company.
Mr. Nuttawut Phowborom, Audit Committee Member and independent director:	In the Meeting, the Independent Financial Advisor has already explained quite in details about the advantages and disadvantages of the transaction. I'd like to give an example: this case is like an investor investing in stocks; share price running above and lower than IPO price is often seen. When the share price keeps running up from Baht 10 to 50, you are happy, but one day it could come down to Baht 7-8. These incidents often happen in the stock market. Though some shareholders think that we may lose chance, the Board of Director and management see these risks and want to manage the risk together with the Company's liquidity. We have considered several factors and see that it's appropriate to propose this to the shareholders meeting for approval. The shareholders have rights to decide whether or not the Company should enter into the transaction. Some shareholders may not want to, some may do in order to reduce risk.

After that, the Managing Director asked if there were any more questions; as there were no more questions from shareholders/proxies, Mrs. Chanoknan requested the Meeting to consider approving sale of ordinary shares, held in Neo, along with the issuance and offering of newly issued ordinary shares of NEO. 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 sale of ordinary shares held in NEO, along with the issuance and offering of newly issued ordinary shares of NEO 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	330,000,414	99.99998758
Disagree	41	0.00001242
Abstain	0	0.00000000
Voided ballot	0	0.00000000

Total	330,000,455	100.000000
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Note: For this agenda item, 23 more shareholders attended the Meeting, representing 4,070,046 shares.

Agenda 3: To consider approval for MK Real Estate Development Public Company Limited, a subsidiary, to invest in Sansiri Public Company Limited.

Mrs. Chanoknan, the Moderator, informed the Meeting that according to the Board of Directors No.8/2023 held on 29 September 2023, it was resolved to propose to the Extraordinary General Shareholder's Meeting No.2/2023 to consider 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, by exercising 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 SIRI 1 common share at an exercise price of THB 1.10 per unit. The investment in SIRI transaction was considered as the asset acquisition transaction of the Company under the Notification of the Capital Market Supervisory Board No. Tor Chor 20 dated 31 August 2008 regarding the regulations on significant transactions subjecting to be an acquisition or disposition of assets (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 Investment in SIRI Transaction was the entering into transaction between a subsidiary of a listed company and another listed company. Therefore, the total transaction size was equal to or more than 50 percent, which was classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets.

In this regard, the Company was 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 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 had 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

The Information Memorandum of the Transaction was attached as Attachment 3. The Company has appointed FynnCorp Advisory Company Limited as an independent financial advisor to provide an opinion on such Transaction (Attachment 5) which was sent along with the invitation letter to shareholders.

After that Mr. Suchat Olannaranon, Head of IB, FynnCorp Advisory Co., Ltd., an Independent financial advisor explained to the Meeting on the advantages and disadvantages of the entering into the Transaction.

Entering into the Transaction			Opting out of the Transaction	
Benefit	Disadvantage	Risk	Benefit	Disadvantage
<ul style="list-style-type: none"> - This investment aligned with the company's vision and objectives. - It was an investment in a business with high growth potential and opportunities. - It was an investment in a company with a consistent dividend payment, which was one of the avenues for receiving returns from investments - It represented an investment in assets with liquidity that allowed for the consideration of suitable timing to realize returns from capital gains, based on the difference in stock prices. - This investment also served as a means to diversify the risk associated with the Company's investments. - It was an investment that was certain in terms of the number of shares and the amount of capital. 	<ul style="list-style-type: none"> - Entering an Investment Transaction in SIRI without Controlling Interest - 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 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. - May miss the opportunities for investing in other businesses. - MK may lack liquidity in conducting its business. 	<ul style="list-style-type: none"> - The risk that the performance of SIRI's operations may not meet expectations. - The risk that MK faces is possible losses from investing in SIRI common stock. - The risk stemming from MK's future financial flexibility. - The market price risk of SIRI may not be suitable for exercising rights under the limited-term warrant conditions. - 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 	<ul style="list-style-type: none"> - Not to lose the opportunity to invest in other businesses through MK. - No transaction risk. 	<ul style="list-style-type: none"> - 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. - 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

Appropriateness of the transaction price according to various valuation methods

Valuation Methods	Fair Value (THB/share) (1)	Exercise Price (Baht/share) (2)	Cost of purchasing warrants (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

From the analysis of advantages, disadvantages, and risks of entering into the transaction, IFA had an opinion that entering into the transaction would be beneficial to the Company and shareholders, especially entering into the transaction would create an opportunity to generate income from dividends and capital gains from selling shares in the stock exchange during the desired period.

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 exercised the warrants in the upcoming exercise period). SIRI was a leading property developer in Thailand with a continuous growth in net profits, and had consistently distributed dividends over the past 5 years; therefore, the IFA had opinion that this transaction was appropriate. However, entering into this transaction would reduce MK voting rights due to the exercise of the right of remaining warrant held by other investors. There was also a risk of loss from investing in SIRI shares if they were sold below the cost at which MK acquired them. Additionally, there was liquidity risk for MK as it would use internal cash flows for this investment.

The Independent Financial Advisor opined 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 which was higher (lower) than the exercise price (at THB 1.85) by THB (0.13) – 0.09 per share. Therefore, the IFA opined that the transaction price in this case was appropriate, as the cost of acquiring the shares falls within the range of fair value.

After that, the Managing Director asked if there were any more questions. There were Q&A as follows:

Mr. Methee An-adirekkul, Proxy from Thai Investors Association:	Should the price proposed for approval be the cost of THB 0.75 plus the exercise price or not? And if MK could not find source of fund, would FNS be the lender?
Managing Director:	FNS can lend money to MK according to the resolution of the previous shareholders meeting regarding the credit line of THB500 million which is not for this case. For this case MK does not need to borrow and the exercise rights of MK's warrant is valid until 2025.
Mr. Suphoj Euachailertkul, shareholder:	If the Meeting does not approve this agenda, MK will not be able to invest, will it?
Mr. Suchat Olannaranon, IFA, Fynncorp Advisory Co.,Ltd.	For this transaction, it has to get approval both from Board of Directors meeting and shareholders meeting of MK and FNS.
Mr. Piyaphong Prasartthong, shareholder:	Is the agenda 3 considered as related agenda?
Managing Director:	Yes, it is because MK is a subsidiary company of FNS.

Mr. Suphoj Euachailertkul, shareholder:	Re the votes to approve this agenda, must it be three-fourth or 50 percent of the total vote?
Managing Director:	Three-fourth of the total votes.
Mr. Suphoj Euachailertkul, shareholder:	Is the exercise price at THB1.85 valid until 2025? In case that the market price is at THB 1.66 - 1.67, the Company will hold to exercise the rights, won't it?
Managing Director:	The period of exercise of rights is from 2020 – November 2025 at every end of quarter. To exercise the rights or not depends on the expected dividend as holding warrants there is no dividend, but holding shares we can get returns as shareholders, so we have to consider this.
Mr. Thitiphong Sophon-udomporn, shareholder:	What is the Board of directors' point of view towards investment in SIRI? How does the Company plan to position between MK and SIRI? And if SIRI price is very low, will the Company still invest?
Managing Director:	The Management team has a plan to restructure the business of the Group. MK and SIRI cannot be compared due to the different by 30 times in gross sales between SIRI and MK. MK's housing sales amount is THB 1 billion while THB 10 billion for SIRI. From now on MK will not purchase additional land and will stop developing real estate projects.
Mr. Surasak Anktawiwat:	How many outstanding of warrants do the Company have in percent?
Mr. Suchat Olannaranon, IFA, Fynncorp Advisory Co.,Ltd.	Approximately 400 million units or 3.98%.
Mr. Vinai Rungthiwasuwan, shareholder:	To exercise warrants, MK will need about THB770 million. Where does MK get funds from? And how many percent of return does MK expect from investment in SIRI?
Managing Director:	MK will consider mainly about the company's liquidity by having reduced the debenture from THB 9 billion to 5 billion as well as disposal of assets.
Mr. Suchat Olannaranon, IFA, Fynncorp Advisory Co.,Ltd.	The past dividend yield of SIRI is 4-8%

After that, the Managing Director asked if there were any more questions; as there were no more questions from shareholders/proxies for this agenda, Mrs. Chanoknan requested the Meeting to consider approval for MK, a subsidiary, to invest in SIRI. 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 for M.K. Real Estate PCL, a subsidiary, to invest in Sansiri Pcl. 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	330.000,414	99.99998758
Disagree	41	0.00001242
Abstain	0	0.00000000
Voided ballot	0	0.00000000
Total	330.000,455	100.000000

Agenda 4: To consider other matters (if any).

There were no other matters.

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 12.00 hrs.

Signed: _____ Chairman
(Mr. Akarat Na Ranong)

Signed: _____ Keeper of the Minutes
(Ms. Wipa Nilsophon)

Enclosure 2

Information Memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of
FNS Holdings Public Company Limited under the Business Restructuring

Information Memorandum of FNS Holding Public Company Limited on
the Acquisition of Assets Transactions and Connected Transactions of
FNS Holdings Public Company Limited
under the Business Restructuring

February 6, 2024

**Information Memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of
FNS Holdings Public Company Limited under the Business Restructuring**

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, for a total not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business at this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

This Investment Transaction in RXW and the Land and Building Rental Transaction are considered assets acquisition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorJor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (**"Notification of the Acquisition or Disposition of the Assets"**).

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Pokachaiyapat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director and Ms. Rachanee Mahatdetkul, but she does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the **"Notification of Connected Transaction"**). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Investment Transaction in RXW and the Land and Building Rental Transaction, and deliver such opinion to the

SEC, SET, and shareholders of the Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.

3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details 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 the execution of the restructuring plan is anticipated to be completed within 2024, given the multitude of steps involved in facilitating this transaction. These include the execution of relevant contracts and the transfer of various licenses essential for operating a health service business. The Company expects that it shall be able to complete the business restructuring within 2024 according to the complete of precedent transaction under related contracts) and after the shareholder's meeting approved the business restructuring including the Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN and other required procedure and/or any items related to the business restructuring.

1.2 **The Counterparty and Relationship with the Company**

Buyer	:	FNS Holdings Public Company Limited (the "Company" or "FNS")
Seller	:	M.K. Real Estate Development Public Company Limited ("MK")

Relationships	:	The Company is a major shareholder who holds 540,145,362 shares, representing 49.50 percent of the total shares of MK and has a common director, which is Mr. Vorasit Pokachaiyapat who is a director and Managing Director of the Company and (2) Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Therefore, The Company has two joint directors and executives, Mr. Vorasit Pokachaiyapat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and
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Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director and Ms. Rachanee Mahatdetkul, but she does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), nor the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting.

1.2.1 General Information of M.K. Real Estate Development Public Company Limited (“MK”)

(1) General Information

Company Name	: M.K. Real Estate Development Public Company Limited (“the Company”)
Business	: Develop property for sale and rent, and provide related services
Registration Number	: 0107536001567
Website	: www.mk.co.th
Head Office Address	: 6th - 8th Floor, 345 Surawong Building, No. 345, Surawong Road, Kwaeng Suriyawong, Khet Bang Rak Bangkok 10500
Telephone	: 0-2234-8888
Fax	: 0-2234-8880
Registered Capital	: 1,117,211,195 Baht
(As of 30 Sep 2023)	Divided to ordinary shares of 1,117,211,195 shares at par value of 1.00 Baht per share
Issued and Paid-up Capital	: 1,091,205,066 Baht
(As of 30 Sep 2023)	Divided to ordinary shares of 1,091,205,066 shares at par value of 1.00 Baht per share

Source: 2022 Annual Report

(2) List of Shareholders

List of major shareholders of M.K. Real Estate Development Public Company Limited as of 17 October 2023 is as follows:

Shareholder Name ^{1/}	No. of Shares	Portion to Paid-up Capital
1. FNS HOLDINGS PUBLIC COMPANY LIMITED	540,145,362	49.50%
2. CPD HOLDING COMPANY LIMITED	60,492,171	5.54%
3. WISDOM LEADER VENTURES LIMITED	52,171,368	4.78%
4. MISS RAVIPAN JARUTHAVEE	44,950,960	4.12%
5. MR. AURCHAT KANJANAPITAK	30,764,140	2.82%
6. BCH HOLDING CO.,LTD.	26,829,270	2.46%
7. MISS PIYASRI TANTIWATANA	24,381,820	2.23%
8. MISS CHUTIMA TANGMATITHAM	17,331,015	1.59%
9. MRS. ANCHAN TANGMATITHAM	15,960,446	1.46%
10. MR. YUE KWOK-LEUNG	14,249,510	1.31%
Top 10 Shareholders	827,276,062	75.81%
Other shareholders	263,929,004	24.19%
Total	1,091,205,066	100.00%

Source: The SET

(3) List of Directors

As of 12 September 2023, the Company's Board of Director includes 7 directors as follows:

No.	Name	Position
1.	MR. SUTHEP WONGVORAZATHE	CHAIRMAN OF THE BOARD
2.	MR. VORASIT POKACHAIYAPAT	CHIEF EXECUTIVE OFFICER, DIRECTOR
3.	MISS RACHANEE MAHATDETKUL	DIRECTOR
4.	MRS. SIRIPAN LEEWANUN	DIRECTOR
5.	MR. ATT TONGYAI ASAVANUND	INDEPENDENT DIRECTOR, CHAIRMAN OF AUDIT COMMITTEE
6.	MR. CHAIYAPONT TIMSOOTHEEPANT	INDEPENDENT DIRECTOR, AUDIT COMMITTEE
7.	MR. THERAPHAN JITTALARN	INDEPENDENT DIRECTOR, AUDIT COMMITTEE

Source: The SET and the affidavit of MK

(4) Financial Position

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets								
Cash and cash equivalents	164.02	0.91	172.19	0.90	415.67	2.09	104.45	0.55
Other current financial assets	191.06	1.06	318.01	1.67	-	-	406.00	2.16
Trade and other current receivables	78.39	0.44	88.88	0.47	1,018.56	5.13	698.27	3.71
Current portion of lease receivables	-	-	-	-	-	-	0.24	0.00
Short-term loans to related parties	-	-	570.00	2.99	808.50	4.07	939.50	4.99
Short-term loans to other parties	105.00	0.58	110.00	0.58	81.20	0.41	60.00	0.32
Real estate development for sale	5,665.62	31.50	4,132.80	21.71	3,224.11	16.23	2,004.96	10.64
Inventories	3.50	0.02	4.69	0.02	5.88	0.03	9.74	0.05
Other current assets	113.57	0.63	148.86	0.78	250.03	1.26	305.24	1.62
Total current assets	6,321.17	35.15	5,545.43	29.12	5,803.95	29.22	4,528.40	24.04
Non-current assets								-
Deposits pledged as collateral	4.65	0.03	21.50	0.11	63.81	0.32	98.35	0.52
Lease receivables	-	-	-	-	-	-	53.25	0.28
Investments in associates	218.46	1.21	204.15	1.07	193.10	0.97	250.96	1.33
Investments in subsidiaries	-	-	-	-	-	-	-	-
Investments in joint ventures	326.48	1.82	605.54	3.18	590.91	2.97	577.60	3.07
Other non-current financial assets	10.13	0.06	10.13	0.05	8.49	0.04	8.49	0.05
Land held for development	477.05	2.65	467.84	2.46	467.84	2.36	461.20	2.45
Investment properties	5,403.93	30.05	5,193.96	27.28	6,441.47	32.43	6,295.80	33.42
Property, plant and equipment	4,994.17	27.77	5,785.38	30.38	5,746.69	28.93	6,098.34	32.37
Intangible assets	18.12	0.10	21.07	0.11	33.29	0.17	45.92	0.24
Deferred tax assets	75.63	0.42	160.97	0.85	189.76	0.96	197.15	1.05
Deposits	-	-	120.00	0.63	30.00	0.15	30.00	0.16
Other non-current receivables	-	-	781.50	4.10	30.00	0.15	-	-
Goodwill	-	-	-	-	-	-	59.92	0.32
Other non-current assets	135.45	0.75	123.05	0.65	265.29	1.34	133.03	0.71
Total non-current assets	11,664.08	64.85	13,495.10	70.88	14,060.66	70.78	14,310.02	75.96
Total assets	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.42	100.00
Liabilities and equity								
Current liabilities								
Short-term borrowings from financial institutions	873.20	4.86	1,142.14	6.00	694.69	3.50	74.80	0.40

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Trade and other current payables	427.06	2.37	449.73	2.36	296.28	1.49	614.88	3.26
Current portion of long-term borrowings from financial institutions	290.34	1.61	284.36	1.49	396.21	1.99	347.77	1.85
Current portion of long-term borrowings from other parties	-	-	-	-	-	-	80.00	0.42
Current portion of payables for purchase of land	-	-	647.00	3.40	-	-	-	-
Short-term debentures	647.63	3.60	1,701.99	8.94	1,206.00	6.07	226.60	1.20
Current portion of long-term debentures	1,720.31	9.57	1,435.82	7.54	2,812.12	14.16	2,697.49	14.32
Short-term loans from related parties	-	-	-	-	116.99	0.59	90.00	0.48
Short-term loans from other parties	667.78	3.71	227.47	1.19	-	-	-	-
Current portion of lease liabilities	3.00	0.02	23.02	0.12	17.13	0.09	14.72	0.08
Current income tax payable	18.65	0.10	-	-	0.72	0.00	32.90	0.17
Customers' deposits	19.24	0.11	29.11	0.15	42.23	0.21	47.75	0.25
Payables from a transfer of right agreement to receive cash inflow	-	-	-	-	-	-	968.29	5.14
Current portion of provisions for guarantee of lease agreement	-	-	-	-	-	-	8.83	0.05
Other current liabilities	363.05	2.02	351.85	1.85	376.88	1.90	383.94	2.04
Total current liabilities	5,030.25	27.97	6,292.48	33.05	5,959.25	30.00	5,587.97	29.66
Non-current liabilities								
Payables for purchase of land	647.00	3.60	-	-	-	-	-	-
Non-current payables	-	-	-	-	-	-	61.08	0.32
Long-term borrowings from financial institutions	1,680.98	9.35	1,916.69	10.07	2,725.19	13.72	1,961.61	10.41
Long-term borrowings from other parties	-	-	-	-	80.00	0.40	-	-
Long-term debentures	3,435.23	19.10	3,437.42	18.05	3,593.50	18.09	3,724.57	19.77
Lease liabilities	301.53	1.68	677.33	3.56	686.61	3.46	1,084.11	5.75
Deferred tax liabilities	-	-	-	-	5.38	0.03	-	-
Non-current provisions for employee benefits	92.50	0.51	67.49	0.35	62.31	0.31	68.28	0.36
Provisions for guarantee of lease agreement	-	-	-	-	-	-	3.84	0.02
Other non-current liabilities	156.78	0.87	180.67	0.95	289.53	1.46	306.41	1.63

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Total non-current liabilities	6,314.02	35.11	6,279.60	32.98	7,442.53	37.47	7,209.90	38.27
Total liabilities	11,344.27	63.08	12,572.09	66.03	13,401.78	67.47	12,797.86	67.93
Equity								-
Share capital:								-
Authorised share capital	1,117.21	6.21	1,117.21	5.87	1,117.21	5.62	1,117.21	5.93
Issued and paid-up share capital	1,091.21	6.07	1,091.21	5.73	1,091.21	5.49	1,091.21	5.79
Share premium on ordinary shares	1,484.16	8.25	1,484.16	7.79	1,484.16	7.47	1,484.16	7.88
Warrants	3.28	0.02	4.29	0.02	4.79	0.02	4.94	0.03
Retained earnings								-
Legal reserve	111.72	0.62	111.72	0.59	111.72	0.56	111.72	0.59
Unappropriated	3,976.22	22.11	3,802.67	19.97	3,736.78	18.81	3,301.03	17.52
Other components of equity	(25.61)	-0.14	(25.61)	-0.13	2.71	0.01	10.16	0.05
Equity attributable to owners of the parent	6,640.98	36.92	6,468.44	33.97	6,431.37	32.38	6,003.23	31.87
Non-controlling interests	-	-	-	-	31.45	0.16	37.34	0.20
Total equity	6,640.98	36.92	6,468.44	33.97	6,462.82	32.53	6,040.56	32.07
Total liabilities and equity	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.43	100.00

Source: Financial statements audited or reviewed by certified public accountants

(5) Profit and Loss

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Revenues										
Revenue from sale of real estate	2,530.40	73.42	2,481.14	74.70	1,790.54	69.88	1,534.31	73.01	1,452.00	56.70
Revenue from rental and rendering of services	374.27	10.86	341.33	10.28	340.11	13.27	247.80	11.79	305.89	11.95
Revenue from golf services and sport club	100.84	2.93	-	-	-	-	-	-	-	-
Revenue from management of real estate	48.37	1.40	91.04	2.74	118.26	4.62	83.47	3.97	126.91	4.96
Revenue from health and wellness	3.04	0.09	25.82	0.78	57.32	2.24	40.28	1.92	86.90	3.39
Gain on disposal of investment and investment income	10.73	0.31	297.33	8.95	70.84	2.76	51.30	2.44	251.51	9.82

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Gain on sale of investment property	263.29	7.64	-	-	-	-	-	-	251.63	9.83
Other income	115.52	3.35	84.68	2.55	185.34	7.23	144.23	6.86	85.82	3.35
Total revenues	3,446.47	100.00	3,321.34	100.00	2,562.41	100.00	2,101.38	100.00	2,560.67	100.00
Expenses										
Cost of sale of real estate	1,904.88	55.27	2,035.49	61.29	1,122.28	43.80	928.99	44.21	993.96	38.82
Cost of rental and rendering of services	181.49	5.27	167.57	5.05	145.73	5.69	107.63	5.12	158.84	6.20
Cost of golf services and sport club	63.54	1.84	-	-	-	-	-	-	-	-
Cost of management of real estate	21.81	0.63	35.03	1.05	26.95	1.05	20.25	0.96	31.28	1.22
Cost of health and wellness	8.96	0.26	132.99	4.00	152.47	5.95	109.77	5.22	218.67	8.54
Distribution costs	242.39	7.03	232.52	7.00	163.41	6.38	123.16	5.86	128.69	5.03
Total Cost of sale and service	2,423.08	70.31	2,603.60	78.39	1,610.84	62.86	1,289.79	61.38	1,531.44	59.81
Gross Profit	1,023.40	29.69	717.74	21.61	951.57	37.14	811.59	38.62	1,029.23	40.19
Administrative expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	600.93	23.47
Other expenses							-	-	1.06	0.04
Other losses							-	-	119.00	4.65
Total expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	720.98	28.16
Finance costs	378.56	10.98	477.46	14.38	598.85	23.37	429.92	20.46	581.09	22.69
Share of profit of joint ventures and associates accounted for using equity method	6.31	0.18	61.00	1.84	4.80	0.19	3.08	0.15	8.67	0.34
Profit (loss) before income tax expense	(9.84)	-0.29	(275.80)	-8.30	(491.82)	-19.19	(173.13)	(8.24)	(264.17)	(10.32)
Tax income (expense)	6.42	0.19	87.79	2.64	(20.72)	-0.81	18.39	0.88	(57.72)	(2.25)
Profit (loss) for the period from continuing operations	(3.42)	-0.10	(188.01)	-5.66	(512.54)	-20.00	(154.75)	(7.36)	(321.89)	(12.57)
Discontinued operation										
Profit for the period from discontinued operation, net of tax	-	-	2.70	0.08	469.91	18.34	23.02	1.10	-	-
Profit (loss) for the period	(3.42)	-0.10	(185.31)	-5.58	(42.63)	-1.66	(131.73)	(6.27)	(321.89)	(12.57)

Source: Financial statements audited or reviewed by certified public accountants

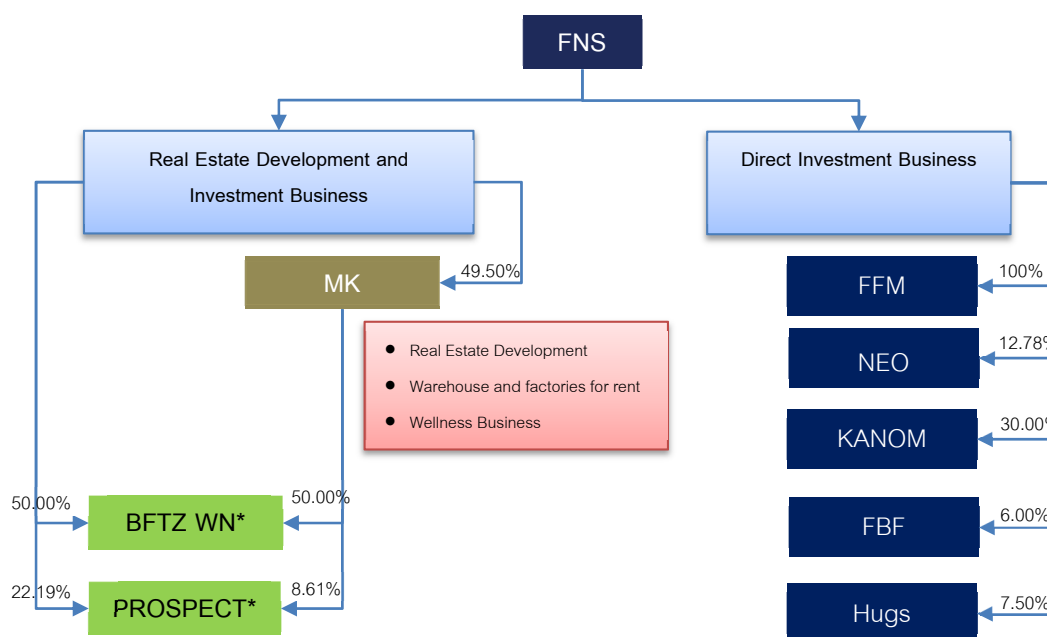
1.3 General Characteristics of the Transaction and Transaction Size

1.3.1 General Characteristics of the Transaction

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, under the previous investment and future growth investment plan for the real estate development business and factory and warehouse rental business, if the Company intended to expand investment or service area for the real estate development business, it required relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

FNS Group's Business Structure Diagram



* PROSPECT and BFTZ WN are Real Estate Development and Investment Business in which the Company has joint investment with MK.

(The Shareholders can study information about MK's business operations in Attachment 2: Overview of MK's business operations and operating results of this independent financial advisor's report.)

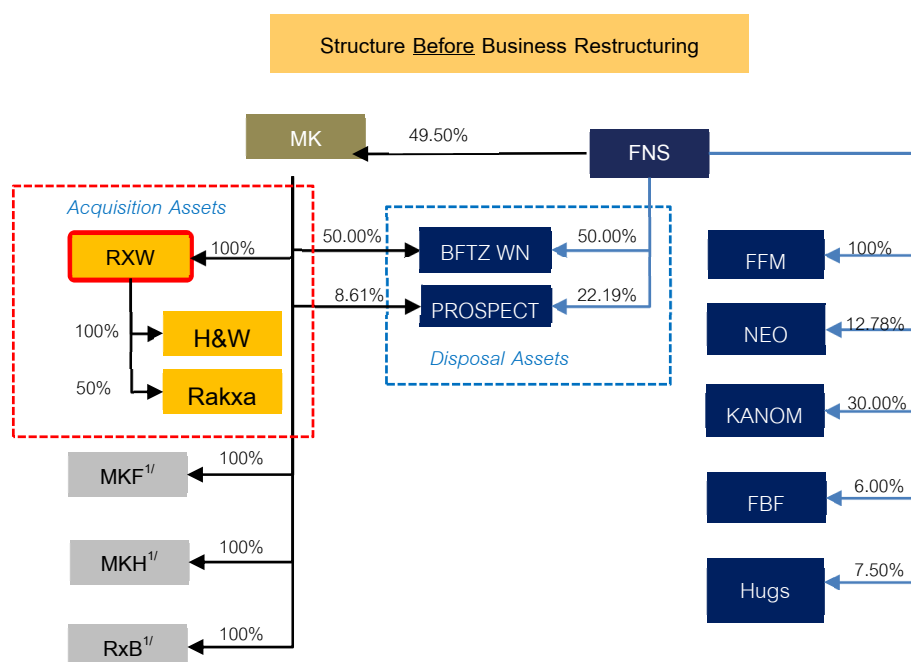
Therefore, from the business structure and investment structure mentioned above. The Company and MK, which are both publicly listed companies, may have overlapping business structures in the real estate development and investment businesses which will affects management and future growth plans of the Company. Therefore, the Company plans to restructure its internal business to provide clarity in terms of management, fundraising, and financial planning, etc.

At present, the Company is in the process of selecting a company that will be the core business of the Company in order to ensure that the Company has all the qualifications according to the rules of being a listed company on the Stock Exchange. And from the overview of the business restructuring plan of the whole group this time. The Company foresees that the investment in RXW, which operates a wellness business, will be able to grow in the future, due to nowadays, the trend of healthcare and wellness is becoming more and more popular. Moreover, Thailand is entering an aging society and Thailand is a potential medical resource in the region. The investment in RXW, which provides comprehensive wellness services in the areas of enhancement, prevention, cure, and restoration. The Rakxa Wellness Bangkrachao project has been successful in providing enhancement and prevention, "Rakxa" is a Fully Integrative Wellness & Medical Retreat that focuses on providing specific complementary and preventive health services that have received great attention and feedback from both Thai and foreign customers. Rakxa aims to further develop the project into a world-class medical and wellness destination. In addition, RXW also has RXV Wellness Village at Suan Sampran District, Nakhon Pathom Province, focuses mainly on enhancement and prevention under

the concept of Everyone's Wellness. Good health is natural and achievable for everyone. Therefore, investing in RXW will create a good opportunity for the Company to grow in a sustainable future.

The Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company's business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("**RXW**"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("**MKF**") and MKH Assets Company Limited ("**MKH**"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("**MK**"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "**Investment Transaction in RXW**"). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid with a total value of 1,770.00 million baht (referred to as "**Land and Building Rental Transaction**"). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("**PROSPECT**") at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited ("**BFTZ WN**") at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**"). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company's business restructuring plan (hereinafter, referred to as "**Business Restructuring**").

Diagram showing FNS's shareholding structure before and after entering into the transaction.



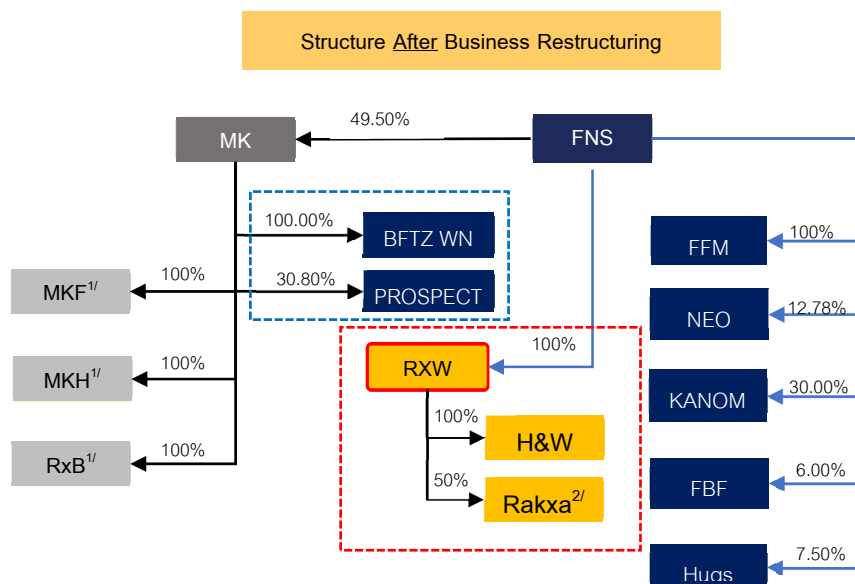
Remarks:



The asset acquisition and related transaction by investment in RXW.



The asset disposition and related transaction by dispute investment in PROSPECT and BFTZ WN.



Remarks:

- 1/ In December 2023, RXW has undergone capital restructuring within the Group by reducing its capital and converting debt into equity in order to restructure its shareholding in MKF, MKH and RxB by changing from RXW to MK instead. The restructuring will not affect the management within the group in any way.

2/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED.

1.3.2 Transaction Size

Investment Transaction in RXW is considered an asset acquisition transaction for the Company according to Notifications on Acquisition or Disposition of Assets, which considering the size of such transactions by calculation method based on various criteria under Notifications on Acquisition or Disposition of Assets. The Company shall be calculated from the financial information of the Company and related company in connection with the transaction based on financial statements which have been audited or reviewed by a certified public accountant are as follows:

Financial Information (Unit: THB Million)	RXW	Company
	Separate Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
Ended as of	31 Dec 2022	30 Sep 2023
Total Assets	4,712.74	23,449.08
<u>Deduct</u> Total Liabilities	195.13	15,889.68
<u>Deducted</u> Intangible Assets	18.87	290.54
<u>Deducted</u> Minority Shareholders' Equity	-	3,019.98
Net Tangible Assets (NTA)	4,498.73	4,248.88
Net Profit^{2/}	(17.87)	868.03

Remark: 1/ Latest financial statement which has been reviewed by the certified public accountant.

2/ Latest Net Profit for the period of 12 months

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	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x acquired or disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling or buying portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Value of payment or receive} \times 100}{\text{Total assets of the listed company}^{2/}}$
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

1.3.3 Calculation of Asset Acquisition Transaction Size from Investment in RXW

The Company's acquisition of assets in RXW will be as follows:

- (1) Ordinary shares of RXW in the amount of 13,799,998 shares with a par value of 100 baht per share or 100 percent of RXW's registered capital at the price not exceeding 19.98 baht per share or equivalent not exceeding 275.79 million baht.
- (2) Acquisition of assets related to wellness business totaling 83.63 million baht.
- (3) Rental of assets for wellness business between RXW and MKF and MKH at rental fee of 100.00 - 210.00 million baht/year for a period of 10 years, totaling approximately 1,770.00 million baht.

1.1.3.1 Transaction Size Calculation of Asset Acquisition from Investment in RXW

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(4,498.73 \times 100\%) \times 100}{4,248.88}$	105.88%
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW	-
3. Total Value of Consideration Basis	$= \frac{(275.79^{1/} \times 100\%) \times 100}{23,449.08}$	1.18%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Proportional of total value of consideration

1.1.3.2 Transaction Size Calculation of Asset Acquisition Related to Wellness Business

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	= Not applicable as there is no acquired/disposed of shares.	-
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW.	-
3. Total Value of Consideration Basis	$= \frac{83.63^{1/} \times 100}{23,449.08}$	0.36%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Total value of consideration related to wellness business

1.1.3.3 Rental Transaction Size Calculation for Wellness Business

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	= Not applicable as there is no acquired/disposed of shares.	-
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW.	-

Basis of Calculation	Calculation	Transaction Size
3. Total Value of Consideration Basis	$= \frac{1,770.00^{1/} \times 100}{23,449.08}$	7.55%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Estimated the value of rental to be paid according to 10-year rental contract.

Summary table of calculation of transaction size for asset acquisition from investment in RXW

Acquisition of Assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
1. Ordinary Shares of RXW	105.88%	Not applicable as there are loss in RXW.	1.18%	Not applicable as there is no issuance of new securities.
2. Assets Related to Wellness Business	Not applicable as there is no acquired / disposed of shares.		0.36%	
3. List of Rental Assets			7.55%	
Total Transaction Size	105.88%	-	9.08%	-
In the previous 6-months ^{1/}	-	-	-	-
Total	105.88%	-	9.08%	-
The maximum calculation criterion is the Net Tangible Asset Value (NTA) basis with a maximum transaction size of <u>105.88%</u> .				

Remark: 1/ The Company has not entered into any acquisition of assets transactions in the previous 6-month period

In entering into this transaction, a maximum transaction size is equivalent to 105.88 percent according to the net tangible assets (NTA) basis on the consolidated financial statements of the Company ended 30 September 2023, and separate financial statements of RXW as of 31 December 2022. The Company has not entered into any acquisition of assets transactions according to the net tangible assets (NTA) basis in the previous 6-month period before the date of the Board of Directors Meeting. Therefore, the transaction size of the entering into the investment in RXW transactions constitutes an agreement between a listed company and a subsidiary of another listed company. It is considered as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets that equal to more than 50. Therefore, the Company discloses information related to the disposal of assets as follows:

- (1) To disclose information to the SET related to the Asset Acquisition and Connected Transaction of FNS Holdings Public Company Limited according to the Notifications on Acquisition or Disposition of Assets;
- (2) To appoint the independent financial advisor to express the opinion related to the investment in RXW transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;

- (3) 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.

1.3.4 Calculation of Connected Transactions

Summary table of calculation of connected transaction size from investment in RXW

Acquisition of Assets	Type of Transaction	Consideration Value	Book Value ^{1/}	Transaction Size Maximum Calculation
1. Ordinary Shares of RXW	Transactions relating to assets or services	275.79	4,517.60	106.32%
2. List of Rental Assets	Transactions relating to assets or services	83.63	-	1.97%
3. Assets Related to Wellness Business	Transactions relating to assets or services	1,770.00	-	41.66%
Total Transaction Size				149.95%
In the previous 6-months ^{2/}				-
Total Connected Transaction Size from the Investment in RXW				149.95%

Remark: 1/ Based on RXWs consolidated financial statements as of December 31, 2022 (Audited Financial Statements)

2/ The Company has not entered into any connected transactions in the previous 6-month period

In entering into this transaction at this time, a maximum transaction size is equivalent to 149.95 percent (the Company has not entered into any connected transactions in the previous 6-month period). Therefore, the transaction is classified as a Class 4 Transaction under Notifications on Connected Transaction, which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction as follows:

- (1) To disclose information to the SET related to Asset Acquisition and Connected Transaction according to the Notifications on Connected Transaction;
- (2) To appoint the independent financial advisor to express the opinion related to the Investment in RXW transaction under Notifications on Connected Transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;
- (3) To arrange for a shareholder meeting to approve such 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.

1.4 Details of Acquired Assets

- (1) Ordinary shares of RXW in the amount of 13,799,998 shares with a par value of 100 baht per share or 100 percent of RXW's registered capital at the price not exceeding 19.98 baht per share or equivalent not exceeding 275.79 million baht.
- (2) Acquisition of assets related to wellness business totaling 83.63 million baht.
- (3) Rental of assets for wellness business between RXW and MKF and MKH at rental fee of 100.00 - 210.00 million baht/year for a period of 10 years, totaling approximately 1,770.00 million baht.

1.4.1 General Information of Rx Wellness Co., Ltd. ("RXW")

(1) General Information

Company Name	:	Rx Wellness Co., Ltd.
Headquarters Address	:	345 345 Suriyawong Bldg. 8 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok
Branch 1	:	28/5 Bang Nam Phueng Sub-district, Phra Pradaeng District, Samut Prakan Province (Opreate wellness business of Rakxa Project)
Branch 2	:	No. 88 Yaisha Sub-district, Sam Phran District, Nakhon Pathom Province (Opreate wellness business of RXV Project)
Business Type	:	Provide wellness services
Establishment Date	:	7 October 2015
Registered, and Paid-up	:	As of April 20, 2023, RXW has registered and paid-up capital as follows:
Capital <u>Before</u> Restructuring	:	The registered capital was 4,600.00 million baht with par value of 100.00 baht per share divided into 46.00 million ordinary shares with a par value of 100.00 baht each.
Registered, and Paid-up	:	As of the date of this information, RXW has registered capital and paid-up capital.
Capital <u>After</u> Restructuring	:	as follows: The registered capital was 1,380.00 million baht with par value of 100.00 baht per share divided into 13.80 million ordinary shares with a par value 100.00 baht each.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders of RXW

RXW has 2 subsidiaries which hold direct shares.

No.	Company Name	Nature of Business	Percent of Shareholding (%)	Paid-up Capital (Baht)
1	Health and Wellness Village Company Limited ("H&W")	Provide health and wellness services	100.00	345,600,000
2	Rakxa Venture Co., Ltd. ("Rakxa") ^{1/}	Health promotion center and medical facilities and rehabilitation centers (Currently,	50.00	1,000,000

No.	Company Name	Nature of Business	Percent of Shareholding (%)	Paid-up Capital (Baht)
		Rakxa has no business operations)		

Source: Copy of list of shareholders of H&W and Rakxa.

Remark: 1/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares.

(2) List of Shareholders Before and After Enter into the Transaction are as follows:

No.	List of Shareholders	Structure before transaction ^{1/}		Structure after transaction	
		Number of Shares (Share)	Percentage (%)	Number of Shares (Share)	Percentage (%)
1.	M.K. Real Estate Development PLC.	13,799,998	99.999986	-	-
2.	Mr. Vorasit Pokachaiyapat	1	0.000007	1	0.000007
3.	Miss Rachanee Mahatdetkul	1	0.000007	1	0.000007
4.	FNS Holdings PLC.	-	-	13,799,998	99.999986
Total		13,800,000	100.00	13,800,000	100.00

Remark: 1/ List of shareholders of RXW as of 25 December 2023 prior to the acquisition of assets

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. Vorasit Pokachaiyapat	Director
2	Miss Rachanee Mahatdetkul	Director
3	Mr. Teerath Pratumswan	Director

Binding on the Company: Two directors jointly sign and affix the Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position (Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023 (Before Restructuring) ^{1/}	30 Sep 2023 (After Restructuring) ^{1/2/}
Cash	1.41	3.22	1.82	3.99	3.99
Account receivable				0.14	0.14
Loan to subsidiary	21.00	20.00	80.50	539.60	-
Other current assets	11.37	13.87	5.31	20.19	7.89
Investment in subsidiaries	-	-	4,591.98	4,632.73	345.60
Other non-current assets	0.37	3.69	33.13	52.69	52.69
Total assets	34.15	40.78	4,712.74	5,249.34	410.31
Trade and other current payables	-	-	11.48	14.62	14.62
Loan from parent company	-	-	173.78	751.88	-
Other current liabilities	5.00	5.21	9.24	33.58	28.62

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023 (Before Restructuring) ^{1/}	30 Sep 2023 (After Restructuring) ^{1/,2/}
(Unit: million baht)					
Other non-current liabilities	4.26	0.10	0.63	1.27	1.27
Total liabilities	9.26	5.31	195.13	801.35	44.52
Authorised share capital	100.00	100.00	4,600.00	4,600.00	1,380.00
Retained earnings	(75.11)	(64.53)	(82.40)	(152.01)	(1,014.21)
Equity	24.89	35.47	4,517.60	4,447.99	365.79
Total liabilities and equity	34.15	40.78	4,712.74	5,249.34	410.31

Statement of comprehensive income	For the year end of			Nine-month period ended
(Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 September 2566 (Before Restructuring) ^{1/}
Income				
Revenue from sales and health services	0.59	1.47	1.16	-
Revenue from from health consulting	6.00	16.00	24.00	26.63
Trademark royalty income	4.00	4.00	4.00	-
Others income	0.73	0.68	0.62	17.42
Expense				
Cost from sales and health services	0.32	1.67	0.77	-
Cost from from health consulting	1.81	-	-	12.25
Trademark royalty expense	6.23	-	-	-
Selling expense	0.62	0.44	1.10	3.49
Administrative expense	23.31	9.47	39.22	82.80
Loss before finance cost	(20.97)	10.58	(11.31)	(54.48)
Finance Cost	-	-	(6.55)	(19.95)
Tax expense	-	-	-	(1.31)
Profit (loss) for the period	(20.97)	10.58	(17.87)	(75.74)

Source: Financial statements audited by Certified Public Accountant

Remarks: 1/ RXW's internal financial statements, prepared by RXW management, have not been reviewed by the auditor.

2/ In December 2023, RXW has restructured its capital within the Group by reducing its capital and converting debt into capital to restructure its shareholding in MKF, MKH and RxB by changing from Rx to MK instead. Such restructuring will not affect the management within the Group in any way.

1.4.2 General Information of Health and Wellness Village Company Limited ("H&W")

(1) General Information

Company Name	:	Health and Wellness Village Company Limited
Address	:	345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Business Type	:	Provide wellness business
Establishment Date	:	28 January 2019

Registered, and Paid-up Capital : The registered capital amounted to 345.60 million baht with a par value of 100.00 baht per share, divided into 3,456,000 ordinary shares with a par value of 100.00 baht per share.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of Shareholders of H&W are as follows:

No.	List of Shareholders	As of 22 December 2023	
		Number of Shares (Share)	Percent (%)
1.	Rx Wellness Co., Ltd.	3,455,998	99.999942
2.	Mr. Vorasit Pokachaiyapat	1	0.000029
3.	Miss Rachanee Mahatdetkul	1	0.000029
Total		3,456,000	100.00

Remark: 1/ Lists of shareholders of H&W as of 22 December 2023

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. Vorasit Pokachaiyapat	Director
2	Miss Rachanee Mahatdetkul	Director
3	Mr. Teerath Pratumswan	Director

Binding on the Company: Two directors jointly sign and affix the Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022
(Unit: million baht)			
Cash	9.03	3.22	1.50
Short term investment	12.00	-	
Account receivable	11.62	7.22	6.36
Inventory	0.46	0.41	1.10
Other current assets	4.24	3.05	3.88
Building improvements and equipment	72.24	64.74	62.58
Other non-current assets	4.01	2.96	2.30
Total assets	113.59	81.60	77.72
Shorth term from related party		51.00	58.56
Trade and other current payables	59.13	1.48	2.39
Advance Membership fees received	13.07	22.56	24.93
Other current liabilities	4.57	12.65	4.94
Other non-current liabilities	0.43	6.24	0.77
Total liabilities	77.20	93.93	91.59
Authorised share capital	87.50	137.75	283.20
Retained earnings	(51.11)	(150.09)	(297.07)

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022
(Unit: million baht)			
Equity	36.39	(12.34)	(13.87)
Total liabilities and equity	113.59	81.59	77.72

Statement of comprehensive income	For the year end of		
(Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022
Income			
Revenue from health care businesses	1.83	19.11	40.42
Others income	2.04	2.93	4.95
Expense			
Cost from health care businesses	3.75	54.86	65.78
Selling expense	1.89	0.40	0.23
Administration expense	37.79	64.79	123.19
Loss before finance cost	(39.56)	(98.02)	(143.84)
Finance Cost	(0.19)	(0.96)	(3.14)
Profit (loss) for the period	(39.74)	(98.98)	(146.98)

Source: Financial statements audited by Certified Public Accountant

1.4.3 General Information of Rakxa Venture Co., Ltd. ("Rakxa")

(1) General Information

Company Name	: Rakxa Venture Co., Ltd.
Address	: 345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Business Type	: Provide wellness business
Establishment Date	: 4 April 2022
Registered, and Paid-up Capital	: The registered capital amounted to 4.00 million baht with a par value of 100.00 baht per share, divided into 40,000 ordinary shares with a par value of 100.00 baht per share.
Business operations	: (Currently, Rakxa has no business operations)

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of shareholders of Rakxa are as follows:

No.	List of Shareholders	As of 1 June 2023	
		Number of Shares (Share)	Percent (%)
1.	Rx Wellness Co., Ltd.	20,000	50.00
2.	Vitalife Allianz Co., Ltd	20,000	50.00
Total		40,000	100.00

Remark: Lists of shareholders of Rakxa as of 1 June 2023

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. Vorasit Pokachaiyapat	Director
2	Mr. Teerath Pratumswan	Director
3	Mrs. Artirat Charukitpipat	Director
4	Mr. Somsak Wiwatthanasinchai	Director

Binding on the Company: Mrs. Artirat Charukitpipat or Mr. Somsak Wiwatthanasinchai signed with Mr. Vorasit Pokachaiyapat or Mr. Teerath Pratumswan, totaling of two people sign together and affix the company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position (Unit: million baht)	31 Dec 2022
Assets	0.50
Liabilities	2.82
Shareholders' equity	(2.33)
Revenue	0.00
Expenses	(3.33)
Profit (loss) for a period	(3.33)

Source: Financial statements audited by Certified Public Accountant

1.4.4 Details of movable assets for the Wellness Business

Unit: Baht	MKF	MKH	Total
Equipment- For service	2,812,502	35,439,681	38,252,182
Furniture, fixture and office equipment- For service	25,564,194		25,564,194
Furniture, fixture and office equipment	2,979,840	12,334,615	15,314,455
Vehicle	2,689,941		2,689,941
Program & Software	1,804,487		1,804,487
Total	35,850,964	47,774,296	83,625,260

Source: The Company information

1.4.5 Details of Land and Building Rental

(1) RAKxa Wellness & Medical Retreat Bangkrachao Project

Lessee	RXW (direct subsidiaries of the Company)
Lessor	MKF (direct subsidiaries of MK)
Type of Contract	Lease agreement
Leasing Assets	Approximately 108-0-5.1 rai and 84 buildings on land. The total area is 24,781.6 square meters.
Objective of Rental	For operate wellness business

Address	Bang Nam Phueng Subdistrict, Phra Pradaeng District, Samut Prakan Province
Monthly Rental Rates	In the year of 1-3 equal to 4,250,000 baht In the year of 4-10 equal to 8,500,000 baht
Monthly Services Fee	In the year of 1-3 equal to 750,000 baht In the year of 4-10 equal to 1,500,000 baht
Term of Rental	The rental period is 10 years.
Option to Buy	<p>RXW, in its capacity as a lessee, possesses the option to acquire leased assets, at a price equal to the book value plus an additional 10 percent of the book value as of the agreement date.</p> <p>As of 30 September 2023, the book value is recorded at 2,134.66 million baht. With the inclusion of an additional 10% premium as per the agreed terms, the total purchase price would be 2,348.12 million baht.</p> <p><u>Should the Company contemplate exercising the right to acquire such assets, it will adhere to the regulations stipulated in the notification concerning asset acquisition or disposal. This includes compliance with all relevant laws and guidelines pertaining to the transaction. Furthermore, securing consent from the land and building owner is a prerequisite before finalizing any such agreement.</u></p>

(2) RXV Wellness Village Project

Lessee	RXW (direct subsidiaries of the Company)
Lessor	MKH (direct subsidiaries of MK)
Type of Contract	Sublease Agreement ^{1/}
Leasing Assets	Land approximately 10-3-44 rai and 17 buildings on the land. The total area is 26,013.96 square meters.
Objective of Rental	For operate wellness business
Address	Moo 2 Tambon Yaisha Sam Phran District, Nakhon Pathom Province
Monthly Rental Rates	In the year of 1-3 equal to 2,166,667 baht In the year of 4-10 equal to 4,875,000 baht
Monthly Services Fee	In the year of 1-3 equal to 1,166,667 baht In the year of 4-10 equal to 2,625,000 baht
Term of Rental	10 years.
Option to Buy	<p>RXW, in its capacity as a sub-lessee, possesses the option to acquire buildings and improvements from MKH, which are situated on leased land and buildings, at a price equal to the book value plus an additional 10 percent of the book value as of the agreement date. This purchase is contingent upon the transfer of the lease from MKH to RXW, which necessitates prior approval from the land and building owner.</p>

	<p>As of 30 September 2023, the book value is recorded at 486.12 million baht. With the inclusion of an additional 10% premium as per the agreed terms, the total purchase price would be 534.73 million baht.</p> <p><u>Should the Company contemplate exercising the right to acquire such assets, it will adhere to the regulations stipulated in the notification concerning asset acquisition or disposal. This includes compliance with all relevant laws and guidelines pertaining to the transaction. Furthermore, securing consent from the land and building owner is a prerequisite before finalizing any such agreement.</u></p>
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Remark: 1/ Rose Garden Hotel Company Limited, The owner of the property must consent to enter into a land and building sublease agreement between RXW and MKH.

1.5 Total Value of Consideration and Basis Used for Determination of Consideration Value and The Payment Conditions

The Value of Consideration

The value of consideration, amounting to 359.42 million baht, is determined based on the book value as of 30 September 2023, encompassing RXW's ordinary shares valued at 365.79 million baht, and adjusted loss of Health and Wellness Village Company Limited, a subsidiary of RXW, was estimated to be 90.00 million baht in the quarter 4/2023 and the quarter 1/2024. And in the asset assets related to the wellness business valued at 83.63 million baht, according to book value at the quarter 3/2023. For rental of the assets and services for operating wellness business equal to 1,770.00 million baht. The Company will pay compensation from investment in RXW and movable assets for wellness business totaling 359.42 million baht, through a bill of exchange and/or cash of the Company or its subsidiaries in accordance with the agreed conditions. And for the rental of 1,770.00 million baht. The Company or its subsidiaries will pay for rent and services in cash of the Company or its subsidiaries with the terms and conditions of settlement according to the Memorandum of Understanding dated 27 December 2023. The payment conditions are summarized as follows:

Payment Date	<p>1) RXW ordinary shares</p> <p>The Company will settle the entire amount on the closing date. The Company expects that it shall be able to complete the transaction within 2024.</p> <p>2) Assets related to the wellness business.</p> <p>The Company will complete the payment on the date of the asset acquisition. The Company expects that it shall be able to complete the transaction within 2024.</p> <p>3) Property and service rental fees for operating a wellness business.</p> <p>The Company will pay a security deposit of 50.00 million baht on the date of entering into the lease agreement, and the Company or its subsidiaries will pay monthly rental and service fees totaling 100.00 - 210.00 million baht per year for a period of 10 years according to the lease agreement and related service</p>
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	<p>agreements, totaling 1,770.00 million baht. The Company expects that it shall be able to sign rental contract within 2024.</p>
Security Deposit	<p>1) Security Deposit</p> <p>Rental security deposit of 50.00 million baht is a normal condition of long-term lease and service agreements, representing approximately 2.82 percent of total rental and services (calculated from total rental and services of 1,770.00 million baht).</p> <p>2) Transaction Entry Deposit</p> <p>On the date of the memorandum of understanding (MOU) on 27 December 2023, the Company agreed to place a deposit of 430.00 million baht to MK as a transaction entry deposit. This consist of (1) purchase ordinary shares of RXW totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht; and (3) Security Deposit at 50.00 million baht; and (4) Loan to RXW at 250.00 million baht or totaling 659.42 million baht. which is approximately 65.21 percent of the total value that the Company must pay to MK on the purchasing date and enter into lease agreement for land and building.</p> <p>The Independent Financial Advisor considers the deposit required by the Company for this business restructuring with the MK Group to be substantial in relation to the total transaction value. The Company's deposit to MK serves both as a commitment to proceed with the transaction and as a confidence builder that both parties will successfully execute the agreement. This is particularly important as MK needs to ensure it has sufficient reserves to cover the costs associated with restructuring its capital by converting debt into equity and decreasing its registered capital. This restructuring is essential to reorganize MK's holdings in MKF, MKH, and RxB, thereby facilitating the overall business restructuring plan. Should any unforeseen events or complications arise that prevent the Company and MK from adhering to the planned restructuring, the Company risks losing the opportunity to allocate the deposited funds towards more lucrative investments or debt repayment, which could otherwise lower the Company's financial expenses. However, given that the Company is a principal shareholder in MK, there is a strong belief that the capital structure adjustment within MK and the broader group's restructuring will be executed as envisioned.</p>
Reimbursement of the deposit.	<p>1) Security Deposit and Advance Rent Payment</p> <p>Security deposit of 50.00 million baht for rent and services will be refunded at the expiration of the rental period.</p> <p>2) Transaction Entry Deposit</p> <p>The Deposit for transaction of 430.00 million baht. The company will be refunded in the event that this Memorandum of Understanding is terminated without the purchase of shares and entering into contracts pursuant to this Memorandum, MK agrees to return the entire deposit without interest to the Company within 7 days from the date of termination of this Memorandum of Understanding.</p>

Conditions for the termination of the agreement.	In compliance with the related agreement, the specifics are outlined in detailing the crucial conditions preceding the entry into the transaction.
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Basis Used for Determination of Consideration Value

Consideration value is determined by the agreement from negotiation between counterparties and assumptions which the Company and MK mutually agreed. The wellness business is valued from the book value as of 30 September 2023 including (1) 13,799,998 shares at par value of 100 baht per share representing 100 percent of registered capital of RXW at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht and (2) Assets for the wellness business valued at 83.63 million baht.

For the land and building rental, the Company has negotiated with MK by considering the cost of the assets, depreciation, and market rate, etc. Moreover, the Company has prepared additional information for shareholders' consideration as to the reasonableness of determining the value of consideration, namely information on the appraised value of the assets by an independent appraiser. and information on the fair value of the business which is valued according to various criteria and methods according to the independent financial advisor's opinion report. Additional information in this section will appear in the information regarding entering into assets acquisition transactions and connected transactions of FNS Holdings Public Company Limited for the business restructuring that will be presented to the shareholders' meeting. Property appraisal report by independent appraiser and report of the opinion of an independent financial advisor, which the company will disclose through the communication channels of the SET and is attached as part of the notice of the Extraordinary General Meeting of Shareholders No. 1/2024, which will be sent to all shareholders of the Company not less than 14 days in advance of the next meeting date.

1.6 Value of Acquired Assets

After entering into the transaction, the Company will obtain the wellness business which operated by RXW and the details of the acquired assets are as follows:

- (1) Ordinary shares of RXW in number of 13,799,998 shares with a par value of 100 baht, representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht;
- (2) Acquisition of assets related to the wellness business valued at 83.63 million baht;
- (3) Rental of assets for the operation of the wellness business between RXW with MKF and MKH amounting to 100.00 - 210.00 million baht per year for 10 years with monthly rental, with a total value of 1,770.00 million baht.

Rental Area of RAK^{xa} Wellness & Medical Retreat at Bangkrachao



Source: Layout from Rakxa Project

Remarks:

- RXW will enter into lease agreement for land and building for RAKxa Wellness & Medical Retreat located at Bangnamphung Sub-District, Phra Pradaeng District, Samutprakarn with land area of 108-0-5.1 Rai and 84 buildings with total area of 24,781.6 sq.m. for the operation of the wellness business
- Developed area is 73-2-58.9 rai, which is owned by MKF.

Rental Area of RXV Wellness Village



Source: Information from RXW

Remark: RXW will enter into lease agreement for land and building for RXV Wellness Village located at Suan Sampran District, Nakhon Pathom with land area of 10-3-44 Rai and 17 buildings with total area of 26,013.96 sq.m. for the operation of the wellness business.

1.7 Source of Funds of the Transactions

The Company is set to disburse 359.42 million baht for its investment in RXW. If this figure includes a 250.00 million baht loan and a 50.00 million baht rental guarantee, the total requirement will be 659.42 million baht. Payment will be facilitated through the issuance of a bill of exchange and/or company cash. Should the investment in RXW and the divestiture of PROSPECT and BFTZ WN investments not synchronize, the Company might need to secure additional funding, potentially up to 229.42 million baht, after accounting for the 430.00 million baht deposit.

The Company will settle the compensation for this Investment Transaction in RXW, totaling 359.42 million baht, by issuing the Company's bill of exchange and/or Cash. A thorough assessment has been undertaken regarding the funding source for this payment, with the expectation that it will have no adverse impact on the management of the Company's core business. As per the Company's consolidated financial statements as of 30 September 2023, the Company has cash and cash equivalents amounting to 142.96 million baht. Moreover, before entering into the transaction in 2024, the Company anticipates receiving dividends from its investment in Neo Corporate Public Company Limited ("NEO"). Additionally, the Company intends to invest in NEO by acquiring 9.50 million shares during NEO's initial public offering (IPO) in the quarter 1/2024. The Board of Directors is confident that the Company has ample funding sources for the Investment Transaction in RXW, and this transaction will not adversely affect the overall liquidity of the Company.

In terms of land and building rent amounting to 100.00-210.00 million baht per year for a 10-year period, or an approximate total of 1,770.00 million baht, to be utilized for operating the wellness business, the Company will leverage cash flow from RXW's operations to cover the rent.

1.8 Expected Benefits of the Transactions

- (1) In accordance with the group's Business Restructuring plan, this investment enables clear management planning within the group. It establishes a core Company expected to generate future income and worthwhile returns.
- (2) Investing in the wellness business represents an opportunity for growth and potential future income generation for the Company.
- (3) This investment requires a manageable amount of cash flow, allowing the Company to use available funds as working capital or to repay loans, thereby enhancing financial liquidity and reducing financial costs.

- (4) The investment does not require a large amount of cash flow to invest due to the wellness business typically demands significant investments in land, buildings, and equipment. However, due to the existing land rental agreement and a 10-year lease for buildings with the MK Group, the Company avoids the need for a substantial cash outlay or additional financing. This ensures that the Company does not incur increased debt burdens amid a rising interest rate environment.
- (5) Should the wellness business yield profitable operations in the future, the Company stands to realize profits from the entire investment. Additionally, the establishment of the RAKxa brand on an international scale is expected, contributing to overall Company growth and improvement.

1.9 Opinion of the Company's Board of Directors

The Company's Board of Directors Meeting No. 10/2023 convened on 27 December 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 deems this transaction to be between the Company and its subsidiaries, aimed at clarifying the group's business structure for the collective benefit of the Company and its shareholders. The terms of this transaction are considered reasonable, customary for business practices, and in line with operational protocols. Furthermore, the Company's requirement to deposit 430.00 million baht facilitates adherence to transactional procedures and serves as capital for group entities to ensure the transaction's successful completion.

Upon evaluating the fairness of the purchase price, the transactional terms, the overall advantages accruing to the Company, and potential risks associated with venturing into new business areas—such as unforeseen challenges in the health service sector or escalated losses from RXW—the Company has developed strategies to mitigate these risks. Consequently, proceeding with this restructuring transaction is deemed suitable, aligning with the Company's strategic objectives and the best interests of its shareholders and it is also consistent with the Company's business plan and business objectives.

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

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

1.11 Key Condition Precedents Before Entering into the Transaction

- (1) The Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;

- (2) Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (3) Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business;
- (4) Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.

In this Business Restructuring, RXW and MK have prepared a draft memorandum of understanding ("MOU") dated 27 December 2023 with the following details.

Parties	<ol style="list-style-type: none"> 1. FNS Holdings Public Company Limited ("FNS") 2. M.K. Real Estate Development Public Company Limited ("MK")
Objective	<p>This serves as a guideline for crucial terms and conditions pertaining to share purchases across various companies and investment units in the Prospect Logistics and Industrial Leasehold Real Estate Investment Trust. It is not intended as a summary of other terms, conditions, agreements, representations, and warranties. Both parties will mutually agree upon such matters in the corresponding share purchase agreement.</p>
Nature of Agreement	<ul style="list-style-type: none"> ● <u>Purchasing of Shares or Investment Units</u> <ol style="list-style-type: none"> 1. MK agrees to sell, and FNS agrees to purchase, 13,799,998 ordinary shares in RXW, which MK holds, each with a par value of 100 baht per share which is equal to book value of RXW as of the date of completion of shares trading. The book value as of the quarter 3/2023 is equal to 365,791,508.84 baht and adjusted with loss of H&W which is the subsidiaries of RXW at the quarter 4/2023 and the quarter 1/2024 in approximately of 90.00 million baht, thus the purchasing price is not exceeding 275,791,508.84 baht. On the day of the share purchase, FNS is obligated to provide a loan to RXW. This loan is intended to facilitate the repayment of all outstanding loans and interest owed to MK by RXW, with the debt amount not exceeding 250,000,000 baht. ● <u>Various Agreements Entering</u> <ol style="list-style-type: none"> 1.1 The land and buildings lease agreement for the RAKxa Bang Krachao Project with MKF ("Lessor") for a period of 10 years and has monthly rental rate at the year of 1-3 equal to 4,250,000 baht and the year of 4-10 the

	<p>monthly rental rate is equal to 8,500,000 baht, which the lessee will make payment of security deposit amounted of 30.00 million baht. Moreover, RXW as a lessee has the right to purchase rental assets in the price of book value and add 10 percent of book value as the date of purchasing of the rental assets.</p> <p>1.2 The service agreement related to the RAKxa Bang Krachao Project with MKF, aligning with the duration of the land and building lease agreement. The service fee for this agreement is 1,500,000 baht per month.</p> <p>1.3 The asset purchase agreement for the acquisition of movable property necessary for business operations in the the RAKxa Bang Krachao Project with MKF. The price is determined based on the book value of the assets on the date of the assets acquisition.</p> <p>1.4 The land and buildings sub-lease agreement for the RXV Samphran Project with MKH or ("Lessor") for a period of 10 years. and has monthly rental rate at the year of 1-3 equal to 2,166,667 baht and the year of 4-10 the monthly rental rate is equal to 4,875,000 baht, which the lessee will make payment of security deposit amounted of 20.00 million baht. Moreover, RXW as a lessee has the right to purchase rental assets in the price of book value and add 10 percent of book value as the date of purchasing of the rental assets.</p> <p>1.5 The service agreement for the RXV Samphran Project with MKH, corresponding to the duration of the land and building sublease agreement. The service fee for this agreement is 2,625,000 baht per month.</p> <p>1.6 The asset purchase agreement for the acquisition of movable property necessary for business operations in the RXV Samphran Project with MKH. The price is determined based on the book value of the assets on the date of the assets acquisition.</p>
	<p>2. FNS agrees to sell, and MK agrees to purchase, ordinary shares in BFTZ WN, which FNS holds in the amount of 24,999 shares, with a par value of 100 baht per share, at a total purchase price of book value of BFTZ WN on the date of the assets acquisition. As of Q3/2023 the book value of BFTZ WN is equal to 16,512,421 baht. On the transaction day, MK will</p>

	<p>provide a loan to BFTZ WN to repay the loan and all outstanding interest to FNS, with the debt amount not exceeding 350,000,000 baht.</p> <p>3. FNS agrees to sell, and MK agrees to purchase investment units in PROSPECT, which FNS holds, in the amount of 83,212,061 units, with a value of 9.4697 baht per unit, at the total purchase price of Net Asset Value (NAV) of PROSPECT as of the date of asset acquisition. As of Q3/2023 Net Asset Value (NAV) of PROSPECT is equal to 781,236,434.70 baht.</p>
Expected Duration of Operation	<p>Subject to the initial terms and conditions outlined in this MOU, both parties will engage in negotiations to enter into a share purchase agreement and a definitive investment unit purchase agreement. The objective is to facilitate the transfer of all shares or investment units and complete the payment of the purchase price by 1 April 2024, or within an extended period, as mutually agreed upon.</p>
Deposit	<p>FNS agrees to pay the amount of 430.00 million baht to MK within 28 December 2023, considered as a deposit and payment for the share purchase price on the transaction day according to clause 1.</p>
Conditions Precedent	<p>Conditions precedent for purchasing shares and investment units include, but are not limited to, the following terms and conditions:</p> <ol style="list-style-type: none"> 1. The shareholders' meeting of FNS and MK must approve the entering into the transaction of purchasing shares and investment units according to clause 1 to 3 of this MOU. 2. Consent to enter into a sublease agreement for land and buildings between RXW and MKH according to clause 1.3.

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

Long-term debentures

As of September 30, 2023, Outstandings of long-term debentures which is charged interest at the rates with reference to the Money Market rate were as follows:

	(Unit: THB thousand)
	<hr/>
	Outstandings
	<hr/>
<u>Long-term debentures</u>	4,091,373
	<hr/>

4.2. The total amount of loans with specified repayment period

As of September 30, 2023, the Company and its subsidiaries had loans from financial institutions in the amount of 4,285,597 million baht with interest rates. Based on money market rates, collateral is an investment in the Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust, Investments in associated companies, land, buildings land with buildings, land lease rights, Buildings on land sublease agreements and savings bank deposits as collateral for loans.

4.3. The total value of debts in other categories

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

	(Unit: Thousand Baht)
- Current portion of lease liabilities	14,831

Other current liabilities	445,688
- Lease liabilities net of current portion	1,393,025
- Provision for post-employment benefits	96,546

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	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Assets				
Current assets				
Cash and cash equivalents	72,635	197,259	13,072	142,959
Service income receivables	47,551	8,018	220	-
Trade and other current receivables	37,500	32,184	28,261	794,511
Current portion of lease receivables	-	-	-	238
Short-term loans and advance to related parties	-	395,028	467,485	737,000
Loans to others	199,054	100,000	73,800	130,000
Short-term loans and advance to related parties	-	-	-	2,004,960
Inventories	-	-	-	9,737
Other current financial assets	647,732	363,226	361,006	493,578
Digital tokens	-	475,000	-	-
Other current assets	38,963	33,676	16,023	382,842
Total current assets	1,043,435	1,604,391	959,867	4,695,825
Non-current assets				
Deposits pledged as collateral	-	-	-	98,350
Other non-current financial assets	286,061	316,328	373,167	749,133
Investment in subsidiaries	-	-	-	-
Investment in associates and joint venture	2,478,859	1,943,642	1,896,250	1,578,416
Lease receivables	-	-	-	53,252
Land held for development	-	-	-	461,199
Investment properties	-	-	-	9,235,107
Property, plant and equipment	87,502	86,715	9,200	6,123,949
Right-of-use assets	4,388	8,804	5,658	193
Goodwill	156,920	156,920	45,356	45,356
Other intangible assets other than goodwill	2,523	2,134	1,148	47,843
Deferred tax assets	7,297	7,886	-	197,152
Deposits	-	-	-	30,000
Other non-current assets	1,313	1,658	759	133,308
Total non-current assets	3,024,863	2,524,087	2,331,538	18,753,258
Total assets	4,068,298	4,128,478	3,291,405	23,449,083
Liabilities and equity				
Current liabilities				

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Short-term borrowings from financial institutions	-	-	-	74,803
Trade and other current payables	-	-	-	1,022,536
Current portion of short-term loan from financial institution	-	-	-	414,596
Current portion of long-term borrowings from other parties	-	-	-	80,000
Current portion of long-term debentures	400,000	340,000	300,000	2,697,489
Current portion of lease liabilities	1,557	4,310	2,941	14,831
Short-term debentures	-	300,000	-	226,596
Short-term loans and advance from related parties	-	-	-	-
Income tax payable	-	7	-	35,387
Deposits and advances from customers	-	-	-	47,753
Payable from a transfer of right agreement to receive cash inflow	-	-	-	968,293
Short-term loans from related parties	-	-	-	8,826
Other current liabilities	153,887	126,580	21,607	445,688
Total current liabilities	555,444	770,897	324,548	6,036,798
Non-current liabilities				
Non-current payables	-	-	-	61,084
Long-term loan from financial institution	-	-	-	3,796,198
Long-term debentures	640,000	666,800	366,800	4,091,373
Lease liabilities	2,985	4,759	2,872	1,393,025
Non-current provisions for employee benefits	63,479	68,755	26,835	96,546
Provisions for guarantee of lease agreement	-	-	-	3,836
Other non-current liabilities	-	-	-	410,819
Total non-current liabilities	706,464	740,314	396,507	9,852,881
Total liabilities	1,261,908	1,511,211	721,055	15,889,679
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				
(500,651,065 ordinary shares, par value at Baht 5 per share)	-	-	-	2,503,255

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
(345,855,440 ordinary shares, par value at Baht 5 per share)	1,729,277	1,729,277	1,729,277	-
Share premium on ordinary shares	208,455	208,455	208,455	207,161
Retained earnings				
Appropriated				
Legal reserve	61,000	65,000	82,000	82,000
Unappropriated	1,164,954	936,011	838,486	1,583,126
Other components of equity	-357,296	-321,476	-287,868	163,884
Equity attributable to owners of the parent	2,806,390	2,617,267	2,570,350	4,539,426
Non-controlling interests	-	-	-	3,019,978
Total equity	2,806,390	2,617,267	2,570,350	7,559,404
Total liabilities and equity	4,068,298	4,128,478	3,291,405	23,449,083

5.2.2 Statement of comprehensive income

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Income				
Revenue from investment, advisory and management business	78,009	43,271	82,646	143,937
Revenue from sale of real estate				465,371
Revenue from rental and rendering of services				149,525
Revenue from management of real estate				30,155
Revenue from health and wellness				24,673
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	-	-	207,005
Gain on measurement of investment in associate before business acquisition				245,585
Gain on bargain purchase				673,969
Gain on disposal of investment properties				2,312
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	27,380

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Total income	763,634	52,104	89,768	1,969,912
Expenses				
Investment, advisory and management business expenses	45,481	63,454	73,859	43,246
Cost of sale of real estate	-	-	-	506,809
Cost of rental and rendering of services	-	-	-	44,346
Cost of management of real estate	-	-	-	6,327
Cost of health and wellness	-	-	-	71,506
Distribution costs	-	-	-	36,999
Investment, advisory and management business cost and expenses	168,567	-	-	-
Warehouse and factory leasing business costs and expenses	69,684	-	-	-
Servicing and administrative expenses	54,697	43,653	30,692	215,883
Loss on disposal of investment in an associate	-	56,056	-	-
Net loss on investments measured at fair value through profit or loss	-	-	-	184,666
Loss on exchange rate	-	14,432	10,762	-
Compensation fee of director and management	75,178	-	-	-
Total expenses	413,607	177,595	115,313	1,109,782
(Loss) profit from operating activities	350,027	-125,491	-25,545	860,130
Finance costs	-72,732	-58,535	-48,991	(199,316)
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	724
Gain on disposal of building and equipment	-	11	298,806	-
Profit (loss) before income tax expense	246,320	-100,255	230,507	661,538
Income tax expense	-23,057	-	-	9,963
Profit (loss) for the year from continuing operations	223,263	-100,255	230,507	671,501
(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	671,501

5.2.3 Statement of cash flows

Statement of cash flows (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Net cash (used in) from operating activities	(189,924)	352,129	(287,539)	719,998
Net cash from (used in) investing activities	488,132	(348,065)	904,374	-256,444
Net (decrease) increase in cash and cash equivalents	(283,045)	89,015	(814,941)	-360,180
Net increase (decrease) in cash and cash equivalents	15,163	93,079	(198,106)	103,374
Differences on translation of financial statements	(8,584)	31,545	13,919	26,513
Cash and cash equivalents as at beginning period	66,056	72,635	197,259	13,072
Cash and cash equivalents as at the ending period	72,635	197,259	13,072	142,959

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.

Total revenues in the nine-month period end 30 September 2023 were Baht 1,969.9 million, compared to Baht 78.3 million recorded in 9M 2022, an increase in total revenues of Baht 1,891.6 million or 2,415.8%. The main reasons were: 1) an increase of Baht 72.4 million in Revenue from the investment, advisory and management business, 2) a contribution of Baht 465.4 million in revenue from sale of real estate, 3) a Gain on disposal of investment in subsidiary Baht 207 million, 4) Gain on valuation of investment associate before business acquisition Baht 245.6 million, and 5) Gain on bargain purchase of Baht 673.9 million.

Total expenses in 9M 2023 were Baht 1,109.8 million, compared to Baht 132.9 million recorded in 9M 2022, representing an increase of Baht 976.9 million or 735.1%. The major changes were in accordance with the increase in income. The main causes were the increase of Baht 506.8 million in Cost of sale of real estate, the increase of Baht 141.8 million in service and administrative expenses, and Net loss on investments measured at fair value through profit or loss of Baht 184.7.

In addition, finance costs for 9M 2023 totaled Baht 199.3 million, a increase of Baht 160.31 million from 9M 2022, in accordance with the increase of loan and interest rate.

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 the nine-month period ended 30 September 2023, the consolidated statements of profit or loss and other comprehensive income showed a net profit of Baht 813.8 million or a net profit of Baht 2.12 per share, compared to a net profit of Baht 50.7 million or Baht of 0.15 per share, representing an increase of Baht 761.3 million in net profit. The increase of profit came mainly from a gain on disposal of investment in a subsidiary, gain on valuation of investment associate before business acquisition and gain on bargain purchase.

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 September 2023, the Company and its subsidiaries had total assets of THB 23,449.08 million, an increase of THB 20,157.68 million or 612.43% from year-end 2022. The main increased from on 9 August 2023, the Group obtained control of M.K. Real Estate Development Public Company Limited (“MK”), a property development for sale by acquiring 18.0% of the shares and voting interests in the company. As a result, the shareholding proportion in MK has increased from 31.5% to 49.5% of issued and paid-up share capital. The management concluded that the Group has a control over MK due to its power over the voting rights in comparison with minority shareholders and no indicator signals a joint exercising of rights from the minority shareholders. Therefore, the Group has gained a control over MK which changes from an associate to a subsidiary. The consideration consisted of a cash payment of Baht 883.4 million. The Group incurred acquisition-related costs of Baht 0.2 million which have been included in servicing and administrative expenses. In addition, the Group obtained a 50% interest in BFTZ Wangnoi Co., Ltd. (“BFTZ”); a joint venture in which MK was a joint venture through its wholly-owned subsidiary. As a result, the Group has gained a control in BFTZ which converted from an associate into a subsidiary.

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 September 30, 2023, Cash and cash equivalents of the Company and its subsidiaries was THB 142.96 million increasing from 129.89 at the year-end 2022 (by 993.63%). This came from the following activities i.e. Net cash used in operating activities totaled THB 719.88 million, Net cash provided by investing activities totaled THB 256.44 million and Net cash used in financing activities totaled in THB 360.18 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.

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 September 2023, the total liabilities of the Group were THB 15,889.68 million, an increase of THB 15,168.62 million or 2,103.67% from the year-end 2022, of which 37.99% were current liabilities and 62.01% 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 September 2022, the Company's equity in the consolidated financial statements was THB 7,559.40 million. The increasing as a result from In August 2023, the Company purchased an additional interest in M.K Real Estate Development Public Company Limited (MK), whose main business is the property development. As a result, the status of MK was changed from an associate to a subsidiary, causing the Company to have a direct and indirect shareholding in the warehouse and factory development business for rent in the consolidated financial statements, through BFTZ Wangnoi Ltd.

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 September 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 January 12, 2024 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	16,111,100	3.22
4	MR. VICHAIN SRIMUNINNIMIT	13,603,100	2.72
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	6,605,700	1.32
8	MRS. PRAKAIKAM BAIKAEW	6,302,000	1.26
9	MR. SUCHART WANGSAWANGKUL	4,106,800	0.82
10	MR. RATIAN SRIMONGKOL	3,500,000	0.70
	Total top 10 shareholders	358,343,822	71.58
	Other shareholders	142,307,243	28.42
	Total	500,651,065	100.00

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

-None-

6. Statements indicating that connected persons and/or shareholders having interests shall have no right to vote whereby names and number of shares held by shareholders having no voting rights shall be indicated.

-None-

7. Appraisal of asset price by an independent appraiser in case of acquisition or disposal of asset having fundamental significance in a form of asset value such as immovable property.

Under this business restructuring plan, the Company plans to invest in RXW and will undertake a land and building lease transaction for the Raksa Wellness Bang Krachao Project and the RXV Wellness Village Project. The rental rates for these transactions have been established through negotiations between the Company and MK. However, an appraisal by the Property Appraiser has determined the value of the assets and suggested reasonable rental rates that exceed the initially negotiated rental rates between the Company and MK. According to this appraisal, the rental rate for both projects will be set at 100.00 million baht for the first three years and will increase to 210.00 million baht for years four through ten.

In the appraisal report for property, land, and buildings under the RAKxa Integrative Wellness project in the Bang Krachao area, dated 11 December 2023, the appraisal was conducted by Powerland Plus Appraisal Company Limited. This firm is listed among the property valuation companies in the capital market and is a primary appraiser that has received approval from the SEC Office. The appraisal concluded that the property holds a market value of 2,296.16 million baht, corresponding to an annual rental rate of 126.00 million baht. Additionally, a valuation report for property, land, and buildings under the RAKxa Wellness Village project in the Sam Phran area, dated 13 December 2023, also conducted by Powerland Plus Appraisal Company Limited, determined that the assessed property has a market value of 1,649.66 million baht, equivalent to an annual rental rate of 91.00 million baht. Consequently, the combined annual rental rate for both projects amounts to 217.00 million baht.

8. Opinion of the Board of Directors about a decision to enter into a connected transaction specifying reasonableness and the highest benefit to the listed company comparing with a decision to enter into a transaction with independent third party.

The Board of Directors is of the opinion that the business restructuring plan, encompassing asset acquisition and disposal as well as transactions with M.K. Real Estate Development Public Company

Limited, by acquiring ordinary shares in RX Wellness Company Limited and entering into a lease agreement for land and buildings, which are deemed related-party transactions under the current restructuring framework, is appropriate. Following the completion of the aforementioned transaction, the Company, along with its subsidiaries and associated companies—collectively referred to as the "Group of Companies"—will benefit from a more defined business structure. This clarity is anticipated to enhance investment management services, financial liquidity, and future financial expenditures. Moreover, the acquisition of ordinary shares in RX Wellness Company Limited and the initiation of a land and building lease agreement at this juncture will centralize the Company's focus on the burgeoning healthcare sector. The Company considers and believes that engaging in such transactions with related parties will yield overarching positive outcomes for the Group of Companies. The agreed-upon pricing and compensation are market-compliant and deemed fair, with no additional terms favorably biased towards related parties. Prior to entering into these transactions, the Company is obligated to adhere to all procedural requirements and regulations governing related-party transactions. Consequently, the Board of Directors has resolved to endorse this plan and recommend it for approval at the upcoming shareholder meeting in order to approve the Company's execution of the proposed transactions.

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

Under the current business restructuring plan, the Company intends to compensate for its investment in RXW with a sum of 359.42 million baht, utilizing a bill of exchange and/or Company's cash. The Company has thoroughly evaluated the funding sources for this payment, anticipating no adverse effects on its core business operations. As per the consolidated financial statements dated 30 September 2023, the Company's cash and cash equivalents total 142.96 million baht. Prior to the transaction in 2024, the Company is poised to receive dividends from its holdings in Neo Corporate Public Company Limited ("NEO") and is planning to liquidate its NEO investment of 9.50 million shares concurrent with NEO's IPO in the first quarter of 2024. Consequently, the Board of Directors is of the opinion that the Company possesses adequate financial resources for the RXW investment without compromising the Company's overall liquidity. Regarding the land and building rental costs, estimated at 100.00-210.00 million baht annually over ten years (totaling approximately 1,770.00 million baht) for the operation of the health service business (Wellness business), the Company plans to cover these expenses with the cash flow generated from RXW's operations.

Despite RXW's historical operating losses, the Company remains optimistic about its revenue growth prospects, particularly within the first three years of the lease contract, during which it benefits from a special rental rate. The Company believes that RXW's operations will generate sufficient revenue to

meet the contractual rental obligations. Furthermore, with adjustments to marketing strategies planned for the future, the Company anticipates a continued increase in service user engagement.

The Board of Directors is of the opinion that, despite the potential risks associated with RXW's future performance and the requirement for approval from the Company's shareholder meeting, undertaking this transaction is not expected to significantly affect the sufficiency of the Company's working capital.

10. Pending material lawsuits or claims.

-None-

11. 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 9-month period ending September 30, 2023 can be summarized as follows:

Transaction / Related Parties (Relationship with the Company)	(Unit: Thousand Baht)	
<i>Nine-month period ended 30 September</i>	2023	2022
Associates		
Revenue from investment, advisory and management business	2,380	1,800
Interest income	22,032	16,415
Management fee income	2,817	-
Revenue from management of real estate	11,530	-
Rental and service expenses	915	1,869
Finance costs	206	-
Joint venture		
Fees income	604	-
Interest income	15,598	9,638
Revenue from management of real estate	4,644	-
Other related parties		
Revenue from investment, advisory and management business	1,960	4,000
Rental and service income	45	44
Key management personnel		
Short-term benefits	26,757	22,137
Post-employment benefits	1,328	876

Transaction / Related Parties (Relationship with the Company) (Unit: Thousand Baht)

Nine-month period ended 30 September 2023 2022

Share-based payment 7 -

Balances with related parties (Unit: Thousand Baht)

30 September 31 December
2023 2022

Associates

Service income receivables	-	214
Trade and other current receivables	14,965	11,446
Lease receivables	53,490	-
Short-term loans and advance to related parties	100,000	216,985
Deposits	-	735
Trade and other current payables	8,531	-
Accrued expenses	5,423	-
Provisions for guarantee of lease agreement	12,662	-

Joint venture

Trade and other current receivables	6,597	14,843
Short-term loans and advance to related parties	637,000	250,500
Interest receivables	55,889	-
	912	-

Other related parties

Service income receivables	-	6
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12. 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.

13. 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 6

Enclosure 3

Information Memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS
Holdings Public Company Limited under the Business Restructuring

Information Memorandum of FNS Holding Public Company Limited on
the Disposition of Assets Transactions and Connected Transactions of
FNS Holdings Public Company Limited
under the Business Restructuring

February 6, 2024

**Information Memorandum regarding the Disposition of Assets Transactions and Connected Transactions of
FNS Holdings Public Company Limited under the Business Restructuring**

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price of not exceeding 19.98 baht per share, for a total not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business at this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, with a total value of 1,770 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded

with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

Therefore, the Transaction of Disposal of Investments in PROSPECT and BFTZ WN are considered assets disposition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorJor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (**"Notification of the Acquisition or Disposition of the Assets"**).

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Pokachaiyapat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Ratchanee Mahadadejkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director and Ms. Ratchanee Mahadadejkul, but she does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the **"Notification of Connected Transaction"**). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Disposition of Assets Transactions and Connected Transactions, and deliver such opinion to the shareholders of the

Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.

3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details 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 business restructuring within 2024 according to the complete of precedent transaction under related contracts) and after the shareholder's meeting approved the business restructuring including the Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN and other required procedure and/or any items related to the business restructuring.

- 1.2 **The Counterparty and Relationship with the Company**

Buyer	:	FNS Holdings Public Company Limited (the "Company" or "FNS")
Seller	:	M.K. Real Estate Development Public Company Limited ("MK")

Relationships	:	The Company is a major shareholder who holds 540,145,362 shares, representing 49.50 percent of the total shares of MK and has a common director, which is Mr. Vorasit Pokachaiyapat who is a director and Managing Director of the Company and (2) Ms. Rachanee Mahadadetskul, who is an executive of the Company and a director of MK. Therefore, The Company has two joint directors and executives, Mr. Vorasit Pokachaiyapat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahadadetskul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director and Ms. Rachanee Mahadadetskul, but she does not hold a representative director position for the Company. Consequently, this transaction is not deemed a
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connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), nor the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting.

1.2.1 General Information of M.K. Real Estate Development Public Company Limited (“MK”)

(1) General Information

Company Name	: M.K. Real Estate Development Public Company Limited (“the Company”)
Business	: Develop property for sale and rent, and provide related services
Registration Number	: 0107536001567
Website	: www.mk.co.th
Head Office Address	: 6th - 8th Floor, 345 Surawong Building, No. 345, Surawong Road, Kwaeng Suriyawong, Khet Bang Rak Bangkok 10500
Telephone	: 0-2234-8888
Fax	: 0-2234-8880
Registered Capital	: 1,117,211,195 Baht
(As of 30 Sep 2023)	Divided to ordinary shares of 1,117,211,195 shares at par value of 1.00 Baht per share
Issued and Paid-up Capital	: 1,091,205,066 Baht
(As of 30 Sep 2023)	Divided to ordinary shares of 1,091,205,066 shares at par value of 1.00 Baht per share

Source: 2022 Annual Report

(2) List of Shareholders

List of major shareholders of M.K. Real Estate Development Public Company Limited as of 17 October 2023 is as follows:

Shareholder Name ^{1/}	No. of Shares	Portion to Paid-up Capital
1. FNS HOLDINGS PUBLIC COMPANY LIMITED	540,145,362	49.50%
2. CPD HOLDING COMPANY LIMITED	60,492,171	5.54%
3. WISDOM LEADER VENTURES LIMITED	52,171,368	4.78%

Shareholder Name ^{1/}	No. of Shares	Portion to Paid-up Capital
4. MISS RAVIPAN JARUTHAVEE	44,950,960	4.12%
5. MR. AURCHAT KANJANAPITAK	30,764,140	2.82%
6. BCH HOLDING CO.,LTD.	26,829,270	2.46%
7. MISS PIYASRI TANTIWATANA	24,381,820	2.23%
8. MISS CHUTIMA TANGMATITHAM	17,331,015	1.59%
9. MRS. ANCHAN TANGMATITHAM	15,960,446	1.46%
10. MR. YUE KWOK-LEUNG	14,249,510	1.31%
Top 10 Shareholders	827,276,062	75.81%
Other shareholders	263,929,004	24.19%
Total	1,091,205,066	100.00%

Source: The SET

(3) List of Directors

As of 12 September 2023, the Company's Board of Director includes 7 directors as follows:

No.	Name	Position
1.	MR. SUTHEP WONGVORAZATHE	CHAIRMAN OF THE BOARD
2.	MR. VORASIT POKACHAIYAPAT	CHIEF EXECUTIVE OFFICER, DIRECTOR
3.	MISS RACHANEE MAHATDETKUL	DIRECTOR
4.	MRS. SIRIPAN LEEWANUN	DIRECTOR
5.	MR. ATT TONGYAI ASAVANUND	INDEPENDENT DIRECTOR, CHAIRMAN OF AUDIT COMMITTEE
6.	MR. CHAIYAPONT TIMSOOTHEEPANT	INDEPENDENT DIRECTOR, AUDIT COMMITTEE
7.	MR. THERAPHAN JITTALARN	INDEPENDENT DIRECTOR, AUDIT COMMITTEE

Source: The SET and the affidavit of MK

(4) Financial Position

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets								
Cash and cash equivalents	164.02	0.91	172.19	0.90	415.67	2.09	104.45	0.55
Other current financial assets	191.06	1.06	318.01	1.67	-	-	406.00	2.16
Trade and other current receivables	78.39	0.44	88.88	0.47	1,018.56	5.13	698.27	3.71

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Current portion of lease receivables	-	-	-	-	-	-	0.24	0.00
Short-term loans to related parties	-	-	570.00	2.99	808.50	4.07	939.50	4.99
Short-term loans to other parties	105.00	0.58	110.00	0.58	81.20	0.41	60.00	0.32
Real estate development for sale	5,665.62	31.50	4,132.80	21.71	3,224.11	16.23	2,004.96	10.64
Inventories	3.50	0.02	4.69	0.02	5.88	0.03	9.74	0.05
Other current assets	113.57	0.63	148.86	0.78	250.03	1.26	305.24	1.62
Total current assets	6,321.17	35.15	5,545.43	29.12	5,803.95	29.22	4,528.40	24.04
Non-current assets								-
Deposits pledged as collateral	4.65	0.03	21.50	0.11	63.81	0.32	98.35	0.52
Lease receivables	-	-	-	-	-	-	53.25	0.28
Investments in associates	218.46	1.21	204.15	1.07	193.10	0.97	250.96	1.33
Investments in subsidiaries	-	-	-	-	-	-	-	-
Investments in joint ventures	326.48	1.82	605.54	3.18	590.91	2.97	577.60	3.07
Other non-current financial assets	10.13	0.06	10.13	0.05	8.49	0.04	8.49	0.05
Land held for development	477.05	2.65	467.84	2.46	467.84	2.36	461.20	2.45
Investment properties	5,403.93	30.05	5,193.96	27.28	6,441.47	32.43	6,295.80	33.42
Property, plant and equipment	4,994.17	27.77	5,785.38	30.38	5,746.69	28.93	6,098.34	32.37
Intangible assets	18.12	0.10	21.07	0.11	33.29	0.17	45.92	0.24
Deferred tax assets	75.63	0.42	160.97	0.85	189.76	0.96	197.15	1.05
Deposits	-	-	120.00	0.63	30.00	0.15	30.00	0.16
Other non-current receivables	-	-	781.50	4.10	30.00	0.15	-	-
Goodwill	-	-	-	-	-	-	59.92	0.32
Other non-current assets	135.45	0.75	123.05	0.65	265.29	1.34	133.03	0.71
Total non-current assets	11,664.08	64.85	13,495.10	70.88	14,060.66	70.78	14,310.02	75.96
Total assets	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.42	100.00
Liabilities and equity								
Current liabilities								
Short-term borrowings from financial institutions	873.20	4.86	1,142.14	6.00	694.69	3.50	74.80	0.40
Trade and other current payables	427.06	2.37	449.73	2.36	296.28	1.49	614.88	3.26
Current portion of long-term borrowings from financial institutions	290.34	1.61	284.36	1.49	396.21	1.99	347.77	1.85
Current portion of long-term borrowings from other parties	-	-	-	-	-	-	80.00	0.42
Current portion of payables for purchase of land	-	-	647.00	3.40	-	-	-	-

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Short-term debentures	647.63	3.60	1,701.99	8.94	1,206.00	6.07	226.60	1.20
Current portion of long-term debentures	1,720.31	9.57	1,435.82	7.54	2,812.12	14.16	2,697.49	14.32
Short-term loans from related parties	-	-	-	-	116.99	0.59	90.00	0.48
Short-term loans from other parties	667.78	3.71	227.47	1.19	-	-	-	-
Current portion of lease liabilities	3.00	0.02	23.02	0.12	17.13	0.09	14.72	0.08
Current income tax payable	18.65	0.10	-	-	0.72	0.00	32.90	0.17
Customers' deposits	19.24	0.11	29.11	0.15	42.23	0.21	47.75	0.25
Payables from a transfer of right agreement to receive cash inflow	-	-	-	-	-	-	968.29	5.14
Current portion of provisions for guarantee of lease agreement	-	-	-	-	-	-	8.83	0.05
Other current liabilities	363.05	2.02	351.85	1.85	376.88	1.90	383.94	2.04
Total current liabilities	5,030.25	27.97	6,292.48	33.05	5,959.25	30.00	5,587.97	29.66
Non-current liabilities								
Payables for purchase of land	647.00	3.60	-	-	-	-	-	-
Non-current payables	-	-	-	-	-	-	61.08	0.32
Long-term borrowings from financial institutions	1,680.98	9.35	1,916.69	10.07	2,725.19	13.72	1,961.61	10.41
Long-term borrowings from other parties	-	-	-	-	80.00	0.40	-	-
Long-term debentures	3,435.23	19.10	3,437.42	18.05	3,593.50	18.09	3,724.57	19.77
Lease liabilities	301.53	1.68	677.33	3.56	686.61	3.46	1,084.11	5.75
Deferred tax liabilities	-	-	-	-	5.38	0.03	-	-
Non-current provisions for employee benefits	92.50	0.51	67.49	0.35	62.31	0.31	68.28	0.36
Provisions for guarantee of lease agreement	-	-	-	-	-	-	3.84	0.02
Other non-current liabilities	156.78	0.87	180.67	0.95	289.53	1.46	306.41	1.63
Total non-current liabilities	6,314.02	35.11	6,279.60	32.98	7,442.53	37.47	7,209.90	38.27
Total liabilities	11,344.27	63.08	12,572.09	66.03	13,401.78	67.47	12,797.86	67.93
Equity								-
Share capital:								-
Authorised share capital	1,117.21	6.21	1,117.21	5.87	1,117.21	5.62	1,117.21	5.93
Issued and paid-up share capital	1,091.21	6.07	1,091.21	5.73	1,091.21	5.49	1,091.21	5.79

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Share premium on ordinary shares	1,484.16	8.25	1,484.16	7.79	1,484.16	7.47	1,484.16	7.88
Warrants	3.28	0.02	4.29	0.02	4.79	0.02	4.94	0.03
Retained earnings								-
Legal reserve	111.72	0.62	111.72	0.59	111.72	0.56	111.72	0.59
Unappropriated	3,976.22	22.11	3,802.67	19.97	3,736.78	18.81	3,301.03	17.52
Other components of equity	(25.61)	-0.14	(25.61)	-0.13	2.71	0.01	10.16	0.05
Equity attributable to owners of the parent	6,640.98	36.92	6,468.44	33.97	6,431.37	32.38	6,003.23	31.87
Non-controlling interests	-	-	-	-	31.45	0.16	37.34	0.20
Total equity	6,640.98	36.92	6,468.44	33.97	6,462.82	32.53	6,040.56	32.07
Total liabilities and equity	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.43	100.00

Source: Financial statements audited or reviewed by certified public accountants

(5) Profit and Loss

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Revenues										
Revenue from sale of real estate	2,530.40	73.42	2,481.14	74.70	1,790.54	69.88	1,534.31	73.01	1,452.00	56.70
Revenue from rental and rendering of services	374.27	10.86	341.33	10.28	340.11	13.27	247.80	11.79	305.89	11.95
Revenue from golf services and sport club	100.84	2.93	-	-	-	-	-	-	-	-
Revenue from management of real estate	48.37	1.40	91.04	2.74	118.26	4.62	83.47	3.97	126.91	4.96
Revenue from health and wellness	3.04	0.09	25.82	0.78	57.32	2.24	40.28	1.92	86.90	3.39
Gain on disposal of investment and investment income	10.73	0.31	297.33	8.95	70.84	2.76	51.30	2.44	251.51	9.82
Gain on sale of investment property	263.29	7.64	-	-	-	-	-	-	251.63	9.83
Other income	115.52	3.35	84.68	2.55	185.34	7.23	144.23	6.86	85.82	3.35
Total revenues	3,446.47	100.00	3,321.34	100.00	2,562.41	100.00	2,101.38	100.00	2,560.67	100.00
Expenses										
Cost of sale of real estate	1,904.88	55.27	2,035.49	61.29	1,122.28	43.80	928.99	44.21	993.96	38.82

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Cost of rental and rendering of services	181.49	5.27	167.57	5.05	145.73	5.69	107.63	5.12	158.84	6.20
Cost of golf services and sport club	63.54	1.84	-	-	-	-	-	-	-	-
Cost of management of real estate	21.81	0.63	35.03	1.05	26.95	1.05	20.25	0.96	31.28	1.22
Cost of health and wellness	8.96	0.26	132.99	4.00	152.47	5.95	109.77	5.22	218.67	8.54
Distribution costs	242.39	7.03	232.52	7.00	163.41	6.38	123.16	5.86	128.69	5.03
Total Cost of sale and service	2,423.08	70.31	2,603.60	78.39	1,610.84	62.86	1,289.79	61.38	1,531.44	59.81
Gross Profit	1,023.40	29.69	717.74	21.61	951.57	37.14	811.59	38.62	1,029.23	40.19
Administrative expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	600.93	23.47
Other expenses							-	-	1.06	0.04
Other losses							-	-	119.00	4.65
Total expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	720.98	28.16
Finance costs	378.56	10.98	477.46	14.38	598.85	23.37	429.92	20.46	581.09	22.69
Share of profit of joint ventures and associates accounted for using equity method	6.31	0.18	61.00	1.84	4.80	0.19	3.08	0.15	8.67	0.34
Profit (loss) before income tax expense	(9.84)	-0.29	(275.80)	-8.30	(491.82)	-19.19	(173.13)	(8.24)	(264.17)	(10.32)
Tax income (expense)	6.42	0.19	87.79	2.64	(20.72)	-0.81	18.39	0.88	(57.72)	(2.25)
Profit (loss) for the period from continuing operations	(3.42)	-0.10	(188.01)	-5.66	(512.54)	-20.00	(154.75)	(7.36)	(321.89)	(12.57)
Discontinued operation										
Profit for the period from discontinued operation, net of tax	-	-	2.70	0.08	469.91	18.34	23.02	1.10	-	-
Profit (loss) for the period	(3.42)	-0.10	(185.31)	-5.58	(42.63)	-1.66	(131.73)	(6.27)	(321.89)	(12.57)

Source: Financial statements audited or reviewed by certified public accountants

1.3 General Characteristics of the Transaction and Transaction Size

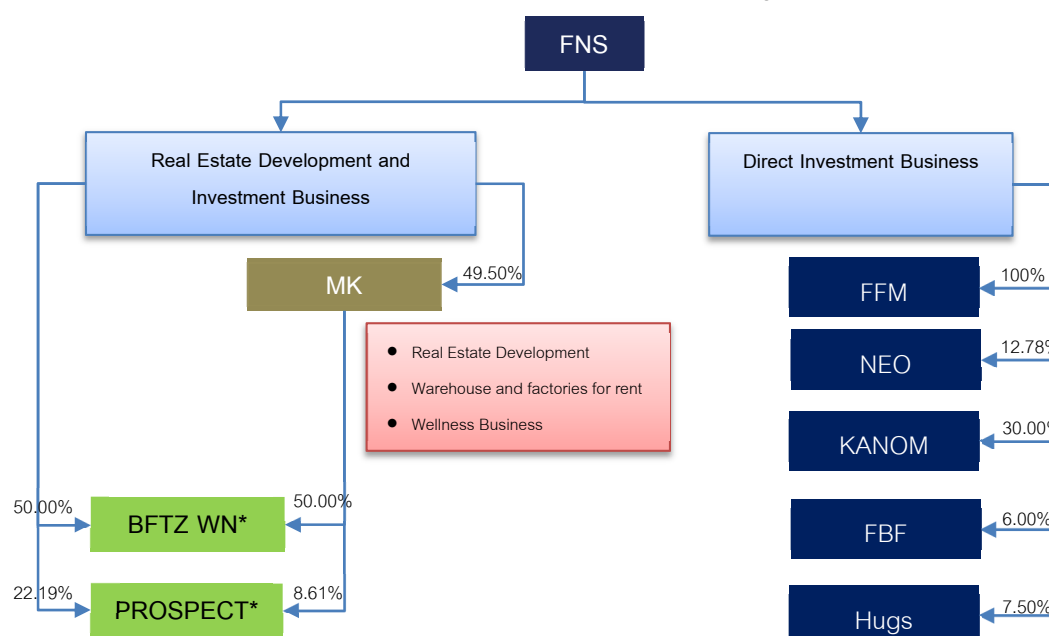
1.3.1 General Characteristics of the Transaction

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main

investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, under the previous investment and future growth investment plan for the real estate development business and factory and warehouse rental business, if the Company intended to expand investment or service area for the real estate development business, it require a relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

FNS Group's Business Structure Diagram



* PROSPECT and BFTZ WN are Real Estate Development and Investment Business in which the Company has joint investment with MK.

(The Shareholders can study information about MK's business operations in Attachment 2: Overview of MK's business operations and operating results of this independent financial advisor's report.)

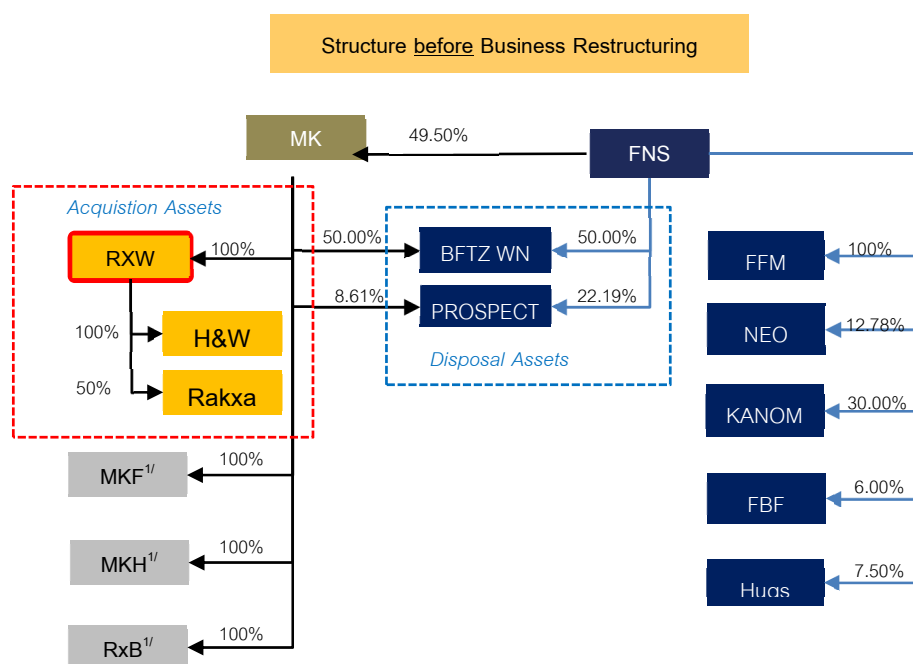
Therefore, from the business structure and investment structure mentioned above. The Company and MK, which are both publicly listed companies, may have overlapping business structures in the real estate development and investment businesses which will affect management and future growth plans of the Company. Therefore, the Company plans to restructure its internal business to provide clarity in terms of management, fundraising, and financial planning, etc.

At present, the Company is in the process of selecting a company that will be the core business of the Company in order to ensure that the Company has all the qualifications according to the rules of being a listed company on the Stock Exchange. And from the overview of the business restructuring plan of the whole group this time. The Company foresees that the investment in RXW, which operates a wellness business, will be able to grow in the future, due to nowadays, the trend of healthcare and wellness is becoming more and more popular. Moreover, Thailand is entering an aging society and Thailand is a potential medical resource in the region. The investment in RXW, which provides comprehensive wellness services in the areas of enhancement, prevention, cure, and restoration. The Rakxa Wellness Bangkrachao project has been successful in providing enhancement and prevention, "Rakxa" is a Fully Integrative Wellness & Medical Retreat that focuses on providing specific complementary and preventive health services that have received great attention and feedback from both Thai and foreign customers. Rakxa aims to further develop the project into a world-class medical and wellness destination. In addition, RXW also has RXV Wellness Village at Suan Sampran District, Nakhon Pathom Province, focuses mainly on enhancement and prevention under the concept of Everyone's Wellness. Good health is natural and achievable for everyone. Therefore, investing in RXW will create a good opportunity for the Company to grow in a sustainable future.

The Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company's business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("RXW"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "**Investment Transaction in RXW**"). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid with a total value of 1,770.00 million baht (referred

to as “Land and Building Rental Transaction”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“PROSPECT”) at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“BFTZ WN”) at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

Diagram showing FNS’s shareholding structure before and after entering into the transaction.



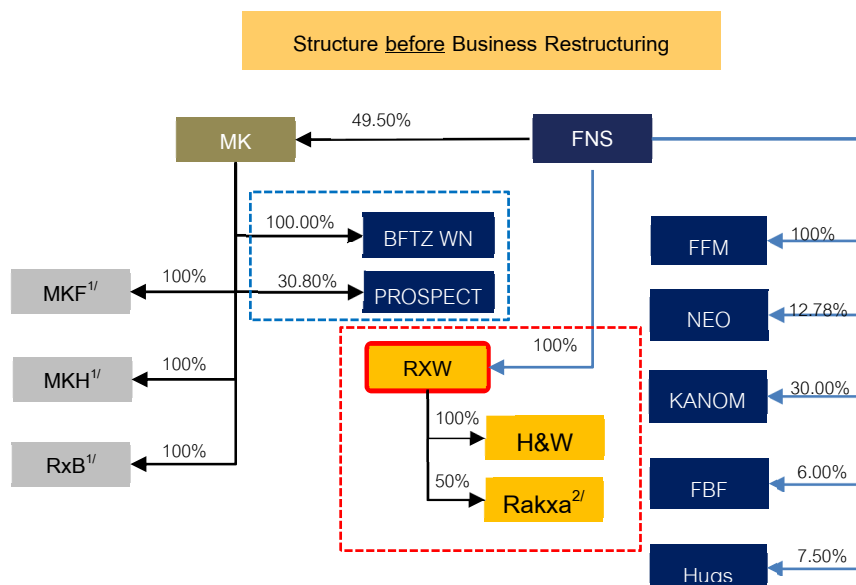
Remarks:



The asset acquisition and related transaction by investment in RXW.



The asset disposition and related transaction by dispute investment in PROSPECT and BFTZ WN.



Remark:

- 1/ December 2023, RXW has undergone capital restructuring within the Group by reducing its capital and converting debt into equity in order to restructure its shareholding in MKF, MKH and RxB by changing from Rx to MK instead. The restructuring will not affect the management within the group in any way.
- 2/ After the transaction, MK will hold 100% direct and indirect shares in BFTZ WN, 50% direct shares, and 50% indirect shares through Prospect Development Company Limited

1.3.2 Transaction Size

Transaction of Disposal of Investments in PROSPECT and BFTZ WN is considered an asset disposition transaction for the Company according to Notifications on Acquisition or Disposition of Assets, which considering the size of such transactions by calculation method based on various criteria under Notifications on Acquisition or Disposition of Assets. The Company shall be calculated from the financial information of the Company and related company in connection with the transaction based on financial statements which have been audited or reviewed by a certified public accountant are as follows:

Financial Information (Unit: THB Million)	PROSPECT	BFTZ WN	Company
	Consolidated Financial Statement ^{1/}	Separate Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
Ended as of	30 Sep 2023	31 Dec 2023	30 Sep 2023
Total Assets	5,456.98	1,725.80	23,449.08
Deduct Total Liabilities	1,936.31	1,717.02	15,889.68
Deducted Intangible Assets	-		290.54
Deducted Minority Shareholders' Equity	-		3,019.98
Net Tangible Assets (NTA)	3,520.67	8.79	4,248.88
Net Profit ^{2/}	308.08	4.61	868.03

Remark: 1/ Latest financial statement which has been reviewed by the certified public accountant.

2/ Latest Net Profit for the period of 12 months

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	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x acquired or disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling or buying portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Value of payment or receive} \times 100}{\text{Total assets of the listed company}^{2/}}$
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

1.3.3 The Transaction Size Calculation of Disposal of Investments in PROSPECT and BFTZ WN

The transaction of disposal of investments in PROSPECT and BFTZ WN this time, the Company will dispose of the assets as follows:

- (1) Ordinary shares of PROSPECT in the amount of 83,212,061 shares with a par value of 100 baht per share, or 22.19 percent of PROSPECT's registered capital, at the price of 9.3885 baht per share, equivalent to approximately 781.24 million baht.
- (2) Ordinary shares of BFTZ WN in the amount of 24,999 shares with a par value of 100 baht per share or 50 percent of the registered capital of BFTZ WN, at the price of 2,000.08 baht per share, equivalent to approximately 50.00 million baht.

1.3.3.1 The Transaction Size Calculation of Disposal of Investment in PROSPECT

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(3,520.67 \times 22.19\%) \times 100}{4,248.88}$	18.39%
2. Net Operating Profit Basis	$= \frac{(308.08 \times 22.19\%) \times 100}{868.03}$	7.88%
3. Total Value of Consideration Basis	$= \frac{(781.24^{1/}) \times 100}{23,449.08}$	3.33%

Basis of Calculation	Calculation	Transaction Size
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Proportional of total value of consideration

1.3.3.2 The Transaction Size Calculation of Disposal of Investment in BFTZ WN

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(8.79 \times 50.00\%) \times 100}{4,248.88}$	0.10%
2. Net Operating Profit Basis	$= \frac{(4.61 \times 50.00\%) \times 100}{4,248.88}$	0.27%
3. Total Value of Consideration Basis	$= \frac{(400.00^{1/}) \times 100}{23,449.08}$	1.71%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Total value of consideration for disposal of ordinary shares of BFTZ WN amounting to 50.00 million baht. Since the disposal of investment has ceased to be a subsidiary, therefore, there is a consolidation of loans and interest borrowed by BFTZ WN from the Company and the estimation did not exceeding 350.00 million baht, totaling not exceeding 400.00 million baht.

Summary table of calculation of transaction size for disposal of investment in PROSPECT and BFTZ WN

Disposal of assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
1. Ordinary Shares of PROSPECT	18.39%	7.88%	3.33%	Not applicable as there is no issuance of new securities.
2. Ordinary Shares of BFTZ WN	0.10%	0.27%	1.71%	
Total Transaction Size	18.49%	8.14%	5.04%	-
In the previous 6-months ^{1/}	-	-	-	-
Total	18.49%	8.14%	5.04%	-
The maximum calculation criterion is the Net Tangible Asset Value (NTA) basis with a maximum transaction size of <u>18.49%</u> .				

Remark: 1/ The Company has not entered into any disposition of assets transactions in the previous 6-month period

In entering into this transaction, a maximum transaction size is equivalent to 18.49 percent according to the net tangible assets (NTA) basis on the consolidated financial statements of the Company and PROSPECT for the period ended September 30, 2023, and separate financial statements of BFTZ WN as of December 31, 2022. The Company has not entered into any disposition of assets transactions according to the net tangible assets (NTA) basis in the previous 6-month period before the date of the Board of Directors Meeting. Therefore, the transaction size of the entering into disposal of investment

in PROSPECT and BFTZ WN transactions is equal to or more than 15 percent but lower than 50 percent which is classified as a Class 2 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the information to the SET and send a notice to the shareholders within 21 days from the date of disclosure to the SET. However, the Company wishes to propose to the shareholders' meeting for consideration of this transaction. Therefore, the Company discloses information related to the disposal of assets as follows:

- (1) To disclose information to the SET related to the Disposal of investment in PROSPECT and BFTZ WN according to the Notifications on Acquisition or Disposition of Assets;
- (2) To appoint the independent financial advisor to express the opinion related to the disposal of Investment in PROSPECT and BFTZ WN transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;
- (3) 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.

1.3.4 Calculation of Connected Transactions

Summary table of calculation of connected transaction size for disposal of investment in PROSPECT and BFTZ WN

Acquisition of Assets Transaction	Type of Transaction	Consideration Value	Book Value	Market Value	Transaction Size Maximum Calculation
1. Ordinary Shares of PROSPECT	Transactions relating to assets or services	781.24	781.23 ^{1/}	719.78 ^{2/}	18.39
2. Ordinary Shares of BFTZ WN	Transactions relating to assets or services	400.00 ^{3/}	4.39 ^{4/}	-	9.41
Total Transaction Size					27.80
In the previous 6-months ^{1/}					-
Total Connected Transaction Size from the Investment in RXW					27.80

Remark: 1/ Based on PROSPECT's consolidated financial statements as of 30 September 2023 (Reviewed Financial Statements)

2/ Calculated based on the 15-day volume weighted average price at the value of 8.53 baht per share.

3/ Total value of consideration for disposal of ordinary shares of BFTZ WN amounted to 50.00 million baht. Since the investment was disposed of and ceased to be a subsidiary, all outstanding loans and interest borrowed by BFTZ WN from the Company and the estimation were consolidated in the amount not exceeding 350.00 million baht, totaling 400.00 million baht.

4/ Based on BFTZ WN's separate financial statements as of 31 December 2023 (Reviewed Financial Statements)

In entering into this transaction at this time, a maximum transaction size is equivalent to 27.80 percent (the Company has not entered into any connected transactions in the previous 6-month period). Therefore, the transaction is classified as a Class 4 Transaction under Notifications on Connected Transaction, which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction as follows:

- (1) To disclose information to the SET related to the Disposal of Investment in PROSPECT and BFTZ WN according to the Notifications on Connected Transaction;
- (2) To appoint the independent financial advisor to express the opinion related to the disposal of Investment in PROSPECT and BFTZ WN transaction under Notifications on Connected Transaction to the Company's shareholders, 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;
- (3) To arrange for a shareholder meeting to approve such 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.

1.4 Details of Disposed Assets

- (1) Ordinary shares of PROSPECT in the amount of 83,212,061 shares with a par value of 100 baht per share, representing 22.19 percent of PROSPECT's registered capital, at the price of 9.3885 baht per share, equivalent to approximately 781.24 million baht.
- (1) Ordinary shares of BFTZ WN in the amount of 24,999 shares with a par value of 100 baht per share or 50 percent of the registered capital of BFTZ WN, at the price of 2,000.08 baht per share, equivalent to approximately 50.00 million baht.

1.4.1 General Information of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT")

(1) General Information

REIT Name	: Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
Business Type	: Real Estate Investment Trust
REIT Manager	: Prospect REIT management Co., Ltd.
Trustee	: SCB Asset Management Co., Ltd
Property Manager	: Prospect Development Co., Ltd.

Address : No. 345, 345 Surawong Building, 5th Floor, Surawong Road, Suriyawong,
Bangrak Bangkok 10500

Establishment Date : 14 August 2020

Registered Capital : 3,551,137,500 baht (as of 4 December 2023)

Issued and Paid-up Capital : 3,551,137,500 baht (as of 4 December 2023)

Paid-up Shares : 375,000,000 shares

Par Value (per share) : 9.4697 baht/unit

Net Asset Value (NAV) : 9.3885 baht/unit

(As of 30 September 2023) : 8.45 baht/unit

Source: Data from 56-1 One report of PROSPECT REIT at the year of 2022 and SET website

(2) List of unitholders are as follows:

No.	List of Unitholders	Number of Units	%
1	FNS Holdings PLC.	83,212,061	22.19
2	M.K. Real Estate Development PLC.	32,279,090	8.61
3	Krungthai-AXA Life Insurance PLC.	20,293,200	5.41
4	Allianz Ayudhya Assurance PLC.	14,755,000	3.93
5	TISCO Securities Company Limited	14,735,717	3.93
6	Samsung Life Insurance (Thailand) PLC.	13,492,000	3.60
7	Mr. Burana Chavalittamrong	9,100,000	2.43
8	Mrs. Sumanee Pokachaipat	6,486,000	1.73
9	Bangkok Life Assurance Public Company Limited	5,735,800	1.53
10	Mr. Kanesh Tangcravakoon	5,000,000	1.33
11	Mr. Shwin Tangcravakoon	5,000,000	1.33
12	Other Unitholders	164,911,132	43.98
Total		375,000,000	100.00

Remark: SET website as of 31 August 2023

(3) Financial Position

Financial Position (Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023
Assets	3,706.05	3,623.91	3,538.38	5,456.98
Liabilities	1,241.50	1,228.46	1,165.26	1,936.31
Net Assets	2,464.55	2,395.45	2,373.11	3,520.67
Income	152.55	443.20	445.21	408.68
Expenses	53.08	148.82	160.38	173.35
Net investment profit	99.47	294.38	284.83	235.33

Source: Financial statements audited by Certified Public Accountants

1.4.2 General Information of BFTZ Wangnoi Co., Ltd. ("BFTZ WN")

(1) General Information

Company Name	:	BFTZ Wangnoi Co., Ltd.
Address	:	345 345 Suriyawong Bldg. 5 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok 10500
Business Type	:	Develop warehouses and factories for rent
Establishment Date	:	7 May 2021
Registered and Paid-up Capital	:	As of April 24, 2023, BFTZ WN has registered, and paid-up capital as follows: The registered capital is 5.00 million baht with par value of 100.00 baht per share divided into 50,000 ordinary shares with a par value of 100.00 baht each.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of shareholders are as follows:

No.	List of shareholders	Number of Shares	%
1	FNS Holdings PLC.	24,999	50.00
2	Prospect Development Company Limited	24,999	50.00
3	Mrs. Snitha Asawachinda	1	0.00
4	Miss Rachanee Mahatdetkul	1	0.00
Total		50,000	100.00

Remark: Lists of shareholders of BFTZ WN as of 24 April 2023

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. James Marshall	Director
2	Mrs. Siripan Leewanun	Director
3	Miss Rachanee Mahatdetkul	Director
4	Mrs. Snitha Asawachinda	Director
5	Mr. Wittaya Phraisuwan	Director

Binding on the Company: Director Group A. includes Mr. James Marshall and Mrs. Snitha Asawachinda and
Director Group B. includes Miss Rachanee Mahatdetkul and Mrs. Siripan Leewanun.
One director of Group A. jointly signs with one director of Group B. and affixes the
Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position (Unit: million baht)	31 Dec 2021	31 Dec 2022
Assets	657.96	1,725.80
Liabilities	653.78	1,717.02

Financial Position (Unit: million baht)	31 Dec 2021	31 Dec 2022
Shareholders' equity	4.18	8.79
Revenue	0.01	30.01
Expenses	0.83	25.40
Profit (loss) for a period	(0.8)	4.61

Source: Financial statements audited by Certified Public Accountants

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

1.5.1 The Value of Consideration

The consideration value of 831.24 million baht divided to the consideration value of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT") of 83,212,061 units at a price of 9.3885 baht per unit, totaling approximately 781.24 million baht and the consideration value of BFTZ WN's ordinary shares at 2,000.08 baht per share, comprising 24,999 shares with a par value of 100.00 baht per share, is valued at approximately 50.00 million baht. MK will compensate for 831.24 million baht through a bill of exchange and/or MK cash.

1.5.2 Basis Used for Determination of Consideration Value

The consideration value is determined by the agreement from negotiation between counterparties and assumptions which the Company and MK mutually agreed. The price for determination of consideration value is referred to Net Asset Value per unit (NAV) of PROSPECT as of the date of completion of units trading and the book value of BFTZ WN as of the date of completion of shares trading. The preliminary consideration value is referred to Net Asset Value per unit (NAV) as of 30 September 2023 of PROSPECT and estimated dividend payment and future earnings for the quarter 1/2023 and the quarter 4/2023. and the book value of ordinary shares of BFTZ WN of approximately 16.51 million baht as of 30 September 2023 and adjusted with estimated future earnings. In this regard, the Company has prepared additional information for shareholders' consideration as to the reasonableness of determining the value of consideration, namely information on the fair value of the business which is valued according to various criteria and methods according to the independent financial advisor's opinion report. Additional information in this section will appear in the information regarding entering into assets disposition transactions and connected transactions of FNS Holdings Public Company Limited for the business restructuring that will be presented to the shareholders' meeting and report of the opinion of an independent financial advisor, which the company will disclose through the communication channels of the SET and is attached as part of the notice of the Extraordinary General Meeting of Shareholders No. 1/2024, which will be sent to all shareholders of the Company not less than 14 days in advance of the next meeting date.

1.6 Value of Disposed Assets

The net asset value per unit (NAV) and book value of disposed assets are as follows:

- (1) Trust units of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (PROSPECT) amounted to 83,212,061 units with a par value of 9.4697 baht per unit and Net Asset Value per unit (NAV) as of 30 September 2023, equal to 9.3885 baht per unit, totaling approximately 781.24 million baht.
- (2) Ordinary Shares of BFTZ Wangnoi Co., Ltd. (BFTZ WN) amounted to 24,999 shares with a par value of 100.00 baht per share, book value as of 30 September 2022, equal to 8.79 million baht or 175.71 baht per share. The Company holds the direct shares of 50% in BFTZ WN, or equivalent to book value in shareholding proportion amounted to approximately 4.39 million baht.

1.7 Expected Benefits of the Transactions

- (1) This aligns with the implementation of the group of companies' Business Restructuring plan. Following the asset distribution, the Company is set to acquire the wellness business, poised for growth and future profitability.
- (2) The proceeds from the asset distribution can be utilized to repay loans with financial institutions, leading to a more stable financial position for the Company.
- (3) The overall management of the Company becomes clearer, enabling better investment and working capital management within the business. The wellness business, not planning short-term investments, is expected to have sufficient financial resources for future needs, including dividends from the Company's investments.
- (4) The transaction reduces the need for a substantial reserve for investment in the warehouse business. Operating a warehouse business demands significant initial investment for land purchases, rent, project development, and construction costs. If PROSPECT and BFTZ WN plan to expand their service area, having reserve funds will be crucial for supporting future investment expansion.
- (5) The Business Restructuring provides clarity to investors and those interested in investing in the Company. Following these changes, stakeholders can evaluate the Company's direction and growth prospects more clearly.

1.8 Fund Objectives from the Transaction

The Company has fund objectives from the disposition of investment in PROSPECT and BFTZ WN as follows:

- (1) Paid for the investment in RXW and for movable assets related to the wellness business;
- (2) Paid for borrowings from the financial institution;
- (3) Using for the Company's working capital;
- (4) Investment in any projects based on the Company's business plan.

However, such fund objectives are changeable and the Board of Directors of the Company shall consider allocating the funds received from this assets disposition.

1.9 Opinion of the Company's Board of Directors

The Company's Board of Directors Meeting No. 10/2023, convened on 27 December 2023, has considered the details of the transaction, benefits, risks, and other related information and the Company's Board of Directors Meeting and has a unanimous resolution to approve the transaction. The Board of Directors considered that the said transaction is reasonable transaction, and appropriate and helpful in creating the best benefits for the Company and shareholders, and it is also consistent with the Company's business plan and business objectives.

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

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

1.11 Key Condition Presents Before Entering into the Transaction

- (1) The Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (2) Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (3) Approval from financial institution to unburden debt obligation, collateral and/or any conditions related to this transaction from financial institution;
- (4) Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business;
- (5) Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.

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

Long-term debentures

As of September 30, 2023, Outstandings of long-term debentures which is charged interest at the rates with reference to the Money Market rate were as follows:

	(Unit: THB thousand)
	Outstandings
<u>Long-term debentures</u>	4,091,373

4.2. The total amount of loans with specified repayment period

As of September 30, 2023, the Company and its subsidiaries had loans from financial institutions in the amount of 4,285,597 million baht with interest rates. Based on money market rates, collateral is an investment in the Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust, Investments in associated companies, land, buildings land with buildings, land lease rights, Buildings on land sublease agreements and savings bank deposits as collateral for loans.

4.3. The total value of debts in other categories

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

(Unit: Thousand Baht)

-	Current portion of lease liabilities	14,831
	Other current liabilities	445,688
-	Lease liabilities net of current portion	1,393,025
-	Provision for post-employment benefits	96,546

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 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 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	Consolidated			
(Unit: Thousand Baht)	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	142,959
Service income receivables	47,551	8,018	220	-
Trade and other current receivables	37,500	32,184	28,261	794,511
Current portion of lease receivables	-	-	-	238
Short-term loans and advance to related parties	-	395,028	467,485	737,000
Loans to others	199,054	100,000	73,800	130,000
Short-term loans and advance to related parties	-	-	-	2,004,960
Inventories	-	-	-	9,737
Other current financial assets	647,732	363,226	361,006	493,578
Digital tokens	-	475,000	-	-
Other current assets	38,963	33,676	16,023	382,842
Total current assets	1,043,435	1,604,391	959,867	4,695,825
Non-current assets				
Deposits pledged as collateral	-	-	-	98,350
Other non-current financial assets	286,061	316,328	373,167	749,133
Investment in subsidiaries	-	-	-	-
Investment in associates and joint venture	2,478,859	1,943,642	1,896,250	1,578,416
Lease receivables	-	-	-	53,252
Land held for development	-	-	-	461,199
Investment properties	-	-	-	9,235,107
Property, plant and equipment	87,502	86,715	9,200	6,123,949
Right-of-use assets	4,388	8,804	5,658	193
Goodwill	156,920	156,920	45,356	45,356
Other intangible assets other than goodwill	2,523	2,134	1,148	47,843
Deferred tax assets	7,297	7,886	-	197,152
Deposits	-	-	-	30,000
Other non-current assets	1,313	1,658	759	133,308
Total non-current assets	3,024,863	2,524,087	2,331,538	18,753,258

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Total assets	4,068,298	4,128,478	3,291,405	23,449,083
Liabilities and equity				
Current liabilities				
Short-term borrowings from financial institutions	-	-	-	74,803
Trade and other current payables	-	-	-	1,022,536
Current portion of short-term loan from financial institution	-	-	-	414,596
Current portion of long-term borrowings from other parties	-	-	-	80,000
Current portion of long-term debentures	400,000	340,000	300,000	2,697,489
Current portion of lease liabilities	1,557	4,310	2,941	14,831
Short-term debentures	-	300,000	-	226,596
Short-term loans and advance from related parties	-	-	-	-
Income tax payable	-	7	-	35,387
Deposits and advances from customers	-	-	-	47,753
Payable from a transfer of right agreement to receive cash inflow	-	-	-	968,293
Short-term loans from related parties	-	-	-	8,826
Other current liabilities	153,887	126,580	21,607	445,688
Total current liabilities	555,444	770,897	324,548	6,036,798
Non-current liabilities				
Non-current payables	-	-	-	61,084
Long-term loan from financial institution	-	-	-	3,796,198
Long-term debentures	640,000	666,800	366,800	4,091,373
Lease liabilities	2,985	4,759	2,872	1,393,025
Non-current provisions for employee benefits	63,479	68,755	26,835	96,546
Provisions for guarantee of lease agreement	-	-	-	3,836
Other non-current liabilities	-	-	-	410,819
Total non-current liabilities	706,464	740,314	396,507	9,852,881
Total liabilities	1,261,908	1,511,211	721,055	15,889,679
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	-

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	June 20, 2023
Issued and paid-up share capital				
(500,651,065 ordinary shares, par value at Baht 5 per share)	-	-	-	2,503,255
(345,855,440 ordinary shares, par value at Baht 5 per share)	1,729,277	1,729,277	1,729,277	-
Share premium on ordinary shares	208,455	208,455	208,455	207,161
Retained earnings				
Appropriated				
Legal reserve	61,000	65,000	82,000	82,000
Unappropriated	1,164,954	936,011	838,486	1,583,126
Other components of equity	-357,296	-321,476	-287,868	163,884
Equity attributable to owners of the parent	2,806,390	2,617,267	2,570,350	4,539,426
Non-controlling interests	-	-	-	3,019,978
Total equity	2,806,390	2,617,267	2,570,350	7,559,404
Total liabilities and equity	4,068,298	4,128,478	3,291,405	23,449,083

5.2.2 Statement of comprehensive income

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020
Income				
Revenue from investment, advisory and management business	78,009	43,271	82,646	143,937
Revenue from sale of real estate				465,371
Revenue from rental and rendering of services				149,525
Revenue from management of real estate				30,155
Revenue from health and wellness				24,673
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	-	-	207,005
Gain on measurement of investment in associate before business acquisition				245,585
Gain on bargain purchase				673,969

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020
Gain on disposal of investment properties				2,312
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	27,380
Total income	763,634	52,104	89,768	1,969,912
Expenses				
Investment, advisory and management business expenses	45,481	63,454	73,859	43,246
Cost of sale of real estate	-	-	-	506,809
Cost of rental and rendering of services	-	-	-	44,346
Cost of management of real estate	-	-	-	6,327
Cost of health and wellness	-	-	-	71,506
Distribution costs	-	-	-	36,999
Investment, advisory and management business cost and expenses	168,567	-	-	-
Warehouse and factory leasing business costs and expenses	69,684	-	-	-
Servicing and administrative expenses	54,697	43,653	30,692	215,883
Loss on disposal of investment in an associate	-	56,056	-	-
Net loss on investments measured at fair value through profit or loss	-	-	-	184,666
Loss on exchange rate	-	14,432	10,762	-
Compensation fee of director and management	75,178	-	-	-
Total expenses	413,607	177,595	115,313	1,109,782
(Loss) profit from operating activities	350,027	-125,491	-25,545	860,130
Finance costs	-72,732	-58,535	-48,991	(199,316)
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	724
Gain on disposal of building and equipment	-	11	298,806	-
Profit (loss) before income tax expense	246,320	-100,255	230,507	661,538
Income tax expense	-23,057	-	-	9,963
Profit (loss) for the year from continuing operations	223,263	-100,255	230,507	671,501
(Loss) profit for the year from discontinued operation, net of tax	-	58,066	-125,590	-

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020
Profit (loss) for the year	223,263	-42,189	104,917	671,501

5.2.3 Statement of cash flows

Statement of cash flows (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020	Dec 31, 2020
Net cash (used in) from operating activities	(189,924)	352,129	(287,539)	719,998
Net cash from (used in) investing activities	488,132	(348,065)	904,374	-256,444
Net (decrease) increase in cash and cash equivalents	(283,045)	89,015	(814,941)	-360,180
Net increase (decrease) in cash and cash equivalents	15,163	93,079	(198,106)	103,374
Differences on translation of financial statements	(8,584)	31,545	13,919	26,513
Cash and cash equivalents as at beginning period	66,056	72,635	197,259	13,072
Cash and cash equivalents as at the ending period	72,635	197,259	13,072	142,959

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.

Total revenues in the nine-month period end 30 September 2023 were Baht 1,969.9 million, compared to Baht 78.3 million recorded in 9M 2022, an increase in total revenues of Baht 1,891.6 million or 2,415.8%. The main reasons were: 1) an increase of Baht 72.4 million in Revenue from the investment, advisory and management business, 2) a contribution of Baht 465.4 million in revenue from sale of real estate, 3) a Gain on disposal of investment in subsidiary Baht 207 million, 4) Gain on valuation of investment associate before business acquisition Baht 245.6 million, and 5) Gain on bargain purchase of Baht 673.9 million.

Total expenses in 9M 2023 were Baht 1,109.8 million, compared to Baht 132.9 million recorded in 9M 2022, representing an increase of Baht 976.9 million or 735.1%. The major changes were in accordance with the increase in income. The main causes were the increase of Baht 506.8 million in Cost of sale of real estate, the increase of Baht 141.8 million in service and administrative expenses, and Net loss on investments measured at fair value through profit or loss of Baht 184.7.

In addition, finance costs for 9M 2023 totaled Baht 199.3 million, a increase of Baht 160.31 million from 9M 2022, in accordance with the increase of loan and interest rate.

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 the nine-month period ended 30 September 2023, the consolidated statements of profit or loss and other comprehensive income showed a net profit of Baht 813.8 million or a net profit of Baht 2.12 per share, compared to a net profit of Baht 50.7 million or Baht of 0.15 per share, representing an increase of Baht 761.3 million in net profit. The increase of profit came mainly from a gain on disposal of

investment in a subsidiary, gain on valuation of investment associate before business acquisition and gain on bargain purchase.

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 September 2023, the Company and its subsidiaries had total assets of THB 23,449.08 million, an increase of THB 20,157.68 million or 612.43% from year-end 2022. The main increased from on 9 August 2023, the Group obtained control of M.K. Real Estate Development Public Company Limited (“MK”), a property development for sale by acquiring 18.0% of the shares and voting interests in the company. As a result, the shareholding proportion in MK has increased from 31.5% to 49.5% of issued and paid-up share capital. The management concluded that the Group has a control over MK due to its power over the voting rights in comparison with minority shareholders and no indicator signals a joint exercising of rights from the minority shareholders. Therefore, the Group has gained a

control over MK which changes from an associate to a subsidiary. The consideration consisted of a cash payment of Baht 883.4 million. The Group incurred acquisition-related costs of Baht 0.2 million which have been included in servicing and administrative expenses. In addition, the Group obtained a 50% interest in BFTZ Wangnoi Co., Ltd. ("BFTZ"); a joint venture in which MK was a joint venture through its wholly-owned subsidiary. As a result, the Group has gained a control in BFTZ which converted from an associate into a subsidiary.

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 September 30, 2023, Cash and cash equivalents of the Company and its subsidiaries was THB 142.96 million increasing from 129.89 at the year-end 2022 (by 993.63%). This came from the following activities i.e. Net cash used in operating activities totaled THB 719.88 million, Net cash provided by investing activities totaled THB 256.44 million and Net cash used in financing activities totaled in THB 360.18 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.

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 September 2023, the total liabilities of the Group were THB 15,889.68 million, an increase of THB 15,168.62 million or 2,103.67% from the year-end 2022, of which 37.99% were current liabilities and 62.01% 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 September 2022, the Company's equity in the consolidated financial statements was THB 7,559.40 million. The increasing as a result from In August 2023, the Company purchased an additional interest in M.K Real Estate Development Public Company Limited (MK), whose main business is the property development. As a result, the status of MK was changed from an associate to a subsidiary, causing the Company to have a direct and indirect shareholding in the warehouse and

factory development business for rent in the consolidated financial statements, through BFTZ Wangnoi Ltd.

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 September 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 January 12, 2024 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	16,111,100	3.22
4	MR. VICHAIN SRIMUNINNIMIT	13,603,100	2.72
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	6,605,700	1.32
8	MRS. PRAKAIKAM BAIKAEW	6,302,000	1.26
9	MR. SUCHART WANGSAWANGKUL	4,106,800	0.82
10	MR. RATIAN SRIMONGKOL	3,500,000	0.70
	Total top 10 shareholders	358,343,822	71.58

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
	Other shareholders	142,307,243	28.42
	Total	500,651,065	100.00

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

-None-

6. Statements indicating that connected persons and/or shareholders having interests shall have no right to vote whereby names and number of shares held by shareholders having no voting rights shall be indicated.

-None-

7. Appraisal of asset price by an independent appraiser in case of acquisition or disposal of asset having fundamental significance in a form of asset value such as immovable property.

- None -

8. Opinion of the Board of Directors about a decision to enter into a connected transaction specifying reasonableness and the highest benefit to the listed company comparing with a decision to enter into a transaction with independent third party.

The Board of Directors believes that the business restructuring plan, which includes the acquisition and disposal of assets as well as related-party transactions with M.K. Real Estate Development Public Company Limited, by disposing of units in Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust and ordinary shares in BFTZ Wangnoi Company Limited, which are deemed related-party transactions under the current restructuring plan, is appropriate. This is because post-transaction, the Company, along with its subsidiaries and associated entities—collectively referred to as the “Group of Companies”—will benefit from a more defined business structure. This clarity is expected to enhance investment management services, financial liquidity, and future financial expenditures. Furthermore, the proceeds from the sale of certain assets can be allocated to repaying loans with financial institutions, thereby stabilizing the Company's financial standing. This move will also enhance the Company's liquidity by reducing the funds that need to be earmarked for investment in the warehouse business. Operating a warehouse business entails substantial initial investments for land purchases and/or leases, as well as project development and construction costs. Should PROSPECT and BFTZ WN wish to expand their service areas in the future, the Company would need to maintain reserve funds to facilitate this potential growth in investment.

In this regard, the disposal of the PROSPECT investment, comprising 83,212,061 units at a face value of 9.4697 baht per trust unit, represents 22.19 percent of all issued trust units of PROSPECT at a sale price of 9.3885 baht per unit, amounting to an approximate value of 781.24 million baht. Furthermore, the sale of 24,999 shares in BFTZ WN, with a par value of 100 baht per share, at a price of 2,000.08 baht per share, culminates in a total value of 50.00 million baht. These transactions are deemed appropriate, as the agreed trading value between the buyer and the seller falls within the fair value range assessed by the Independent Financial Advisor. The fair value of PROSPECT has been estimated to be between 8.32 - 9.54 baht per unit, and the fair value of BFTZ WN's ordinary shares is between 1,658.69 - 2,363.03 baht per share. The Company is of the opinion that proceeding with these transactions, particularly with related parties, will yield positive outcomes for the overall structure of the Group of Companies. The agreed pricing and compensation are considered fair, with no additional terms that unduly benefit related parties. Prior to finalizing such a transaction, the Company is obligated to adhere to the procedures for conducting related-party transactions, as outlined by the relevant criteria and regulations. Consequently, the Board of Directors has decided to endorse this plan and recommend it for approval at the forthcoming shareholder meeting, enabling the Company to execute the proposed transactions.

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

The transaction involving the disposal of investments in PROSPECT and BFTZ WN is expected to enhance the Company's financial standing, particularly regarding its financial liquidity and working capital. The proceeds from this transaction are planned for various purposes, including compensating for the investment in RXW, acquiring movable assets for the wellness business, repaying loans from financial institutions, and bolstering the Company's working capital.

Upon completion of this transaction, the Company anticipates no adverse effects on its principal operational strategies. This outlook is underpinned by the anticipated receipt of approximately 831.24 million baht from the asset disposal transaction. In line with the current business restructuring plan, the Company's investment in RXW will necessitate a compensation payment of approximately 359.42 million baht, in addition to a rental guarantee payment amounting to 50.00 million baht. Consequently, following the execution of this business restructuring plan, the Company remains confident that its working capital's sufficiency will not be significantly impacted.

10. Pending material lawsuits or claims.

-None-

11. 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 9-month period ending September 30, 2023 can be summarized as follows:

Transaction / Related Parties (Relationship with the Company)	(Unit: Thousand Baht)	
<i>Nine-month period ended 30 September</i>	2023	2022
Associates		
Revenue from investment, advisory and management business	2,380	1,800
Interest income	22,032	16,415
Management fee income	2,817	-
Revenue from management of real estate	11,530	-
Rental and service expenses	915	1,869
Finance costs	206	-
Joint venture		
Fees income	604	-
Interest income	15,598	9,638
Revenue from management of real estate	4,644	-
Other related parties		
Revenue from investment, advisory and management business	1,960	4,000
Rental and service income	45	44
Key management personnel		
Short-term benefits	26,757	22,137
Post-employment benefits	1,328	876
Share-based payment	7	-
Balances with related parties		
	(Unit: Thousand Baht)	
	30 September	31 December
	2023	2022
Associates		
Service income receivables	-	214
Trade and other current receivables	14,965	11,446
Lease receivables	53,490	-

Balances with related parties

(Unit: Thousand Baht)

	30 September 2023	31 December 2022
Short-term loans and advance to related parties	100,000	216,985
Deposits	-	735
Trade and other current payables	8,531	-
Accrued expenses	5,423	-
Provisions for guarantee of lease agreement	12,662	-

Joint venture

Trade and other current receivables	6,597	14,843
Short-term loans and advance to related parties	637,000 55,889	250,500 -
Interest receivables	912	-

Other related parties

Service income receivables	-	6
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12. 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.

13. 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 6

Enclosure 4

Opinion Report of the Independent Financial Advisor regarding the Business Restructuring plan by way of
acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development
Public Company Limited.



-TRANSLATED VERSION-

Opinion Report of the Independent Financial Advisor

Regarding

The Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development 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

6 February 2024

The English Translation of the Opinion Report of the Independent Financial Advisor on The Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development 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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ABBREVIATION

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
Notifications on Connected Transaction	: Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 on Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies on Connected Transactions 2003 dated 19 November 2003 (as amended)
Independent Financial Advisor or “I V Global” or “IFA”	: I V Global Securities Public Company Limited
“Appraiser”	Property appraisal companies approved by SEC
“the Company” or “FNS”	: FNS Holdings Public Company Limited
MK	: M.K. Real Estate Development Public Company Limited
RXW	: RX Wellness Company Limited
H&W	: Health and Wellness Village Company Limited
Rakxa	: Rakxa Venture Co., Ltd.
VTL	: Vitallife Allianz Co., Ltd.
MKF	: Mankong Life Company Limited
MKH	: MKH Assets Company Limited
RxB	: Rx Wellness Blocker US, Inc
PROSPECT	: Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
BFTZ WN	: BFTZ Wangnoi Co., Ltd.
NEO	: NEO Corporation Public Company Limited
RAKxa Integraive Wellness	: RAKxa Integrative Wellness

Abbreviation	Meaning
RXV Wellness Village	: RXV Wellness Village
BV	: Book Value Approach
ABV	: Adjusted Book Value Approach
PE	: Price to Earnings Ratio Approach
VWAP	: Volume Weighted Average Price Approach or VWAP
EV	: Enterprise Value
EBITDA	: Earnings before interest, taxes, depreciation, and amortization
NAV	: Net Asset Value
Discounted Cash Flow (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 Equity
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 12/2567

February 6, 2024

Subject Opinion Report of the Independent Financial Advisor Regarding the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited 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 M.K. Real Estate Development Public Company Limited
3) Company Information and Operating Results of RX Wellness Company Limited
4) Company Information and Operating Results of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
5) Company Information and Operating Results of BFTZ Wangnoi Co., Ltd.

References: 1) Resolution of the meeting of FNS Holdings Public Company Limited's Board of Directors no. 10/2023 held on December 27, 2023;
2) Information Memorandum of FNS Holdings Public Company Limited on the acquisition transaction and connected transaction related to business restructuring dated December 27, 2023;
3) Information Memorandum of FNS Holdings Public Company Limited on the disposition transaction and connected transaction related to business restructuring dated December 27, 2023;
4) Annual Report (Form 56-1 One Report) of FNS Holdings Public Company Limited for the year ended December 31, 2022;
5) Annual Report (Form 56-1 One Report) of M.K. Real Estate Development Public Company Limited for the year ended December 31, 2022;
6) Audited Financial Statements of FNS Holdings Public Company Limited for 12-month period ended December 31, 2020 - 2022 and 9-month period ended September 30, 2023;
7) Audited Financial Statements of M.K. Real Estate Development Public Company Limited for 12-month period ended December 31, 2020 - 2022 and 9-month period ended September 30, 2023;
8) Audited Financial Statements of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust for 12-month period ended December 31, 2020 - 2022 and 6-month period ended September 30, 2023;

- 9) Audited Financial Statements of RX Wellness Company Limited for 12-month period ended December 31, 2020 - 2022;
- 10) Audited Financial Statements of Health and Wellness Village Company Limited for 12-month period ended December 31, 2020 - 2022;
- 11) Audited Financial Statements of BFTZ Wangnoi Co., Ltd. for 12-month period ended December 31, 2020 - 2022;
- 12) Company affidavit, Memorandum of Association, relevant information, documents and management's interview from management, and related officers of FNS Holdings Public Company Limited.
- 2) Company affidavit, Memorandum of Association, relevant information, documents and management's interview from management, and related officers of M.K. Real Estate Development Public Company Limited.
- 13) Information and other contracts related to this transaction from FNS Holdings Public Company Limited.
- 14) Information from an interview of the executive and officer of FNS Holdings Public Company Limited and M.K. Real Estate Development Public Company Limited.
- 15) Information and other documents related to this transaction from M.K. Real Estate Development Public Company Limited.
- 16) Appraisal Report Prepared by Powerland Plus Appraisal Co., Ltd. Dated December 26, 2023.

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 M.K. Real Estate Development 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.

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Executive Summary

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the

aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

This Investment Transaction in RXW and the Land and Building Rental Transaction are considered assets acquisition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (“Notification of the Acquisition or Disposition of the Assets”).

The Investment in RXW and Land and Building Rental Transaction are the transactions between a listed company and another listed company and have maximum acquisition of assets transaction value of equivalent to 105.88 percent according to the net tangible assets (NTA) basis based on the consolidated financial statements of the Company for the period ended 30 September 2023, which reviewed by the Company’s auditors. The Company has not entered into any acquisition of assets transactions according to the net operating profit basis in the previous 6-month period before the date of the Board of Directors Meeting. Therefore, the Investment in RXW and Land and Building Rental Transaction is classified as a Class 1 Transaction which the transaction size is equal to, or more than 50 percent under the Notification of the Acquisition or Disposition of the Assets. Then, the Company is obliged to disclose the information relating to the entering into the acquisition of assets transaction.

In addition, the Company will sell investments related to the warehouse business and factories for rent to MK as outlined below: (a) Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“PROSPECT”) in the amount of 83,212,061 units with a par value per unit at 9.4697 baht at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) ordinary shares of BFTZ WN totaling 24,999 shares, priced at 2,000.08 baht per share, representing a total value of 50.00 million baht. The overall value of the sale amounts to 831.24 million baht (collectively referred to as the “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Transaction of Disposal of Investments in PROSPECT and BFTZ WN is classified as a disposal transaction of the Company’s assets, following the Notification of the Acquisition or Disposition of the Assets. The highest asset disposal transaction size, according to the net tangible assets value criteria, is 18.49 percent based on the Company’s consolidated financial statements as of 30 September 2023, which has been reviewed by the Company’s auditor. Additionally, the Company has not engaged in any asset disposal transactions according to the net tangible asset value criteria in the 6 months preceding the date of the Company’s Board of Directors meeting. Therefore, the size of the transaction to dispose of investments in PROSPECT and BFTZ WN this time qualifies as a type 2 transaction, with a transaction size equal to or higher than 15 percent but lower than 50 percent of the Notification of the Acquisition or Disposition of the Assets. Consequently, the Company is obligated to disclose information to the Stock Exchange of Thailand (the “SET”) and send a letter

informing shareholders within 21 days from the date of disclosing the information to the Stock Exchange. However, the Company intends to present it to the shareholder meeting for consideration before entering into this transaction. Therefore, the Company discloses information related to entering into the asset disposal transaction.

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. VorasitPhokachaiphat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. VorasitPokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the “**Notification of Connected Transaction**”). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 177.75 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction.

In summary, before entering into the restructuring transaction, the Company is therefore obliged to comply with the criteria in the announcement of the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction as follows:

- (1) To prepare a report and disclosure information memorandum regarding the Business Restructuring to the SET according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction.
- (2) Appoint an independent financial advisor to provide opinions in relation to the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction and deliver such opinion to the shareholders of the Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.
- (3) Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

In addition, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving the delegation of authority to the Executive Committee and/or the person authorized by the Executive Committee. This authority is granted to carry out the Business Restructuring plan as follows:

- (1) Any action related or necessary regarding Business Restructuring, including determining, amending, and changing relevant details to comply with the requirements of the rules, procedures, and conditions for Business Restructuring according to the law.
- (2) Review, modify, amend, and/or add details and steps of Business Restructuring, taking necessary and appropriate actions to reduce any impacts that may occur, making them appropriate and ensuring the successful achievement of the Business Restructuring objectives.

The Board of Directors Meeting of the Company no. 10/2023, held on 27 December 2023, resolved to propose to the Extraordinary Shareholders' Meeting no. 1/2024, held on 28 February 2024 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 Regarding the Reasonableness of the Business Restructuring

Transaction 1: The transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

The Independent Financial Advisor had the opinion that Investment Transaction in RXW and Land and Building Rental Transaction in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering

the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business If the Company intended to expand investment or service area for real estate development business it require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

The Independent Financial Advisor is of the opinion that investing in the health service sector, notably the wellness business, represents a strategic opportunity for robust growth, both domestically and internationally. Such an investment not only enhances the operational performance of the Company but also fosters future expansion, diversifying risk across various business segments beyond those associated with real estate development. Following the recent restructuring, there has been a marked improvement in the operational clarity of the group, positioning the Company to align with a core business that satisfies the qualification criteria set by the Stock Exchange of Thailand, relating to maintaining the status as a listed holding company.

Furthermore, the current government policy is aimed at establishing Thailand as a premier international health (Medical Hub), leveraging several key strengths: (1) Thailand's status as a world-class tourist destination; (2) the presence of well-equipped medical facilities that uphold a reputation of international standards; (3) the expertise and knowledge possessed by doctors and medical personnel; (4) reasonably priced medical services; (5) high standards of service and hospitality by service providers; (6) comprehensive facilities to support service delivery; (7) a notable prominence in alternative medicine, including Thai traditional medicine. Given this, the Company's decision to invest in the health service sector, particularly the wellness business, is poised to benefit significantly from these governmental initiatives. This alignment not only aligns with current policy trends but also is expected to positively influence the Company's operational performance.

However, when assessing the potential impacts of investing in the wellness business, it is important to consider certain challenges that may arise. The business model of RXW represents a novel approach in the healthcare sector, diverging from traditional hospital-style services and general clinics. This differentiation may lead to a lack of understanding among some customer groups, potentially resulting in the Company not achieving the expected returns from RXW's operations. Examining RXW's performance from 2019 through the third quarter of

2023, a pattern of continuous operating losses is evident. This can be attributed to RXW's wellness business primarily targeting foreign customers, coupled with its recent inception. The COVID-19 pandemic, which led to restrictions on international travel, significantly impacted RXW's revenue growth. This was exacerbated by increased marketing expenses, sales promotion efforts, and the expansion of investment in the RXV project. Furthermore, the current investment in the health service sector, specifically the wellness business, is entering a highly competitive market, which may pose a risk to the Company's projected operating results, potentially leading to outcomes that deviate from initial expectations.

In addition to the aforementioned benefits and potential impacts of investing in RXW, it is crucial to note that this investment transaction involves related parties. Consequently, there are several key considerations to address regarding the implications of this transaction:

Positive impact and benefits arising from entering into transactions with related parties

- The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.
- The negotiations proceeded successfully
- The Company confidently anticipates the successful execution of the planned transaction as part of the current business restructuring.

Negative impact and disadvantage arising from entering into transactions with related parties

- Missing the chance to negotiate sales with third parties and/or unrelated companies.
- There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.

Risks Associated with investment in RXW Transaction include:

- 1) Risk of delay in transferring wellness business licenses, potentially impacting planned operations.

To continue engaging in wellness business operations, the Company is reliant on obtaining and transferring these licenses and related licenses. The potential risk arises if H&W, MKF, and MKH encounter difficulties in transferring the licenses or if the license transfer process experiences delays. In addition, the regulator involved in issuing licenses maybe changed the rules for applying for licenses. Such scenarios may pose a significant threat, preventing the Company from commencing or conducting wellness business operations as originally planned.

- 2) Risk of providing a 250.00 million baht loan to RXW for business restructuring.

According to the conditions of purchase RXW share, the company must provide a loan in the amount of 250.00 million baht to RXW for business restructuring. This commitment exposes the Company to the risk of needing to allocate cash flows or source additional funds to fulfill the loan obligation to RXW. Such

financial commitments may strain the Company's liquidity and necessitate reserving working capital specifically earmarked for the business restructuring. In the event of difficulties in securing the required funds, the transaction process may deviate from the planned timeline, potentially leading to missed opportunities for revenue recognition from the anticipated growth in the wellness business. Moreover, the Company may face challenges in meeting the Stock Exchange of Thailand's criteria for having a qualified core company.

Should the Company be unable to secure funding for RXW to borrow, the Independent Financial Advisor is of the opinion that this will not affect the execution of this transaction. Given the transaction is an intra-group deal, there remains flexibility for negotiation towards a unified solution, including the assessment of available funding sources for the transaction. The Company is set to pay 359.42 million baht as compensation for its investment in RXW (inclusive of the 250.00 million baht loan and a 50.00 million baht rental security deposit, totaling 659.42 million baht required by the Company), which will be settled through the issuance of promissory notes and/or company cash. Should the investment in RXW and the disposal of investments in PROSPECT and BFTZ WN not coincide, the Company might need an additional funding source of up to 229.42 million baht (after accounting for the 430.00 million baht deposit). Considering the source of funds, which includes the Company's cash flow, dividend income from NEO, and the potential sale of NEO shares at its IPO, the Company is assured of having adequate funding to complete this transaction.

3) Risk associated with the future operating results of RXW and the returns the Company anticipates post-business restructuring.

The benefits derived by the Company from this transaction hinge, in part, on the returns expected from RXW after the restructuring. Consequently, if RXW's future performance falls significantly short of the established goals, it may impact cash flow and the anticipated returns from RXW. Conversely, if RXW's future performance surpasses expectations, it will positively impact the Company. Therefore, the future performance of RXW is subject to change from initial expectations, presenting a notable risk associated with the transaction. This is crucial as it directly influences the projected cash flow and returns the Company anticipates from RXW post-transaction.

4) Risk of delay or cancellation of the transaction and potential impacts on the business plan or incurring other additional costs.

Given these conditions, there exists a risk that the shareholder meeting may not approve the investment in the wellness business or RXW, leading to the potential cancellation of the transaction. Such a scenario may jeopardize the Company's ability to establish a core company and maintain its status as a registered company with the the Stock Exchange of Thailand. As the Company is in the process of establishing a core company, failure to set up a core company as anticipated could result in non-compliance with the

qualifications required for being a listed company with the SEC Office and the Stock Exchange. Moreover, it may result in missed opportunities for long-term returns stemming from the anticipated growth of the wellness business. In the event of a deviation from the planned transaction, the company may need to explore alternative avenues, potentially involving the recruitment of other individuals with the requisite potential and readiness. Additionally, a deeper understanding of other businesses may be required to navigate the challenges posed by such uncertainties.

- 5) Risks associated with the payment of a 430.00 million baht deposit which is a substantial amount and could potentially limit the Company's ability to allocate funds towards alternative investments that may offer attractive returns.

Upon signing the Memorandum of Understanding, the Company made a substantial deposit of 430.00 million baht to MK, serving both as a commitment to proceed with the transaction and as assurance of the transaction's successful completion. This deposit supports MK's capital structure reorganization, involving debt conversion to equity and capital reduction, alongside the restructuring of MK's holdings in MKF, MKH, and RxB to facilitate the proposed business restructuring. The deposit covers (1) the investment in RXW and movable assets for the wellness business amounting to 359.42 million baht, (2) land and building rental deposits for the wellness business of 50.00 million baht, and (3) a loan to RXW of 250.00 million baht, bringing the total to 659.42 million baht.

As the above information the deposit that the company paid to MK, which is a substantial amount compared to the consideration value of 659.42 million baht that the company will have to pay for this business restructuring. Consequently, should any unforeseen obstacles prevent the Company and MK from executing the restructuring plan, the Company risks forfeiting the potential to allocate the deposit towards alternative investments or debt repayment, thereby optimizing financial returns and reducing costs.

Furthermore, to facilitate shareholders' comprehensive understanding of Investment in RXW and its current fair value, the independent financial advisor is of the view that the fair value of RXW's ordinary shares and the appropriate asset purchase price is the Adjusted Book Value Approach, as outlined below:

Investment in RXW Transaction	Appropriate Valuation Approaches	Comparison of purchase price and fair value		
		Purchase Price (Million Baht)	Fair Value (Million Baht)	Higher (Lower) than Fair Value (Million Baht)
1. Equity Value of RXW	Adjusted Book Value Approach	275.79	365.79	(90.00)
2. Assets related to wellness business	Adjusted Book Value Approach	83.63	83.63	-
Total		359.42	449.42	(90.00)

Source: Valuated by independent financial advisor

The Independent Financial Advisor considers the adjusted book value approach to be a suitable approach for valuing the investment in RXW. This approach is deemed effective in reflecting the value of shareholders' equity, as the book value closely approximates the current value. The Independent Financial Advisor has based this assessment on RXW's book value as of 31 December 2022, subsequently adjusted for profits and losses recorded in the nine-month period ending 30 September 2023. Additionally, adjustments were made for items related to internal capital restructuring prior to this transaction, aimed at ensuring RXW's shareholders' equity accurately represents its true value. These adjustments include factors such as capital reduction and losses from divesting interests in Munkong Life Co., Ltd. ("MKF"), MKH Assets Co., Ltd. ("MKH"), and Rx Wellness Blocker US, Inc. ("RxB"). Furthermore, the valuation includes assets associated with movable property required for operating a health service business, valued at 83.63 million baht, encompassing medical equipment, technological systems, and various office apparatus, where the book value is already in line with the fair value. Hence, the Independent Financial Advisor is of the opinion that the use of the adjusted book value approach is appropriate for appraising the investment in RXW.

The Independent Financial Advisor believes that the transaction involving the acquisition of RXW ordinary shares and the purchase of movable assets for the operation of a health service business (Wellness business), with the aggregate purchase price for the RXW ordinary shares and the business-related assets amounts to 359.42 million baht, which is below the fair value of RXW, appraised at 365.79 million baht using the adjusted book value approach, and if added with the book value of the movable assets required for the health service business, totaling 83.63 million baht, the overall fair value reaches 449.42 million baht. Consequently, the Independent Financial Advisor deems the purchase price for RXW's ordinary shares and the related movable assets for the health service business as appropriate.

Incidentally, after entering into the Investment Transaction in RXW to operate a Wellness business both at the RAKxa Integrative Wellness Project ("Rakxa Project") and the RXV Wellness Village Project ("RXV Project"), the Company will arrange for RXW to enter into a 10-year rental and service agreement with Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH") for operating the wellness business. The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as "Land and Building Rental Transaction").

The independent financial advisor is of the opinion that the land and building rental transaction. It is a health service business (Wellness business) according to the Company to establish a wellness business capable of generating recurring income continuously. In addition, the company does not necessitate a substantial investment in the health service business (Wellness business) because the company will enter into a land and building lease agreement of both projects for a total period of 10 years and can negotiate to renew the contract in the future. The company's investment in RXW and leasing land and buildings for business operations instead of investing in project development by the company itself. This lease agreement will prevent the company from investing a significant amount of cash flow. And the rental rate of 100.00 -210.00 million baht per year is within the market price range

assessed by an independent property appraiser approved by the SEC and during the first 3 years the company has negotiated for a special rental rate to setup a business plans, marketing plans, sales strategies and promotions. In order to stimulate the number of service users Including preparing to change entrepreneurs from the MK group to a group of companies.

The Company has evaluated the risks and merits of entering into a land and building lease agreement for investment in the wellness business. This assessment reveals that both projects hold significant potential. Key factors underpinning this potential include their prime locations, comprehensive utility systems, and alignment with the increasingly popular health care trend. Consequently, the decision to invest in RXW and engage in a long-term lease agreement at this juncture is seen as a strategic opportunity, both timely and well-situated. This investment is expected to generate sustained revenue from the wellness business throughout the duration of the lease. Moreover, the terms and conditions of the land and building lease agreement have been evaluated and deemed appropriate, further validating the decision to proceed with this investment.

Nevertheless, when contemplating the potential impacts of the land and building lease transaction, the Company must also weigh certain negative factors. One such consideration is the risk of forfeiting the rental security deposit should the Company opt to terminate the lease agreement prematurely. Additionally, there is the potential loss of opportunity to invest in other ventures. Furthermore, the rental rate is subject to change, likely increasing in correlation with future income growth.

In addition to the benefits and potential impacts of engaging in land and building lease transactions, as previously mentioned, the current transaction involves related parties. Consequently, this necessitates consideration of several critical issues related to the potential effects of this transaction as follows:

Positive impact and benefits arising from entering into transactions with related parties

- Rental rates are based on market prices.
- There are clear measures to prevent competition in business operations
- Being in line with the Company's business restructuring plan
- A distribution of risk within the group of companies' business operations

Negative impact and disadvantage arising from entering into transactions with related parties

- Potential Conflicts of Interest
- Loss of opportunity for third-party sales negotiations

Risks Associated with the Land and Building Rental Transaction include:

- 1) A long-term lease agreement in a business that is still operating at a loss.

Entering into this land and building lease transaction is a result of the Company's investment in RXW, for which RXW does not have ownership of the main assets used in the wellness business. In order to proceed

according to the business restructuring plan, the Company needs to enter into a long-term lease agreement in the RAKxa Integrative Wellness Bang Krachao project, the Company is in partnership with MKF, situated in Samut Prakan Province, and in the RXV Wellness Village project with MKH, located in Nakhon Pathom Province. The agreement between the Company and MKH for the RXV Wellness Village project is structured as a sublease agreement, reflecting the fact that the land and buildings for this project are owned by Rose Garden Hotel (2511) Co., Ltd. However, when considering RXW's operating results during 2019 - 3rd quarter of 2023, it was found that service income began to improve as the epidemic situation eased, and the overall economic condition has improved. However, RXW still needs to invest in marketing and expand investment in the RXV project to provide more comprehensive services. As a result, the operating results in the past period have not yet reflected the efficiency in using assets appropriately.

2) Risk from underutilization of leased areas

Entering into a land and building lease transaction this time involves renting all assets of the Rakxa project, comprising approximately 108 rai 0 ngan 5.1 square wah of land and 84 buildings on the land, representing an area of approximately 24,781.6 square meters, and the RXV project on land of approximately 10 rai 3 ngan 44 square wah and buildings on the land, representing an area of approximately 26,013.96 square meters. The Rakxa project initiated its grand opening in December 2020, coinciding with the peak of the Covid-19 pandemic in Thailand and globally. This external factor led to a significant deviation in the project's service user numbers from RXW's original projections, presenting an uncontrollable risk at the time, which has persistently influenced the low service uptake, with occupancy rates recorded at 9.08 percent in 2021 and 12.44 percent in 2022. Similarly, the RXV project, a recent investment by RXW in 2023, has also experienced low service user engagement. Consequently, should the occupancy in the leased premises not meet RXW's expectations post-transaction, there is a potential risk of RXW's operational outcomes falling short of forecasts. Additionally, the Company may face the challenge of covering fixed rental costs, regardless of the extent of occupancy. There is a risk that the Company will incur fixed expenses in terms of rental fees that must be paid even if the entire area is not fully occupied.

3) Risk of competition in the wellness business from other operators.

The Company's wellness business is in its nascent stage of operation and is currently formulating a marketing promotion plan to attract customers and compete with other entrepreneurs in the industry who have been in business for longer periods. These competitors may have a marketing advantage and greater visibility among customers compared to the Company's wellness business.

4) Absence of Company-owned assets for primary business operations

The Company relies on renting assets from MK's group for its business operations, leaving it vulnerable to the lack of ownership over essential assets. If the company fails to negotiate an extension of the land and building lease agreement in the future or negotiate the purchase of assets from MK's group, it may face

the risk of relocating its business or investing in land purchase and project development independently. Such actions could impact liquidity and future cash flow.

5) Risk associated with memorandum of understanding lacking a definitive agreement.

Currently, the Company and MK are in the process of finalizing a lease agreement. If the conditions outlined in the lease agreement do not align with the memorandum of understanding or undergo significant changes, both parties may need to renegotiate and reach a resolution. Failure to do so could impact the overall operational plan of the Company.

In considering the reasonableness of entering into lease and service agreements from Munkong Life Company Limited (“MKF”) and MKH Assets Company Limited (“MKH”) for use in the wellness business) for a period of 10 years, with a total rental fee of 100.00 - 210.00 million baht per year, the total rental value for 10 years amounts to 1,770.00 million baht.

The Independent Financial Advisor has evaluated the suitability of the price and the rationality of engaging in the transaction by comparing the rental rates of the specified area with comparative market data obtained from a survey conducted by the Property Appraiser is Powerland Plus Appraisal Company Limited, which was assessed on 11 and 13 December 2023 and is an assessment with a public purpose). The summary of this comparison is as follows:

Land and building leased transactions	The method of valuation by the Property Appraiser	Comparison of the purchase price and fair value.		
		Agreed rental rate (million baht per year)	Rental rate according to the market price (million baht per year)	Rental rate higher/(lower) than the market price
1. Land with buildings for the RAKxa Integrative Wellness project.	Market Approach and Cost Approach	60.00 - 120.00	126.00	(66.00) - (6.00)
2. Land with buildings for the RXV Wellness Village	Market Approach and Cost Approach	40.00 - 90.00	91.00	(51.00) - (1.00)
Total		100.00 - 210.00	217.00	(117.00) - (7.00)

Source: 1/ Market rental rates are based on a survey by an independent property appraiser

The Independent Financial Advisor is of the opinion that the valuation of land and buildings through the market approach for land valuation and the replacement cost approach for building valuation is appropriate. In land valuation, the Property Appraiser utilizes comparable data from similar properties in the same location and from the same time period as the valuation date, and analyzes and adjusts for key value-affecting variables such as location, size, shape, environmental factors, accessibility, public utilities, potential land use, and development trends to determine the market value. In building valuation, the cost to replace the building with a similar one, considering current material and labor prices, is assessed. Therefore, the Independent Financial Advisor deems the Property

Appraiser's assumptions and methodologies suitable and comprehensive for asset evaluation, ensuring a reliable market value estimation.

For building valuation, the Cost Approach is applied by calculating the replacement cost, which involves estimating the expense of constructing a new building and accounting for depreciation. This approach entails comparing the current construction costs, design, styles, and materials of the evaluated property with similar building characteristics referenced by the Property Appraiser. The Property Appraiser uses benchmark construction costs as determined by the Property Valuers Association of Thailand for the current year, adjusting for depreciation over the building's useful life to arrive at its present value. The Independent Financial Advisor deems this approach suitable, given that buildings and structures have unique constructions, making comparable market data scarce or non-existent. Valuing buildings via the cost approach is thus considered the most fitting to accurately reflect their worth, aligning with widely accepted property valuation standards. Consequently, the Independent Financial Advisor regards the Property Appraiser's assumptions and methodology as fitting and comprehensive for assessing the value of these assets.

The Independent Financial Advisor assesses that the total rent of 100.00 - 210.00 million baht per year for entering into the land and building lease transaction is lower than the market price assessed by the Property Appraiser, which values the market rental price at 217.00 million baht per year. Therefore, the Independent Financial Advisor deems the price for entering into this land and building lease transaction appropriate.

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 Notification of Connected Transaction and all terms and conditions are common for business perspective including entering into business restructuring without any conditions and don't damage Company's interest and shareholders' interest.

Therefore, the independent financial advisor is the opinion that the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement is appropriate and it is worth entering into this transaction.

Transaction 2: The transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited

The Independent Financial Advisor is of the opinion that the Transaction of Disposal of Investments in PROSPECT and BFTZ WN is in accordance with the company's business restructuring plan. the Company will sell investments related to the warehouse business and factories for rent to MK as outlined below: (a) Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") in the amount of 83,212,061 units with a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) ordinary shares of BFTZ WN totaling 24,999 shares, priced at 2,000.08 baht per share, representing a total value of

50.00 million baht. The overall value of the sale amounts to 831.24 million baht (collectively referred to as the “Transaction of Disposal of Investments in PROSPECT and BFTZ WN”).

The Independent Financial Advisor is of the opinion that the decision to dispose of investment from PROSPECT and BFTZ WN aligns with the group's strategic business restructuring plan and signifies a move to scale back investments in the real estate development sector. Notably, the real estate ventures of PROSPECT and BFTZ WN, which focus on the development of warehouse and factory buildings for lease, necessitate substantial initial capital outlays. These early-stage investments require significant funding, if in the future the company has to expand additional real estate project, thereby placing a considerable financial burden on the Company. Consequently, the disposal of the investments in PROSPECT and BFTZ WN will alleviate the necessity for substantial capital sourcing for their project developments. Following this divestment, the Company will have the opportunity to reallocate the proceeds from the sale towards repaying existing loans from financial institutions and/or other debts. This strategic financial move is expected to reduce the Company's ongoing financial costs, contributing to enhanced financial stability and potentially leading to stronger operational results.

Under the terms of the investment purchase agreement between the Company and MK, upon completion of this transaction, the Company will receive a repayment of long-term loans from BFTZ WN, amounting to approximately 350.00 million baht. This repayment will significantly enhance the Company's cash flow, providing flexibility to either reduce loan debt or bolster working capital for future endeavors. As the Company is not the primary operator in the business of developing real estate for rent and services and the investments in PROSPECT and BFTZ WN are predicated on generating returns and profits from the operations of these entities, this positions the Company at potential risk in terms of cost management and the ability to reduce costs to achieve economies of scale, not to mention the challenges posed by intense market competition. Therefore, by divesting its investment in PROSPECT and BFTZ WN, the Company can effectively mitigate risks associated with the warehouse and factory building rental business.

The disposal of the Company's investments in PROSPECT and BFTZ WN to MK will enable the Company to reduce internal competition within its group in the real estate development sector for rent and services. Additionally, should the real estate development business for rental and services experience enhanced growth in the future, the Company will continue to reap returns from this sector through MK, which remains a direct subsidiary. Furthermore, this transaction, coupled with the investment in RXW and the disposal of investment in PROSPECT and BFTZ WN, will significantly streamline the company's business structure. This restructuring will lead to greater transparency and efficiency in fundraising activities or sourcing funds in line with the Company's strategic plans. It will also provide clearer insights for investors regarding the Company's operational dynamics. Post-restructuring, investors and potential investors will have a more lucid understanding of the Company's direction and growth potential.

However, when considering the potential impacts of divesting from PROSPECT and BFTZ WN, the Company must also acknowledge certain drawbacks. One significant concern is the loss of potential profit sharing from these investments. Selling stakes in PROSPECT and BFTZ WN means forfeiting the opportunity to realize ongoing income derived from their operational results. Moreover, the Company will no longer benefit from the returns on its investment in PROSPECT, which have been historically evaluated based on compensation payments to shareholders. Given that PROSPECT's trust units have consistently distributed payments to unitholders, it is evident that PROSPECT has a track record of delivering regular returns. Consequently, by selling its trust units in PROSPECT, the Company will relinquish the advantage of receiving income from these investments. However, following the restructuring involving the disposal of all investments in PROSPECT and BFTZ WN to MK, the Company will continue to derive benefits from these investments in PROSPECT and BFTZ WN through its subsidiary, MK.

In addition to the aforementioned benefits and potential impacts associated with the disposal of investments in PROSPECT and BFTZ WN, the current transaction involves related parties. As a result, there are specific considerations that need to be addressed regarding the implications of proceeding with this transaction as follows:

Positive impact and benefits arising from entering into transactions with related parties

- The Company will maintain its investment presence in PROSPECT and BFTZ WN via MK. Both entities are characterized by their growth potential, robust financial positions, and commendable operating results. This strategic alignment is anticipated to generate additional value for the entire group of companies.
- The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.
- The negotiations proceeded successfully.

Negative impact and disadvantage arising from entering into transactions with related parties

- Missing the chance to negotiate sales with third parties and/or unrelated companies.
- There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.
- Determining the price and compensation for entering into the transaction may be influenced by parties who may have conflicts of interest.

Risks Associated with the Transaction of Disposal of Investments in PROSPECT and BFTZ WN

- 1) Risk arising from debt repayment obligations and releasing pledge prior to disposal of investment in PROSPECT

This arises from the Company's pledge of PROSPECT trust units to a financial institution, obligating the Company to settle outstanding debt obligations with the financial institution prior to the date of the trust unit

transaction, equivalent to a loan amount not exceeding 308.36 million baht. If the Company is unable to generate sufficient funds to settle this debt, there is a risk that the transaction may need to be postponed until the Company can meet the debt repayment conditions and facilitate the release of collateral from the financial institution. The Independent Financial Advisor notes that the conditions for debt repayment and the release of collateral, given their substantial value, are critical to the success of this transaction. Therefore, it is imperative for the Company to adhere to the procedures of the financial institution and consult with all relevant parties to ensure full compliance with the specified criteria, thereby facilitating the execution of the Company's restructuring plan.

2) Risk of transaction delays or cancellations affecting the Company's business plan implementation and incurring additional costs

Given these prerequisites, there is a risk that the shareholder meeting may not grant approval for the disposal of investments in PROSPECT and BFTZ WN. Should this occur, the Company would be compelled to cancel the transaction. This cancellation could result in a missed opportunity for the Company to invest or expand investments in other projects of interest, or in investment units that offer promising returns, such as debt or equity instruments. These investments represent potential avenues for revenue generation and enhanced long-term returns for the Company. If the Company is unable to proceed with this transaction as planned, an alternative approach may involve disposing of its investments in PROSPECT and BFTZ WN through stock exchange trading and/or offering them to other interested investors. However, this alternative route may not guarantee the sale of the desired number of shares or achieve the anticipated valuation. However, the decision to engage in this business restructuring transaction aligns with a collaborative plan with the MK Group of Companies, aiming to clarify the Group's business structure to enhance fundraising and management efficiency. Furthermore, compliance with the regulatory requirements for listed companies, which necessitate the establishment of a core company, underpins the Company's need to divest its investments in PROSPECT and BFTZ WN to MK as part of its business restructuring strategy.

3) Risks Associated with Business Restructuring Through the Sale of PROSPECT and BFTZ WN incurred from contract conditions and legal rules related to trust and stock trading

Under the terms of the current agreement for disposing of PROSPECT and BFTZ WN to MK, MK is obligated to extend a loan to BFTZ WN not exceeding 350.00 million baht, which is intended for the repayment of the loan and accrued interest to the Company. If MK is unable to provide such a loan to BFTZ WN, this could result in BFTZ WN's failure to repay its debt to the Company, potentially jeopardizing the business restructuring plan.

Furthermore, the execution of this restructuring plan through the disposal of investments in PROSPECT and BFTZ WN may encounter unforeseen events, influenced by internal and external factors, that could

disrupt the transaction, leading to delays or even cancellation. Such developments could hinder the Company from achieving its goals as anticipated.

Furthermore, to enable shareholders to thoroughly examine the details of the investment disposal transaction in PROSPECT and BFTZ WN, along with the current fair value, the Independent Financial Advisor is of the opinion that the most appropriate approach for estimating the fair value of PROSPECT trust units are the discounted cash flow approach and value weighted average price approach. For the evaluation of the fair value of BFTZ WN's ordinary shares, the discounted cash flow approach is the most appropriate approach. These approaches can be summarized as follows:

Transaction of Disposal of Investments in PROSPECT and BFTZ WN	Appropriate Valuation Approaches	Comparison of the purchase price and fair value		
		Purchase Price (Million Baht)	Fair Value (Million Baht)	Higher (Lower) than Fair Value (Million Baht)
1. PROSPECT	DCF Approach and VWAP Approach	781.24	692.44 - 793.56	(12.32) - 88.80
2. The Ordinary share of BFTZ WN	DCF Approach	50.00	42.98 - 60.46	(10.46) - 7.02
Total		831.24	735.42 - 854.02	(22.78) - 95.82

Source: Estimation prepared by the Independent Financial Advisor

The Independent Financial Advisor holds the view that the transaction to disposal of investments in PROSPECT and BFTZ WN, valued at a total of 831.24 million baht, aligns with a fair price range. This valuation is based on a fair value assessment conducted using an appropriate approach, with the fair value estimated to be between 735.42 - 854.02 million baht. Consequently, the Independent Financial Advisor concludes that the price set for the disposal of investments in PROSPECT and BFTZ WN is appropriate for this transaction.

The trading value of PROSPECT and BFTZ WN on the closing date might vary from the current fair value, as the fair value of these investments is subject to fluctuations over time.

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 Connected Transaction and adherence to the terms of loan agreements or related guarantees and other established agreements underscores a customary approach to conducting business transactions. and don't damage Company's interest and shareholders' interest.

Therefore, the independent financial advisor is the opinion that The transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited is appropriate and it is worth entering into this transaction.

In summary, in considering the company's business restructuring plan by entering into the acquisition and disposition of assets and related transactions to M.K. Real Estate Development Public Company Limited, the

independent financial advisor has considered the benefits positive impact and negative aspects of entering into the transaction of acquiring and disposing of assets and entering into connected transactions Including evaluating the risks that may arise from entering into this transaction based on the information mentioned above. The independent financial advisor has the following opinions:

Business Restructuring Plan	Opinion of the independent financial advisor
<u>Transaction 1</u> : The transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.	Appropriate and Reasonable
<u>Transaction 2</u> : The transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited	Appropriate and Reasonable

After considering information and rationale of this report, IFA opined that the shareholders, thus, should **approve** the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited.

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:

Transaction 1: The transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

Part 1: General Characteristics of the Transaction

1.1 Characteristics and Details of the Acquisition Transaction

1.1.1 The Objective and Necessity of the Transaction

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

This Investment Transaction in RXW and the Land and Building Rental Transaction are considered assets acquisition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (**"Notification of the Acquisition or Disposition of the Assets"**).

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Phokachaiphath, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the **"Notification of Connected Transaction"**). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Investment Transaction in RXW and the Land and Building Rental Transaction, and deliver such opinion to the SEC, SET, and shareholders of the Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.
3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The Board of Directors' Meeting No.10/2023, held on 27 December 2023, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on 28 February 2024 to consider and approve the transaction.

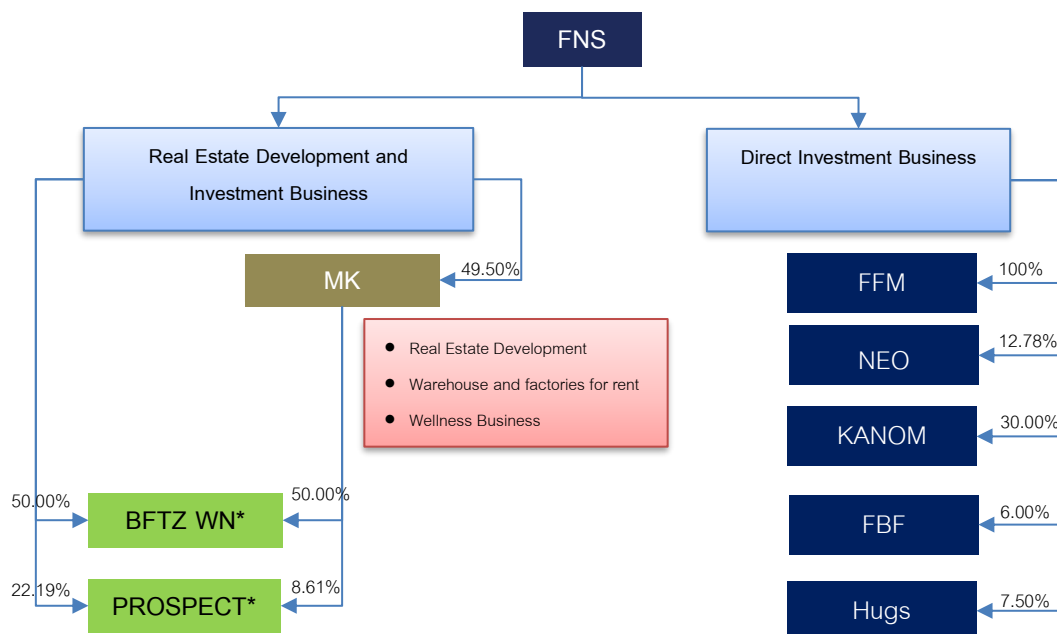
1.1.2 General Characteristics of the Transaction

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business. If the Company intended to expand investment or service area for real estate development business it require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and

MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

FNS Group's Business Structure Diagram



* PROSPECT and BFTZ WN are Real Estate Development and Investment Business in which the Company has joint investment with MK.

(The Shareholders can study information about MK's business operations in Attachment 2: Overview of MK's business operations and operating results of this independent financial advisor's report.)

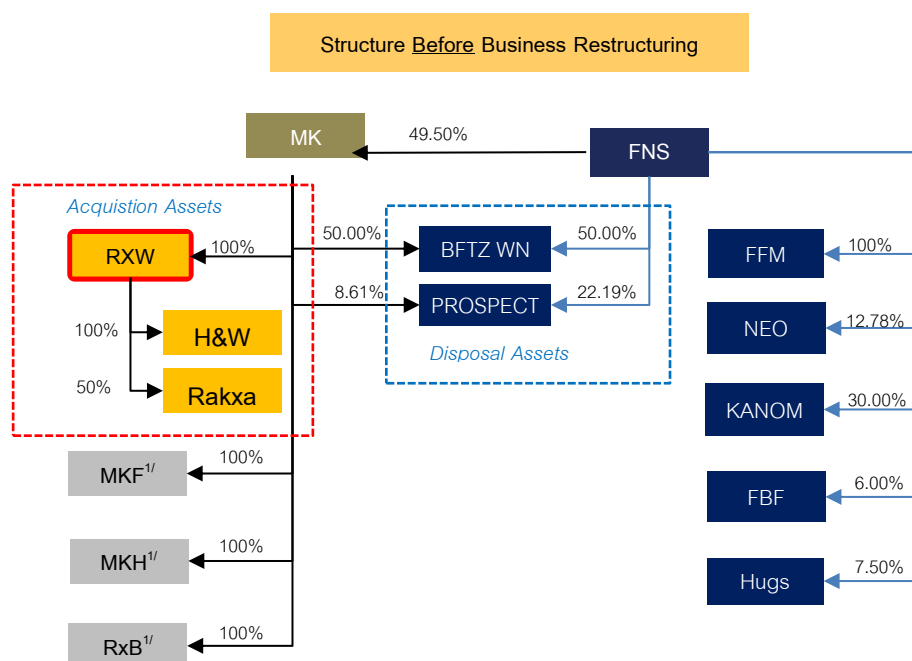
Therefore, from the business structure and investment structure mentioned above. The Company and MK, which are both publicly listed companies, may have overlapping business structures in the real estate development and investment businesses which will affects management and future growth plans of the Company. Therefore, the Company plans to restructure its internal business to provide clarity in terms of management, fundraising, and financial planning, etc.

At present, the Company is in the process of selecting a company that will be the core business of the Company in order to ensure that the Company has all the qualifications according to the rules of being a listed company on the Stock Exchange. And from the overview of the business restructuring plan of the whole group this time. The Company foresees that the investment in RXW, which operates a wellness business, will be able to grow in the future, due to nowadays, the trend of healthcare and wellness is becoming more and more popular. Moreover, Thailand is entering an aging society and Thailand is a potential medical resource in the region. The investment in RXW, which provides comprehensive wellness services in the areas of enhancement, prevention, cure, and restoration. The Rakxa Wellness Bangkrachao project has been successful in providing enhancement and prevention, "Rakxa" is a Fully Integrative Wellness & Medical Retreat that focuses on providing specific complementary and preventive health services that have received great attention and feedback from both Thai and foreign customers. Rakxa aims to further develop the project into a world-class medical and wellness

destination. In addition, RXW also has RXV Wellness Village at Suan Sampran District, Nakhon Pathom Province, focuses mainly on enhancement and prevention under the concept of Everyone's Wellness. Good health is natural and achievable for everyone. Therefore, investing in RXW will create a good opportunity for the Company to grow in a sustainable future.

The Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company's business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("**RXW**"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("**MKF**") and MKH Assets Company Limited ("**MKH**"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("**MK**"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "**Investment Transaction in RXW**"). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid with a total value of 1,770.00 million baht (referred to as "**Land and Building Rental Transaction**"). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("**PROSPECT**") at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited ("**BFTZ WN**") at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**"). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company's business restructuring plan (hereinafter, referred to as "**Business Restructuring**").

Diagram showing FNS's shareholding structure before and after entering into the transaction.



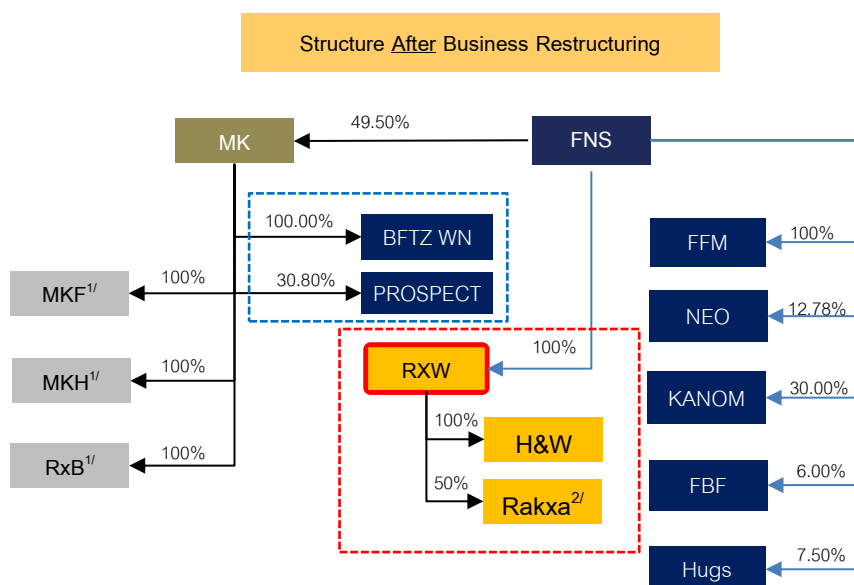
Remarks:



The asset acquisition and related transaction by investment in RXW.



The asset disposition and related transaction by dispute investment in PROSPECT and BFTZ WN.



Remarks:

- 1/ In December 2023, RXW has undergone capital restructuring within the Group by reducing its capital and converting debt into equity in order to restructure its shareholding in MKF, MKH and RxB by changing from RXW to MK instead. The restructuring will not affect the management within the group in any way.

- 2/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED.

1.1.3 Transaction Date

The Company expects that the execution of the restructuring plan is anticipated to be completed within 2024, given the multitude of steps involved in facilitating this transaction. These include the execution of relevant contracts and the transfer of various licenses essential for operating a health service business. The Company expects that it shall be able to complete the business restructuring within 2024 according to the complete of precedent transaction under related contracts) and after the shareholder's meeting approved the business restructuring including the Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN and other required procedure and/or any items related to the business restructuring.

1.1.4 The Counterparty and Relationship with the Company

Buyer	: FNS Holdings Public Company Limited (the "Company" or "FNS")
Seller	: M.K. Real Estate Development Public Company Limited ("MK")
Relationships	: The Company is a major shareholder who holds 540,145,362 shares, representing 49.50 percent of the total shares of MK and has a common director, which is Mr. Vorasit Pokachaiyapat who is a director and Managing Director of the Company and (2) Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Therefore, The Company has two joint directors and executives, Mr. Vorasit Phokachaiphath, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), nor the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended). To

ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting.

(Shareholders can learn more about MK, details of which can be found in Attachment 2 of this Independent Financial Advisor Report.)

1.1.5 Details of Acquired Assets

- (1) Ordinary shares of RXW in the amount of 13,799,998 shares with a par value of 100 baht per share or 100 percent of RXW's registered capital at the price not exceeding 19.98 baht per share or equivalent not exceeding 275.79 million baht.
- (2) Acquisition of assets related to wellness business totaling 83.63 million baht.
- (3) Rental of assets for wellness business between RXW and MKF and MKH at rental fee of 100.00 - 210.00 million baht/year for a period of 10 years, totaling approximately 1,770.00 million baht.

1.1.5.1 General Information of Rx Wellness Co., Ltd. ("RXW")

(1) General Information

Company Name	: Rx Wellness Co., Ltd
Headquarters Address	: 345 345 Suriyawong Bldg. 8 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok
Branch 1	: 28/5 Bang Nam Phueng Sub-district, Phra Pradaeng District, Samut Prakan Province (Opreate wellness business of Rakxa Project)
Branch 2	: No. 88 Yaisha Sub-district, Sam Phran District, Nakhon Pathom Province (Opreate wellness business of RXV Project)
Business Type	: Provide wellness services
Establishment Date	: 7 October 2015
Registered, and Paid-up Capital <u>Before</u> Restructuring	: As of April 20, 2023, RXW has registered and paid-up capital as follows: The registered capital was 4,600.00 million baht with par value of 100.00 baht per share divided into 46.00 million ordinary shares with a par value of 100.00 baht each.
Registered, and Paid-up Capital <u>After</u> Restructuring	: As of the date of this information, RXW has registered capital and paid-up capital as follows: The registered capital was 1,380.00 million baht with par value of 100.00 baht per share divided into 13.80 million ordinary shares with a par value 100.00 baht each.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders of RXW

RXW has 2 subsidiaries which hold direct shares.

No.	Company Name	Nature of Business	Percent of Shareholding (%)	Paid-up Capital (Baht)
1	Health and Wellness Village Company Limited ("H&W")	Provide health and wellness services	100.00	345,600,000
2	Rakxa Venture Co., Ltd. ("Rakxa") ^{1/}	Health promotion center and medical facilities and rehabilitation centers (Currently, Rakxa has no business operations)	50.00	4,000,000

Source: Copy of list of shareholders of H&W and Rakxa.

Remark: 1/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiaries of Bumrungrad Hospital Public Company Limited which holds 100% shares.

(2) List of Shareholders Before and After Enter into the Transaction are as follows:

No.	List of Shareholders	Structure before transaction ^{1/}		Structure after transaction	
		Number of Shares (Share)	Percentage (%)	Number of Shares (Share)	Percentage (%)
1.	M.K. Real Estate Development PLC.	13,799,998	99.999986	-	-
2.	Mr. Vorasit Pokachaiyapat	1	0.000007	1	0.000007
3.	Miss Rachanee Mahatdetkul	1	0.000007	1	0.000007
4.	FNS Holdings PLC.	-	-	13,799,998	99.999986
Total		Total	100.00	13,800,000	100.00

Remark: 1/ List of shareholders of RXW as of 25 December 2023 prior to the acquisition of assets

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. Vorasit Pokachaiyapat	Director
2	Miss Rachanee Mahatdetkul	Director
3	Mr. Teerath Pratumswan	Director

Binding on the Company: Two directors jointly sign and affix the Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023 (Before Restructuring) ^{1/}	30 Sep 2023 (After Restructuring) ^{1/2/}
(Unit: million baht)					
Cash	1.41	3.22	1.82	3.99	3.99
Account receivable				0.14	0.14
Loan to subsidiary	21.00	20.00	80.50	539.60	-

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023 (Before Restructuring) ^{1/}	30 Sep 2023 (After Restructuring) ^{1/2/}
(Unit: million baht)					
Other current assets	11.37	13.87	5.31	20.19	7.89
Investment in subsidiaries	-	-	4,591.98	4,632.73	345.60
Other non-current assets	0.37	3.69	33.13	52.69	52.69
Total assets	34.15	40.78	4,712.74	5,249.34	410.31
Trade and other current payables	-	-	11.48	14.62	14.62
Loan from parent company	-	-	173.78	751.88	-
Other current liabilities	5.00	5.21	9.24	33.58	28.62
Other non-current liabilities	4.26	0.10	0.63	1.27	1.27
Total liabilities	9.26	5.31	195.13	801.35	44.52
Authorised share capital	100.00	100.00	4,600.00	4,600.00	1,380.00
Retained earnings	(75.11)	(64.53)	(82.40)	(152.01)	(1,014.21)
Equity	24.89	35.47	4,517.60	4,447.99	365.79
Total liabilities and equity	34.15	40.78	4,712.74	5,249.34	410.31

Statement of comprehensive income	For the year end of			Nine-month period ended
(Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 September 2023 (Before Restructuring) ^{1/}
Income				
Revenue from sales and health services	0.59	1.47	1.16	-
Revenue from from health consulting	6.00	16.00	24.00	26.63
Trademark royalty income	4.00	4.00	4.00	-
Others income	0.73	0.68	0.62	17.42
Expense				
Cost from sales and health services	0.32	1.67	0.77	-
Cost from from health consulting	1.81	-	-	12.25
Trademark royalty expense	6.23	-	-	-
Selling expense	0.62	0.44	1.10	3.49
Administrative expense	23.31	9.47	39.22	82.80
Loss before finance cost	(20.97)	10.58	(11.31)	(54.48)
Finance Cost	-	-	(6.55)	(19.95)
Tax expense	-	-	-	(1.31)
Profit (loss) for the period	(20.97)	10.58	(17.87)	(75.74)

Source: Financial statements audited by Certified Public Accountant and RXW's internal financial statements, prepared by RXW management

Remarks: 1/ RXW's internal financial statements, prepared by RXW management, have not been reviewed by the auditor.

2/ In December 2023, RXW has restructured its capital within the Group by reducing its capital and converting debt into capital to restructure its shareholding in MKF, MKH and RxB by changing from Rx to MK instead. Such restructuring will not affect the management within the Group in any way.

1.1.5.2 General Information of Health and Wellness Village Company Limited ("H&W")

(1) General Information

Company Name	:	Health and Wellness Village Company Limited
Address	:	345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Business Type	:	Provide wellness business
Establishment Date	:	28 January 2019
Registered, and Paid-up Capital	:	The registered capital amounted to 345.60 million baht with a par value of 100.00 baht per share, divided into 3,456,000 ordinary shares with a par value of 100.00 baht per share.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of Shareholders of H&W are as follows:

No.	List of Shareholders	As of 22 December 2023	
		Number of Shares (Share)	Percent (%)
1.	Rx Wellness Co., Ltd.	3,455,998	99.999942
2.	Mr. Vorasit Pokachaiyapat	1	0.000029
3.	Miss Rachanee Mahatdetkul	1	0.000029
Total		3,456,000	100.00

Remark: 1/ Lists of shareholders of H&W as of 22 December 2023

(3) List of Board of Directors

No.	List of Board of Directors	Position
1.	Mr. Vorasit Pokachaiyapat	Director
2.	Miss Rachanee Mahatdetkul	Director
3.	Mr. Teerath Pratumsuwan	Director

Binding on the Company: Two directors jointly sign and affix the Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022
(Unit: million baht)			
Cash	9.03	3.22	1.50
Short term investment	12.00	-	
Account receivable	11.62	7.22	6.36
Inventory	0.46	0.41	1.10
Other current assets	4.24	3.05	3.88
Building improvements and equipment	72.24	64.74	62.58
Other non-current assets	4.01	2.96	2.30
Total assets	113.59	81.60	77.72
Shorth term from related party		51.00	58.56

Financial Position	31 Dec 2020	31 Dec 2021	31 Dec 2022
(Unit: million baht)			
Trade and other current payables	59.13	1.48	2.39
Advance Membership fees received	13.07	22.56	24.93
Other current liabilities	4.57	12.65	4.94
Other non-current liabilities	0.43	6.24	0.77
Total liabilities	77.20	93.93	91.59
Authorised share capital	87.50	137.75	283.20
Retained earnings	(51.11)	(150.09)	(297.07)
Equity	36.39	(12.34)	(13.87)
Total liabilities and equity	113.59	81.59	77.72

Statement of comprehensive income	For the year end of		
(Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022
Income			
Revenue from health care businesses	1.83	19.11	40.42
Others income	2.04	2.93	4.95
Expense			
Cost from health care businesses	3.75	54.86	65.78
Selling expense	1.89	0.40	0.23
Administration expense	37.79	64.79	123.19
Loss before finance cost	(39.56)	(98.02)	(143.84)
Finance Cost	(0.19)	(0.96)	(3.14)
Profit (loss) for the period	(39.74)	(98.98)	(146.98)

Source: Financial statements audited by Certified Public Accountant

1.1.5.3 General Information of Rakxa Venture Co., Ltd. ("Rakxa")

(1) General Information

Company Name	: Rakxa Venture Co., Ltd.
Address	: 345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Business Type	: Provide wellness business
Establishment Date	: 4 April 2022
Registered, and Paid-up Capital	: The registered capital amounted to 4.00 million baht with a par value of 100.00 baht per share, divided into 40,000 ordinary shares with a par value of 100.00 baht per share.
Business operations	: (Currently, Rakxa has no business operations)

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of shareholders of Rakxa are as follows:

No.	List of Shareholders	As of 1 June 2023 ^{1/}	
		Number of Shares (Share)	Percent (%)
1.	Rx Wellness Co., Ltd.	20,000	50.00
2.	Vitalife Allianz Co., Ltd ^{2/}	20,000	50.00
Total		40,000	100.00

Remark: 1/ Lists of shareholders of Rakxa as of 1 June 2023.

2/ VTL is a subsidiaries of Bumrungrad Hospital Public Company Limited which holds 100% shares.

(3) List of Board of Directors

No.	List of Board of Directors	Position
1.	Mr. Vorasit Pokachaiyapat	Director
2.	Mr. Teerath Pratumswan	Director
3.	Mrs. Artirat Charukitpipat	Director
4.	Mr. Somsak Wiwatthanasinchai	Director

Binding on the Company: Mrs. Artirat Charukitpipat or Mr. Somsak Wiwatthanasinchai signed with Mr. Vorasit

Pokachaiyapat or Mr. Teerath Pratumswan, totaling of two people sign together and affix the company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position (Unit: million baht)	31 Dec 2022
Assets	0.50
Liabilities	2.82
Shareholders' equity	(2.33)
Revenue	0.00
Expenses	(3.33)
Profit (loss) for a period	(3.33)

Source: Financial statements audited by Certified Public Accountant

1.1.5.4 Details of movable assets for the Wellness Business

Unit: Baht	MKF	MKH	Total
Equipment- For service	2,812,502	35,439,681	38,252,182
Furniture, fixture and office equipment- For service	25,564,194		25,564,194
Furniture, fixture and office equipment	2,979,840	12,334,615	15,314,455
Vehicle	2,689,941		2,689,941
Program & Software	1,804,487		1,804,487
Total	35,850,964	47,774,296	83,625,260

Source: The Company information

1.1.5.5 Details of Land and Building Rental

(1) RAKxa Wellness & Medical Retreat Bangkrachao Project

Lessee	RXW (direct subsidiaries of the Company)
Lessor	MKF (direct subsidiaries of MK)
Type of Contract	Lease agreement
Leasing Assets	Approximately 108-0-5.1 rai and 84 buildings on land. The total area is 24,781.6 square meters.
Objective of Rental	For operate wellness business
Address	Bang Nam Phueng Subdistrict, Phra Pradaeng District, Samut Prakan Province
Monthly Rental Rates	In the year of 1-3 equal to 4,250,000 baht In the year of 4-10 equal to 8,500,000 baht
Monthly Services Fee	In the year of 1-3 equal to 750,000 baht In the year of 4-10 equal to 1,500,000 baht The service fee includes electrical system service fees and utility systems within the building, entrance-exit road service fees to public roads and service fees for lighting from the entrance-exit roads of the project, etc.
Term of Rental	The rental period is 10 years.
Option to Buy	RXW, in its capacity as a lessee, possesses the option to acquire leased assets, at a price equal to the book value plus an additional 10 percent of the book value as of the agreement date. As of 30 September 2023, the book value is recorded at 2,134.66 million baht. With the inclusion of an additional 10% premium as per the agreed terms, the total purchase price would be 2,348.12 million baht. <u>Should the Company contemplate exercising the right to acquire such assets, it will adhere to the regulations stipulated in the notification concerning asset acquisition or disposal. This includes compliance with all relevant laws and guidelines pertaining to the transaction. Furthermore, securing consent from the land and building owner is a prerequisite before finalizing any such agreement.</u>

(2) RXV Wellness Village Project

Lessee	RXW (direct subsidiaries of the Company)
Lessor	MKH (direct subsidiaries of MK)
Type of Contract	Sublease Agreement ^{1/}
Leasing Assets	Land approximately 10-3-44 rai and 17 buildings on the land. The total area is 26,013.96 square meters.
Objective of Rental	For operate wellness business
Address	Moo 2 Tambon Yaisha Sam Phran District, Nakhon Pathom Province
Monthly Rental Rates	In the year of 1-3 equal to 2,166,667 baht

Monthly Services Fee

In the year of 4-10 equal to 4,875,000 baht

In the year of 1-3 equal to 1,166,667 baht

In the year of 4-10 equal to 2,625,000 baht

The service fee includes electrical system service fees and utility systems, entrance-exit road, street lights and sign lights, etc.

Term of Rental

10 years.

Option to Buy

RXW, in its capacity as a sub-lessee, possesses the option to acquire buildings and improvements from MKH, which are situated on leased land and buildings, at a price equal to the book value plus an additional 10 percent of the book value as of the agreement date. This purchase is contingent upon the transfer of the lease from MKH to RXW, which necessitates prior approval from the land and building owner.

As of 30 September 2023, the book value is recorded at 486.12 million baht. With the inclusion of an additional 10% premium as per the agreed terms, the total purchase price would be 534.73 million baht.

Should the Company contemplate exercising the right to acquire such assets, it will adhere to the regulations stipulated in the notification concerning asset acquisition or disposal. This includes compliance with all relevant laws and guidelines pertaining to the transaction. Furthermore, securing consent from the land and building owner is a prerequisite before finalizing any such agreement.

Remark: 1/ Rose Garden Hotel Company Limited, The owner of the property must consent to enter into a land and building sublease agreement between RXW and MKH.

(Shareholders can learn more about RXW, details of which can be found in Attachment 3 of this Independent Financial Advisor Report.)

1.1.6 Transaction Size

Investment Transaction in RXW is considered an asset acquisition transaction for the Company according to Notifications on Acquisition or Disposition of Assets, which considering the size of such transactions by calculation method based on various criteria under Notifications on Acquisition or Disposition of Assets. The Company shall be calculated from the financial information of the Company and related company in connection with the transaction based on financial statements which have been audited or reviewed by a certified public accountant are as follows:

Financial Information (Unit: THB Million)	RXW	Company
	Separate Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
Ended as of	31 Dec 2022	30 Sep 2023
Total Assets	4,712.74	23,449.08

Financial Information (Unit: THB Million)	RXW	Company
	Separate Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
Ended as of	31 Dec 2022	30 Sep 2023
Deduct Total Liabilities	195.13	15,889.68
Deducted Intangible Assets	18.87	290.54
Deducted Minority Shareholders' Equity	-	3,019.98
Net Tangible Assets (NTA)	4,498.73	4,248.88
Net Profit ^{2/}	(17.87)	868.03

Remark: 1/ Latest financial statement which has been reviewed by the certified public accountant.

2/ Latest Net Profit for the period of 12 months

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	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x acquired or disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling or buying portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Value of payment or receive} \times 100}{\text{Total assets of the listed company}^{2/}}$
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

1.1.6.1 Calculation of Asset Acquisition Transaction Size from Investment in RXW

The Company's acquisition of assets in RXW will be as follows:

1. Ordinary shares of RXW in the amount of 13,799,998 shares with a par value of 100 baht per share or 100 percent of RXW's registered capital at the price not exceeding 19.98 baht per share or equivalent not exceeding 275.79 million baht.
2. Acquisition of assets related to wellness business totaling 83.63 million baht.
3. Rental of assets for wellness business between RXW and MKF and MKH at rental fee of 100.00 - 210.00 million baht/year for a period of 10 years, totaling approximately 1,770.00 million baht.

(1) Transaction Size Calculation of Asset Acquisition from Investment in RXW

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(4,498.73 \times 100\%) \times 100}{4,248.88}$	105.88%
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW	-
3. Total Value of Consideration Basis	$= \frac{(275.79^{1/1} \times 100\%) \times 100}{23,449.08}$	1.18%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Proportional of total value of consideration

(2) Transaction Size Calculation of Asset Acquisition Related to Wellness Business

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	= Not applicable as there is no acquired/disposed of shares.	-
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW.	-
3. Total Value of Consideration Basis	$= \frac{83.63^{1/1} \times 100}{23,449.08}$	0.36%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Total value of consideration related to wellness business

(3) Rental Transaction Size Calculation for Wellness Business

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	= Not applicable as there is no acquired/disposed of shares.	-
2. Net Operating Profit Basis	= Not applicable as there are loss in RXW.	-
3. Total Value of Consideration Basis	$= \frac{1,770.00^{1/1} \times 100}{23,449.08}$	7.55%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Estimated the value of rental to be paid according to 10-year rental contract.

Summary table of calculation of transaction size for asset acquisition from investment in RXW

Acquisition of Assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
1. Ordinary Shares of RXW	105.88%		1.18%	

Acquisition of Assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
2. Assets Related to Wellness Business	Not applicable as there is no acquired / disposed of shares.	Not applicable as there are loss in RXW.	0.36%	Not applicable as there is no issuance of new securities.
3. List of Rental Assets			7.55%	
Total Transaction Size	105.88%	-	9.08%	-
In the previous 6-months ^{1/}	-	-	-	-
Total	105.88%	-	9.08%	-
The maximum calculation criterion is the Net Tangible Asset Value (NTA) basis with a maximum transaction size of <u>105.88%</u> .				

Remark: 1/ The Company has not entered into any acquisition of assets transactions in the previous 6-month period

In entering into this transaction, a maximum transaction size is equivalent to 105.88 percent according to the net tangible assets (NTA) basis on the consolidated financial statements of the Company ended 30 September 2023, and separate financial statements of RXW as of 31 December 2022. The Company has not entered into any acquisition of assets transactions according to the net tangible assets (NTA) basis in the previous 6-month period before the date of the Board of Directors Meeting. Therefore, the transaction size of the entering into the investment in RXW transactions constitutes an agreement between a listed company and a subsidiary of another listed company. It is considered as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets that equal to more than 50. Therefore, the Company discloses information related to the disposal of assets as follows:

1. To disclose information to the SET related to the Asset Acquisition and Connected Transaction of FNS Holdings Public Company Limited according to the Notifications on Acquisition or Disposition of Assets;
2. To appoint the independent financial advisor to express the opinion related to the investment in RXW transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;
3. 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.

1.1.6.2 Calculation of Connected Transactions

Summary table of calculation of connected transaction size from investment in RXW

Acquisition of Assets	Type of Transaction	Consideration Value	Book Value ^{1/}	Transaction Size Maximum Calculation
1. Ordinary Shares of RXW	Transactions relating to assets or services	275.79	4,517.60	106.32%
2. List of Rental Assets	Transactions relating to assets or services	83.63	-	1.97%
3. Assets Related to Wellness Business	Transactions relating to assets or services	1,770.00	-	41.66%
Total Transaction Size				149.95%
In the previous 6-months ^{2/}				-
Total Connected Transaction Size from the Investment in RXW				149.95%

Remark: 1/ Based on RXWs consolidated financial statements as of December 31, 2022 (Audited Financial Statements)

2/ The Company has not entered into any connected transactions in the previous 6-month period

In entering into this transaction at this time, a maximum transaction size is equivalent to 149.95 percent (the Company has not entered into any connected transactions in the previous 6-month period). Therefore, the transaction is classified as a Class 4 Transaction under Notifications on Connected Transaction, which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction as follows:

1. To disclose information to the SET related to Asset Acquisition and Connected Transaction according to the Notifications on Connected Transaction;
2. To appoint the independent financial advisor to express the opinion related to the Investment in RXW transaction under Notifications on Connected Transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;
3. To arrange for a shareholder meeting to approve such 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.

1.1.7 Total Value of Consideration and Basis Used for Determination of Consideration Value and The Payment Conditions

The Value of Consideration

The value of consideration, amounting to 359.42 million baht, is determined based on the book value as of 30 September 2023, encompassing RXW's ordinary shares valued at 365.79 million baht, and adjusted loss of Health and Wellness Village Company Limited, a subsidiary of RXW, was estimated to be 90.00 million baht in the quarter 4/2023 and the quarter 1/2024. And in the asset assets related to the wellness business valued at 83.63 million baht, according to book value at the quarter 3/2023. For rental of the assets and services for operating wellness business equal to 1,770.00 million baht. The Company will pay compensation from investment in RXW and movable assets for wellness business totaling 359.42 million baht, through a bill of exchange and/or cash of the Company or its subsidiaries in accordance with the agreed conditions. And for the rental of 1,770.00 million baht. The Company or its subsidiaries will pay for rent and services in cash of the Company or its subsidiaries with the terms and conditions of settlement according to the Memorandum of Understanding dated 27 December 2023. The payment conditions are summarized as follows:

Payment Date	<p>1) RXW ordinary shares The Company will settle the entire amount on the closing date. The Company expects that it shall be able to complete the transaction within 2024.</p> <p>2) Assets related to the wellness business. The Company will complete the payment on the date of the asset acquisition. The Company expects that it shall be able to complete the transaction within 2024.</p> <p>3) Property and service rental fees for operating a wellness business. The Company will pay a security deposit of 50.00 million baht on the date of entering into the lease agreement, and the Company or its subsidiaries will pay monthly rental and service fees totaling 100.00 - 210.00 million baht per year for a period of 10 years according to the lease agreement and related service agreements, totaling 1,770.00 million baht. The Company expects that it shall be able to sign rental contract within 2024.</p>
Security Deposit	<p>1) Security Deposit Rental security deposit of 50.00 million baht is a normal condition of long-term lease and service agreements, representing approximately 2.82 percent of total rental and services (calculated from total rental and services of 1,770.00 million baht).</p> <p>2) Transaction Entry Deposit On the date of the memorandum of understanding (MOU) on 27 December 2023, the Company agreed to place a deposit of 430.00 million baht to MK as a transaction entry deposit. This consist of (1) purchase ordinary shares of RXW totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the</p>

	<p>Wellness Business valued at 83.63 million baht; and (3) Security Deposit at 50.00 million baht; and (4) Loan to RXW at 250.00 million baht or totaling 659.42 million baht. which is approximately 65.21 percent of the total value that the Company must pay to MK on the purchasing date and enter into lease agreement for land and building.</p> <p>The Independent Financial Advisor considers the deposit required by the Company for this business restructuring with the MK Group to be substantial in relation to the total transaction value. The Company's deposit to MK serves both as a commitment to proceed with the transaction and as a confidence builder that both parties will successfully execute the agreement. This is particularly important as MK needs to ensure it has sufficient reserves to cover the costs associated with restructuring its capital by converting debt into equity and decreasing its registered capital. This restructuring is essential to reorganize MK's holdings in MKF, MKH, and RxB, thereby facilitating the overall business restructuring plan. Should any unforeseen events or complications arise that prevent the Company and MK from adhering to the planned restructuring, the Company risks losing the opportunity to allocate the deposited funds towards more lucrative investments or debt repayment, which could otherwise lower the Company's financial expenses. However, given that the Company is a principal shareholder in MK, there is a strong belief that the capital structure adjustment within MK and the broader group's restructuring will be executed as envisioned.</p>
Reimbursement of the deposit.	<p>1) Security Deposit and Advance Rent Payment</p> <p>Security deposit of 50.00 million baht for rent and services will be refunded at the expiration of the rental period.</p> <p>2) Transaction Entry Deposit</p> <p>The Deposit for transaction of 430.00 million baht. The company will be refunded in the event that this Memorandum of Understanding is terminated without the purchase of shares and entering into contracts pursuant to this Memorandum, MK agrees to return the entire deposit without interest to the Company within 7 days from the date of termination of this Memorandum of Understanding.</p>
Conditions for the termination of the agreement.	<p>In compliance with the related agreement, the specifics are outlined in detailing the crucial conditions preceding the entry into the transaction.</p>

Basis Used for Determination of Consideration Value

Consideration value is determined by the agreement from negotiation between counterparties and assumptions which the Company and MK mutually agreed. The wellness business is valued from the book value as of 30 September 2023 including (1) 13,799,998 shares at par value of 100 baht per share representing 100 percent of registered capital of RXW at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht based on the book value of RXW's ordinary shares at the end of the third quarter of 2023 of approximately 365.79 million baht and reduced by the loss of Health and

Wellness Village Company Limited, a subsidiary of RXW, which estimates the loss for Q4/2023 and Q1/2024 of approximately 90.00 million baht, and (2) Assets for the wellness business valued at 83.63 million baht based on the book value as of 30 September 2023

For the land and building rental, the Company has negotiated with MK by considering the cost of the assets, depreciation, and market rate, etc. Moreover, the Company has prepared additional information for shareholders' consideration as to the reasonableness of determining the value of consideration, namely information on the appraised value of the assets by an independent appraiser. and information on the fair value of the business which is valued according to various criteria and methods according to the independent financial advisor's opinion report. Additional information in this section will appear in the information regarding entering into assets acquisition transactions and connected transactions of FNS Holdings Public Company Limited for the business restructuring that will be presented to the shareholders' meeting. Property appraisal report by independent appraiser and report of the opinion of an independent financial advisor, which the company will disclose through the communication channels of the SET and is attached as part of the notice of the Extraordinary General Meeting of Shareholders No. 1/2024, which will be sent to all shareholders of the Company not less than 14 days in advance of the next meeting date.

1.1.8 Value of Acquired Assets

After entering into the transaction, the Company will obtain the wellness business which operated by RXW and the details of the acquired assets are as follows:

- (1) Ordinary shares of RXW in number of 13,799,998 shares with a par value of 100 baht, representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht;
- (2) Acquisition of assets related to the wellness business valued at 83.63 million baht;
- (3) Rental of assets for the operation of the wellness business between RXW with MKF and MKH amounting to 100.00 - 210.00 million baht per year for 10 years with monthly rental, with a total value of 1,770.00 million baht.

Rental Area of RAKxa Wellness & Medical Retreat at Bangkrachao



Source: Layout from Rakxa Project

Remarks:

- RXW will enter into lease agreement for land and building for RAKxa Wellness & Medical Retreat located at Bangnamphung Sub-District, Phra Pradaeng District, Samutprakarn with land area of 108-0-5.1 Rai and 84 buildings with total area of 24,781.6 sq.m. for the operation of the wellness business
- Developed area is 73-2-58.9 rai, which is owned by MKF.

Rental Area of RXV Wellness Village



Source: Information from RXW

Remark: RXW will enter into lease agreement for land and building for RXV Wellness Village located at Suan Sampran District, Nakhon Pathom with land area of 10-3-44 Rai and 17 buildings with total area of 26,013.96 sq.m. for the operation of the wellness business.

1.1.9 Source of Funds of the Transactions

The Company is set to disburse 359.42 million baht for its investment in RXW. If this figure includes a 250.00 million baht loan and a 50.00 million baht rental guarantee, the total requirement will be 659.42 million baht. Payment will be facilitated through the issuance of a bill of exchange and/or company cash. Should the investment in RXW and the divestiture of PROSPECT and BFTZ WN investments not synchronize, the Company might need to secure additional funding, potentially up to 229.42 million baht, after accounting for the 430.00 million baht deposit.

The Company will settle the compensation for this Investment Transaction in RXW, totaling 359.42 million baht, by issuing the Company's bill of exchange and/or Cash. A thorough assessment has been undertaken regarding the funding source for this payment, with the expectation that it will have no adverse impact on the management of the Company's core business. As per the Company's consolidated financial statements as of 30 September 2023, the Company has cash and cash equivalents amounting to 142.96 million baht. Moreover, before entering into the transaction in 2024, the Company anticipates receiving dividends from its investment in Neo Corporate Public Company Limited ("NEO"). Additionally, the Company intends to invest in NEO by acquiring 9.50 million shares during NEO's initial public offering (IPO) in the quarter 1/2024. The Board of Directors is confident that the Company has ample funding sources for the Investment Transaction in RXW, and this transaction will not adversely affect the overall liquidity of the Company.

In terms of land and building rent amounting to 100.00-210.00 million baht per year for a 10-year period, or an approximate total of 1,770.00 million baht, to be utilized for operating the wellness business, the Company will leverage cash flow from RXW's operations to cover the rent.

1.1.10 Conditions of the Transaction

- (1) The Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (2) Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (3) Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business;

- (4) Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.

1.1.11 Summary of Key Agreements

In this Business Restructuring, RXW and MK have prepared a draft memorandum of understanding (“MOU”) dated 27 December 2023 with the following details.

Parties	<ol style="list-style-type: none"> 1. FNS Holdings Public Company Limited (“FNS”) 2. M.K. Real Estate Development Public Company Limited (“MK”)
Objective	<p>This serves as a guideline for crucial terms and conditions pertaining to share purchases across various companies and investment units in the Prospect Logistics and Industrial Leasehold Real Estate Investment Trust. It is not intended as a summary of other terms, conditions, agreements, representations, and warranties. Both parties will mutually agree upon such matters in the corresponding share purchase agreement.</p>
Nature of Agreement	<ul style="list-style-type: none"> ● <u>Purchasing of Shares or Investment Units</u> <ol style="list-style-type: none"> 1. MK agrees to sell, and FNS agrees to purchase, 13,799,998 ordinary shares in RXW, which MK holds, each with a par value of 100 baht per share which is equal to book value of RXW as of the date of completion of shares trading. The book value as of the quarter 3/2023 is equal to 365,791,508.84 baht and adjusted with loss of H&W which is the subsidiaries of RXW at the quarter 4/2023 and the quarter 1/2024 in approximately of 90.00 million baht, thus the purchasing price is not exceeding 275,791,508.84 baht. On the day of the share purchase, FNS is obligated to provide a loan to RXW. This loan is intended to facilitate the repayment of all outstanding loans and interest owed to MK by RXW, with the debt amount not exceeding 250,000,000 baht. ● <u>Various Agreements Entering</u> <ol style="list-style-type: none"> 1.1 The land and buildings lease agreement for the RAKxa Bang Krachao Project with MKF (“Lessor”) for a period of 10 years and has monthly rental rate at the year of 1-3 equal to 4,250,000 baht and the year of 4-10 the monthly rental rate is equal to 8,500,000 baht, which the lessee will make payment of security deposit amounted of 30.00 million baht. Moreover, RXW as a lessee has the right to purchase rental assets in the price of

	<p>book value and add 10 percent of book value as the date of purchasing of the rental assets.</p> <p>1.2 The service agreement related to the RAKxa Bang Krachao Project with MKF, aligning with the duration of the land and building lease agreement. The service fee for this agreement is 1,500,000 baht per month.</p> <p>1.3 The asset purchase agreement for the acquisition of movable property necessary for business operations in the the RAKxa Bang Krachao Project with MKF. The price is determined based on the book value of the assets on the date of the assets acquisition.</p> <p>1.4 The land and buildings sub-lease agreement for the RXV Samphran Project with MKH or (“Lessor”) for a period of 10 years. and has monthly rental rate at the year of 1-3 equal to 2,166,667 baht and the year of 4-10 the monthly rental rate is equal to 4,875,000 baht, which the lessee will make payment of security deposit amounted of 20.00 million baht. Moreover, RXW as a lessee has the right to purchase rental assets in the price of book value and add 10 percent of book value as the date of purchasing of the rental assets.</p> <p>1.5 The service agreement for the RXV Samphran Project with MKH, corresponding to the duration of the land and building sublease agreement. The service fee for this agreement is 2,625,000 baht per month.</p> <p>1.6 The asset purchase agreement for the acquisition of movable property necessary for business operations in the RXV Samphran Project with MKH. The price is determined based on the book value of the assets on the date of the assets acquisition.</p>
	<p>2. FNS agrees to sell, and MK agrees to purchase, ordinary shares in BFTZ WN, which FNS holds in the amount of 24,999 shares, with a par value of 100 baht per share, at a total purchase price of book value of BFTZ WN on the date of the assets acquisition. As of Q3/2023 the book value of BFTZ WN is equal to 16,512,421 baht. On the transaction day, MK will provide a loan to BFTZ WN to repay the loan and all outstanding interest to FNS, with the debt amount not exceeding 350,000,000 baht.</p>

	<p>3. FNS agrees to sell, and MK agrees to purchase investment units in PROSPECT, which FNS holds, in the amount of 83,212,061 units, with a value of 9.4697 baht per unit, at the total purchase price of Net Asset Value (NAV) of PROSPECT as of the date of asset acquisition. As of Q3/2023 Net Asset Value (NAV) of PROSPECT is equal to 781,236,434.70 baht.</p>
Expected Duration of Operation	<p>Subject to the initial terms and conditions outlined in this MOU, both parties will engage in negotiations to enter into a share purchase agreement and a definitive investment unit purchase agreement. The objective is to facilitate the transfer of all shares or investment units and complete the payment of the purchase price by 1 April 2024, or within an extended period, as mutually agreed upon.</p>
Deposit	<p>FNS agrees to pay the amount of 430.00 million baht to MK within 28 December 2023, considered as a deposit and payment for the share purchase price on the transaction day according to clause 1.</p>
Conditions Precedent	<p>Conditions precedent for purchasing shares and investment units include, but are not limited to, the following terms and conditions:</p> <ol style="list-style-type: none"> 1. The shareholders' meeting of FNS and MK must approve the entering into the transaction of purchasing shares and investment units according to clause 1 to 3 of this MOU. 2. Consent to enter into a sublease agreement for land and buildings between RXW and MKH according to clause 1.3.

1.1.12 Impact of Transactions

(1) The shareholding structure of RXW before entering into the transaction.

In December 2023, RXW restructured its shareholding within the group before a disposal with the ordinary share to the Company. The details of the restructuring are as follows.

- 1) RXW converse loan into equity which is a related loan between RXW and a subsidiary of 551.90 million baht, consisting of principal of 539.60 million baht and interest of 12.30 million baht. By converting debt into equity of 551.90 million baht, it will consist of H&W, MKF and MKH in the amount of 62.40 million baht and 244.00 million baht and 245.50 million baht, respectively.

Company	Existing Paid-up Capital	Converting debt into equity (Loan as of Q3/2023)	Paid-up Capital after converting debt into equity
RXW	4,600.00	-	4,600.00

H&W	283.20	62.40	345.60
MKF	4,020.00	244.00	4,264.00
MKH	138.50	245.50	384.00
RXB	191.03	-	191.03
	Total	551.90	

Reasons for converting debt into equity

- After the shareholding structure, cross-border loans are direct loans from the parent company.
 - To reduce the interest burden of each company by converting debt into equity.
- 2) RXW sells investments in MKF, MKH and RXB to MK at book value of 3,976.84 million baht, MK using the proceeds from capital reduction of 3,200 million baht and loan repayment of 756.84 million baht to repay the purchasing of investment of MKF, MKH and RXB totals 3,976.84 million baht.

Investment in subsidiary of RXW	Cost	Converting debt into equity (Loan as of Q3/2023)	Cost after converting debt into equity	Selling price	Loss from selling investment of RXW
Investment in MKF	4,020.00	244.00	4,264.00	3,604.13	(659.87)
Investment in MKH	138.50	245.50	384.00	181.68	(202.32)
Investment in RXB	191.03	-	191.03	191.03	-
Total	4,349.53	489.50	4,839.03	3,976.84	(862.20)

Reasons for selling investments in MKF, MKH and RXB to MK

- RXW sells investments of MKF MKH RXB to MK to restructure its shareholding. After the transaction, MK will directly hold 100% of MKF MKH RXB shares, instead of holding indirectly through RXW.
 - RXW has investments in MKF MKH RXB at cost. Selling investment to MK at book value will cause RXW to lose from selling investments totaling 862.2 million baht, which reflects the accumulated loss from operations of RXW before entering into this transaction.
- 3) RXW proceeds with capital reduction to MK in the amount of 3,220.00 million baht and RXW repays the loan to MK in the amount of 756.84 million baht, consisting of the principal amount of 751.88 million baht and interest of 4.96 million baht.

Company	Existing Paid-up Capital	Converting debt into equity (Loan as of Q3/2023)	Paid-up Capital after converting debt into equity	Capital reduction of RXW	Paid-up Capital after reduction	RE as of Q3/2023	Equity Value of Capital reduction
RXW	4,600.00	-	4,600.00	(3,220.00)	1,380.00	(1,014.21)	365.79
H&W	283.20	62.40	345.60	-	345.60	(320.06)	25.54
MKF	4,020.00	244.00	4,264.00	-	4,264.00	(659.87)	3,604.13
MKH	138.50	245.50	384.00	-	384.00	(202.32)	181.68
RXB	191.03	-	191.03	-	191.03	-	191.03

4) Impact on RXW's financial statements after the restructuring

Statement of financial position (Unit: Million baht)	30 September 2023 (Before restructuring) ^{1/}	Impact from restructuring				30 September 2023 (After restructuring) ^{1/}
		1) Debt to Equity	2) Sell investment	3.1) Capital reduction	3.2) Repay loan to MK	
Cash	3.99		3,976.84	(3,220.00)	(756.84)	3.99
Account receivable	0.14					0.14
Loan to subsidiary	539.60	(539.60)				-
Other current assets	20.19	(12.30)				7.89
Investment in subsidiaries	4,632.73	551.90	(4,839.03)			345.60
Other non-current assets	52.69					52.69
Total assets	5,249.34					410.31
Trade and other current payables	14.62					14.62
Loan from parent company	751.88				(751.88)	-
Other current liabilities	33.58				(4.96)	28.62
Other non-current liabilities	1.27					1.27
Total liabilities	801.35					44.52
Authorised share capital	4,600.00			3,220.00		1,380.00
Retained earnings	(152.01)		(862.20)			(1,014.21)
Equity	4,447.99					365.79
Total liabilities and equity	5,249.34					410.31

Source: Financial statements audited by Certified Public Accountant and RXW's internal financial statements, prepared by RXW management

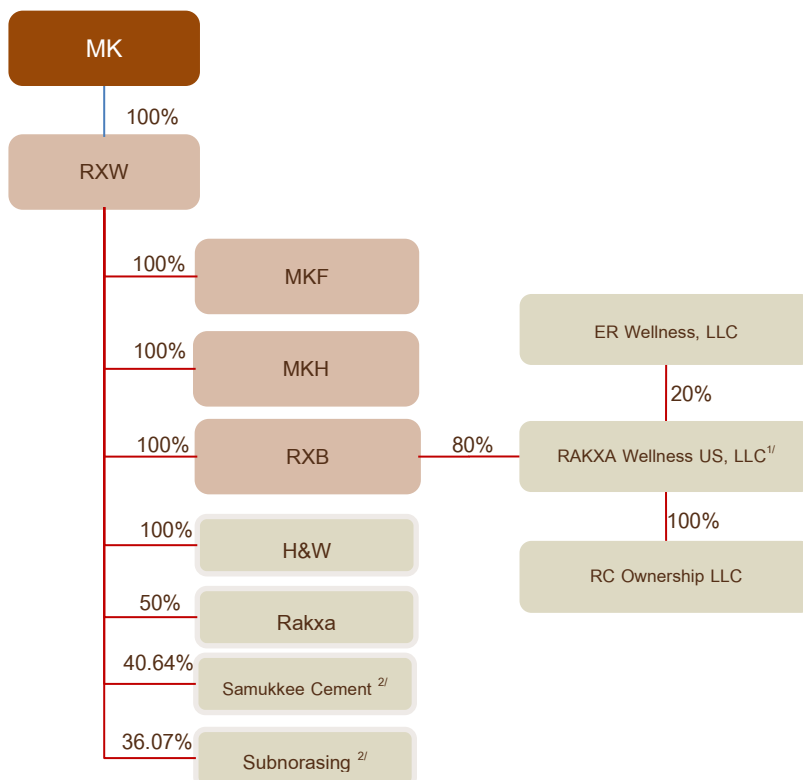
After considering the above financial information, It had a result that after the internal restructuring of RXW, RXW's financial statements have changed significantly. It can be summarized as follows:

Financial StatementStatement of financial position

- Assets : Assets decreased from 5,249.35 million baht to 410.31 million baht, or a decrease of 4,839.03 million baht. The decrease in assets was mainly due to the conversion of debt from loans to subsidiaries to equity in the amount of 551.90 million baht and the sale of investments in MKF, MKH and RXB to MK at cost price of 4,839.03 million baht, The selling price at book value is 3,976.84 million baht.
- Liabilities : Total debt decreased by 756.84 million baht from repayment of loans to MK.
- Equity : Shareholders' equity decreased by 4,082.20 million baht, caused by losses from selling investments in MKF, MKH, and RXB to MK in the amount of 862.20 million baht and reducing capital to MK in the amount of 3,220.00 million baht.

5) RXW's shareholding structure before and after restructuring is as follows.

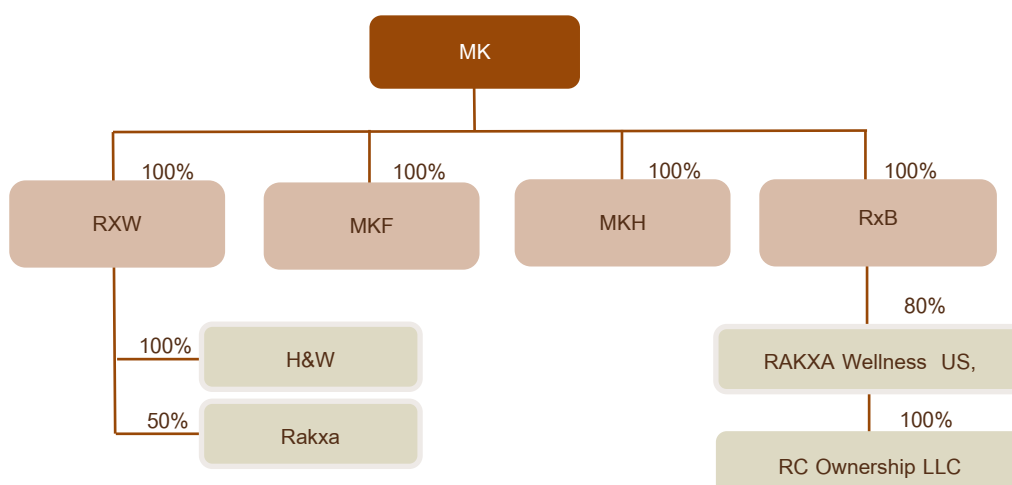
RXW's shareholding structure before restructuring



Remarks:

1. RAKXA Wellness US ("RAKXA US") is held by RXB in the proportion of 80 percent of the total shares of RAKXA US and ER Wellness, LLC, which is non-related person to MK, jointly invests in the proportion of 20 percent of the RAKXA US.
2. RXW has sold all investments in Samakkhi Cement and Sapnarasingha to non-related persons on 25 December 2023.

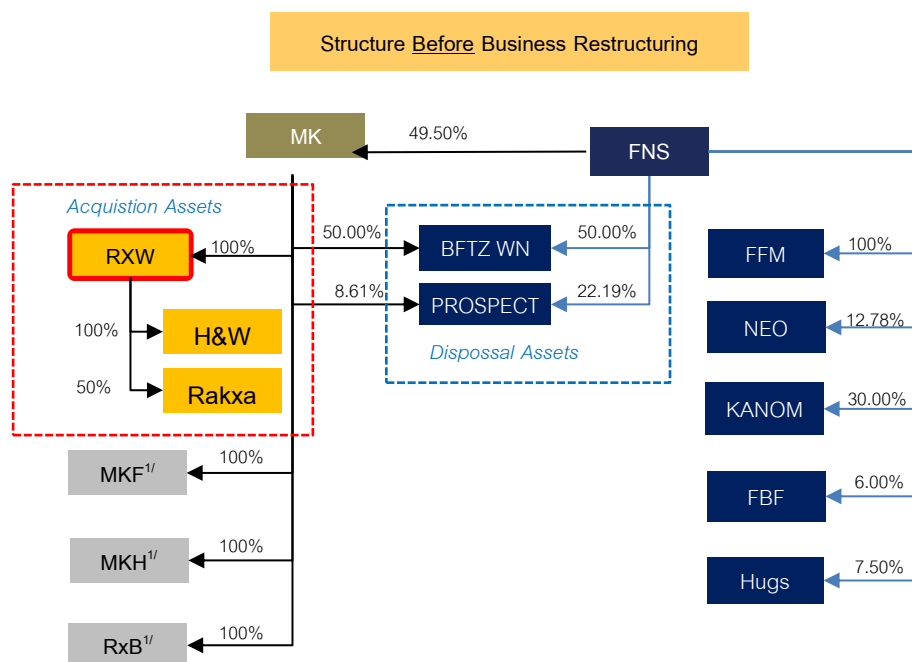
RXW's shareholding structure after restructuring



(2) Impact on Shareholding Structure

Due to business restructuring at this time, the Company will invest in RXW and RXW will become a wholly owned subsidiary of the company at 100 percent. In line with the business restructuring plan, the Company will also enter into the transaction of Disposal of Investment in PROSPECT and BFTZ WN, in which the Company will divest of 83,212,061 units of PROSPECT at a par value per unit of 9.4697 baht, accounted for 22.19 percent of total units of PROSPECT, and divest investment in BFTZ WN amounted of 24,999 ordinary shares, accounted for 50.00 percent of total shares of BFTZ WN. As a result, after restructuring, RXW will have the status of a subsidiary of the Company and the Company will no longer hold direct shares in PROSPECT and BFTZ WN (however, the Company will recognize investments in PROSPECT and BFTZ WN through MK, a subsidiary of the Company). The shareholding structure of the Group before and after entering into the transaction is as follows:

FNS's shareholding structure before and after entering into the transaction.



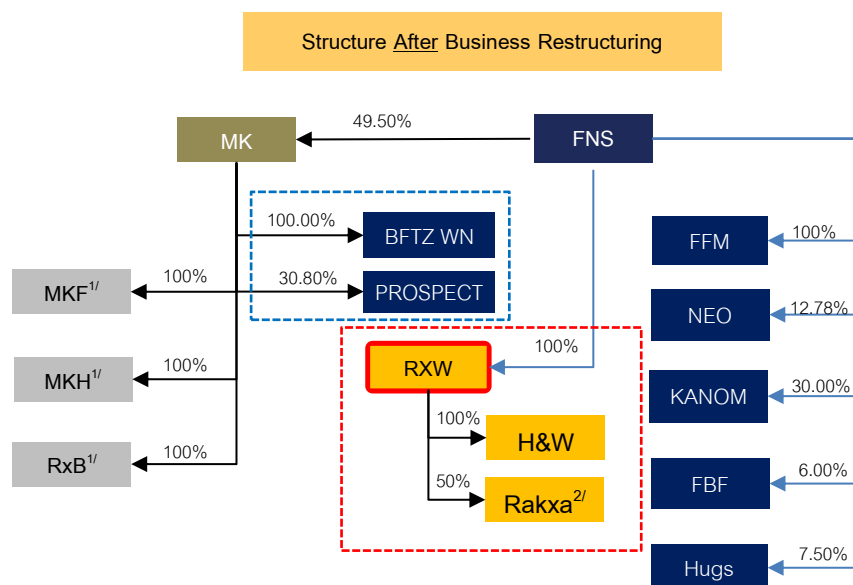
Remarks:



The asset acquisition and related transaction by investment in RXW.



The asset disposition and related transaction by dispute investment in PROSPECT and BFTZ WN.

**Remarks:**

- 1/ In December 2023, RXW has undergone capital restructuring within the Group by reducing its capital and converting debt into equity in order to restructure its shareholding in MKF, MKH and RxB by changing from RXW to MK instead. The restructuring will not affect the management within the group in any way.
- 2/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED.

Business operations of RXW before and after entering into the transaction

	Before entering into the transaction	After entering into the transaction
Company	Business operations	Business operations
RXW	The owner of the "RAKXA" brand, providing marketing services to companies within the group.	The owner of the "RAKXA" brand, providing marketing services to companies within the group.
	Offering health services at the RXV-Samphran project, which began operations in 2023, generating income from selling health products at stores located in the Rakxa and RXV-Samphran projects.	Lessor leasing properties from MKF and MKH to operate a health service business and rooms and shops in the Rakxa and RXV-Samphran projects.
H&W	Operates health services at the Rakxa project	Operates health services at the Rakxa project
MKF	Owner of the land and buildings at the Rakxa-Bang Krachao site and provides accommodation services.	Owner of land and buildings of the project Rakxa-Bang Krachao, operating a business for renting land and buildings and developing real estate for rent.
MKH	Owens properties and the leasehold rights and owns the additional assets in the RXV Sam Phran project with a long-term lease agreement for land and buildings of 21 years, extendable for another 21 years, from Rose Garden 2511 Company Limited.	Sub-lease of land and building lease rights of the RXV-Sam Phran project.

(3) Pro Forma Financial Statements as of Transaction Date

To provide information for consideration of the Company's operating results and financial position after the acquisition of the investment in RXW and the transaction of the disposal of investment in PROSPECT and BFTZ WN. Therefore, the Company's management then prepares pro forma financial statements by consolidating the operating results and financial position of RXW and H&W and adjusted the disposal of investments in PROSPECT and BFTZ WN. However, since the preparation of the consolidated financial statements since the third quarter of 2023, the Company has already included the financial statements of MK, its subsidiary, in the consolidated financial statements of the Company. Therefore, in the overall pro forma consolidated financial statements of the company, there will be no significant impact. The preparation of pro forma financial statements after business restructuring at this time will take into account the accounting impact arising from the above two transactions. However, the Company's management and independent financial advisors cannot certify that such pro forma financial statements are correct in accordance with generally accepted accounting principles, as they are prepared for the purpose of providing an overview from the transaction only. The adjust list details are as follows:

Adjustment transaction.

1. Adjust the other receivables in the amount of 28.00 million baht, which arises from accrued interest on loans with BFTZ WN and other receivables from the payment of sales of investments in PROSPECT and BFTZ WN in the amount of 208.30 million baht.
2. Adjust the short-term loans and advances to related parties as follows:
 - 2.1 Receive repayment of short-term loans from BFTZ WN in the amount of 302.50 million baht.
 - 2.2 Provide short-term loans to RXW to repay debt to MK in the amount of 235.60 million baht.
 - 2.3 Provide a short-term loan to RXW with a security deposit under the lease agreement in the amount of 50.00 million baht.
 - 2.4 Providing short-term loans to RXW to purchase movable assets for operating a wellness business, totaling 83.63 million baht.
3. Adjust the purchase investment in RXW in the amount of 275.79 million baht and RXW will be a subsidiary of the company after entering into the transaction.
4. Adjust investments in associates and joint ventures from the sale of investments of PROSPECT and BFTZ WN at cost, amounting to 775.40 million baht and 2.50 million baht, respectively.
5. Repay long-term loans from financial institutions from the sale of investment in PROSPECT in the amount of 308.40 million baht.
6. Gain from selling investments in PROSPECT and BFTZ WN in the amount of 47.50 million baht and 5.80 million baht, respectively.

7. Adjust the loss from operating results of RXW and H&W after purchase investment in RXW in the amount of 47.80 million baht.

Pro Forma Financial Statements as of Transaction Date

Assets	Consolidated financial statement		Separate financial statement		Adjustment
	30 September	31 December	30 September	31 December	
	2023	2022	2023	2022	
	(Before transaction)	(After transaction)	(Before transaction)	(After transaction)	
(Unit: Million Baht)					
Current assets					
Cash and cash equivalents	143.0	143.0	9.7	9.7	
Service income receivables from related parties	-	-	0.4	0.4	
Trade and other current receivables	794.5	794.5	29.5	209.80	1
Current portion of lease receivables	0.2	0.2	-	-	
Short-term loans and advance to related parties	737.0	737.0	492.5	559.20	2
Short-term loans to other parties	130.0	130.0	70.0	70.0	
Real estate development for sale	2,005.0	2,005.0	-	-	
Inventories	9.7	9.7	-	-	
Other current financial assets	493.6	493.6	87.6	87.6	
Other current assets	382.8	382.8	16.8	16.8	
Total current assets	4,695.8	4,695.8	706.3	953.4	
Non-current assets					
Deposits pledged as collateral	98.4	98.4	-	-	
Other non-current financial assets	749.1	749.1	246.6	246.6	
Investment in subsidiaries	-	-	2,865.4	3,141.2	3
Investment in associates and joint venture	1,578.4	1,578.4	816.2	38.3	4
Lease receivables	53.3	53.3	-	-	
Land held for development	461.2	461.2	-	-	
Investment properties	9,235.1	9,235.1	-	-	
Property, plant and equipment	6,123.9	6,123.9	7.7	7.7	
Right-of-use assets	0.2	0.2	7.5	7.5	
Goodwill	45.4	45.4	-	-	
Other intangible assets other than goodwill	47.8	47.8	1.9	1.9	
Deferred tax assets	197.2	197.2	-	-	
Deposits	30.0	30.0	-	-	
Other non-current assets	133.3	133.3	0.8	0.8	
Total non-current assets	18,753.3	18,753.3	3,946.1	3,444.0	
Total assets	23,449.1	23,449.1	4,652.4	4,397.4	

	Consolidated financial statement		Separate financial statement		Adjustment
	30 September	31 December	30 September	31 December	
	2023	2022	2023	2022	
	(Before transaction)	(After transaction)	(Before transaction)	(After transaction)	
<i>(Unit: Million Baht)</i>					
Current liabilities					
Short-term borrowings from financial institutions	74.8	74.8	-	-	
Trade and other current payables	1,022.5	1,022.5	-	-	
Current portion of long-term borrowings from financial institutions	414.6	414.6	-	22.5	5
Current portion of long-term borrowings from other parties	80.0	80.0	-	-	
Current portion of long-term debentures	2,697.5	2,697.5	-	-	
Current portion of lease liabilities	14.8	14.8	2.9	2.9	
Short-term debentures	226.6	226.6	-	-	
Short-term borrowings and advance from related parties	-	-	178.0	178.0	
Corporate income tax payable	35.4	35.4	-	-	
Deposits and advances from customers	47.8	47.8	-	-	
Payable from a transfer of right agreement to receive cash inflow	968.3	968.3	-	-	
Current portion of provisions for guarantee of lease agreement	8.8	8.8	-	-	
Other current liabilities	445.7	445.7	15.7	15.7	
Total current liabilities	6,036.8	6,036.8	196.7	219.2	
Non-current liabilities					
Non-current payables	61.1	61.1	-	-	
Long-term borrowings from financial institutions	3,796.2	3,796.2	-	285.9	5
Long-term debentures	4,091.4	4,091.4	366.8	366.8	
Lease liabilities	1,393.0	1,393.0	4.7	4.7	
Non-current provisions for employee benefits	96.5	96.5	28.3	28.3	
Provisions for guarantee of lease agreement	3.8	3.8	-	-	
Other non-current liabilities	410.8	410.8	-	-	
Total non-current liabilities	9,852.9	9,852.9	399.7	685.6	
Total liabilities	15,889.7	15,889.7	596.4	904.7	
Equity					
Share capital					
Authorised share capital					
(691,710,880 ordinary shares, par value at Baht 5 per share)	3,458.6	3,458.6	3,458.6	3,458.6	
Issued and paid-up share capital					
(500,651,065 ordinary shares, par value at Baht 5 per share)	2,503.3	2,503.3	2,503.3	2,503.3	
Share premium on ordinary shares	207.2	207.2	207.2	207.2	
Retained earnings					

	Consolidated financial statement		Separate financial statement		Adjustment
	30 September 2023 (Before transaction)	31 December 2022 (After transaction)	30 September 2023 (Before transaction)	31 December 2022 (After transaction)	
	(Unit: Million Baht)				
Appropriated					
Legal reserve	82.0	82.0	82.0	82.0	
Unappropriated	1,583.1	1,583.1	874.8	821.5	6
Other components of equity	163.9	163.9	133.8	133.8	
Equity attributable to owners of the parent	4,539.4	4,539.4	3,801.0	3,747.7	
Non-controlling interests	3,020.0	3,020.0	-	-	
Total equity	7,559.4	7,559.4	3,801.0	3,747.7	
Total liabilities and equity	23,449.1	23,449.1	4,397.4	4,652.4	

Pro Forma Statement of comprehensive income as of Transaction Date

	Consolidated financial statement		Adjustment
	Nine-month period ended 30 September 2023 (Before transaction)	Nine-month period ended 30 September 2023 (After transaction)	
	(Unit: Million Baht)		
Income			
Revenue from investment, advisory and management business	143.9	-	143.9
Revenue from sale of real estate	465.4	-	465.4
Revenue from rental and rendering of services	149.5	-	149.5
Revenue from management of real estate	30.2	-	30.2
Revenue from health and wellness	24.7	-	24.7
Gain on disposal of investment in subsidiary	207.0	-	207.0
Gain on measurement of investment in associate before business acquisition	245.6	-	245.6
Gain on bargain purchase	674.0	-	674.0
Gain on disposal of investment properties	2.3	-	2.3
Other income	27.4	-	27.4
Total income	1,969.9	-	1,969.9
Expenses			
Investment, advisory and management business expenses	43.2	-	43.2
Cost of sale of real estate	506.8	-	506.8
Cost of rental and rendering of services	44.3	-	44.3
Cost of management of real estate	6.3	-	6.3
Cost of health and wellness	71.5	-	71.5
Distribution costs	37.0	-	37.0
Servicing and administrative expenses	215.9	-	215.9
Other expenses	-	-	-
Net loss on investments measured at fair value through profit or loss	184.7	-	184.7
Total expenses	1,109.8	-	1,109.8

	Consolidated financial statement			
	Nine-month period ended 30 September 2023 (Before transaction)	Adjustment	Nine-month period ended 30 September 2023 (After transaction)	Adjustment
		(Unit: Million Baht)		
Profit (loss) from operating activities	860.1	-	860.1	
Finance costs	(199.3)	-	(199.3)	
Share of profit (loss) of associates and joint venture accounted for	0.7	-	0.7	
using equity method	661.5	-	661.5	
Profit before income tax expense	10.0	-	10.0	
Tax income (expense)	671.5	-	671.5	
Profit (loss) attributable to:				
Owners of the parent	813.8	-	766.0	
Non-controlling interests	(142.3)	47.8	(94.5)	
	671.5	47.8	671.5	7

Source: Pro Forma Financial Statement from management of the Company

Remark: The Company management and the independent financial advisor cannot guarantee that the pro forma Statement of financial position and the Statement of comprehensive income will be correct according to general accounting principles. Due to it was provide an overview of the transaction only.

After considering the above financial information after entering into the transaction of investment in RXW and selling investment in PROSPECT and BFTZ WN, the consolidated financial statements and separate financial statements of the company have financial status and operating results that have changed significantly. It can be summarized as follows:

Pro Forma Financial Statement	Impact on the financial Statement
Consolidated financial statements	
<u>Statement of financial position</u>	: No significant impact on the change in the consolidated financial statements under transaction with MK, due to the Company has consolidated MK's financial statements from the 3rd quarter of 2023 onwards.
<u>Statement of comprehensive income</u>	: Profit of the parent company decreased by 47.80 million baht due to having to recognize losses of RXW and HW as a direct subsidiary.
Separate financial statements	
<u>Statement of financial position</u>	
Assets	: Assets decreased from 4,652.40 million baht to 4,397.40 million baht, or a decrease of 255.10 million baht. The decrease in assets was mainly a result of the sale of investments in associates and joint ventures PROSPECT and BFTZ WN, totaling 777.90 million baht, consisting of disposal of investment in PROSPECT in the amount of 775.40 million baht and BFTZ WN in the amount of 2.50 million baht. Adjustment of related transactions of loans and accrued interest of BFTZ WN in the amount of 330.50 million baht. Total assets decreased in the amount of 1,108.40 million baht. The investment in RXW in the amount of 275.80 million baht and loans in RXW in the amount of 645.00 million baht and other receivable items from receiving payment

Pro Forma Financial Statement	Impact on the financial Statement
	for the sale of investments in PROSPECT and BFTZ WN in the amount of 208.30 million baht will increase the company's assets by 853.30. Million baht
Liabilities	: Total debt decreased by 308.40 million baht from repayment of long-term loans from financial institutions.
Equity	: Shareholders' equity increased by 53.30 million baht from the recognition of profits from the sale of investments in PROSPECT and BFTZ WN in the amount of 47.50 million baht and 5.80 million baht, respectively.

1.1.13 Opinion of the Company's Board of Directors

The Company's Board of Directors Meeting No. 10/2023 convened on 27 December 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 deems this transaction to be between the Company and its subsidiaries, aimed at clarifying the group's business structure for the collective benefit of the Company and its shareholders. The terms of this transaction are considered reasonable, customary for business practices, and in line with operational protocols. Furthermore, the Company's requirement to deposit 430.00 million baht facilitates adherence to transactional procedures and serves as capital for group entities to ensure the transaction's successful completion.

Upon evaluating the fairness of the purchase price, the transactional terms, the overall advantages accruing to the Company, and potential risks associated with venturing into new business areas such as unforeseen challenges in the health service sector or escalated losses from RXW, the Company has developed strategies to mitigate these risks. Consequently, proceeding with this restructuring transaction is deemed suitable, aligning with the Company's strategic objectives and the best interests of its shareholders.

1.1.14 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 carefully considered the asset acquisition transaction and the connected transaction and agreed to propose it 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

Please refer to Attachment 1 of this IFA report

1.3 Information of M.K. Real Estate Development Public Company Limited

Please refer to Attachment 2 of this IFA report

1.4 Information of Rx Wellness Co., Ltd.

Please refer to Attachment 3 of this IFA report

Part 2: Opinion of the Independent Financial Advisor Regarding the Reasonableness of the Asset Acquisition and Related Transaction

The independent financial advisor holds the view that entering into this asset acquisition and related 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

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business. If the Company intended to expand investment or service area for real estate development business it require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

In line with the business restructuring plan, the Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("RXW"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing

49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "Investment Transaction in RXW").

2.2 Transaction benefits and drawbacks of Pursuing the Transaction

2.2.1 Transaction benefits

- (1) Investing in the wellness business represents a strategic opportunity with substantial growth potential, both domestically and internationally. This investment is expected to enhance the Company's operational performance and foster future growth.

The current global emphasis on healthcare, particularly driven by the widespread impact of the COVID-19 pandemic, has heightened awareness and interest in personal health. Additionally, the increasing global aging population contributes to a rising demand for healthcare services, leading to an upward trend in healthcare expenditures. Thailand's popularity as a tourist destination, coupled with the appeal of traditional Thai massage, positions the country well for health tourism. Contemporary lifestyles prioritize stress management, with individuals actively seeking relaxation methods such as consulting healthcare professionals, dedicating time to self-care, and engaging in spa massages or health check-ups. Furthermore, medical tourism in Thailand is poised for growth due to competitive treatment costs compared to neighboring countries and the globally recognized quality of healthcare services provided. Considering these factors, the wellness business is poised for significant growth and increased revenue. Therefore, the Company's investment in RXW presents an opportunity to propel the Company's operational outcomes for enhanced future growth.

- (2) The investment in the wellness business offers the Company an opportunity to diversify its risk across different sectors. Currently, the Company and its subsidiaries primarily operate in the real estate and investment sectors.

The Company's primary operations, along with its subsidiaries, are currently focused on real estate and investment. Predominantly, the company generates its main income from businesses related to real estate development, managed by its subsidiaries and joint venture companies, contributing to approximately 80.00 percent of the total revenue. The remaining 20 percent of income is derived from investments in various businesses such as PROSPECT, NEO, KANOM, and FBF. Given this current business composition, the decision to invest in the wellness business presents an opportunity to diversify the Company's risk. This move allows the Company to enter a different sector, distinct from real estate development, potentially creating a more resilient and balanced business portfolio.

- (3) The investment is intended to facilitate the implementation of the group of companies' business restructuring plan.

The investment in RXW's ordinary shares is part of the broader strategy to restructure the business within the group of companies. The Company aims to implement a clear investment structure, focusing on

businesses poised for growth and offering potential profitability in the future. Currently, the investment structure is centered around businesses related to real estate development, involving both direct investments from the Company and investments through MK, a subsidiary company. However, this existing business structure may pose challenges in future investment management, including the allocation of investments in the real estate business between direct investments from the Company and investments through MK. This includes the challenge of raising funds from investors for real estate investments, with both the Company and MK being listed on the stock exchange. Following the investment in RXW as part of the business restructuring plan, the aim is to streamline the Company's operating structure. This strategic move will facilitate effective investment planning, appropriate fund-raising mechanisms, and prudent management of financial costs. Ultimately, this approach is designed to yield worthwhile returns for the Company.

- (4) **The restructuring will enhance clarity in the business operations of the group of companies, establishing a core company that meets the qualification criteria of the Stock Exchange of Thailand for maintaining the status of a listed company engaged in holding business.**

As the Company is a holding company listed on the Stock Exchange of Thailand, the primary source of income is derived from holding shares in other companies. Currently, the Company is in the process of recruiting core companies to fulfill the qualification criteria set by the Stock Exchange of Thailand for maintaining the status of a listed company engaged in holding business. Entering the program at this time is a strategic move that will establish a clear business structure for the Company. Specifically, FNS will have RXW as its core company, specializing in providing health services and engaging in direct investment businesses with a focus on short-term investments ranging from 3 to 5 years.

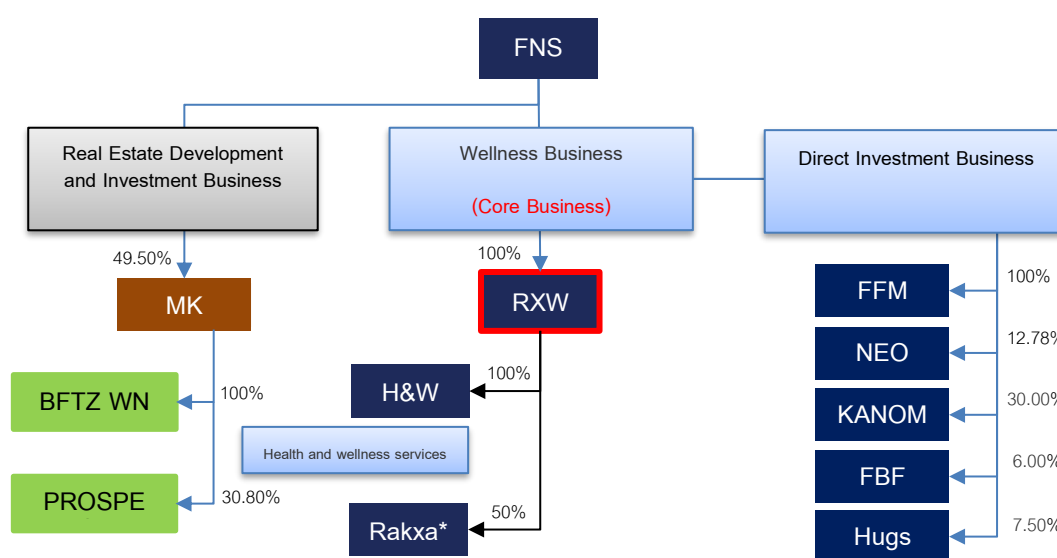
- (5) **As Thailand is a popular tourist destination and possesses significant medical expertise, government agencies are currently supporting policies to promote health tourism. Therefore, investing in the wellness business is expected to positively impact the Company, aligning with these factors and potentially leading to improved operating results.**

At present, the government is actively pursuing a policy to establish Thailand as a center for international health (Medical Hub), leveraging its strengths which are 1) famous and world-class tourist attractions, 2) medical facilities meeting global standards, 3) knowledgeable and expert doctors and medical personnel, 4) appropriate medical service rates, 5) high standards of service and hospitality from service providers, 6) complete facilities, and 7) excellence in alternative medicine such as Thai traditional medicine. Consequently, the Company's decision to invest in the wellness business aligns with these government policies and is expected to yield positive effects on the Company's operating results, fostering a favorable trend.

- (6) After the completion of the business restructuring, there will be increased clarity in fundraising strategies.

After restructuring the business, which involves divesting investments in PROSPECT and BFTZ WN and investing in RXW, the Company's business structure will become more transparent. This clarity will extend to fundraising efforts, allowing the Company to secure funds in line with its future plans. The restructuring will also enhance transparency for investors, offering a clearer perspective on the Company's operations. Investors and those considering investments in the Company will have a more comprehensive evaluation of the Company's direction and growth. Post-restructuring, RXW will emerge as the core company, specializing in health services and medical facilities. RXW's subsidiaries, H&W which engages in providing health care services, and Rakxa which is the joint venture company, operating a health promotion center business, including nursing and medical facilities, and a health rehabilitation center.

FNS Group's Business Structure Diagram After Restructure



* Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of Bunrungrad Hospital Public Company Limited.

2.2.2 Drawbacks of Pursuing the Transaction

- (1) RXW's business model represents a novel approach to healthcare, distinct from traditional hospital-style health services or general clinics. Some customer groups may not fully grasp this innovative model, leading to the Company not achieving the anticipated returns from RXW's operations as planned.

RXW adopts a unique health service business model, offering diversified health packages to its customers. These packages encompass various formats of health services, not limited to treatment, rehabilitation, and preventive measures but also extending to relaxation and health behavior modification. Customers have the flexibility to purchase packages based on their preferences, whether for daily, weekly, or customized needs. However, RXW's innovative business model is still relatively new, and customers, in general, may not fully comprehend or be accustomed to this approach, given their familiarity with traditional

hospital services or clinics. Consequently, the current transaction may introduce a level of uncertainty, potentially impacting RXW's income and operational outcomes, deviating from initial expectations. There is a risk that the Company may not realize the anticipated returns from RXW as planned.

(2) The investment in RXW will introduce new subsidiaries to the group of companies, initially operating at a loss.

This is attributed to the nature of RXW's wellness business, primarily targeting foreign customers. Given that RXW has recently commenced operations amid the ongoing COVID-19 epidemic, which has led to international travel restrictions, its income growth has been significantly impacted. The increase in marketing expenses, sales promotion, and expanded investment in the RXV project have contributed to RXW's operating losses, amounting to 17.87 million baht in 2022 and 75.74 million baht in the third quarter of 2023.

Statement of comprehensive income (Unit: Million Baht)	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 September 2023
Revenue	0.89	11.42	22.15	29.78	44.05
Expense	29.61	32.30	11.57	47.65	119.79
Profit (loss) for the year	(28.72)	(20.97)	10.58	(17.87)	(75.74)

Source: Financial statements for the years 2019 - 2022 which have been audited by a certified public accountant. And the financial statements for the 9-month period ending September 30, 2023 are RXW's internal financial statements prepared by RXW's management.

Despite RXW's current losses, the decision to invest in RXW is grounded in the confidence that the health service business in Thailand holds growth opportunities. Moreover, the continuous support from the government sector for the health service business in Thailand further reinforces the Company's belief that this investment in RXW is a strategic move poised for future growth.

(3) The investment in the wellness business represents entry into a highly competitive market, potentially impacting the Company's operational outcomes.

The current landscape of the healthcare industry is characterized by intense competition, both domestically and internationally, particularly within Asia. This region holds approximately 15 percent of the world's health tourism market share, with key competitors such as Singapore, India, Philippines, Malaysia, among others. Furthermore, the wellness business in Thailand faces significant challenges, including a shortage of expert personnel, feedback from customers, and user experiences in long-term services. These challenges are compounded by investments made in healthcare amid economic fluctuations. Consequently, the Company's venture into the wellness business this time is subject to multiple factors that may lead to operational results not aligning with expectations.

2.3 Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties**2.3.1 Benefits of Pursuing the Transaction with Related Parties**

- (1) The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.

As the current business restructuring plan, primarily involving equity transactions and asset reallocations within the FNS and MK groups. Commencing from the third quarter of 2023, the consolidated financial statements of FNS already incorporate the operating results of MK. Post-transaction, FNS and MK will boast a clear business structure, with FNS hosting RXW as its core company, specializing in wellness services and direct investment with a focus on short-term ventures spanning 3-5 years. Meanwhile, MK, a subsidiary of the Company, continues its focus on real estate development, encompassing both the sale and rental of developed properties and associated services. Upon considering the overall business operations of the group and MK, it becomes evident that this business restructuring is essentially a structural reorganization aimed at providing enhanced clarity without causing a significant overall impact.

Nevertheless, the Company foresees substantial benefits from investing in RXW's ordinary shares as part of the restructuring plan. This strategic move is anticipated to yield a clear business structure, ensuring that there is a core company meeting the qualification criteria for listed companies. MK, as a subsidiary, is expected to exhibit improved operating results and a more stable financial position in the future. These positive developments are poised to have a favorable impact on the overall picture of the entire company group.

- (2) The negotiations proceeded successfully.

Since MK is a subsidiary with the Company holding 540,145,362 shares, representing 49.50 percent of MK's total issued shares. The agreement to enter into this transaction was swiftly reached, attributed to the existing affiliation of the Company and MK within the same group. This shared affiliation enabled efficient information exchange about the assets involved in the trade, minimizing negotiation time. The seamless negotiation process was further expedited by the familiarity of both companies with the traded assets, reducing the need for extensive considerations during negotiations. Additionally, the business restructuring this time did not introduce significant changes to the management or organizational structure of either company. Consequently, business operations for both entities remain uninterrupted and can seamlessly continue until the completion of the transaction.

- (3) The Company confidently anticipates the successful execution of the planned transaction as part of the current business restructuring.

This restructuring involves intercompany adjustments between the Company and its subsidiary, MK, with the aim of establishing a clear business structure. Both entities are gearing up to secure funds by exploring various funding sources, strategically positioning themselves for future growth. The determination of compensation prices and transaction conditions has been a meticulous process, with both parties carefully considering shared interests. Negotiations have been conducted to reach conclusive agreements, ensuring that no party gains undue advantages, and adhering strictly to the rules governing related transactions.

While transacting equities, trust units, and various assets associated with this business restructuring, potential issues may arise, necessitating detailed negotiations and discussions. The Company remains confident in the collaborative efforts of the Company and MK, ensuring a successful implementation of the planned business restructuring, aligned with the set objectives.

2.3.2 Drawbacks of Pursuing the Transaction with Related Parties

- (1) Missing the chance to negotiate sales with third parties and/or unrelated companies.

The investment trading transaction with MK may involve potential third parties, including external companies with favorable operating results and a readiness to enter into transactions. Consequently, the Company's participation in the transaction of purchasing and selling investments in RXW with MK at this time may result in a missed opportunity to negotiate sales with unrelated parties.

- (2) There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.

Entering into this transaction, categorized as a transaction with a connected person, The Company, being a major shareholder of MK, has two individuals serving dual roles. Mr. Vorasit Phokachaipat is both a director and the managing director of the Company, as well as a director and the Chief Executive Officer of MK. Ms. Rachanee Mahatdetkul serves as an executive of the company and also holds a position on the board of directors of MK. Consequently, there exists a potential for conflicts of interest between MK and the Company such as in the case where benefits are disproportionately allocated to one party as a result of this transaction, potentially leading to a disadvantage for the other. Additionally, the process of setting prices and compensation for the transaction could be subject to undue influence by individuals with vested interests.

The pricing and compensation for this transaction have been determined based on a thorough evaluation of their fairness and reasonableness. The Company has assessed the suitability of the compensation received against the projected profit and loss, as well as the cash flow implications, ensuring

they align with the value and considerations involved. Furthermore, the investment in RXW has been appraised in light of the returns and benefits it offers to the Company, in comparison to the costs incurred. The Independent Financial Advisor has conducted a comprehensive analysis of the fair value associated with this transaction, concluding that the compensation terms are indeed reasonable. The findings and rationale supporting this assessment are detailed in Part 3, titled "Opinion of the Independent Financial Advisor on the Evaluation of the Asset Acquisition Transaction and the Appropriateness of Transaction Terms," within the report provided by the Independent Financial Advisor.

To ensure transparency and protect shareholder interests, given the transaction involves MK, a related party, the Company has mandated that the transaction obtain approval from both the Audit Committee and the Company's shareholder meeting. And the Company must comply with the rules regarding connected transactions. The Company must approach such transactions as if dealing with unrelated party, considering the maximum benefit of the Company to prevent minor shareholders from being adversely affected by said connected transactions. Additionally, approval for these connected transactions must be obtained through the Company's shareholder meeting with a vote of no less than 3/4 of the total number of votes from attending shareholders who have the right to vote. This calculation excludes the equity of shareholders with vested interests. Therefore, the approval of transactions with connected persons is not a decision made by shareholders with vested interests.

In addition, after entering into this transaction, the Company is likely to have additional related transactions with MK or companies in the MK group in the future, particularly property lease agreements with companies in the MK group. Due to operating a health service business necessitates the establishment and provision of medical facilities to cater to customers seeking health services. Consequently, following the investment in RXW, the Company remains reliant on entities within the MK group for the continuation of its health service operations. This dependency may give rise to intercompany financial transactions, including potential loans. Should the Company face challenges in securing funds for lending to RXW, it could impact the business restructuring plan. However, for the future connected transaction, the Company must comply with rules regarding connected transactions, and approval must be sought from the Company's shareholder meeting with a vote of not less than three-quarters of the total number of votes from attending shareholders with voting rights, excluding the equity of shareholders with vested interests.

(Shareholders can find additional information in "Part 4: The Opinion of Independent Financial Advisor on the Reasonableness of the Land and Building Lease Agreement" and "Part 5: The Opinion of Independent Financial Advisor regarding the Study of the Reasonableness of the Land and Building Lease Agreement and the Appropriateness of the Conditions of the Transactions", as presented in this Independent Financial Advisor Report.)

2.4 Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

2.4.1 Benefits of Pursuing the Transaction with Third Parties

(1) The determination of price and consideration for entering into the transaction will be independent.

Since the transaction to invest in ordinary shares of RXW is part of the restructuring plan of the business between the Company and MK, the directors and executives of both companies will be involved in considering the decision to enter into the transaction at this time. It may be noted whether the determination of price and value of consideration may create mutual benefits or constraints on actions to be taken in accordance with the business restructuring plan at this time. Therefore, when entering into transactions with an unrelated party, the price and compensation for entering into the transaction will be determined more independently than when entering into a transaction with a related party. This is because related parties will not have a conflict of interest with the Company. Therefore, entering into a transaction will involve independent pricing and compensation. However, entering into a transaction with an unrelated party, the prices, rewards, and procedures established may not necessarily be in the best interests of the Company or mutual benefit to all parties. In negotiations, it still depends on the bargaining power of buyers and sellers, including the parties involved in entering into the transaction, which may be different. Additionally, other factors related to each participant in the transaction should be considered.

(2) There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Entering into transactions with third parties who are not related to the Company implies dealing with individuals who have no interest and are not potential sources of conflicts of interest with the Company. Therefore, engaging in transactions with such parties reduces the risk of potential transfer of benefits. Initiating transactions with unrelated parties is generally viewed as a transparent process, emphasizing the Company's commitment to prioritizing the interests of the Company and shareholders. This is because unrelated parties lack the authority to intervene in the Company's decision-making, preventing them from influencing decisions that could transfer benefits from the Company to such parties.

2.4.2 Drawbacks of Pursuing the Transaction with Third Parties

(1) Seeking third parties who have the potential and are ready to enter into transactions immediately according to the Company's business plan is quite limited.

Seeking third parties who have the potential and are ready to enter into transactions immediately according to the Company's business plan is quite limited. This limitation arises because MK possesses knowledge and understanding of the wellness business, and the Company has established partnerships with experts in the wellness business sector. Additionally, MK and the Company, being part of the same

group, share a good understanding of each other's business, which distinguishes them from potential third-party businesses that the Company has not engaged with before.

- (2) **Negotiations with third parties are anticipated to take longer than transactions with related parties, potentially causing delays in implementing the Company's business plan.**

Negotiations with third parties are anticipated to take longer compared to transactions with related parties. This prolonged negotiation process may result from the time required for third parties to comprehend the Company's operational style and the extended duration to reach agreements on crucial aspects such as purchase price, value of consideration, and transaction format. These negotiations, along with the comprehensive study of various aspects of the Company, could lead to delays in the transaction, potentially impacting the Company's future business plans. Moreover, the extended timeline for restructuring the Company's business raises the risk of jeopardizing its status as a registered company with the Stock Exchange of Thailand.

2.5	Risks Associated with the Transaction
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- (1) **Risk of delay in transferring wellness business licenses, potentially impacting planned operations.**

The current transaction involves the acquisition of ordinary shares and assets related to various wellness business operations, including the transfer of licenses from H&W, MKF, and MKH. These licenses encompass permissions for operating medical facilities, hazardous health services, hotels, food distribution locations, and other relevant licenses. Details of license can be presented in "Attachment 3, Section 3 Business License" of this IFA report.

The company expects that it will take approximately 3 months from the date of entering into this transaction to complete the transfer of license. There may be expenses related to transferring the license, approximately 1.00 million baht, which is not a significant amount.

To continue engaging in wellness business operations, the Company is reliant on obtaining and transferring these licenses and related license. The potential risk arises if H&W, MKF, and MKH encounter difficulties in transferring the licenses or if the license transfer process experiences delays. In addition, the regulator involved in issuing licenses maybe changed the rules for applying for licenses. Such scenarios may pose a significant threat, preventing the Company from commencing or conducting wellness business operations as originally planned.

Despite these concerns, given that the transaction involves MK, a subsidiary with established expertise in the wellness business, the Company expresses confidence in successfully transferring the required licenses for wellness business operations as per the restructure plan.

(2) Risk of providing a 250.00 million baht loan to RXW for business restructuring.

In the course of this transaction, involving the purchase of 13,799,998 ordinary shares of RXW, representing 100 percent of the total number of shares of RXW, at a price not exceeding 19.98 baht per share, with a total value not exceeding 275.79 million baht, including assets related to movable property for operating a wellness business with a total value of approximately 83.63 million baht from MKF and MKH, which are subsidiaries of MK, on the principle of shares and assets acquisition to operate a wellness business this time, the buyer (company) commits to providing financial support to RXW. This support is aimed at eliminating any remaining inter-loan transactions with the MK group. According to the draft memorandum of understanding dated 27 December 2023, the Company is obligated to extend a loan to RXW to settle all outstanding debts and interest owed to MK, with the loan amount capped at 250.00 million baht.

This commitment exposes the Company to the risk of needing to allocate cash flows or source additional funds to fulfill the loan obligation to RXW. Such financial commitments may strain the Company's liquidity and necessitate reserving working capital specifically earmarked for the business restructuring. In the event of difficulties in securing the required funds, the transaction process may deviate from the planned timeline, potentially leading to missed opportunities for revenue recognition from the anticipated growth in the wellness business. Moreover, the Company may face challenges in meeting the Stock Exchange of Thailand's criteria for having a qualified core company.

Should the Company be unable to secure funding for RXW to borrow, the Independent Financial Advisor is of the opinion that this will not affect the execution of this transaction. Given the transaction is an intra-group deal, there remains flexibility for negotiation towards a unified solution, including the assessment of available funding sources for the transaction. The Company is set to pay 359.42 million baht as compensation for its investment in RXW (inclusive of the 250.00 million baht loan and a 50.00 million baht rental security deposit, totaling 659.42 million baht required by the Company), which will be settled through the issuance of promissory notes and/or company cash. Should the investment in RXW and the disposal of investments in PROSPECT and BFTZ WN not coincide, the Company might need an additional funding source of up to 229.42 million baht (after accounting for the 430.00 million baht deposit). Considering the source of funds, which includes the Company's cash flow, dividend income from NEO, and the potential sale of NEO shares at its IPO, the Company is assured of having adequate funding to complete this transaction.

(3) Risk associated with the future operating results of RXW and the returns the Company anticipates post-business restructuring

The benefits derived by the Company from this transaction hinge, in part, on the returns expected from RXW after the restructuring. Consequently, if RXW's future performance falls significantly short of the

established goals, it may impact cash flow and the anticipated returns from RXW. Conversely, if RXW's future performance surpasses expectations, it will positively impact the Company. Therefore, the future performance of RXW is subject to change from initial expectations, presenting a notable risk associated with the transaction. This is crucial as it directly influences the projected cash flow and returns the Company anticipates from RXW post-transaction.

(4) Risk of delay or cancellation of the transaction and potential impacts on the business plan or incurring other additional costs.

The transaction involving investment in the wellness business or investing in RXW entails crucial conditions precedent. These include obtaining approval from the Company's shareholder meeting, necessitating a vote of not less than three-fourths of the total number of votes from attending shareholders with voting rights, excluding those with vested interests.

Given these conditions, there exists a risk that the shareholder meeting may not approve the investment in the wellness business or RXW, leading to the potential cancellation of the transaction. Such a scenario may jeopardize the Company's ability to establish a core company and maintain its status as a registered company with the the Stock Exchange of Thailand. As the Company is in the process of establishing a core company, failure to set up a core company as anticipated could result in non-compliance with the qualifications required for being a listed company with the SEC Office and the Stock Exchange. Moreover, it may result in missed opportunities for long-term returns stemming from the anticipated growth of the wellness business. In the event of a deviation from the planned transaction, the company may need to explore alternative avenues, potentially involving the recruitment of other individuals with the requisite potential and readiness. Additionally, a deeper understanding of other businesses may be required to navigate the challenges posed by such uncertainties.

(5) Risks associated with the payment of a 430.00 million baht deposit which is a substantial amount and could potentially limit the Company's ability to allocate funds towards alternative investments that may offer attractive returns.

Upon signing the Memorandum of Understanding, the Company made a substantial deposit of 430.00 million baht to MK, serving both as a commitment to proceed with the transaction and as assurance of the transaction's successful completion. This deposit supports MK's capital structure reorganization, involving debt conversion to equity and capital reduction, alongside the restructuring of MK's holdings in MKF, MKH, and RxB to facilitate the proposed business restructuring. The deposit covers (1) the investment in RXW and movable assets for the wellness business amounting to 359.42 million baht, (2) land and building rental deposits for the wellness business of 50.00 million baht, and (3) a loan to RXW of 250.00 million baht, bringing the total to 659.42 million baht.

As the above information the deposit that the company paid to MK, which is a substantial amount compared to the consideration value of 659.42 million baht that the company will have to pay for this business restructuring. Consequently, should any unforeseen obstacles prevent the Company and MK from executing the restructuring plan, the Company risks forfeiting the potential to allocate the deposit towards alternative investments or debt repayment, thereby optimizing financial returns and reducing costs.

However, given that the Company is a principal shareholder in MK, there is a strong belief that the capital structure adjustment within MK and the broader group's restructuring will be executed as envisioned.

However, due to entering into the business restructuring transaction. It is a transaction with MK, of which the company is a major shareholder. Therefore, the company is confident that entering into this transaction whether it is the internal restructuring within MK group or a business restructuring on this transaction. It will be successful as planned and in the event that the agreement between the company and MK ends without trading shares and entering into various contracts, MK agrees to return the entire deposit of 430.00 million baht without interest.

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

In evaluating the appropriateness of engaging in a transaction involving the purchase the ordinary share in 13,799,998 shares of RX Wellness Company Limited (“RXW”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“MKF”) and MKH Assets Company Limited (“MKH”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“MK”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht

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 Investment Transaction in RXW, and (2) an assessment of the appropriateness of the transaction’s conditions.

3.1 An Examination of the Appropriateness in Pursuing the Investment Transaction in RXW

The Independent Financial Advisor has employed a range of approaches to assess the value of RXW 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 RXW's fair value through the book value approach provides an assessment of RXW'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 RXW's financial statements for the period ending 31 December 2022, 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 RXW's financial statements. This figure is then divided by the number of RXW shares issued and fully paid as of 31 December 2022, totaling 46,000,000 shares, each with a par value of 100.00 baht per share. This calculation can be expressed as follows:

Book value	Unit	Amount
Registered share capital	THB Million	4,600.00
Par value	THB/Share	100.00
Issued and paid-up share capital	THB Million	4,600.00
Appropriated-statutory reserve	THB Million	-
Unappropriated retained earnings	THB Million	(82.40)
Equity attributable to owners of the parent as of 31 December 2022	THB Million	4,517.60
Number of issued and paid-up shares as of 31 December 2022	Million shares	46.00
Book value per share	THB/Share	98.21

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

The valuation derived from the book value approach places RXW's value at 4,517.60 million baht or 98.21 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 31 December 2022, it does not encapsulate the current market value of the assets, nor does it account for RXW'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 RXW's fair value through the adjusted book value approach involves deducting all liabilities, including potential future commitments and contingent liabilities (if applicable), from RXW's total assets as of 31 December 2022. 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 RXW shares. This calculation taking into account various pertinent factors as follows:

Based on the information from RXW's financial statements ending on 31 December 2022, RXW total assets were valued at 4,712.74 million baht. The primary current assets, short-term loan to related parties, inventories and other non-current assets collectively amount to 87.63 million baht, representing 1.86 percent of total assets. Most of these current assets hold financial assets and high liquidity or financial nature, thus closely aligning their book value with their fair value. Furthermore, the majority of non-current assets consist of equipment and intangible assets. Their combined book value totals 4,625.11 million baht, equivalent to 98.14 percent of total assets. Conversely, based on financial statements ending on 31 December 2022, RXW total liabilities were valued at 195.13 million baht. Among these, the principal current liabilities include trade and other payables, short-term loans from related parties, and other current liabilities. These liabilities aggregate to 194.50 million baht, or 4.13 percent of total assets. Non-current liabilities include estimating employee retirement liabilities totals 629.29 million baht, or 0.01 percent of total assets. Notably, both current and non-current liabilities closely align their book value with their fair value. 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 RXW's latest financial statement dated 31 December 2022 and then applies adjustments with RXW's retained earnings deficit according to the internal financial statements prepared by the company for the 9-month period ending September 30, 2023, amounted to 69.61 million baht.

In addition, the equipment of RXW is equipment used to provide medical services and health. Therefore, RXW has not been appraised by independent appraisal of the equipment for the past 12 months. The independent financial advisor therefore did not adjust to these items.

In addition, as of December 2023, RXW has the capital restructuring within the group. By converting debt into equity and capital reduction to adjust the shareholding structure in MKF, MKH and RxB, the independent financial advisor adjusted the book value from the capital reduction of 3,220.00 million baht and then adjusted with the loss from the sale investment of Munkong Life Company Limited ("MKF"), MKH Assets Co., Ltd. ("MKH") and Rx Wellness Blocker US, Inc. ("RxB") in the amount of 862.20 million baht, which the said event occurred after the date of the latest financial statements and after 30 September 2023. Therefore, the independent financial advisor has adjusted these items.

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 13,799,998 shares (which is the number of common shares after RXW reduced its registered capital and is the number of common shares that the company acquired), each with a par value of 100.00 baht per share. The calculation process is illustrated below:

Book value	Unit	Amount
Registered share capital	THB Million	4,600.00
Par value ^{1/}	THB/Share	100.00
Issued and paid-up share capital	THB Million	4,600.00
Appropriated-statutory reserve	THB Million	-
Unappropriated retained earnings	THB Million	(82.40)
Equity attributable to owners of the parent as of 31 December 2022	THB Million	4,517.60
Adjustments:		
<u>Add</u> Retained earnings deficit as of 30 September 2023	THB Million	(69.61)
<u>Deduct</u> Capital reduction as of December 2023 ^{1/}	THB Million	(3,220.00)
<u>deduct</u> Loss from the sale of investment in MKF, MKH and RXB as of December 2023	THB Million	(862.20)
Total equity after adjustment as of 26 December 2022^{1/}	THB Million	365.79
Number of issued and paid-up shares	Million shares	46.00
<u>Deduct</u> No. of share from capital reduction	Million shares	(32.20)
Number of issued and paid-up shares after capital reduction	Million shares	13.80
Adjusted book value per share	THB per share	26.51

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

Remark: 1/ As of December 25, 2023, RXW has registered capital paid-up capital as follows, the registered capital is 1,380.00 million baht with par value 100.00 baht per share, divided into 13.80 million ordinary shares, par value 100.00 baht per share.

Following the valuation of the adjusted book value approach, RXW's value is calculated to be 365.79 million baht or 26.51 baht per share.

The Independent Financial Advisor considers the adjusted book value approach to be a suitable approach for valuing the investment in RXW. This approach is deemed effective in reflecting the value of shareholders' equity, as the book value closely approximates the current value. The Independent Financial Advisor has adjusted for profits and losses recorded in the nine-month period ending 30 September 2023. Additionally, adjustments were made for items related to internal capital restructuring prior to this transaction, aimed at ensuring RXW's shareholders' equity accurately represents its true value. These adjustments include factors such as capital reduction and losses from divesting interests in Munkong Life Co., Ltd. ("MKF"), MKH Assets Co., Ltd. ("MKH"), and Rx Wellness Blocker US, Inc. ("RxB"). Therefore, the independent financial advisor is of the opinion that this valuation method is appropriate for valuing this item because the value is similar to the trading value that the company and MK have agreed upon at 359.42 million baht.

3.1.3 Market Comparable Approach

The market comparable approach to estimating the market value of RXW's common shares 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 wellness business such as Hospitals and room service such as hotels, etc., that have similar business operations to RXW and have operating results and they must have a trading history on the Stock Exchange of at least 3 years, so that the securities used for comparison have sufficient operating results and information in comparative analysis.

The Independent Financial Advisor has scrutinized and identified a total of 24 companies for comparison, according to industry type and similarity of business operations. Which consists of companies whose main proportion of income is from providing rooms or hotels and providing health services or hospitals, which are listed on the SET/mai stock exchange.

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

However, fair value is assessed using this method. The independent financial advisor will calculate by using the target revenue proportion of each business type of RXW, divided into 2 businesses: 1) companies that operate rooms or hotels and 2) companies that operate health services or hospital, weighted average with the market value ratio of each method of each type of business of companies that operate businesses similar to RXW.

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

No.	Listed Company	Code	Nature of business
Listed company that operates room service or hotel service business			
1	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	MINT	Food and Beverages, Hotel and Mixed-use including Residential Development, Point-Based Vacation Club and Plaza and Entertainment Business, together with Retail Trading.
2	THE ERAWAN GROUP PUBLIC COMPANY LIMITED	ERW	The Company and its subsidiaries had the main business to invest in developing and operating hotels that are consistent with locations and target groups. other businesses include rental business and management business.
3	BOUND AND BEYOND PUBLIC COMPANY LIMITED	BEYOND	The Company invests in, develops, and operates hospitality business, with a particular emphasis on unique hotel concepts. The Company currently owns two hotels, namely Four Seasons Hotel Bangkok at Chao Phraya River and Capella Bangkok.
4	LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED	LRH	Major businesses of the Company and its subsidiaries (The Group) are hotel business and property development. The subsidiaries also engage in operating a golf club, sales of merchandise, office rental, and sales of holiday club memberships.
5	SHANGRI-LA HOTEL PUBLIC COMPANY LIMITED	SHANG	The principal activities of the Company are those of a hotelier which provide lodging, food and beverage services, facilities for conferences and functions and other services and facilities in connection with hotel business and investment holding.
6	CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED	CENTEL	The Company is the operator and manager of many hotels in Thailand and international countries. The Company's current portfolio includes the owned established Centara Grand, Centara, Centra, Cosi brands and manage hotels. The Company is also the pioneer of Western QSR brands in Thailand, currently the operator under its owned brand, The Terrace, Aroi Dee, Suki House, Soft Air, Kowlune and franchised brands of Mister Donut, KFC, Auntie Anne's, Pepper Lunch, Cold Stone Creamery, Chabuton, Yoshinoya, Ootoya, Tenya and Katsuya. Total QSR outlets are around in Thailand.
Listed companies that operate health service businesses or hospitals			
7	BANGKOK DUSIT MEDICAL SERVICES PUBLIC COMPANY LIMITED	BDMS	The Company operates in the large private hospital business with networks in Thailand and Cambodia. The Company operates under 6 hospital groups, namely, Bangkok Hospital Group, Samitivej Hospital Group, BNH Hospital, Phyathai Hospital Group, Paolo Hospital Group and Royal Hospital Group. In addition, the Company's network also covers

No.	Listed Company	Code	Nature of business
			businesses that support medical care such as medical laboratories, medicine production and saline production.
8	AIKCHOL HOSPITAL PUBLIC COMPANY LIMITED	AHC	The Company is the first private hospital in Chonburi province, offering such services as advanced diagnostic, therapeutic, and modern medical facilities in a wide range of medical technologies along with highly qualified specialists and medical staff.
9	BANGKOK CHAIN HOSPITAL PUBLIC COMPANY LIMITED	BCH	The Company operated its business as a group of hospitals which consists of fifteen hospitals and one polyclinics in Bangkok ,upcountry and Laos to provide medical services in the level of primary-tertiary care under four hospital groups; 1.World Medical Hospital Group 2 . Kasemrad International Hospital Group 3.Kasemrad Hospital Group 4.Karunvej Hospital Group, to provide medical service for general patients both Thai and International patient and Social Security Patients.
10	CHULARAT HOSPITAL PUBLIC COMPANY LIMITED	CHG	Chularat Hospital Public Company Limited (the "Company ") was founded in 1986 to operate private hospital until now with registered capital 1,100 million Baht, consist of 8 subsidiaries operate large hospitals, small hospitals and clinics totally 14 branches. Chularat Hospital Group coverage service area around Suvarnabhumi Airport (Eastern Bangkok area) along Bangna-Trad Road extend to Chachoengsao province, along 304 highway to Prachinburi province, downtown in Chonburi province, Aranyaprathet Sa-Kaeo province and in 2016, the Company expanded new branch in amphoe Muang, Rayong province with total registered 793 beds.
11	CHIANG MAI RAM MEDICAL BUSINESS PUBLIC COMPANY LIMITED	CMR	The Company operates in private hospitals business with examination rooms to treat common diseases. The hospital has medical specialists and facilities for treatment and diagnosis.
12	EKACHAI MEDICAL CARE PUBLIC COMPANY LIMITED	EKH	The company operates the overnight general hospital under the name of "Ekachai Hospital".
13	THONBURI MEDICAL CENTRE PUBLIC COMPANY LIMITED)	KDH	Thonburi Medical Centre Public Company Limited engages in the healthcare services business under Samitivej Thonburi Hospital, formerly known as Krungthon 1 Hospital. The hospital provides 24-hour medical services to patients with a team of specialized doctors, and is fully equipped with all modern technology facilities as necessary to provide medical diagnostic and treatment of all kinds. The hospital provides all kinds of treatments to its patients with specialized centers and units such as Samitivej Breast Institute, Muscle, Bone and Joint Center,

No.	Listed Company	Code	Nature of business
			Advanced Eye and LASIK Center, Gastroenterology and Intestine Center, Wellness Center, and Emergency Department etc.
14	LADPRAO GENERAL HOSPITAL PUBLIC COMPANY LIMITED	LPH	1) sectors comprising hospital 2) related healthcare services, scientific analytical and diagnostic laboratory service of medical healthcare, food, agricultural, pharmaceutical, clinical trial, calibration, 3) hospital management and consulting services, as well as medical analytical 4) diagnostic services having details.
15	NONTHAVEJ HOSPITAL PUBLIC COMPANY LIMITED	NTV	Private hospital business Providing complete medical care services in all fields by a team of medical experts. Equipped with modern, comprehensive treatment equipment, available for both outpatient and inpatient services 24 hours a day.
16	PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED	PR9	Operate a type of hospital business that accepts patients overnight. as a general hospital (General Hospital) under the name "Phraram 9 Hospital"
17	PRINCIPAL CAPITAL PUBLIC COMPANY LIMITED	PRINC	The Company's core businesses are private hospitals and private hospital management.
18	RAMKHAMHAENG HOSPITAL PUBLIC COMPANY LIMITED	RAM	The Company is a private hospital named as RamkhamhaengHospital including 7 sister hospital networks.RAM has the resources,experience and expertise to provide international quality health care service .
19	RAJTHANEE HOSPITAL PUBLIC COMPANY LIMITED	RJH	The group of company operates the overnight general hospital under the name of "Rajthanee Hospital" and "Rajthanee Rojana Hospital"
20	RATCHAPHRUEK HOSPITAL PUBLIC COMPANY LIMITED	RPH	Hospital service businesses are currently operated through Ratchaphruek Hospital as a private medical facility admitting patients for overnight stays. The Company' service coverage areas include Khon Kaen, Neighboring provinces as well as neighboring Indochina countries
21	SIKARIN PUBLIC COMPANY LIMITED	SKR	The Company operates three private hospitals located in eastern Bangkok, Samutprakarn province and Hat Yai District, Songkhla Province namely as Sikarin Hospital, Sikarin Samut Prakan Hospital and Sikarin Hat Yai Hospital.
22	THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED	THG	The group of company operates overnight general hospital under the name of "Thonburi Hospital".
23	VIBHAVADI MEDICAL CENTER PUBLIC COMPANY LIMITED	VIBHA	Hospital
24	SRIVICHAIVEJVIVAT PUBLIC COMPANY LIMITED	VIH	Vichaivej International Hospital Group runs secondary general hospital business with 4 hospitals within the Group, that is, 1)

No.	Listed Company	Code	Nature of business
			Vichaivej International Hospital Omnoi; 2) Vichaivej International Hospital Nongkhaem; 3) Vichaivej International Hospital Samutsakorn; and 4) Vichaivej Yeakfaichai, being operated by the Company. In addition, the Company also has another subsidiary company, Srivichai Vocational School Company limited, which operates business under the name Srivichai Vocational School and serves as a training facility for assistant nurses of Vichaivej International Hospital Group. The main customer group of Vichaivej International Hospital Group comprises 2 major groups: 1) Non-capitation customer group, namely general individual customers, life insurance customer, contract party customers, , cars victims, customers under workmen compensation fund program,; and 2) Capitation customer group.

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 RXW's profitability by comparing the market price with the net profit of companies in similar industries, offering insights into RXW's potential market value. These 24 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 25 December 2020, to 26 December 2023 (The day before the date the Board of Directors approves the transaction). This calculation involves taking RXW's net profit for the 12-month period ending 31 December 2022 as per the audited financial statement (RXW is not a listed company. Therefore, figures from the financial statements as of December 31, 2022 may not reflect current figures.) and multiplying it by the average price to earnings ratio (P/E Ratio) of the companies chosen for comparison. The weighted average of the price-to-earnings ratio (P/E Ratio) can be calculated by taking the target revenue proportion from room and food and beverage revenue and average health service revenue from 2024 until 2031, weighted average with the price-to-earnings ratio (P/E Ratio) of companies that operate rooms or hotels and health service businesses or hospital. Details of the compared companies are as follows:

Proportion to the target income of the room service business or hotel	39.22%
Proportion to the target income of the health service business or hospital	60.78%

In this regard, the fair value assessment using the Price to Earnings Ratio Approach: P/E Ratio, the independent financial advisor will calculate by using the target revenue proportion of each business of RXW on average from 2024 until 2031, divided into 2 businesses: 1) Companies operate room services or hotels and 2) Companies operate health services or hospitals, weighted average with the price-to-earnings ratio (P/E Ratio) of each business of companies that operate businesses similar to RXW, details as follows:

1) Price to earnings ratio (P/E Ratio) of companies that operate rooms service or hotels.

Code	Historical PE Ratio (Times)							
	7 Business s days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
MINT	23.55	23.41	23.52	24.21	22.90	22.08	22.72	56.74
ERW	30.22	30.41	30.86	30.60	33.91	34.18	42.69	62.93
BEYOND	13.66	13.65	13.56	13.67	16.65	18.22	21.73	23.15
LRH	23.15	23.23	23.49	23.21	27.59	30.44	85.73	190.40
SHANG	23.00	22.97	23.15	23.37	23.98	24.07	34.20	30.94
CENTEL	44.37	44.24	43.97	44.89	47.76	48.83	53.54	284.92
Median	26.33	26.32	26.42	26.66	28.80	29.64	43.44	108.18
Proportional weighted average	10.32	10.32	10.36	10.45	11.29	11.62	17.03	42.42

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

2) Price to earnings ratio (P/E Ratio) of companies that operate health services or hospitals.

Code	Historical PE Ratio (Times)							
	7 Business s days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
BDMS	31.07	30.74	30.95	31.34	31.96	32.67	33.75	35.89
AHC	15.16	15.16	15.18	15.37	14.87	14.47	13.61	11.39
BCH	43.44	43.09	42.75	41.62	65.93	77.92	67.68	40.60
CHG	31.12	30.80	30.74	31.78	33.00	32.89	29.55	20.74
CMR	51.07	51.13	51.07	52.92	51.61	50.91	42.43	31.64
EKH	9.13	9.14	9.25	9.49	9.79	9.85	9.78	11.66
KDH	20.60	20.61	20.88	21.11	21.60	21.61	22.45	22.13
LPH	35.24	35.18	35.15	35.39	33.12	32.15	24.75	15.90
NTV	14.91	14.82	14.93	15.21	15.71	15.82	16.65	20.56
PR9	23.60	23.32	23.47	24.04	24.91	25.50	26.19	26.53
PRINC	86.35	86.35	86.35	86.35	86.35	86.35	86.35	73.33

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
RAM	26.28	26.60	28.11	30.08	30.46	30.42	31.36	29.37
RJH	22.51	22.82	22.99	22.91	23.66	23.96	20.80	14.47
RPH	25.33	25.20	25.11	25.03	25.68	25.71	25.08	17.32
SKR	25.00	25.29	25.59	26.16	26.28	25.89	25.52	22.87
THG	52.59	54.78	57.19	58.73	57.82	57.14	53.67	42.65
VIBHA	28.06	28.53	29.05	30.55	38.51	43.55	45.83	37.62
VIH	17.16	16.99	17.06	17.06	17.38	17.49	16.18	11.57
Median	31.03	31.14	31.43	31.95	33.81	34.68	32.87	27.01
Proportional weighted average	18.86	18.93	19.11	19.42	20.55	21.08	19.98	16.42

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

Summary of weighted average price to earnings ratio (P/E Ratio)

	7 Business days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
Proportional weighted average of room service businesses or hotels	10.32	10.32	10.36	10.45	11.29	11.62	17.03	42.42
Proportional weighted average of health service businesses or hospitals	18.86	18.93	19.11	19.42	20.55	21.08	19.98	16.42
Weighted average price to earnings ratio (P/E Ratio)	29.19	29.25	29.47	29.88	31.85	32.70	37.01	58.84

Based on the aforementioned data, the price-to-earnings ratio (P/E Ratio) within the group of companies has ranged between 29.19 and 58.84 times over the past 7 to 360 business days. This is an average calculated from 25 December 2020, to 26 December 2023, with any outliers excluded from the calculation.

However, RXW has operating results for the past less than 12 months is negative loss. Therefore, independent financial advisors cannot assess this valuation.

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

The fair value assessment using this approach incorporates a valuation based on RXW's book value by comparing its market price with the book value of companies in similar industries, offering insights into RXW's potential market value. These 24 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 25 December 2020, to 26 December 2023 (The day before the date the Board of Directors approves the transaction). This calculation involves taking RXW's adjusted shareholders' equity and multiplying it by the average price to book value ratio

(P/BV Ratio) of the companies used in the comparison. The weighted average of the price to book value ratio can be calculated by taking the target revenue proportion from room and food and beverage revenue and average health service revenue from 2024 until 2031, weighted average with the price to book value ratio (P/BV Ratio) of companies that operate rooms or hotels and health service businesses or hospital. Details of the compared companies are as follows:

Proportion to the target income of the room service business or hotel	39.22%
Proportion to the target income of the health service business or hospital	60.78%

In this regard, the fair value assessment using the Price to Book Value Ratio Approach: P/B Ratio, the independent financial advisor will calculate by using the target revenue proportion of each business of RXW on average from 2024 until 2031, divided into 2 businesses: 1) Companies operate room services or hotels and 2) Companies operate health services or hospitals, weighted average with the price-to-book value ratio (P/B Ratio) of each business of companies that operate businesses similar to RXW, details as follows:

1) Price to book value ratio (P/B Ratio) of companies that operate rooms service or hotels.

Code	Historical P/B Ratio (Times)							
	7 Business s days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
MINT	3.32	3.30	3.31	3.41	3.60	3.71	3.89	3.93
ERW	3.72	3.74	3.79	3.76	3.87	3.77	3.68	3.64
BEYOND	0.54	0.54	0.54	0.54	0.57	0.58	0.61	0.61
LRH	0.60	0.60	0.61	0.60	0.62	0.64	0.66	0.62
SHANG	0.83	0.83	0.84	0.84	0.86	0.86	0.89	0.95
CENTEL	2.98	2.97	2.96	3.02	3.10	3.11	3.27	3.47
Median	2.00	2.00	2.01	2.03	2.10	2.11	2.17	2.21
Proportional weighted average	0.78	0.78	0.79	0.80	0.83	0.83	0.85	0.86

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

2) Price to book value ratio (P/B Ratio) of companies that operate health services or hospitals.

Code	Historical P/B Ratio (Times)							
	7 Business s days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
BDMS	4.64	4.59	4.62	4.68	4.69	4.75	4.79	5.03
AHC	1.34	1.34	1.34	1.35	1.38	1.38	1.33	1.33
BCH	4.43	4.40	4.36	4.25	4.18	4.07	3.96	3.94
CHG	4.54	4.49	4.48	4.64	4.74	4.68	4.64	5.01
CMR	1.82	1.82	1.82	1.88	1.99	2.05	2.06	2.15

Code	Historical P/B 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
EKH	2.61	2.62	2.65	2.72	2.82	2.85	2.81	3.08
KDH	2.61	2.61	2.64	2.67	2.74	2.74	2.81	2.87
LPH	1.80	1.80	1.79	1.81	1.82	1.85	1.86	2.00
NTV	2.32	2.31	2.32	2.37	2.44	2.45	2.52	2.62
PR9	2.46	2.43	2.45	2.51	2.63	2.72	2.81	2.97
PRINC	1.82	1.82	1.81	1.86	1.96	1.93	1.91	2.16
RAM	2.13	2.16	2.28	2.44	2.55	2.58	2.75	2.58
RJH	3.85	3.90	3.93	3.91	3.92	3.90	3.83	3.98
RPH	2.04	2.03	2.03	2.02	2.02	2.00	1.96	1.95
SKR	2.90	2.93	2.97	3.04	3.13	3.12	3.07	3.64
THG	4.66	4.86	5.07	5.21	5.39	5.49	5.58	5.69
VIBHA	1.91	1.94	1.98	2.08	2.24	2.35	2.44	2.53
VIH	1.44	1.43	1.43	1.43	1.48	1.51	1.52	1.63
Median	2.74	2.75	2.78	2.83	2.90	2.91	2.93	3.06
Proportional weighted average	1.67	1.67	1.69	1.72	1.76	1.77	1.78	1.86

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

Summary of weighted average price to book value ratio (P/B Ratio)

	7	15	30	60	90	120	180	360
	Business days	Business days	Business days	Business days	Business days	Business days	Business days	Business days
Proportional weighted average of room service businesses or hotels	0.78	0.78	0.79	0.80	0.83	0.83	0.85	0.86
Proportional weighted average of health service businesses or hospitals.	1.67	1.67	1.69	1.72	1.76	1.77	1.78	1.86
Weighted average price to earnings ratio (P/B Ratio)	2.45	2.45	2.47	2.51	2.59	2.60	2.63	2.73

Based on the information provided above, the price to book value ratio (P/BV Ratio) for the group of companies under comparison ranges from 2.45 - 2.73 times over the past 7 to 360 business days, averaging between 25 December 2020, to 26 December 2023.

The adjusted shareholders' equity of RXW's stands at 365.79 million baht, based on RXW's financial statements as of 31 December 2022. 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 26.51 baht for 13.80 million ordinary shares (which is the number of common shares after RXW reduced registered capital and the number of common shares that the company acquired).

Thus, evaluating the shares using the price to book value ratio approach (P/BV Ratio) yields a value for RXW ranging from 895.87 - 997.54 million baht, or 64.92 - 72.29 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 RXW's cash flow generation from operations while accounting for RXW'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 RXW'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 25 December 2020 to 26 December 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 RXW.

In this regard, the fair value assessment using the Enterprise Value to EBITDA Approach: EV/EBITDA Ratio, the independent financial advisor will calculate by using the target revenue proportion of each business of RXW on average from 2024 until 2031, divided into 2 businesses: 1) Companies operate room services or hotels and 2) Companies operate health services or hospitals. Details as follows:

Proportion to the target income of the room service business or hotel	39.22%
Proportion to the target income of the health service business or hospital	60.78%

Weighted average with the Enterprise Value to EBITDA Approach: EV/EBITDA Ratio of companies that operate rooms or hotels and health service businesses or hospital. Details of the compared companies are as follows:

1) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio of companies that operate rooms service or hotels.

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
MINT	9.46	9.43	9.45	9.56	9.63	9.64	9.86	11.91
ERW	15.73	15.79	15.93	15.85	16.31	16.10	16.56	30.05
BEYOND	8.51	8.51	8.48	8.51	9.40	9.88	13.28	16.29
LRH	15.40	15.44	15.53	15.43	16.67	17.48	18.96	108.71
SHANG	5.65	5.64	5.73	5.84	6.22	6.31	7.67	17.14
CENTEL	15.93	15.90	15.83	16.06	16.53	16.66	17.41	20.34
Median	11.78	11.78	11.83	11.88	12.46	12.68	13.96	34.07
Proportional weighted average	4.62	4.62	4.64	4.66	4.89	4.97	5.47	13.36

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

2) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio of companies that operate health services or hospitals.

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
BDMS	18.20	18.00	18.13	18.35	18.60	18.94	19.42	20.30
AHC	8.75	8.76	8.76	8.88	8.70	8.51	8.06	6.92
BCH	20.15	19.99	19.83	19.32	22.75	24.24	22.47	15.40
CHG	18.64	18.45	18.41	19.04	19.64	19.52	17.77	13.06
CMR	15.96	15.97	15.96	16.29	16.71	16.98	15.94	14.60
EKH	6.18	6.16	6.20	6.36	6.61	6.67	6.56	7.71
KDH	10.38	10.39	10.55	10.68	10.95	10.94	11.27	10.74
LPH	13.01	12.99	12.98	13.06	12.26	11.91	9.86	7.45
NTV	7.68	7.63	7.70	7.86	8.07	8.08	8.18	9.26
PR9	11.53	11.37	11.46	11.78	12.46	12.90	13.38	13.61
PRINC	90.67	90.41	90.00	92.15	211.06	262.86	205.52	113.17
RAM	27.40	27.62	28.70	30.10	30.38	30.35	32.27	29.92
RJH	15.34	15.52	15.62	15.58	15.80	15.86	13.99	10.17
RPH	12.25	12.25	12.25	12.25	12.29	12.13	11.77	8.76
SKR	13.54	13.69	13.84	14.14	14.28	14.10	13.76	12.82
THG	22.90	23.69	24.55	25.10	25.37	25.47	25.37	22.49
VIBHA	20.87	21.11	21.37	22.14	23.31	24.10	24.09	22.66
VIH	7.27	7.19	7.22	7.22	7.61	7.79	7.29	5.61
Median	16.43	16.30	16.28	16.40	17.42	17.80	16.93	13.92
Proportional weighted average	9.99	9.91	9.90	9.97	10.59	10.82	10.29	8.46

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

Summary of weighted average EV/EBITDA Ratio (EV/EBITDA Ratio)

	7 Business days	15 Business days	30 Business days	60 Business days	90 Business days	120 Business days	180 Business days	360 Business days
Proportional weighted average of room service businesses or hotels	4.62	4.62	4.64	4.66	4.89	4.97	5.47	13.36
Proportional weighted average of health service businesses or hospitals.	9.99	9.91	9.90	9.97	10.59	10.82	10.29	8.46
Weighted average price to earnings ratio (EV/EBITDA Ratio)	14.61	14.53	14.54	14.62	15.48	15.79	15.76	21.82

Based on the aforementioned data, the EV/EBITDA Ratio within the group of companies has ranged between 14.53 - 21.82 times over the past 7 to 360 business days. This is an average calculated from 25 December 2020, to 26 December 2023.

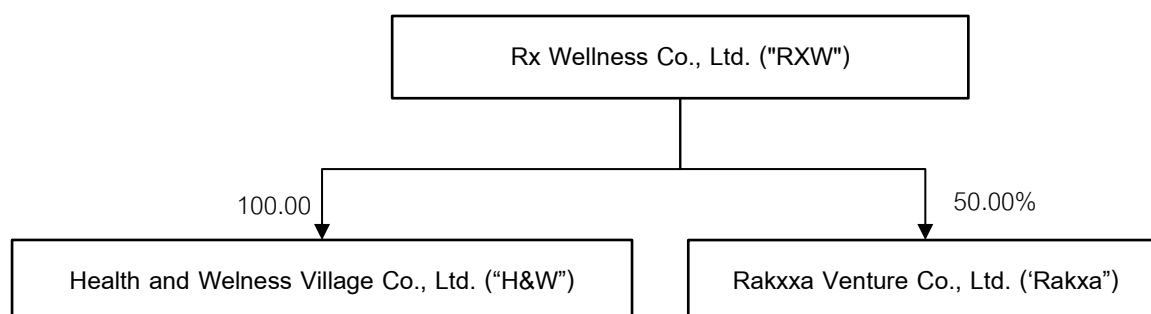
However, RXW has operating results for the past less than 12 months is negative loss. Therefore, independent financial advisors cannot assess this valuation.

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 equity (FCFE) by using assumptions based on given information and interviews with the management, discounted by Weighted Average Cost of Equity (Ke) of the Company to calculate the future net cash flow from a financial projection.

1) RXW's Company Structure

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



Company Name		Nature of business
Rx Wellness Co., Ltd.	RXW	engage in hotel, health, and wellness
Health and Wellness Village Co., Ltd.	H&W	engage in health and wellness
Rakxxa Venture Co., Ltd.	Rakxa	engage in health care and wellness center clinic and rehabitaion center

Source: FNS's Company information

2) Key Assumption

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 are as follows:

Company	Assumption on Nature of business
RXW	engage in hotel, health and wellness, health care and wellness center clinic and rehabitaion center
H&W	engage in health and wellness through RXW after restructuring
Rakxa	engage in health care and wellness center clinic and rehabitaion center through RXW after restructuring

Source: FNS's Company information

RXW operates in holistic health business and collaborated with Bumrungrad Hospital to develop a fully integrated health and medical center. RXW's services include: 1) Providing health analysis services using modern medical technology. (2) Providing treatment services using modern medicine with world-class medical technology. together with traditional medical therapy (3) Providing medical fitness center services (4) Providing health food services (5) Providing accommodation while receiving health care Currently, there are two service locations: RAKxa Integrative Wellness and RXV Wellness Village

In this regard, the income of RXW can be separated into:

- Accommodation income
- Food and beverage income
- Health and Wellness service income
- Income from medical services and medical supplies (Managed by the Bumrungrad Hospital Group)
- Income from selling products in stores
- Other income

Because the RAKxa Wellness at Bang Kachao Project (RAKxa) and the RXV Wellness Village Project (RXV) have different target groups of customers with different prices and service formats. The independent financial advisor would like to present assumptions based on the project in terms of (a) accommodation, (b) food and

beverages, (c) health care services, and (d) other income which includes medical services and medical supplies, and revenue from gift shops.

2.1) Major Assumption for RAKxa Wellness at Bang Kachao Project (RAKxa)

1. Revenue from Sales

RAKxa Project situate in Bang Kachao area, Bang Nam Phueng subdistrict, Phrapradaeng district, SamutPrakan province, on an area over 180 rai providing comprehensive integrated health and holistic medical center. The main target customers of the project are foreigners and Thais who want to receive individually designed services for health and wellness. There are various health care packages to choose from which aim to appeal to different health goals. The duration package ranges from 1 day to 14 days and covers the services mentioned above.

The RAKxa project offers villa/resort style accommodation. Currently, there are 27 Garden Villas and 15 Pool Villas, totaling 42 rooms, and there is space to expand up to 68 rooms in the project, divided into 11 Garden Villas, 13 Pool Villas, and 2 Presidential Suit rooms that are expected to be gradually completed within 2026-70

	Unit	2021	2022	2023
Available Units	Room	27	32	42
Occupancy rate	Percent	5.20%	12.92%	11.85%
Revenue per person per night	Baht	41,830	32,421	31,990

Source: FNS's Company information

During 2020-21, the RAKxa project received direct impacts from coronavirus 2019 pandemic ("COVID-19") due to the national lockdown, as a result, the occupancy rate after the project opened is lower. In 2022, the number of rooms available was 32 and the occupancy rate was 12.92%. In 2023, the number of rooms increased to 42 and occupancy rate of 11.85%.

The cost per person per night in 2023 had decreased from 41,830 baht in 2022 to 32,421 baht due to mentioned COVID-19 outbreak causing RAKza project to focus on local customers (within Thailand) who mostly subscribe to local membership package where customers tend to come for health and wellness service as day use and does not require accommodation.

In 2024, the independent financial advisor has assumed that the occupancy rate will increase to 20.00 percent based on projection by the Tourism Authority of Thailand (TAT) that in 2024 there will be more than 28 million individuals travel into the country which is higher than 2023 and is expected to return to approximately 35 million per year in 2025, compared to the number of travelers before the outbreak of coronavirus disease 2019 ("COVID-19") in 2018- 20 at 38.18 million - 39.91 million individuals. The estimated numbers are therefore considered to be less than what was possible in the past. The holistic health business of the RAKxa project, which

is part of Medical and Wellness Tourism, is likely to grown in the same direction as expected by the Tourism Authority of Thailand (TAT). The occupancy rate during December 2023 of the RAKxa project had reached 18.00% and is expected that there will continue to improve in 2024. The independent financial advisor estimates that the occupancy rate of the RAKxa project will increase every year until 2027, which will be maintained at 70.00% thereafter to reflect occupancy rates consistent with medical and health tourism. The assumption is also based on the hotel occupancy rate of Thailand during 2017-19 at 70.08% - 71.16% (hotel occupancy rate of the central region including Bangkok during 2017-19 was 73.05% - 75.96%)

In terms of revenue per person per night in 2024, the independent financial advisor expect to increase to 39,395 baht due to the increase in the price of the package, canceling the sale of entry level (local) membership package and returning to focus more on foreign customers and has a goal of continuously selling more health care packages. The IFA sets the revenue per person per night at 50,360.52 baht in 2026, with an increase of 2.78% to 2.80% thereafter, consist of accommodation and health service fee growth rates of 3.00%, based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) and the increase of food and beverage price at 1.50%, based on Thailand's general inflation rate for the past 10 years (not counting the years during which the COVID-19 outbreak occurred from 2020 to 2021).

The independent financial advisor has made assumptions about occupancy rates and revenue per person per night, which can be summarized as follows:

	2024	2025	2026	2027	2028	2029
Available Units (rooms)	42	42	60	68	68	68
Occupancy rate (%)	20.00%	40.00%	55.00%	70.00%	70.00%	70.00%
Revenue per person per night (Baht)	39,394.87	44,871.39	50,360.62	51,762.93	53,205.68	54,690.06
Fee growth (%)	23.15%	13.90%	12.23%	2.78%	2.79%	2.79%
	2030	2031				
Available Units (rooms)	68	68				
Occupancy rate (%)	70.00%	70.00%				
Revenue per person per night (Baht)	56,217.30	57,788.65				
Fee growth (%)	2.79%	2.80%				

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

In addition to income from accommodation, health services and food and beverages, the RAKxa project will have service charge income. (Service charge) 10.00 percent of accommodation and food and beverage revenue. Including other income that consists of services that are outside of the main services such as shuttle service and other services, the independent financial advisor assumed the proportion at 5.00 percent of the main income of the project after 2025 onwards.

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Revenue from Accommodation	20.99	49.32	101.59	205.54	305.38	314.54	323.97
Revenue from Food and Beverage	12.09	27.99	56.81	113.27	165.84	168.33	170.85
Revenue from Health and Wellness	22.82	79.72	199.29	469.76	697.91	718.85	740.42
Revenue Service Charge	5.47	7.73	15.84	31.88	47.12	48.29	49.48
Other Income	7.05	15.70	17.88	39.43	58.46	60.09	61.76
Total Revenue	68.42	180.45	391.42	859.88	1,274.71	1,310.09	1,346.49
Revenue growth (%)		99.06%	116.91%	119.68%	48.24%	2.78%	2.78%

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

Note: Main revenue which refers to revenue per person per night consists of revenue from accommodation, food and beverage, and health and wellness only.

2. Cost of Good Sold

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

Cost of Accommodation	Cost of accommodation of RAKxa consists of cost of consumables related to accommodataion services, cost of services related to accommodation and resort business, and maintenance cost. As RAKxa project is still in its initial phase, there is still not a very high occupancy rate. and fixed costs have not yet been used effectively enough. Therefore, using historical costs to revenue ratio in cost projection is not possible. The independent financial advisor therefore uses the assumption that the cost of accommodation services will decrease from 3 rd quarter of 2023 at 62.37% to normalize at 35.00% within year 2025 Where IFA expects that the occupancy rate will be 55.00%. The service cost rate of 35.00% is the rate determined according to the management's estimation. And it's a reasonable rate compared to the accommodation industry that offers a high level of service villa/resort style accommodation.
Cost of Food and Beverage	The RAKxa project's food and beverage costs consist of the cost of food and beverages for sale. and related cost. During 2021-23, the RAKxa project has food and beverage costs at 32.75% to 34.36% of food and beverage revenue. The independent financial advisor therefore uses the average assumption of 33.73% of food and beverage revenue.
Cost of Health and Wellness Service	Due to the RAKxa project still has low occupancy rate and fixed costs have not been used sufficiently. Therefore, comparing past costs is not possible. The RAKxa project has health service costs in the first 3

	<p>quarters of 2023 at 40.11% and is expected to decrease to 25.00% by 2025, which is expected to have an occupancy rate at 55.00%, it is the rate determined according to the management's estimation. and is a reasonable rate compared to the health service industry.</p>
Cost of Staff and Personnel	<p>Personnel costs include salaries and other expenses. related to service personnel and service fees (Service Charge) The independent financial advisor sets the growth of personnel costs at 3.00% based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) But in 2025 and 2026, the independent financial advisor has determined that there will be an increase in personnel costs at 5.00% and 20.00% to support the expansion of the number of rooms from 42 to 68 rooms in 2026 and 2027.</p> <p>In the service fee (Service charge) set to be equal to service income. (Service charge) at 10.00 percent of room and food and beverage revenue.</p>
Cost of Utility	<p>Due to the RAKxa project still has a low occupancy rate and fixed costs have not been used sufficiently, comparing past costs is not possible. The RAKxa project has utility costs in the first 3 quarters of 2023 at 7,633 baht per person per night. and is expected to decrease to 5,000 baht per person per night by 2027, which is expected to have an occupancy rate of 70.00 percent, a rate determined according to management's estimates. and is an appropriate rate compared to the various buildings of the project.</p>
Cost of Other Revenue	<p>Other revenue costs consist of service costs outside of core services such as shuttle service and other services. The independent financial advisor sets the proportion at 40.00 percent of other income. This is the rate determined based on management's estimation. and it is an appropriate rate.</p>

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

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Cost of Accommodation	13.09	24.66	40.64	71.94	106.88	110.09	113.39
Cost of Food and Beverage	3.96	9.45	19.18	38.24	55.98	56.82	57.67
Cost of Health and Wellness Service	9.15	27.90	59.79	117.44	174.48	179.71	185.10

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Cost of Staff and Personnel	54.66	85.66	97.67	130.08	148.26	152.46	156.78
Cost of Utility	10.26	21.46	36.79	60.23	88.17	89.50	90.84
Cost of Other Revenue	-	6.28	7.15	15.77	23.38	24.03	24.70
Total Cost	91.12	169.13	254.06	417.92	573.78	588.58	603.79
Total Cost to Revenue (%)	163.03%	107.71%	71.03%	53.00%	49.08%	48.98%	48.88%

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

3. Selling and Administrative Expenses

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

Selling Expense	<p>Selling expenses include public relations expenses, promotion costs, advertising costs, sales agent commissions and other selling expenses. In the first 3 quarters of 2023, the proportion of sales expenses to main income was 31.17%. Due to the RAKxa project still has a low occupancy rate and fixed expenses have not been used sufficiently. Also this project is still in its early stage, the sales of its package is still heavily relied on outside selling agents while the project also incurred high marketing expense in promoting its service (via roadshow and various media channels). The independent financial advisor assumed that Selling expenses to main income should decrease as RAKxa has more market penetration and a more direct customers database. The independent financial advisor has determined that the proportion will decrease every year until 2026 to target of 10.00% of main income. This is the rate determined based on management's estimation. And the rate is in line with the sales agent's commission. and other selling expenses</p>
Administrative Expense	<p>Administrative expenses include maintenance cost, utilities and cleanliness and safety service, management and consulting fees and other administrative expenses. From 2023, the independent financial advisor has determined that there will be an increase in the administrative expense rate of 1.50% from the administrative expenses in 2023, based on Thailand's general inflation rate for the past 10 years (not counting the years during which the COVID-19 outbreak occurred from 2020 to 2021).</p> <p>In terms of rent RXW must pay to MKF after completion of the transaction with a lease period of 10 years. Rental and service expenses for years 1-3 is expected to be 60 million baht per year. Years 4-10 will increase to</p>

	<p>120 million baht per year. Because MKF is directly owned by MK which has FNS as the major shareholder. The independent financial advisor therefore assumes that the contract can be renewed every 10 years.</p> <p>The lease agreement also has an agreement to share revenue of the project when the revenue generated within the leased premises exceed 300 million baht at 10.00% to MKF.</p>
Personnel Expense	<p>Personnel costs include salaries and other expenses, related to personnel in sales and administration, the independent financial advisor assume the growth of personnel costs at 3.00% from personnel expenses in 2023, based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) But in 2025 and 2026, the independent financial advisor has determined that there will be an increase in personnel expenses at 5.00 percent and 20.00 percent to support the expansion of the number of rooms available from 42 to 68 rooms in 2026 and 2027.</p>

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

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Selling Expense	21.33	31.40	53.65	78.86	116.91	120.17	123.52
Administrative Expense	33.03	91.22	114.47	173.03	264.89	284.03	288.29
Personnel Expense	31.93	45.08	47.34	56.80	58.51	60.26	62.07
Total SG&A	86.29	167.70	215.46	308.69	440.30	464.46	473.88
Total SG&A to Revenue (%)	154.39%	106.80%	60.23%	39.14%	37.66%	38.65%	38.36%

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

2.2) Major Assumption for RXV Wellness Village

1. Revenue from sale

The RXV Wellness Village project opened in the first quarter of 2023 in Sam Phran district, Nakhon Pathom province, just 45 minutes from Bangkok with more than 4,000 sq m of green space in located of 100 rai of Suan Sampran. The property itself is around 10 rai of formerly the Rose Garden Hotel with a long-term lease to operate a full-service integrated health and holistic medical center. The main target customers of the project are Thais and foreigners, including organizing seminars and health activities for groups or corporates. With individual and group packages available, RXV consists of hotel buildings with 83 rooms in the first phase and plans to increase this to 100 rooms in the IFA cashflow estimation period and has a common area of 4,000 square meters as a health care center Both medical treatments and hydrotherapy.

	Unit	2023
Available Units	Room	83
Occupancy rate	Percent	8.81%
Revenue per person per night	Baht	6,372

Source: FNS's Company information

In 2024, the independent financial advisor has determined that the occupancy rate will increase to 20.00% based on the assumption from the projection by the Tourism Authority of Thailand (TAT) that in 2024 there will be more than 28 trips into the country and the project will become more well-known through promoting and marketing activities. The IFA has determined that the occupancy rate of the RXV project will increase every year until 2026 and will remain at 60.00% thereafter where RXV project is expected to expand to 100 rooms. The IFA estimates the project's occupancy rate to be lower than the reference rate of hotel occupancy in Thailand during 2017-19 at 70.08% to 71.16% (Hotel occupancy rate of the central region including Bangkok during 2017-19 is at 73.05% - 75.96%) because the project is likely to have local customers who will use the service especially during the holidays and will have a shorter stay period than the RAKxa project.

In terms of expenses per person per night in 2024, the independent financial advisor expects to increase to 7,877 baht per person per night due to the increase in the price of the package, there has been an increase. Abolition of sales of accommodation services only and returning to focus more on corporate customers and has a goal of continuously selling more health care packages The IFA sets the cost per person per night at 9,622 baht in 2026, increasing at a rate of 2.70 to 2.72 percent thereafter, consist of accommodation and health service fee growth rates of 3.00%, based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) and the increase of food and beverage price at 1.50%, based on Thailand's general inflation rate for the past 10 years (not counting the years during which the COVID-19 outbreak occurred from 2020 to 2021).

The independent financial advisor has made assumptions about occupancy rates and revenue per person per night, which can be summarized as follows:

	2024	2025	2026	2027	2028	2029
Available Units (rooms)	83	83	100	100	100	100
Occupancy rate (%)	20.00%	40.00%	60.00%	60.00%	60.00%	60.00%
Revenue per person per night (Baht)	7,381	8,500	9,622	9,882	10,149	10,424
Fee growth (%)	15.85%	15.15%	13.20%	2.70%	2.71%	2.71%
	2030	2031				
Available Units (rooms)	100	100				
Occupancy rate (%)	60.00%	60.00%				
Revenue per person per night (Baht)	10,707	10,997				

	2024	2025	2026	2027	2028	2029
Fee growth (%)	2.71%	2.72%				

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

Note: IFA assumed available room in 2026 at 100 rooms from maximum potential room of 150 as currently RXW does not have plan to invest in renovation and business plan for the remaining potential 50 rooms.

In addition to income from accommodation, health services and food and beverages, the RAKxa project will have service charge income. (Service charge) 10.00 percent of accommodation and food and beverage revenue. Including other income that consists of services that are outside of the main services such as shuttle service and other services, the independent financial advisor assumed the proportion at 10.00 percent of the main income of the project.

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Revenue from Accommodation	6.69	23.83	49.09	91.37	94.11	96.94	99.84
Revenue from Food and Beverage	4.34	14.62	29.68	54.44	55.26	56.09	56.93
Revenue from Health and Wellness	4.07	19.69	55.14	128.12	131.96	135.92	139.99
Revenue Service Charge	1.51	5.81	13.39	27.39	28.13	28.89	29.68
Other Income	3.63	5.81	13.39	27.39	28.13	28.89	29.68
Total Revenue	20.24	69.77	160.69	328.72	337.60	346.73	356.13
Revenue growth (%)		149.28%	130.31%	104.57%	2.70%	2.71%	2.71%

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

2. Cost of Good Sold

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

Cost of Accommodation	<p>The accommodation service costs of the RXV project consist of cost of consumables related to accommodataion services, cost of services related to accommodation and resort business, and maintenance cost. As RXVproject is still in its initial phase, there is still not a very high occupancy rate. and fixed costs have not yet been used effectively enough. Therefore, using historical costs to revenue ratio in cost projection is not possible. The independent financial advisor uses the assumption that the cost of accommodation services in 2024 is set at 50.00% and decrease to 30.00% by 2025, which is expected to have an occupancy rate of 60.00 percent. The assumption is determined according to the management's estimation and it's a reasonable rate compared to the accommodation industry that offers a high level of service hotel building style accommodation.</p>
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Cost of Food and Beverage	In the first three quarters of 2023, the RXV project had higher food and beverage costs than revenue due to its recent launch. The independent financial advisor therefore used the assumption that the cost of food and beverage revenue was 40.00% of the food and beverage revenue, according to management's estimate, which is the rate appropriate to the industry.
Cost of Health and Wellness Service	At present, the RXV project has a low occupancy rate and has not made sufficient use of fixed costs. Therefore, historical cost comparisons are not possible. RXV project has health service costs in the first three quarters of 2023, RXV projects have higher health service costs than revenue due to the recent launch, therefore, the independent financial advisor has adopted the assumption that in 2024 it will be set at 50.00% to 30.00% by 2025, which is expected to have an occupancy rate of 60.00% according to management's estimates which is a rate suitable for the industry.
Cost of Staff and Personnel	<p>Personnel costs include salaries and other expenses. related to service personnel and service fees (Service Charge) The independent financial advisor sets the growth of personnel costs at 3.00% based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) But in 2025 and 2026, the independent financial advisor is set to grow personnel costs at 5.00 percent over the first three years, 2024 to 2026, to support the expansion of occupancy.</p> <p>In the service fee (Service charge) set to be equal to service income. (Service charge) at 10.00 percent of room and food and beverage revenue.</p>
Cost of Utility	At present, the RXV project has a low occupancy rate and has not made sufficient use of fixed costs. Therefore, historical cost comparisons are not possible. The RXV project has a utility cost in the first three quarters of 2023 at THB 1,643 per person per night and is expected to decrease to THB 800 per person per night by 2026 in relation to improve accommodation occupancy.
Cost of Other Revenue	Other revenue costs consist of service costs outside of core services such as shuttle service and other services. The independent financial advisor sets the proportion at 40.00 percent of other income. This is the

	rate determined based on management's estimation. and it is an appropriate rate.
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Source: Company information and a projection prepared by the IFA based on Company's projection and management interviews.

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Cost of Accommodation	1.70	11.91	19.63	27.41	28.23	29.08	29.95
Cost of Food and Beverage	4.84	5.85	11.87	21.78	22.10	22.44	22.77
Cost of Health and Wellness Service	4.31	9.85	22.05	38.43	39.59	40.78	42.00
Cost of Staff and Personnel	22.06	37.90	47.08	62.77	64.57	66.43	68.33
Cost of Utility	2.18	7.27	12.12	17.52	17.78	18.05	18.32
Cost of Other Revenue		2.33	5.36	10.96	11.25	11.56	11.87
Total Cost	35.10	75.11	118.12	178.87	183.53	188.32	193.25
Total Cost to Revenue (%)	232.36%	129.18%	88.21%	65.30%	65.24%	65.18%	65.12%

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

Note: Main revenue which refers to revenue per person per night consists of revenue from accommodation, food and beverage, and health and wellness only.

3. Selling and Administrative Expenses

In calculating selling and administrative expenses, the Independent Financial Advisor used assumptions to compare historical data with details as follows.

Selling Expense	<p>Selling expenses include public relations expenses, promotion costs, advertising costs, sales agent commissions and other selling expenses.</p> <p>In the first three quarters of 2023, the ratio of selling expenses to main revenue was 27.60%, while the independent financial advisor set the proportion to decrease every year until 2026 at 10.00 percent of the revenue, which is the rate determined by management's estimates and is in line with affiliate commission and other sales expenses.</p>
Administrative Expense	<p>Administrative expenses include maintenance, cost Utilities, and cleanliness and safety management, and consulting fees and other administrative expenses The independent financial advisor has determined that there will be an increase in the administrative expense rate at 1.50%, based on Thailand's general inflation rate for the past 10 years (not counting the years during which the COVID-19 outbreak occurred from 2020 to 2021).</p> <p>In terms of rent RXW must pay to MKH after completion of the transaction with a lease period of 10 years. Rental and service expenses for years 1-3 is expected to be 40 million baht per year. Years 4-10 will increase to</p>

	<p>90 million baht per year. Because MKH is directly owned by MK which has FNS as the major shareholder. The independent financial advisor therefore assumes that the contract can be renewed every 10 years.</p> <p>The lease agreement also has an agreement to share revenue of the project when the revenue generated within the leased premises exceed 300 million baht at 10.00% to MKH and if the revenue exceed, the additional amount will be shared at 12%</p> <p>* MKH has a long-term lease agreement of 21 years, renewable for a total of 42 years, with Rose Garden Hotel Company 2511, effective from 1 November 2021.</p>
Personnel Expense	<p>Personnel costs include salaries and other expenses, related to personnel in sales and administration, the independent financial advisor assume the growth of personnel costs at 3.00% from personnel expenses in 2023, based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) But in 2025 and 2026, the independent financial advisor determines that there will be a growth in personnel costs of 5.00% in the first 3 years, 2024 to 2026, to support the expansion of occupancy rates.</p>

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

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Selling Expense	2.41	4.77	7.36	9.14	9.41	9.69	9.98
Administrative Expense	53.26	99.79	110.83	112.03	151.42	165.85	167.83
Personnel Expense	25.01	33.61	35.29	37.05	38.16	39.31	40.49
Total SG&A	80.68	138.16	153.49	158.22	199.00	214.86	218.30
Total SG&A to Revenue (%)	534.10%	237.63%	114.62%	57.76%	70.73%	74.36%	73.56%

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

2.3) Major Assumption for medical services and medical supplies (VTL), and gift shop

1. Revenue from sale

In addition to revenue from sales of health and wellness packages, RXW offers health care services, treatment, and distribution of medical supplies (VTL) in addition to the main package. The clinic operation is managed under the Bumrungrad Hospital Group. Other revenue from RXW projects is product sales in stores (gift shop). In the first 3 quarters of 2023, VTL income is 15.91 million baht, while gift shop sales from both projects is 2.50 million baht.

The IFA assumes that VTL's revenue will grow in line with health service revenue at the proportion of 20.00% of revenue from health and wellness in 2026 until the end of the projection. The product sales of gift shop is assumed at 1.99 percent of main income throughout the projection based on the proportion of historical product sales revenue between 2022 and 2023 at 1.95% - 2.04% of main income.

The independent financial advisor has set assumptions based on income as follows:

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Revenue from VTL	15.91	49.70	101.77	119.57	165.97	170.95	176.08
VTL to Health & Wellness Revenue (%)	59.16%	50.00%	40.00%	20.00%	20.00%	20.00%	20.00%
Revenue from selling products in stores	2.50	4.29	9.80	21.18	28.91	29.71	30.54
Revenue to Main Revenue (%)	3.52%	1.99%	1.99%	1.99%	1.99%	1.99%	1.99%

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

2. Cost of Good Sold

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

Cost of VTL	<p>Cost of healthcare services, treatment, and distribution of medical supplies (VTL) consists of management costs under contract by Bumrungrad Hospital Group, cost of consumables, cost of health care services from outside agencies and doctors, cost of medicines, medical supplies, and dietary supplements.</p> <p>The independent financial advisor sets the growth of personnel costs at 3.00%, based on the growth rate of gross domestic product over the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021) and stipulates that management fees under employment will increase at a rate of 10.00 percent every 3 years according to the contract period. And other costs are variable costs with a rate of 40.00 percent of VTL revenue. This is a rate determined according to management's estimates. and is an appropriate rate when compared to variable hiring costs and product costs for health care services, treatment, and distribution of medical supplies.</p>
Cost of selling products in stores	<p>Cost of merchandise sold in stores consists of merchandise costs for sale and consignment. and material costs. In the first 3 quarters of 2023, both projects show high cost of selling products in the stores because of low occupancy rate and the RXV project has just been launched. and fixed</p>

	<p>costs have not yet been used effectively enough, therefore, the IFA determines to use costs based on management's estimates.</p> <p>The independent financial advisor has determined that the cost of product sales in stores, excluding personnel costs, will continue to decrease. and has a rate of 40.00 percent of sales revenue from stores in 2026 onwards. This is a rate determined based on management's estimates. and is an appropriate rate compared to the cost of the products.</p>
Cost of Staff and Personnel	<p>Personnel costs consist of salaries and various expenses related to service personnel and service. The independent financial advisor sets the growth of personnel costs at 3.00 percent, based on the growth rate of gross domestic product over the past 10 years (not counting the year during which the COVID outbreak occurred. -19 from 2020 to 2021)</p>
Cost of Utility	<p>The independent financial advisor sets the growth of utility costs at 1.50 percent based on the general inflation rate of Thailand over the past 10 years (not counting the years during which the COVID-19 outbreak occurred from 2020 to Year 2021)</p>

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

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Cost of VTL	16.25	34.62	55.44	64.04	82.60	84.59	88.26
Cost of selling products in stores	1.98	3.43	5.88	8.47	11.56	11.89	12.22
Cost of Staff and Personnel	0.66	1.18	1.21	1.25	1.29	1.33	1.37
Cost of Utility	0.67	1.15	1.16	1.18	1.20	1.22	1.23
Total Cost	19.56	40.37	63.70	74.94	96.65	99.02	103.08
Total Cost to Revenue (%)	112.06%	74.77%	57.09%	53.24%	49.59%	49.34%	49.89%

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

3. Selling and Administrative Expenses

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

Selling Expense VTL	<p>Selling expenses include sales commission and other selling expenses.</p> <p>In the first 3 quarters of 2023, sales expenses to main revenue proportion are at 8.17%. The independent financial advisor estimates that the proportion will decrease every year until 2024 at 3.00 % per revenue from VTL which is the rate determined according to management's estimation,</p>
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	and the rate is in line with the sales agent's commission. and other selling expenses
Selling Expense of products in stores	Selling expenses include sales promotion fee, sales agent commission, and other selling expenses Related to selling products in stores, in the first 3 quarters of 2023, there is a proportion of sales expenses to selling products revenue is at 6.02%. IFA estimates that the proportion will decrease every year until the year. 2026 at 1.50 percent of selling products revenue. This is the rate determined based on management's estimation, and the rate is in line with the sales agent's commission. and other selling expenses
Administrative Expense	Administrative expenses include maintenance, utilities, insurance expense, management and consulting fees, business research and development expenses, IT system and service fees, and other administrative expenses The IFA has determined that there will be an increase in the administrative expense rate at 1.50 percent, based on the general inflation rate of Thailand for the past 10 years (not counting the year in which the COVID outbreak situation occurred. -19 from 2020 to 2021)
Personnel Expense	Personnel costs include salaries and other expenses, related to personnel in sales and administration, the independent financial advisor assume the growth of personnel costs at 3.00% from personnel expenses in 2023, based on the growth rate of gross domestic product (GDP) for the past 10 years (not counting the year in which the COVID-19 outbreak occurred from the year 2020 to 2021)

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

(unit: Million Baht)	9M2023	2024	2025	2026	2027	2028	2029
Selling Expense VTL	1.40	2.49	3.05	3.59	4.98	5.13	5.28
Selling Expense Store	4.08	10.76	14.75	15.94	21.76	22.36	22.98
Administrative Expense	27.76	39.04	39.62	40.22	40.82	41.43	42.06
Personnel Expense	45.01	59.75	61.55	63.39	65.29	67.25	69.27
Total Expense	78.25	112.04	118.97	123.14	132.85	136.18	139.59
Total Expense to Revenue (%)	73.09%	36.83%	17.93%	9.26%	7.35%	7.33%	7.31%

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

4. Capital Expenditure and Depreciation and Amortization

RXW has invested in expanding the number of accommodation units in both projects, with RXW investing in the decoration and interior of the properties such as furniture decorations, fixtures, and other equipment. The RAKxa project has plans to expand an additional 11 Garden Villa rooms, 13 Pool Villa rooms, and 2 Presidential Suit rooms, which are expected to be gradually completed in 2026-27 and have a total investment of 31.90 million baht. The RXV project will have a plan to expand rooms from 80 to 100 rooms in 2026 and is a total investment of 14.00 million baht. In addition, RXW is assumed to frequently replace housing and health services equipment, and various tools to maintain its luxury position as well as new/updated integrated modern technology to maintain its competitiveness. The independent financial advisor has estimated it at 23.81 million baht per annum for the following investment.

The independent financial advisor has estimated investment expenses and depreciation, and amortization as follows:

(unit: Million Baht)	2024	2025	2026	2027	2028	2029
Capital Expenditure	23.81	60.51	33.01	23.81	23.81	23.81
Depreciation and Amortization	28.57	40.67	38.50	37.94	38.78	32.99

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

5. 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.

The independent financial advisor has determined that RXW has an account receivable period of 4.26 days, which is calculated from the average between 2021 to the first 3 quarters of 202 where RXW has a account receivable period of 0.95 to 8.17 days, which The independent financial advisor is of the opinion that the average period of 2.75 years is an appropriate period and sufficient to reflect RXW's future operations. In addition, the business of providing respite services and medical facilities and providing health services is a business that has a short period of time to collect money because customers mainly reserved and paid in full when services are completed.

The independent financial advisor has determined that RXW has an account payable period to creditors of 60 days, which is the rate determined based on management's estimation, and it is a rate that is consistent with the business. Between 2021 and the first 3 quarters of 2023, RXW has an account payable to creditors of 69.34 -

97.72 days, which the independent financial advisor is of the opinion that the average of the period is 2.75. years is a period that is reasonably sufficient to reflect RXW's future performance in repaying its creditors.

As for inventories, the IFA assumed 18.88 days inventory, which is calculated from the average between 2021 to the first 3 quarters of 2023. RXW has an inventory period of 18.06 - 19.68 days, which the IFA has considered 2.75 year period average is a reasonable period that adequately reflects RXW's future performance in its inventories. Inventories consist of (1) inventories related to accommodation services such as appliances and various convenience equipment, and equipment related to accommodation services. (2) Inventories related to food and beverages, such as food, beverages, and fresh produce, and equipment related to food and beverage services. (3) Inventories related to Health care services and medical services and medical supplies such as medical supplies and equipment related to health care services (4) Inventories related to sales in stores such as inventory for sale in stores

(Unit: Million Baht)	2024	2025	2026	2027	2028	2029
Account Receivable	3.64	7.93	15.89	21.60	22.20	22.82
Account Payable	15.43	23.50	36.46	46.53	47.73	49.05
Inventory	49.03	74.67	115.87	147.87	151.68	155.87
Total Working Capital	(29.96)	(43.24)	(63.52)	(79.73)	(81.74)	(84.00)

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

6. Loan

After RXW transferred its operations to FNS in the form of total capital, and according to interviews with FSN executives, there was no policy to borrow money, but would use internal cash flow to manage RXW.

7. Profit and Loss Statement of RXW

The independent financial advisor has estimated RXW's profit and loss statement as follows:

(unit: Million Baht)	2023	2024	2025	2026	2027	2028	2029
Revenue from Accommodation	27.68	73.15	150.68	296.92	399.49	411.47	423.82
Revenue from Food and Beverage	16.43	42.61	86.50	167.72	221.10	224.42	227.78
Revenue from Health and Wellness	26.89	99.41	254.43	597.87	829.87	854.77	880.41
Revenue from VTL	15.91	49.70	101.77	119.57	165.97	170.95	176.08
Revenue from Shop	1.56	4.29	9.80	21.18	28.91	29.71	30.54
Service Charge	6.98	13.54	29.23	59.27	75.25	77.18	79.16
Other Revenue	11.62	21.52	31.28	66.82	86.59	88.98	91.44
Total Revenue	107.07	304.21	663.68	1,329.35	1,807.19	1,857.49	1,909.23
Cost of Good Sold	(133.51)	(290.89)	(443.04)	(687.50)	(877.34)	(899.96)	(924.82)

Gross Margin	(26.45)	13.32	220.64	641.85	929.85	957.53	984.41
SG&A Expenses	(243.27)	(410.90)	(487.91)	(590.04)	(772.15)	(815.50)	(831.77)
EBITDA	(269.72)	(397.57)	(267.27)	51.81	157.70	142.03	152.64
Depreciation and Amortization	(94.63)	(28.57)	(40.67)	(38.50)	(37.94)	(38.78)	(32.99)
Interest Expense	(21.33)	-	-	-	-	-	-
Profit Before Tax	(385.68)	(426.15)	(307.95)	13.31	119.75	103.25	119.65
Tax Expense	0.03	-	-	-	-	-	-
Net Income	(385.65)	(426.15)	(307.95)	13.31	119.75	103.25	119.65
(unit: Million Baht)	2030	2031					
Revenue from Accommodation	436.53	449.63					
Revenue from Food and Beverage	231.20	234.67					
Revenue from Health and Wellness	906.82	934.03					
Revenue from VTL	181.36	186.81					
Revenue from Shop	31.39	32.26					
Service Charge	81.19	83.28					
Other Revenue	93.97	96.57					
Total Revenue	1,962.47	2,017.24					
Cost of Good Sold	(948.72)	(973.28)					
Gross Margin	1,013.75	1,043.97					
SG&A Expenses	(848.48)	(865.65)					
EBITDA	165.27	178.32					
Depreciation and Amortization	(25.65)	(23.81)					
Interest Expense	-	-					
Profit Before Tax	139.62	154.51					
Tax Expense	-	(30.90)					
Net Income	139.62	123.61					

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

Note: The independent financial advisor has projected to 2031 to show the impact of cash flow after RXW's accumulated tax loss credit expires in 2030.

3) The Calculation of Discounted Cash Flow Approach

1. Present Value of Cash Flow of RXW

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 RXW, adjusted by a discount rate calculated from the cost of equity (K_e) of RXW at 11.19 percent. The independent financial advisor calculated by using the target income proportion of each business type of RXW and then using the weighted average of the Cost of Equity (K_e) of each business type.

Cost of Equity (K_e) of a group of companies operating a hotel or room business	10.57
Cost of Equity (K_e) of healthcare companies or hospitals	11.59
Proportion to the target income of the room service business or hotel	39.22%
Proportion to the target income of the health service business or hospital	60.78%
Weighted Average Cost of Equity: K_e	11.19

Source: Calculated by an independent financial advisor

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 2.35% per year (as of 26 December 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 0.68 for hotel companies and 0.76 for healthcare or hospital companies.
Market Return: R_m	=	Market return is at 14.44% per year (as of 26 December 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 12.08% (as of 26 December 2023), calculated from historical 3-year ^{1/} average of the difference between daily market return and risk-free return.

Source: Bloomberg as of 26 December 2023

Note: 1/ The Independent Financial Advisor has assumptions based on the historical period of 3 years (from 27 December 2020 to 26 December 2023) 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. The longer period may not reflect the fundamental of the market which significantly changes from the past. The Independent Financial Advisor has opinion that the 3-year information can adapt because the market has recover from Covid-19 situation already, which the fluctuation period of the market is only between February to November 2020.

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

RXW's Levered Beta Calculation The independent financial advisor calculated from the average Unlevered Beta of listed companies with similar business income to RXW's business, divided into 2 businesses: 1) companies

operating rooms or hotels and 2) companies operating healthcare services or hospitals, then adjusted with debt-to-equity ratio to reflect RXW's risk.

The calculation of Levered Beta is as follows:

Levered Beta of a company that operates a hotel or room business.

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

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 RXW. The average unlevered beta is 0.48.
t	=	Corporate income tax is 20%
D/E	=	Debt to equity 0.52 (not include lease liabilities)

Based on the above calculation, the Levered Beta is equal to 0.68

Unlevered Beta average table of companies operating rooms or hotels

The average Unlevered Beta is calculated from SET-listed companies with revenues from hotel companies, which is similar to RXW's business, as follows:

No.	Listed Company	Code	Unlevered Beta ^{1/}
1	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	MINT	0.42
2	THE ERAWAN GROUP PUBLIC COMPANY LIMITED	ERW	0.38
3	BOUND AND BEYOND PUBLIC COMPANY LIMITED	BEYOND	0.66
4	LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED	LRH	0.37
5	SHANGRI-LA HOTEL PUBLIC COMPANY LIMITED	SHANG	0.50
6	CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED	CENTEL	0.56
Average			0.48

Source: Bloomberg as of 26 December 2023

Remark: 1/ Unlevered Beta calculated from 3-year daily historical data (From 27 December 2020 to 26 December 2023) (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.

Levered Beta of companies engaged in wellness services or hospitals

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

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 RXW. The average unlevered beta is 0.54
t	=	Corporate income tax is 20%
D/E	=	Debt to equity 0.52 (not include lease liabilities)

Based on the above calculation, the Levered Beta is equal to 0.68

Unlevered Beta average table of companies operating wellness services or hospitals

The average Unlevered Beta is calculated from SET-listed companies with revenues from wellness companies, which is similar to RXW's business, as follows:

No.	Listed Company	Code	Unlevered Beta ^{1/}
1	SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED	SPA	0.52
2	BANGKOK DUSIT MEDICAL SERVICES PUBLIC COMPANY LIMITED	BDMS	0.59
3	BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED	BH	0.74
4	AIKCHOL HOSPITAL PUBLIC COMPANY LIMITED	AHC	0.47
5	BANGKOK CHAIN HOSPITAL PUBLIC COMPANY LIMITED	BCH	0.45
6	CHULARAT HOSPITAL PUBLIC COMPANY LIMITED	CHG	0.49
7	CHIANG MAI RAM MEDICAL BUSINESS PUBLIC COMPANY LIMITED	CMR	0.50
8	EKACHAI MEDICAL CARE PUBLIC COMPANY LIMITED	EKH	0.76
9	THONBURI MEDICAL CENTRE PUBLIC COMPANY LIMITED)	KDH	0.37
10	LADPRAO GENERAL HOSPITAL PUBLIC COMPANY LIMITED	LPH	0.51
11	NONHAVEJ HOSPITAL PUBLIC COMPANY LIMITED	NTV	0.57
12	PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED	PR9	0.71
13	PRINCIPAL CAPITAL PUBLIC COMPANY LIMITED	PRINC	0.83
14	RAMKHAMHAENG HOSPITAL PUBLIC COMPANY LIMITED	RAM	0.51
15	RAJTHANEE HOSPITAL PUBLIC COMPANY LIMITED	RJH	0.41
16	RATCHAPHRUEK HOSPITAL PUBLIC COMPANY LIMITED	RPH	0.53
17	SIKARIN PUBLIC COMPANY LIMITED	SKR	0.56
18	THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED	THG	0.29
19	VIBHAVADI MEDICAL CENTER PUBLIC COMPANY LIMITED	VIBHA	0.40

No.	Listed Company	Code	Unlevered Beta ^{1/}
20	SRIVICHAIVEJVIVAT PUBLIC COMPANY LIMITED	VIH	0.60
Average			0.54

Source: Bloomberg as of 26 December 2023

Remark: 1/ Unlevered Beta calculated from 3-year daily historical data (From 27 December 2020 to 26 December 2023) (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 assumes the Terminal Value of RXW's operating cash flows assuming that RXW will continue to operate after 2031 with long-term growth of 1.50% based on inflation of Thailand for the past 10 years (not counting the years in which the COVID-19 outbreak occurred from 2020 to 2021) and using a discount rate equal to the shareholder's financial cost rate (Cost of Equity: Ke) in 2031, which is equal to 11.19%

Present Value of Cash Flow of RXW

The independent financial advisor has estimated cash flow from RXW's separate operations using assumptions to calculate the net cash flow of RXW that is expected to receive in the future and the discount rate calculated from the cost of equity (Ke) rate, the estimate cash flow can be summarized as follows:

(unit: Million Baht)	2024	2025	2026	2027	2028	2029	2030	2031
Revenue	228.16	663.68	1,329.35	1,807.19	1,857.49	1,909.23	1,962.47	2,017.24
Costt of Good Sold	(218.17)	(443.04)	(687.50)	(877.34)	(899.96)	(924.82)	(948.72)	(973.28)
Expense	(326.92)	(487.91)	(590.04)	(772.15)	(815.50)	(831.77)	(848.48)	(865.65)
Depreciation and Amotization	(21.43)	(40.67)	(38.50)	(37.94)	(38.78)	(32.99)	(25.65)	(23.81)
Tax Expense	-	-	-	-	-	-	-	(30.90)
Profit after Tax	(338.36)	(307.95)	13.31	119.75	103.25	119.65	139.62	123.61
Add: Depreciation and Amortization	21.43	40.67	38.50	37.94	38.78	32.99	25.65	23.81
Deduct: Capital Expenditure	(23.81)	(60.51)	(33.01)	(23.81)	(23.81)	(23.81)	(23.81)	(23.81)
Deduct: Change in Working Capital	(6.46)	(13.28)	(20.28)	(16.22)	(2.01)	(2.25)	(2.12)	(2.18)
Free Cash Flow to Firm	(347.20)	(341.06)	(1.48)	117.67	116.21	126.58	139.34	121.42
Year	1.01	2.01	3.01	4.01	5.01	6.01	7.01	8.01
WACC Discount	11.19%	11.19%	11.19%	11.19%	11.19%	11.19%	11.19%	11.19%
Discount Factor	0.898	0.808	0.726	0.653	0.588	0.529	0.475	0.428

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

Note: The independent financial advisor estimates cash flow starting in the 2nd quarter of 2024 after entering the transaction.

Summary of Base Case RXW Fair Value

The Independent Financial Advisor has assessed the reasonableness of the Company's fair valuation of RXW and its subsidiaries as follows:

Summary of Fair Value from DCF Method	Value	Assumption
Present Value of Cash Flow	(258.15)	
Terminal Value	543.98	
Total Value of RXW	285.83	Million Baht

Number of RXW Share After Transaction	13.80	Million Baht
Fair Value of RXW Per Share	20.71	Baht per Share

4) Sensitivity Analysis

The Independent Financial Advisor has conducted a sensitivity analysis of the evaluation of reasonableness of the RXW'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 0.50% from the base case. Therefore, changes in the revenue rate will be -1.00% to +1.00% to get the RXW's fair value that reflects the possibilities in completely various cases.

(2) The discount rate from financial costs by using the Cost of capital (cost of equity: Ke) in order to calculate the fair values of the RXW that reflect all possibilities in which the Independent Financial Advisor used Cost of Equity of the base case at 11.19% and assumed the increase and decrease range of 10.69% to 11.69%

Sensitivity Analysis of RXW Fair Value

Sensitivity Analysis of RXW Fair Value

Unit: Million Baht		Chage in Weighted Average Cost of Capital (Cost of Equity: Ke)				
Change in Revenue		10.69%	10.94%	11.19%	11.44%	11.69%
	-1.00%	189.10	165.51	143.26	122.25	102.40
	-0.50%	265.23	239.14	214.52	191.27	169.28
	0.00%	341.42	312.82	285.83	260.33	236.21
	0.50%	417.67	386.56	357.20	329.45	303.20
	1.00%	493.97	460.36	428.62	398.63	370.24

Sensitivity Analysis of RXW per Share

Unit: Million Baht		Chage in Weighted Average Cost of Capital (Cost of Equity: Ke)				
Change in Revenue		10.69%	10.94%	11.19%	11.44%	11.69%
	-1.00%	13.70	11.99	10.38	8.86	7.42
	-0.50%	19.22	17.33	15.54	13.86	12.27
	0.00%	24.74	22.67	20.71	18.86	17.12
	0.50%	30.27	28.01	25.88	23.87	21.97
	1.00%	35.79	33.36	31.06	28.89	26.83

Valuation by Discounted Cash Flow Approach has significant fluctuations from changes in the Company's revenue and changes in Cost of Capital, resulting in RXW's fair value in the range of 7.42 - 35.79 Baht per Share.

The discounted cashflow approach is a valuation approach which brings into consideration, the future operating performance of RXW through expected free cash flow to equity by using assumptions based on given information and interviews with the management, discounted by Cost of equity of RXW to calculate the future net cash flow from a financial projection. IFA also perform sensitivity analysis of the evaluation of reasonableness of the RXW'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 cost of equity to determine fair value of RXW.

However, the estimation of RXW's business is an estimate based mainly on the likelihood of the business plan after the acquisition. In addition, the businesses of the RXW Group, both projects, are still in their initial stages and due to the low occupancy rate, RXW has not made sufficient use of fixed costs. The IFA is therefore unable to use historical data to make the most of its estimation assumptions. The RAKxa project is expected to have positive initial operating results in 2026, which will result in RXW starting to make a profit in the same year given RXW cost and expense is better or equal to cost and expense ratio based on the IFA's assumptions. However, the IFA's assessment does not consider uncontrollable risks that may occur such as the risk of a possible economic recession, unrest in the region of the target customer group, or epidemics that may affect travel and service provision, all of which can directly impact RXW's operating performance.

In another word, if the tourism sector, which has a supportive relationship with Medical and Wellness Tourism, has a recovery or growth that deviates from what the Tourism Authority of Thailand (TAT) has expected, such as in 2023, the growth rate (occupancy rate) of both projects may be delay than that of the independent financial advisor's estimates. At present, both projects are still in the early stages and have occupancy rates that do not yet reflect future business operations and are not cost-effective enough. These external factors may hinder the period in which RXW's transition from loss to profit and this will have a significant impact on RXW's fair value estimate. Therefore, IFA concluded that this method is not suitable in determining the fair value of RXW 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 RXW non listing on the Stock Exchange, there is no current market price available for RXW. 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 RXW's fair value range

The Summary of the valuation results of RXW'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 (Million Baht)	Fair Value (THB / Share)	Valuation results
1) Book Value Approach	4,517.60	98.21	Inappropriate
2) Adjusted Book Value Approach	365.79	26.51	Appropriate
3) Market Comparable Approach			
3.1) Price to book value ratio	-	-	Can not valuated
3.2) Price to earnings ratio	895.87 - 997.54	64.92 - 72.29	Inappropriate
3.3) Enterprise Value to Earnings before interest, tax, and depreciation	-	-	Can not valuated
4) Discounted Cash Flow Approach	102.40 - 493.97	7.42 - 35.79	Inappropriate
5) Market Value Approach	-	-	Can not valuated

Source: Valuated by IFA

The summary table provides RXW'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 can reflect the net asset value better than the book value method. Because the book value as assessed in item 1) Adjusted with various important items and divided by the number of shares.

Therefore, the independent financial advisor is of the opinion that this method of valuation can reflect the fair value of RXW.

3) Market Comparable Approach

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

This valuation approach depends on the profitability of RXW by comparing the average ratio of comparable firms. However, it is the past profitability that does not reflect the future profitability and performance of RXW. The past profitability may not reflect the future profitability. Therefore, this valuation approach does not reflect the true value of RXW.

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 RXW, 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 RXW.

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 RXW' 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 RXW appropriately.

4) Discounted Cash Flow Approach

The present value of cash flow approach is an appraisal technique that leverages past performance data to forecast a business's potential and future performance, formulating financial projections based on assumptions and information pertinent to the business within the context of the current economic and situational landscape. Should there be any significant future changes impacting these assumptions, the anticipated performance of the business may diverge from initial expectations, leading to alterations in the various valuation variables. Consequently, the value of ordinary shares estimated through this approach may also fluctuate. In light of this, the Independent Financial Advisor has conducted a sensitivity analysis to evaluate the reasonableness of the business's fair value based on a base case scenario. This analysis aims to encompass the potential effects of variations in two key factors: changes in revenue and the financial cost of equity (Cost of Equity: K_e), to accurately represent the business's fair value. Therefore, this valuation approach effectively mirrors the future profitability and cash flows expected from the business, as evidenced by the results of the sensitivity analysis.

However, the valuation estimate for RXW's business primarily relies on the projected business plan post-acquisition. Additionally, the operations of the RXW Group's projects are in their initial stages, with occupancy rates that do not yet fully represent future business performance. Consequently, the Independent Financial Advisor is unable to utilize historical data for the majority of the estimation assumptions. The evaluation by the Independent Financial Advisor does not account for uncontrollable risks that might arise, such as the potential for an economic downturn, regional unrest within the target customer demographic, or pandemics that could impede travel and service delivery. These risks could significantly affect RXW's operational outcomes. Therefore, this share valuation methodology is deemed the least suitable for appraising the business's value.

3.2 Summary of the Appropriateness for Engaging in the Investment Transaction in RXW

In evaluating the appropriateness of the investment in RXW, the Company plans to undertake the following actions: (1) Acquire 13,799,998 shares in RX Wellness Company Limited ("RXW"), which constitutes 100 percent of RXW's total issued shares, at a price not exceeding 19.98 baht per share, amounting to a total investment not exceeding 275.79 million baht; and (2) Purchase movable assets essential for the operation of a health service business (wellness business) with a total value of approximately 83.63 million baht from Munkong Life Co., Ltd. ("MKF") and MKH Assets Co., Ltd. ("MKH"), both of which are wholly-owned subsidiaries of M.K. Real Estate Development Public Company Limited ("MK"). MK, in turn, is an associate company in which the Company owns 540,145,362 shares, equating to 49.50 percent of MK's total issued shares. Consequently, the Company's total investment in the Wellness business at this juncture is estimated to be around 359.42 million baht.

Furthermore, to provide shareholders with a comprehensive understanding of investment in RXW and fair value, the Independent Financial Advisor has opinion that the fair value of investment in RXW and purchasing price of assets is Adjusted Book Value Approach as detailed below.

Investment Transaction in RXW	Appropriateness Valuation Method	Comparing the purchase price with fair value		
		Purchase Price	Fair Value	Over(Under)
1. Equity Value of RXW	Adjusted Book Value Approach	275.79	365.79	(90.00)
2. Movable assets for the Wellness Business	Adjusted Book Value Approach	83.63	83.63	-
Total		359.42	449.42	(90.00)

Source: Projected by the Independent Financial Advisor.

The Independent Financial Advisor considers the adjusted book value approach to be a suitable approach for valuing the investment in RXW. This approach is deemed effective in reflecting the value of shareholders' equity, as the book value closely approximates the current value. The Independent Financial Advisor has based this assessment on RXW's book value as of 31 December 2022, subsequently adjusted for profits and losses recorded

in the nine-month period ending 30 September 2023. Additionally, adjustments were made for items related to internal capital restructuring prior to this transaction, aimed at ensuring RXW's shareholders' equity accurately represents its true value. These adjustments include factors such as capital reduction and losses from divesting interests in Munkong Life Co., Ltd. ("MKF"), MKH Assets Co., Ltd. ("MKH"), and Rx Wellness Blocker US, Inc. ("RxB"). Furthermore, the valuation includes assets associated with movable property required for operating a health service business, valued at 83.63 million baht, encompassing medical equipment, technological systems, and various office apparatus, where the book value is already in line with the fair value. Hence, the Independent Financial Advisor is of the opinion that the use of the adjusted book value approach is appropriate for appraising the investment in RXW.

The Independent Financial Advisor believes that the transaction involving the acquisition of RXW ordinary shares and the purchase of movable assets for the operation of a health service business (Wellness business), with the aggregate purchase price for the RXW ordinary shares and the business-related assets amounts to 359.42 million baht, which is below the fair value of RXW, appraised at 365.79 million baht using the adjusted book value approach, and if added with the book value of the movable assets required for the health service business, totaling 83.63 million baht, the overall fair value reaches 449.42 million baht. Consequently, the Independent Financial Advisor deems the purchase price for RXW's ordinary shares and the related movable assets for the health service business as appropriate.

The trading value of RXW on the closing date might vary from its present fair value, as the fair value of RXW is subject to fluctuations over time. Nonetheless, the Independent Financial Advisor maintains the view that the price for entering into the transaction at this juncture is reasonable.

3.3 Appropriateness of Transaction Conditions

Therefore, the Investment in RXW Transaction is classified as a Class 1 Transaction which the transaction size is equal to, or more than 50 percent under the Notification of the Acquisition or Disposition of the Assets Transactions and The connected transactions which the transaction is classified as a Class 4 Transaction under Notifications on Connected Transaction, which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to disclose information to the SET and approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests. The company must deliver a shareholders' meeting invitation and independent financial advisor's opinion to the shareholders for a period no later than 14 days before the date of the shareholder meeting.

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 Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests	The Investment Transaction in RXW with MK, engaging in this transaction qualifies it as a connected transaction. Specifically, this transaction pertains to valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets and the transaction is significant, falling within the classification of a Type 1 transaction for asset acquisition or disposition. As such, the Company is bound to adhere to the stipulations set forth in the asset acquisition or disposal notifications.
2. Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests	The Investment Transaction in RXW with MK, engaging in this transaction qualifies it as a connected transaction. Specifically, this transaction pertains to valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets and the transaction is significant, falling within the classification of a Type 1 transaction for asset acquisition or disposition. As such, the Company is bound to adhere to the stipulations set forth in the asset acquisition or disposal notifications.
3. Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business	As a result of this restructuring, the Company will engage in the health service sector. Consequently, both the Company and MK are required to undertake the transfer of business licenses and address other related matters in accordance with the stipulated terms.
4. Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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: Opinion of the Independent Financial Advisor Regarding the Reasonableness of Land and Building Rental Transaction

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

4.1 The Objective of Entering into the Transaction

After entering into the transaction of investing in RXW to operate a Wellness business both at the RAKxa Integrative Wellness Project ("Rakxa Project") and the RAXV Wellness Project RXV Wellness Village ("RXV Project"). the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, with a total value of 1,770 million baht (referred to as "Land and Building Rental Transaction").

4.1.1 Information on assets leased to operate a Wellness business

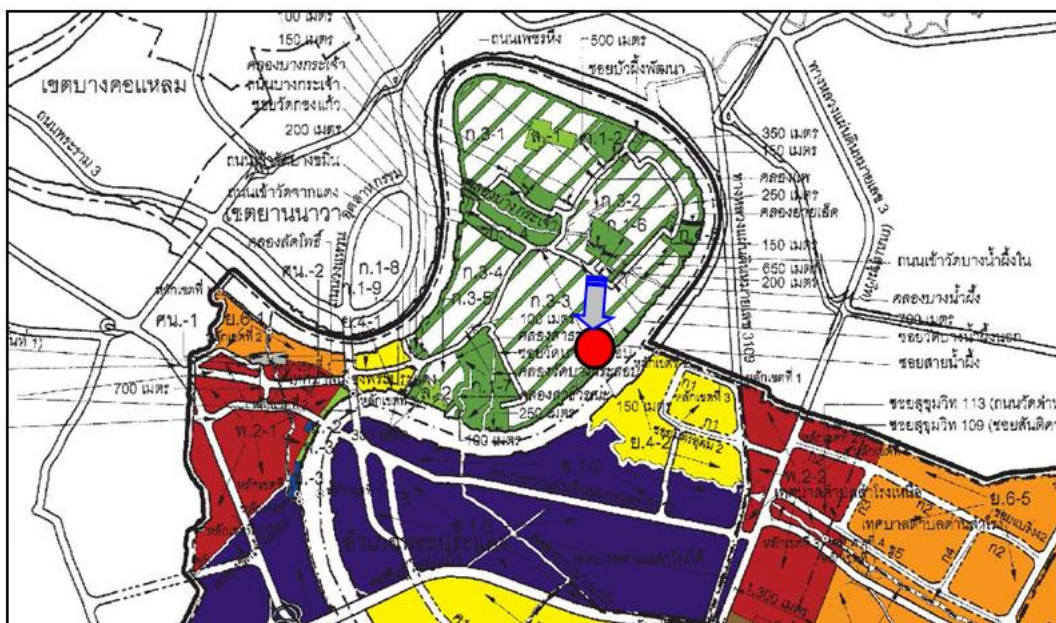
(1) RAKxa Integrative Wellness ("Rakxa")

(1.1) Details of assets

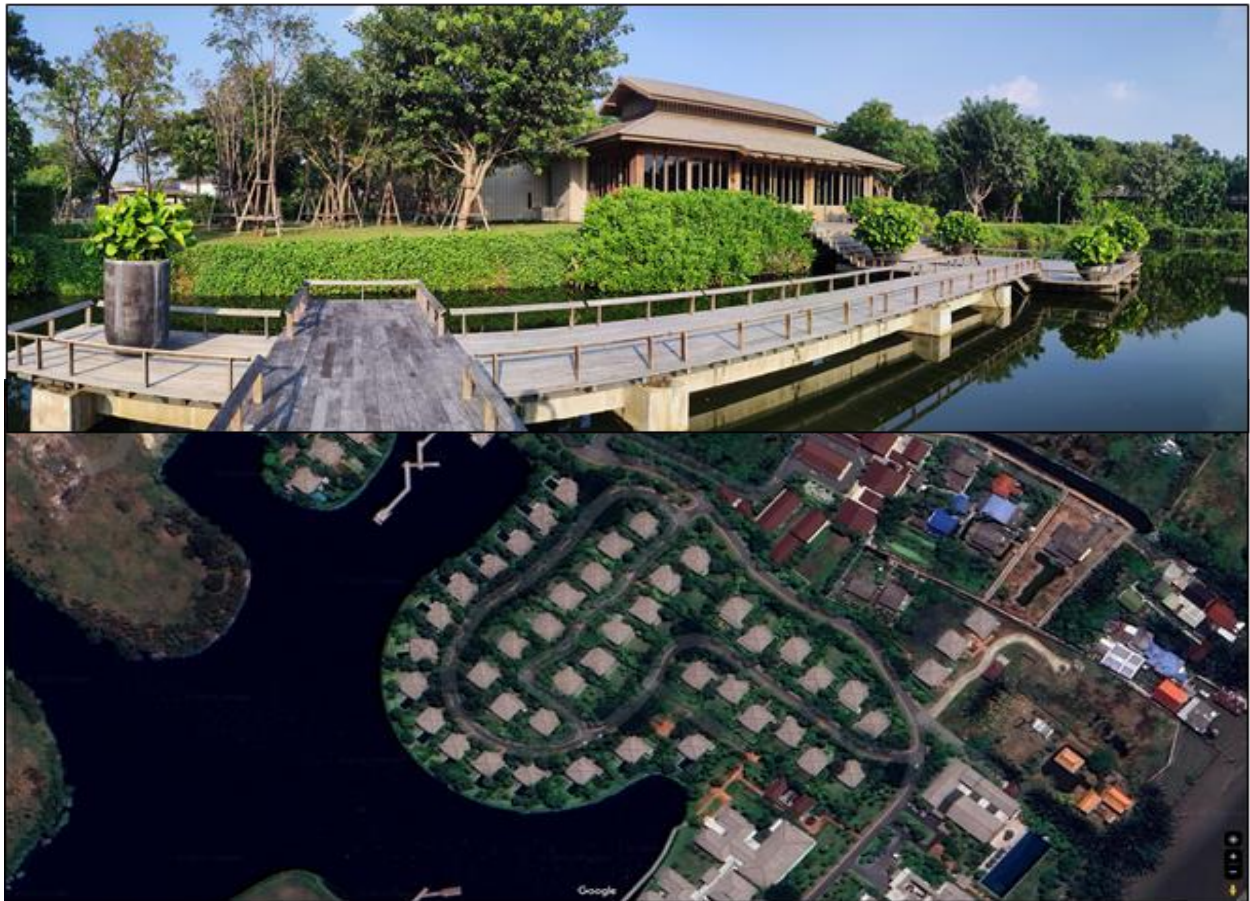
Land	
Property Type	Land and Building
Location	No. 28/8, Moo 8, Soi Wat Bang Nam Phueng Bang Nam Phueng Sub-district, Phra Pradaeng District, Samut Prakan Province
Certificate of land ownership and area	Land title deed numbers: 2050, 2054 (partial), 2058 (partial), 2059, and 2061 in the total land area (For rent) of 108-0-5.1 rai or 43,205.1 square wa
Land Proprietor	Munkong Life Company Limited
Shape of land	Flat area and resembling a polygon. The land has been developed at road level.
Environment	Environment around the location of the appraised property It's called Khung Bang Krachao. It is considered a major source of ozone. Which is closest to Bangkok because there is a natural forest. Many types of trees can be found growing in the mangrove forests. There is biological diversity and is considered the seventh source of ozone production in the world, comparable to the lungs of Bangkok people. Therefore, it is considered a source of Blue Carbon (carbon dioxide that accumulates in marine and coastal ecosystems).
Access	Adjacent to a private road (recording a servitude to property) - a public road
Expropriation	None
Utilization	Health and medical center use, housing and recreation, it will make the highest benefit of the property.

Building	
Property Type	Complete building
Location	The property is located in the Khung Bang Krachao community area.
Type of assets	41 buildings and development components in the project.
Utilization	Health and medical center use, housing and recreation, it will make the highest benefit of the property.
Town planning requirements	The property is located in the city planning area of Samut Prakan Province 2014 The white zone has a green border and diagonal lines. Rural and agricultural conservation land
Building safety Act	The property is located in a construction control area under Bang Nam Phung Subdistrict Administrative Organization
Expropriation	on the date of property survey and appraisal. This property is not in the line for any public use.
Utilities	Basic utilities include electricity, water, telephone, infrastructure systems.
Access	Next to Phet Hueng Road. Soi Wat Bang Nam Phueng
Legal restrictions and city planing	The property is located in the area controlling construction. Bang Nam Phung Subdistrict Administrative Organization / Town Planning Regulations The white zone has a green border and diagonal lines. Rural and agricultural conservation land
Environment	Prosperity Residential Community Area Growth is at a moderate level.

(1.2) Location and illustration of asset



Source: Appraisal report of Powerland Plus Appraisal Company Limited (independent property appraiser)



Source: Appraisal report of Powerland Plus Appraisal Company Limited (independent property appraiser)

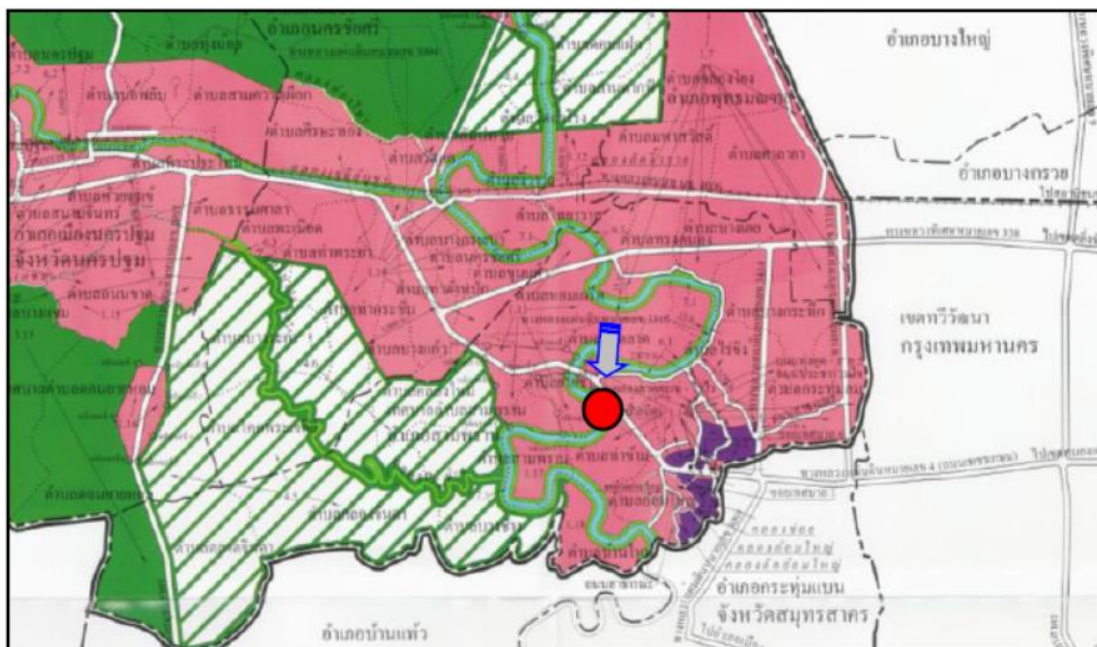
(2) RXV Wellness Village Project ("RXV")

(2.1) Details of assets

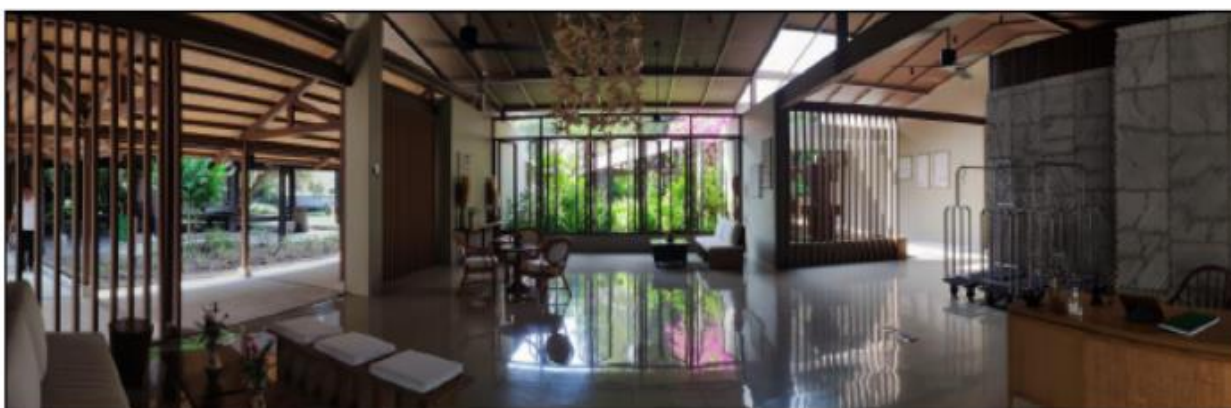
Land	
Property Type	Land and Building
Location	No. 21 Moo 2 Phetkasem Road (Highway 4) Yai Cha Subdistrict, Sam Phran District, Nakhon Pathom Province
Certificate of land ownership and area	Land title deed numbers: 18568 (partial), 18569 (partial), 44081, 63095 (partial), 63096, 112805 (partial), and 112951 (partial) in the total land area (For rent) of 10-3-44.0 rai or 4,344.0 square wa
Land Proprietor	Rose Garden Hotel (2511) Company Limited
Shape of land	Flat area and resembling a polygon. The land has been developed at road level.
Environment	Surroundings nearby the appraised property It is a housing project, housing, commercial area. There is a utility system of electricity, water, telephone, reinforced concrete road passing in front of the location of the appraised property. Convenient transportation and has liquidity in buying and selling The growth trend is at a moderate-good level.
Access	The property is located next to a public road.
Expropriation	None

Utilization	Hotels, health and medical centers, housing and recreation.
Building	
Property Type	Complete building
Location	The property is located in Yai Cha Subdistrict Administrative Organization, Sam Phran District, Nakhon Pathom Province
Type of assets	19 buildings and development components in the project
Utilization	Hotels, health and medical centers, housing and recreation.
Town planning requirements	The property is located in the city planning area of Nakhon Pathom Province, 2013.
Building safety Act	The property is located in a construction control area under Yai Cha Subdistrict Administrative Organization, Sam Phran District, Nakhon Pathom Province
Expropriation	on the date of property survey and appraisal. This property is not in the line for any public use.
Utilities	Basic utilities include electricity, water, telephone, infrastructure systems.
Access	Located on Phetkasem Road (Highway 4)
Legal restrictions and city planing	The property is located in a construction control area. Yai Cha Subdistrict Administrative Organization, Sam Phran District, Nakhon Pathom Province
Environment	Prosperity Residential Community Area Growth is at a moderate level.

(2.2) Location and illustration of asset



Source: Appraisal report of Powerland Plus Appraisal Company Limited (independent property appraiser)



Source: Appraisal report of Powerland Plus Appraisal Company Limited (independent property appraiser)

4.1.2 Summary of land and building rental agreement

Project	RAKxa Integrative Wellness	RXV Wellness Village
Lessee	RXW (direct subsidiaries of the Company)	RXW (direct subsidiaries of the Company)
Lessor	MKF (direct subsidiaries of MK)	MKH (direct subsidiaries of MK)
Type of Contract	Lease agreement	Sublease Agreement ^{1/}
Leasing Assets	Approximately 108-0-5.1 rai and 84 buildings on land. The total area is 24,781.6 square meters.	Land approximately 10-3-44 rai and 17 buildings on the land. The total area is 26,013.96 square meters.
Objective of Rental	For operate wellness business	For operate wellness business
Address	Bang Nam Phueng Subdistrict, Phra Pradaeng District, Samut Prakan Province	Moo 2 Tambon Yaisha Sam Phran District, Nakhon Pathom Province
Monthly Rental Rates	In the year of 1-3 equal to 4,250,000 baht In the year of 4-10 equal to 8,500,000 baht	In the year of 1-3 equal to 2,166,667 baht In the year of 4-10 equal to 4,875,000 baht
Monthly Services Fee	In the year of 1-3 equal to 750,000 baht In the year of 4-10 equal to 1,500,000 baht The service fee includes electrical system service fees and utility systems within the building, entrance-exit road service fees to public roads	In the year of 1-3 equal to 1,166,667 baht In the year of 4-10 equal to 2,625,000 baht The service fee includes electrical system service fees and utility systems, entrance-exit road, street lights and sign lights, etc.

	and service fees for lighting from the entrance-exit roads of the project, etc.	
Additional rental fee	If the lessee's additional income exceeds 300,000,000 baht, the lessee must pay additional rental compensation at a rate of 10% of the excess income. The term "Total income of the lessee" in this context refers to the total income of either the lessee or the sub-lessee before deducting expenses arising from business operations related to all leased land and buildings, excluding VAT, service charges, mutual income, and sub-rental income specifically from subsidiaries.	<p>(1) If the sub-lessee's total annual income ranges from over 300,000,000 baht to 500,000,000 baht, they must pay additional rental compensation at a rate of 10% of the total income exceeding 300,000,000 baht but not exceeding 500,000,000 baht. If the lease duration is less than 12 months within the calendar year, the total income is calculated proportionally based on the number of months.</p> <p>(2) If the sub-lessee's total annual income exceeds 500,000,000 baht, they must pay additional rental compensation at a rate of 12% of the total income exceeding 500,000,000 baht. If the lease duration is less than 12 months within the calendar year, the total income is calculated proportionally based on the number of months.</p> <p>The "Total income of the sub-lessee" considered herein refers to the sub-lessee's total income before deducting expenses arising from business operations related to all leased land and buildings, excluding VAT, service charges, mutual income, and sub-rental income specifically from subsidiaries.</p>
Security deposit	30,000,000 Baht	20,000,000 Baht
Rental period	10 years	10 years
Target customer	Foreign customers and customers in Bangkok and surrounding areas	Foreign customers, corporate customer group Retail customers Seminar and training group

Remarks: 1/ the owner securing consent to enter into a sub-lease of land and buildings between RXW and MKH.

The Independent Financial Advisor is of the opinion that the rental increase terms within the lease and sublease agreements are in line with market norms and comparable to those offered by other landlords. It is increasingly common in the business world for property owners to levy additional rent based on the tenant's revenue. Importantly, the rent adjustment clauses do not significantly disadvantage RXW. In framing these rental terms, consideration was given to the typical trajectory of business operations, where initial losses are common. To accommodate this, a 50% rental discount is offered to RXW for the first three years. Subsequently, should RXW's revenue surpass the breakeven point without a corresponding rise in many fixed costs, it stands to gain even with

the rent increase, as this is applied only to the revenue exceeding a predefined threshold. For instance, with revenue at 350 million baht, additional rent would be 10% of the 50 million baht surplus, amounting to just 5 million baht. This increment is modest relative to the potential profit uplift from business operations. Moreover, high revenue generation from the leased premises indicates the site's strong income potential, justifying higher rents compared to less lucrative locations. Should RXW choose not to lease these premises, it's conceivable that other tenants might secure the lease at a premium rate. Conversely, RXW retains the option to terminate the lease and sublease if deemed unfeasible, offering a strategic exit route. In summary, the Independent Financial Advisor deems the rental terms fair, aligned with market standards, and unlikely to erode the Company's benefits.

4.2 Transaction benefits and drawbacks of Pursuing the Transaction

4.2.1 Transaction benefits

- (1) It is a long-term plan of the Company to establish a wellness business capable of generating recurring income continuously.**

RXW intends to enter into a 10-year land and building lease agreement to acquire assets for its wellness business. The rented assets are readily available and strategically located to cater to service users in Bangkok and the surrounding areas. Moreover, the RXV project area can also accommodate corporate customers and various private companies forming the original customer base, including groups of customers seeking relaxation and nature-centric experiences. The expansion of medical and health tourism in Thailand (Medical and Wellness Tourism) has caused both domestic and international tourists to begin traveling for tourism, presenting a good opportunity. As part of RXW's business plan, it will primarily target foreign users, envisioning an increase in medical and wellness tourism in Thailand once the COVID-19 pandemic subsides. This presents a favorable opportunity for the Company to invest in RXW and sustain its wellness business, ensuring continuous recurring income for the group of companies.

In this regard, in renting land and buildings of both projects, the Company has contemplated expanding its service areas in both the Rakxa and RXV projects to accommodate future users. Should there be a surge in service users or a need for additional rooms or buildings to support services, negotiations with the MK Group, the property owner, will be initiated. Plans for expanding rooms and buildings are already in place for MK, with a vision to increase the number of rooms in the Rakxa project from the current 42 to 68 and in the RXV project from the current 83 to 100, signaling anticipated growth in the wellness business.

- (2) Operating the wellness business does not necessitate a substantial investment from the Company.**

Operating the wellness business of RXW does not necessitate a substantial investment from the Company. Instead, the Company will engage in a 10-year land and building lease agreement for both projects, with the option to negotiate renewal in the future. This investment approach entails purchasing

RXW shares and leasing land and buildings for business operations, bypassing the need for the Company to invest in project development independently. By opting for this lease agreement, the Company avoids a significant outflow of cash on investment, including land purchase, building construction, common area service development, and utility system establishment. The anticipated cash flow from RXW's wellness business is expected to cover the monthly rent payments.

However, if the Company were to invest in land purchase, building and room construction, including utility systems and various facilities for the wellness business as property owners, it would require substantial financial resources. In such a scenario, the Company might need to explore options such as applying for loans from financial institutions or raising funds from interested shareholders or investors to finance these projects.

(3) Appropriateness of the rental rate

The rental rate ranging from 100.00 to 210.00 million baht per year is deemed appropriate, falling within the market price range assessed by an Independent Property Appraiser approved by the SEC. Moreover, during the initial 3 years, the Company has successfully negotiated special rental rates, allowing time to develop plans, marketing strategies, and adjust sales approaches and new promotions. These initiatives aim to stimulate the number of service users and facilitate the transition of management from the MK group to the Company, with RXW being the primary operator. The Independent Financial Advisor has conducted a comparative analysis of the Company's rental rates against market rental rates as follows:

Unit: Million Baht	Rental rates and service fees per year ^{1/}			Market price assessed by an independent property appraiser ^{2/}			Summary of result
	Raxka Project	RXV Project	Total	Raxka Project	RXV Project	Total	
Year 1-3 ^{3/}	60.00	40.00	100.00	126.00	91.00	217.00	The rental can be compared with an independent property appraiser. The assessed rental at 217.00 million baht, which can be compared with the rental and service rates of 100.00 - 210.00 million baht.
Year 4-10	120.00	90.00	210.00	126.00	91.00	217.00	
Security deposit	30.00	20.00	50.00	-	-	-	

Sources: 1/ Based on rental rates according to the Memorandum of Understanding (MOU) as of the date of this IFA report. The lease agreement is still being processed.

2/ Based on the appraised price by an independent property appraiser approved by the SEC.

3/ Special rental rates for the first 3 years from the beginning of the lease contract.

(Shareholders can find additional information of Reasonableness of Appropriateness of rental rates and The valuation was assessed by an independent property appraiser in "Part 5: The Opinion of Independent Financial Advisor regarding the Study of the Reasonableness of the Land and Building Lease Agreement and the Appropriateness of the Conditions of the Transactions", as presented in this Independent Financial Advisor Report.)

(4) Reduced construction and development time in the Rakxa and RXV Projects

The assets leased in the Rakxa and RXV projects are readily available, enabling the Company to expedite the development of these projects and initiate wellness business operations promptly. The Rakxa project offers rental space for up to 42 rooms, with a current annual average room occupancy rate of approximately 12.44% as of 2023. This capacity can be expanded to accommodate more users as demand grows. Similarly, the RXV project can accommodate services for up to 83 rooms, with an annual average room occupancy rate of approximately 9.41% as of 2023. As demand increases according to the growth plan, the Company anticipates that the RXV project will also support services in the designated area.

(5) Long-term investment opportunity with potential income growth

The Company conducted a thorough risk assessment and deemed the investment in the wellness business through a long-term land and building lease agreement as favorable. Both projects exhibit promising potential due to their strategic locations, comprehensive utility systems, and alignment with the growing trend in healthcare services. By investing in RXW and committing to a long-term lease agreement, the Company seizes an opportune moment to generate income from providing wellness business throughout the lease duration. Furthermore, this investment presents an opportunity for long-term returns, ultimately bolstering the financial position and operational performance of the group of companies.

(6) Appropriateness of the conditions of the land and building Lease agreement

Negotiations between the Company and the lessor have resulted in the establishment of appropriate conditions for the land and building lease agreement. These include setting a special rental rate for the initial 3 years, adjusting rent based on income increments, and securing the option to buy the leased property or terminate the lease agreement.

The conditions established for the lessee and the lessor are designed to ensure mutual benefits for both parties and the Company. Should the performance of the health service business (Wellness business) improve in the future, rendering the purchase price viable, and the business generates sufficient cash flow from its operations, the Company might consider acquiring the leased assets. This move would align with the Company's strategy to own the assets central to its main business activities. According to the terms for exercising the purchase option, the Company is entitled to buy the leased assets at a price that equals the book value plus an additional 10% on the date the purchase offer is made. To keep shareholders informed, the Independent Financial Advisor has evaluated the asset purchase price based on these terms. The valuation of the leased property for purchase, taking into account the book value of the assets as of 30 September 2023, is outlined as follows:

No.	Project	Book value of Building and structure	Book Value of Land	Total (Million Baht)
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		(Million Baht)	(Million Baht)	
1	RAKxa Integrative Wellness	1,238.75	895.91	2,134.66
2	RXV Wellness Village	486.12	-	486.12
	Total	1,724.87	895.91	2,620.78
	Purchase price (Additional 10%)			2,882.86

Source: The Company information

Remark: For requesting to exercise the right to purchase the leased property of the RXV project because it is a sublease of land and buildings. Therefore, there is a condition that the lessee of the land and buildings must be changed from MKH to RXW instead, which must receive consent from the owner of the land and buildings as the lessor.

However, If the Company contemplate exercising the right to acquire such assets, it will adhere to the regulations stipulated in the notification concerning asset acquisition or disposal. This includes compliance with all relevant laws and guidelines pertaining to the transaction. Furthermore, securing consent from the land and building owner is a prerequisite before finalizing any such agreement.

Therefore, if the Company intends to invest in RXW by purchasing land and buildings to be owned by the company. The company needs to have a relatively high source of funds for purchasing property and developing future projects.

However, the Company may have to consider the worthiness of the investment, source of fund, and risks. Including compliance with the relevant regulator, such as entering into related transactions and asset acquisition transactions, etc.

4.2.2 Drawbacks of Pursuing the Transaction

(1) Risk of Forfeiting Rental Security Deposit

Despite the favorable terms of the lease agreement, including a special rental rate for the initial 3 years (Year 1st - 3rd for 100.00 million baht per year and Year 4th -10th for 210.00 million baht per year) aimed at enhancing marketing strategies and service attractiveness, the analysis of RXW's operational performance from 2019 to the third quarter of 2023 indicates modest income growth relative to rising costs. These rising costs are attributed to marketing and promotional expenses, as well as investment expansion in the RXV project, which RXW initiated in 2023. Despite these efforts, RXW incurred losses of 17.87 million baht in 2022 and 75.74 million baht in the third quarter of 2023.

Statement of comprehensive income (Unit: Million Baht)	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 September 2023
Revenue	0.89	11.42	22.15	29.78	44.05
Expense	29.61	32.30	11.57	47.65	119.79
Profit (loss) for the year	(28.72)	(20.97)	10.58	(17.87)	(75.74)

Source: Financial statements for the years 2019 - 2022 which have been audited by a certified public accountant. And the financial statements for the 9-month period ending September 30, 2023 are RXW's internal financial statements prepared by RXW's management.

Remark: 1/ RXW launching the Rakxa project in December 2020. Revenue during 2020 came from revenue from servicing specific groups of exclusive customers.

The land and building lease agreement for Project Rakxa and Project RXV stipulate a rental security deposit of 30.00 million baht and 20.00 million baht, respectively. In the event that RXW's operational performance fails to meet expectations and the lessee/RXW seeks to terminate the lease agreement prematurely, there exists a risk of forfeiting the rental security deposit, thereby incurring financial loss for the lessee/RXW.

(2) Loss of investment opportunities in other businesses

The Company's decision to proceed with the business restructuring plan, involving an investment transaction in RXW amounting to approximately 359.42 million baht, and a 10-year lease agreement for land and buildings totaling 1,770.00 million baht, may limit the Company's ability to invest in alternative businesses or utilize the capital for future core business expansions. However, the Company deems the current business restructuring plan essential for the overall benefit of the Company's group. Adequate budgeting and funding sources have been established for other ongoing business operations. The implementation of the current business restructuring plan represents an investment in a burgeoning business and will become the core business of the Company in the future.

Furthermore, thorough consideration has been given to the funding sources for the RXW investment transaction amounting to approximately 359.42 million baht, as well as the 10-year lease agreement for land and buildings totaling 1,770.00 million baht, ensuring that these investments will not adversely affect the management of the Company's core business. As of 30 September 2023, the Company maintains cash and cash equivalents totaling 142.96 million baht. Additionally, anticipated dividends from the Company's investment in Neo Corporate Public Company Limited ("NEO") are expected before the transaction in 2024. The Company also plans to liquidate its investment in NEO, comprising 9.50 million shares acquired during NEO's IPO in the first quarter of 2024. Consequently, the Independent Financial Advisor affirms that the Company possesses adequate funding sources for the RXW investment without compromising overall liquidity.

In relation to the 10-year land and building lease for the wellness business, with an annual rate ranging from 100.00 to 210.00 million baht, totaling 1,770.00 million baht for the operation of the wellness business, the Company intends to utilize cash flow generated from RXW's operations to cover the rental expenses.

(3) Rental rate adjustments based on increased income.

The agreement to enter into this lease agreement includes provisions for determining additional rental compensation beyond the original rates in years 4th -10th, outlined as follows:

Rakxa Project:

If the lessee's additional income exceeds 300,000,000 baht, the lessee must pay additional rental compensation at a rate of 10% of the excess income. The term "Total income of the lessee" in this context refers to the total income of either the lessee or the sub-lessee before deducting expenses arising from business operations related to all leased land and buildings, excluding VAT, service charges, mutual income, and sub-rental income specifically from subsidiaries.

RXV Project:

If the sub-lessee's total annual income ranges from over 300,000,000 baht to 500,000,000 baht, they must pay additional rental compensation at a rate of 10% of the total income exceeding 300,000,000 baht but not exceeding 500,000,000 baht. If the lease duration is less than 12 months within the calendar year, the total income is calculated proportionally based on the number of months.

If the sub-lessee's total annual income exceeds 500,000,000 baht, they must pay additional rental compensation at a rate of 12% of the total income exceeding 500,000,000 baht. If the lease duration is less than 12 months within the calendar year, the total income is calculated proportionally based on the number of months.

The "Total income of the sub-lessee" considered herein refers to the sub-lessee's total income before deducting expenses arising from business operations related to all leased land and buildings, excluding VAT, service charges, mutual income, and sub-rental income specifically from subsidiaries.

In addition to regular rent expenses, if the lessee/RXV experiences increased income as specified in the lease agreement, they must also bear the burden of paying additional compensation to the lessor. Therefore, even in the future, as lessee/RXW engages in marketing activities that increase income, careful consideration of rent, additional rental compensation, and related expenses is essential for entering into this lease agreement with RXW to ensure the reasonableness of this transaction.

However, the Independent Financial Advisor has reviewed the conditions of the RXV project's lease agreement, which is a lease agreement between MKH and the lessor (owner). It appears that there are additional rental compensation adjustment conditions similar to the conditions that the Company and/or RXV received. Therefore, it can be considered that the calculation of such additional rental compensation is a normal commercial condition, and the lessor can demand more from the lessee. However, the additional compensation rate may be adjusted according to the characteristics and area of the leased property, depending on the negotiations of both parties.

4.3 Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties**4.3.1 Benefits of Pursuing the Transaction with Related Parties****(1) Rental rates are based on market prices.**

According to the Independent Financial Advisor, we have evaluated the rental and service rates outlined in the memorandum of understanding. It was observed that the rental rate for the 10-year period, ranging from 100.00 to 210.00 million baht, is lower than the market rental rate of 217.00 million baht per year, as assessed by an independent property appraiser. Other conditions such as increasing the rental compensation, security deposit, and the right to purchase property, as stipulated in the memorandum of understanding, adhere to standard commercial terms. There are no other conditions that may pose significant risk to the Company.

However, as of the date of this Independent Financial Advisor's report, the land and building lease agreement and service agreements for both projects are still under negotiation. Therefore, before finalizing the lease and service agreements for both projects, the Company and/or RXW should carefully consider the value proposition and various conditions, ensuring alignment with the criteria for entering into related transactions as approved by the shareholder meeting.

(2) There are clear measures to prevent competition in business operations.

Upon completion of this business restructuring, the Company, along with RXW and H&W, its subsidiaries, will exclusively operate the entire wellness business. This means that MK, including its subsidiaries and associated companies, must discontinue all wellness businesses, leaving only land and buildings leasing for providing wellness business. This strategic restructuring enables the Company to invest in the burgeoning healthcare industry while bolstering its core business for future growth.

However, as MK Group still owns the land and buildings for the Rakxa project. Additionally, for the RXV project, MK Group is the direct lessee with the land and buildings owner which rented by the Company for its wellness business operations. While the MK Group will no longer engage in competing businesses, the Company will continue to rely on MK Group for leasing assets crucial to its core operations in the future.

(3) Being in line with the Company's business restructuring plan.

The primary goal of this business restructuring is to streamline the operations of the group of companies and MK Group, including subsidiaries, associated companies, and joint ventures. Both entities have established clear business structures aimed at fostering mutual benefits. Although the Company has executed the restructuring plan, it still retains a 49.50 percent share in MK. Consequently, should MK's performance improve in the future, the Company stands to gain continued benefits as the parent company.

(4) A distribution of risk within the group of companies' business operations

By entering into the lease agreement with RXW, the Company mitigates its investment risk. This enables the operation of a wellness business without a substantial upfront capital investment. Rent payments, derived from RXW's business activities, are gradually disbursed, allowing for risk diversification within the group's operations. Moreover, the Company retains the flexibility to negotiate lease agreement terms to align with RXW's future performance. Compared to investment models involving land purchase and project development, the rental approach demands less immediate cash outflow and avoids imposing significant financial burdens on the Company.

4.3.2 Drawbacks of Pursuing the Transaction with Related Parties

(1) Potential Conflicts of Interest

Engaging in this transaction with a related party presents the potential for conflicts of interest between MK and the Company. Such conflicts are common in transactions involving related parties, given the shared interests and positions within both entities. Notably, the Company's significant shareholding in MK and the presence of two common directors and executives, Mr. Vorasit Pokachaiyapat, holding positions as company director and managing director of the Company, as well as director and Chief Executive Officer of MK, and Ms. Rachanee Mahatdetkul, holding the position of executive of the Company and director of MK., contribute to this potential conflict. However, transactions between related parties must adhere to regulations governing connected transactions and prioritize the Company's maximum benefit. Shareholder approval, with a majority vote of no less than 3/4 of attending shareholders with voting rights, is required for such transactions, ensuring decisions are not influenced by vested interests and to prevent minor shareholders from being affected.

(2) Loss of opportunity for third-party sales negotiations

Transactions with related parties may restrict flexibility in business restructuring and clear allocation of group operations, preventing the creation of potentially overlapping businesses. This differs from transactions with external parties, which offer broader investment opportunities and are more open-ended. This includes potentially missing out on investments in businesses that are more certain and may yield more interest than investing in RXW. Additionally, as the transaction involves investment in RXW without ownership of the primary assets used in the wellness business, it further emphasizes the limitations of this approach.

4.4 Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

4.4.1 Benefits of Pursuing the Transaction with Third Parties

- (1) The determination of price and consideration for entering into the transaction will be independent.

Entering into transactions with third parties, the price and compensation for entering into the transaction will be determined more independently than when entering into a transaction with a related party. This is because related parties will not have a conflict of interest with the Company. Therefore, entering into a transaction will involve independent pricing and compensation. However, entering into a transaction with an unrelated party, the prices, rewards, and procedures established may not necessarily be in the best interests of the Company or mutual benefit to all parties. In negotiations, it still depends on the bargaining power of buyers and sellers, including the parties involved in entering into the transaction, which may be different. Additionally, other factors related to each participant in the transaction should be considered.

However, even though entering into transactions with third parties is independent and perspicuous there may be conditions or limitations that may prevent the Company from complying with the business restructuring plan as well.

- (2) There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Implies dealing with individuals who have no interest and are not potential sources of conflicts of interest with the Company. Therefore, engaging in transactions with such parties reduces the risk of potential transfer of benefits. This is because unrelated parties lack the authority to intervene in the Company's decision-making, preventing them from influencing decisions that could transfer benefits from the Company to such parties.

4.4.2 Drawbacks of Pursuing the Transaction with Third Parties

- (1) Processing may be delayed.

Processing may be delayed when making transactions with third parties, as it may take time to consider suitability and value in creating a lease agreement. Negotiating the rental rate, transaction format, and studying information and limitations in various aspects of the Company could lead to delays in completing this transaction, potentially affecting the Company's future business plans.

- (2) Conditions of the rental contract may not be as planned.

Negotiation to enter into a lease agreement with a third party may not be possible to negotiate a special rental rate for the first 3 years, including the rental rate and various conditions, and there may be

differences from transactions made with related parties. This is a normal risk that may occur when entering into transactions with third parties.

4.5 Risks Associated with the Transaction

(1) A long-term lease agreement in a business that is still operating at a loss.

Entering into this land and building lease transaction is a result of the Company's investment in RXW, for which RXW does not have ownership of the main assets used in the wellness business. In order to proceed according to the business restructuring plan, the Company needs to enter into a long-term lease agreement. In the RAKxa Integrative Wellness Bang Krachao project, the Company is in partnership with MKF, situated in Samut Prakan Province, and in the RXV Wellness Village project with MKH, located in Nakhon Pathom Province. The agreement between the Company and MKH for the RXV Wellness Village project is structured as a sublease agreement, reflecting the fact that the land and buildings for this project are owned by Rose Garden Hotel (2511) Co., Ltd.

However, when considering RXW's operating results during 2019 - 3rd quarter of 2023, it was found that service income began to improve as the epidemic situation eased, and the overall economic condition has improved. However, RXW still needs to invest in marketing and expand investment in the RXV project to provide more comprehensive services. As a result, the operating results in the past period have not yet reflected the efficiency in using assets appropriately.

Statement of comprehensive income (Unit: Million Baht)	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 September 2023
Revenue	0.89	11.42	22.15	29.78	44.05
Expense	29.61	32.30	11.57	47.65	119.79
Profit (loss) for the year	(28.72)	(20.97)	10.58	(17.87)	(75.74)
Average occupancy rate					
Rakxa Project (%)	-	-	3.34%	9.08%	11.70% ^{2/}
RXV Project ^{3/}	-	-	-	-	9.48% ^{2/}

Source: Financial statements for the years 2019 - 2022 which have been audited by a certified public accountant. And the financial statements for the 9-month period ending September 30, 2023 are RXW's internal financial statements prepared by RXW's management.

Remarks: 1/ RXW launching the Rakxa project in December 2020. Revenue during 2020 came from revenue from servicing specific groups of exclusive customers.

2/ The average occupancy rate for 2023 of Rakxa Project and RXV Project is 12.44% and 9.41%, respectively.

3/ RXW investing in the RXV project in the first quarter of 2023.

Considering the room occupancy rate of both projects, it can be seen that it is still quite low. This may be the main risk in operating a wellness business). Even though RXW does not have to invest in project

development with a high amount of investment, the income is relatively low, as reflected in the occupancy rate. The use of services is not consistent, and RXW has an obligation to pay rent as specified in the lease agreement, which will result in RXW's operating results continuing to suffer a loss.

However, the Company's management is confident that in the future, the wellness business will grow better. This can be seen from the response to healthcare and the increasing number of tourists. This will result in RXW's operating results being able to create long-term profits for the Company. Moreover, if considering the conditions of the lease agreement, in the event that the Company wishes to cancel the lease contract, it can notify the lessor of its intention to cancel the lease agreement.

(2) Risk from underutilization of leased areas

Entering into a land and building lease transaction this time involves renting all assets of the Rakxa project, comprising approximately 108 rai 0 ngan 5.1 square wah of land and 84 buildings on the land, representing an area of approximately 24,781.6 square meters, and the RXV project on land of approximately 10 rai 3 ngan 44 square wah and buildings on the land, representing an area of approximately 26,013.96 square meters. The Rakxa project initiated its grand opening in December 2020, coinciding with the peak of the Covid-19 pandemic in Thailand and globally. This external factor led to a significant deviation in the project's service user numbers from RXW's original projections, presenting an uncontrollable risk at the time, which has persistently influenced the low service uptake, with occupancy rates recorded at 9.08 percent in 2021 and 12.44 percent in 2022. Similarly, the RXV project, a recent investment by RXW in 2023, has also experienced low service user engagement. Consequently, should the occupancy in the leased premises not meet RXW's expectations post-transaction, there is a potential risk of RXW's operational outcomes falling short of forecasts. Additionally, the Company may face the challenge of covering fixed rental costs, regardless of the extent of occupancy. However, there is a risk that the Company will incur fixed expenses in terms of rental fees that must be paid even if the entire area is not fully occupied.

However, due to the wellness business, it is necessary to utilize the entire project area so that RXW can provide complete services to customers, including health care services, food, and accommodation services. The service program of RXW will offer comprehensive services, including health care, physical examinations, consultations from experts, and access to a variety of health care programs to meet the needs of customers interested in RXW's services.

(3) Risk of competition in the wellness business from other operators.

The Company's wellness business is in its nascent stage of operation and is currently formulating a marketing promotion plan to attract customers and compete with other entrepreneurs in the industry who have been in business for longer periods. These competitors may have a marketing advantage and greater visibility among customers compared to the Company's wellness business.

However, RXW's management remains confident in its marketing plan, which targets foreign customers interested in traveling to Thailand, as well as customers seeking wellness services. RXW aims to focus on these specific customer groups in its future operations. Additionally, RXW plans to adapt its programs to cater to domestic customer groups or customers in the Bangkok area who may not require extended stays.

(4) Absence of Company-owned assets for primary business operations

The Company relies on renting assets from MK's group for its business operations, leaving it vulnerable to the lack of ownership over essential assets. If the company fails to negotiate an extension of the land and building lease agreement in the future or negotiate the purchase of assets from MK's group, it may face the risk of relocating its business or investing in land purchase and project development independently. Such actions could impact liquidity and future cash flow.

(5) Risk associated with memorandum of understanding lacking a definitive agreement.

Currently, the Company and MK are in the process of finalizing a lease agreement. If the conditions outlined in the lease agreement do not align with the memorandum of understanding or undergo significant changes, the company will request approval from the shareholder meeting. Both parties may need to renegotiate and reach a resolution. Failure to do so could impact the overall operational plan of the Company.

The Independent Financial Advisor advises the Company to ensure that the terms of the land and building lease agreement align with those approved by the shareholder meeting and do not disadvantage the Company or any lessee within the group. Given that both the Company and MK are listed entities, they must adhere to regulations governing asset acquisition and connected transactions.

Part 5: Opinion of the Independent Financial Advisor Regarding the Study of the Reasonableness of Land and Building Rental Transaction and the Appropriateness of the Conditions of the Transaction

In consideration of the reasonableness of the entering into a 10-year rental and service agreement with Mankong Life Company Limited (“MKF”) and MKH Assets Company Limited (“MKH”) for operating the wellness business. The rent, amounting to 100.00 - 210.00 million baht per year, with a total value of 1,770 million baht (referred to as “Land and Building Rental Transaction”).

The Independent Financial Advisor consider the price and reasonableness of the entering into transaction by comparing the rental rates of the said area with market data based on a survey by an independent property appraiser.

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 Land and Building Rental Transaction, and (2) an assessment of the appropriateness of the transaction’s conditions.

5.1 Comparing the rental rates of the said area with market data based on a survey by an independent property appraiser
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For the purpose of assessing the viability of entering into a land and building lease agreement, the Independent Financial Advisor meticulously reviewed the information derived from an independent property appraisal report conducted by Powerland Plus Appraisal Company Limited ("**Property Appraiser**"). This appraisal, undertaken on 11 and 13 December 2023, was conducted with public interest in mind. The Property Appraiser surveyed properties with comparable characteristics to the subject property, which was divided into two distinct parts.

1) Land and buildings for the RAKxa Integrative Wellness project

Land title deed numbers: 2050, 2054 (partial), 2058 (partial), 2059, and 2061 in the total land area (For rent) of 108-0-5.1 rai or 43,205.1 square wa and other buildings and structures for 41 buildings and development components in the project.

2) Land and buildings for the RXV Wellness Village project.

Land title deed numbers: 18568 (partial), 18569 (partial), 44081, 63095 (partial), 63096, 112805 (partial), and 112951 (partial) in the total land area (For rent) of 10-3-44.0 rai or 4,344.0 square wa and other buildings and structures: 19 buildings and development components in the project, along with 22 items of original project buildings.

Additionally, the Independent Financial Advisor has reviewed the report of the independent property appraisal, with details as follows:

5.1.1 Land and Building of RAKxa Integrative Wellness Project
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5.1.1.1 Land of RAKxa Integrative Wellness Project

This valuation uses valuation criteria to determine market value by calculating the market value of the land by comparing market prices (Market Approach), it evaluates the land value of the property. Comparing with market data, buying or selling prices (Market Data Comparison) of market data that are similar to the assets being appraised and comparative analysis of market price data using the Weighted Quality Score (WQS) method and scoring with various factors to value the market value of land and property.

The comparative information pertains to land and buildings similar to those of RAKxa Integrative Wellness, comprising 3 out of 8 items surveyed by the Property Appraiser. The details are as follows:

Details	Transacted Property	Comparative market data surveyed by the Property Appraiser		
		Comparative data 3	Comparative data 4	Comparative data 6
Type	Land	Land	Land	Land
Document of rights	Land Title Deed	Land Title Deed	Land Title Deed	Land Title Deed
Location	No. 28/8, Moo 8, Soi Wat Bang Nam Phueng Bang Nam Phueng Sub-district, Phra Pradaeng District, Samut Prakan Province	Next to Soi Phet Hueng 20 (Soi Bang Yo 3)	Next to Soi Phet Hueng 20 (Soi Bang Yo 3)	Next to Soi Bang Phueng Phatthana Bang Ko Bua Sub-district
Geographic coordinates	Lat: 13.673220 Long: 100.575521	Lat : 13.664472 Long : 100.540501	Lat : 13.665474 Long : 100.567707	Lat : 13.683335 Long : 100.586368
Land area	108-0-5.1 rai or 43,205.1 square wa	Approximately 2-0-00.0 rai or 800.0 square wa.	Approximately 60-0-00.0 rai or 24,000.0 square wa.	Approximately 2-2-00.0 rai or 1,000.0 square wa.
Land plot characteristics	Resembling a polygon	Resembling a polygon	Resembling a polygon	Resembling a polygon
Width of land	-	Next to the alley road, approximately 6.00 meters, depth approximately 159.00 meters.	Width approximately 140.00 meters, depth approximately 134.00 meters.	Width approximately 36.00 meters, depth approximately 70.00 meters.
Land level	Road level	Road level	Approximately 0.50 meters lower than the road level	Road level
Utilities	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system
Road conditions in front	Next to Soi Wat Bang Nam Phueng road	Next to Soi Kor Sor Lor. road. Width approximately 4.00 meters	Next to Soi Kor Sor Lor. road. Width approximately 4.00 meters	Next to Soi Kor Sor Lor. road. Width approximately 4.00 meters
Maximum utilization potential	Health and medical centers, residence, recreation	Residence	Residence	Residence
Town planning regulations	White zone with a green border and diagonal lines, indicating rural and agricultural conservation land	White zone with a green border and diagonal lines, indicating rural and agricultural conservation land	White zone with a green border and diagonal lines, indicating rural and agricultural conservation land	White zone with a green border and diagonal lines, indicating rural and agricultural conservation land
Relevant regulations	None	None	None	None
Offering price		49,000,000 baht (average 61,250 baht per square wa or 24,500,000 baht per rai)	45,000 baht per square wa or 18,000,000 baht per rai.	35,000,000 baht (average 35,000 baht per square wa or 14,000,000 baht per rai)
Justification		- Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical	- Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical	- Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical

Details	Transacted Property	Comparative market data surveyed by the Property Appraiser		
		Comparative data 3	Comparative data 4	Comparative data 6
		attributes are superior to the property. - The land area is smaller compared to the property. Overall, liquidity is better than assets.	attributes are superior to the property. - The land area is smaller compared to the property. Overall, liquidity is better than assets.	attributes are superior to the property. - The land area is smaller compared to the property. Overall, liquidity is better than assets.
Price fluctuation		-	-	-
Resources		096-269-9145 Khun Wiranpatchara	094-367-5005 Khun Jeab	081-734-0994 Khun Panuwat
Date of information acquisition		December 2023	December 2023	December 2023
Remark		Next to the Chao Phraya River 29.00 meters	Some of the land borders the Chao Phraya River. (Some portions have already been subdivided and sold.)	-

Source: The asset appraisal report

The analysis with market comparison by Weighted Quality Score (WQS) is summarized as follows:

Detail	Transacted Property	Information analysis by the Property Appraiser		
		Comparative data 3	Comparative data 4	Comparative data 6
Area (Square wa)	24,805.1	800.0	24,000.0	1,000.0
Offer price per square wa		61,250	45,000	35,000
Negotiation / Discount		-20%	-20%	0%
Net price		49,000	36,000	35,000
Weighted score	605	640	575	605
Allocation		0.94531	1.05217	1.00000
Base price	39,733	46,320	37,878	35,000
Weight quality	100%	10%	85%	5%
Comparable value	38,578	4,632	32,196	1,750
Market price	38,000	Baht per square wa		
	15,200,000	Baht per rai		

Source: The asset appraisal report

Remark: - Land for Lake area has area 46 rai with a value 2,000,000 baht per rai or 5,000 baht per square wa
- Near vacant land for rent on Bangkachao has average rental of 20,000 baht per rai per month

5.1.1.2 Building of RAKxa Integrative Wellness Project

The valuation of buildings using the Cost Approach by calculating the replacement cost (Replacement Cost), it is to find the cost of construction to replace the new building and the depreciation cost. The valuation using

the method of comparing current construction costs, characteristics, building styles, building materials of the appraised property with the characteristics or types of buildings that the independent property appraiser has compared. The independent property appraiser takes comparisons by separating the factors affecting the value into important variables such as size, shape, details of the model, construction materials, location, construction technology, Index of construction costs and labor, etc. The independent property appraiser used a method to compare with the current standard construction costs setup by the Property Valuers Association of Thailand. Deducted by depreciation along with the useful life for current value of the building to be used as a reference for evaluating construction costs for another step of verification. For the estimating depreciation, the Property Appraiser considers physical depreciation or obsolescence, as well as the economics of the assessed property, when evaluating construction costs and estimating depreciation.

For the evaluated buildings and other structures, there are a total of 41 items with an appraised value of 921,548,000 baht, and infrastructure works in the project have an appraised value of 340,000,000 baht, resulting in a combined appraised value of 1,261,563,000 baht.

5.1.1.3 Summary of Property Value of RAKxa Integrative Wellness Project

The property value by Cost Approach assessed by the Property Appraiser is summarized as follows:

Detail	Price per rai	Price per square wa	Value
Land for the project	15,200,000 baht per rai	38,000 baht per sq. wa	942,593,800 baht
Lake area of 46 rai	2,000,000 baht per rai	5,000 baht per sq. wa	92,000,000 baht
Building of 41 items			1,261,563,000 baht
Total property value			2,296,157,000 baht
Rental rate (Return 5.5% per year)			126,288,635 baht per year
Market value of property (Rent per year)			126,000,000 baht per year

Source: The asset appraisal report

5.1.1.4 Summary of the Opinion Regarding to Rental of RAKxa Integrative Wellness Project

The Independent Financial Advisor has opined that the valuation of land and buildings by using the market price comparison method (Market Approach) to evaluate the value of land and using the replacement cost method to evaluate the value of buildings is an appropriate method because the independent property appraisers use comparable data that is similar to the land being appraised located in the same location and the same valuation period. The independent property appraiser had market data used for comparison of 8 items and selected 3 items for comparison to evaluate the value, which were located in the vicinity of the appraised land. The independent property appraiser has compared market data with the land being appraised by separating the factors affecting

value into important variables such as location, land area size, land shape, environment, physical characteristics of the land, transportation, public utility systems, potential uses and trends in development, etc., then calculated and adjusted to compare with the property to calculate market value. Therefore, the independent financial advisor had the opinion that the assumptions used by the appraiser are appropriate and sufficient to evaluate the assets.

For the valuation of land and buildings by using cost approach using the market price comparison method (Market Approach) to evaluate the value of land. The independent appraiser conducts an analysis by comparing the market price data announced for sale and purchase depending on the location, environment, shape of land, transportation, utility systems, potential use of the land and trends in development and the method for replacement cost (Depreciated Replacement Cost) is a criterion for appraise the present value of buildings. By analyzing the market value of the assets obtained from the above method. It will give the current value of the property, which is an appropriate method in evaluating the value of land. Independent appraisers use comparable data that is similar to the appraised land and located in the same location. Moreover, buildings are specific construction, unable comparable in the same or similar manner. Asset valuation using the cost method is therefore the most appropriate to reflect the value of assets and take into account with generally accepted principles of property valuation. Therefore, the Independent Financial Advisor had the opinion that the assumptions used by the appraiser are appropriate and sufficient to evaluate assets.

Additionally, entering into a land and building lease agreement, including service fees related to the RAKxa Integrative Wellness project with MKF at a total value of 60.00 - 120.00 million baht per year, represents a rate lower than the rental value assessed by the Property Appraiser at 126.00 million baht per year. Therefore, entering into the said lease and service agreements with MKF is deemed to have an appropriate price.

5.1.2 Land and Building of RXV Wellness Village Project

5.1.2.1 Land of RXV Wellness Village Project

This valuation uses valuation criteria to determine market value by calculating the market value of the land by comparing market prices (Market Approach), it evaluates the land value of the property. Comparing with market data, buying or selling prices (Market Data Comparison) of market data that are similar to the assets being appraised and comparative analysis of market price data using the Weighted Quality Score (WQS) method and scoring with various factors to value the market value of land and property.

The comparative information pertains to land and buildings similar to those of RXV Wellness Village, comprising 3 out of 6 items surveyed by the Property Appraiser. The details are as follows:

Details	Transacted Property	Comparative market data surveyed by the Property Appraiser		
		Comparative data 1	Comparative data 3	Comparative data 5
Type	Land	Land	Land	Land
Document of rights	Land Title Deed	Land Title Deed	Land Title Deed	Land Title Deed
Location	No. 21 Moo 2, Petkasem road (Tor Lor 4), Yai Cha, Sam Phran district, Nakhon Pathom	Next to Petkasem road (Tor Lor 4)	Next to Petkasem road (Tor Lor 4)	Next to Petkasem road (Tor Lor 4)
Geographic coordinates	Lat : 13.734748 Long : 100.240667	Lat : 13.746023 Long : 100.223035	Lat : 13.738683 Long : 100.242797	Lat : 13.731377 Long : 100.246475
Land area	10-3-44.0 rai or 4,344.0 square wa	Approximately 0-3-50.0 rai or 350.0 square wa	Approximately 6-0-00.0 rai or 2,400.0 square wa	Approximately 6-1-66.1 rai or 2,566.1 square wa
Land plot characteristics	Resembling a polygon	Resembling a square	Resembling a square	Resembling a square
Width of land	-	Next to the alley road, approximately 35.00 meters, depth approximately 35.00 meters.	Next to the alley road, approximately 100.00 meters, depth approximately 145.00 meters.	Next to the alley road, approximately 80.00 meters, depth approximately 164.00 meters.
Land level	Road level	Road level	Road level	Road level
Utilities	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system	Electricity, water, communication-telephone system
Road conditions in front	East view (through Suan Sampran), Next to Petkasem road (Tor Lor 4)	Next to Soi Kor Sor Lor. Road with 8 lane	Next to Soi Kor Sor Lor. Road with 8 lane	Next to Soi Kor Sor Lor. Road with 8 lane
Maximum utilization potential	Health and medical centers, residence, recreation	Residence and commercial	Residence and commercial	Residence and commercial

Details	Transacted Property	Comparative market data surveyed by the Property Appraiser		
		Comparative data 1	Comparative data 3	Comparative data 5
Town planning regulations	Green zone indicating rural and agricultural	Pink zone indicating community	Pink zone indicating community	Pink zone indicating community
Relevant regulations	None	None	None	None
Offering price		55,000 baht per square wa or 22,000,000 baht per rai	60,000 baht per square wa or 24,000,000 baht per rai	50,000 baht per square wa or 20,000,000 baht per rai
Justification		<ul style="list-style-type: none"> - Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical attributes are superior to the property. - The land area is smaller compared to the property. Overall, liquidity is better than assets. 	<ul style="list-style-type: none"> - Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical attributes are superior to the property. - The land area is smaller compared to the property. Overall, liquidity is better than assets. 	<ul style="list-style-type: none"> - Location, surroundings, and proximity to the property. - Characteristics of the land plot and physical attributes and proximity to the property. - The land area is smaller compared to the property. Overall, liquidity and proximity to the property.
Price fluctuation		-	-	-
Resources		095-794-9826	086-881-2514	090-685-9555 Khun Jub Jang
Date of information acquisition		December 2023	December 2023	December 2023
Remark		Rental rate 35,000 baht per month	-	-

Source: The asset appraisal report

The analysis with market comparison by Weighted Quality Score (WQS) is summarized as follows:

Detail	Transacted Property	Information analysis by the Property Appraiser		
		Comparative data 1	Comparative data 3	Comparative data 5
Area (Square wa)	4,344.0	350.0	2,400.0	2,566.1
Offer price per square wa		55,000	60,000	50,000
Negotiation / Discount		-10%	-10%	-10%
Net price		49,500	54,000	45,000
Weighted score	645	670	680	670
Allocation		0.96269	0.94853	0.96269
Base price	47,398	47,653	51,221	43,321
Weight quality	100%	10%	75%	15%
Comparable value	49,679	4,765	38,416	6,498
Market price	50,000	Baht per square wa		
	20,000,000	Baht per rai		

Source: The asset appraisal report

5.1.2.2 Building of RXV Wellness Village Project

The valuation of buildings using the Cost Approach by calculating the replacement cost (Replacement Cost), it is to find the cost of construction to replace the new building and the depreciation cost. The valuation using the method of comparing current construction costs, characteristics, building styles, building materials of the appraised property with the characteristics or types of buildings that the independent property appraiser has compared. The independent property appraiser takes comparisons by separating the factors affecting the value into important variables such as size, shape, details of the model, construction materials, location, construction technology, Index of construction costs and labor, etc. The independent property appraiser used a method to compare with the current standard construction costs setup by the Property Valuers Association of Thailand. Deducted by depreciation along with the useful life for current value of the building to be used as a reference for evaluating construction costs for another step of verification. For the estimating depreciation, the Property Appraiser considers physical depreciation or obsolescence, as well as the economics of the assessed property, when evaluating construction costs and estimating depreciation.

For the evaluated buildings and other buildings, there are a total of 19 items with an appraised value of 847,460,000 baht, and other buildings of 22 items have an appraised value of 585,000,000 baht, resulting in a combined appraised value of 1,432,460,000 baht.

5.1.2.3 Summary of Property Value of RXV Wellness Village Project

The property value by Cost Approach assessed by the Property Appraiser is summarized as follows:

Detail	Price per rai	Price per square wa	Value
Land (Partial)	20,000,000 baht per rai	50,000 baht per sq. wa	217,200,000 baht
Building of 19 items and building of 22 items			1,432,460,000 baht
Total property value			1,649,660,000 baht
Rental rate (Return 5.5% per year)			90,731,300 baht per year
Market value of property (Rent per year)			91,000,000 baht per year

Source: The asset appraisal report

5.1.2.4 Summary of the Opinion Regarding to Rental of RXV Wellness Village Project

The Independent Financial Advisor has opined that the valuation of land and buildings by using the market price comparison method (Market Approach) to evaluate the value of land and using the replacement cost method to evaluate the value of buildings is an appropriate method because the independent property appraisers use comparable data that is similar to the land being appraised located in the same location and the same valuation period. The independent property appraiser had market data used for comparison of 6 items and selected 3 items for comparison to evaluate the value, which were located in the vicinity of the appraised land. The independent

property appraiser has compared market data with the land being appraised by separating the factors affecting value into important variables such as location, land area size, land shape, environment, physical characteristics of the land, transportation, public utility systems, potential uses and trends in development, etc., then calculated and adjusted to compare with the property to calculate market value. Therefore, the independent financial advisor had the opinion that the assumptions used by the appraiser are appropriate and sufficient to evaluate the assets.

For the valuation of land and buildings by using cost approach using the market price comparison method (Market Approach) to evaluate the value of land. The independent appraiser conducts an analysis by comparing the market price data announced for sale and purchase depending on the location, environment, shape of land, transportation, utility systems, potential use of the land and trends in development and the method for replacement cost (Depreciated Replacement Cost) is a criterion for appraise the present value of buildings. By analyzing the market value of the assets obtained from the above method. It will give the current value of the property, which is an appropriate method in evaluating the value of land. Independent appraisers use comparable data that is similar to the appraised land and located in the same location. Moreover, buildings are specific construction, unable comparable in the same or similar manner. Asset valuation using the cost method is therefore the most appropriate to reflect the value of assets and take into account with generally accepted principles of property valuation. Therefore, the Independent Financial Advisor had the opinion that the assumptions used by the appraiser are appropriate and sufficient to evaluate assets.

Additionally, entering into a land and building lease agreement, including service fees related to the RXV Wellness Village project with MKH at a total value of 40.00 - 90.00 million baht per year, represents a rate lower than the rental value assessed by the Property Appraiser at 91.00 million baht per year. Therefore, entering into the said lease and service agreements with MKH is deemed to have an appropriate price.

5.2 Summary of Reasonableness of Land and Building Rental Transaction

In considering the reasonableness of entering into lease and service agreements from Munkong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH") for use in the wellness business) for a period of 10 years, with a total rental fee of 100.00 - 210.00 million baht per year, the total rental value for 10 years amounts to 1,770.00 million baht.

The Independent Financial Advisor has evaluated the suitability of the price and the rationality of engaging in the transaction by comparing the rental rates of the specified area with comparative market data obtained from a survey conducted by the Property Appraiser. The summary of this comparison is as follows:

Land and building leased transactions	The method of valuation by the Property Appraiser	Comparison of the purchase price and fair value.		
		Agreed rental rate (million baht per year)	Rental rate according to the market price (million baht per year)	Rental rate higher/(lower) than the market price
1) Land with buildings for the RAKxa Integrative Wellness project.	Market Approach and Cost Approach	60.00 - 120.00	126.00	(66.00) - (6.00)
2) Land with buildings for the RXV Wellness Village	Market Approach and Cost Approach	40.00 - 90.00	91.00	(51.00) - (1.00)
Total		100.00 - 210.00	217.00	(117.00) - (7.00)

Source: Estimation prepared by the Independent Financial Advisor

The Independent Financial Advisor assesses that the total rent of 100.00 - 210.00 million baht per year for entering into the land and building lease transaction is lower than the market price assessed by the Property Appraiser, which values the market rental price at 217.00 million baht per year. Therefore, the Independent Financial Advisor deems the price for entering into this land and building lease transaction appropriate.

5.3 Appropriateness of Transaction Conditions

Therefore, the transaction size of the entering into the Land and Building Rental Transaction for investment in RXW. It is considered as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets that equal to more than 50. And connected transactions which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction. 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 Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
	assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
2) The Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
3) Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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 Connected Transaction and all terms and conditions are common for business perspective and don't damage Company's interest and shareholders' interest.

Part 6: Conclusion of Opinion of Independent Financial Advisor of the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

This Investment Transaction in RXW and the Land and Building Rental Transaction are considered assets acquisition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies

Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (“**Notification of the Acquisition or Disposition of the Assets**”).

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Phokachaiphat, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the “**Notification of Connected Transaction**”). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Investment Transaction in RXW and the Land and Building Rental Transaction, and deliver such opinion to the SEC, SET, and shareholders of the Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.
3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details are as follows:

Reasonableness of the transaction

1. Investment Transaction in RXW**Objectives and necessity of transaction**

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business. If the Company intended to expand investment or service area for real estate development business it require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

Therefore, in order to comply with the business restructuring plan, the company will invest in the Wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("RXW"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("MK"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "Investment Transaction in RXW").

Advantages and Disadvantages of entry into the transaction

Advantages of entry into the transaction

- Investing in the wellness business represents a strategic opportunity with substantial growth potential, both domestically and internationally. This investment is expected to enhance the Company's operational performance and foster future growth.
- The investment in the wellness business offers the Company an opportunity to diversify its risk across different sectors. Currently, the Company and its subsidiaries primarily operate in the real estate and investment sectors.
- The investment is intended to facilitate the implementation of the group of companies' business restructuring plan.
- The restructuring will enhance clarity in the business operations of the group of companies, establishing a core company that meets the qualification criteria of the Stock Exchange of Thailand for maintaining the status of a listed company engaged in holding business.
- As Thailand is a popular tourist destination and possesses significant medical expertise, government agencies are currently supporting policies to promote health tourism. Therefore, investing in the wellness business is expected to positively impact the Company, aligning with these factors and potentially leading to improved operating results.
- After the completion of the business restructuring, there will be increased clarity in fundraising strategies.

Drawbacks of Pursuing the Transaction

- RXW's business model represents a novel approach to healthcare, distinct from traditional hospital-style health services or general clinics. Some customer groups may not fully grasp this innovative model, leading to the Company not achieving the anticipated returns from RXW's operations as planned.
- The investment in RXW will introduce new subsidiaries to the group of companies, initially operating at a loss.
- The investment in the wellness business represents entry into a highly competitive market, potentially impacting the Company's operational outcomes.

Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties

Benefits of Pursuing the Transaction with Related Parties

- The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.
- The negotiations proceeded successfully.

- The Company confidently anticipates the successful execution of the planned transaction as part of the current business restructuring.

Drawbacks of Pursuing the Transaction with Related Parties

- Missing the chance to negotiate sales with third parties and/or unrelated companies.
- There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.

Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

Benefits of Pursuing the Transaction with Third Parties

- The determination of price and consideration for entering into the transaction will be independent.
- There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Drawbacks of Pursuing the Transaction with Third Parties

- Seeking third parties who have the potential and are ready to enter into transactions immediately according to the Company's business plan is quite limited.
- Negotiations with third parties are anticipated to take longer than transactions with related parties, potentially causing delays in implementing the Company's business plan.

Risks Associated with the Transaction

- Risk of delay in transferring wellness business licenses, potentially impacting planned operations.
- Risk of providing a 250.00 million baht loan to RXW for business restructuring.
- Risk associated with the future operating results of RXW and the returns the Company anticipates post-business restructuring.
- Risk of delay or cancellation of the transaction and potential impacts on the business plan or incurring other additional costs.
- Risks associated with the payment of a 430.00 million baht deposit which is a substantial amount and could potentially limit the Company's ability to allocate funds towards alternative investments that may offer attractive returns.

The Reasonableness of Fair Value of Entering of Investment Transaction in RXW

In considering the reasonableness of entering into the investment transaction in RXW, the company will invest in the Wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("RXW"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63

million baht from Mankong Life Company Limited (“MKF”) and MKH Assets Company Limited (“MKH”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“MK”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht.

Furthermore, to facilitate shareholders’ comprehensive understanding of Investment in RXW and its current fair value, the independent financial advisor is of the view that the fair value of RXW’s ordinary shares and the appropriate asset purchase price is the Adjusted Book Value Approach, as outlined below:

Investment in RXW Transaction	Appropriate Valuation Approaches	Comparable Purchase Price and Fair Value		
		Purchase Price (Million Baht)	Fair Value (Million Baht)	Higher (Lower) from Fair Value (Million Baht)
1. Equity Value of RXW	Adjusted Book Value Approach	275.79	365.79	(90.00)
2. Assets related to wellness business	Adjusted Book Value Approach	83.63	83.63	-
Total		359.42	449.42	(90.00)

Source: Valuated by independent financial advisor

The Independent Financial Advisor considers the adjusted book value approach to be a suitable approach for valuing the investment in RXW. This approach is deemed effective in reflecting the value of shareholders’ equity, as the book value closely approximates the current value. The Independent Financial Advisor has based this assessment on RXW’s book value as of 31 December 2022, subsequently adjusted for profits and losses recorded in the nine-month period ending 30 September 2023. Additionally, adjustments were made for items related to internal capital restructuring prior to this transaction, aimed at ensuring RXW’s shareholders’ equity accurately represents its true value. These adjustments include factors such as capital reduction and losses from divesting interests in Munkong Life Co., Ltd. (“MKF”), MKH Assets Co., Ltd. (“MKH”), and Rx Wellness Blocker US, Inc. (“RxB”). Furthermore, the valuation includes assets associated with movable property required for operating a health service business, valued at 83.63 million baht, encompassing medical equipment, technological systems, and various office apparatus, where the book value is already in line with the fair value. Hence, the Independent Financial Advisor is of the opinion that the use of the adjusted book value approach is appropriate for appraising the investment in RXW.

The Independent Financial Advisor believes that the transaction involving the acquisition of RXW ordinary shares and the purchase of movable assets for the operation of a health service business (Wellness business), with the aggregate purchase price for the RXW ordinary shares and the business-related assets amounts to 359.42 million baht, which is below the fair value of RXW, appraised at 365.79 million baht using the adjusted book value approach, and if added with the book value of the movable assets required for the health service business, totaling

83.63 million baht, the overall fair value reaches 449.42 million baht. Consequently, the Independent Financial Advisor deems the purchase price for RXW's ordinary shares and the related movable assets for the health service business as appropriate.

The trading value of RXW on the closing date might vary from its present fair value, as the fair value of RXW is subject to fluctuations over time. Nonetheless, the Independent Financial Advisor maintains the view that the price for entering into the transaction at this juncture is reasonable.

Appropriateness of Transaction Conditions

Therefore, the transaction size of the entering into the investment in RXW transactions constitutes an agreement between a listed company and a subsidiary of another listed company. It is considered as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets that equal to more than 50. And connected transactions which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction. 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 Shareholders' Meeting of the Company have approved the transactions with no less than 3 / 4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
2. The Shareholders' Meeting of MK have approved the transactions with no less than 3 / 4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
	assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
3. Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business and entered into relevant agreements.	As a result of this restructuring, the Company will engage in the health service sector. Consequently, both the Company and MK are required to undertake the transfer of business licenses and address other related matters in accordance with the stipulated terms.
4. Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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 Connected Transaction and all terms and conditions are common for business perspective including entering into business restructuring without any conditions and don't damage Company's interest and shareholders' interest.

2. Land and Building Rental Transaction

Incidentally, after entering into the Investment Transaction in RXW to operate a Wellness business both at the RAKxa Integrative Wellness Project ("**Rakxa Project**") and the RXV Wellness Village Project ("**RXV Project**"). the Company will arrange for RXW to enter into a 10-year rental and service agreement with Mankong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH") for operating the wellness business. The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as "**Land and Building Rental Transaction**"). By entering into the transactions there are benefits and impact on the company as follows:

Advantages and Disadvantages of entry into the transaction

Advantages of entry into the transaction

- It is a long-term plan of the Company to establish a wellness business capable of generating recurring income continuously.

- Operating the wellness business does not necessitate a substantial investment from the Company.
- Appropriateness of the rental rate
- Reduced construction and development time in the Rakxa and RXV Projects
- Long-term investment opportunity with potential income growth
- Appropriateness of the conditions of the land and building Lease agreement

Drawbacks of Pursuing the Transaction

- Risk of Forfeiting Rental Security Deposit
- Loss of investment opportunities in other businesses
- Rental rate adjustments based on increased income.

Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties

Benefits of Pursuing the Transaction with Related Parties

- Rental rates are based on market prices.
- There are clear measures to prevent competition in business operations.
- Being in line with the Company's business restructuring plan.
- A distribution of risk within the group of companies' business operations

Drawbacks of Pursuing the Transaction with Related Parties

- Potential Conflicts of Interest
- Loss of opportunity for third-party sales negotiations

Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

Benefits of Pursuing the Transaction with Third Parties

- The determination of price and consideration for entering into the transaction will be independent.
- There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Drawbacks of Pursuing the Transaction with Third Parties

- Processing may be delayed.
- Conditions of the rental contract may not be as planned.

Risks Associated with the Transaction

- A long-term lease agreement in a business that is still operating at a loss.
- Risk from underutilization of leased areas
- Risk of competition in the wellness business from other operators.

- Absence of Company-owned assets for primary business operations
- Risk associated with memorandum of understanding lacking a definitive agreement.

The Reasonableness of Fair Value of Entering Land and Building Rental Transaction

In considering the reasonableness of entering into lease and service agreements from Munkong Life Company Limited (“MKF”) and MKH Assets Company Limited (“MKH”) for use in the wellness business) for a period of 10 years, with a total rental fee of 100.00 - 210.00 million baht per year, the total rental value for 10 years amounts to 1,770.00 million baht.

The Independent Financial Advisor has evaluated the suitability of the price and the rationality of engaging in the transaction by comparing the rental rates of the specified area with comparative market data obtained from a survey conducted by the Property Appraiser. The summary of this comparison is as follows:

Land and building leased transactions	The method of valuation by the Property Appraiser	Comparison of the purchase price and fair value.		
		Agreed rental rate (million baht per year)	Rental rate according to the market price (million baht per year)	Rental rate higher/(lower) than the market price
1. Land with buildings for the RAKxa Integrative Wellness project.	Market Approach and Cost Approach	60.00 - 120.00	126.00	(66.00) - (6.00)
2. Land with buildings for the RXV Wellness Village	Market Approach and Cost Approach	40.00 - 90.00	91.00	(51.00) - (1.00)
Total		100.00 - 210.00	217.00	(117.00) - (7.00)

Source: Estimation prepared by the Independent Financial Advisor

The Independent Financial Advisor assesses that the total rent of 100.00 - 210.00 million baht per year for entering into the land and building lease transaction is lower than the market price assessed by the Property Appraiser, which values the market rental price at 217.00 million baht per year. Therefore, the Independent Financial Advisor deems the price for entering into this land and building lease transaction appropriate.

Appropriateness of Transaction Conditions

Therefore, the transaction size of the entering into the Land and Building Rental Transaction for investment in RXW. It is considered as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets that equal to more than 50. And connected transactions which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction. 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 Shareholders' Meeting of the Company have approved the transactions with no less than 3 / 4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
2. The Shareholders' Meeting of MK have approved the transactions with no less than 3 / 4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in investment in RXW transaction with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. including the acquisition of assets which is a large transaction. The size of the transaction is equal to or higher than 50 percent, which is classified as a type 1 transaction of the Notification of the Acquisition or Disposition of the Assets. Therefore, the company must proceed according to the rules of the Notification of the Acquisition or Disposition of the Assets.
3. Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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 Connected Transaction and all terms and conditions are common for business perspective and don't damage Company's interest and shareholders' interest.

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Transaction 2: The transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited

Part 1: General Characteristics of the Transaction

1.1 Characteristics and Details of the Disposition Transaction

1.1.1 The Objective and Necessity of the Transaction

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

Therefore, the Transaction of Disposal of Investments in PROSPECT and BFTZ WN are considered assets disposition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). (“**Notification of the Acquisition or Disposition of the Assets**”).

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Phokachaiphath, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the “**Notification of Connected Transaction**”). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Acquisition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Investment Transaction in RXW and the Land and Building Rental Transaction, and deliver such opinion to the SEC, SET, and shareholders of the Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.
3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The Board of Directors' Meeting No.10/2023, held on 27 December 2023, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on 28 February 2024 to consider and approve the transaction.

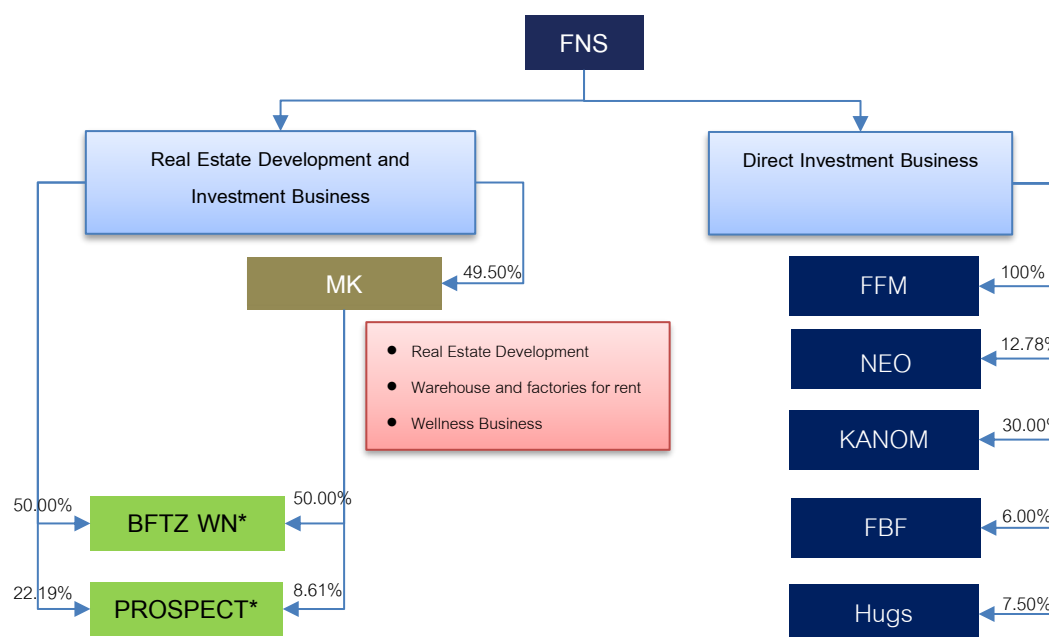
1.1.2 General Characteristics of the Transaction

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. If considering the total investment value of the Company as of 30 September 2023, the Company has investments in subsidiaries, associates and joint ventures which is the company invested in the real estate development and investment amounted to 2,262.42 million baht and direct investment business amounted to 1,687.66 million baht, or accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of investment through MK as a subsidiary of the Company and direct investment through PROSPECT and BFTZ WN. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business If the Company intended to expand investment or service area for real estate development business it require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the

case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

FNS Group's Business Structure Diagram



* PROSPECT and BFTZ WN are Real Estate Development and Investment Business in which the Company has joint investment with MK.

(The Shareholders can study information about MK's business operations in Attachment 2: Overview of MK's business operations and operating results of this independent financial advisor's report.)

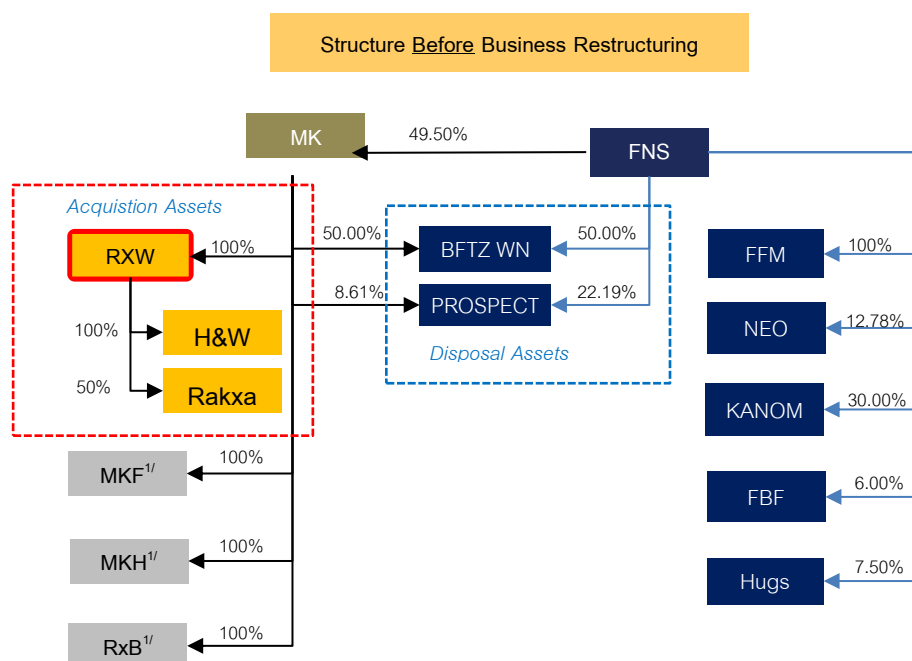
Therefore, from the business structure and investment structure mentioned above. The Company and MK, which are both publicly listed companies, may have overlapping business structures in the real estate development and investment businesses which will affects management and future growth plans of the Company. Therefore, the Company plans to restructure its internal business to provide clarity in terms of management, fundraising, and financial planning, etc.

At present, the Company is in the process of selecting a company that will be the core business of the Company in order to ensure that the Company has all the qualifications according to the rules of being a listed company on the Stock Exchange. And from the overview of the business restructuring plan of the whole group this time. The Company foresees that the investment in RXW, which operates a wellness business, will be able to grow in the future, due to nowadays, the trend of healthcare and wellness is becoming more and more popular. Moreover, Thailand is entering an aging society and Thailand is a potential medical resource in the region. The investment in RXW, which provides comprehensive wellness services in the areas of enhancement, prevention, cure, and restoration. The Rakxa Wellness Bangkrachao project has been successful in providing enhancement and prevention, "Rakxa" is a Fully Integrative Wellness & Medical Retreat that focuses on providing specific complementary and preventive health services that have received great attention and feedback from both Thai and foreign customers. Rakxa aims to further develop the project into a world-class medical and wellness destination. In addition, RXW also has RXV Wellness Village at Suan Sampran District, Nakhon Pathom Province, focuses mainly

on enhancement and prevention under the concept of Everyone's Wellness. Good health is natural and achievable for everyone. Therefore, investing in RXW will create a good opportunity for the Company to grow in a sustainable future.

The Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company's business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited ("**RXW**"), representing 100.00 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited ("**MKF**") and MKH Assets Company Limited ("**MKH**"), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited ("**MK**"), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company's investment in the wellness business this time totals approximately 359.42 million baht (referred to as "**Investment Transaction in RXW**"). And (3) the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid with a total value of 1,770.00 million baht (referred to as "**Land and Building Rental Transaction**"). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("**PROSPECT**") at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited ("**BFTZ WN**") at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**"). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company's business restructuring plan (hereinafter, referred to as "**Business Restructuring**").

Diagram showing FNS's shareholding structure before and after entering into the transaction.



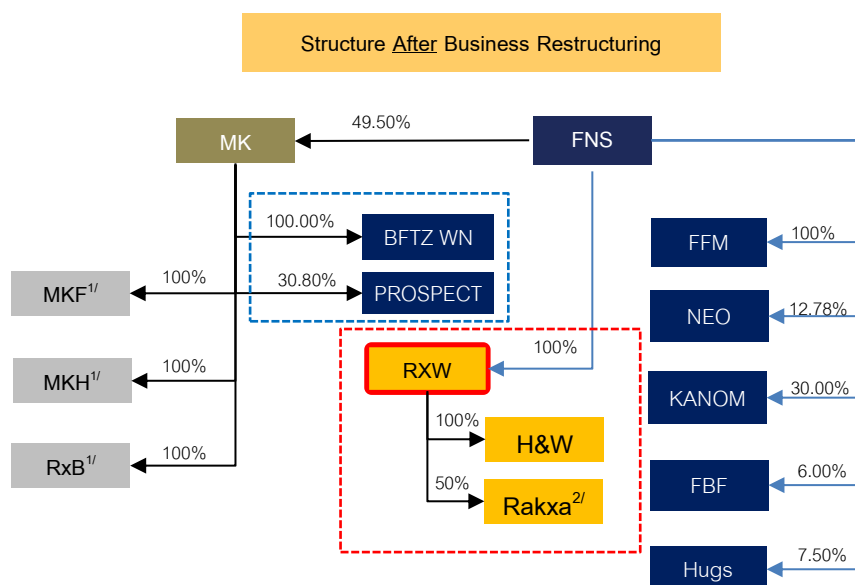
Remarks:



The asset acquisition and related transaction by investment in RXW.



The asset disposition and related transaction by dispute investment in PROSPECT and BFTZ WN.



Remarks:

- 1/ In December 2023, RXW has undergone capital restructuring within the Group by reducing its capital and converting debt into equity in order to restructure its shareholding in MKF, MKH and RxB by changing from RXW to MK instead. The restructuring will not affect the management within the group in any way.

- 2/ Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitalife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED.

1.1.3 Transaction Date

The Company expects that the execution of the restructuring plan is anticipated to be completed within 2024, given the multitude of steps involved in facilitating this transaction. These include the execution of relevant contracts and the transfer of various licenses essential for operating a health service business. The Company expects that it shall be able to complete the business restructuring within 2024 according to the complete of precedent transaction under related contracts) and after the shareholder's meeting approved the business restructuring including the Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN and other required procedure and/or any items related to the business restructuring.

1.1.4 The Counterparty and Relationship with the Company

Buyer	:	FNS Holdings Public Company Limited (the "Company" or "FNS")
Seller	:	M.K. Real Estate Development Public Company Limited ("MK")
Relationships	:	The Company is a major shareholder who holds 540,145,362 shares, representing 49.50 percent of the total shares of MK and has a common director, which is Mr. Vorasit Pokachaiyapat who is a director and Managing Director of the Company and (2) Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Therefore, The Company has two joint directors and executives, Mr. Vorasit Phokachaiphath, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), nor the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended). To

ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting.

(Shareholders can learn more about MK, details of which can be found in Attachment 2 of this Independent Financial Advisor Report.)

1.1.5 Details of Disposed Assets

- (1) Ordinary shares of PROSPECT in the amount of 83,212,061 shares with a par value of 100 baht per share, representing 22.19 percent of PROSPECT's registered capital, at the price of 9.3885 baht per share, equivalent to approximately 781.24 million baht.
- (2) Ordinary shares of BFTZ WN in the amount of 24,999 shares with a par value of 100 baht per share or 50 percent of the registered capital of BFTZ WN, at the price of 2,000.08 baht per share, equivalent to approximately 50.00 million baht.

1.1.5.1 General Information of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT")

(1) General Information

REIT Name	: Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
Business Type	: Real Estate Investment Trust
REIT Manager	: Prospect REIT management Co., Ltd.
Trustee	: SCB Asset Management Co., Ltd
Property Manager	: Prospect Development Co., Ltd.
Address	: No. 345, 345 Surawong Building, 5th Floor, Surawong Road, Suriyawong, Bangrak Bangkok 10500
Establishment Date	: 14 August 2020
Registered Capital	: 3,551,137,500 baht (as of 4 December 2023)
Issued and Paid-up Capital	: 3,551,137,500 baht (as of 4 December 2023)
Paid-up Shares	: 375,000,000 shares
Par Value (per share)	: 9.4697 baht/unit
Net Asset Value (NAV)	: 9.3885 baht/unit
(As of 30 September 2023)	
Closing Price as of 26 December 2023	: 8.45 baht/unit

Source: Data from 56-1 One report of PROSPECT REIT at the year of 2022 and SET website

(2) List of unitholders are as follows:

No.	List of Unitholders	Number of Units	%
1	FNS Holdings PLC.	83,212,061	22.19
2	M.K. Real Estate Development PLC.	32,279,090	8.61
3	Krungthai-AXA Life Insurance PLC.	20,293,200	5.41
4	Allianz Ayudhya Assurance PLC.	14,755,000	3.93
5	TISCO Securities Company Limited	14,735,717	3.93
6	Samsung Life Insurance (Thailand) PLC.	13,492,000	3.60
7	Mr. Burana Chavalittamrong	9,100,000	2.43
8	Mrs. Sumanee Pokachaipat	6,486,000	1.73
9	Bangkok Life Assurance Public Company Limited	5,735,800	1.53
10	Mr. Kanesh Tangcravakoon	5,000,000	1.33
11	Mr. Shwin Tangcravakoon	5,000,000	1.33
12	Other Unitholders	164,911,132	43.98
Total		375,000,000	100.00

Remark: SET website as of 31 August 2023

(3) Financial Position

Financial Position (Unit: million baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023
Assets	3,706.05	3,623.91	3,538.38	5,456.98
Liabilities	1,241.50	1,228.46	1,165.26	1,936.31
Net Assets	2,464.55	2,395.45	2,373.11	3,520.67
Income	152.55	443.20	445.21	408.68
Expenses	53.08	148.82	160.38	173.35
Net investment profit	99.47	294.38	284.83	235.33

Source: Financial statements audited by Certified Public Accountants

1.1.5.2 General Information of BFTZ Wangnoi Co., Ltd. ("BFTZ WN")

(1) General Information

Company Name	:	BFTZ Wangnoi Co., Ltd.
Address	:	345 345 Suriyawong Bldg. 5 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok 10500
Business Type	:	Develop warehouses and factories for rent
Establishment Date	:	7 May 2021
Registered and Paid-up Capital	:	As of April 24, 2023, BFTZ WN has registered, and paid-up capital as follows: The registered capital is 5.00 million baht with par value of 100.00 baht per share divided into 50,000 ordinary shares with a par value of 100.00 baht each.

Source: Copy of certificate from the Ministry of Commerce and copy of list of shareholders

(2) List of shareholders are as follows:

No.	List of shareholders	Number of Shares	%
1	FNS Holdings PLC.	24,999	50.00
2	Prospect Development Company Limited	24,999	50.00
3	Mrs. Sanittha Asawachinda	1	0.00
4	Miss Rachanee Mahatdetkul	1	0.00
Total		50,000	100.00

Remark: Lists of shareholders of BFTZ WN as of 24 April 2023

(3) List of Board of Directors

No.	List of Board of Directors	Position
1	Mr. James Marshall	Director
2	Mrs. Siripan Leewanun	Director
3	Miss Rachanee Mahatdetkul	Director
4	Mrs. Sanittha Asawachinda	Director
5	Mr. Wittaya Phraisuwan	Director

Binding on the Company: Director Group A. includes Mr. James Marshall and Mrs. Sanittha Asawachinda and Director Group B. includes Miss Rachanee Mahatdetkul and Mrs. Siripan Leewanun. One director of Group A. jointly signs with one director of Group B. and affixes the Company's seal.

Source: Copy of certificate from the Ministry of Commerce

(4) Financial Position

Financial Position (Unit: million baht)	31 Dec 2021	31 Dec 2022
Assets	657.96	1,725.80
Liabilities	653.78	1,717.02
Shareholders' equity	4.18	8.79
Revenue	0.01	30.01
Expenses	0.83	25.40
Profit (loss) for a period	(0.8)	4.61

Source: Financial statements audited by Certified Public Accountants

(Shareholders can learn more about PROSPECT and BFTZ WN, details of which can be found in Attachment 4 and 5 of this Independent Financial Advisor Report.)

1.1.6 Transaction Size

Transaction of Disposal of Investments in PROSPECT and BFTZ WN is considered an asset disposition transaction for the Company according to Notifications on Acquisition or Disposition of Assets, which considering

the size of such transactions by calculation method based on various criteria under Notifications on Acquisition or Disposition of Assets. The Company shall be calculated from the financial information of the Company and related company in connection with the transaction based on financial statements which have been audited or reviewed by a certified public accountant are as follows:

Financial Information (Unit: THB Million)	PROSPECT	BFTZ WN	Company
	Consolidated Financial Statement ^{1/}	Separate Financial Statement ^{1/}	Consolidated Financial Statement ^{1/}
Ended as of	30 Sep 2023	31 Dec 2023	30 Sep 2023
Total Assets	5,456.98	1,725.80	23,449.08
<u>Deduct</u> Total Liabilities	1,936.31	1,717.02	15,889.68
<u>Deducted</u> Intangible Assets	-		290.54
<u>Deducted</u> Minority Shareholders' Equity	-		3,019.98
Net Tangible Assets (NTA)	3,520.67	8.79	4,248.88
Net Profit^{2/}	308.08	4.61	868.03

Remark: 1/ Latest financial statement which has been reviewed by the certified public accountant.

2/ Latest Net Profit for the period of 12 months

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	$= \frac{(\text{NTA}^{1/} \text{ of the investment in company x acquired or disposed portion}) \times 100}{\text{NTA of the listed company}^{2/}}$
2. Net Operating Profit Basis	$= \frac{(\text{Net operating profit of the investment in company x selling or buying portion}) \times 100}{\text{Net operating profit of the listed company}^{2/}}$
3. Total Value of Consideration Basis	$= \frac{\text{Value of payment or receive} \times 100}{\text{Total assets of the listed company}^{2/}}$
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

1.1.6.1 The Transaction Size Calculation of Disposal of Investments in PROSPECT and BFTZ WN

The transaction of disposal of investments in PROSPECT and BFTZ WN this time, the Company will dispose of the assets as follows:

1. Ordinary shares of PROSPECT in the amount of 83,212,061 shares with a par value of 100 baht per share, or 22.19 percent of PROSPECT's registered capital, at the price of 9.3885 baht per share, equivalent to approximately 781.24 million baht.

2. Ordinary shares of BFTZ WN in the amount of 24,999 shares with a par value of 100 baht per share or 50 percent of the registered capital of BFTZ WN, at the price of 2,000.08 baht per share, equivalent to approximately 50.00 million baht.

(1) The Transaction Size Calculation of Disposal of Investment in PROSPECT

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(3,520.67 \times 22.19\%) \times 100}{4,248.88}$	18.39%
2. Net Operating Profit Basis	$= \frac{(308.08 \times 22.19\%) \times 100}{868.03}$	7.88%
3. Total Value of Consideration Basis	$= \frac{(781.24^{1/}) \times 100}{23,449.08}$	3.33%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Proportional of total value of consideration

(2) The Transaction Size Calculation of Disposal of Investment in BFTZ WN

Basis of Calculation	Calculation	Transaction Size
1. Net Tangible Assets (NTA) Basis	$= \frac{(8.79 \times 50.00\%) \times 100}{4,248.88}$	0.10%
2. Net Operating Profit Basis	$= \frac{(4.61 \times 50.00\%) \times 100}{4,248.88}$	0.27%
3. Total Value of Consideration Basis	$= \frac{(400.00^{1/}) \times 100}{23,449.08}$	1.71%
4. Value of Securities Issued as Consideration for the Assets Basis	= Not applicable as there is no issuance of new securities.	-

Remark: 1/ Total value of consideration for disposal of ordinary shares of BFTZ WN amounting to 50.00 million baht. Since the disposal of investment has ceased to be a subsidiary, therefore, there is a consolidation of loans and interest borrowed by BFTZ WN from the Company and the estimation did not exceeding 350.00 million baht, totaling not exceeding 400.00 million baht.

Summary table of calculation of transaction size for disposal of investment in PROSPECT and BFTZ WN

Disposal of assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
1. Ordinary Shares of PROSPECT	18.39%	7.88%	3.33%	Not applicable as there is no issuance of new securities.
2. Ordinary Shares of BFTZ WN	0.10%	0.27%	1.71%	

Disposal of assets	(1) Net Tangible Assets (NTA) Basis	(2) Net Operating Profit Basis	(3) Total Value of Consideration Basis	(4) Value of Securities Issued as Consideration for the Assets Basis
Total Transaction Size	18.49%	8.14%	5.04%	-
In the previous 6-months ^{1/}	-	-	-	-
Total	18.49%	8.14%	5.04%	-
The maximum calculation criterion is the Net Tangible Asset Value (NTA) basis with a maximum transaction size of <u>18.49%</u> .				

Remark: 1/ The Company has not entered into any disposition of assets transactions in the previous 6-month period

In entering into this transaction, a maximum transaction size is equivalent to 18.49 percent according to the net tangible assets (NTA) basis on the consolidated financial statements of the Company and PROSPECT for the period ended September 30, 2023, and separate financial statements of BFTZ WN as of December 31, 2022. The Company has not entered into any disposition of assets transactions according to the net tangible assets (NTA) basis in the previous 6-month period before the date of the Board of Directors Meeting. Therefore, the transaction size of the entering into disposal of investment in PROSPECT and BFTZ WN transactions is equal to or more than 15 percent but lower than 50 percent which is classified as a Class 2 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is obliged to disclose the information to the SET and send a notice to the shareholders within 21 days from the date of disclosure to the SET. However, the Company wishes to propose to the shareholders' meeting for consideration of this transaction. Therefore, the Company discloses information related to the disposal of assets as follows:

- (1) To disclose information to the SET related to the Disposal of investment in PROSPECT and BFTZ WN according to the Notifications on Acquisition or Disposition of Assets;
- (2) To appoint the independent financial advisor to express the opinion related to the disposal of Investment in PROSPECT and BFTZ WN transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders, 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;
- (3) 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.

1.1.6.2 Calculation of Connected Transactions

Summary table of calculation of connected transaction size for disposal of investment in PROSPECT and BFTZ WN

Acquisition of Assets Transaction	Type of Transaction	Consideration Value	Book Value	Market Value	Transaction Size Maximum Calculation
1. Ordinary Shares of PROSPECT	Transactions relating to assets or services	781.24	781.23 ^{1/}	719.78 ^{2/}	18.39
2. Ordinary Shares of BFTZ WN	Transactions relating to assets or services	400.00 ^{3/}	4.39 ^{4/}	-	9.41
Total Transaction Size					27.80
In the previous 6-months ^{1/}					-
Total Connected Transaction Size from the Investment in RXW					27.80

Remark: 1/ Based on PROSPECT's consolidated financial statements as of 30 September 2023 (Reviewed Financial Statements)

2/ Calculated based on the 15-day volume weighted average price at the value of 8.53 baht per share.

3/ Total value of consideration for disposal of ordinary shares of BFTZ WN amounted to 50.00 million baht. Since the investment was disposed of and ceased to be a subsidiary, all outstanding loans and interest borrowed by BFTZ WN from the Company and the estimation were consolidated in the amount not exceeding 350.00 million baht, totaling 400.00 million baht.

4/ Based on BFTZ WN's separate financial statements as of 31 December 2023 (Reviewed Financial Statements)

In entering into this transaction at this time, a maximum transaction size is equivalent to 27.80 percent (the Company has not entered into any connected transactions in the previous 6-month period). Therefore, the transaction is classified as a Class 4 Transaction under Notifications on Connected Transaction, which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction as follows:

- (1) To disclose information to the SET related to the Disposal of Investment in PROSPECT and BFTZ WN according to the Notifications on Connected Transaction;
- (2) To appoint the independent financial advisor to express the opinion related to the disposal of Investment in PROSPECT and BFTZ WN transaction under Notifications on Connected Transaction to the Company's shareholders, 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;
- (3) To arrange for a shareholder meeting to approve such 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.

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

The Value of Consideration

The consideration value of 831.24 million baht divided to the consideration value of Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (“PROSPECT”) of 83,212,061 units at a price of 9.3885 baht per unit, totaling approximately 781.24 million baht and the consideration value of BFTZ WN’s ordinary shares at 2,000.08 baht per share, comprising 24,999 shares with a par value of 100.00 baht per share, is valued at approximately 50.00 million baht. MK will compensate for 831.24 million baht through a bill of exchange and/or MK cash.

Basis Used for Determination of Consideration Value

The consideration value is determined by the agreement from negotiation between counterparties and assumptions which the Company and MK mutually agreed. The price for determination of consideration value is referred to Net Asset Value per unit (NAV) of PROSPECT as of the date of completion of units trading and the book value of BFTZ WN as of the date of completion of shares trading. The preliminary consideration value is referred to Net Asset Value per unit (NAV) as of 30 September 2023 of PROSPECT and estimated dividend payment and future earnings for the quarter 1/2023 and the quarter 4/2023. and the book value of ordinary shares of BFTZ WN of approximately 16.51 million baht as of 30 September 2023 and adjusted with estimated future earnings. In this regard, the Company has prepared additional information for shareholders’ consideration as to the reasonableness of determining the value of consideration, namely information on the fair value of the business which is valued according to various criteria and methods according to the independent financial advisor’s opinion report. Additional information in this section will appear in the information regarding entering into assets disposition transactions and connected transactions of FNS Holdings Public Company Limited for the business restructuring that will be presented to the shareholders’ meeting and report of the opinion of an independent financial advisor, which the company will disclose through the communication channels of the SET and is attached as part of the notice of the Extraordinary General Meeting of Shareholders No. 1/2024, which will be sent to all shareholders of the Company not less than 14 days in advance of the next meeting date.

1.1.8 Value of Disposed Assets

The net asset value per unit (NAV) and book value of disposed assets are as follows:

- (1) Trust units of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (PROSPECT) amounted to 83,212,061 units with a par value of 9.4697 baht per unit and Net Asset

Value per unit (NAV) as of 30 September 2023, equal to 9.3885 baht per unit, totaling approximately 781.24 million baht.

- (2) Ordinary Shares of BFTZ Wangnoi Co., Ltd. (BFTZ WN) amounted to 24,999 shares with a par value of 100.00 baht per share, book value as of 30 September 2022, equal to 8.79 million baht or 175.71 baht per share. The Company holds the direct shares of 50% in BFTZ WN, or equivalent to book value in shareholding proportion amounted to approximately 4.39 million baht.

1.1.9 Fund Objectives from the Transaction

The Company has fund objectives from the disposition of investment in PROSPECT and BFTZ WN as follows:

- (1) Paid for the investment in RXW and for movable assets related to the wellness business;
- (2) Paid for borrowings from the financial institution;
- (3) Using for the Company's working capital;
- (4) Investment in any projects based on the Company's business plan.

However, such fund objectives are changeable and the Board of Directors of the Company shall consider allocating the funds received from this assets disposition.

1.1.10 Key Condition Precedes Before Entering into the Transaction

- (1) The Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (2) Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;
- (3) Approval from financial institution to unburden debt obligation, collateral and/or any conditions related to this transaction from financial institution;
- (4) Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business;
- (5) Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.

1.1.11 Opinion of the Company's Board of Directors

The Company's Board of Directors Meeting No. 10/2023 convened on 27 December 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 deems this transaction to be between the Company and its subsidiaries, aimed at clarifying the group's business structure for the collective benefit of the Company and its shareholders. The terms of this transaction are considered reasonable, customary for business practices, and in line with operational protocols. In addition, considering the overall of the entire group. The value of the transaction between the company and MK is appropriate. The transaction was not entered into to benefit any party because it is a transaction for restructuring the business within the group and the steps for entering into the transaction are in accordance with general restructuring.

Upon evaluating the fairness of the purchase price, the transactional terms, the overall advantages accruing to the Company, and potential risks associated with dispute investment of PROSPECT and BFTZ WN such as risk arising from debt repayment obligations and releasing pledge prior to disposal of investment in PROSPECT, Risk of transaction delays or cancellations affecting the Company's business plan implementation and incurring additional costs and risks Associated with Business Restructuring Through the Sale of PROSPECT and BFTZ WN incurred from contract conditions and legal rules related to trust and stock trading, the Company has developed strategies to mitigate these risks. Consequently, proceeding with this restructuring transaction is deemed suitable, aligning with the Company's strategic objectives and the best interests of its shareholders.

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 carefully considered the asset acquisition transaction and the connected transaction and agreed to propose it 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 Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust

Please refer to Attachment 4 of this IFA report

1.3 Information of BFTZ Wangnoi Company Limited

Please refer to Attachment 5 of this IFA report

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

The independent financial advisor holds the view that entering into this asset disposition and related 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

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. The Company's investment in real estate development and investment, and direct investment business accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of direct investment and investment through MK as a subsidiary of the Company. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited ("BFTZ WN") at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "Transaction of Disposal of Investments in PROSPECT and BFTZ WN").

2.2 Transaction benefits and drawbacks of Pursuing the Transaction

2.2.1 Transaction benefits

(1) Business restructuring plan implementation in the group of companies

The decision to dispose of investments in PROSPECT and BFTZ WN aligns with the strategic objective of restructuring the business within the group of companies. The Company aims to refine its investment structure, focusing on sectors poised for growth and capable of generating profitable returns in the future. Currently, the investment landscape includes direct stakes in PROSPECT and BFTZ WN, as well as indirect investments through MK. This diversification, while expansive, has introduced complexities in investment management. By divesting from PROSPECT and BFTZ WN, the Company will streamline its operating structure, enhancing clarity and efficiency. This restructuring will facilitate more effective investment planning, fund-raising, and financial cost management. Ultimately, these changes are designed to yield substantial and worthwhile returns for the Company.

(2) Scaling down investment in real estate development

The involvement of the Company in the real estate development business, particularly in the rental and service sectors of PROSPECT and BFTZ WN, focuses on warehouse and factory building projects. These early-stage investments require significant funding, if in the future the company has to expand additional real estate projects. Consequently, the Company is required to allocate significant funds for these investments. By divesting from PROSPECT and BFTZ WN, the Company will effectively reduce the necessity to source substantial funding for the development of these projects.

Furthermore, it is anticipated that future development costs, including land acquisition, construction, and marketing expenses, will escalate. Continuation in the real estate development for rental and service businesses of PROSPECT and BFTZ WN would, therefore, demand considerable ongoing investment.

(3) Reduction of financial debt burden

The proceeds from the disposal of investments in PROSPECT and BFTZ WN present the Company with a strategic opportunity to alleviate its financial debt. By utilizing these funds to repay loans from financial institutions and/or settle other outstanding debts, the Company can significantly reduce its current financial costs, improving the Company's financial stability and contributing to stronger operational results. Furthermore, the influx of cash flow from this divestiture provides an avenue for reinvestment, aimed at reinforcing the Company's business foundations. This proactive approach is expected to be instrumental in enhancing the Company's financial position, ensuring it becomes more robust and stable.

(4) The Company will receive the repayment of long-term loans from BFTZ WN

As stipulated in the investment purchase agreement between the Company and MK, upon finalizing this transaction, the Company is set to receive a repayment of long-term loans from BFTZ WN, totaling approximately 350.00 million baht.

Historically, since 2021, the Company's involvement with BFTZ WN has been as follows: an investment in ordinary shares amounting to approximately 2.50 million baht and the provision of long-term loans roughly equating to 350.00 million baht. These funds were primarily allocated for project development. To date, the Company has not yet received any debt repayments, as the BFTZ WN project is still in its construction phase and only gradually starting to deliver service areas to customers. This ongoing development stage has necessitated continued investment for working capital within BFTZ WN. The successful completion of this transaction will result in an increased cash flow for the Company. This financial influx provides a dual advantage: the ability to settle existing loan debts and the potential to reinvest as working capital for future Company's ventures.

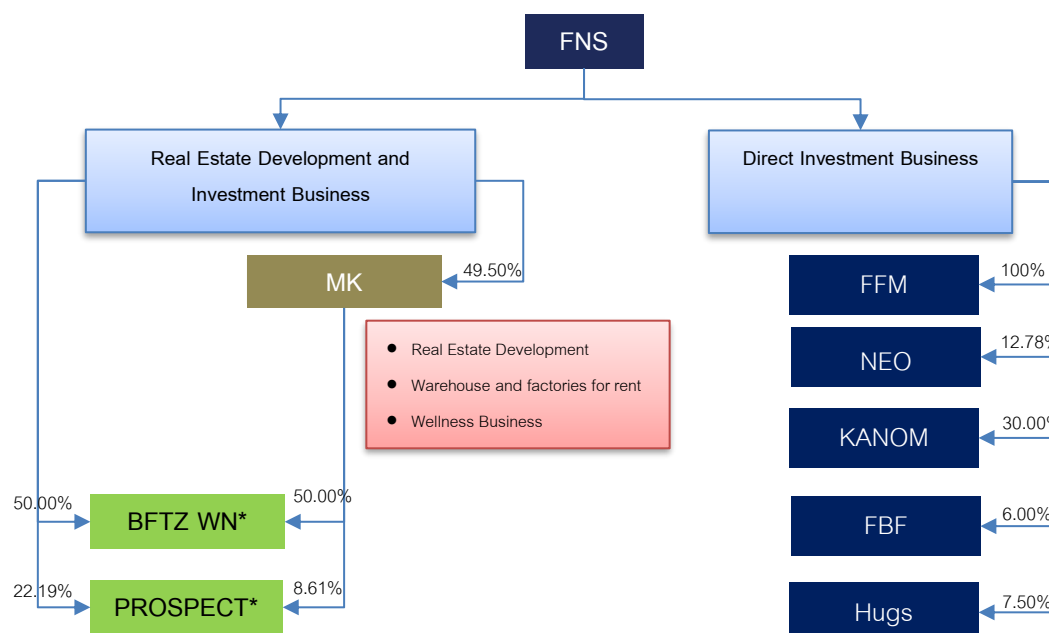
(5) Mitigating risks in warehouse and factory building rental business

While the warehouse and factory building rental business can potentially generate steady, long-term income (recurring income), it is not without its risks. The slowdown in investment from certain customer groups, exacerbated by the impacts of COVID-19, has compelled entrepreneurs to engage in price competition and offer supportive promotions. These strategies aim to retain existing customers and attract new ones. However, the Company experiences a risk of decreased revenue from the warehouse and factory building rental business if customers do not enter into long-term contracts or if the Company struggles to secure new customers in the short term.

Additionally, as the Company is not the primary operator in the real estate development business for rent and services, its investments in PROSPECT and BFTZ WN hinge on the operational returns and profits of these entities. This situation places the Company at potential risk in terms of cost management, including the challenge of reducing costs to achieve economies of scale amidst intense market competition.

Therefore, by divesting its investments in PROSPECT and BFTZ WN, the Company can effectively reduce its exposure to direct risks associated with the warehouse and factory building rental business.

(6) Reducing competition in real estate development for rent and services within the group

FNS Group's Business Structure Diagram before Restructure

* PROSPECT and BFTZ WN are Real Estate Development and Investment Business in which the Company has joint investment with MK.

(The Shareholders can study information about MK's business operations in Attachment 2: Overview of MK's business operations and operating results of this independent financial advisor's report.)

FNS Group's business structure involves investments in real estate development, particularly in the factory and warehouse sectors for rent. These investments encompass direct stakes in PROSPECT and BFTZ WN, as well as indirect investments through MK, a subsidiary engaged in similar real estate activities. Historical investment data and future growth plans indicate that the real estate development group, along with the factory and warehouse rental business, necessitate substantial investments for project development and future construction for factories and warehouses. However, given the overlapping investments within FNS and MK's portfolios, funding allocation can become complex. This complexity arises from the need to balance financial resource allocation, assess business risks, and evaluate investor business valuation. Additionally, the customer base and service users in the rental real estate development and service sector face considerable competition from both established operators and emerging small entrepreneurs.

Consequently, by divesting its stakes in PROSPECT and BFTZ WN to MK, the Company can effectively reduce internal competition within its real estate development business for rent and services. Should the real estate development sector experience growth in the future, the Company will continue to benefit from this through MK, which remains a direct subsidiary.

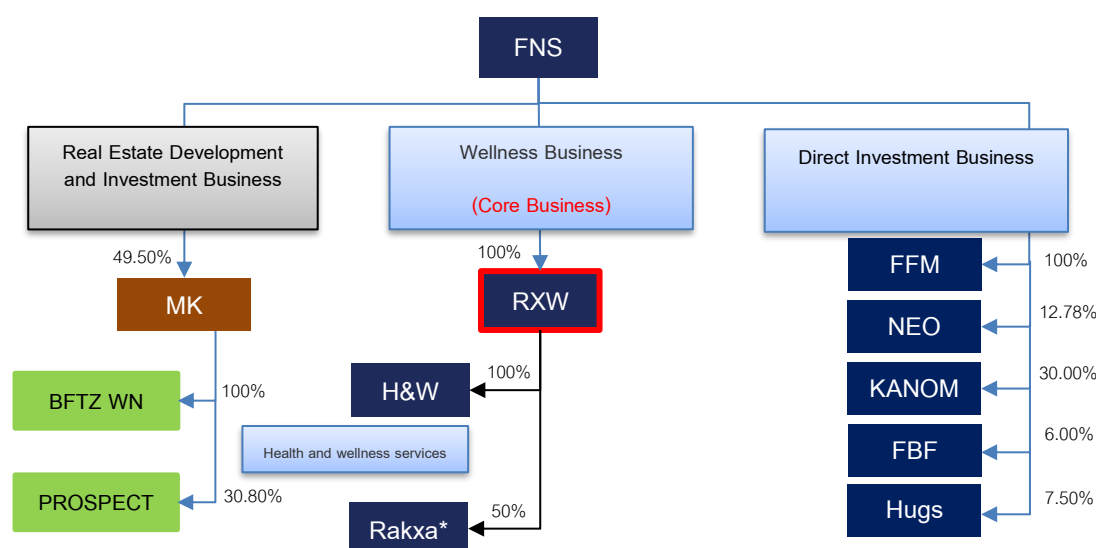
The Company's investment in PROSPECT and BFTZ WN was primarily aimed at generating returns and profits from their operations. However, real estate development for rent and services is not the

Company's core business. Thus, the sale of these investments enables the Company to reallocate the working capital gained from this transaction towards developing and expanding its primary business activities.

(7) **Enhanced fundraising clarity following business restructuring**

The recent restructuring involving the investment in RXW and the divestiture of stakes in PROSPECT and BFTZ WN serves to significantly clarify the Company's business structure. This clarity extends to the Company's approach to fundraising and sourcing funds for future initiatives. Such transparency is also beneficial from an investor's standpoint, providing a clearer understanding of the Company's operational focus. Post-restructuring, investors and potential investors are afforded a more transparent view of the Company's strategic direction and growth potential. This restructuring positions RXW as the Company's core business entity, specializing in the provision of health services and medical facilities. Notably, RXW encompasses subsidiaries like H&W, which offers healthcare services, and Rakxa, a joint venture dedicated to operating a health promotion center, along with nursing, medical facilities, and a health rehabilitation center.

FNS Group's Business Structure Diagram After Restructure



* Rakxa Venture Co., Ltd. is a joint venture between RXW and Vitallife Allianz Co., Ltd. ("VTL"), in which RXW holds 50% of shares and VTL holds 50% of shares. VTL is a subsidiary of Bunrungrad Hospital Public Company Limited.

2.2.2 Drawbacks of Pursuing the Transaction

(1) **Forfeiture of profit sharing from investments in PROSPECT and BFTZ WN**

The comprehensive divestment from PROSPECT and BFTZ WN, in line with the business restructuring plan, will result in the Company forfeiting potential future profit shares from these investments. Should PROSPECT and BFTZ WN achieve profitable operations and growth in the future, the Company will not partake in these increased profits. As of 30 September 2023, the Company has been accounting for

its investments in both entities using the cost method and recognizing their value according to the equity method. The financial details are as follows:

Investment in associates	Consolidated financial statements					
	Shareholding		Cost		Equity method	
	31 December 2022	30 September 2023	31 December 2022	30 September 2023	31 December 2022	30 September 2023
PROSPECT	22.2	23.0	533.33 ^{1/}	775.36 ^{1/}	498.69	715.27
BFTZ WN ^{2/}	-	50.0	2.50	-	3.93	-

Source: Financial Statement of FNS

Remarks: 1/ On 10 March 2023, the Board of Directors of the associate passed a resolution to increase the associate's authorised share capital. The Company has paid Baht 242.0 million on 14 March 2023, resulting in its new unitholding proportion equivalent to 22.2%.

2/ On 9 August 2023, the Company purchased ordinary shares of M.K. Real Estate Development Public Company Limited ("MK"). As a result, the direct and indirect shareholding in BFTZ Wangnoi Co., Ltd in the consolidated financial statements has increased to 74.8%.

Investment in associates	Separate financial statements					
					Dividend income	
	Shareholding		Cost		For the nine-month end of	
	31 December 2022	30 September 2023	31 December 2022	30 September 2023	31 December 2022	30 September 2023
PROSPECT	22.2	23.0	533.33	775.36	29.21	41.68
BFTZ WN	-	50.0	2.50	-	-	-

As of September 30, 2023, the investment value in PROSPECT was recorded at a cost value of 775.36 million baht and an equity method value of 715.27 million baht. This represents a decrease of 60.09 million baht compared to the original cost.

(2) Foregoing recurring income opportunities

As of 30 September 2023, the Company holds a 23 percent stake in PROSPECT and a 50 percent stake in BFTZ WN. Should the Company proceed with the disposal of all its investments in PROSPECT and BFTZ WN to MK, as outlined in the business restructuring plan, it will consequently relinquish the opportunity for direct recurring benefits from these businesses in the future. PROSPECT has demonstrated consistently strong operating results, with net investment profits of 294.38 million baht in 2021, 284.83 million baht in 2022, and 235.33 million baht for the nine months ending 30 September 2023. As of 30 September 2023, PROSPECT also reported a high asset rental rate (occupancy rate) of 97.5 percent. BFTZ WN, still in its project development phase and gradually delivering areas, experienced operating losses and profits of (0.8) million baht and 4.61 million baht in 2021 and 2022, respectively.

Post-sale, the Company will no longer directly benefit from its investments in PROSPECT and BFTZ WN. Instead, it will derive returns through MK, a subsidiary in which the Company holds a 49.50 percent stake.

(3) Forgoing returns from investment in PROSPECT

Historically, PROSPECT has consistently distributed dividends to its trust unitholders, underpinned by its robust financial standing and strong operational performance. This trend is evident in PROSPECT's ability to maintain continuous dividend payments. As of 30 September 2023, PROSPECT reported unallocated accumulated profits in its consolidated financial statements amounting to 116.61 million baht. This financial health indicates a likelihood of PROSPECT continuing to provide regular benefits to its trust unitholders. Over the past three years, the distribution of benefits to PROSPECT's trust unitholders has been as follows:

Operation Period	Payment Date	Dividend (THB/Unit)
01 Jul 2023 - 30 Sep 2023	21-Dec-23	0.2200
01 Apr 2023 - 30 Jun 2023	11-Sep-23	0.2200
01 Jan 2023 - 31 Mar 2023	9-Jun-23	0.1320
01 Oct 2022 - 31 Dec 2022	31-Mar-23	0.2200
01 Jul 2022 - 30 Sep 2022	7-Dec-22	0.2265
01 Apr 2022 - 30 Jun 2022	9-Sep-22	0.2285
-	10-Jun-22	0.0300
01 Oct 2021 - 31 Dec 2021	15-Mar-22	0.2600
01 Jul 2021 - 30 Sep 2021	9-Dec-21	0.2880
01 Apr 2021 - 30 Jun 2021	8-Sep-21	0.2350
01 Oct 2020 - 31 Dec 2020	15-Mar-21	0.2805

Source: SET and Financial statements audited or reviewed by certified public accountants

Given PROSPECT's historical trend of regular benefit distributions, it is discovered that PROSPECT has been a reliable source of income for its unitholders. If the Company proceeds with the sale of its 83,212,061 trust units in PROSPECT, priced at 9.4697 baht per unit and representing a 22.19 percent stake in all sold trust units of PROSPECT, it will forfeit its right to future income from these trust units.

However, following the restructuring involving the disposal of all investments in PROSPECT and BFTZ WN to MK, the Company will continue to derive benefits from these investments in PROSPECT and BFTZ WN through its subsidiary, MK.

2.3 Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties

2.3.1 Benefits of Pursuing the Transaction with Related Parties

- (1) The Company will maintain its investment presence in PROSPECT and BFTZ WN via MK. Both entities are characterized by their growth potential, robust financial positions, and commendable operating results. This strategic alignment is anticipated to generate additional value for the entire group of companies.

Reviewing PROSPECT's financial performance in 2022, PROSPECT reported a total income of 445.21 million baht, an increase of 2.01 million baht or 0.45 percent from 2021. However, there was a decrease in net investment profit, down by 9.54 million baht or 3.24 percent compared to 2021. In the third quarter ending 30 September 2023, PROSPECT REIT achieved a total income of 148.45 million baht, an increase of 37.06 million baht or 33.27 percent from the same quarter in 2022. The net investment profit for this quarter was 83.31 million baht, up 13.18 million baht or 18.79 percent from the third quarter of 2022. Regarding BFTZ WN, it is currently in the project development stage and is progressively delivering areas. Consequently, for the years 2021 and 2022, BFTZ WN experienced operating results that fluctuated between losses and profits, recording (0.8) million baht and 4.61 million baht, respectively.

However, the current disposal of investments in PROSPECT and BFTZ WN represents a complete divestiture to MK, a subsidiary holding 540,145,362 shares, which accounts for 49.50 percent of MK's total issued shares. Consequently, following this transaction, the Company will maintain its benefits from the investments in both PROSPECT and BFTZ WN through its significant stake in MK. This strategic move aligns with the Company's restructuring plan and ensures a more streamlined business structure between the Company and MK. Despite the disposal of these investments, the Company will retain the ability to monitor and recognize the operating results of both PROSPECT and BFTZ WN through the financial statements of MK.

In addition, it is anticipated that following the business restructuring, MK's overall performance is likely to improve. As MK's parent company, holding a significant stake of 49.50 percent in MK's total issued shares, the Company stands to benefit correspondingly from any such improvement in MK's performance.

- (2) The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.

As the current business restructuring plan, primarily involving equity transactions and asset reallocations within the FNS and MK groups. Commencing from the third quarter of 2023, the consolidated financial statements of FNS already incorporate the operating results of MK. Post-transaction, FNS and MK will boast a clear business structure, with FNS hosting RXW as its core company, specializing in wellness services and direct investment with a focus on short-term ventures spanning 3-5 years. Meanwhile, MK, a subsidiary of the Company, continues its focus on real estate development, encompassing both the sale and rental of developed properties and associated services. Upon considering the overall business operations of the group and MK, it becomes evident that this business restructuring is essentially a structural reorganization aimed at providing enhanced clarity without causing a significant overall impact.

Nevertheless, the Company foresees substantial benefits from investing in RXW's ordinary shares as part of the restructuring plan. This strategic move is anticipated to yield a clear business structure, ensuring that there is a core company meeting the qualification criteria for listed companies. MK, as a subsidiary, is expected to exhibit improved operating results and a more stable financial position in the future. These positive developments are poised to have a favorable impact on the overall picture of the entire company group.

(3) The negotiations proceeded successfully.

Since MK is a subsidiary with the Company holding 540,145,362 shares, representing 49.50 percent of MK's total issued shares. The agreement to enter into this transaction was swiftly reached, attributed to the existing affiliation of the Company and MK within the same group. This shared affiliation enabled efficient information exchange about the assets involved in the trade, minimizing negotiation time. The seamless negotiation process was further expedited by the familiarity of both companies with the traded assets, reducing the need for extensive considerations during negotiations. Additionally, the business restructuring this time did not introduce significant changes to the management or organizational structure of either company. Consequently, business operations for both entities remain uninterrupted and can seamlessly continue until the completion of the transaction.

2.3.2 Drawbacks of Pursuing the Transaction with Related Parties

(1) Missing the chance to negotiate sales with third parties and/or unrelated companies.

Conducting the investment trading transaction with MK causes the Company to lose the opportunity to negotiate with third parties who are interested in investing in PROSPECT and BFTZ WN and in the case of selling investment in PROSPECT, which is a REIT had secondary market for trading PROSPECT trust units. Therefore, if the company does not enter into a transaction with MK, the company may consider trading on the stock exchange.

(2) There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.

Entering into this transaction, categorized as a transaction with a connected person, The Company, being a major shareholder of MK, has two individuals serving dual roles. Mr. Vorasit Phokachaipat is both a director and the managing director of the Company, as well as a director and the Chief Executive Officer of MK. Ms. Rachanee Mahatdetkul serves as an executive of the company and also holds a position on the board of directors of MK. Consequently, there exists a potential for conflicts of interest between MK and the Company such as in the case where benefits are disproportionately allocated to one party as a result of this transaction, potentially leading to a disadvantage for the other. Additionally,

the process of setting prices and compensation for the transaction could be subject to undue influence by individuals with vested interests.

The pricing and compensation for this transaction have been determined based on a thorough evaluation of their fairness and reasonableness. The Company has assessed the suitability of the compensation received against the projected profit and loss, as well as the cash flow implications, ensuring they align with the value and considerations involved. Furthermore, the disposal of assets has been appraised in light of the returns and benefits it offers to the Company, in comparison to the costs incurred. The Independent Financial Advisor has conducted a comprehensive analysis of the fair value associated with this transaction, concluding that the compensation terms are indeed reasonable. The findings and rationale supporting this assessment are detailed in Part 3, titled "Opinion of the Independent Financial Advisor on the Evaluation of the Asset Acquisition Transaction and the Appropriateness of Transaction Terms," within the report provided by the Independent Financial Advisor. To ensure transparency and protect shareholder interests, given the transaction involves MK, a related party, the Company has mandated that the transaction obtain approval from both the Audit Committee and the Company's shareholder meeting. And The Company must approach such transactions as if dealing with unrelated party, considering the maximum benefit of the Company to prevent minor shareholders from being adversely affected by said connected transactions. Additionally, approval for these connected transactions must be obtained through the Company's shareholder meeting with a vote of no less than 3/4 of the total number of votes from attending shareholders who have the right to vote. This calculation excludes the equity of shareholders with vested interests. Therefore, the approval of transactions with connected persons is not a decision made by shareholders with vested interests.

In addition, after entering into this transaction, the Company is likely to have additional related transactions with MK or companies in the MK group in the future, particularly property lease agreements with companies in the MK group. Due to operating a health service business necessitates the establishment and provision of medical facilities to cater to customers seeking health services. Consequently, following the investment in RXW, the Company remains reliant on entities within the MK group for the continuation of its health service operations. This dependency may give rise to intercompany financial transactions, including potential loans. Should the Company face challenges in securing funds for lending to RXW, it could impact the business restructuring plan. However, In the future related transactions the Company must comply with rules regarding connected transactions, and approval must be sought from the Company's shareholder meeting with a vote of not less than three-quarters of the total number of votes from attending shareholders with voting rights, excluding the equity of shareholders with vested interests.

For the 9-month period ending September 30, 2023, the Company and MK had related transactions consisting of loans to related parties of 90.00 million baht, building rental security deposits of

0.73 million baht, technology management service fees of 3.26 million baht. Interest expenses of 25.41 million baht, rent and building service fees of 3.39 million baht, etc., which are transactions with mutual contracts and agreements. It is the market price as if making a transaction with a third party. and has normal conditions as specified by the company.

(Shareholders can find additional information in "Part 4 : The Opinion of Independent Financial Advisor on the Reasonableness of the Land and Building Lease Agreement", as presented in this Independent Financial Advisor Report.)

2.4 Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

2.4.1 Benefits of Pursuing the Transaction with Third Parties

(1) The determination of price and consideration for entering into the transaction will be independent.

Since the transaction to dispute in investment of PROSPECT and BFTZ WN is part of the restructuring plan of the business between the Company and MK, the directors and executives of both companies will be involved in considering the decision to enter into the transaction at this time. It may be noted whether the determination of price and value of consideration may create mutual benefits or constraints on actions to be taken in accordance with the business restructuring plan at this time. Therefore, when entering into transactions with an unrelated party, the price and compensation for entering into the transaction will be determined more independently than when entering into a transaction with a related party. This is because related parties will not have a conflict of interest with the Company. Therefore, entering into a transaction will involve independent pricing and compensation. However, entering into a transaction with an unrelated party, the prices, rewards, and procedures established may not necessarily be in the best interests of the Company or mutual benefit to all parties. In negotiations, it still depends on the bargaining power of buyers and sellers, including the parties involved in entering into the transaction, which may be different. Additionally, other factors related to each participant in the transaction should be considered.

(2) There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Entering into transactions with third parties who are not related to the Company implies dealing with individuals who have no interest and are not potential sources of conflicts of interest with the Company. Therefore, engaging in transactions with such parties reduces the risk of potential transfer of benefits. Initiating transactions with unrelated parties is generally viewed as a transparent process, emphasizing the Company's commitment to prioritizing the interests of the Company and shareholders. This is because unrelated parties lack the authority to intervene in the Company's decision-making, preventing them from influencing decisions that could transfer benefits from the Company to such parties.

2.4.2 Drawbacks of Pursuing the Transaction with Third Parties

(1) The Company shall not benefit from PROSPECT and BFTZ WN in the future.

By engaging in a transaction with a third party, as opposed to MK, the Company stands to lose the opportunity to fully benefit from future gains of PROSPECT and BFTZ WN or receives benefits from both companies in a reduced proportion. Instead, any benefits accrued from these investments would be received in a diminished capacity. Specifically, post-transaction, if the Company divests its holdings in PROSPECT and BFTZ WN, it will only realize profits from these investments through its 49.50 percent of the total issued shares in MK. Currently, MK's ownership interests in PROSPECT and BFTZ WN stand at 8.61 percent and 50 percent, respectively. Should the Company transfer its investments in PROSPECT and BFTZ WN to MK, MK's shareholding in these entities would increase significantly to 30.80 percent and 100 percent, respectively.

Disposal of Investments in PROSPECT and BFTZ WN	Shareholding through MK after entering into the transaction	
	PROSPECT	BFTZ WN
(A) Disposal to third parties	8.61	50
(B) Disposal to MK	30.80	100

Consequently, if the Company opts to sell its stakes in PROSPECT and BFTZ WN to parties other than MK, it would then only partake in the benefits from PROSPECT and BFTZ WN proportionate to its reduced shareholding in MK.

(2) Challenges in attracting external investors for PROSPECT and BFTZ WN and the need to consider the potential and readiness to enter into the transaction according to the Company's restructuring plan.

Attracting external investors for PROSPECT and BFTZ WN within the constraints of the Company's restructuring plan presents certain limitations. MK, being a subsidiary of the company, is already aligned and prepared to execute the Company's restructuring plan. Additionally, MK possesses the requisite potential for operating a real estate development business, given its diverse portfolio that includes real estate development for sale and for rent and services. Moreover, given that MK is a subsidiary of the Company, there is an inherent familiarity with previous transactions between them. Consequently, if the Company decides to implement the restructuring plan with MK, the process is expected to be smooth and swift. This efficiency stems from the mutual understanding between the Company and MK regarding each other's business operations. This scenario contrasts with potential dealings with other businesses, with whom the company has no prior transactional history. In the event of trading investments in PROSPECT and BFTZ WN, it is essential to assess not only the potential of these external businesses but also their ability to adhere to the specifics of the restructuring plan at this time.

- (3) **Extended negotiation period for transactions with non-related parties potentially delaying business plan execution.**

Engaging in transactions with third parties often entails a period of acclimatization to the Company's operational style. Additionally, these transactions may require extensive negotiations and deliberations regarding various aspects such as the purchase price, consideration value, and transaction format. This process also typically involves an in-depth review of the Company's information, which could potentially lead to delays in the transaction and consequently impact future business plans. Furthermore, the timeline for the Company's business restructuring might experience delays or even indefinite extensions. Such a scenario poses a risk to the Company's ability to maintain its registered status with the SEC Office and the Stock Exchange in its entirety.

2.5 Risks Associated with the Transaction

- (1) **Risk arising from debt repayment obligations and releasing pledge prior to disposal of investment in PROSPECT.**

The Company is obligated to fulfill its outstanding debt obligations with a financial institution before the trading date of the PROSPECT trust units. This includes repaying a loan amounting to no more than 308.36 million baht, initially borrowed for working capital and the acquisition of PROSPECT trust units. Prior to selling 83,212,061 PROSPECT trust units, each with a par value of 9.4697 baht and collectively representing a 22.19 percent stake in all sold trust units of PROSPECT, at a price of 9.3885 baht per unit, valued at approximately 781.24 million baht, the Company must address this debt. If the Company is unable to generate sufficient funds to settle this debt, there is a risk that the transaction may need to be postponed until the Company can meet the debt repayment conditions and facilitate the release of collateral from the financial institution. The Independent Financial Advisor notes that the conditions for debt repayment and the release of collateral, given their substantial value, are critical to the success of this transaction. Therefore, it is imperative for the Company to adhere to the procedures of the financial institution and consult with all relevant parties to ensure full compliance with the specified criteria, thereby facilitating the execution of the Company's restructuring plan.

However, the Company has engaged in negotiations with the financial institutions and MK, the counterparty in this investment purchase, to understand the conditions and steps necessary for this transaction. Additionally, the Company and MK have established a preliminary agreement, dated 27 December 2022, which lays the groundwork for proceeding with this transaction. Consequently, the Company is confident in its ability to implement the business restructuring plan, including the successful divestiture of its investments in PROSPECT and BFTZ WN, as per the planned schedule.

(2) Risk of transaction delays or cancellations affecting the Company's business plan implementation and incurring additional costs

Due to the nature of the asset sale transaction this time, there are critical conditions precedent to be met. One such condition is obtaining approval from the Company's shareholder meeting. This approval must be secured by a vote of no less than three-fourths of the total votes of shareholders present and eligible to vote at the meeting, excluding any shareholders with vested interests.

Given these prerequisites, there is a risk that the shareholder meeting may not grant approval for the disposal of investments in PROSPECT and BFTZ WN. Should this occur, the Company would be compelled to cancel the transaction. This cancellation could result in a missed opportunity for the Company to invest or expand investments in other projects of interest, or in investment units that offer promising returns, such as debt or equity instruments. These investments represent potential avenues for revenue generation and enhanced long-term returns for the Company. If the Company is unable to proceed with this transaction as planned, an alternative approach may involve disposing of its investments in PROSPECT and BFTZ WN through stock exchange trading and/or offering them to other interested investors. However, this alternative route may not guarantee the sale of the desired number of shares or achieve the anticipated valuation.

Nevertheless, the restructuring transaction under consideration involves MK, in which the Company holds a significant shareholding. This internal alignment bolsters the Company's confidence in the successful execution of the transaction. The Company believes that whether it involves adjusting MK's capital structure or undertaking a broader business restructuring within the group, the planned outcomes will be achieved. Furthermore, it is agreed that should the transaction with MK not proceed to share sale and purchase and contract finalizations, MK will refund the entire deposit of 430.00 million baht with no interest accrual.

(3) Risks Associated with Business Restructuring Through the Sale of PROSPECT and BFTZ WN incurred from contract conditions and legal rules related to trust and stock trading.

Under the terms of the current agreement for disposing of PROSPECT and BFTZ WN to MK, MK is obligated to extend a loan to BFTZ WN not exceeding 350.00 million baht, which is intended for the repayment of the loan and accrued interest to the Company. If MK is unable to provide such a loan to BFTZ WN, this could result in BFTZ WN's failure to repay its debt to the Company, potentially jeopardizing the business restructuring plan.

Furthermore, the execution of this restructuring plan through the disposal of investments in PROSPECT and BFTZ WN may encounter unforeseen events, influenced by internal and external factors, that could disrupt the transaction, leading to delays or even cancellation. Such developments could hinder the Company from achieving its goals as anticipated, impacting the execution of its broader business

strategy. Consequently, the Company might be required to re-evaluate and possibly revise its approach to new transactions, incurring additional costs and the loss of original transaction expenses already incurred. Moreover, the Company's inability to secure debt repayment as expected from this transaction could temporarily affect its business operations or liquidity. Nonetheless, given that the Company is not facing a significant liquidity risk, it is anticipated that the business can continue its operations as usual, even if the transactions encounter delays or cancellations. Shareholders are expected to maintain their potential for returns from the Company's ongoing business activities, consistent with past performance.

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

In consideration of the reasonableness of the entering into the disposition transaction of (a) Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") in the amount of 83,212,061 units with a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) ordinary shares of BFTZ WN totaling 24,999 shares, priced at 2,000.08 baht per share, representing a total value of 50.00 million baht. The overall value of the sale amounts to 831.24 million baht (collectively referred to as the "Transaction of Disposal of Investments in PROSPECT and BFTZ WN").

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 trust units of PROSPECT, (2) an examination of the appropriateness in pursuing the transaction to dispose of investments in ordinary shares of BFTZ WN, and (3) an assessment of the appropriateness of the transaction's conditions.

3.1 The valuation of trust unit of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT")

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

- 3.1.1 Book Value Approach
- 3.1.2 Adjusted Book Value Approach
- 3.1.3 Volume Weighted Average Price Approach (VWAP)
- 3.1.4 Market Comparable Approach
 - 3.1.4.1 Price to Earnings Ratio Approach (P/E Ratio)
 - 3.1.4.2 Price to Net Asset Value Ratio Approach (P/NAV Ratio)
 - 3.1.4.3 Enterprise Value to EBITDA Approach (EV/EBITDA Ratio)
- 3.1.5 Discounted Cash Flow Approach (DCF)

3.1.1 Book Value Approach

The valuation of PROSPECT's fair value through the book value approach provides an assessment of PROSPECT's worth to its unit holders 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 PROSPECT's financial statements for the period ending 30 September 2023, which has been reviewed by a certified public accountant approved by the Office of the Securities and Exchange Commission.

The valuation of trust units using the book value approach derives from the net asset value of PROSPECT. This figure is then divided by the number of PROSPECT units issued and fully paid as of 30 September 2023, totaling 375,000,000 units. This calculation can be expressed as follows:

Book Value	Unit	Value
Authorised capital	Million baht	3,490.08
Capital received from trust unitholders	Million baht	3,404.06
Retained earnings	Million baht	116.61
Net assets as of 30 September 2023	Million baht	3,520.67
Number of paid-up trust units as of 30 September 2023	Million units	375.00
Book value per unit or Net asset value per unit	Baht per unit	9.39

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

The valuation derived from the book value approach places PROSPECT's value at 9.39 baht per unit.

The Independent Financial Advisor holds the view that while the book value approach provides a snapshot of PROSPECT's financial standing as of 30 September 2023, it does not encapsulate the current market value of

the assets, nor does it account for PROSPECT'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 PROSPECT's fair value through the adjusted book value approach involves deducting all liabilities, including potential future commitments and contingent liabilities (if applicable), from PROSPECT's total assets as of 30 September 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 PROSPECT's units. This calculation takes into account various pertinent factors as follows:

Based on the consolidated financial statements of PROSPECT as of 30 September 2023, PROSPECT reported total assets amounting to 5,456.98 million baht. The primary assets include investments recognized at fair value through profit or loss, and investments in real estate at fair value. Together, these assets have a total book value of 5,353.88 million baht, accounting for 98.11 percent of the total assets. Both categories are valued close to their fair value. The fair value of real estate investments was appraised by the Independent Property Appraiser, factoring in income considerations, as per the appraiser's report dated 31 January 2023, and 1 March 2023. The investments at fair value consist of securities, specifically investment units in 3 mutual funds, which are adjusted in line with the market price of the investment units, reflecting values near fair value. Furthermore, PROSPECT's total liabilities stand at 1,936.31 million baht. The primary liabilities are tenant deposits and loans, with a combined book value of 1,851.64 million baht, or 95.63 percent of total liabilities, which equates to 33.93 percent of the total assets. These debts are also recorded at values close to their fair value. Consequently, the Independent Financial Advisor has not made any adjustments to these stated 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 PROSPECT's latest financial statement dated 30 September 2023 and then applies adjustments, taking into consideration the following items:

1) Property Valuation

PROSPECT has engaged the independent property appraisers for property valuation. This appraisers are independent appraiser listed among the property appraisal firms in the capital market and has been recognized as a main appraiser with approvals from the SEC Office, in line with the Office of the Securities Commission

Announcement No. SorChor. 24/2555. The independent property appraisers have assessed the value of PROSPECT's investment properties on 31 January 2023 and 1 March 2023, for public purposes. However, the value of investment properties of PROSPECT has already adjusted based on the appraisal value assessed by the independent property appraisers. Consequently, the Independent Financial Advisor has chosen not to adjust this item.

2) Profit Distribution

On 14 November 2023, at the board of directors' meeting of Prospect REIT Management Co., Ltd., acts as REIT Manager, the board approved the appropriation of interim distribution from net profit for the period from 1 July 2023 to 30 September 2023 of Baht 0.2200 per unit, amounting to Baht 82.50 million. The distribution shall be paid to trust unitholders on 21 December 2023, which is the period after 30 September 2023. Therefore, the Independent Financial Advisor has chosen to adjust this item to trust unit's value of PROSPECT as of 30 September 2023.

3) Obligations, liabilities that may arise and lawsuits

PROSPECT does not have any contingent liabilities, nor is it involved in any lawsuits that obligate it to make payments to unrelated persons or businesses under employment and service contracts. However, there is a stipulated minimum service fee payable in the future under these contracts, amounting to a total of 485.70 million baht. The Independent Financial Advisor has chosen not to adjust the obligations under these employment and service contracts. This decision is based on the understanding that the future service benefits to be received are equivalent in value to the payments specified in the contracts. Consequently, the Independent Financial Advisor has not made any adjustments to this item.

4) Summary of Book Value Adjustments Calculation

Having considered the aforementioned factors, the Independent Financial Advisor has computed the adjustments to the book value and the calculation process is illustrated below:

Adjusted Book Value	Unit	Value
Authorised capital	Million baht	3,490.08
Capital received from trust unitholders	Million baht	3,404.06
Retained earnings	Million baht	116.61
Net assets as of 30 September 2023	Million baht	3,520.67
Adjustments:		
<u>Deduct:</u> Profit distribution	Million baht	(82.50)
Adjusted net assets	Million baht	3,438.17
Number of paid-up trust units as of 30 September 2023	Million units	375.00
Book value per unit or Net asset value per unit	Baht per unit	9.17

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

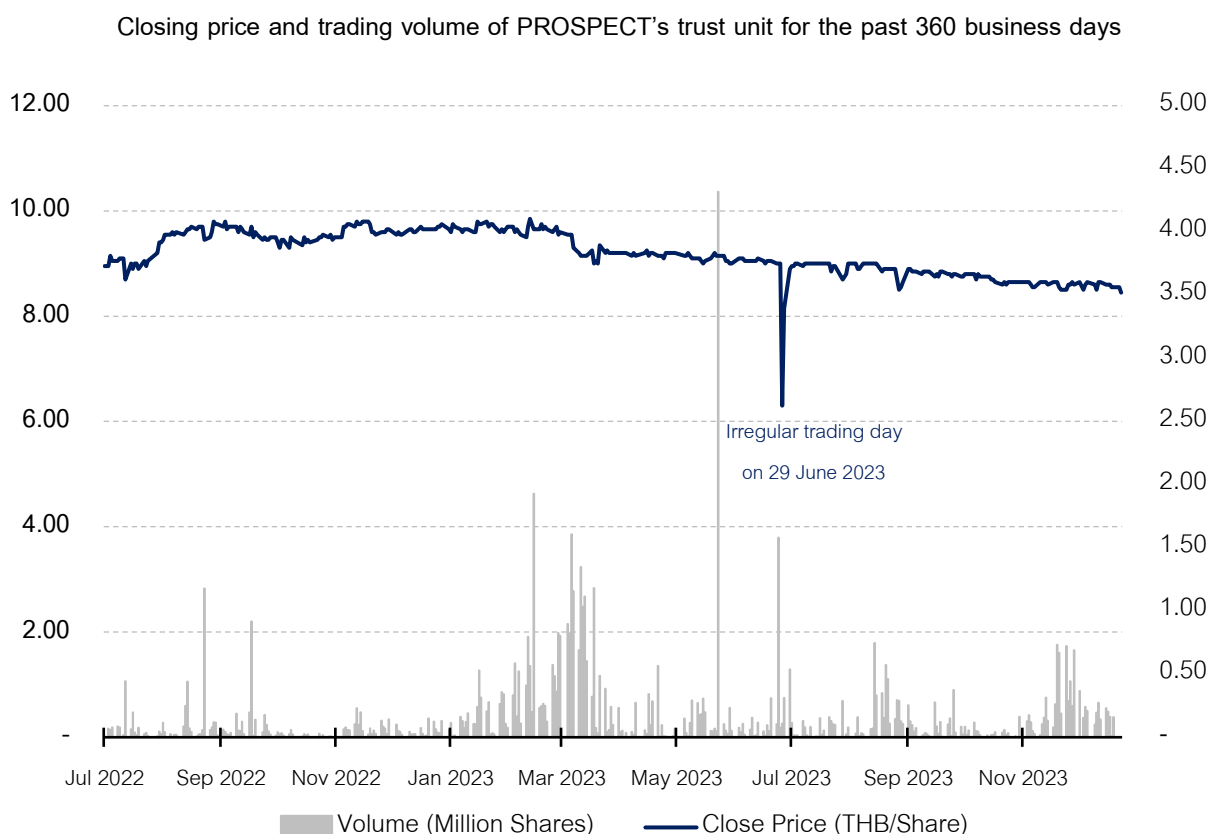
Following the valuation of the adjusted book value approach, PROSPECT's value is calculated to be 9.17 baht per unit.

The Independent Financial Advisor asserts that while the fair valuation using the adjusted book value approach offers insight into the trust unit holder's equity at a specific point in time and adjusts the value of PROSPECT's principal assets to mirror fair value, it does not yet account for PROSPECT'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 Volume Weighted Average Price Approach (VWAP)

Share valuation by Volume Weighted Average Price Approach is calculated by market volume weighted average price of trust units of PROSPECT in stock market and considering in value and volume of trading of trust units of PROSPECT in stock market.

The chart showing PROSPECT's price and trading volume over the 360 business days of PROSPECT between 4 July 2022 and 26 December 2023 is as follows:



Source: The Stock Exchange of Thailand

Over the course of 360 business days, spanning from 4 July 2022, to 26 December 2023, the trading of PROSPECT trust units exhibited significant price variability. The lowest recorded closing price was 6.30 baht per

unit, and the highest was 9.85 baht per unit (The lowest closing price of 6.30 baht per unit, observed on 29 June 2023, was an anomaly in trading transactions. On the following business day, the trust unit prices reverted to more typical levels, opening at 8.20 baht per unit on 30 June 2023). Excluding this irregular trading day, the lowest closing price movement for PROSPECT trust units was 8.15 baht per unit, with the highest remaining at 9.85 baht per unit. In terms of trading volume, PROSPECT's activity over these 360 business days demonstrated an average daily trading turnover rate (Turnover Ratio) of approximately 0.06 percent relative to the total number of PROSPECT trust units. This data provides insight into the trading dynamics and investor interest in PROSPECT trust units during the specified period.

In the valuation of PROSPECT using the volume weighted average price approach, the Independent Financial Advisor has utilized the weighted average market price derived from the historical trading of PROSPECT's securities on the stock exchange. This calculation considers various time frames, including 7, 15, 30, 60, 90, 120, 180, and 360 business days, encompassing the period from 4 July 2022, to 26 December 2023. By analyzing the market value of PROSPECT's securities across these different durations, the Independent Financial Advisor is able to compute the value employing the weighted average market price comparison method, as outlined in the following analysis.

Trading Period	Closing Price - Low (THB per unit)	Closing price - High (THB per unit)	Trading Volume (Units per day)	Turnover Ratio ^{1/} (%)	Volume Weighted Average Price ^{2/} (THB per unit)
7 business days	8.45	8.60	214,415	0.06	8.48
15 business days	8.45	8.65	212,167	0.06	8.53
30 business days	8.45	8.65	273,941	0.07	8.55
60 business days	8.45	8.80	170,759	0.05	8.57
90 business days	8.45	9.00	170,754	0.05	8.66
120 business days	6.30	9.00	151,349	0.04	8.67
180 business days	6.30	9.25	169,226	0.05	8.84
360 business days	6.30	9.85	182,874	0.06	9.17

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

Remarks: 1/ Turnover Ratio is an average trading volume calculated from the trading volume divided by the listed number of units on the specific date.

2/ It is calculated based on the total trading value divided by the total trading volume on the specific date.

Based on the valuation using the volume weighted average price approach, the value of PROSPECT is estimated to be between 8.48 and 9.17 baht per unit.

Additionally, the average trading turnover rate (Turnover Ratio) of PROSPECT over a period ranging from 7 business days to 360 business days, specifically from 4 July 2022 to 26 December 2023, is approximately 0.04 - 0.07 percent. This falls within the normal range when compared to the average trading turnover rates of real estate mutual funds or real estate investment trusts with similar business operations. Typically, these entities exhibit an

average trading turnover rate of only 0.02 - 0.03 percent, reflecting the standard industry practice where very high liquidity is not commonly observed.

In this context, the unit price valuation is determined using the volume weighted average price approach for the period leading up to 26 December 2023 (one business day before the date of the Board of Directors' meeting). The Independent Financial Advisor is of the opinion that this time frame accurately captures the trends and movements of the market price, aligning well with the current state of PROSPECT's business operations. The Independent Financial Advisor considers this valuation method to be both appropriate and reasonable. This is based on the assumption that the valuation of PROSPECT's trust units, using the weighted average market price comparison approach, is predicated on the assumption that the market price is a reflection of investor demand and supply. It incorporates investors' expectations of PROSPECT's returns or profitability at that time, as well as fundamental factors and general investor sentiment regarding PROSPECT's future potential and growth. Furthermore, this valuation is deemed to most accurately represent the price at which investors can realistically buy or sell PROSPECT's trust units in the current market.

PROSPECT, as a trust unit listed on the stock exchange, has liquidity that falls within the general criteria for such trusts. This liquidity level is capable of reflecting the demand and supply dynamics of investors, as well as their perspectives on various factors. The trading turnover rate (Turnover Ratio) of PROSPECT, averaged over a period from 4 July 2022 to 26 December 2023, ranges between 0.04 - 0.07 percent of the total number of PROSPECT trust units, aligning with the general criteria. This is comparable to similar real estate mutual funds or real estate investment trusts listed on the stock exchange, which typically have an average turnover ratio of only 0.02 - 0.03 percent. Moreover, the historical price of PROSPECT trust units has not experienced significant fluctuations, with the exception of the unusual trading day on 29 June 2023. Over the long term, price variations are mainly attributed to changes in dividend payments or capital reductions. Consequently, the market price of these trust units is likely to be a reliable indicator of the long-term expected returns of investors. Furthermore, the trading transaction of these trust units occurs through the Stock Exchange, adding a layer of credibility and transparency to the process. For these reasons, the Independent Financial Advisor considers this valuation method to be appropriate.

3.1.4 Market Comparable Approach

The market value ratio comparison approach involves valuing companies by comparing their price ratios as traded on the stock exchange. This approach operates on the assumption that companies within the same industry, sharing similar business natures and operating under comparable market conditions, should exhibit analogous market value ratios. In line with this approach, the Independent Financial Advisor has opted to select peer companies from those listed on the stock exchange with business operations similar to those of PROSPECT, a real estate investment trust specializing in real estate such as warehouse buildings or factory buildings for rent. For this comparative analysis, the Independent Financial Advisor has established specific selection criteria, focusing on securities listed in the real estate and construction industry group (PROPCON) under the real estate

mutual fund and real estate investment trust (PF&REIT) business category. These selected securities must have a trading history on the stock exchange spanning at least 3 years. Additionally, the Independent Financial Advisor has also established selection criteria by focusing on real estate mutual funds or real estate investment trusts. These selected entities are characterized by their rental and service income generated from real estate properties, specifically warehouse buildings or factory buildings for rent. The growth trajectories and risk profiles of these business groups are generally aligned.

The Independent Financial Advisor has taken into consideration the selection of real estate mutual funds and/or real estate investment trusts for comparative purposes. A total of 12 entities have been chosen for this analysis, a number deemed suitable for statistical calculation. These selections have been made from the industry group (Industry), business category (Sector), and based on business characteristics that closely align with those of PROSPECT.

This evaluation employs three key market ratios:

- 1) Price to Earnings Ratio Approach: P/E Ratio
- 2) Price to Net Asset Value Ratio Approach: P/NAV Ratio
- 3) Enterprise Value to EBITDA Approach: EV/EBITDA Ratio

Details of the nature of business of each real estate mutual fund and/or real estate investment trust are as follows:

No.	Listed Securities	Ticker	Nature of Business
1	AIM INDUSTRIAL GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AIMIRT	Investing in the ownership, leasehold and sublease right of lands, warehouse buildings, cold storage buildings and liquid chemical storage tanks, including other related assets invested by AIMIRT.
2	AMATA SUMMIT GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AMATAR	Investing in the freehold and leasehold right of factory buildings 88 units in Amata City Chonburi Industrail Estate and Amata City Rayong Industrial Estate.
3	FRASERS PROPERTY THAILAND INDUSTRIAL FREEHOLD & LEASEHOLD REIT	FTREIT	Investing in the freehold and leasehold right of warehouses and factories.
4	HEMARAJ INDUSTRIAL PROPERTY AND LEASEHOLD FUND	HPF	The Fund has invested in freehold right of land and factory of 47 units, which have area of 95,941 square meters, (64% of factory area) and Leasehold right of land and factory of 57 units, which have area of 54,176 square meters (36% of factory area).
5	MFC INDUSTRIAL INVESTMENT PROPERTY AND LEASEHOLD FUND	M-II	The Fund has invested in freehold right of land and building in two locations consist of 16 buildings in TFD industrial estate with land 34 Rai 1 Ngarn 31.6 Square Wah and 1 building in Nava Nakorn Industrial Promotional Zone with land 2 Rai 2 Ngarn 2.40 Square Wah and leasehold right of novation of lease and

No.	Listed Securities	Ticker	Nature of Business
			sublease of land 29 Rai 1 Ngarn 46.09 Square Wah with right of 18 buildings in Laem Chabang Industrial Estate and leasehold right of land 25 Rai 1 Ngarn 96 Square Wah with right of 17 buildings on King Kaew road.
6	MFC INDUSTRIAL REAL ESTATE INVESTMENT TRUST	MIT	To invest in 100% shares of APUK Limited which own the freehold right of land and warehouse building that be utilized as a data centre, including equipment and systems with the net leasable area 1,342 square meters and the properties located at Anchor and Hope Lane, Charlton, London, England.
7	MFC-STRATEGIC STORAGE FUND	M-STOR	The Fund has invested in freehold right of real estate which comprised of land and building and equipment of P.P. Food Supply Co. Limited, North Agricultural Co. Ltd, Agri World Co. Ltd and Siam Nippon Engineering Part Co. Ltd. which are cold storage and warehouse operators.
8	PINTHONG INDUSTRIAL PARK PROPERTY FUND	PPF	The Fund has invested in freehold right of land, factory and warehouse buildings located in Pinthong Industrial Park Project located in Pinthong Industrial Park Project, which comprise of Pinthong Industrial Park (Pinthong 1), Pinthong Industrial Park (Laem Chabang) (Pinthong 2) and Pinthong Industrial Park (Project 3) (Pinthong 3) in the total of 90 units, consist of land with 151 rai, 1 ngarn, 87.1 square wah, and the total leasable area is 134,338.4 square meters.
9	PROSPECT LOGISTICS AND INDUSTRIAL FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	PROSPECT	PROSPECT invests in 4 projects of factory and warehouse for rent with a total leasable area of 292,232 sq.m., consisted with the following projects; 1)Sub-leasehold rights of parts of land and buildings in the Bangkok Free Trade Zone 1 (BFTZ 1), 2) The ownership over the land and built-to-suit factory and office building in the X44 Bangna Km. 18, 3) Leasehold right of parts of the land and ownership over parts of the buildings in Bangkok Free Trade Zone 2 (BFTZ 2), 4) Ownership over parts of the land and buildings in Bangkok Free Trade Zone 3 (BFTZ 3).
10	THAI INDUSTRIAL FUND 1	TIF1	The Fund has invested in freehold right of plots of land and structures located at industrial estates, promotion areas, and industrial parks, as follows: 1. High Tech Industrial Estate, 2. Bangkok Industrial Park, 3. Navanakorn Industrial Promotion Area, 4. Bangpa-in Industrial Estate, 5. Amata City Chonburi Industrial Estate, 6. TFD Industrial Estate.
11	WHA INDUSTRIAL LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHAIR	Investing in leasehold right of land and building of factory 128 units and warehouse 32 units for 30 years with total building area

No.	Listed Securities	Ticker	Nature of Business
			428,818 square meters which located at the industrial estate of WHAID's group.
12	WHA PREMIUM GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHART	WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust is a real estate investment trust established under the Trust for Transaction in Capital Market Act, B.E. 2550 in accordance with the Trust Deed signed on 8 December 2014 between WHA Real Estate Management Company Limited as the REIT Manager and Kasikorn Asset Management Company Limited as the Trustee, with its stated objective being to seek funds from investors, investing mostly in property or property leasehold rights and generating benefit from such properties including to improve, alter, develop or dispose other assets in which the Trust invest or possess whatsoever lease, sub-lease or sale or other process for the benefit of the property and create the revenue and return to the Trust and the unitholders. This includes the investment in other asset or other securities or seek other interest by other means as stipulated in the securities laws or other relevant laws.

Source: The Stock Exchange of Thailand

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 net asset value ratio approach (P/NAV 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.

3.1.4.1 Price to Earnings Ratio Approach: P/E Ratio

The fair value assessment using this approach incorporates a valuation based on PROSPECT's profitability by comparing the market price with the net profit of companies in similar industries, offering insights into PROSPECT's potential market value. This calculation involves taking PROSPECT's net profit for the 12-month period ending 30 September 2023 (as per the audited financial statement) and multiplying it by the average price to earnings ratio (P/E Ratio) of the companies chosen for comparison. These 12 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 4 July 2022 to 26 December 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:

Ticker	Historical P/E Ratio (Times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
AIMIRT	11.57	11.53	11.80	11.68	11.07	10.79	10.73	11.07
AMATAR	11.01	10.92	11.07	11.11	11.26	11.38	11.47	12.00
FTREIT	10.67	10.59	10.81	10.66	11.33	11.80	12.17	12.62
HPF	19.00	19.07	19.14	19.13	18.22	17.68	17.16	15.35
M-II	10.55	10.60	10.63	10.56	10.58	10.60	10.70	10.65
MIT ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.09 ^{1/}
M-STOR	16.21	16.17	16.18	16.13	16.04	15.89	16.82	17.19
PPF	13.80	13.77	13.75	13.79	14.15	14.53	14.91	14.90
PROSPECT	9.16	9.18	9.20	9.24	9.48	9.66	9.64	10.36
TIF1	17.16	17.04	17.08	17.06	16.92	16.86	16.69	16.64
WHAIR	10.33	10.42	10.78	11.02	11.51	11.84	12.45	11.40
WHART	12.81	12.67	12.82	12.56	12.80	13.03	13.80	15.59
Average ^{2/}	12.03	12.00	12.11	12.09	12.12	12.18	12.39	12.49
Average excluding outliers ^{1/ 2/}	12.93	12.90	13.02	13.00	13.03	13.10	13.32	13.43

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 Independent Financial Advisor using mean method for the calculation due to specific selection, however mean method will not including outliers. For median method will be used when there is enough information.

Based on the aforementioned data, the price to earnings ratio (P/E Ratio) within the group of companies has ranged between 12.90 and 13.43 times over the past 7 to 360 business days. This is an average calculated from 4 July 2022, to 26 December 2023, with any outliers excluded from the calculation.

PROSPECT has reported net profits for the past 12 months, totaling 308.08 million baht or 0.82 baht per unit, derived from PROSPECT's financial statements for both 30 September 2022, 31 December 2022, and 30 September 2023, 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 10.60 - 11.04 baht per share.

Valuation by this approach is an approach considers PROSPECT's profitability by comparing with the average of such ratios of the comparable companies. However, this is only a valuation based on past profits, not reflecting the Company's profitability and operating performance in the future. As a result, the Independent Financial Advisor deems this valuation approach unsuitable for appraising this item.

3.1.4.2 Price to Book Value Ratio Approach: P/NAV Ratio

The fair value assessment through this approach entails considering PROSPECT's net asset value by comparing its market price with the net asset value of companies in similar industries, providing a basis for

estimating PROSPECT's likely market price. The calculation involves taking the adjusted net asset value of PROSPECT and multiplying it by the average price to net asset value ratio (P/NAV Ratio) of the companies chosen for comparison. These 12 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 4 July 2022 to 26 December 2023, which were the days before the Board of Directors' resolution to approve the transaction. The price to net asset value ratio (P/NAV Ratio) details of the compared real estate mutual fund or real estate investment trust are as follows:

Ticker	Historical P/NAV Ratio (Times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
AIMIRT	0.83	0.83	0.85	0.84	0.85	0.86	0.95	0.97
AMATAR	0.64	0.63	0.64	0.64	0.65	0.66	0.66	0.67
FTREIT	0.90	0.89	0.91	0.90	0.92	0.94	0.96	0.97
HPF	0.51	0.51	0.51	0.51	0.51	0.51	0.51	0.51
M-II	0.77	0.78	0.78	0.77	0.78	0.78	0.78	0.78
MIT	0.47	0.47	0.47	0.47	0.42	0.39	0.37	0.42
M-STOR	0.66	0.66	0.66	0.66	0.66	0.65	0.64	0.61
PPF	0.92	0.92	0.92	0.92	0.94	0.97	0.99	1.01
PROSPECT	0.91	0.91	0.92	0.92	0.93	0.93	0.95	0.97
TIF1	0.81	0.80	0.80	0.80	0.80	0.81	0.81	0.82
WHAIR	0.60	0.61	0.63	0.64	0.68	0.70	0.74	0.78
WHART	0.90	0.89	0.90	0.88	0.90	0.92	0.94	0.96
Average ^{1/}	0.74	0.74	0.75	0.75	0.75	0.76	0.78	0.79

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

Remark: 1/ The Independent Financial Advisor using mean method for the calculation due to specific selection. For median method will be used when there is enough information.

Based on the aforementioned data, the price to net asset value ratio (P/NAV Ratio) within the group of companies has ranged between 0.74 and 0.79 times over the past 7 to 360 business days. This is an average calculated from 4 July 2022, to 26 December 2023.

The adjusted net asset value of PROSPECT stands at 3,438.17 million baht, based on PROSPECT's financial statements as of 30 September 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 net asset value per share of 9.17 baht for 375 million units.

Thus, evaluating the shares using the price to net asset value ratio approach (P/NAV Ratio) yields a value for PROSPECT at 6.80 - 7.24 baht per share.

However, this approach assesses the current financial position by comparing it to the average ratio of a reference group of real estate mutual fund or real estate investment trust, allowing for a comparison of market prices. However, it only evaluates based on the net asset value of PROSPECT, neglecting considerations of future business operations. Consequently, the value obtained may not truly reflect the actual value of PROSPECT. Therefore, share valuation using this approach may not accurately reflect the fair value of PROSPECT.

3.1.4.3 Enterprise Value to EBITDA Approach: EV/EBITDA Ratio

Given that PROSPECT operates as a real estate investment trust, it is typical that the ratio of enterprise value to profit before financial costs, taxes, depreciation, and amortization (EV/EBITDA Ratio) is not calculated for such entities. Additionally, each real estate mutual fund or real estate investment trust adheres to different financial reporting policies concerning the recognition of depreciation and amortization. Consequently, this leads to variations in the calculation of earnings before finance costs, taxes, depreciation, and amortization (EBITDA), rendering them non-comparable across different entities.

Moreover, this enterprise value to profit before financial costs, taxes, depreciation, and amortization 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, the valuation using this approach may not represent the true value of the business appropriately.

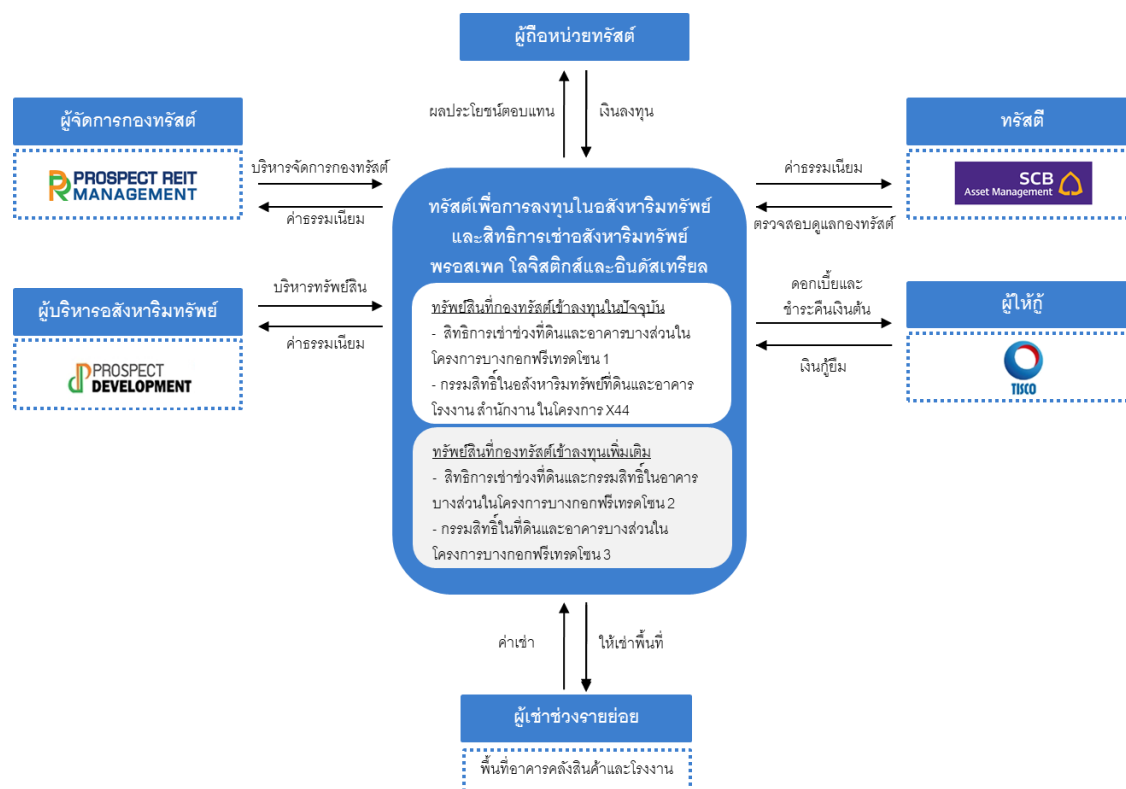
3.1.5 Discounted Cash Flow Approach (DCF)

The discounted cash flow approach is a valuation approach which brings into consideration, the future operating performance of PROSPECT through expected free cash flow to firm 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 present value of net cash flow to trust unit holders from a financial projection.

1) Structure and Business Operation

Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT") established under the Trust for Transaction in Capital Market Act in accordance with the SEC's notification and be initial public offering and listing in the SET from year 2020 onwards.

PROSPECT has investment structure and profit distribution as follows:



The primary assets of PROSPECT encompass ownership and sublease rights for land, along with warehouse and factory buildings, across four distinct projects. These are the Bangkok Free Trade Zone 1 Project ("BFTZ 1"), Bangkok Free Trade Zone 2 Project ("BFTZ 2"), Bangkok Free Trade Zone 3 Project ("BFTZ 3"), and the X44 Bangna Km. 18 Project ("X44"). PROSPECT's strategic approach focuses on maximizing the benefits from these main assets. This is achieved by leasing out sections of these properties to retail tenants.

PROSPECT is managed by Prospect REIT Management Company Limited ("REIT Manager" or "PRM"), serving as the REIT manager. The role of the property manager is fulfilled by Prospect Development Company Limited ("Property Manager" or "PD"). PD is the principal shareholder and controlling entity of the REIT Manager, holding shares that represent 99.9 percent of the total number of voting shares of the Trust Manager.

2) Important assumptions used in preparing financial projections

The Independent Financial Advisor has prepared a financial projection for PROSPECT, drawing upon received information and including interviews with executives, all conducted on a conservative basis. Key assumptions for this projection include:

2.1) Estimation Period

The Independent Financial Advisor has projected PROSPECT's financial performance over a span of 28 years, from 2023 to 2051. This duration encompasses the land sublease agreements for both the BFTZ 1 and BFTZ 2 projects. Specifically, the BFTZ 1 agreement is set to conclude in December 2039, while the BFTZ 2 agreement extends until May 2050. For the purpose of estimating long-term cash flows and calculating the terminal value, the

Independent Financial Advisor has also included the projected remaining cash flows for 2051, specifically for the BFTZ 3 and X44 projects.

2.2) Income

The primary assets of PROSPECT encompass ownership and sublease rights for land, along with warehouse and factory buildings, across four distinct projects. These are the Bangkok Free Trade Zone 1 Project ("BFTZ 1"), Bangkok Free Trade Zone 2 Project ("BFTZ 2"), Bangkok Free Trade Zone 3 Project ("BFTZ 3"), and the X44 Bangna Km. 18 Project ("X44"). PROSPECT's strategic approach focuses on maximizing the benefits from these main assets. This is achieved by leasing out sections of these properties to retail tenants. The income streams for PROSPECT primarily include service compensatory income as stipulated in agreements, alongside other forms of revenue.

2.2.1) Rental, service, and income from rental guarantee according to the agreement

The Independent Financial Advisor has established assumptions regarding rental and service income, which can be summarized as follows:

Rental space and rental occupancy rate	<p>PROSPECT possesses rental properties across four projects, detailed as follows:</p> <ol style="list-style-type: none"> 1) <u>Bangkok Free Trade Zone 1 Project ("BFTZ 1")</u>: This project encompasses a total area of 219,116 sq m. The estimated rental occupancy rate is projected to be 97 percent for the years 2024 - 2025, and then adjusted to 95 percent from 2026 until the termination of the land sublease rights in 2039. The 2024 - 2025 forecast is based on the current rental occupancy rate in 2023 as the base, considering that most customers hold 3-year rental contracts. Beyond this period, the rental occupancy rate estimates are derived from historical data, PROSPECT's business plan, and discussions with executives from the REIT manager and the property manager. The decrease in rental occupancy rate is the estimate in the long-term based on conservative basis. 2) <u>Bangkok Free Trade Zone 2 Project ("BFTZ 2")</u>: This project covers a total area of 20,996 sq m. The rental occupancy rate is anticipated to be 100 percent for 2024 - 2025, adjusting to 95 percent from 2026 until May 2050, which marks the end of the land sublease rights. The initial assumption for 2024 - 2025 reflects the current rental occupancy rate in 2023 as the base, with most tenants having 3-year rental agreements. Subsequent rental occupancy rate projections are based on historical trends, PROSPECT's business strategy, and insights from the REIT manager's executives and the property manager. The decrease in rental occupancy rate is the estimate in the long-term based on conservative basis.
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	<p>3) <u>Bangkok Free Trade Zone 3 Project ("BFTZ 3")</u>: This site has a total area of 49,133 sq m. The rental occupancy rate is expected to be 100 percent in 2024 - 2025, then adjusted to 95 percent from 2026 onwards. The assumptions for 2024 - 2025 are based on the existing rental occupancy rate in 2023 as the base, taking into account that most clients are on 3-year rental contracts. Future rental occupancy rates are estimated using historical data, aligned with PROSPECT's business plan, and informed by interviews with the REIT manager and the property manager. The decrease in rental occupancy rate is the estimate in the long-term based on conservative basis.</p> <p>4) <u>Project X44 Bangna Km. 18 ("X44")</u>: Spanning a total area of 3,087 square meters, the rental occupancy rate for this project is projected at 100 percent up until March 2031, then adjusted to 95 percent from April 2031 onward. The forecast for 2024 - 2031 is grounded in the current rental occupancy rate, acknowledging that there are long-term contracts in place until March 2031. Post-2031 rental occupancy rates are calculated based on historical data, the business plan of PROSPECT, and the interview with the REIT manager and the property manager. The decrease in rental occupancy rate after the expiry of rental contracts is the estimate in the long-term based on conservative basis for the contract extension or seeking new customers.</p>
Rental rate	<p>The Independent Financial Advisor has established rental rate assumptions for each project, detailed as follows:</p> <p>1) <u>BFTZ 1, BFTZ 2, and BFTZ 3 Projects</u>:</p> <p>The rental rate estimates for these projects are based on the average rates currently charged to customers in 2023 as the base. For 2024, the projected rental rate for BFTZ 1 is set at 177.14 baht per square meter, for BFTZ 2 at 168.57 baht per square meter, and for BFTZ 3 at 176.54 baht per square meter. The Independent Financial Advisor has determined a growth rate of 1.5 percent per annum, a conservative estimate that is slightly lower than the 2 percent annual increase outlined in the business plan derived from interviews with executives of the REIT manager and real estate administrators. This rate aligns with the average inflation rate of approximately 1.2 to 1.6 percent per year over the past 10 years, encompassing the period before and after the COVID-19 outbreak (annual data 2010 - 2022), as sourced from the Bank of Thailand.</p>

	<p>2) <u>Project X44</u>:</p> <p>Given that Project X44 is smaller in scale and has a lease agreement with the customer valid until March 2031, the rental growth rate is set at 3 percent per year until that time according to long-term rental contracts. Subsequently, the Independent Financial Advisor has aligned the growth rate for Project X44 with the other projects at 1.5 percent per annum, maintaining consistency across the portfolio.</p>
Income from rental guarantee	<p>For the BFTZ 2 and BFTZ 3 projects, during periods when the space is not fully occupied, PD, the property owner, has committed to guaranteeing rental income to PROSPECT for any unoccupied warehouse building space. This guarantee is valid for a duration of two years from the date PROSPECT begins its investment in the BFTZ 2 and BFTZ 3 projects. The Independent Financial Advisor has calculated the compensation income, in line with the operating agreement, to be approximately 24.99 million baht for the year 2023. However, such income is not projected for the years 2024 - 2025, as it is anticipated that the space will be fully leased by then. Following the two-year guarantee period, there will be no further such income anticipated throughout the remainder of the projection period.</p>

Based on the aforementioned assumption, average rental space and rental occupancy rate during 2021 to 2051 is summarized as follows:

	2021A	2022A	2023	2024	2025	2026	2027	2028
Rentable Area	219,116	222,203	292,332 ^{1/}	292,332	292,332	292,332	292,332	292,332
Average Rent Area	211,561	208,538	264,486 ^{1/}	285,759	285,759	277,870	277,870	277,870
Average Occupancy Rate	96.55%	93.85%	90.47% ^{1/}	97.75%	97.75%	95.05%	95.05%	95.05%

	2029	2030	...	2039	2040	...	2050	2051
Rentable Area	292,332	292,332	...	292,332	73,216	...	60,968 ^{1/2/}	52,220
Average Rent Area	277,870	277,870	...	277,715	69,555	...	57,920	49,609
Average Occupancy Rate	95.05%	95.05%	...	95.00%	95.00%	...	95.00%	95.00%

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

Remark: 1/ In early 2023, PROSPECT undertook investments in new projects, specifically BFTZ 2 and BFTZ 3. Initially, these projects did not have their full space capacity leased, primarily because they involved new buildings that had only recently completed construction. However, as of the current status, all the space in these projects is now fully occupied. However, for the duration in which these spaces remain partially unoccupied, PD, the property owner, has committed to providing a rental income guarantee to PROSPECT for any warehouse building space that remains unleased. This guarantee is in effect for a period of two years starting from the date PROSPECT invests in the BFTZ 2 and BFTZ 3 projects.

2/ The calculation used is an average based on the proportionate area and time within the year. It should be noted that the BFTZ 2 project's land sublease rights are scheduled to expire in May 2050.

2.2.2) Other Income

The Independent Financial Advisor has established assumptions regarding other income, which can be summarized as follows:

Interest income	In 2022, PROSPECT recorded an interest income of 0.07 million baht. For the first to third quarters of 2023, the interest income amounted to 0.15 million baht. This figure does not represent a significant proportion of the overall income. Accordingly, it has been projected to remain constant throughout the entire projection period. The interest income came from cash deposits with financial institutions prepared for future expenditure.
Land and building tax income	The income derived from land and building taxes, which is collected from customers, corresponds directly to the land and building tax expenses. These expenses are estimated to be equivalent to 2.74 percent of the rental and service income. This estimation is based on the actual land and building tax expenses incurred during the first to third quarters of 2023, representing the most recent data available and reflecting the situation across all four projects.
Other income	Other income streams for PROSPECT include various components such as utility expenses, insurance service fees, fines, and miscellaneous items not directly related to rental and service income. The Independent Financial Advisor has estimated this other income to be approximately 0.57 percent of the total rental and service income (this includes income from rental guarantee as per the agreement). This estimation is grounded in the historical averages observed from 2021 up to the third quarter of 2023.

2.2.3) Total Income

Based on the aforementioned assumption, total income of PROSPECT during 2021 to 2051 is summarized as follows:

	2021A	2022A	2023	2024	2025	2026	2027	2028
Rent and Service Income - BFTZ 1	438.74	426.83	430.46	451.80	458.57	455.86	462.69	469.63
Rent and Service Income - BFTZ 2	-	-	31.60	42.47	43.11	41.57	42.19	42.82
Rent and Service Income - BFTZ 3	-	-	50.76	104.09	105.65	101.87	103.40	104.95
Rent and Service Income - X44	-	5.72	7.18	6.90	7.10	7.32	7.54	7.76
Rent and Service Income	438.74	432.55	519.99	605.25	614.43	606.61	615.82	625.17
Compensation Income under Undertaking Agreement	-	-	24.99	-	-	-	-	-
Total Rent and Service Income	438.74	432.55	544.98	605.25	614.43	606.61	615.82	625.17
Other Income	4.46	12.66	14.99	18.09	18.37	18.14	18.41	18.68
Total Income	443.20	445.21	559.98	623.35	632.80	624.75	634.23	643.85

	2029	2030	2031	2032	2033	2034	2035	2036
Rent and Service Income - BFTZ 1	476.68	483.83	491.09	498.45	505.93	513.52	521.22	529.04
Rent and Service Income - BFTZ 2	43.47	44.12	44.78	45.45	46.13	46.83	47.53	48.24
Rent and Service Income - BFTZ 3	106.52	108.12	109.74	111.39	113.06	114.76	116.48	118.23
Rent and Service Income - X44	7.99	8.23	8.16	8.18	8.30	8.42	8.55	8.68
Rent and Service Income	634.66	644.30	653.77	663.47	673.43	683.53	693.78	704.19
Total Rent and Service Income	634.66	644.30	653.77	663.47	673.43	683.53	693.78	704.19
Other Income	18.96	19.25	19.53	19.82	20.11	20.41	20.71	21.02
Total Income	653.63	663.55	673.30	683.29	693.54	703.94	714.49	725.21

	2037	2038	2039	2040	2041	2042	2043	2044
Rent and Service Income - BFTZ 1	536.98	545.03	553.21	-	-	-	-	-
Rent and Service Income - BFTZ 2	48.96	49.70	50.44	51.20	51.97	52.75	53.54	54.34
Rent and Service Income - BFTZ 3	120.00	121.80	123.63	125.48	127.36	129.27	131.21	133.18
Rent and Service Income - X44	8.81	8.94	9.08	9.21	9.35	9.49	9.63	9.78
Rent and Service Income	714.75	725.47	736.35	185.89	188.68	191.51	194.39	197.30
Total Rent and Service Income	714.75	725.47	736.35	185.89	188.68	191.51	194.39	197.30
Other Income	21.33	21.65	21.97	5.69	5.77	5.86	5.94	6.03
Total Income	736.08	747.12	758.32	191.59	194.46	197.37	200.33	203.33

	2045	2046	2047	2048	2049	2050	2051
Rent and Service Income - BFTZ 1	-	-	-	-	-	-	-
Rent and Service Income - BFTZ 2	55.16	55.99	56.83	57.68	58.54	24.76	-
Rent and Service Income - BFTZ 3	135.18	137.21	139.26	141.35	143.47	145.63	147.81
Rent and Service Income - X44	9.92	10.07	10.22	10.38	10.53	10.69	10.85
Rent and Service Income	200.26	203.26	206.31	209.41	212.55	181.08	158.66
Total Rent and Service Income	200.26	203.26	206.31	209.41	212.55	181.08	158.66
Other Income	6.12	6.21	6.30	6.39	6.48	5.55	4.89
Total Income	206.38	209.47	212.61	215.80	219.03	186.63	163.55

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

2.3) Expenses

2.3.1) Operating Expenses

The Independent Financial Advisor has established assumptions regarding operating expenses, which can be summarized as follows:

Common area expenses	The Independent Financial Advisor has formulated assumptions regarding common area expenses, drawing on the management practices of the REIT manager and the property manager, as well as relevant contractual agreements. These assumptions are outlined as follows:
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	<p>1) <u>BFTZ 1 Project</u>: The common expenses and land rental fees are set at 7 baht per square meter per month for 2023, with an anticipated increase of 15 percent in 2035. Additionally, road service fees are calculated at 1.32 baht per square meter per month, subject to an annual increase of 3 percent according to the contracts.</p> <p>2) <u>BFTZ 2 Project</u>: The common expenses are estimated at 3 baht per square meter per month in 2023, with an expected annual increase of 3 percent. Land rent is fixed at 10,500 baht per rai per month in 2023, with a scheduled increase of 10 percent every 5 years according to the contracts..</p> <p>3) <u>BFTZ 3 Project</u>: The common expenses for this project are also set at 3 baht per square meter per month in 2023, with a forecasted annual growth of 3 percent according to the contracts.</p> <p>4) <u>X44 Project</u>: There is no common area expense because it is a small project which no common area charge.</p>
Repair and maintenance costs	The estimated repair and maintenance costs are set at 1.50 percent of the rental and service income for the BFTZ 2 and BFTZ 3 projects. For the BFTZ 1 project, due to its status as an older building compared to the other projects, these costs are estimated to range between 1.50 - 3.00 percent of rental and service income. For Project X44, the assumption is that there will be no direct repair and maintenance costs. However, provisions for capital expenditure reserves are still factored in. This is due to Project X44's relatively small area and the understanding that in most cases, the tenant is responsible for various expenses.
Insurance premium	Based on the existing insurance contracts and historical data, the insurance premium is estimated to be 0.47 percent of the rental and service income for the BFTZ 2 and BFTZ 3 projects. For the BFTZ 1 and X44 projects, it is estimated at 0.18 percent of the rental and service income.
Land and building tax expenses	Land and building tax expenses are proportionally estimated relative to the rental and service income, set at 2.74 percent of this income. This estimation is based on the actual land and building tax expenses incurred during the first to third quarters of 2023. This period represents the most current data available and accurately reflects the situation for all four projects.
Other administrative expenses	PROSPECT's other operating expenses, encompassing various fees, public relations costs, additional utility expenses, and other taxes, are estimated by the Independent Financial Advisor to be 2.74 percent of the rental and service income.

	This estimation is based on the historical averages spanning from 2021 to the third quarter of 2023.
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Based on the aforementioned assumption, operating expenses of PROSPECT during 2021 to 2051 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Common Area and Road Service	28.37	27.48	27.66	28.14	28.34	28.54	28.75	28.97
Repair and Maintenance	15.89	15.75	15.99	15.83	16.06	13.96	14.17	14.38
Insurance Expenses	1.53	1.51	1.54	1.51	1.53	1.55	1.58	1.60
Land and Building Tax Expenses	16.71	16.56	16.82	16.60	16.85	17.11	17.37	17.63
Operating Expenses	62.51	61.31	62.01	62.08	62.79	61.16	61.87	62.58

	2031	2032	2033	2034	2035	2036	2037	2038
Common Area and Road Service	29.51	29.74	29.97	30.21	33.22	33.83	34.09	34.36
Repair and Maintenance	14.60	12.32	12.51	12.69	12.88	10.43	10.59	10.75
Insurance Expenses	1.62	1.65	1.67	1.70	1.72	1.75	1.78	1.80
Land and Building Tax Expenses	17.89	18.16	18.43	18.71	18.99	19.27	19.56	19.85
Operating Expenses	63.62	61.86	62.58	63.31	66.82	65.28	66.02	66.77

	2039	2040	2041	2042	2043	2044	2045	2046
Common Area and Road Service	34.64	8.03	8.54	8.67	8.80	8.94	9.08	9.65
Repair and Maintenance	10.91	2.65	2.69	2.73	2.77	2.81	2.86	2.90
Insurance Expenses	1.83	0.85	0.86	0.87	0.89	0.90	0.91	0.93
Land and Building Tax Expenses	20.15	5.09	5.16	5.24	5.32	5.40	5.48	5.56
Operating Expenses	67.54	16.61	17.25	17.51	17.78	18.05	18.33	19.04

	2047	2048	2049	2050	2051
Common Area and Road Service	9.80	9.95	10.11	8.89	4.05
Repair and Maintenance	2.94	2.99	3.03	2.56	2.22
Insurance Expenses	0.94	0.95	0.97	0.82	0.71
Land and Building Tax Expenses	5.65	5.73	5.82	4.96	4.34
Operating Expenses	19.33	19.62	19.93	17.22	11.32

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

2.3.2) Other operating expenses

PROSPECT incurs various other operating expenses, including fees, public relations costs, additional utility expenses, and other taxes. The Independent Financial Advisor has estimated these other operating expenses to be 0.57 percent of the rental and service income, based on historical averages from 2021 to the third quarter of 2023.

2.3.3) Property Management Fee

The Independent Financial Advisor estimates property management fee based on the Property Management Appointment Agreement. The Property Manager will receive remuneration for acting as the Property Manager, which shall be payable monthly which are summarised as follows:

- 1) Property management fee at 4.0% of rental and service income for the amount not exceeding Baht 500 million. At 3.0% of rental and service income for the amount that exceeding Baht 500 million but not exceeding Baht 750 million. At 2.0% of rental and service income for the amount that exceeding Baht 750 million.
- 2) Incentive fee at 6.0% of performance on operation for the amount not exceeding Baht 400 million. At 5.0% of performance on operation for the amount that exceeding Baht 400 million but not exceeding Baht 600 million. At 4.0% of performance on operation for the amount that exceeding Baht 600 million.
- 3) Commission fee at 0.5 month of rental and service rate for extend contract lessee. 1.0 month of rental and service rate for new lessee.

2.3.4) REIT Management Fee

The Independent Financial Advisor estimates REIT management fee based on the Agreement with the REIT Manager. The REIT Manager will receive a monthly management fee from the Trust at 0.30% of cost of main assets of the Trust including book value of investments in other assets which is not lower than Baht 10 million per annum. The Independent Financial Advisor projects these expenses to be approximately 16.11 million baht per year. It is anticipated that the cost associated with the main assets will remain constant throughout the projection period.

2.3.5) Trustee Fee

The Independent Financial Advisor estimates trustee fee that the trustee will receive trustee fee at 0.22% of fair value of main assets from valuation and book value of other assets for the amount not exceeding Baht 3,000 million. At 0.15% of fair value of main assets from valuation and book value of other assets for the amount that exceeding Baht 3,000 million but not exceeding Baht 5,000 million. At 0.12% of fair value of main assets from valuation and book value of other assets for the amount that exceeding Baht 5,000 million, which is not lower than Baht 5 million per annum for the first investment. The Independent Financial Advisor approaches the estimation of the fair value of the main assets by considering the depreciation over the remaining period of the land sublease rights. The trustee fee is estimated by the Independent Financial Advisor to range between 3.27 - 9.80 million baht per year.

2.3.6) Registrar fees

The Independent Financial Advisor has estimated the registrar fees based on a tiered percentage of the registered capital. The fee structure is as follows: 0.043 percent for the portion of the registered capital not

exceeding 1,000 million baht; 0.038 percent for the portion over 1,000 million baht but not exceeding 5,000 million baht; 0.032 percent for the portion over 5,000 million baht but not exceeding 10,000 million baht; and 0.023 percent for any portion exceeding 10,000 million baht. Additionally, the Independent Financial Advisor anticipates a reduction in the registered capital corresponding to the expiration of assets in each main project upon the conclusion of their land sublease rights. The estimated annual registrar fee ranges between 1.25 - 1.43 million baht.

2.3.7) Professional fees

Regarding professional fees for PROSPECT, such as audit fees, legal consulting fees, and fees for independent property appraisers, the Independent Financial Advisor estimates these costs to be 3.11 million baht in 2023. Thereafter, an annual increase of 1.50 percent is projected, aligning closely with the average inflation rate observed over the past 10 years, both before and after the COVID-19 outbreak.

2.3.8) Total Expenses

Based on the aforementioned assumption, total expenses (excluding interest) of PROSPECT during 2021 to 2051 is summarized as follows:

	2021A	2022A	2023	2024	2025	2026	2027	2028
Operating Expenses	35.72	48.44	62.51	61.31	62.01	62.08	62.79	61.16
Other Operating Expenses	1.62	1.79	4.53	3.46	3.51	3.46	3.52	3.57
Total Operating Expenses	37.34	50.24	67.04	64.77	65.51	65.54	66.31	64.73
Property Management Fee	44.83	44.33	56.93	67.70	68.60	67.80	68.70	69.74
Management Fee	11.41	11.34	16.11	16.11	16.11	16.11	16.11	16.11
Trustee Fee	7.73	7.58	9.80	9.80	9.52	9.19	8.87	8.54
Registrar Fee	0.94	1.10	1.43	1.43	1.43	1.43	1.43	1.43
Professional Fee	2.76	2.77	3.11	3.16	3.21	3.25	3.30	3.35
Total Expenses (Excl. Finance Cost)	105.01	117.36	154.43	162.96	164.38	163.33	164.71	163.90
% to Total Revenue (%)	23.69%	26.36%	27.58%	26.14%	25.98%	26.14%	25.97%	25.46%

	2029	2030	2031	2032	2033	2034	2035	2036
Operating Expenses	61.87	62.58	63.62	61.86	62.58	63.31	66.82	65.28
Other Operating Expenses	3.62	3.68	3.73	3.79	3.84	3.90	3.96	4.02
Total Operating Expenses	65.49	66.26	67.35	65.65	66.42	67.21	70.78	69.30
Property Management Fee	70.67	71.62	72.47	73.43	74.32	75.21	76.02	77.03
Management Fee	16.11	16.11	16.11	16.11	16.11	16.11	16.11	16.11
Trustee Fee	8.21	7.89	7.56	7.23	6.90	6.57	6.09	5.61
Registrar Fee	1.43	1.43	1.43	1.43	1.43	1.43	1.43	1.43
Professional Fee	3.40	3.45	3.51	3.56	3.61	3.67	3.72	3.78
Total Expenses (Excl. Finance Cost)	165.31	166.75	168.43	167.41	168.80	170.20	174.14	173.26
% to Total Revenue (%)	25.29%	25.13%	25.01%	24.50%	24.34%	24.18%	24.37%	23.89%

	2037	2038	2039	2040	2041	2042	2043	2044
Operating Expenses	66.02	66.77	67.54	16.61	17.25	17.51	17.78	18.05
Other Operating Expenses	4.08	4.14	4.20	1.06	1.08	1.09	1.11	1.13
Total Operating Expenses	70.10	70.91	71.74	17.68	18.33	18.61	18.89	19.18
Property Management Fee	77.97	78.93	79.89	21.74	22.05	22.38	22.71	23.05
Management Fee	16.11	16.11	16.11	16.11	16.11	16.11	16.11	16.11
Trustee Fee	5.13	4.65	4.17	3.69	3.65	3.61	3.57	3.54
Registrar Fee	1.43	1.43	1.43	1.27	1.27	1.27	1.27	1.27
Professional Fee	3.83	3.89	3.95	4.01	4.07	4.13	4.19	4.25
Total Expenses (Excl. Finance Cost)	174.57	175.91	177.29	64.50	65.48	66.11	66.75	67.40
% to Total Revenue (%)	23.72%	23.55%	23.38%	33.66%	33.67%	33.49%	33.32%	33.15%

	2045	2046	2047	2048	2049	2050	2051
Operating Expenses	18.33	19.04	19.33	19.62	19.93	17.22	11.32
Other Operating Expenses	1.14	1.16	1.18	1.20	1.21	1.03	0.91
Total Operating Expenses	19.47	20.20	20.50	20.82	21.14	18.25	12.23
Property Management Fee	23.40	23.72	24.08	24.44	24.80	21.12	18.73
Management Fee	16.11	16.11	16.11	16.11	16.11	16.11	16.11
Trustee Fee	3.50	3.46	3.42	3.39	3.35	3.31	3.27
Registrar Fee	1.27	1.27	1.27	1.27	1.27	1.26	1.25
Professional Fee	4.32	4.38	4.45	4.52	4.58	4.65	4.72
Total Expenses (Excl. Finance Cost)	68.07	69.14	69.83	70.54	71.25	64.70	56.32
% to Total Revenue (%)	32.98%	33.01%	32.85%	32.69%	32.53%	34.67%	34.43%

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

2.4) Capital Expenditure Reserve

The Independent Financial Advisor has estimated the capital expenditure reserve, which excludes repair and maintenance costs, to be 1.50 percent of the rental and service income for the BFTZ 2, BFTZ 3, and X44 projects. For the BFTZ 1 project, which initially involves a building older than those in the other projects, the capital expenditure reserve is estimated to range from 1.50 to 3.00 percent of the rental and service income.

The capital expenditure reserve of PROSPECT during quarter 4 of 2023 to 2051 is summarized as follows:

	Quarter 4 2023	2024	2025	2026	2027	2028	2029	2030
Capital Expenditure Reserve	3.85	15.86	16.10	15.94	16.18	14.07	14.29	14.50

	2031	2032	2033	2034	2035	2036	2037	2038
Capital Expenditure Reserve	14.72	12.44	12.63	12.82	13.01	10.56	10.72	10.88

	2039	2040	2041	2042	2043	...	2050	2051
Capital Expenditure Reserve	11.05	2.79	2.83	2.87	2.92	...	2.72	2.38

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

2.5) Working capital

The Independent Financial Advisor has established the following assumptions for working capital:

- 1) The timeframe for receiving payments on rental and service receivables is set at 22.77 days. This is based on the historical average calculated from 2021 to the third quarter of 2023.
- 2) The period for the payment of prepaid expenses is estimated at 659.38 days. This duration relates to the commission fee for tenant acquisition (Commission Fee) and aligns with the historical averages from 2021 to the third quarter of 2023. This timeframe is consistent with the lease term of new tenants, which is typically around 3 years, and the remaining term of most existing tenants' lease contracts, which generally do not exceed 3 years.
- 3) The timeframe for settling accrued expenses and other payables is calculated to be 60.08 days, again based on the historical average from 2021 to the third quarter of 2023.
- 4) The period for receiving deposits from tenants is estimated at 140.00 days, derived from the historical average spanning from 2021 to the third quarter of 2023.

The working capital of PROSPECT during 2023 to 2051 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Rent and Service Receivables	34.94	38.89	39.48	38.98	39.57	40.17	40.78	41.40
Prepaid Expenses	16.07	25.52	25.90	25.55	25.94	26.34	26.74	27.14
Accrued Expenses and Other Payable	25.42	26.82	27.06	26.88	27.11	26.98	27.21	27.45
Deposits Received from Tenants	209.03	232.15	235.67	232.67	236.20	239.79	243.43	247.12
Net Working Capital	(183.43)	(194.56)	(197.34)	(195.02)	(197.80)	(200.25)	(203.12)	(206.03)

	2031	2032	2033	2034	2035	2036	2037	2038
Rent and Service Receivables	42.01	42.63	43.27	43.92	44.58	45.25	45.93	46.61
Prepaid Expenses	27.54	27.95	28.37	28.79	29.23	29.66	30.11	30.56
Accrued Expenses and Other Payable	27.72	27.55	27.78	28.01	28.66	28.52	28.73	28.95
Deposits Received from Tenants	250.76	254.48	258.29	262.17	266.10	270.09	274.14	278.26
Net Working Capital	(208.93)	(211.45)	(214.44)	(217.47)	(220.96)	(223.70)	(226.84)	(230.03)

	2039	2040	2041	2042	2043	...	2050	2051
Rent and Service Receivables	47.31	11.95	12.13	12.31	12.50	...	11.64	10.20
Prepaid Expenses	31.02	8.53	8.65	8.78	8.92	...	8.30	7.26
Accrued Expenses and Other Payable	29.18	10.62	10.78	10.88	10.99	...	10.65	9.27
Deposits Received from Tenants	282.43	71.30	72.37	73.46	74.56	...	69.45	60.86
Net Working Capital	(233.28)	(61.44)	(62.36)	(63.24)	(64.13)	...	(60.16)	(52.66)

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

2.6) Loans and Interest Expenses

PROSPECT has loans from financial institutions in amount of 1,645.80 million baht as of 30 September 2023, the Independent Financial Advisor has estimated interest expenses of 6.85% according to MLR - 1.25% based on agreement with financial institutions and the interview with management of the REIT manager and Property Manager about capital structure target in the future with the assumption of fixed payments through the projection period.

3) The Calculation of Discounted Cash Flow Approach

3.1) Discount Rate

3.1.1) The Calculation of Weighted Average Cost of Capital

The Independent Financial Advisor used cash flow from operations of PROSPECT, adjusted by a discount rate calculated from the weighted average cost of capital (WACC) of PROSPECT at 8.26.

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	= Cost of trust unit holder's equity (calculation referred below)	= 8.91%
K_d	= Cost of interest-bearing debt	= 6.85%
t	= Corporate income tax	= 0.00% (Tax exception)
V	= $D + E$ whereas D is debt and E is trust unit holder's equity	= 100.00%
$\left(\frac{E}{V} \right)$	= Equity to value ratio	= 68.14%
$\left(\frac{D}{V} \right)$	= Debt to value ratio	= 31.86%

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 2.36% per year (as of 26 December 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 0.54
Market Return: R_m	=	Market return is at 14.44% per year (as of 26 December 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 12.08% (as of 26 December 2023), calculated from historical 3-year ^{1/} average of the difference between daily market return and risk-free return.

Source: Bloomberg as of 26 December 2023

Note: 1/ The Independent Financial Advisor has assumptions based on the historical period of 3 years (from 27 December 2020 to 26 December 2023) 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. The longer period may not reflect the fundamental of the market which significantly changes from the past. The Independent Financial Advisor has opinion that the 3-year information can adapt because the market has recover from Covid-19 situation already, which the fluctuation period of the market is only between February to November 2020.

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.

3.1.2) The Calculation of Levered Beta

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

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 PROSPECT. The average unlevered beta is 0.37.
t	=	Corporate income tax is 0.00% (Tax exception)
D/E	=	Debt to the trust unit holder's equity ratio is 0.47

Based on the above calculation, the Levered Beta is equal to 0.54.

3.1.3) Unlevered Beta

The Independent Financial Advisor has the assumption that companies within the same industry, sharing similar business natures and operating under comparable market conditions, should exhibit analogous required rate of return. In line with this approach, the Independent Financial Advisor has opted to select peer companies from those listed on the stock exchange with business operations similar to those of PROSPECT, a real estate investment trust specializing in real estate such as warehouse buildings or factory buildings for rent. For this comparative analysis, the Independent Financial Advisor has established specific selection criteria, focusing on securities listed in the real estate and construction industry group (PROP CON) under the real estate mutual fund and real estate investment trust (PF&REIT) business category. These selected securities must have a trading history on the stock exchange spanning at least 3 years. Additionally, the Independent Financial Advisor has also established selection criteria by focusing on real estate mutual funds or real estate investment trusts. These selected entities are characterized by their rental and service income generated from real estate properties, specifically warehouse buildings or factory buildings for rent. The growth trajectories and risk profiles of these business groups are generally aligned.

The Independent Financial Advisor has scrutinized and identified a total of 12 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 PROSPECT. The average of unlevered beta is calculated as follows:

No.	Listed Securities	Ticker	Unlevered Beta ^{1/}
1	AIM INDUSTRIAL GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AIMIRT	0.31
2	AMATA SUMMIT GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AMATAR	0.37
3	FRASERS PROPERTY THAILAND INDUSTRIAL FREEHOLD & LEASEHOLD REIT	FTREIT	0.40
4	HEMARAJ INDUSTRIAL PROPERTY AND LEASEHOLD FUND	HPF	0.39
5	MFC INDUSTRIAL INVESTMENT PROPERTY AND LEASEHOLD FUND	M-II	0.39
6	MFC INDUSTRIAL REAL ESTATE INVESTMENT TRUST	MIT	0.20
7	MFC-STRATEGIC STORAGE FUND	M-STOR	0.33
8	PINTHONG INDUSTRIAL PARK PROPERTY FUND	PPF	0.38
9	PROSPECT LOGISTICS AND INDUSTRIAL FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	PROSPECT	0.45
10	THAI INDUSTRIAL FUND 1	TIF1	0.42
11	WHA INDUSTRIAL LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHAIR	0.37
12	WHA PREMIUM GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHART	0.43
Average ^{2/}			0.37

Source: Bloomberg as of 26 December 2023

Remark: 1/ Unlevered Beta calculated from 3-year daily historical data (from 27 December 2020 to 26 December 2023) (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.

2/ The Independent Financial Advisor using mean method for the calculation due to specific selection, however mean method will not including outliers. For median method will be used when there is enough information. However, when calculating by median, unlevered beta is equal to 0.38

3.2) Terminal Value

The Independent Financial Advisor calculates the terminal value of cash flow from operation of PROSPECT based on the assumption that PROSPECT has continuing business operation with terminal growth of 1.50% based on the average inflation rate over the past 10 years, encompassing the period before and after the COVID-19 outbreak. The discount rate used is equal to the weighted average cost of capital (WACC) in 2051 of 8.26 percent.

3.3) Operating Profit and Loss and Cash Flow Projection

3.3.1) Operating Profit and Loss Projection of PROSPECT

The Independent Financial Advisor has constructed operating projection projection base on above assumptions which can be summarized as follows:

	2021A	2022A	2023	2024	2025	2026	2027	2028
Rent and Service Income	438.74	432.55	519.99	605.25	614.43	606.61	615.82	625.17
Compensation Income under Undertaking Agreement	-	-	24.99	-	-	-	-	-
Other Income	4.46	12.66	14.99	18.09	18.37	18.14	18.41	18.68
Total Income	443.20	445.21	559.98	623.35	632.80	624.75	634.23	643.85
Operating Expenses	(35.72)	(48.44)	(62.51)	(61.31)	(62.01)	(62.08)	(62.79)	(61.16)
Other Operating Expenses	(1.62)	(1.79)	(4.53)	(3.46)	(3.51)	(3.46)	(3.52)	(3.57)
Gross Operating Profit	405.86	394.98	492.93	558.58	567.29	559.20	567.92	579.12
Property Management Fee	(44.83)	(44.33)	(56.93)	(67.70)	(68.60)	(67.80)	(68.70)	(69.74)
Net Operating Profit on Asset Level	361.02	350.64	436.00	490.89	498.69	491.41	499.22	509.39
Management Fee	(11.41)	(11.34)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)
Trustee Fee	(7.73)	(7.58)	(9.80)	(9.80)	(9.52)	(9.19)	(8.87)	(8.54)
Registrar Fee	(0.94)	(1.10)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)
Professional Fee	(2.76)	(2.77)	(3.11)	(3.16)	(3.21)	(3.25)	(3.30)	(3.35)
Net Operating Profit on REIT Level	338.19	327.85	405.55	460.39	468.42	461.42	469.51	479.95

	2029	2030	2031	2032	2033	2034	2035	2036
Rent and Service Income	634.66	644.30	653.77	663.47	673.43	683.53	693.78	704.19
Other Income	18.96	19.25	19.53	19.82	20.11	20.41	20.71	21.02
Total Income	653.63	663.55	673.30	683.29	693.54	703.94	714.49	725.21
Operating Expenses	(61.87)	(62.58)	(63.62)	(61.86)	(62.58)	(63.31)	(66.82)	(65.28)
Other Operating Expenses	(3.62)	(3.68)	(3.73)	(3.79)	(3.84)	(3.90)	(3.96)	(4.02)
Gross Operating Profit	588.14	597.29	605.95	617.64	627.11	636.72	643.71	655.90
Property Management Fee	(70.67)	(71.62)	(72.47)	(73.43)	(74.32)	(75.21)	(76.02)	(77.03)
Net Operating Profit on Asset Level	517.47	525.68	533.48	544.21	552.79	561.51	567.70	578.87
Management Fee	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)
Trustee Fee	(8.21)	(7.89)	(7.56)	(7.23)	(6.90)	(6.57)	(6.09)	(5.61)
Registrar Fee	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)
Professional Fee	(3.40)	(3.45)	(3.51)	(3.56)	(3.61)	(3.67)	(3.72)	(3.78)
Net Operating Profit on REIT Level	488.32	496.80	504.88	515.88	524.74	533.74	540.35	551.95

	2037	2038	2039	2040	2041	2042	2043	2044
Rent and Service Income	714.75	725.47	736.35	185.89	188.68	191.51	194.39	197.30
Other Income	21.33	21.65	21.97	5.69	5.77	5.86	5.94	6.03
Total Income	736.08	747.12	758.32	191.59	194.46	197.37	200.33	203.33
Operating Expenses	(66.02)	(66.77)	(67.54)	(16.61)	(17.25)	(17.51)	(17.78)	(18.05)
Other Operating Expenses	(4.08)	(4.14)	(4.20)	(1.06)	(1.08)	(1.09)	(1.11)	(1.13)
Gross Operating Profit	665.98	676.21	686.58	173.91	176.13	178.76	181.44	184.15
Property Management Fee	(77.97)	(78.93)	(79.89)	(21.74)	(22.05)	(22.38)	(22.71)	(23.05)
Net Operating Profit on Asset Level	588.01	597.28	606.69	152.17	154.08	156.39	158.73	161.10
Management Fee	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)
Trustee Fee	(5.13)	(4.65)	(4.17)	(3.69)	(3.65)	(3.61)	(3.57)	(3.54)
Registrar Fee	(1.43)	(1.43)	(1.43)	(1.27)	(1.27)	(1.27)	(1.27)	(1.27)
Professional Fee	(3.83)	(3.89)	(3.95)	(4.01)	(4.07)	(4.13)	(4.19)	(4.25)
Net Operating Profit on REIT Level	561.51	571.21	581.03	127.09	128.98	131.27	133.58	135.93

	2045	2046	2047	2048	2049	2050	2051
Rent and Service Income	200.26	203.26	206.31	209.41	212.55	181.08	158.66
Other Income	6.12	6.21	6.30	6.39	6.48	5.55	4.89
Total Income	206.38	209.47	212.61	215.80	219.03	186.63	163.55
Operating Expenses	(18.33)	(19.04)	(19.33)	(19.62)	(19.93)	(17.22)	(11.32)
Other Operating Expenses	(1.14)	(1.16)	(1.18)	(1.20)	(1.21)	(1.03)	(0.91)
Gross Operating Profit	186.91	189.27	192.11	194.98	197.89	168.37	151.32
Property Management Fee	(23.40)	(23.72)	(24.08)	(24.44)	(24.80)	(21.12)	(18.73)
Net Operating Profit on Asset Level	163.51	165.55	168.03	170.54	173.09	147.25	132.59
Management Fee	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)	(16.11)
Trustee Fee	(3.50)	(3.46)	(3.42)	(3.39)	(3.35)	(3.31)	(3.27)
Registrar Fee	(1.27)	(1.27)	(1.27)	(1.27)	(1.27)	(1.26)	(1.25)
Professional Fee	(4.32)	(4.38)	(4.45)	(4.52)	(4.58)	(4.65)	(4.72)
Net Operating Profit on REIT Level	138.31	140.33	142.78	145.26	147.78	121.92	107.23

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

3.3.2) Cash Flow Projection of PROSPECT

The Independent Financial Advisor has estimated the PROSPECT's free cash flow by using the assumption to calculate the net cash flow of PROSPECT expected to receive in the future and discounted by the weighted average cost of capital (WACC) which can be summarized as follows:

	Quarter 4 2023	2024	2025	2026	2027	2028	2029	2030
Total Income	151.30	623.35	632.80	624.75	634.23	643.85	653.63	663.55
Total Operating Expenses	(15.87)	(64.77)	(65.51)	(65.54)	(66.31)	(64.73)	(65.49)	(66.26)
Gross Operating Profit	135.42	558.58	567.29	559.20	567.92	579.12	588.14	597.29
Property Management Fee	(17.87)	(67.70)	(68.60)	(67.80)	(68.70)	(69.74)	(70.67)	(71.62)
Net Operating Profit	117.56	490.89	498.69	491.41	499.22	509.39	517.47	525.68
Tax (Excl. Interest)	-	-	-	-	-	-	-	-
Net Operating Profit After Tax	117.56	490.89	498.69	491.41	499.22	509.39	517.47	525.68
Deduct: Capital Expenditure Reserve	(3.85)	(15.86)	(16.10)	(15.94)	(16.18)	(14.07)	(14.29)	(14.50)
Deduct: Change in Working Capital	17.34	11.13	2.78	(2.32)	2.78	2.46	2.86	2.91
Free Cash Flow on Asset Level	131.05	486.16	485.37	473.15	485.82	497.77	506.05	514.08
REIT Management Expenses	(8.53)	(30.50)	(30.27)	(29.99)	(29.71)	(29.43)	(29.15)	(28.88)
Free Cash Flow on REIT Level	122.52	455.66	455.11	443.16	456.12	468.34	476.89	485.21
Year ^{1/}	0.05	1.01	2.01	3.01	4.01	5.01	6.01	7.01
Weighted Average Cost of Capital ^{1/}	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%
Discount Factor	1.00	0.92	0.85	0.79	0.73	0.67	0.62	0.57

	2031	2032	2033	2034	2035	2036	2037	2038
Total Income	673.30	683.29	693.54	703.94	714.49	725.21	736.08	747.12
Total Operating Expenses	(67.35)	(65.65)	(66.42)	(67.21)	(70.78)	(69.30)	(70.10)	(70.91)
Gross Operating Profit	605.95	617.64	627.11	636.72	643.71	655.90	665.98	676.21
Property Management Fee	(72.47)	(73.43)	(74.32)	(75.21)	(76.02)	(77.03)	(77.97)	(78.93)
Net Operating Profit	533.48	544.21	552.79	561.51	567.70	578.87	588.01	597.28
Tax (Excl. Interest)	-	-	-	-	-	-	-	-
Net Operating Profit After Tax	533.48	544.21	552.79	561.51	567.70	578.87	588.01	597.28
Deduct: Capital Expenditure Reserve	(14.72)	(12.44)	(12.63)	(12.82)	(13.01)	(10.56)	(10.72)	(10.88)
Deduct: Change in Working Capital	2.90	2.52	2.99	3.03	3.49	2.74	3.14	3.19
Free Cash Flow on Asset Level	521.66	534.28	543.15	551.72	558.18	571.05	580.43	589.59
REIT Management Expenses	(28.60)	(28.33)	(28.05)	(27.77)	(27.35)	(26.92)	(26.50)	(26.08)
Free Cash Flow on REIT Level	493.06	505.96	515.10	523.95	530.83	544.13	553.93	563.52
Year ^{1/}	8.01	9.01	10.01	11.01	12.01	13.01	14.01	15.01
Weighted Average Cost of Capital ^{1/}	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%
Discount Factor	0.53	0.49	0.45	0.42	0.39	0.36	0.33	0.30

	2039	2040	2041	2042	2043	2044	2045	2046
Total Income	758.32	191.59	194.46	197.37	200.33	203.33	206.38	209.47
Total Operating Expenses	(71.74)	(17.68)	(18.33)	(18.61)	(18.89)	(19.18)	(19.47)	(20.20)
Gross Operating Profit	686.58	173.91	176.13	178.76	181.44	184.15	186.91	189.27
Property Management Fee	(79.89)	(21.74)	(22.05)	(22.38)	(22.71)	(23.05)	(23.40)	(23.72)
Net Operating Profit	606.69	152.17	154.08	156.39	158.73	161.10	163.51	165.55
Tax (Excl. Interest)	-	-	-	-	-	-	-	-
Net Operating Profit After Tax	606.69	152.17	154.08	156.39	158.73	161.10	163.51	165.55

	2039	2040	2041	2042	2043	2044	2045	2046
Deduct: Capital Expenditure Reserve	(11.05)	(2.79)	(2.83)	(2.87)	(2.92)	(2.96)	(3.00)	(3.05)
Deduct: Change in Working Capital	3.24	(171.84)	0.92	0.88	0.89	0.90	0.92	1.00
Free Cash Flow on Asset Level	598.89	(22.46)	152.17	154.39	156.70	159.05	161.42	163.50
REIT Management Expenses	(25.66)	(25.08)	(25.10)	(25.12)	(25.15)	(25.17)	(25.20)	(25.22)
Free Cash Flow on REIT Level	573.23	(47.54)	127.08	129.27	131.56	133.88	136.23	138.28
Year ^{1/}	16.01	17.01	18.01	19.01	20.01	21.01	22.01	23.01
Weighted Average Cost of Capital ^{1/}	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%	8.26%
Discount Factor	0.28	0.26	0.24	0.22	0.20	0.19	0.17	0.16

	2047	2048	2049	2050	2051
Total Income	212.61	215.80	219.03	186.63	163.55
Total Operating Expenses	(20.50)	(20.82)	(21.14)	(18.25)	(12.23)
Gross Operating Profit	192.11	194.98	197.89	168.37	151.32
Property Management Fee	(24.08)	(24.44)	(24.80)	(21.12)	(18.73)
Net Operating Profit	168.03	170.54	173.09	147.25	132.59
Tax (Excl. Interest)	-	-	-	-	-
Net Operating Profit After Tax	168.03	170.54	173.09	147.25	132.59
Deduct: Capital Expenditure Reserve	(3.09)	(3.14)	(3.19)	(2.72)	(2.38)
Deduct: Change in Working Capital	0.95	0.96	0.98	(9.68)	(7.50)
Free Cash Flow on Asset Level	165.88	168.36	170.87	134.86	122.71
REIT Management Expenses	(25.25)	(25.28)	(25.31)	(25.33)	(25.36)
Free Cash Flow on REIT Level	140.63	143.08	145.56	109.53	97.35
Year ^{1/}	24.01	25.01	26.01	27.01	28.01
Weighted Average Cost of Capital ^{1/}	8.26%	8.26%	8.26%	8.26%	8.26%
Discount Factor	0.15	0.14	0.13	0.12	0.11

Source: Information from PROSPECT and projection prepared by the Independent Financial Advisor

Remark: 1/ Calculation as of 26 December 2023

3.4) Summary of Base Case of PROSPECT

The Independent Financial Advisor has assessed the reasonableness of the PROSPECT's fair valuation by considering the discounted cash flow on REIT level which can be summarized as follows:

Calculation of Fair Value	Unit	Value	Assumption
Present Value of Free Cash Flow on REIT Level	Million baht	4,600.45	
Terminal Value	Million baht	158.54	
Enterprise Value	Million baht	4,758.99	
Add: Cash and Cash Equivalents	Million baht	36.88	Based on financial statements as of 30 Sep 2023
Add: Investment with the fair value to profit and loss	Million baht	188.32	Based on financial statements as of 30 Sep 2023
Deduct: Interest-Bearing Debt	Million baht	(1,645.80)	Based on financial statements as of 30 Sep 2023
Equity Value of Trust Unit Holder	Million baht	3,338.39	

Calculation of Fair Value per Unit	Unit	Value	Assumption
Number of trust units of PROSPECT	Million units	375.00	On 26 December 2023
Equity Value of Trust Unit Holder per Unit	Baht per unit	8.90	

4) Sensitivity Analysis

The Independent Financial Advisor has conducted a sensitivity analysis of the evaluation of reasonableness of the PROSPECT'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 of PROSPECT to calculate the fair values that cover fluctuations in revenues, the Independent Financial Advisor assumed the increase and decrease in revenue by 0.50 percent from the base case. Therefore, changes in revenue rate will be +/- 0.50 percent.
- (2) The discount rate from financial costs by using the WACC in order to calculate the fair values of the PROSPECT that reflect all possibilities in which the Independent Financial Advisor used WACC of the base case at 10.88 percent and assumed the increase and decrease range by 0.50 percent from the base case. Therefore, changes in WACC will be +/- 0.50 percent.

The summary of fair value of PROSPECT per unit is as follows:

Unit: THB per Unit		Chage in Weighted Average Cost of Capital (WACC)				
Change in Revenue		-0.50%	-0.25%	0.00%	0.25%	0.50%
	-0.50%	9.37	9.09	8.82	8.57	8.32
	-0.25%	9.41	9.13	8.86	8.61	8.36
	0.00%	9.45	9.17	8.90	8.64	8.40
	0.25%	9.49	9.21	8.94	8.68	8.44
	0.50%	9.54	9.25	8.98	8.72	8.47

5) Summary of Valuation Using Discounted Cash Flow Approach

This is assessed using the discounted cash flow approach is a valuation approach. There are significant fluctuations due to changes in PROSPECT's earnings and changes in the weighted average cost of capital discount (WACC) rate. That resulting to fair value of PROSPECT in ranging from 8.32 - 9.54 baht per unit.

The discounted cashflow approach is a valuation approach which brings into consideration, the future operating performance of PROSPECT through expected free cash flow by using assumptions based on given information and interviews with the management, discounted by Weighted Average Cost of Capital (WACC) of PROSPECT to calculate the future net cash flow from a financial projection. The Independent Financial Advisor also perform sensitivity analysis of the evaluation of reasonableness of the PROSPECT'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 PROSPECT. The

Independent Financial Advisor concluded that this method is suitable in determining the fair value of PROSPECT share price.

3.1.6 Summary of the Valuation Results of PROSPECT's Fair Value Range

The Summary of the valuation results of PROSPECT'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 (Baht per unit)	Selling Price (Baht per unit)	Fair Value above (below) than Selling Price (Baht per unit)	Valuation Method
1) Book Value Approach	9.39	9.3885	(0.00)	Inappropriate
2) Adjusted Book Value Approach	9.17	9.3885	(0.22)	Inappropriate
3) Volume Weighted Average Price Approach (VWAP)	8.48 - 9.17	9.3885	(0.91) - (0.22)	Appropriate
4) Market Comparable Approach				
4.1) Price to Earnings Ratio (P/E Ratio)	10.60 - 11.04	9.3885	1.21 - 1.65	Inappropriate
4.2) Price to Net Asset Value Ratio (P/NAV Ratio)	6.80 - 7.24	9.3885	(2.59) - (2.15)	Inappropriate
4.3) Enterprise Value to Earnings before Interest, Tax, and Depreciation and Amortization Ratio (EV/EBITDA Ratio)	Not applicable	9.3885	-	Not applicable
5) Discounted Cash Flow Approach	8.32 - 9.54	9.3885	(1.07) - 0.15	Appropriate

Source: Projection prepared by the Independent Financial Advisor

The summary table provides PROSPECT's unit 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 unit 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 Independent Financial Advisor believes this approach is not appropriate for determining the fair price of ordinary shares or accurately reflecting the true value of PROSPECT.

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 units. Nevertheless, it still does not account for future business profitability and performance. Therefore,

the Independent Financial Advisor is of the opinion that this valuation approach may not reflect the true price of the business's shareholders' equity.

3) Value Weighted Average Price Approach (VWAP)

This is based on the assumption that the valuation of PROSPECT's trust units, using the volume weighted average price approach, is predicated on the assumption that the market price is a reflection of investor demand and supply. It incorporates investors' expectations of PROSPECT's returns or profitability at that time, as well as fundamental factors and general investor sentiment regarding PROSPECT's future potential and growth. Furthermore, this valuation is deemed to most accurately represent the price at which investors can realistically buy or sell PROSPECT's trust units in the current market. Moreover, PROSPECT, as a trust unit listed on the stock exchange, has liquidity that falls within the general criteria for such trusts. This liquidity level is capable of reflecting the demand and supply dynamics of investors, as well as their perspectives on various factors. The trading turnover rate (Turnover Ratio) of PROSPECT, averaged over a period from 4 July 2022 to 26 December 2023, ranges between 0.04 - 0.07 percent of the total number of PROSPECT trust units, aligning with the general criteria. This is comparable to similar real estate mutual funds or real estate investment trusts listed on the stock exchange. Moreover, the historical price of PROSPECT trust units has not experienced significant fluctuations, with the exception of the unusual trading day on 29 June 2023. Over the long term, price variations are mainly attributed to changes in dividend payments or capital reductions. Consequently, the market price of these trust units is likely to be a reliable indicator of the long-term expected returns of investors. Furthermore, the trading transaction of these trust units occurs through the Stock Exchange, adding a layer of credibility and transparency to the process. For these reasons, the Independent Financial Advisor considers this valuation method to be appropriate.

4) Market Comparable Approach

4.1) Price to Earnings Ratio Approach (P/E Ratio)

This valuation approach depends on the profitability of PROSPECT by comparing the average ratio of comparable firms. However, it is the past profitability that does not reflect the future profitability and performance of PROSPECT. The past profitability may not reflect the future profitability. Therefore, this valuation approach does not reflect the true value of PROSPECT.

4.2) Price to Book Value Ratio Approach (P/NAV 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 PROSPECT, 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 PROSPECT.

4.3) Enterprise Value to EBITDA Approach (EV/EBITDA Ratio)

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

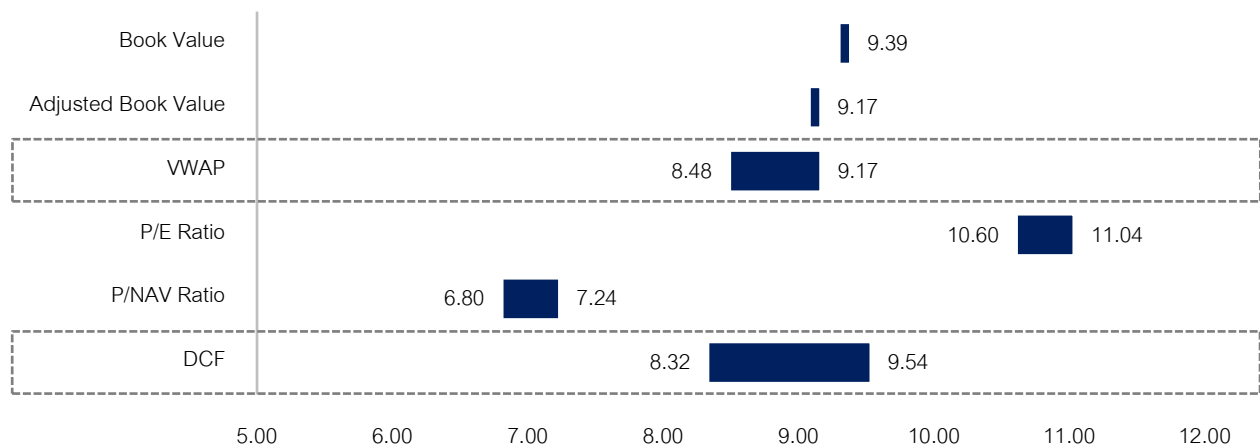
In general, the real estate mutual fund or real estate investment trust are typical that the ratio of enterprise value to profit before financial costs, taxes, depreciation, and amortization (EV/EBITDA Ratio) is not calculated for such entities. Additionally, each real estate mutual fund or real estate investment trust adheres to different financial reporting policies concerning the recognition of depreciation and amortization. Consequently, this leads to variations in the calculation of earnings before finance costs, taxes, depreciation, and amortization (EBITDA), rendering them non-comparable across different entities.

5) 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 PROSPECT. This is accomplished by formulating financial projections based on assumptions and information obtained from PROSPECT, 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 Independent Financial 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 2 key factors: changes in income and the weighted average cost of capital (WACC) of PROSPECT. It aims to accurately reflect the fair value of the business. Ultimately, this approach provides insight into PROSPECT'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 PROSPECT.

The value of trust unit of PROSPECT according to each valuation approach is summarized as follows:

Unit: Baht per unit



Upon examining the aforementioned analysis for determining PROSPECT'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 PROSPECT's trust unit are the volume weighted average price and the discounted cash flow approach. These approaches yield a fair value range for PROSPECT, ranging from 8.32 to 9.54 baht per unit.

3.2 Summary of the Appropriateness for Engaging in the Disposition Transaction in Trust Unit of PROSPECT

Regarding the transaction involving the sale of 83,212,061 trust units of PROSPECT at a price of 9.3885 baht per unit, the Independent Financial Advisor considers the execution of this transaction to be appropriate. Selling the PROSPECT trust units at 9.3885 baht per unit aligns suitably with the transaction, as the selling price falls within the range of PROSPECT's estimated fair value, which is between 8.32 - 9.54 baht per unit. Consequently, the agreed-upon purchase price for PROSPECT's trust units in this instance is deemed to be an appropriate valuation.

3.3 The valuation of ordinary share of BFTZ Wangnoi Company Limited ("BFTZ WN")

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

- 3.3.1 Book Value Approach
- 3.3.2 Adjusted Book Value Approach
- 3.3.3 Volume Weighted Average Price Approach (VWAP)
- 3.3.4 Market Comparable Approach
 - 3.3.4.1 Price to Earnings Ratio Approach (P/E Ratio)
 - 3.3.4.2 Price to Book Value Ratio Approach (P/BV Ratio)
 - 3.3.4.3 Enterprise Value to EBITDA Approach (EV/EBITDA Ratio)
- 3.3.5 Discounted Cash Flow Approach (DCF)

3.3.1 Book Value Approach

The valuation of BFTZ WN's fair value through the book value approach provides an assessment of BFTZ WN'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 BFTZ WN's financial statements for the period ending 31 December 2022, which has been audited by a certified public accountant however such a certified public accountant is not in the list 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 BFTZ WN's financial statements. This figure is then divided by the number of BFTZ WN shares issued and fully paid as of 31 December 2022, totaling 50,000 shares, each with a par value of 100.00 baht per share. This calculation can be expressed as follows:

Book Value	Unit	Amount
Registered share capital	THB Million	5.00
Par value	THB/Share	100.00
Issued and paid-up share capital	THB Million	5.00
Unappropriated retained earnings	THB Million	3.79
Equity attributable to owners of the parent as of 31 December 2022	THB Million	8.79
Number of issued and paid-up shares as of 31 December 2022	Million shares	0.05
Book value per share	THB/Share	175.71

Source: Audited financial statements of BFTZ WN

The valuation derived from the book value approach places BFTZ WN's value at 175.71 baht per share.

The Independent Financial Advisor holds the view that while the book value approach provides a snapshot of BFTZ WN's financial standing as of 31 December 2022, it does not encapsulate the current market value of the

assets, nor does it account for BFTZ WN's future profitability and competitive edge. Moreover, such a certified public accountant is not in the list approved by the Office of the SEC. Consequently, the Independent Financial Advisor deems this valuation approach inappropriate for this particular valuation.

3.3.2 Adjusted Book Value Approach

The valuation of BFTZ WN's fair value through the adjusted book value approach involves deducting all liabilities, including potential future commitments and contingent liabilities (if applicable), from BFTZ WN's total assets as of 31 December 2022. This date represents the most recent financial statement, which has undergone rigorous review by an auditor and has received approval from the SEC. 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 BFTZ WN shares. This calculation taking into account various pertinent factors as follows:

From the consolidated financial statements of BFTZ WN as of 31 December 2022, BFTZ WN's total assets amounted to 1,725.80 million baht. The main assets comprise investment properties and prepaid land rent, with a combined book value of 1,646.39 million baht, accounting for 95.40 percent of the total assets. The majority of other assets are current assets, consisting predominantly of financial assets or assets with high liquidity, hence their book value is closely aligned with their fair value. The non-current assets are primarily investment properties and prepaid land rental fees. The value of the investment property was appraised on 1 October 2023. Furthermore, BFTZ WN's total liabilities stand at 1,717.02 million baht. The primary liabilities include trade creditors and other creditors amounting to 330.20 million baht, as well as short-term and long-term loans totaling 1,289.43 million baht. Collectively, these main liabilities have a total book value of 1,619.63 million baht, or 94.33 percent of total liabilities, equivalent to 93.85 percent of total assets. As both the current and non-current liabilities are liabilities whose book value closely approximates their fair value, 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 BFTZ WN's latest financial statement dated 31 December 2022 and then applies adjustments, taking into consideration the following items:

1) Property Valuation

BFTZ WN has engaged 15 Business Advisors Co., Ltd. ("**Independent Property Appraiser**") for property valuation. This company is an independent appraiser listed among the property appraisal firms in the capital market

and has been recognized as a main appraiser with approvals from the SEC Office, in line with the Office of the Securities Commission Announcement No. SorChor. 24/2555. The Independent Property Appraiser has assessed the value of BFTZ WN's investment properties, specifically the leasehold rights of land and warehouse buildings, as of 1 October 2023, for public purposes.

The Independent Financial Advisor is of the opinion that the investment property item is substantial and its book value may not entirely reflect the fair value. Consequently, the Independent Financial Advisor has considered adjusting the book value of the investment properties. This adjustment involves either increasing or decreasing the value by comparing the book value with the appraised value of each asset type, as determined by the Independent Property Appraiser. The methodology for this calculation can be outlined as follows.

Adjusted Book Value	Unit	Book Value as of 30 Sep 2023 ^{1/}	Appraisal Value	Premium or Discount from Appraisal Value
Land, building and building improvement	Million baht	2,384.57	2,481.70	97.13
Infrastructure, office equipment and other items ^{2/}	Million baht	61.32	-	-
Right-of-use assets ^{2/ 3/}	Million baht	511.31	-	-
Total Investment Properties	Million baht	2,957.19^{1/}		97.13

Remark: 1/ The date marking the closure of the most recent accounting period prior to the property valuation coincides with the end of the accounting period for the consolidated financial statements of the MK Group.

2/ These assets have not undergone appraisal by an independent property appraiser.

3/ The items, as per the financial reporting standards of the MK Group's consolidated financial statements, recognize operating rent as a right-of-use asset and a corresponding liability under the lease agreement.

2) Obligations, liabilities that may arise and lawsuits

BFTZ WN has no contingent liabilities and is not involved in any lawsuits. The obligations of BFTZ WN are primarily under operating lease agreements and capital expenditure commitments. These are detailed in BFTZ WN's financial statements as of 31 December 2022:

2.1) Capital Expenditure Commitments

As of 31 December 2022, BFTZ WN has capital expenditure commitments related to the construction of buildings and structures, amounting to approximately 1,091.17 million baht. However, the Independent Financial Advisor has not taken these capital expenditure commitments into account for adjustment. This decision is based on the rationale that future payments will result in the acquisition of assets of equivalent value. Consequently, the Independent Financial Advisor has chosen not to adjust this item.

2.2) Commitments regarding operating lease agreements

BFTZ WN is bound by obligations under a land lease contract and land sublease contract, each spanning a period of 30 years. The Independent Financial Advisor has opted not to adjust for these long-term contract obligations. This decision is based on the understanding that the long-term lease agreement represents a

commitment to future land rental payments, and it is presumed that the value of the leased land to be received in the future is equivalent to the payment stipulated in the contract. Moreover, this operating lease contract has not been appraised by the Independent Property Appraiser. Consequently, the Independent Financial Advisor has decided not to make any adjustments to this particular item.

3) Summary of Book Value Adjustments Calculation

Having considered the aforementioned factors, the Independent Financial Advisor has computed the adjustments to the book value and the calculation process is illustrated below:

Adjusted Book Value	Unit	Value
Registered share capital	THB Million	5.00
Par value	THB/Share	100.00
Issued and paid-up share capital	THB Million	5.00
Unappropriated retained earnings	THB Million	3.79
Equity attributable to owners of the parent as of 31 December 2022	THB Million	8.79
Adjustments:		
<u>Add:</u> Gain from fair value adjustment of investment properties	THB Million	97.13
<u>Deduct:</u> Deferred tax	THB Million	(19.43)
Adjusted Equity as of 31 December 2022	THB Million	86.49
Number of issued and paid-up shares as of 31 December 2022	Million shares	0.05
Adjusted Book Value per Share	THB/Share	1,729.83

Source: Audited financial statements of BFTZ WN

Following the valuation of the adjusted book value approach, BFTZ WN's value is calculated to be 1,729.83 baht per share.

The Independent Financial Advisor asserts that while the fair valuation using the adjusted book value approach offers insight into the shareholder's equity at a specific point in time and adjusts the value of BFTZ WN's principal assets to mirror fair value, it does not yet account for BFTZ WN'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.

3.3.3 Volume Weighted Average Price Approach (VWAP)

The valuation of shares using the weighted average market price comparison approach typically relies on the weighted average market price of ordinary shares traded on the Stock Exchange. However, in the case of BFTZ WN, there are no registered ordinary shares available for trading on the Stock Exchange. As a result, there is an absence of a market price that can be used as a reference point. Consequently, the Independent Financial Advisor is unable to evaluate the value of BFTZ WN's shares by comparing the weighted average market price.

Moreover, The valuation of shares using the market value approach is predicated on the assumption that the market price is a reflection of investor demand and supply. It incorporates investors' expectations of required returns or profitability at that time, but it do not incorporate future potential and growth. As a result, the Independent Financial Advisor is unable to assess the share value using the Market Value Approach.

3.3.4 Market Comparable Approach

The market value ratio comparison approach involves valuing companies by comparing price ratios of shares traded on the stock exchange, predicated on the assumption that companies within the same industry, conducting business under similar market conditions, should exhibit comparable market value ratios. Consequently, the Independent Financial Advisor has focused on selecting companies listed on the stock exchange with business models akin to BFTZ WN for comparison. BFTZ WN's business plan indicates its future operation will be centered around managing a warehouse and factory buildings rental business until the expiration of its land lease rights. BFTZ WN does not anticipate acquiring or renting additional land or constructing more warehouse buildings. Thus, BFTZ WN's operations are comparable to a real estate project for rent, akin to a real estate mutual fund or real estate investment trust specializing in properties such as warehouse or factory buildings for rent. In selecting comparison pairs, the Independent Financial Advisor has established criteria based on selecting securities listed on the stock exchange within the real estate and construction industry group (PROPCON), specifically in the real estate mutual fund and real estate investment trust (PF&REIT) business category. These securities should have a trading history on the stock exchange of at least three years. Additionally, the Independent Financial Advisor has criteria for choosing from real estate mutual funds or real estate investment trusts that generate rental and service income from properties like warehouse or factory buildings. The growth trajectories and risk profiles of these entities are expected to align closely, providing a relevant basis for comparison.

The Independent Financial Advisor has taken into consideration the selection of real estate mutual funds and/or real estate investment trusts for comparative purposes. A total of 12 entities have been chosen for this analysis, a number deemed suitable for statistical calculation. These selections have been made from the industry group (Industry), business category (Sector), and based on business characteristics that closely align with those of BFTZ WN.

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 companies are as follows:

No.	Listed Securities	Ticker	Nature of Business
1	AIM INDUSTRIAL GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AIMIRT	Investing in the ownership, leasehold and sublease right of lands, warehouse buildings, cold storage buildings and liquid chemical storage tanks, including other related assets invested by AIMIRT.
2	AMATA SUMMIT GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AMATAR	Investing in the freehold and leasehold right of factory buildings 88 units in Amata City Chonburi Industrial Estate and Amata City Rayong Industrial Estate.
3	FRASERS PROPERTY THAILAND INDUSTRIAL FREEHOLD & LEASEHOLD REIT	FTREIT	Investing in the freehold and leasehold right of warehouses and factories.
4	HEMARAJ INDUSTRIAL PROPERTY AND LEASEHOLD FUND	HPF	The Fund has invested in freehold right of land and factory of 47 units, which have area of 95,941 square meters, (64% of factory area) and Leasehold right of land and factory of 57 units, which have area of 54,176 square meters (36% of factory area).
5	MFC INDUSTRIAL INVESTMENT PROPERTY AND LEASEHOLD FUND	M-II	The Fund has invested in freehold right of land and building in two locations consist of 16 buildings in TFD industrial estate with land 34 Rai 1 Ngarn 31.6 Square Wah and 1 building in Nava Nakorn Industrial Promotional Zone with land 2 Rai 2 Ngarn 2.40 Square Wah and leasehold right of novation of lease and sublease of land 29 Rai 1 Ngarn 46.09 Square Wah with right of 18 buildings in Laem Chabang Industrial Estate and leasehold right of land 25 Rai 1 Ngarn 96 Square Wah with right of 17 buildings on King Kaew road.
6	MFC INDUSTRIAL REAL ESTATE INVESTMENT TRUST	MIT	To invest in 100% shares of APUK Limited which own the freehold right of land and warehouse building that be utilized as a data centre, including equipment and systems with the net leasable area 1,342 square meters and the properties located at Anchor and Hope Lane, Charlton, London, England.
7	MFC-STRATEGIC STORAGE FUND	M-STOR	The Fund has invested in freehold right of real estate which comprised of land and building and equipment of P.P. Food Supply Co. Limited, North Agricultural Co. Ltd, Agri World Co. Ltd and Siam Nippon Engineering Part Co. Ltd. which are cold storage and warehouse operators.
8	PINTHONG INDUSTRIAL PARK PROPERTY FUND	PPF	The Fund has invested in freehold right of land, factory and warehouse buildings located in Pinthong Industrial Park Project located in Pinthong Industrial Park Project, which comprise of Pinthong Industrial Park (Pinthong 1), Pinthong Industrial Park (Laem Chabang) (Pinthong 2) and Pinthong Industrial Park (Project 3) (Pinthong 3) in the total of 90 units, consist of land

No.	Listed Securities	Ticker	Nature of Business
			with 151 rai, 1 ngarn, 87.1 square wah, and the total leasable area is 134,338.4 square meters.
9	PROSPECT LOGISTICS AND INDUSTRIAL FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	PROSPECT	PROSPECT invests in 4 projects of factory and warehouse for rent with a total leasable area of 292,232 sq.m., consisted with the following projects; 1) Sub-leasehold rights of parts of land and buildings in the Bangkok Free Trade Zone 1 (BFTZ 1), 2) The ownership over the land and built-to-suit factory and office building in the X44 Bangna Km. 18, 3) Leasehold right of parts of the land and ownership over parts of the buildings in Bangkok Free Trade Zone 2 (BFTZ 2), 4) Ownership over parts of the land and buildings in Bangkok Free Trade Zone 3 (BFTZ 3).
10	THAI INDUSTRIAL FUND 1	TIF1	The Fund has invested in freehold right of plots of land and structures located at industrial estates, promotion areas, and industrial parks, as follows: 1. High Tech Industrial Estate, 2. Bangkadi Industrial Park, 3. Navanakorn Industrial Promotion Area, 4. Bangpa-in Industrial Estate, 5. Amata City Chonburi Industrial Estate, 6. TFD Industrial Estate.
11	WHA INDUSTRIAL LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHAIR	Investing in leasehold right of land and building of factory 128 units and warehouse 32 units for 30 years with total building area 428,818 square meters which located at the industrial estate of WHAID's group.
12	WHA PREMIUM GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHART	WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust is a real estate investment trust established under the Trust for Transaction in Capital Market Act, B.E. 2550 in accordance with the Trust Deed signed on 8 December 2014 between WHA Real Estate Management Company Limited as the REIT Manager and Kasikorn Asset Management Company Limited as the Trustee, with its stated objective being to seek funds from investors, investing mostly in property or property leasehold rights and generating benefit from such properties including to improve, alter, develop or dispose other assets in which the Trust invest or possess whatsoever lease, sub-lease or sale or other process for the benefit of the property and create the revenue and return to the Trust and the unitholders. This includes the investment in other asset or other securities or seek other interest by other means as stipulated in the securities laws or other relevant laws.

Source: The Stock Exchange of Thailand

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.

3.3.4.1 Price to Earnings Ratio Approach (P/E Ratio)

The fair value assessment using this approach incorporates a valuation based on BFTZ WN's profitability by comparing the market price with the net profit of companies in similar industries, offering insights into BFTZ WN's potential market value. This calculation involves taking BFTZ WN's net profit for the 12-month period ending 31 December 2022 as per the audited financial statements and multiplying it by the average price to earnings ratio (P/E Ratio) of the 12 companies chosen for comparison. These 12 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 4 July 2022, to 26 December 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:

Ticker	Historical P/E Ratio (Times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
AIMIRT	11.57	11.53	11.80	11.68	11.07	10.79	10.73	11.07
AMATAR	11.01	10.92	11.07	11.11	11.26	11.38	11.47	12.00
FTREIT	10.67	10.59	10.81	10.66	11.33	11.80	12.17	12.62
HPF	19.00	19.07	19.14	19.13	18.22	17.68	17.16	15.35
M-II	10.55	10.60	10.63	10.56	10.58	10.60	10.70	10.65
MIT ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.08 ^{1/}	2.09 ^{1/}
M-STOR	16.21	16.17	16.18	16.13	16.04	15.89	16.82	17.19
PPF	13.80	13.77	13.75	13.79	14.15	14.53	14.91	14.90
PROSPECT	9.16	9.18	9.20	9.24	9.48	9.66	9.64	10.36
TIF1	17.16	17.04	17.08	17.06	16.92	16.86	16.69	16.64
WHAIR	10.33	10.42	10.78	11.02	11.51	11.84	12.45	11.40
WHART	12.81	12.67	12.82	12.56	12.80	13.03	13.80	15.59
Average ^{2/}	12.03	12.00	12.11	12.09	12.12	12.18	12.39	12.49
Average excluding outliers ^{1/ 2/}	12.93	12.90	13.02	13.00	13.03	13.10	13.32	13.43

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 Independent Financial Advisor using mean method for the calculation due to specific selection, however mean method will not including outliers. For median method will be used when there is enough information.

Based on the aforementioned data, the price to earnings ratio (P/E Ratio) within the group of companies has ranged between 12.90 and 13.43 times over the past 7 to 360 business days. This is an average calculated from 4 July 2022, to 26 December 2023, with any outliers excluded from the calculation.

BFTZ WN has reported net profits for the past 12 months, totaling 4.61 million baht or 92.11 baht per unit, derived from BFTZ WN's financial statements as of 31 December 2022. This price to earnings ratio approach translates to share price of 1,188.59 - 1,237.33 baht per share.

However, valuation by this approach is an approach considers BFTZ WN's profitability by comparing with the average of such ratios of the comparable companies. However, this is only a valuation based on past profits, not reflecting the Company's profitability and operating performance in the future. As a result, the Independent Financial Advisor deems this valuation approach unsuitable for appraising this item for BFTZ WN.

3.3.4.2 Price to Book Value Ratio Approach (P/BV Ratio)

The fair value assessment through this approach entails considering BFTZ WN's book value by comparing its market price with the book value of companies in similar industries, providing a basis for estimating BFTZ WN's likely market price. The calculation involves taking the adjusted book value of BFTZ WN and multiplying it by the average price to book value ratio (P/BV Ratio) of the companies chosen for comparison. These 12 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 4 July 2022 to 26 December 2023, which were the days before the Board of Directors' resolution to approve the transaction. The price to book value ratio (P/BV Ratio) details of the compared real estate mutual fund or real estate investment trust are as follows:

Ticker	Historical P/BV Ratio (Times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
AIMIRT	0.83	0.83	0.85	0.84	0.85	0.86	0.95	0.97
AMATAR	0.64	0.63	0.64	0.64	0.65	0.66	0.66	0.67
FTREIT	0.90	0.89	0.91	0.90	0.92	0.94	0.96	0.97
HPF	0.51	0.51	0.51	0.51	0.51	0.51	0.51	0.51
M-II	0.77	0.78	0.78	0.77	0.78	0.78	0.78	0.78
MIT	0.47	0.47	0.47	0.47	0.42	0.39	0.37	0.42
M-STOR	0.66	0.66	0.66	0.66	0.66	0.65	0.64	0.61
PPF	0.92	0.92	0.92	0.92	0.94	0.97	0.99	1.01
PROSPECT	0.91	0.91	0.92	0.92	0.93	0.93	0.95	0.97
TIF1	0.81	0.80	0.80	0.80	0.80	0.81	0.81	0.82
WHAIR	0.60	0.61	0.63	0.64	0.68	0.70	0.74	0.78
WHART	0.90	0.89	0.90	0.88	0.90	0.92	0.94	0.96
Average ^{1/}	0.74	0.74	0.75	0.75	0.75	0.76	0.78	0.79

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

Remark: 1/ The Independent Financial Advisor using mean method for the calculation due to specific selection. For median method will be used when there is enough information.

Based on the aforementioned data, the price to book value ratio (P/BV Ratio) within the group of companies has ranged between 0.74 and 0.79 times over the past 7 to 360 business days. This is an average calculated from 4 July 2022, to 26 December 2023.

The adjusted book value of BFTZ WN stands at 86.49 million baht, based on BFTZ WN's financial statements as of 31 December 2022. 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 1,729.83 baht for 0.05 million units.

Thus, evaluating the shares using the price to book value ratio approach (P/BV Ratio) yields a value for BFTZ WN at 1,282.64 - 1,365.65 baht per share.

However, 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 BFTZ WN, neglecting considerations of future business operations. Consequently, the value obtained may not truly reflect the actual value of BFTZ WN. Therefore, share valuation using this approach may not accurately reflect the fair value of BFTZ WN.

3.3.4.3 Enterprise Value to EBITDA Approach (EV/EBITDA Ratio)

The fair value assessment using this approach entails considering BFTZ WN's cash flow generation from operations while accounting for BFTZ WN'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 BFTZ WN's likely market price. The calculation involves 2 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 3 June 2022 to 19 October 2023.
- (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 BFTZ WN.

However, the comparison pairs selected are from securities listed on the stock exchange, specifically within the real estate and construction industry group (PROPCON) in the real estate mutual fund and real estate

investment trust (PF&REIT) business category. Typically, in this sector, there is no standard practice of calculating the enterprise value to profit before financial costs, taxes, depreciation, and amortization ratio (EV/EBITDA Ratio). Furthermore, each real estate mutual fund or real estate investment trust adheres to distinct financial reporting policies for recognizing depreciation and amortization. This diversity in accounting practices means that the earnings before finance costs, taxes, depreciation, and amortization (EBITDA) across these entities are not directly comparable.

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.

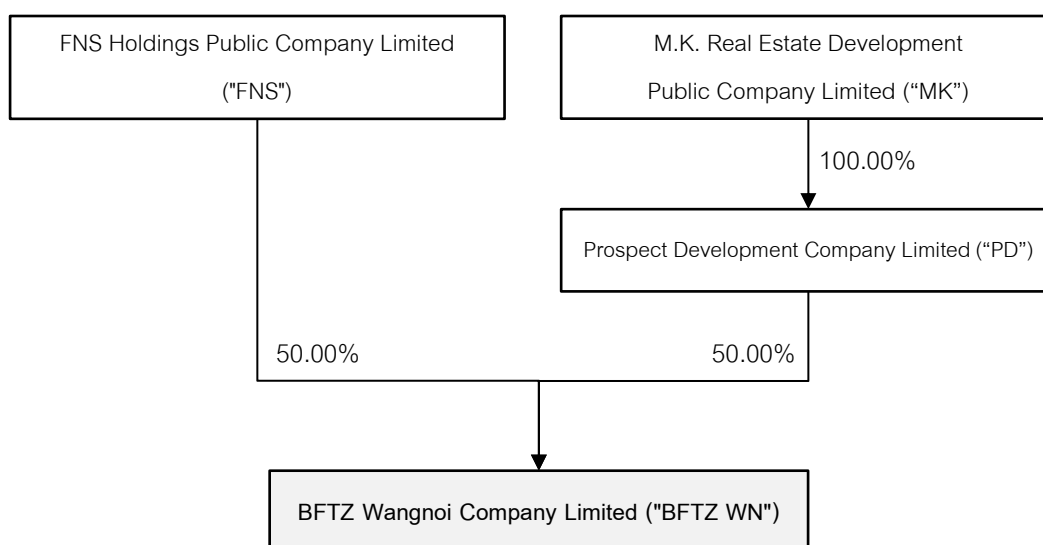
3.3.5 Discounted Cash Flow Approach (DCF)

The discounted cash flow approach is a valuation approach which brings into consideration, the future operating performance of BFTZ WN through expected free cash flow to firm by using assumptions based on given information and interviews with the management, discounted by Cost of Equity (K_e) of the Company to calculate the present value of free cash flow to equity (FCFE) which is the best method because BFTZ WN will have the significant change of capital structure in the future and it will reflect to free cash flow to equity significantly.

1) Structure and Business Operation

BFTZ Wangnoi Company Limited ("BFTZ WN") is the joint venture between FNS Holdings Public Company Limited ("FNS") and Prospect Development Company Limited ("PD") in the portion of 50:50 and established on 7 May 2021. BFTZ WN operates property development for large warehouse on general zone for logistic industries.

Currently, the shareholder structure of BFTZ WN is as follows:



The business operation of BFTZ WN and PD is as follows:

Company name	Abbreviation	Nature of business
BFTZ Wangnoi Co., Ltd.	BFTZ WN	Operating a warehouse and factory buildings rental business, including development of public utility systems and facilities in general industrial areas (General Zone)
Prospect Development Company Limited	PD	Operating a real estate development venture focusing on warehouse buildings and factory buildings for rent such as small factory buildings (Mini Factory), duplex factory buildings (Duplex Factory), and standalone factory buildings (Stand-Alone Factory), and managing warehouse and factory buildings for rent, coupled with the development of public utility systems and facilities in general industrial areas (General Zone) as well as free zones (Free Zone).

2) Important assumptions used in preparing financial projections

The Independent Financial Advisor has prepared a financial projection for BFTZ WN, drawing upon received information and including interviews with executives, all conducted on a conservative basis. Key assumptions for this projection include:

2.1) Estimation period

The Independent Financial Advisor projects BFTZ WN's financial performance over a 30-year period from 2023 to 2053. This timeframe encompasses the 30-year duration of the land lease and land sublease contract, scheduled to expire in July 2051. Given BFTZ WN's existing agreement with the land lessor, there is an opportunity for BFTZ WN to extend the land lease by an additional short term of approximately 3 years. This extension is intended to align with BFTZ WN's business plan and its long-term leasing arrangements with major customers. The Independent Financial Advisor, therefore, anticipates a lease renewal for an additional period of 2 years and 5 months, concluding in December 2053, which is established as the financial projection period for BFTZ WN in this instance. This marks the end of the estimation period, with no determination of a final value (Terminal Value) being made.

2.2) Revenue

2.2.1) Rental and Service Income

BFTZ WN engages in developing large warehouse buildings within general industrial areas (General Zone), situated on Phahon Yothin Road, Km. 64, in the Wang Noi District, Phra Nakhon Si Ayutthaya Province. The project occupies a land area of approximately 145 rai and features a total building area of 109,355 square meters, designed to accommodate logistics customers and sizable distribution centers. The development comprises two major warehouse buildings, as detailed below:

- 1) Built to Suit Warehouse (BTS) for rent: One building, encompassing 88,423 square meters, is a custom-built warehouse designed to meet specific customer requirements. The building includes both ambient temperature areas and cold rooms with temperatures ranging from 0-25 °C, facilitating the storage of various product types at optimal temperatures.
- 2) Ready Built Warehouse (RBW): One building, measuring 20,932 square meters, is designed to be flexible and can be subdivided into two distinct units.

The Independent Financial Advisor has formulated assumptions regarding rental and service income, which are summarized as follows:

Rental space and rental occupancy rate	<p>BFTZ WN has a total rental building area of 109,355 sq m, categorized into two main types:</p> <ol style="list-style-type: none"> 1) <u>Built to Suit Warehouse (BTS)</u>: One building covers a total area of 88,423 sq m. The estimated rental occupancy rate is based on a memorandum of understanding (MOU) with one customer for the entire 88,423 sq m area, with a projected rental period of 28 years from 2024 to 2052. 2) <u>Ready Built Warehouse (RBW)</u>: One building, which can be subdivided into units, has a total area of 20,932 sq m. The estimated initial rental occupancy rate is determined based on a concrete rental contract with one customer for the full 20,932 sq m, spanning a rental period of 3 years. Upon the conclusion of this contract, the Independent Financial Advisor anticipates a rental occupancy rate of 90 percent, or 18,839 sq m, for the remainder of the projection period. This estimation is influenced by BFTZ WN's management projections and comparative rental occupancy rates from similar projects developed by Prospect Development Company Limited ("PD"), a subsidiary of MK and a principal shareholder of BFTZ WN.
Rental rate	<p>The Independent Financial Advisor has established rental rate assumptions for each type of warehouse building as follows:</p> <ol style="list-style-type: none"> 1) <u>Built to Suit Warehouse: BTS</u> The rental rate and growth rate estimates for the BTS type are based on the agreement with a long-term customer. Since these warehouse buildings are custom-built and not comparable to general warehouses, the rental rate is categorized into two parts: Part 1 covers an area of 52,869 square meters at a rate of 160 baht per square meter in 2024, and Part 2 covers 35,554 square meters at 300 baht per square meter in 2024. The rental growth rate is set at 5 percent every three years based on memorandum of understanding (MOU) with a long-term customer. The average rental rate over the estimation period

	<p>is projected to be between 216.29 - 335.54 baht per square meter. The difference of rental rate came from the difference in type of area dividing into ambient area and cold room area.</p> <p>2) <u>Ready Built Warehouse: RBW</u></p> <p>The estimated rental rates and growth rates for RBW are based on agreements with short-term customers. The rental rate for short-term leases is set at 145 baht per square meter in 2024. The rental growth rate is fixed at 3 percent every three years, equivalent to a Compound Annual Growth Rate (CAGR) of approximately 0.99 percent. This rate is lower than the average inflation rate over the past 10 years, both pre and post the COVID-19 outbreak (annual data 2010 - 2022), which averages about 1.2 - 1.6 percent per year (Source: Bank of Thailand). This Independent Financial Advisor's estimate is based on conservative principles because RBW-type warehouse buildings are typically leased for short terms of approximately 3 years, requiring renegotiation with the same or new customers every 3 years for continuous rental agreements. This is unlike the BTS-type warehouse buildings that have long-term leases. The rental rate for RBW buildings is anticipated to have an average of 145.00 - 189.19 baht per square meter during the projection period. The decrease in rental occupancy rate after the expiry of rental contracts is the estimate in the long-term based on conservative basis for the contract extension or seeking new customers.</p>
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Based on the aforementioned assumption, average rental space and rental occupancy rate during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2027	...	2052	2053
Built to Suit Warehouse (BTS) with Total Area of 88,423 sq.m.								
Average Rent Area (sq.m.)	-	29,474 ^{1/}	88,423	88,423	88,423	...	58,949 ^{1/}	-
Average Occupancy Rate (%)	-	33.33% ^{1/}	100.00%	100.00%	100.00%	...	66.67% ^{1/}	-
Ready Built Warehouse (RBW) with Total Area of 20,932 sq.m.								
Average Rent Area (sq.m.)	20,932	20,932	20,932	20,583	18,839	...	18,839	18,839
Average Occupancy Rate (%)	100.00%	100.00%	100.00%	98.33%	90.00%	...	90.00%	90.00%

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

Remark: 1/ Assume that there is a leasee from September 2024 to August 2052

2.2.2) Other Income

BFTZ WN generates revenue from construction service packages and other sources of income that are not directly related to rental and service income. This includes interest income and income from other utility expenses, among others.

The Independent Financial Advisor has established assumptions regarding rental and service income, which are summarized as follows:

Revenue from construction service packages	The income generated from construction service packages by BFTZ WN stems from providing additional building improvement services or supplying equipment for BTS warehouse buildings as per customer requirements. This revenue is calculated based on the construction costs and associated service fees. However, it is important to note that such income is non-recurring and will only be realized during the initial phase based on a memorandum of understanding (MOU) with such customer. The Independent Financial Advisor estimates the revenue from the construction service package for the 4th quarter of 2023 to be approximately 68.96 million baht, and for 2024, it is projected to be 206.36 million baht. Correspondingly, the estimated costs for the construction service package are 56.86 million baht for the 4th quarter of 2023 and 170.18 million baht for 2024. These costs represent 82.46 percent of the revenue from construction service packages, a figure derived from the actual cost proportion incurred during the first to third quarters of 2023. Post-2024, BFTZ WN is not expected to generate any income from construction service packages for the remainder of the projection period.
Other income	The other income streams of BFTZ WN, comprising interest income and income from various utility expenses, do not constitute a significant portion of the overall revenue. Given that these sources of income are relatively insubstantial, the Independent Financial Advisor has chosen not to project other income for the duration of the projection period. This approach aligns with the principle of caution (Conservative Basis).

2.2.3) Total Revenue

Based on the aforementioned assumption, total revenue of BFTZ WN during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Rental and Service	45.61	112.92	265.92	269.14	274.74	274.74	278.76	287.80
Growth Rate (%)		147.57%	135.49%	1.21%	2.08%	-	1.46%	3.24%
Service Package Revenue	237.32	206.36	-	-	-	-	-	-
Other Income	0.18	-	-	-	-	-	-	-
Total Revenue	283.11	319.29	265.92	269.14	274.74	274.74	278.76	287.80
Growth Rate (%)		12.78%	-16.71%	1.21%	2.08%	-	1.46%	3.24%

	2031	2032	2033	2034	2035	2036	2037	2038
Rental and Service	287.80	292.02	301.50	301.50	305.93	315.86	315.86	320.51
Growth Rate (%)	-	1.47%	3.25%	-	1.47%	3.25%	-	1.47%
Service Package Revenue	-	-	-	-	-	-	-	-
Other Income	-	-	-	-	-	-	-	-
Total Revenue	287.80	292.02	301.50	301.50	305.93	315.86	315.86	320.51
Growth Rate (%)	-	1.47%	3.25%	-	1.47%	3.25%	-	1.47%

	2039	2040	2041	2042	2043	2044	2045	2046
Rental and Service	330.91	330.91	335.79	346.70	346.70	351.82	363.25	363.25
Growth Rate (%)	3.25%	-	1.48%	3.25%	-	1.48%	3.25%	-
Service Package Revenue	-	-	-	-	-	-	-	-
Other Income	-	-	-	-	-	-	-	-
Total Revenue	330.91	330.91	335.79	346.70	346.70	351.82	363.25	363.25
Growth Rate (%)	3.25%	-	1.48%	3.25%	-	1.48%	3.25%	-

	2047	2048	2049	2050	2051	2052	2053
Rental and Service	368.63	380.60	380.60	386.26	398.80	280.13	42.77
Growth Rate (%)	1.48%	3.25%	-	1.48%	3.25%	-29.76%	-84.73%
Service Package Revenue	-	-	-	-	-	-	-
Other Income	-	-	-	-	-	-	-
Total Revenue	368.63	380.60	380.60	386.26	398.80	280.13	42.77
Growth Rate (%)	1.48%	3.25%	-	1.48%	3.25%	-29.76%	-84.73%

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

2.3) Cost

The Independent Financial Advisor has formulated assumptions regarding costs, which can be summarized as follows:

Land rent	<p>The estimation of land rent by the Independent Financial Advisor is based on the land lease contract and land sublease contract, spanning a period of 30 years. Such land lease contract and land sublease contract is the contract with many third parties for the lease and sublease of land on Phaholyothin road Km. 64, Wangnoi, Ayutthaya. Additionally, it is anticipated that the land lease will be renewed for a short-term period of 2 years and 5 months, concluding in December 2053. This extension aligns with BFTZ WN's business plan and its long-term rental agreements with major customers. The short-term extension is already negotiated with lessor. The land rent is calculated in accordance with the terms of the land lease agreement and land sublease agreement, amounting to an estimated 15.36 - 27.22 million baht per year. The rental rate is expected to increase by approximately 10 percent every 5 years, equating to a Compound Annual Growth Rate (CAGR) of about 1.92 percent per annum.</p> <p>Furthermore, the Independent Financial Advisor considers the total land rental cost as an expense in the profit and loss (P/L) statement, in line with financial reporting standards for non-publicly owned entities (NPAEs). This approach does not account for asset recognition, rights of use, or liabilities under the lease agreement, since it does not result in any cash flow difference (Cash Basis). Consequently, this estimation does not impact the valuation of the business using the net present value of cash flow method. The profit and loss estimation is based on BFTZ WN's audited financial statements, which are prepared as financial statements for non-publicly held entities (NPAEs).</p>
Other costs	<p>Other costs for BFTZ WN include those related to land taxes and infrastructure, among others, which are not of significant amount. The Independent Financial Advisor has made these cost estimations based on the actual expenses incurred during the first to third quarters of 2023. These figures are then adjusted to reflect the full year of 2023. The Independent Financial Advisor projects these costs to grow at a rate of 1.50 percent annually. This projection is based on the average inflation rate over the past 10 years, encompassing the period before and after the COVID-19 outbreak (annual data from 2010 to 2022). The average inflation rate for this period is approximately 1.2 percent to 1.6 percent per year (Source: information provided by the Bank of Thailand).</p>

Depreciation and amortization	Depreciation and amortization for BFTZ WN pertain to the investment properties, with the depreciation and amortization lifespan being calculated based on the duration of the land leasehold. Recognition of depreciation and amortization will commence upon the completion of construction.
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Based on the aforementioned assumption, total cost of BFTZ WN during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Land Rental	14.36	15.36	15.36	15.36	16.90	16.90	16.90	16.90
Other Costs	0.67	0.68	0.69	0.70	0.71	0.73	0.74	0.75
Depreciation and Amortization	12.32	89.94	90.03	90.13	90.24	90.35	90.46	90.59
Adjustments for Rental	(5.36) ^{1/}	-	-	-	-	-	-	-
Cost of Rental and Service	22.00	105.98	106.09	106.20	107.85	107.97	108.10	108.23
Service Package Expenses	195.70	170.18	-	-	-	-	-	-
% to Service Package Revenue (%)	82.46%	82.46%	-	-	-	-	-	-
Total Costs	217.70	276.16	106.09	106.20	107.85	107.97	108.10	108.23
% to Total Revenue (%)	76.90%	86.49%	39.89%	39.46%	39.26%	39.30%	38.78%	37.61%

	2031	2032	2033	2034	2035	2036	2037	2038
Land Rental	16.90	18.59	18.59	18.59	18.59	18.59	20.45	20.45
Other Costs	0.76	0.77	0.78	0.79	0.81	0.82	0.83	0.84
Depreciation and Amortization	90.72	90.85	91.00	91.16	91.33	91.52	91.71	91.92
Total Costs	108.38	110.22	110.38	110.55	110.73	110.92	112.99	113.22
% to Total Revenue (%)	37.66%	37.74%	36.61%	36.67%	36.19%	35.12%	35.77%	35.32%

	2039	2040	2041	2042	2043	2044	2045	2046
Land Rental	20.45	20.45	20.45	22.49	22.49	22.49	22.49	22.49
Other Costs	0.85	0.87	0.88	0.89	0.91	0.92	0.93	0.95
Depreciation and Amortization	92.16	92.41	92.69	93.00	93.34	93.73	94.18	94.69
Total Costs	113.46	113.73	114.02	116.39	116.75	117.15	117.61	118.13
% to Total Revenue (%)	34.29%	34.37%	33.96%	33.57%	33.67%	33.30%	32.38%	32.52%

	2047	2048	2049	2050	2051	2052	2053
Land Rental	24.74	24.74	24.74	24.74	24.74	27.22	27.22
Other Costs	0.96	0.98	0.99	1.01	1.02	1.04	1.05
Depreciation and Amortization	95.30	96.04	96.97	98.22	100.12	102.66	10.69
Total Costs	121.00	121.76	122.71	123.97	125.88	130.92	38.97
% to Total Revenue (%)	32.82%	31.99%	32.24%	32.09%	31.56%	46.74%	91.10%

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

Remark: 1/ Historical Data Adjustments for Comparative Purposes: Adjustments have been made to the historical data concerning land rent, based on the internal data of BFTZ WN for the first to third quarters of 2023. This is due to BFTZ WN not preparing

quarterly financial statements. However, internal data is compiled quarterly to assist in the preparation of the consolidated financial statements of the MK and FNS groups. These groups adhere to different financial reporting standards, necessitating adjustments to certain items for future projections. The Independent Financial Advisor estimates land rental fees on a cash flow basis and does not plan to adjust this item in future projections. Furthermore, this item does not impact the valuation of the business using the net present value of cash flow method, as it constitutes historical information that does not affect the business's cash flow.

2.4) Administrative Expenses

The Independent Financial Advisor has formulated assumptions regarding administrative costs, which can be summarized as follows:

Operating expenses	<p>Operating expenses for BFTZ WN include utility bills, security personnel costs, insurance, auditing fees, other taxes, and similar expenditures.</p> <p>The Independent Financial Advisor has estimated these operating expenses to be around 5.00 percent of the rental and service income. This estimate is based on the management forecasts of BFTZ WN and the average operating expense ratio observed in other projects developed by PD (Prospect Development Company Limited), which are comparable to BFTZ WN's project. Typically, these projects exhibit an operating expense ratio of approximately 3 - 5 percent of rental and service income. In the first to third quarters of 2023, operating expenses accounted for about 3.68 percent of rental and service income. This percentage is expected to increase in the future as BFTZ WN expands its business activities. The estimation follows the principle of caution (Conservative Basis).</p>
Management fee	<p>Management Fee represents compensation payable to PD in accordance with the management agreement. This fee covers the services provided by PD in managing the business and securing tenants for the warehouse building. The compensation rate is set at 1.00 percent of the rental and service income, which includes income derived from construction service packages. The Independent Financial Advisor has projected this fee to consistently remain at 1.00 percent throughout the entire projection period.</p>
Incentive fee	<p>Incentive Fee is an additional form of compensation paid to PD as stipulated in the management agreement. This fee is awarded for PD's role in managing the business and securing tenants for the warehouse building. The incentive fee is calculated based on operating profits, serving as a motivation for effective management. Specifically, the compensation rate is set at 3.00 percent of the gross profit after deducting monetary expenses. The Independent Financial Advisor has</p>

	projected this rate to consistently remain at 3.00 percent throughout the entire projection period.
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Based on the aforementioned assumption, administrative expenses of BFTZ WN during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Operating Expenses	1.80	5.65	13.30	13.46	13.74	13.74	13.94	14.39
Management Fee	3.13	3.19	2.66	2.69	2.75	2.75	2.79	2.88
Incentive Fee	2.52	3.73	7.02	7.11	7.22	7.22	7.33	7.59
Total Administrative Expenses	7.44	12.57	22.97	23.26	23.70	23.70	24.06	24.85

	2031	2032	2033	2034	2035	2036	2037	2038
Operating Expenses	14.39	14.60	15.07	15.07	15.30	15.79	15.79	16.03
Management Fee	2.88	2.92	3.01	3.01	3.06	3.16	3.16	3.21
Incentive Fee	7.59	7.65	7.92	7.92	8.05	8.32	8.27	8.40
Total Administrative Expenses	24.85	25.18	26.01	26.01	26.40	27.28	27.22	27.63

	2039	2040	2041	2042	2043	2044	2045	2046
Operating Expenses	16.55	16.55	16.79	17.33	17.33	17.59	18.16	18.16
Management Fee	3.31	3.31	3.36	3.47	3.47	3.52	3.63	3.63
Incentive Fee	8.69	8.69	8.83	9.08	9.07	9.22	9.54	9.54
Total Administrative Expenses	28.55	28.55	28.98	29.88	29.88	30.33	31.34	31.34

	2047	2048	2049	2050	2051	2052	2053
Operating Expenses	18.43	19.03	19.03	19.31	19.94	14.01	2.14
Management Fee	3.69	3.81	3.81	3.86	3.99	2.80	0.43
Incentive Fee	9.62	9.96	9.96	10.12	10.47	7.05	0.36
Total Administrative Expenses	31.74	32.80	32.80	33.30	34.40	23.86	2.92

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

2.5) Investment Properties and Capital Expenditures

BFTZ WN's investment properties encompass leasehold rights to land, buildings, and building improvements. This includes infrastructure, office equipment, software programs, as well as borrowing costs that are capitalized as part of construction expenses.

For 2023, the Independent Financial Advisor has estimated capital expenditures based on BFTZ WN's management projections for the construction of the warehouse building until its completion. Given that the land leasehold rights are for a limited term, and considering that most of the initial investments are expected to cover the useful life of the real estate until the expiration of the leasehold rights, BFTZ WN is not anticipated to require significant additional investment costs. However, adhering to a principle of caution, the Independent Financial Advisor has factored in additional investment expenses or investment expense reserves annually at a rate of 1.00 percent of the rental and service income for the duration of the estimation period.

Based on the aforementioned assumption, capital expenditures and depreciation and amortization of BFTZ WN during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2023	...	2052	2053
Beginning Balance	1,431.34	2,616.03	2,527.22	2,439.85	2,352.41	...	110.13	10.27
Capital Expenditure and Interest Capitalization ^{1/}	1,197.01	1.13	2.66	2.69	2.75	...	2.80	0.43
Depreciation and Amortization	(12.32)	(89.94)	(90.03)	(90.13)	(90.24)	...	(102.66)	(10.69)
Total Investment Properties and Leasehold Rights	2,616.03	2,527.22	2,439.85	2,352.41	2,264.92	...	10.27	-

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

Remark: 1/ Including borrowing costs of construction

2.6) Working Capital

The Independent Financial Advisor has established assumptions for working capital, including an assumed payment period of 30 days for accrued expenses, as estimated by the management of BFTZ WN. Additionally, there is no designated period for collecting trade receivables, as rent is collected on a cash basis (Cash Basis). BFTZ WN also has other creditors, primarily construction creditors, whose payments are expected to be made incrementally in the initial phase until fully settled.

The working capital of BFTZ WN during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2023	...	2052	2053
Accounts Receivable	-	-	-	-	-	...	-	-
Accrued Expenses	17.49	16.34	3.21	3.23	3.40	...	4.28	2.56
Other Payables	261.60	196.20	130.80	65.40	-	...	-	-
Net Working Capital	(279.09)	(212.54)	(134.01)	(68.63)	(3.40)	...	(4.28)	(2.56)

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

2.7) Loans and Interest Expenses

The Independent Financial Advisor has made loan repayment estimations based on BFTZ WN's scheduled loan repayment plan, taking into account the sufficiency of future cash flows. Interest expenses are estimated based on the current interest rates, which are projected to be 6.03 - 6.50 percent per annum in 2023 and 6.28 - 6.50 percent per annum from 2024 onwards. These rates are in accordance with the loan contract from a financial institution, based on the Minimum Lending Rate (MLR) minus a range of 1.00 - 1.25 percent. Interest is paid monthly, while the principal is scheduled for quarterly repayment. The Independent Financial Advisor anticipates that the repayment of loans from financial institutions, including interest, will be fully completed by 2037.

As BFTZ WN has a shareholder loan with Prospect Development Company Limited (PD) and FNS each holding a 50 percent share, this loan is proportional to their ordinary shareholding. The Independent Financial Advisor considers loans from shareholders in proportion to their shareholding akin to an investment in the business

or equivalent to shareholders' equity. If loans from shareholders were to be classified as part of BFTZ WN's debt, the debt-to-equity ratio as of 30 September 2023 would be an excessively high 48.24 times. However, treating these loans as shareholders' equity results in a more reasonable debt-to-equity ratio of 2.50 times for the same date. Therefore, in projecting BFTZ WN's future cash flow, the Independent Financial Advisor will estimate the free cash flow attributable to equity holders (Free Cash Flow to Equity) prior to the repayment of the shareholder loan, to determine the present value of this free cash flow to equity. Subsequently, the shareholder loans will be deducted to calculate the share value of BFTZ WN for the issued and paid-up capital.

The loans of BFTZ WN (excluding shareholder loans) during 2023 to 2053 is summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Beginning Balance	788.43	1,797.64	1,823.47	1,740.67	1,688.23	1,628.82	1,506.39	1,372.48
Proceeds from Loan	965.02	110.00	-	-	-	-	-	-
Finance Costs	75.15	116.35	114.51	109.31	106.02	102.29	94.60	86.19
Loan Repayment and Interest	(30.95)	(200.52)	(197.32)	(161.75)	(165.44)	(224.72)	(228.51)	(237.32)
Total Loan	1,797.64	1,823.47	1,740.67	1,688.23	1,628.82	1,506.39	1,372.48	1,221.35

	2031	2032	2033	2034	2035	2036	2037	2038
Beginning Balance	1,221.35	1,060.66	886.57	693.36	486.76	262.94	122.90	-
Proceeds from Loan	-	-	-	-	-	-	-	-
Finance Costs	76.70	66.61	55.68	43.54	30.57	16.51	7.72	-
Loan Repayment and Interest	(237.39)	(240.69)	(248.89)	(250.15)	(254.39)	(156.54)	(130.62)	-
Total Loan	1,060.66	886.57	693.36	486.76	262.94	122.90	-	-

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

3) The Calculation of Discounted Cash Flow Approach

3.1) Discount Rate

3.1.1) The Calculation of Cost of Equity (Ke)

The Independent Financial Advisor used cash flow from operations of BFTZ WN, adjusted by a discount rate calculated from the cost of equity (Ke) of BFTZ WN at 6.82 - 18.13 percent (based on ratio of debt to equity in the future).

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 2.36% per year (as of 26 December 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 0.37 - 1.31 (based on ratio of debt to equity in the future)
Market Return: R_m	=	Market return is at 14.44% per year (as of 26 December 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 12.08% (as of 26 December 2023), calculated from historical 3-year^{1/} average of the difference between daily market return and risk-free return.

Source: Bloomberg as of 26 December 2023

Note: 1/ The Independent Financial Advisor has assumptions based on the historical period of 3 years (from 27 December 2020 to 26 December 2023) 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. The longer period may not reflect the fundamental of the market which significantly changes from the past. The Independent Financial Advisor has opinion that the 3-year information can adapt because the market has recover from Covid-19 situation already, which the fluctuation period of the market is only between February to November 2020.

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.

3.1.2) The Calculation of Levered Beta

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

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 PROSPECT. The average unlevered beta is 0.37.
t	=	Corporate income tax is 20%
D/E	=	Debt to the trust unit holder's equity ratio is 0.00 - 3.16 ^{1/}

Remark: 1/ Considering loans from shareholders in proportion to their shareholding akin to an investment in the business or equivalent to shareholders' equity. The Independent Financial Advisor anticipates that the repayment of loans from financial institutions, including interest, will be fully completed by 2036 - 2037. Subsequently, the shareholder loans will be deducted to calculate the share value of BFTZ WN for the issued and paid-up capital.

Based on the above calculation, the Levered Beta is equal to 0.37 - 1.31 (based on ratio of debt to equity in the future).

3.1.3) Unlevered Beta

The Independent Financial Advisor has the assumption that companies within the same industry, sharing similar business natures and operating under comparable market conditions, should exhibit analogous required rate of return. In line with this approach, the Independent Financial Advisor has opted to select peer companies from those listed on the stock exchange with business operations similar to those of BFTZ WN, a real estate

investment trust specializing in real estate such as warehouse buildings or factory buildings for rent. For this comparative analysis, the Independent Financial Advisor has established specific selection criteria, focusing on securities listed in the real estate and construction industry group (PROPCON) under the real estate mutual fund and real estate investment trust (PF&REIT) business category. These selected securities must have a trading history on the stock exchange spanning at least 3 years. Additionally, the Independent Financial Advisor has also established selection criteria by focusing on real estate mutual funds or real estate investment trusts. These selected entities are characterized by their rental and service income generated from real estate properties, specifically warehouse buildings or factory buildings for rent. The growth trajectories and risk profiles of these business groups are generally aligned.

The Independent Financial Advisor has scrutinized and identified a total of 12 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 BFTZ WN. The average of unlevered beta is calculated as follows:

No.	Listed Securities	Ticker	Unlevered Beta ^{1/}
1	AIM INDUSTRIAL GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AIMIRT	0.31
2	AMATA SUMMIT GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	AMATAR	0.37
3	FRASERS PROPERTY THAILAND INDUSTRIAL FREEHOLD & LEASEHOLD REIT	FTREIT	0.40
4	HEMARAJ INDUSTRIAL PROPERTY AND LEASEHOLD FUND	HPF	0.39
5	MFC INDUSTRIAL INVESTMENT PROPERTY AND LEASEHOLD FUND	M-II	0.39
6	MFC INDUSTRIAL REAL ESTATE INVESTMENT TRUST	MIT	0.20
7	MFC-STRATEGIC STORAGE FUND	M-STOR	0.33
8	PINTHONG INDUSTRIAL PARK PROPERTY FUND	PPF	0.38
9	PROSPECT LOGISTICS AND INDUSTRIAL FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	PROSPECT	0.45
10	THAI INDUSTRIAL FUND 1	TIF1	0.42
11	WHA INDUSTRIAL LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHAIR	0.37
12	WHA PREMIUM GROWTH FREEHOLD AND LEASEHOLD REAL ESTATE INVESTMENT TRUST	WHART	0.43
Average ^{2/}			0.37

Source: Bloomberg as of 26 December 2023

Remark: 1/ Unlevered Beta calculated from 3-year daily historical data (from 27 December 2020 to 26 December 2023) (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.

2/ The Independent Financial Advisor using mean method for the calculation due to specific selection, however mean method will not including outliers. For median method will be used when there is enough information. However, when calculating by median, unlevered beta is equal to 0.38

3.2) Terminal Value

In making financial forecasts, the Independent Financial Advisor does not include a terminal value for the cash flows from BFTZ WN's operations, operating under the assumption that BFTZ WN will cease operations in 2053 upon the expiration of the land leasehold rights.

3.3) Operating Profit and Loss and Cash Flow Projection

3.3.1) Operating Profit and Loss Projection of BFTZ WN

The Independent Financial Advisor has constructed operating projection projection of BFTZ WN base on above assumptions which can be summarized as follows:

	2023	2024	2025	2026	2027	2028	2029	2030
Revenue	283.11	319.29	265.92	269.14	274.74	274.74	278.76	287.80
Costs	(217.70)	(276.16)	(106.09)	(106.20)	(107.85)	(107.97)	(108.10)	(108.23)
Gross Profit	65.41	43.13	159.84	162.94	166.89	166.77	170.66	179.57
Administrative Expenses	(7.44)	(12.57)	(22.97)	(23.26)	(23.70)	(23.70)	(24.06)	(24.85)
Opearting Profit	57.97	30.56	136.86	139.69	143.19	143.07	146.60	154.71

	2031	2032	2033	2034	2035	2036	2037	2038
Revenue	287.80	292.02	301.50	301.50	305.93	315.86	315.86	320.51
Costs	(108.38)	(110.22)	(110.38)	(110.55)	(110.73)	(110.92)	(112.99)	(113.22)
Gross Profit	179.43	181.81	191.12	190.95	195.20	204.93	202.86	207.29
Administrative Expenses	(24.85)	(25.18)	(26.01)	(26.01)	(26.40)	(27.28)	(27.22)	(27.63)
Opearting Profit	154.57	156.63	165.11	164.94	168.80	177.66	175.64	179.66

	2039	2040	2041	2042	2043	2044	2045	2046
Revenue	330.91	330.91	335.79	346.70	346.70	351.82	363.25	363.25
Costs	(113.46)	(113.73)	(114.02)	(116.39)	(116.75)	(117.15)	(117.61)	(118.13)
Gross Profit	217.45	217.18	221.77	230.31	229.95	234.68	245.64	245.11
Administrative Expenses	(28.55)	(28.55)	(28.98)	(29.88)	(29.88)	(30.33)	(31.34)	(31.34)
Opearting Profit	188.90	188.64	192.80	200.43	200.07	204.35	214.30	213.78

	2047	2048	2049	2050	2051	2052	2053
Revenue	368.63	380.60	380.60	386.26	398.80	280.13	42.77
Costs	(121.00)	(121.76)	(122.71)	(123.97)	(125.88)	(130.92)	(38.97)
Gross Profit	247.63	258.84	257.90	262.29	272.92	149.21	3.80
Administrative Expenses	(31.74)	(32.80)	(32.80)	(33.30)	(34.40)	(23.86)	(2.92)
Opearting Profit	215.89	226.04	225.10	228.99	238.52	125.35	0.88

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

3.3.2) Cash Flow Projection of BFTZ WN

The Independent Financial Advisor has estimated the BFTZ WN's free cash flow by using the assumption to calculate the net cash flow of BFTZ WN expected to receive in the future and discounted by the cost of equity (Ke) which can be summarized as follows:

	Quarter 4 2023	2024	2025	2026	2027	2028	2029	2030
Revenue	77.80	319.29	265.92	269.14	274.74	274.74	278.76	287.80
Costs ^{1/}	(60.87)	(186.22)	(16.06)	(16.07)	(17.62)	(17.63)	(17.64)	(17.65)
Gross Profit	16.92	133.06	249.87	253.07	257.13	257.12	261.12	270.15
Administrative Expenses ^{1/}	(1.69)	(12.57)	(22.97)	(23.26)	(23.70)	(23.70)	(24.06)	(24.85)
EBITDA	15.23	120.50	226.89	229.82	233.42	233.41	237.06	245.30
Depreciation and Amortization	(4.19)	(89.94)	(90.03)	(90.13)	(90.24)	(90.35)	(90.46)	(90.59)
Operating Profit	11.05	30.56	136.86	139.69	143.19	143.07	146.60	154.71
Tax (Excl. Interest)	(2.21)	(6.11)	(27.37)	(27.94)	(28.64)	(28.61)	(29.32)	(30.94)
Net Operating Profit after Tax	8.84	24.45	109.49	111.75	114.55	114.45	117.28	123.77
Add: Depreciation and Amortization	4.19	89.94	90.03	90.13	90.24	90.35	90.46	90.59
Deduct: Capital Expenditure	(174.33)	(1.13)	(2.66)	(2.69)	(2.75)	(2.75)	(2.79)	(2.88)
Deduct: Change in Working Capital	(34.48)	(66.55)	(78.53)	(65.38)	(65.24)	0.00	0.03	0.07
Free Cash Flow to Firm (FCFF)	(195.79)	46.70	118.33	133.81	136.80	202.05	204.99	211.55
Add: Proceeds from Loan	209.95	110.00	-	-	-	-	-	-
Deduct: Loan Repayment (Principal)	(5.36)	(84.17)	(97.56)	(105.22)	(114.78)	(122.43)	(133.91)	(151.13)
Deduct: Interest (Net of Tax)	(20.48)	(93.08)	(91.61)	(87.45)	(84.82)	(81.83)	(75.68)	(68.95)
Free Cash Flow to Equity (FCFE)	(11.68)	(20.55)	(70.84)	(58.85)	(62.80)	(2.21)	(4.61)	(8.53)
Year ^{2/}	0.05	1.01	2.01	3.01	4.01	5.01	6.01	7.01
Cost of Equity (Ke) ^{2/}	15.90%	18.13%	18.07%	18.03%	17.81%	17.07%	16.07%	14.78%
Discount Factor	0.99	0.84	0.72	0.61	0.52	0.45	0.41	0.38

	2031	2032	2033	2034	2035	2036	2037	2038
Revenue	287.80	292.02	301.50	301.50	305.93	315.86	315.86	320.51
Costs ^{1/}	(17.66)	(19.36)	(19.37)	(19.38)	(19.40)	(19.41)	(21.28)	(21.29)
Gross Profit	270.14	272.66	282.13	282.11	286.53	296.45	294.58	299.21
Administrative Expenses ^{1/}	(24.85)	(25.18)	(26.01)	(26.01)	(26.40)	(27.28)	(27.22)	(27.63)
EBITDA	245.29	247.48	256.11	256.10	260.13	269.17	267.36	271.58
Depreciation and Amortization	(90.72)	(90.85)	(91.00)	(91.16)	(91.33)	(91.52)	(91.71)	(91.92)
Operating Profit	154.57	156.63	165.11	164.94	168.80	177.66	175.64	179.66
Tax (Excl. Interest)	(30.91)	(31.33)	(33.02)	(32.99)	(33.76)	(35.53)	(35.13)	(35.93)
Net Operating Profit after Tax	123.66	125.30	132.09	131.95	135.04	142.12	140.52	143.73
Add: Depreciation and Amortization	90.72	90.85	91.00	91.16	91.33	91.52	91.71	91.92
Deduct: Capital Expenditure	(2.88)	(2.92)	(3.01)	(3.01)	(3.06)	(3.16)	(3.16)	(3.21)
Deduct: Change in Working Capital	0.00	0.17	0.07	0.00	0.03	0.07	0.15	0.03

	2031	2032	2033	2034	2035	2036	2037	2038
Free Cash Flow to Firm (FCFF)	211.50	213.40	220.15	220.10	223.34	230.56	229.22	232.48
Add: Proceeds from Loan	-	-	-	-	-	-	-	-
Deduct: Loan Repayment (Principal)	(160.69)	(174.08)	(193.21)	(206.60)	(223.82)	(140.03)	(122.90)	-
Deduct: Interest (Net of Tax)	(61.36)	(53.29)	(44.54)	(34.83)	(24.45)	(13.21)	(6.17)	-
Free Cash Flow to Equity (FCFE)	(10.56)	(13.97)	(17.61)	(21.34)	(24.93)	77.31	100.14	232.48
Year ^{2/}	8.01	9.01	10.01	11.01	12.01	13.01	14.01	15.01
Cost of Equity (Ke) ^{2/}	13.42%	12.02%	10.57%	9.23%	8.00%	7.34%	6.82%	6.82%
Discount Factor	0.36	0.36	0.37	0.38	0.40	0.40	0.40	0.37

	2039	2040	2041	2042	2043	2044	2045	2046
Revenue	330.91	330.91	335.79	346.70	346.70	351.82	363.25	363.25
Costs ^{1/}	(21.30)	(21.32)	(21.33)	(23.39)	(23.40)	(23.42)	(23.43)	(23.44)
Gross Profit	309.61	309.59	314.46	323.31	323.29	328.41	339.82	339.81
Administrative Expenses ^{1/}	(28.55)	(28.55)	(28.98)	(29.88)	(29.88)	(30.33)	(31.34)	(31.34)
EBITDA	281.06	281.05	285.49	293.43	293.42	298.08	308.48	308.47
Depreciation and Amortization	(92.16)	(92.41)	(92.69)	(93.00)	(93.34)	(93.73)	(94.18)	(94.69)
Operating Profit	188.90	188.64	192.80	200.43	200.07	204.35	214.30	213.78
Tax (Excl. Interest)	(37.78)	(37.73)	(38.56)	(40.09)	(40.01)	(40.87)	(42.86)	(42.76)
Net Operating Profit after Tax	151.12	150.91	154.24	160.34	160.06	163.48	171.44	171.02
Add: Depreciation and Amortization	92.16	92.41	92.69	93.00	93.34	93.73	94.18	94.69
Deduct: Capital Expenditure	(3.31)	(3.31)	(3.36)	(3.47)	(3.47)	(3.52)	(3.63)	(3.63)
Deduct: Change in Working Capital	0.08	0.00	0.04	0.24	0.00	0.04	0.08	0.00
Free Cash Flow to Firm (FCFF)	240.05	240.01	243.60	250.12	249.94	253.73	262.07	262.08
Add: Proceeds from Loan	-	-	-	-	-	-	-	-
Deduct: Loan Repayment (Principal)	-	-	-	-	-	-	-	-
Deduct: Interest (Net of Tax)	-	-	-	-	-	-	-	-
Free Cash Flow to Equity (FCFE)	240.05	240.01	243.60	250.12	249.94	253.73	262.07	262.08
Year ^{2/}	16.01	17.01	18.01	19.01	20.01	21.01	22.01	23.01
Cost of Equity (Ke) ^{2/}	6.82%	6.82%	6.82%	6.82%	6.82%	6.82%	6.82%	6.82%
Discount Factor	0.35	0.33	0.30	0.29	0.27	0.25	0.23	0.22

	2047	2048	2049	2050	2051	2052	2053
Revenue	368.63	380.60	380.60	386.26	398.80	280.13	42.77
Costs ^{1/}	(25.71)	(25.72)	(25.74)	(25.75)	(25.77)	(28.26)	(28.27)
Gross Profit	342.92	354.88	354.87	360.51	373.04	251.87	14.50
Administrative Expenses ^{1/}	(31.74)	(32.80)	(32.80)	(33.30)	(34.40)	(23.86)	(2.92)
EBITDA	311.18	322.09	322.07	327.21	338.64	228.01	11.57
Depreciation and Amortization	(95.30)	(96.04)	(96.97)	(98.22)	(100.12)	(102.66)	(10.69)
Operating Profit	215.89	226.04	225.10	228.99	238.52	125.35	0.88
Tax (Excl. Interest)	(43.18)	(45.21)	(45.02)	(45.80)	(47.70)	(25.07)	(0.18)
Net Operating Profit after Tax	172.71	180.83	180.08	183.19	190.82	100.28	0.70
Add: Depreciation and Amortization	95.30	96.04	96.97	98.22	100.12	102.66	10.69

	2047	2048	2049	2050	2051	2052	2053
Deduct: Capital Expenditure	(3.69)	(3.81)	(3.81)	(3.86)	(3.99)	(2.80)	(0.43)
Deduct: Change in Working Capital	0.22	0.09	0.00	0.04	0.09	(0.66)	(1.72)
Free Cash Flow to Firm (FCFF)	264.54	273.16	273.25	277.59	287.04	199.48	9.25
Add: Proceeds from Loan	-	-	-	-	-	-	-
Deduct: Loan Repayment (Principal)	-	-	-	-	-	-	-
Deduct: Interest (Net of Tax)	-	-	-	-	-	-	-
Free Cash Flow to Equity (FCFE)	264.54	273.16	273.25	277.59	287.04	199.48	9.25
Year ^{2/}	24.01	25.01	26.01	27.01	28.01	29.01	30.01
Cost of Equity (Ke) ^{2/}	6.82%	6.82%	6.82%	6.82%	6.82%	6.82%	6.82%
Discount Factor	0.20	0.19	0.18	0.17	0.16	0.15	0.14

Source: Information from BFTZ WN and projection prepared by the Independent Financial Advisor

Remark: 1/ Excluding depreciation and amortization

2/ Calculation as of 26 December 2023

3.4) Summary of Base Case of BFTZ WN

The Independent Financial Advisor has assessed the reasonableness of the BFTZ WN's fair valuation by considering the discounted cash flow to equity which can be summarized as follows:

Calculation of Fair Value	Unit	Value	Assumption
Present Value of Free Cash Flow to Equity	Million baht	803.37	Present value of free cash flow to equity before shareholder loan which is proportional to their ordinary shareholding akin to an investment in the business by shareholders' equity.
Deduct: Shareholder Loan	Million baht	(700.00)	As BFTZ WN has a shareholder loan with Prospect Development Company Limited (PD) and FNS each holding a 50 percent share, this loan is proportional to their ordinary shareholding. The Independent Financial Advisor considers loans from shareholders in proportion to their shareholding akin to an investment in the business or equivalent to shareholders' equity. This shareholder loan will be deducted from present value of free cash flow to equity to calculate fair value of paid-up shares of 50,000 shares.
Equity Value	Million baht	103.37	Fair value for the paid-up capital

Calculation of Fair Value per Share	Unit	Value	Assumption
Number of Shares of BFTZ WN	Million shares	0.05	On 26 December 2023
Equity Value per Share	Baht per share	2,067.36	

4) Sensitivity Analysis

The Independent Financial Advisor has conducted a sensitivity analysis of the evaluation of reasonableness of the BFTZ WN'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 of BFTZ WN to calculate the fair values that cover fluctuations in revenues, the Independent Financial Advisor assumed the increase and decrease in revenue by 0.50 percent from the base case. Therefore, changes in revenue rate will be +/- 0.50 percent.
- (2) The discount rate from financial costs by using the cost of equity (Ke) in order to calculate the fair values of the BFTZ WN that reflect all possibilities in which the Independent Financial Advisor used the cost of equity (Ke) of the base case at 6.82 - 18.13 percent and assumed the increase and decrease range by 0.50 percent from the base case. Therefore, changes in the cost of equity (Ke) will be +/- 0.50 percent.

The summary of fair value of BFTZ WN per share is as follows:

Unit: THB per Share		Change in Cost of Equity (Ke)				
Change in Revenue		-0.50%	-0.25%	0.00%	0.25%	0.50%
	-0.50%	1,957.92	1,897.92	1,838.13	1,778.56	1,719.22
	-0.25%	2,073.10	2,012.81	1,952.74	1,892.90	1,833.28
	0.00%	2,188.27	2,127.70	2,067.36	2,007.23	1,947.34
	0.25%	2,303.44	2,242.59	2,181.97	2,121.57	2,061.40
	0.50%	2,418.61	2,357.48	2,296.58	2,235.91	2,175.45

5) Summary of Valuation Using Discounted Cash Flow Approach

This is assessed using the discounted cash flow approach is a valuation approach. There are significant fluctuations due to changes in BFTZ WN's earnings and changes in the cost of equity (Ke). That resulting to fair value of BFTZ WN in ranging from 1,719.22 - 2,418.61 baht per unit.

The discounted cashflow approach is a valuation approach which brings into consideration, the future operating performance of BFTZ WN through expected free cash flow by using assumptions based on given information and interviews with the management, discounted by the cost of equity (Ke) of BFTZ WN to calculate the future net cash flow from a financial projection. The Independent Financial Advisor also perform sensitivity analysis of the evaluation of reasonableness of the BFTZ WN'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 cost of equity (Ke) to determine fair value of BFTZ WN. The Independent Financial Advisor concluded that this method is suitable in determining the fair value of BFTZ WN share price.

3.3.6 Summary of the Valuation Results of BFTZ WN's Fair Value Range

The Summary of the valuation results of BFTZ WN'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 (Baht per share)	Selling Price (Baht per share)	Fair Value above (below) than Selling Price (Baht per share)	Valuation Method
1) Book Value Approach	175.71	2,000.08	(1824.37)	Inappropriate
2) Adjusted Book Value Approach	1,729.83	2,000.08	(270.25)	Inappropriate
3) Volume Weighted Average Price Approach (VWAP)	Not applicable	2,000.08	-	Not applicable
4) Market Comparable Approach				
4.1) Price to Earnings Ratio (P/E Ratio)	1,188.59 - 1,237.33	2,000.08	(811.49) - (762.75)	Inappropriate
4.2) Price to Net Asset Value Ratio (P/NAV Ratio)	1,282.64 - 1,365.65	2,000.08	(717.44) - (634.43)	Inappropriate
4.3) Enterprise Value to Earnings before Interest, Tax, and Depreciation and Amortization Ratio (EV/EBITDA Ratio)	Not applicable	2,000.08	-	Not applicable
5) Discounted Cash Flow Approach	1,719.22 - 2,418.61	2,000.08	(280.86) - 418.53	Appropriate

Source: Projection prepared by the Independent Financial Advisor

The summary table provides BFTZ WN'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 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 Independent Financial Advisor believes this approach is not appropriate for determining the fair price of ordinary shares or accurately reflecting the true value of BFTZ WN.

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 Independent Financial Advisor is of the opinion that this valuation approach may not reflect the true price of the business's shareholders' equity.

3) Value Weighted Average Price Approach (VWAP)

The valuation of shares using the market value approach is predicated on the assumption that the market price is a reflection of investor demand and supply. It incorporates investors' expectations of required returns or profitability at that time, but it do not incorporate future potential and growth. As a result, the Independent Financial Advisor is unable to assess the share value using the Market Value Approach.

However, given that BFTZ WN is non-listing on the SET, there is no current market price available for BFTZ WN. As a result, the Independent Financial Advisor is unable to assess the share value using the Market Value Approach.

4) Market Comparable Approach

4.1) Price to Earnings Ratio Approach (P/E Ratio)

This valuation approach depends on the profitability of BFTZ WN by comparing the average ratio of comparable firms. However, it is the past profitability that does not reflect the future profitability and performance of BFTZ WN. The past profitability may not reflect the future profitability. Therefore, this valuation approach does not reflect the true value of BFTZ WN.

4.2) 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 BFTZ WN, 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 BFTZ WN.

4.3) Enterprise Value to EBITDA Approach (EV/EBITDA Ratio)

This evaluation approach reflects the ability to generate operational cash flow while accounting for differences in BFTZ WN's 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 BFTZ WN appropriately.

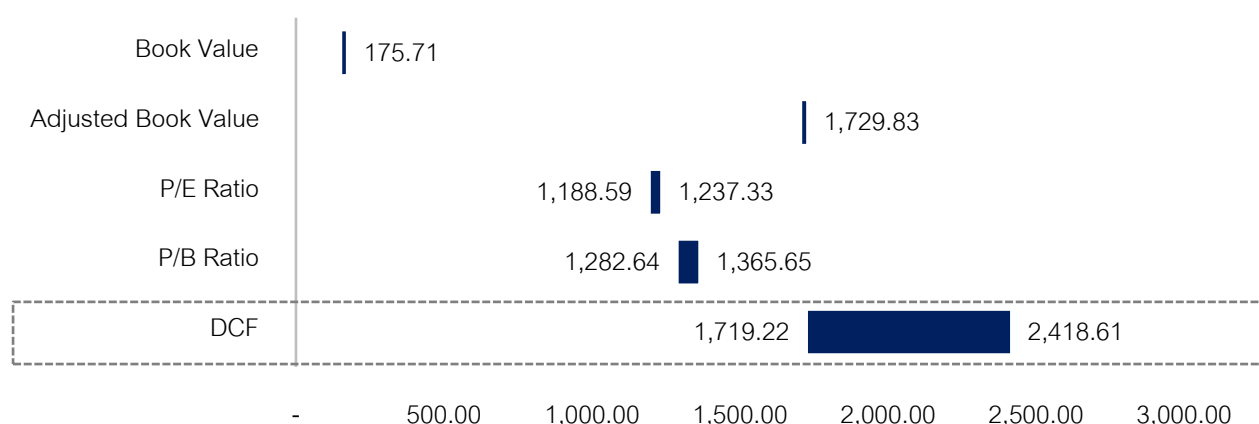
In general, the real estate mutual fund or real estate investment trust are typical that the ratio of enterprise value to profit before financial costs, taxes, depreciation, and amortization (EV/EBITDA Ratio) is not calculated for such entities. Additionally, each real estate mutual fund or real estate investment trust adheres to different financial reporting policies concerning the recognition of depreciation and amortization. Consequently, this leads to variations in the calculation of earnings before finance costs, taxes, depreciation, and amortization (EBITDA), rendering them non-comparable across different entities.

5) 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 BFTZ WN. This is accomplished by formulating financial projections based on assumptions and information obtained from BFTZ WN, 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 Independent Financial 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 2 key factors: changes in income and the weighted average cost of capital (WACC) of BFTZ WN. It aims to accurately reflect the fair value of the business. Ultimately, this approach provides insight into BFTZ WN'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 BFTZ WN.

The value of shares of BFTZ WN according to each valuation approach is summarized as follows:

Unit: Baht per share



Upon examining the aforementioned analysis for determining BFTZ WN'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 BFTZ WN's shares is the discounted cash flow approach. These approaches yield a fair value range for BFTZ WN, ranging from 1,719.22 to 2,418.61 baht per share.

Because BFTZ WN is the business with recurring cash flows with a solid plan, the Independent Financial Advisor has opinion that the discounted cash flow approach is appropriate method.

3.4 Summary of the Appropriateness for Engaging in the Disposition Transaction in Ordinary Share of BFTZ WN

Regarding the transaction involving the sale of 24,999 ordinary share of BFTZ WN at a price of 2,000.08 baht per share, the Independent Financial Advisor considers the execution of this transaction to be appropriate. Selling the BFTZ WN's shares at 2,000.08 baht per unit aligns suitably with the transaction, as the selling price falls within the range of BFTZ WN's estimated fair value, which is between 1,719.22 - 2,418.61 baht per share. Consequently, the agreed-upon purchase price for BFTZ WN's ordinary shares in this instance is deemed to be an appropriate valuation.

3.5 Summary of the Appropriateness for Engaging in the Disposition Transaction of Investment in PROSPECT and BFTZ WN

In evaluating the appropriateness of the transaction involving the disposal of (a) 83,212,061 PROSPECT trust units at a price of 9.3885 baht per unit, totaling approximately 781.24 million baht, and (b) 24,999 ordinary shares of BFTZ WN at a share price of 2,000.08 baht per share, amounting to a total value of 50.00 million baht, the combined value of these transactions (referred to collectively as the "Transaction of Disposal of Investments in PROSPECT and BFTZ WN") amounts to 831.24 million baht.

Furthermore, to enable shareholders to thoroughly examine the details of the investment disposal transaction in PROSPECT and BFTZ WN, along with the current fair value, the Independent Financial Advisor is of the opinion that the most appropriate approach for estimating the fair value of PROSPECT trust units are the discounted cash flow approach and volume weighted average price approach. For the evaluation of the fair value of BFTZ WN's ordinary shares, the discounted cash flow approach is the most appropriate approach. These approaches can be summarized as follows:

Disposition Transaction of Investment in PROSPECT and BFTZ WN	Appropriate Valuation Method	Comparing the purchase price with fair value		
		Selling Price (Million baht)	Fair Value (Million baht)	Over (Under) (Million baht)
1) Trust unit of PROSPECT	Discounted cash flow approach and volume weighted average method	781.24	692.44 - 793.56	(12.32) - 88.80
2) Ordinary share of BFTZ WN	Discounted cash flow approach	50.00	42.98 - 60.46	(10.46) - 7.02
Total		831.24	735.42 - 854.02	(22.78) - 95.82

Source: Projection prepared by the Independent Financial Advisor

The Independent Financial Advisor holds the view that the transaction to disposal of investments in PROSPECT and BFTZ WN, valued at a total of 831.24 million baht, aligns with a fair price range. This valuation is based on a fair value assessment conducted using an appropriate approach, with the fair value estimated to be

between 735.42 - 854.02 million baht. Consequently, the Independent Financial Advisor concludes that the price set for the disposal of investments in PROSPECT and BFTZ WN is appropriate for this transaction.

Rhe trading value of PROSPECT and BFTZ WN on the closing date might vary from the current fair value, as the fair value of these investments is subject to fluctuations over time.

3.6 Appropriateness of Transaction Conditions

Therefore, the transaction size of the entering into disposal of investment in PROSPECT and BFTZ WN transactions is equal to or more than 15 percent but lower than 50 percent which is classified as a Class 2 Transaction under the Notifications on Acquisition or Disposition of Assets and connected transactions which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more that 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction. 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 Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests	Engaging in disposal of investment in PROSPECT and BFTZ WN with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. Therefore, the company must proceed according to the rules of the Notification of the Notification of Connected Transaction.
2. Board of Directors' Meeting of the Company and the Shareholders' Meeting of MK have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests	Engaging in disposal of investment in PROSPECT and BFTZ WN with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. Therefore, the company must proceed according to the rules of the Notification of the Notification of Connected Transaction.
3. Approval from financial institution to unburden debt obligation, collateral and/or any conditions related to this transaction from financial institution	It is standard practice in loan or guarantee agreements that any alterations to collateralized assets require prior approval or consent from the creditor. This requirement is in line with the stipulations of the loan agreement or associated guarantees, ensuring adherence to contractual obligations and established

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
	norms, thereby safeguarding the interests of the Company and its shareholders.
4. Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business	As a result of this restructuring, the Company will engage in the health service sector. Consequently, both the Company and MK are required to undertake the transfer of business licenses and address other related matters in accordance with the stipulated terms.
5. Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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 Connected Transaction and adherence to the terms of loan agreements or related guarantees and other established agreements underscores a customary approach to conducting business transactions. and don't damage Company's interest and shareholders' interest.

Part 4: Conclusion of Opinion of Independent Financial Advisor of the transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited

According to the Board of Directors Meeting of FNS Holdings Public Company Limited (the “**Company**” or “**FNS**”) No. 10/2023 on 27 December 2023, the Board of Directors Meeting has resolved to propose an agenda for the shareholder meeting to consider the approval of the restructuring of the Company’s business to invest in the wellness business. The Company will (1) purchase 13,799,998 shares of RX Wellness Company Limited (“**RXW**”), representing 100 percent of the total shares, at a price not exceeding 19.98 baht per share, totaling not exceeding 275.79 million baht; and (2) acquire movable assets for the Wellness Business valued at 83.63 million baht from Mankong Life Company Limited (“**MKF**”) and MKH Assets Company Limited (“**MKH**”), subsidiaries (MK holds 100 percent of the total shares) of M.K. Real Estate Development Public Company Limited (“**MK**”), a subsidiary of the Company where the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. Therefore, the Company’s investment in the wellness business this time totals approximately 359.42 million baht (referred to as “**Investment Transaction in RXW**”). At the same time, the Company will arrange for RXW (following the share purchase, RXW will become a wholly owned subsidiary of the company at 100 percent) to enter into a 10-year rental and service agreement with MKF and MKH for operating (the wellness business). The rent, amounting to 100.00 - 210.00 million baht per year, will be paid total value of 1,770.00 million baht (referred to as “**Land and Building Rental Transaction**”). In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust (“**PROSPECT**”) with a par value per unit at 9.4697 baht which equal to unit holding portion of 22.19 percent of total PROSPECT’s paid-up units at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited (“**BFTZ WN**”) with a par value per share at 100.00 baht at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as “**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**”). The Investment Transaction in RXW, the Land and Building Rental Transaction and the Transaction of Disposal of Investments in PROSPECT and BFTZ WN collectively constitute the Company’s business restructuring plan (hereinafter, referred to as “**Business Restructuring**”).

As stipulated in the terms of this business restructuring, upon the completion of the share purchase in RXW, the Company is obliged to extend a loan to RXW of no more than 250.00 million baht to facilitate the repayment of the loan and all accrued interest to MK. Similarly, MK is required, on the day it finalizes the acquisition of BFTZ WN shares, to provide a loan to BFTZ WN of no more than 350.00 million baht, intended for the repayment of the loan and all accrued interest owed to the Company.

In accordance with the terms set out in the memorandum of understanding dated 27 December 2023, pertaining to the investment in RXW and the land and building lease transaction, the Company has proceeded with the agreement. A deposit of 430.00 million baht was made by the Company to MK on 28 December 2023 for the aforementioned transaction. Should the agreement between the Company and MK be terminated without the completion of the share sale and the execution of various contracts, MK has agreed to return the full deposit amount of 430.00 million baht, without any interest.

Therefore, the Transaction of Disposal of Investments in PROSPECT and BFTZ WN are considered assets disposition transactions for the Company. This classification is in accordance with the Notification of Capital Market Supervisory Board TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (and as amended). Additionally, the Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 dated 29 October 2004 (and as amended). ("**Notification of the Acquisition or Disposition of the Assets**").

In addition, the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK. The Company has two joint directors and executives, Mr. Vorasit Phokachaiphath, serving as a director and the managing director of the Company, as well as the director and chief executive officer of MK, and Ms. Rachanee Mahatdetkul, who is an executive of the Company and a director of MK. Mr. Vorasit Pokachaiyapat represents the Company as a director in this transaction, whereas Ms. Rachanee Mahatdetkul does not hold a representative director position for the Company. Consequently, this transaction is not deemed a connected transaction as per the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 re: the criteria for related-party transactions dated 31 August 2008 (as amended), and the Stock Exchange of Thailand's notification re: the disclosure of information and operations of listed companies in related-party transactions dated 19 November 2003 (as amended) (the "**Notification of Connected Transaction**"). To ensure transparency and fairness to all shareholders, the Company plans to seek approval for the related-party transactions at the shareholders' meeting. When calculating the transaction size according to the criteria set forth in the Notification of Connected Transaction, it was determined that the said transaction has a size equal to 149.95 percent of the Company's net tangible assets (NTA) based on the consolidated financial statements for the quarter 3/2023, which have been reviewed by the auditor as of 30 September 2023, classifying it as a large transaction. Therefore, the Company is obliged to comply with the rules outlined in the Notification of Connected Transaction as follows:

1. To prepare a report and disclosure information memorandum regarding the Disposition of Assets Transactions and Connected Transactions of FNS Holdings Public Company Limited under the Business Restructuring according to the Notification of the Acquisition or Disposition of the Assets and Notification of Connected Transaction;
2. Appoint an independent financial advisor to provide opinions in relation to the Disposition of Assets Transactions and Connected Transactions, and deliver such opinion to the shareholders of the

Company. In this regard, the Company has appointed I V Global Securities Public Company Limited as an independent financial advisor for the aforementioned purposes.

3. Arrange for the shareholders' meeting to consider and approve the aforementioned transaction, whereby the Company requires a vote of approval from the shareholders' meeting of no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests.

The details are as follows:

Reasonableness of the transaction

Objectives and necessity of transaction

The Company plans to restructure its business within the Group in order to clarify the overall management as FNS is currently a holding company that operates through its subsidiaries and associates. It is divided into 2 main types of businesses: (1) real estate development and investment business and (2) direct investment business, focus on joint venture business investment. The main investment value of the Company will be in MK, a subsidiary in which the Company holds 540,145,362 shares, representing 49.50 percent of the total shares of MK, in which MK is a Company that operate real estate development business, factory and warehouse rental business, and wellness business, the Company has also invested with MK in PROSPECT and BFTZ WN which is operate factory and warehouse rental. The Company's investment in real estate development and investment, and direct investment business accounted for 60 and 40 percent, respectively.

According to the aforementioned investment structure, the Company has invested into the real estate development, factory and warehouse rental business, by the way of direct investment and investment through MK as a subsidiary of the Company. Thus, the previous investment and future growth investment plan, the real estate development business and factory and warehouse rental business require relatively high investment to develop the project and construct factories and warehouses in the future. But due to FNS and MK's structure, there are various investments, and there are some businesses that may overlap. Therefore, in the case of finding financing sources, there may be difficulties in assessing the need for funding, business risks, and valuing investors' businesses, etc.

In line with the business restructuring plan, the Company will divest investments related to the warehouse business and factories for rent to MK as follows: (a) 83,212,061 units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ Wangnoi Company Limited ("BFTZ WN") at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "**Transaction of Disposal of Investments in PROSPECT and BFTZ WN**"). By entering into the transactions there are benefits and impact on the company as follows:

Advantages and Disadvantages of entry into the transaction

Advantages of entry into the transaction

- Business restructuring plan implementation in the group of companies
- Scaling down investment in real estate development
- Reduction of financial debt burden
- The Company will receive the repayment of long-term loans from BFTZ WN
- Mitigating risks in warehouse and factory building rental business
- Reducing competition in real estate development for rent and services within the group
- Enhanced fundraising clarity following business restructuring

Drawbacks of Pursuing the Transaction

- Forfeiture of profit sharing from investments in PROSPECT and BFTZ WN
- Foregoing recurring income opportunities
- Forgoing returns from investment in PROSPECT

Comparative Analysis of Benefits and Drawbacks in Transactions with Related Parties

Benefits of Pursuing the Transaction with Related Parties

- The Company will maintain its investment presence in PROSPECT and BFTZ WN via MK. Both entities are characterized by their growth potential, robust financial positions, and commendable operating results. This strategic alignment is anticipated to generate additional value for the entire group of companies.
- The overall outlook for the entire group of companies is expected to improve / no significant impact on the overall picture.
- The negotiations proceeded successfully.

Drawbacks of Pursuing the Transaction with Related Parties

- Missing the chance to negotiate sales with third parties and/or unrelated companies.
- There is a possibility of a conflict of interest between MK and the Company resulting from entering into this transaction, and there may be additional connected transactions in the future.
- Determining the price and compensation for entering into the transaction may be influenced by parties who may have conflicts of interest.

Comparative Analysis of Benefits and Drawbacks in Transactions with Third Parties

Benefits of Pursuing the Transaction with Third Parties

- The determination of price and consideration for entering into the transaction will be independent.

- There is no conflict of interest in which will reduce the risk of transferring benefits that may occur.

Drawbacks of Pursuing the Transaction with Third Parties

- The Company shall not benefit from PROSPECT and BFTZ WN in the future.
- Challenges in attracting external investors for PROSPECT and BFTZ WN and the need to consider the potential and readiness to enter into the transaction according to the Company's restructuring plan
- Extended negotiation period for transactions with non-related parties potentially delaying business plan execution.

Risks Associated with the Transaction

- Risk arising from debt repayment obligations and releasing pledge prior to disposal of investment in PROSPECT.
- Risk of transaction delays or cancellations affecting the Company's business plan implementation and incurring additional costs
- Risks Associated with Business Restructuring Through the Sale of PROSPECT and BFTZ WN incurred from contract conditions and legal rules related to trust and stock trading

The Reasonableness of Transaction of Disposal of Investments in PROSPECT and BFTZ WN

In considering the reasonableness of entering into the disposal of (a) 83,212,061 units of PROSPECT at a price per unit of 9.3885 baht, equivalent to a total value of approximately 781.24 million baht; and (b) 24,999 ordinary shares of BFTZ WN at a price per share of 2,000.08 baht, with a total value of 50.00 million baht. The overall value of the sold assets is 831.24 million baht (hereinafter referred to as "Transaction of Disposal of Investments in PROSPECT and BFTZ WN").

Furthermore, to enable shareholders to thoroughly examine the details of the investment disposal transaction in PROSPECT and BFTZ WN, along with the current fair value, the Independent Financial Advisor is of the opinion that the most appropriate approach for estimating the fair value of PROSPECT trust units are the discounted cash flow approach and value weighted average price approach. For the evaluation of the fair value of BFTZ WN's ordinary shares, the discounted cash flow approach is the most appropriate approach. These approaches can be summarized as follows:

Transaction of Disposal of Investments in PROSPECT and BFTZ WN	Appropriate Valuation Approaches	Comparison of the purchase price and fair value		
		Purchase Price (Million Baht)	Fair Value (Million Baht)	Higher (Lower) than Fair Value (Million Baht)
1. PROSPECT	DCF Approach and VWAP Approach	781.24	692.44 - 793.56	(12.32) - 88.80
2. The Ordinary share of BFTZ WN	DCF Approach	50.00	42.98 - 60.46	(10.46) - 7.02

Transaction of Disposal of Investments in PROSPECT and BFTZ WN	Appropriate Valuation Approaches	Comparison of the purchase price and fair value		
		Purchase Price (Million Baht)	Fair Value (Million Baht)	Higher (Lower) than Fair Value (Million Baht)
Total		831.24	735.42 - 854.02	(22.78) - 95.82

Source: Estimation prepared by the Independent Financial Advisor

The Independent Financial Advisor holds the view that the transaction to disposal of investments in PROSPECT and BFTZ WN, valued at a total of 831.24 million baht, aligns with a fair price range. This valuation is based on a fair value assessment conducted using an appropriate approach, with the fair value estimated to be between 735.42 - 854.02 million baht. Consequently, the Independent Financial Advisor concludes that the price set for the disposal of investments in PROSPECT and BFTZ WN is appropriate for this transaction.

The trading value of PROSPECT and BFTZ WN on the closing date might vary from the current fair value, as the fair value of these investments is subject to fluctuations over time.

Appropriateness of Transaction Conditions

Therefore, the transaction size of the entering into disposal of investment in PROSPECT and BFTZ WN transactions is equal to or more than 15 percent but lower than 50 percent which is classified as a Class 2 Transaction under the Notifications on Acquisition or Disposition of Assets and connected transactions which is the transaction relating to the assets or services with the total amount of more than 20 million baht, or more than 3% of the Company's NTA. Therefore, the Company is required to comply with the regulations as prescribed in the Notifications on Connected Transaction. 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 Shareholders' Meeting of the Company have approved the transactions with no less than 3/4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in disposal of investment in PROSPECT and BFTZ WN with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. Therefore, the company must proceed according to the rules of the Notification of the Notification of Connected Transaction.

Conditions for Transaction Entry and Conditions Precedent	Opinion of the Independent Financial Advisor
2. The Shareholders' Meeting of MK have approved the transactions with no less than 3 / 4 majority of the shareholders attending the meeting and have the right to vote, excluding votes of shareholders with interests;	Engaging in disposal of investment in PROSPECT and BFTZ WN with MK, this transaction qualifies it as connected transaction, and transaction valued at over 20 million baht or exceeding 3 percent of the Company's net tangible assets. Therefore, the company must proceed according to the rules of the Notification of the Notification of Connected Transaction.
3. Approval from financial institution to unburden debt obligation, collateral and/or any conditions related to this transaction from financial institution	It is standard practice in loan or guarantee agreements that any alterations to collateralized assets require prior approval or consent from the creditor. This requirement is in line with the stipulations of the loan agreement or associated guarantees, ensuring adherence to contractual obligations and established norms, thereby safeguarding the interests of the Company and its shareholders.
4. Approval and/or exception for the Company and MK to completely transfer and/or amend operators including licenses for the wellness business and entered into relevant agreements.	As a result of this restructuring, the Company will engage in the health service sector. Consequently, both the Company and MK are required to undertake the transfer of business licenses and address other related matters in accordance with the stipulated terms.
5. Other factors which may affect to the decision of this transaction such as market situation, COVID-19 pandemic, government policies, etc.	The successful implementation of the restructuring plan is contingent upon various elements, including prevailing and forthcoming economic conditions that could influence business operations. However, given that this transaction occurs within the Group of Companies, such factors are unlikely to have a substantial impact.

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 Connected Transaction and adherence to the terms of loan agreements or related guarantees and other established agreements underscores a customary approach to conducting business transactions. and don't damage Company's interest and shareholders' interest.

Conclusion of Opinion of Independent Financial Advisor of The Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited.

In summary, in considering the company's business restructuring plan by entering into the acquisition and disposition of assets and related transactions to M.K. Real Estate Development Public Company Limited, the independent financial advisor has considered the benefits positive impact and negative aspects of entering into the transaction of acquiring and disposing of assets and entering into connected transactions Including evaluating the risks that may arise from entering into this transaction based on the information mentioned above. The independent financial advisor has the following opinions:

Business Restructuring Plan	Opinion of the independent financial advisor
<u>Transaction 1:</u> The transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.	Appropriate and Reasonable
<u>Transaction 2:</u> The transaction of asset disposition of the trust units of Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust and the ordinary shares of BFTZ Wangnoi Company Limited	Appropriate and Reasonable

After considering information and rationale of this report, IFA opined that the shareholders, thus, should **approve** the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited.

For more information, please refer to IFA opinion summary in “**Executive Summary**” page 5 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.

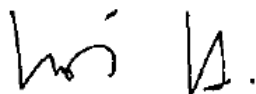
I V Global Securities Public Company Limited as the Independent Financial Advisor of the Company hereby certifies that we have study and analyze the data that provided by the professional standard and on the opinion fairly using independent professional judgments, by placing the interest of the shareholders 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

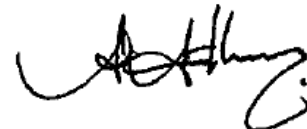
I V Global Securities Public Company Limited



(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>
2021	<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>
2022	<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>
2023	<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> <p>5. At the Board of Directors' meeting of the subsidiary held on 2 October 2023, the Board of Directors approved a subsidiary to propose to Extraordinary General Meeting for investment approval in</p>

Year	Event
	ordinary shares by convertible right of warrants within the period of exercise right according to term of warrants as mentioned.
	6. At the Board of Directors' meeting of the subsidiary held on 9 October 2023, the Board of Directors approved a subsidiary entered into a loan agreement with another party amounting to Baht 350 million with interest rate 12.5% per annum. The loan will be matured on 17 February 2024. RX Wellness Co., Ltd., an indirect subsidiary, used the shares of an indirect subsidiary of the subsidiary as the loan collateral to secure the debt repayment and any liabilities of all kinds that the subsidiary is responsible for according to the loan agreement.

2.2 Nature of Business

2.2.1 Revenue structure

Revenue structures classified by business group during 3 years and for 9 months period ended of 30 September 2023 are details as follow:

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Income				
Revenue from investment, advisory and management business	78,009	43,271	82,646	143,937
Revenue from sale of real estate				465,371
Revenue from rental and rendering of services				149,525
Revenue from management of real estate				30,155
Revenue from health and wellness				24,673
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	-	-	207,005
Gain on measurement of investment in associate before business acquisition				245,585
Gain on bargain purchase				673,969
Gain on disposal of investment properties				2,312
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	27,380

Statement of comprehensive income (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Total income	763,634	52,104	89,768	1,969,912

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 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 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)

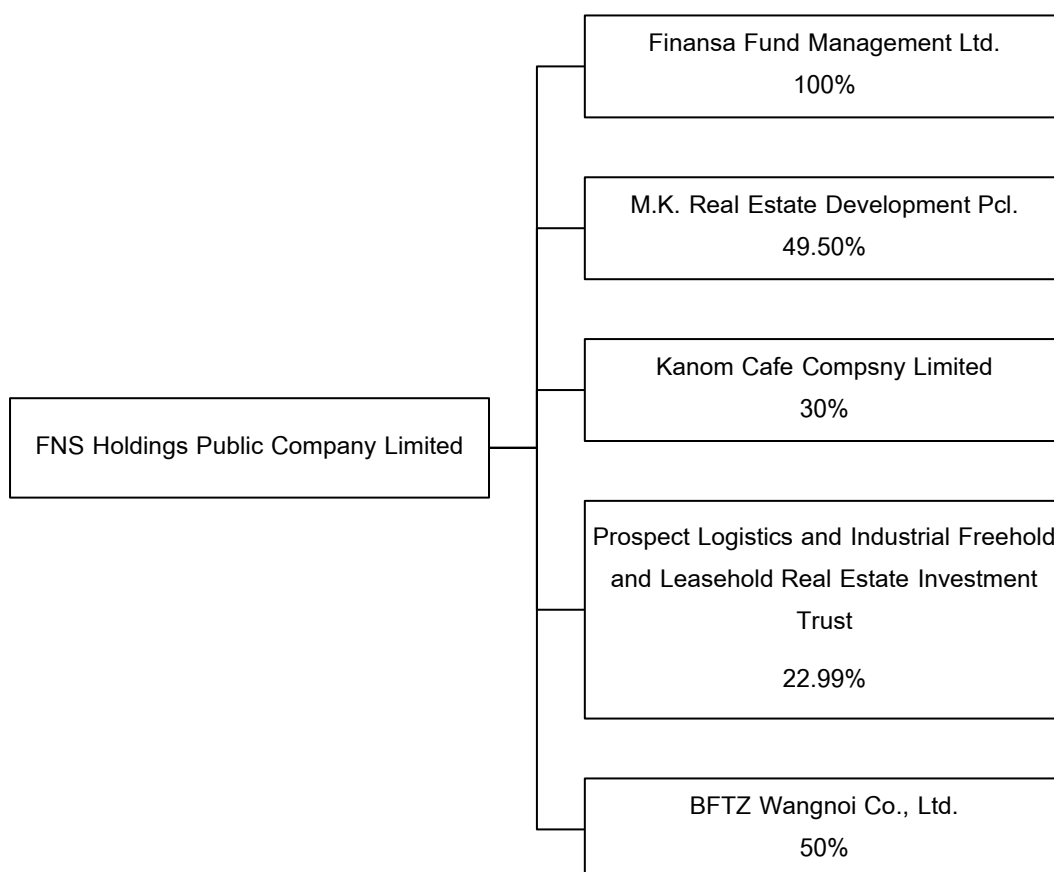
In 2018, FNS committed to investing THB120 million in Kanom, the operator of the Kanom café, bakery and restaurant chain. This investment was initially in the form of a Convertible Loan, however is now in the form of equity and straight debt. The investment from FNS has been used to expand the number 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
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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

No.	Shareholder name	No. of Shares (Shares)	Portion (%)
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 September 2023, as follows.

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Assets				
Current assets				
Cash and cash equivalents	72,635	197,259	13,072	142,959
Service income receivables	47,551	8,018	220	-
Trade and other current receivables	37,500	32,184	28,261	794,511
Current portion of lease receivables	-	-	-	238

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Short-term loans and advance to related parties	-	395,028	467,485	737,000
Loans to others	199,054	100,000	73,800	130,000
Short-term loans and advance to related parties	-	-	-	2,004,960
Inventories	-	-	-	9,737
Other current financial assets	647,732	363,226	361,006	493,578
Digital tokens	-	475,000	-	-
Other current assets	38,963	33,676	16,023	382,842
Total current assets	1,043,435	1,604,391	959,867	4,695,825
Non-current assets				
Deposits pledged as collateral	-	-	-	98,350
Other non-current financial assets	286,061	316,328	373,167	749,133
Investment in subsidiaries	-	-	-	-
Investment in associates and joint venture	2,478,859	1,943,642	1,896,250	1,578,416
Lease receivables	-	-	-	53,252
Land held for development	-	-	-	461,199
Investment properties	-	-	-	9,235,107
Property, plant and equipment	87,502	86,715	9,200	6,123,949
Right-of-use assets	4,388	8,804	5,658	193
Goodwill	156,920	156,920	45,356	45,356
Other intangible assets other than goodwill	2,523	2,134	1,148	47,843
Deferred tax assets	7,297	7,886	-	197,152
Deposits	-	-	-	30,000
Other non-current assets	1,313	1,658	759	133,308
Total non-current assets	3,024,863	2,524,087	2,331,538	18,753,258
Total assets	4,068,298	4,128,478	3,291,405	23,449,083
Liabilities and equity				
Current liabilities				
Short-term borrowings from financial institutions	-	-	-	74,803
Trade and other current payables	-	-	-	1,022,536
Current portion of short-term loan form financial institution	-	-	-	414,596
Current portion of long-term borrowings from other parties	-	-	-	80,000
Current portion of long-term debentures	400,000	340,000	300,000	2,697,489
Current portion of lease liabilities	1,557	4,310	2,941	14,831
Short-term debentures	-	300,000	-	226,596

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Short-term loans and advance from related parties	-	-	-	-
Income tax payable	-	7	-	35,387
Deposits and advances from customers	-	-	-	47,753
Payable from a transfer of right agreement to receive cash inflow	-	-	-	968,293
Short-term loans from related parties	-	-	-	8,826
Other current liabilities	153,887	126,580	21,607	445,688
Total current liabilities	555,444	770,897	324,548	6,036,798
Non-current liabilities				
Non-current payables	-	-	-	61,084
Long-term loan form financial institution	-	-	-	3,796,198
Long-term debentures	640,000	666,800	366,800	4,091,373
Lease liabilities	2,985	4,759	2,872	1,393,025
Non-current provisions for employee benefits	63,479	68,755	26,835	96,546
Provisions for guarantee of lease agreement	-	-	-	3,836
Other non-current liabilities	-	-	-	410,819
Total non-current liabilities	706,464	740,314	396,507	9,852,881
Total liabilities	1,261,908	1,511,211	721,055	15,889,679
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				
(500,651,065 ordinary shares, par value at Baht 5 per share)	-	-	-	2,503,255
(345,855,440 ordinary shares, par value at Baht 5 per share)	1,729,277	1,729,277	1,729,277	-
Share premium on ordinary shares	208,455	208,455	208,455	207,161
Retained earnings				
Appropriated				
Legal reserve	61,000	65,000	82,000	82,000
Unappropriated	1,164,954	936,011	838,486	1,583,126

Statement of financial position	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Other components of equity	-357,296	-321,476	-287,868	163,884
Equity attributable to owners of the parent	2,806,390	2,617,267	2,570,350	4,539,426
Non-controlling interests	-	-	-	3,019,978
Total equity	2,806,390	2,617,267	2,570,350	7,559,404
Total liabilities and equity	4,068,298	4,128,478	3,291,405	23,449,083

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.

Statement of comprehensive income	Consolidated			
(Unit: Thousand Baht)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Income				
Revenue from investment, advisory and management business	78,009	43,271	82,646	143,937
Revenue from sale of real estate				465,371
Revenue from rental and rendering of services				149,525
Revenue from management of real estate				30,155
Revenue from health and wellness				24,673
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	-	-	207,005
Gain on measurement of investment in associate before business acquisition				245,585
Gain on bargain purchase				673,969
Gain on disposal of investment properties				2,312
Compensation fee from termination of sublease agreement	198,136	-	-	-
Other income	10,267	8,388	1,205	27,380
Total income	763,634	52,104	89,768	1,969,912
Expenses				
Investment, advisory and management business expenses	45,481	63,454	73,859	43,246
Cost of sale of real estate	-	-	-	506,809

Statement of comprehensive income (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Cost of rental and rendering of services	-	-	-	44,346
Cost of management of real estate	-	-	-	6,327
Cost of health and wellness	-	-	-	71,506
Distribution costs	-	-	-	36,999
Investment, advisory and management business cost and expenses	168,567	-	-	-
Warehouse and factory leasing business costs and expenses	69,684	-	-	-
Servicing and administrative expenses	54,697	43,653	30,692	215,883
Loss on disposal of investment in an associate	-	56,056	-	-
Net loss on investments measured at fair value through profit or loss	-	-	-	184,666
Loss on exchange rate	-	14,432	10,762	-
Compensation fee of director and management	75,178	-	-	-
Total expenses	413,607	177,595	115,313	1,109,782
(Loss) profit from operating activities	350,027	-125,491	-25,545	860,130
Finance costs	-72,732	-58,535	-48,991	(199,316)
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	724
Gain on disposal of building and equipment	-	11	298,806	-
Profit (loss) before income tax expense	246,320	-100,255	230,507	661,538
Income tax expense	-23,057	-	-	9,963
Profit (loss) for the year from continuing operations	223,263	-100,255	230,507	671,501
(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	671,501

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

7.3 Statement of cash flows

Statement of cash flows (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Net cash (used in) from operating activities	(189,924)	352,129	(287,539)	719,998
Net cash from (used in) investing activities	488,132	(348,065)	904,374	-256,444

Statement of cash flows (Unit: Thousand Baht)	Consolidated			
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022	Sep 30, 2023
Net (decrease) increase in cash and cash equivalents	(283,045)	89,015	(814,941)	-360,180
Net increase (decrease) in cash and cash equivalents	15,163	93,079	(198,106)	103,374
Differences on translation of financial statements	(8,584)	31,545	13,919	26,513
Cash and cash equivalents as at beginning period	66,056	72,635	197,259	13,072
Cash and cash equivalents as at the ending period	72,635	197,259	13,072	142,959

7.4 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.

In August 2023, the Company purchased an additional interest in M.K Real Estate Development Public Company Limited (MK), whose main business is the property development. As a result, the status of MK was changed from an associate to a subsidiary, causing the Company to have a direct and indirect shareholding in the warehouse and factory development business for rent in the consolidated financial statements, through BFTZ Wangnoi Ltd.

Total revenues in the nine-month period end 30 September 2023 were Baht 1,969.9 million, compared to Baht 78.3 million recorded in 9M 2022, an increase in total revenues of Baht 1,891.6 million or 2,415.8%. The main reasons were: 1) an increase of Baht 72.4 million in Revenue from the investment, advisory and management business, 2) a contribution of Baht 465.4 million in revenue from sale of real estate, 3) a Gain on disposal of investment in subsidiary Baht 207 million, 4) Gain on valuation of investment associate before business acquisition Baht 245.6 million, and 5) Gain on bargain purchase of Baht 673.9 million.

Total expenses in 9M 2023 were Baht 1,109.8 million, compared to Baht 132.9 million recorded in 9M 2022, representing an increase of Baht 976.9 million or 735.1%. The major changes were in accordance with the increase in income. The main causes were the increase of Baht 506.8 million in Cost of sale of real estate, the increase of Baht 141.8 million in service and administrative expenses, and Net loss on investments measured at fair value through profit or loss of Baht 184.7.

In addition, finance costs for 9M 2023 totaled Baht 199.3 million, a increase of Baht 160.31 million from 9M 2022, in accordance with the increase of loan and interest rate.

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 the nine-month period ended 30 September 2023, the consolidated statements of profit or loss and other comprehensive income showed a net profit of Baht 813.8 million or a net profit of Baht 2.12 per share, compared to a net profit of Baht 50.7 million or Baht of 0.15 per share, representing an increase of Baht 761.3 million in net profit. The increase of profit came mainly from a gain on disposal of investment in a subsidiary, gain on valuation of investment associate before business acquisition and gain on bargain purchase.

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 September 2023, the Company and its subsidiaries had total assets of THB 23,449.08 million, an increase of THB 20,157.68 million or 612.43% from year-end 2022. The main increased from on 9 August 2023, the Group obtained control of M.K. Real Estate Development Public Company Limited ("MK"), a property development for sale by acquiring 18.0% of the shares and voting interests in the company. As a result, the shareholding proportion in MK has increased from 31.5% to 49.5% of issued and paid-up share capital. The management concluded that the Group has a control over MK due to its power over the voting rights in comparison with minority shareholders and no indicator signals a joint exercising of rights from the minority shareholders. Therefore, the Group has gained a control over MK which changes from an associate to a subsidiary.

The consideration consisted of a cash payment of Baht 883.4 million. The Group incurred acquisition-related costs of Baht 0.2 million which have been included in servicing and administrative expenses. In addition, the Group obtained a 50% interest in BFTZ Wangnoi Co., Ltd. ("BFTZ"); a joint

venture in which MK was a joint venture through its wholly-owned subsidiary. As a result, the Group has gained a control in BFTZ which converted from an associate into a subsidiary.

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 September 30, 2023, Cash and cash equivalents of the Company and its subsidiaries was THB 142.96 million increasing from 129.89 at the year-end 2022 (by 993.63%). This came from the following activities i.e. Net cash used in operating activities totaled THB 719.88 million, Net cash provided by investing activities totaled THB 256.44 million and Net cash used in financing activities totaled in THB 360.18 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 721.06million, 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 September 2023, the total liabilities of the Group were THB 15,889.68 million, an increase of THB 15,168.62 million or 2,103.67% from the year-end 2022, of which 37.99% were current liabilities and 62.01% 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 September 2022, the Company's equity in the consolidated financial statements was THB 7,559.40 million. The increasing as a result from In August 2023, the Company purchased an additional interest in M.K Real Estate Development Public Company Limited (MK), whose main business is the property development. As a result, the status of MK was changed from an associate to a subsidiary, causing the Company to have a direct and indirect shareholding in the warehouse and factory development business for rent in the consolidated financial statements, through BFTZ Wangnoi Ltd.

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 September 30, 2023.

Attachment 2

Company Information and Operating Results
of
M.K. Real Estate Development Public Company Limited

1. General Information

Company name	:	M.K. Real Estate Development Public Company Limited (the “ Company ”)
Type of business	:	Property development for sale and Property development for and related services.
Registration Number	:	0107536001567
Website	:	www.mk.co.th
Head Office Address	:	345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Telephone number	:	0-2234-8888
Fax	:	0-2234-8880
Register Capital	:	THB 1,117,211,195
(As of 30 June 2023)		Divided into 1,117,211,195 common shares with a par value of THB 1.00
Paid-up Capital	:	THB 1,091,205,066
(As of 30 June 2023)		Divided into 1,091,205,066 common shares with a par value of THB 1.00

2. Business Overview

2.1 Primary Business History and Development

M.K. Real Estate Development Public Company Limited (“the Company”) is engaged in the development of residential property for sale and for rent. It has been in business for over 60 consecutive years.

The Company was established in 1956 with registered capital of 8 million baht, under the name “Munkongsathapat General Partnership”. Initially, the Company’s business objective was to obtain construction contracts to build various types of buildings. Five years later, its business expanded to buildings and land, in addition to construction. In 1968, ChorMunkong Trading Limited Partnership was separately established, to engage in the retail and wholesale of construction materials. Then, in 1977, the Company developed its first housing estate under the name “ChuanChuen Community” on PrachaChuen Road. This business grew gradually as its products were warmly welcomed by the public, and consequently the Company became fully engaged in real estate development in 1981. Subsequently, the Company became the first real estate developer to be listed in the Thailand Stock Exchange in 1990. It registered a change of company type to public limited company in 1993, and in 1994 the Company began to operate property for rent and related services, by developing ChuanChuen Golf Club. In 2005, it launched new single-detached houses under the ChuanChuen and Serene House brands. Up until now, it has developed more than 70 housing estates for sale throughout the Bangkok Metropolitan Region.

Principal changes and developments in the previous 3 years

Year	Event
2021	<ol style="list-style-type: none">On 1 February 2021, the Board of Directors’ meeting of Health and Wellness Village Co., Ltd., (a subsidiary) approved for additional call-up for 33.50% of its par value of the ordinary share capital. The Company has paid for the share amounting to Baht 50.25 million.On 1 April 2021, Prospect Development Co., Ltd., a subsidiary, established an entity named “BFTZ Bangpakong Co., Ltd.” whose business types are developing warehouse and factory for rent including infrastructure, facilities, and other related business, with registered capital amount at Baht 500,000,000, divided into 5,000,000 ordinary shares with a par value of 100 Baht each. The subsidiary has fully paid the share capital for a consideration of Baht 250 million. The subsidiary has ownership interest in the entity at 50% of issued and paid-up share capital.On 5 April 2021, BFTZ Bangpakong Co., Ltd. (a joint venture) established an entity named “Bangpakong Industrial Land Co., Ltd.” whose business type is developing land for sale and “Banpakong Terminal and Service Co., Ltd.” whose business type is developing infrastructure and facilities (subsidiaries of a joint venture). Each entity has registered capital amount at Baht 5,000,000, divided into 50,000 ordinary shares with a par value of 100 Baht each.

Year	Event
	<p>BFTZ Bangpakong Co., Ltd. has fully paid the share capital of both entities for a consideration totaling Baht 10 million. BFTZ Bangpakong Co., Ltd. has ownership interest in both entities at 100% of issued and paid-up share capital.</p> <p>4. In April 2021, Frasers Property BFTZ Co., Ltd., a joint venture of Prospect Development Co., Ltd.,</p> <p>5. a subsidiary, called for additional paid-up of shares according to the shareholding interest amounting to Baht 8.40 million.</p> <p>6. On 7 May 2021, Prospect Development Co., Ltd., a subsidiary, established an entity named “BFTZ Wang Noi Co., Ltd.” (a joint venture) whose business types are developing warehouse and factory for lease, with registered capital amount at Baht 5,000,000, divided into 50,000 ordinary shares with a par value of 100 Baht each. The subsidiary has fully paid the share capital for a consideration of Baht 2.5 million. The subsidiary has ownership interest in the entity at 50% of issued and paid-up share capital.</p> <p>7. On 10 June 2021 and 9 September 2021, the Company received return of capital from Prospect Logistics and Industrial Leasehold Real Estate Investment Trust of Baht 0.2808 per unit and Baht 0.0520 per unit, respectively, amounting to Baht 6.13 million and 1.14 million, respectively.</p> <p>8. On 15 August 2021, MKH assets Co., Ltd., a subsidiary entered into a land and construction lease agreement with a non-related party (“a lessor”) to operate hotel and health center, Subsequently, on 28 October 2021, the subsidiary entered into an amendment of land and construction lease agreement with the lessor. The lease agreement has the period of 21 years from 1 November 2021 to 31 October 2042, and the subsidiary agreed to pay compensation as specified in the agreement. The Company made a guarantee deposit of Bath 30 million at the registered date of land and construction lease.</p> <p>9. At the maturity date of lease agreement, the lessor promises to give an option to the lessee to extend the lease for period of 21 years from 1 November 2042 to 31 October 2063.</p> <p>10. On 15 October 2021, the Board of Directors' meeting of the Company approved Prospect Development Co., Ltd., a subsidiary, to purchase share capital of Free Zone Asset Company Limited amounting to 1,825,000 ordinary shares with a par value of Baht 100 per share, totaling Baht 182.50 million at a price of Baht 100 million from AQ Estate Public Company Limited of 1,824,998 ordinary shares and from other shareholders of 2 ordinary shares. The sellers are non-related parties.</p> <p>11. In addition, Free Zone Asset Company Limited operates real estate for rent and services, and has authorized share capital amounting to Baht 182.50 million of 1,825,000 ordinary shares with a par value of Baht 100 per share. The subsidiary entered into share purchase agreement and obtained the shares on 29 October 2021.</p>

Year	Event
	<p>12. On 16 November 2021, the Company purchased 100% of its issued and paid-up capital in Munkong Living Co., Ltd. from Prospect Development Co., Ltd., a subsidiary of the Company in the amount of Baht 1,060 million. As a result, Munkong Living Co., Ltd. become the Company's a direct subsidiary. However, the consolidated financial statements had not been affected.</p> <p>13. On 14 December 2021, the Company established an entity named "S71 Property Co., Ltd." whose business types a real estate for sale developer, with registered capital amount at Baht 650,000,000, divided into 6,500,000 ordinary shares with a par value of 100 Baht each. The Company paid 100% of share capital.</p> <p>14. On 23 December 2021, the Company sold all shares in Munkong Living Co., Ltd. a subsidiary, of 10,020,048 shares which comprised 10,019,998 ordinary shares and 50 preferred shares with a par value of Baht 100 per share to non-related party in totaling of Baht 1,112 million.</p>
2022	<p>1. On 14 March 2022, the Board of Directors' meeting of the Company approved the Company and/or subsidiary to receive financial assistance not exceeding Baht 500 million from FNS Holdings Public Company Limited (Formerly Finansia Public Company Limited), which is a major shareholder of the Company, for working capital, repayment of the loan and expanding the Company operation.</p> <p>2. On 16 March 2022, the Board of Directors' meeting of the Company approved Rx Wellness Co., Ltd., a subsidiary, to establish an entity named "Rx Wellness Blocker US, Inc." whose business types were investment in wellness business and / or operation in wellness business and had invested in 100% ownership interest in total share capital.</p> <p>3. On 18 March 2022, Rx Wellness Blocker US, Inc., (Indirect subsidiary of the Company in USA), which is a subsidiary of Rx Wellness Co., Ltd., (a 100 percent direct subsidiary of the Company) holding 100 percent, has invested in 80 percent of total shares of RAKxa Wellness US, LLC and ER Wellness, LLC, which has no relationship as connected person with the Company, has invested in 20 percent of total shares of RAKxa Wellness US, LLC. RAKxa Wellness US, LLC holds 100 percent of total shares of RC Ownership, LLC.</p> <p>4. RC Ownership, LLC has already acquired and received the transfer of a property in Colorado, USA for operating resort and wellness business.</p> <p>5. On 25 March 2022, the Annual General Meeting of the shareholders of Prospect REIT Management Co., Ltd., an indirect subsidiary (Prospect REIT) approved to increase the registered capital from the existing registered capital Baht 10 million to be the registered capital of Baht 16 million, by issuing the ordinary shares of 60,000 shares, par value at Baht 100 per share. Prospect REIT has registered the capital increase at the Department of Business</p>

Year	Event
	<p>Development, Ministry of Commerce on 25 April 2022. Prospect REIT has fully received the share capital for a consideration of Baht 6 million.</p> <p>6. On 4 April 2022, Rx Wellness Co., Ltd., (the “subsidiary”) established a new joint venture company in an entity named “Rakxa Venture Co., Ltd.” (Formerly Health and Wellness Ventures Co., Ltd.) whose business types were health care and wellness clinic and rehabilitation center. The registered Capital was Baht 1,000,000, divided into 100,000 ordinary shares at a par value of Baht 100. The subsidiary has fully paid the share capital for a consideration of Baht 500,000 and had ownership interest in the entity 50% of issued and paid-up share capital.</p> <p>7. On 26 April 2022, the 2022 Annual General Meeting of the shareholders of the Company approved to increase total amount and an outstanding value for issuance and offering of debenture at a particular time from not exceeding Baht 6,000 million to be not exceeding Baht 8,000 million. Preliminary details of debentures that the Company wished to issue and offer were as the board of directors propose.</p> <p>8. On 15 August 2022, the Board of Directors' meeting of Prospect Development Co., Ltd., (the “subsidiary”) approved to issuance and offering of debenture at a particular time for total amount and an outstanding value from not exceeding Baht 2,000 million. Preliminary details of debentures that the Company wished to issue and offer were as the board of directors propose.</p> <p>9. On 15 August 2022, the Extraordinary General Meeting of Shareholders of Munkong Life Co., Ltd., (the “subsidiary”) approved to increase the registered capital from the existing registered capital Baht 2,600 million to be the registered capital of Baht 2,970 million, by issuing the ordinary shares of 3,700,000 shares, par value at Baht 100 per share. The subsidiary has already registered the capital increase at the Department of Business Development, Ministry of Commerce. The Company already paid the share capital totaling Baht 370 million or 100% of the increased share capital.</p> <p>10. On 26 July 2022, the Board of Directors' meeting of MKH Assets Co., Ltd., (the “subsidiary”) approved to call-up 65% of its par value of the share capital. The Company paid the share subscription amount to Baht 65 million.</p> <p>11. The Extraordinary General Meeting of Shareholders of the subsidiary held on 15 August 2022, approved to increase the registered capital from the existing registered capital Baht 100 million to be the registered capital of Baht 150 million, by issuing the ordinary shares of 500,000 shares, par value at Baht 100 per share. The subsidiary has already registered the capital increase at the Department of Business Development, Ministry of Commerce. The Company already paid the share capital totaling Baht 50 million or 100% of the increased share capital.</p>

Year	Event
	<p>12. On 26 July 2022, the Board of Directors' meeting of Health and Wellness Village Co., Ltd., (the "subsidiary") approved to call-up 41.5% of its par value of the share capital. The Company paid the share subscription amount to Baht 62.25 million.</p> <p>13. The Extraordinary General Meeting of Shareholders of the subsidiary held on 15 August 2022, approved to increase the registered capital from the existing registered capital Baht 200 million to be the registered capital of Baht 330 million, by issuing the ordinary shares of 1,300,000 shares, par value at Baht 100 per share. The subsidiary has registered the capital increase at the Department of Business Development, Ministry of Commerce on 23 August 2022. The Company already paid the share capital totaling Baht 130 million or 100% of the increased share capital.</p> <p>14. On 17 November 2022, the Extraordinary General Meeting of Shareholders of MKH Assets Co., Ltd. (the "subsidiary") approved to decrease the registered capital from the registered capital of Baht 150 million to 138.5 million by reducing the ordinary share of 115,000 shares with par value of Baht 100. The subsidiary has registered the capital decrease at the Department of Business Development, Ministry of Commerce on 20 December 2022.</p> <p>15. On 17 November 2022, the Extraordinary General Meeting of Shareholders of Health and Wellness Village Co., Ltd. (the "subsidiary") approved to decrease the registered capital from the registered capital of Baht 330 million to 283 million by reducing the ordinary share of 468,000 shares with par value of Baht 100. The subsidiary has registered the capital decrease at the Department of Business Development, Ministry of Commerce on 20 December 2022.</p> <p>16. On 1 December 2022, the Extraordinary General Meeting of Shareholders of Yours Property Management Co., Ltd. (the "subsidiary") approved to decrease the registered capital from the registered capital of Baht 5 million to 3 million by reducing the ordinary share of 20,000 shares with par value of Baht 100. The subsidiary has registered the capital decrease at the Department of Business Development, Ministry of Commerce on 6 January 2023.</p> <p>17. On 15 December 2022, the Company sold Flora Ville Golf and Country Club to non-related party in totaling of Baht 1,400 million.</p> <p>18. On 22 December 2022, the Extraordinary General Meeting of Shareholders of RX Wellness Co., Ltd., (the "subsidiary") approved to increase the registered capital from the existing registered capital Baht 100 million to be the registered capital of Baht 4,600 million, by issuing the ordinary shares which must be fully paid in money of 11,083,006 shares and the ordinary shares of the ordinary shares as fully paid up of 33,916,994 shares , totaling 45,000,000 shares, par value at Baht 100 per share. The subsidiary has registered the capital increase at the Department of Business Development, Ministry of Commerce on 23 December 2022.</p>

Year	Event
	<p>19. However, the subsidiary has received fully paid up in money of 11,083,006 shares amounting to Baht 1,108.30 million and received fully paid up of 33,916,994 shares by transferred shares of 3 subsidiaries of the Company which are (1) MKH Assets Co., Ltd., amounting to 1,384,998 ordinary shares at a par value of 100 Baht (2) Health and Wellness Village Co.,Ltd. Amounting to 2,831,998 ordinary shares at a par value of 100 Baht and (3) Munkong Life Co., Ltd., amounting to 29,699,998 ordinary shares at a par value of 100 Baht. As a result, the 3 subsidiaries have become indirect subsidiaries of the Company.</p> <p>20. On 23 December 2022, the Extraordinary General Meeting of Shareholders of Munkong Life Co., Ltd., (Indirect subsidiary company, a subsidiary company of RX Wellness Co., Ltd.) approved to increase the registered capital from the existing registered capital Baht 2,970 million to be the registered capital of Baht 4,020 million, by issuing the ordinary shares of 10,500,000 shares, par value at Baht 100 per share. Munkong Life Co.,Ltd. has registered the capital increase at the Department of Business Development, Ministry of Commerce on 26 December 2022 and has fully received the share capital for a totaling of Baht 1,050 million.</p> <p>21. As of 31 December 2022, the Company has registered capital 1,117,211,195 baht which divided into ordinary shares of 1,117,211,195 shares at par value of 1.00 baht per share, Paid-up capital of 1,091,205,066.00 baht. The Company operate property development business which consist of:</p> <p>(1) Property development for sale business, which is the main business of the Company with focus on development projects for residential real estate for sale, and</p> <p>(2) Property development for rent and service business</p>
2566	<p>1. On 27 January 2023, the Company issued short-term unsecured bond, No. 1/2023, in the amount of 226.70 million baht, and on 11 May 2023, the Company issued long-term unsecured bond, No. 1/2023, in the amount of 543.60 million baht.</p> <p>2. On 23 February 2023, Prospect Development Company Limited (Subsidiary) issued long term unsecured bond No. 1/2023, in the amount of 222.90 million baht and on 26 June 2023, the subsidiary issued long-term unsecured bond No. 2/2023, in the amount of 502.80 million baht.</p> <p>3. On 11 April 2023, RX Wellness Company Limited, a subsidiary, increased its investment in Rx Wellness Blocker US, Inc. by 0.6 million U.S. dollar or 20.69 million baht, equivalent to 80% of the total shares issued by Rx Wellness Blocker US, Inc. during that period. This increment in investment did not alter the proportion of shares held by the subsidiary. Subsequently, during the board of directors' meeting of the Company on 15 May 2023, the board of directors resolved to approve an additional investment by RX Wellness Company Limited in Rx Wellness Blocker</p>

Year	Event
	<p>US, Inc. amounting to 1.04 million U.S. dollar. However, as of the end of the period, this additional amount has not been invested.</p> <p>4. At the Annual General Meeting of Shareholders of the Company held on 26 April 2023, shareholders resolved to approve a dividend payment for the year 2022 at the rate of 0.11 baht per share, totaling 120.03 million baht. This dividend was disbursed to Company shareholders on 24 May 2023.</p> <p>5. On 31 May 2023, Health and Wellness Village Company Limited, an indirect subsidiary of the Company, made an investment in the medical center, rehabilitation center, and anti-aging medicine project under the 'VitalLife Wellness Center' brand. This project was previously part of a business unit of a non-connected company. The contract is irrevocable and there is a compensation obligation of 91.51 million baht. This compensation obligation is divided into 30.42 million baht in trade and other current payables and 61.08 million baht in other noncurrent payables. Additionally, there is an interest charge of 6 percent per annum on this obligation.</p> <p>6. On 31 May 2023, Munkong Life Company Limited and Health and Wellness Village Company Limited, indirect subsidiaries of the Company, entered into the lease and service contract related to medical center and rehabilitation center with the lease term of 3 years, from 1 June 2023, to 31 May 2026, and can be renewed for a period of 3 years with the rental fee and service fee as specified in the contract.</p> <p>7. On 1 June 2023, Health and Wellness Village Company Limited, an indirect subsidiary of the Company, entered into a 3-year management contract with a non-connected company for the provision of management services for the wellness and anti-aging center. The contract is renewable for an additional 3-year period, with the monthly service fee specified in the contract.</p> <p>8. At the Extraordinary General Meeting of Shareholders of Rukxa Venture Company Limited ("Joint Venture") held on 1 June 2023, the shareholders resolved to approve an increase in the registered capital of the Joint Venture by 1 million baht, bringing the total registered capital to 4 million baht. This increase was achieved through the issuance of 30,000 newly issued ordinary shares with a par value of 100 baht per share. The Joint Venture completed the registration of this capital increment with the Department of Business Development, Ministry of Commerce on 1 June 2023. In this regard, RX Wellness Company Limited, a subsidiary of the Company, has made a payment of 1.5 million baht, covering 50 percent of the total amount for the newly issued ordinary shares.</p> <p>9. At the Board of Directors' meeting of the Company held on 19 June 2023, the Board of Directors resolved to approve the group companies (the Seller) to enter into a Memorandum of Understanding for the sale and purchase of land (MOU) with a business unrelated to the Company (the Purchaser). This includes land owned by the parent company valued at 303.59</p>

Year	Event
	<p>million baht and land owned by a subsidiary valued at 831.42 million baht. For the land owned by the subsidiary, the Purchaser has the option to either buy the land or enter into a share purchase agreement to acquire all shares held by the Company in the subsidiary. The Company received a deposit security of 400 million baht on the MOU execution date.</p> <p>Subsequently, the Purchaser chose to enter into a share purchase agreement for acquiring all shares held by the Company in the subsidiary with the Company, valued at 831.42 million baht. On the execution date of the agreement, the Company received an additional payment of 400 million baht, with the remaining amount to be received on the transfer date.</p> <p>10. At the Board of Directors' Meeting of the Company held on 19 June 2023, the Board of Directors resolved to approve the a financial guarantee of the loan in the amount of 1,042 million baht for a subsidiary from a financial institute in Thailand. Subsequently, on 6 July 2023, the subsidiary withdrew 300 million baht of the approved loan, with an interest rate ranging from MLR-1 percent to MLR 1.25 percent per annum.</p> <p>11. On 27 June 2023, the Company sold land to an unrelated business for 465.65 million baht. The Company received payment in the form of a promissory note, which was endorsed by a financial institution in Thailand. The promissory note is due on 26 June 2026. Subsequently, the Company entered into a sale agreement to sell the discounted promissory note to another financial institution in Thailand at a discount rate of 3.8 percent per annum, receiving a cash payment of 412.57 million baht</p> <p>12. On 28 June 2023, the Company entered into a sale agreement to purchase warrants for purchasing the ordinary shares in an unrelated business. The total number of warrants acquired was 700,000,000 units, with a total value of 525 million baht. These warrants have a term of 5 years from the issuance date, with a maturity date of 20 October 2025. Each warrant allows the purchase of one ordinary share at a 1:1 ratio, priced at 1.10 baht per share. The Company recorded an interest amount of 17.01 million baht resulting from the fair value adjustment of the warrants.</p> <p>13. During the 6-month period ending on 30 June 2023, the Company invested in Prospect Logistics and Industrial Freehold and Leasehold REIT ("Trust") by acquiring 10,431,990 units, with a total value of 93.89 million baht which is equivalent to 8.02 percent of the total units issued and offered by the Trust during the period.</p> <p>14. As of 30 June 2023, the Company utilized 21,847,100 units of Trust in Prospect Logistics and Industrial Freehold and Leasehold REIT as collateral for a loan from a financial institution. The value of these units, as indicated in the separate financial statement, is 206.53 million baht.</p> <p>15. As of 30 June 2023, the Company entered into loan agreements with multiple financial institutions in Thailand, obtaining a total credit of 2,355.90 million baht with an annual interest rate ranging</p>

Year	Event
	<p>from MLR -1.50 percent to MLR-2.50 percent. The Company utilized funds from its investment in an associated company and a portion of land with property as collateral for the loan.</p> <p>16. As of 30 June 2023, a subsidiary entered into loan agreements with multiple financial institutions in Thailand, obtaining a total credit of 3,253 million baht at an annual interest rate ranging from MLR-1.00 percent to MLR-1.50 percent and MLR+0.20 percent. The subsidiary utilized a combination of collateral, including land with property, a portion of its leasehold rights to land, and the property under a sublease agreement, to secure the loan.</p> <p>17. As of 30 June 2023, an indirect subsidiary in the United States entered into a loan agreement with a foreign financial institution for 7.7 million U.S. dollar at an annual interest rate of 4.75 percent. The subsidiary utilized land, property, and savings held in a bank as collateral for the loan. The loan payment is due on 22 March 2025.</p> <p>18. As of 30 June 2023, the Company entered into loan agreements with multiple unrelated individuals, obtaining a total credit of 80 million baht at an annual interest rate of 5.60 percent. The loan payment is due on 23 February 2024.</p> <p>19. During the 6-month period ending on 30 June 2023, the Company entered into a loan agreement with another company for 750 million baht at an annual interest rate of 12.5 percent. The loan payment was due on 31 July 2023. In this regard, Rx Wellness Company Limited, a subsidiary of the Company, used share certificates representing shares in an indirect subsidiary of the company as collateral for the loan payment and any liabilities the Company may have under the loan agreement. During the same period, the Company made a partial loan payment of 100 million baht.</p> <p>20. During the 6-month period ending on 30 June 2023, the group company invested in the building and property for rent in the amount of 1,367.91 million baht, the material details as follows:</p> <ul style="list-style-type: none"> - On 22 November 2021, and 7 December 2021, a subsidiary entered into multiple lease agreements with individuals for a lease term of 30 years, commencing on 1 January 2023, and expiring on 31 December 2052. The subsidiary leased the land with no existing properties for the purpose of constructing warehouses, factory, and office buildings for rent. In the year 2023, the subsidiary paid lease compensation totaling 114.23 million baht. Additionally, the subsidiary committed to paying the yearly rental fee as specified in the agreement, amounting to 224.14 million baht. During this period, the group company recorded right-of-use assets totaling 214.88 million baht. - At a board of directors' meeting of a subsidiary held on 9 March 2023, the board of directors resolved to approve the subsidiary to enter into a land lease agreement with an individual for a lease term of 30 years, commencing on 28 April 2023, and expiring on 27 April 2053. The subsidiary agreed to lease the land, which has no existing properties, for the purpose

Year	Event
	<p>of constructing warehouses, factory, and office buildings for rent, or to potentially transfer its leasehold right to a trust fund. The subsidiary also committed to paying the monthly rental fees as specified in the lease agreement throughout the lease term, totaling 667.30 million baht. During this period, the group company recorded right-of-use assets totaling 302.68 million baht.</p> <p>- In addition, the subsidiary entered into a purchase agreement for a building with another company for the operation of warehouse, factory, and office building for rent. The Company made a payment of 65 million baht for the asset in April 2023.</p> <p>21. At the Board of Directors' meeting held on 2 October 2023, the Board of Directors approved the Company to propose to Extraordinary General Meeting to consider investing in the ordinary shares through the exercise of rights to convert convertible securities within the specified timeframe in accordance with the terms and conditions of the rights of the warrants.</p> <p>22. At the Board of Directors' meeting held on 9 October 2023, the Board of Directors approved the Company to enter into a loan agreement with another party amounting to Baht 350 million with 12.5% interest rate per annum. The loan will be matured on 17 February 2024. RX Wellness Co., Ltd., a subsidiary, used the shares of an indirect subsidiary of the Company as the loan collateral to secure the debt repayment and any liabilities of all kinds that the Company is responsible for according to the loan agreement.</p>

2.2 Type 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:

(Unit: THB Million)

Revenue Structure	Operate by	Shareholding proportion (Percent)	2020		2021		2011		Q3-2023	
			Amount	%	Amount	%	Amount	%	Amount	%
Revenue from sale of real estate	MK, MC, MKL	100	2,530.40	73.42	2,481.14	74.70	1,790.54	69.88	1,452.00	56.70
Revenue from rental and rendering of services	MKL, PD	100	374.27	10.86	341.33	10.28	340.10	13.27	305.89	11.95
Revenue from management of real estate	PD, Yours	100	48.37	1.40	91.04	2.74	118.26	4.62	126.91	4.96

Revenue Structure	Operate by	Shareholding proportion (Percent)	2020		2021		2011		Q3-2023	
			Amount	%	Amount	%	Amount	%	Amount	%
Revenue from golf services	MK	100	100.84	2.93	-	-	-	-	-	-
Revenue from health and beauty	MKF, H&W, Rx	100	3.04	0.09	25.82	0.78	57.32	2.24	86.90	3.39
Other revenues			389.55	11.30	382.00	11.50	256.18	10.00	588.96	23.00
Total revenue			3,446.47	100.00	3,321.33	100.00	2,562.40	100.00	2,560.67	100.00

Source : Annual report of 2022 and The Company's financial Statement

2.2.2 Nature of business and operations

The Company is engaged in property development, which consists as follow.

1. Property development for sale, which is the Company's main business, the principal source of income from this business is sale of residential property.
2. Property development for rent and related services.

(1) Property Development for Sale



1.1 Product or service characteristics and business innovation development

The company's main product form is pre-built houses for sale in response of clients' needs of ready-to-move in. In 2016, the Company continued to improve its products in terms of functions and design, complemented by the concept of comprehensive well-being. For example, in terms of construction methods the traditional house construction for flexibility in modifying the design of the new generation of houses in each phase of sale to repond to the functional needs that consistent with behavior of consumers in the new normal era, connecting perfectly between living and working in work from home style for people groups of all ages, Ozone garden increases plants to reduce dust and purify the air, and pet zone, relaxation area with favourite pets, playgrounds that promote learning, known as education playgrounds. Wellbeingis taken into account. In addition, the Company uses eco-friendly and energy-efficient materials, green glass for light refraction, LED bulbs, and air flow innovation for keeping house temperatures down,and provides residents with peace of mind with its security system. It also takes into account the needs of surrounding communities. All in all, the Company strives to create good quality of life and a sense of relaxation, making the property suitable for long-term living and enhancing the brand's competitiveness as it remains committed to maintaining "value for money".

Current project for sale

"In June 2023, 8 residential property projects were launched. These consisted of single-detached house, duplex houses and townhouse projects under the "ChuanChuen"

Project name	Project location	Project area	Number of units/Utility space per unit	Project value (million baht)	Sale progress (as of Jun 30, 2023)
Detached house					
ChuanChuen Prime Village Bangna (Phase 1) 	Bangbo Subdistrict, Bangbo District, Samutprakarn	63-0-16.5 rai (Sale started in 2019)	293 units Usable space: 115 - 179 sq.m./unit	1,428.29	60.07%
Duplex houses					
ChuanChuen Park Pinklao- Kanchana 	Sala Klang Subdistrict, Bang Kruai District, Nonthaburi	37-3-17.94 rai (Sale started in 2020)	201 units Usable space: 143-150 sq.m./unit	950.22	54.73%
Townhomes					
ChuanChuen Town Ratchapruek-345 	Lum Pho Subdistrict, Bang Bua Thong District, Nonthaburi	27-1-95.6 rai (Sale started 2018)	289 units Usable space: 113-140 sq.m./unit	794.88	62.98%
ChuanChuen Town Rangsit-Khlong 1 	Rangsit-Nakhon Nayok Canal Road, Prachathipat Subdistrict, Thanyaburi District, Pathumthani	40-2-50 rai (Sale started 2018)	324 units Usable space: 140 sq.m./unit	1,053.13	100%
ChuanChuen Town Chaiyapruet- Chaengwattana 	Phimon Rat Subdistrict, Bang Bua Thong District, Nonthaburi	41-3-17.8 rai (Sale started 2019)	397 units Usable space: 113, 140 sq.m./unit	1,342.70	42.32%
ChuanChuen Town Bang Yai 	SoiPhra Non, Bang Mae Nang Subdistrict, Bang Yai District, Nonthaburi	37-2-46.9 rai (Sale started 2019)	335 units Usable space 140 sq.m./unit	949.57	62.09%

Project name	Project location	Project area	Number of units/Utility space per unit	Project value (million baht)	Sale progress (as of Jun 30, 2023)
ChuanCheun Town Village Bangna 	Bang Bo Subdistrict, Bang Bo Distrit, SamutPrakan	41-3-47.2 rai (Sale started 2019)	278 units Usable space:140 sq.m./unit	942.95	45.82%
ChuanChuen Town Rangsit - Khlong 3 	Khlong sam Subdistrict, Khlong Luang District, Pathum Thani	28-2-75.8 rai (Sale started 2020)	321 units Usable 92-120 sq.m./unit	764.47	30.22%

Due to impact of epidemic of COVID-19, resulting in unfavorable economic condition and intense competition in the low-rise housing segment, so the Company delayed the launch of new projects in this year but will focus on selling products in existing projects as much as possible.

In the pass, the Company and its subsidiaries do not have a clear policy of research and development on innovation in process, product, and service. However, to be enhance the competitiveness, the Company's team has been keeping an eye on the trend changing in consumer behavior in houses buying selection. The Company and it subdiaries continuously modify the design and layout of the projects to meet customers' needs, such as, inserting the nature into every dimension through the botanical style design, the design that allows natural wind, emphasize common area with shady trees, New house design, "Modern Minimal", targeting young first-time home buyers. The Company and its subdiaries still have a policy to seek new innovations to apply with business operation in long-term.

(2) Property development for rent and services

The Company is engaged in property development for rent and related services, in order to generate rent and service fees as long-term, recurring income. At present, this income comes from a number of sources, such as warehouses and manufacturing factories for rent and office space for rent. Details are as follows:

2.1 Warehouses and factory buildings for rent

Product or service characteristics and business innovation development

Warehouses and factory buildings for rent business is operated by Prospect Development Co.,Ltd., under the project known as "Bangkok Free Trade Zone", located on Mueang Mai Bang Phli Road, Bang Sao Thong District, SamutPrakan Province. The project is 224.15 rais in size, which is divided into (1) public utility area within the project, which is approximately 59.91 rais in size, and (2) area for the development of property for commercial purposes, i.e. factory buildings and warehouses for rent, which is aproximately 164.24 rais in size. The latter area is also divided in two following categories:

- General Zone, approximately 49.65 rais
- Free Zone, 174.50 rais

Details of the warehouses and factory buildings for rent business is as follows:

Area of operations

It is located in Bangkok Free Trade Zone, Mueng Mai Bang Phli Road, Bang Sao Thong District, SamutPrakan Province. Prospect obtained the right to sublease this area for rent from Chainan-Bang Phli Parkland Company Limited in land sublease agreements and sublease agreements for land and buildings thereon (warehouses). The term of these agreements is matured in 2040 and in 2041 respectively.

Please note that Prospect obtained the sublease rights on this area for rent from Chainan- Bang Phli Parkland Company Limited. The ownership right in this land lies with Priest Hospital Foundation, Pak Nam Temple, and MongkolNimit Temple.

Details of areas for rent

1. Prefabricated factories and warehouses for rent in the Free zone
2. Prefabricated factories and warehouses for rent in the General zone
3. Built to suit warehouses and factory buildings

Project size

The project consists of warehouses together with office space and factory buildings equipped with public utilities. The area for rent where construction has completed is 163,306 square meters in size, with details are follows:

1. Free Trade Zone
 - Warehouse buildings 59,415 square meters
 - Factory building 60,196 square meters
 2. General Zone
 - Warehouse buildings 19,068 square meters
 - Factory buildings 24,627 square meters
- | | |
|-------|-----------------------|
| Total | 163,306 square meters |
|-------|-----------------------|

Moreover, Prospect Development Company Limited has planned to develop these following projects:

1. Bangkok Free Trade Zone 1.1 Project, under development of Freezone Asset Company Limited, subsidiary of Prospect Development Company Limited, located within Bangkok Free Trade Zone 1 Project which is located on Muang Mai road, Bang Phli, Bang Sao Thong subdistrict, Bang Sao Thong district, Samut Prakan province on land area of approximately 13 rai, building area of construction has completed is 21,726 square meters

2. Bangkok Free Trade Zone 2 Project, under development of Prospect Development Company Limited, located on Theparak road, Bang Sao Thong subdistrict, Bang Sao Thong district, Samut Prakan province, on land area of approximately 42 rai, building area of construction has completed is 20,996 square meters and has an area under construction of approximately 12,500 square meters.
3. Bangkok Free Trade Zone 3 Project, developed by Prospect Development Company Limited, located on Liap Khlong Suan Suvarnbhumi road, Bang Pla subdistrict, Bang Phli district, Samut Prakan province, on land area of approximately 130 rai, building area of construction has completed is 49,133 square meters and has an area under construction of approximately 63,000 square meters.
4. Bangkok Free Trade Zone 4 Project, under development of BFTZ Bangpakong Company Limited, joint venture company between Prospect Development Company Limited and Sansiri Public Company Limited, located on Sukhumvit Sai Kao road, Tha Kham subdistrict, Bang Pakong district, Chachoengsao province, on land area of about 350 rai, building area of about 200,000 square, which is under project developing process
5. Bangkok Free Trade Zone 5 Project, under development of BFTZ Wangnoi Company Limited, joint venture company between Prospect Development Company Limited and FNS Holdings Public Company Limited, located on Phaholyothin road, Lam Sai subdistrict, Wang Noi district, Phra Nakhon Si Ayutthaya province, on land area of approximately 145 rai, building area of construction has completed is 21,010 square meters and has an area under construction of approximately 88,401 square meters.

2.2 Wellness business

Product or service characteristics and business innovation development

The health and beauty business is a another business of the Company's group as the Company sees an opportunity for the expansion of medical and wellness tourism in Thailand, according to the Medical Wellness Institute's study, it ranks Thailand as 13th in the world in health tourism, together with the government's policy to develop Thailand as an international medical hub. The Company collaborated with Bumrungrad Hospital to develop the first integrated health and holistic medicine center in Asia under "RAKxa" project.

The main target customers of the project are expatriates and Thais who wish to have superior experience designed specifically for health and beauty care. Holistic health care package selling are available in variety of different health goals. There is period of service from 1 days to 14 days, covering various services as follows:

- Analyze health with modern medicine technology to match the genetics, hormones, and lifestyle of particular person.
- Provide a merge service in many fields, such as traditional Chinese medicine, Thai traditional medicine, water bath, steam bath, etc.

- Provide a medical fitness center with physical therapists and sport scientists providing advice on solving individual problems.
- Provide health food services by chefs and nutritionists to prepare food for the patient, including providing customers with food that is known to the source as Farm-to-Table, non-toxic, and good for health.
- Provide accommodation while receiving health care services which is designed to make users feel relaxed and have privacy in the midst of atmosphere surrounded by nature. The position and distance of various furniture placement is designed by team of doctors and physical therapists, not to hinder the elderly and those who need a wheelchair.

2.3 Office building for rent

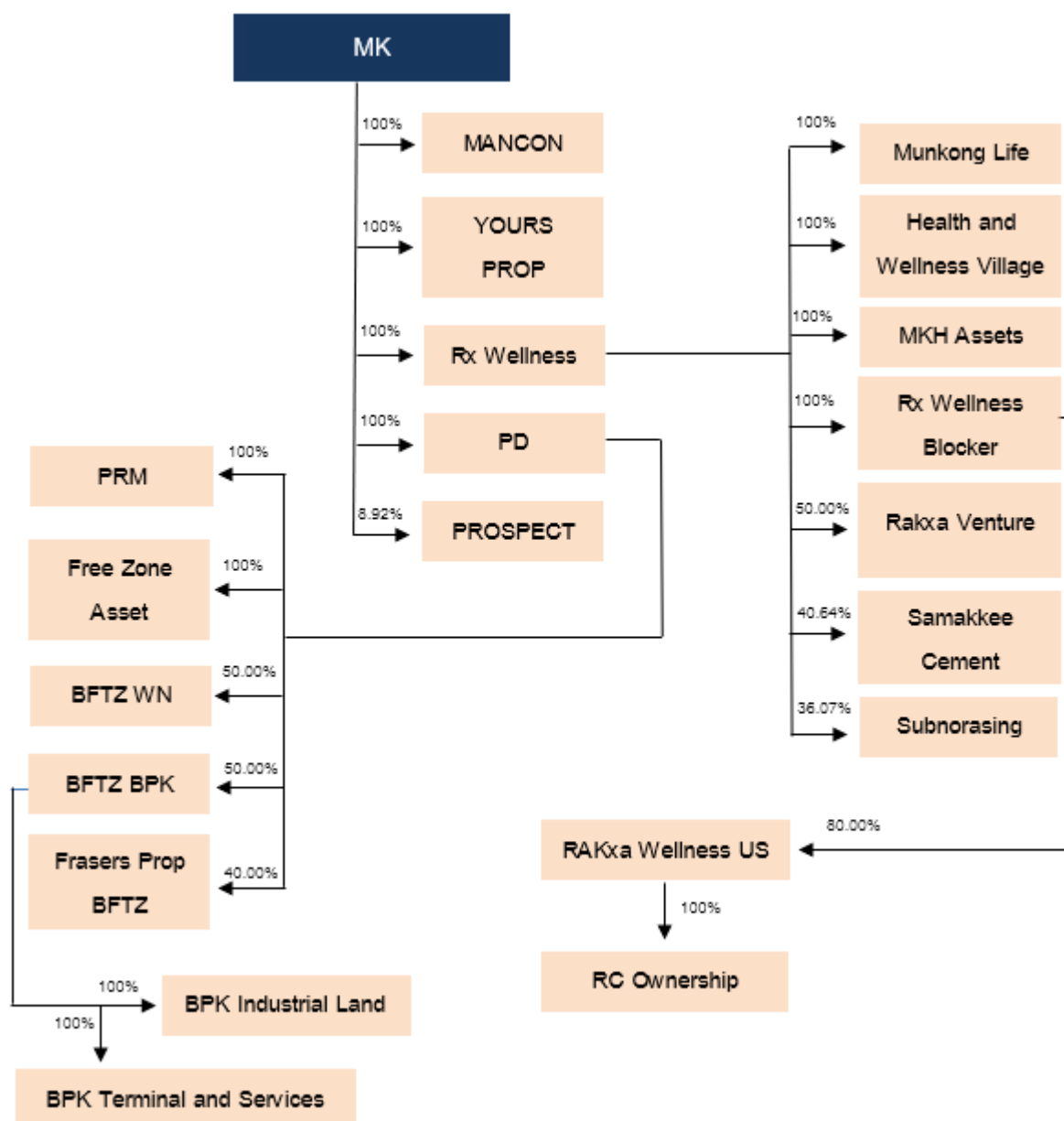
The Company provides space rental services at 345 Surawong building, a 7-storey office building on Surawong Road and Charoenkrung Road for non-used area for the Company, including parking service since moving into this building on 20 September 2019.

2.4 Property management business

The Company earns income from real estate management from Prospect Development Company Limited and Yours Property Management Company Limited to provide building management service.

<h2>3. Shareholder Structure</h2>

The Company operates business in real estate development, housing type, which focusing on horizontal residential projects, real estate developments for rent, and related services. As of 27 September 2023, the Company has a shareholding structure in various companies as follows:



Source: Annual report and the Company information

Subsidiary companies consist of the following:

1. Mancon Co.,Ltd., engaged in construction contracts and property development for small projects.
2. Yours Property Management Co., Ltd., engaged in providing building and property management services.
3. Rx Wellness Co., Ltd. (formerly S7 1 Holding Co.,Ltd.) engaged in property development, health and wellness.
4. Prospect Development Co.,Ltd., engaged in development of factory buildings and warehouses and storage for rent.

Indirect subsidiary companies consist of the following:

1. Prospect Reit Management Co.,Ltd., engaged in reit manager for property investment (a subsidiary company of Prospect Development Co.,Ltd.)
2. Free Zone Asset Co.,Ltd., engaged in real estate for rent and services(a subsidiary company of Prospect Development Co.,Ltd.)
3. Munkong Life Co.,Ltd., engaged in property development and rehabilitation for rent. (a subsidiary company of Rx Wellness Co., Ltd.)
4. MKH Assets Co.,Ltd., engaged in property development , health and wellness and hotel. (a subsidiary company of Rx Wellness Co., Ltd.)
5. Health and Wellness Village Co., Ltd.,engaged in medical,health and wellness. (a subsidiary company of Rx Wellness Co., Ltd.)

Indirect subsidiary companies in USA consist of the following:

1. Rx Wellness Blocker US, Inc.,engaged in investment in wellness business and / or operation in wellness business. (a subsidiary company of Rx Wellness Co., Ltd.)
2. RAKxa Wellness US, LLC , engaged in investment in operating resort and wellness business (a subsidiary company of Rx Wellness Blocker US, Inc.,share holding by Rx Wellness Blocker US, Inc. for 80% and ER Wellness, LLC for 20%)
3. RC Ownership, LLC, engaged in operating resort and wellness business (a subsidiary company of RAKxa Wellness US, LLC)

Associated company consist of the following:

1. Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (Trust), the Trust is classified as associated company of the Company as Prospect Reit Management Company Limited (indirect subsidiary) has been appointed as REIT manager. (share holding by FNS Holdings Public Company Limited (formerly Finansa Public Company Limited) for 22.99% , M.K. Real Estate Public Company Limited for 8.92%, and other shareholders for 68.09%)

Indirect Associated companies consist of the following:

1. Samukkee Cement Co.,Ltd., engaged in the manufacture of cement and ready-mixed concrete (an associated company of Rx Wellness Co., Ltd.) (shares holding by Rx Wellness Company Limited for 40.64% , Tangmatitham family for 20.96%, and other shareholders for 38.40%)
2. Subnorasing Co.,Ltd., engaged in the production of manufactured sand (an associated company of Rx Wellness Co., Ltd.) (shares holding by Rx Wellness Company Limited for 36.07% , Mr.Chuan Tangmatitham for 13.90% , Mr.Chimchai Setapram for 13.90%, and Mr.Vicharn Wattanacheeranon for 13.90%)

The Company's joint ventures consist of the following:

1. Frasers Property BFTZ Co.,Ltd., engaged in provision of warehouses for rent with the investment from Prospect Development Co.,Ltd. (shares holding by Prospect Development Company Limited for 40.00% and Fraser Property Industrial (Thailand) Company Limited for 60.00%)
2. BFTZ Wangnoi Co.,Ltd., engaged in developing factory building and warehouse for rent with the investment from Prospect Development Co.,Ltd. (shares holding by Prospect Development Company Limited for 50.00% and FNS Holdings Public Company Limited (formerly Finansia Public Company Limited) for 50.00%)
3. BFTZ Bangpakong Co.,Ltd., engaged in developing warehouse and factory for rent including infrastructure, facilities and other related business with the investment from Prospect Development Co.,Ltd. (shares holding by Prospect Development Company Limited for 50.00% and Sansiri Public Company Limited for 50.00%)
4. Rakxa Venture Co.,Ltd., (formerly Health and Wellness Ventures Co.,Ltd.) engaged in health care and wellness center clinic and rehabilitation center with the investment from Rx Wellness Co., Ltd. (shares holding by Rx Wellness Co., Ltd. for 50.00% and Vitallife Allianz Co.,Ltd. (Subsidiary of Bumrungrad Hospital Public Company Limited) for 50.00%)

Subsidiary of Joint Venture Company consist of the following:

1. Bangpakong Industrial Land Co.,Ltd., engaged in developing Land for sale (a subsidiary company of BFTZ Bangpakong Co.,Ltd.)
2. Bangpakong Terminal and Services Co.,Ltd., engaged in developing facilities and utilities system (a subsidiary company of BFTZ Bangpakong Co.,Ltd.)

4. Board of Director

As of 12 September 2023, the board of directors of the Company consists of 7 persons, including:

No.	Name	Position
1	Mr. Suthep Wongvorazathe	Chairman and Chairman of the Executive Committee
2	Mr. Vorasit Pokachaiyapat	Chief Executive Officer
3	Miss Rachanee Mahatdetkul	Director and Executive Director acting Corporate Finance and Industrial Property Division
4	Mrs.Siripan Leewanun	Director and Executive Director, Senior Executive Vice President of Operations Management Accounting & Finance Division
5	Mr. Att Tongyai Asavanund	Independent Director and Chairman of Audit Committee
6	Mr. Chaiyapont Timsootheepant	Independent Director and Audit Committee
7	Mr.Theraphan Jittalarn	Independent Director and Audit Committee

Source: SET and Company affidavit

The directors who could sign to bind the Company to be as Company affidavit date on 6 June 2023 is “ Mr. Suthep Wongvorazathe, Mr. Vorasit Pokachaiyapat , Miss Rachanee Mahatdetkul and Mrs.Siripan Leewanun any two of these four directors can sign jointly and affixing the Company seal, except for in cases of the applications for installation of meters of pipe water, electricity and telephone, the applications for assignment and accepting assignment of rights to use electricity, pipe water and telephone, the applications for assignment, accepting assignment and refund of deposit guarantee for using of electricity, pipe water and telephone, or the application for construction permit, or the application for house registration number and the applications for licenses of road and drain connection, Mr. Suthep Wongvorazathe or Mr. Vorasit Pokachaiyapat or Miss Rachanee Mahatdetkul or or Mrs.Siripan Leewanun can sign singly and affixing the Company seal

5. Shareholder

List of shareholders of M.K. Real Estate Development Public Company Limited as of 17 October 2023 are as follows:

Shareholder name	No. of Shares (Shares)	Portion (%)
1. FNS Holding Public Company Limited	540,145,362	49.50%
2. CPD Holding Company Limited	60,492,171	5.54%
3. WISDOM LEADER VENTURES LIMITED	52,171,368	4.78%
4. Miss Ravipan Jaruthavee	44,950,960	4.12%
5. Dr. AURCHAT KANJANAPITAK	29,664,140	2.72%
6. BCH Holding Company Limited	26,829,270	2.46%
7. MISS PIYASRI TANTIWATNA	24,381,820	2.23%
8. MISS CHUTIMA TANGMATITHAM	17,331,015	1.59%
9. Mrs. UNCHAN TANGMATITHAM	15,960,446	1.46
10. MR. YUE KWOK-LEUNG	14,249,510	1.31
Sum Top 10 Shareholders	826,176,062	75.71%
10. Other shareholders	265,029,004	24.29%
Total	1,091,205,066	100.00%

Source: SET

6. Dividend Payment Policy

Per its policy, the Company pays dividend to shareholders at the rate of at least 30 percent. The Company's subsidiaries will pay dividend based on the resolution of their respective Board of Directors.

7. Summary of Financial Positions and Operating Performance

For the year ended 31 December 2020, 2021,2022 and as of 30 September 2023, the consolidated financial results of the Company and its subsidiaries as follows.

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets								
Cash and cash equivalents	164.02	0.91	172.19	0.90	415.67	2.09	104.45	0.55
Other current financial assets	191.06	1.06	318.01	1.67	-	-	406.00	2.16
Trade and other current receivables	78.39	0.44	88.88	0.47	1,018.56	5.13	698.27	3.71
Current portion of lease receivables	-	-	-	-	-	-	0.24	0.00
Short-term loans to related parties	-	-	570.00	2.99	808.50	4.07	939.50	4.99
Short-term loans to other parties	105.00	0.58	110.00	0.58	81.20	0.41	60.00	0.32
Real estate development for sale	5,665.62	31.50	4,132.80	21.71	3,224.11	16.23	2,004.96	10.64
Inventories	3.50	0.02	4.69	0.02	5.88	0.03	9.74	0.05
Other current assets	113.57	0.63	148.86	0.78	250.03	1.26	305.24	1.62
Total current assets	6,321.17	35.15	5,545.43	29.12	5,803.95	29.22	4,528.40	24.04
Non-current assets								-
Deposits pledged as collateral	4.65	0.03	21.50	0.11	63.81	0.32	98.35	0.52
Lease receivables	-	-	-	-	-	-	53.25	0.28
Investments in associates	218.46	1.21	204.15	1.07	193.10	0.97	250.96	1.33
Investments in subsidiaries	-	-	-	-	-	-	-	-
Investments in joint ventures	326.48	1.82	605.54	3.18	590.91	2.97	577.60	3.07
Other non-current financial assets	10.13	0.06	10.13	0.05	8.49	0.04	8.49	0.05
Land held for development	477.05	2.65	467.84	2.46	467.84	2.36	461.20	2.45
Investment properties	5,403.93	30.05	5,193.96	27.28	6,441.47	32.43	6,295.80	33.42
Property, plant and equipment	4,994.17	27.77	5,785.38	30.38	5,746.69	28.93	6,098.34	32.37
Intangible assets	18.12	0.10	21.07	0.11	33.29	0.17	45.92	0.24
Deferred tax assets	75.63	0.42	160.97	0.85	189.76	0.96	197.15	1.05
Deposits	-	-	120.00	0.63	30.00	0.15	30.00	0.16
Other non-current receivables	-	-	781.50	4.10	30.00	0.15	-	-
Goodwill	-	-	-	-	-	-	59.92	0.32
Other non-current assets	135.45	0.75	123.05	0.65	265.29	1.34	133.03	0.71
Total non-current assets	11,664.08	64.85	13,495.10	70.88	14,060.66	70.78	14,310.02	75.96
Total assets	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.42	100.00
Liabilities and equity								
Current liabilities								
Short-term borrowings from financial institutions	873.20	4.86	1,142.14	6.00	694.69	3.50	74.80	0.40
Trade and other current payables	427.06	2.37	449.73	2.36	296.28	1.49	614.88	3.26

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Current portion of long-term borrowings from financial institutions	290.34	1.61	284.36	1.49	396.21	1.99	347.77	1.85
Current portion of long-term borrowings from other parties	-	-	-	-	-	-	80.00	0.42
Current portion of payables for purchase of land	-	-	647.00	3.40	-	-	-	-
Short-term debentures	647.63	3.60	1,701.99	8.94	1,206.00	6.07	226.60	1.20
Current portion of long-term debentures	1,720.31	9.57	1,435.82	7.54	2,812.12	14.16	2,697.49	14.32
Short-term loans from related parties	-	-	-	-	116.99	0.59	90.00	0.48
Short-term loans from other parties	667.78	3.71	227.47	1.19	-	-	-	-
Current portion of lease liabilities	3.00	0.02	23.02	0.12	17.13	0.09	14.72	0.08
Current income tax payable	18.65	0.10	-	-	0.72	0.00	32.90	0.17
Customers' deposits	19.24	0.11	29.11	0.15	42.23	0.21	47.75	0.25
Payables from a transfer of right agreement to receive cash inflow	-	-	-	-	-	-	968.29	5.14
Current portion of provisions for guarantee of lease agreement	-	-	-	-	-	-	8.83	0.05
Other current liabilities	363.05	2.02	351.85	1.85	376.88	1.90	383.94	2.04
Total current liabilities	5,030.25	27.97	6,292.48	33.05	5,959.25	30.00	5,587.97	29.66
Non-current liabilities								
Payables for purchase of land	647.00	3.60	-	-	-	-	-	-
Non-current payables	-	-	-	-	-	-	61.08	0.32
Long-term borrowings from financial institutions	1,680.98	9.35	1,916.69	10.07	2,725.19	13.72	1,961.61	10.41
Long-term borrowings from other parties	-	-	-	-	80.00	0.40	-	-
Long-term debentures	3,435.23	19.10	3,437.42	18.05	3,593.50	18.09	3,724.57	19.77
Lease liabilities	301.53	1.68	677.33	3.56	686.61	3.46	1,084.11	5.75
Deferred tax liabilities	-	-	-	-	5.38	0.03	-	-
Non-current provisions for employee benefits	92.50	0.51	67.49	0.35	62.31	0.31	68.28	0.36
Provisions for guarantee of lease agreement	-	-	-	-	-	-	3.84	0.02
Other non-current liabilities	156.78	0.87	180.67	0.95	289.53	1.46	306.41	1.63
Total non-current liabilities	6,314.02	35.11	6,279.60	32.98	7,442.53	37.47	7,209.90	38.27
Total liabilities	11,344.27	63.08	12,572.09	66.03	13,401.78	67.47	12,797.86	67.93

Financial Position (Million Baht)	2020		2021		2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Equity								-
Share capital:								-
Authorised share capital	1,117.21	6.21	1,117.21	5.87	1,117.21	5.62	1,117.21	5.93
Issued and paid-up share capital	1,091.21	6.07	1,091.21	5.73	1,091.21	5.49	1,091.21	5.79
Share premium on ordinary shares	1,484.16	8.25	1,484.16	7.79	1,484.16	7.47	1,484.16	7.88
Warrants	3.28	0.02	4.29	0.02	4.79	0.02	4.94	0.03
Retained earnings								-
Legal reserve	111.72	0.62	111.72	0.59	111.72	0.56	111.72	0.59
Unappropriated	3,976.22	22.11	3,802.67	19.97	3,736.78	18.81	3,301.03	17.52
Other components of equity	(25.61)	-0.14	(25.61)	-0.13	2.71	0.01	10.16	0.05
Equity attributable to owners of the parent	6,640.98	36.92	6,468.44	33.97	6,431.37	32.38	6,003.23	31.87
Non-controlling interests	-	-	-	-	31.45	0.16	37.34	0.20
Total equity	6,640.98	36.92	6,468.44	33.97	6,462.82	32.53	6,040.56	32.07
Total liabilities and equity	17,985.25	100.00	19,040.52	100.00	19,864.60	100.00	18,838.43	100.00

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

For the year ended 31 December 2020, 2021, 2022 and as of 30 September 2023, the consolidated Statement of comprehensive income of the Company and its subsidiaries as follows.

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Revenues										
Revenue from sale of real estate	2,530.40	73.42	2,481.14	74.70	1,790.54	69.88	1,534.31	73.01	1,452.00	56.70
Revenue from rental and rendering of services	374.27	10.86	341.33	10.28	340.11	13.27	247.80	11.79	305.89	11.95
Revenue from golf services and sport club	100.84	2.93	-	-	-	-	-	-	-	-
Revenue from management of real estate	48.37	1.40	91.04	2.74	118.26	4.62	83.47	3.97	126.91	4.96
Revenue from health and wellness	3.04	0.09	25.82	0.78	57.32	2.24	40.28	1.92	86.90	3.39
Gain on disposal of investment and investment income	10.73	0.31	297.33	8.95	70.84	2.76	51.30	2.44	251.51	9.82
Gain on sale of investment property	263.29	7.64	-	-	-	-	-	-	251.63	9.83
Other income	115.52	3.35	84.68	2.55	185.34	7.23	144.23	6.86	85.82	3.35
Total revenues	3,446.47	100.00	3,321.34	100.00	2,562.41	100.00	2,101.38	100.00	2,560.67	100.00

Operating Results	2020		2021		2022		30 September 2022		30 September 2023	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Expenses										
Cost of sale of real estate	1,904.88	55.27	2,035.49	61.29	1,122.28	43.80	928.99	44.21	993.96	38.82
Cost of rental and rendering of services	181.49	5.27	167.57	5.05	145.73	5.69	107.63	5.12	158.84	6.20
Cost of golf services and sport club	63.54	1.84	-	-	-	-	-	-	-	-
Cost of management of real estate	21.81	0.63	35.03	1.05	26.95	1.05	20.25	0.96	31.28	1.22
Cost of health and wellness	8.96	0.26	132.99	4.00	152.47	5.95	109.77	5.22	218.67	8.54
Distribution costs	242.39	7.03	232.52	7.00	163.41	6.38	123.16	5.86	128.69	5.03
Total Cost of sale and service	2,423.08	70.31	2,603.60	78.39	1,610.84	62.86	1,289.79	61.38	1,531.44	59.81
Gross Profit	1,023.40	29.69	717.74	21.61	951.57	37.14	811.59	38.62	1,029.23	40.19
Administrative expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	600.93	23.47
Other expenses							-	-	1.06	0.04
Other losses							-	-	119.00	4.65
Total expenses	660.99	19.18	577.08	17.37	849.34	33.15	557.89	26.55	720.98	28.16
Finance costs	378.56	10.98	477.46	14.38	598.85	23.37	429.92	20.46	581.09	22.69
Share of profit of joint ventures and associates accounted for using equity method	6.31	0.18	61.00	1.84	4.80	0.19	3.08	0.15	8.67	0.34
Profit (loss) before income tax expense	(9.84)	-0.29	(275.80)	-8.30	(491.82)	-19.19	(173.13)	(8.24)	(264.17)	(10.32)
Tax income (expense)	6.42	0.19	87.79	2.64	(20.72)	-0.81	18.39	0.88	(57.72)	(2.25)
Profit (loss) for the period from continuing operations	(3.42)	-0.10	(188.01)	-5.66	(512.54)	-20.00	(154.75)	(7.36)	(321.89)	(12.57)
Discontinued operation										
Profit for the period from discontinued operation, net of tax	-	-	2.70	0.08	469.91	18.34	23.02	1.10	-	-
Profit (loss) for the period	(3.42)	-0.10	(185.31)	-5.58	(42.63)	-1.66	(131.73)	(6.27)	(321.89)	(12.57)

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

For the year 2020, 2021, 2022 and as of 30 September 2023, the Statement of cashflow of the Company and its subsidiaries as follows.

Items	2020	2021	2022	30 September 2023
Net cash from (used in) operating activities	491.70	1,419.11	572.14	1,373.44
Net cash from (used in) investing activities	(195.80)	(2,118.30)	(1,215.84)	560.21
Net cash from (used in) financing activities	(239.30)	707.35	878.56	(2,244.49)
Net increase in cash and cash equivalents, before effect of exchange rate changes	56.60	8.17	234.86	310.84
Effect of exchange rate changes on cash and cash equivalents	-	-	8.62	(0.38)
Net increase in cash and cash equivalents	56.60	8.17	243.49	(311.22)
Cash and cash equivalents at beginning of period	107.42	164.02	172.19	415.67
Cash and cash equivalents at ending of period	164.02	172.19	415.67	104.45

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

Operating Performance and Financial Position Analysis for the year ended of 31 December 2022

The results of operations are summarized as follows:

For the Company's operating results for the year ended 31 December 2022, the Company and its subsidiaries reported a net operating loss of 35.83 million baht in details as follows:

Residential real estate development

For the year ended 31 December 2022, sales and service income amounted to 2,306.23 million baht, decreased by 633.11 million baht or a 21.54 percent decline. This income was derived from the primary business operations of the company and its subsidiaries, as detailed below:

1. Residential real estate development

In 2022, the company generated revenue of 1,790.54 million baht from real estate sales, which represents a decrease of 690.60 million baht or a 27.83 percent decline compared to the previous year. This decline occurred as the country began to control the Covid-19 virus outbreak, transitioning it into a localized disease. The economic situation gradually started recovering from the previous year. However, most of the company's products fall into the townhouse category with prices ranging from 2 to 3 million baht. This market segment is considered fragile and faces high levels of household debt. Consequently, it may take some time for potential buyers to reduce their existing debt before committing to long-term residential real estate purchases. As a result, the company decided to postpone investments in new projects. Additionally, the company continues to prioritize careful inventory management to ensure maximum efficiency in liquidity management. Although there will be no new projects opening this year, the company continues to develop house styles in existing projects to modernize them, meet the needs of customers, and compete effectively in terms of value for money. However, in 2023, the government is still implementing measures to support the real estate sector, including reducing the ownership transfer fee from 2 percent to 1 percent and the mortgage fee from 1 percent to 0.01 percent for the purchase of housing priced at not

more than 3 million baht. In addition, there is a forecast that income from the service sector related to foreign tourists will significantly increase in 2023, which will help stimulate the economy continuously. Furthermore, it is expected that the policy of the interest rate will not increase significantly, which will help financially vulnerable customers recover their income and increase their confidence in making housing purchases.

Operating Performance and Financial Position Analysis for the year ended of 30 June 2023

The results of operations are summarized as follows:

Regarding the operating results for the 6-month period ended on 30 June 2023, a net profit of 22.61 million baht. The breakdown is as follows:

Sales and service income

Sales and service income for the second quarter and the 6-month period in 2023 totaled 848.84 million baht, increased by 401.03 million baht, or 89.55 percent, and 1,270.46 million baht, increased by 378.98 million baht, or 42.51 percent, compared to the same period in the previous year, respectively. This income primarily stemmed from the core businesses operated by the Company and its subsidiaries and can be further detailed as follows:

1. Residential real estate business

During the second quarter of this year, the Company generated income from the sale of residential real estate, amounting to 211.10 million baht, as well as income from the sale of land without short-term development plans, totaling 473.65 million baht. This brought the total income from real estate sales to 684.75 million baht, marking an increase of 361.78 million baht, or 112.01 percent, compared to the same period last year when it was 322.97 million baht. The gross profit reached 403.71 million baht (a gross profit margin of 58.96 percent), showing an increase of 311.95 million baht compared to the previous year when the gross profit was 91.76 million baht, (a gross profit margin of 28.41 percent). The higher gross profit margin is attributed to the sale of low-cost land.

Most of the residential real estate sold by the Company consists of townhouses in the price range of 2 million baht to 3.5 million baht. The target customers in this range often carry relatively high household debt, compounded by rising interest rates on loans. This has resulted in reduced borrowing capacity for customers, requiring them to reduce various debts before obtaining a loan. In response to this situation, the Company has implemented strategies to stimulate sales, catering to customers prepared for home loan applications, focusing on offering value for money. Furthermore, the Company remains committed to meticulous inventory management, particularly in challenging economic and market conditions, and places significant emphasis on maintaining business liquidity.

For the first 6 months of this year, the Company achieved income from real estate sales totaling 935.08 million baht (this income is comprised of 397.51 million baht from residential real estate sales and 537.57 million baht from land sales), with a gross profit of 483.78 million baht (a gross profit margin of 51.74 percent). This represents an increase of 299.95 million baht compared to the gross profit of 183.83 million baht (a gross profit margin of 28.08 percent) generated in the first 6 months of 2022.

2. Industrial real estate development business

The group company's revenue from industrial real estate development business this year amounted to 458.37 million baht, reflecting an increase of 25.99 million baht or a 6.01 percent increase. This revenue is divided into revenue from rental and service businesses, which amounted to 340.11 million baht, showing a slight decrease compared to the previous year's 341.33 million baht. This decline was due to tenants postponing their leases at the beginning of the year due to the impact of Covid-19. However, towards the end of the year, tenants gradually started reserving and entering into rental contracts. By the end of 2022, the Company had a total rental area of 253,855 square meters. Additionally, the group earned revenue from real estate management, reaching 118.26 million baht for the year, marking a 30 percent increase from the previous year's revenue of 91.04 million baht. Overall, the industrial real estate development business achieved a gross profit of 285.69 million baht (a gross profit margin of 62.33 percent). This reflects an increase of 55.92 million baht from the previous year's gross profit of 229.77 million baht (gross profit margin of 53.14 percent).

3. Holistic Health and Wellness

The group company's comprehensive health business generated revenue of 57.32 million baht this year, marking an increase of 31.50 million baht or a growth of 121.98 percent compared to the previous year. This indicates a progressive trend in service utilization within the Company's comprehensive health business, which can significantly offset fixed costs. However, despite the economic conditions beginning to recover, there are still risks from various negative factors, both domestically and internationally, affecting the cost of living and resulting in reduced spending. Consequently, sales are still below the target. Meanwhile, the Company has to recognize costs and fixed expenses, including depreciation of premises and equipment, as well as personnel costs required to provide services. Consequently, there is still a gross loss of 95.15 million baht (166 percent). Nevertheless, this loss has decreased by 12.02 million baht compared to the previous year. Additionally, the Company is in the process of preparing to launch its comprehensive health business services in Sam Phran District, Nakhon Pathom Province. It is expected to commence services in the first quarter of 2023.

In addition, the group company also earned a profit from the sale of investments and income from investments amounting to 70.84 million baht, which decreased compared to the previous year by 226.49 million

baht, marking a decrease of 76.17 percent. This decrease was primarily due to the previous year when the Company realized a profit from the sale of shares of Munkong Living Company Limited in the amount of 272.1 million baht and sold land that did not have a short-term development plan, along with some assets. As for other income, it amounted to 185.34 million baht, representing an increase of 100.66 million baht from the previous year, or a growth of 118.88 percent, mainly due to income generated from construction and repair building contracts from tenants.

Costs and expenses and gross profit

For the year ended 31 December 2022, the Company incurred sales and service costs of 1,610.84 million baht, decreased by 992.76 million baht or 38.13 percent compared to the same period in the previous year. Meanwhile, the gross profit margin increased to 37.14 percent, up from the same period in the previous year of 21.61 percent due to the following reason:

- 1) The cost of sales and services decreased by 992.76 million baht or 38.13 percent compared to the same period in the previous year as a result of:
 - The cost of real estate sales decreased by 913.20 million baht or 44.86 percent compared to the same period in the previous year.
 - The cost of rental and services decreased by 21.85 million baht or 13.04 percent compared to the same period in the previous year.
 - The cost of golf course and sports club operations was not incurred during the year-end period of 2022 because the Company sold this part of its business to an unrelated entity in December 2022.
 - The real estate management costs decreased by 8.08 million baht or 23.06 percent compared to the same period in the previous year.
 - The cost of health services increased by 19.48 million baht or 14.65 percent compared to the same period in the previous year.
 - The distribution costs decreased by 69.11 million baht or 29.72 percent compared to the same period in the previous year.
- 2) Gross profit increased by 233.83 million baht, equivalent to a 32.58 percent rise, resulting in a gross profit margin of 37.14 percent.

The Company effectively managed costs and increased gross profit, resulting in an improved operating performance in 2022 where the group company's loss reduced compared to the previous year. Although the economic situation has not yet fully recovered, and the group company's revenue from certain businesses remains below its target, it's evident that the implementation of an income restructuring plan by the group company, which has been in place for some time, has helped mitigate the significant impact of various negative factors that occurred throughout the year.

Other income

For the year ended 31 December 2022, the Company generated other income related to its main business operations in the amount of 256.18 million baht decreased by 125.82 million baht or 32.94 percent compared to the same period in the previous year. This decrease was primarily due to:

- A decrease in profit from investment sales and investment income by 226.49 million baht.
- An increase in other income by 100.66 million baht.

Administrative expenses

For the year ended 31 December 2022, the Company incurred administrative expenses amounting to 849.34 million baht, increased by 272.26 million baht or 47.18 percent compared to the same period in the previous year. This increase is attributed to the Company utilizing investment funds to establish new businesses as part of its previous revenue restructuring plan.

Financial costs

For the year ended 31 December 2022, the Company reported financial costs of 598.85 million baht, increased by 121.38 million baht or 25.42 percent compared to the same period in the previous year. This increase is also a result of the Company using investment funds to establish new businesses as part of its previous revenue restructuring plan.

Financial Status

As of 31 December 2022, the Company's financial statement displays total assets of 19,864.60 million baht, total liabilities of 13,401.78 million baht, and shareholders' equity of parent company 6,431.37 million baht, which equates to a book value of shares at 5.89 baht per share. In comparison, at the end of 2021, the Company had total assets amounting to 19,040.52 million baht, total liabilities of 12,572.09 million baht, and shareholders' equity of 6,468.44 million baht, with a book value of shares at 5.93 baht per share. These changes in the Company's financial position reveal the following significant details:

- 1) As of 31 December 2022, the Company's total assets amounted to 19,864.60 million baht, increased by 824.08 million baht or 4.33 percent compared to the end of 2021. This increase was primarily attributed to the following factors:
 - Trade receivables and other current receivables totaled 1,018.56 million baht, increased by 929.68 million baht or 1,045.99 percent compared to the end of 2021. Due to reclassify transactions of non-current trade receivables to current portion of other current receivables.
 - Short-term loans to related businesses amounted to 808.50 million baht, increased by 238.50 million baht or 41.84 percent compared to the end of 2021. Due to loan to associate companies.

- Real estate developed for sale had a total value of 3,224.11 million baht, decreased by 908.68 million baht or 21.99 percent compared to the end of 2021. From the sale of residential houses in various projects And there is also a delay in opening new projects.
 - Inventories, valued at 5.88 million baht, increased by 1.19 million baht or 25.32 percent compared to the end of 2021.
 - Other current assets amounted to 250.03 million baht, increasing by 101.16 million baht or 67.96 percent compared to the end of 2021.
 - Deposits at financial institutions with usage restrictions in the amount of 63.81 million baht, increased by 42.31 million baht or 196.75 percent compared to the end of 2021.
 - Investment properties totaled 6,441.47 million baht, increased by 1,247.51 million baht or 24.02 percent compared to the end of 2021. As a result of the subsidiary construction of additional warehouse/factory buildings for rent.
- 2) As of 31 December 2022, the Company's total liabilities amounted to 13,401.78 million baht, increased by 829.69 million baht or 6.60 percent compared to 31 December 2021. This increase was primarily attributed to the following factors:
- Payable for land purchases due within one year in the amount of 647.00 million baht at the end of 2021 decreased the entire amount from repayments term.
 - Loans from financial institutions, which amounted to 3,121.40 million baht, decreased by 920.35 million baht or 41.81 percent compared to the previous year. Increased in line with the disbursement of loans for construction development in both residential houses and warehouse/factory buildings.
 - Short-term bonds amounted to 1,206.00 million baht, decreased by 495.98 million baht or 29.14 percent compared to the previous year. Due to repayment matured bonds.
 - Long-term bonds 6,405.62 million baht, increased by 1,532.39 million baht or 31.45 percent compared to 31 December 2021. Due to the new issuance of bonds during the year for the Company and its subsidiaries investment.
- 3) As of 31 December 2022, the Company's shareholders' equity of parent company amounted to 6,431.37 million baht, reflecting a decrease of 37.07 million baht or 0.57 percent compared to the end of 2021. This decline was attributed to the Company's net operating loss of 31.17 million baht. Simultaneously, the other components of shareholders' equity increased by 28.32 million baht. Additionally, non-controlling interests generated profits of 31.45 million baht, equivalent to 0.16 percent. The Company's current paid-up capital stands at 1,091.21 million baht, divided into 1,091.21 million baht ordinary shares with a par value of 1.00 baht per share.

Cashflow Statement

For the year ended 31 December 2022, the Company experienced a net increase in cash flow of 243.49 million baht. Cash and cash equivalents of 172.19 million baht at the beginning of the period, resulting in cash and cash equivalents at the end of the period amounting to 415.67 million baht. This financial change was primarily driven by the following factors:

- Net cash flow derived from operating activities decreased by 846.97 million baht, while net cash flow used in investing activities increased by 902.46 million baht. However, net cash flow derived from financing activities increased by 171.20 million baht.

Operating Performance and Financial Position Analysis for the year ended of 30 September 2023

The results of operations are summarized as follows:

For the nine-month period ended 30 September 2023, the consolidated statement of comprehensive income showed a net loss of THB 315.72 million, representing a loss per share of THB 0.29. This compares to a net operating loss of THB 126.38 million or a loss per share of THB 0.12 in 9M-2022. Details are as follows.

Sales and service income

Total revenue from sales and services in Q3-2023 and 9M-2023 were THB 908.26 million, a decrease of THB 106.11 million or 10.46% from Q3-2022 and THB 2,178.71 million, an increase of THB 272.86 million or 14.32% from 9M2022. This revenue derives from the main businesses operated by the Company and its subsidiaries, which are follow:

1. Residential real estate development

For Q3-2023, revenues from the sale of residential real estate and the sale of undeveloped land were THB 166.10 million and THB 557.83 million, respectively. In total, the revenues for the business were THB 723.93 million, a decrease of THB 155.65 million or 17.70% when comparing to the same period of last year which saw revenues of THB 879.57 million. Gross profit was THB 181.27 million (a gross profit margin of 25.04%), a decrease of THB 240.23 million from a gross profit of THB 421.50 million (a gross profit margin of 47.92%) recorded in Q3-2022. Such decrease in the gross profit came primarily from the sale of undeveloped land at a lower profit margin. Without the sale of land, a gross profit margin of the sale of residential real estate was 23.26%.

Most of the Company's products are townhouses within a price range of THB 2-3.5 million and the target customers are a vulnerable group with relatively high household debt and who have been impacted by an increase in lending interest rates, meaning they may require some time to pay off their existing debt before buying residential real estate. The Company continued to develop houses in existing projects that catered to the demands of the present-day customers focusing on being competitive in terms of value-for-money and price. MK may consider further sales promotions such as price reductions to help targeted customers in applying for bank loans. In the meantime, MK gave its priority to cost control as well as the management of housing inventory and financial liquidity.

For 9M- 2023, revenues from the residential real estate business were THB 1,659. 01 million (comprised of revenues from the sale of residential property of THB 563. 61 million and from the sale of undeveloped land of THB 1,095. 40 million). Gross profit was THB 665. 05 million (a gross profit margin of 40. 09%. Without the sale of land, the gross profit margin of the sale of residential real estate was 22. 66%, an increase of THB 59. 73 million from a gross profit of THB 605. 32 million (a gross profit margin of 39. 45%) recorded in 9M-2022.

2. Industrial real estate development

MK Group had revenue from industrial real estate development amounting to THB 146.53 million in Q3-2023, an increase of THB 26.43 million or 22%. This consisted of revenue from rent and services amounting to THB 102.32 million, an increase from THB 84.87 million recorded in Q3-2022. Revenue increased despite a decrease in its rental area from the sale of assets to Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (Prospect REIT) in Q1-2023. In Q1-2022, the rental business took a big hit as a result of the pandemic. However, in the last months of the year 2022, tenants started to return and entered into rent agreements. As at the end of September 2023, the space for rent amounted to 222,011 square meters, a decrease from the end of 2022 due to the sale of its assets to Prospect REIT. In addition, the Group had revenue from real estate management, which went up to THB 44.21 million, an increase from THB 35.24 million revenue in Q3-2022. In total, industrial real estate development had a gross profit of THB 67.91 million (a gross profit margin of 46.34%), a decrease of THB 8.58 million from a gross profit of THB 76.48 million (a gross profit margin of 63.68%) in Q3-2022

For 9M-2023, MK Group had revenue from industrial real estate development amounting to THB 432.81 million, an increase of THB 101.54 million or 30.65%, (consisting of revenue from rent and services of THB 305.89 million and revenue from real estate management of THB 126.91 million, increases from THB 247.80 million and THB 83.47 million recorded in the same period last year, respectively). In total, industrial real estate development had a gross profit of THB 242.68 million (a gross profit margin of 56.07%), an increase of THB 39.29 million from a gross profit of THB 203.39 million (a gross profit margin of 61.40%) in 9M-2022. In addition, MK also recorded a gain from sale of its investment property asset to the Prospect REIT of THB 251.63 million in 9M-2023.

3. Holistic Health and Wellness

MK's holistic health business recorded revenue of THB 37.80 million in Q3-2023, an increase of THB 23.11 million or 157.24% from Q3-2022. At the end of the first quarter 2023, a holistic health and wellness center was opened in Sam Pran District, Nakhonn Pathom. There are now two health and wellness properties under management. Though sales are improving, the number of customers in the holistic health and wellness business tends to grow gradually. The sales target has not been met, while the Company continues to recognize fixed costs and expenses from depreciation of the property and equipment, as well as costs of personnel hired to make sure services are available when needed. For this reason, the Company recorded a gross loss amounting to THB 55.75 million in Q3-2023 (a gross loss margin of 147.49%). The loss increased by THB 33.23 million compared to the same period last year

In 9M-2023, the holistic health business recorded revenue of THB 86.90 million, an increase of THB 46.63 million or 115.77% from 9M-2022. The Company recorded a gross loss amounting to THB 131.76 million (a gross loss margin of 151.62%), compared to a gross loss of THB 69.49 million (a gross loss margin of 172.54%) recorded in 9M-2022.

For the combined businesses, MK was able to manage cost of sales and increase gross profits in 9M-2023. The selling and administrative expenses for the 9M-2023 was THB 849.67 million, an increase of THB 168.63 million from 9M-2022. In arriving at the net result, MK also recorded an unrealized loss on fair value valuation of its financial asset of THB 119 million and finance costs increased to THB 581.09 million, an increase of THB 151.17 million from the same period last year due to investments in new businesses in line with the ongoing revenue restructuring plan. As a result, its performance this year showed net operating loss

Financial Position

The financial statement of the Company as of 30 September 2023, indicates that the Company has total assets of 18,838.42 million baht, total liabilities of 12,797.87 million baht, and shareholders' equity of parent company of 6,003.22 million baht, or a book value of shares of 5.50 baht per share. This is in comparison to the end of 2022 when the Company had total assets of 19,864.60 million baht, total liabilities of 13,401.78 million baht, and shareholders' equity of parent company of 6,431.37 million baht, with a book value of shares of 5.89 baht per share. The change in the Company's financial position is marked by several significant as follows:

- 1) As of 30 September 2023, the Company's total assets amounted to 18,838.42 million baht, reflecting decrease of 1,026.18 million baht or 5.17 percent compared to the end of 2022, primarily attributed to:
 - Cash and cash equivalents 104.45 million baht, a decrease of 311.22 million baht or 100%. 74.87 compared to the end of 2022, mainly due to repayment of loans and debentures.
 - Trade receivables and other current receivables of 698.27 million baht, a decrease of 320.28 million baht or 31.44 percent compared to the end of 2022 from trade receivables payment.
 - Real estate developed for sale of 2,004.96 million baht, a decrease of 1,219.15 million baht or 37.81 percent compared to the end of 2022. From the sale of residential houses in various projects and there is also a delay in opening new projects.
 - Investment properties were valued at 6,295.80 million baht, marking a decrease of 145.67million baht or 2.26 percent compared to the end of 2022. As a result of the subsidiary selling assets to the Real Estate Investment Trust and Real Estate Leasehold Real Estate prospect logistics and industrial.

- 2) As of 30 September 2023, the Company's total liabilities amounted to 12,797.87 million baht, reflecting decrease of 603.92 million baht or 4.51 percent compared to the end of 2022. This increase can be attributed to:
- A decrease in short-term loans from financial institutions to 74.80 million baht, marking a reduction of 619.89 million baht or 89.23 percent compared to the end of 2022. As a result of repaying loan.
 - An increase in trade payables and other current payables to 614.88 million baht, showing a rise of 318.60 million baht or 107.53 percent compared to the end of 2022.
 - A decrease in long-term loans from financial institutions of 2,309.38 million baht, resulting in a decrease of 812.02 million compared to the end of 2022. As a result of repaying loan.
 - A decrease in short-term bonds to 979.41 million baht, marking a reduction of 979.41 million baht or 81.21 percent compared to the end of 2022. As a result of repaying loan.
 - A decrease in long-term bonds of 6,422.06 million baht, showing a increase of 16.44 million baht or 0.26 percent compared to the end of 2022. The amount of decrease bonds that are due is similar to the amount of bonds that were issued during the period.
 - Short-term loans from related company amounted to 90.00 million baht, indicating decrease of 26.99 million baht or 23.07 percent compared to the end of 2022. decreased from being used to repay maturing loan debts.
 - Liabilities under lease agreements amounted to 1,098.83 million baht, indicating an increase of 395.10 million baht or 57.14 percent compared to the end of 2022. This increased from a subsidiary company that operate warehouse/factory building rental business.
- 3) As of 30 September 2023, the Company's shareholders' equity of parent company at 6,003.22 million baht, representing a decrease of 428.15 million baht, equivalent to 6.66 percent, compared to the end of 2022. Other components of shareholders' equity increased by 7.46 million baht, and dividend for the year of 2022 in 0.11 baht per share in amount to 120.03 million baht. Currently, the Company maintains a paid-up capital of 1,091.21 million baht, divided into 1,091.21 million baht ordinary shares with a par value of 1.00 baht per share.

Cashflow Statement

For the period ending 30 September 2023, the Company experienced a net decrease in cash flow of 311.22 million baht with cash and cash equivalents totaling 415.67 million baht in the beginning of the period, resulting in cash and cash equivalents of 104.45 million baht at the end of the period. This change was influenced by

- an increase in net cash flow from operating activities amounting to 1,373.44 million baht, while net cash flow used in investing activities rose by 560.21 million baht. However, net cash flow from financing activities decreased by 2,244.49 million baht.

Attachment 3

Company Information and Operating Results of

of

RX Wellness Company Limited

The following definitions shall apply only in this Attachment 3 of this Independent Financial Advisor (IFA) report:

'Company' means RX Wellness Company Limited or RXW.

'Subsidiary' means Health and Wellness Village Company Limited or ("H&W") and Rakxa Venture Co., Ltd. ('Rakxa').

1. Basic Information

Name of the Company	:	RX Wellness Company Limited ("RXW")
Nature of Business	:	Provide wellness services
Company's Registration No.	:	0105558162227
Establishment Date	:	7 October 2015
Head Office	:	345 345 Suriyawong Bldg. 8 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok
Branch No. 1	:	28/5 Bang Nam Phueng Sub-district, Phra Pradaeng District, Samut Prakan Province (Opreate wellness business of Rakxa Project)
Branch No. 2	:	No. 88 Yaisha Sub-district, Sam Phran District, Nakhon Pathom Province (Opreate wellness business of RXV Project)
Registered, and Paid-up Capital Before Restructuring	:	As of April 20, 2023, RXW has registered and paid-up capital as follows: The registered capital was 4,600.00 million baht with par value of 100.00 baht per share divided into 46.00 million ordinary shares with a par value of 100.00 baht each.
Registered, and Paid-up Capital After Restructuring	:	As of the date of this information, RXW has registered capital and paid-up capital as follows: The registered capital was 1,380.00 million baht with par value of 100.00 baht per share divided into 13.80 million ordinary shares with a par value 100.00 baht each.

2. Overview of Business Operations

2.1 Nature of Business Operations

RX Wellness Company Limited ("Company" or "RXW") engages in providing comprehensive healthcare services, capitalizing on the growing trend of medical and wellness tourism in Thailand. Furthermore, the government's initiative to establish Thailand as a global medical hub supports this venture. RXW operates two main projects: 1) the RAKxa Integrative Wellness Project, situated in Phra Pradaeng District, Samut Prakan Province, and 2) the RXV Wellness Village Project, located in Sam Phran District, Nakhon Pathom Province. The primary clientele includes both international visitors and Thai nationals seeking premium, bespoke health and wellness experiences. RXW offers a diverse range of holistic healthcare packages tailored to various health objectives, with service durations varying from 1 to 14 days, encompassing a wide array of services as follows:

- 1) Conducting health analyses utilizing advanced medical technologies to formulate care plans tailored to individual genetic disease risks, hormone levels, and lifestyle factors.
- 2) Offering therapeutic services that combine contemporary medical practices with state-of-the-art medical technology and holistic traditional treatments such as Traditional Chinese Medicine, Thai traditional medicine, Ayurvedic practices, and various energy therapies.
- 3) Providing nutritionally balanced gastronomy, curated by a collaboration of chefs and dietitians, focusing on healthy ingredients and cooking techniques tailored to the dietary needs of the patrons, ensuring the use of non-toxic, health-promoting produce.
- 4) Furnishing accommodation during the healthcare service period, designed to offer a serene and private environment amidst natural surroundings. The layout and spacing of the furnishings are thoughtfully planned by a team of medical professionals and physiotherapists to ensure accessibility and convenience for the elderly and wheelchair users.

2.2 Revenue Structure

The revenue structure of the Company for the year of 2020, 2021 and 2022, can be summarized as follows:

Revenue Structure (Unit : Million baht)	2020		2021		2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Income						
Revenue from sales and health services	0.59	5.24%	1.47	6.63%	1.16	3.88%
Revenue from from health consulting	6.00	52.98%	16.00	72.24%	24.00	80.59%
Trademark royalty income	4.00	35.32%	4.00	18.06%	4.00	13.43%
Revenue form investment	0.72	6.36%	0.65	2.92%	0.62	2.07%
Other income	0.01	100.00%	0.03	100.00%	0.01	100.00%
Total Revenue	11.32	100.00%	22.15	100.00%	29.78	100.00%

Source: Financial statements audited by Certified Public Accountant

3. License

Entering to this transaction, the Company is obligated to obtain the necessary licenses to conduct health service-related business operations. Accordingly, the Independent Financial Advisor has compiled a summary of the various required licenses as follows.

3.1 Licenses to conduct health service-related business operations of RAKxa Integrative Wellness

No.	License name	License owner	License transferee	License issuer
1.	License to operate a medical facility	H&W	RXW	Samut Prakan Province Public Health
2.	License to operate a business that is hazardous to health	H&W and MKF	RXW	Bang Nam Phueng Subdistrict Administrative Organization
3.	Boating License	MKF	RXW	Marine Department, Samut Prakan Province
4.	Certificate of Inspection for ships	MKF	RXW	Marine Department, Samut Prakan Province
5.	Receipt of notification of controlled business operations (type 2)	H&W	RXW	Samut Prakan Provincial Energy Office
6.	License to operate a storage facility for liquefied petroleum gas (type 3)	MKF	RXW	Governor responsible for renewal of licenses in the energy provincial office
7.	Food Storage License	H&W	RXW	Bang Nam Phueng Subdistrict Administrative Organization
8.	License to produce controlled energy	MKF	RXW	Department of Alternative Energy Development and Energy Efficiency

Source: The Company information

3.2 Licenses to conduct health service-related business operations of RXV Wellness Village

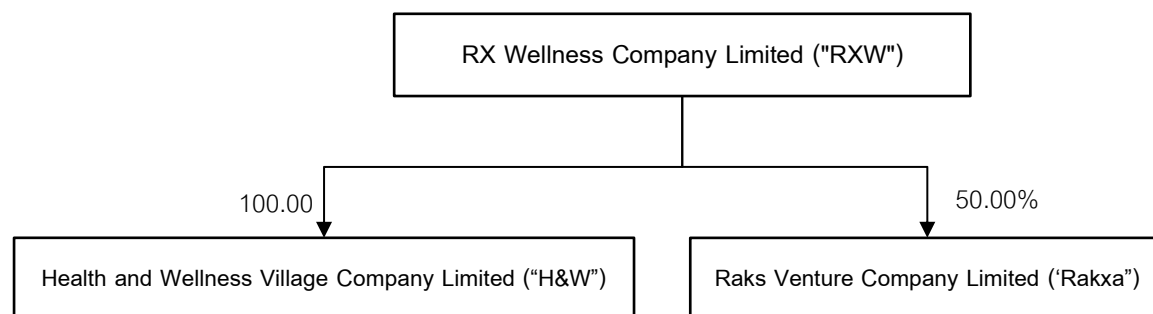
No.	License name	License owner	License transferee	License issuer
1.	License to operate a medical facility	RXW	-	-
2.	Hotel License	MKH	RXW	Governor of Nakhon Pathom Province
3.	License to operate a business that is hazardous to health	MKH	RXW	Yaisha Subdistrict Administrative Organization
4.	Food Distribution License	MKH	RXW	Yaisha Subdistrict Administrative Organization
5.	Liquor License (type 2)	MKH	RXW	Excise Department

Source: The Company information

4. Shareholding structure

Currently, the company has 2 subsidiaries were Health and Wellness Village Company Limited and Raks Venture Company Limited.

The Shareholding structure after internal restructuring



Details of subsidiaries

1) General Information of Health and Wellness Village Company Limited ("H&W")

Company Name	Health and Wellness Village Company Limited ("H&W")
Business Type	Provide wellness business (After restructuring, wellness business will operations under RXW)
Head Office	345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Establishment Date	28 January 2019
Registered, and Paid-up Capital	H&W had the registered capital amounted to 345.60 million baht with a par value of 100.00 baht per share, divided into 3,456,000 ordinary shares with a par value of 100.00 baht per share.
% Shareholding	100.00%

Source: The Company information

2) General Information of Raks Venture Company Limited ("Rakxa")

Company Name	Raks Venture Company Limited ("Rakxa")
Business Type	Provide wellness business
Head Office	345 Surawong Road, 345 Surawong Building Suriyawong, Bangrak Bangkok 10500
Establishment Date	4 April 2022
Registered, and Paid-up Capital	Rakxa had the registered capital amounted to 4.00 million baht with a par value of 100.00 baht per share, divided into 40,000 ordinary shares with a par value of 100.00 baht per share.
% Shareholding	50.00%

Source: The Company information

5. List of Board of Directors

As of 30 September 2023, the Board of Directors comprises 3 directors as follows:

No.	List of Board of Directors	Position
1	Mr. Vorasit Pokachaiyapat	Director
2	Miss Rachanee Mahatdetkul	Director
3	Mr. Teerath Pratumswan	Director

Source: Copy of certificate from the Ministry of Commerce

Binding on the Company: Two directors jointly sign and affix the Company's seal.

6. Shareholders

The shareholder of RXW before and after entering to the transaction, is outlined as follows:

No.	List of Shareholders	Structure before transaction ^{1/}		Structure after transaction	
		Number of Shares (Share)	Percentage (%)	Number of Shares (Share)	Percentage (%)
1.	M.K. Real Estate Development PLC.	13,799,998	99.999986	-	-
2.	Mr. Vorasit Pokachaiyapat	1	0.000007	1	0.000007
3.	Miss Rachanee Mahatdetkul	1	0.000007	1	0.000007
4.	FNS Holdings PLC.	-	-	13,799,998	99.999986
Total		Total	100.00	13,800,000	100.00

Remark: 1/ List of shareholders of RXW as of 25 December 2023 prior to the acquisition of assets

7. Financial Position and Operating Results

7.1 Statement of Financial Position

The statement of Financial Position and Statement of comprehensive income for the years ending 31 December 2020 to 2022 and for the 9-month period ending on 30 September 2023:

Financial Position (Unit: Million Baht)	31 Dec 2020	31 Dec 2021	31 Dec 2022	30 Sep 2023 (Before Restructuring) ^{1/}	30 Sep 2023 (After Restructuring) ^{1/2/}
Assets	34.15	40.78	4,712.73	5,249.35	410.31
Liabilities	9.26	5.31	195.13	801.36	44.52
Equity	24.89	35.47	4,517.60	4,447.99	365.79
Revenue	11.42	22.15	29.78	44.05	n/a
Expense	32.30	11.57	47.65	119.79	n/a
Profit (loss) for the period	(20.97)	10.58	(17.87)	(75.74)	n/a

Source: Financial statements audited by Certified Public Accountant and RXW's internal financial statements, prepared by RXW management

Remarks:1/ RXW's internal financial statements, prepared by RXW management, have not been reviewed by the auditor.

2/ In December 2023, RXW has restructured its capital within the Group by reducing its capital and converting debt into capital to restructure its shareholding in MKF, MKH and RxB by changing from Rx to MK instead. Such restructuring will not affect the management within the Group in any way.

7.2 Analysis of Financial Position and Operating Results.

7.2.1 Analysis for the year ending 31 December 2022

7.2.1.1 Operating Results

Operating results for 2022 RXW had a net loss of 17.87 million baht and a net loss rate for 2022 of 60.00 percent.

(1) Revenue

Total revenue of RXW in 2022 was 29.78 million baht, an increase of 7.63 million baht from 22.15 million baht in 2021, resulting from an increase in revenue from health consulting of 24.00 million baht, an increase of 8.00 million baht from 16.00 million baht in 2021

(2) Expense

In 2022, RXW had total expenses of 47.65 million baht, an increase of 36.07 million baht from 11.57 million baht in 2021. Total expenses consisted of the following:

- 1) Cost from sales and health services amounted to 0.77 million baht, decreased by 0.89 million baht from 1.67 million baht in 2021 due to products cost having lower than the previous year.
- 2) Selling expenses amounted to 1.10 million baht, an increase of 0.67 million baht from 0.44 million baht in 2021 from increased advertising and promotion expenses.
- 3) Administrative expenses amounted to 39.22 million baht, an increase of 29.75 million baht from 9.47 million baht in 2021 from personnel expenses that increased according to the increased number of employees.
- 4) Financial costs of 6.55 million baht, an increase of 6.55 million baht. The company has no financial costs in 2021 because in 2022 the Company was a loan from the parent company for operations, causing increasing interest expenses.

(3) Net Profit

For 2022, the Company's net loss was 17.87 million baht, a decrease of 28.44 million baht from a profit of 10.58 million baht in 2021, although income from health consulting has grown. The trend of accessing services in the company's holistic health business is constantly growth. However The economic situation is in a state of beginning to recover but there is still risk from various negative factors. Including inside and outside the country, it affects the cost of living and the slowdown in spending. As a result, revenue from sales are still lower than the target.

In the other the company must recognize costs and expenses related to providing services and increased marketing expenses and personnel expenses. This caused the company to have a loss of 17.87 million baht.

7.2.1.2 Financial Position

(1) Assets

In 2022, RXW had total assets of 4,712.73 million baht, an increase of 4,671.95 million baht from 40.78 million baht in 2021 due to an increase in investments in subsidiaries and investments in joint ventures in the amount of 4,591.98 million baht and 0.50 million baht, respectively, representing a ratio to total assets equal to 97.44 percent and 0.01 percent, respectively. Short-term loans to related parties amounted to 80.50 million baht, calculated the ratio to total assets is equal to 1.71 percent. There is also equipment and intangible assets in the amount of 23.17 million baht, as a ratio to total assets of 0.49 percent.

(2) Liabilities

Total liabilities, RXW had total liabilities at the end of 2022 in the amount of 195.13 million baht, an increase of 189.83 million baht from 5.31 million baht in 2021 due to an increase in the following items:

- 1) Short-term loans from related parties amounted to 173.78 million baht, an increase of 173.78 from 2021. Short-term loans from related parties were a ratio to total assets equal to 3.69 percent.
- 2) Trade and other payables amounted to 11.48 million baht, an increase of 10.99 million baht from 0.49 million baht in 2021, with trade and other payables as a ratio to total assets equal to 0.24 percent.
- 3) Other current liabilities amounted to 9.24 million baht, an increase of 8.53 million baht from 0.71 million baht in 2021, with other current liabilities as a ratio to total assets equal to 0.19 percent.
- 4) Estimated employee retirement liabilities of 0.63 million baht, an increase of 0.53 million baht from 0.10 million baht in 2021, with estimated employee retirement liabilities as a ratio to total assets equal to 0.01 percent.

(3) Equity

In 2022, RXW had shareholders' equity of 4,517.60 million baht, consisting of paid-up registered capital of 4,600.00 million baht and unallocated accumulated losses of 82.40 million baht.

7.2.2 Analysis for the nine-month ending 30 September 2023 (Before restructuring)

7.2.2.1 Operating Results

Operating results for the 9-month period ending September 30, 2023, RXW had a net loss of 75.74 million baht, representing a net loss rate of 17.20 percent of total income.

(1) Revenue

RXW's total revenue for the 9-month period ending September 30, 2023 was 44.05 million baht, which mainly came from revenue from the health business.

(2) Expense

For the 9-month period ending September 30, 2023, RXW had total expenses of 119.79 million baht, mainly consisting of health business costs, selling expenses, administrative expenses and financial costs

(3) Net Profit

For the 9-month period ending September 30, 2023, the company had a net loss of 75.74 million baht, although the trend of access to the company's health business services has grown more than the previous year. This was the time of the COVID outbreak. However, the company's revenue of sales are still lower than the target. While the company must recognize costs and expenses related to providing services. and has marketing expenses and increased personnel costs As a result, the company still has a loss of 75.74 million baht.

7.2.2.2 Financial Position

(1) Assets

As of the 3rd quarter ending September 30, 2023, RXW had total assets of 5,249.35 million baht, an increase of 536.62 million baht from 4,712.73 million baht in 2022, mainly from cash and cash equivalents, Short-term loans to related parties, Inventories, other current assets, Investments in subsidiaries, equipment and intangible assets.

(2) Liabilities

In terms of total liabilities, RXW had total liabilities as of the 3rd quarter ending September 30, 2023 in the amount of 801.36 million baht, an increase of 606.23 million baht from 195.13 million baht in 2022 due to an increase in main items as follows:

- 1) Short-term loans from related parties amounted to 751.88 million baht, an increase of 578.10 million baht from 173.78 million baht in 2022. Short-term loans from related businesses were as a ratio to total assets equal to 14.32 percent.
- 2) Other current liabilities amounted to 46.17 million baht, an increase of 36.93 million baht from 9.24 million baht in 2022, with other current liabilities as a ratio to total assets equal to 0.88 percent.

(3) Shareholders' equity

As of the 3rd quarter ending September 30, 2023, RXW had shareholders' equity of 4,447.99 million baht, consisting of paid-up registered capital of 4,600.00 million baht and unallocated accumulated losses of 152.01 million baht.

Attachment 4

Company Information and Operating Results of

of

Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust

1. Basic Information

REIT Name	: Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
Business Type	: PROSPECT invests in 4 projects of factory and warehouse for rent with a total leasable area of 292,232 sq.m., consisted with the following projects; 1)Sub-leasehold rights of parts of land and buildings in the Bangkok Free Trade Zone 1 (BFTZ 1), 2) The ownership over the land and built-to-suit factory and office building in the X44 Bangna Km.18, 3) Leasehold right of parts of the land and ownership over parts of the buildings in Bangkok Free Trade Zone 2 (BFTZ 2), 4) Ownership over parts of the land and buildings in Bangkok Free Trade Zone 3 (BFTZ 3).
Trustee	: SCB Asset Management Co., Ltd
Property Manager	: Prospect Development Co., Ltd.
Property Manager	: Prospect Development Co., Ltd.
Establishment Date	: 14 August 2020
Website	: www.prospectreit.com/
Head Office	: No. 345, 345 Surawong Building, 5th Floor, Surawong Road, Suriyawong, Bangrak Bangkok 10500
Telephone number	: 0-2697-3788
Fax	: 0-2697-3794
Register Capital	: 3,551,137,500 บาท (as of 4 December 2023)
Paid-up Capital	: 3,551,137,500 บาท (as of 4 December 2023)
No. of share	: 375,000,000 Shares
Par value	: 9.4697 Baht per unit

2. Overview of Business Operations

2.1 Primary Business History and Development

Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“PROSPECT REIT”, “the Trust”, “the REIT”) was been established for the purpose of conducting transactions in the capital market in line with the specifications of the Office of the Securities and Exchange Commission (“the SEC”). PROSPECT REIT was established on 14 August 2020 with SCB Asset Management Co., Ltd. designated as the Trustee and Prospect REIT Management Co., Ltd. (the “Company”) designated as the REIT Manager. Its objective is to issue and offer securities in the form of real estate investment trust units (REIT) to the public in line with Announcement Thor. Jor. 49/2555 and to list trust units in the Stock Exchange of Thailand (the “Stock Exchange”, “the SET”). PROSPECT REIT was listed in the Stock Exchange on 20 August 2020.

PROSPECT REIT brought funds obtained from the offering of trust units along with funds obtained from loans to invest in the main assets and to use this asset to procure benefits in sub-leasing, space utilization, and/ or services related to sub-leasing or the sub-leased assets. In procuring these benefits, the Company, as the REIT Manager, appointed Prospect Development Co., Ltd. (“Prospect Development”) to become the Property Manager to take actions to procure benefits and manage the main assets which PROSPECT REIT invests in under the supervision and policies of the REIT Manager. This designation or appointment complies with the specifications in the Trust Deed along with related laws and announcements of the SEC. The procurement of benefits and management of the main assets of PROSPECT REIT will occur under the control and supervision of the Trustee to ensure that the Company’s activities and those of the Property Manager follow the terms and conditions of the REIT Manager Appoint Agreement and the Property Manager Appoint Agreement along with the requirements of Trust for Transactions in Capital Market Act, B.E. 2550 (2007), (the “Trust Act”) an any other related announcements of the SEC and the Stock Exchange. Furthermore, the Trust will not sub-lease PROSPECT REIT ‘s property to persons who can reasonably be suspected to use property to operate immoral or illegal businesses.

Significant Changes and Developments for the last 3 years

Year	Event
2020	<p>PROSPECT REIT was established by virtue of the Trust Act with SCB Asset Management Co., Ltd. designated as the Trust’s Trustee. In addition, Prospect REIT Management Co., Ltd. was designated as the REIT Manager on 14 August 2020</p> <p>On 18 August 2020, PROSPECT REIT has invested in the sub-leasehold rights of parts of land and buildings (land deed title no. 36059 and 4496) including a sub-lease agreement for secondary roads in the Bangkok Free Trade Zone 11 , and trust units were registered as listed securities in the Stock Exchange on 20 August 2020.</p>
2021	<p>PROSPECT REIT has no change on the REIT Manager, the Property Manager, the Trustee, and significant investment.</p>

Year	Event
2022	On 21 March, 2022, PROSPECT REIT has invested in additional asset No.1 (“X44 Bangna KM.18” or “X44”) by receiving the freehold rights of land and Built-ToSuit factory and office building. X44 is located in Bang Chalong, Bangpli District, Samut Prakan and PROSPECT REIT has appointed Prospect Development who has an expertise in factory and warehouse management to become the property manager of X44.
2023	<ol style="list-style-type: none"> On 13 February 2023 the Board of Director Meeting of Prospect REIT Management Company Limited as the REIT Manager of PROSPECT had approved the dividend payment for the operation period of October1,2022 to December 31,2022 at the rate of Baht 0 .2200 per unit trust. The distribution date will be on March 31, 2023. The book closing date for determination of unitholders entitled to receive the dividend payment is on March 23, 2022. On 11 May 2023 the Board of Director Meeting of Prospect REIT Management Company Limited as the REIT Manager of PROSPECT had approved the dividend payment from the retained earnings and net profit for the operation period of January 1, 2023to March 31, 2023 at the rate of Baht 0.1320 per unit trust or total amount 49,500,000 baht and the distribution date will be paid on June 9, 2023. On 11 August 2023 the Board of Director Meeting of Prospect REIT Management Company Limited as the REIT Manager of PROSPECT had approved the dividend payment from the retained earnings and net profit for the operation period of April 1, 2023 to June 30, 2023 at the rate of Baht 0.2200 per unit trust or total amount 82,500,000 baht and the distribution date will be paid on September 11, 2023. On 14 November 2023 the Board of Director Meeting of Prospect REIT Management Company Limited as the REIT Manager of PROSPECT had approved the dividend payment from the retained earnings and net profit for the operation period of July 1, 2023 to September 30, 2023 at the rate of Baht 0.2200 per unit trust or total amount 82,500,000 baht and the distribution date will be paid on December 21, 2023.

2.2 Nature of Business Operations

2.2.1 Revenue Structure

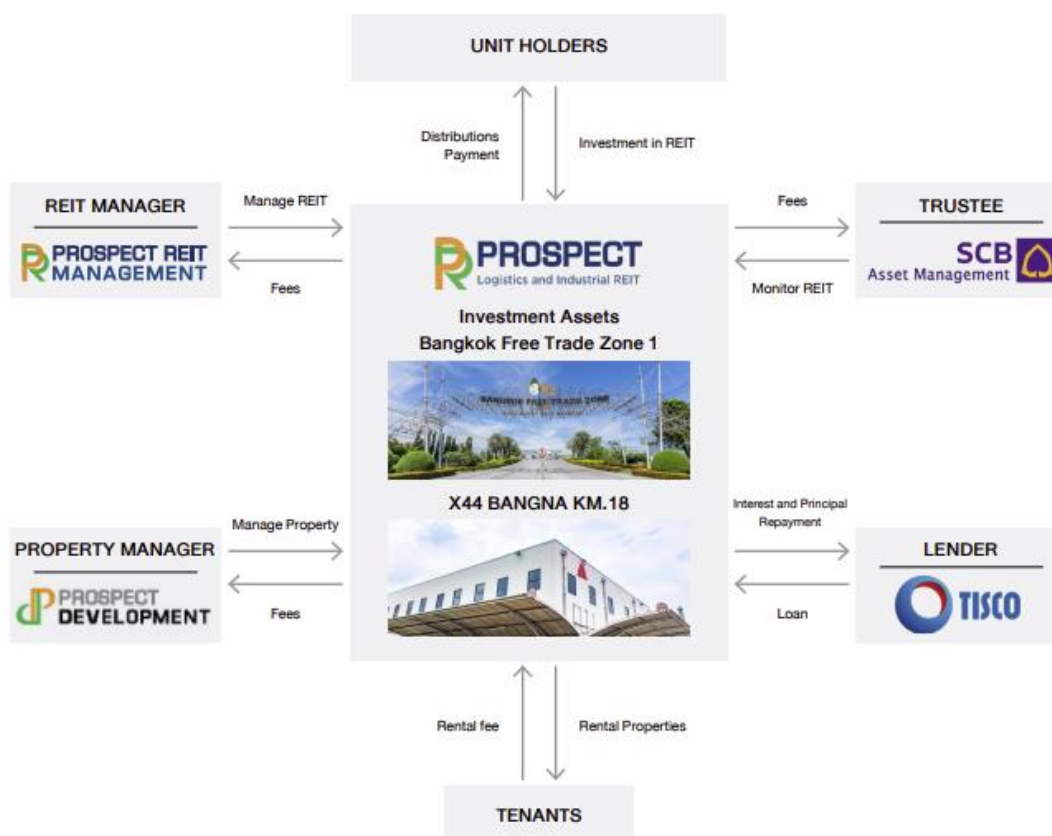
The revenue structure of PROSPECT, segmented by product group for from a non-full-year performance in the year ended 2020. (Period from 14 August 2020 (incorporation date) to 31 December 2020) and for the years 2021 and 2022 and for 9-month periods end of 30 September 2023, can be summarized as follows:

Revenue Structure (Unit : Million baht)	14 August 2020 (incorporation date) to 31 December 2020	For the year that ended 31 December 2021	For the year that ended 31 December 2022	For the 9- month that ended 30 September 2023
Revenue				
Rent and Service income	152.4	438.7	432.6	373.09
Interest income	0.1	0.0	0.1	0.15
Compensation income under undertaking agreement	-	-	-	24.99
Other income	0.0	4.4	12.59	10.46
Total income	152.5	443.2	445.2	408.68

Source : Informtion of PROSPECT

3. REIT Management Structure

The structure for investment and procurement of benefits of PROSPECT REIT in the main assets could be summarized as follows:



The REIT Manager has appointed Prospect Development as the Property Manager of the PROSPECT REIT's main assets. Prospect Development and the REIT Manager have a relationship due to the fact that Prospect Development is a major shareholder with the authority to control the REIT Manager, with shares held at 99.9% of all shares with voting rights of the REIT Manager. Nevertheless, PROSPECT REIT has a mechanism and measures for

selecting the Property Manager in line with the specifications in Section 3 “Management and Corporate Governance” with primary consideration given to protecting the greatest interest of trust unit holders

Accordingly, the management of PROSPECT REIT will be in line with the stipulations of the Trust Deed, the essential content of which is shown in attachment in the annual information form (56-REIT1), and investors can request to view a full copy of the Trust Deed at the office of Prospect REIT Management Co., Ltd.,

4. List of unitholders

As of 31 August 2023 list of unitholders can be summarized as follows

No.	List of Unitholders	Number of Units	%
1	FNS Holdings PLC.	83,212,061	22.19
2	M.K. Real Estate Development PLC.	32,279,090	8.61
3	Krungthai-AXA Life Insurance PLC.	20,293,200	5.41
4	Allianz Ayudhya Assurance PLC.	14,755,000	3.93
5	TISCO Securities Company Limited	14,735,717	3.93
6	Samsung Life Insurance (Thailand) PLC.	13,492,000	3.60
7	Mr. Burana Chavalittamrong	9,100,000	2.43
8	Mrs. Sumanee Pokachaipat	6,486,000	1.73
9	Bangkok Life Assurance Public Company Limited	5,735,800	1.53
10	Mr. Kanesh Tangcravakoon	5,000,000	1.33
11	Mr. Shwin Tangcravakoon	5,000,000	1.33
12	Other Unitholders	164,911,132	43.98
Total		375,000,000	100.00

Remark: Information of SET as of 31 August 2023

5. Dividend policy

Distribution policy of the Trust

The REIT's distribution of benefits will be determined based on the REIT's performance, which depends on many factors. Therefore, there is a risk that investors will not receive the expected return or trust may not be able to maintain the level of compensation payments or increase the payment of benefits the trust payment policy and limitations are as follows:

(1) The REIT Manager shall distribute to the unitholders not less than 90.0% of the adjusted net profit of the accounting period. The distribution payment to the unitholders comprises of the Year-End Distribution and Interim Distribution (if any). The REIT Manager shall make distribution to the unitholders not less than 2 times in

each fiscal year (distribution shall start during the first accounting period of the Trust if the Trust has sufficient profit for distribution in such period).

The above adjusted net profit means the profit adjusted by the following items;

- A. Deducting unrealised gain on appraisal or the appraisal revision of the Trust assets, including other adjustments according to the Notification of the SEC Office to be in line with the Trust's cash flow.
- B. Deduction of reserves for debt repayment, borrowings or obligations from the Trust's borrowing, in the amount specified in the information disclosure forms, and prospectus or the annual report, depending on the case by case.
- C. Payment of benefits to unitholders of trust units that give them the right to receive returns or returns of capital in the first place (if any).

and/or in accordance with the guidelines that the SEC Office and/or other agencies with legal authority have amended, changed, added, announced, determined, ordered, approved, and or otherwise waived. The REIT manager will proceed accordingly.

In the event that the REIT is unable to pay benefits to unitholders according to (1), the REIT manager and the trustee will explain the reasons for the necessity to the SEC Office in accordance with the guidelines of the SEC Office and disclose to trust unitholders at the annual general meeting.

(2) In case the Trust has retained earnings from the adjusted net profit in any accounting period under Clause (1), The REIT Manager may make distribution to unitholders from such retained earnings.

- A. In considering the distribution of returns to unitholders, the REIT Manager will consider the necessity to maintain cash of the REIT appropriately in accordance with the guidelines specified by the SEC Office
- B. The REIT manager must not borrow money to pay benefits to unitholders.

(3) In case the Trust still has accumulated loss, the REIT Manager shall not make distribution to the unitholders.

(4) In case distribution payment of to the unitholders in each accounting period, the REIT Manager shall announce the distribution to the unitholders and close the registration book to compile the unitholders list who eligible for the distribution and shall make such distribution to the unitholders within the following period:

Year-End Distribution

For Year-End Distribution, The REIT Manager will make distribution within 90 days from the end of the fiscal year.

Addition Condition : For the distribution of the first fiscal year, the distribution amount shall be determined by the REIT Manager. If the distribution per unit any year is lower than or equal to Baht 0.10, the REIT Manager reserve the right not to make such distribution and accumulate to pay in the next period.

Interim Distribution

For Interim Distribution, The REIT Manager will make distribution within 90 days from the end of the consideration of the Interim Distribution period.

Addition Condition : For consideration of interim distribution payment, the distribution amount shall be determined by the REIT Manager. If the distribution per unit any quarter is lower than or equal to Baht 0.10, the REIT Manager shall reserve the right not to make such distribution and accumulate to pay in the next period.

The REIT Manager shall ensure that the foregoing distribution policy is in accordance with the provisions of the Trust Deed. Unless otherwise amended, added, announced, prescribed, directed, approved and/or waived by the SEC and/or any regulatory bodies, the REIT Manager shall comply therewith.

(5) In paying benefits to trust unitholders, it must be in accordance with the following criteria.

1) The trust unitholder who has the right to receive benefits must be the trust unitholder whose appears in the trust unitholder register book of the trust on the closing date of the unitholder register book for distribution of benefits. According to the proportion of trust unit holding of each trust unitholder. If any person or group of persons holds trust units of the REIT in excess of the rate announced by the SEC, the person or group of persons will not have the right to receive benefits only in that portion. Holding trust units in excess of the rate announced by the SEC.

2) The REIT manager will announce the distribution of benefits before the closing date of the unitholder registration book or the date the list of unitholders is determined. According to relevant rules and laws (depending on the case) within the period specified by law to determine the right to receive benefits and the rate of return. Through the stock exchange's information dissemination system and may be announced by one of the following methods as well.

- (1.1) Send a letter to notify trust unitholders whose names appear in the trust unitholder register book of the trust on the closing date of the unitholder register book or the date the list of unitholders is determined. According to relevant rules and laws (depending on the case) or
- (1.2) Announcement in a conspicuous place at every office of the REIT manager or
- (1.3) Announcement through the website of the REIT manager and/or the website of the REIT or
- (1.4) Announcement in at least 1 newspaper.

In the event that the REIT is unable to pay returns to trust unitholders at a rate of not less than 90 percent of the adjusted net profit of each fiscal year and/or cannot pay returns to trust unitholders within 90

Days from the end of the fiscal year or the end of the accounting period in which the benefits are paid. The REIT manager and the trustee must explain the reasons for the necessity to the SEC Office in accordance with the guidelines of the SEC Office and disclose to trust unitholders at the annual general meeting.

3) The REIT Manager will ensure that withholding taxes are deducted as required by law on the benefits paid to each type of trust unit holder.

4) The REIT manager will arrange for the payment of benefits in the form of a crossed check only payable to the name of the trust unit holder and send by post to the address of the trust unitholder specified in the trust unit subscription form or deposit the money into the trust unitholder's deposit account as notified. The trust unit holder will be responsible for the fees and expenses incurred in transferring money and exchange rate risk burden (if any). The REIT manager will deduct fees and expenses from the amount of benefit.

5) In the event that the trust unit holder does not exercise the right to claim any amount of compensation within the statute of limitations for exercising the right to claim according to the Civil and Commercial Code. The benefit shall become the property of the trust. The REIT manager will not use the said benefits for any purpose other than for the benefit of the REIT.

6) In considering the payment of benefits to trust unitholders The REIT manager must consider the necessity of maintaining the REIT's cash appropriately in accordance with the guidelines set by the SEC Office.

7) The REIT manager must not borrow money to pay benefits to unitholders.

6. Financial Positions and Operating Performance

6.1 Financial Positions

Statement of Financial Position for the year ended 31 December 2020, 2021, 2022 and as of 30 September 2023, as follows.

Financial Position (Million Baht)	As of 31 December						As of 30 September	
	2020		2021		2022		2023	
Unit	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Assets								
Investments measured at fair value through profit or loss	242.41	6.54%	232.39	6.41%	130.07	3.68%	188.32	3.45%
Investments in properties at fair value	3,429.41	92.54%	3,343.60	92.26%	3,348.72	94.64%	5,165.57	94.66%
Cash and cash equivalents	24.53	0.66%	22.96	0.63%	21.65	0.61%	36.88	0.68%
Interest receivables	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.03	0.00%

Financial Position (Million Baht)	As of 31 December						As of 30 September	
	2020		2021		2022		2023	
Unit	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Rent and service receivables	8.29	0.22%	18.02	0.50%	27.65	0.78%	46.00	0.84%
Prepaid expenses	0.76	0.02%	5.31	0.15%	8.53	0.24%	14.12	0.26%
Other assets	0.64	0.02%	1.64	0.05%	1.74	0.05%	6.07	0.11%
Total assets	3,706.05	100.00%	3,623.91	100.00%	3,538.38	100.00%	5,456.98	100.00%
Liabilities								
Other accounts payable	2.25	0.06%	2.10	0.06%	1.69	0.05%	2.09	0.04%
Accrued expenses	14.15	0.38%	21.11	0.58%	14.32	0.40%	18.28	0.34%
Rent received in advance	2.45	0.07%	0.89	0.02%	1.10	0.03%	2.85	0.05%
Deposits received from tenants	175.85	4.74%	165.63	4.57%	166.68	4.71%	205.84	3.77%
Withholding tax payable	0.28	0.01%	4.29	0.12%	3.73	0.11%	5.71	0.10%
Loan	1,039.61	28.05%	1,027.81	28.36%	972.69	27.49%	1,645.80	30.16%
Lease liabilities	-	0.00%	-	0.00%	-	0.00%	53.49	0.98%
Other liabilities	6.91	0.19%	6.62	0.18%	5.05	0.14%	2.24	0.04%
Total liabilities	1,241.50	33.50%	1,228.46	33.90%	1,165.26	32.93%	1,936.31	35.48%
Net assets	2,464.55	66.50%	2,395.45	66.10%	2,373.11	67.07%	3,520.67	64.52%
Net assets :								
Authorised capital	2,450.00	66.11%	2,368.46	65.36%	2,320.08	65.57%	3,490.08	63.96%
Capital received from trust unitholders	2,394.73	64.62%	2,313.20	63.83%	2,264.81	64.01%	3,404.06	62.38%
Retained earnings	69.82	1.88%	82.26	2.27%	108.31	3.06%	116.61	2.14%
Net assets	2,464.55	66.50%	2,395.45	66.10%	2,373.11	67.07%	3,520.67	64.52%

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

6.2 Statement of comprehensive income

Statement of comprehensive income segmented by product group for from a non-full-year performance in the year ended 2020. (Period from 14 August 2020 (incorporation date) to 31 December 2020) and for the years 2021 and 2022 and for 9-month periods end of 30 September 2022 and 2023, can be summarized as follows:

	As of 31 December						As of 30 September			
	2020		2021		2022		2022		2023	
Unit	Million Bhat	%	Million Bhat	%	Million Bhat	%	Million Bhat	%	Million Bhat	%
Income										
Rent and service income	152.38	99.89	438.74	98.99	432.55	97.16	324.08	97.60	373.09	91.29
Interest income	0.14	0.09	0.04	0.01	0.07	0.02	0.03	0.01	0.15	0.04
Other income	-	0.00	-	0.00	-	0.00	-	0.00	24.99	6.11

	As of 31 December						As of 30 September			
	2020		2021		2022		2022		2023	
Unit	Million Bhat	%	Million Bhat	%	Million Bhat	%	Million Bhat	%	Million Bhat	%
Other income	0.02	0.01	4.42	1.00	12.59	2.83	7.95	2.39	10.46	2.56
Total income	152.55	100.00	443.20	100.00	445.21	100.00	332.05	100.00	408.68	100.00
Expenses										
Property management fee	14.76	9.68	44.83	10.12	44.33	9.96	32.88	9.90	39.06	9.56
Management fee	4.38	2.87	11.41	2.58	11.34	2.55	8.50	2.56	11.65	2.85
Trustee fee	3.02	1.98	7.73	1.74	7.58	1.70	5.68	1.71	7.13	1.75
Registrar fee	0.31	0.20	0.94	0.21	1.10	0.25	0.70	0.21	0.81	0.20
Administrative expenses	10.70	7.02	35.72	8.06	48.44	10.88	36.45	10.98	47.47	11.62
Other expenses	2.31	1.52	1.62	0.37	1.79	0.40	1.68	0.50	3.70	0.90
Professional fee	1.24	0.81	2.76	0.62	2.77	0.62	2.32	0.70	2.33	0.57
Finance cost	16.35	10.72	43.81	9.88	43.01	9.66	31.76	9.57	61.19	14.97
Total expenses	53.08	34.79	148.82	33.58	160.38	36.02	119.96	36.13	173.35	42.42
Net profit on investments	99.47	65.21	294.38	66.42	284.83	63.98	212.09	63.87	235.33	57.58
Net gain (loss) on investments										
Net gain on investments	0.00	0.00	0.46	0.10	1.00	0.23	0.72	0.22	0.86	0.21
Gain on changes in fair value of investments measured at fair value through profit or loss	0.41	0.27	0.26	0.06	(0.60)	-0.14	(0.00)	-0.16	0.79	0.19
Loss on changes in fair value of investments in properties	-	0.00	(85.81)	-19.36	(76.66)	-17.22	(0.08)	-23.09	(0.04)	-10.47
Total net loss on investments	0.41	0.27	(85.09)	-19.20	(76.26)	-17.13	(0.08)	-23.03	(0.04)	-10.06
Increase in net assets from operations	99.88	65.48	209.29	47.22	208.57	46.85	135.62	40.84	194.21	47.52

Source: Audited or reviewed consolidated financial statements by Certified Public Accountant

6.3 Operating Performance and Financial Position Analysis

6.3.1 Operating results for the year ended on December 31,2022

Prospect REIT Management Company Limited as the REIT Manager (the “Company” or “REIT Manager”) of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“PROSPECT REIT”) would like to clarify the audited financial operating results for the year ended on December 31,2022, compared to the operating results of the last year as follows:

The operating results for the year ended 2022, PROSPECT REIT had total income of 445.21 million Baht, which increased 2.01 million Baht or 0.45% from the year ended 2021. In most cases, Income is received from a rental and service income. Also, PROSPECT REIT has maintained high occupancy rate at above 90%, as of the year ended 2022, the Occupancy Rate was 93.1%.

The overview of the warehouse and factory rental business in 2022 has continued to grow as seen from the requests of Foreign Direct Investment (FDI) which significantly increased by more than 36.0% from the last year. Most of them are the foreign investors from China, Japan and U.S.A. respectively. An important factor which drives the Foreign Direct Investment is a geopolitical conflict between powerful countries including U.S.A.–China and Russia–Ukraine. As a result, the investors have more interests on the countries that are neutral in the conflict and Thailand is one of a desirable and important destination to the investors due to readiness of infrastructure and assistance policies from the government. In addition, the electric vehicle (EV car) business has been starting to expand the production base of cars and parts into Thailand in the line with Thailand Board of Investment (BOI) which has made an approval for the newly promoted industry categories including the manufacturing of Fuel Cell Electric Vehicles (FCEV),¹ This is another factor that will drive the growth of PROSPECT REIT and warehouse and factory rental business in the future

PROSPECT REIT had total expense of 160.38 million Baht, which increased 11.55 million Baht or 7.76% from the year ended 2021. It was mainly from the administrative expenses which the increase came from the building renovation costs to maintain the quality of the assets, and the costs that were originally charged in full from government party, such as the land and building tax. However, PROSPECT REIT still had a net investment income (Operating Profit) of 284.83 million Baht, which decreased 9.54 million Baht or 3.24% from the year ended 2021.

For the year ended 2022, PROSPECT REIT had total net loss on investments of 76.26 million Baht. Therefore, in the year 2022, PROSPECT REIT had increase in net assets resulting from operations of 208.57 million Baht.

6.3.2 Operating results for the 9-months ended on September 30,2023

Prospect REIT Management Company Limited as the REIT Manager of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“PROSPECT REIT”) would like to clarify the operating results

for the statements of comprehensive income of the 3 rd quarter ended September 30, 2023, which has been reviewed by the auditor, the operating results had changed compared to the same period of the last year as follows:

The operating results for the 3 rd quarter ended September 30, 2023, PROSPECT REIT had total income of 148.45 million Baht, which increased 37.06 million Baht or 33.27% from the 3 rd quarter ended September 30, 2022. It was mainly from the rental and service income of PROSPECT REIT assets. Including the income recognition from new assets that PROSPECT REIT had been additionally invested No. 2 which are Bangkok Free Trade Zone 2 and the Bangkok Free Trade Zone 3. PROSPECT REIT has maintained high occupancy rate at above 90%, as of September 30, 2023, the Occupancy Rate was 97.5%.

The 2023-2024 Thailand economic outlook, SCB EIC has forecasted the growth GDP in 2023 at 3.1% and 2024 will advance to 3.5%. Due mainly to recovery from private consumption and tourism sector, and Thai exports expectations of continued momentum in Q4/2023. Also, private investment is expected to grow in line with the trend of investment from Thailand's Board of Investment (BOI)¹. The BOI is shared the accomplishments for the first nine months of 2023 January - September, the BOI received a total of 1,555 project applications, reflecting a substantial 31% increase in value to a combined 516,802 million baht, increase 22% YOY. This achievement underscores the growing confidence of foreign investors in Thailand's investment ecosystem and the effectiveness of the new investment promotion strategy aimed to transform the Thai economy towards the "New Economy." The top 3 target industries are the electrical appliances and electronics (E&E) with investment value of 208,288 million baht, the agro-industry and food processing sector with 55,778 million baht, and the automotive and parts industry reaching a total of 42,200 million baht. The foreign Direct Investment (FDI) applications, China emerged as the largest source of FDI applications, Singapore ranked second, while Japan secured the third position. The positive response from foreign investors reflects their trust in Thailand's potential. In terms of strong infrastructure and supply chain, as well as Thailand's long-term growth potential². All of these are supporting factors the growth of the warehouse and factory rental business in Thailand to growing more strongly.

PROSPECT REIT had total expense of 65.14 million Baht, which increased 23.88 million Baht or 57.88% from the 3 rd quarter ended September 30, 2022. It was mainly from the expenses recognition from new assets that PROSPECT REIT additionally invests No. 2, Bangkok Free Trade Zone 2 and Bangkok Free Trade Zone 3, such as administrative expenses, financial cost, PROSPECT REIT management fees such as Property Manager fee, REIT Manager fee, Trustee fee, and registrar fee. However, PROSPECT REIT still had a net investment income (Operating Profit) of 83.31 million Baht, which decreased 13.18 million Baht or 18.79% from the 3 rd quarter ended September 30, 2022.

For the 3 rd quarter ended September 30, 2023, PROSPECT REIT had total net profit on investments of 0.72 million Baht. PROSPECT REIT had increase in net assets from operations of 84.03 million Baht.

Attachment 5

Company Information and Operating Results of

of

BFTZ Wangnoi Co., Ltd.

1. Basic Information

Name of the Company : BFTZ Wangnoi Co., Ltd. ("The Company" or "BFTZ WN")

Nature of Business : Providing space and rental of warehouse buildings in general industrial areas (General zone).

Company's Registration : 0105564076914

No.

Website : www.bangkokfreetradezone.com/

Head Office : 345 345 Suriyawong Bldg. 8 Fl. Surawong Rd. Suriyawong, Bang Rak, Bangkok

Registered Capital : 5.00 million baht with par value of 100.00 baht per share divided into 50,000 ordinary shares with a par value of 100.00 baht each.

Paid-up Capital : 5.00 million baht with par value of 100.00 baht per share divided into 50,000 ordinary shares with a par value of 100.00 baht each.

2. Overview of Business Operations

2.1 Nature of Business Operations

BFTZ Wang Noi Company Limited (“BFTZ WN”) engages in offering rental spaces within large warehouse buildings situated in general industrial zones, catering primarily to logistics companies and large-scale distribution centers. Presently, BFTZ WN's portfolio includes two major warehouse facilities: one built-to-suit warehouse covering 88,423 square meters tailored to specific tenant requirements, and another ready-built warehouse available for rent, encompassing 20,932 square meters.

BFTZ WN focuses on offering rental spaces within large warehouse buildings situated in general industrial zones, catering to the needs of logistics companies and sizable distribution centers. The Company does not provide services in free zone areas.

2.2 Revenue Structure

The revenue structure of BFTZ WN for the period from 7 May 2021 (company registration date) to 31 December 2021 and for the 12-month period of 2022 can be summarized as follows.

Revenue Structure (Unit : Million baht)	2021		2022	
	Amount	Percentage (%)	Amount	Percentage (%)
Income				
Rental and service income	-	-	30,000,000.00	99.96
Other income	7,259.23	100.00	13,266.28	0.04
Total Revenue	7,259.23	100.00	30,013,266.28	100.00

Source: Financial statements audited by Certified Public Accountants

3. List of Board of Directors

As of 16 January 2023, the Board of Directors comprises 5 directors as follows:

No.	List of Board of Directors	Position
1	Mr. James Marshall	Director
2	Mrs. Siripan Leewanun	Director
3	Miss Rachanee Mahatdetkul	Director
4	Mrs. Sanittha Asawachinda	Director
5	Mr. Wittaya Phraisuwan	Director

Binding on the Company: Director Group A. includes Mr. James Marshall and Mrs. Sanittha Asawachinda and Director Group B. includes Miss Rachanee Mahatdetkul and Mrs. Siripan Leewanun. One director of Group A. jointly signs with one director of Group B. and affixes the Company's seal.

4. Shareholders

The Shareholder of BFTZ WN as of 16 January 2023 as follow:

No.	List of shareholders	Number of Shares	%
1	FNS Holdings PLC.	24,999	50.00
2	Prospect Development Company Limited	24,999	50.00
3	Mrs. Sanittha Asawachinda	1	0.00
4	Miss Rachanee Mahatdetkul	1	0.00
Total		50,000	100.00

Source: Information of BFTZ WN

5. Financial Position and Operating Results

5.1 Statement of Financial Position

The statement of Financial Position as of 31 December 2021 and 31 December 2022 as follow.

Financial Position (Unit: Million Baht)	31 December 2021 ^{1/}	31 December 2022 ^{1/}
Assets		
Current assets		
Cash and cash equivalents	3.53	6.47
Trade accounts receivable and accrued income	-	32.10
Advance expenses	8.37	3.22
Finance fees amortized within one year.	-	0.62
Revenue Department debtor and other current assets	4.32	29.08
Total current assets	16.22	71.48
Non-current assets		
Investment property	410.27	1,431.34
Land rent paid in advance	222.57	215.05
Deferred finance fees net of any amortization within one year.	8.91	7.68
Other non-current assets	-	0.25
Total non-current assets	641.75	1,654.32
Total assets	657.96	1,725.80
Liabilities and shareholders' equity		
Current liabilities		
Trade accounts payable	196.93	330.20
e portion of a long-term loan that is due within one year.	-	5.07
Short-term loans from large companies	256.00	501.00

Financial Position (Unit: Million Baht)	31 December 2021 ^{1/}	31 December 2022 ^{1/}
Accrued corporate income tax	-	0.97
Accrued interest	2.91	29.69
Other current liabilities	2.26	3.22
Total current liabilities	458.10	870.14
Non-current liabilities		
Deposit received from customer		
Long-term loans from financial institutions	177.84	783.36
Construction work insurance	17.85	63.52
Liabilities under financial lease agreements	-	-
Total non-current liabilities	195.69	846.88
Total debts	653.78	1,717.02
Shareholder's equity		
Registered capital	5.00	5.00
Issued and paid-up capital	5.00	5.00
Accumulated profit (loss)	(0.82)	3.79
Total shareholders' equity	4.18	8.79
Total liabilities and shareholders' equity	657.96	1,725.80

Source: 1/ Financial statements audited by Certified Public Accountant

5.2 Statement of comprehensive income

Statement of comprehensive income for the period from 7 May 2021 (company registration date) to 31 December 2021 and for the 12-month period of 2022 is summarized as follows.

Statement of comprehensive income	For periods 7 May - 31 December 2021 ^{1/}	12-month period ended 2022 ^{1/}
Income		
Rental and service income	-	-
Other income	0.01	30.01
Total income	0.01	30.01
Expenses		
Cost of rental and service	-	(24.00)
Selling expenses	-	-
Administrative expenses	(0.83)	(0.44)
Total expenses	(0.83)	(24.44)

Statement of comprehensive income	For periods 7 May - 31 December 2021 ^{1/}	12-month period ended 2022 ^{1/}
Profit before finance costs and income tax	(0.82)	5.57
Financial costs	-	-
Profit (loss) before income tax	(0.82)	5.57
Income tax expenses	-	(0.97)
Profit (loss) for the year	(0.82)	4.61

Source: 1/ Financial statements audited by Certified Public Accountant

5.3 Analysis of Financial Position and Operating Results.

5.3.1 Analysis for the year ending 31 December 2022

Operating Results

Operating results for 2022 BFTZ WN has a net profit of 4.61 million baht and a net profit margin for 2022 of 15.36 percent.

Revenue

In 2022, BFTZ WN has no rental and service income. BFTZ WN has other income equal to 30.01 million baht, representing a ratio to sales equal to 100.00 percent.

Cost and Expense

In 2022, BFTZ WN had rental and service costs of 24.00 million baht, representing a cost to sales ratio of 79.97 percent. Administrative expenses equal to 0.44 million baht, representing a ratio of sales to 1.47 percent.

Financial Position

In 2022, BFTZ WN has total assets of 1,725.80 million baht, consisting of investment properties. representing a ratio to total assets equal to 82.94 percent. Trade receivables and accrued income equal to 32.10 million baht, representing a ratio to total assets equal to 1.86 percent.

In terms of total liabilities, BFTZ WN has total liabilities at the end of 2022 in the amount of 1,717.02 million baht, representing a ratio to total assets equal to 99.49 percent, which consists of long-term loans from financial institutions. and trade creditors mainly The ratio to total assets is 45.39 percent and 19.13 percent, respectively.

In 2022, BFTZ WN had shareholder equity of 8.79 million baht, consisting of paid-up registered capital of 5.00 million baht and unallocated retained earnings of 3.79 million baht.

Enclosure 5 - 8

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 Meeting

Enclosure 5

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 6

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:

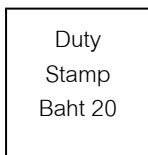
- (1) For individual persons of Thai nationality, please bring over personal identification card, or driver's license, or any other official identification card.
- (2) For individual persons of non-Thai nationality, please bring over passport.
- (3) For Thai Juristic Persons, please bring a copy of the 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 6, 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 February 21, 2024 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. 1/2024 on February 28, 2024 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. 1/2024 on February 28, 2024 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. 2/2023**

- ☐ (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 the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited**

2.1 To consider and approve the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

2.2 To consider and approve the Disposal of Investments in Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") and ordinary shares of BFTZ Wangnoi Company Limited ("BFTZ WN")

☐ (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 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. 1/2024 on February 28, 2024 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. 1/2024 on February 28, 2024 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. 2/2023

☐ (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

☐ Abstain _____ votes

☐ Disapprove _____ votes

☐ Agenda 2 Re: To consider approving the Business Restructuring plan by way of acquired and disposed of assets and entering into transactions related to the M.K. Real Estate Development Public Company Limited

2.1 To consider and approve the transaction of asset acquisition of the ordinary shares of RX Wellness Company Limited and enter into the land and building rental and service agreement.

2.2 To consider and approve the Disposal of Investments in Prospect Logistics and Industrial Real Estate and Leasehold Real Estate Investment Trust ("PROSPECT") and ordinary shares of BFTZ Wangnoi Company Limited ("BFTZ WN")

- ☐ (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:
- | | |
|--|---|
| <input type="checkbox"/> Approve_____votes | <input type="checkbox"/> Disapprove_____votes |
| <input type="checkbox"/> Abstain_____votes | |

☐ Agenda 3 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:
- | | |
|--|---|
| <input type="checkbox"/> Approve_____votes | <input type="checkbox"/> Disapprove_____votes |
| <input type="checkbox"/> 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. 1/2024 on February 28, 2024 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 7

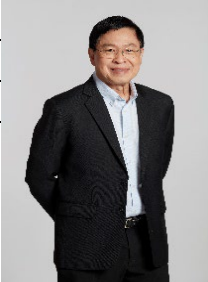
Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)

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	13 years	
Home Address:	No. 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 December 31, 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 11 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, Pruksha 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, Finansa 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 December 31, 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 8

Map of Venue of the 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

