

For. 03/2025

27 February 2025

Subject Receiving financial assistance from a connected person of the Company

Attention President

 The Stock Exchange of Thailand

FNS Holdings Public Company Limited (the “Company” or “FNS”) would like to inform that at the Board of Directors Meeting of the Company No. 1/2568 held on 27 February 2025, the Board of Directors’ Meeting passed a resolution to approve the transaction of receiving financial assistance in the amount of THB 50,000,000 (Fifty Million Baht) from Mr. Soonthorn Pokachaiyapat who is the father of Mr. Vorasit Pokachaiyapat, Managing Director of the Company, to be used as working capital in the Company and/or subsidiaries.

This transaction of receiving financial assistance is considered a connected transaction Type 5. Providing or receiving financial assistance according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions (including its amendments) dated August 31, 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 (including its amendments) (“the Connected Transactions Notification”).

The details of the transaction are as follows:

(1) Date of Transaction

March 4, 2025

(2) Financial Supporter, Transaction Parties

Borrower : FNS Holdings Public Company Limited

Lender : Mr. Soonthorn Pokachaiyapat

Relation with the Company : Mr. Soonthorn Pokachaiyapat is the father of Mr. Vorasit Pokachaiyapat,
Managing Director of the Company

(3) Description of the Transaction

Loan Limit : THB 50,000,000 (Fifty Million Baht)

Interest Rate : 7% per annum – payable once a month on the last day of the month

Loan Repayment Period : 302 days

Collateral : 50,000,000 Common Shares of MK which are owned by FNS

Purpose of Money Utilization : To be used as working capital in the Company and/or subsidiaries

(4) Transaction size including the transaction in the past 6 months

4.1 Transaction size

The financial assistance transaction with the Lender, who is a connected person of the Listed Company, accords with the Connected Transactions Notification. In this regard, the transaction size is calculated from the interest that the Company has to pay to the Lender for the amount of THB 2.90 million. The Net Tangible Assets (NTA) of the Company as at 31 December 2024 amounted to THB 2,025.01 million. On this basis, the size of the financial assistance transaction is equal to 0.1430 percent of the net tangible assets (NTA) of the Company and when combined with related transactions made with the same person in the past 6 months, the value is equal to 0.1729 percent of the Net Tangible Assets (NTA) of the Company.

4.2 Value of Transaction

The size of transaction value is 0.1430 percent of the Company's Net Tangible Assets (NTA). The Company's Net Tangible Assets (NTA) as of 31 December 2024 is equal to THB 2,025,01 million, calculated from the consolidated financial statements for the period ended 31 December 2024.

This transaction of receiving financial assistance is considered a connected transaction Type 5. In the event that the Company provides or receives financial assistance through a transaction with a close relative of an executive, with a transaction size of more than THB 1 million but less than THB 20 million, or more than 0.03 percent but less than 3 percent of the company's net tangible assets, whichever amount is higher, the Company must request approval to enter into such transaction from the Board of Directors and disclose information to the Stock Exchange of Thailand as specified in the Connected Transaction Announcement, according to the announcement of the Stock Exchange of Thailand regarding the disclosure of information and operations of listed companies in connected transactions.

NTA Calculation and Transaction Size (Financial statements of the company ended 31 December 2024)

Items	Detail
Financial Statement as of 31 December 2024	
Assets (Million Baht) – (1)	4,391.11
Liabilities (Million Baht) – (2)	2,332.69
Intangible Asset (Million Baht) – (3)	33.41
Minority Shareholders Equity (Million Baht) – (4)	-0-
Net Tangible Asset (Million Baht) = (1) – (2) – (3) – (4)	2,025.01
Total value transaction = The amount of interest that the company must pay throughout the loan period under the contract. (Million Baht)	2.90
Transaction Size	0.143%

(5) Connected Persons

5.1 Mr. Vorasit Pokachaiyapat, the managing director of the company, is the son of Mr. Soonthorn Pokachaiyapat. Therefore, the said transaction is considered a connected transaction. The director who has an interest in relation to this agenda abstained from being present for discussion and abstained from voting on this agenda.

(6) Opinion of the Board of Directors

The Audit Committees and The Board of Directors has considered the reason and necessity of the transaction. Therefore, it was resolved that the said receiving financial assistance is reasonable and will benefit the Company.

When comparing the interest rate for borrowing from the financial institution, it appears that it was an acceptable and reasonable interest rate. A proposed resolution to approve financial assistance in the amount of THB 50,000,000 (Fifty Million Baht) from Mr. Soonthorn Pokachaiyapat, was approved. The director who has an interest in agreeing to enter into the above connected transaction abstained from being present in the meeting and abstained from voting on this agenda.

(7) Opinion of the Audit Committee and/or the Director which is difference from the Board of Directors' opinion

- None -

Please be informed accordingly

Yours Sincerely

FNS Holdings Public Company Limited

(Mr. Vorasit Pokachaiyapat)

Managing Director