



Finansia Syrus Securities Public Company Limited

999/9 The Offices at CentralWorld 18th & 25th Floors, Rama I Road, Pathumwan, Bangkok 10330 Thailand

บริษัทหลักทรัพย์ ฟินันเซีย จำกัด (มหาชน)

999/9 อาคาร ดี ออฟฟิศ แอท เซ็นทรัลเวิลด์ ชั้น 18 และ 25 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพฯ 10330

โทร. +66 2658 9500 โทรสาร +66 2658 9149 ก:ทะเบียนเลขที่ 0107547000079

FSS.CS 17/2022

24 February 2022

Subject: Acquisition of Shares in Finansia Securities Limited and FSS International Investment Advisory Securities Company Limited

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum of Finansia Syrus Securities Public Company Limited on the Acquisition of Assets by way of Acquisition of Shares in Finansia Securities Limited and FSS International Investment Advisory Securities Company Limited

Finansia Syrus Securities Public Company Limited (the "Company") would like to inform you that the Board of Directors' Meeting of the Company No. 3/2022, held on 24 February 2022, has resolved to approve (1) FSS International Investment Advisory Securities Company Limited ("FSSIA"), a subsidiary of the Company in which the Company holds 96.25 percent of all issued shares of FSSIA, to acquire ordinary shares in Finansia Securities Limited ("FSL") in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the purchase price of THB 12.2547 per share, totaling THB 490,187,938.73 ("Investment In FSL"), from Finansia Public Company Limited ("FNS") and Finansia Fund Management Company Limited ("FFM"), a wholly owned subsidiary of FNS; and (2) the Company or the person authorized by the Company to acquire ordinary shares in FSSIA in the amount of 3,000 shares with a par value of THB 100 per share, representing 3.75 percent of all issued shares of FSSIA, at the purchase price of THB 163.28 per share, totaling THB 489,840 ("Investment In FSSIA"), from FSL in order to avoid cross holding between FSL and FSSIA following the Investment in FSL.

The Company expects that the Investment in FSL and FSSIA shall be completed by the second quarter of 2022 after all conditions precedent under the Share Sale and Purchase Agreement have been satisfied (the Investment in FSL and the Investment in FSSIA are collectively referred to as the "Investment").

In addition, the Investment is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the "Notifications on Acquisition or Disposal of Assets"). The size of the Investment based on the net tangible assets (NTA) criterion, which results in the highest size, is equal to 21.71 percent based on the audited consolidated financial statements of the Company for the year ended 30 September 2021. Since the Company does not have any other acquisition of asset transaction in the past six months, the Investment, therefore, falls into Class 2 transaction under the Notifications on Acquisition or Disposal of Assets, namely transaction with a size higher than 15 percent, but lower than 50 percent. As such, the Company is required to disclose the information memorandum regarding the Investment to the Stock Exchange of Thailand (the "SET") and submit a circulation letter which at least contains such information as required by the Notifications on Acquisition or Disposal of Assets to the Company's shareholders within 21 days

from the date of disclosure of such information to the SET. However, the Investment is not connected transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended).

The purchase price of FSL's shares of THB 12.2547 per share and the purchase price of FSSIA's shares of THB 163.28 per share were derived from negotiations between the Company and the parties whereby (1) the purchase price of FSL's shares is considered from the adjusted book value of FSL which is reflected the results of the registered capital decrease of FSL on 24 January 2022 and the purchase by FSL of office space from FNS on 1 February 2022 based on the book value of FSL according to the audited separate financial statements ended as of 31 December 2021 and (2) the purchase price of FSSIA's shares is considered from the book value of FSSIA based on the audited separate financial statements of FSSIA ended as of 31 December 2021.

Additional details regarding the Investment are as set out in the Information Memorandum of Finansia Syrus Securities Public Company Limited on the Acquisition of Assets by way of Acquisition of Shares in Finansia Securities Limited and FSS International Investment Advisory Securities Company Limited as per the Enclosure.

Please be informed accordingly.

Yours Sincerely,

(Mr. Chuangchai Nawongs)
Chief Executive Officer

Office of the Company Secretary and Shareholder Engagement
Tel. 02 680 0811-14

Information Memorandum of Finansia Syrus Securities Public Company Limited
on the Acquisition of Assets by way of Acquisition of Shares in Finansia Securities Limited and
FSS International Investment Advisory Securities Company Limited

The Board of Directors' Meeting of Finansia Syrus Securities Public Company Limited (the "Company") No. 3/2022, which was held on 24 February 2022, has resolved to approve the following agendas:

- (1) FSS International Investment Advisory Securities Company Limited ("FSSIA"), a subsidiary of the Company in which the Company holds 96.25 percent of all issued shares of FSSIA, to acquire ordinary shares in Finansia Securities Limited ("FSL") in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the purchase price of THB 12.2547 per share, totaling THB 490,187,938.73, from Finansia Public Company Limited ("FNS") and Finansia Fund Management Company Limited ("FFM"), a wholly owned subsidiary of FNS ("Investment in FSL"); and
- (2) the Company or the person authorized by the Company to acquire ordinary shares in FSSIA in the amount of 3,000 shares with a par value of THB 100 per share, representing 3.75 percent of all issued shares of FSSIA, at the purchase price of THB 163.28 per share, totaling THB 489,840, from FSL in order to avoid cross holding between FSL and FSSIA following the Investment in FSL ("Investment in FSSIA").

The Company expects that the Investment in FSL and FSSIA shall be completed by the second quarter of 2022 after all conditions precedent under the Share Sale and Purchase Agreement (as defined below) have been satisfied (the Investment in FSL and the Investment in FSSIA are collectively referred to as the "Investment").

The Investment is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the "Notifications on Acquisition or Disposal of Assets"). The size of the Investment based on the net tangible assets (NTA) criterion, which results in the highest size, is equal to 21.71 percent based on the audited consolidated financial statements of the Company for the year ended 30 September 2021. Since the Company does not have any other acquisition of asset transaction in the past six months, the Investment, therefore, falls into Class 2 transaction under the Notifications on Acquisition or Disposal of Assets, namely transaction with a size higher than 15 percent, but lower than 50 percent. As such, the Company is required to disclose the information memorandum regarding the Investment to the Stock Exchange of Thailand (the "SET") and submit a circulation letter which at least contains such information as required by the Notifications on Acquisition or Disposal of Assets to the Company's shareholders within 21 days from the date of disclosure of such information to the SET.

In this regard, the Company hereby submits the information memorandum on the Company's acquisition of assets as follows:

1. Transaction Date

On 24 February 2022, the Board of Directors' Meeting of the Company has resolved to approve (1) FSSIA, a subsidiary of the Company in which the Company holds 96.25 percent of all issued shares of FSSIA, to acquire ordinary shares in FSL, representing approximately 100 percent of all issued shares of FSL, totaling THB 490,187,938.73, from FNS and FFM, and (2) the Company or the person authorized by the Company to acquire ordinary shares in FSSIA, representing 3.75 percent of all issued shares of FSSIA, totaling THB 489,840, from FSL in order to avoid cross holding between FSL and FSSIA following the Investment in FSL. In this regard, to set the terms and details of the Investment, the Company has proceeded for purchaser to execute the Share Sale and Purchase Agreement in relation to the sale and purchase of ordinary shares in FSL and FSSIA with sellers (the "**Share Purchase Agreement**") on 24 February 2022.

The Investment is also subject to the conditions precedent under the Share Purchase Agreement (as described in Clause 3.1). The Company expects that the Investment will be completed within the second quarter of 2022.

2. Related Parties and Relationships with Listed Company

For the Investment in FSL

Purchaser: FSS International Investment Advisory Securities Company Limited

Seller: Finansa Public Company Limited and Finansa Fund Management Company Limited

For the Investment in FSSIA

Purchaser: The Company or the person authorized by the Company

Seller: Finansa Securities Limited

Relationship between the Parties

The Sellers in the Investment are not connected persons of the Company under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended).

3. General Description and Details of the Acquired Assets

3.1 General Description of the Transaction

FSSIA will acquire 39,999,995 ordinary shares in FSL with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the purchase price of THB 12.2547 per share, totaling THB 490,187,938.73, consisting of the acquisition of (a) 39,999,994 ordinary shares in FSL with a par value of THB 10 per share, at the purchase price of THB

12.2547 per share, totaling THB 490,187,926.47, from FNS, and (b) 1 ordinary share in FSL with a par value of THB 10 per share, at the purchase price of THB 12.2547 per share, totaling THB 12.2547, from FFM, a wholly owned subsidiary of FNS.

The Company or the person authorized by the Company will acquire 3,000 ordinary shares in FSSIA, with a par value of THB 100 per share, representing 3.75 percent of all issued shares of FSSIA, at the purchase price of THB 163.28 per share, totaling THB 489,840, from FSL in order to avoid cross holding between FSL and FSSIA following the Investment in FSL.

(a) Conditions for Execution of the Transaction

The Investment will take place after the parties have executed the Share Purchase Agreement and all conditions precedent under the Share Purchase Agreement have been satisfied. Key conditions precedent are as follows:

(1) For the Investment in FSL

Obligations of the Company and FSSIA

- 1) FSSIA shall have obtained approvals from the Board of Directors' Meeting of the Company and its Board of Directors' Meeting, for FSSIA to invest in FSL and take all procedures under the Share Purchase Agreement for the successful completion of the Investment in FSL.

Obligations of FNS

- 1) FNS shall have obtained approvals from its Board of Directors' Meeting and its Shareholder's Meeting to dispose of all ordinary shares held directly and indirectly in FSL and take all procedures under the Share Purchase Agreement for the successful completion of the disposal of FSL's shares.

Other Material Matter

- 1) FSSIA shall have been satisfied with the result of financial and other due diligence exercises on FSL and its assets.

(2) For the Investment in FSSIA

Obligations of the Company

- 1) The Company shall have obtained an approval from its Board of Directors' Meeting, for the Company or the person authorized by the Company to invest in FSSIA and take all procedures under the Share Purchase Agreement for the successful completion of the Investment in FSSIA.

Obligations of FSL and FNS

- 1) FSL shall have obtained approvals from the Board of Directors' Meeting of FNS and its Board of Directors' Meeting, for FSL to dispose of all ordinary shares in FSSIA and take all procedures under the Share Purchase Agreement for the successful completion of the disposal of FSSIA's shares.

In this respect, the Investment in FSL and the Investment in FSSIA are conditional upon one another, if one of the transactions has not occurred for whatever reason, the Investment will be terminated automatically.

(b) Method of Payment

The Company and FSSIA will pay the purchase price of shares in full by way of bank transfer in accordance with the terms set out in the Share Purchase Agreement.

3.2 Details of the Acquired Assets

The details of the acquired assets are described as follows:

3.2.1 For the Investment in FSL

Shares in FSL in the amount of 39,999,995 shares with a par value of THB 10 per share, representing approximately 100 percent of all issued shares of FSL, at the purchase price of THB 12.2547 per share, totaling THB 490,187,938.73, with the details as follows:

General Information

Company Name	Finansa Securities Limited
Nature of Business Operations	Securities business with the license to operate all types of securities businesses, including (1) securities brokerage; (2) securities trading; (3) investment advisory (4) underwriting; and (5) derivatives brokerage. Furthermore, FSL is a licensed financial advisor approved by the Securities and Exchange Commission. FSL currently focuses on providing investment banking services, including (1) valuation; (2) mergers and acquisitions; (3) equity and debt financing; (4) financial restructuring; (5) corporate restructuring; (6) independent financial advisor; moreover, FSL also provides services of (7) securities offering advisory including initial public offering, private placement and rights offering; (8) Listing of shares on the stock exchange; and (9) Underwriting such as the underwriting of the newly issued ordinary shares. In addition, FSL also provides wealth management services for its customers, i.e., selling investment unit and debt instrument, for both individual customers and institutional customers including acting as investment unit selling agent for newly established funds and newly issued debt instrument selling agent.

Head Office	48/45 TISCO Tower 20 th Floor, North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok 10500
Company Registration No.	0105536092404
Telephone	02-697-3800
Facsimile	02-638-0301
Company Incorporation Date	August 13, 1993
Registered and Paid-up Capital	THB 400,000,000
Par Value	THB 10 per share
Number of Shares	40,000,000 shares

List of directors as of 24 February 2022

No.	Name	Position
1.	Mr. Varah Sucharitakul	Chairman
2.	Mr. Kittipong Lertvanangkul	Director
3.	Mrs. Snitha Asawachinda ¹	Director
4.	Mr. Asadej Kongsiri	Director
5.	Mr. Akarat Na Ranong	Director
6.	Mr. Chanmanu Sumawong	Director

List of Shareholders as of 24 February 2022

No.	Name	Before the Transaction		After the Transaction	
		No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)
1.	FNS (as the Seller)	39,999,994	100.00	-	0.00
2.	FFM (as the Seller)	1	0.00	-	0.00
3.	FSSIA (as the Purchaser)	-	0.00	39,999,995	100.00
4.	Mr. Eugene S. Davis	2	0.00	-	0.00
5.	Mr. Vorasit Pokachaiyapat	1	0.00	-	0.00
6.	M.L. Suthiman Pokachaiyapat	1	0.00	-	0.00
7.	Ms. Yupadee Thepruangchai	1	0.00	-	0.00
8.	Mr. Chuangchai Nawongs	-	0.00	3	0.00

¹ On 24 February 2022, Mrs. Snitha Asawachinda has resigned from director of FSL and the Board of Directors' Meeting of FSL has resolved to appoint Ms. Veena Lertnimitr to be a director of FSL in replacement of resigned director.

No.	Name	Before the Transaction		After the Transaction	
		No. of shares (share)	Shareholding (percentage)	No. of shares (share)	Shareholding (percentage)
9.	Ms. Phatra Kanchanaphat	-	0.00	2	0.00
Total		40,000,000	100.00	40,000,000	100.00

Other legal entities in which FSL holds 10 percent of their shares or more

-None-

Summary of Financial Statements of FSL

Unit: THB Thousand

Separate Financial Statements	For the year ended			
	31 December 2018	31 December 2019	31 December 2020	31 December 2021 ⁽¹⁾
Statement of comprehensive income				
Total income	312,303	74,658	360,748	229,336
Total expenses	220,941	123,821	245,899	165,087
Profit (loss) before income tax	91,362	(49,163)	114,849	64,249
Net Profit (loss)	70,861	(39,797)	91,792	51,177
Statement of financial position				
Total assets	970,922	777,708	982,528	884,169
Total liabilities	111,625	31,156	157,126	94,042
Total shareholders' equity	859,297	746,552	825,402	790,127

Remark: ⁽¹⁾ On 24 January 2022, FSL completed its registered capital decrease of THB 300,000,000 from the existing registered capital of THB 700,000,000 to the registered capital of THB 400,000,000 by way of decreasing the numbers of FSL's shares and returning the share price at the par value back to the shareholders. And on 1 February 2022, the Company sold its office space to FSL by offsetting with the loan between the Company and FSL. This resulted in the change in assets, liabilities and shareholders' equity of FSL after the capital decrease as follows: assets are equal to THB 578,146 thousand liabilities are equal to THB 87,958 thousand and shareholders' equity is equal to THB 490,188 thousand.

3.2.2 For the Investment in FSSIA

FSSIA's shares in the amount of 3,000 shares with the par value of THB 100 per share, representing 3.75 of all issued shares of FSSIA, at the purchase price of THB 163.28 per share, totaling THB 489,840. FSSIA engages in the

securities investment advisory business including research business with the registered paid-up capital of THB 8,000,000 whereas at present, the Company is holding 76,997 shares in FSSIA, representing 96.25 percent of all issued shares of FSSIA.

4. Transaction Size Calculation

Calculation Criteria	Calculation Formula	Transaction Size
1. Net tangible asset (NTA)	NTA of the acquired company x the acquired portion/ NTA of the Company according to the consolidated financial statements = ((100%*THB 480,219 thousand)+(3.75%*THB 11,941 thousand)) / THB 2,213,875 thousand	21.71 percent
2. Net profit from operating results	Net profit of the acquired company x the acquired portion / net profit of the Company according to the consolidated financial statements = ((100%*THB 51,177 thousand)+(3.75%*THB 1,284 thousand)) / THB 260,307 thousand	19.68 percent
3. Total value of consideration	Total value of consideration/ total assets of the Company according to the consolidated financial statements = THB 490,678 thousand / THB 6,586,388 thousand	7.45 percent
4. Value of equity issued as consideration for the assets	Total shares issued as payment for the acquired assets / total authorized and issued shares <i>Unable to calculate as there is no issuance of securities as payment of assets</i>	

The Investment is regarded as an acquisition of assets under the Notifications on Acquisition or Disposal of Assets. The size of the Investment based on the net tangible assets (NTA) criterion, which results in the highest size, is equal to 21.71 percent based on the audited consolidated financial statements of the Company for the year ended 30 September 2021. Since the Company does not have any other acquisition of asset transaction in the past six months, the Investment, therefore, falls into Class 2 transaction under the Notifications on Acquisition or Disposal of Assets, namely transaction with a size higher than 15 percent, but lower than 50 percent. As such, the Company is required to disclose the information memorandum regarding the Investment to the SET and submit a circulation letter which at least contains such information as required by the Notifications on Acquisition or Disposal of Assets to the Company's shareholders within 21 days from the date of disclosure of such information to the SET.

5. Total Value of Consideration

(a) Total value of consideration

The purchase price of FSL's shares is THB 12.2547 per share, totaling THB 490,187,938.73 and the purchase price of FSSIA's shares is THB 163.28 per share, totaling THB 489,840. The combined total value of consideration is, therefore, equivalent to THB 490,677,778.73.

(b) **Basis of Determination of Total Value of Consideration**

The purchase price of FSL's shares of THB 12.2547 per share and the purchase price of FSSIA's shares of THB 163.28 per share were derived from negotiations between the Company and the parties whereby (1) the purchase price of FSL's shares is considered from the adjusted book value of FSL which is reflected the results of the registered capital decrease of FSL on 24 January 2022 and the purchase by FSL of office space from FNS on 1 February 2022 based on the book value of FSL according to the audited separate financial statements ended as of 31 December 2021 and (2) the purchase price of FSSIA's shares is considered from the book value of FSSIA based on the audited separate financial statements of FSSIA ended as of 31 December 2021.

6. Value of the Acquired Assets

The value of the acquired assets from the acquisition of shares in FSL and FSSIA totals approximately THB 490,677,674 is based on the adjusted book value of FSL, as detailed in Item 5(b) above, which is approximately THB 490,187,895 and the book value of FSSIA, which is approximately THB 13,062,400. Thus, considering the aforementioned book values by computing with acquired shareholding, the adjusted book value of FSL and the book value of FSSIA proportionate to the shareholdings are approximately THB 490,187,834 and THB 489,840 respectively.

7. Source of funds

The Company will pay the consideration for the Investment from working capital in the Company's business operation and/or loans from company in the group company and/or financial institutions. In case the terms and conditions under the related loan agreement contains the provision that would affect the rights of shareholders of the Company, the Company will further disclose such relevant terms and conditions to the SET accordingly.

8. Expected Benefits to the Company

The acquisition of all shares in FSL will strengthen investment banking service of the group company including expand and broaden customer base, as FSL has experienced and reputable staffs who are well accepted as financial advisors of large corporate customers which is in line with the Company's strategy to be full-service securities company and provide good consideration for all groups of stakeholders of the Company.

Moreover, the acquisition of all shares in FSSIA is to avoid cross holding between FSL and FSSIA following the Investment in FSL.

9. Opinion of the Board of Directors on the Transaction

The Board of Directors of the Company resolves to approve the Investment after it has considered and viewed that the Investment is reasonable and beneficial to the Company which will enable the Company to grow, strengthen the investment banking business of the Company, and be beneficial to other securities related business of the Company. Furthermore, this expansion of business will help the Company to provide good consideration for all groups of stakeholders of the Company,

resulting in greatest beneficial to the Company in the future by having investment banking business to support and strengthen current securities brokerage business.

The purchase price of shares is reasonable because it is the price which derived from negotiations between the Company and the parties, whereby the purchase price of FSL's shares is considered from the adjusted book value of FSL and the purchase price of FSSIA's shares is considered from the book value of FSSIA.

10. Opinion of the Audit Committee and/or Directors of the Company which is different from the Opinion of the Board of Directors under Clause 9 above

There is no opinion of the Audit Committee or directors of the Company which is different from the foregoing opinion of the Board of Directors.