

(-Translation-)

26 June 2023

**Subject:** Notification of the Rights to Subscribe for Newly Issued Ordinary Shares of FNS Holdings Public Company Limited

**To:** Shareholders  
FNS Holdings Public Company Limited

**Enclosure:**

1. Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum
2. Map to the Location for Subscription of Newly Issued Ordinary Shares
3. Subscription Form for Newly Issued Ordinary Shares of FNS Holdings Public Company Limited
4. U.S. Indicia Checklist (For Individual & Juristic Person) and Entity Status Certification and Information Disclosure Consent Form under FATCA (Juristic Person Only) only for subscriber wishing to deposit newly issued ordinary shares into the Issuer Account
5. Power of Attorney for Subscription of Newly Issued Ordinary Shares
6. Certification of Subscription Entitlement (Subscription Notification) issued by Thailand Securities Depository Company Limited (TSD)

Reference is made to the resolutions of the Board of Directors' meeting of FNS Holdings Public Company Limited (the "Company") No. 5/2023 on 18 May 2023 and the Extraordinary General Meeting of Shareholders No. 1/2023 of the Company on 23 June 2023, which have passed resolution approving to issue and offer up to 345,855,440 newly issued ordinary shares, with a par value of THB 5.00 per share, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share (1:1), regardless of any fraction thereof, at an offering price of THB 5.00 per share whereby the existing shareholders are able to oversubscribe for the newly issued ordinary shares in excess of their rights (Oversubscription). However, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions. The date to determine the names of shareholders who are entitled to subscribe for newly issued ordinary shares in the Rights Offering (Record Date) is set on 1 June 2023 and the subscription period for the newly issued ordinary shares is set on 14 and 17-20 July 2023 (5 business days).

The Company would like to inform you of your rights to subscribe for the newly issued ordinary shares in the amount as specified in the Certification of Subscription Entitlement (Subscription Notification) issued by Thailand Securities Depository Company Limited (TSD) (Enclosure 6). The details of the issuance and



offering, including the subscription and allocation of the newly issued ordinary shares are prescribed in the Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum (Enclosure 1).

For any shareholder who wishes to subscribe for the newly issued ordinary shares, please fill the accurate, complete, and clear information in the Subscription Form (Enclosure 3) and comply with the subscription and payment method, specified in the Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum (Enclosure 1) in **Section 1: The Information of Allocation of Newly Issued Ordinary Shares, Clause 5. Subscription period and subscription and payment procedures.**

For the shareholders having securities trading account and holding shares via the scripless system, the Company would like to request your cooperation to contact the securities company (broker) in which the shareholders have securities trading account with and have the Company's shares deposited. These securities companies shall collect all relevant subscription documents and submit such documents to the Company's Subscription Agent of the newly issued ordinary shares. This is to reduce the overcrowding of the number of shareholders who commute to subscription location for share subscription. For shareholders who do not have a securities trading account, the shareholders can still submit documents in person at the subscription location subject to the conditions that the shareholders wear facemasks and pass screening by having their body temperature checked. The Company by the Subscription Agent reserves the right to not allow shareholders who have temperature of 37.5 Celsius degree or higher (or have respiratory system symptoms such as coughing, sore throat or runny nose) to submit the subscription documents at the subscription location. The shareholders, however, can authorize the proxies to act on their behalf.

In the case that the subscribers wish to deposit the securities with the Issuer Account number 600, please fill the information in the U.S. Indicia Checklist (For Individual & Juristic Person) and Entity Status Certification and Information Disclosure Consent Form under FATCA (Juristic Person Only) (Enclosure 4) according to Foreign Account Tax Compliance Act (FATCA).

For any questions concerning the allocation, procedure, and method of subscription of the newly issued ordinary shares, please contact I V Global Securities Public Company Limited (the Company's Subscription Agent of the newly issued ordinary shares) at telephone number: 02-658-5800 Ext. 305 on business days from 9:00 a.m. to 3:30 p.m.

Please be informed accordingly.

Yours sincerely,

FNS Holdings Public Company Limited



---

(Mr. Vorasit Pokachaiyapat)

Managing Director

**PRIVACY NOTICE FOR THE SECURITIES SUBSCRIPTION  
FNS HOLDINGS PUBLIC COMPANY LIMITED**

This privacy notice for the securities subscription of FNS Holdings Public Company Limited (the “**Company**”) is provided to inform you, as a shareholder, an attorney, a custodian, or an authorized person of a juristic person, of the policy with respect to the collection, use and/or disclosure of your personal data, and your rights as a data subject.

**1. PERSONAL DATA TO BE COLLECTED**

The Company shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), tax identification number, securities registration number, address, telephone number, email, number of share/securities held, subscription rights and exercise of subscription rights information, securities trading account information, bank account information and delegation of power to attorney information.

Remark For subscription documents and/or power of attorney submitted by you to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of subscribing for securities, the Company would like to inform you that the Company has no intention to collect such sensitive data. As such, you may redact those sensitive data prior to submitting your documents to the Company (or its subscription agent (if any)). In case you did not redact those sensitive data contained in your documents, the Company (or its subscription agent (if any)) reserves its right to redact such sensitive data of yours. In such case, it shall be deemed that the Company (or its subscription agent (if any)) has not collected any of the said sensitive data.

In this regard, the Company (or its subscription agent (if any)) may collect your personal data (i) directly from you, or (ii) that are appeared in the subscription documents (e.g., subscription form, certification of subscription entitlement issued by Thailand Securities Depository Company Limited or TSD, evidence of payment for securities subscription and identification documents) through a securities company (broker) in which you have securities trading account with, or (iii) that are appeared in the share register book on record date received from TSD as the registrar.

**2. PURPOSE OF THE COLLECTION, USE AND/OR DISCLOSURE**

The Company shall collect, use or disclose your personal data on a basis of (1) legitimate interest, (2) initiation or fulfilment of a contract, (3) fulfilment of legal obligations, or (4) other legal basis pursuant to the personal data protection laws, including but not limited to, for the fulfilment of the Company’s legal obligations as a public company limited and a listing company in the Stock Exchange of Thailand (the “**SET**”), identification verification, subscription rights verification, securities allocation and delivery, refund of subscription payment and contact. If you do not wish to provide your personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject your securities subscription or performing any other action for you if such action requires the said personal data.

### **3. PERIOD FOR RETENTION OF PERSONAL DATA**

The Company shall retain your personal data for as long as it is reasonably necessary to fulfil the Company's purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Company may have to retain your personal data for a longer duration, as required by applicable law.

### **4. THIRD PARTIES WHOM THE COMPANY MAY DISCLOSE YOUR PERSONAL DATA**

The Company may disclose or transfer your personal data to the following third parties:

- 1) service providers (including subscription agent) that the Company engages for processing your personal data for the purpose of identification verification, subscription rights verification, securities allocation and delivery, refund of subscription payment and contact; and
- 2) government agencies or competent authorities, e.g., the Department of Business Development, the Ministry of Commerce, and the SET for registration, submission of shareholders list, and listing the Company's securities on the SET.

### **5. SECURITY MEASURES**

Security for your personal data is important. The Company therefore provide appropriate security measures to prevent the loss, access, use, or disclosure of personal data from those who do not have rights or duties related to that personal data, such as encryption and access restriction to ensure that only authorized person shall have access to your personal data.

### **6. YOUR RIGHTS AS DATA SUBJECT**

You, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data (only in case the Company rely on your consent), to request access to or to obtain a copy of your personal data processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with your request.

### **7. CONTACT DETAIL**

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Company at:

Investor Relations  
FNS Holdings Public Company Limited  
345 Surawong Road, 6<sup>th</sup> Fl., 345 Surawong Building,  
Suriyawong, Bangrak, Bangkok 10500  
Telephone number: 02-697-3700  
Email: [ir@fnsplc.com](mailto:ir@fnsplc.com)

*(-Translation-)*

**Notice of Allocation of Newly Issued Ordinary Shares &  
Information Memorandum  
FNS Holdings Public Company Limited**



**Offering of newly issued ordinary shares to the existing shareholders whose name appeared on the share register book as at the date to determine the names of shareholders who are entitled to subscribe for newly issued ordinary shares in the Rights Offering (Record Date) on 1 June 2023 at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share (Shareholders can oversubscribe)**

**Subscription Period  
14 and 17–20 July 2023  
(5 consecutive business days)**

The English translation of the Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum has been prepared solely for the convenience of foreign shareholder of FNS Holdings Public Company Limited and should not be relied upon as the definitive and official document.

The Thai language version of the Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this translation.

## Important Notes

By receiving a Notice of Allocation of Newly Issued Ordinary Shares and Information Memorandum of FNS Holdings Public Company Limited (the “**Company**”) herein (the “**Notice of Allocation**”), shareholders accept and agree to the Terms and Conditions. Details are listed below.

This offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings is the offering of securities in accordance with section 33 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). The Company is a listed company in the Stock Exchange of Thailand who has not registered and will not register its newly issued ordinary shares in any other countries or under the law of any other jurisdictions.

It is prohibited for any shareholders to publish or distribute the Notice of Allocation whether in whole or in part. This Notice of Allocation is neither the offering nor the prospectus of the Company’s shares in other countries. The Company recommends shareholders who receive this Notice of Allocation to check all restrictions in your home countries related to investing in securities. The Company will not be responsible for any case of violation of any restrictions.

## Table of Contents

<b>Section 1: The Information of Allocation of Newly Issued Ordinary Shares</b>	<b>1</b>
1. Name and address of the listed company	1
2. Date and number of the Board of Directors' Meeting and the Shareholders' Meeting that approved the allocation of newly issued ordinary shares	1
3. Details of the allocation of newly issued ordinary shares	1
4. Record Date to determine the list of shareholders entitled to subscribe for newly issued ordinary shares	3
5. Subscription period and subscription and payment procedures	3
6. Objectives of the capital increase	11
7. Benefits which the Company will receive from the capital increase / the allocation of newly issued ordinary shares	11
8. Benefits which the shareholders will receive from the capital increase / the allocation of newly issued ordinary shares	12
9. Other information necessary for shareholders in investing in newly issued ordinary shares	12
<b>Section 2: General information of FNS Holdings Public Company Limited</b>	<b>14</b>
1. Name and location of the Company	14
2. Business type and current core business characteristics of the Company's group	14
3. List of the Board of Directors, executives and major shareholders	17
4. Capital increase and dividend payment over the past 3 years	18
5. Information of subsidiaries and associates companies	19
<b>Section 3: Financial Information</b>	<b>20</b>
1. Summary of financial statements during the past 3 years and current year to the latest quarter ended 31 March 2023	20
2. Performance discussion for the latest quarter ended 31 March 2023	24

# Notice of Allocation and Subscription Document of Newly Issued Ordinary Shares FNS Holdings Public Company Limited

## Section 1: The Information of Allocation of Newly Issued Ordinary Shares

### 1. Name and address of the listed company

Name : FNS Holdings Public Company Limited (the “**Company**”)  
Address : No. 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong Sub-district, Bangrak District, Bangkok 10500  
Telephone : 0-2697-3700  
Fax : 0-2697-3779  
Website : <https://www.fnsplc.com>

### 2. Date and number of the Board of Directors’ Meeting and the Shareholders’ Meeting that approved the allocation of newly issued ordinary shares.

The Meeting of the Board of Directors of the Company No. 5/2023 held on 18 May 2023.  
The Extraordinary General Meeting of Shareholders No. 1/2023 held on 23 June 2023.

### 3. Details of the allocation of newly issued ordinary shares.

The Board of Directors’ Meeting No. 5/2023, held on 18 May 2023, and the Extraordinary General Meeting of Shareholders No. 1/2023, held on 23 June 2023, resolved to approve the increase of the registered capital from the existing registered capital of THB 1,729,277,200 to the new registered capital of THB 3,458,554,400, by issuing 345,855,440 new ordinary shares with a par value of THB 5.00 per share. The allocation of 345,855,440 new ordinary shares to the existing shareholders shall be in proportion to their existing holdings (Rights Offering) at the ratio of 1 existing ordinary share to 1 new ordinary share (1:1) at the offering price of THB 5.00 per share. The existing shareholders shall be entitled to subscribe for the additional shares exceeding their rights (Oversubscription). However, the existing shareholders, who subscribe for the additional shares exceeding their rights, shall be allocated those additional shares other than their right provided that there is any remaining unsubscribed share from the allocation of rights offering to all existing shareholders or waiver of the rights offering. Moreover, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.

**Allocation method to the existing shareholders, terms, and relevant conditions** : Allocation of not exceeding 345,855,440 shares to offer to the existing shareholders in ratio of 1 existing share to 1 new share (1:1). Any fraction of remaining shares shall be disregarded.  
During the subscription period, the existing shareholders are entitled to subscribe to the newly issued shares in excess of their proportionate entitlement (Oversubscription). In this regard, the existing shareholders shall be allocated those shares subscribed to in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The offering of such remaining shares to each shareholder who submit their intention to subscribe ordinary shares in excess of their rights shall be allocated on a pro rata basis



based on the shareholding of those existing shareholders who submit their intention to subscribe ordinary shares in excess of their rights. The process would be repeated until there are no remaining shares available or there is no shareholder intended to subscribe to the new shares.

The allocation of the oversubscribed shares shall be done in accordance with the following principles:

(1) In case the number of remaining unallocated shares is higher than the number of oversubscribed shares

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

(2) In case the number of remaining unallocated shares is lower than the number of oversubscribed shares

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

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

In any case, the allocation of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49 percent of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allocation will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule

of Thai law. Moreover, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions. The Company has considered that there will be no offering or allocation of newly issued ordinary shares in the Rights Offering to shareholders in the United States, Canada, the People's Republic of China, South Africa, and other jurisdictions as the Company may deem appropriate.

In case there are remaining unallocated shares after the allocation to existing shareholders proportionate to their shareholding and to oversubscribing shareholders in accordance with the principles prescribed above in (1) and (2), the Company shall decrease its registered capital.

In this regard, the shareholders' meeting resolved to approve the authorization to the Board of Directors and/or the Executive Committee and/or the person entrusted by the Board of Directors or the Executive Committee to have the following powers:

- (1) To consider and determine the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, payment of shares, and conditions necessary and relevant to the allocation and offering.
- (2) To correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce.
- (3) To execute the application and necessary supporting documents relevant to the issuance and allocation of the Right Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand.
- (4) To take any other actions which are deemed necessary and appropriate to the issuance and allocation of the Rights Offering shares.

**4. The Record Date to determine the list of shareholders entitled to subscribe for newly issued ordinary shares.**

The Company determined the names of shareholders who are entitled to subscribe for newly issued ordinary shares in the Rights Offering (Record Date) on 1 June 2023.

**5. Subscription period and subscription and payment procedures**

**5.1 Subscription period**

During 14 and 17 - 20 July 2023 (5 business days) from 9:00 a.m. to 3:30 p.m.

## 5.2 Subscription procedures and location

### 5.2.1 Subscription procedures

Shareholders who wish to subscribe for newly issued ordinary shares are required to fill out the details in the Subscription Form (*Enclosure 3*) clearly and accurately and signed by the subscriber and make a full payment for such subscription (as detailed under Clause 5.3) and prepare required documents (as detailed under Clause 5.4) and submit all relevant documents, by the procedures as follows:

- For shareholders having trading account

For shareholders having securities trading account and holding shares via the scripless system, please contact the securities company (broker) in which shareholders have securities trading account with and have the Company' shares deposited. These securities companies shall collect all relevant subscription documents and submit such documents to the Company's Subscription Agent at the subscription location of newly issued ordinary shares (as detailed under Clause 5.2.2) during the subscription period.

- For shareholders not having trading account or who wish to manually submit documents in person

Please manually submit all relevant subscription documents in person to the Company's Subscription Agent at the location of newly issued ordinary shares (as detailed under Clause 5.2.2) during the subscription period.

### 5.2.2 The subscription location

The subscribers or their proxies or the securities company shall proceed and submit all required documents for subscription of newly issued ordinary shares at the headquarter of the Subscription Agent during 14 and 17 – 20 July 2023 (5 business days) during 9:00 a.m. to 3:30 p.m. at the following name and location (please refer to location map in (*Enclosure 2*):

Name	: I V Global Securities Public Company Limited
Address	: 18 <sup>th</sup> Floor, Mercury Tower, 540 Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330
Telephone	: 02-658-5800 Ext. 305
E-mail	: saichaleel@ivglobal.co.th

The Company (by the Subscription Agent) **shall not accept subscription through postal mail, fax, e-mail or at any branch of commercial banks.**

In the case that shareholder who wishes to subscribe for newly issued ordinary shares cannot submit all required documents to the Company's Subscription Agent or the Subscription Agent do not receive all required documents completely within the subscription period or the criteria notified by the Company hereunder are not complied with, **the Company (by the Subscription Agent) reserves the right to consider that such shareholder has waived the right to subscribe for newly issued ordinary shares.**

## 5.3 Payment procedures

The payment for subscription of newly issued ordinary shares can be made by one of the following procedures:

### 5.3.1 In case of payment by transfer

- Deposit or transfer of money into the Company's account as follows:

Account Name	: Account for Subscription for Capital Increase Ordinary Shares of FNS Holdings Plc.
Bank	: Kasikornbank Public Company Limited
Branch	: Sathon Road
Account Type	: Current Account
Account No.	: 038-1-12461-4

- Deposit or transfer only **one full payment per each Subscription Form** for both subscription in accordance with the right or oversubscription.
- Deposit or transfer of cash or cheque via bank counter or money transfer via internet banking or mobile banking are acceptable.
- Transfer of money from shareholder's account only. Money transfer from account of other individuals and/or juristic persons is prohibited, except for subscription of Thai NVRD Company Limited ("**NVDR**").
- Please specify the shareholder's register number, name, surname, and telephone number on the bank's original evidence of money transfer or pay-in slip or the printed evidence of money transfer (required certified true copy for the printed evidence of money transfer).
- Payment period in case of payment by transfer  
Cash deposit / transfer: During 14 and 17 - 20 July 2023  
Cheque deposit / transfer: During 14 and 17 – 18 July 2023 and such cheque must be collected by clearing house in Bangkok within the next business day and such cheque must be dated no later than 18 July 2023.
- The amount of subscription of newly issued ordinary shares must be net of bank fee, and other related expenses and fees (if any). The Company shall consider the amount of net payment received as the intended subscription.

### 5.3.2 In case of payment by cheque, cashier cheque or draft

- Make the payment by cheque, cashier cheque or draft and shall be crossed Account Payee Only and made payable to "**Account for Subscription for Capital Increase Ordinary Shares of FNS Holdings Plc.**" and must be collected by clearing house in Bangkok within the next business day and such cheque must be dated no later than 18 July 2023.
- Make full payment by only **one cheque, cashier cheque or draft for each Subscription Form** for both subscription in accordance with the right or oversubscription.
- In case of making payment by personal cheque, such cheque must be shareholder's cheque only. Cheque payment by other individuals and/or juristic persons is prohibited, except for subscription of NVDR.
- Please specify the shareholder's register number, name, surname, and telephone number on the back of cheque, cashier cheque or draft.
- Payment period in case of payment by cheque, cashier cheque or draft during 14 and 17 – 18 July 2023 and such cheque must be collected by clearing house in Bangkok within the next business day and must be dated no later than 18 July 2023.
- The amount of subscription of newly issued ordinary shares must be net of bank fee, and other related expenses and fees (if any). The Company shall consider the amount of net payment received as the intended subscription.

### 5.3.3 In case of payment by transfer through BAHTNET

- Transfer of money through BAHTNET to the Company's account as follows:

Account Name	: Account for Subscription for Capital Increase Ordinary Shares of FNS Holdings Plc.
Bank	: Kasikornbank Public Company Limited
Branch	: Sathon Road
Account Type	: Current Account
Account No.	: 038-1-12461-4

- Payable during BAHTNET system operating hours of each bank during 14 and 17 – 20 July 2023
- The subscribers will be responsible for BAHTNET transaction fees at both origin and destination fees. The amount of subscription of newly issued ordinary shares must be net of bank fee, and other related expenses and fees (if any). **The Company shall consider the amount of net payment received as the intended subscription.**

In this regard, the Company (by the Subscription Agent) **does not accept payment for shares by cash.**

### 5.4 **Required documents for subscription.**

The subscribers shall be required to submit documents for subscription of newly issued ordinary shares as follows:

- 1) Subscription Form (Enclosure 3) that has been correctly, completely, and clearly filled in and signed by the subscriber. Each subscriber, in any case, shall only submit one Subscription Form per each Certification of Subscription Entitlement (Enclosure 6).
- 2) Certification of Subscription Entitlement issued by Thailand Securities Depository Company Limited (the "**Securities Depository**" or "**TSD**") who is the Company's registrar.

In the case that the subscribers do not receive the Certificate of Subscription Entitlement, please contact Thailand Securities Depository Company Limited at telephone number: 02-009-9999.

- 3) Evidence of payment for subscription of newly issued ordinary shares.

The subscriber shall select payment procedures for newly issued ordinary shares pursuant to Clause 5.3 and attach payment evidence as follows:

- In case of payment by deposit or transfer of cash or cheque via bank counter  
Attach the bank's evidence of money transfer or pay-in slip (original) as detailed under Clause 5.3.1 or 5.3.3 and write the shareholder's register number (can be referred from the Certificate of Subscription Entitlement issued by TSD), the subscriber's name, surname, and telephone number on the evidence of money transfer or pay-in slip.
- In case of payment by money transfer via internet banking or mobile banking  
Attach the printed evidence of money transfer by printing from internet banking or mobile banking system as detailed under Clause 5.3.1 or 5.3.3 **with certified true copy** and specify the shareholder's register number (can be referred from the Certificate of Subscription Entitlement issued by TSD), the subscriber's name, surname, and telephone number on the evidence of money transfer.

The name of the transferor which appears on such evidence of money transfer must be the shareholder's name only, except for subscription of NVDR.

- In case of payment by cheque, cashier cheque or draft

Attach cheque, cashier cheque or draft as detailed under Clause 5.3.2 and specify the shareholder's register number (can be referred from the Certificate of Subscription Entitlement issued by TSD), the subscriber's name, surname, and telephone number on the back of the cheque, cashier cheque or draft.

In case of making payment by personal cheque, such cheque must be shareholder's cheque only. Cheque payment by other individuals and/or juristic persons is prohibited, except for subscription of NVDR.

Amendment or cross-over or any changes of text on cheque, cashier cheque or draft **are prohibited**. The Company (by the Subscription Agent) reserves the right to refuse to accept such cheque, cashier cheque or draft with the amendment or cross-over or any changes of text in all cases.

#### 4) Identification documents

- Thai Individual

- A valid certified true copy of Thai national identification card. For lifetime identification card, please provide a certified true copy of identification card, with addition of a certified true copy of house registration or
- A valid certified true copy of the other government documents showing identification card number (such as official identification card, state enterprise identification card or driving license) together with house registration with identification card number, and
- In the case that the subscribers are minor, certified true copy of identification card of his/her guardian (parents) and a copy of the minor's house registration certified by his/her guardian are required and
- The signature on all certified copies must be identical to the signature endorsed on all relevant documents for the subscription and
- In the case of change of first name or surname, which causes the name of shareholders to be different from the name as appeared on the share register book on Record Date as of 1 June 2023 or in the Certificate of Subscription Entitlement issued by TSD, a certified true copy of the official document evidencing the change of first name or surname, such as marriage certificate and divorce certificate, shall be submitted.

- Foreign Individual (who resides in Thailand)

- A valid certified true copy of passport or alien certificate, and
- The signature on all certified copies must be identical to the signature endorsed on all relevant documents for the subscription.

- Thai Juristic Person

- A copy of an affidavit issued by the Ministry of Commerce which issued not more than 6 months before the subscription date and certified by the authorized director(s) and affixed with the seal of such juristic person (if any), and
- A valid certified true copy of identification card, passport, or alien certificate (as the case may be) of such authorized director(s) of the juristic person.

- Foreign Juristic Person

- A copy of the certificate of incorporation, memorandum of association and corporate affidavit which issued not more than 6 months before the subscription date by the relevant agency of the country where such juristic

person is domiciled and certified by the authorized director(s) and affixed with the seal of such juristic person (if any), and

- A valid certified true copy of identification card, passport, or alien certificate (as the case may be) of the authorized director(s) of such juristic person, and
  - All certified copies of each of above documents must be notarized by a Notary Public or authenticated by the Thai Embassy or the Thai Consulate in the country where the documents were prepared or certified. Such certified and notarized documents shall not be made more than 6 months prior to the subscription date.
- 5) In the case of subscription in excess of the rights (Oversubscription), please submit certified true copy of the front page of the savings account book or a bank statement of current account or savings account showing the bank account number. The name which appears on such bank account must be the same as that which appears on the Subscription Form.
  - 6) In the case that the subscribers wish to deposit the allocated shares with the Issuer Account number 600, the subscribers must fill in U.S. Indicia Checklist (Individual & Juristic Person) and Entity Status Certification and Information Disclosure Consent Form under FATCA (Juristic Person Only) (Enclosure 4) according to Foreign Account Tax Compliance Act (FATCA).
  - 7) In the case of appointment of proxy, please submit a Power of Attorney to act for and on behalf of the subscriber (the form can be referred to (Enclosure 5) affixed with THB 30 stamp duty, together with certified true copy of valid national identification cards of grantor and attorney.
  - 8) In the case of submitting documents through the securities company (broker) in which the shareholder has a securities trading account with and has the Company's ordinary shares deposited, the power of attorney for the broker is not required.

## **5.5 Conditions for subscription**

- 1) Completion of the subscription will be valid when the Company has completely collected the payment from money transfer or the cheque, cashier cheque, or draft.
- 2) Shareholders who have subscribed and made payment for subscription of newly issued ordinary shares will have no rights to cancel the subscription after the end of the subscription period.
- 3) If shareholder who wishes to subscribe cannot make payment for subscription of newly issued ordinary shares, or the Company cannot collect payment under any circumstances, which is not the fault of the Company, within the subscription period and payment procedures specified, or the subscription form is incomplete or unclear, or shareholder proceeds with a subscription method other than those specified, the Company shall consider that such shareholder has waived the right to subscribe for newly issued ordinary shares and the Company reserves the right to not allocate newly issued ordinary shares to such shareholder.
- 4) If the shareholder who wishes to subscribe does not deliver the required documents within the subscription period and this results in the Company being unable to identify such shareholder, the Company shall consider that such subscriber has waived the right to subscribe for the newly issued ordinary shares.

## **5.6 Refund of subscription payment for newly issued ordinary shares (if any)**

In the case that the subscriber has not been allocated shares or has not been fully allocated shares or the subscriber has overpaid for the value of the allocated shares, the Company (by the Subscription Agent) shall refund the subscription payment without interest and/or compensation. The subscriber shall choose one of the following refund methods:

5.6.1 Money transfer to the bank account

For subscriber who submit certified true copy of the front page of the savings account book or a bank statement of current account or savings account showing the bank account number and the name which appears on such bank account must be the same as that which appears on the Subscription Form.

The Company (by the Subscription Agent) shall refund the payment via money transfer to the subscriber's bank account within 10 business days from the end of the subscription period (or by 8 August 2023).

In the case that the name of the bank account differs from the name of the subscriber, or the information is incomplete, or the refund cannot be made to the subscriber's bank account, the Company (by the Subscription Agent) shall refund the subscription payment by issuing a crossed cheque payable to the shareholder in accordance with Clause 5.6.2 instead.

5.6.2 Issuing a crossed cheque payable to the shareholder

The Company (by the Subscription Agent) shall refund the subscription payment by issuing a crossed cheque or cashier cheque of Siam Commercial Bank PCL. payable to the shareholder and delivering via registered postal mail to the shareholders within 15 business days from the end of the subscription period (or within 16 August 2023) to the address as appeared on the share register book on the Record Date as of 1 June 2023.

It shall be deemed that the subscriber has duly received the refund after such crossed cheque or cashier cheque delivered via registered postal mail to the address as appeared on the share register book. The subscriber shall no longer be able to claim any interest or damages from the Company or the Subscription Agent.

The subscriber shall be responsible for any related fees from cash withdrawal of crossed cheque or cashier cheque.

In the case of refunding the share subscription payment due to the subscriber breaching the subscription conditions or no subscriber's name appearing on the share register book, such subscriber must contact for refund from the Company (by the Subscription Agent) at address as detailed under Clause 5.2.2 after 15 business days from the end of the subscription period (or from 17 August 2023).

## 5.7 **Delivery of the securities**

The subscriber can choose one of the following delivery methods to be undertaken by the Company:

5.7.1 In the event that the subscriber wishes to deposit shares in the securities company's account in which the subscriber has a securities trading account, the Company will deposit the allocated shares with "Thailand Securities Depository Company Limited for Depositor". The Securities Depository and securities company will record the account balance for the deposited number of shares and issue the evidence of deposit to the subscriber within 15 business days from the end of the subscription period. The subscriber can trade the allocated shares on the SET as soon as the SET approves the shares to be traded on the SET.

In case of Clause 5.7.1, the name of the subscriber must be the same as the name of the owner of the securities trading account in which the subscriber wishes to deposit shares, otherwise the Company shall reserve the right by not delivering the shares but issuing the share certificate in accordance with Clause 5.7.3 instead.

The shareholders who exercise their rights to subscribe must specify the securities company code (as specified on the back of the Subscription Form for newly issued ordinary shares (*Enclosure 3*) where the shareholder has a securities trading account and specify the securities trading account number



to which the subscriber intends to transfer. The Company is unable to transfer shares to the trading account if the securities company code or trading account number is incorrect. In this case, the Company is not responsible for any loss or delay.

If the aforementioned details are incomplete, the Company reserves the right to not deliver the shares but to issue the share certificate in accordance with Clause 5.7.3 instead.

- 5.7.2 In the event that the subscriber intends to deposit shares in the Issuer Account, the Company shall deposit the allocated shares with "Thailand Securities Depository Company Limited". The Securities Depository shall record the allocated number of shares to account number 600 of FNS Holdings Public Company Limited, and issue evidence of deposit to the subscriber within 15 business days from the end of the subscription period. When the subscriber wants to sell shares, the subscribers are required to withdraw shares from the Issuer Account number 600 by contacting the securities company. There may be an operating fee as specified by the Securities Depository and/or the securities company. In this case, the subscriber will be able to trade the allocated shares on the SET after the SET approves the shares to be traded on the SET and the subscriber has proceeded to withdraw shares from the Issuer Account number 600.

**In this case, the subscriber must fill in U.S. Indicia Checklist (Individual & Juristic Person) and Entity Status Certification and Information Disclosure Consent Form under FATCA (Juristic Person Only) (Enclosure 4), with the relevant documents required by the Securities Depository.** If there is any indication that the subscriber is a US citizen under FATCA law, the Company reserves the right to not deliver the shares but issue the share certificate in accordance with Clause 5.7.3 instead.

- 5.7.3 In the case of requesting share certificate in the name of the subscriber, the Securities Depository, as the Company's registrar, will deliver share certificate according to the allocated number of shares by registered postal mail in accordance with the name and address as appeared on the share register book as of the Record Date within 15 business days from the end of the subscription period. In this case, the subscriber will not be able to trade the allocated shares on the SET until receiving the share certificate. The subscriber may receive a share certificate after the Company's shares have been approved for trading on the SET.

However, if the subscriber does not choose any case in the Subscription Form, the Company reserves the right to issue a share certificate in the name of the subscriber in accordance with Clause 5.7.3.

## **5.8 Waiving for the subscription rights**

The Company deems that shareholders who do not exercise their rights or make a payment within specified period, or the cheque, cashier cheque or draft cannot be collected, or the Subscription Form is unclearly filled in, or the required documents are incompletely submitted within the specified subscription period, have waived their rights to subscribe for newly issued ordinary shares.

## **5.9 Other significant information**

- 1) For the subscription and payment for the newly issued ordinary shares, the Company's officer (by the Subscription Agent) will sign to issue the receipt of the subscription (ending part of the Subscription Form) to the subscriber as evidence of the subscription.
- 2) Name of the subscriber and the account owner must be identical. If the trading securities account belongs to others, the newly issued ordinary shares will not be transferred to the trading account. In this case, the Company reserves the right to deliver shares by issuing a share certificate in the name of the shareholder instead.

Shareholders may not be able to trade the shares on the first date of trading on the SET.

- 3) Please specify the correct securities company code (broker code) as specified on the back of the Subscription Form for newly issued ordinary shares and trading account number to which subscribers wish to deposit the allocated shares, otherwise shares cannot be properly transferred, and the Company (by the Subscription Agent) will not take responsibility for any delay in tracking shares or loss. In the case that shareholders do not fill in details completely, the Company (by the Subscription Agent) reserves the right to deliver shares by issuing a share certificate in the name of the shareholder instead. Shareholders may not be able to trade the shares on the first date of trading on the SET.
- 4) In the case that Thai shareholders waiving or not fully exercising their rights have led the foreign shareholding to exceed 49% of the total number of paid-up shares, the Company reserves the right not to allocate the shares to foreign shareholders, whereby the said foreign shareholders might not be allocated or might be partially allocated the said shares in proportion to the remaining foreign shareholding percentage. Nonetheless, the Company reserves the right to further allocate the shares remaining from such allocation.
- 5) In the case that the number of shares specified in the Subscription Form is greater than the payment received, the Company reserves the right to consider the payment received as the intended subscription.
- 6) In the case that the number of shares specified in the Subscription Form is less than the payment received, the Company reserves the right to consider the allocation for each shareholder as deemed appropriate.
- 7) The Company (by the Subscription Agent) hereby reserves the rights to make adjustment to the subscription method, the terms and conditions of the subscription or any information regarding the subscription of newly issued ordinary shares as deemed appropriate in case of problematic events, obstacles, or limitation in execution of the subscription for the benefit of the subscription process of the Company's newly issued ordinary shares.

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

According to the issuance and offer for sale of the company's newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) with the subscription ratio of 1 existing ordinary share for 1 new ordinary share, the Company would receive the capital in amount of THB 1,729,277,200. The objectives of the capital increase are as follows:

<b>Objectives of use of capital increase</b>	<b>Amount</b>	<b>Period of use of capital increase</b>
1. Investment in ordinary shares of M.K. Real Estate Development Public Company Limited	THB 883.40 million	Within year 2023
2. Working capital of the Company and its subsidiaries and/or expand current and future business	Not exceeding THB 845.88 million	Within year 2023 - 2024
<b>Total</b>	<b>Not exceeding THB 1,729.28 million</b>	

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

The Company has a purpose to increase its shareholding in M.K. Real Estate Development Public Company Limited since the Company is a company that operates its business by holding shares in other companies. The Company earns revenue from its investments in various companies. The company potential growth, business expansion trends, earning consistent returns, and expected returns in the future, including the industrial situation of the real estate

development business that tends to grow continuously after the end of the COVID-19 epidemic situation. Therefore, the additional investment in ordinary shares of M.K. Real Estate Development Public Company Limited (holding more than 40 percent) will make the Company's receive revenue from a real estate development business, real estate rental business, real estate management business, and wellness services business, which has a tendency for business growth in the future, as well as real estate rental income, real estate management and wellness services is a recurring income. Moreover, the investment also gives the Company involved in management and increased control power and receive a proportion of returns that increase according to the investment proportion. Moreover, the fund received will enhance the Company's liquidity, financial stability and increase working capital to support the business of the Company which operates by investing in various companies to increase future profit, as well as create added value to shareholders in the long term.

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

**8.1 Dividend policy**

The Company has a policy to pay dividends of 30 percent 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.

**8.2 Right to receive dividend payment**

Subscribers of newly issued ordinary shares will be entitled to receive dividends from the Company's business operations since the subscriber of the newly issued ordinary shares has been registered as shareholders of Company and whose name is listed as a shareholder in the shareholder register of the Company, and the Company has declared to pay dividend.

**9. Other information necessary for shareholders in investing in newly issued ordinary shares.**

Impact on existing shareholders from allocation of new ordinary shares.

**9.1 Control dilution**

In case that all shareholders exercise all their rights, the voting rights of the shareholders of the company will not be affected. If any shareholders do not exercise the right to subscribe for the newly issued ordinary shares according to their rights and other shareholders have exercised their rights to subscribe for the newly issued ordinary shares in accordance with their existing rights and/or subscribe to the newly issued ordinary shares in excess of their rights until full subscription, the voting rights of the said shareholder will be affected by reduced voting rights approximately 50.00 percent.

The control dilution as per the following calculation:

$$\begin{aligned}
 &= \frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\
 &= \frac{345,855,440}{(345,855,440 + 345,885,440)} \\
 &= 50.00\%
 \end{aligned}$$

**9.2 Price dilution**

In case that all existing shareholders do not exercise their rights to purchase new ordinary shares, the Company's share price will not be affected. If all shareholders exercise all their rights, the Company's share price will be impacted, however there is no price dilution of this issuance and allocation of newly issued ordinary shares.

The price dilution as per the following calculation:

$$\begin{aligned}
&= \frac{\text{Market price before offering} - \text{Market price after all offerings}}{\text{Market price before offering}} \\
&= \frac{3.35 - 4.18}{3.35} \\
&= -24.63\% \text{ (No dilution)}
\end{aligned}$$

Market price before offering is calculated from the volume weighted average of the Company's share price for 15 consecutive trading days prior to the Board of Directors' Meeting dated 18 May 2023 (during from 24 April 2023 to 17 May 2023) which is equivalent to THB 3.35 per share.

Market price after offering is calculated from:

$$\begin{aligned}
&= \frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{Offering price} \times \text{Number of shares offered})}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\
&= \frac{(3.35 \times 345,855,440) + (5.00 \times 345,855,440)}{345,855,440 + 345,855,440} \\
&= \text{THB 4.18 per share}
\end{aligned}$$

### 9.3 Earnings per share dilution

In case that all existing shareholders do not exercise their rights to subscribe for the newly issued ordinary shares, the profit sharing will not be affected. If the existing shareholders exercise their rights to subscribe for the newly issued shares in full, the profit sharing will be affected and decreased at the rate of 50.00 percent.

The earnings per share (EPS) dilution as per the following calculation:

$$\begin{aligned}
&= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \\
&= \frac{0.33 - 0.16}{0.16} \\
&= 50.00\%
\end{aligned}$$

## Section 2: General information of FNS Holdings Public Company Limited

### 1. Name and location of the Company

Name	: FNS Holdings Public Company Limited
Company Abbreviation	: FNS
Registration No.	: 0107545000080
Address	: No. 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong Sub-district, Bangrak District, Bangkok 10500
Telephone	: 0-2697-3700
Fax	: 0-2697-3779
Website	: <a href="https://www.fnsplc.com">https://www.fnsplc.com</a>

### 2. Business type and current core business characteristics of the Company's group

#### 2.1 Business overview and performance of the Company's group

##### 2.1.1 Policy and Business overview

FNS Holdings Public Company Limited ("FNS" or the "Company"), 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 THB 320 million to THB 500 million by issuing 36 million new ordinary shares with a par value of THB 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 THB 1,100 million and THB 1,500 million respectively. In 2009 FNS decreased its registered capital to THB 1,492.5 million by a write-off of treasury stock and in 2012 the registered capital was decreased to THB 1,235.2 million by a write-off of unpaid-up share capital. Finally, in 2018 FNS increased its registered capital again to THB 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.

## Significant changes and developments over the past 3 years

The Company has made significant changes and developments over the past three years as follows:

Year	Events
2020	<p><b><u>Sold the leasehold rights of warehouses and factories.</u></b> 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”).</p> <p><b><u>Invested in PROSPECT REIT</u></b> In August, FNS invested THB 563.2 million in PROSPECT REIT equivalent to a shareholding of 22.99% in PROSPECT REIT.</p> <p><b><u>Voluntary tender offer for M.K. Real Estate Development Plc. (“MK”)</u></b> 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><b><u>Disposal of investment in Finansa Capital Ltd. (“FC”)</u></b> 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><b><u>Establishing a joint venture company, BFTZ WN.</u></b> 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><b><u>Investing in Kanom Café Company Limited</u></b> 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 THB 60 million.</p> <p><b><u>Disposal of investment in Finansia Syrus Securities Plc. (“FSS”)</u></b> In December 2021, FNS sold its 29.29% stake in Finansia Syrus Securities Plc.</p>
2022	<p><b><u>Sale of Finansa Securities Limited (“FSL”)</u></b> In May, FNS completed the sale of its 100% stake in Finansa Securities Limited.</p> <p><b><u>Change of name</u></b> In May, the company’s name was changed from Finansa Plc. to FNS Holdings Plc.</p>

### 2.1.2 Revenue structure

Revenue structure in the past 3 years can be summarized as follows:

Type of Revenue	Operated by	% of share held by FNS Group	Q1/2023 Jan - Mar		2022 Jan - Dec		2021 Jan - Dec		2020 Jan - Dec	
			THB million	%	THB million	%	THB million	%	THB million	%
Investment, advisory and management business	FNS, FFM	100	11.23	75.3	88.57	22.8	43.72	16.4	78.01	10.2
Investment banking and securities business*	FSL	-	-	-	-	-	213.35	80.2	349.42	45.8
Warehouse / factory rental business	FNS	-	-	-	-	-	-	-	124.62	16.3
Others			3.69	24.7	300.00	77.2	8.88	3.33	211.58	27.7
<b>Total Revenue</b>			<b>14.92</b>	<b>100.00</b>	<b>388.57</b>	<b>100.0</b>	<b>265.95</b>	<b>100.0</b>	<b>763.63</b>	<b>100.0</b>

Type of Revenue	Operated by	% of share held by FNS Group	Q1/2023 Jan - Mar		2022 Jan - Dec		2021 Jan - Dec		2020 Jan - Dec	
			THB million	%	THB million	%	THB million	%	THB million	%
Share of gain (loss) from investment in associated and joint venture	FSS&FSSIA	-	-	-	-	-	87.96	172.9	23.63	76.8
	MK	31.51	(3.47)	(222.4)	(11.29)	(180.9)	(57.26)	(112.6)	(0.64)	(2.1)
	PROSPECT REIT	22.99	5.44	348.6	24.58	393.9	27.11	53.3	7.79	25.3
	BFTZ WN	50	0.82	52.6	1.84	29.5	(0.41)	(0.8)	-	-
	Kanom	30	(1.23)	(78.8)	(8.89)	(142.5)	(6.54)	(12.9)	-	-
<b>Total</b>			<b>1.56</b>	<b>100.00</b>	<b>6.24</b>	<b>100.00</b>	<b>50.86</b>	<b>100.00</b>	<b>30.78</b>	<b>100.00</b>

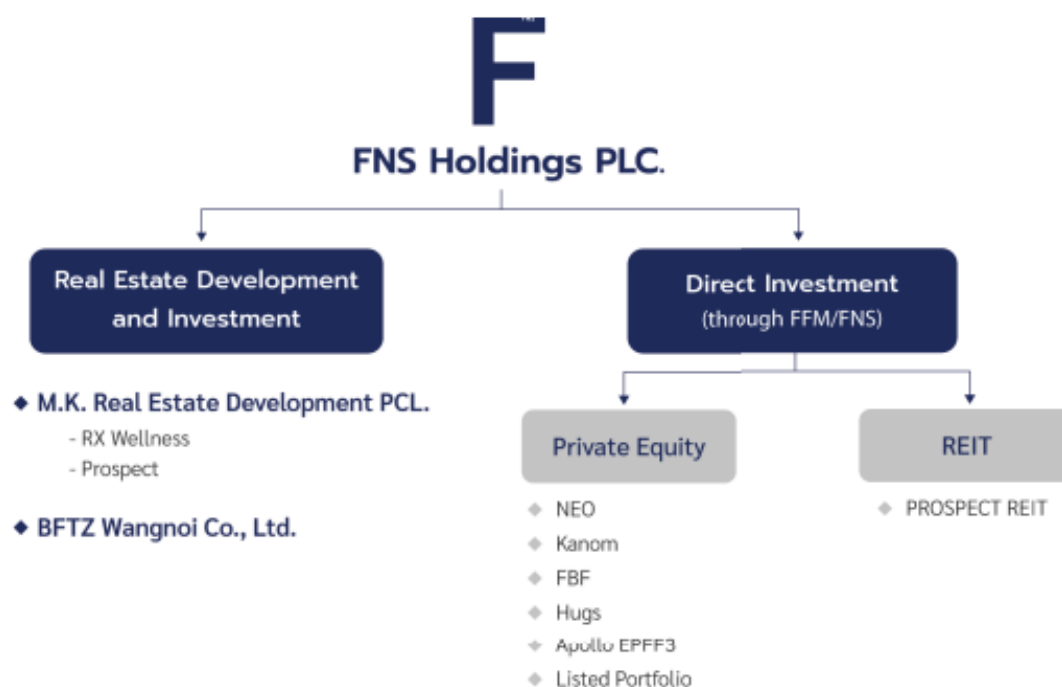
Remarks: \*FNS disposed all of its investments in FSL in May 2022.

### 2.1.3 Overview of business 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.

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 (As at 31 December 2022)



#### 1) Real Estate Development and Investment:

FNS' associated company, M.K. Real Estate Development Plc. (MK), is a long-established developer of low-rise middle-income housing in the Bangkok area. 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 an MOU with Siam Makro Plc. to lease land and a new 88,000sqm 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 is made on a three to five years' investment horizon.

## 3. List of the Board of Directors, executives, and major shareholders

### 3.1 Board of Directors

As of 15 June 2023, the Board of Directors consists of 5 directors as follows:

No.	Name	Position
1.	Mr. Akarat Na Ranong	Chairman, Member of the Audit Committee, and Independent Director
2.	Mr. Vorasit Pokachaiyapat	Managing Director
3.	Mr. James Marshall	Director
4.	Mr. Chanmanu Sumawong	Independent Director / Chairman of Audit Committee
5.	Mr. Nuttawut Phowborom	Independent Director / Audit Committee

### 3.2 Executives

As of 15 June 2023, the executives consist of 9 persons as follows:

No.	Name	Position
1.	Mr. Vorasit Pokachaiyapat	Managing Director
2.	Mr. James Marshall	Director / Head of Research and Business Development
3.	Ms. Rachanee Mahatdetku	Senior Vice President of Direct Investment
4.	Mrs. Snitha Asawachinda	Treasurer
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 Chuntavee	Chief Financial Officer



### 3.3 Major shareholders

As of 1 June 2023, the top 10 shareholders are as follows:

No.	Major shareholders	No. of shares	Shareholding percentage (%)
1.	Mr. Vorasit Pokachaiyapat	133,793,361	38.68
2.	M.L.Suddhiman Pokachaiyapat	21,000,000	6.07
3.	Mr. Wachira Tayanaraporn	15,700,000	4.54
4.	Mr. Vichien Srimunnimit	13,558,300	3.92
5.	Miss Yasinee Apitanothai	8,527,200	2.47
6.	Mrs. Prakaikam Baikaew	6,192,000	1.79
7.	Mr. Kiat Srichomkwan	3,410,000	0.99
8.	Thai NVDR Company Limited	3,264,307	0.94
9.	OCBC SECURITIES PRIVATE LIMITED	3,114,300	0.90
10.	Mr. Wuthakarn Jira-Alongkorn	3,105,700	0.90

## 4. Capital increase and dividend payment over the past 3 years.

### 4.1 Capital increase over the past 3 years.

- None -

### 4.2 Dividend payment over the past 3 years

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.

Operation Period	2021	Payment date	2020	Payment date	2019	Payment date
Net Profit (loss) – consolidated statements (THB mn.)	(42.19)		223.26		(28.92)	
Net Profit (loss) – stand-alone statements (THB mn.)	73.43		236.45		78.35	
Number of shares (share)	345,855,440		345,855,440		345,855,440	
<b>Dividend per share (THB) - Total</b>	<b>0.50</b>		<b>0.65</b>		-	
Dividend per share (THB)	0.50	27 May 22	0.15	14 Oct 20	-	
Dividend per share (THB)	-		0.35	22 Mar 21	-	
Dividend per share (THB)	-		0.15	27 May 21	-	
Total dividend payment (THB mn.)	172.93		224.81		-	
Dividend payout ratio (%)	235.50%		95.08%		0.00%	

## 5. Information of Subsidiaries and associates' companies

No	Company Name / Address	Type of Business	Type of Share	No. of Shared Issued (Shares)	% of Shareholding
1	<b>Finansa Fund Management Ltd.</b> P.O. Box 309, Uglan House, KY1-1104 Grand Cayman, Cayman Islands	Investment	Ordinary  Preferred	20,000  108,369	100.00  100.00
2	<b>M.K. Real Estate Development Plc.</b> 6 <sup>th</sup> -8 <sup>th</sup> Floor, 345 Surawong Building No. 345, Surawong Road, Suriyawong, BangRak, Bangkok 10500 Telephone: (662) 234-8888 Fax: (662) 234-8880	Real estate developer	Ordinary	1,091,205,066	31.51
3	<b>Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust</b> 5 <sup>th</sup> Floor, 345 Surawong Building No. 345, Surawong Road, Suriyawong, BangRak, Bangkok 10500 Telephone: (662) 697-3788 Fax: (662) 697-3794	Real estate investment trust	Ordinary	245,000,000	22.99
4	<b>Kanom Café Company Limited</b> No. 362 Rama 9 Road, Soi 17, Bangkrapi, Huaykhwang, Bangkok 10310	Bakery, food and beverage	Ordinary	12,796,000	30.00
5	<b>BFTZ Wangnoi Co., Ltd. (BFTZ WN)</b> 5 <sup>th</sup> Floor, 345 Surawong Building No. 345, Surawong Road, Suriyawong, BangRak, Bangkok 10500 Telephone: (662) 697-3860 Fax: (662) 697-3869	Factory and warehouses developer for lease	Ordinary	50,000	50.00

## Section 3: Financial Information

### 1. Summary of financial statements during the past 3 years and current year to the latest quarter ended 31 March 2023.

Summary of statement of financial position, statement of comprehensive income, cash flow statement and financial ratios during the past 3 years and current year to the latest quarter ended 31 March 2023 as follows:

#### 1.1 Statement of financial position

(Unit: Million THB)

Statement of financial position	Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
Cash and cash equivalents	19.29	13.07	197.26	72.64
Service income receivables				
Related parties	0.37	0.22	1.50	7.53
Other parties	-	-	6.52	40.02
Total service income receivables	0.37	0.22	8.02	47.55
Other receivables	37.35	28.26	32.18	37.50
Short-term loans and advance to related parties	482.49	467.49	395.03	-
Receivables and loans to others	70.00	73.80	100.00	199.06
Other current financial assets	38.07	361.01	363.22	647.73
Digital tokens	-	-	475.00	-
Other current assets	16.22	16.02	33.68	38.96
<b>Total current assets</b>	<b>663.79</b>	<b>959.87</b>	<b>1,604.39</b>	<b>1,043.44</b>
Other non-current financial assets	376.12	373.17	316.33	286.06
Investment in associates and joint venture	2,126.92	1,896.25	1,943.64	2,478.86
Building and equipment	8.69	9.20	86.72	87.50
Right-of-use assets	4.93	5.66	8.80	4.39
Goodwill	45.35	45.35	156.92	156.92
Other intangible assets other than goodwill	1.53	1.15	2.13	2.52
Deferred tax assets	-	-	7.89	7.30
Other non-current assets	0.76	0.76	1.66	1.31
<b>Total non-current assets</b>	<b>2,564.30</b>	<b>2,331.54</b>	<b>2,524.09</b>	<b>3,024.86</b>
<b>Total assets</b>	<b>3,228.09</b>	<b>3,291.41</b>	<b>4,128.48</b>	<b>4,068.30</b>
Current portion of long-term loan from a financial institution	45.65	-	-	-
Short-term debentures	-	-	300.00	-
Current portion of long-term debentures	-	300.00	340.00	400.00
Current portion of lease liabilities	2.94	2.94	4.31	1.56
Income tax payable	-	-	0.01	-
Other current liabilities	14.14	21.61	126.58	153.89
<b>Total current liabilities</b>	<b>62.73</b>	<b>324.55</b>	<b>770.90</b>	<b>555.44</b>
Long-term loan from a financial institution	204.00	-	-	-
Long-term debentures	366.80	366.80	666.80	640.00

(Unit: Million THB)

Statement of financial position	Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
Lease liabilities	2.16	2.87	4.76	2.99
Non-current provisions for employee benefits	27.31	26.84	68.75	63.48
<b>Total non-current liabilities</b>	<b>600.27</b>	<b>396.51</b>	<b>740.31</b>	<b>706.47</b>
<b>Total liabilities</b>	<b>663.00</b>	<b>721.06</b>	<b>1,511.21</b>	<b>1,261.91</b>
Share capital - Authorized share capital	1,729.28	1,729.28	1,729.28	1,729.28
Share capital - Issued and paid-up share capital	1,729.28	1,729.28	1,729.28	1,729.28
Share premium on ordinary shares	208.46	208.46	208.46	208.46
<b>Retained earnings</b>				
Appropriated - statutory reserve	82.00	82.00	65.00	61.00
Unappropriated	829.09	838.48	936.01	1,164.95
Other components of equity	(283.74)	(287.87)	(321.48)	(357.30)
<b>Total shareholders' equity</b>	<b>2,565.09</b>	<b>2,570.35</b>	<b>2,617.27</b>	<b>2,806.39</b>
<b>Total liabilities and shareholders' equity</b>	<b>3,228.09</b>	<b>3,291.41</b>	<b>4,128.48</b>	<b>4,068.30</b>

## 1.2 Statement of comprehensive income

(Unit: Million THB)

Statement of comprehensive income	Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
Revenue from investment, advisory and management business	11.23	82.65	43.27	78.01
Revenues from securities business	-	-	-	349.42
Revenues from warehouse and factory leasing business	-	-	-	124.62
Compensation fee from termination of sublease agreement	-	-	-	198.13
Gain from dissolution of a subsidiary	-	-	-	3.18
Net gain on investments measured at fair value through profit or loss	-	5.92	0.45	-
Gain on exchange rate	3.65	-	-	-
Other income	0.04	1.20	8.39	10.27
<b>Total income</b>	<b>14.92</b>	<b>89.77</b>	<b>52.10</b>	<b>763.63</b>
Investment, advisory and management business expenses	12.65	73.86	63.45	45.48
Securities business costs and expenses	-	-	-	168.56
Warehouse and factory leasing business costs and expenses	-	-	-	69.68
Servicing and administrative expenses	5.71	30.69	43.65	54.70
Loss on disposal of investment in an associate	-	-	56.06	-
Net loss on investments measured at fair value through profit or loss	0.51	-	-	-
Loss on exchange rate	-	10.76	14.43	-

(Unit: Million THB)

Statement of comprehensive income	Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
Directors and managements remuneration	-	-	-	75.18
<b>Total expenses</b>	<b>18.87</b>	<b>115.31</b>	<b>177.60</b>	<b>413.60</b>
<b>Profit (loss) from operating activities</b>	<b>(3.95)</b>	<b>(25.54)</b>	<b>(125.49)</b>	<b>350.03</b>
Finance costs	(7.02)	(48.99)	(58.54)	(72.73)
Reversal of expected credit loss	-	-	32.90	(61.76)
Share of profit of associates and joint venture accounted for using equity method	1.57	6.24	50.86	30.78
Gain on disposal of building and equipment	-	298.80	0.01	-
Profit (loss) before income tax expense	(9.40)	230.51	(100.26)	246.32
Income tax expense	-	-	-	(23.06)
Profit (loss) for the year from continuing operation	(9.40)	230.51	(100.26)	223.26
Profit (loss) for the year from discontinued operation, net of tax	-	(125.59)	58.07	-
<b>Profit (loss) for the year</b>	<b>(9.40)</b>	<b>104.92</b>	<b>(42.19)</b>	<b>223.26</b>
<b>Items that will be reclassified subsequently to profit or loss</b>				
Gain (loss) on measurement of financial assets	9.36	(12.09)	(11.01)	(12.61)
Gain on dilution of investment in an associate	-	-	2.83	-
Exchange differences on translating financial statements	(4.68)	13.92	31.55	(8.58)
<b>Total items that will be reclassified subsequently to profit or loss</b>	<b>4.68</b>	<b>1.83</b>	<b>23.37</b>	<b>(21.19)</b>
<b>Items that will not be reclassified to profit or loss</b>				
Share of other comprehensive loss of associates and joint venture accounted for using equity method	(0.54)	(0.55)	(1.69)	(6.21)
Actuarial gain on defined benefit plan	-	0.99	3.96	(19.42)
<b>Total items that will not be reclassified to profit or loss</b>	<b>(0.54)</b>	<b>0.44</b>	<b>2.27</b>	<b>(25.63)</b>
<b>Other comprehensive income for the year, net of tax</b>	<b>4.14</b>	<b>2.27</b>	<b>25.64</b>	<b>(46.82)</b>
<b>Other comprehensive income from discontinued operation for the year, net of tax</b>	<b>-</b>	<b>18.82</b>	<b>0.35</b>	<b>-</b>
<b>Total comprehensive income (loss) for the year</b>	<b>(5.26)</b>	<b>126.01</b>	<b>(16.20)</b>	<b>176.44</b>

### 1.3 Cash flow statement

(Unit: Million THB)

Cash flow statement	Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
Net cash flows used in operating activities	287.49	(287.54)	29.33	(189.92)
Net cash flows from (used in) investing activities	(225.45)	904.37	(25.27)	488.13
Net cash flows from (used in) financing activities	(51.14)	(814.94)	89.01	(283.05)
Exchange differences on translating financial statements	(4.68)	13.92	31.55	(8.58)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>6.22</b>	<b>(184.19)</b>	<b>124.62</b>	<b>6.58</b>
Cash and cash equivalents at beginning of period	13.07	197.26	72.64	66.06
<b>Cash and cash equivalents at end of period</b>	<b>19.29</b>	<b>13.07</b>	<b>197.26</b>	<b>72.64</b>

### 1.4 Financial ratios

		Q1/2023 ended 31 March 2023	Year 2022 ended 31 December 2022	Year 2021 ended 31 December 2021	Year 2020 ended 31 December 2020
<b>Liquidity Ratio</b>					
Current Ratio	(Time)	10.58	2.96	2.08	1.88
Quick Ratio	(Time)	8.61	2.59	1.87	1.38
<b>Profitability Ratios</b>					
Gross Profit Margin	(%)	-9.23	17.72	26.35	53.68
Net Profit Margin	(%)	-62.98	116.88	-15.86	29.24
Return On Equity: ROE	(%)	-0.37	4.04	-1.56	8.15
<b>Efficiency Ratio</b>					
Return on Assets: ROA	(%)	-0.29	2.83	-1.03	5.47
Asset Turnover	(Time)	0.00	0.02	0.06	0.19
<b>Financial Ratio</b>					
Debt to Equity Ratio	(Time)	0.26	0.28	0.58	0.45
Interest Coverage Ratio	(Time)	-0.10	3.39	0.74	5.06
Interest bearing debt to EBITDA Ratio	(Time)	-902.10	4.05	30.30	2.84
Commitment Coverage Ratio	(Time)	-0.01	0.55	0.07	0.92
Dividend Payout	(%)	0.00	235.49	73.13	66.22

## **2. Performance discussion for the latest quarter ended 31 March 2023**

The consolidated financial statements of the Company and its subsidiaries for the three-month period ended 31 March 2022 represented a net loss of THB 9.39 million or a net loss of THB 0.03 per share, a decrease in its performance of THB 7.74 million or 45.18% from a net loss of THB 17.13 million or a net loss of THB 0.05 per share recorded in Q1 2022.

Total revenues in Q1 2023 were THB14.92 million, compared with THB 18.55 million recorded in Q1 2022, a decrease in total revenues of THB 3.63 million or 19.57%. Major revenues with significant changes were 1) Net gain on investments measured at fair value through profit or loss, a decrease of THB 7.24 million or 100% from gain on investment in digital tokens in Q1 2022 2) An increase of THB 3.65 million or 100% on revenue from an unrealized loss on Thai Baht exchange rate of assets and liabilities of a foreign subsidiary.

Total expenses in Q1 2023 were THB 18.87 million, compared with THB 21.20 million recorded in Q1 2022, representing a decrease of THB 2.33 million or 10.99%.

In addition, the Company and its subsidiaries recognized a share of gain of associates and joint venture accounted for using equity method totaled THB 1.57 million, compared with a share of loss of THB 28.58 million recorded in Q1 2022, representing an increase of THB 30.15 million or 105.49%, following operating results of the associates and joint venture.

**Location Map for Subscription of Newly Issued Ordinary Shares**

**I V Global Securities Public Company Limited**

18<sup>th</sup> Floor, Mercury Tower, 540 Ploenchit,  
Lumpini, Pathumwan, Bangkok 10330

Telephone 02-658-5800 Ext. 305

Mercury Tower is situated at the corner of Langsuan Road (opposite Central Chidlom)

Linked to **BTS Chit Lom Station (E1): Exit No.4**







## BROKER

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
002	บริษัทหลักทรัพย์ ทีเอสซี จำกัด TISCO SECURITIES COMPANY LIMITED	032	บริษัทหลักทรัพย์ เคทีบีเอสที จำกัด (มหาชน) KTBST SECURITIES PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ คันทรี กรุ๊ป จำกัด (มหาชน) COUNTRY GROUP SECURITIES PUBLIC COMPANY LIMITED	034	บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
004	บริษัทหลักทรัพย์ ดีบีเอส วิตเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) COMPANY LIMITED	038	บริษัทหลักทรัพย์ บีเยอนด์ จำกัด (มหาชน) BEYOND SECURITIES PUBLIC COMPANY LIMITED
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮาส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอระ จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ เกียรติพาณิชย์ จำกัด (มหาชน) KIATNAKIN PHATRA SECURITIES PUBLIC COMPANY LIMITED	050	บริษัทหลักทรัพย์ เอเอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีจีเอส-ซีไอเอ็มบี (ประเทศไทย) จำกัด CGS-CIMB SECURITIES (THAILAND) COMPANY LIMITED	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES COMPANY LIMITED
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES COMPANY LIMITED	052	บริษัทหลักทรัพย์ จีเอ็มโอ-แซด คอม (ประเทศไทย) จำกัด GMO-Z COM SECURITIES (THAILAND) LIMITED
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	213	บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด ASIA WEALTH SECURITIES COMPANY LIMITED
014	บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน) CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED	221	บริษัทหลักทรัพย์ เมอร์ชันทน์ พาร์ทเนอร์ จำกัด (มหาชน) MERCHANT PARTNERS SECURITIES PUBLIC COMPANY LIMITED
015	บริษัทหลักทรัพย์ คิงส์ฟอร์ด จำกัด (มหาชน) KINGSFORD SECURITIES PUBLIC COMPANY LIMITED	224	บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
016	บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JPMORGAN SECURITIES (THAILAND) LIMITED
022	บริษัทหลักทรัพย์ ทรินิตี้ จำกัด TRINITY SECURITIES COMPANY LIMITED	230	บริษัทหลักทรัพย์ โกลเบล็ก จำกัด GLOBLEX SECURITIES COMPANY LIMITED
023	บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด SCB SECURITIES COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควอรี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
026	บริษัทหลักทรัพย์ ยูไอบี เคย์เฮียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	247	บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด CREDIT SUISSE SECURITIES (THAILAND) LIMITED
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	248	บริษัทหลักทรัพย์ กรุงไทย ซีมิโก้ จำกัด KRUNGTHAI ZMICO SECURITIES COMPANY LIMITED
029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRIS SECURITIES PUBLIC COMPANY LIMITED	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
030	บริษัทหลักทรัพย์ ไอวี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC COMPANY LIMITED		

## SUB-BROKER

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
236	ธนาคารทีเอสบี จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	243	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED
242	บริษัทหลักทรัพย์ ซิตี้คอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED	245	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
257	บริษัทหลักทรัพย์ ไทยพาณิชย์ จูเลียส แบร์ จำกัด SCB-JULIUS BAER SECURITIES COMPANY LIMITED		

## CUSTODIAN

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
301	ธนาคารซิตี้แบงก์ เอ็น.เอ. (CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	329	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชัน จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED - BOND
303	ธนาคารกรุงเทพ จำกัด (มหาชน) - ผู้รับฝากทรัพย์สิน BANGKOK BANK PUBLIC COMPANY LIMITED - CUSTODY	334	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) (คลังใต้ดิน) TSFC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
304	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชัน จำกัด THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	336	ธนาคารเกียรตินาคินภัทร จำกัด (มหาชน) KIATNAKIN PHATRA BANK PUBLIC COMPANY LIMITED
305	ธนาคารกรุงไทย จำกัด (มหาชน) THE KRUNG THAI BANK PUBLIC COMPANY LIMITED	337	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
308	ธนาคารกสิกรไทย จำกัด (มหาชน) เพื่อรับฝากทรัพย์สิน KASIKORNBANK PUBLIC COMPANY LIMITED (CUSTODIAN)	339	ธนาคารทีเอสบี จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC COMPANY LIMITED	340	ธนาคารเจพีมอร์แกน เชส (เพื่อตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
316	ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	343	ธนาคารซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
320	ธนาคารดอยช์แบงก์ เอเชีย สาขากรุงเทพ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	350	บริษัทหลักทรัพย์ สยามเวลธ์ จำกัด SIAM WEALTH SECURITIES COMPANY LIMITED
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)



**U.S. Indicia Checklist (Individual & Juristic Person)**

**Only for shareholder wishing to deposit securities into the Issuer Account**

Date.....

I / We.....  
 ID card / Passport / Juristic Person Registration No.....

**For Individual**

- 1. I was born in the United States of America (U.S.A.)  Yes\*  No
- 2. I am a U.S. citizen or I have the second nationality as the U.S.  Yes\*  No
- 3. I have permanent residence in U.S.A.  Yes\*  No

***If your answer(s) is/are “Yes” in any of the above answers, you are defined as “the U.S. Indicia” under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.***

**For Juristic person**

- 1. Registered in U.S.A.  Yes\*  No
- 2. Is a financial institution under FATCA  Yes\*  No  
 If "Yes", please enter GIIN No.  and specify type  PFFI  RDCFFI
- 3. Is an entity with investment income / indirect income of 50% or more of total income,  Yes\*  No  
 or having income-generating properties gaining 50% or more of total assets in the latest accounting period.

***If your answer(s) is/are “Yes” in #1 and/or #3, you are defined as “the U.S. Indicia” under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.***

I hereby certify that the above statement is true. If depositing securities into the Issuer Account causes any damage to Thailand Securities Depository Co., Ltd. (TSD) in any way whatsoever. I accept the responsibility and indemnity to Thailand Securities Depository Co., Ltd.

In addition, I acknowledge that TSD may disclose the information contained in this document to the Revenue Department, or other agencies having legal authorities, or having an agreement with TSD to obtain such information.

I/We agree to notify and provide relevant documents to TSD within 30 days after any change in circumstances that causes the information provided in this form to be incorrect, or after the date that TSD has requested for additional document/information/ consent.

Sign..... shareholder  
 (.....) Tel. ....



### Entity Status Certification and Information Disclosure Consent Form under FATCA

#### Certification of the Claimed FATCA Status

I hereby certify that I have the status as follows;

#### **Part 1: Place of Incorporation**

	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
<input type="checkbox"/>	1.1 I am an entity that is incorporated in: _____ (Fill in a country)	U.S. Person / Non-U.S. Entities
<input type="checkbox"/>	1.2 I am a branch of an entity. Please specify the place of incorporation of the head office: _____ (Fill in a country) In case the entity is incorporated in the U.S., I have attached W-9 certifying the status herewith. (If you are a non-U.S. entity or a branch of non-U.S. entity, please proceed to <u>Part 2</u> . Apart from that, your certificate of the claimed FATCA status is complete.)	

#### **Part 2: FATCA Status for Non-U.S. Entities**

	Certification of the Claimed FATCA Status	FATCA Status for Non-U.S. Entities
<input type="checkbox"/>	2.1 I am a financial institution of the type of Participating Foreign Financial Institution or Registered Deemed-Compliant FFI with GIIN : _____	PFFI, RDCFFI
<input type="checkbox"/>	2.2 I am a financial institution of the type of Non-Participating Foreign Financial Institution.	NPFFI
<input type="checkbox"/>	2.3 I am a financial institution of the type of Certified Deemed-Compliant FFI and have attached W-8BEN-E certifying the status herewith.	CDCFFI
<input type="checkbox"/>	2.4 I am a publicly traded (listed) company or affiliate of a listed company; My evidence of listing or affiliation of a listing company is in a copy of the latest financial statement attached herewith.	Excepted NFFE
<input type="checkbox"/>	2.5 I am a government (agents), international organization, or central bank of issue; I certify that I am the beneficial owner of any payment in connection with the securities that is going to be sold or transferred, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or commercial banks.	Exempt Beneficial Owner
<input type="checkbox"/>	2.6 I am a non-profit organization; I certify that I am exempt from income tax under Thai revenue code.	Non-Profit Organization
<input type="checkbox"/>	2.7 I am a non-financial institution whose main income <b>is not from investing</b> . I certify that I am not incorporated in the U.S. and not a financial institution and <b>not exceeding half of my income</b> as stated in my latest financial statement are derived from the following four groups and <b>not exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the following four groups as follows; <u>Group 1</u> : Dividend and Interest	Active NFFE



	<p><u>Group 2:</u> Rental and Royalties</p> <p><u>Group 3:</u> Income from certain transactions</p> <ul style="list-style-type: none"> <li>• Sales of any asset generating income in Group 1 and Group 2</li> <li>• Income from commodity derivative contracts</li> <li>• Foreign exchange income</li> <li>• Income from SWAP contract (Notional Principal Contract)</li> </ul> <p><u>Group 4:</u> Income from insurance and annuity contracts</p> <ul style="list-style-type: none"> <li>• Income from reserving activities (insurance company only)</li> <li>• Income from annuity contracts</li> <li>• Income from insurance contracts</li> </ul>													
<p><input type="checkbox"/> 2.8</p>	<p>I am a non-financial institution whose main income <b>is from investing</b>.                  I certify that I am not incorporated in the U.S. and not a financial institution and <b>exceeding half of my income</b> as stated in my latest financial statement are derived from the abovementioned four groups of income <u>or</u> <b>exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the abovementioned four groups of income.                  I also hereby declared my U.S. ownership as follows;</p> <p><input type="checkbox"/> I <b>do not</b> have any owner/shareholder who is a U.S. person <u>or</u></p> <p><input type="checkbox"/> I have owner(s)/shareholder(s) who is (are) U.S. persons and have hereby disclosed the name, address, and U.S. Tax Identification Number (TIN) of each holder as follows;</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 40%;">Address</th> <th style="width: 30%;">TIN</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	Name	Address	TIN										<p>Passive NFFE</p>
Name	Address	TIN												
<p><input type="checkbox"/> 2.9</p>	<p>I am not eligible for any status provided above                  I have herewith attached W-8BEN-E with the status of _____</p>	<p>Others</p>												

