

Invitation to the 2026 Annual General Meeting of Shareholders

FNS Holdings Public Company Limited

on April 30, 2026 at 14.30 hrs.

at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne 1-3 Room, 21st Floor,
952 Rama 4 Road, Bangkok

Registration starts at 12.30 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

e-Proxy Voting is also available for Shareholders



Meeting Documents/
Form 56-1 One Report
(Annual Registration Statement/Annual Report)
can be downloaded through this QR code

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=FNS&date=260430>

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FNS Holdings Plc.
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Bangkok 10500, Thailand

March 30, 2026

Subject : Invitation to the 2026 Annual General Meeting of Shareholders
To : All Shareholders
Enclosure : 1. Minutes of the 2025 Annual General Meeting of Shareholders
2. The 2025 Annual Registration Statement/Annual Report and Financial Statements for the year 2025 (Form 56-1 One Report) in the form of QR Code
3. Profiles of Director Nominees and qualifications of Independent Directors
4. Articles of Association (in relation to the Shareholders Meeting only)
5. Details of required documents for attendance in person and by proxy, and Proxy Forms
6. Profiles of Independent Directors of FNS Holdings Public Company Limited (Proxy)
7. Map of venue of the Annual General Meeting

The Board of Directors of FNS Holdings Public Company Limited (“the Company”) has resolved to convene the 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 hrs. (registration starts at 12.30 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 consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders held on April 24, 2025.

Objective and Rationale : The 2025 Annual General Meeting of Shareholders was held on April 24, 2025, 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 2025 Annual General Meeting of Shareholders held on April 24, 2025, which was accurately recorded.

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

Agenda 2 To acknowledge the report of the operating results for the year 2025.

Objective and Rationale : In compliance with Article 33 of the Company’s Articles of Association, shareholders at the Annual General Meeting of Shareholders are required to acknowledge the report of the operating results for the past year. The operating result of the year 2025 was disclosed in Form 56-1 One Report 2025 as Enclosure 2 in the form of QR Code.

Opinion of the Board : The Board has recommended that the Meeting acknowledge the operating results for the year 2025.



Agenda 3 To consider and certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025.

Objective and Rationale : In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company's Articles of Association, the Board is required to prepare and submit the financial statements to the shareholders for consideration and approval. The financial statements must be audited by an auditor prior to the submission.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders certify the financial statements, including consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025. The auditors have issued an unqualified audit opinion on the financial statements. The financial statements are certified by the Audit Committee and the Board of Directors as well as audited by the auditor. Details on the financial statements are given in Form 56-1 One Report 2025 as Enclosure 2 in the form of QR Code.

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

Agenda 4 To consider and approve omission of dividend payment from the 2025 operating performance.

Objective and Rationale :

1. In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid. Article 36 of the Company's Articles of Association, states that dividends shall be paid upon approval from the Meeting of Shareholders.
2. The Company has a policy to pay a dividend of approximately 30% of its net profit after tax or at an appropriate amount, provided that the dividend payment does not have significant effects on the Company's operations.
3. In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association, the Company is required to allocate a portion of its annual net profit to legal reserves. The amount must be no less than 5% of the annual net profit minus its accumulated deficit brought forward (if any) until the reserve reaches the minimum of 10% of the registered capital.
4. The Company's net loss of the year 2025 amounted to Baht 449.29 million as reported in the financial statement, therefore no dividend will be paid.

Opinion of the Board : The Board has recommended that the Meeting of Shareholders approve omission of dividend payment from the 2025 operating performance.

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

Agenda 5 To consider and elect directors in place of directors who retired by rotation.

Objective and Rationale :

1. In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association, at every Annual General Meeting, at least one-third of Directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office. The Directors who have been longest in office shall retire. A retired Director is eligible for re-election.
2. The following Directors are retiring by rotation:

No.	Name	Position	Duration of Directorship
1	Mr. Chanmanu Sumawong	- Independent Director - Chairman of the Audit Committee - Chairman of the Nomination, Compensation and Corporate Governance Committee	8 years, 2 months
2	Mr. James Marshall	- Executive Director	4 years, 1 months

Opinion of the Board :

1. The Company had made an announcement on its website providing an opportunity to its shareholders to nominate candidate(s) to be elected as Director in advance from November 13, 2025 to January 31, 2026. However, there was no proposal for such candidate from any shareholders.
2. The Board (the Directors retiring by rotation refrained from considering and voting on matters regarding themselves), had considered the qualification of the nominees on the recommendation of the Nomination, Compensation and Corporate Governance Committee's made in accordance with the nomination criteria and policy, the appropriateness of the structure and overall composition of the Board, the qualifications required by law and related communiqué, as well as their knowledge, abilities, and experience suitable for the Company's business operations. The Board has concluded that the nominees for Independent Director shall be able to offer uninfluenced opinions in line with related criteria. The reason Mr. Chanmanu Sumawong, the independent director, whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business and if he has been re-elected, his term in office will be 10 years (from the date of appointment of director to the period ended of the new term). During his term of office he regularly gives comments and suggestions beneficial to the Company; thus, the Board advocates that the Meeting re-elect the retiring Directors, whose names are as follows, to be directors for another term.

1. Mr. Chanmanu Sumawong (re-election)
2. Mr. James Marshall (re-election)

The profiles of the above two Directors and records of their attendance at the Board of Directors' meetings are attached as Enclosure 3.

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

Agenda 6 To consider and approve the remuneration of directors for the year 2026.

Objective and Rationale :

1. In accordance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, the Directors' remuneration shall be approved by a meeting of the shareholders.
2. The duties and responsibilities of the Board of Directors and the Audit Committee and the Nomination, Compensation and Corporate Governance Committee are given in Form 56-1 One Report 2025: Part 2 : Corporate Governance – Section 7 : Corporate Governance Structure and Key Information on the Board of Directors, Sub-committees, Management, Employees, and Others
3. Referring to the information on the remuneration of directors and executives of listed companies in 2024, which was collected by the Thai Institute of Directors Association as comparative information, it is appear that the remuneration of directors in 2025 is at the same level to the average remuneration of directors in the finance and securities sector of the Stock Exchange of Thailand, as follows:

Description	Average compensation per person per year of the Company in the year 2025*
1. Chairman	Baht 1.25 million
2. Director	Baht 0.53 million
3. Chairman of the Audit Committee	Baht 0.25 million
4. Member of the Audit Committee	Baht 0.20 million
5. Chairman of the Nomination, Compensation and Corporate Governance Committee	Baht 0.05 million
6. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 0.04 million

Notes: *Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 7 board meetings per year in accordance with schedule fixed in advance plus annual fee.
 - (2) The remunerations for the Audit Committee Chairman and Members are derived from 4 audit committee meetings per year in accordance with schedule fixed in advance plus annual fee.
 - (3) The remunerations for the Chairman and Members of the Nomination, Compensation and Corporate Governance Committee are derived from 2 Nomination, Compensation and Corporate Governance Meetings per year in accordance with the schedule fixed in advance.
4. The Nomination, Compensation and Corporate Governance Committee has reviewed the remunerations for members of committees in line with the remuneration criteria for example:
 1. Consider and compare compensation in the same industry sector by using the compensation of directors of listed companies collected by the Thai Institute of Directors Association as comparative data.
 2. Suitable with the company's performance and the scope of duties and responsibilities assigned, being sufficient to retain and motivate personnel as well as being consistent with the results of the annual performance evaluation.

3. The compensation payable at a fair level to shareholders.
4. Comply with the framework and criteria of the regulatory bodies; being transparent and in alignment with the principles of corporate governance as well as fair to all relevant parties.

The Nomination, Compensation and Corporate Governance Committee has resolved to propose to the Board to consider the remunerations for committee and subcommittee members and further submit to the 2026 Annual General Meeting of Shareholders for approval.

The remuneration of directors for the year 2026 remains unchanged from the year 2025 and no other Remunerations apply.

Description	Meeting Fee/time	Annual Fee
1. Chairman	Baht 50,000	Baht 900,000
2. Director	Baht 25,000	Baht 350,000
3. Audit Committee Chairman	Baht 25,000	Baht 150,000
4. Audit Committee Member	Baht 25,000	Baht 100,000
5. Chairman of the Nomination, Compensation and Corporate Governance Committee	Baht 25,000	-
6. Member of the Nomination, Compensation and Corporate Governance Committee	Baht 20,000	-

Notes: 1. All the executive directors waived their entitlement to receive the meeting fees and fees as indicated above.

2. No other benefits (excluding benefits provided to all employees)

Opinion of the Board : In agreement with the recommendation made by the Nomination, Compensation and Corporate Governance Committee, the Board has recommended that the Meeting approve the remuneration for directors and committee members for the year 2026.

Resolution : This agenda item must be approved by the votes representing at least two-thirds of all shareholders who attend the meeting.

Agenda 7 To consider and approve the appointment of the auditors and determine the audit fee for the year 2026.

Objective and Rationale :

1. In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors of the Company and determine the audit fee of the company every year.
2. The Audit Committee proposed KPMG Phoomchai Audit Company Limited as the auditor of the Company for the year 2026, and that the audit fee should not exceed Baht 2,480,000 with no other service fees. KPMG Phoomchai Audit Company Limited has been appointed as the auditor of the Company and its subsidiaries since 2022; it is an audit firm approved by Thailand's Securities and Exchange Commission and is well-recognized for its long-standing reputation and extensive experiences; it has demonstrated professional independence and delivered satisfactory performance. In addition, it has served as the auditor of the Company's associates, this will make the preparation of the consolidated financial statements of the Company more efficient. The committee will also ensure that the financial statements are completed within the timeframe.

2026 Audit Fee	2025 Audit Fee	Change
Baht 2,480,000	Baht 2,480,000	-

The list of auditors and their registration numbers are as follows:

1. Miss Sureerat Thongarunsang CPA No. 4409 or
2. Miss Charinrat Noprumpa CPA No. 10448 or
3. Miss Orawan Chotiwiriyakul CPA No. 10566 or
4. Miss Thitima Pongchaiyong CPA No. 10728

However, Ms. Thitima Pongchaiyong has been appointed as the Company's auditor for a period of 3 years (from 2023 – 2025).

KPMG Phoomchai Audit Company Limited and the auditors nominated shall audit and express opinions on the Company's financial statements freely, shall have no relationship with or benefit from the business of the Company and its subsidiaries, nor its executives or major shareholders, nor are they related to or relatives of such people.

Opinion of the Board : The Board agrees with the Audit Committee's suggestion and has recommended that the Meeting approve and appoint all the named auditors of KPMG Phoomchai Audit Company Limited as the auditors of the Company for the year 2026, with the annual audit fee not exceeding Baht 2,480,000, with no other service fees.

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

Agenda 8 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 5.

For shareholders' convenience, the Company implements a barcode system and e-proxy voting to enhance accuracy and speed of registration. Therefore, the shareholders and/or proxies are required to bring along 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

-Translation-

**Minutes of the 2025 Annual General Meeting of Shareholders
FNS HOLDINGS PUBLIC COMPANY LIMITED**

Time and place

The Meeting was held on April 24, 2025, at 14.30 hrs. at Crowne Plaza Bangkok Lumpini Park Hotel, Crown Room 1 - 3, Floor 21, No. 952 Rama 4 Road, Bangkok.

Prior to the Meeting

Mrs. Chanoknan Srivorakul was assigned to explain the Meeting procedures. She introduced the Company directors, the representatives from KPMG Phoomchai Audit Ltd., who were the auditor of the Company for the year 2024, the lawyer from J.K. Legal Counselor Company Limited, acting as a witness and inspector for vote counting, the Deputy Managing Director and Head of Accounting Department as follows:

Directors attending the Meeting: 5 directors out of 5 directors attended the Meeting or equivalent to 100% of the directors attending the Meeting.

- | | |
|------------------------------|--|
| 1. Mr. Akarat Na Ranong | Chairman of the Board / Independent Director / Member of the Audit Committee / Member of the Nomination, Compensation and Corporate Governance Committee / |
| 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. Nuttawut Phowborom | Member of the Audit Committee / Independent Director |
| 5. Mr. James Marshall | Director |

There were 8 persons permitted to attend the Meeting as follows:

- | | |
|------------------------------|--|
| 1. Ms. Thitima Phongchaiyong | Engagement Partner, KPMG Phoomchai Audit Ltd. |
| 2. Ms. Jirathorn Phudtaldong | Audit Manager, KPMG Phoomchai Audit Ltd. |
| 3. Mrs. Chanoknan Srivorakul | Moderator of the Meeting |
| 4. Mr. Jackchai Phanrod | Lawyer from J.K.Legal Counselor Company Limited, acting as a witness and inspector for vote counting |
| 5. Mr. Teerath Pratumswan | Deputy Managing Director, Finance and Operations Management Division |



6. Ms. Papatsamon Chuntavee Head of Accounting Department
7. Mrs. Napaporn Salyajivin Vice President, Corporate Secretary Office
8. Ms. Pornpimon Yamthassana Manager, Corporate Secretary Office

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, the shareholders or proxies were requested to fill in the resolution and sign the ballot papers the Company had distributed to the shareholders upon registration before attending the Meeting.
3. Shareholders were entitled to vote one vote per share they hold. One shareholder had the right to vote for each agenda, whether agreeing, disagreeing, or abstaining in one way only.
4. In compiling the resolution results, the number of votes of disapproving and abstaining shareholders would be deducted from the total number of votes of shareholders attending the Meeting and having the right to vote. The rest would be counted as the number of votes in agreement.
5. Voided ballots meant ballots that had been voted “Disapprove” and “Abstain” without a signature on the ballot paper, the ballot with amendment without a signature, the ballot with a pencil signature, or the ballot with more than one choice.
6. Voting for each agenda, the meeting Chairperson would assign Mrs. Chanoknan to assist in asking about the resolutions from the Meeting and inform the Meeting of the resolution results for each agenda.
7. In addition, when the Meeting completed all agenda items, shareholders shall leave their ballot papers on the meeting table for the Company to collect for documentation.

Criteria for Election of Company Directors

1. One share equals to one vote.
2. A shareholder may use all his/her votes to elect one person or several persons to be directors but may not divide the votes for any one director more or less than other directors.
3. In descending order, people receiving the highest number of votes will be elected as directors equal to the number of directors to be elected each time.
4. If the persons elected in descending order have equal votes, which would otherwise cause the number of directors to be exceeded, the Chairperson shall have a casting vote.
5. In the agenda of election of company directors, the company staff would collect all ballot papers by collecting the ballot papers of the disapproving and abstaining shareholders first for vote counting and then collecting the ballot papers of those who agree.

Strengthening good corporate governance on rights and equality of shareholders

The Company allowed shareholders to propose additional agenda for the 2025 Annual General Meeting of Shareholders and nominated suitable persons to be considered and elected as directors of the Company in advance from November 14, 2024 to January 31, 2025. This was informed through the news system of the Stock Exchange of Thailand and published on the Company's website; however, it appeared that no shareholders proposed additional agenda.

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 shall answer questions in the meeting room only on matters related to the voting agenda. For other inquiries, the Company reserves the right to consider as appropriate to keep the Meeting concise.

41 shareholders attended the Meeting in person, representing 269,532,609 shares, and 25 shareholders by proxy, representing 56,434,800 shares. A combined total of 66 shareholders and proxies attended the Meeting, with the total number of 325,967,409 shares or equivalent to 65.1087% of the total number of 500,651,065 shares issued by the Company, sufficient to constitute the quorum as required by Section 103 of the Public Company Act B.E. 2355 and Section 30 of the Articles of Association of the Company.

Mr. Akarat Na Ranong, the Chairman of the Meeting, thanked the shareholders for attending the Meeting and opened the Meeting. He requested Mr. Vorasit Pokachaiyapat, Managing Director, to report to the Meeting in accordance with the following agendas through the presentation as follows:

Agenda 1: To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders held on April 29, 2024.

Mrs. Chanoknan informed the Meeting that the 2024 Annual General Meeting of Shareholders had been held on April 29, 2024 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 shareholders whether they wished to inquire or make any recommendations regarding the minutes of the 2024 Annual General Meeting of Shareholders held on April 29, 2024.

As there were no questions from shareholders/proxies for this agenda, the Managing Director, 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 2024 Annual General Meeting of Shareholders held on April 29, 2024 with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	325,968,209	100.000000
Disagree	0	0.000000
Total	325,968,209	100.000000
Abstain	0	-
Voided ballot	0	-

Note: In this agenda, there were more shareholders attended the Meeting after the start, representing 800 shares.

Agenda 2: To acknowledge the report of the operating results for the year 2024.

The Managing Director reported the operating results of the Company and its subsidiaries for the year 2024 to the Meeting, which could be summarized as follows:

1. 2024 Operating Results Summary: Consolidated Financial Statements

UNIT: Million Baht	2025	2024	Details
Operating income	305.1	275.0	Income from investment (FNS) + Wellness Business
Operating expenses	(653.9)	(386.6)	Expenses (FNS) + Expenses (Wellness Business)
Financial costs and others	(77.0)	(58.6)	loan interest
Operating loss	(425.8)	(170.2)	
Profit on investment (OCI)	420.1	430.4	Profit from sales and increase of NEO shares
Profit and loss before demerger of MK	(5.6)	260.1	
Profit and loss from demerger of MK	(2,975.5)	843.4	Details as in Note 1
Total comprehensive income (loss) for the year	(2,981.1)	1,103.6	

Note 1

Profit (loss) from change in MK share value (Baht 22:50)	(1,833.9)
Loss from property impairment	(392.5)
Profit (loss) from non controlling operations in MK	(749.1)
Profit (loss) from demerger of MK	<u>(2,975.5)</u>

2. 2024 Operating Results Summary: Separate Financial Statements

Changes in shareholder's equity Unit: Thousand Baht	FNS Separate		
	Year 2024 MK (36%)	Year 2023 MK (50%)	Year 2022 MK (32%)
Beginning balance	3,746,783	2,883,184	2,717,184
1. Additional capital (FNS)		730,514	
2. Dividends paid (FNS)			(172,926)
3. Non-controlling interests (MK equity)			
4. Comprehensive income for the year (FNS)	(656,792)	160,085	338,615
5. Impact of discontinued operations			
Ending balance	3,089,991	3,746,783	2,883,184
Number of shares	500,651,065	500,651,065	345,855,440
Price per share (Baht/Share)	6.17	7.48	8.34

Details profit/(loss)

Loss from impairment of investment (RXW/Kanom)	(275,792)	(60,000)	
Loss from selling MK shares to FFM (FNS holds 100%)	(612,125)		
Profit from selling FSL			298,806
Profit from NEO (OCI) value	148,170	142,179	
Total Non-Operating Profit/(Loss)	(739,747)	82,179	298,806
Operating Profit (FNS)	82,955	77,906	39,809
Total comprehensive income for the year	(656,792)	160,085	338,615

3. Investment Summary in NEO

NEO	No. of Shares	AVG. Price Baht/Share	Baht	Note
Total Investment	28,371,600		(242,789,214)	No. of Shares
Less Dividends Received			103,019,220	
Net Investment at IPO	28,371,600	(4.93)	(139,769,994)	
Net Proceeds in 2024	14,500,000	40.39	585,600,000	Shares sold in 2024
Net Proceeds in Q1 2025	9,871,600	29.96	295,715,625	Shares Sold in Q12025
Value of Remaining Holding *	4,000,000	32.00	128,000,000	Remaining Holding
Total Proceed from sale of NEO	28,371,600	35.57	1,009,315,625	

* As at 18 April 2025 (no. of shares is unchanged since 31 March 2025)

4. Analysis of book value of FNS shares

As at 31 December 2024	Thousand Baht	Baht/Share
Assets		
Cash and equivalents + other assets	78,766	0.16
Investment in NEO 13.8 million shares 33.0 baht	457,763	0.91
Investment in MK 521 million shares (3.09 baht/share)	1,612,656	3.22
Investment + loan to Wellness Business (RXW)	908,946	1.82
Loan to subsidiary of MK (MK+BFTZ WN)	1,304,283	2.61
Total assets	4,326,413	8.71
Deduct Bond + short term loans	(1,185,108)	(2.37)
Less other debts	(87,314)	(0.17)
Shareholder's equity	3,089,991	6.17
Number of shares	500,651,065	
Price per share (Baht/Share)	6.17	

5. Operating Results in Wellness Business

		UNIT: MILLION BAHT				
		APR-DEC 24 (9M)	Y.2024	Y.2023	Δ	
REVENUE	Revenue from Room	39.4	56.8	41.6	15.3	+37%
	Revenue from F&B	28.2	38.2	26.0	12.2	+47%
	Revenue from H&W	41.2	56.3	37.8	18.6	+49%
	Revenue from VTL	46.9	64.9	26.9	38.0	+141%
	Revenue from retail	3.3	4.4	2.2	2.2	+96%
	Service charges	11.6	16.0	10.5	5.5	+52%
	Other income	16.9	22.7	14.1	8.5	+60%
REVENUE Total		187.5	259.3	159.1	100.2	+63%
COGS	Direct cost	(42.5)	(61.0)	(57.8)	(3.2)	+6%
	Personnel - Front	(120.7)	(157.2)	(115.1)	(42.1)	+37%
	Utilities	(20.8)	(26.3)	(21.5)	(4.9)	+23%
COGS Total		(184.0)	(244.5)	(194.4)	(50.1)	+26%
SG&a	Selling expenses	(67.9)	(85.5)	(39.9)	(45.5)	+114%
	Admin. expenses	(58.2)	(78.1)	(97.2)	19.2	-20%
	Personnel - Back	(115.2)	(150.4)	(137.7)	(12.7)	+9%
	Utilities - admin.	(8.3)	(11.6)	(18.4)	6.7	-37%
	Rent	(85.2)	(85.2)	0.0	(85.2)	
SG&a Total		(334.8)	(410.8)	(293.2)	(117.5)	+40%
DEPRE & FIN	Depreciation	(20.3)	(61.7)	(148.0)	86.4	-58%
	Finance costs	(18.8)	(30.8)	(45.4)	14.6	-32%
DEPRE & FIN Total		(39.2)	(92.4)	(193.4)	101.0	-52%
NET PROFIT BEFORE TAX		(370.5)	(488.4)	(521.9)	33.6	-6%
NET CASH FLOW (ex. Depre & rent)		(264.9)	(341.5)	(373.9)		

After finishing a report on the wellness business performance, the Managing Director showed a video to the meeting on the progress of the wellness operating company, RX Wellness Company Limited. Currently, there are 2 projects: the first one, named “Rakxa”, is located on the banks of the Chao Phraya River in Bangkokchao, Phra Pradaeng District, Samut Prakan Province. The other one, named “RX Village Sam Phran”, is located on the banks of the Tachin River in Sam Phran District, Nakhon Pathom Province.

6. Summary table of loans of FNS and its subsidiaries

Year	FNS				MK				PD				SUM Total			
	Beginning	Increase	Decrease	Outstanding	Beginning	Increase	Decrease	Outstanding	Beginning	Increase	Decrease	Outstanding	Beginning	Increase	Decrease	Outstanding
2563	1,270		(230)	1,040	5,086	1,832	(1,750)	5,168	490	322	(155)	657	6,846	2,154	(2,135)	6,865
2564	1,040	667	(400)	1,307	5,168	2,842	(2,234)	5,776	657	300	(137)	820	6,865	3,809	(2,771)	7,903
2565	1,307		(640)	667	5,776	4,548	(3,573)	6,751	820	600	(520)	900	7,903	5,148	(4,733)	8,318
2566	667		(300)	367	6,751	1,070	(3,952)	3,869	900	726	(300)	1,326	8,318	1,796	(4,552)	5,562
2567	367			367	3,869	650	(1,136)	3,383	1,326	702	(600)	1,428	5,562	1,352	(1,736)	5,178
2568	367			367	3,383		(1,489)	1,894	1,428	500	(223)	1,705	5,178	500	(1,712)	3,966

Year	Quarter	FNS	MK	PD	Sum Total
2568	Q2		700	503	1,203
	Q3				
	Q4	367			367
2569	Q1		544	249	793
	Q2		650	453	1,103
	Q3				
	Q4			500	500
	Q1				
Total		367	1,894	1,705	3,966

7. Investment summary in MK

M.K. Real Estate Development Public Company Limited

Unit: Million Baht

	2025	2024	Increase (decrease)	%
Total income	2,263.0	2,935.9	(672.8)	(22.90)
Business income	1,447.5	2,468.6	(1,021.0)	(41.36)
Investment income	603.1	65		
Profit from sale of assets to REITs	-	261		
Other income	212.4	140.6	71.8	51.04
	2025	2024	Increase (decrease)	%
Total costs and expenses	2,254.1	2,761.4	(507.3)	(18.40)
Business operating costs	1,025.9	1,641.1	(615.1)	(37.48)
Selling and administrative expenses	709.5	955.1	(245.6)	(25.71)
Loss from impairment	437.5	100.7	336.8	334.42
Other expenses	81.1	64.5	16.6	25.82
Net operating results before financial costs	9.00	174.5	(165.6)	(94.87)

Prospect Development Co., Ltd.

Balance Sheet		2024	2023	
Total Assets		15,323	8,831	
Total Liabilities		11,635	6,143	
Total Equity		3,688	2,688	
Total Equity + Total Liabilities		15,323	8,831	
P&L		2025P	2024	2023
Total Revenues		1,332	897	942
Total Expenses		976	676	408
Net Profit		356 **	-20	242*

8. Prospect Development Co., Ltd.– Leased Area Summary Table

Project	PD & PROSPECT	To be Constructed	Total
	Completed		
BFTZ1	481,719	-	481,719
BFTZ Owned	181,673	-	-
BFTZ1 Sold to REIT	219,116	-	-
BFTZ1 JV Frasers	80,930	-	-
BFTZ2	33,477	-	33,477
BFTZ Owned	12,481	-	-
BFTZ2 Sold to REIT	20,996	-	-
BFTZ3	112,178	-	112,178
BFTZ Owned	63,045	-	-
BFTZ3 Sold to REIT	49,133	-	-
BFTZ4 BPK	111,876	77,669	189,545
BFTZ5 Wangnoi	109,355	-	109,355
BFTZ5 : Ready built	20,932	-	-
BFTZ5 : Makro	88,423	-	-
BFTZ6	50,748	28,992	79,740
BFTZ7	35,608	-	35,608
BFTZ8 (Thepark 2)	-	24,746	24,746
Total	934,961	131,407	1,066,368
	88%	12%	
Project	PD	To be Constructed	Total
	Completed		
BFTZ Wangnoi2	-	50,000	50,000
BFTZ Bangna Trad 20	-	50,000	50,000
Total	-	100,000	100,000
Total	934,961	231,407	1,166,368
	80%	20%	

Project	Currently Owned		
	Completed	Occ % (incl. booking)	ARKK INC. booking (baht/sq.m.)
BFTZ1	262,603	98%	170
BFTZ Owned	181,673		
BFTZ1 Sold to REIT	-		
BFTZ1 JV Frasers	80,930		
BFTZ2	12,481	98%	97
BFTZ Owned	12,481		
BFTZ2 Sold to REIT	-		
BFTZ3	63,045	93%	162
BFTZ Owned	63,045		
BFTZ3 Sold to REIT	-		
BFTZ4 BPK	111,876	100%	168
BFTZ5 Wangnoi	109,355	81%	226
BFTZ5 : Ready built	20,932		
BFTZ5 : Makro	88,423		
BFTZ6	50,748	66%	159
BFTZ7	35,608	90%	124
BFTZ8	-		
Total	645,716	92%	173

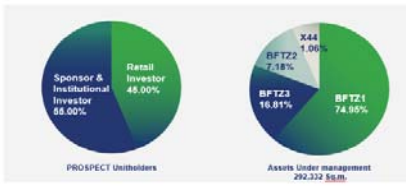
9. Prospect Development Co., Ltd.- Overview of Prospect REIT

Overview	
Symbol	PROSPECT
Establishment	14 August 2020
Listed on SET	20 August 2020
REIT Manager	Prospect REIT Management Company Limited
Trustee	SCB Asset Management Company Limited
Total Asset Value (TAV)	5,359.26 Million baht (Dec 31, 2024)
Loan to TAV Ratio	30.19%



Rank	Top 10 Major Unitholders	Units	%
1	Prospect Development Company Limited	56,991,151	15.20%
2	Savitri PLC.	23,800,000	6.35%
3	Kienkhalv AKA Life Insurance PLC.	20,251,200	5.41%
4	The Vithay Insurance PLC.	16,050,000	4.28%
5	Allianz Ayudhya Assurance PLC.	14,750,000	3.93%
6	TISCO Securities Company Limited	14,735,717	3.92%
7	Samsing Life Insurance (Thailand) PLC.	13,400,000	3.59%
8	Riabli Life Insurance PLC.	12,000,000	3.24%
9	Super Turtle PLC.	10,000,000	2.88%
10	Dr. Buanja Charattamrong	10,720,000	2.90%

Note: Information as of Dec 3, 2024 (XD)



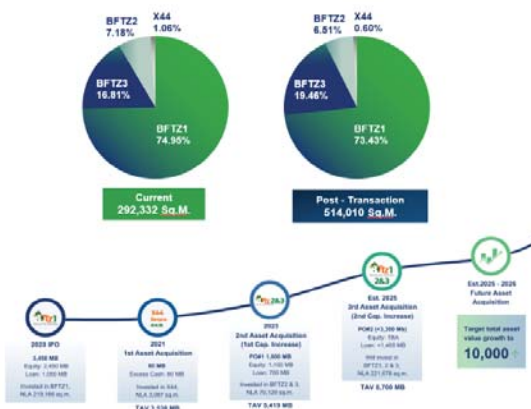
10. Prospect Development Co., Ltd. – Additional Investment Assets No. 3

PROSPECT will invest in "Additional Investment Assets No.3"			
Current Investment Asset			
(sq. m.)	Land Area	Leasable Area	Remaining Life ¹
BFTZ1	343,155	219,166	~ 16 years
BFTZ2	37,181	20,996	~ 26 years
BFTZ3	88,364	49,133	Freehold
X44	4,400	3,087	Freehold
Total	471,100	292,332	~ 16.4 years

Additional Investment Asset No.3			
(sq. m.)	Land Area	Leasable Area	Remaining Life ¹
BFTZ1	261,506	158,315	~ 15 years
BFTZ2	19,398	12,481	~ 26 years
BFTZ3	87,820	50,882	Freehold
Total	368,724	221,678	~ 18.3 years

Total Investment Asset 514,010 ~ 16.0 years

Remark: ¹ Remaining leasehold life as of July 2024



Then, the Managing Director showed a video to the meeting on the progress of the project under the operation of Prospect Development Co., Ltd.

After that, The Managing Director asked if there were any questions or any recommendations regarding to this agenda? Shareholders/proxies raised the following queries:-

Mr. Wachira Thayanaraporn : 1. What kind of marketing approach does the wellness business
Shareholder use to find new customers?
2. Are the customer groups in Bangkrachao and Sam Phran different?
3. Why did FNS waive its right to subscribe MK's shares?

Mr. Vorasit Pokachaiyapat : Please be informed that
Managing Director 1. The International customers are the majority who engaged in wellness business. The customer growth comes from the combination of the following approaches:
- Agency (approximately 35%)
- Digital Marketing
- Public Relation (PR)
2. Most of the customers visiting Bangkrachao are wealthy international individuals or couples, which is different from the customers at Suan Sampran, most of which are Thai tourists either visiting as individuals, couples or as families.
3. The reason why the company waived the right to subscribe additional shares of MK is because FNS wants to focus on the wellness business as a priority, while trying to reduce investment in other businesses, as well as encourage MK to operate business from its own assets going forwards.

Ms. Wilawan Suwannasophon : Does the company have any strategic plans to turn around its
Proxy previous negative performance to profits?

Mr. Vorasit Pokachaiyapat : At the moment the wellness business is our main focus as a core
Managing Director business (100% wholly owned). Currently there are 2 wellness retreat located at Bangkrachao and Suan Sampran. We expect that the operating results at Bangkrachao would turn positive at the last quarter of this year and Suan Sampran would has a profit in the next 2 years. As for Prospect Development Co., Ltd. (a subsidiary of MK), in which the company holds some shares, it is currently in the process of selling its assets to the REIT.

Mr. Phichai Saengngoen : How does the company plan to repay debenture (no. FNS250A)
Proxy which will mature this year?

Mr. Vorasit Pokachaiyapat : The Company plans to repay the outstanding debenture by
Managing Director using the loan that MK has scheduled to repay to the Company
after PD has successfully sold the assets to the REIT.

As there were no more questions from shareholders/proxies, the Managing Director requested the Meeting to acknowledge the report on the Company's operating results for the year 2024, as mentioned.

Resolution: The Meeting acknowledged the report on the Company's operating results for the year 2024 as proposed.

Note: In this agenda, there were more shareholders attended the Meeting, representing 63,103 shares.

Agenda 3: To consider and approve the financial statements of the Company and its subsidiaries for the year ended December 31, 2024.

The Chairman of the Audit Committee clarified the performance of the Audit Committee regarding the financial statements of the Company and its subsidiaries for the year 2024 as follows:

1. In 2024, the Audit Committee held five meetings.
2. Concerning financial statements, the Audit Committee had reviewed the following:
 - Company's quarterly and annual financial statements;
 - Quarterly consolidated financial statements and annual consolidated financial statements of the Company and its subsidiaries;
 - Disclosure of information in the notes to the financial statements.

There were meetings with the auditor without the presence of management at approximately 80% to discuss the independence of the performance of duties and express the opinions of the auditors, including requiring the auditors to report issues found from the audit.

3. Other operations were disclosed in the 2024 Audit Committee Report in Form 56 -1 One Report.

Then Mr. Teerath Pratumswan, Deputy Managing Director summarized the operating results from the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 as follows:

(Million Baht)	2024	2023	Change	%
<i>Income</i>				
Revenue from Investment	113.88	203.22	(89.34)	(44%)
Revenue from Health and Wellness	160.82	70.47	90.35	128%
Net gain on Investment	1.40	0.00	1.40	100%
Other income	28.98	1.27	27.71	2,178%
Total income	305.08	274.96	30,116.00	11%
<i>Expenses</i>				
Cost of health and wellness	204.77	133.52	71.25	53%
Distribution costs	65.83	10.06	55.77	555%
Servicing and admin expenses	326.94	155.73	171.21	110%
Other expenses	56.36	87.29	(30.93)	(35%)
Total expenses	653.90	386.60	267.31	69%
(Loss) profit from operating activities	(348.82)	(111.64)	(237.19)	212%
Finance costs	(81.11)	(58.60)	(22.51)	38%
Expected credit loss	(6.50)	0.00	(6.50)	(100%)
Share of profit of associates accounted for using equity method	(10.66)	0.00	10.66	100%
(Loss) profit before income tax expense	(425.77)	(170.24)	(255.54)	150%
(Loss) profit for the year from discontinued operations, net of tax	(2,975.46)	843.43	(3,818.89)	(453%)
(Loss) profit for the year	(3,401.23)	673.19	(4,074.43)	(605%)
Other comprehensive income (OCI)	420.13	430.39	(10.26)	(2%)
Total comprehensive income for the year	(2,981.10)	1,103.58	(4,084.68)	(370%)
(Loss) profit attributable to:				
Owners of the parent	(3,048.21)	997.62	(4,045.83)	(406%)
Non-controlling interests	(353.02)	(324.43)	(28.60)	9%
	(3,401.23)	673.19	(4,074.43)	(605%)
Basic (loss) earnings per share (in Baht)	(6.09)	2.04	(8.13)	399%

Summary of financial position information from the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 as follows:

(Million Baht)	31 Dec. 2024	31 Dec 2023	31 Dec 2022
Total Assets	4,391.1	24,684.6	3,291.4
Total liabilities	2,332.7	17,067.4	721.0
Equity	2,058.4	4,706.1	2,571.4
Equity – Non-controlling interest	-	2,911.0	-
Number of shares issued (shares)	500,651,065	500,651,065	345,855,440
Book value per share (Baht)	4.11	9.40	7.4

In addition, the Managing Director stated to the Meeting that the Board of Directors deemed it appropriate for the Meeting to certify the Company's and its subsidiary's financial statements for the year ended December 31, 2024, which had been audited by auditors from KPMG Phoomchai Audit Ltd. and reviewed by the Audit Committee. The auditor commented, as shown in the auditor's report, that "The consolidated financial statements and separate financial statements showed the financial position of the Company and its subsidiaries and the Company as of December 31, 2024, and operating results and cash flows for the year ended on the same date, in material respects as they should be by Thai Financial Reporting Standards". This appeared in the Annual Registration Statement/Annual Report 2024 and the Annual Financial Statements 2024 (Form 56-1 One Report), and had been delivered to the shareholders with the invitation letter for this Meeting.

The Managing Director asked if there were any questions and when there were no questions, he then requested the Meeting to consider certifying the Company's and its subsidiary's financial statements for the year ended December 31, 2024. 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 financial statements of the Company and its subsidiaries for the year ended December 31, 2024, with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	326,031,312	100.000000
Disagree	0	0.000000
Total	326,031,312	100.000000
Abstain	0	-
Voided ballot	0	-

Agenda 4: To consider and approve omission of dividend payment from the 2024 operating performance.

Mrs. Chanoknan informed the Meeting that the Company had a policy to pay dividends of 30% of the net profit after taxes or as it may deem appropriate except in cases where there were other necessities and such payment would significantly affect the normal operations of the Company.

The Managing Director further explained to the Meeting that the separate financial statements for the year 2024 showed a net loss of 804.92 million baht, for this reason, it is appropriate to propose to the Meeting to approve omission of dividend payments. He then asked if there were any questions and when there were no questions, he then requested the Meeting to consider and approve omission of dividend payment for 2024 operating results as proposed. The resolution of this agenda must be approved by a majority vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting approved omission of dividend payment from the 2024 operating performance with the following votes:

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	326,031,312	100.000000
Disagree	0	0.000000
Total	326,031,312	100.000000
Abstain	0	-
Voided ballot	0	-

Agenda 5: To consider and elect of directors in place of directors who retired by rotation.

Mrs. Chanoknun explained to the Meeting that according to the Public Limited Companies Act and the Company's Articles of Association, it was stipulated that at every annual general meeting of shareholders, one-third of the company's directors of the total number of directors must retire by rotation. But such directors may be re-elected to take a new position. In 2025, 2 directors shall retire by rotation as follows:

No.	Director's name	Director's position	Period of being a director
1	Mr. Vorasit Pokachaiyapat	- Executive director - Managing Director	22 years 10 months
2	Mr. Nuttawut Phowborom	- Independent director	11 years 11 months

For this agenda item, Mr. Vorasit Pokachaiyapa and Mr. Nuttawut Phowborom excuse from the Meeting room.

The Company had allowed shareholders to propose additional agenda for the 2025 Annual General Meeting of Shareholders and to nominate suitable persons to be considered and elected as the Company's directors in advance from November 14, 2024, to January 31, 2025. It was notified through the news system of the Stock Exchange of Thailand and published on the Company website. However, no shareholders appeared to propose additional agenda or nominate a person to be considered and elected as the Company's director.

By the recommendation of the Nomination, Compensation, and Corporate Governance Committee and according to the policy and criteria for recruitment defined, the Board of Directors (Directors who retired by rotation did not participate in voting for themselves) had considered and screened the qualifications of the nominated persons at this time by considering the suitability of the overall structure and composition of the Board of Directors and qualifications according to laws and relevant official announcements, as well as knowledge, competence, and experience suitable for normal business operations of the Company. The Board opined that the person nominated as independent directors shall be able to express opinions independently and were qualified by relevant criteria, and throughout their term of office had provided valuable suggestions and views to the Company. Therefore, proposing to the shareholders' Meeting to re-elect the directors who retired by rotation for another term was deemed appropriate.

Details of each director's age, percentage of shareholdings, educational background, work experience and board/board committee meeting attendance are provided in the attachment delivered together with the Meeting Notice

Mrs. Chanoknun asked if any shareholders wished to ask questions or make suggestions. As no shareholders/proxies had questions about this agenda, she then asked the Meeting to consider and elect each director by voting individually. The resolution of this agenda must be approved by a majority vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting re-elected the two directors to be the Company's directors for another term as proposed with the following votes:

(5.1) Mr. Vorasit Pokachaiyapat, Executive Director/Managing Director (holding office for another term)

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	326,031,212	99.999969
Disagree	100	0.000031
Total	326,031,312	100.00000
Abstain	0	-
Voided ballot	0	-

(5.2) Mr. Nuttawut Phowborom, Independent Director (holding office for another term)

Resolution	Number of votes cast (1 Share = 1 Vote)	Percentage of shares attending the Meeting and exercising voting rights.
Agree	326,031,212	99.999969
Disagree	0	0.000031
Total	326,031,312	100.00000
Abstain	0	-
Voided ballot	0	-

Agenda 6: To consider and approve the increase of number of directors and election of a new director.

Mrs. Chanoknan explained to the meeting that in order for the company to have a number of directors that is appropriate for the overall structure and composition of the board of directors and for efficient business management, the board of directors, through the consideration of the Nomination and Remuneration Committee, deemed it appropriate to add one more director. The board would like to propose the appointment of Mr. Teerath Pratumsuwan as a new director (authorized director), who is a person with knowledge, ability and experience appropriate for the Company's normal business operation, including qualifications in accordance with the law and relevant official announcements, including the amendment of the name and number of directors who have the authority to sign on behalf of the company according to the company's certificate to be consistent with the appointment of new directors to be submitted to the Ministry of Commerce, with the following details:

"Name and the number of authorized directors to sign on behalf of the company namely, Mr. Vorasit Pokachaiyapat, Mr. James Marshall, Mr. Teerath Pratumsuwan. Any two of these three directors jointly sign and affix the company's official seal."

Details of the director's age, percentage of shareholdings, educational background, work experience of Mr. Teerath Pratumsuwan is provided in the attachment delivered together with the Meeting Notice

The Managing Director asked if there were any questions about this agenda and when there were no questions, he then requested the Meeting to approve the increase of number of directors and elect a new director. The resolution of this agenda must be approved by a majority vote of the shareholders who attended the Meeting and voted.

Resolution: The Meeting approved the increase of number of directors and approved Mr. Teerath Pratumsuwan as a new authorized director of the company including the amendment of the name and number of directors who have the authority to sign on behalf of the company according to the company's certificate 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	326,031,312	100.000000
Disagree	0	0.000000
Total	326,031,312	100.000000
Abstain	0	-
Voided ballot	0	-

Agenda 7: To consider and approve the directors' remuneration for the year 2025

Mrs. Chanoknan explained to the Meeting that based on the information on remuneration for directors and executives of listed companies in finance and securities industry in 2024 prepared by the Stock Exchange of Thailand, the directors' remuneration of the Company was at the level close to the average of directors' remuneration listed on the Stock Exchange of Thailand as follows:

Detail	Average remuneration per person per year of the Company in 2024*
1. Chairman of the Board of Director	1.30 million baht
2. Director	0.55 million baht
3. Chairman of the Audit Committee	0.28 million baht
4. Audit Committee	0.23 million baht
5. Member of the Nomination and Remuneration Committee	0.05 million baht

Notes: *Remuneration calculation as follows:

- (1) The remunerations for Chairman and Director are derived from 8 board meetings per year in accordance with schedule fixed in advance plus annual fee.
- (2) The remunerations for the Audit Committee Chairman and Members are derived from 5 audit committee meetings per year in accordance with schedule fixed in advance plus annual fee.
- (3) The remunerations for the Chairman and Members of the Nomination, Compensation and Corporate Governance Committee are derived from 2 Nomination, Compensation and Corporate Governance Meetings per year in accordance with the schedule fixed in advance.

The Managing Director reported to the Meeting that the Nomination, Compensation, and Corporate Governance Committee had reviewed the remuneration paid to directors in various committees according to the remuneration criteria. It was resolved to propose to the Board of Directors to consider the remuneration of directors and sub-committees for approval at the 2025 Annual General Meeting of Shareholders.

For the year 2025, the remuneration was the same as the year 2024, and there were no other benefits apart from the proposed as follows:

Detail	Meeting Fee / Time	Annual Fee
1. Chairman of the Board of Director	50,000 baht	900,000 baht
2. Director	25,000 baht	350,000 baht
3. Chairman of the Audit Committee	25,000 baht	150,000 baht
4. Audit Committee	25,000 baht	100,000 baht
5. Chairman of the Nomination, Compensation and Corporate Governance Committee	25,000 baht	-
6. Member of the Nomination, Compensation, and Corporate Governance Committee	20,000 baht	-

Note: 1. All executive directors waived their rights not to receive meeting fee an annual fee as mentioned above.

2. There were no other benefits (This did not include welfare given to general employees).

The Managing Director asked if there were any questions and when there were no questions on this agenda, he then requested the Meeting to consider and approve the directors' annual remuneration for 2025 as detailed above. The resolution of this agenda must be approved by a vote of no less than two-thirds of the total number of votes of the shareholders attending the Meeting.

Resolution: The Meeting approved the directors' remuneration for the year 2025 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	326,031,312	100.000000
Disagree	0	0.000000
Abstain	0	0.000000
Voided Ballot	0	0.000000
Total	326,031,312	100.000000

Agenda 8: To consider and approve the appointment of the auditors and determination the audit fee for the year 2025.

The Managing Director clarified to the Meeting that the Audit Committee and the Board of Directors had proposed the appointment of auditors from KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2025. KPMG Phoomchai Audit Co., Ltd. was an audit company that had been approved by the SEC, which had good reputation and long experience. In addition, it was the auditor of the Company's subsidiary. The proposed audit fee was not exceeding 2,480,000 Baht with no other fees.

KPMG Phoomchai Audit Co., Ltd.	
Auditor Name	Registration numbers
Ms. Sureerat Thongarunsang	4409
Ms. Orwan Chotwiryakul	10566
Ms. Thitima Pongchaiyong	10728
Ms Charinrat Noprumpa	10448
Audit fee	
Year 2025: 2,480,000 Baht	Year 2024: 2,700,000 Baht

As there were no questions from shareholders/proxies for this agenda, the Managing Director asked the Meeting to approve the appointment of the auditors and determination the audit fee for the year 2025. The resolution of this agenda must be approved by a majority vote of the shareholders who attended the Meeting and casted their votes.

Resolution: The Meeting approved the appointment of the Company's auditor and determination the audit fee for the year 2025 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	326,031,312	100.000000
Disagree	0	0.000000
Total	326,031,312	100.000000
Abstain	0	-
Voided ballot	0	-

Agenda 9: 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 declared the meeting adjourned.

The Meeting was adjourned at 16.00 hrs.

Signed: _____-sign-_____ Chairman
(Mr. Akarat Na Ranong)

Signed: _____-sign-_____ Keeper of the minutes
(Ms. Pompimon Yamthassana)

Signed: _____-sign-_____ Minutes examiner
(Mrs. Napaporn Salyajivin)

Enclosure 2

The 2025 Annual Registration Statement/Annual Report and Financial Statements for the year 2025
(Form 56-1 One Report) in the form of QR Code




<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=FNS&date=260430>

Enclosure 3


Profiles of Director Nominees and qualifications of Independent Director

Profiles of Director Nominees

Name – Surname	Mr. Chanmanu Sumawong	
Age	69 years	
Nationality	Thai	
Proposed position	Independent Director	
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	8 years 2 months	
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 : Role of Audit Committee of Listed Company (2021) ■ Online seminar by S.E.C Final Call : PDPA onboarding (2022) 	
Positions held in others listed company	1 listed company 2023 – Present - Executive Vice President, Pruksa Holding Pcl.	
Positions held in other non-listed company	2 companies Jany 2024 – Present - Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Monix Co., Ltd. Mar 2018 – Present - Independent Director / Chairman of the Audit Committee, Finansia Securities Ltd.	
Working Experience (last 5 years)	2019 - 2023 - Executive Vice President, Pruksa Real Estate Pcl. 2018 - 2023 - Independent Director / Member of the Audit Committee / Member of Nomination and Remuneration Committee, CIMB Thai Bank Plc.	
Shareholdings in the Company (as of December 31, 2025)	None	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2025	<ul style="list-style-type: none"> - Board of Directors 7 out of 7 meetings - Audit Committee 4 out of 4 meetings - Nomination, Compensation and Corporate Governance Committee 2 out of 2 meetings 	

Director nomination criteria	<p>The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. Chanmanu Sumawong is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws. The Board has concluded that the nominee for independent director will be able to offer uninfluenced opinions in line with related criteria. The rationale for nominating Mr. Chanmanu Sumawong, the independent director whose term in office has been over 9 years, to be re-elected is that he has qualifications required by law and experience and knowledge suitable for the Company's business. In addition, during his term of office he regularly gives comments and suggestions beneficial to the Company.</p>
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Profiles of Director Nominees

Name – Surname	Mr. James Marshall	
Age	71 years	
Nationality	British	
Proposed position	Executive Director	
Current position	Executive Director Head of Research and Business Development Division	
Date of holding directorship	February 24, 2022	
Years of being director of the Company	4 years 1 months	
Education and Training	<ul style="list-style-type: none"> ■ Certificate, Member of the Chartered Institute of Securities & Investment, United Kingdom (1993) ■ Certificate, CISI (2020-2021), United Kingdom Achievement of 35 hours of CDP Scheme ■ Certificate, Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Directors Accreditation Program (DAP211/2023) 	
Positions held in others listed Companies	None	
Positions held in other non-listed organization	April 2024 - Present - Executive Director, RX Wellness Co., Ltd. May 2021 - Present - Executive Director, BFTZ Wangnoi Co., Ltd. 2002 - Present - Director, Finansia Fund Management Ltd.	
Shareholding in the Company (as of December 31, 2025)	0.23%	
Positions held in organizations that pose conflict of interest to the Company	None	
Meeting attendance in 2025	- Board of Directors: 7 out of 7 meetings	
Director nomination criteria:	The Board has considered on the Nomination, Compensation and Corporate Governance Committee's recommendation and agreed that Mr. James Marshall is competent, highly qualified, widely experienced, and qualified as a director in accordance with related laws.	

Qualifications of the Company's Independent Directors

(The Company's requirements are more stringent than those required by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, Thailand)

- 1) Holding not more than 0.5% of the Company's shares with voting rights, or those of any subsidiary company, associated company or juristic person with conflict of interest, which shall be inclusive of the shares held by related persons.
- 2) Not being a director who is involved in the Company management, an employee, a staff member, an advisor who receives a regular salary from the Company, or a controlling person of the Company, subsidiary company, associated company, subsidiary company with the same level or of juristic person with a conflict of interest within the last 2 years.
- 3) Not being a connected person, by virtue of a blood relationship or legal marriage being father, mother, spouse, sibling, child, including spouse of a child, of the executives, major shareholders, controlling persons or persons who are about to be nominated as executives or controlling persons of the Company or subsidiary company.
- 4) Not holding a business relationship with the Company, subsidiary company, associated company or with juristic person with a conflict of interest in a way that may interrupt the exercise of independent discretion. Nor being a major shareholder, a non-independent director, or an executive of a business holding a relationship with the Company, subsidiary company associated company or of juristic person with a conflict of interest within the last 2 years.
- 5) Not being an auditor of the Company, subsidiary company, associated company or of juristic person with a conflict of interest, and not being a major shareholder, non-independent director, executive or managing partner of the audit firm providing the auditors of the Company, subsidiary company, associated company or of juristic person with a conflict of interest within the last 2 years.
- 6) Not being a professional service provider including legal or financial adviser receiving service fee of more than Baht 2 million a year from the Company, subsidiary company, associated company or from a juristic person with a conflict of interest within the last 2 years. In the case that the professional service provider is a juristic person, it shall include the major shareholder, non-independent director, executive or managing partner of such service provider.
- 7) Not being a representative director appointed by the Company's directors, major shareholders or shareholders related to major shareholders.
- 8) Not operating a business with the same nature and in competition with the Company and its subsidiaries or not being a partner in a partnership or a director involved in administration or an employee, officer, routine consultant or holding share more than one percent of all shares with voting rights of other company with the same nature and in competition with the Company and its subsidiaries.
- 9) Not holding other characteristics that prohibit the expression of independent opinion on the Company's operations

Enclosure 4

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 5

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 5, 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, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To consider and approve the remuneration of directors for the year 2026; 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 Annual General Meeting of Shareholders except for Agenda 5 : To consider and elect directors in place of directors who retired by rotation and Agenda 6 : To consider and approve the remuneration of directors for the year 2026. 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. Pornpimon Yamthassana, FNS Holdings Plc., No. 345, 345 Surawong Building, 6th Floor, Surawong Road, Bangrak, Bangkok 10500 before April 24, 2026 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. Pornpimon Yamthassana at 02-697-3781 during working hours.

Proxy Form A

Stamp
Duty
Baht 20

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 72 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 69 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 of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To consider and approve the remuneration of directors for the year 2026; 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 Annual General Meeting of Shareholders except for Agenda 5 : To consider and elect directors in place of directors who retired by rotation and Agenda 6 : To consider and approve the remuneration of directors for the year 2026. 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 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 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.



Stamp
Duty
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 72 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 69 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 of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To consider and approve the remuneration of directors for the year 2026; 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 Annual General Meeting of Shareholders except for Agenda 5 : To consider and elect directors in place of directors who retired by rotation and Agenda 6 : To consider and approve the remuneration of directors for the year 2026. 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 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 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 consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders held on April 24, 2025.

(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 acknowledge the report of the operating results for the year 2025.
- Agenda 3 Re: To consider and certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 4 Re: To consider and approve omission of dividend payment from the 2025 operating performance.
- (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 5 Re: To consider and elect directors in place of directors who retired by rotation.
- (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:
- To elect nominated directors as a whole
- Approve Disapprove Abstain
- To elect nominated directors individually
- Name: Mr. Chanmanu Sumawong
- Approve Disapprove Abstain
- Name: Mr. James Marshall
- Approve Disapprove Abstain
- Agenda 6 Re: To consider and approve the remuneration of directors for the year 2026.
- (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 7 Re: To consider and approve the appointment of the auditors and determine the audit fee for the year 2026.
- (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 8 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 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 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

Agenda _____ Re: **To elect directors in place of directors who retired by rotation.**

- (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:

Name: _____

- Approve Disapprove Abstain

Name: _____

- Approve Disapprove Abstain

Stamp
Duty
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 72 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 69 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 of the Company, has no vested interests in any agenda issues proposed to this Annual General Meeting of Shareholders except for Agenda 6 : To consider and approve the remuneration of directors for the year 2026; 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 Annual General Meeting of Shareholders except for Agenda 5 : To consider and elect directors in place of directors who retired by rotation and Agenda 6 : To consider and approve the remuneration of directors for the year 2026. 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 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 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 consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders held on April 24, 2025.

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;

(b) The proxy shall vote as per my/our intention as follows:

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes



- Agenda 2 Re: To acknowledge the report of the operating results for the year 2025.
- Agenda 3 Re: To consider and certify the financial statements, including the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025.
- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Agenda 4 Re: To consider and approve omission of dividend payment from the 2025 operating performance.
- (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 5 Re: To consider and elect directors in place of directors who retired by rotation.
- (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:
- To elect nominated directors as a whole
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- To elect nominated directors individually
- Name: Mr. Chanmanu Sumawong
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Name: Mr. James Marshall
- Approve_____votes Disapprove_____votes
- Abstain_____votes
- Agenda 6 Re: To consider and approve the remuneration of directors for the year 2026.
- (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 7 Re: To consider and approve the appointment of the auditors and determine the audit fee for the year 2026.
- (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 8 Re: To consider other matters (if any).

- (a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate;
- (b) The proxy shall vote as per my/our intention as follows:
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

(5) The votes made by the proxy for any agenda item that are not in accordance with this document shall be deemed invalid votes, and such votes are not my votes as a shareholder.

(6) In case that I have not specified or have not clearly specified my voting intention for any agenda, or in case that the meeting considers or passes resolutions in any matters other than those specified above, or if there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects, except for the case that the votes made by the proxy are not in accordance with this document.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

1. This proxy (Form C) is applicable only for the case of foreign investors (the shareholders whose names are listed in the share register book as the foreign investors) who have appointed a custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder, authorizing a custodian to sign the Proxy form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
4. In the agenda regarding the election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
5. In case where there are more agendas to consider than those specified above, the grantor may use the allonge of proxy (Form C) as attached.



Allonge of Proxy (Form C)

The appointment of proxy by the shareholder of FNS Holdings Public Company Limited

At the 2026 Annual General Meeting of Shareholders on April 30, 2026 at 14.30 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

Agenda _____ Re: To elect directors in place of directors who retired by rotation

(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:

Name: _____

Approve _____ votes Disapprove _____ votes

Abstain _____ votes

Name: _____

Approve _____ votes Disapprove _____ votes


Abstain _____ votes



Enclosure 6


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

Profiles of Independent Director

Name – Surname	Mr. Akarat Na Ranong	
Age	72 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	15 years 3 months	
Home Address:	256 Soi Sukhumvit 55, Sukhvit 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 (2020) - Advanced Audit Committee Program (AACP Online) (2022) - Empowering Boards : Enhancing Governance, Standards, and Financial Insights (2024) - Emerging Audit Standard and Implications for the Audit Committee (2024) - Role of Independent Director in Oversea Expansion and International Market (2025) - Managing ESG for Sustainable Growth : Game Changing Considerations for Board (2025) - Corporate Governance in New Normal (2025) ■ Certificate, Capital Market Academy Leadership Program (2008) ■ Seminar : Role of Audit Committee of Listed Company (2021) ■ Seminar : Preventing, Deterring, and Addressing Inappropriate Behavior of Listed Companies (2024) ■ Seminar on: IFRS S1 & S2 Preparing for ISSB Standards Adoption and Governance, KPMG Thailand (2025) 	
Positions held in others listed company	3 listed companies Dec 2024 – Present - Independent Director / Member of the Audit Committee / Member of the Nomination, Remuneration, Corporate Governance and Sustainability Committee, Finansia X Plc.	

	<p>2017 - Present - Independent Director / Chairman of the Audit Committee / Member of the Nomination Compensation, Corporate Governance and Sustainability Committee, Symphony Communication Plc.</p> <p>2010 - Present - Independent Director / Chairman of the Audit Committee / Member of Corporate, Matching Maximize Solution Plc.</p>
Positions held in other non-listed company	<p>3 companies</p> <p>2011 - Present - Independent Director / Member of the Audit Committee Finansa Securities Ltd.</p> <p>2017 - Present - Director / Member of Compensation and Remuneration Committee / Member of the Investment Committee, Krungthai AXA Life Insurance Plc.</p> <p>2015 – Present - Independent Director / Chairman of the Board of Director / Chairman of the Audit Committee, KPN Academy Co., Ltd.</p>
Working Experience (last 5 years)	2016 - Apr 2018 - Chairman, Food Capitals Plc.
Shareholding in the Company (as of December 31, 2025)	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:	Agenda 6 : To consider and approve the remuneration of directors for the year 2026
Having a specific conflict of interest over any agenda items presented at the AGM.	None
Meeting attendance in 2025	<ul style="list-style-type: none"> - Board of Directors 7 out of 7 meetings - Audit Committee 4 out of 4 meetings - Nomination, Compensation and Corporate Governance Committee 2 out of 2 meetings

Profiles of Independent Director

Name – Surname	Mr. Chanmanu Sumawong	
Age	69 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	8 years 2 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 : Role of Audit Committee of Listed Company (2021) ▪ Online seminar by S.E.C Final Call : PDPA onboarding (2022) 	
Positions held in others listed company	1 listed company 2023 – Present - Executive Vice President, Pruksa Holding Pcl.	
Positions held in other non-listed company	2 companies 2024 - Present - Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Monix Co., Ltd. 2018 - Present - Independent Director / Chairman of the Audit Committee,	
Working Experience (last 5 years)	2019 - 2023 - Executive Vice President, Pruksa Real Estate Pcl. 2018 - 2023 - Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, CIMB Thai Bank Plc.	
Shareholding in the Company (as of December 31, 2025)	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:	Agenda 5 : To consider and elect directors in place of directors who retired by rotation Agenda 6 : To consider and approve the remuneration of directors for the year 2026	
Having a specific conflict of interest over any agenda items presented at the AGM.	None	
Meeting attendance in 2025	<ul style="list-style-type: none"> - Board of Directors 7 out of 7 meetings - Audit Committee 4 out of 4 meetings - Nomination, Compensation and CGC 2 out of 2 meetings 	

Enclosure 7

Map of venue of the Annual General Meeting

Location: No. 952 Rama 4 Road, Bangkok, Thailand Tel.: 66 2 632 9000

Accessibility: BTS : Saladaeng Station / MRT: Silom Station / BMTA Bus No. 4, 47

