



YEAR OF GROWTH

Shaping Growth, Expanding Reach



Annual Registration Statements /
Annual Report 2025 (Form 56-1 One Report)

MR. D.I.Y. Holding (Thailand) Public Company Limited

Contents

Who We Are	003
Financial Highlights	004
Achievement Highlights	005
Awards and Recognitions	006
Chairman's Message	007
Chief Executive Officer's Message	009
Board of Directors and Executives	011



SECTION 1 Business Operations and Performance Results

1. Structure and Operations of the Group	013
2. Risk Management	037
3. Business Sustainability Development	050
4. Management Discussion and Analysis (MD&A)	093
5. General Information and Other Material Information	101



SECTION 2 Corporate Governance

6. Corporate Governance Policy	103
7. Corporate Governance Structure and Significant Information related to the Board of Directors, Subcommittees, Executives, Employees, and Others	125
8. Report on Key Corporate Governance Performance	146
9. Internal Control and Related Party Transactions	163



SECTION 3 Financial Statements

Report of the Board of Directors' Responsibilities for the Financial Statements	187
Independent Auditor's Report	188
Financial Statements	191
Notes to Financial Statements	202



ATTACHMENTS

Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary	226
Attachment 2 Details of Directors of Subsidiaries	248
Attachment 3 Details of the Head of Internal Audit	249
Attachment 4 Assets Used in Business Operations and Details of Asset Appraisal	250
Attachment 5 Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct Prepared by the Company	262
Glossary	263

WHO WE ARE

The Company operates a retail business of general home improvement and lifestyle products in Thailand, driven by the vision **"To be the most valued retailer"**, and the mission **"To offer everyone everything, everyday at Always Low Prices"**.

Founded in 2016, the Company has expanded to over **1,100 stores** across all **77 provinces** of Thailand, offering wide-variety, affordable products at convenient locations.

The Company promotes value, variety and accessibility to Thai communities through our core strengths:



ALWAYS
Low Prices



WIDE
Product Range



CONVENIENT
Locations Nationwide

WHAT WE DO

MR. D.I.Y. stores offer a wide selection of approximately **16,000** stock-keeping units (SKUs) products across 6 key categories Household and Furnishing, Hardware, Electrical, Stationery and Sports, Toys and Others.

Guided by its core principle of **"ALWAYS LOW PRICES"** The Company ensures every Thai household can access essential products at the best value.

MR. D.I.Y. stores are strategically located in high-traffic retail environments from major shopping centres to convenient standalone locations to ensure easy access for customers nationwide.

The Company is dedicated
to being the everyday
store for everyone



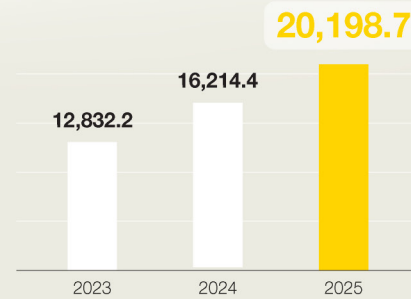


Financial Highlights

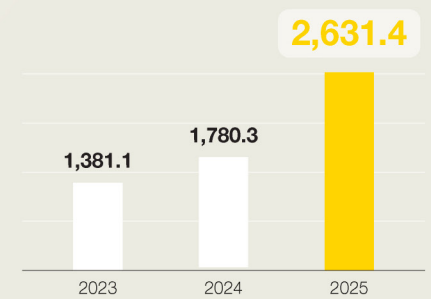
	unit	2023	2024	2025
Total Revenue	million Baht	12,832.2	16,214.4	20,198.7
Profit Before Tax (PBT)	million Baht	1,802.1	2,292.2	3,392.6
Net Profit	million Baht	1,381.1	1,780.3	2,631.4
PBT Margin	%	14.0	14.1	16.8
Net Profit Margin	%	10.8	11.0	13.0
Basic Earnings Per Share (EPS)	Baht	1.53	0.32	0.46
Financial Data				
Total Assets	million Baht	14,070.7	15,300.1	18,393.2
Total Liabilities	million Baht	10,481.0	10,541.7	8,693.7
Total Shareholders' Equity	million Baht	3,589.7	4,758.4	9,699.5
Paid-up Capital	million Baht	1,456.0	2,798.5	3,008.5
Total Revenue	million Baht	12,832.2	16,214.4	20,198.7
Net Profit	million Baht	1,381.1	1,780.3	2,631.4
Financial Ratio				
Return on Assets (ROA)	%	11.1	12.1	15.6
Return on Equity (ROE)	%	39.5	42.7	36.4
Net Profit Margin	%	10.8	11.0	13.0



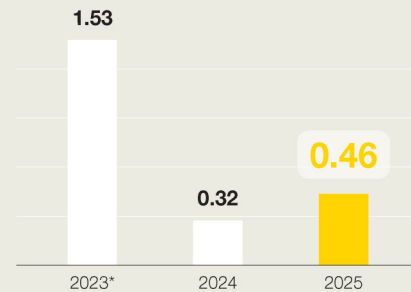
Total Revenue
(million Baht)



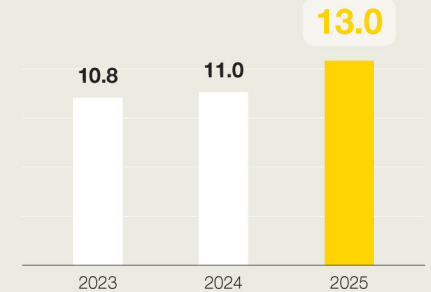
Net Profit
(million Baht)



Basic Earnings Per Share (EPS)
(Baht)



Net Profit Margin
(%)



Remark:

* Calculate as the weighted average number of ordinary shares for the year 2023 exclude the impact of issuance stock dividend for the year 2024.





Achievement Highlights



Store Network

1,127

Stores

Market Capitalization as at
31 December 2025**52.3**

Billion THB



Transaction Number

121.2

Million transactions

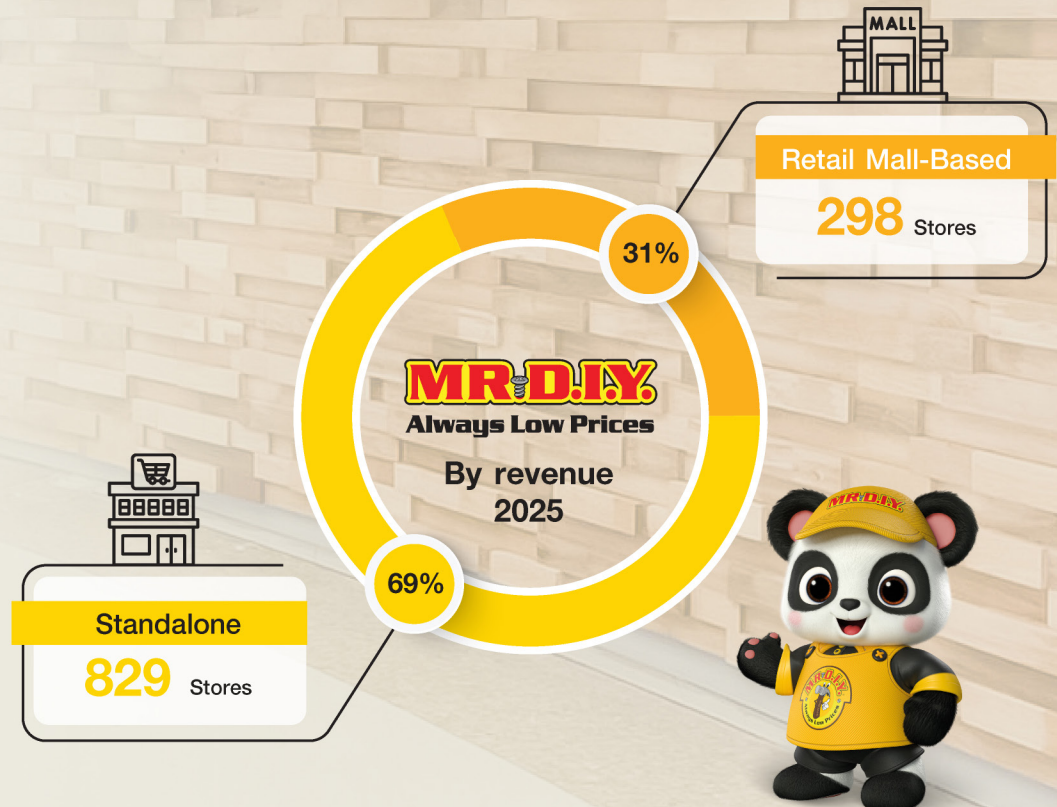
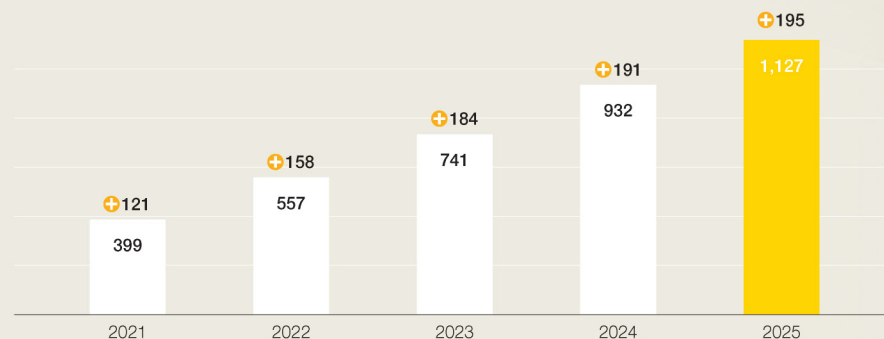
Average Basket Size
(excluding VAT)**165.4**

THB

Store Network as at 31 December 2025

FY2025
New Stores¹
+200**Note:**¹During the year, the Company closed 5 stores, resulting in net new store openings of 195 stores in 2025.

Net additions driven primarily by the **standalone format**
and expansion into **underserved areas**.





Awards and Recognitions

In 2025, the Company received the following key awards and recognitions:



The World Branding Awards

for the “Top Home Improvement Retail Brand” in the Regional Award category for the 5th consecutive year

World Branding Forum



BUSINESS+ PRODUCT OF THE YEA AWARDS 2025

in the Retail Business category

BUSINESS+ Magazine



‘No. 1 Brand Thailand Award 2025’

in the Specialty Store category for the 3rd consecutive year

Marketeer Magazine & Marketeer Online



Best IPO Deal Of The Year

In Thailand 2025 Award

Alpha Southeast Asia



Retail Asia Awards 2025

in the Specialty Store of the Year – Thailand for the 2nd consecutive year

Retail Asia Awards



Retail Asia Awards 2025

in the Store Design of the Year – Thailand

Retail Asia Awards



Brand Star Award

The most trusted brand in the “Home Improvement Store” category.

BrandAge Magazine



Thailand's Most Admired Brand Award 2025

in the Modern Trade Channel category for the “Home Improvement Store” for the 2nd consecutive year

BrandAge Magazine



Chairman's Message

Dear Shareholders,

2025 marked a significant milestone in the journey of **MR. D.I.Y. Holding (Thailand) Public Company Limited** (“the Company” or “MR. D.I.Y.”). Fundamentally our growth plans remain on track towards our target to open more than 1,500 stores by 2027, adding at least 500 stores over the next 3 years, supported by enhancing our brand and infrastructure. This year most notably, we also successfully listed our Company on The Stock Exchange of Thailand (SET) with a Market Capitalization of THB 51.7 billion—the largest Initial Public Offering (IPO) by market capitalization in Thailand since 2023, and raised THB 5.6 billion as Thailand's largest IPO in 2025. These achievements represent key steps forward for the Company, strengthening our foundation for long-term growth while reaffirming our commitment to transparency, sound governance, and sustainable value creation for all stakeholders.

Against a complex and evolving backdrop, Thailand's operating environment during the year remained challenging. Economic activity was affected by a combination of external and domestic factors, including recurring natural disasters such as earthquakes and flooding, as well as ongoing political uncertainty and heightened regional geopolitical tensions. These factors weighed on overall business sentiment and contributed to a more cautious consumer outlook.

While ongoing investments and government stimulus continued to provide underlying support to the economy, household spending remained cautious. Consumers are increasingly prioritizing affordability with downtrading behavior observed. Our value-for-money proposition thus continued to resonate strongly with Thai consumers. The Company continued to deliver on its value proposition through a wide-range of quality everyday essentials offered at “**Always Low Prices**” to even more convenient locations having added 200 new stores this year, to a total of 1,127 stores **across all 77 provinces in Thailand**. The Company is also supported by a dedicated workforce of over 12,000 employees, enabling us to better serve Thai communities nationwide — from urban centers to regional areas. Our ability to consistently meet everyday needs at accessible price points has reinforced our position as a trusted and valued retailer in Thailand's highly competitive retail landscape.





2025 has also been a historic year for the Company. After 9 years of operation, the Company on 5th of November 2025 made its debut on SET. The listing on the SET marks a major milestone to strengthen the Company's corporate governance, capital structure, brand image and market visibility. As a listed company, we are firmly committed to upholding high standards of corporate governance, accountability, and disclosure, in line with the expectations of our shareholders, regulators, and the broader investment community.

The Company also continued to advance sustainability initiatives practically and measurably. During the year, solar panels were installed at selected stores and distribution center facilities to support energy efficiencies. In parallel, the Company continued to broaden access to more sustainable product choices while maintaining affordability and quality, consistent with its commitment to ESG.

From a performance perspective, the Company continues to focus on disciplined expansion, operational efficiency, and prudent cost management. These priorities enabled us to navigate a dynamic retail environment while maintaining the strength of our balance sheet and supporting sustainable growth. We also announced the development of our Automated Distribution center on a 160 rai (256,000 square meters) land within ARAYA – The Eastern Gateway project. This infrastructure will have the capacity to support up to 3,000 stores by 2031. The Board remains encouraged by the Company's progress and plans, and the resilience demonstrated throughout the year.

Looking ahead, while economic and geopolitical uncertainties remain, we remain optimistic for the longer-term on Thailand's growth prospects and market potential. The retail sector is expected to see improvements in consumer confidence from government stimulus measures and to be sustained by demand for value-driven offerings. Our business is therefore well-positioned to capture these opportunities through its scalable business model, strong brand recognition, and unwavering focus on affordability and accessibility.

On behalf of the Board of Directors, I would like to thank our valued customers for their continued trust, our business partners for their collaboration and our shareholders for their confidence and support as we embark on this new chapter as a public listed company. I would also like to express my sincere appreciation to our executive team and employees for their dedication and professionalism, which have been instrumental in achieving our milestones this year.

We remain committed to building the Company into a resilient, responsible, and sustainable organization that delivers long-term value for our shareholders and contributes positively to the communities we serve.

Yours sincerely,

Mr. Ong Chu Jin Adrian

Chairman of the Board



“Delivering Growth and Resilience, Reaffirming Long-term Plans”

Chief Executive Officer’s Message

Dear Shareholders,

In 2025, we achieved our Company’s highest historical revenue and profit performance. Revenue increased 24.4% from the previous year, reaching THB 20,077.9 million, as net profit rose by 47.8% to THB 2,631.4 million, reflecting the effectiveness of our store expansion execution, resilient demand for essential products and prudent cost management.

Operating Environment and Economic Overview

The year was marked by continued global and domestic uncertainties. Globally, geopolitical tensions, trade and tariff measures and ongoing supply chain adjustments continued to influence business conditions, while financial markets remained volatile, underscoring the need for prudent risk management and strong operational discipline.

In Thailand, economic conditions remained lackluster throughout the year. GDP growth in 2025 was 2.4%, primarily supported by domestic factors including the ongoing recovery of the tourism sector and increased public sector spending. At the same time, structural challenges persisted, notably elevated household debt levels, climate-related disruptions such as flooding in certain regions, and sensitivities along border trade corridors, all of which contributed to a cautious consumption environment.

Consumer behavior remained value-driven, with spending focused on essentials and affordability. In response, the Company remained focused on delivering our value propositions.

Consistent Growth Across a Nationwide Platform

The Company delivered another year of steady and sustainable progress, underpinned by the strength of its scalable operating model, nationwide footprint, and disciplined execution. The continued focus on providing everyday essentials at **“Always Low Prices”** is highly relevant to Thai consumers, particularly amid a cautious consumption environment caused by heightened cost sensitivity.

The Company also successfully enlarged our retail network to 1,127 stores across all 77 provinces, adding 200 new stores from the previous year. This continues to reinforce our position as a nationwide retailer with growing penetration to local communities.



Financial Performance and Disciplined Capital Management

Profitability remained robust, with gross profit margin expanding 2 percentage points to 51.7%, up from 49.7% in the prior year, supported by our efficient procurement network, strong bargaining power, and inventory management. Net profit margin also expanded by 2 percentage points to 13.0%, reflecting our earnings quality and continuous cost discipline. Our return on equity (ROE) remained above our historical 30% levels at 36.4% for 2025, underscoring the Company's efficient capital utilization and disciplined approach to capital management.

Strengthening Governance as a Listed Company

In November 2025, a significant milestone with the successful listing of the Company on the Stock Exchange of Thailand. This transition represented a major step in further strengthening the Company's governance framework, transparency, and accountability, aligning operations with the expectations of public market investors and regulators. As a listed company, the Company remains committed to the highest standards of corporate governance, risk management, and internal controls. Enhanced reporting discipline, strengthened board oversight, and clearly defined governance structures are integral to the Company's long-term strategy, ensuring that growth is pursued with prudence, integrity, and accountability.

Investing in Long-Term Capability

To support continued expansion and operational efficiency, the Company advanced its strategic investment in land at ARAYA – The Eastern Gateway, earmarked for the development of a next-generation automated distribution center. This long-term investment is intended to enhance supply chain resilience, improve inventory accuracy, reduce lead times, and support future store growth at scale.

This initiative reflects the Company's confidence in Thailand's long-term economic fundamentals and its commitment to investing locally to support sustainable growth.

Commitment to Sustainability and Communities

Sustainability remains embedded within the Company's operating philosophy. Throughout the year, the Company continued to support initiatives focused on community development, social responsibility, and environmental awareness.

These efforts reflect the Company's belief that long-term business success must be achieved alongside positive contributions to society and the communities it serves.

Outlook for 2026 and Beyond

Looking ahead to 2026, the Company remains agile in an evolving economic, regulatory and consumer-driven landscape.

Thailand's 2026 GDP growth is projected to slow to between 1.3% and 1.8% with the World Bank estimating the rate at 1.6%. This reflects a slowdown from 2025 due to weakened global trade and high household debt but bolstered by expectations of gradual recovery in tourism (with tourist numbers expected to reach around 35 million, or 88% of pre-pandemic levels in 2026) and increased investment in industries like EVs and digital infrastructure.

The high household debt remains a hindrance to private consumption, buoyed by the backdrop of escalating energy prices from ongoing geopolitical tensions in the Middle East with expectations of intermittent global and supply chain disruptions and volatile global currency movements. These factors may place indirect pressures on input costs and on consumer sentiment, if prolonged.

Albeit the uncertain external environment, our wide-variety and affordable value propositions encourage the prospects of downtrading behavior. The Company's expansion plans are therefore intact, to continue growing our store network by approximately 210 new stores in 2026, with a clear pathway towards reaching approximately 1,500 stores by 2027. This expansion will continue to be executed with discipline, supported by data-driven site selection, efficient store formats, and a resilient supply chain.

The Company's strategic priorities remain unchanged: disciplined growth, operational excellence, strong governance, and sustainable value creation. By remaining focused on affordability, accessibility, and execution excellence, the Company is well-positioned to navigate varying economic conditions while continuing to support everyday living for Thai consumers.

Appreciation

I would like to express my sincere appreciation to our employees for their dedication and resilience, to our business partners for their continued collaboration, and to our customers for the trust they place in the Company. I am also grateful to our shareholders for their confidence and support as we continue our journey as a listed company, as well as to the relevant authorities and regulators for their guidance and oversight, which continue to strengthen our governance framework.

Mr. Chin Guangui

Chief Executive Officer



Board of Directors and Executives



Board of Directors

1 Mr. Ong Chu Jin Adrian

- Director (Authorized Director)
- Chairman of the Board of Directors
- Member of the Nomination and Remuneration Committee

2 Mrs. Kanoklada Rerkasem

- Independent Director
- Chairman of the Audit and Risk Management Committee
- Member of the Corporate Governance and Sustainability Committee

3 Mr. Loo Chong Peng

- Independent Director
- Member of the Audit and Risk Management Committee
- Chairman of the Nomination and Remuneration Committee

4 Ms. Nuntana Taveeratanasilp

- Independent Director
- Chairman of the Corporate Governance and Sustainability Committee
- Member of the Nomination and Remuneration Committee

5 Mr. Anajak Chareonwongsak

- Independent Director
- Member of the Audit and Risk Management Committee

6 Mr. Chin Guangui

- Director (Authorized Director)
- Member of the Corporate Governance and Sustainability Committee
- Chief Executive Officer

7 Ms. Titanan Sun

- Director (Authorized Director)
- Executive Vice President of Business Development Department



Executives

1 Mr. Chin Guangui

- Chief Executive Officer

2 Ms. Titanan Sun

- Executive Vice President of Business Development Department

3 Ms. Onuma Chairatanatrai

- Chief Financial Officer

4 Mr. Foong Yew Fai

- Senior Vice President of DC & Operations Department

5 Mr. Arnupharp Kongmalai

- Vice President of Marketing Department

6 Mr. Tan Jun Hao

- Vice President of Retail Management Department

7 Ms. Panaiyada Liang-amnuay

- Vice President of Human Resources Department



Section

01



Business Operations and Performance Results



1. Structure and Operations of the Group



1.1 Business Policy and Overview of Business Operations

The Group operates a retail business of general home improvement and lifestyle products. Focusing on its established vision and mission values to deliver its value propositions of wide-variety, affordability and accessibility to Thai consumers. The Group's business model is supported by its strong operating guidelines to serve as a framework for determining strategic direction and decision-making to promote sustainable profitability and create long-term value for stakeholders.



Operating Guidelines and Corporate Values

To support the achievement of its vision and mission, the Group has established operating guidelines and upholds corporate values as a framework for conducting its business as follows:

1. Customer-centric Value Creation

The Group prioritizes customer needs, focusing on creating value through products and services that meet everyday usage requirements and are conveniently accessible.

2. Value for Money & Affordability

The Group is committed to offering attractive price-to-quality products, consistent with its mission to support cost-efficient spending for consumers.

3. Operational Excellence

The Group aims to manage operations efficiently across the value chain, from product sourcing, warehouse and logistics management to store operations, to support operational efficiency and competitiveness.

4. Integrity & Good Corporate Governance

The Group conducts its business under principles of ethics and transparency, and in compliance with applicable laws and regulations, with good corporate governance serving as a fundamental basis for sustainable business operations.

5. People & Sustainable Growth

The Group places importance on personnel development, fostering a strong corporate culture, and conducting business growth alongside consideration of all stakeholder groups.

These operating guidelines are applied as a framework for strategy formulation, risk management, and business operations of the Group, in order to support stable business growth in alignment with long-term sustainability objectives.

Under the above policy, vision, and mission, the Group has systematically translated its operating guidelines into the structure and business model of the Group, in order to support value creation for customers, the expansion of broad product accessibility, and effective cost management. The structure and characteristics of the Group's business have been designed to align with its mission of offering "To offer everyone everything, everyday, at "Always Low Prices" leveraging strengths in its nationwide store network, the diversity of store formats, and economies of scale in product sourcing and distribution, in order to maintain competitiveness in terms of pricing and product quality on an ongoing basis.



1.2 Nature of Business

1.2.1 Revenue Structure

Revenue Structure	For the year ended 31 December					
	2023		2024		2025	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from stores	12,761.8	99.5	16,063.4	99.1	20,044.6	99.2
Retail mall-based	5,400.4	42.1	5,943.5	36.7	6,260.7	31.0
Standalone	7,361.4	57.4	10,119.9	62.4	13,783.9	68.2
Revenue from other channels¹	43.2	0.3	82.2	0.5	33.3	0.2
Total revenue from sales	12,804.9	99.8	16,145.6	99.6	20,077.9	99.4
Other income²	27.3	0.2	68.8	0.4	120.8	0.6
Total revenue	12,832.2	100.0	16,214.4	100.0	20,198.7	100.0

Remarks:

¹ Revenue from other channels mainly comprises revenue generated through the Company's e-commerce website and third-party e-commerce retail platforms, revenue from exports to Cambodia (the Company ceased sales to Cambodia in October 2024), and revenue from the sale of products under the KKV store format in 2024.

² Other income mainly comprises: (1) net foreign exchange gains (losses) arising from fluctuations of foreign currencies against the Thai Baht; (2) income from import and export management services; (3) management fee income from consultancy services provided to MDCC (the Company discontinued such services to MDCC in October 2024); (4) gains from changes in the status of investments in 2024; (5) warehouse and logistics service fees charged to KKV commenced in 2024; and (6) other items, including interest income, from deposits with finance institutions, income from the sale of scrap materials, compensation received from third parties (e.g., compensation for damages) refunds from the provident fund in respect of the Company's contributions for employees who resigned before meeting the vesting conditions for such contributions, and other miscellaneous income.

1.2.2 Product Information

(1) Characteristics of products or services and development of business innovation

The Group operates a retail business of general home improvement and lifestyle products under the "MR. D.I.Y." brand, using a specialty retail format focused on meeting the everyday needs of a broad consumer base, covering both necessities and general daily-use items.

The Group's product offerings include household and furnishing, hardware, stationery and sports, electrical, toys, and other products.

The Group's product portfolio comprises both mass-accessible price segments, which represent the core product group of the business, together with selected products offering differentiated features and specifications, in order to serve customers with diverse budgets, usage needs, and purchasing behaviors. Product assortment and category management are tailored to the characteristics, location, and target customer base of each store to support responsiveness to local market demand.

The Group distributes products under both the Group's own brands (private brand products) and third-party brands. Product structure and assortment are managed in line with the Group's retail business model, with emphasis on product suitability to customer needs, product quality, and value for money, supported by sourcing efficiency, quality control, and cost management to maintain ongoing price competitiveness.

Product Sourcing, Product Development, Supplier Management, and Related Standards

The Group sources products from both domestic and international manufacturers and suppliers enabling the Group to offer a wide range of products while maintaining quality control and effective cost management. Products under the Group's own brands (private brand) are designed and developed by the Group in collaboration with manufacturers to align with consumer behavior and demand. International sourcing supports product development and cost management, while procurement from domestic suppliers enhances sourcing flexibility, shortens delivery lead times, and supports timely product replenishment aligned with local demand.



The Group has established structured product quality control processes covering product development, manufacturing, pre-distribution inspection, and post-sale quality monitoring to support consistency in product standards. The Group also applies structured processes for supplier selection and evaluation, taking into account production capability, product quality, delivery capability, and compliance with applicable laws and relevant standards. Together, these processes support product quality consistency and supply continuity across the Group's operations.

Store Network

As at the end of 2025, the Group operated its retail business through a store network covering all 77 provinces nationwide, comprising both retail mall-based stores and standalone stores. This reflects the flexibility of the Group's business formats and its ability to access customers in areas with different economic and demographic characteristics. The Group has continued to increase the proportion of standalone stores to support expansion into community areas, secondary cities, and non-urban locations, thereby enhancing proximity to customers and convenience in accessing products.

Number of Stores by Store Format

Store Format / Year	2023	2024	2025
Retail mall-based	256	288	298
Standalone	485	644	829
Total	741	932	1,127

Number of Stores by Region (as of 31 December 2025)

Region	Standalone	Mall-Based	Total
Bangkok	46	69	115
Central (excluding Bangkok)	247	91	338
Northeastern	230	36	266
Eastern	99	33	132
Southern	100	37	137
Northern	55	21	76
Western	52	11	63
Total	829	298	1,127

(2) Market Conditions and Competition

The Group operates in the retail market for general home improvement and lifestyle products, which is characterized by a relatively high level of competition from modern retail chains in various formats, as well as local independent retailers. The competitive environment is influenced by factors such as consumer purchasing power, spending behavior, urbanization, and shifts in distribution channels, including the growing role of online channels.

Market Overview and Competitive Landscape

The retail market for general home improvement and lifestyle products in Thailand is characterized by a large number of operators and a wide range of business formats. Competition occurs across multiple dimensions, including product variety, price levels, convenience of store access, and the ability to respond to customer needs in a timely manner. Although online channels have become increasingly important in the retail industry overall, for this product category many consumers continue to place importance on in-store purchasing, as it allows them to directly assess product characteristics, usage, and quality.



Competitive Characteristics Relevant to the Group

The Group competes within the specialty retail segment focused on the distribution of general home improvement and lifestyle products intended for immediate everyday use. The Group's competitive position is supported by its nationwide store network, store locations that provide convenient access to communities and residential areas, and store formats that facilitate product selection and immediate product purchase at the point of sale. These factors are important in influencing customer purchasing decisions for this product category.

Factors Affecting Competition and Competitive Capability

Factors affecting the Group's competitive capability include the variety and quality of products offered at appropriate price levels, the ability to manage costs and selling prices, the selection of store locations and formats aligned with consumer behavior, the management of the supply chain and logistics systems to support continuous product replenishment, and the use of online channels in a manner that supports customer experience and market communication. Collectively, these factors support the Group's competitive capability and its long-term business growth.

(3) Procurement of Products and Services

Procurement is a core mechanism supporting the Group's retail business operations and directly affects its ability to offer a wide range of products with appropriate quality and pricing to a broad customer base. The Group's procurement approach is designed to align with its product structure, store formats, and nationwide store network.

The Group procures products from both domestic and international manufacturers and suppliers, supporting a balance between product variety, quality consistency, and effective cost management. International sourcing supports the development of private brand products in terms of product design, manufacturing standards, and cost structure, while procurement from domestic suppliers enhances supply chain flexibility, shortens delivery lead times, and supports timely product replenishment aligned with demand in each area.

The Group has established structured processes for supplier selection and evaluation, considering factors such as production capability, ability to maintain quality standards, continuity of product supply, and compliance with applicable laws and relevant standards. These processes support consistency in product quality and the Group's ability to accommodate business expansion over the long term.

In terms of quality control, the Group applies multi-stage product quality inspection processes covering product development, manufacturing, pre-distribution inspection, and post-sale quality monitoring. These processes support customer confidence and help mitigate quality-related risks that may affect business operations.

Overall, the Group's procurement approach supports supply chain stability, continuity of operations, and the long-term expansion of its store network. Matters relating to sustainability and corporate governance associated with procurement activities are disclosed in the relevant sections of this Report.

(4) Warehouse and Logistics Management

Warehouse and logistics management form key infrastructure supporting the Group's retail operations by linking procurement processes with nationwide product distribution and inventory management. These functions play an important role in supporting overall operational efficiency and ensuring that inventory levels are aligned with market demand.

As at the end of 2025, the Group operated two main warehouses and distribution centers, which serve as central hubs for receiving, storing, and distributing products from manufacturers and suppliers to stores across various regions. The warehouse structure is designed to accommodate a wide variety of products and support distribution to a large and geographically dispersed store network. The total usable area of the warehouses and distribution centers is 90,127 square meters, which is appropriate for the Group's current scale of operations and capable of supporting future expansion.

In terms of transportation and distribution, the Group operates more than 130 delivery vehicles and manages approximately 80% of its logistics activities in-house. This approach enhances flexibility in route planning, service quality control, and logistics cost management. At the same time, the Group engages third-party logistics providers for a portion of transportation activities to support periods of increased delivery demand.



The Group plans delivery schedules and transportation routes in alignment with regional characteristics and store formats and utilizes information systems to manage warehouse operations and inventory. These systems support inventory tracking, inventory level control, and continuous product replenishment to stores, contributing to delivery efficiency and continuity of business operations.

In addition, the Group places importance on logistics cost management and risk management through continuous process improvement, preparation of business continuity plans for events that may affect transportation, and consideration of environmental, social, and governance (ESG) factors in logistics operations, in order to support efficient and sustainable business growth.

(5) Assets Used in Business Operations

As of 31 December 2025, the principal fixed assets used in the Company's business operations comprised: (1) leasehold improvements and equipment, including leasehold asset improvements, furniture and fixtures, office equipment and tools, vehicles, and assets under installation; (2) right-of-use assets, including land, buildings, equipment and vehicles; and (3) intangible assets, including computer software, trademarks, and computer software under installation. For further information on assets used in the Company's business operations, please refer to "Attachment 4 Assets used in business operations and details of asset appraisal"





1.3 Business Strategies and Operating Objectives

The Group establishes its business strategies and operating objectives in alignment with its vision and mission, with a focus on operating a retail business that delivers value to customers alongside achieving long-term sustainable growth. In this regard, the Group's strategies emphasize the expansion of product accessibility, the enhancement of operational efficiency, and the strengthening of competitive capability, within an appropriate framework of risk management and corporate governance.

1.3.1 Store Network Expansion and Market Coverage Strategy

The Group focuses on the continued expansion of its store network under a disciplined growth approach, with emphasis on the selection of locations with favorable population characteristics, purchasing power, and customer accessibility. Store expansion covers both shopping center locations and residential locations, supporting broader nationwide market coverage, particularly in community areas and secondary cities.

Under this growth plan, the Group targets store expansion during 2026 – 2027 at approximately 210 stores per year. Considerations for store expansion include the suitability of store formats for each location, the ability to generate appropriate returns on investment, and alignment with local customer purchasing behavior. The Group also places continued emphasis on the development of standalone stores to enhance accessibility to customers, support immediate product purchases, and strengthen convenience, which is an important factor in purchasing decisions for everyday essential products.

1.3.2 Product and Cost Management Strategy

The Group's product strategy focuses on the development of a diversified product structure that addresses a broad range of everyday consumer needs, together with the enhancement of cost management efficiency across the value chain, in order to maintain ongoing competitiveness in pricing and product quality.

This strategy places importance on increasing the proportion of products under the Group's own brands (private brand), which provides flexibility in defining product features, quality control, and cost structure management. At the same time, the Group continues to select third-party branded products appropriately to complement the overall product assortment and address specific customer needs. Cost management is supported through the utilization of economies of scale and effective management of procurement and logistics activities.

1.3.3 Operational Efficiency and Support Systems Strategy

The Group aims to continuously improve operational efficiency to support the expansion of its store network and the management of a business with increasing scale and complexity. This includes a focus on improving key operational processes, enhancing the efficiency of warehouse and logistics systems, and utilizing information technology as a tool to support business planning and decision-making.

In addition, the Group is preparing infrastructure and support systems to accommodate future expansion. This includes consideration of automated storage and retrieval systems (ASRS) and warehouse automation to enhance accuracy, speed, and efficiency in inventory management. These initiatives support the ongoing expansion of the store network and help maintain inventory levels at appropriate levels over the long term.

1.3.4 Sustainability and Corporate Governance Strategy

The Group integrates principles of good corporate governance and risk management into its strategy formulation and business operations in order to support stable and sustainable long-term growth. This includes an emphasis on compliance with applicable laws and regulations, transparency in operations, and management practices that take into account stakeholders across relevant dimensions.

Sustainability principles are applied as a supporting framework for business operations in relevant areas, such as procurement, supply chain management, and store operations. Details regarding the Group's sustainability policies, objectives, and implementation are disclosed in the relevant sections of this Report, reflecting business operations conducted under good governance principles, appropriate risk management, and a focus on long-term sustainability.



1.4 Significant Changes and Developments Over the Past 3 Years

2023

March

- The Company began selling our products on Shopee, an e-commerce platform.



April

- The Company opened our 600th store in Thailand, at ICS Lifestyle Complex, Bangkok.

June

- The Company had officially launched our own dedicated e-commerce website on <https://shoponline.mrdiy.co.th/>.



July

- The Company received the "No. 1 Brand Thailand Award 2023" in the Specialty Store category from Marketeer Magazine and Marketeer Online.



September

- The Company registered an increase in our registered and paid-up capital to THB 1,456.0 million.





2024

October

- The Company opened our 700th store in Thailand, a new flagship store, at The Mall Lifestore Bangkok, Bangkok.



- The Company received the 6th “World Branding Award” and the 3rd Regional Award for the “Top Home Improvement Retail Brand.”

November

- We converted into and registered as a public company limited in Thailand and reduced our par value of shares from THB 100 per share to THB 0.50 per share under the same capital amount of THB 1,456.0 million.

February

- The Company launched our channel on TikTok, a social media and e-commerce platform.

March

- The Company began selling our products on Lazada, an e-commerce platform.



- The Company won two awards at the 2024 Thailand's Most Admired Brand Awards in the “Home Improvement Store” and the special “Brand Star Award” for outstanding performance in marketing activities and sales promotion.
- The Company received the 7th “World Branding Award” and the 4th Regional Award for “Top Home Improvement Retail Brand.”





May

- The Company incorporated KKV Supply Chain Company Limited and KKV Business Management Company Limited to operate integrated lifestyle specialty retail stores under the “KKV” brand, selling trendy toys, daily essentials, food and beverages, household items, accessories, stationery, makeup, beauty tools, facial masks and skincare products, among other things.
- The Company paid an interim dividend to our shareholders in the total amount of THB 649.4 million.
- In preparation for the IPO of the Company's shares and its listing on the SET, the Company has undertaken the following actions:
 - to implement the Top Executive Share based Incentives and ESOP Warrants scheme to grant share based compensation awards to the Company and its subsidiaries' employees, executives and directors;
 - carried out an internal shareholding and corporate restructuring and declared a stock dividend to our shareholders in the amount of 2,679,040,000 shares, equivalent to THB 1,339.5 million; and
 - registered an increase in our registered capital from THB 1,456.0 million to THB 2,828.5 million. The capital increase was made to accommodate the issuance and allocation of 2,745,097,000 newly issued shares as follows: (1) not exceeding 2,679,040,000 shares for a stock dividend distribution (2) not exceeding 6,057,000 ordinary shares for directors and executives of the Company and its subsidiaries; and (3) not exceeding 60,000,000 ordinary shares to accommodate the exercise of ESOP Warrants.

June

- The Company won the Specialty Store of the Year – Thailand award in the Retail Asia Awards 2024.



- The Company opened our 800th store in Thailand, at Lotus's Vibhavadi 64.



July

- The Company received the “No. 1 Brand Thailand Award 2024” in the Specialty Store category from Marketeer Magazine and Marketeer Online for the second year.





2025

August

- The Company registered an increase in its paid-up capital from THB 2,828.5 million to THB 3,038.5 million by issuing 420,000,000 newly ordinary shares for the IPO.

September

- The Company began using a part of Warehouse Q in Samut Prakan to store products of KKVSC and KKVBM. Approximately 9,514 sq.m. of the total approximately 20,378 sq.m. of Warehouse Q area is used in connection with our MR. D.I.Y. business, with the remaining space used to store products for KKV stores.

October

- The Company opened our first KKV store in Thailand, at the Mall Bangkapi.



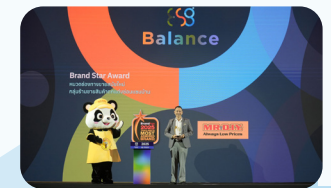
November

- The Company opened our 900th store in Thailand, at Lotus Tak.



March

- The Company declared an annual dividend payment for the year 2024 to its shareholders at the rate of THB 0.018 per share, totaling THB 100.7 million, and paid such dividend in March 2025.
- KKV Business Management Company Limited registered an increase in its registered capital from THB 172.0 million to THB 372.0 million.
- The Company won two awards at the 2025 Thailand's Most Admired Brand Awards in "Home Improvement Store" and the special "Brand Star Award" for outstanding performance in marketing activities and sales promotion for the second year.



October - December

The Company entered into a Shareholders' Agreement with the KK Group dated 30 October 2024 (as amended)¹ in relation to the operations of stores under the "KKV" brand in Thailand. As a result of the KK Group's investment in KKV Supply Chain Company Limited, our and KK Group's shareholding proportions in KKV Supply Chain Company Limited are now 49.00% and 51.00%, respectively.



¹ We entered into a Shareholders' Agreement with KK Tech, dated October 30, 2024 (as amended and restated on November 20, 2024 and supplemented on December 1, 2024).



May

- The Company opened our 1,000th store in Thailand, at The Mall Lifestore Ngamwongwan.



June

- KKV Supply Chain Company Limited registered an increase in its registered paid up capital from THB 387.8 million to THB 681.1 million. The capital increase was made pursuant to the additional capital increase requirement prescribed in the Shareholders' Agreement with the KK Group dated 30 October 2024 (as amended). In this capital increase, we paid for the newly issued shares in KKVSC in proportion to our shareholding, in a total amount of THB 143.8 million.
- The Company won the Specialty Store of the Year – Thailand award for the second year and the Store Design of the Year (Large) – Thailand award at the Retail Asia Awards 2025



- The Company declared an interim dividend payment to its shareholders at the rate of THB 0.043 per share, totaling THB 240.7 million, and paid such dividend in June 2025.

July

- The Company received the “No. 1 Brand Thailand Award 2025” in Specialty Store category from Marketeer Magazine and Marketeer Online for the third year.



- We entered into a Letter of Intent with an unrelated third party, ARAYA Land Development Co., Ltd., to acquire a plot of land in the ARAYA Industrial Estate in Samut Prakan, with a total area of approximately 159 rai (approximately 254,400.0 sq. m.).

August

- The Company's Board of Directors approved the following matters:
 - The construction project of a new warehouse on the land to be acquired by the Company in the Araya Industrial Estate Project, pursuant to the Letter of Intent dated 7 July 2025, with an approved budget of approximately THB 4,600.0 million for the project.
 - The capital increase in KKV Supply Chain Company Limited, whereby the Company and Super Cool International Company Holdings Pte. Ltd. will pay for the newly issued shares in KKV Supply Chain Company Limited in a total amount of USD 5.0 million in proportion to our respective shareholdings. The Company will use our internal working capital to pay for the shares in this capital increase. In the same month, KKV Supply Chain Company Limited registered an increase in its paid-up capital from THB 681.1 million to THB 720.7 million in accordance with the approved capital increase plan. The Company paid a total of THB 19.4 million to KKV Supply Chain Company Limited for the newly issued shares in proportion to the Company's shareholding in KKV Supply Chain Company Limited for the purposes of this capital increase.
 - The declaration of an interim dividend payment to its shareholders at the rate of THB 0.108 per share, totaling THB 604.5 million, and paid such dividend in September 2025.





September

- The Company received the “Business+ Product of the Year Awards 2025” in Retail Business category from Business+ Magazine



October

- KKV Supply Chain Company Limited registered an increase in its paid up capital from THB 720.7 million to THB 781.9 million in accordance with the approved capital increase plan. The Company paid a total of THB 30.0 million to KKV Supply Chain Company Limited for the newly issued shares in proportion to the Company's shareholding in KKV Supply Chain Company Limited for the purposes of this capital increase.

November

- The Company underwent an IPO of newly issued ordinary shares and was listed on the Stock Exchange of Thailand (SET) under the Services Industry Group and the Commerce Sector, representing the largest market capitalization on the SET in the last three years, with a value of THB 51.7 billion.



- The Company declared an interim dividend payment to its shareholders at the rate of THB 0.05 per share, totaling THB 300.8 million, and paid such dividend in December 2025.

- The Company announced the signing of a Sales and Purchase Agreement (SPA) with Araya Land Development Company Limited for the acquisition of a 161 rai (257,600 sq.m.) land plot within the ARAYA – The Eastern Gateway project.



- The Company received the 8th “World Branding Award” and the 5th Regional Award for the “Top Home Improvement Retail Brand.”



December

- We opened our 1,100th store in Thailand, at Fashion Island.



- KKV Supply Chain Company Limited registered an increase in its paid up capital from THB 781.9 million to THB 843.1 million in accordance with the approved capital increase plan. The Company paid a total of THB 30.0 million to KKV Supply Chain Company Limited for the newly issued shares in proportion to the Company's shareholding in KKV Supply Chain Company Limited for the purposes of this capital increase.





1.5 Use of Proceeds

Following the Company's IPO of newly issued ordinary shares to the public during 20 - 29 October 2025, totaling 420,000,000 shares at a price of THB 8.60 per share value, the Company received total proceeds of THB 3,556.5 million, net of underwriting fees and other related expenses.

The company has utilized the proceeds from the IPO as of 31 December 2025 as follows:

Use of Proceeds	Approximate Amount (THB million)	Accumulated Use of Proceeds until 31 December 2025	Balance as of 31 December 2025	Estimated Period	Details / Spending Progress / Reason(s) and Measure(s) in case of failure to comply with the Spending Objectives
1. Investment to develop and expand the business of our Group, such as store expansion, investment in our subsidiaries and associate companies, as well as our land acquisition for additional warehouses pursuant to the Letter of Intent entered into between Araya Land Development Company Limited and the Company and the construction of such warehouses.	500.0	500.0	-	2025	The Company utilized the proceeds to support store expansion and paid a deposit for the acquisition of land for the construction of its own automated warehouse, with the objective of enhancing the efficiency and flexibility of its warehouse management.
2. Repayment of our existing debts and loans, including loans from CIMB Thai Bank Public Company Limited.	2,058.4	2,058.4	-	2025	The Company utilized the proceeds to repay our existing loans from CIMB Thai Bank Public Company Limited, which has a relationship with us as our financial advisor and/or underwriter of our securities offering.
3. Use as general working capital for our business operations.	721.3 – 845.4	450.0	548.1	2025 - 2026	The Company utilized the proceeds as working capital for business operations.
Total	3,279.7 – 3,403.8	3,008.4	548.1		



1.6 Commitments Undertaken by the Company in the Registration Statement for Securities Offering

Mr. Tan Yu Yeh and Mr. Tan Yu Wei, who are major shareholders of the Company, have established a Flagship and Non-Competition Policy dated 14 August 2024 whereby Mr. Tan Yu Yeh and Mr. Tan Yu Wei have agreed to undertake various actions, including:

1. designate the Company as their flagship entity for the business of retailing home improvement or lifestyle products (through physical stores and online platforms) (the **"Business"**) in Thailand, and MDGM as their flagship Business entity in Malaysia and Brunei;
2. not, and procure that any companies in which Mr. Tan Yu Yeh and Mr. Tan Yu Wei hold more than 50% of the total voting rights, are able to control the majority of votes at a shareholders' meeting, or able to appoint more than half of the directors (the **"Subsidiaries"**), excluding companies listed in Thailand or foreign stock markets and the entities over which such listed companies have control (the **"Listed Group"**), to engage in the Business in Thailand other than through the Company and its subsidiaries;
3. in their capacity as shareholders of any listed entity, Mr. Tan Yu Yeh and Mr. Tan Yu Wei or their subsidiaries, oppose any shareholder resolutions that would involve the Listed Group's engagement in the Business in Thailand, subject to applicable laws and regulations; and
4. subject to applicable laws, procure their representatives (if any) who have been appointed as a member of the board of directors of a Listed Group including MDGM to vote against any director resolution of such Listed Group to engage in the specified business in Thailand.

The obligations of Mr. Tan Yu Yeh and Mr. Tan Yu Wei under the Flagship and Non-Competition Policy will terminate if Mr. Tan Yu Yeh and Mr. Tan Yu Wei and their Subsidiaries cease to be our major shareholders for more than 6 consecutive months, if we are delisted from the SET or if the adherence to any part of the undertaking would result in a breach of applicable law. Under the SEC's Notification of the Securities and Exchange Commission No. Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities as of the date of the Flagship and Non-Competition Policy, Mr. Tan Yu Yeh and Mr. Tan Yu Wei would cease to be our major shareholder in the case of their aggregate shareholding decreases to 10% or less. Should the Flagship and Non-Competition Policy be terminated for any reason, the Company may face competition from businesses operated or controlled by Mr. Tan Yu Yeh and Mr. Tan Yu Wei, and our business, operations, operating results, financial position, cash flows and business opportunities could be materially and adversely affected.





1.7 General Information

Company Name	MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED
Market Symbol	MRDIYT
Exchange Market	Stock Exchange of Thailand
Industry	Services
Sector	Commerce
Business Type	The Company is a holding company with investment in the retail business of home improvement and lifestyle products
Registration Number	0107566000721
Registered Capital	THB 3,038,548,500 Comprising 6,077,097,000 ordinary shares, with a par value of THB 0.50 per share (as of 31 December 2025)
Paid-up Capital	THB 3,008,548,500 Comprising 6,017,097,000 ordinary shares, with a par value of THB 0.50 per share (as of 31 December 2025)
Head Office	No.777 WHA Tower, 12 th Floor, Moo 13, Deberatna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakan 10540
Telephone	0-2316-0004-13
Website	www.mrdiy.co.th





1.8 Shareholding Structure

1.8.1 Shareholding Structure of the Group

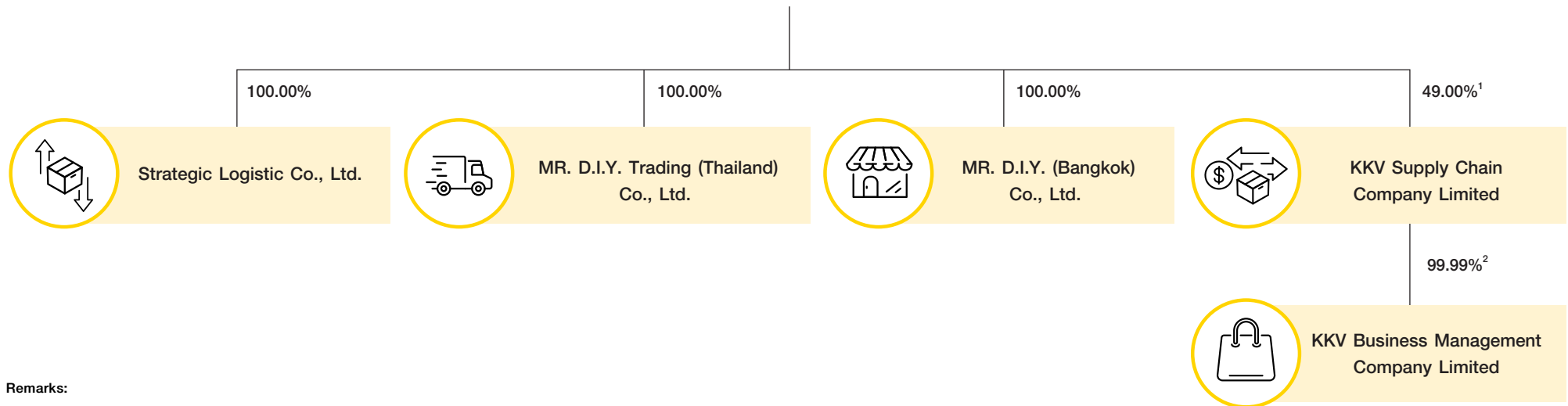
(1) Policy on Operational Organization within the Group

The Group consists of the Company, which operates as a holding company, with 3 subsidiaries as follows: (1) Strategic Logistic Co., Ltd., whose principal business is the importation of products for sale in MR. D.I.Y. retail stores; (2) MR. D.I.Y. Trading (Thailand) Co., Ltd., whose principal business is trading (buying and selling) for sale in MR.D.I.Y. retail stores; and (3) MR. D.I.Y. (Bangkok) Co., Ltd., whose principal business is the operation of MR. D.I.Y. retail stores. The Group also has 2 associated companies as follows: (1) KKV Supply Chain Company Limited, whose principal business is trading (buying and selling) for sale in retail stores under the “KKV” brand; and (2) KKV Business Management Company Limited, whose principal business is the operation of retail stores under the “KKV” brand.

(2) Shareholding Structure of the Group



**MR. D.I.Y. Holding (Thailand)
Public Company Limited**



Remarks:

¹ The remaining shareholder is Super Cool International Company Holdings Pte. Ltd., which holds 51.00% of the total paid-up capital.

² The remaining shareholder is Super Cool International Company Holdings Pte. Ltd., which holds 0.01% of the total paid-up capital.

**(3) Size of the Company Operating the Core Business and the Size of Other Companies in Comparison with the Company's Size**

The Company operates as a holding company. Accordingly, the Company is required to satisfy the company size qualifications under the criteria prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended), and the SEC Office Notification No. SorJor. 50/2561 Re: Consideration of Company Size in relation to the approval for a holding company to offer newly issued shares. Based on such considerations, the Company fully meets all prescribed criteria.

This assessment is based on the Group's consolidated financial statements as of 31 December 2025, with details as follows:

Criteria for Comparing the Company's Size (Unit: Million Baht)	Requirement under Holding Company Notification	The Company's Qualification
1. Size of subsidiaries that operate the core business ¹ compared to the Company's size	≥ 25.00%	98.37%
$\frac{\text{The Company's total assets after deducting investments in associated companies}^2 \text{ and other companies}^3}{\text{The Company's total assets}}$		
$\frac{18,393.2 - 299.8}{18,393.2}$		
2. Size of the Company that operate the core business ⁴ compared to the Company's size	≥ 75.00%	100.00%
$\frac{\text{The Company's total assets after deducting investments in other companies}^3}{\text{The Company's total assets}}$		
$\frac{18,393.2 - 0}{18,393.2}$		
3. Size of the Company that operate the core business ⁴ compared to the Company's size	≤ 25.00%	0.00%
$\frac{\text{Investments in other companies}^3}{\text{The Company's total assets}}$		
$\frac{0}{18,393.2}$		

Remarks:

¹ As of 31 December 2025, "subsidiaries that operate the core business" refer to Strategic Logistics Co., Ltd., MR. D.I.Y. Trading (Thailand) Co., Ltd., and MR. D.I.Y. (Bangkok) Co., Ltd. In addition, "associates that operate the core business" refer to KKV Supply Chain Company Limited and KKV Business Management Company Limited

² "Associated companies" or "associate that operate the core business" refers to (a) a company in which the Company holds more than 25.00% of the total voting rights; and (b) a company in which the Company holds more than 20.00% but less than 25.00% of the total voting rights, and the Company is able to demonstrate that it participates in decisions on significant matters of such company in a manner not different from that of a shareholder holding more than 25.00% of the total voting rights.

³ "Other companies" refer to companies other than those engaged in the core business as defined above. As of 31 December 2025, the Company has no investment in other companies.

⁴ "The company that operate the core business" refer to the subsidiaries the operate the core business and the associated companies that operate the core business, as defined above.

**(4) Details of juristic persons in which the Company holds 10% or more of the shares.**

As of 31 December 2025, the Company holds 10% or more shareholdings in the following entities;

Company's name	Nature of Business	Date of Incorporation	Head Office Address and Contact Information	Registered Capital (THB)	Paid-up Capital (THB)	Type and Number of Shares Sold	The Company's Shareholding percentage
Strategic Logistic Co., Ltd.	Engaged in importing goods for distribution in MR. D.I.Y. stores	5 September 2019	4345 Bhiraaj Tower at BITEC, 1401 Room, 14 th Floor, Sukhumvit Road, South Bangna, Bangna, Bangkok, Thailand	4,000,000	4,000,000	40,000 Ordinary Shares	100.00%
MR. D.I.Y. Trading (Thailand) Co., Ltd.	Engaged in trading goods for distribution in MR. D.I.Y. stores	8 October 2015	889, 889/1 Moo 3, Praekasamai, Muang Samut Prakan, Samut Prakan, Thailand Tel. 0-2136-7401-3	50,000,000	50,000,000	500,000 Ordinary Shares	100.00%
MR. D.I.Y. (Bangkok) Co., Ltd.	Engaged in the operation of MR. D.I.Y. retail stores	5 October 2015	889, 889/1 Moo 3, Praekasamai, Muang Samut Prakan, Samut Prakan, Thailand Tel. 0-2136-7401-3	80,000,000	80,000,000	800,000 Ordinary Shares	100.00%
KKV Supply Chain Company Limited	Engaged in trading goods for resale in stores under the 'KKV' brand	17 May 2024	777 WHA Tower, 12 th Floor, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakan, Thailand. Tel. 0-2316-0004-13	843,138,200	843,138,200	8,431,382 Ordinary Shares	49.00%
KKV Business Management Company Limited	Engaged in retail business under the 'KKV' brand	20 May 2024	777 WHA Tower, 12 th Floor, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakan, Thailand Tel. 0-2316-0004-13	372,000,000	372,000,000	3,720,000 Ordinary Shares	49.00% (Indirect shareholding through KKV Supply Chain Company Limited)



1.8.2 Persons who may have conflicts of interest

- None -

1.8.3 Relationship with Major Shareholders' Business

Following the regional success of the “MR. D.I.Y.” retail business model, in 2016, MDIH¹ (through MR. D.I.Y. (Thailand) Ltd.)² and Thai investors - namely, Mr. Jhomphong Tomongkhon and Ms. Titanan Sun³ (collectively referred to as the “**Mr. Jhomphong and Ms. Titanan Group**”), jointly established the “MR. D.I.Y.” retail business in Thailand. As of 31 December 2025, the Company operated a total of 1,127 stores across all regions in Thailand.

As of the record date on 28 November 2025, the Company had three groups of major shareholders, as follows: (1) Mr. Tan Yu Yeh and Mr. Tan Yu Wei Group, comprising Mr. Tan Yu Yeh, Mr. Tan Yu Wei and MDIH SG, collectively holding 34.23% of the Company's shares; (2) MR. D.I.Y. Co., Ltd., holding 25.09% of the Company's shares; and (3) Mr. Jhomphong and Ms. Titanan Group, comprising Mr. Jhomphong Tomongkhon and Ms. Titanan Sun, collectively holding 19.00% of the Company's shares.

MDIH SG, which operates as MDIH's regional holding company, exercises significant influence over the decisions of MDCO's Board of Directors, as MDIH SG, in its capacity as a shareholder, is entitled to appoint 2 out of the 4 directors, including the Chairman of the Board, who holds a casting vote in the event of a tie at any board meeting.

Remarks:

¹ MDIH operates as a holding company. Mr. Tan Yu Yeh and Mr. Tan Yu Wei collectively hold 68.89% of the shares in MDIH, while the remaining 31.11% is held by 22 other Malaysian shareholders. For further details, please refer to Remark no. 2 in Item 1.8.4 “Shareholders”

² MR. D.I.Y. (Thailand) Ltd. was a shareholder of the Company prior to the restructuring in 2023 and has since transferred its shares to MDIH SG.

³ Mr. Jhomphong and Ms. Titanan are deemed to be persons acting in concert (concert party) pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 7/2552 Re: Re: Acting in concert as a result of the nature of a relationship or behaviour and requirements under Section 246 and Section 247.

Relationship with the Business Group of Mr. Tan Yu Yeh and Mr. Tan Yu Wei

Mr. Tan Yu Yeh and Mr. Tan Yu Wei operate the “MR. D.I.Y.” retail business in other countries, including Malaysia, Brunei, Singapore, Indonesia, Philippines, Cambodia, India, Vietnam, Spain, Turkey, Bangladesh, Poland and South Africa (the “**Regional Operations**”). As of 31 December 2025, the Regional Operations were conducted through various companies, including MDIH SG and MDGM, which are holding companies in which Mr. Tan Yu Yeh and Mr. Tan Yu Wei are major shareholders. MDGM is a company listed on the Main Market of Bursa Malaysia. The Regional Operations may be further expanded into other countries in the future.

The Company and its subsidiaries have entered into a Consultancy and Shared Functions Agreement – Thailand Supplement (the “**Shared Services Agreement**”), which enables the Company to benefit from the economies of scale of the global MR. D.I.Y. network, securing more favourable procurement terms, reducing the cost of goods and enhancing operational efficiency. This is reflected in the Group's gross profit margin, which ranged from 48.5% to 51.7% during 2023 - 2025, and also provides the Company with access to consultancy services in various functional areas. The Shared Services Agreement has a term of 5 years and is subject to automatic renewal for successive periods of 5 years, unless either party notifies the other of its intention not to renew at least 2 months prior to the expiry of the relevant term (the “**Notice Period**”). To ensure the smooth continuation of the Company's business operations, MDGM is obliged to provide such assistance to the Company as may be necessary during the Notice Period.

The Audit and Risk Management Committee and the Board of Directors have considered and concluded that the Regional Operations neither compete with nor give rise to conflicts of interest with the Group, and that they are in the best interests of the Company and its shareholders.

Nevertheless, to ensure that the executive of the Company remains aligned with the best interests of the Company and its shareholders and to prevent potential conflicts of interest, Mr. Tan Yu Yeh and Mr. Tan Yu Wei have adopted a Flagship and Non-Competition Policy dated 14 August 2024. Further details are set out in *Item 1.6 “Commitments Undertaken by the Company in the Registration Statement for Securities Offering”*.



1.8.4 Shareholders

(1) List of Major Shareholders of the Company

List of top 10 shareholders of the Company as of the Record Date on 28 November 2025 are as follows:

Rank	Name of Shareholder	No. of shares	Shareholding Percentage
1	Mr. Tan Yu Yeh and Mr. Tan Yu Wei Group¹	2,059,712,044	34.23%
	Mr. Tan Yu Yeh	929,740,280	15.45%
	Mr. Tan Yu Wei	451,400,820	7.50%
	MDIH (Singapore) Pte. Ltd. ²	678,570,944	11.28%
2	MR. D.I.Y. Co., Ltd.³	1,509,580,800	25.09%
3	Mr. Jhomphong and Ms. Titanan Group⁴	1,143,463,748	19.00%
	Mr. Jhomphong Tomongkhon	986,148,784	16.39%
	Ms. Titanan Sun	157,314,964	2.61%
4	Thai NVDR Co., Ltd.⁵	271,064,940	4.50%
5	Raffles Nominees (Pte) Limited	219,177,984	3.64%
6	Cartaban Nominees (Tempatan) Sdn Bhd	106,996,760	1.78%
7	Ms. Tan Lee Hon	65,181,696	1.08%
8	Mr. Tan Yew Teik	65,181,696	1.08%
9	Mr. Tan Yew Hock	57,039,360	0.95%
10	International Finance Corporation	52,987,500	0.88%
Total		5,550,386,528	92.24%

Source: Thailand Securities Depository Company Limited

Major shareholders whose behaviors materially influence the management policy making or the Company's operation are as follows:

Rank	Name of Shareholder	No. of shares	Shareholding Percentage
1	Mr. Tan Yu Yeh and Mr. Tan Yu Wei Group¹	2,059,712,044	34.23%
	Mr. Tan Yu Yeh	929,740,280	15.45%
	Mr. Tan Yu Wei	451,400,820	7.50%
	MDIH (Singapore) Pte. Ltd. ²	678,570,944	11.28%
2	MR. D.I.Y. Co., Ltd.³	1,509,580,800	25.09%
3	Mr. Jhomphong and Ms. Titanan Group⁴	1,143,463,748	19.00%
	Mr. Jhomphong Tomongkhon	986,148,784	16.39%
	Ms. Titanan Sun	157,314,964	2.61%

Remarks:

¹ Mr. Tan Yu Yeh and Mr. Tan Yu Wei are considered as concert parties according to the Notification of the Capital Market Supervisory Board No. TorJor. 7/2552 RE: Acting in concert as a result of the nature of a relationship or behavior and requirements under Section 246 and Section 247 (the "Notification TorJor. 7/2552").

² MDIH SG is a company established under the laws of Singapore, operating as a holding company that invests in the retail business, which operates in various countries. MDIH SG is a wholly owned subsidiary of MDIH. Mr. Tan Yu Yeh and Mr. Tan Yu Wei are the major shareholders of MDIH. Mr. Tan Yu Yeh's interest in MDIH is by virtue of his interest in Yeh Family (PTC) Ltd, which has a 49.15% direct shareholding in MDIH, whereas Mr. Tan Yu Wei's interest in MDIH is by virtue of his interest in WEI Future Capital (PTC) Ltd, which has a 19.74% direct shareholding in MDIH.

³ MR. D.I.Y. Co., Ltd. ("MDCO") is a company incorporated under the laws of Thailand, operating as a holding company.

(a) The list of shareholders of MDCO is set out below:

Rank	Name of Shareholder	Shareholding Percentage
1	MDIH SG*	49.9995%
2	Speedy Holding Co., Ltd. ("SHCL")**	49.8505%
3	Other Thai individual shareholders***	0.1500%

Remark: The shareholding ratios are rounded up for ease of disclosure.



(b) The list of shareholders of SHCL is set out below:

Rank	Name of Shareholder	Shareholding Percentage
1	MDIH SG*	49.9995%
2	Velocity Holding Co., Ltd. ("VHCL")**	49.8505%
3	Other Thai individual shareholders***	0.1500%

Remark: The shareholding ratios are rounded up for ease of disclosure.

(c) The list of shareholders of VHCL is set out below:

Rank	Name of Shareholder	Shareholding Percentage
1	MDIH SG*	49.9995%
2	Plenty Holding Co., Ltd. ("PHCL")**	49.8505%
3	Other Thai individual shareholders***	0.1500%

Remark: The shareholding ratios are rounded up for ease of disclosure.

(d) The list of shareholders of PHCL is set out below:

Rank	Name of Shareholder	Shareholding Percentage
1	Mr. Jhomphong Tomongkhon	89.30%
2	Ms. Titanan Sun	10.70%

Remark: The shareholding ratios are rounded up for ease of disclosure.

*For the shareholding details of MDIH SG, see details in above².

**Company incorporated under Thai law.

***Such individuals include (1) Ms. Nawraj Leena Sachamuniwongse; (2) Ms. Nuntana Taveeratanasilp; and (3) Mr. Anajuk Chareonwongsak which are not related persons of Mr. Tan Yu Yeh and Mr. Tan Yu Wei Group and Mr. Jhomphong and Ms. Titanan Group.

MDIH SG, holding a 49.99% stake in VHCL, SHCL and MDCO, has the right to appoint two directors out of a total of four. Additionally, it has the right to nominate the Chairman in VHCL, SHCL and MDCO. In case of a tie in the board vote, the Chairman holds the casting vote. VHCL and SHCL are both direct and indirect shareholders of MDCO, with VHCL holding a 49.99% stake in SHCL.

From the aforementioned facts, MDIH SG does not have control over VHCL, SHCL and MDCO unilaterally, given its ownership of only 49.99%, which is below the voting requirement of 60% for general resolutions and 75% for special resolutions. Voting at shareholder meetings of VHCL, SHCL and MDCO requires approval by a majority vote of 60% or 75%, depending on specific issues. Therefore, MDIH SG's current shareholding percentage lacks the necessary voting power to independently pass resolutions at shareholder meetings of VHCL, SHCL and MDCO.

⁴ Mr. Jhomphong Tomongkhon and Ms. Titanan Sun are considered concert parties according to the Notification TorJor. 7/2552. Therefore, when considering the duty to report the acquisition or disposal of our securities under Section 246 of the Securities and Exchange Act, or the duty to make a tender offer for the purchase of our securities under Section 247 of the Securities and Exchange Act, such securities which are held by such two persons and their related persons will be counted together, according to Section 258 of the Securities and Exchange Act.

⁵ Thai NVDR Co., Ltd. who hold Non-Voting Depository Receipt (NVDR) do not have the right to vote at the shareholders' meeting.

(2) Shareholders of Subsidiaries Engaged in Core Business

List of shareholders of subsidiaries engaged in core business as of 31 December 2025 is as follows:

Strategic Logistic Co., Ltd. (STG)

Rank	Name of Shareholder	No. of shares	Shareholding Percentage
1	MR. D.I.Y. Holding (Thailand) Public Company Limited ¹	39,999	99.9975%
2	Mr. Ong Zhao Cia	1	0.0025%
Total		40,000	100.0000%

Remark:

¹ Shareholders whose behaviors materially influence the management policy making or the Company's operation.

MR. D.I.Y. Trading (Thailand) Co., Ltd. (MDTT)

Rank	Name of Shareholder	No. of shares	Shareholding Percentage
1	MR. D.I.Y. Holding (Thailand) Public Company Limited ¹	499,999	99.9998%
2	Mr. Chin Guangui	1	0.0002%
Total		500,000	100.0000%

Remark:

¹ Shareholders whose behaviors materially influence the management policy making or the Company's operation.

**MR. D.I.Y. (Bangkok) Co., Ltd. (MDKK)**

Rank	Name of Shareholder	No. of shares	Shareholding Percentage
1	MR. D.I.Y. Holding (Thailand) Public Company Limited ¹	799,999	99.9998%
2	Mr. Chin Guangui	1	0.0002%
Total		800,000	100.0000%

Remark:

¹ Shareholders whose behaviors materially influence the management policy making or the Company's operation.

(3) Shareholders' Agreement

There are no shareholder agreements among the major shareholders of the Company. The Company's governance is carried out solely in accordance with its Articles of Association.

To the Company's acknowledgment, the shareholders of MDCO, SHCL, and VHCL also do not have any shareholder agreements among them. The governance of those companies is conducted solely in accordance with their respective Articles of Association.



1.9 Amounts of Registered Capital and Paid-up Capital

1.9.1 Ordinary Shares

As of 31 December 2025, the Company's registered capital and paid-up capital were as follows:

Registered Capital:	THB 3,038,548,500, divided into 6,077,097,000 shares at a par value of THB 0.50 per share.
Paid-up Capital:	THB 3,008,548,500, divided into 6,017,097,000 shares at a par value of THB 0.50 per share.

1.9.2 Other Shares with Different Terms or Rights from Common Shares

- None -

1.9.3 Shares or Convertible Securities as Underlying Securities for Issuing Mutual Funds for Foreign Investors

- None -



1.10 Issuance of Other Securities

The Company has issued and allocated warrants to purchase ordinary shares to directors, executives, and employees of the Company and its subsidiaries (the **“ESOP Warrants”**) in an amount of 59,765,000 units, at the value of THB 0 per unit, with an exercise price of THB 8.60 per share. The details of the warrants are as follows:

Issuer	MR. D.I.Y. Holding (Thailand) Public Company Limited (the “Company”)
Security Name	Warrants to purchase the MR. D.I.Y. Holding (Thailand) PLC.’s shares issued to the Directors, Executive, Employees of the Company and its Subsidiaries (the “Warrants”) (MRDIYT-WA)
Type and Characteristics of the Warrants	Registered warrants and non-transferable, except for transfers permitted under the terms and conditions governing the rights of the Warrants
Issue Date of the Warrants	24 October 2025
Tenure of the Warrants	5 years from the issue date of the Warrants. After the issuance of the Warrants, the Company will not extend the tenure of the Warrants and will complete the offering of shares reserved for the exercise of the Warrants upon exercise within the warrant tenure.
Number of Ordinary Shares Reserved for Exercise	Up to 60,000,000 ordinary shares with a par value of THB 0.50 per share, representing up to 0.99% of the total issued and paid-up shares of the Company after taking into account the exercise of all Warrants issued under this offering.
First Exercise Date	10 November 2026
Last Exercise Date	22 October 2030
Offering Method	The Warrants will be offered simultaneously to directors, executives, and employees of the Company and its subsidiaries. The Board of Directors, the Chief Executive Officer, or any person authorized by the Board of Directors or the Chief Executive Officer shall be responsible for considering and allocating the Warrants.
Exercise Ratio	Warrant entitles the holder to purchase 1 ordinary share, unless the exercise ratio is adjusted in accordance with the terms and conditions governing the rights of the Warrants
Other Rights and Benefits in addition to those normally attached to Ordinary Shares	- None -
Secondary Market for the Warrants	The Company will not list the Warrants issued as listed securities on the Stock Exchange of Thailand.
Secondary Market for Ordinary Shares resulting from the Exercise of the Warrants	The Company will list the ordinary shares issued from the exercise of the Warrants as listed securities on the Stock Exchange of Thailand.
Number of outstanding warrants not yet exercised	59,765,000 units



1.11 Dividend Policy

Dividend Policy of the Company

The Company has a policy to pay dividends at the rate of not less than 40% of its consolidated net profits after deducting corporate income tax and any reserve as required by law and the Articles of Association of the Company, provided that the dividend payment shall not exceed the Company's separate retained earnings. The dividend payment and rates are subject to various factors, such as financial conditions, results of operations, cashflow, working capital, future investment plans and business expansion of the Company, as well as macroeconomic conditions, legal requirements, debt obligations, conditions or restrictions imposed by financing agreements and other factors as deemed suitable and appropriate.

The Company may, by a resolution of the Shareholders' Meeting, declare and pay annual dividends. However, for interim dividends, the Board of Directors may itself declare and pay such dividends from time to time when it appears that the Company retains reasonable profits as to justify the payment. For every time an interim dividend is paid, the Board shall report it to shareholders of the Company at the next general shareholders' meeting.

Historical Dividend Payment information

	2023	2024	2025
Earnings per share (THB/share)	1.53	0.32	0.46
Dividend per share (THB/share)	2,404.00 ¹	0.701 ²	0.261 ³
Dividend payout ratio (%)	181.03	117.38	57.27

Remarks:

¹ The Company paid a cash dividend at the rate of THB 2,404 per share for 1,040,000 shares.

² The Company paid a stock dividend and cash dividend at the rate of THB 0.683 per share for 2,912,000,000 shares and paid a cash dividend at the rate of THB 0.018 per share for 5,597,097,000 shares.

³ The Board of Directors' Meeting No. 1/2026 held on 26 February 2026 resolved to propose that the 2026 Annual General Meeting of Shareholders consider and approve the declaration and distribution of an annual dividend for the year 2025 to shareholders at the rate of THB 0.261 per share, totaling THB 1,506,995,045. The Company has already paid interim dividends to shareholders at the rate of THB 0.201 per share, totaling THB 1,145,969,225, with details as follows:

- (a) An interim dividend was paid at the rate of THB 0.043 per share, totaling THB 240,675,171, on 30 June 2025 (prior to the IPO of newly issued ordinary shares);
- (b) An interim dividend was paid at the rate of THB 0.108 per share, totaling THB 604,486,476, on 5 September 2025 (prior to the IPO of newly issued ordinary shares); and
- (c) An interim dividend was paid at the rate of THB 0.05 per share, totaling THB 300,807,578, on 12 December 2025 (after the IPO of newly issued ordinary shares).

Accordingly, the remaining dividend to be paid from the Company's operating results for the year 2025 to the Company's shareholders is THB 0.06 per share, totaling THB 361,025,820. The payment of such dividend is subject to approval by the 2026 Annual General Meeting of Shareholders.

Dividend Policy of Subsidiaries

Each subsidiary shall declare and pay dividends from net profits based on the separate financial statements of such subsidiary, after deducting corporate income tax and any reserve as required by law and the Articles of Association of the relevant subsidiary, provided that the dividend payment shall not exceed the separate retained earnings of the subsidiary. The dividend payment and rates are subject to various factors, such as each subsidiary's financial condition, results of operations, cash flow, working capital, future investment plans and business expansion of the subsidiary, as well as macroeconomic conditions, debt obligations, conditions or restrictions imposed by financing agreements and other factors as deemed suitable and appropriate by the Board of Directors of the subsidiary. Furthermore, each subsidiary may not pay dividends without an approval of the Company's Board of Directors, except for the case that the total amount of dividends paid by the subsidiary in the relevant fiscal year has already reached or exceeded the amount as stipulated in the annual budget or dividend policy of such subsidiary.

The subsidiaries may by a resolution of the shareholders' meeting declare and pay annual dividends, except for interim dividends, which the Board of Directors of each Subsidiary may declare and pay interim dividends from time to time when it appears that such subsidiary retains reasonable profits as to justify the payment. For every time an interim dividend is paid, the Board of Directors of the relevant subsidiary shall report it to shareholders of the subsidiary at the next general shareholders' meeting.



2. Risk Management

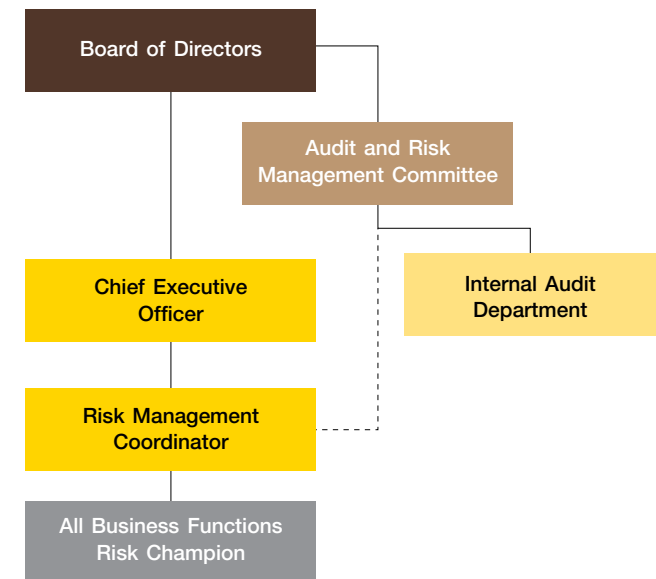


2.1 Risk Management Policy and Plan

To ensure the Company's success and effective achievement of its business objectives, as well as its ability to adapt and grow in a highly competitive and rapidly changing economic environment, the Company recognizes that the ability to identify, review, monitor, assess and manage risks is a key process enabling the formulation of business strategies, management, and the mitigation of impacts and preparation for risk factors or events beyond the Company's control. In this regard, the Company has established a written Risk Management Policy and Enterprise Risk Management Framework. Further information and details relating to the Risk Management Policy are set out in "Attachment 5: Unabridged policy and guidelines on corporate governance and unabridged Code of Business Ethics prepared by the Company."

The Group has adopted a Risk Management Policy aimed at ensuring that all employees are aware of the risks related to their respective functions or departments and understand the risk management system as a key tool for strengthening good corporate governance and achieving excellence in management. The Group also promotes risk management as an integral part of its corporate culture by requiring employees at all levels – corporate, departmental and operational – to comply with the Group's risk management systems and processes. In addition, the Group has established an effective risk management system in accordance with good corporate governance principles, with risk management reports prepared and submitted to the Audit and Risk Management Committee and the Board of Directors for acknowledgement at least on a quarterly basis. The Audit and Risk Management Committee is tasked with establishing and reviewing the Group's Risk Management Policies, guidelines and operational framework to ensure alignment with international standards and the Group's business plans.

Risk Management Governance Structure



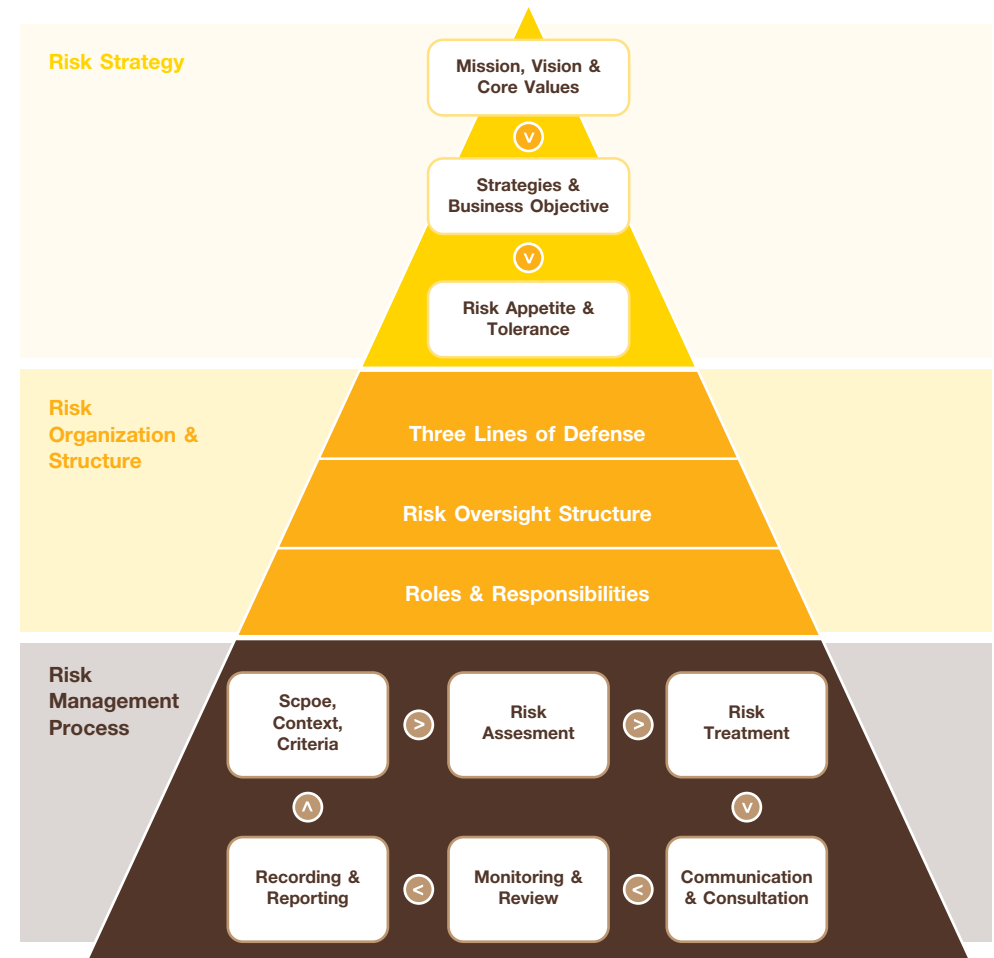
Remark:

—— Direct reporting
----- Non-direct reporting



Roles	Responsibilities
Board of Directors	Define the Group's risk direction, objectives and risk appetite; oversee the risk management framework and internal control system; and review the Enterprise Risk Management Framework at least once a year.
Audit and Risk Management Committee	Oversee and review the Group's risk management strategies, policies and processes to ensure alignment with the Group's strategy and risk appetite, and report the results to the Board of Directors.
Chief Executive Officer	Implement the Enterprise Risk Management Framework effectively; oversee performance; allocate resources; and promote a strong risk management culture across the organization.
Risk Management Coordinator	Coordinate and support the implementation of risk management activities; monitor progress; and report regularly to the Audit and Risk Management Committee.
Risk Owner	Identify, assess and manage risks within their respective areas of responsibility in accordance with the established risk management policies and procedures.
Risk Champion	Serve as the focal point for risk-related information within their departments; support risk reporting; and escalate significant risk issues as appropriate.
Internal Audit Department	Provide independent assurance on the effectiveness of the risk management and internal control systems, and recommend improvements where necessary.

Enterprise Risk Management Framework



The Enterprise Risk Management Framework is founded upon three (3) building blocks, which are Risk Strategy, Risk Organization & Structure, and Risk Management Process.

The framework begins with the first building block, Risk Strategy. This pillar provides direction on how the organization's aspirations (mission, vision, and core values) guides the executive in formulating its strategies and business objectives. The strategies and business forms the expression of what types and amounts of risk are acceptable (Risk Appetite and Tolerance).

The second building block is Risk Organisation & Structure. This pillar describes the governance structure in relation with risk management and the adoption of the Three Lines of Defense model. In addition, it also describes the reporting line and working relationship between each of the Three Lines of Defense (Risk Oversight Structure) and their roles and responsibilities.

The final and third building block is Risk Management Process. This pillar outlines the risk management processes and methodology, stipulating the general approach in performing scope, criteria & context setting, risk assessment, risk treatment, communication & consultation, monitoring & review, and recording & reporting.



2.2 Risks Factors on Business Operations

2.2.1 Strategic Risk of the Group

2.2.1.1 Risk from the implementation of the Company's strategic business expansion plan.

The Company has a strategic plan to expand the MR. D.I.Y. store network to increase coverage across Thailand, with a primary focus on opening standalone store format. This expansion requires substantial resources including financial resources, management's time, operational and human resources, technological infrastructure and other resources, to support the expansion of our store network. We will also need to successfully identify and secure suitable sites for new stores and obtain the funding required to open, develop, renovate and operate these stores. This may result in the Company being unable to successfully implement its strategic plan to expand its store network within the specified budget and/or timeframe, or in revenue and profit generation falling short of targets, or operating costs increasing. Consequently, the returns expected by the Company from opening new stores may not be achieved, or investment opportunities may be lost, which would adversely affect the Company's business, financial position and operating results.

Mitigation: The Company manages risks associated with its store network expansion through structured planning, disciplined execution, and prudent resource management. Each new store is subject to defined site selection criteria, feasibility assessments, and financial evaluations to ensure alignment with the Company's strategic objectives and return expectations. To enhance certainty in execution, the Company plans for the signing of letters of intent (LOIs) at least six months in advance to secure suitable sites in accordance with its expansion targets. Capital expenditure and funding requirements are closely monitored through budgetary controls and regular management reviews to ensure that expansion activities remain within approved budgets and timelines and that potential deviations are identified and addressed in a timely manner.



2.2.1.2 Risk to reputation, image, and the “MR. D.I.Y.” brand and its associated brands

The Company recognizes that its reputation, image and brand value are key factors in attracting and building confidence, as well as in fostering strong relationships between the Company, its customers and its business partners. The occurrence of events which draw negative publicity to or otherwise adversely impact our reputation or damage the “MR. D.I.Y.” brand and its associated brands may adversely affect the Company’s business operations, operating results, stakeholder confidence and relationships with customers and business partners. Such events include incidents relating to the quality and/or safety of our products or negative comments from the general public, our customers or our business partners regarding our products, our stores or our business practices which may be beyond our control as well as the actions of our employees and business partners.

The “MR. D.I.Y.” brand and its associated brands are also used by other companies which we have no control over, in jurisdictions outside of Thailand under licenses or assignment from our founder and Iconic Edge. Consequently, if the activities of such affiliates result in negative publicity which adversely affect the “MR. D.I.Y.” brand and its associated brands, whether within or outside of Thailand, our reputation, and consequentially our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

Mitigation: The Company has established a comprehensive Crisis Management Framework and a dedicated Crisis Management Committee to ensure timely, coordinated, and effective responses to events that may adversely impact its reputation and brand value. Product quality and safety are managed through stringent quality control standards, robust compliance procedures, and continuous monitoring across the supply chain, underpinned by clear policies and codes of conduct. In addition, the Company engages external vendors to actively monitor customer feedback and complaints on social media and digital platforms, enabling early identification and prompt response to potential issues. The Company also maintains ongoing communication with relevant parties in relation to the use of the “MR. D.I.Y.” brand to monitor and mitigate potential reputational impacts arising from activities beyond its direct control.

2.2.1.3 Risk of claims by third parties relating to their intellectual property rights

We also license certain third-party trademarks and service marks in respect of certain products. These trademarks and service marks, whether used by us or granted to us under licensing agreements, may still be under renewal process. The renewal of trademarks and service marks with the relevant governmental authority may not succeed or be completed in a timely manner.

Mitigation: The Company maintains a trademark and service mark management process to monitor the status and expiry of its registered and licensed trademarks and service marks. Reminder controls are in place to facilitate timely renewal actions in accordance with applicable laws and regulations. The Company engages with relevant licensors and external legal advisors, where appropriate, to support the renewal process. In addition, executive periodically reviews the status of key trademarks to ensure appropriate measures can be taken in the event of delays or unsuccessful renewals.

Moreover, due to the large number and range of products we carry, particularly in relation to our white-label products, we are vulnerable to claims by third parties that our sale of a certain product breaches such third party’s intellectual property rights. For instance, our white-label products might bear resemblances to other established brands. This could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Mitigation: To mitigate the risk of third-party intellectual property infringement claims, particularly in relation to white-label products, the Company has a dedicated team responsible for conducting pre-order trademark and design checks. The procurement team obtains written confirmations from suppliers that products do not infringe third-party intellectual property rights, and suppliers are contractually responsible for related costs and liabilities.



2.2.1.4 Risk from domestic or international supply chains

Our domestic and international supply chain may also be disrupted as a result of factors beyond our or our end manufacturers' control, such as political instability, military conflicts, acts of terrorism, trade restrictions and boycotts of goods from certain countries, tariffs, fluctuations in currency exchange rates, any disruptions in our end manufacturers' logistics or supply chain networks or information technology systems, labor unrest, changes in transportation and other logistics costs (such as fuel and labor costs), port labor disputes, weather-related events, natural disasters, work stoppages and shipping capacity restraints, products fail to meet the Company's prescribed standards. This may cause the Company to experience delays in procurement, increased sourcing costs, product shortages or business interruptions. These issues may result in a decline in sales revenue, losses from inventory impairment and a deterioration of customer confidence, thereby adversely affecting the Company's operating results.

A majority of our products sold are sourced from international suppliers, which may be especially sensitive to changes in export policy which affect our suppliers' and supply chain service providers' ability to supply products to us. Such changes may relate to capital controls, foreign currency exchange restrictions and export licensing restrictions and regulations. Furthermore, the products we source from abroad and import into Thailand are subject to import duties collected by governmental authorities. Such products may in the future be subject to higher import duties than currently applied, or there could be changes in import laws and regulations in Thailand.

Mitigation: The Company mitigates supply chain risks by maintaining a diversified network of domestic and international suppliers to reduce reliance on any single source. Executive monitors geopolitical, economic, and regulatory developments that may affect sourcing, transportation, import duties, and trade regulations, and adjusts procurement strategies where appropriate. The Company maintains buffer inventory for selected products and reviews logistics and inventory planning to help manage potential disruptions, delays, cost increases, or shortages, and to support continuity of operations and customer supply.

2.2.1.5 Risk relating to the Company's distribution infrastructure

The Company's distribution network consists of a central distribution center by renting a cluster of eight closely located warehouses situated in Samut Prakan and three regional cross-docking hubs. Moreover, the Company also leases other warehouses in Samut Prakan. This is to serve as supporting infrastructure for the Group's business operations, facilitating the storage and distribution of goods to the Company's stores throughout Thailand. In the event that the Company unable to renew its existing leases for our distribution center or there is any significant disruption in the operation of the distribution center, and any disruption due to other factors such as conflicts between Thailand and Cambodia, natural disasters or events such as fire, accidents, prolonged power outages, system failures or other unforeseen causes, which could damage a significant portion of our inventory, or any proceedings or actions by a regulatory or governmental body as a result of any non-compliance with applicable laws or regulatory requirements, this could adversely affect our product distribution and sales until such time as we can secure an alternative means of product storage and distribution.

Mitigation: The Company's maintenance of multiple distribution facilities, including a central distribution center, the regional cross-docking hubs situated in Nakhon Ratchasima, Tak and Surat Thani and other warehouses in Samut Prakan, supports nationwide operations and reduces reliance on a single location. This structure also helps mitigate risks associated with lease renewal, operational disruption, or unforeseen events. Furthermore, the Company has initiated a plan to acquire land and develop its own distribution center equipped with an automated system to enhance operational resilience and capacity in the long term. Prior to entering into any land acquisition or construction commitments, the Company engages reputable external legal counsel to conduct due diligence and engages qualified professional advisors for the design and construction of the distribution center to ensure compliance with applicable laws and regulatory requirements. In addition, the Company maintains comprehensive insurance coverage, including coverage for risks arising from terrorism in the southern provinces, natural disasters, fire, accidents, and other insurable events. Executive also monitors operational and regulatory risks on an ongoing basis to enable timely response and continuity of product storage and distribution.



2.2.1.6 Risk from reliance on leased building and land

The Company intends to continue leasing all land and premises as a part of its business strategy, with a view to minimize investments in real property. As of 31 December 2025, warehouses and stores were all located on leased land or buildings. The lease agreements for the Company's stores generally have an initial term ranging from one to three years, subject to renewals, while the lease agreements for warehouses at distribution center have a term of approximately three to nine years, subject to renewals.

The Company may face competition from our competitors and business operators in other industries in leasing land or properties located in prime commercial locations or areas with high footfall. As our leases expire, we may face rental increases or fail to negotiate renewals, either on favorable terms or at all. In addition, several of our lessors are sub-lessors. As such, any termination of the head lease between the head lessor and our lessor may also impact our operations.

We may face difficulties locating desirable alternatives to relocate our existing retail stores or facilities to or to open a new one on favorable terms and in a timely manner. Such relocations and development processes could also expose us to construction risks, such as defective constructions and cost overruns. If an existing or future store is not profitable, and we decide to close it, we may nonetheless be committed to perform our obligations under the applicable lease, including paying the base rent for the balance of the lease term, returning the leased venue in a proper or original state and paying certain demolition costs of the buildings we have constructed thereon. In addition, in case of early termination, we may be subject to certain contractual obligations. Such developments could materially and adversely affect our ability to implement our business strategies, as well as our financial condition, results of operations, cash flows and prospects.

Mitigation: The Company manages lease-related risks through forward planning and active lease management, with renewal negotiations for store and warehouse leases generally initiated at least six months prior to expiry to reduce the risk of operational disruption and to allow sufficient time to assess renewal terms or alternative locations. The Company regularly reviews the performance and commercial viability of leased stores and facilities when making decisions on renewals, relocations, or closures.

2.2.1.7 Risk from optimal inventory levels management

The Company needs to maintain sufficient inventory levels to operate our business successfully and meet customer expectations. For the year ended 31 December 2025, our average inventory period was 197 days. The Company is exposed to inventory risk due to a number of factors beyond our control, including changing consumer preferences and demands, the introduction of competing products in the market, seasonality, raw material shortages, natural disasters, pandemics, epidemics, freight constraints and manufacturer backorders and other vendor-related problems. In addition, to prepare our inventory, we estimate the demand for the products in advance and submit a purchase order to our suppliers. The demand for products and delivery lead time could change significantly between the time we submit the order and the time of delivery. Furthermore, continued expansion could further complicate our inventory management system and cause us to face greater difficulties in maintaining optimal inventory levels. We may not accurately predict trends and events which may result in the over-stocking or under-stocking of products. The Company may be forced to offer discounts or conduct promotional activities to sell slow-moving inventory, which could have a material adverse effect on our financial condition and results of operations. On the other hand, a shortage of inventory could cause us to lose sales opportunities and erode customer confidence, and our business, financial condition, results of operations, cash flows and prospects could be materially and adversely affected.

Mitigation: The Company manages inventory risks through regular monitoring and review of sales trends and inventory levels, with monthly review cycles in place to support demand forecasting and inventory planning. Controls are implemented to manage slow-moving inventory, including executive approval requirements for significant markdowns. To reduce the risk of inventory shortages, the Company applies differentiated safety stock levels, maintaining higher buffer inventory for fast-selling products and lower buffers for products with higher demand volatility or seasonality.



2.2.1.8 Risk relating to health and stability of the general economy in Thailand

The growth in the Thai economy, household consumption and retail sector were important factors in our past performance growth. There can be no assurance that Thai economic conditions will be as favorable as they were in the past. Any future slowdown in the economy, particularly a deterioration in the purchasing power of consumers in Thailand and a decrease in the level of consumer spending, could have a significant impact on our businesses, financial condition and results of operations in the form of lower sales, increased discounts on products or services, a reduction in profitability and additional selling and promotional expenses. There may be decreased demand for our products or services during periods of economic downturn or stagnation, and the recovery period in the industry in which we operate our business may lag. If a general economic downturn does occur, we may not be able to compete directly on price with other retailers. In an economic downturn, as consumer discretionary spending decreases, it is possible that consumers will increasingly seek to purchase lower-priced products and we may feel significant pressure to further reduce our pricing and margins.

Any adverse development in the Thai economy generally, or that impacts consumer discretionary spending, in particular, could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Mitigation: The Company monitors economic conditions and consumer spending trends in Thailand and adjusts its business strategies accordingly. The Company leverages data analytics and systems to monitor customer purchasing patterns and product preferences to support effective product selection and assortment planning. In addition, the Company regularly reviews and optimizes promotional strategies and product offerings to maintain competitiveness and to mitigate potential impacts on sales and profitability during economic slowdown.

2.2.1.9 Risk from the high level of competition in the Company's industry

The Company operates in a market that is highly competitive. We have a number of large and small direct and indirect competitors, including large incumbent retailers. Our primary competitors include other retailers in the home center and specialty retail segment and the general home improvement and lifestyle retail segment. In addition, while certain of our stores are located on premises owned and operated by mass merchandise retailers such as Lotus's, Central, and Big C, we also compete with these retailers with respect to certain

products. Additionally, international conglomerates and small and medium independent retail enterprises may choose to enter the Thai market in the future. Many of these competitors bear recognized brand names and have significant customer loyalty. Some competitors may have greater financial resources, human resources, economies of scale and technological capabilities, better access to products, lower costs (including lower levels of indebtedness and lower financing costs) and greater market penetration than we do. Certain of our competitors may benefit from favorable laws, regulations or government policies that do not apply directly to us, which may enable our competitors to offer products with more competitive prices or steeper discounts.

In addition, the Company may face growing competition from manufacturers and online, mass market and multi-channel retailers who have a similar or wider product offering. Additionally, our competitors and diversified distributors may invest in building their e-commerce platforms online, which may create additional competitive pressures on our business. This may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

If we are unable to maintain our competitive position, we could experience lower demand for our products, downward pressure on pricing and a loss of market share, each of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Mitigation: To mitigate risks arising from intense competition, the Company focuses on reinforcing its core value proposition of offering a wide range of affordable and practical products through an extensive store network and strong brand recognition. In particular, the Company leverages festive and seasonal promotional campaigns as a key strategic tool to drive customer traffic, sustain sales momentum, and strengthen customer engagement. The Company plans and executes nationwide festive promotions aligned with key consumption periods in Thailand, such as New Year, Chinese New Year, Songkran, Back-to-School, Halloween, Christmas and year-end holidays. These campaigns are supported by attractive pricing, targeted product assortments, and in-store merchandising designed to stimulate impulse purchases and increase basket size. By offering value-for-money products during peak demand periods, the Company aims to defend market share against both traditional and online competitors.



In addition, the Company continuously refreshes its product assortment, including festive-themed and exclusive products, to differentiate itself from competitors and respond promptly to changing consumer preferences. Data-driven insights from sales performance and customer purchasing behavior are used to optimize promotional effectiveness, inventory allocation, and pricing strategies across stores.

The Company also enhances its omnichannel presence, including online and digital marketing initiatives, to support festive campaigns and improve customer reach, while leveraging economies of scale to manage costs and maintain competitive pricing. Close collaboration with suppliers further enables the Company to secure favorable procurement terms and ensure product availability during high-demand periods.

Through disciplined promotional planning, cost control, assortment optimization, and strong execution during festive seasons, the Company seeks to maintain its competitive position, mitigate pricing pressure, and reduce the potential adverse impact of heightened competition on its business performance and profitability.

2.2.2. Operational Risks of the Group

2.2.2.1 Risk from reliance on consolidated purchasing and order placement services provided by a related party entity of the major shareholders

The Company continues engaging MDGM to provide purchase order consolidation and order placement services for imports, hereby enabling the Company to benefit from economies of scale through the consolidation of purchase orders across the global MR. D.I.Y. network. MDGM is a company incorporated in Malaysia and listed on the Bursa Malaysia, with whom we have substantial shareholders in common.

However, MDGM may cease to provide such services if it discontinues its business operations, encounters financial difficulties, terminates its relationship with the Company, fails to fulfil its contractual obligations. In addition, delays may arise in the performance of obligations under the contract due to various factors, and the Company may be unable to secure an alternative service provider on acceptable commercial terms or may be unable to find a service provider offering similar services. If MDGM ceases to provide us with purchase order consolidation and placement services, the Company may not be able to consolidate our purchase orders with other MR. D.I.Y. entities and have to place our order separately, leading to reduced economies of scale and higher product costs, which may adversely affect our business, financial condition, results of operations, cash flows and prospects.

Furthermore, the transactions with related parties present potential for conflicts of interest, as the interests of these entities and their shareholders may not align with the interests of our Company and our unaffiliated shareholders with respect to the negotiation of, and certain other matters related to, our trading and other transactions with such entities. Conflicts of interest may also arise in connection with the exercise of contractual remedies under these transactions.

Mitigation: Although the likelihood of such an event occurring is low, the Company has a capable procurement team that is able to operate independently. The procurement team maintains strong relationships with overseas suppliers and is able to place orders directly. However, such direct procurement may be conducted on a smaller scale compared to the consolidation of purchase orders through the global MR. D.I.Y. network.

2.2.2.2 Risk relating to transportation

The Company depends on the orderly operation of distribution center, undertaken by the Company's delivery fleet and third-party delivery service providers whom we rely on to efficiently transport products from central distribution center and regional cross-docking hubs to stores and, to a lesser extent, directly to customers. The operation of the Company's central distribution center and regional cross-docking hubs may be subject to unforeseen disruptions, such as flooding, fires, typhoons, earthquakes or other catastrophic events and labor disputes, which may delay the delivery of our products to our stores or customers, which can cause a deterioration in the quality of the delivered products, detract from the customer experience and harm our reputation, materially and adversely affecting our business, financial condition and results of operations.

Mitigation: The company operates two central warehouses located in separate geographic areas, each with equivalent capacity and operational capability. In the event of unforeseen circumstances affecting one central warehouse, the alternate location is able to continue regular delivery operations without disruption. Incoming inventory can be promptly reallocated to the alternate warehouse to support upcoming replenishment activities as required. In addition, the company does not rely solely on its internal transportation fleet; approximately 20% of distribution volume is supported by third-party logistics (3PL) partners as part of its contingency and risk-mitigation strategy.



2.2.2.3 Risk relating to information technology

The Company's business operations are substantially supported by our information technology systems and servers, which are managed or provided by third-party service providers, to analyze, process, store, manage and protect transactions and data. The systems which we use are subject to damage or interruption from a number of causes.

The Company also holds confidential information, such as personal information regarding our employees, end manufacturers, our service providers and our online customers. Our information systems, and those of our third-party service providers and vendors, are vulnerable to an increasing threat of continually evolving data protection and cyber security risks. Hardware, software or applications we use from Qube or third parties may contain defects in design or manufacturing or other problems that could unexpectedly compromise information security.

Mitigation: The Company has implemented information technology controls and security measures to support the reliability, availability, and protection of its IT systems and data, including systems managed by third-party service providers. Measures are in place to safeguard confidential and personal information and to mitigate risks of system disruption, data breaches, or cybersecurity incidents.

The Company has purchased its core IT software, Qube, and retains the right to continue using the system if the service agreement with the technology vendor is terminated. Although system upgrades and maintenance services would no longer be provided thereafter, the Company has the capability to manage system operations on an interim basis and to identify and implement alternative solutions, as necessary, to support business continuity.

2.2.2.4 Risk from reliance on key senior executive and skilled employees

The expertise and experience of the Company's key senior executive has been and will continue to be instrumental to the success of our business. The loss of any of our key senior executive, many of whom have many years of experience with us and/or in the industry and would be difficult to replace, could impair our ability to operate and impede the execution of our strategies. This may disrupt the Company's business and impair financial condition and results of operations.

Mitigation: The Company has implemented succession planning and management development processes to reduce reliance on individual key senior management. Training and development programs are in place to identify and prepare potential successors for key positions. The Board of Directors reviews succession plans periodically to support continuity of leadership and business operations.

2.2.2.5 Risk from inventory shrinkage and the substantial use of cash in store operations

Due to the nature of business, the Company processes a large volume of cash transactions in the course of business operations, exposing the Company to the risk of cash change shortages, as well as security issues such as theft or pilferage. Moreover, the Company maintains inventory in each of our stores to support the display of goods and facilitate sales, which vulnerable to large-scale inventory theft or shrinkage may damage to the Company's business.

Mitigation: The Company has implemented Retail Management Standard Operating Procedure (SOP) to reduce the risks associated with cash handling, theft, and inventory shrinkage. These measures include clear cash management procedures, segregation of duties, restrictions on the use of petty cash, and monitoring of cash handling at the managerial level. The Company also conducts periodic and surprise audits to detect irregularities in cash and inventory management. In addition, closed-circuit television (CCTV) systems are installed in areas where cash and inventory are vulnerable to theft or shrinkage.

2.2.3. Financial Risk

2.2.3.1 Risk from exchange rate and Thai Baht fluctuations

The Company's reporting currency and our functional currency as presented in our financial statements is the Thai Baht. The majority of our revenue was generated from sales in Thailand (including online sales) and denominated in Thai Baht. Furthermore, a substantial number of end manufacturers are located outside Thailand and as we make the majority of our payments for our imports in US dollar, the Company is exposed to foreign exchange rate fluctuations, particularly the Thai Baht against the US dollar as a significant portion of our products are manufactured in or sourced from China. As a result, changes in the exchange rates between our functional currency, the Thai Baht, and the US dollar, on the other hand, may have a significant, and potentially adverse effect on the cost at which we purchase products, and we may be unable to immediately or fully pass on resulting cost increases



to our customers. In particular, the value of a currency is subject to changes depending on the country's governmental policies and heavily depends upon domestic and international economic, financial and political developments, as well as the currency's supply and demand in the domestic market.

The Company has not entered into any hedging transactions to reduce our exposure to foreign currency exchange risk. For the years ended 31 December 2025, we had foreign exchange gains of THB 37.7 million, amounting to approximately 0.2% of total revenue. However, should we decide to enter into hedging transactions in the future, which will incur additional costs, the availability and effectiveness of these hedges may be limited and we may not be able to adequately hedge our exposure or at all. As a result, significant fluctuations in exchange rates may have a material adverse effect on our financial condition and results of operations.

2.2.4 Compliance Risk

2.2.4.1 Compliance risk

We are subject to a wide variety of regulatory provisions in key areas such as zoning laws, environmental laws, competition laws, tax laws, laws relating to the sale of electric appliances, cosmetics, telecommunication equipment, medical devices and other equipment, public health laws, hazardous substance laws, land transport laws, direct marketing laws, industrial product standards laws and trading laws which require us to comply with relevant requirements, conditions, criteria or measures or require a wide variety of licenses, permits and approvals from various central or local governments and regulatory authorities to carry out our operations in Thailand. Those licenses and permits include, without limitation, licenses to trade products, commercial registration certificates, food selling and storage licenses, licenses to operate businesses harmful to health, licenses to operate businesses importing medical devices, licenses to operate private transport, direct marketing registrations, construction licenses, construction certificates, building utilization licenses, and environmental permits.

Furthermore, we must comply with the requirements or conditions under relevant laws, licenses, permit orders or approvals and fulfil any relevant reporting requirements and other ongoing conditions and obligations. We must renew all licenses and approvals as they expire and must obtain new or amended licenses and approvals whenever required by new or amended regulations within prescribed periods.

However, any failure to comply with applicable laws, rules and regulations, as well as the terms or conditions prescribed under relevant laws, licenses, permits or approvals, in whole or in part, may affect the validity of such licenses, the renewal thereof, or the ability of the Company to obtain other licenses required for its future business operations. In this regard, the Company may receive warning letters, suspension or revocation of our licenses, or we may be ordered to cease our business operation whether temporarily or permanently, be subject to fine or other administrative penalties or we may face a claim which will burden us with an additional cost in defending against such legal proceedings or could have a material adverse effect on our reputation, brand image, business, financial condition, results of operations, cash flows and prospects as well as our business expansion plans.

Mitigation: The Company has established dedicated functions responsible for managing regulatory compliance, including obtaining, monitoring, and renewing licenses, permits, and approvals required for products and store operations. Processes are in place to track regulatory requirements, license conditions, and renewal deadlines. The Company also monitors regulatory developments and coordinates with relevant authorities and external advisors, where appropriate, to address changes in legal or regulatory requirements and to reduce the risk of non-compliance that could adversely affect business operations.

2.2.4.2 Risk relating to personal data protection

The Company is subject to data privacy laws, rules and regulations that regulate the collection, use, disclosure and security of personal data of our online customers and employees in Thailand. Failure to comply with any regulatory requirements or privacy protection-related laws, rules or regulations could subject us to significant penalties, negative publicity and business disruptions, which can materially and adversely affect our results of operations and prospects.

Cybersecurity attacks and sophisticated computer crimes may threat and pose a risk to the security of the Company's systems and networks and the confidentiality, integrity and availability of our data. A breach of our systems and networks could result in the breach of confidential or commercially sensitive data on our suppliers, employees, customers or other stakeholders.

Mitigation: The Company has implemented data protection measures to support compliance with applicable data privacy laws governing the collection, use, disclosure, and security of personal data. A Data Protection Officer has been appointed to oversee personal data protection compliance, including the implementation of policies, procedures, training, and monitoring activities to reduce the risk of regulatory non-compliance.



Separately, the Company has established cybersecurity controls and programs managed by the information technology function to protect the security, confidentiality, integrity, and availability of its systems and networks. These measures are designed to reduce the risk of cyberattacks, system breaches, and unauthorized access to data. Executive monitors cybersecurity risks on an ongoing basis and takes appropriate actions to address identified vulnerabilities.

2.2.5 Emerging and ESG related Risks

2.2.5.1 Emerging Risks

2.2.5.1.1 Geopolitical Uncertainty

The Company faces geopolitical risks across two critical dimensions: security challenges in Thailand's domestic operations and volatility in its global supply chain.

The ongoing security concerns in Thailand's southern border provinces, driven by ethno-religious tensions and political instability, represent a continuing challenge. While the Company currently operates 17 stores in these provinces, the unpredictable nature of security incidents creates ongoing risks to employee safety, customer safety, physical assets, and operational continuity. The conflict shows no clear signs of resolution, and periodic violent incidents can occur with little warning, potentially disrupting operations and threatening lives.

Simultaneously, the Company's reliance on a global supply chain, predominantly sourcing from China and Southeast Asia, exposes operations to escalating geopolitical and regulatory volatility that could cause trade disputes, tariffs, and shipping disruptions.

Mitigation: For domestic security, the Company implements enhanced security protocols including safe location selection, local workforce recruitment, specialized safety training including active shooter procedures, enhanced insurance coverage, and crisis management plans coordinated with local authorities. To strengthen supply chain resilience, the Company maintains strategic inventory buffers equivalent to approximately four months of sales and actively diversifies sourcing beyond China to include Malaysia, India, Indonesia, and Vietnam, thereby mitigating geographic concentration risk. Additionally, the Company maintains a robust local sourcing network, allowing potential items to be sourced from domestic manufacturers and trading houses, thereby reducing lead times and enhancing supply flexibility during periods of disruption. In addition, Trade & Compliance functions monitor regulatory changes and ensure import compliance, while Supplier Code of Conduct enforcement addresses emerging due diligence requirements.

2.2.5.1.2 Workforce Evolution

The retail industry is experiencing structural changes in workforce expectations and availability. Attracting and retaining talent in an increasingly competitive labour market requires innovative approaches to employee value proposition, career development, and workplace culture.

Mitigation: The Company recognizes that attracting, developing, and retaining talent is a strategic imperative and competitive differentiator. To combat attrition and appeals to evolving workforce, the company invested heavily in structured career pathways, leadership training, and a significant number of internal promotions. Compensation and benefits are reviewed annually to remain competitive, while the Company's commitment to a fair and ethical workplace is demonstrated through concrete policies on equal opportunity hiring and creating a non-discriminatory work environment.

2.2.5.2 Environmental, Social, and Governance (ESG) Risks

2.2.5.2.1 Environmental Considerations

1. Physical Risks from Climate Change

The Company's physical assets, including its stores and warehouses, are exposed to physical climate risks. Thailand's geography makes operations particularly vulnerable to the intensifying frequency and severity of extreme weather events such as flooding. Such events pose risks of significant property damage, inventory loss, prolonged operational disruptions, supply chain interruptions, and potential safety hazards for employees and customers.

Mitigation: The Company has implemented a comprehensive multi-layered approach to manage physical climate risks. To address the financial impact, the Company maintains comprehensive insurance coverage that includes protection against damage from natural disasters. For operational resilience, an Emergency and Crisis Management Plan has been developed and regularly updated to guide the operational response to extreme weather events. This plan includes clear procedures for ensuring employee safety, such as designated evacuation protocols and a communication system to confirm the well-being of all staff.



2. Transitional Risks from Climate Change

As a company with an expansive physical footprint of over 1,100 stores countrywide, multiple distribution centers, and a large logistics fleet, the Company recognizes its operational carbon footprint from energy consumption and transportation activities. This creates transitional risks from potential future carbon taxes, stricter emissions regulations, or rising energy prices, which could increase operational costs and impact profitability.

Mitigation: The Company mitigates these potential cost increases through a strong focus on operational and logistical efficiency. The distribution network is designed to be highly efficient, utilizing a central hub, regional distribution centers, and a proprietary fleet of trucks equipped with GPS to optimize delivery routes. In addition, the Company has introduced electric trucks (EV trucks) into its logistics operations to reduce fuel consumption, and minimize carbon emissions.

3. Waste Management and the Circular Economy

As a high-volume retailer of a wide variety of consumer goods, the Company generates substantial packaging and product waste through its operations. Ineffective waste management creates multiple risks including increased disposal costs, potential non-compliance with evolving waste regulations, and reputational damage among environmentally-conscious consumers, employees, and investors. Additionally, excessive inventory waste directly impacts profitability through write-offs.

Mitigation: The Company has implemented specific operational procedures to reduce waste and minimize inventory loss. A key example is its management of products with a limited shelf life, such as food and beverage items. To prevent these products from expiring and becoming waste, they are sold under promotional campaigns.

2.2.5.2.2 Social Responsibility

1. Employee Safety and Well-being

As a large employer with a workforce spread across numerous retail stores, warehouses, and offices, there is an inherent risk of workplace accidents and injuries. The Company has a fundamental responsibility to protect employee safety and well-being. The retail and logistics environment presents inherent occupational hazards, including manual handling risks, customer interaction incidents, transportation accidents, fire hazards, and in certain locations (particularly the three southern border provinces), security risks from civil unrest and potential terrorism. The duty of care extends to creating a work environment that supports both physical safety and psychological well-being.

Mitigation: The Company has a comprehensive health and safety program implemented at all levels of the organization. This program is managed by a dedicated safety team and includes monthly safety committee meetings, accident investigations, and providing necessary personal protective equipment to employees in assessed high-risk roles to ensure workplace safety. Importantly, the Company conducts regular and mandatory training for all levels of employees as in compliance with regulatory standards on key safety topics, including basic fire fighting, proper use of safety equipment, and emergency evacuation drills, to ensure employees are prepared and safety-aware.

2. Labour Rights and Fair Employment

As a large employer with a significant retail and logistics workforce, the Company recognizes its significant responsibility to uphold labour rights, these include maintaining a fair and ethical work environment, managing a high employee attrition rate, and ensuring its compensation and development programs remain competitive. The retail sector faces structural challenges including high employee turnover, wage pressures from minimum wage adjustments, evolving employee expectations regarding career development and work-life balance, and increasing scrutiny of employment practices from stakeholders. The Company's ability to attract, develop, and retain talent directly impacts service quality, operational efficiency, and long-term business success.



Mitigation: The Company has implemented a comprehensive human capital strategy to mitigate these risks. To foster a fair and ethical culture, the Company adheres to a strict Code of Conduct and has established clear policies for equal opportunity hiring and non-discriminatory workplace practices. To combat employee attrition and retain talent, the Company invests heavily in career development. This is evidenced by a 74% year-over-year increase in employee promotions, with over 2,368 staff members promoted in 2025. Furthermore, compensation and benefits are benchmarked and reviewed annually to ensure they remain competitive within the labor market.

3. Supply Chain Labor Standards

The Company's strategy of leveraging a global sourcing network to achieve economies of scale introduces a risk of indirect exposure to poor labor practices or human rights violations within its extended supply chain. Any association with such issues, even if through a third-party supplier, could cause severe reputational harm, trigger consumer boycotts, and lead to a loss of investor confidence.

Mitigation: The Company manages this risk through its supplier management framework, which holds partners accountable to its ethical standards. A key control is the implementation of a supplier Code of Conduct, which outlines the Company's expectations for ethical practices, including fair labor and human rights. Supplier performance against these and other standards is regularly reviewed, and any non-compliant suppliers may face termination of future business, ensuring partners are held accountable.

2.2.5.2.3 Governance

1. Fraud and Corruption Prevention

The Company maintains zero tolerance for fraud and corruption. As a retail organization with over 1,100 stores, extensive cash handling operations, large inventory volumes, numerous supplier relationships, and employees across multiple locations. The distributed nature of operations and the involvement of many individuals in financial transactions create multiple potential points of vulnerability.

Mitigation: The Board of Directors and senior executive set a clear tone of ethical behavior and zero tolerance for fraud and corruption. The Company has established a Code of Conduct and ethical policies applicable to all employees. These policies are communicated during onboarding, with written acknowledgment required, and are reinforced through annual performance evaluations.

The Company has implemented internal control systems covering financial and operational processes. Management is responsible for maintaining adequate internal controls, while an independent Internal Audit Department conducts periodic reviews to assess the effectiveness of such controls and reports directly to the Audit and Risk Management Committee. Appropriate segregation of duties is applied within key financial processes to ensure checks and balances.

The Company provides whistleblowing channels through a dedicated email address and the Company's website, enabling employees and stakeholders to report suspected misconduct. The Company enforces a non-retaliation policy and ensures that all reported matters are reviewed and handled in accordance with established procedures.

2. Brand Integrity and Stakeholder Trust

The Company's most valuable intangible asset is the MR.DIY brand and the trust it has built with customers, employees, suppliers, investors, and communities. In the age of social media and instant communication, brand reputation can be damaged rapidly by product quality failures, customer service failures, operational incidents, ethical lapses, negative viral content, or inadequate crisis response. Loss of stakeholder trust can have profound and long-lasting business impacts that extend far beyond immediate financial consequences. Damage to brand reputation could result in declining customer traffic and sales as consumers choose competitors, difficulty attracting and retaining employees, investor concern affecting share price and access to capital.

Mitigation: Executive recognizes that every customer interaction is an opportunity to build or erode trust. The Company's crisis management capabilities and commitment to quality ensure its maintain stakeholder trust and brand reputation. Before purchasing, the procurement team verifies that all required local certifications are obtained and ensures that appropriate quality control measures are imposed on the goods. The Quality Control function conducts product quality inspections to ensure merchandise meets safety and quality standards before reaching customers. Customer complaints related to product quality are thoroughly investigated, and appropriate corrective actions are implemented to prevent recurrence. The Company prioritizes customer satisfaction through systematic feedback collection, rapid response to complaints, monthly analysis to identify trends and root causes, and comprehensive staff training to ensure consistently positive customer experiences.



3. Business Sustainability Development



3.1 Sustainability Management Strategy and Overview

The MR. D.I.Y. Way: Strategy and Annual Highlights Overview

Sustainability is fundamentally integrated into the core operations of MR.D.I.Y. rather than being treated as a secondary objective. It serves as the primary foundation for the corporate mission: delivering quality products at exceptional value to the Thai public.

In a landscape of evolving economic and environmental challenges, the conviction remains that ‘Value’ and ‘Responsibility’ must advance in tandem. The **‘Always Low Prices’** philosophy transforms operational efficiency into environmental and social dividends, ensuring that cost-effectiveness leads directly to a reduced ecological footprint. The commitment is to cultivate a retail ecosystem that generates long-term shared value for all stakeholders, structured around the following strategic pillars and annual milestones.

1. Sustainability Strategy: “D.I.Y. for a Sustainable Future”

The “D.I.Y. for a Sustainable Future” strategy is the roadmap for embedding ESG into the brand’s DNA, ensuring that MR. D.I.Y. delivers low prices while creating high impact for the planet and its people. This strategy moves beyond branding to drive long-term value for customers, communities, and the environment through three core strategic pillars:

1.1 Drive Responsible Growth

This pillar reflects our commitment to Governance, ensuring that our expansion is built on a foundation of integrity and accountability.

- **Sustainable Supply Chain:** We integrate ethical sourcing and supply chain responsibility into our operations to manage risks and ensure product safety.
- **Affordable Sustainability:** By leveraging strategic sourcing, we democratize sustainable living, allowing consumers to make mindful, responsible purchasing decisions without a price premium.

1.2 Innovate for Environmental Efficiency

This pillar represents our Environmental efforts, focusing on optimizing how we use resources to reduce our carbon footprint.

- **Energy Management and Climate Strategy:** We implement energy-efficient store formats and innovative operational practices to mitigate our impact on the climate.
- **Circularity:** Our commitment to efficiency involves maximizing resource use and integrating circularity into our business model to minimize waste and environmental impact.

1.3 Yield Positive Impact for Communities

This pillar embodies the social value we create, ensuring that our growth is inclusive and beneficial to society.

- **Community and Social Contribution:** We utilize our extensive store network to provide measurable contributions to local communities through targeted CSR initiatives and inclusion.
- **Inclusive Economic Growth:** By providing stable employment and vocational advancement across Thailand

2025 Highlights: Strategic Successes and Milestones

Corporate Governance & Market Leadership

- Achieved IPO filing on 5 November 2025 to strengthen corporate governance and transparency.
- Reached 100% coverage across all 77 provinces to ensure product accessibility for every Thai household.
- Contributed over THB 3.4 billion to the local economy through nationwide expansion and domestic procurement.

- Achieved a 97% Customer Satisfaction Score.
- Enforced a Vendor Code of Conduct covering 80% of local trade partners to ensure ethical business standards.

Environmental Stewardship

- Increased the revenue contribution from ECO-friendly products to 4.9% of total sales.
- Achieved a 4.8% reduction in electricity intensity, measured by kilowatt-hours (kWh) consumed per THB million of revenue.
- Generated 2,258 MWh of solar energy via rooftop installations at major distribution centers and standalone stores

Social Value Creation

- Provided over 9,000 jobs nationwide (Local hiring)
- Delivered more than 270,000 professional training hours through the MR.D.I.Y. Academy to upskill the Thai workforce
- Invested THB 6 million through the 'MR. D.I.Y. Cares' program to support education and community development nationwide.
- Ensured 100% fair labor practices across the organization while maintaining a diverse workforce representing 58% female leadership
- Achieved an 80% employee engagement score, reflecting a 5% increase from the previous year
- Achieved a Zero Fatality rate and maintained a 28% reduction in Lost Time Injury Frequency Rate (LTIFR)

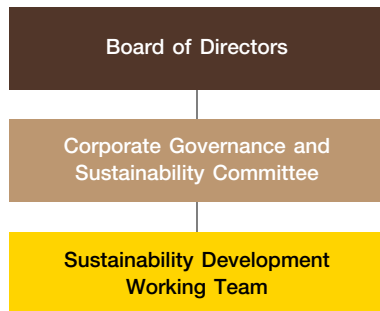




3.2 Stakeholder Engagement and Value Chain

Tone from the Top

Sustainability Management Governance Structure



Roles and Responsibilities

The Board of Directors

The Board of Directors holds ultimate accountability for the Company's strategic direction, ensuring that sustainability is integrated as a core pillar of long-term business resilience. The Board of Directors also oversees the management of material sustainability matters and the Company's approach to climate change management. Through proactive stewardship, the Board of Directors balances commercial growth with ethical responsibility, safeguarding the interests of all stakeholders while driving the Company's long-term sustainable development.

Corporate Governance and Sustainability Committee

As a sub-board committee reporting directly to the Board of Directors, the Corporate Governance and Sustainability Committee acts as the primary bridge between strategy and execution. The Corporate Governance and Sustainability Committee is responsible for prioritizing material sustainability matters embedded within the Company's governance framework. It provides rigorous oversight of the Sustainability Working Team, reviewing their progress on environmental and social programmes before elevating key insights to the Board of Directors for final deliberation. By monitoring compliance with ethical standards and sustainability policies, the Corporate Governance and Sustainability Committee ensures that the Company's journey remains transparent and aligned with its core values.

Sustainability Development Working Team

The Sustainability Development Working Team, comprising key executives from across MR. D.I.Y. 's core business functions, serves as the primary governance bridge between board-level strategy and organisational alignment. The team's mandate is to translate high-level sustainability commitments into systemic operational standards, ensuring that environmental and social considerations are embedded within the corporate decision-making framework.

Within the scope of Environmental Stewardship, the Sustainability Development Working Team provides the oversight necessary to align the company's nationwide footprint with its long-term sustainability objectives.

In addition, the Sustainability Development Working Team ensures that sustainability is an integral component of the business model, fostering long-term value creation and safeguarding the organisation's resilience in an evolving market landscape.

Business Value Chain


The Company places the highest importance on treating all stakeholders within the Group fairly. The Company focuses on integrating stakeholder interests throughout the entire business value chain, from upstream activities such as product sourcing, to downstream operations including warehousing, distribution, marketing, sales, after-sales service, and market analysis. All business activities are carried out in accordance with principles of good corporate governance and in strict compliance with applicable legal requirements. The Company conducts its business with integrity, transparency, and accountability, and remains committed to collectively delivering services of the highest quality and efficiency at every stage.





Stakeholder Engagement



The Company identifies its key stakeholders by evaluating the extent to which a group can significantly affect, or be affected by, our business operations and value chain-from upstream sourcing to downstream retail service. Our definition of a key stakeholder is rooted in the principle of mutual impact and influence, ensuring that we account for those who have a legitimate claim on our attention and resources. By categorising these groups into internal and external stakeholders, we ensure that our engagement remains systematic and purposeful.

Stakeholder Group	Engagement Channels	Frequency	Expectations & Interests	Our Response & Actions
 Shareholders	<ul style="list-style-type: none"> Shareholders' meetings Listed Company Investor Meeting (Opportunity Day) Site visits Communication through online channels and email Whistleblowing and grievance channels Annual Registration Statements/ Annual Report (Form 56-1 One Report) 	Quarterly / Annually	<ul style="list-style-type: none"> Equitable transparent and fair treatment of shareholders. Executive of the Company in compliance with applicable laws the Company's objectives articles of association and resolutions of the shareholders' meetings including adherence to good corporate governance principles. Creation of appropriate returns for shareholders and regular dividend payments. Avoidance of actions that may cause damage to the Company or give rise to conflicts of interest. Provision of sufficient equitable accurate and timely disclosure of material information relating to the Company. Respect for shareholders' rights. 	<ul style="list-style-type: none"> Upholding a robust Shareholder Rights Policy that ensures all investors, including minority shareholders, are treated with equal dignity and fairness. Facilitating easy access to voting and participation in general meetings through digital and physical platforms. Adhering to the Principles of Good Corporate Governance as outlined by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Driving sustainable financial growth through operational excellence and disciplined capital allocation. Adhering to a transparent Dividend Policy. Implementing a strict Conflict of Interest Policy and the Code of Business Ethics that requires directors and executives to disclose potential conflicts and abstain from related decision-making. Empowering the Audit and Risk Committee to oversee related-party transactions for full transparency. Ensuring that all material information is disclosed simultaneously to all investors through the SET portal and the MR. D.I.Y. Investor Relations website. Maintaining a proactive communication calendar including quarterly "Opportunity Day" sessions and press releases to prevent information asymmetry. Protecting the fundamental rights of shareholders, including the right to propose agenda items, nominate directors, and receive full information prior to the Annual General Meeting of Shareholders. Establishing a dedicated Investor Relations (IR) Unit to serve as the primary channel for meaningful dialogue between the Board, Executive, and the investment community.



Stakeholder Group	Engagement Channels	Frequency	Expectations & Interests	Our Response & Actions
 Employees	<ul style="list-style-type: none"> • Communication between the Human Resources function and employees • The Company's website • Communication through online channels • Email • Whistleblowing and grievance channels 	Ongoing / Annually	<ul style="list-style-type: none"> • Appropriate fair and competitive remuneration benefits and entitlements. • A positive and safe working environment. • Fair practices in appointment transfer reward and disciplinary actions • Continuous development of employees' knowledge capabilities and internal potential in line with their career paths. • Attentive listening to employees' concerns and understanding their circumstances with full support and assistance. • Job security and career progression opportunities. • Access to information and updates regarding the Company. 	<ul style="list-style-type: none"> • Provision of appropriate and fair remuneration and benefits for employees in line with applicable laws and internal policies. • Maintenance of a safe and healthy working environment to protect employees' lives and property. • Equal opportunities in recruitment, appointment and transfer based on fair performance evaluations reflecting competence, commitment and work performance. • Establishment of annual internal and external training plans tailored to each function covering basic skills management capabilities and specialized professional knowledge. • Provision of channels for employee feedback and for reporting misconduct or unlawful practices in a confidential and protected manner. • Avoidance of unfair practices that may affect job security including harassment, intimidation or undue pressure on employees' mental well-being. • Communication of relevant and beneficial information to employees through the Company's internal communication channels including corporate email.





Stakeholder Group	Engagement Channels	Frequency	Expectations & Interests	Our Response & Actions
 Customers	<ul style="list-style-type: none"> The Company's website Telephone Email: customercare.th@mrdiy.com Chatbot Communication through online platforms such as Line Official and Facebook Complaint and grievance channels 	Continuous (24/7)	<ul style="list-style-type: none"> Provision of quality products that meet applicable standards and delivery of good service. Products that meet customer needs with fair and accessible pricing. Prompt listening and response when customers encounter issues or concerns. Maintenance of good relationships and fair treatment of customers Equitable treatment and non-discriminatory practices. Protection of customer data and confidentiality. 	<ul style="list-style-type: none"> Sale of products that are of good quality and comply with applicable safety and quality standards. Maintaining professional integrity in all marketing and corporate communications, ensuring all claims are fact-based and verified. Provision of customer service channels and dedicated customer service functions to support customer enquiries and concerns. Establishment of a complaint-handling system to receive customer feedback and suggestions, implement corrective actions, and communicate resolution outcomes to customers. Implementation of measures to protect customer data and maintain confidentiality in accordance with applicable laws and internal policies. Fair equitable and non-discriminatory treatment of customers without taking advantage of consumers.
 Suppliers / Business Partners	<ul style="list-style-type: none"> The Company's website Email The Company's complaint and grievance channels 	Periodic	<ul style="list-style-type: none"> Fair transparent and verifiable practices without taking unfair advantage. Strict compliance with agreed terms and conditions. Provision of accurate complete and factual information. Sharing of knowledge and collaborative development of new innovations for mutual benefit. 	<ul style="list-style-type: none"> Conduct of business in accordance with ethical business conduct and integrity principles. Establishment of systematic operating procedures and transparent, fair, and accountable procurement processes. Implementation and enforcement of a Vendor Code of Conduct to communicate expectations on ethical conduct legal compliance labour practices environmental responsibility and anti-corruption. Zero tolerance for solicitation acceptance or offering of improper benefits bribes or advantages that are inconsistent with normal business practices. Commercial negotiations with business partners conducted in a transparent fair and non-exploitative manner. Strict compliance with agreed contractual terms and conditions. Provision of accurate complete and factual information to business partners. Protection and security of business partners' personal data in accordance with applicable laws and internal policies.



Stakeholder Group	Engagement Channels	Frequency	Expectations & Interests	Our Response & Actions
 Communities	<ul style="list-style-type: none"> • The Company's website • Telephone • Email • Communication through online platforms such as Line Official and Facebook • Complaint and grievance channels 	Ongoing	<ul style="list-style-type: none"> • Creation of employment opportunities for surrounding communities. • Participation in community development to enhance the quality of life of people in society. • Listening to and engaging with feedback from community members. • Conduct of the Company's business operations in a manner that does not adversely affect society communities or the environment. 	<ul style="list-style-type: none"> • Local hiring within the communities where the Company's branches are located • Conduct of business operations in a responsible, prudent and cautious manner to prevent adverse impacts on society communities and the environment. • Listening to the opinions needs and suggestions of community members. • Collaboration in addressing issues and supporting projects that provide benefits to local communities.
 Government agencies	<ul style="list-style-type: none"> • The Company's executive • The Company's website • Email • Preparation of reports or disclosures in accordance with applicable requirements 	As required / Annually	<ul style="list-style-type: none"> • Conduct of business in compliance with applicable laws regulations and requirements of government agencies. • Cooperation and collaboration with government agencies. 	<ul style="list-style-type: none"> • Strict compliance with all applicable laws regulations and requirements relating to the conduct of business. • Active listening to feedback and suggestions from government agencies. • Cooperation with government agencies responsible for the supervision and regulation of the Company's business operations. • Establishment and implementation of the Anti-Corruption Policy which sets out principles and guidelines for engagement with public officials such as criteria for hiring government personnel, as specified on the Company's website, to ensure compliance with applicable laws and regulations.



Stakeholder Group	Engagement Channels	Frequency	Expectations & Interests	Our Response & Actions
 Creditors and financial institutions	<ul style="list-style-type: none"> The Company's management The Company's website Email Meetings with creditors 	As required / Annually / Quarterly	<ul style="list-style-type: none"> Strict compliance with agreed terms and conditions. Provision of accurate, complete and factual information. 	<ul style="list-style-type: none"> Strict compliance with agreed terms and conditions. In the event that the Company is unable to comply due to any difficulties creditors will be informed promptly and solutions will be sought jointly. Maintenance of financial ratios within the limits or conditions stipulated by financial institutions. Provision of accurate and factual information about the Company to creditors.
 Competitors	<ul style="list-style-type: none"> The Company's management The Company's website 	Ongoing	<ul style="list-style-type: none"> Conduct of business within the framework of applicable laws and fair competition principles. Conduct of business with integrity, honesty and transparency. Refraining from actions that may damage the reputation of competitors. 	<ul style="list-style-type: none"> Strictly adhering to the Trade Competition Act and relevant anti-trust regulations Promoting a culture of "Fair Play" where market leadership is achieved through operational excellence rather than anti-competitive practices. Avoid acquiring, using, or accessing competitors' confidential information through dishonest or inappropriate means, and refrain from making unfounded or malicious claims against competitors.

Materiality Assessment

The Company conducts an annual review and analysis of material sustainability issues relevant to its business and stakeholders in order to assess both the impacts of the Company on external parties and the impacts of external factors on the Company. This process is carried out in accordance with GRI 3: Material Topics (2021) under the Global Reporting Initiative (GRI) Standards.

Preliminary material issues are reviewed by senior executive who are members of the Sustainable Working Team and the Corporate Governance and Sustainability Committee prior to submission for approval by the Board of Directors.

Materiality Assessment Process

The Company's materiality assessment is conducted through a systematic and structured process to identify prioritize and validate sustainability issues that are material to the business and stakeholders. The process comprises the following key steps:

1. Identification of Sustainability Issues

The Company identifies a long list of potential sustainability issues by considering internal and external sources including business strategy risk assessments, regulatory requirements, industry standards, peer benchmarking and stakeholder expectations. Reference is made to the GRI Standards 2021 as well as relevant sustainability frameworks and emerging trends.



2. Stakeholder Identification and Engagement

Key stakeholder groups are identified based on their relationship with the Company and the significance of potential impacts. The Company gathers stakeholder views through appropriate engagement channels such as meetings surveys feedback mechanisms and internal consultations.

3. Impact Assessment and Topic Prioritization

Identified sustainability issues are assessed based on the significance of the Company's actual or potential impacts on the economy, society, and the environment

The assessment incorporates stakeholder engagement, peer benchmarking, and expert input to prioritize material topics based on their relevance to both stakeholders and the business. This process is conducted in accordance with GRI 3: Material Topics (2021).

4. Prioritization of Material Issues

Sustainability issues are prioritized based on the results of the impact assessment and stakeholder feedback. Issues with high significance to both stakeholders and the Company are identified as material.

5. Review and Validation

The preliminary list of material sustainability issues is reviewed by senior management as part of the Sustainable Business Development Working Group and the Corporate Governance and Sustainability Committee to ensure completeness, relevance and alignment with business strategy.

6. Approval by the Board of Directors

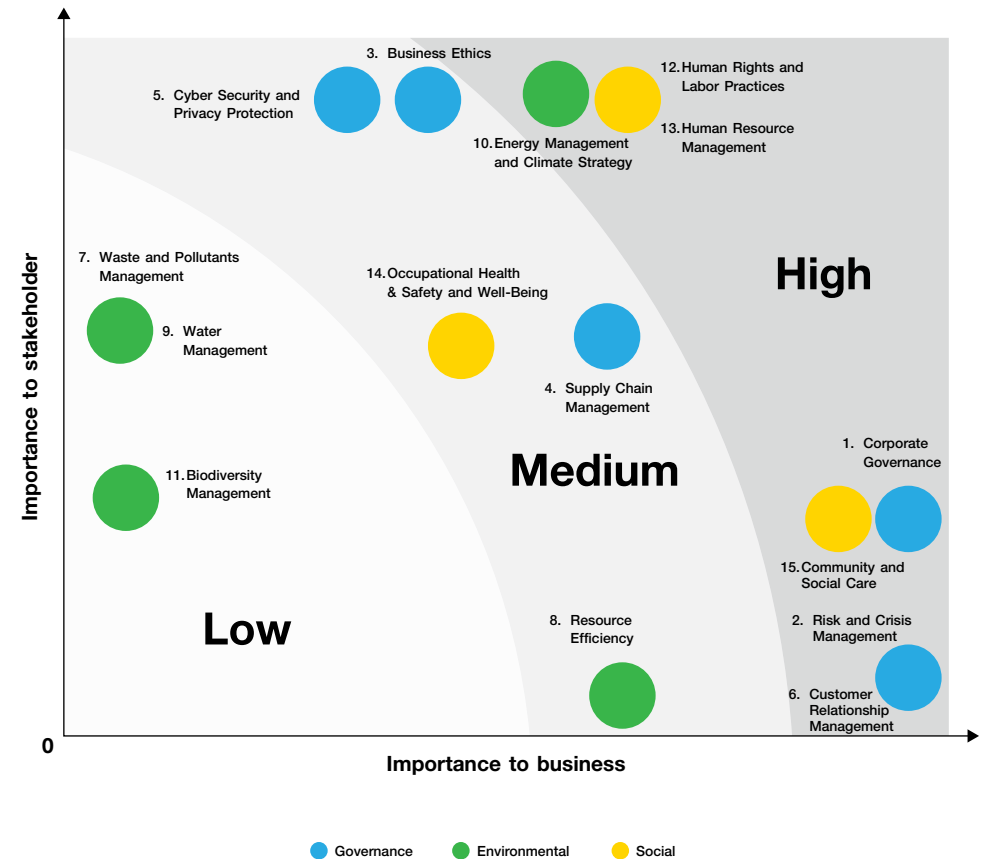
The final list of material sustainability issues is submitted to the Corporate Governance and Sustainability Committee before being presented to the Board of Directors for approval. Once approved, these material issues are used to guide the Company's sustainability strategy, risk management, performance targets, and disclosures.

7. Integration and Disclosure

Material sustainability issues are integrated into the Company's business planning risk management and performance monitoring processes and disclosed through the Company's dedicated channels, such as its website and the Annual Registration Statements/Annual Report (Form 56-1 One Report), in accordance with applicable standards.

Materiality Issues


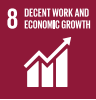



The importance levels are categorized into three levels: High, Medium, and Low, as follows:









Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
High-Level					
Corporate Governance (G)	A robust corporate governance structure and system reflects internal control mechanisms that promote fairness and transparency, as well as the role of the Board of Directors as leaders guiding the organisation toward success, while considering the interests of shareholders and the Company's responsibilities to stakeholders.	<ul style="list-style-type: none"> Strengthening board effectiveness through a diverse and skilled leadership structure. Reducing legal and regulatory risks through proactive compliance monitoring. Attracting institutional investment via high transparency and disclosure standards. Strengthening financial credibility and creditworthiness with banking institutions. Securing long-term partnerships with ethical global suppliers and investors. Reducing corruption and bribery risks through high accountability and transparency. Enhancing long-term value through the integration of ESG into business strategy Protecting the corporate reputation against scandals and loss of public trust. 	<ul style="list-style-type: none"> Sanctions and fines from regulatory bodies due to non-compliance with listing rules. Conflicts of interest resulting from inadequate oversight or weak internal controls. Erosion of shareholder trust and market valuation following governance failures. Breaches of fiduciary duty leading to legal repercussions and loss of listing status. Ineffectiveness in strategic leadership due to a lack of board independence or diversity. 	<ul style="list-style-type: none"> Establishment of a clear board structure, charter and terms of reference for sub-committees. Implementation of a robust Related Party Transaction (RPT) policy and approval process. Execution of annual board self-assessments. Enforcement of the Anti-Corruption and Bribery Policy. Implementation of a secure Whistleblowing system with identity protection. Execution of ethics training for all staff and executives. Adherence to the SEC's Corporate Governance Code for Listed Companies. Maintenance of a comprehensive Internal Audit function reporting to the Audit and Risk Committee. 	




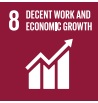



Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Human Rights and Labor Practice (S)	The comprehensive protection of fundamental rights and the promotion of fair treatment across the entire value chain, ensuring a safe workplace free from discrimination, forced labour, and child labour in alignment with the international frameworks such as the United Nations Guiding Principles (UNGPs).	<ul style="list-style-type: none"> Strengthening brand integrity by upholding international human rights standards. Building sustainable partnerships with ethical suppliers through shared values. Ensuring a harmonious workplace that respects diversity and inclusivity. 	<ul style="list-style-type: none"> Violations of labour laws resulting in legal action and operating license risks. Damage to corporate reputation due to unethical practices within the supply chain. Disruption of operations caused by labour disputes or industrial action. 	<ul style="list-style-type: none"> Enforcement of a comprehensive Human Rights Policy for all employees. Integration of human rights criteria into the Vendor Code of Conduct. Provision of accessible grievance mechanisms for reporting rights violations. 	  
Human Resource Management (S)	The strategic investment in human capital as a core business driver, focusing on merit-based recruitment, performance excellence, and engagement to support MR. D.I.Y.'s rapid nationwide expansion while fostering an "ownership" mindset that aligns with the company's cost-efficiency values.	<ul style="list-style-type: none"> Elevating the customer experience through well-trained and engaged frontline staff. Increasing operational productivity through a highly motivated workforce. Optimising talent acquisition costs by building a strong employer brand. Fostering an innovative culture through effective performance-based rewards. 	<ul style="list-style-type: none"> Deterioration of the customer experience due to inadequate staff training or low morale. Turnover of high-potential employees resulting in loss of institutional knowledge. Gaps in leadership continuity that hinder long-term succession readiness. Stagnation in store performance and operational efficiency caused by disengagement. 	<ul style="list-style-type: none"> Implementation of a transparent performance appraisal and reward system. Refinement of the recruitment process to attract diverse and skilled talent. Development of leadership programmes to ensure long-term succession readiness. Implementation of a robust Performance Management System (PMS). Provision of ongoing training programmes for both technical and soft-skill development to enhance staff competencies across the organisation. Assessment of employee engagement levels through annual satisfaction surveys. 	 






Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Risk and Crisis Management (G)	The systematic process of identifying, evaluating, and mitigating internal and external uncertainties including economic shifts, natural disasters, and climate related events to ensure business continuity.	<ul style="list-style-type: none"> Improving business resilience and agility in response to market volatility. Increasing investor confidence through transparent risk disclosures. Safeguarding the “Always Low Prices” value proposition through supply chain stability. 	<ul style="list-style-type: none"> Disruption of operations stemming from extreme weather or logistics failures. Losses of financial value from unmanaged interest rate or currency fluctuations. Diminishment of stakeholder trust following an inadequately managed crisis. 	<ul style="list-style-type: none"> Oversight by the Audit and Risk Management Committee. Implementation of a Business Continuity Plan (BCP) across all operations. 	 
Customer Relationship Management (G)	The strategic management of interactions with customers to enhance satisfaction, maintain the “Always Low Prices” promise, and protect personal data throughout the retail experience.	<ul style="list-style-type: none"> Growing brand loyalty and repeat footfall across the nationwide network. Strengthening market positioning through the delivery of certified, safe products. Elevating consumer trust via transparent product labelling and clear information. 	<ul style="list-style-type: none"> Loss of customer confidence following data privacy breaches or leaks. Declining brand equity due to inconsistent service quality or unresolved complaints. Competitive disadvantage if pricing and product variety fail to meet local demand. Liability and legal risks arising from inadequate product disclosures. 	<ul style="list-style-type: none"> Administration of a robust Personal Data Protection Act (PDPA) compliance framework. Implementation of product quality management processes ensuring full compliance with all applicable laws and relevant standards. Provision of transparent product information and usage guidelines via packaging and digital channels. Operation of multi-channel support including a 24/7 Customer Care Hotline for rapid grievance resolution. Execution of regular staff training to ensure the communication of accurate product details and safety standards, while fostering optimal customer experience. 	 






Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Energy Management and Climate Strategy (E)	The management of energy efficiency across a vast network of standalone stores and shopping mall outlets to support Thailand's Net Zero 2050 goals while reducing the operational cost-base to maintain the "Always Low Prices" promise.	<ul style="list-style-type: none"> Lowering store operating costs through large-scale energy efficiency initiatives. Enhancing resilience against volatile electricity tariffs in Thailand (Ft rates). Enhancing corporate resilience against future carbon taxes (future risk) and energy price volatility. Strengthening brand reputation as an environmentally responsible retailer. 	<ul style="list-style-type: none"> Escalation of overheads due to high-intensity lighting and cooling requirements. Erosion of investor confidence following failure to meet emission reduction targets. Regulatory penalties or sanctions for non-compliance with carbon taxes laws (future risk). 	<ul style="list-style-type: none"> Development of a Corporate Energy and Climate Management Policy, including GHG emission reduction targets, a decarbonisation roadmap, and overall climate strateg Installation of Solar PV rooftops on large-format stores and the Distribution Center (DC). Retrofitting of existing stores with high-efficiency LED lighting. Monitoring of energy intensity (kWh per THB million of revenue) to benchmark store efficiency nationwide. 	 
Community and Social Care (S)	The active engagement with and investment in local communities, leveraging MR.D.I.Y.'s nationwide footprint to create shared value through local economic support, community resilience and social well-being initiatives.	<ul style="list-style-type: none"> Securing a strong social licence to operate in diverse local provinces. Boosting local economic development through the prioritization of local recruitment. Improving community resilience through disaster relief (e.g., flood assistance). Boosting brand loyalty by being perceived as a helpful "neighbourhood" store. 	<ul style="list-style-type: none"> Antagonism from local residents due to operational disturbances or logistics-related congestion. Instability in the workforce resulting from a failure to attract and retain talent from within the local vicinity. Damage to brand reputation if community concerns or grievances are ignored. 	<ul style="list-style-type: none"> Execution of the "MR. D.I.Y. Cares" initiative to provide targeted disaster and community resilience. Operation of local-centric recruitment drives to ensure store staff are hired from within the vicinity. Engagement with local community leaders to identify and resolve operational or social concerns. Collaboration with local communities, educational institutions, and government agencies to foster social engagement and enhance the quality of the local environment. 	  





Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Medium-Level					
Supply Chain Management (G)	The oversight of the entire lifecycle of products, from ethical sourcing and procurement to logistics and distribution, ensuring adherence to relevant laws, regulations, and ESG compliance standards.	<ul style="list-style-type: none"> Optimising operational efficiency and cost-savings via logistics management. Mitigating ESG risks through the enforcement of ethical labour standards. Fortifying supply chain resilience against global and local market shocks. 	<ul style="list-style-type: none"> Interruption of store inventory due to supplier non-compliance or failure. Damage to brand reputation resulting from unethical labour practices within the chain. Escalation of costs driven by inefficient or carbon-intensive transport. 	<ul style="list-style-type: none"> Implementation of the Vendor Code of Conduct. Green Logistics initiatives, including the use of EV truck fleets. Execution of regular supplier audits covering legal, ethical, and ESG risk. Maintenance of high-volume warehousing capacity to secure nationwide product availability and stock resilience. 	 
Business Ethics (G)	Adherence to the highest standards of integrity, transparency, and accountability in all business dealings, encompassing anti-corruption, fair competition, and ethical conduct.	<ul style="list-style-type: none"> Enhancing brand reputation and customer loyalty within the Thai market. Reducing legal and regulatory compliance costs. Retaining high-calibre talent through an ethical workplace culture. 	<ul style="list-style-type: none"> Severe legal penalties and fines for non-compliance or corruption incidents. Reputational damage resulting from unethical trade practices or bribery. Potential exclusion from government or institutional partnerships. 	<ul style="list-style-type: none"> Enforcement of a Zero-tolerance Anti-Corruption Policy. Provision of anonymous Whistleblowing channels with non-retaliation protection. Strict application of the Code of Business Ethics and Conflict of Interest disclosures. Integration of ethical standards into mandatory onboarding. 	





Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Occupational Health and Safety and Well-Being (S)	The commitment to providing a safe and healthy environment for all personnel involved in logistics and store construction, ensuring high safety standards across the nationwide network.	<ul style="list-style-type: none"> Ensuring operational continuity by reducing workplace accidents and staff absenteeism. Minimising financial liabilities related to medical claims and insurance premiums. Strengthening organisational resilience through a robust and healthy workforce. 	<ul style="list-style-type: none"> Prosecution and legal penalties resulting from violations of the Occupational Safety and Health Act. Disruption of logistics and store operations caused by serious workplace injuries. Damage to brand reputation if community concerns or grievances regarding safety are ignored. 	<ul style="list-style-type: none"> Execution of mandatory safety training and emergency response drills for all personnel. Provision of comprehensive welfare and rigorous occupational health and safety standards to cultivate a high-satisfaction workplace and safeguard the holistic well-being of the workforce. Integration of safety requirements into service-level agreements (SLAs) with external contractors. Monitoring of safety performance through Total Recordable Injury Frequency Rate (TRIFR) tracking. 	 
Resource Efficiency (E)	The strategic optimization of material usage across the distribution network and retail operations, focusing on packaging reduction, water conservation, and waste diversion to support a circular economy and lower operational costs.	<ul style="list-style-type: none"> Generating significant cost savings through the reduction of secondary and tertiary packaging. Optimising resource utilisation by streamlining material handling, which reduces packaging waste and operational energy consumption within the distribution center. Strengthening brand value by addressing consumer concerns regarding plastic and packaging waste. 	<ul style="list-style-type: none"> Inflation of operating costs due to excessive material consumption and resource inefficiencies. Escalation of waste disposal expenses resulting from poor store-level segregation and recycling. Regulatory exposure to future “Extended Producer Responsibility” (EPR) and plastic tax legislation in Thailand. Damage to brand reputation if community concerns or grievances regarding local waste management are ignored. 	<ul style="list-style-type: none"> Promotion of the “Lean Resources” culture through employee awareness campaigns to reduce operational waste and material consumption. 	



Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Cyber Security and Privacy Protection (G)	The protection of corporate data and customer information from cyber threats, ensuring full compliance with the Personal Data Protection Act (PDPA) to maintain trust in digital and retail transactions.	<ul style="list-style-type: none"> Securing customer trust by ensuring the integrity and confidentiality of personal data. Protecting the business from financial loss and operational downtime caused by cyber attacks. Ensuring compliance with the Personal Data Protection Act (PDPA) requirements. 	<ul style="list-style-type: none"> Litigation and heavy fines resulting from data breaches or non-compliance with the PDPA. Interruption of retail and e-commerce services due to system vulnerabilities or hacking events. Damage to brand reputation and loss of customer loyalty following a data leak or privacy breach. 	<ul style="list-style-type: none"> Establishment of a comprehensive Cybersecurity and Data Privacy Policy, including a data governance framework. Execution of PDPA and data security awareness training for all employees. 	
Low-Level					
Waste and Pollutants Management (E)	The systematic management of operational waste, specifically carton box, and hazardous waste (e.g. batteries/bulbs), ensuring safe disposal and maximum material recovery.	<ul style="list-style-type: none"> Generating revenue through the sale of high-quality recyclable materials (carton box and LDPE plastic). Reducing operational overheads by minimising landfill disposal fees and logistics waste. Enhancing brand integrity by leading industry efforts in retail waste reduction. 	<ul style="list-style-type: none"> Escalation of operational costs due to inefficient waste handling and disposal practices. Fines and legal penalties resulting from the improper disposal of hazardous retail products. Damage to brand reputation if community grievances regarding local waste pollution are ignored. 	<ul style="list-style-type: none"> Implementation of hazardous waste protocols at the Central Distribution Center for the safe disposal of damaged retail items (e.g. batteries). Monitoring of waste diversion rates to track progress towards circularity and landfill reduction goals. 	



Material Topics	Description	Positive business impacts / opportunities	Negative business impacts / risks	Management approaches	Alignment with the SDGs
Water Management (E)	The responsible withdrawal and discharge of water within standalone stores and distribution centers, focusing on conservation and ensuring zero contamination of local water sources.	<ul style="list-style-type: none"> Ensuring business continuity during seasonal water shortages or droughts in various Thai provinces. Lowering utility expenses through the adoption of water-efficient technologies and fixtures. Mitigating local community conflict by reducing the company's water footprint in high-stress areas. 	<ul style="list-style-type: none"> Interruption of store operations in water-stressed regions due to inadequate supply or rationing. Liability risks arising from the discharge of untreated greywater from standalone store facilities. Inflation of utility costs caused by undetected leaks or inefficient water use within large warehouses. 	<ul style="list-style-type: none"> Assessment of water-stress levels. Promotion of water conservation awareness through internal campaigns to foster a culture of responsible water use. 	
Biodiversity Management (E)	The commitment to minimising the environmental impact on local ecosystems.	<ul style="list-style-type: none"> Securing faster permits and approvals by demonstrating high environmental compliance standards. 	<ul style="list-style-type: none"> Degradation of local ecosystems if store construction occurs in environmentally sensitive or protected areas. Non-compliance with the Enhancement and Conservation of National Environmental Quality Act. Damage to brand reputation if expansion is perceived as harmful to local flora and fauna. 	<ul style="list-style-type: none"> Integrating biodiversity considerations into business operations, with a focus on recognizing the interlinkages between biodiversity and ecosystems, and embedding these aspects into long-term operational practices. Promoting plastic reduction and enhancing material efficiency, to minimize environmental impacts arising from logistics and retail operations. 	



3.3 Environmental Dimensions

Environmental Stewardship

Energy Management and Climate Strategy

The Company recognizes that energy use and climate change present material risks and opportunities that may affect operating costs, supply chain resilience, asset reliability, and long-term business continuity. As a nationwide retailer with an extensive store network, distribution centers, and logistics operations, the Company considers effective energy and climate management essential to sustaining operational efficiency, managing regulatory and physical climate risks, and supporting long-term value creation for stakeholders.

In response, the Company recognizes the importance of transitioning towards Net Zero GHG emissions and is exploring pathways aligned with the 2050 timeframe in alignment with Thailand's national climate objectives. This commitment begins with internal operational readiness, underpinning the Company's approach to integrating energy efficiency and emissions reduction across our own facilities and corporate practices.

The Company's management approach focuses on identifying and managing climate-related risks and opportunities, and continuous performance monitoring.

Performance is monitored through relevant indicators, including energy efficiency outcomes, emissions trends, and external benchmarks such as ESG ratings. This approach provides a foundation for the Company's policies, strategies, and action plans on energy management and climate change, ensuring alignment with recognized sustainability frameworks and supporting transparent disclosure to stakeholders.

To ensure robust climate governance and transparency, the Company's management approach acknowledges the relevance of climate related risks and opportunities in alignment with international disclosure frameworks. We are currently exploring how such factors may be integrated within our operational planning and efficiency initiatives. This evaluative approach aims to enhance our understanding of energy price volatility and support corporate resilience, thereby contributing to long term cost competitiveness and strategic readiness.

1. The Environmental and Climate Policy

The Company recognizes that energy use and climate change have significant operational and financial implications across its nationwide retail and logistics operations. Its Environmental, Social, and Governance (ESG) Policy reflects a strategic commitment to sustainability by integrating energy efficiency, and renewable energy adoption. The policy also guides decision-making, risk management, and performance measurement to ensure ethical, transparent, and sustainable growth.

At present, the Company is strengthening its approach to climate change through the development of a climate strategy, with the objective of enhancing the effectiveness of identifying and assessing climate-related risks and opportunities. This process supports the Company's goals of improving operational efficiency and strengthening organisational resilience, in line with the future transition toward a low-carbon economy. Key initiatives include.

- **Energy Efficiency and Renewable Energy:** Upgrading stores and distribution centers with LED lighting, and on-site solar PV installations to reduce energy intensity and mitigate exposure to energy price volatility.
- **Fleet Electrification and Decarbonisation:** The Company has commenced the adoption of electric and low-emission vehicles within its logistics fleet, currently comprising eight vehicles. Fuel consumption and emissions performance are monitored to establish baseline data, which supports ongoing assessment of operational efficiency and emissions intensity. Measuring energy consumption, emissions intensity, and renewable energy share, and reporting in line with recognized frameworks to enhance transparency and investor confidence.

This approach aligns with the Company's ESG Policy, supports Thailand's national climate goals, and provides a foundation to progressively strengthen the Company's approach to managing climate-related risks and opportunities over time, while creating long-term value for stakeholders.



2. Governance of Energy and Climate Change Management

The Company's climate strategy is overseen by the Board of Directors and the Corporate Governance and Sustainability Committee. The Corporate Governance and Sustainability Committee is responsible for defining strategies, setting targets, and reviewing performance twice a year. Management, led by the Chief Executive Officer, is tasked with executing these strategies and managing climate-related risks and opportunities. To support these efforts, a Sustainability Development Working Team, comprising key executives from various business units, ensures operational efficiency and emission reduction across the Company. Please refer to Part 2 No.7 Corporate Governance Structure and Significant Information related to the Board of Directors, Subcommittees, Executives, Employees and Others for more information.

3. Decarbonisation Roadmap: Strategic Energy Management and Climate Action

The Company acknowledges that climate change is a systemic challenge with far reaching impacts on the economy and society. While retail is not a primary manufacturing industry, the Company's value chain, specifically logistics, distribution, and branch operations, contributes to greenhouse gas (GHG) emissions through energy consumption. Consequently, the Group is in progress of developing strategy to reduce fossil fuel dependency, increase renewable energy uptake, and utilize nature based solutions to mitigate its environmental footprint.

In 2025, the Company achieved a significant milestone in climate transparency by completing a systematic assessment of its Carbon Footprint for Organisation (CFO). To ensure investor-grade data, the Group engaged Green Style Co., Ltd. as a technical consultant and obtained third-party verification from LRQA (Thailand) Co., Ltd. This process adheres to the requirements of the Thailand Greenhouse Gas Management Organisation (TGO), providing a verified baseline to support the Group's future low-carbon transition planning.

3.1 Greenhouse Gas (GHG) Emissions Inventory

The Company monitors its emissions to identify high-impact areas for decarbonisation. Currently, the reporting scope includes the Head Office of the Company at WHA tower 12th, 12Ath floor, the Head Office of STG at Bhiraaj Tower at BITEC 14th floor, the three-storey office building (MDTT/MDKK), the Central Distribution Center, the Regional Distribution Centers; and the KM.21 Distribution Center, with plans to expand this scope to include all retail branches in the future.

3.2 Energy Consumption and Renewable Transition

The Company views energy efficiency as a core driver of its 'Always Low Prices' promise. While total electricity consumption increased to 94.5 million kWh in 2025 due to store expansions, the Company is aggressively scaling its renewable energy mix.

- **Solar PV Expansion:** In 2025, the Company generated over 2,250,000 kWh from solar energy. For 2026, the Company plans to further expand its solar installations by adding approximately 7,000,000 kWh of additional capacity through installations at both newly opened branches and existing stores.
- **Cost Efficiency:** At the Central Distribution Center, solar integration has already reduced energy costs by 19%, while standalone branches equipped with solar see an average cost reduction of 35%.

3.3 Strategic Mitigation and Adaptation

The Company is currently integrating climate risk assessment into its Enterprise Risk Management (ERM) framework to address both physical risks to logistics and transition risks. Key projects include:

- **EV Transport Pilot:** The Company has introduced eight electric trucks (EV Trucks) to replace internal combustion engines. This initiative has saved approximately 52,000 litres of diesel and reduced emissions by 140 tCO₂e annually.
- **Nature-Based Solutions:** In 2025, the Company partnered with the Royal Forest Department for a 10-year reforestation project in Saraburi Province. This initiative focuses on long-term carbon sequestration and biodiversity conservation.
- **Internal Advocacy:** Through the MR. D.I.Y. Cares programme, the Company promotes energy and resource conservation awareness among employees via infographics and internal campaigns.



3.4 Operational Intensity and Efficiency Metrics

To accurately evaluate the effectiveness of its decarbonisation strategy, the Company monitors intensity ratios that link environmental impact to business scale. This approach ensures that the Group's growth remains decoupled from its carbon and energy intensity.

3.4.1 GHG Emissions Intensity (Scope 1 & 2)

The Company tracks its greenhouse gas emissions relative to total revenue to measure the carbon efficiency of its value chain. This metric allows for a meaningful comparison of performance as the Group expands its retail footprint across Thailand.

- Denominator: Total Revenue (THB million)
- Boundary: Includes Scope 1 (logistics and MHE) and Scope 2 (purchased electricity) for verified sites.

GHG Intensity Metric	Unit	2023	2024	2025
Total Verified GHG Emissions	tCO ₂ e	4,325	5,038	7,213
Total Revenue	Million THB	12,832.2	16,214.4	20,198.7
GHG Emissions Intensity	tCO ₂ e/Million THB	0.34	0.31	0.36

3.4.2 Energy Intensity

Energy intensity is a primary Key Performance Indicator (KPI) for the Group's retail operations. By monitoring electricity consumption per unit of revenue, the Company can validate the impact of its Solar PV rollout and energy-saving technologies (e.g. LED).

- **Retail Efficiency:** Standardized "Green Store" designs are expected to lower the energy intensity.

Energy Intensity Metric	Unit	2023	2024	2025
Total Electricity Consumption	Million kWh	58.5	79.7	94.5
Energy Intensity (Revenue)	kWh/Million THB	4,556.6	4,914.6	4,678.7

4. Strategic Climate Partnerships and Collective Action

The Company recognizes that addressing climate change requires collective action and the sharing of expertise. To ensure its strategies remain aligned to support alignment with global best practice and national priorities, the Company engages with specialized bodies to maintain robust, transparent, and independently verified climate disclosures. It also participates in industry forums to exchange insights on sustainable retail and green logistics, fostering collaboration and continuous improvement.

Organization	Nature of Engagement/ Involvement	Strategic Objective
Thailand Greenhouse Gas Management Organization (TGO)	Certification and Alignment	To achieve verified Carbon Footprint for Organization (CFO) status, covering its primary logistics hubs and Head Office. This involvement ensures that the Company's emissions data is calculated in accordance with the national guidelines.
Royal Forest Department	10-Year Project Partnership	To execute nature-based solutions (NbS) for carbon sequestration in Saraburi.
Bangkok Metropolitan Administration (BMA)	Operational Collaboration	To scale circular economy projects that reduce landfill-related emissions such as the "Magic Hands" plastic upcycling initiative.



Resource Efficiency

The Company's commitment to its 'Always Low Prices' promise is fundamentally linked to resource efficiency. By minimising waste and optimising the use of materials, the Company reduces operational costs while mitigating its environmental impact.

1. Nationwide "Green Store" Standards

The Company manages its environmental footprint through a Standardized Retail Environmental Protocol applied across its nationwide network. This ensures that sustainability is not limited to flagship sites but is a group-wide standard.

The implementation of the Green Store standard primarily focuses on locations where the Company can directly manage energy infrastructure, particularly standalone stores located outside shopping centers. For stores located within shopping malls, energy efficiency measures are implemented in alignment with the infrastructure and operational constraints of the building.

- **Energy-Efficient Infrastructure:** All new outlets are equipped with high-efficiency LED lighting and inverter-based air conditioning units to minimize electricity consumption.
- **Operational Controls:** Under the "MR. D.I.Y. Cares" initiative, energy-saving measures are implemented in non-customer-facing areas, including switching off lights in back-of-house areas during lunch breaks and unplugging non-essential electronics after hours.

Some standalone stores established prior to 2023 are currently undergoing phased upgrades to align with the Green Store standard. Meanwhile, all newly opened standalone stores are designed and operated in accordance with these guidelines from the outset. This approach supports continuous improvement in energy efficiency while reinforcing the Company's commitment to environmentally responsible retail operations.

2. Logistics Excellence and Fleet Modernization

The Company's logistics strategy to optimize resource use.

- **Fleet Electrification:** The Company has operated a 100% electric forklifts across all warehouses since inception. The Company currently operates eight electric vehicles (EV trucks) as part of its logistics fleet supporting an estimated reduction of approximately 140 tCO₂e in Scope 1 emissions annually.

3. Circular Economy and Material Stewardship

The Company adopts a circular approach to manage materials and waste throughout the value chain.

- **Closed-loop Material Recovery:** The Company systematically recovers transit materials, including cardboard, from its distribution network for reuse. In 2025, the Company focused on reducing carton box usage through packaging optimization and reusable crate systems.
- **Plastic Waste Mitigation:** To celebrate reaching 800 stores, the Company donated 1,000 recycled plastic bottles to be converted into reflective safety garments for sanitation workers of the Bangkok Metropolitan Administration (BMA).
- **Water Stewardship:** The Company has initiated the monitoring of water consumption at its headquarters, hubs and distribution centers (DCs) within the same organizational boundary as the CFO's reporting scope. Data collection commenced in 2025 as the first year of systematic water consumption tracking, supporting the Company's efforts to improve resource management and water stewardship. In parallel, the Company has undertaken internal awareness initiatives to educate and engage employees on the importance of responsible water use and conservation practices across its operations.

Performance Indicator	Unit	2023	2024	2025	Target
Total Number of Green Stores	Branches	430	590	782	100% of New Standalone Sites
Electric Forklift Adoption	Percent	100	100	100	Maintain
Eco-Product Revenue Share	Percent	N/A	4.5	4.9	5

Waste and Pollutants Management

The Company recognizes the importance of responsible waste management as part of its environmental stewardship efforts. While waste management practices are being progressively strengthened, the Company continues to enhance its approach to waste segregation, material recovery, and collaboration with relevant stakeholders to reduce environmental impact across its operations.



1. Circular Economy and Plastic Upcycling

The Company views plastic waste as a valuable resource that can be reintegrated into the economy through upcycling initiatives.

- **Closed-loop Upcycling:** Through the “MR. D.I.Y. Cares” program, the Company leads the “Magic Hands” project in collaboration with the Bangkok Metropolitan Administration (BMA). In 2025, the Group collected and donated over 1,000 used plastic bottles to be upcycled into high-visibility safety vests for road sweepers, directly enhancing worker safety while reducing plastic pollution.
- **Material Stewardship:** The Company has expanded its “Green Culture” internally, encouraging employees to participate in waste segregation and reduction campaigns for the second consecutive year to mitigate the Group’s broader environmental footprint.

2. Packaging Waste and Resource Recovery

Managing packaging waste is a critical operational priority to maintain the Group’s efficiency and sustainability targets.

- **Secondary Packaging Reduction:** The Company has introduced the use of reusable transit crates within its distribution network and also promotes the reuse of carton boxes. On average, carton boxes are reused approximately 8 – 10 times, depending on their condition.
- **Sustainable Product Portfolio:** To address downstream waste, the Company has expanded its range of eco-friendly products, which now contributes total revenue. These products include items made from recycled materials, biodegradables, and reusable alternatives.

3. Management of Pollutants and Hazardous Waste

The Company adheres to stringent protocols and national regulations to manage hazardous materials and prevent environmental contamination.

- **Logistics and Fleet Pollutants:** To reduce air pollutants and particulate matter, the Company conducts regular inspections of its -truck logistics fleet. The transition to 8 EV trucks further eliminates tailpipe emissions, saving approximately 52,000 litres of diesel annually

- **Hazardous Waste Compliance:** The Company ensures that hazardous waste is managed according to international standards and legal requirements. All toxic waste is safely handled and outsourced to authorized agencies with thorough documentation to ensure proper disposal.

Performance Indicator	Unit	2023	2024	2025
Material Recovery & Upcycling				
	Units			
Eco-Product Revenue Share	Percent	N/A	4.5	4.9
Pollutant Reduction (Logistics)				
	Units			
EV Transport Fleet Deployment	Units	0	6	8
Estimated Diesel Consumption Avoided (EV Pilot)	Litres	0	50,040	52,000
Avoided Tailpipe Emissions (Scope 1) ¹	tCO ₂ e	0	135	140
Non-Hazardous Waste Management				
	Tonnes			
Total Weight of Non-Hazardous Waste (carton boxes)	Tonnes	3,660	4,603	3,812
Hazardous Waste Management				
	Tonnes			
Total Weight of Hazardous Waste ²	Tonnes	29.5	41.6	43.1
Operational Hazardous Waste Segregated ³	Percent	100	100	100
Legal Compliance for Toxic Disposal	Percent	100	100	100

Remarks:

¹ Avoided Tailpipe Emissions (Scope 1) are estimated based on an emission factor (EF) of 0.1616 per litre.

² The reported “Total Weight of Hazardous Waste” is based on data from the central distribution center.

³ Data cover the central distribution center only.



Water Management

The Company recognizes water as a shared and finite natural resource essential to environmental stability and community well-being. While the Group's retail-focused business model is not water-intensive, the Company adopts a proactive stewardship approach to ensure efficient consumption

1. Water Stewardship and Conservation

The Group integrates water conservation into its operational guidelines to safeguard resources and ensure long-term business continuity.

- **Operational Efficiency:** The Company implements water-saving measures across its core network, with approximately 90% of sanitary fixtures designed to be water-efficient, reflecting the standardization of low-flow fixtures.
- **Internal Awareness:** Through the "MR. D.I.Y. Cares" initiative, the Company promotes responsible water usage among its employees. Internal campaigns and infographics, such as those used at the MR.DIY WHA Tower, encourage staff to "use water wisely" and ensure all taps are fully closed after use to prevent wastage.

2. Environmental Protection and Resilience

The Company's water management strategy extends beyond consumption to include the protection of the surrounding environment from operational impacts.

- **Safeguarding Natural Ecosystems:** As part of its environmental responsibility, the Company's current water and environmental management practices primarily focus on its distribution centers, with the objective of avoiding adverse impacts on local water resources and surrounding environments.
- **Physical Climate Risk Mitigation:** The Company is currently studying the integration of climate risk assessments into its Enterprise Risk Management (ERM) framework. This includes analysing physical risks, such as floods, that could impact logistics and distribution hubs, ensuring that infrastructure is resilient to water-related climate challenges.

Performance Indicator	Unit	2023	2024	2025
Total Water Consumption	m ³	N/A	N/A	32,204
Water Intensity (Revenue)	m ³ /Million THB	N/A	N/A	1.6

Remark: m³ = cubic meter

The reported water consumption covers only the central warehouse, regional distribution centers, WHA KM distribution center, and the WHA Tower office. The Company is currently exploring methods to collect water usage data from branch offices in the future.

Biodiversity Management

The Company acknowledges its responsibility to protect and restore natural ecosystems as an integral part of its commitment to long-term environmental stewardship. While the Group's core retail operations have a relatively low direct impact on biodiversity compared to industrial sectors, the Company proactively invests in nature-based solutions (NbS) and ecological conservation to mitigate climate change and preserve Thailand's local flora and fauna. Through strategic partnerships and multi-year reforestation initiatives, the Company seeks to contribute to the long-term restoration of environmental balance.

1. Strategic Ecosystem Restoration

The Company views biodiversity as a critical pillar of environmental resilience. To support this, the Company has launched long-term reforestation initiatives designed to restore degraded lands and enhance carbon sequestration.

- **Saraburi Reforestation Project:** Since 2025, the Company has partnered with the Royal Forest Department to initiate a 10-year reforestation project at Khao Takra, Saraburi Province. This project utilizes nature-based solutions (NbS) to restore the balance of the local ecosystem through the planting and maintenance of indigenous tree species.
- **Biodiversity Conservation:** Beyond carbon absorption, the initiative focuses on protecting local plants to maintain ecological equilibrium and support the long-term environmental security of the surrounding communities.



3.4 Social Dimension

Human Rights and Labor Practice

Commitment, Challenges, and Opportunities

Our workforce is the backbone of our “Always Low Prices” promise. As one of Thailand’s fastest-growing retailers with over 1,100 stores and 12,000+ employees, the Company recognizes that our scale brings a significant responsibility to protect human rights and support a fair labor practice.

The Company is committed to upholding of human rights and fair labour practices across our extensive network of stores, distribution centers, and offices. Our approach is aligned with the United Nations Guiding Principles on Business and Human Rights (UNGPs) and the International Labour Organization (ILO) Core Labour Standards. The Board of Directors holds ultimate responsibility for the Company’s sustainability direction and ensures that social risks, particularly those related to human rights and labour practices, are integrated into the long-term strategic objectives.

The management approach is designed to transform these challenges into a robust framework of protection and empowerment.

1. **Strict Compliance:** Adherence to the Thai Labour Protection Act and all relevant national regulations.
2. **Zero Tolerance:** A firm stance against child labour, forced labour, modern slavery, and all forms of workplace discrimination or harassment.
3. **Continuous Engagement:** Maintaining open communication channels with our 12,000+ employees to ensure their welfare and professional growth.

Targets

1. Maintain zero substantiated complaints related to human rights and labour practices on an annual basis, with all reported cases investigated and addressed in a timely and transparent manner.
2. Ensure that 100 percent of employees acknowledge the Company’s policies related to human rights annually.
3. Provide specialized human rights management training to 100 percent of employees at supervisory level and above on an annual basis

2025 Performance Achieved Against Targets

1. The number of complaints related to human rights and labour practices was zero.
2. 100 percent of employees acknowledged the Company’s policies related to human rights during the year.
3. 100 percent of employees at supervisory level received specialized training on human rights management and upholding

Policy and Commitment

The Company maintains a governance structure to ensure that human rights and labour standards are integrated into every level of our operations. These commitments are embedded within various corporate policies, internal guidelines, and operational practices:

1. **Human Rights and Labour Standards:** The Company upholds the protection of the rights of our employees, customers, local communities, and society at large. The Company strictly prohibit any form of child labour, forced labour, modern slavery, or human trafficking,
2. **Diversity & Inclusion Practices:** The Company foster an inclusive workplace that respects the unique backgrounds of our employees. Our policy ensures that employment decisions are based on merit and capability, prohibiting discrimination based on gender, age, religion, ethnicity, or physical ability.
3. **Whistleblowing Mechanism:** led by the Internal Audit Department, with cross-functional support provided by the Human Resources and Company Secretary and Legal departments. This collaborative structure ensures that the mechanism provides a secure and confidential channel for reporting unethical conduct or human rights violations.

The Company guarantees non-retaliation for all whistleblowers, ensuring that all grievances are investigated independently, transparently, and with the appropriate legal and personnel expertise.



Human Rights Due Diligence (HRDD) Process

The Company is currently establishing a comprehensive Human Rights Due Diligence (HRDD) process, designed as an ongoing and proactive cycle. This framework will enable us to systematically identify, prevent, and mitigate potential adverse human rights impacts across our extensive operations and supply chain.

In developing this approach, the Company is aligning with the four-step framework mandated by the United Nations Guiding Principles on Business and Human Rights (UNGPs). This commitment ensures that as we scale, our growth is matched by a robust mechanism to protect the rights and dignity of all stakeholders involved in our business.

Performance and Actions

The Company actively engages in initiatives that go beyond policy compliance to ensure the well-being and human rights respect of its workforce and uphold the integrity of its supply chain.

1. Internal Labour and Employee Welfare

- **Local Economic Empowerment**, the Company has generated significant social impact by employing over 12,000 personnel. By prioritizing the hiring of more than 9,000 local community members, the Company directly supports regional livelihoods and helps reduce economic inequality in line with SDG 8.
- **Support for Vulnerable Groups**: In accordance with its Human Resources Management Policy, the Company actively employs disadvantaged persons, including the elderly and those with disabilities. Roles are specifically tailored to individual capabilities to ensure a safe, dignified, and supportive working environment.
- **Empowerment through Training**: While all employees are required to acknowledge and adhere to the Code of Business Ethics, the Company has further strengthened this commitment by launching a formal training programme in August 2025, with dedicated modules on human rights, anti-discrimination, and the prevention of workplace harassment.
- **Safety & Health Oversight**: The Company maintains a Corporate OHS Committee that conducts monthly meetings to monitor safety performance. This ensures that preventative measures are consistently applied across all stores and distribution centers to protect the physical well-being of the workforce.

- **Freedom of Association and Open Dialogue**: The Company strictly adheres to a policy of non-restriction regarding the freedom of association and has formally established the Welfare Committee in the Workplace. This committee serves as the primary formal mechanism for social dialogue between management and the workforce, ensuring that employee rights are respected.

As part of the Company's commitment to upholding labour rights, the Welfare Committee has been established to represent the interests of all employees, with the following core responsibilities:

- **Representation**: Serving as an essential intermediary to communicate employee suggestions, needs, and perspectives directly to the Executive Management team.
- **Consultation**: Engaging in formal consultative meetings on at least a quarterly basis to collaboratively develop and enhance welfare benefits, ensuring they remain appropriate, inclusive, and effective.
- **Feedback and Transparency**: Providing a transparent and secure channel for personnel at the operational and store levels to report issues or concerns, ensuring that grassroots feedback reaches the decision-making level.

Apart from the Welfare Committee, our executives regularly conduct site visits to stores and distribution centers to engage with the workforce, ensuring that the corporate culture of "Always Low Prices" is balanced with an "Always Listening" approach to employee feedback.

2. Supply Chain and Community Action (Employee Volunteering Support)

- **Supplier Accountability**: The Company ensures "human rights respect" extends to its business partners by requiring 100 percent of new local suppliers to sign the Vendor Integrity Pledge. This mandates compliance with international labour standards, including elimination of child, forced labour and modern slavery.



- **The “Bangkok Magic Hands” Project:** As a practical example of safety-focused community action, the Company donated 1,000 recycled PET bottles to be upcycled into reflective safety garments for BMA sanitation workers. This initiative highlights the Company’s commitment to the safety of workers within the broader community. Additionally, employees from the Company’s distribution centers and head office were actively involved in the collection and sorting of recycled materials. This project engaged staff in a circular economy initiative to provide safety gear for municipal workers, fostering a sense of shared community safety.



Employee Grievance Mechanism

In accordance with the Whistleblowing Policy, the Company provides a formal, transparent mechanism for all personnel, third parties, and the public to report genuine concerns regarding actual or suspected misconduct. This framework ensures that grievances are addressed with the highest standards of integrity and fairness.

1. Reporting Channels

The Company has established multiple dedicated channels to facilitate the reporting of misconduct, including bribery, corruption, or illegal acts:

- **Whistleblowing Unit (Internal Audit):** Reports can be submitted via a dedicated email address at th.whistleblower@mrdiy.com.

- **Direct Communication with Head of Internal Audit:** Whistleblowers may also report directly to the Head of Internal Audit via th.internalaudit@mrdiy.com
- **Audit and Risk Management Committee:** Chairperson or Other Directors (Independent Directors)

Reports may be submitted by post or email to the following address:

MR.D.I.Y. Holding (Thailand) Public Company Limited
No.777 WHA Tower, 12th Floor, Moo 13, Deberatna Road (Bangna-Trad) KM.7,
Bang Kaeo, Bang Phli, Samut Prakan 10540, Thailand
Email: th.armc@mrdiy.com



Scan the QR Code to access
the full Whistleblowing Policy.



2. Resolution and Investigation Process

Upon receiving a disclosure, the Company follows a structured procedure to ensure an independent and thorough resolution:

- **Initial Screening:** The Internal Audit Department is responsible for promptly reviewing the information and facts relating to any complaints or reports concerning corruption or bribery and shall establish a working committee to conduct the investigation.
- **Fact-Finding & Investigation:** An independent investigation team is appointed to gather facts and interview relevant parties. This process is typically completed within 30 to 60 days. For complex cases requiring Board of Directors’ resolutions, the timeline is extended to 60 to 90 days.
- **Domestic Inquiry:** For verified misconduct, a Panel of Domestic Inquiry is convened to review the findings and recommend appropriate actions.
- **Decision and Remediation:** Final disciplinary actions, which may include termination or legal proceedings.



3. Protection and Confidentiality

The Company is committed to the “Access to Remedy” pillar of the UNGPs by providing a safe reporting environment:

- **Anonymity:** Whistleblowers are permitted to report on an anonymous basis, although they are encouraged to provide contact details to facilitate more effective investigations.
- **Confidentiality:** The identity of the whistleblower and the details of the investigation are kept strictly confidential to the extent practicable.
- **Non-Retaliation:** The Company strictly prohibits and does not tolerate retaliation of any kind, such as dismissal, demotion, or harassment, against any individual who makes a report in good faith.

Human Resource Management

Commitment, Challenges, and Opportunities

As a leading retailer with a nationwide network across Thailand, MR. D.I.Y. identifies its workforce as a material factor in the delivery of the “D.I.Y. for a Sustainable Future” strategy. The Company’s employees enable the execution of business objectives and the delivery of social outcomes, particularly under the “Y - Yield Positive Impact for Communities” strategic pillar. Human capital management is therefore considered material, given its direct influence on operational efficiency and the Company’s ability to maintain its “Always Low Prices” value proposition.

The Company maintains policies and practices designed to promote responsible labour standards, including respect for human rights, fair remuneration, appropriate working hours, and employee development. These practices are aligned with International Labour Organization (ILO) principles, as well as applicable local laws and regulations. To ensure comprehensive understanding and compliance across our nationwide operations, these policies are formally communicated to all employees and are translated into relevant local languages, providing a consistent and accessible framework for our diverse workforce.

Strategic Impact and Value Creation

The Company considers workforce development to be a key contributor to business resilience and long-term value creation. Structured talent attraction, skills development, and employee engagement support productivity, service quality, and profitability. These practices enable consistent customer experience, reinforce brand trust, and support the Company’s ability to operate effectively across its nationwide store network.

The Company recognizes the potential for negative impacts where workforce development and engagement are insufficient. Such shortcomings may limit scalability, adversely affect service quality, and increase operational and reputational risks through lower employee morale and weakened stakeholder relationships. To mitigate these risks, the Company implements responsible labour practices, including respect for human rights, fair remuneration, and ongoing employee development. These measures support workforce stability, reduce operational risk exposure, and underpin sustainable long-term growth.

Targets

- Achieve an annual employee engagement score of 80 percent or higher.
- Provide a minimum of 16 training hours per employee per year to enhance vocational capabilities.
- Maintain zero incidents of non-compliance with labour laws and standards annually.

2025 Performance Achieved Against Targets

- Increased the engagement score to 80 percent in 2025, up from 75 percent in 2024.
- Delivered an average of 21.8 training hours per employee.
- Maintained zero reported incidents of non-compliance with labour standards and regulations.

Management Approach

Delivering High Impact through People

At MR. D.I.Y., we transform our strategic commitments into operational excellence through a structured human capital development framework. By integrating rigorous discipline with a supportive workplace culture, we ensure that our nationwide expansion translates into shared prosperity for our employees and consistent value for our customers.

Our approach is built upon a foundation of operational integrity and proactive risk management. We deliver high impact by empowering our workforce through comprehensive standardization and health and safety protocols, ensuring that every team member is equipped to perform their role safely, ethically, and efficiently.



1. Fair Remuneration and Economic Resilience: The Company's approach to human capital is anchored in the MR. D.I.Y. Code of Business Ethics, which provides the formal ethical grounding for all employee-related policies. The Group recognizes that long-term success is dependent on the trust and confidence of its employees; therefore, it mandates fairness and integrity across the entire employment life cycle.

- **Merit-based Employment:** To ensure operational excellence, the Company conducts its employment processes by considering individual ability, position fit, and culture fit. This meritocratic approach ensures that the most capable individuals are selected to deliver the Company's value proposition across its nationwide network.
- **Fair Remuneration Framework:** The Company's compensation framework is built on the principle of "Equal Pay for Equal Work". The Company utilizes standardized pay scales that ensure full compliance with national minimum wage requirements.
- **Economic Resilience and Benefits:** The Company provides fair and consistent employment terms and employee benefits that are aligned with both individual contribution and overall company performance. These benefits are systematically benchmarked against market practices to ensure competitiveness and include comprehensive medical insurance and provident fund contributions to support employees' financial security and long-term well-being.

Such provisions are strategically designed to strengthen the economic resilience of the workforce and enhance their ability to support their families, while simultaneously reinforcing operational stability and sustainable business growth. This integrated approach reflects the Company's commitment to responsible human resource management and the promotion of shared value for both its employees and the wider community

2. Workforce Well-being and Operational Efficiency: To support work-life balance and put effort into managing excessive working hours, the Company provides eligible units with the freedom to choose between available two-shift schedule options. This innovation not only supports employee well-being but also ensures our stores remain optimally staffed to serve customers efficiently without compromising labour standards. Furthermore, we have invested in dedicated communal areas at our head office to provide staff with a rest-conducive environment, helping to reduce workplace stress and maintain high productivity.

3. The Company Capability Building and Workforce Development: The Company actively supports human resource development by organizing structured training programmes and academic seminars to ensure the workforce remains equipped with both vocational excellence and strong ethical foundations. The Company bridges skills gaps through a systematic Training Needs Analysis (TNA), categorising development into three core pillars:

- **Standard Operating Procedures (SOPs) and Organisational Culture:** The Company has established and implemented clear Standard Operating Procedures (SOPs) to promote alignment with corporate policies, while educating personnel on ethical principles and positive moral values. These efforts support consistent operational practices and foster a culture of integrity across the organisation.
- **Safety and Compliance:** Mandatory training includes fire drills, first aid, and CPR certification, ensuring the workforce operates in full compliance with health and safety laws.
- **Soft Skills and Leadership:** Training focuses on effective communication, team management, and critical thinking to enhance professional efficiency and support career progression.

In 2025, the Company worked with Kasetsart University Sriracha Campus under an existing Memorandum of Understanding (MOU) to host the "Ultimate Marketing Plan Contest 2025" for the second consecutive year. The activity offers a platform for students to gain practical exposure to retail management and marketing practices. The 2025 contest successfully achieved broad engagement, bringing together 117 fourth-year students from the Digital Marketing and Branding programme, who competed across nine distinct teams from the Faculty of Management Sciences. Under the guidance of expert lecturers and retail industry specialists, the programme specifically targeted the enhancement of marketing skills by challenging participants to design comprehensive integrated marketing communication (IMC) plans.

Through this partnership, students were empowered to demonstrate strategic and analytical thinking while addressing real consumer behaviours, effectively preparing them for future career journeys in the marketing sector. The impact of the initiative was further reinforced by providing clear career pathways, with successful participants receiving formal certificates and vouchers.



4. Integrity and Confidential Grievance Mechanisms: The Company maintains a zero-tolerance stance toward bullying, harassment, and any form of misconduct. To uphold ethical standards, we have established a formal Whistleblowing Policy that provides a framework for employees and external stakeholders to report concerns.

The grievance mechanism is supported by the availability of reporting channels for the workforce. In the engagement of our workforce with our reporting channels. In 2025, the Company maintained its commitment to transparency by ensuring that every reported case was subject to a rigorous and impartial investigation process.

- **Incident Reporting:** For the 2025 reporting period, MR. D.I.Y. maintained zero reported incidents of non-compliance with labour standards and regulations across our nationwide operations.
- **Resolution Efficiency:** In accordance with internal protocols, the timeframe for investigations is determined by case complexity. Investigations are typically completed within 30 to 60 days, while highly complex cases subject to review and approval by the Board of Directors may take approximately 60 to 90 days.
- **Anti-Retaliation:** To ensure a safe reporting culture, the Company strictly prohibits retaliation. During 2025, there were no confirmed incidents of retaliation against individuals who utilized the whistleblowing or grievance channels in good faith.
- **Reporting Channels and Protection:** Stakeholders may report concerns via direct supervisors (Manager level and above), a dedicated whistleblowing email address, or written submission to the Head of Internal Audit or the Chairman of the Audit and Risk Management Committee. The identity of the whistleblower is kept confidential to the fullest extent permitted by law, ensuring fairness and integrity for all parties involved.

5. Evaluating Effectiveness: To ensure the continuous improvement of our human capital strategies, the Company implements a rigorous evaluation framework. The Company maintains a 100 percent completion rate for annual performance reviews, where every permanent staff member undergoes systematic performance evaluations aligned with their roles and responsibilities, and 100 percent received formal feedback for their improvement. These results serve as a primary data source for identifying future training needs and career development opportunities.

6. Employee Voice and Representation: The Company is committed to fostering an environment where every employee has a voice. The Company respects the right to freedom of association and collective bargaining. To ensure that the workforce of over 12,000 individuals has effective channels for dialogue, the Company utilizes the following structured mechanisms:

- **The Welfare Committee:** The Company has established a Welfare Committee. This committee serves as a formal bipartisan platform for social dialogue between management and the workforce.
 - **Democratic Representation:** The committee is composed of employee representatives who are democratically elected by their peers. These representatives act as the collective voice for the diverse workforce, ensuring that employee interests are represented in decision-making processes regarding workplace conditions.
- **Labour-Management Relations and Operational Change:** The Company recognizes that clear and timely communication is essential to maintaining trust and organisational stability. The Company uses the Welfare Committee and internal digital communication channels as the primary means of informing employees about significant operational developments.
- **Employee Engagement Committee:** In addition to the Welfare Committee, operating alongside the Welfare Committee, the Employee Engagement Committee serves as a cross departmental body tasked with providing recommendations and guidance to the HR department based on employee feedback. The committee translates staff voices into actionable suggestions regarding internal corporate activities, employee benefits and health promotion initiatives.



Occupational Health and Safety

Commitment, Challenges, and Opportunities

The Company recognizes Occupational Health and Safety (“OHS”) as a core pillar of operational excellence. Given a nationwide footprint of over 1,100 retail stores and high capacity distribution centers, the Company recognizes that managing safety is critical to protecting over 12,000 employees and maintaining the trust of millions of customers. OHS is identified as one of our materiality issue due to the nature of retail business, which involves the handling of diverse product categories, high density shelving, and complex logistics movements. The Company is committed to fostering a proactive safety culture where every employee is empowered to prioritize well being.

Policy and Scope

The Company places the highest priority on the safety management of its employees. To this end, the Company is in the process of proposing an Occupational Health, Safety, and Working Environment Policy to the Board of Directors, intended to serve as the overarching framework for safeguarding and protecting employees at all levels. The Company aims to foster a strong safety culture and drive continuous operational improvement through the following core principles:

- 1. System Development:** A commitment to developing safety, occupational health, and working environment management systems in compliance with relevant laws, international standards, and other applicable requirements.
- 2. Risk Assessment:** The regular assessment of hazards and working environment risks, to promote and support the ongoing development of the working environment and safe work practices.
- 3. Shared Responsibility:** The Company considers workplace safety to be the duty and responsibility of every employee, with a focus on developing knowledge and building safety awareness across all levels of the organisation.

The policy applies to 100 percent of operations, covering all employees.

Additionally, the Company extends its safety expectations to its value chain through the Vendor Code of Conduct. All vendors and contractors are required to:

- Comply with the Occupational Safety, Health and Environment Act B.E. 2554 (2011).
- Provide their personnel with appropriate protective equipment and safe work procedures when performing duties at Company locations.
- Aim to conduct periodic due diligence assessments to support alignment with the Company’s safety and integrity standards. In 2025, such assessments were carried out for five business partners.

Objectives, Performance Targets and Results

The Company is committed to the principle of Zero Harm and strives for continuous improvement in safety performance. To drive accountability, the Company has established the following targets and recorded the corresponding performance results for 2025.

Targets

- To maintain a target of zero fatalities for both employees and contractors.
- To establish a baseline and drive a continuous reduction in the contractor Lost Time Injury Frequency Rate.

2025 Performance Achieved Against Targets

- **Safety Training:** 100 percent of employees received fundamental safety training during the reporting year.
- **Employee LTIFR:** In 2025, the employee LTIFR was 1, representing a 28 percent reduction compared to the previous year.
- **Contractor LTIFR:** The Company initiated the formal collection of contractor safety data that performing work at Company locations for the first time in 2025, recording a contractor LTIFR of 0.
- **Work Related Fatalities:** The Company successfully met its target of zero fatalities for both employees and contractors performing work at Company locations during 2025.



Governance and Oversight

A robust governance structure ensures safety is prioritized at the highest levels of the organisation:

- **Board Oversight:** The Board of Directors exercises ultimate oversight of OHS risks and strategy through two specialized committees. The Corporate Governance and Sustainability Committee is responsible for overseeing OHS policies and long term sustainability commitments. The Audit and Risk Management Committee (ARMC) monitors safety-related risks as part of the Company's overall risk governance on a quarterly basis.
- **Executive Responsibility:** Vice president of Human resources is the Board designated executive responsible for OHS strategy and the implementation of management systems.
- **Safety Committee:** The Company has formally appointed an Occupational Health, Safety, and Working Environment Committee, which includes representatives from both management and employees. This committee meets on a monthly basis to monitor and report on any accidents or incidents while collaboratively developing and improving safety measures. The committee serves as a vital mechanism for employees at all levels to participate, express opinions, and engage in consultation with management. The ultimate goal is to reduce risks and create a safe working environment for all.

Performance and Benchmarking

In 2025, the Company successfully met the primary objective of zero work related fatalities involving both employees and contractors.

Indicator	2025 Performance	Industry Benchmark*
Work Related Fatalities (Employee and Contractor)	0	0
Employee LTIFR	1.00	1.45
Contractor LTIFR	0	Not Applicable
Total Number of Employees Trained in OHS	100%	100%

Remark:

- * Industry Benchmark Reference: The benchmark for the Thai Specialized Retail Sector is derived from the Average Incidence Rate for the Commerce Sector as reported by the Department of Labour Protection and Welfare (DLPW) and calibrated against peer disclosures in the SET ESG Data Platform (Commerce Category) for the 2024–2025 reporting cycle.

Training and Security Practices

The Company maintains a structured training ecosystem designed to ensure that every member of the workforce is equipped with the knowledge to maintain a safe retail and logistics environment. During the reporting year, 100 percent of the workforce received health and safety training through the following programmes:

- **Mandatory Safety Induction:** Every new hire must complete a comprehensive onboarding programme that covers the Company Standard Operating Procedures (SOPs), the Code of Business Ethics, and fundamental safety protocols before beginning work on site.
- **Specialized Operational Training:** Employees in high risk roles, particularly those in the logistics centers, receive role-specific training, such as safe operation of electric EV forklifts, in accordance with job requirements.
- **Emergency Preparedness:** In collaboration with local authorities, the Company conducts regular fire fighting and fire evacuation drills to ensure rapid response and customer safety during emergencies.

Incident Investigation and Action

The Company maintains a transparent investigation protocol to ensure lessons are learned from every incident:

- **Investigation:** Certified Safety Officers conduct a formal root cause analysis for every incident.
- **Post Incident Actions:** Findings are converted into Safety Alerts and communicated nationwide to prevent recurrence.
- **Reporting:** The Company encourages a culture where employees report Near Misses without fear of reprisal.



Community Health and Safety

1. Safety in the Retail Environment

As a retailer serving millions of customers across Thailand, the Company considers store safety a fundamental responsibility. While many stores are located within managed shopping centers or leased spaces, the Company ensures a safe shopping experience by focusing on the areas within its operational control:

- **Internal Store Safety Checks:** Regular inspections are conducted to ensure that high density shelving is securely anchored and that internal aisles remain free from obstructions to allow for safe customer movement.
- **Emergency Access Management:** The Company ensures that all emergency exits within its leased premises are clearly visible, unblocked by merchandise, and maintained in compliance with the fire safety standards of both the facility owner and relevant regulations.
- **Product Safety:** The Company maintains a quality assurance process to ensure that products sold meet the relevant safety standards and industrial regulations.

2. MR. D.I.Y. Cares: Strengthening Community Well-being

The Company delivers its social impact through the MR. D.I.Y. Cares programme, focusing on health, safety, and environmental protection for the communities in which it operates.

- **Disaster Relief and Recovery:** The Company remains committed to providing rapid assistance during national emergencies. Through the donation of survival kits and essential home improvement products, the Company supports communities in the recovery and rebuilding process following natural disasters such as floods.

Community and Social Engagement

Commitment, Challenges, and Opportunities

The Company is committed to conducting business in parallel with creating shared values for communities and society. This commitment is rooted in the understanding that long-term business success is inseparable from the socio-economic health of the regions where the Company operates. As a nationwide retailer, the Company views its social responsibility not as a collection of ad hoc activities, but as an integrated strategy to support local communities and contribute to long-term social and economic development.

The operating environment presents a complex landscape of systemic challenges, including educational disparities and environmental pressures. The Company recognizes that these external factors directly influence market stability and future workforce readiness. Consequently, the Company perceives these social gaps as vital areas for community engagement to strengthen its brand equity and deepen social capital. By aligning community investments with its core business competencies, the Company transforms social challenges into drivers for collective resilience. This approach ensures that the Company remains a trusted community partner, securing its licence to operate while building a foundation for sustainable, inclusive growth across Thailand.

Management Approach

The Company adopts a systematic approach to community engagement, governed by the Corporate Governance and Sustainability Committee. This ensures that all social initiatives are integrated into the core business strategy to mitigate operational risks and create shared value.

Responsive Community Engagement

- **The MR. D.I.Y. Cares Programme:** The Company carries out social initiatives primarily through the MR. D.I.Y. Cares programme. For over seven years since 2019, this programme has acted as the operational arm for executing initiatives under three key pillars, ensuring that business growth remains balanced with social development.
- **Community Feedback and Grievance Mechanism:** To ensure transparency and accountability, the Company maintains formal community complaint channels, including our central helpline and direct, in person engagement at our store locations. Any community concerns or operational grievances are escalated to the Relevant department to initiate a coordinated review and resolution process. The Company is committed to thorough investigation and proactive communication, working diligently to address issues in a fair and transparent manner to mitigate any potential impacts.

Commitment to Local Employment and Procurement

The Company recognizes its role as an engine for local economic empowerment and maintains a clear commitment to the following principles:

- **Priority Local Hiring:** The Company prioritizes the recruitment of personnel from the immediate districts and provinces where stores are located. As of 2025, the Group has provided job opportunities to over 10,000 employees across 77 provinces in Thailand, with 100 percent local hiring for store level roles.



Strategic Community Investment Pillars

Under the MR. D.I.Y. Cares programme, the Company focuses on three strategic pillars that link directly to business sustainability and the UN Sustainable Development Goals (SDGs).

1. Education and Youth Development: The Company promotes education equity and youth skills development through structured partnerships with educational institutions. In 2025, under existing MOUs, MR. D.I.Y. delivered experiential learning initiatives such as the “Ultimate Marketing Plan Contest 2025,” providing students with practical exposure to real-world marketing challenges, alongside inclusive platforms such as the MR. D.I.Y. Art Competition 2025 to foster creativity and skill development.



2. Community Resilience and Well-being:

The Company is dedicated to disaster relief and enhancing the quality of life for local communities. Leveraging our nationwide network of over 1,100 stores, we provide timely assistance, such as flood relief and essential product donations. These efforts are amplified through strategic collaborations with both the public and private sectors, including key organisations such as the Thai Red Cross Society and the Bangkok Metropolitan Administration (BMA), ensuring efficient delivery of aid during national crises.



3. Environmental Protection: We are committed to long-term sustainability through large-scale initiatives, including tree-planting projects and robust waste management schemes. A key highlight is the ‘Magic Hands’ waste management project, alongside recycling programmes such as old calendar donations. By partnering with government agencies and private sector experts, the Company ensures these environmental initiatives are implemented at scale, supporting the transition towards a resource-circulating society

To drive these pillars forward, the Company fosters a culture of giving by encouraging employees to participate in volunteer activities. In 2025, employee volunteer hours reached 553 hours. To provide a structured framework for these initiatives, a Volunteering Framework, established under the broader CSR Policy, is currently undergoing formalisation and is expected to be submitted for approval in 2026. This policy will define clear objectives and dedicated structures specifically designed to support, track, and empower employee volunteering across all social and environmental dimensions.

The following map illustrates how the Company converts investments into measurable social outcomes and long-term business value.

Strategic Pillar	Key Social Outcomes	Business Value Created
Education and Youth Development	Expanded access to experiential learning and skills development opportunities through academic partnerships and public competitions, reaching more than 1,000 students and youth and empowering them to enhance practical, creative, and career-relevant capabilities.	Strengthened long-term talent pipeline and brand affinity among younger generations, supporting sustainable growth and human capital development.
Community Resilience and Well-being	Supported and empowered more than 1 million households, enhancing local livelihoods and fostering long-term community resilience through dedicated social initiatives.	Strengthened the Company's Social Licence to Operate and enhanced brand reputation by addressing material issues related to community well-being.
Environmental Protection	Achieved an estimated reduction of 0.7 tCO ₂ e in GHG emissions, diverted 130 kg of waste from landfills, and established a carbon credit potential of 782 tCO ₂ e.	Enhanced operational efficiency and mitigated environmental risks, contributing to the long-term decarbonisation goals of the Company.



Objectives, Performance Targets and Results

The Company monitors the success of social initiatives through a combination of quantitative reach and qualitative impact assessments. This data allows the Company to refine the community strategy and ensure that resources are allocated to the areas of greatest need

Strategic Pillar	Objectives	Performance Targets (2025)	Results (2025)	Achieved Status
Education and Youth Development	Enhance education equity and practical skills development to strengthen youth employability and future workforce readiness.	Reach more than 1,000 students through experiential learning programmes, academic partnerships, and structured competitions.	Engaged over 1,000 students through university collaborations and public competitions, such as the Ultimate Marketing Plan Contest and the MR. D.I.Y. Art Competition, providing hands-on exposure to real-world challenges and creative skill development.	✓
Community Resilience and Well-being	Strengthen community resilience and improve quality of life through disaster relief and essential support for vulnerable households.	Reach over 1 million households through disaster relief and community support initiatives.	Over 1 million households supported through emergency assistance; essential product donations delivered nationwide in collaboration with key partners.	✓
Environmental Protection	Support circularity, carbon reduction, and crisis resilience across all provinces.	Minimize environmental impact through waste diversion and reforestation.	Achieved 0.7 tCO ₂ e GHG reduction, 130 kg waste diverted, 20,000 trees planted, and 782 tCO ₂ e carbon credit potential.	✓

Key Projects and Outcomes

The Company carries out a diverse range of initiatives under the MR. D.I.Y. Cares programme to address the specific needs of communities across Thailand:

1. Education Promotion and Youth Development

- Little Inventors Programme:** This project empowers students with creative thinking and responsible consumption skills. By bridging the gap between classroom learning and practical application, the Company helps youth develop essential life skills for the future.
- Kasetsart University Collaboration:** This partnership enhances the professional readiness of Gen Z students through marketing competitions and academic mentorship. The MOU ensures a continuous pipeline of talent while providing the Company with innovative perspectives to drive business growth.



- Painting and Colouring Competition:** By awarding scholarships, the Company removes financial barriers to education for primary students. This initiative inspires artistic potential and supports the academic advancement of youth nationwide.



- **Thailand Art Competition 2025:** This platform strengthens the national art community by providing over 1,000 participants with an opportunity to showcase their talent. The outcome is an increased appreciation for local culture and improved confidence for aspiring artists.



2. Community Resilience & Well - Being

- **Pan Namjai Hai Nong Programme:** This initiative reduces educational inequality for underprivileged youth by providing essential learning materials and financial support. These resources enable children to access schooling and basic necessities that are vital for their long-term development.



- **1,000 Stores Celebration – Spreading Goodness:** To mark the milestone of reaching 1,000 stores across all 77 provinces, the Company donated funds and over 2,650 items of school supplies to six organisations across all six regions of Thailand. This initiative demonstrates the Company's ability to deliver nationwide social support in parallel with its commercial expansion.

- **This winter, Do Good Deeds for Dad:** This annual initiative supports vulnerable communities in high-altitude and remote areas during the winter season. In partnership with the Thai Red Cross Society, the Company delivers essential winter relief, including recycled blankets and basic necessities, with contributions exceeding Baht 300,000 in 2025. Through this programme, the Company helps mitigate the health and social impacts of extreme weather while enhancing community well-being.

- **Disaster Relief and Crisis Support:** Through rapid logistical response during floods, earthquakes and health crises, the Company reduces the immediate hardship of affected citizens. The efficient delivery of tools and essential supplies accelerates community recovery and strengthens national disaster resilience.



- **Support for Displaced Individuals:** The Company donated over 900 essential items including hygiene products and power strips to the BMA Evacuation Center. This project provided immediate relief to individuals displaced in border areas, showcasing the Company's role as a responsive social partner during humanitarian challenges.



- **Elderly Care at Ban Bang Khae:** Employees demonstrated the Company's core values through direct social support at the Ban Bang Khae Social Welfare Development Center. This initiative involved 45 employee volunteers who dedicated their time to engaging with the elderly and facilitating the donation of essential hygiene products, medical supplies, and over 500 daily necessity items to improve the quality of life for residents.

3. Environmental Protection

- **MR.D.I.Y. Grow Green (Year 2):** In collaboration with the Bangkok Metropolitan Administration (BMA) and business partners, the Company continued its initiative to improve urban air quality at Benchakitti Forest Park, demonstrating a long-term commitment to urban environmental health.





- Magic Hands Bangkok Sharing Goodness:** This collaboration improves the occupational safety of municipal street cleaners by providing high visibility vests made from recycled plastic. The project successfully diverts operational waste from landfills while embedding circular economy concepts within the workforce.

- MR. D.I.Y. Spreads Goodness through a Sustainable Reforestation Initiative:** MR. D.I.Y. has partnered with the Royal Forest Department in a 10-year reforestation program, planting over 20,000 trees to support the restoration of natural resources and enhance biodiversity. This long-term initiative represents a significant contribution to environmental reforestation efforts and creates opportunities to generate shared benefits through carbon credit mechanisms, reinforcing the Company's commitment to sustainable environmental management.



3.5 Governance Dimension

Customer Relationship Management and Customer Responsibility

Commitment, Challenges, and Opportunities

The Company is committed to delivering quality products and services that offer value for money and meet the needs of customers across all segments with the principle of “customers at the heart of everything we do”. In the current retail landscape, we recognize key challenges such as high household debt levels in Thailand and an uneven economic recovery, which have led to more cautious consumer spending. However, these conditions present strategic opportunities for the Company with our expansive branch network across all provinces, we are uniquely positioned to provide “convenience and Value for Money that digital-only platforms cannot replicate, particularly for essential household goods. By leveraging our physical proximity to communities, we can build deeper trust and provide immediate product accessibility. This proactive approach ensures that all products sold meet required safety standards while delivering high satisfaction, transforming macroeconomic risks into drivers for stable and sustainable long-term business growth.

Targets

- Customer Satisfaction:** Reach 95 percent by 2030.
- Complaint Resolution:** All customer complaints resolved at 100 percent.

2025 Performance Achieved Against Targets

- Customer satisfaction reached 97 percent, achieving our 2030 target ahead of schedule.
- Successfully resolved 100 percent of customer complaints, maintaining its perfect resolution record.
- Achieved zero incidents of non compliance regarding marketing communications or advertising.



Management Approach

The Company adopts a customer centric approach by positioning itself as a “one stop destination” for quality home improvement and lifestyle products at affordable prices. Emphasis is placed on offering a wide range of products that meet the expectations of consumers who prioritize quality at reasonable prices. Furthermore, branch expansion supports equitable access to quality products across all areas.

Commitment

At the heart of our operations lies a steadfast commitment to our customers. We foster a culture where integrity and accountability guide every engagement, ensuring that consumer protection is more than just a policy. Our teams are dedicated to upholding the highest standards of service, ensuring that fairness and transparency are reflected in every part of the customer journey.

- **Responsible Business Practices:** The Group ensure that operations reflect high ethical and social standards, including procedures that ensure transparency in marketing and accurate product labeling
- **Customer Engagement and Communication:** The Group maintains mechanisms to ensure effective engagement and communication with its customers, involving clear channels for handling feedback and managing complaints to foster accountability.

Strategic Initiatives and Performance Results

1. Multi-Channel Feedback and Systematic Categorization

To ensure we remain responsive, the Company provides four primary communication channels for feedback:

- (1) **Digital E-form Surveys:** Accessible via dedicated QR codes at every branch.
- (2) **Social Media Platforms:** Active engagement through Facebook and Line.
- (3) **Direct Email:** Customers can reach us at customercare.th@mr diy.com
- (4) **Customer Service Hotline:** Reachable at 02-136-7401.

The Company listens to customer feedback and categorizes entries by type such as product and service quality. This data driven approach allows us to implement targeted improvements across our 1,100+ stores.

2. Customer Health and Safety

The Company regards customer health and safety as a vital priority and a cornerstone of its retail operations. To support this, we maintain comprehensive product quality controls and in-store safety management systems. These frameworks are designed to identify and mitigate potential risks across the customer journey,

• Product Safety and Quality Management

Product safety and quality management are implemented in compliance with applicable laws and regulatory requirements, including Thai Industrial Standards (TIS) for electrical appliances and other regulated products, as well as relevant international standards or country-of-origin requirements for imported products, together with the Company’s internal quality control procedures and supplier qualification criteria.

The Company enforces strict product safety and quality control standards across the value chain. Quality control measures are applied at multiple stages, such as supplier selection, product approval, inspection. Products identified as defective, non-compliant, or potentially unsafe are subject to corrective actions, including withdrawal from sale, replacement, or disposal, to prevent harm to customers. Decisions regarding withdrawal or disposal are made based on assessments conducted by the Quality Management (QM) and procurement teams, taking into account the nature and severity of the issue. Where applicable, identified issues are communicated to the relevant suppliers or manufacturers to facilitate appropriate corrective and preventive actions. Where applicable, the Company communicates identified issues to the relevant suppliers or manufacturers to facilitate corrective and preventive actions and prevent recurrence.

Clear, accurate, and transparent product information, including usage instructions, warnings, and safety precautions, is provided through labelling and appropriate communication channels to support safe and proper product use. Customer feedback and safety-related complaints are continuously monitored, assessed, and escalated where necessary, with timely corrective actions taken to mitigate risks and prevent recurrence. A seven-day Product Return and Exchange Policy is in place to enhance customer protection and confidence.



• In-Store Safety Management

The Company is committed to providing a safe shopping environment across all branches. In-store safety is managed through systematic controls covering store layout, equipment safety, and daily operational practices. Store layouts and product displays are designed to ensure clear walkways, stable shelving, and safe product access, reducing the risk of trips, falls, or falling objects. Electrical installations, lighting, shelving, and display equipment are regularly inspected and maintained to ensure safe operating conditions.

Housekeeping standards are enforced to maintain clean, dry, and well-lit store environments. High-risk areas are managed through appropriate safety controls and hazard signage based on the nature of potential risks. These include warning signs for flammable materials, corrosive substances, electrical hazards, and sharp objects, as well as other relevant safety risks, as applicable. Store employees receive training to identify, report, and address potential safety hazards promptly. Customer safety incidents, where they occur, are recorded, reviewed, and analysed to support corrective actions and continuous improvement.

Through these measures, the Company demonstrates its commitment to safeguarding customer health and safety by proactively managing risks, responding effectively to potential hazards, and continuously strengthening safety standards across its products and retail environments.

Performance against these customer health and safety indicators is reviewed periodically by relevant department to identify emerging risks, assess the effectiveness of controls, and determine appropriate improvement actions.

3. Driving Customer Engagement and Satisfaction

The Company believes that high satisfaction is a result of consistent engagement. Following industry best practices, we focus on:

- **Active Listening:** Digital feedback tools at our branches allow us to gather helpful insights during your visit. This helps our managers stay informed and carry out continuous improvements to our service in a timely manner.
- **Personalized Value:** Analyzing feedback trends helps us tailor our product mix and promotions to meet the specific needs of local communities.

- **Service Quality Training:** Frontline employees receive annual training to ensure interactions are managed with professionalism and care, directly contributing to our 97 percent satisfaction score.

4. Responsible Marketing and Empowerment

Marketing activities are conducted based on accuracy and ethical principles. The Company focuses on Consumer Empowerment by providing clear product information and usage guidelines to help customers achieve safe and successful DIY outcomes.

Performance Indicators

Indicators	Unit	2023	2024	2025	2025 Target	Description
Customer Satisfaction Score	%	N/A	97.1*	97.5	95	-
Complaint resolution rate	%	100	100	100	100	Proportion of total customer complaints resolved

Remark: *The Company start to collect the data on June 2024.

Supply Chain Management

Commitment, Challenges, and Opportunities

The Company is dedicated to effective, transparent, and sustainable supply chain management as a foundation for long term growth. A global business faces inherent Strategic Risks, such as potential labour exploitation in supply tiers and logistics disruptions. To mitigate these, The Company has moved beyond simple legal compliance towards an international best practice framework. By prioritizing Local Sourcing, which has now grown to 33.8 percent of total procurement, The Company minimizes the risk of global supply chain instability while supporting the Thai economy.



The Company also capitalizes on Strategic Opportunities by driving the growth of Eco Products to meet rising consumer demand for sustainable goods. Vendors are viewed as partners, and The Company seeks the opportunity to build local capacity through mentorship and to support local suppliers through engagement, collaboration knowledge sharing. This approach ensures that suppliers grow in aims to support the improvement of supplier efficiency and responsibility practices alongside The Company, creating a resilient and cost effective ecosystem.

The commitment of the Company is anchored in Sustainable Development Goal, which focuses on Decent Work and Economic Growth, ensuring Responsible Consumption, and fostering Partnerships to achieve these shared goals. And Sustainable Development Goal which focuses on Peace, Justice, and Strong Institutions. To ensure these values are foundational, the Vendor and Business Partner Code of Conduct is formally acknowledged by suppliers and applied as part of the Company's procurement processes incorporated into legal procurement contracts. The Company explicitly respects the right to Collective Bargaining, advocates for the reduction of excessive working hours, and actively encourages partners to work towards Living Wage standards.

The Company classifies its supply chain to ensure that resources for monitoring and development are allocated to areas of highest impact. Critical Tier 1 Suppliers are specifically defined as our top 10 domestic suppliers based on total purchase value.

Supplier Policies and Standards

The Board of Directors approved the Vendor and Business Partner Code of Conduct, encompassing the following essential pillars.

- **Freedom of Association:** The Company maintains a clear policy that respects and supports suppliers to encourage their employees to exercise the right to freedom of association and collective bargaining. This policy ensures that workers can represent their interests without fear of reprisal.
- **Labour Practices:** The Company enforces a policy focused on the elimination of excessive working hours, including a commitment to reducing overtime to protect worker well being. The Company expects suppliers to comply with applicable labour laws regarding working hours and overtime, in order to protect worker well-being.

- **Fair Compensation:** The Company encourages suppliers to pay wages above the legal minimum and work towards Living Wage standards sufficient to meet the basic needs of workers and their families.
- **Health and Safety:** The Company requires clear principles and practices that ensure a safe working environment and the management of occupational health risks.
- **Global Communication:** Social policies are communicated to suppliers globally and are translated into relevant local languages to ensure full transparency and understanding.

Supplier Selection and Assessment

The Company implements a rigorous and verifiable supplier selection process, screening 100 percent of new suppliers through the acknowledgement of the Company's Vendor and Business Partner Code of Conduct, which outlines expectations on environmental and social practices to promote responsible business conduct across the supply chain. In addition, the Company plans to further integrate ESG considerations into its supplier screening and evaluation process. For existing partners, The Company prioritizes the assessment of Critical Tier 1 suppliers, defined as the top 10 domestic partners by purchase value.

In 2025, The Company launched a comprehensive oversight programme which initially encompassed five key suppliers, including one designated as a Critical Tier 1 Supplier, which covered 10 percent Critical Tier 1 Suppliers

- **Self Assessment Questionnaires (SAQs):** These were distributed to pilot the monitoring system and evaluate quality, labour rights, and governance practices.
- **On Site Physical Inspections:** These were conducted at selected locations to carry out preliminary assessments of occupational health, safety, and ESG standards.

The assessment focused on key areas, including legal compliance, labour and human rights, occupational health and safety, environmental management, and governance. No significant non-compliance issues were identified during the 2025 review based on the scope of the assessment. Where potential gaps or areas for improvement are identified in the future, the Company is committed to engaging with suppliers and implementing appropriate corrective actions.



Monitoring Results

The Company believes in transparency and partnership. Monitoring activities in 2025 provided the following qualitative insights:

- **Assessment Findings:** Preliminary results did not identify any high risk issues. As no incidents occurred, The Company confirms that Based on the scope of the assessment conducted during the reporting period, no significant issues of non compliance were identified during this reporting period.
- **Development Initiatives:** In 2025, the Investor Relations and Sustainability functions began engaging with our procurement team and selected suppliers to share perspectives on sustainability. These initial conversations focus on raising awareness of international social and environmental themes, providing a supportive space for local partners to explore how these global practices might be integrated into their own operations.

Supplier Development

- **Training and Education:** To integrate social and environmental considerations into the procurement process, the Company provides guidance to both internal teams and suppliers. The Company communicates Responsible Sourcing and Anti-Corruption principles to the procurement team to ensure that supplier selection considers both business performance and ethical conduct. In addition, the Company promotes the sharing of good practices with suppliers to encourage alignment with the Company's standards, the Supplier Code of Conduct, and relevant ESG expectations.
- **Collaborations:** The Company participates in recognized initiatives to drive industry wide sustainability. Furthermore, The Company works with the Bangkok Metropolitan Administration (BMA) on circular economy projects, such as converting recycled PET bottles from the supply chain into reflective safety garments for public workers. Additionally, we engage with our suppliers in reforestation efforts at Benjakitti Park to promote environmental stewardship.

Local Sourcing

The Company defines local suppliers as primary domestic manufacturers. This commitment is reflected in the steady increase of local spend:

Performance Data of Local Sourcing

Year	Value of Domestic Procurement (THB million)	Proportion of Domestic Procurement to Total Procurement (percent)
2023	2,172.1	29.7
2024	2,931.9	33.7
2025	3,438.7	33.8

Cybersecurity and Personal Data Protection

Commitment, Risks, and Opportunities

The Company is committed to strengthening cybersecurity measures and personal data protection to ensure that business operations in the digital era are secure, transparent, and compliant with the Personal Data Protection Act B.E. 2562 (PDPA). The Company recognizes that as a leading retailer, our vast digital and physical footprint makes data a critical strategic asset. Ensuring the confidentiality and availability of this data is essential to maintaining our operational stability and the long-term resilience of our business model.

- **Strategic Challenges and Risks:** The Company recognizes the ongoing challenges posed by rapidly evolving cyber threats. We proactively manage several key risks:
 - **Reputational and Trust Risk:** A data breach could lead to an immediate erosion of stakeholder confidence and a decline in brand value.
 - **Legal and Regulatory Risk:** Non-compliance with the PDPA or other regulations exposes the Company to severe administrative fines and legal litigation.
 - **Operational Risk:** Threats such as ransomware or system outages could paralyse critical retail infrastructure, including logistics and point-of-sale systems.
 - **Supply Chain Risk:** Security gaps within our third-party partner networks necessitate rigorous external oversight and control.



- **Strategic Opportunities:** Accordingly, emphasis is placed on continuous monitoring and system enhancement. These measures not only help reduce business risks but also present an opportunity to:
 - **Strengthen Brand Confidence:** Positioning the Company as a secure and responsible organisation that prioritizes stakeholder rights.
 - **Drive Operational Excellence:** Aligning with international standards like ISO 27001 or the National Institute of Standards and Technology (NIST) improves internal efficiency through a “security-by-design” culture.
 - **Foster Digital Innovation:** A strong governance framework enables the Company to leverage digital insights ethically and adapt to digital transformation in a sustainable manner.

Management Approach and Governance

The Company manages cybersecurity in a systematic manner under the oversight of the Audit and Risk Management Committee, which is responsible for supervising and assessing cyber risks at the enterprise level.

- **Audit and Risk Management Committee:** Reviews and assesses the impacts of the Company's cyber risks and ensures regular reporting lines are maintained for updates to the Board.
- **Chief Executive Officer (CEO):** Sets the overall strategic direction and corporate-level policies and monitors performance.
- **Information Technology Department:** Provides guidance, sets direction, and carries out information security activities while regularly assessing compliance with internal requirements.
- **Data Protection Officer (DPO):** Appointed to provide advice and monitor personal data management in accordance with legal requirements, with regular reporting to the CEO.

Contact the DPO

Mr. Kumpang Lormmueang
No.777 WHA Tower, 12th Floor, Moo 13, Deberatna Road
(Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakan 10540

Tel: 02 3160004 ext 515
Email: th-dpo@mr diy.com



Targets

- No material personal data breaches involving customers or employees resulted in regulatory enforcement actions during the reporting period.
- 100% of substantiated data privacy incidents to be investigated and remediated within defined timeframes.
- Ongoing promotion of awareness and communication on personal data protection and cyber security through appropriate engagement and internal practices.

2025 Performance Achieved Against Targets

- 0 cases of substantiated complaints regarding breaches of customer privacy, specifically:
 - 0 complaints received from outside parties and substantiated by the organisation.
 - 0 complaints from regulatory bodies.
- 100% of substantiated incidents remediated within defined timelines where applicable.
- 100% employee completion rate for cyber security and personal data protection training.

Policy Framework and Operational Management



Scan the QR Code to access
Privacy Center for information on policies
and related processes.

CLICK HERE 



The Company governs its digital security through a clear hierarchy of documentation and oversight.

Formal Policies: The Company has established an overarching Information Technology Management Policy and a Personal Data Protection Policy, both of which are approved by the Board of Directors. These documents serve as the foundational framework for all digital activities, ensuring alignment with applicable laws. The policies are reviewed periodically to reflect changes in the technological landscape and regulatory requirements.

Standard Operating Procedures (SOPs): Supporting these policies, the Company utilizes detailed Standard Operating Procedures (SOPs) to translate strategic goals into practical internal controls. These include:

- **Access Rights Management:** protocols for data access to ensure only authorized personnel can interact with sensitive information.
- **Data Encryption Controls:** Mandatory encryption for data at rest and in transit to prevent unauthorized disclosure.
- **Physical and Environmental Security:** Safeguarding the physical infrastructure that houses the Company's data assets.
- **Incident Monitoring:** Preventive and detective controls to identify threats in real time.

Integration into the Enterprise Risk Management (ERM) process and Governance across the Entire Value Chain

ERM Integration and Value Chain Oversight Cybersecurity and personal data protection risks are systematically integrated into the Enterprise Risk Management (ERM) process. This is achieved through annual risk assessments where cyber threats are evaluated for their potential impact on business continuity and financial performance, with results reported directly to the Audit and Risk Management Committee for mitigation approval.

In 2025, the ERM process covered 100 percent of the Company's core business units, with priority cyber risks identified and assigned formal mitigation plans approved by the Audit and Risk Management Committee.

For business partners, the Company applies a structured governance approach to manage information technology engagements, ensuring appropriate access control, data protection, and cyber security throughout the engagement life cycle.

Prior to engagement, business partners that require access to the Company's information systems or data are assessed based on the nature and necessity of such access. Access rights are granted on a need-to-know basis and aligned with the principle of least privilege. Contractual arrangements include obligations relating to information security, confidentiality, and compliance with applicable data protection requirements.

During the engagement period, business partners are required to implement appropriate security measures to prevent unauthorized access, use, or disclosure of Company information. The use of personal devices or external storage media for Company data is restricted unless explicitly approved. The Company may monitor compliance with agreed information security requirements where deemed appropriate.

Upon the termination or completion of the engagement, business partners are required to return or securely dispose of all Company data, documents, and assets. Written confirmation of data return or deletion is required, and confidentiality obligations remain in effect for a defined period following the end of the engagement to mitigate residual information security risks.

Awareness and Culture Building

To ensure the effective implementation of our policies, the Company fosters a culture of security through continuous engagement:

- **Training and Awareness:** Cyber Awareness and PDPA training is provided to all employee levels, including mandatory orientation for new staff and monthly infographic refreshers.
- **Incident Management:** Cybersecurity Incident Response Drills are conducted at least once a year to ensure practical response capabilities and business continuity planning.
- **Stakeholder Transparency:** Specific Privacy Notices are published for all stakeholder groups. Channels are provided for lodging complaints or exercising data subject rights.



4. Management Discussion and Analysis (MD&A)



Executive Summary

MR. D.I.Y. Holding (Thailand) Public Company Limited (“the Company”) is Thailand’s leading and fastest-growing home improvement and lifestyle retailer, operating over 1,100 stores across all 77 provinces. Since opening its first store in 2016, the Company has established a strong nationwide presence and brand leadership, capturing a 9% revenue market share and 39% among chain retailers in 2024 (Frost & Sullivan). Offering approximately 16,000 SKUs per store¹, MR. D.I.Y. Thailand provides affordable, diverse, and convenient everyday products through both standalone and retail mall-based formats, ensuring accessibility for consumers nationwide.

Thailand’s Economy

Thailand’s economy expanded by 2.4% in 2025, reflecting a gradual improvement in domestic economic activity despite global uncertainty and several temporary disruptions during the year. Growth was primarily supported by private consumption, export recovery, and the continued expansion of service sectors, particularly wholesale and retail trade.

Domestic consumption remained resilient, with private consumption increasing 2.7% for the full year, supported by government stimulus measures and steady employment conditions. Consumer spending was reinforced by fiscal initiatives such as the “Easy e-Receipt” tax incentive program and the “Khon La Khrueng” (Half-Half) co-payment scheme, which helped stimulate household spending, particularly on everyday goods and essential items.

The external sector remained supportive during the year, with export value increasing 12.7%, driven mainly by manufacturing exports such as electronics and electrical appliances amid continued global demand for technology-related goods. Meanwhile, the tourism sector continued its gradual recovery, although international arrivals remained slightly below prior-year levels due to shifts in travel patterns in key markets and temporary disruptions during the year, including severe flooding in certain regions and isolated earthquake incidents that affected travel sentiment during specific periods.

¹ Represents the maximum SKU assortment in large-format stores (>800 sq. m.); SKU count varies by store format, size and location.

Inflationary pressure remained subdued throughout the year, with headline inflation averaging around -0.1%, reflecting lower global energy prices and limited demand-side pressures. Monetary policy remained supportive, with the Bank of Thailand lowering the policy rate to 1.25% in late 2025 to help ease financial conditions for households and businesses.

In the retail sector, consumer spending patterns remained cautious yet resilient, shaped by elevated household debt and tighter credit conditions. Demand continued to favor affordable and value-for-money products, supporting retailers positioned to offer competitively priced household and lifestyle goods. Against this backdrop, the Company believes it is well positioned to capture demand through its broad product assortment, affordable price points, and expanding nationwide store network, which continue to support its long-term growth strategy.

Key Financial Highlights:

For 2025, the Company reported total revenue of THB 20,198.7 million, representing an increase of 24.6% YoY, while net profit rose to THB 2,631.4 million, up 47.8% YoY. The growth was driven by continued expansion of the store network, higher transactions, and disciplined cost management amid a cautious consumer spending environment.

Gross profit increased to THB 10,385.6 million, with gross profit margin improving to 51.7%, supported by economies of scale, an enhanced product mix, and favorable exchange rate movements. Net profit margin expanded to 13.0%, reflecting improved operating leverage as the business continued to scale.

The Board of Directors has proposed a dividend of THB 0.06 per share for 4Q2025, subject to shareholder approval at the Annual General Meeting. Including this proposed dividend, total dividends declared since listing amount to THB 662 million (THB 0.11 per share), representing a 45.5% payout of 2H2025 net profit, above the Company’s dividend policy of distributing at least 40% of net profit.



Store Network and Performance:

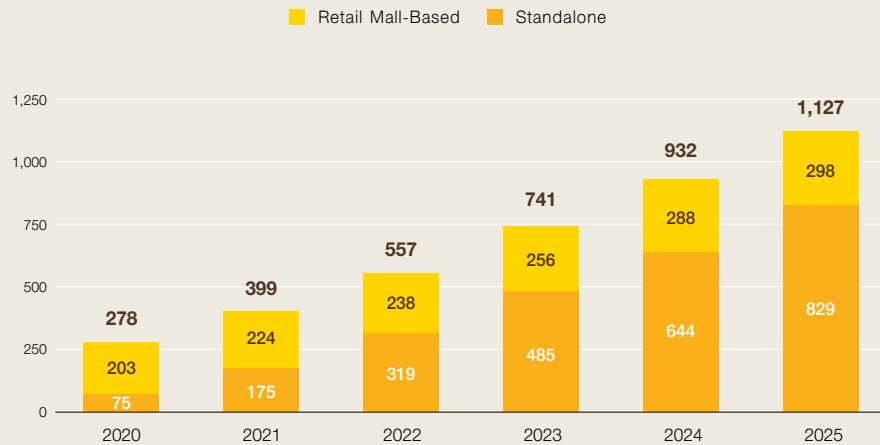
As of the end of December 2025, the Company operated 1,127 stores nationwide, comprising 829 standalone stores (74%) and 298 retail mall-based stores (26%). During the year, the Company completed its plan to open 200 new stores and closed 5 stores, mainly due to relocation, resulting in a net increase of 195 stores. Looking ahead, the Company continues to progress toward its 2026 target of opening 210 new stores, with over 70% of planned locations already secured and/or under construction.

SSSG recorded 2.7% for 2025, primarily driven by higher transactions, while the average basket size remained stable. The performance was supported by strategic marketing initiatives implemented throughout the year to capture demand during key seasonal periods. The Company remains focused on these key initiatives to deliver value and to delight our customers.





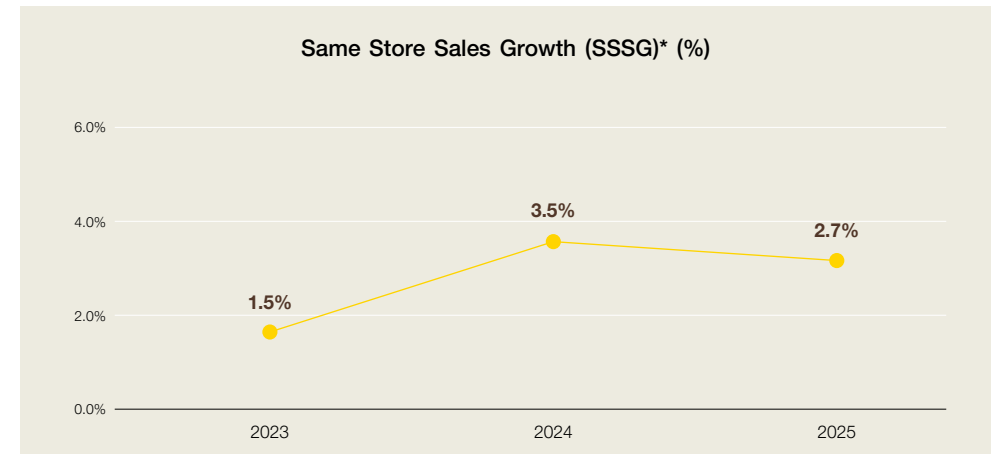
Number of stores by format (as of 31 December 2025)



In 2025, standalone stores remained the primary revenue contributor, accounting for 68.8% of total store sales, while retail mall-based stores accounted for 31.2%.

Store Format (unit: THB million)	2023	2024	2025	% YoY
Standalone Store	7,361.4	10,119.9	13,783.9	36.2
Retail Mall-Based Store	5,400.3	5,943.5	6,260.7	5.3
Store Sales Revenue	12,761.8	16,063.4	20,044.6	24.8

Same Store Sales Growth and Transaction



* SSSG measures the year-on-year revenue growth from stores operating for at least 24 months, providing a conservative view of organic sales performance.

The Company recorded a positive SSSG of 2.7% in 2025, reflecting continued customer demand and stable spending patterns at mature stores. The positive performance throughout the year, supported by ongoing marketing initiatives to strengthen brand visibility and customer engagement, despite macroeconomic pressures and temporary disruptions in certain areas.

Across the network, total transactions reached 121.2 million, increasing 23.1% YoY, driven by continued expansion of the store network and strengthened brand awareness. Average basket size was THB 165.4 per transaction, increasing 1.4% YoY, reflecting stable customer spending per visit.

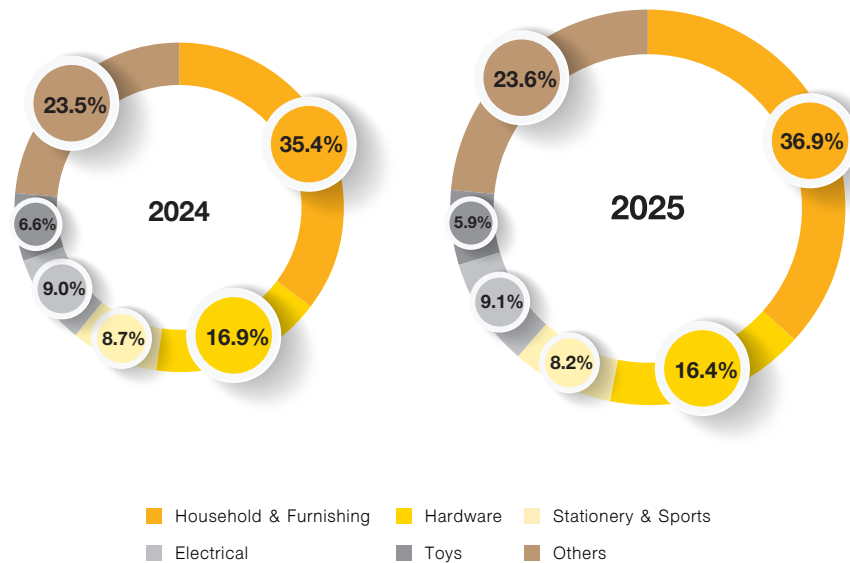
Same Store Sales Growth, Transaction, and Average Basket Size

	2023	2024	2025	% YoY
Same Store Sales Growth (SSSG) (%)	1.5	3.5	2.7	-
Total Transaction (million)	77.2	98.5	121.2	23.1
Average Basket Size (THB)	165.2	163.2	165.4	1.4



Revenue Contribution by Product Category

Our product offerings are organized into six key categories: 1) Household and Furnishing, 2) Hardware, 3) Stationery & Sports, 4) Electrical, 5) Toys, and 6) Others, which include gifts, jewelry, cosmetics, car accessories, and food and beverage products.



Financial Performance

Statement of Profit or Loss

Summary of Statement of Profit or Loss for the fiscal year ending 31 December 2025 and 2024

(unit: THB million)	2024	2025	Change YoY	
Revenue from Sales	16,145.6	20,077.9	3,932.3	24.4%
Cost of Sales	(8,121.4)	(9,692.3)	(1,570.8)	19.3%
Gross Profit	8,024.2	10,385.6	2,361.4	29.4%
% GPM	49.7%	51.7%	2.0 p.p.	
Other Income ¹	68.8	120.8	52.0	75.6%
Selling and Distribution Expenses	(4,542.3)	(5,539.6)	(997.3)	22.0%
Administrative Expenses	(883.7)	(1,109.2)	(225.5)	25.5%
Operating Profit	2,667.0	3,857.6	1,190.6	44.6%
Share of Profit (Loss) from Investment in Associate	0.9	(91.1)	(92.0)	-10,723.0%
Finance Cost - Borrowings	(137.3)	(99.3)	38.0	-27.7%
Finance Cost - Lease Liabilities and Other	(238.3)	(274.6)	(36.3)	15.2%
Profit Before Tax	2,292.2	3,392.6	1,100.4	48.0%
Income Tax Expenses	(511.9)	(761.1)	(249.2)	48.7%
Net Profit	1,780.3	2,631.4	851.2	47.8%
% NPM	11.0%	13.0%	2.0 p.p.	
EBITDA	4,795.8	6,382.6	1,586.8	33.1%

¹ Other income comprises gain on exchange rate, revenue from services rendered to associate, and other income.



Revenue from Sales

For 2025, the Company recorded revenue from sales of THB 20,077.9 million, an increase of 24.4% YoY, reflecting the continued expansion of the store network from 932 stores in 2024 to 1,127 stores in 2025. The growth was primarily driven by higher transactions and a positive SSSG of 2.7%. The broader nationwide footprint also enhanced geographic coverage, helping mitigate the impact of localized disruptions during the year.

By product category, Household & Furnishing and Hardware remained the largest contributors, accounting for 53.3% of total revenue.

Gross Profit

For 2025, gross profit increased 29.4% YoY to THB 10,385.6 million, with gross profit margin expanding to 51.7%. The improvement was primarily driven by economies of scale from the expanded store network and a more favorable product mix, and was further supported by favorable exchange rate movements, and scale efficiencies translating into a stronger bargaining position.

Selling and Distribution Expenses

For 2025, selling and distribution expenses increased 22.0% YoY to THB 5,539.6 million, mainly due to higher depreciation and staff costs in line with the expansion of the Company's store network and warehouse infrastructure. Despite the increase, expense growth remained below revenue growth, reflecting improved operating efficiency. As a result, the selling and distribution expenses-to-total revenue ratio declined to 27.4% from 28.0% in the previous year.

Administrative Expenses

For 2025, administrative expenses increased 25.5% YoY to THB 1,109.2 million, mainly driven by a higher headcount at the corporate headquarters, increased depreciation from office expansion, and higher repair and maintenance costs related to ongoing store renovations aimed at enhancing the retail experience. The expenses also included IPO-related costs of THB 78.3 million following the Company's listing on the Stock Exchange of Thailand during the year.

Share of Profit (Loss) from Investment in Associate

For 2025, the Company recorded a share of loss from investment in an associate of THB 91.1 million, related to the early-stage operations of KKV Thailand. As of year-end, 15 KKV stores were in operation. Losses per store gradually narrowed during the year, supported by operational efficiency improvements, expanded product assortment, and ongoing cost management initiatives.

Finance Cost

For 2025, finance costs amounted to THB 373.9 million, slightly lower than the previous year. The decline was mainly attributable to the repayment of outstanding bank loans using proceeds from the Company's IPO, partially offset by higher interest expenses on lease liabilities associated with the expansion of the store and warehouse network.

Net Profit and Net Profit Margin

For 2025, the Company recorded net profit of THB 2,631.4 million, an increase of 47.8% YoY. The improvement was driven by higher revenue from the expanded store network, increased transactions, improved gross profit margin, and operating efficiencies achieved during the year.



Statement of Financial Position

(unit: THB million)	31 Dec 2024	31 Dec 2025	Change YoY	
Cash and Cash Equivalents	784.3	1,770.7	986.4	125.8%
Inventories	4,893.5	5,544.7	651.2	13.3%
Right-of-use Assets	5,932.1	6,188.7	256.6	4.3%
Other Assets	3,690.2	4,889.1	1,198.9	32.5%
Total Assets	15,300.1	18,393.2	3,093.1	20.2%
Interest-bearing Debt	2,600.4	-	(2,600.4)	-100.0%
Lease Liabilities	6,344.5	6,605.9	261.4	4.1%
Other Liabilities	1,596.7	2,087.7	491.0	30.7%
Total Liabilities	10,541.7	8,693.6	(1,848.1)	-17.5%
Total Shareholders' Equity	4,758.3	9,699.5	4,941.2	103.8%

Total Assets

As of 31 December 2025, the Company's total assets amounted to THB 18,393.2 million, an increase of THB 3,093.1 million from THB 15,300.1 million at the end of 2024. Cash and cash equivalents rose by THB 986.4 million, mainly from higher cash flows from operating activities and proceeds from the IPO. Moreover, asset growth also reflected continued investment in the store network and warehouse expansion, including THB 871.1 million in leasehold asset improvements and equipment, RoU assets, and a THB 651.2 million increase in inventory. In addition, the Company made a land deposit payment of THB 370.1 million related to the automated warehouse project.

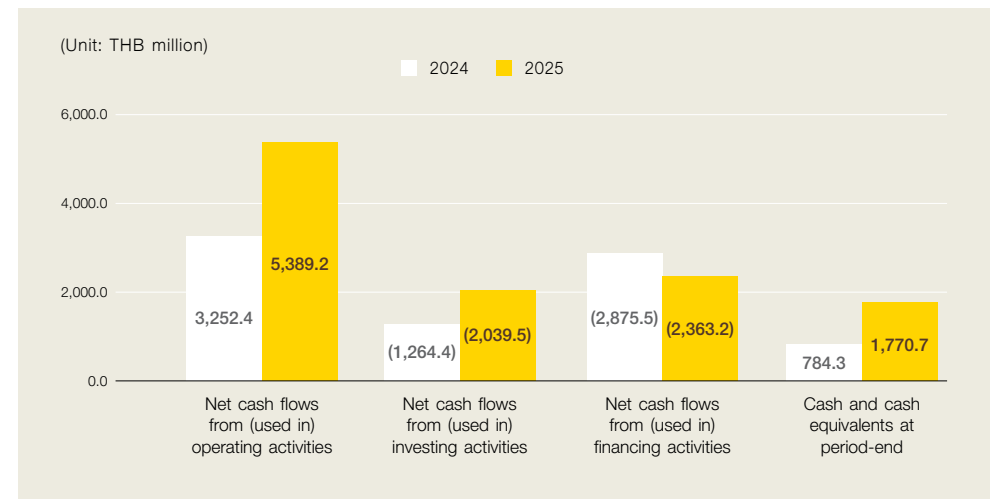
Total Liabilities

As of December 31, 2025, the Company's total liabilities amounted to THB 8,693.6 million, a decrease of THB 1,848.1 million from THB 10,541.7 million at the end of 2024, reflecting the repayment of the entire outstanding loan balance during the year.

Total Shareholders' Equity

As of 31 December 2025, the Company's shareholders' equity amounted to THB 9,699.5 million, an increase of THB 4,941.2 million from THB 4,758.3 million at the end of 2024. The increase was attributable to higher share capital and share premium following the IPO, and net profit for the year, partially offset by cash dividends of THB 1,246.7 million paid to shareholders.

Statement of Cash Flow



For 2025, the Company's net cash from operating activities rose 65.7% YoY to THB 5,389.2 million, outpacing revenue growth, while the cash flow-to-income ratio¹ remained robust at 144.2%. Cash generated from operating activities was primarily used for general working capital requirements and to finance store and warehouse expansion. Following our IPO in November, proceeds raised further strengthened our overall financial position. The Company continued to distribute cash dividends, underscoring its commitment to sustainable shareholder returns.

¹ Calculate as net cash flow from operating activities, divided by operating profit excl. other income for the period.



Key Financial Ratios

Ratio	unit	2024	2025
Inventory Days	(days)	196	197
Gross Profit Margin - GPM	(%)	49.7	51.7
EBITDA Margin	(%)	29.6	31.6
Net Profit Margin	(%)	11.0	13.0
Return on Equity - ROE	(%)	42.7	36.4
Net Gearing Ratio ¹	(times)	0.4	Net cash

¹ Calculated as total interest-bearing borrowings less cash and cash equivalents, divided by total shareholders' equity.



FY2026 and Beyond

According to Frost & Sullivan, Thailand's home improvement retail market is expected to grow at a CAGR of 4.8% from 2024 to 2029, while the chain retailer segment is projected to expand at a faster CAGR of 15.3%, reflecting the continued shift from traditional trade to modern retail formats. In 2024, MR.DIY Thailand held an estimated market share of approximately 9%, operating within a fragmented market with room for further penetration.

Looking ahead, our Company will continue to focus on expanding its store network and refining its value-for-money positioning and product assortment in line with market conditions. The Company believes that its nationwide presence and established operating platform provide a basis for supporting ongoing development in Thailand's home improvement and lifestyle retail sector, subject to changes in economic conditions, consumer behavior, and competitive dynamics.

Store expansion

The Company plans to open approximately 210 new stores in FY2026, with over 70% of locations already secured or under construction. Looking ahead, the Company also targets opening approximately 210 new stores in FY2027, bringing the total store network to more than 1,500 locations by the end of 2027, subject to market conditions.

Expansion will continue to focus primarily on standalone store formats within community locations, aimed at improving accessibility and customer convenience. New stores are expected to achieve a payback period within 3 years, supporting disciplined capital allocation and the Company's long-term growth objectives.

Capital expenditure (Capex)

For FY2026 and FY2027, total capital expenditure is estimated at THB 4,000 million and THB 2,500 million, respectively, for store network and warehouse expansion, store renovations, and IT system upgrades.

The Company continues to develop the new automated warehouse and distribution center at the ARAYA Industrial Estate in Samut Prakan, to shift from the existing leased warehouse model. The project has earmarked a total investment of approximately THB 4,500 million over 2025–2031, and will incorporate an Automated Storage and Retrieval System (ASRS). Upon completion, the facility is expected to support up to 3,000 stores, providing infrastructure capacity for long-term expansion.

Environmental, social, and governance (ESG)

The Company integrates sustainability considerations into its business operations to support responsible growth aligned with stakeholder expectations and environmental responsibility. These efforts are advanced through a practical, disciplined approach that strengthens ESG standards, business ethics, and risk management. Under its sustainability strategy, “D.I.Y. for a Sustainable Future,” the Company prioritizes disciplined resource utilization and the creation of positive community outcomes through its branch network, supported by ethical supply chain governance and responsible product offerings.

During the year, the Company made progress across governance, environmental, and social areas. Governance practices are strengthened through better oversight and transparency, including supplier standards reinforced through the Vendor Code of Conduct and the implementation of local supplier assessments to promote responsible sourcing. This also includes encouraging our suppliers to progressively measure and report greenhouse gas (GHG) emissions to support broader decarbonization efforts.

Environmentally, the Company also expanded its eco-friendly product portfolio, with related revenue representing 4.9% of total sales, achieved a 4.8% reduction in electricity intensity, measured by kilowatt-hours (kWh) consumed per THB 1 million of revenue, and implemented solar panel installations at selected stores and our distribution center facilities with a total installed capacity of approximately 2MW.

In addition, the Company implemented environmental programs to support the transition to a low-carbon society and promote biodiversity conservation, in collaboration with relevant partners. These efforts include a 10-year tree-planting initiative in collaboration with the Royal Forest Department to support the restoration of degraded forest areas in Saraburi Province, along with urban greening activities, such as tree-planting at Benjakitti Park.

From a social perspective, the Company provided more than 12,000 jobs nationwide this year (and growing), delivered over 270,000 training hours, and continued to generate positive community impact through initiatives such as MR. D.I.Y. cares - an outreach program supporting local underserved communities across Thailand. Together, these efforts reflect the Company’s commitment to responsible business practices and sustainable long-term growth.





5. General Information and Other Material Information



5.1 Reference Persons Information

Securities Registrar

Thailand Securities Depository Company Limited
The Stock Exchange of Thailand Building,
93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400, Thailand
Telephone: 66 (0) 2009-9999 Fax: 66 (0) 2009-9991

Auditor

EY Office Limited
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road,
Lumphini, Pathumwan. Bangkok 10330, Thailand
Telephone: 66 (0) 2264-9090

Legal Consultant

TTT & Partners Company Limited
Unit DE, Tower B, 18th Floor, Vanissa Building,
29 Chit Lom Alley, Lumphini, Pathum Wan, Bangkok 10330, Thailand
Telephone: 66 (0) 2080-5699



5.2 Other Material Information

Limitations on Foreign Shareholders

In the event that the Company issues new shares with pre-emptive rights to existing shareholders, whether by way of a rights offering in proportion to their existing shareholding (Rights Offering) or through the issuance of transferable subscription rights (Transferable Subscription Rights), the Company may decide not to issue or offer such shares or instruments to shareholders residing overseas if such issuance and offering would subject the Company to any obligations under foreign laws.



5.3 Legal Disputes

- (1) Any lawsuit that may have a negative impact on the assets of the Company or its subsidiaries in an amount exceeding 5 percent of the shareholders' equity, as presented in the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025.

- None -

- (2) Any lawsuit that materially affect the business operations of the Company or its subsidiaries but for which the impact cannot be quantified.

- None -

- (3) Any lawsuit that did not arise in the ordinary course of business of the Company or its subsidiaries.

- None -



5.4 Secondary Market

- None -



Section

02



Corporate Governance

6. Corporate Governance Policy






6.1 Overview of the Policy and Guidelines

The Company recognizes the importance of good corporate governance as a crucial factor in enhancing the efficiency and sustainable growth of the Group, which will lead to the maximum benefit for all stakeholders, including employees, investors, shareholders, and other interested parties. Therefore, the Board of Directors deems it appropriate to establish a Good Corporate Governance Policy as a guideline for managing the organization to ensure that the operations of the Group are conducted fairly and with the utmost consideration for the interests of shareholders and all stakeholders.

Preparation of the Good Corporate Governance Policy

The Company is committed to conducting business under the principles of good corporate governance to create sustainable value for the business, in line with the expectations of stakeholders, as well as the capital market and society as a whole. In this regard, the Board of Directors has resolved to approve a Good Corporate Governance Policy since 31 May 2023 (prior to the conversion into a public limited company), based on the principles of the Corporate Governance Code for Listed Companies 2017, released by the Securities and Exchange Commission “SEC”, as a guideline for the Company’s governance. The policy was subsequently amended and approved by the Shareholders’ Meeting on 27 November 2023.

The Board of Directors place priority on adherence to good corporate governance principles, which include eight principles as follows:

	Principle 1	Establish Clear Leadership Role and Responsibilities of the Board
	Principle 2	Define Objectives that Promote Sustainable Value Creation
	Principle 3	Strengthen Board Effectiveness

	Principle 4	Ensure Effective CEO and People Management
	Principle 5	Nurture Innovation and Responsible Business
	Principle 6	Strengthen Effective Risk Management and Internal Control
	Principle 7	Ensure Disclosure and Financial Integrity
	Principle 8	Ensure Engagement and Communication with Shareholders

The information and details related to the Corporate Governance Policy can be found in Attachment 5, “Full Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct Prepared by the Company” or the Company’s website at <https://investor.mrdiy.co.th/en/corporate-governance/all-corporate-policies>.

Communication and Monitoring of Policy Compliance

The Company communicated its policies to all employees to ensure awareness, understanding, and compliance. All employees are required to sign an acknowledgment of compliance with the Group’s policies. The Company has also established channels for communicating the Code of Business Ethics and other policies to executives, employees, and other stakeholders via email, new employee orientation, and the Company’s website at www.mrdiy.co.th.



Policy Review

The Company assigned the Company Secretary to review the Corporate Governance Policy at least once a year. If any amendments or revisions to the policy are deemed necessary, such changes must be proposed to the Board of Directors for consideration and approval.

6.1.1 Policy and Guidelines regarding the Board of Directors

The Company has established policies and guidelines for the Board of Directors, including the nomination and compensation of directors, the independence of the Board of Directors from the management, the development for directors, the performance assessment of the Board of Directors, as well as the supervision of subsidiaries and associate companies in accordance with the Corporate Governance Code for Listed Companies 2017, established by the SEC.

(1) The Nomination and Remuneration of the Directors, Subcommittees, and Executives Nomination and Remuneration of the Directors and Member of Subcommittee

Nomination Criteria

The Board of Directors has established the Nomination and Remuneration Committee to determine the qualifications of directors and members of subcommittee in alignment with applicable laws, regulations and/or the Company's business strategy. This includes consideration of other qualifications such as knowledge, expertise, diversity of skills, and work experience that are beneficial to the business of the Company. Furthermore, the Nomination and Remuneration Committee is responsible for establishing the criteria and procedures for selecting suitably qualified individuals to be nominated to the Board of Directors' meeting or shareholders' meeting (as the case may be) for appointment as director and member of subcommittee.

Individuals nominated for directorship shall possess appropriate qualifications, taking into account factors such as skills, qualifications, knowledge, expertise, experience, professional attributes, and personal integrity. Additionally, the Nomination and Remuneration Committee will consider the diversity of the Board's structure based on gender and age. The nominated individuals shall also meet all the necessary qualifications and not have any disqualifications under the law and regulations set by the SEC, as well as meet the structural and compositional criteria outlined in the Charter of the Board of Director. These nominations will then be submitted to the Board of Directors or the shareholders' meeting (as the case may be) for consideration and appointment in accordance with the Company's Articles of Association.

Nomination and Proposal

1. In the event that a director retires by rotation, the Company provides an opportunity for minority shareholders, either individually or collectively, who hold not less than 5 percent of the total voting shares of the Company, to propose suitable candidates for consideration and selection as directors prior to the annual general meeting of shareholders.
2. The Company may also consider qualified candidates from the Director Pool or the Chartered Director maintained by the Thai Institute of Directors Association (IOD).
3. The Company has developed a Board Skill Matrix to identify qualifications and skills required of the Board of Directors in line with the Company's business strategy and conduct the nomination of directors based on the qualifications and skills that are not yet sufficiently represented on the Board of the Director.

Selection

The Nomination and Remuneration Committee is responsible for selecting suitably qualified candidates for appointment as directors and/or members of subcommittees, taking into consideration the following factors, and proposing such candidates to the Board of Directors' meeting and/or shareholders' meeting (as the case may be) for approval.

1. The candidates' skills, qualifications, knowledge, expertise, experience, professionalism and integrity.
2. in the case of candidates for the position of independent directors, their independence and qualifications in accordance with the criteria and conditions prescribed by the notifications of the SEC and the SET, as well as their ability to perform the duties and responsibilities expected of independent directors. In case of reappointing independent director(s) who have served a cumulative term limit of 9 years, the Committee shall review the necessity and reasonable of such appointment for proposing at the Company's Annual General Meeting of Shareholders.
3. Board diversity, including but limited to age and gender.



Appointment

1. The appointment of directors to replace those retiring by rotation and appointment of new directors

The Nomination and Remuneration Committee shall nominate suitable candidates to the Board of Directors for consideration and subsequent proposal to the shareholders' meeting for appointment. The shareholders' meeting shall elect the Company's directors in accordance with the following criteria and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share.
 - (2) Each shareholder may exercise all his/her votes under (1) above to elect one or several persons as directors but may not split his or her votes in an unequal number to vote for any particular candidates.
 - (3) The candidates shall be ranked in descending order based on the number of votes received, from the highest to the lowest, and shall be elected as directors in that order until all of the director positions to be filled. In the case where those persons who are elected, in descending order, receive equal votes which are more than the number of directors to be elected at that time, the Chairman of the shareholders' meeting shall have a casting vote.
2. Appointment of a new director to fill a vacancy on the Board of Directors for reasons other than retirement by rotation

In the event of a vacancy on the Board of Directors for any reason other than retirement by rotation, the Nomination and Remuneration Committee shall nominate suitable candidates to the Board of Directors for appointment, unless the remaining term of office of the vacating director is less than 2 months. A substitute director as described shall hold office only for the remaining term of office of the director whom he or she replaces.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the number of remaining directors.

3. Appointment of member of subcommittee

The Nomination and Remuneration Committee shall nominate suitable candidates to the Board of Directors for appointment as member of subcommittee.

Determination of Remuneration for Director and Member of Subcommittee

Directors are entitled to receive remuneration from the Company in the form of monetary compensation, meeting allowances, gratuities, bonuses, or other benefits as may be approved by a resolution of the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting. Such remuneration may be specified as a fixed amount or in accordance with defined guidelines and may apply from time to time or for a specified period until resolved otherwise by a subsequent shareholders' meeting. In addition, the Directors are also entitled to allowances and other benefits in accordance with the Company's regulations.

The Nomination and Remuneration Committee is responsible for reviewing and recommending the remuneration policies, criteria and procedures for establishing the remuneration of the Board of Directors and subcommittees, as well as the forms of remuneration (whether monthly or performance based). The Committee may seek advice from the independent professional advisers in determining an appropriate remuneration framework and shall make recommendations to the Board of Directors for consideration and approval. In addition, the Committee shall also propose to the Board of Directors the criteria for determining the total annual remuneration, benefits and bonuses for the Company's directors and members of subcommittees.

The Company has established the following guidelines for remuneration of the directors.

1. The Company requires that directors' remuneration be reconsidered on an annual basis, following the criteria and policies set by the Nomination and Remuneration Committee.
2. Directors' remuneration is to take into account the benchmark with the industry standards, as well as the experience, work, and scope of duties and responsibilities of the directors.
3. The types of directors' remuneration are as follows:
 - Monthly remuneration
 - Meeting allowance
 - Performance-based remuneration or bonuses
 - Other benefits
4. Performance-based remuneration or bonuses are determined once a year in relation to the Company's performance, to motivate directors to fulfil their duties in a manner that creates sustainable benefits for shareholders and the Company.
5. The Company will disclose the directors' remuneration on an individual basis in the annual report/registration statements (Form 56-1 One Report).



Nomination and Remuneration of Executives

The Nomination and Remuneration Committee shall determine the qualifications of the Chief Executive Officer in alignment with applicable laws, regulations, and/or the Company's business strategy. This includes the consideration of other qualifications such as knowledge, expertise, diversity of skills, and work experience that are beneficial to the business of the Company. Furthermore, the Nomination and Remuneration Committee is responsible for establishing the criteria and procedures for selecting suitably qualified candidate to be nominated to the Board of Directors' meeting for approval of the appointment as the Chief Executive Officer.

For executives below the level of the Chief Executive Officer, the Chief Executive Officer shall have the authority to appoint such persons, except for positions requiring approval as specified in the charters, policies, or applicable laws. The Chief Executive Officer also responsible for determining wage rate, remuneration, benefit, income, reward, bonus and salary adjustment to be in accordance with the frameworks and policies as provided by the Board of Director and aligned with the Group's operational objectives.

The Company has established the following guidelines for remuneration of executives.

1. The Company requires that CEO's remuneration be reconsidered on an annual basis, following the criteria and policies set by the Nomination and Remuneration Committee
2. The types of executive's remuneration are as follows
 - Monthly remuneration
 - Performance-based remuneration or bonuses
 - Other benefits
3. Review and recommend to the Board of Directors the provision of additional benefits to the CEO, including benefits in the form of stock options and compensation payments in the event that the Company and/or the Group terminate the employment/service contract (if applicable). These recommendations should align with the Company's performance and be consistent with the established Key Performance Indicators (KPI).
4. The Company will disclose the aggregate remuneration of executives in the annual report/ annual registration statement (Form 56-1 One Report).

(2) Independence of the Board of Directors from the Management

The Company has established the following criteria, policies, and guidelines for the independence of the Board of Directors from the management.

1. The Board of Directors' structure must include at least one-third independent directors of the total number of directors, but no fewer than three independent directors. These independent directors shall not be involved in the management and shall be free from any business or other affiliations that could compromise their ability to provide independent opinions in the best interests of the Company. Additionally, they must fully meet the independence qualifications as prescribed by the SEC and have duties and responsibilities as defined by laws, regulations, announcements, and/or relevant guidelines.
2. The Board of Directors shall appoint a suitable individual as the Chairman, who is responsible for overseeing the orderly conduct and functioning of the Board, including managing potential conflicts between the Board of Directors and management. Moreover, the roles and responsibilities of the Chairman and the Chief Executive Officer are distinct. The Board of Directors has therefore clearly defined the authorities and duties of both positions, and requires that the Chairman must not serve as the Chief Executive Officer. In this regard, Mr. Ong Chu Jin Adrian serves as the Chairman of the Board of Directors and Mr. Chin Guangui serves as the Chief Executive Officer.

(3) Holding Directorship in Other Companies by Directors and Executives

1. Each director shall not hold more than five (5) directorships in listed companies. Before accepting any new directorship, a director shall notify the Chairman of the Board, the notification of which shall include an indication of time that will be spent on the new appointment.
2. If the Chief Executive Officer or key executives will simultaneously serve as a director in other companies outside the Group, the prior approval of the Board of Directors must be given.

(4) Board of Directors' Meeting

1. The Board of Directors shall convene at least four times during each financial year, with additional meetings to be held as and when necessary. The meeting schedule for the Board of Directors and subcommittees shall be prepared for entire year and notified to the Board of Directors in advance prior to the beginning of the year.
2. The Chairman or the Vice-Chairman (in a case where the Chairman is unable to perform his/her duties) deliver a notice of the meeting together with the relevant supporting materials to the Board of Directors at least three (3) days prior to the meeting date, except for any urgent matter where it is necessary to preserve the right or interest of the Company.



In such cases, the meeting notice may be given by other means or the meeting date may be scheduled earlier.

- Each Director shall be entitled to one (1) vote on matters considered at meetings of the Board of Directors. A director who has a vested interest in any matter shall not be entitled to vote on such matter. All resolutions of the Board of Directors shall be passed by a simple majority vote. In the case of an equality of votes, the Chairman shall have a casting vote.

(5) Board Development and Orientation for New Director

- All directors are required to undergo appropriate and continuous training to ensure that they remain knowledgeable about regulatory changes, developments, and the broader business trends, as well as to improve their skill sets, enabling them to effectively fulfil their duties as directors.
- Upon appointment of any person as a director, the Company shall arrange an orientation program for new director and provide a director's handbook and relevant to each newly appointed director to ensure that they understand their roles and duties as a Director.

(6) Performance Evaluation of the Board of Director, Subcommittees, and Individual Director

For assessing the performance of the Board of Directors, subcommittees, and individual director, the Company has established the following criteria and processes:

- The Nomination and Remuneration Committee has been assigned by the Board of Directors to conduct an annual review of the performance and effectiveness of the Board of Directors, subcommittees, and individual director, and to report the evaluation results to the Board for further consideration. This process shall be carried out after the fiscal year-end or at another time as deemed appropriate.
- The evaluation results will serve as a basis for the Nomination and Remuneration Committee to provide recommendations to the Board of Directors regarding the re-election or re-appointment of directors or members of subcommittees, as well as for further development of the Board and its subcommittees.

(7) Supervision of Subsidiaries and Associated Companies

The Board of Directors will monitor and oversee the management of the Company's subsidiaries and associates in accordance with the Company's Articles of Association and the Policy on Supervision of Operations of Subsidiaries and Associated Companies that operate the core business. This is to ensure that there are mechanisms for direct and indirect oversight of subsidiaries and associates, as well as to effectively manage and take responsibility for their operations as if they were a department within the Company. This approach is intended to protect the Company's interests in its investment and to implement measures for the efficient monitoring of the management of subsidiaries and associates, which can be summarized as follows.

- The Company shall appoint or nominate individuals to serve as directors in its subsidiaries or associates, at least in proportion to the Company's shareholding in those subsidiaries or associates. The eligible person to be appointed or nominated must have all required qualifications, and must have no forbidden characteristics, as prescribed in relevant laws or provisions, including they must be listed in the Company's information system for directors and executives of companies issuing securities, as defined by the Capital Market Supervisory Board's notification regarding rules for listing names of persons on database of directors and executives of securities issuing companies (Whitelist). They must also have knowledge, ability, and experience beneficial for business operations and suitable for the performance of his or her duty, as well as have leadership, and must be able to offer extensive viewpoints and ideas that are necessary to drive and fulfill the objectives of that subsidiary or an associated company, and must make appropriate decisions, in accordance with the Group's policies. Additionally, the specific characteristics or conditions of each subsidiary and associate should also be taken into consideration.

The Board of Directors may choose not to appoint or nominate individuals to serve as directors in subsidiaries or associates according to the Company's shareholding proportion if (1) there are compelling reasons that prevent the appointment of individuals as directors in the subsidiaries or associates according to the Company's shareholding proportion, and (2) the Company can ensure proper governance and management of the subsidiaries or associates, or its ability to make decisions on matters significantly impacting the financial status and performance of the subsidiaries and/or associates, in accordance with the Company's shareholding proportion.



2. The Company's Board of Directors shall proceed as follows.

- 1) Ensure that subsidiaries have an internal control system, risk management system, anti-corruption measures, and other necessary operational systems in place.
 - 2) Require subsidiaries to implement appropriate, effective, and sufficiently rigorous measures for monitoring their performance to ensure that the subsidiaries truly and consistently adhere to the Company's plans, budgets, policies, and regulations in this subject, along with applicable laws and corporate governance standards for listed companies, and announcements, regulations, and guidelines set forth by the SEC and SET.
 - 3) Ensure that subsidiaries and/or associates fully and accurately disclose information regarding their financial position, performance, related-party transactions, potential conflicts of interest, acquisitions or disposals of significant assets, and any other material matters that may affect the Company, as outlined in the Company's policies and regulations. Furthermore, establish channels for the Company's directors and executives to access information on the subsidiaries and/or associates to effectively monitor their performance, financial position, transactions between subsidiaries and/or associates with their directors and executives, and any significant transactions carried out by the subsidiaries and/or associates. Additionally, a mechanism shall be established to audit these operations within the subsidiaries and/or associates by allowing internal auditors and the Company's directors a direct access to the relevant information and ensuring that the results of such audits are reported to the Company's directors and executives to confirm that the subsidiaries are consistently operating in accordance with the established systems.
3. Directors of the subsidiaries and/or associated companies, who is nominated or appointed by the Company, have the following duties:
- 1) To ensure that subsidiaries and/or associates comply with applicable laws, the Company's regulations, objectives, articles of association, and resolutions of the Board of Directors and shareholder meetings, as well as the Group's policies, by maintaining efficient management practices.
 - 2) To consider and vote at their discretion during the board meetings of subsidiaries or associates on matters related to their general management and routine business operations as each director deem most appropriate for the best interests of the

group, unless otherwise specified in the policies or if the director has a conflict of interest in the matter.

- 3) To ensure the effectiveness of internal control systems, risk management systems, anti-corruption measures, and other necessary operational systems for subsidiaries and/or associates.
- 4) To determine certain measures to monitor subsidiary's performance in an effective manner to ensure that they conduct their business in accordance with the Company's policies, objectives, articles of association, and resolutions of the Board of Directors and shareholder meetings, as well as with laws and rules regarding good corporate governance, and other regulations set forth by the SEC and SET.
- 5) To ensure that the subsidiaries have systems in place to accurately, comprehensively, and timely disclose information regarding their financial position, performance, connected transactions, related-party transactions, and acquisitions or disposals of assets transactions, as well as any other significant transactions as required by the regulations and requirements set forth by the SEC and SET. Additionally, provide channels for directors and executives to access subsidiary information to effectively monitor their operations and performance by allowing internal auditors and the company's directors a direct access to relevant information, and requiring that internal auditors report the results of their operational audits to the Company's directors and executives to ensure that the subsidiaries consistently adhere to the established systems.
- 6) To report the monthly or quarterly performance and operational results of subsidiaries and/or associates to the Board of Directors, in accordance with the approved business plan, investment projects, or significant operational plans as approved by the Board of Directors, including downsizing, business cessation, or the discontinuation of any part of the Company's operations, as well as participation in joint ventures with other enterprises.
- 7) To report to the Board of Directors upon the discovery of any material matters.
- 8) To provide explanations and/or submit information or document related to the performance or operational result of subsidiaries and/or associates to the Company upon request, as deemed appropriate.



4. Subsidiaries and/or associated companies (as the case may be) shall not transact or undertake the following unless a prior approval is given by the Company's Board of Directors.

- 1) The appointment or nomination of individuals to serve as directors of subsidiaries and/or associates, unless the individuals are in the approved list by the Company's Board of Directors for such appointments. Directors of subsidiaries and/or associates appointed or nominated by the Company have the discretion to vote at the Board meetings of those subsidiaries and/or associates on matters related to general management and routine business operations. This discretion should be exercised in the best interests of the subsidiaries and/or associates, unless for significant matters otherwise specified in this subject or if the director has a direct and/or indirect conflict of interest.
- 2) The declaration of annual and interim dividends by subsidiaries, unless the subsidiary declares a total annual dividend that is equal to or exceeds the amount specified in the annual budget or the dividend policy of the respective company, as approved by the Company's Board of Directors.
- 3) Amendments to subsidiaries' articles of association, except for those that could significantly impact the financial position and performance of the subsidiary, which must be approved by the Company's shareholders' meeting.
- 4) Approval of the annual consolidated budget of subsidiaries, unless such approval is already included in the Delegation of Authority schedule of the subsidiary that has been approved by the Company's Board of Directors.
- 5) The appointment of auditors for subsidiaries out of compliance with the Company's policy on auditor appointments, which requires that the auditors of subsidiaries be affiliated with the same accounting network as the Company's auditors.
- 6) The increase in the registered capital and allocation of shares of subsidiaries, as well as the reduction of the registered capital of subsidiaries, which impacts the shareholding ratio of shareholders, or any other action causing the following effects, whether directly or indirectly, unless such actions are part of the business plan or annual budget of the subsidiary that has been approved by the Company's Board of Directors.

- A. Resulting in the Company's shareholding and/or voting rights in the subsidiary's shareholders' meeting, whether directly or indirectly being reduced by more than 10%, of the subsidiary's registered capital or total voting rights (as the case may be); or
- B. Resulting in a reduction of the Company's shareholding and/or voting rights in the subsidiary's shareholders' meeting that constitutes a disposal of assets requiring approval from the Company's Board of Directors (with the calculation criteria prescribed under the relevant notification of the SEC and the SET applied mutatis mutandis).

- 7) The agreement to enter into transactions between the subsidiary and related persons of the Company, or transactions involving the acquisition or disposal of assets by the subsidiary.
- 8) Borrowing, lending, granting credit, guaranteeing, entering into legal agreements that increase the financial burden of the subsidiary, or providing any other form of financial assistance to third parties that is not part of the subsidiary's normal business operations, except for intragroup loans made within the Group.
- 9) The dissolution of the subsidiary's business.
- 10) Any other transactions that are not part of the subsidiary's normal business operations and have a significant impact on the subsidiary and/or the Company.

For transactions or actions under items 7) - 10), such cases shall be those where, upon calculating transaction size of the subsidiary and comparing with that of the Company, the transaction falls within the criteria requiring approval from the Company's Board of Directors. The criteria outlined in the relevant notifications of SEC and SET concerning the acquisition or disposal of assets and/or related party transactions shall be applied by mutatis mutandis.

5. A subsidiary may only enter into the following transactions or undertake the following actions upon receiving prior approval from the shareholders' meeting of the Company:
 - 1) Any amendment to the subsidiary's articles of association that could significantly affect the subsidiary's financial position and performance. This includes amendments that impact the Company's rights to nominate or appoint individuals as directors of the subsidiary,



the Company's voting rights (whether directly or indirectly) at the subsidiary's board of directors or shareholders' meetings, or the subsidiary's dividend distribution.

- 2) Entering into transactions between the subsidiary and related parties of the Company, or transactions involving the acquisition or disposal of the subsidiary's assets.
- 3) The increase of registered capital and allocation of shares of subsidiaries, as well as the reduction of the registered capital of subsidiaries, which impacts the shareholding ratio of shareholders, or any other action causing the following effects, whether directly or indirectly.
 - A. Resulting in the Company's shareholding and/or voting rights, whether direct or indirect, in the subsidiary's shareholders' meeting being reduced, to the extent that such company cease to be a subsidiary of the Company. or
 - B. Resulting in a reduction of the Company's shareholding and/or voting rights in the subsidiary's shareholders' meeting that constitutes a disposal of assets requiring approval from the shareholders' meeting of the Company's (with the calculation criteria prescribed under the relevant notification of the SEC and the SET applied bymutatis mutandis)
- 4) Borrowing, lending, granting credit, guaranteeing, entering into legal agreements that increase the financial burden of the subsidiary, or providing any other form of financial assistance to third parties that is not part of the subsidiary's normal business operations, except for intragroup loans made within the Group.
- 5) The dissolution of the subsidiary's business.
- 6) Any other transactions that are not part of the subsidiary's normal business operations and have a significant impact on the subsidiary.

For transactions or actions under items 2) - 6), such cases shall be those where, upon calculating transaction size of the subsidiary and comparing with that of the Company, the transaction falls within the criteria requiring approval from the shareholders' meeting. The criteria outlined in the relevant notifications of the Capital Market Supervisory Board and/or the SET concerning the acquisition or disposal of assets and/or related party transactions shall be applied by mutatis mutandis.

6.1.2 Policies and Guidelines regarding Shareholders and Stakeholders

The Company has established policies and practices concerning shareholders and stakeholders, covering shareholder care, equal treatment of shareholders, promotion of shareholder rights, prevention of insider trading, conflict of interest prevention, responsibility towards stakeholders, and anti-corruption measures, and disciplinary actions against those who fail to comply with such policies and practices. The details are as follows:

(1) Shareholder Care, Equitable Treatment of Shareholders, and Promotion of Shareholders' Rights

The Company places great importance on its shareholders, and ensures that all shareholders are treated equally and are able to fully exercise their fundamental rights as shareholders. In this regard, the Board of Directors has established guidelines to ensure comprehensive and equitable treatment of shareholders and the protection of their rights, in accordance with the Corporate Governance Code for Listed Companies 2017. A summary is as follows:

1. The Board of Directors will ensure significant corporate decisions are considered and/or approved by the shareholders pursuant to applicable legal requirements.
2. The Board of Directors will support participation of all shareholders through reasonable measures, including:
 - A. Allowing minority of shareholders to propose matters for inclusion in the agenda items and to nominate qualified candidates for election as directors in advance of the shareholders' meeting.
 - B. Allowing shareholders to submit questions in advance of the meeting in accordance with criteria and procedures established by the Company and published on the Company's website.
 - C. Any shareholders who are unable to attend the meeting in person may authorize independent directors proposed by the Company to act as their proxy in attending the meeting and voting on their behalf.
3. The Board of Directors shall ensure that the notice of the shareholders' meeting contains accurate, complete, and sufficient information to enable them to exercise their rights. The notice shall be prepared both Thai and English. The notice and related documents shall be delivered to shareholders and published on the Company's website in advance of the meeting.



4. The Board of Directors shall determine the date, time, and venue of the shareholders' meeting with due consideration for the convenience of shareholders in attending the meeting, such as allocating sufficient time for discussion, and choosing a convenient location.
5. The Board of Directors shall ensure that the Company does not, through its meeting attendance requirements or prerequisites, prevent attendance by or places an undue burden on shareholders, including as a result of identification requirements that exceed applicable legal and regulatory requirements.
6. The Board of Directors shall promote the use of information technology to facilitate the shareholders' meetings, including for registration and vote counting.
7. The Chairman of the Board shall act as the Chairman of the shareholders' meeting and is responsible for ensuring that the meeting is conducted in compliance with applicable laws and Company's Articles of Association, allocating sufficient time for consideration and discussion of each agenda item, and providing opportunity to all shareholders to express their opinions or raise questions at the meeting.
8. Directors attending the meeting in their capacity as shareholders shall not be permitted to add any agenda items that have not been duly notified in advance.
9. All directors and relevant executives shall attend the meeting to respond to shareholders' inquiries on matters relating to the Group.
10. Prior to the commencement of the shareholders' meeting, the shareholders be informed of the total number of shares and the shareholding proportions including shareholding proportions of shareholders attending the meeting in person or by proxies, as well as meeting procedures, voting methods, and vote counting procedures.
11. No agenda items comprising multiple matters shall be combined for a single resolution under one agenda item.
12. The Board of Directors shall encourage the appointment of an independent party to count or to verify the votes at the shareholders' meeting.
13. The Board of Directors shall ensure that the shareholders' meeting resolutions are disclosed through the designated SET channels and through the Company's website by the next business day.

14. The Board of Directors shall ensure that the shareholders' meeting minutes are prepared accurately, comprehensively, and submitted to the SET within 14 days from the shareholders' meeting date.

(2) Prevention against Insider Trading

The Company places great importance on the management of insider information in accordance with good corporate governance principles, upholding the values of integrity and honesty in business operations. To ensure that investors in the Company's securities receive reliable information equally and promptly, the Company has established the following Insider Information Policy:

1. All the directors, executives and employees of the Group shall strictly comply with the applicable provisions on insider trading under the SEC Act and guidelines as issued by the SEC, including the Group's charters and policies.
2. Directors, executives, employees of the Group, and third persons who are aware of or possess insider information of the Group must not trade the Company's securities or enter into a derivatives contracts related to the Company's securities, whether for themselves or others. They are also responsible for safeguarding confidential information with care, ensuring it is not disclosed to others, either directly or indirectly, by any means. Those in possession of such information should know or ought to know that the recipient may use the information to buy or sell the Company's securities, enter into a derivatives contracts related to those securities, whether for themselves or others, or pass the information onto unauthorized persons, unless permitted by law.
3. The Group shall ensure there is a system to maintain and prevent the use of insider information, to prevent the breach of such information or unlawful use of the same for securities trading.
4. Directors, executives, controlling persons, employees, and other designated individuals must not engage in buying or selling the Company's securities or entering into derivatives contracts related to the Company's securities. They must also keep insider information confidential during the following periods: (a) 1 month before the publication of quarterly and annual financial statements or any other period as determined by the Company, and (b) 24 hours after such publication. Additionally, individuals who are aware of any internal information must not engage in buying or selling securities related to that internal information until 24 hours after the information has been disclosed to the public.



5. The Company shall educate the Board of Directors and executives about their duties regarding the preparation, disclosure, and submission of reports on changes in their securities holdings and derivatives contracts, as well as those of related persons, as specified in Section 59 of the SEC Act and related laws, including related legal liabilities and penalties, both criminal and administrative.
6. Those responsible for preparing, disclosing, and submitting reports on changes in securities holdings and derivatives contracts must submit their reports to the Company Secretary before submitting them to the SEC as per the SEC's requirements, within the designated timeframe. The Company Secretary must then forward a copy of the report to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee within 7 days and present it to the Board at the next Board meeting.
7. Each Director and executive must disclose reports on changes in their securities holdings and derivatives contracts, as well as those of related parties, at the end of the calendar year or any other period as notified by the Company Secretary.
8. The Group must establish a policy approved by the Company's Board of Directors, the Chief Executive Officer, or the head of the IT Department, which address various issues including compliance with the law, limiting access to internal information, cybersecurity measures, ensuring proper use of IT systems according to authorized rights, preventing unethical use of IT systems, and ensuring that communication through social media is fair to stakeholders and does not cause harm to the Group.

(3) Prevention against Conflict of Interests

1. All Directors and executives must disclose and submit reports of their own and related person's interests to the Company Secretary. The Company Secretary shall then submit a summary of such reports to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee within 7 days from the date of receipt, in order to report relationships and transactions that may give rise to conflicts of interest with the Group prior to entering into such transactions.
2. Directors, executives, employees, and subcommittees must avoid engaging in any transactions related to themselves or related parties that may conflict with the interests of the Group, and must not undertake any actions that may create a conflict of interest with the Group nor aim to benefit themselves (or their related persons) over the interests of the Company. They must also strictly adhere to the Company's Code of Conduct.

3. Directors must inform the Board of Directors of their conflicts of interest in any matters. The Director with a conflict of interest will not be able to participate in the consideration and approval of the related agenda items. This is to ensure that the Board's and executives' decisions are fair and in the best interests of the shareholders and the Company. Such matters must be recorded in the meeting minutes as written evidence.

However, if the Director has more expertise in the relevant agenda than other attending Directors, or if other Directors request it, the Director may attend the meeting to answer questions or provide additional information regarding the agenda. The conflicted director must not participate in the decision-making to allow the remaining Directors to make independent decisions in the best interest of the Company.

4. Before appointing anyone as a Director, the Company Secretary shall inform the candidate that they are required to notify the Company in writing of any conflicts of interest they have with the Group without delay. Upon receiving such notification, the Company Secretary shall present details of the conflicts of interest to the Board of Directors or shareholders before the appointment of such individual at the Board of Directors or shareholders' meeting.
5. The following actions will be considered conflicts of interest with the Group in substance. In this regard, such action must involve situations where the Board of Directors, executives, or involved parties gain financial benefits beyond normal business operations or where damage is caused to the Group:
 - A. Any transactions between the Group and Directors, executives, or related parties that do not comply with relevant securities laws regarding related party transactions.
 - B. The use of the Group's inside information, unless that information has already been disclosed to the public.
 - C. The use of the Group's assets or business opportunities in a manner that does not comply with securities laws.
6. Prepare a summary of related party transactions or connected transactions that constitute ordinary course of business transactions on arm's length terms (i.e., transactions of the same nature as those a prudent person would enter into with a general counterparty under the same circumstances, based on normal commercial bargaining power without influence arising from one's position as a Director, executive, or related person) and that



have been approved, or approved in principle, by the Board of Directors, and submit such summary to the Audit and Risk Management Committee for acknowledgment and expressing opinions on a quarterly basis.

In cases where related party transactions or connected transactions are not considered as arm's length transactions, the Audit and Risk Management Committee shall review and provide opinions on the necessity and appropriateness of such transactions, in accordance with the relevant securities laws and other applicable policies of the Group.

7. The Board of Directors will oversee the Group's compliance with securities laws and other relevant regulations, including the disclosure of information as required by securities laws.
8. The Company must establish a clear system to ensure that its subsidiaries have sufficient, secure, and reliable information disclosure regarding significant transactions. Additionally, the Company must provide channels for Directors and executives to access information about the subsidiaries' performance or financial position, related party transactions with Directors or executives of the Company, and significant transactions of the subsidiaries.

Furthermore, the Company must implement a mechanism to review such system, whereby Independent Directors, the Audit and Risk Management Committee, and internal auditors shall have access to relevant information. The results of such reviews should be reported to the Board of Directors, the Audit and Risk Management Committee, and the executives to ensure strict compliance by the subsidiaries.
9. Directors, executives, and employees must avoid holding shares, serving as directors, executives, partners, major shareholders, or advisors of any entity that competes with the Group's business, which could impact the Group either directly or indirectly. However, the above restrictions do not apply if: (1) the actions do not negatively affect the Group's interests, (2) there are mechanisms to protect the Group's and shareholders' interests from such actions, and (3) the related Directors, executives, or employees comply with securities laws regarding such involvement (including requirements for nominated Directors to report their involvement, especially in activities competing with the Company's business, to the shareholders before being appointed as Directors).
10. Directors, executives, and employees, including members of subcommittees, with conflicts of interest with the Group, shall not have the right to vote or participate in the consideration and approval of matters where they have conflicts of interest during relevant meetings.

11. The Group shall establish channels for personnel to report any cases of potential conflicts of interest with the group, as well as issues related to fraud and corruption.

In addition, the approval authority specified in the Company's Delegation of Authority table, which has been approved by the Board of Directors, does not allow the authorized person to delegate authority to other persons.

(4) Responsibilities to Stakeholders

In the course of business operations, the Company shall take into consideration the interests of customers, stakeholders, and the general public. In order to comply with the Corporate Governance Code for Listed Companies 2017, the Company has established the following guidelines:

1. Responsibility to Employees

The Group realizes the significance of human resource development and fairness treatment towards the employees, as well as respects the rights of employees according to human rights principles and labour laws. In this regard, the Group sets out the guidelines as follows:

- 1.1 to conduct employment process by considering ability, position fit and culture fit as well as provide employment terms and conditions, as well as employee benefits, with fairness and align with individual's and Company's performances;
- 1.2 to support human resource development by organizing training programs, and academic seminars in various fields, as well as educating positive aspects with good morals and ethics;
- 1.3 to create positive working environment;
- 1.4 to put in place a key performance indicator (KPI) with transparency and without discrimination;
- 1.5 to comply with applicable labour laws and regulations (including laws relating to safety, occupational health and working environment);
- 1.6 to put in place whistleblowing channels for employees;
- 1.7 to any action that would be unfair to employees or adversely affect job security of employees; and
- 1.8 to treat all employees in a non-abusive manner.

2. Responsibility to Shareholders

The Group has implemented the guidelines under the Good Corporate Governance Policy in relation to fair and equal treatment of shareholders to ensure that the shareholders' opportunity to participate effectively in decision-making involving significant corporate matters. All shareholders have equal rights to attend and vote at shareholders' meetings, whereby the Company will notify shareholders of rules and regulations governing



the conduct of shareholders' meetings, voting requirements for each class of shares, procedures for voting and expressing opinions.

The Group will disclose its important information, financial reports and operating results in an accurate, comprehensive, timely, transparent and reliable manner for shareholders to understand financial position of the Group on a regular basis through easily accessible communication channels.

3. Responsibility to Customers

The Group will treat its customers with fairness and without discrimination. In this regard, the Group will not disclose the customers' information obtained from its general business operation and will not exploit such information for its own benefits or others. The Group is committed to enhance satisfaction and assurance to the customers under proper safety and technology, as well as maintain and improve the standardized qualities constantly. In this regard, the Group sets out the following guidelines for its personnel:

- 3.1 to provide services to customers with sincerity by providing useful and accurate information to customers by taking consideration of the best benefits of customers, and not providing misleading information to customers in relation to products, services and terms and conditions, through easily accessible communication channels;
- 3.2 to respond to customers' demand in a sufficient and comprehensive manner, in order to focus on long-term customer satisfaction;
- 3.3 to strictly comply with terms and conditions given to the customers;
- 3.4 to deal with customers in a polite manner and behave to be trusted by the customers;
- 3.5 to maintain customers' confidential information and not illegitimately use it for the benefits of the Group and others;
- 3.6 not to disclose any customers' confidential information unless consent is given;
- 3.7 not request, receive or pay any benefits which imply a dishonest or illegitimate intention;
- 3.8 to strive on seeking ways or methods that are able to respond the customers' demand on a regular basis; and
- 3.9 to establish a department responsible for receiving complaints in order to ensure that customers receive services with the highest satisfaction, and learn from such complaints to solve problems of the Group on a regular basis.

4. Responsibility to Vendors

In order for the business operation are conducted ethically and with social responsibility and in compliance with applicable laws and regulations, the Group has implemented the Vendor Code of Conduct to set out obligations and standards of business conduct and ethical practices, that for all vendors are expected to adhere to when engaging business with Group.

5. Responsibility to Creditors

The Group will treat its creditors equally and avoid any circumstance which may cause conflicts of interest, as well as strictly comply with the provisions prescribed under the agreements entered into with creditors. In this regard, the Group requires the directors, executives and employees to comply as follows:

- 5.1 to treat the creditors with equality and fairness on the basis fair benefits for both parties, and strictly comply with the conditions and agreements as mutually agreed;
- 5.2 in case of inability to comply with any condition, to notify the creditors in advance for further consideration on solutions to be provided; and
- 5.3 with regard to business negotiation, to avoid any solicitation, acceptance, or offering of improper benefits and where there is any information regarding such improper solicitation, acceptance, or offering, such information shall be disclosed to the creditors without delay for further consideration and appropriate action.

6. Responsibility to Competitors

The Group is committed to treat its competitors with fairness. In this regard, the Group implements the guidelines as follows:

- 6.1 competition must be conducted with fairness without any damages against the reputation of competitors by means of defamation, or any other action committed without truth or fairness;
- 6.2 the competitors' trade secrets will not be obtained by unlawful or wrongful means;
- 6.3 the Group will support and encourage free trade competition with fairness, without the intellectual property infringement or obtaining trade secrets of the competitors in a fraudulent manner;



6.4 the Group may, from time to time, communicate with the competitors to exchange opinions, providing that the conversation relating to pricing, marketing approaches, sale territories and targets, and undisclosed market research will be avoided; and

6.5 the Group will support and encourage free trade competition by avoiding any action to enter into an agreement with the competitors for the purpose of reducing or limiting competition.

7. Responsibility to Environment and Society

The Group realizes the significance of natural resource conservation and contribution to the society. In this regard, the Group supports an efficient use of resources by taking into account safety of the society, communities and environment, an operation of business with standardized operational system and good management control, and sustainable development of the environment and the society. The Group also strives to create awareness among the employees in all levels with regard to their responsibilities towards surrounding communities, society and environment, and support any activity which engages in environment conservation.

In this regard, the Group puts in place a policy in relation to environmental, social, and governance (ESG).

(5) Whistleblowing

The Company is committed to the highest form of integrity and accountability in the course of its business. In this regard, the Company has established a Whistleblowing Policy to provide channels for the Group's personnel, external parties, and the public to report any actual or suspected misconduct or fraudulent activities related to the Group. This policy can be summarized as follows:

1. Whistleblowing

1.1 A Whistleblower may lodge his or her complaint/allegation on bribery, corruption or any misconduct by filling up the Whistleblowing Form through the below channels:

1.1.1 An employee's direct supervisor (manager level and above)

1.1.2 The Whistleblowing channel via th.whistleblower@mrdiy.com

1.1.3 The Head of Internal Audit Department via email: th.internalaudit@mrdiy.com

1.1.4 The Chairman of the Audit and Risk Management Committee (an independent director) or other directors via mail or e-mail at the address below:

MR. D.I.Y. Holding (Thailand) Public Company Limited

No.777 WHA Tower, 12th Floor, Moo 13, Deberatna Road (Bangna-Trad)

KM.7, Bang Kaeo, Bang Phli, Samut Prakan 10540, Thailand

E-mail: th.armc@mrdiy.com

1.2 After witnessing, suspecting or receiving an allegation of misconduct or fraud, the relevant supervisor must notify the Internal Audit Department of such incident or allegation within seven (7) days in order to investigate it in accordance with the stipulated procedures.

1.3 The Whistleblower should complete the Whistleblowing Form, providing the necessary information for the Group to investigate the complaint or allegation.

2. Anonymous Complaint / Allegation

The Group encourages whistleblowers to disclose their identities and contact information to facilitate the Group's investigation and/or additional information gathering. If a complaint or accusation is made anonymously, the investigation will be limited solely to the information provided in such complaints or accusations received by the Group.

3. The Company's Response

3.1 Upon receiving the written complaint/ allegation or Whistleblowing Form, the Internal Audit Department shall be responsible for examining the information and facts of any complaints or reports in association with corruption or bribery as soon as possible and set up an investigation team for investigations and further actions. The investigation process will be managed with the highest standard of integrity, accuracy and fairness. A proper investigation would determine the validity of the report received.

3.2 If credible information or evidence through the examination of facts shows that the accused person committed an act of corruption or dishonesty, the Group shall give the accused the right to hear the accusations against them and to defend themselves against any such accusations by providing additional information or evidence to demonstrate that they had no involvement in the said act.



- 3.3 If it appears that the accused did in fact engage in an act of corruption or bribery, they shall be penalized in accordance with the Group's disciplinary action or encounter legal action in accordance with relevant laws. Any disciplinary measures taken in accordance with the Group's regulations shall be deemed final. Furthermore, any units or individuals connected to the wrongdoer must review and improve their prevention measures and internal controls to ensure greater effectiveness.
- 3.4 If any of the members of the Internal Audit Department is the subject of the complaint or suspected of being involved in corrupt activities or misconduct, he or she will automatically be abstained from attending the task.
- 3.5 If the complaint involves a critical matter (e.g., reputation, image, financial position, conflict with core business of the Group), the report shall be forwarded by the Internal Audit Department to the Chairman of the Company, who shall refer this to the Board of Directors. The Board of Directors shall then authorize one of the Company's directors to be responsible for the investigation and recommendation to the Board of Directors. The Board of Directors shall have the authority to make the final decision regarding the complaint.
- 3.6 If the complaint involves any director or executive of the Group, the report shall be forwarded by the Internal Audit Department to the Chairman of the Company, who shall refer this to the Board of Directors. The Board of Directors shall then authorize one of the Company's directors to be responsible for the investigation and recommendation to the Board of Directors. The Board of Directors shall have the authority to make the final decision regarding the complaint.
- 3.7 If the complaint involves the chairman of the Board of Directors, the report shall be forwarded by the Internal Audit Department to the Chairman of Audit and Risk Management Committee, who shall refer this to the Board of Directors. The Board of Directors shall then authorize one of the Company's directors to be responsible for the investigation and recommendation to the Board of Directors. The Board of Directors shall have the authority to make the final decision regarding the complaint.
- 3.8 The Group will inform the Whistleblowers who have disclosed their names and contact details of the progress of investigations and their outcomes. However, the Group may not provide details of the investigation process or any disciplinary action taken if these are deemed to be private and confidential.

- 3.9 If the investigation shows that the report or complaint has been submitted in bad faith or with the intention of causing harm to the Group or any individual, or with falsified information, the Group shall proceed as follows:
- a) If the false report is made by an employee of the Group, that employee shall be subject to disciplinary measures in accordance with the Group's regulations and/or legal action; or
 - b) If the false report is made by a third party and the report causes harm to the Group, the Group shall consider taking legal action against the said person.
- 3.10 The investigation and decision-making process for each complaint/allegation should be completed within thirty (30) – sixty (60) days after receiving the written complaint/allegation or Whistleblowing Form, depending on its complexity and nature of the accusations, except for the case requiring a resolution of the Board of Directors which should be completed within sixty (60) – ninety (90) days.

4. Protection Afforded to Whistleblower

The identities of all whistleblowers will be kept confidential to the greatest extent possible, provided that the complaints/accusations are made in good faith and are reasonably credible. The Group will not tolerate any retaliation or revenge in any form against whistleblowers who make reports in good faith and are reasonably credible and/or cooperate in the investigation. Any personnel involved in such retaliation or revenge may face disciplinary action, which may include termination. However, the Group may withdraw such protection if the whistleblower is involved in the reported issue.

In addition, the Group assures that it will not terminate, demote, suspend, intimidate, harass, discriminate, or take any other action that would negatively impact the Group's personnel who report misconduct or fraud in good faith and are reasonably credible and/or cooperate effectively in the investigation. Executives or employees who engage in such actions against whistleblowers will face disciplinary action.

If the Whistleblower is threatened or intimidated in any way, he or she must inform the Head of Internal Audit Department of the incident immediately in order to arrange the necessary protection. The level of protection will depend on the severity and importance of the reported misconduct or fraud.



5. Confidentiality

Every person involved in receiving a report of misconduct or fraud, or suspicions thereof, must treat all the information obtained, including personal data, as confidential, and only disclose such information to the persons (including any of the Group's personnel who are responsible for) who require it for investigation or have a legitimate need to know.

6. Personal Data

The Group will process the personal data collected through its whistleblowing channels in accordance with all the laws and regulations related to data privacy protection. This personal data will only be used for the purpose of investigating cases of misconduct or fraud reported by the Whistleblower.

7. Penalties

If it is appear that the accused has violated the Whistleblowing Policy, they shall be penalized according to the Group's disciplinary action or encounter legal action as prescribed by relevant laws. Any disciplinary action under the Group's regulations will be deemed final. Additionally, any departments or persons involved with the wrongdoer will be reviewed, and preventive and internal control measures will be upgraded for greater effectiveness.

(6) Anti-Corruption

The Company is committed to operate its business with integrity, transparent and fairness, taking into account all stakeholders. The Group recognizes that corruption and bribery may arise in business activities and interactions with stakeholders, which may affect the decision-making and business operations of the Group. In this regard, the Group has established this Anti-Corruption Policy to provide clear guidelines and practices for preventing corruption in the Group by creating an organizational culture where all personnel are aware of the negative effects of corruption, emphasising good corporate values, and building trust and confidence among stakeholders in order to ensure effective anti-corruption practices. This policy can be summarized as follows:

1. All personnel of the Group are prohibited from taking part in any form of corruption, whether directly or indirectly, including bribery, and the seeking of any form of undue benefit, such as demanding, receiving, offering, or giving property or any other benefit,

involving government officials or any other persons who engage in business with or create business opportunities for the Group for their own personal interest or others' interests.

2. The Group has a Zero-Tolerance Policy towards corruption and will adhere to relevant laws and standards related to anti-corruption in Thailand other countries in which the Group operates its business.
3. Representatives or contractors of the Group who violate the Anti-corruption Policy shall be subject to determination of contract.
4. The Group shall ensure that this Policy is consistent the Good Corporate Governance Policy, the Vendor Code of Conduct and the Code of Business Ethics. In this regard, the Group shall have manuals or guidelines in relation to compliance with this Policy in place.
5. The Group shall establish a delegation of authority matrix and approval processes for transactions or other actions to be practiced by its personnel in undertaking any transactions or any other actions.
6. Duties and responsibilities
 - 6.1 The Board is responsible for establishing an Anti-corruption Policy and ensuring an effective internal control and risk management system for anti-corruption, to ensure that the Group's personnel are aware of the importance of anti-corruption and to integrate these values into the organizational culture.
 - 6.2 The Audit and Risk Management Committee must review the financial and accounting reporting systems, internal control systems, internal audit systems, and risk management systems to ensure they are robust, up-to-date, effective, and compliant with international standards. The Audit and Risk Management Committee must report to the Board of Directors in case of any suspected or findings of corruption.
 - 6.3 Management is responsible for establishing systems, promoting, and supporting the Anti-corruption Policy, and communicating it to all levels of personnel within the



Group. This includes fostering these values as part of the organizational culture, periodically reviewing, monitoring, and updating systems and measures to align with changes, and periodically assessing corruption risk to identify high-risk scenarios and develop prevention and corrective measures.

6.4 The Internal Audit Department is responsible for reviewing and auditing operations to ensure compliance with policies, practices, authorities, regulations, and laws. This ensures that the control and risk management systems are appropriate and robust for anti-corruption. The Internal Audit Department shall report such results to the Audit and Risk Management Committee.

6.5 The Group's personnel have a responsibility to grasp and obey this Policy in all respects.

7. Giving and receiving gifts, organizing entertainment, and holding receptions

7.1 Organizing entertainment, holding receptions and giving or receiving gifts on special occasions may be acceptable, provided that such activities are conducted transparently and in the ordinary course of business, and permitted by laws, regulations, local traditions, or trade practices, and comply with Group's policies. However, the Group's personnel shall not request or advise for the gift or entertainment.

7.2 The Company has established guidelines for organizing entertainment, holding receptions, and giving or receiving gifts on special occasions as follows:

- a) not being for the purpose of inducing inducement to carry out or avoid undue acts, influencing business decisions, or causing to receive unfair benefits;
- b) not being in violation of this Policy or any other policies of the Group, or any relevant laws;
- c) giving or receiving gifts being performed in the name of the Group, but not in the name of an individual person;
- d) giving or receiving gifts being on the appropriate occasions in accordance with traditions, i.e., exchanging gifts at a New Year's party;
- e) giving or receiving gifts being performed openly;
- f) not provide cash or cash equivalents such as a gift card or a gift voucher; and
- g) holding receptions being performed as necessary, with reasonable expenses, and without wasteful or excessively frequent arrangement.

7.3 The Group's personnel may receive a gift in case of a regular and traditionally given

only and such gift shall have a value not exceed THB 3,000. If the rejection for the gift at the value more than THB 3,000 cannot be made in order to maintain a good companionship or relationship, such person shall inform his/her supervisor without delay but no later than 30 days from receiving such gift. For avoidance of doubt, the Group's personnel shall deny receiving cash in all cases.

8. Political contributions

The Group maintains a policy of political neutrality and does not provide political support or engage with political parties, political groups, politicians, or political candidates, either directly or indirectly. The Group's personnel must not use the Group's assets, resources, or working hours for political activities on behalf of the Group, nor use the Company's name to support political activities or create the impression that the Group supports or is involved with political activities, parties, groups, politicians, or candidates. However, the Group's personnel have the right to participate in political activities in their personal capacity, using personal time and expenses, as permitted by law.

9. Charitable donations, giving and receiving sponsorship

9.1 Donations must be made solely for charitable purposes and must be directed to representatives or charitable organizations with clear documentation or evidence of donation receipt. Donations must comply with the Group's policies.

9.2 The Group's personnel must exercise caution to ensure that charitable donations and any support provided or sponsorship received do not conceal bribery and must be subject to transparent consideration procedures in accordance with the relevant laws, regulations and delegation of authority as well as without any morals' conflict, and any act which negative effect to the society.

9.3 The Group has no policy for accepting donations or financial support from customers, business partners, joint venture parties, or any other individuals for any whatever purposes.

10. Facilitation payment

The Group does not have the policy to pay the direct and indirect facilitation payment and shall not perform and accept any act in order to receive instead of the facilitation of business operation.

11. Employment of public officials



In the event it is beneficial to the Group and does not violate any laws or regulations nor cause any conflict of interest between the public official's personal interests, collective interests, state's interests, and the Group's business interest, the Group may appoint or employ a former public official as a director, advisor, executive or employee after the cooling-off period of two (2) years. The appointment/employment can also be done if it is not prohibited by laws or regulations of the public official's former agency or other related regulatory agencies, and after conducting a check on his/her background and the positions held during his/her tenure as a public official. This is to ensure that such appointment/employment will not cause any conflict of interest; and is not undertaken in exchange for any other benefit or in favour of the Group.

12. Risk assessment

The Group will assess the risk of potential corruption and establish appropriate risk management systems, including regular audits and reviews of the risk management system.

13. Internal Control

The Group will implement an effective internal control system to prevent corruption, including auditing accounts, procurement processes, data storage, and business processes related to the Anti-corruption Policy. Additionally, the Group will ensure that internal controls related to accounting, data storage, documentation, and other data storage are accurate and adequate for financial reporting and transactional evidence. The Internal Audit Department shall appropriately inform to the related unit for the control measure improvement in the event that there is any issue or incident found that did not comply with the Anti-Corruption Policy.

14. Accurate book and accounting records

The Group complies with standards, principles, and applicable laws relating to accounting and financial reports. All types of expenses shall be supported and accompanied by relevant documents. The Group does not allow any false, illegitimate, incomplete, incorrect data or information to be recorded in the accounts, and shall not include the off-financial statement items to conceal inappropriate transactions or payments.

15. Communication and training

15.1 The Group shall ensure that this Policy is communicated to the work units at all levels in the Group and its business representatives through various channels.

15.2 The Group's personnel shall receive periodic training on anti-corruption practices, in order for all stakeholders to acknowledge forms of corruption, risks from involvement in corruption and apply this Policy properly as well as how to report any suspicious activity.

15.3 The Group will announce and communicate the Anti-corruption Policy through various channels to partners, suppliers, business agents, and contractors from the beginning of the business relationship and as appropriate thereafter. The Group shall require that those with whom it does business adhere to similar standards.

16. Penalties

16.1 The Group's personnel who do not comply with the Anti-corruption Policy will be subject to disciplinary action according to the Group's regulations, which may include termination of employment and/or legal action.

16.2 Supervisors who ignore violations or non-compliance with the Anti-corruption Policy by subordinates, or who are aware of such actions but fail to rectify or report them, shall be subject to disciplinary action according to the Group's regulations.

(7) IT Management

The Group shall ensure that the IT systems are used in an effective and secured manner by setting out further policies, which shall be approved by the Board of Directors of the Company, Chief Executive Officer or Head of IT Department. and shall at least cover the following matters:

1. ensure compliance with the provisions of the Computer-related Crime Act B.E. 2550 (2007) as amended and other relevant laws;
2. limit access to inside information by only allowing the Chief Executive Officer, Chief Financial Officer, Company Secretary and executives who are relevant to such inside information, and disclose it to those employees where necessary (provided that the Company must inform such employees that the information is confidential and subject to certain restrictions);
3. prohibit any modification, replication or deletion of the Group's information and restrict

any disclosure of information that is on the Group's database, without prior permission;

4. procure and maintain a cybersecurity system to protect the Group's information and confidential documents;
5. ensure that the IT systems are used in accordance with legitimate rights and collects and keeps all the passwords to access the systems in a secured manner;
6. ensure that the IT systems are not used to access or deliver any information which contains the content that is in association with immoral or gambling matters or against public order, national security or other persons' rights; and
7. ensure that all communications through social media will be made in an appropriate and accurate manner with fairness to all stakeholders and will not cause any harm to the Group in accordance with guidelines or policies as approved by the Chief Executive Officer (if any).



6.2 Code of Business Ethics

The Company has established the Code of Business Ethics to ensure that the Group adhere to the Group's commitment to the highest ethical standards and law in day-to-day business operation. This Code of Business Ethics applies to the directors, executives, and employees, which can be summarized as follows:

1. Duties and Compliance

- 1.1 All employees have a duty to comply with the Group's policies (including, but not limited to, the Anti-Corruption Policy, and prevention of Conflicts of Interest Policy), Corporate Governance Policy, Vender Code of Conduct, and other related policies and guidelines.
- 1.2 The Code of Business Ethics should be read in conjunction with the relevant and applicable policies, Good Corporate Governance Policy, Vender Code of Conduct, and guidelines issued or developed by the Group.
- 1.3 The Group emphasizes compliance with laws, regulations, and rules related to business operations and encourages directors, executives, and employees to study upcoming regulations that may affect the management and operations of the Group. In this regard, the Group set out the following guidelines.:
 - A. Personnel must perform their duties and business operations of the Group in accordance with Public Limited Company Act, the Securities and Exchange Act, including related regulations and notification, and laws, regulations, and rules applicable to the Group's business operations;
 - B. If there is uncertainty about legal compliance, consult the legal department first; and
 - C. The Group will maintain information on laws, regulations, rules, orders, notification, and meeting resolutions related to business operations and duties of the personnel, in order for them to research and study properly.





2. Data Protection and Usage of the Group

- 2.1 The Group has established a Personal Data Protection Policy to ensure that everyone records, uses, manages, stores, and/or transfers all data and records in compliance with the policy and applicable laws, including the Personal Data Protection Act B.E. 2562 (2019) (as amended), as well as related regulations, notification, and other relevant regulations.
- 2.2 In conducting business, the Group may provide resources and assets, including licensed applications and/or software, to employees for completing their work. Employees are responsible for protecting and using these resources and assets appropriately and in accordance with relevant laws, the Group's policies, and licensing agreements.

Employees should follow appropriate and necessary methods to prevent loss, damage, misuse, theft, or fraud to the Group's resources and assets.

3. Confidentiality

- 3.1 Each employee is required to maintain the confidentiality of any confidential information provided or given access by the Group or its customers, except when disclosure is required by law or applicable regulations. Confidential information includes all internal information that, if disclosed, could benefit competitors or be harmful to the Group or its customers. This also includes information that suppliers and clients have entrusted to the Group.
- 3.2 The duty to protect confidential information continues even after the employment relationship has ended.

4. Protection and Appropriate Use of the Group's Assets

- 4.1 All employees should endeavour to protect and manage the Group's assets effectively. Any suspicion of fraud or theft should be reported immediately for investigation. The Group's equipment should not be used for purposes unrelated to the Group's business, except for incidental personal use that is not intentional.
- 4.2 Any use of assets that requires authorization must comply with the terms and conditions specified in the relevant contracts.
- 4.3 Unauthorized use or sharing of this information constitutes a breach of the Vender Code of Conduct and the Code of Business Ethics, and may result in disciplinary action.

5. Conflict of Interests

- 5.1 The Group has established the Prevention of the Conflicts of Interest Policy.
- 5.2 Any conflicts of interest must be declared and reported to the Company Secretary and the relevant supervisor for further action.
- 5.3 Directors and executives must not spend their working hours or use the Group's resources for personal benefits, including conducting research or contacting others. They must not accept external work or activities that may diminish their efficiency while working within the Group.
- 5.4 Directors and executives must avoid any circumstance that could influence their work or decisions or affect their integrity towards the Group. This includes using their position to secure contracts or business deals for family members, friends, or close associates, or using their position to exert influence for personal benefits.

6. Anti-Corruption

- 6.1 The Group places importance on the prevention of giving or receiving bribes and of corruption. All personnel should not directly or indirectly accept any form of bribe, kickbacks, or any other benefits obtained unlawfully or unethically, which may be perceived as suspicious activities or behaviors.
- 6.2 The Group has established an Anti-Corruption Policy and other related policies. All employees must adhere to and comply with all relevant and applicable policies and laws.





6.3 Giving or receiving gifts may create a conflict of interest or other inappropriate characteristics, which ultimately may affect the reputation and standing of the Group. Therefore, all employees of the Group are not permitted to accept or give gifts, except under certain exceptions as permitted by the Anti-Corruption Policy.

6.4 It is the duty of the Group's employees to inform external parties who conduct business with the Group that the Group promotes anti-corruption and a 'no gift' policy according to the Anti-Corruption Policy. Employees shall use its best endeavours to ensure that such external parties understand and adhere to the Group's policies.

7. Insider Trading

7.1 Directors, executives, and all employees of the Group (including external parties working for the Group) who have access to confidential and/or price-sensitive information are prohibited from using or disclosing such information for the purpose of trading securities or for any other purpose, except for conducting the Group's business (only if such use does not conflict with the SEC Act). All inside information related to the Group should be considered confidential. Using inside information for personal financial benefits or to "tip off" others who might use such confidential information to make investment decisions on the basis of this confidential information is not only unethical but also illegal.

7.2 Directors, executives, and all employees of the Group who are related to the relevant information, as well as persons related to such individuals, are prohibited from trading the Group's securities during the Blackout Period*.

* The "Blackout Period" refers to the period commencing one month prior to the publication of quarterly and annual financial statements and 24 hours after the publication.

8. Money Laundering

Money laundering refers to the process of converting illegally obtained money into legally acceptable funds through means that is not limited to cash transactions. Participation in such activities undermines the Company's integrity, damages its reputation, and may expose the Group and the offenders to severe legal penalties and prosecution. All employees must report any suspicious transactions and activities to the Head of Internal Audit Department.

9. Whistleblowing

9.1 The Group has established a Whistleblowing Policy to maintain the highest standards of professionalism, integrity, and ethical behavior in the conduct of its business and operations.

9.2 The Whistleblowing Policy outline the channels for complaints, guidelines, and procedures to enable anyone including employees and the public to report concerns in good faith regarding illegal, incorrect, or inappropriate actions, whether they have occurred or are suspected to have occurred.

9.3 The Group will not retaliate or participate in any retaliatory actions against employees who have made such whistleblowing report in good faith.

10. Human Rights

The Group supports and respects human rights, and will treat all stakeholders, such as employees, communities, and society, with respect for human dignity, equality, and liberty. There will be no violation against the fundamental rights and no discrimination based on race, nationality, religion, language, gender, age, education, physical characteristics, or social status. Additionally, the Group will ensure that all directors, executives, and employees are not involved in human rights violations, either directly or indirectly.

11. Intellectual Property Rights

The duty of employees to protect the Group's property includes the Group's proprietary information, intellectual property (such as trademarks, copyrights, patents, designs, and trade secrets), and plans related to marketing or business strategies, ideas, databases, records, salary information, and any unpublished financial information. To this end, the Group has established the following guidelines:

11.1 Directors, executives, and all employees must respect and honor the intellectual property rights of external parties and must not infringe on or use others' intellectual property for personal or Group benefits. The Group will obtain legal authorization from the intellectual property owners before using such intellectual property;

11.2 Directors and executives must encourage and support employees to create innovations for the Group's business in a manner that does not infringe on others' trademarks, copyrights, or patents;



- 11.3 Directors, executives, and employees must be careful not to use others' intellectual property without permission;
- 11.4 Directors, executives, and employees must not use or disclose the Group's information and secrets, such as ideas, research, or technical information related to or arising during their work with the Group, to external parties, whether or not such information or secrets are registered under intellectual property law;
- 11.5 Directors, executives, and employees must not use the Group's intellectual property, trade secrets, and any information for personal benefit or disclose such information without the Group's authorization, and shall Also, they must ensure that intellectual property is used for the Group's best interests;
- 11.6 Directors, executives, and employees must protect and preserve the Group's intellectual property owned by the Group from infringement or unauthorized use; and
- 11.7 Directors, executives, and employees must respect and comply with contracts, agreements, and relevant laws bound by the Group in relation to the use of intellectual property, such as laws regarding copyrights, patents, trademarks, trade secrets, etc.

12. Disciplinary Action

The Group's personnel who do not observe the Code of Business Ethics will encounter disciplinary action in accordance with the Group's regulations which may include termination of employment and/or may face legal action.

13. Monitoring and Evaluation Mechanisms

The Internal Audit Department will monitor and evaluate compliance with the Code of Business Ethics and report the compliance results to the Board of Directors on a regular basis.





6.3 Material Changes and Developments in Policy, Guidelines, and Corporate Governance System Over the Past Year

6.3.1 Material Changes and Developments related to the Review of Policy, Guidelines, Corporate Governance System, and Charter of Board of Directors

The Company has established a process for reviewing its policies, guidelines, corporate governance system and Charter of the Board of Directors at least once a year. In 2025, the Company revised its policies and Charter of the Board of Directors as follows:

- (1) Revised Charter of the Board of Directors to more clearly define the Board of Directors' roles and responsibilities relating to the remuneration and succession planning for the Chief Executive Officer and key executives.
- (2) Revised the Risk Management Policy by adjusting the reporting cycle for risk management reports to be submitted to the Audit and Risk Management Committee for acknowledgment, to align it with the Company's business operations.
- (3) Revised the Code of Business Ethics in relation to human rights, reinforcing the Company's commitment to conducting business in accordance with internationally recognized human rights principles and standards.
- (4) Revised the Vendor Code of Conduct to extend its coverage to business partners and to incorporate supplier guidelines that emphasize environmental responsibility and conducting business in line with sustainable business practices.
- (5) Revised the Environmental, Social and Governance (ESG) Policy to reaffirm the Company's commitment to conducting business in a manner that balances economic, social and environmental considerations, including key sustainability issues, and to emphasize the ongoing development of strategies and innovations aimed at enhancing energy efficiency and reducing environmental impacts.

6.3.2 Implementation of Corporate Governance Code for Listed Companies 2017 (CG Code)

The Board of Directors has considered adopting the Corporate Governance Code for Listed Companies 2017 ("CG Code") issued by the SEC Office in formulating the Company's charters and policies. Overall, the Company's policies and practices are generally in compliance with the principles set forth in the CG Code. However, there remains certain practice with which the Company has not fully complied with, as detailed below:

Principle / Guideline	Reason or Alternative Measure
Guidelines 3.2.1 The chairman of the board should be an independent director	The Board of Directors has determined the composition of the Board of Directors to consist of independent directors representing more than half of the total number of directors, i.e., 4 independent directors out of a total of 7 directors. In addition, the Board of Directors has considered and appointed one independent director, Ms. Kanoklada Rerkasem, to jointly participate in determining the agenda for Board of Directors meetings. This arrangement is intended to ensure an appropriate balance of power between the Board of Directors and management.



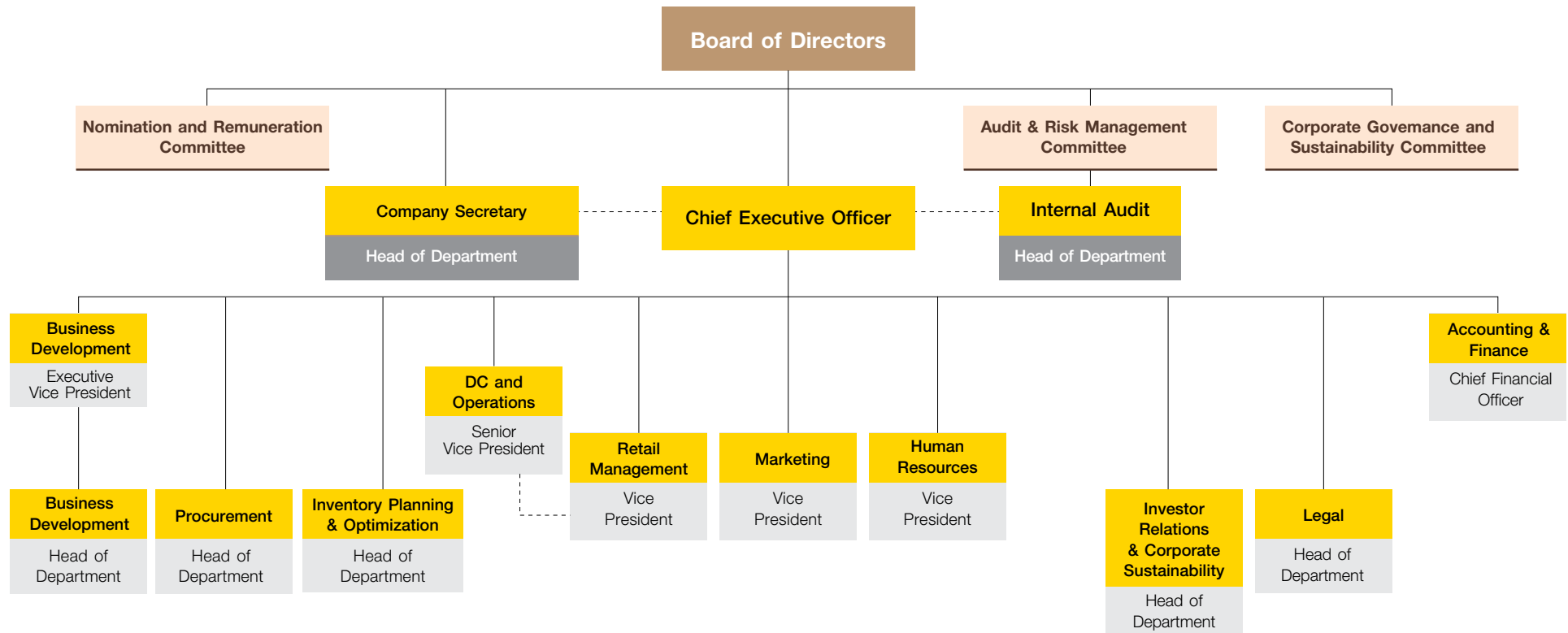
7. Corporate Governance Structure and Significant Information related to the Board of Directors, Subcommittees, Executives, Employees and Others



7.1 Corporate Governance Structure

7.1.1 The Company

As of 31 December 2025, the Company's organization structure consists of the Board of Directors and three Subcommittees that assist in reviewing key matters for the Board of Directors, i.e. (1) Audit and Risk Management Committee (2) Nomination and Remuneration Committee and (3) Corporate Governance and Sustainability Committee. The Company's organization structure is as follows:

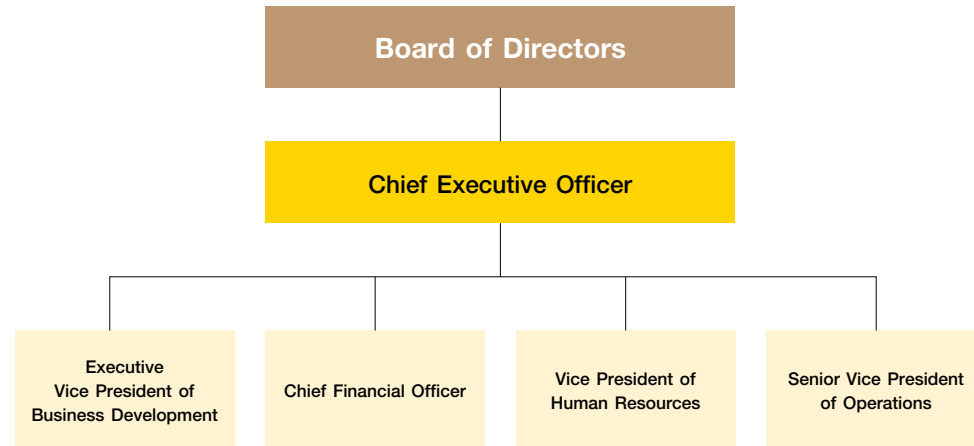




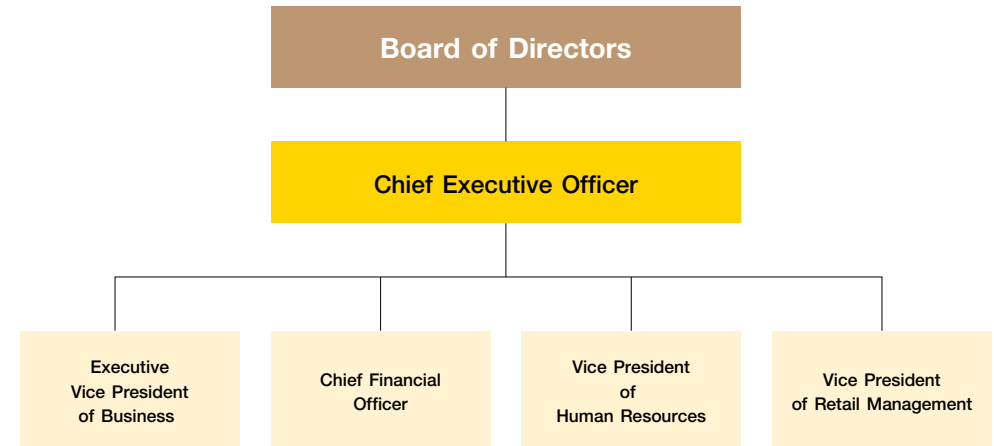
7.1.2 Subsidiary Operating the Core Business

As of 31 December 2025, the subsidiaries operating the core business's organization structure are as follows:

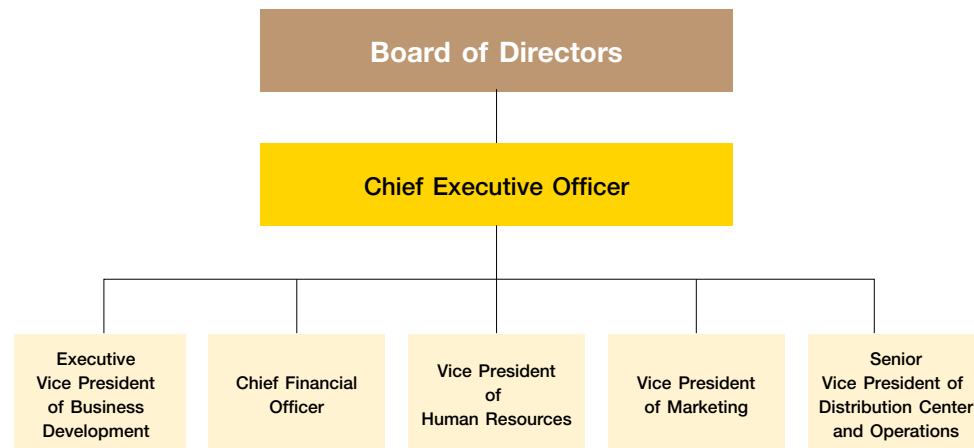
(1) Strategic Logistic Co., Ltd.



(3) MR. D.I.Y. (Bangkok) Co., Ltd.



(2) MR. D.I.Y. Trading (Thailand) Co., Ltd.





7.2 Information of the Board of Directors

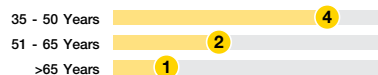
7.2.1 Composition of the Board of Directors

As of 31 December 2025, the Board of Directors consists of 7 members, in accordance with the relevant laws and the Company's regulations. There are 5 non-executive directors as defined by the SEC's notification No. Kor Jor. 17/2551 regarding the Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended) ("SEC Notification No. Kor Jor. 17/2551"), accounting for 71.43% of the total number of directors, and 2 executive directors as defined by the same notification, accounting for 28.57% of the total number of directors. The Company's directors are diverse in gender, age, experience, professional skills, and expertise necessary for their roles in safeguarding the interests and managing the business and operations of the Company and its subsidiaries operating core business. This diversity contributes to the successful achievement of the Company's business objectives and promotes sustainable long-term growth. Currently, the Board of Directors comprises 4 independent directors, accounting for 57.14% of the total number of directors, which is not less than one-third of the total number of directors and all of whom possess qualifications in compliance with applicable laws and regulations. In addition, the Company's Board of Directors consists of 3 female directors and 4 male directors.

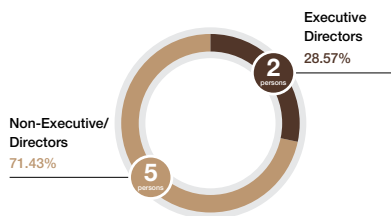
Proportion of Independent Directors



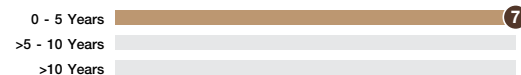
Age of Directors



Proportion of Non-Executives Directors



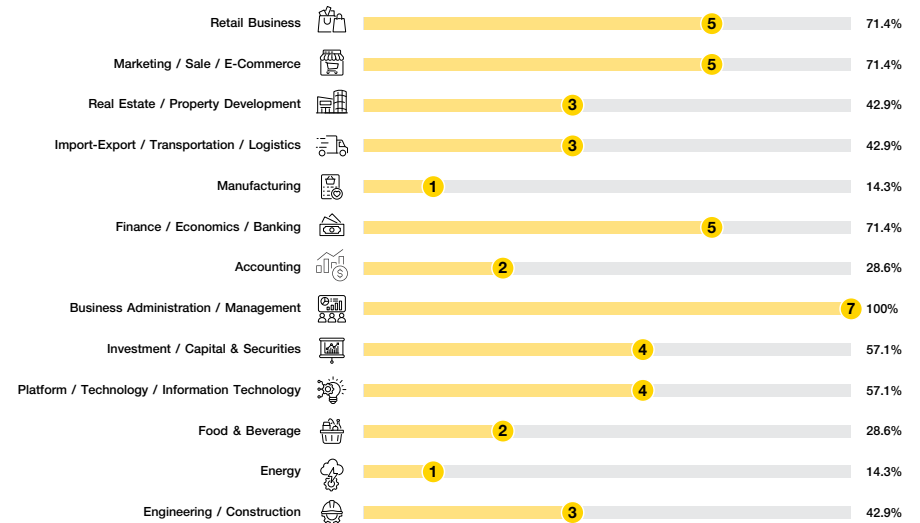
Term of Office



Directors with Experience in Retail Business



Board Skill Matrix



7.2.2 Information of the Board of Directors and controlling person

1. The Company

As of 31 December 2025, the Company's Board of Directors consists of 7 directors, as follows:

- (1) Mr. Ong Chu Jin Adrian Director / Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee
- (2) Mrs. Kanoklada Rerkasem Independent Director / Chairman of the Audit and Risk Management Committee / Member of the Corporate Governance and Sustainability Committee
- (3) Mr. Loo Chong Peng Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit and Risk Management Committee



- | | |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| (4) Ms. Nuntana Taveeratanasilp | Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee |
| (5) Mr. Anajuk Chareonwongsak | Independent Director / Member of the Audit and Risk Management Committee |
| (6) Mr. Chin Guangui ¹ | Director / Chief Executive Officer / Member of Corporate Governance and Sustainability |
| (7) Ms. Titanun Sun ¹ | Director / Executive Vice President of Business Development Department |

Remark: ¹ Executive Director

Ms. Sirapa Jeamworanantkul serves as the Company Secretary appointed by the Board of Directors' Meeting No. 3/2023 held on 18 May 2023.

Details of each director of the Company are provided in "Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary"

Measures to Balance Power between the Board of Directors and Management

The Company had appointed Mr. Ong Chu Jin Adrian as Chairman of the Board of Directors, as the Company considered him to possess the appropriate knowledge, capability, and experience relevant to the Company's business. Mr. Ong Chu Jin Adrian, the Chairman of the Board of Directors, is not an Independent Director. Therefore, the Board of Directors has determined that the composition of the Company's Board shall comprise independent directors in a proportion of more than half of the total number of directors and resolved to approve the appointment of an independent director, Mrs. Kanoklada Rerkasem, to jointly work with the Chairman of the Board of Directors in considering and determining the board meeting agendas to balance power between the Board of Directors and management, in accordance with the Principles of Good Corporate Governance for Listed Companies B.E. 2560 (2017).

Authorized Directors of the Company

Any one of Mr. Ong Chu Jin Adrian or Mr. Chin Guangui can jointly sign with Ms. Titanun Sun, totaling two persons, together with the Company's seal affixed.

2. Subsidiary Operating the Core Business

2.1 Strategic Logistic Co., Ltd.

As of 31 December 2025, Strategic Logistic Co., Ltd.'s Board of Directors consists of 3 directors, as follows:

- | | |
|----------------------|----------|
| (1) Mr. Chin Guangui | Director |
| (2) Ms. Titanun Sun | Director |
| (3) Mr. Ong Zhao Cia | Director |

Authorized Directors of Strategic Logistic Co., Ltd.

Two directors jointly sign and affix Strategic Logistic Co., Ltd.'s seal.

2.2 MR. D.I.Y. Trading (Thailand) Co., Ltd.

As of 31 December 2025, MR. D.I.Y. Trading (Thailand) Co., Ltd.'s Board of Directors consists of 2 directors, as follows:

- | | |
|----------------------|----------|
| (1) Mr. Chin Guangui | Director |
| (2) Ms. Titanun Sun | Director |

Authorized Directors of MR. D.I.Y. Trading (Thailand) Co., Ltd.

Two directors jointly sign and affix MR. D.I.Y. Trading (Thailand) Co., Ltd.'s seal.

2.3 MR. D.I.Y. (Bangkok) Co., Ltd.

As of 31 December 2025, MR. D.I.Y. (Bangkok) Co., Ltd.'s Board of Directors consists of 2 directors, as follows:

- | | |
|----------------------|----------|
| (1) Mr. Chin Guangui | Director |
| (2) Ms. Titanun Sun | Director |

Authorized Directors of MR. D.I.Y. (Bangkok) Co., Ltd.

Two directors jointly sign and affix MR. D.I.Y. (Bangkok) Co., Ltd.'s seal.

Details of each director of the subsidiary operating the core business are provided in "Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary"

7.2.3 Information related to the roles and duties of the Board of Directors, Chairman of the Board of Directors, and the Chief Executive Officer

1. Scope of Duties and Responsibilities of the Board of Directors

The authorities, duties and responsibilities of the Board of Directors are stipulated by the Public Limited Company Act, the Securities Act and other relevant laws and regulations, including the Company's Article of Association. In accordance with the laws and Article of Association of the Company, the Board of Directors is authorized to make decisions and oversee the operations of various matters, except for matters that the laws or Article of Association of the Company require the Board of Directors to obtain approval from the shareholders' meeting before proceeding.

In addition, the Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023 has established the Charter of the Board of Directors to define the roles, duties and responsibilities in supervising the operations of the Board of Directors to comply with the laws, objectives, Article of Association and resolutions of the shareholders' meeting. In addition, the Board of Directors' Meeting No. 7/2025 held on 14 November 2025 has resolved to approve the amendment to the Charter of the Board of Directors. Details of the Charter of the Board of Directors are as follows:

- (1) ensure compliance with the laws, Articles of Association, objectives and resolutions of the meetings of the Board of Directors and the shareholders with responsibility, prudence and honesty in the best interest of the Company;
- (2) set the corporate values and promote a good corporate governance culture within the Group, which reinforces ethical, prudent and professional behavior and ensure that its obligations to shareholders and other stakeholders are met;
- (3) review, challenge and decide on proposals put forward by the management for the Company, and monitor its implementation by management;
- (4) review and oversee the implementation of the strategic business plan of the Group to ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations;

- (5) oversee the conduct of the Group's business and operations to ensure that the businesses are being properly managed;
- (6) review and ensure the adequacy and integrity of the internal controls, internal audit and management systems of the Group, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (7) identify the principal risks of the business of the Group through consideration of internal and external factors and recognize that the business decisions involve the taking of appropriate risks;
- (8) set the risk appetite and risk management policy within which the Board of Directors expects the management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (9) ensure that all members of the Board of Directors and the management are of sufficient calibre, including having in place a process to provide for the orderly succession of the Board of Directors and the management;
- (10) ensure that the Group has in place the appropriate corporate disclosure procedures to ensure effective communication with its shareholders and other stakeholders;
- (11) ensure that all members of the Board of Directors are able to understand financial statements and form a view on the information presented;
- (12) ensure the integrity of the Group's financial and non-financial reporting and that timely and accurate disclosure of all material information is made consistent with applicable requirements;
- (13) impose: (i) a supervisory mechanism which enables the Company to oversee the management and the operations of the subsidiaries that operate core business in accordance with the SEC Notification No. TorJor 39/2559 as if being a unit of the Company; and (ii) measures for keeping track of and monitoring the management of such subsidiaries to protect the Company's investment in accordance with the requirements as stipulated in the SEC Notification No. TorJor 39/2559;
- (14) appoint company secretary in compliance with the SEC Act (the "Company Secretary");
- (15) fulfil other duties as determined in the notifications, requirements, acts or laws governing the Company; and



(16) The following are the matters reserved for collective decision of the Board of Directors and may be varied from time to time as determined by the Board:

Strategic and Operational

- A Business strategy/plan, performance targets, annual budget (including capital expenditure budget) and any changes thereof;
- B Investment or divestment in a company, business, property, undertaking or capital project which represents a significant diversification from the existing business activities;
- C Major changes in the business activities and any other significant business decision of the Group;
- D Bank mandate;
- E Delegation of Authority (DOA);
- F Acquisitions and dispositions of assets transactions and related party transactions in accordance with the SEC Act and relevant rules and regulations of the SET and Capital Market Supervisory Board;
- G Various policies and guidelines, such as corporate governance policy, code of business ethics, anti-bribery and corruption policy, applicable to all directors, executives, and employees of the Group; and
- H Sustainability strategy and initiatives.

Financial

- A Quarterly and annual financial statements and release of the said financial announcements;
- B Interim dividends and recommendation for yearly dividends;
- C Financing facilities and banking arrangements including changes to authorized signatories and approval limit;
- D Adoption of accounting policies; and
- E Review of the effectiveness of the group's system of internal controls. This function is delegated to the Audit and Risk Management Committee which will in turn report to the Board of Directors on its findings.

Conduct of the Board

- A Appointment of Directors (to the extent permitted by applicable laws) and Chairman, and recommendation for appointment or removal of Directors to shareholders' meeting;
- B Appointment and removal of a Company Secretary and determination of the scope of duties and responsibilities of the Company Secretary;
- C Appointment and removal of a CEO and determination of the scope of duties and responsibilities of the CEO;

- D Establishment of subcommittees' and appointment/changes of subcommittees' member; and
- E Charters of subcommittees and amendments thereto.

Remuneration and Succession Planning

- A Recommendation of the Directors' fee/remuneration as well as structure and policy arrangements for Directors;
- B Consideration of the performance evaluation criteria or key performance indicator (KPI) and results of the performance of the CEO and other key managements as deemed appropriate including determination of remuneration and benefits of such CEO and other key managements;
- C Recommendation of any proposed Employees' Share Option Scheme and/or amendments to the scheme, subject to other approvals that may be required by laws or regulations; and
- D Formulation and review of the succession planning for the Board of Directors and the key managements.

Other Matters

- A Any other matters requiring the convening of a general meeting of shareholders; and
- B Any other matters as may be required by applicable laws or the governing authorities.

2. Scope of Duties and Responsibilities of the Director

- (1) A Director shall at all times exercise his authorities for a proper purpose and in good faith in the best interests of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Company.
- (2) A Director shall at all times avoid conflict of interest and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his interest at a meeting of the Board of Directors. Every Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the statutory requirements of the PLCA and the SEC Act.
- (3) Each Director shall not hold more than five (5) directorships in listed companies. Before accepting any new directorship, Directors shall notify the Chairman of the Board, the notification of which shall include an indication of time that will be spent on the new appointment.



3. Scope of Duties and Responsibilities of the Chairman of the Board of Directors

The authorities, duties and responsibilities of the Chairman of the Board of Directors are prescribed by the Public Limited Companies Act and the Charter of the Board of Directors as follows:

- (1) The Chairman of the Board is primarily responsible for the orderly conduct and functioning of the Board of Directors, instilling good corporate governance practices, leadership and ensure effectiveness of the Board.
- (2) The key responsibilities of the Chairman of the Board of Directors include:
 - A. providing leadership to the Board of Directors and overseeing the Board of Directors in the effective discharge of its duties;
 - B. calling a meeting of the Board of Directors and encouraging all directors to attend the meeting;
 - C. setting the agenda for Board of Directors meetings and ensuring efficient and effective conduct of the Board of Directors' meetings in compliance with the agendas, the Articles of Association, the PLCA, the SEC Act and applicable laws¹;
 - D. ensuring that complete and accurate information are provided to the members of the Board of Directors in a timely manner to facilitate decision-making;
 - E. leading Board of Directors' meetings and encouraging active participation and allocating a sufficient time to each director to discuss and express their opinions freely as well as sums up the Board of Directors meeting resolutions and required further actions clearly;
 - F. chairing meetings of shareholders according to the agendas, the Company's Articles of Association, and relevant laws by allocating time appropriately along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded to appropriately and transparently;
 - G. promoting constructive and respectful relations between Board members and managing the interface between the Board of Directors and management;
 - H. ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board of Directors' as a whole; and

- I. leading the Board of Directors in establishing and monitoring good corporate governance in the Company.

Remark: ¹ With respect to the duty of considering and determining the meeting agenda, since Mr. Ong Chu Jin Adrian, the Chairman of the Company, is not an independent director, the Board of Directors' Meeting No. 5/2024, held on 12 November 2024, resolved to approve the appointment of an independent director, Mrs. Kanoklada Rerkasem, to jointly work with the Chairman of the Board in considering and determining the board meeting agendas to balance power between the Board of Directors and management, in accordance with the Principles of Good Corporate Governance for Listed Companies B.E. 2560 (2017).

4. Scope of Duties and Responsibilities of the Chief Executive Officer

The scope of duties and responsibilities of the Chief Executive Officer was defined by the Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023, with details as follows:

- (1) To prepare and propose the vision, mission, strategies, business plan, budget, goals and policies of the Group to the Board of Directors, and participate in the consideration of the said matters with the Board of Directors;
- (2) To communicate with, administer and supervise the management to be in line with the Group's vision, mission, strategies, business plans, budgets, goals and policies, and act as leader of the Group for initiating, monitoring, overhauling, modifying the Group's plans and work performance, within the framework of sustainability, good corporate governance and risk management;
- (3) To oversee and monitor the overall performance of the management to be in line with the Group's vision, mission, strategies, business plans, budgets, goals and policies as approved by the Board of Directors in order to achieve the Group's primary objectives by providing progress reports to the Board of Directors on a regular basis;
- (4) To monitor overall management of financial, investment, marketing, production, supply chain, human resource, risks and opportunities, risk management, business continuity, competitiveness, internal control and other operational matters of the Group, in order to be in line with the Group's business plans, objectives, policies, and delegation of authority as approved by the Board of Directors;
- (5) To ensure that the Group complies with applicable laws and regulations, objectives, articles of association, delegation of authority, resolutions of the Board meetings and shareholders' meetings, with responsibility, honesty and prudence in the best interest of the Group as well as with fairness to the Group's stakeholders;



- (6) To develop and improve the Group's work efficiency on a regular basis and support research and development, information technology, innovation in relation to a sales process, service provisions and business models which create value added for the sustainable growth of the Group in the dimensions of economy, environment, society and good corporate governance;
- (7) To ensure that the management participate in creating, cultivating and promoting corporate values and ethical organizational culture, good corporate governance and long-term strategies, whereby the CEO should act a role model for doing so;
- (8) To follow up performance assessment of the Company's subsidiaries by implementing information technology and reporting systems, on a regular basis, so that it allows the Group to take action to improve promptly, and ensure that financial reports and disclosures of material information are prepared and made accurately, sufficiently and timely and comply with applicable rules and guidelines;
- (9) To impose regulations, criteria, guidelines and requirements for organizational structures in relation to the positions lower than the CEO including employment, appointment, relocation, removal and termination thereof, except for the positions that need to be approved in accordance with other charters, policies, or legal requirements (if needed);
- (10) To determine wage rate, compensation, reward, bonus and merit increase for management and employees with the positions lower than the CEO to be in accordance with the frameworks and policies as provided by the Board of Directors and the Group's operational objectives;
- (11) To formulate rules, regulations, notifications and internal mandate for the Group's operation to comply with the Group's policies and for the benefits of the Group as well as for maintaining good order in the organization;
- (12) To represent the Group in communication with the Group's stakeholders and shareholders, and facilitate the Board of Directors in providing appropriate channel for communication with them consistently and disclosing information with transparency and in accordance with applicable criteria, standards and guidelines;
- (13) To represent the Group for public relations particularly on building network and corporate image at national and international levels;

- (14) To consider and approve ordinary business transactions (including ordinary business support transactions) under general commercial conditions within the amount approved by the Board of Directors and complied with applicable rules specified by the SEC and the SET regarding connected transactions and asset acquisitions and disposals transactions including those transactions pursuant to the delegation of authority (DOA) as approved by the Board of Directors;
- (15) To ensure that the Group operates in compliance with the regulations of the SEC and the SET regarding connected transactions and asset acquisitions and disposals transactions as well as the Group's policies and regulations as approved by the Board of Directors or the shareholders of the Company;
- (16) To consider the appointments of advisors as deemed necessary for the operations of the Group;
- (17) To delegate and/or assign a person or group of persons to act on behalf of the CEO under the scope of power as specified in the power of attorney of the Group and/or rules, regulations or resolutions of the Board of Directors, provided that the said delegation or assignment must not create a conflict of interest or any conflict in whatever area to the Group, and in case of conflict of interest, the said transaction must be proposed to the Board of Directors and/or the general meeting of shareholders (as the case may be) for consideration and approval unless it is an ordinary business transaction that is made on an arm's length basis; and
- (18) To perform other duties as delegated by the Board of Directors, subcommittees or recommendations or observations from the shareholders' resolutions.

The information and details related to the scope, authority, duties and responsibilities of the Board of Director, Chairman of the Board of Directors, and Chief Executive Officer are provided in "Attachment 5 Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct prepared by the Company"



7.3 Information of Subcommittees

As of 31 December 2025, the Company has 3 subcommittees including (1) Audit and Risk Management Committee (2) Nomination and Remuneration Committee (3) Corporate Governance and Sustainability Committee. Each subcommittee has the charter approved by shareholders, specifying the purpose, membership, qualifications, term, function and duties, meeting, quorum and voting, and performance assessment. The charters shall be reviewed at least once a year. The subcommittee shall report its performance to the Board of Directors for acknowledgement.

7.3.1 Audit and Risk Management Committee

As of 31 December 2025, the Audit and Risk Management Committee consist of 3 members. All of the members are independent directors. The details are as follows:

- | | |
|-----------------------------------------|-------------------------------------------------|
| 1. Mrs. Kanoklada Rerkasem ¹ | Chairman of Audit and Risk Management Committee |
| 2. Mr. Loo Chong Peng | Member of Audit and Risk Management Committee |
| 3. Mr. Anajuk Chareonwongsak | Member of Audit and Risk Management Committee |

Remark: ¹ Mrs. Kanoklada Rerkasem is the person with adequate knowledge and experiences that is able to perform the duty of review on the reliability of financial statements.

Ms. Sirapa Jeamworanantkul serves as a secretary of the Audit and Risk Management Committee appointed by the Audit and Risk Management Committee's Meeting No. 1/2023 held on 30 May 2023.

Scope of Duties and Responsibilities of the Audit and Risk Management Committee

The scope of duties and responsibilities of the Audit and Risk Management Committee was defined by the Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023, which can be summarized as follows:

1. Financial Statements

Review the quarterly results and year-end financial statements of the Company and the Group prior to the approval by the Board of Directors, and ensure accuracy and adequate disclosure and appropriate in accordance with accounting standards applicable to public limited companies and criteria as prescribed in the SEC Act, including relevant notifications and regulations as issued by the SEC, focusing particularly on the following:

- any changes in or implementation of major accounting policy changes;
- significant matters highlighted including financial reporting issues, significant judgments made by the management, significant and unusual events or transactions, and how these matters are addressed;
- significant adjustments resulting from audit;
- the going concern assumption; and
- compliance with accounting standards and other legal requirements.

2. Risk Management and Internal Control

- Determine and review the risk management policy and framework in relation to the Group's business operations and propose it to the Board of Directors for approval.
- Review the principal risks and ensure implementation of appropriate risk management system to effectively identify, manage, monitor, treat and mitigate the risks impacting the Group.
- Review and approve the procedures and guidelines for managing risks within the Group as well as monitor and assess the risk appetite and risk tolerance for the Group.
- Review and deliberate the reports on significant risk findings and recommendations.
- Review and assess the impact of cyber risk when undertaking any new activities, including but not limited to any investment decision, merger and acquisition, adoption of new technology and outsourcing arrangements.
- Assess the quality, effectiveness and efficiency of the internal control in systems and processes of the Group's operations, particularly those relating to areas of significant risks.
- Review the evaluation by the internal and external auditors of the Group's system of internal control and management's responses, and ensure that appropriate action is taken and thereafter report the same to the Board of Directors.
- Review the annual Statement on Risk Management and Internal Control to be published in the Annual Registration Statements/Annual Report (Form 56-1 One Report).



3. Internal Audit

- 3.1 Approve the Internal Audit Charter and review the adequacy of the scope, functions, experience, competency and resources of the internal audit function, and whether it has the necessary authority to carry out its work.
- 3.2 Review the internal audit plan and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function and of the Audit and Risk Management Committee and thereafter report the same to the Board of Directors, where necessary.
- 3.3 Evaluate the performance of the internal audit function, including having an external review periodically to assess the competency of the function;
- 3.4 Approve any appointment or termination of senior staff members of the internal audit function, namely the Head of Internal Audit Department and his/her Deputy, if any.
- 3.5 Review appraisal or assessment of performance of the Head of Internal Audit Department and his/her Deputy, if any.
- 3.6 Take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- 3.7 Direct any special investigations to be carried out by Internal Audit Department as and when necessary and consider the major findings of the internal investigations and management's response.

4. External Audit

- 4.1 Recommend the nomination and appointment of external auditors, their audit fees and any question of resignation or dismissal of external auditors and thereafter report the same to the Board of Directors.
- 4.2 Discuss with the external auditors before the audit commences, the nature and scope of the audit (including reviewing the audit plan) and thereafter report the same to the Board of Directors.

- 4.3 Review the audit report and discuss problems and reservations arising from the internal and final audits, including assistance given by the employees and any matters which the external auditors may wish to discuss, without the presence of the management or executive directors, at least once a year or where necessary.
- 4.4 Review the external auditors' management letter and management's response.
- 4.5 Review and approve the policies and procedures to assess the suitability, objectivity and independence of the external auditors annually to safeguard the quality and reliability of audited financial statements.
- 4.6 Review and approve a policy to ensure the non-audit services provided by the external auditors do not impair, or appear to impair, the auditor's independence or objectivity. The non-audit services shall be approved by the Audit and Risk Management Committee before they are rendered by the external auditor and its affiliates taking into account the nature and extent of the non-audit services and the appropriateness of the level of fees.
- 4.7 Review and report to the Board of Directors any significant audit findings, difficulties encountered or material weaknesses reported by the external auditors.

5. Compliance

- 5.1 Review the Company's compliance with the SEC Act and the relevant notifications as issued by the SEC, the SET and other applicable laws governing the Group's businesses.
- 5.2 Review and consider any connected transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions on management integrity, and ensure that such transactions are reasonable and in the best interest of the Company including in compliance with the SEC Act and the relevant notifications as issued by the SEC and the SET.
- 5.3 Prepare the ARMC's report and disclose such report in the Company's Annual Registration Statements/Annual Report (Form 56-1 One Report), whereby it is to be signed by the Chairman of the Audit and Risk Management Committee and shall consist of all the following information and details:



- (a) opinion on the correctness, accuracy, and comprehensiveness, together with the reliability of the Company's financial reports;
- (b) opinion on the adequacy of the Company's internal control system;
- (c) opinion on the compliance with the PLCA, the SEC Act, the relevant notifications as issued by the SEC and the SET and laws applicable to the Company's business;
- (d) opinion on the suitability of the external auditor;
- (e) opinion on transactions that may cause conflicts of interests;
- (f) number of Audit and Risk Management Committee meetings held during the year, and the attendance record of each member of the Audit and Risk Management Committee;
- (g) overall opinion or comments received by the Audit and Risk Management Committee from its performance of duties in accordance with this Charter; and
- (h) other transactions which should be known to shareholders and general investors, subject to the scope of duties and responsibilities as assigned by the Board of Directors.

5.4 In the performance of its duties, if it is found or suspected that a transaction or any of the following acts has taken place, which may materially affect the Company's financial condition or operating results, the Audit and Risk Management Committee shall report it to the Board of Directors for rectification within a period of time as set by the Audit and Risk Management Committee:

- (a) a transaction which causes a conflict of interest;
- (b) any fraud, irregularity or material defect in an internal control system; and/or
- (c) an infringement of any provision of the PLCA, the SEC Act, the relevant notifications as issued by the SEC and the SET and laws applicable to the Company's business.

If the Board of Directors or the management fails to make a rectification within the specified time, any member of the Audit and Risk Management Committee may report the transaction or event to the SEC or the SET.

6. Whistleblowing

- 6.1 Exercise its powers and carry out its responsibilities as may be required from time to time under the Whistleblowing Policy of the Group.

- 6.2 Report to the Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board of Directors.

7. Other Responsibilities

- 7.1 Review and assess the adequacy of the Charter of the Audit and Risk Management Committee, with the assistance of management, the external auditors and legal counsel, and propose the amendment (if any) to the Board of Directors for approval.
- 7.2 Perform any other duties as may be mutually delegated by the Board of Directors from time to time or as specified in any Group's policies.

7.3.2 Nomination and Remuneration Committee

As of 31 December 2025, the Nomination and Remuneration Committee consists of 3 members. 2 of the members are independent directors. The details are as follows:

- | | | |
|----|-----------------------------|-------------------------------------------------------|
| 1. | Mr. Loo Chong Peng | Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Ong Chu Jin Adrian | Member of the Nomination and Remuneration Committee |
| 3. | Ms. Nuntana Taveeratanasilp | Member of the Nomination and Remuneration Committee |

Ms. Sirapa Jeamworanantkul serves as a secretary of the Nomination and Remuneration Committee appointed by the Nomination and Remuneration Committee's Meeting No. 1/2024 held on 27 February 2024.

Scope of Duties and Responsibilities of the Nominating and Remuneration Committee

The scope of duties and responsibilities of the Nomination and Remuneration Committee was defined by the Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023, which can be summarized as follows:

1. In respect of nomination matters

- 1.1 determine the qualifications of directors, member of subcommittee, and the Chief Executive Officer to be aligned with laws, regulations and/or the Company's business strategy as well as considering knowledge, expertise, variety of skills, and work experiences which are beneficial to the business of the Company;
- 1.2 determine criteria and procedures for nomination process for directors, members of subcommittees and the Chief Executive Officer;



- 1.3 recommend to the Board of Directors and/or shareholders meeting (as the case may be) suitable candidates for appointment as directors including members of subcommittees and the Chief Executive Officer, taking into consideration the following aspects when considering new appointments on the Board of Directors and/or shareholders' meeting:
- (a) the candidates' skills, qualifications, knowledge, expertise, experience, professionalism and integrity;
 - (b) in the case of candidates for the position of independent directors, the independence and qualifications in accordance with the criteria and conditions of the notifications issued by the SEC Office and the SET as well as the ability to discharge such responsibilities/functions as expected from independent directors; and
 - (c) the Board's of Directors diversity in terms of age and gender.
- 1.4 review annually the Board structure, size, balance and composition as well as selection criteria to ensure that the Board of Directors has the appropriate mix of skills, experience and other qualities including core competencies to function effectively and efficiently and is in compliance with the SEC Act and the relevant notifications as issued by the SEC and the SET;
- 1.5 periodically review and recommend to the Board of Directors succession planning for the Chairman of the Board of Directors, executive directors, subcommittees and key executives including the Chief Executive Officer ;
- 1.6 recommend director(s) who are retiring (by casual vacancy and by rotation) for reelection at the Company's annual general shareholders' meeting;
- 1.7 in case of reappointing independent director(s) who has/have served a cumulative term limit of 9 years at the Company's annual general shareholders' meeting, review the necessity and reasonableness of such reappointment;
- 1.8 deliberate and recommend any termination of membership of any director, member of subcommittees or the Chief Executive Officer due to appropriate reasons in accordance with the relevant laws and regulations;
- 1.9 ensure that all directors and key executives including the Chief Executive Officer undergo appropriate induction and continuous training programmes to enhance their performance;

- 1.10 recommend to the Board of Directors, the terms of employment and Key Performance Indicator (KPI) of the Chief Executive Officer , and assess the performance of the Chief Executive Officer against these KPIs; and
- 1.11 assess annually the effectiveness of the Board as a whole, the subcommittees of the Board of Directors and the contribution of each individual director including independent directors. The Nomination and Remuneration Committee shall ensure that all assessments and evaluations carried out by the Nomination and Remuneration Committee in the discharge of all its functions shall be properly documented.

2. In respect of remuneration matters

- 2.1 review and recommend to the Board of Directors for approval the remuneration policies, criteria and procedures for the Board of Directors, subcommittees, the Chief Executive Officer, and other key executives as deemed appropriate, as well as types of remuneration (either monthly or based on the performance of the Company), whereby independent professional advice may be obtained in determining the remuneration framework;
- 2.2 review and recommend to the Board of Directors the directors' remuneration and benefits (if any) payable to directors and member of subcommittees for recommendation to the shareholders of the Company for approval, whereby for the directors' remuneration, the Nomination and Remuneration Committee shall take into account the comparability to the practices in the same industry, the experiences, tasks and scope of duties and responsibilities of the directors;
- 2.3 recommend to the Board of Directors, proposal on the criteria for determining the total amount of the annual remuneration, benefits and bonus for the Company's directors and members of subcommittees;
- 2.4 review and recommend to the Board of Directors, proposal on remuneration and benefits of the Chief Executive Officer and other key executives as deemed appropriate including share option and compensation payment in the event of termination of the employment/service contracts (if any) by the Company and/or the Group. The recommendation should be made based on their respective performance relative to the KPI set;



- 2.5 consider the performance evaluation criteria or key performance indicator (KPI) and results of the performance of the of Chief Executive Officer and other key executives as deemed appropriate, and propose to the Board of Directors for approval;
 - 2.6 consider and determine the overall share options allocation, including number of shares to be granted to a selected employee and vested in him/her subject to the provisions in the ESOP (if any) as well as the performance target based on performance measure i.e., KPI to be achieved under the ESOP (if any);
 - 2.7 recommend to the Board of Directors for approval, where it deems necessary, any amendment, modification, addition or deletion of the ESOP (if any);
 - 2.8 take all other actions within the purview of the Nomination and Remuneration Committee pursuant to the ESOP for the necessary and effective implementation and administration of the ESOP (if any); and
 - 2.9 prepare reports to the Board of Directors for consideration where appropriate or requested by the Board of Directors.
3. Consider other matters as may be referred to the Nomination and Remuneration Committee by the Board of Directors from time to time.

7.3.3 Corporate Governance and Sustainability Committee

As of 31 December 2025, the Corporate Governance and Sustainability Committee consists of 3 members. 2 of the members are independent directors. The details are as follows:

- | | | |
|----|-----------------------------|-------------------------------------------------------------------|
| 1. | Ms. Nuntana Taveeratanasilp | Chairman of the Corporate Governance and Sustainability Committee |
| 2. | Mrs. Kanoklada Rerkasem | Member of the Corporate Governance and Sustainability Committee |
| 3. | Mr. Chin Guangui | Member of the Corporate Governance and Sustainability Committee |

Ms. Sirapa Jeamworanantkul serves as a secretary of the Corporate Governance and Sustainability Committee appointed by the Corporate Governance and Sustainability Committee's Meeting No. 1/2023 held on 4 December 2023.

Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

The scope of duties and responsibilities of the Corporate Governance and Sustainability Committee was defined by the Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023, which can be summarized as follows:

1. In respect of corporate governance matters

- 1.1 consider and review the Company's Good Corporate Governance Policy, Code of Business Ethics, Policy on Insider Information and IT Management, Prevention of Conflicts of Interest Policy, and other relevant policy as in compliance with the good corporate governance principles and submit them to the Board of Directors for approval;
- 1.2 determine, review and propose policies, strategies, operating frameworks, and goals to achieve corporate governance, integrity and ethical principles in business operations to the Board of Directors, ensuring that these will become a standard for the Group;
- 1.3 provide recommendations and oversee performance of the directors, management, and employees of the Group to ensure due compliance with good corporate governance principles under the Good Corporate Governance Policy and the CG Code;
- 1.4 promote internal assessment of good corporate governance standards, and participate in any assessments conducted by reputable and recognized external organizations on a regular basis (if any);
- 1.5 promote the organizational culture of good corporate governance for a better understanding among the Group's personnel at all levels to create practical results in the Group; and
- 1.6 oversee, ensure, and assess the effectiveness of implementation of the good corporate governance principles and the CG Code at least once a year.

2. In respect of corporate sustainability matters

- 2.1 consider and review the Company's Environmental, Social, and Governance Policy, and other relevant policy and submits them to the Board of Directors for approval;



- 2.2 consider, determine and review the Group's sustainability goals, policies, strategies, and action plans for responsible business operations, maintaining balances in various aspects, such as environmental, social and governance (ESG) and corporate social responsibility (CSR) in accordance with international standard practices;
- 2.3 consider and determine the sustainability commitment, business's value chain, stakeholders, materiality topics, frameworks, and strategies to be in line with the Group's business operations, as well as promote and support the implementation of sustainability activities or initiatives;
- 2.4 provide oversight of sustainability reporting by ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the ESG aspects of the Group's businesses towards achievement of sustainability goals across the Group;
- 2.5 provide recommendations and propose principles and policies to align with the Group's sustainable development policies, ensuring that the goals are achieved as set out, and promote the organizational sustainable development guidelines among the Group's personnel to ensure that they comply with the guidelines effectively; and
- 2.6 monitor, track, and assess the sustainable development performance to maintain balance and enhance effectiveness to ensure the utmost benefit for the Group and its stakeholders.

3. In respect of other matters

- 3.1 review and approve the assessment form and the results of the performance assessment of the Board of Directors;
- 3.2 report the operation performance of the Corporate Governance and Sustainability Committee to the Board of Directors and disclose in the Annual Registration Statements/Annual Report (Form 56-1 One Report);
- 3.3 report any factors or events which may significantly affect the Group to the Board of Directors for acknowledgement and consideration as soon as possible; and
- 3.4 consider other matters as may be referred to the Corporate Governance and Sustainability Committee by the Board of Directors from time to time.



7.4 Information of Executives

7.4.1 Names and Positions of the Executives

1. Names and Positions of Executives of the Company

As of 31 December 2025, the Company has 7 executives as defined under Notification of the SEC as follows:

Name and Surname	Position
1. Mr. Chin Guangui	Chief Executive Officer
2. Ms. Titanan Sun	Executive Vice President of Business Development Department
3. Ms. Onuma Chairatanatrai	Chief Financial Officer
4. Mr. Foong Yew Fai	Senior Vice President of Distribution Center & Operations Department
5. Mr. Tan Jun Hao	Vice President of Retail Management Department
6. Mr. Arnupharp Kongmalai	Vice President of Marketing Department
7. Ms. Panaiyada Liang-amnuay	Vice President of Human Resources Department

Details of each executive of the Company are provided in "Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary"

2. Names and Positions of Executives of the Subsidiary Operating the Core Business

2.1 Strategic Logistic Co., Ltd.

As of 31 December 2025, Strategic Logistic Co., Ltd. has 5 executives as defined under Notification of the SEC as follows:

**Name and Surname****Position**

1. Mr. Chin Guangui	Chief Executive Officer
2. Ms. Titanan Sun	Executive Vice President of Business Development Department
3. Ms. Onuma Chairatanatrai	Chief Financial Officer
4. Mr. Foong Yew Fai	Senior Vice President of Operations Department
5. Ms. Panaiyada Liang-amnuay	Vice President of Human Resources Department

2.2 MR. D.I.Y. Trading (Thailand) Co., Ltd.

As of 31 December 2025, MR. D.I.Y. Trading (Thailand) Co., Ltd. has 6 executives as defined under Notification of the SEC as follows:

Name and Surname**Position**

1. Mr. Chin Guangui	Chief Executive Officer
2. Ms. Titanan Sun	Executive Vice President of Business Development Department
3. Ms. Onuma Chairatanatrai	Chief Financial Officer
4. Mr. Foong Yew Fai	Senior Vice President of Distribution Center & Operations Department
5. Mr. Arnupharp Kongmalai	Vice President of Marketing Department
6. Ms. Panaiyada Liang-amnuay	Vice President of Human Resources Department

2.3 MR. D.I.Y. (Bangkok) Co., Ltd.

As of 31 December 2025, MR. D.I.Y. (Bangkok) Co., Ltd. has 5 executives as defined under Notification of the SEC as follows:

Name and Surname**Position**

1. Mr. Chin Guangui	Chief Executive Officer
2. Ms. Titanan Sun	Executive Vice President of Business Development Department
3. Ms. Onuma Chairatanatrai	Chief Financial Officer
4. Mr. Tan Jun Hao	Vice President of Retail Management Department
5. Ms. Panaiyada Liang-amnuay	Vice President of Human Resources Department

Details of each executive of the subsidiary operating the core business are provided in “Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”

7.4.2 Remuneration Policy for Executives

The Company appropriately determines executive remuneration and benefits, considering factors such as experience, duties, scope of authority and responsibility, good corporate governance practices, and compliance with applicable laws. Executive remuneration is paid according to the principles and policies established by the Nomination and Remuneration Committee.

7.4.3 Remuneration of Executives**1. The Company****1.1 Monetary Remuneration**

In 2025, the Company paid monetary remuneration to its executives, comprising of salaries, position allowances, bonuses, travel expenses, telephone expenses, and company car allowances, with details as follows:

Position	Number of Executives (persons)	Total Remuneration (Million Baht)	Proportion of Executive Remuneration to Total Remuneration (%)
Chief Executive Officer	1	11.65	11.73
Other Executives	6	30.64	30.84
Total	7	42.29	42.57

1.2 Other remuneration**1. Provident Fund Contributions**

In 2025, the Company made contributions to the provident fund for 7 executives with details as follows:

Position	Number of Executives (persons)	Provident Fund Contributions (Million Baht)	Proportion of Provident Fund Contributions to Total Contributions (%)
Chief Executive Officer	1	0.19	7.49
Other Executives	6	0.67	26.06
Total	7	0.86	33.55



2. Warrants to Purchase Ordinary Shares Issued to Directors, Executives, and Employees of the Company and/or Its Subsidiaries (ESOP Warrant).

The Company issued and offered warrants to purchase ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries (the "ESOP Warrants") in the amount of not exceeding 60,000,000 units. The ESOP Warrants were offered at an offering price of Baht 0 per unit, with an exercise price of Baht 8.60 per share. The key terms and conditions and the allocation criteria are as follows:

Allocation Criteria

- (1) The Board of Directors and/or the Chief Executive Officer, or persons authorized by them, determine the list of eligible directors, executives, and employees of the Company and/or its subsidiaries who are entitled to receive an allocation of ESOP Warrants. The allocation to each individual is determined based on appropriate criteria, including position, experience, length of service, performance, potential, and contribution to the Company and/or its subsidiaries.
- (2) In the event that any eligible person declines to accept the ESOP Warrants during the offering period or is unable to exercise the rights in accordance with the specified conditions, the Company may reallocate such warrants to other eligible directors, executives, and/or employees of the Company and/or its subsidiaries. The reallocation shall be considered by the Nomination and Remuneration Committee, the Chief Executive Officer, or persons authorized by them, using the same criteria and procedures.
- (3) Upon the expiration of the final exercise date, any ESOP Warrants that remain unexercised shall lapse and become void and shall no longer be exercisable, and no compensation shall be payable by the Company to the holders of such warrants.
- (4) The qualifications of directors, executives, and employees of the Company and its subsidiaries who are eligible to receive an allocation of ESOP Warrants are as follows:

(a) Directors

Eligible directors must hold the position of director of the Company and/or its subsidiaries as of the date on which the list of eligible persons is determined and must continue to hold such position as of the warrant issuance date.

In the case of independent directors, the total number of ESOP Warrants allocated to such independent directors, together with ordinary shares allocated in the IPO

(if any) or held by such independent directors and their related persons, must not exceed 1 percent of the total number of voting shares of the Company.

(b) Executives and/or Employees

Eligible executives and/or employees must have been employed by the Company and/or its subsidiaries for not less than 1 year prior to the IPO, must not be under probation, and must continue to be employed as of the warrant issuance date.

- (c) The number of ESOP Warrants allocated to each eligible directors, executives, or employees may vary depending on factors such as position, experience, length of service, performance, potential, and contribution to the Company.

- (d) Any exceptions to the above qualifications shall be subject to consideration and approval by the Board of Directors or persons authorized by the Board of Directors on a case-by-case basis.

Method of Offering

The ESOP Warrants were allocated directly to eligible directors, executives, and employees of the Company and its subsidiaries without an underwriter. The issuance date and offering period were determined by the Board of Directors, the Chief Executive Officer, or persons authorized by them.

Name	Number of Warrants Allocated (Units)	Proportion of ESOP Warrants Allocated to Executives to Total ESOP Warrants ¹ (%)
1. Mr. Chin Guangui	1,580,000	2.64
2. Ms. Titanan Sun	1,580,000	2.64
3. Ms. Onuma Chairatanatrai	1,380,000	2.31
4. Mr. Foong Yew Fai	980,000	1.64
5. Mr. Tan Jun Hao	890,000	1.49
6. Ms. Panaiyada Liang-amnuay	890,000	1.49
7. Mr. Arnupharp Kongmalai	780,000	1.31
Total	8,080,000	13.52

Remark: ¹ The total number of ESOP Warrants allocated to directors, executives, and employees of the Company and/or its subsidiaries amounted to 59,765,000 units.



1.3 Accrued Remuneration or Other Benefits Payable

- None -

2. Subsidiaries Operating the Core Business

2.1 Strategic Logistic Co., Ltd.

(a) Monetary Remuneration

In 2025, Strategic Logistic Co., Ltd. did not pay any monetary remuneration to its executives.

(b) Other remuneration

In 2025, Strategic Logistic Co., Ltd. did not pay any other remuneration to its executives.

(c) Accrued Remuneration or Other Benefits Payable

- None -

2.2 MR. D.I.Y. Trading (Thailand) Co., Ltd.

(a) Monetary Remuneration

In 2025, MR. D.I.Y. Trading (Thailand) Co., Ltd. did not pay any monetary remuneration to its executives.

(b) Other remuneration

In 2025, MR. D.I.Y. Trading (Thailand) Co., Ltd. did not pay any other remuneration to its executives.

(c) Accrued Remuneration or Other Benefits Payable

- None -

2.3 MR. D.I.Y. (Bangkok) Co., Ltd.

(a) Monetary Remuneration

In 2025, MR. D.I.Y. (Bangkok) Co., Ltd. did not pay any monetary remuneration to its executives.

(b) Other remuneration

In 2025, MR. D.I.Y. (Bangkok) Co., Ltd. did not pay any other remuneration to its executives.

(c) Accrued Remuneration or Other Benefits Payable

- None -

7.4.4 Performance Evaluation of the Chief Executive Officer

The Nomination and Remuneration Committee is responsible for determining and recommending to the Board of Directors, for approval, the remuneration policies, criteria and procedures applicable to the Chief Executive Officer, as well as types of remuneration (either monthly or based on the performance of the Company), and may obtain independent professional advice in determining the remuneration framework. Furthermore, the Committee is responsible for reviewing and recommending to the Board of Directors the proposal remuneration and benefits of the Chief Executive Officer, taking into account the Company's performance and his/or her performance relative to the annual Key Performance Indicators.

For the year 2025, the Nomination and Remuneration Committee determined the Key Performance Indicators for the Chief Executive Officer and proposed them to the Board of Directors for consideration and approval, as follows:

1. Net profit after tax performance indicator
2. Same-store sales growth performance indicator
3. Performance indicator relating to the successful completion of the IPO and the listing of the Company's shares on the SET
4. Performance indicator on compliance with corporate governance rules and policies
5. Performance indicator on the opening of new branches
6. Performance indicator on the launch of new branch formats

The Nomination and Remuneration Committee shall evaluate the performance of the Chief Executive Officer based on the aforementioned Key Performance Indicators and submit its recommendations to the Board of Directors for consideration and approval of the Chief Executive Officer's remuneration accordingly.

7.4.5 Succession Plan

1. Identification of Potential Successor

The Company will identify successors for critical positions by taking into account the following elements:

- Performance;
- Potential and leadership competencies; and
- Compatibility with the Company's core values



2. Competencies Gap Assessment

The Company shall ensure at least 1 successor is designated for each critical position. It will regularly identify and assess suitable candidates for such positions both within and outside the Group. Each designated successor shall possess qualifications and expertise commensurate with those required for the relevant critical position.

3. Development plan for successors

The Company has established career development plan and individual development plan with the aims to enhancing and further strengthening leadership capabilities and responsibilities in preparation for critical positions. The Company shall ensure that each successor is properly trained and adequately prepared for future appointment.

The implementation of the succession plan shall be reported to the Board of Directors, and the succession plan will be reviewed by the Board of Directors at least once a year

4. Development Strategies for Successor

- Formal leadership, management or technical skills training
- Opportunities to act in the role or other similar roles
- Participation in designated/identified projects
- Mentoring or coaching
- Assignment of additional responsibilities to build skills and confidence
- Planned 'on-the-job' training
- Self-learning



7.5 Details of Employees

7.5.1 Number of Employees

As of 31 December 2025, the Company and its subsidiaries employed a total of 12,511 permanent and temporary employees, with details as follows:

No.	Departments	Number of Employees
1.	Corporate Strategy Department	9
2.	Business Development Department	50
3.	Internal Audit Department	9
4.	Import (STG) Department	23
5.	Distribution Center and Operations Department	1,179
6.	Retail Management Department	10,956
7.	Marketing Department	55
8.	Human Resources Department	89
9.	Accounting and Finance Department	51
10.	Information Technology Department	25
11.	Procurement and Inventory Planning & Optimization Department	35
12.	Trade & Compliance Department	17
13.	Investor Relations and Corporate Sustainability Department	3
14.	Company Secretary and Legal Department	10
Total		12,511

7.5.2 Significant Change in the number of Employees during the past 3 Years

Number of employees as of	Amount (person)	Increase/(Decrease) (person)	Increase/(Decrease) (%)
31 December 2025	12,511	1,937	18.32
31 December 2024	10,574	1,761	19.98
31 December 2023	8,813	2,402	37.47

Remark: The increase in the number of employees was primarily attributable to additional manpower required for store operations.



7.5.3 Employee Compensation

For the year ended 31 December 2025, the Company and its subsidiaries paid compensation to employees at the amount of THB 2,345.15 million. This compensation includes salaries, wages, bonuses, and other forms of remuneration such as overtime pay, incentives, diligence allowances, and provident fund contributions, as follows:

Company Name	Number of employee compensation (Million Baht)
The Company	99.33
Subsidiaries	2,245.82

7.5.4 Provident Fund

The Group has established a provident fund for its employees in accordance with the Provident Fund Act B.E. 2530 (1987). Employees contribute to the provident fund at a rate ranging from 3 to 15 percent of their monthly salary, while the Group contributes at a rate of 3 percent of the employee's monthly salary. Employees may select investment plans that suit their individual needs and risk tolerance.

The Group's provident fund is managed by Kasikorn Asset Management Company Limited, which has announced its adoption of the Investment Governance Code (I Code) and applies a responsible investment policy that takes into account environmental, social, and corporate governance (ESG) factors.

Information on Provident Fund Membership of the Group's Employees

Company Name	Provident Fund	Number of Employees Participating in the Provident Fund As of (31 December 2025)	Proportion of Participating Employees to Total Employees (%)
The Company	Yes	69	100
Strategic Logistic Co., Ltd.	Yes	22	100
MR. D.I.Y. Trading (Thailand) Co., Ltd.	Yes	1,267	90
MR. D.I.Y. (Bangkok) Co., Ltd.	Yes	8,063	83

7.5.5 Rights to Purchase Shares or Convertible Securities Granted to Executive Directors and Executives

The Company has implemented a program for the offering of warrants to purchase ordinary shares of the Company in an amount of not exceeding 60,000,000 units, allocated to directors, executives, and employees of the Company and/or its subsidiaries (the "ESOP Warrants"). The purpose of the ESOP Warrants program is to enhance motivation and morale among directors, executives, and/or employees who have contributed to the past success of the Company and its subsidiaries, to promote their participation in share ownership, and to provide incentives and rewards for performance.

In addition, the ESOP Warrants program aims to encourage directors, executives, and/or employees of the Company and its subsidiaries to dedicate their efforts to maximizing benefits for the Company, its subsidiaries, and the Company's shareholders, as well as to retain high-performing and key personnel who are difficult to replace by encouraging their long-term commitment to the Company in support of the achievement of the Company's business objectives.

7.5.6 Significant Labor Disputes during the Past 3 Years

- None -

7.5.7 Employee Management and Development Policy

The Company emphasizes the development of personnel at all levels as a key part of the Group's core strategy and a commitment from senior executive. The Company focuses on providing effective training and development methods, with an emphasis on the change of attitude and work practices through a combination of classroom training, coaching and giving feedback, and on-the-job training (OJT). The training and development include a variety of approaches as follows:

- The Company encourages personnel to develop expertise through hands-on experience by assigning a supervisor in each department to provide specific training.
- The Company promotes job rotation and continually organizes seminars and training both internally and externally for all levels of personnel, from executive to operational staff, to enhance knowledge, capabilities, and work potential. The acquired knowledge is then applied to improve the Company's operations.



- The Company conducts assessments of personnel development needs at all levels, from executive to operational staff, and develops a human resource development plan aligned with the Company's overall development plan. This is in order to prepare the Company's personnel for increased responsibilities, career advancement, and the ability to fill vacant positions.
- The Company organizes activities to foster close relationships and good rapport between executive and employees at all levels, aiming to enhance work quality and reflect professional performance, which ultimately leads to maximum customer satisfaction.
- The Company fosters a warm welcome for new employees, ensuring they receive proper training and assistance to smoothly integrate into the organization, laying the foundation for long-term success.



7.6 Other Important Information

7.6.1 The Person Assigned to Take Direct Responsibility for Accounting Oversight

The Company has appointed Ms. Pitawan Minakool, Deputy Head of Accounting and Finance Department, as the person directly responsible for supervising the Company's accounting operations since 1 June 2023. She has also served as the Chief Accountant of MR. D.I.Y. Trading (Thailand) Company Limited since 13 September 2021. Ms. Pitawan Minakool possesses the knowledge, expertise, and understanding of accounting standards and the Company's accounting systems, and fully meets the qualifications prescribed under the Notification of the SEC No. Tor Jor. 39/2559.

In this regard, the relevant information and details of the person appointed to be directly responsible for supervising the Company's accounting operations are set forth in "Attachment 1 Details of Directors, Executives, Controlling Persons, the Person with Ultimate Responsibility for Accounting and Finance Functions, the Person Directly Responsible for Supervising the Company's Accounting Operations, and the Company Secretary"

7.6.2 The Company Secretary

As the Board of Directors meeting No. 3/2023 was held on 18 May 2023, a resolution was passed to appoint Ms. Sirapa Jeamworanantkul as the Company Secretary to comply with Section with the powers and duties as prescribed under the SEC Act.

The information and relevant details of the Company Secretary, including the duties and responsibilities of the Company Secretary, are set out in "Attachment 1 Details of Directors, Executives, Controlling Persons, the Person with Ultimate Responsibility for Accounting and Finance Functions, the Person Directly Responsible for Supervising the Company's Accounting Operations, and the Company Secretary"

7.6.3 The Head of Internal Audit

At the Audit and Risk Management Committee Meeting No. 1/2023 held on 30 May 2023, a resolution was passed to appoint Ms. Phunapa Nacosiri as the Head of Internal Audit of the Company. Ms. Phunapa Nacosiri is an expert in internal control systems and has the appropriate experience for performing internal control and internal audit functions for the Group.

The information and relevant details of the Head of Internal Audit, including the duties and responsibilities of the Head of Internal Audit, are set out in “Attachment 3 Details of the Head of the Internal Audit”

7.6.4 The Head of Investor Relations

The Company has appointed Ms. Suparee Jayapoom as the Head of Investor Relations and Corporate Sustainability, with the key roles and responsibilities as follows:

1. To act as the Company’s representative in communications with stakeholders, such as investors, shareholders, analysts, or the media.
2. To serve as a liaison for receiving feedback and recommendations from relevant stakeholders and to convey such information to executive.
3. To analyze investor-related information in order to develop effective communication strategies.
4. To ensure the disclosure of accurate, complete, and factual information in a consistent and systematic manner, thereby enhancing the Company’s credibility.

The Investor Relations and Corporate Sustainability function may be contacted at:

Ms. Suparee Jayapoom
Head of Investor Relations and Corporate Sustainability
Tel: +66 (0) 2-316-0004-13 ext. 222
Email: investorquery.th@mr diy.com

7.6.5 Auditor Compensation

1. Audit Fee

The 2025 Annual General Meeting of Shareholders, held on 21 March 2025 resolved to approve the appointment of auditors from EY Office Limited, being certified public accountants and SEC-approved auditors, as the Company’s auditors for the year ended 31 December 2025.

For the year ended 31 December 2025, the Company and its subsidiaries have paid audit fees to EY Office Limited, with details as follows:

Item	Audit Fee (Baht)
The Company	379,000
Subsidiaries	4,110,000
Total Audit Fee	4,489,000
Out of pocket	409,380
Total Audit Fee and Out of Pocket	4,898,380

2. Non-Audit Fee

For the fiscal year ended 31 December 2025, the Company did not pay any non-audit fees to EY Office Limited.

The persons or businesses related to the auditor and the audit firm are not related to the Group and have no relationships or transactions that may give rise to any conflicts of interests with the Group.



8. Report on Key Corporate Governance Performance



8.1 Summary of the Board's Performance in the Past Year

8.1.1 Selection, Development, and Evaluation of the Board's Performance

(1) Independent Directors

Process for the Nomination of Independent Directors

The Nomination and Remuneration Committee is responsible for defining the qualifications, criteria and procedures for the selection of individuals who meet the required qualifications and do not have any disqualifications under the Public Limited Companies Act, the Securities and Exchange Act, relevant SEC regulations, and other applicable laws. Such qualifications include knowledge, expertise, a diversity of skills, and work experience that are beneficial to the Company's business, as well as the candidates' ability to perform the duties of an independent director. The Nomination and Remuneration Committee will then propose the selected candidates to the Board of Directors and the shareholders' meeting for appointment.

In the case where an independent director who has served a cumulative term of 9 years is proposed to the Annual General Meeting of Shareholders for reappointment as an independent director, the Nomination and Remuneration Committee shall review and assess the necessity and reasonableness of such reappointment.

The Board of Directors shall comprise independent directors, at least one-third of its total members, and, in any event, not fewer than three independent directors. As of 31 December 2025, the Board of Directors consists of 4 independent directors out of a total of 7 directors, representing more than 50% of the total number of directors, namely:

1. Mrs. Kanoklada Rerkasem
2. Mr. Loo Chong Peng
3. Ms. Nuntana Taveeratanasilp
4. Mr. Anajuk Chareonwongsak

Qualifications of the Company's Independent Directors

- Holding no more than 1% of the total voting shares of the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. This includes shares held by related parties of the independent director.
- Neither being nor having been an executive director, employee, salaried consultant, or controlling persons of the Company, the parent company, subsidiaries, associated companies, or major shareholders. This exclusion applies unless the individual has been free of such relationships for at least 2 years before taking up the directorship. This does not include cases where the independent director was a government official or consultant to a government agency that is a major shareholder or controlling person of the Company.
- Not being a person related by blood or legal registration as a parent, spouse, sibling, or child, including the spouse of a child, of another director, executive, major shareholder, controlling person, or of a proposed director, executive, or controlling person of the Company or its subsidiaries.
- Not having a business relationship with the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons in a manner that might interfere with their independent judgment; and neither being nor having been a significant shareholder or controlling person of entities with business relationships with the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless they have been free of such relationships for at least 2 years before taking up the directorship.

Such relationships include normal commercial transactions conducted in the course of business, leasing or renting real estate, transactions related to assets or services, or providing or receiving financial assistance through loans, guarantees, or pledging



assets as collateral, as well as other similar activities that result in the Company or the counterparty having a debt obligation to the other party at least 3% of the Company's net tangible assets, or at least THB 20 million, whichever is lower. The calculation of such debt obligations should follow the valuation methods outlined in the SEC's notification regarding criteria for connected transactions by mutatis mutandis. For evaluating such debt obligations, any debt incurred within one year prior to the business relationship with the same person should also be considered.

- Neither being nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons of the Company, and not a significant shareholder, controlling person, or partner of the auditing firm that serves as the auditor for the Company, its parent company, subsidiaries, or affiliates where the Company's major shareholders or controlling persons are involved, unless at least 2 years have passed since they ceased such roles.
- Neither being nor having been a provider of any professional services, including legal or financial advisory services, receiving annual service fees exceeding THB 2 million from the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons of the Company, and not a significant shareholder, controlling person, or partner of the firm providing such professional services, unless at least 2 years have passed since they ceased such roles.
- Not being appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.
- Not undertaking any business of the same nature and in significant competition with the Company or its subsidiaries, nor a significant partner in a partnership, nor a director with responsibilities in managing business, employee, consultant receiving regular compensation, or holding more than 1% of the voting shares of another company engaged in the same type of business that competes significantly with the Company or its subsidiaries.
- Not having other characteristics that could compromise their ability to provide independent judgment on the Company's business affair.

Term of Office

Independent directors can serve for no more than 9 consecutive years. After this period, their continuation or reappointment as an independent director will depend on the thorough consideration of the Board of Directors regarding their independence.

(2) Selection and Appointment of Directors, Member of Subcommittees, and Executives

The criteria and procedures for the nomination, selection and appointment of directors, members of subcommittees and executives are disclosed in "Part 2: Corporate Governance, Section 6.1.1 Policy and Guidelines regarding the Board of Directors."

In 2025, the Nomination and Remuneration Committee considered and proposed to the Board of Directors and the shareholders' meeting for reappointment of 2 directors retiring by rotation for another term, as follows:

1. Mr. Loo Chong Peng appointed as Independent Director
2. Ms. Nuntana Taveeratanasilp appointed as Independent Director

(3) Development of Directors and Executives

The Company place importance on the development of knowledge and competencies necessary for directors to perform their duties effectively. All directors have attended training courses specifically designed for directors, organized by the Thai Institute of Directors Association (IOD), as follows:

List of Directors	Training / Seminar Courses
1. Mr. Ong Chu Jin Adrian	- Director Accreditation Program (DAP) Class 211/2023
2. Mrs. Kanoklada Rerkasem	- Director Certification Program (DCP), Class 98/2008 - Board Matters and Trends (BMT), Class 3/2017 - Advanced Audit Committee Program (AACP), Class 48/2023 - ESG in the Boardroom (ESG), Class 3/2024
3. Mr. Loo Chong Peng	- Director Accreditation Program (DAP) Class 211/2023
4. Ms. Nuntana Taveeratanasilp	- Director Accreditation Program (DAP), Class 165/2019 - ESG in Boardroom: A Practical Guide for Board (ESG), Class 12/2025
5. Mr. Anajuk Chareonwongsak	- Director Accreditation Program (DAP), Class 208/2023
6. Mr. Chin Guangui	- Director Certification Program (DCP), Class 326/2022 - Director Accreditation Program (DAP), Class 203/2023 - The Board's Role in Mergers and Acquisitions (BMA), Class 10/2024
7. Ms. Titanun Sun	- Director Accreditation Program (DAP), Class 206/2023 - Director Certification Program (DCP), Class 344/2023



In addition, the Company encourages directors and executives to regularly attend training and seminars to enhance their knowledge and skills on an ongoing basis. In 2025, directors and executives of the Company participated in the following training and seminar programmes:

List of Directors and Executives	Training / Seminar Courses
1. Mr. Ong Chu Jin Adrian	<ul style="list-style-type: none"> - National Sustainability Reporting Framework, IFRS S1 and IFRS S2, organized by Polar Advisory Group - Integrated Reporting Awareness and Gap Analysis, organized by Nova Fusion Sdn. Bhd. - Business Continuity Management Training Services and Business Continuity Management Call Tree Implementation Guidelines and Approach, organized by Centegy Governance Advisory Sdn. Bhd.
2. Ms. Nuntana Taveeratanasilp	- ESG in Boardroom: A Practical Guide for Board (ESG), Class 12/2025, organized by the Thai Institute of Directors Association (IOD)

(4) Performance Assessment of the Board and Its Subcommittees

The Board of Directors and its subcommittees conducted a performance self-evaluation for the year 2025. The evaluation covered the performance of the Board and each subcommittees as a whole, as well as that of individual directors and members of subcommittees. The results of the evaluation were as follows:

Board of Directors, Subcommittees, and Evaluation Criteria	Evaluation Rating (Board and Committee Level)	Evaluation Rating (Individual Level)
Board of Directors	Good	Good
<u>The Board-level evaluation</u>		
The evaluation criteria covered 7 areas: (1) Board of Directors' structure and qualifications; (2) roles, duties and responsibilities; (3) Board of Directors' meetings; (4) Board of Directors' performance; (5) relationship with executive; (6) sustainability; and (7) Board of Directors' development.		
<u>The individual-level evaluation</u>		
The evaluation criteria covered 3 areas: (1) Board of Directors' structure and qualifications; (2) Board of Directors' meetings; and (3) roles, duties and responsibilities.		

Board of Directors, Subcommittees, and Evaluation Criteria	Evaluation Rating (Board and Committee Level)	Evaluation Rating (Individual Level)
Audit and Risk Management Committee	Good	Good
<u>The Committee-level evaluation</u>		
The evaluation criteria covered 6 areas: (1) Committee's structure and qualifications; (2) roles, duties and responsibilities; (3) Committee's meetings; (4) Committee's performance; (5) communication between the Board of Directors and the Audit and Risk Management Committee; and (6) sustainability.		
<u>The individual-level evaluation</u>		
The evaluation criteria covered 3 areas: (1) Committee's structure and qualifications; (2) Committee's meetings; and (3) roles, duties and responsibilities.		
Nomination and Remuneration Committee	Good	Good
<u>The Committee-level evaluation</u>		
The evaluation criteria covered 5 areas: (1) Committee's structure and qualifications; (2) roles, duties and responsibilities; (3) Committee's meetings; (4) Committee's performance; and (5) communication between the Board of Directors and the Nomination and Remuneration Committee.		
<u>The individual-level evaluation</u>		
The evaluation criteria covered 3 areas: (1) Committee's structure and qualifications; (2) Committee's meetings; and (3) roles, duties and responsibilities.		
Corporate Governance and Sustainability Committee	Good	Good
<u>The Committee-level evaluation</u>		
The evaluation criteria covered 5 areas: (1) Committee's structure and qualifications; (2) roles, duties and responsibilities; (3) Committee's meetings; (4) Committee's performance; and (5) communication between the Board of Directors and the Corporate Governance and Sustainability Committee.		
<u>The individual-level evaluation</u>		
The evaluation criteria covered 3 areas: (1) Committee's structure and qualifications; (2) Committee's meetings; and (3) roles, duties and responsibilities.		



8.1.2 Meeting Attendance and Remuneration of Individual Directors

(1) Meeting Attendance of the Board of Directors

During 2025, the Board of Directors held 7 meetings and 1 Annual General Meeting of Shareholders. The attendance of each director is detailed as follows:

List of Directors	Position	Attendance / Total Number of Meeting (Times)			
		Board of Directors			Annual General Meeting of Shareholders (E-Meeting)
		Physical Meeting	E-Meeting	Total	
1. Mr. Ong Chu Jin Adrian	Director / Chairman	3	4	7 / 7	1 / 1
2. Mrs. Kanoklada Rerkasem	Independent Director	3	4	7 / 7	1 / 1
3. Mr. Loo Chong Peng	Independent Director	3	4	7 / 7	1 / 1
4. Ms. Nuntana Taveeratanasilp	Independent Director	3	4	7 / 7	1 / 1
5. Mr. Anajuk Chareonwongsak	Independent Director	3	4	7 / 7	1 / 1
6. Mr. Chin Guangui	Director	3	4	7 / 7	1 / 1
7. Ms. Titanan Sun	Director	3	4	7 / 7	1 / 1

(2) Meeting Attendance of the Subcommittees

During 2025, there were 5 meetings of the Audit and Risk Management Committee, 2 meetings of the Nomination and Remuneration Committee, and 2 meetings of the Corporate Governance and Sustainability Committee. The attendance of each member are as follows:

List of Directors	Position	Attendance / Total Number of Meeting (Times)				
		Audit and Risk Management Committee			Nomination and Remuneration Committee (Physical Meeting)	Corporate Governance and Sustainability Committee (Physical Meeting)
		Physical Meeting	E-Meeting	Total		
1. Mr. Ong Chu Jin Adrian	Member of the Nomination and Remuneration Committee				2 / 2	
2. Mrs. Kanoklada Rerkasem	Chairman of the Audit and Risk Management Committee / Member of the Corporate Governance and Sustainability Committee	3	2	5 / 5		2 / 2
3. Mr. Loo Chong Peng	Chairman of the Nomination and Remuneration Committee / Member of the Audit and Risk Management Committee	3	2	5 / 5	2 / 2	



List of Directors	Position	Attendance / Total Number of Meeting (Times)				
		Audit and Risk Management Committee			Nomination and Remuneration Committee (Physical Meeting)	Corporate Governance and Sustainability Committee (Physical Meeting)
		Physical Meeting	E-Meeting	Total		
4. Ms. Nuntana Taveeratanasilp	Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee				2 / 2	2 / 2
5. Mr. Anajuk Chareonwongsak	Member of the Audit and Risk Management Committee	3	2	5 / 5		
6. Mr. Chin Guangui	Member of Corporate Governance and Sustainability Committee					2 / 2

(3) Remuneration of Directors and Members of Subcommittees

The 2025 Annual General Meeting of Shareholders, held on 21 March 2025, resolved to approve the remuneration of the Company's directors and members of subcommittees, comprising monthly remuneration, meeting allowances, and other benefits. The remuneration policy is as follows:

Position	Monthly Remuneration (THB / Month / Person)	Meeting Allowance (THB / Meeting / Person)
Board of Directors		
Chairman of the Board	100,000	10,000
Director	-	-
Independent Director	100,000	10,000
Subcommittees		
Chairman of the Audit and Risk Management Committee	-	30,000
Chairman of other subcommittees	-	20,000
Member	-	10,000

Furthermore, the Company shall arrange the flight tickets and hotel rooms for the Chairman of the Board and independent directors who reside outside Thailand. However, as Mr. Anajuk Chareonwongsak is currently working in the airline business, he will receive travel expenses THB 10,000 per trip from the Company. In addition, the executive directors do not receive a monthly remuneration and meeting allowances.

**(a) Monetary Remuneration**

In 2025, the Company paid the monetary remuneration to directors and member of subcommittees in the form of monthly remuneration and meeting allowances, totaling THB 6,740,000, as detailed below:

Name	Remuneration for the 2025 (THB / meeting / person) As of 1 January 2025 - 31 December 2025								
	Board		Audit and Risk Management Committee (ARMC)		Nomination and Remuneration Committee (NRC)		Corporate Governance and Sustainability Committee (CGS)		Total
	Monthly Remuneration	Meeting Allowances	Monthly Remuneration	Meeting Allowances	Monthly Remuneration	Meeting Allowances	Monthly Remuneration	Meeting Allowances	
1. Mr. Ong Chu Jin Adrian	1,200,000	70,000	-	-	-	20,000	-	-	1,290,000
2. Mrs. Kanoklada Rerkasem	1,200,000	70,000	-	150,000	-	-	-	20,000	1,440,000
3. Mr. Loo Chong Peng	1,200,000	70,000	-	50,000	-	40,000	-	-	1,360,000
4. Ms. Nuntana Taveeratanasilp	1,200,000	70,000	-	-	-	20,000	-	40,000	1,330,000
5. Mr. Anajuk Chareonwongsak	1,200,000	70,000	-	50,000	-	-	-	-	1,320,000
6. Mr. Chin Guangui ¹	-	-	-	-	-	-	-	-	-
7. Ms. Titana Sun ¹	-	-	-	-	-	-	-	-	-
Total	6,000,000	350,000	-	250,000	-	80,000	-	60,000	6,740,000

Remarks: ¹ As the director concurrently serves as an executive of the Company, he/she does not receive remuneration as a director.

(b) Other Benefits

In 2025, the Company paid travel and accommodation expenses for the Chairman of the Board of Director and independent directors residing outside Thailand in connection with their attendance at meetings in Thailand, totaling THB 543,173.92.



Summary of Directors' Remuneration comparison for 2024-2025

Remuneration	2024		2025	
	Number of Directors	Total (THB)	Number of Directors	Total (THB)
Monthly Remuneration	5	4,999,980	5	6,000,000
Meeting Allowances	5	590,000	5	740,000
Other Benefits	3	634,496	3	543,173.92
Total		6,224,476		7,283,173.92

8.1.3 Governance of Subsidiaries and Associates

The Company has established a Policy on Supervision of Operations of Subsidiaries and Associated Companies that Operate the Core Business as a significant mechanism to govern and oversee the operations of the Company's subsidiaries or associated companies, and to monitor their operating results at an appropriate level to ensure the effective management of the Group's benefits from investments. This is also for the purpose of compliance with the Group's policies as well as applicable laws, rules and regulations in order to protect interest of the Company in investment of the subsidiaries or associated companies. Further details are provided in "Part 2: Corporate Governance, Section 6.1.1 Policy and Guidelines regarding the Board of Directors".

8.1.4 Monitoring of Compliance with the Corporate Governance Policy and Guidelines

The Company places importance on good corporate governance and has established a written Good Corporate Governance Policy and Code of Business Ethics to serve as guidelines for all personnel within the Group to follow. The Company also promotes their effective implementation of such policies in practice to build confidence among all stakeholders.

In 2025, the Company monitored and followed up on the implementation of its Good Corporate Governance Policy in the following areas:

(1) Oversight of Strategy Formulation and Annual Business Planning

In 2025, the Board of Directors considered and approved the Company's strategic plan and business plan for 2026, taking into account risk factors, the business environment, and challenges in the Company's operations. The Board also encouraged the adoption of

innovation and technology to enhance the Group's competitiveness and to support the Company's future business expansion.

(2) Review of the Board Structure

The Nomination and Remuneration Committee reviewed the Board Skill Matrix and Board Diversity to ensure that the Board of Directors comprises directors with an appropriate mix of qualifications, knowledge, skills, experience and specific competencies, as well as suitable diversity in terms of gender and age, necessary to achieve the Company's strategic objectives and serve the best interests of stakeholders. In this regard, the Nomination and Remuneration Committee considered the inclusion of legal and corporate governance expertise in the Board Skill Matrix in order to recruit directors with relevant legal and corporate governance experience to support the Company's operations in the future.

(3) Nomination and Appointment of Independent Directors

The Nomination and Remuneration Committee considered and recommended to the Board of Directors the reappointment of 2 independent directors who retired by rotation, for submission to the shareholders' meeting for approval. In making such recommendations, the Nomination and Remuneration Committee considered the qualifications and independence of the nominated candidates in accordance with applicable laws and regulatory requirements, as well as their tenure as independent directors of the Company. The nominated independent directors have served for less than 9 years (including the proposed term).

(4) Directors' Remuneration

The Board of Directors oversees the proposal of directors' remuneration for approval by the shareholders' meeting on an annual basis. The Board has assigned the Nomination and Remuneration Committee to determine the policies, criteria and procedures for directors' and subcommittee members' remuneration, as well as the types of remuneration, and to review other remuneration and benefits before submitting recommendations to the Board of Directors for consideration.

(5) Prevention of Conflict of Interest

The Company placed importance on the prevention of conflicts of interest, connected transaction, and related party transactions. Accordingly, the Company has established a Prevention of Conflict of Interest Policy, setting out guidelines and considerations for directors, executives



and employees to acknowledge and comply with. In 2025, the Company implemented the following measures to prevent conflicts of interest:

- The Board of Directors approved the criteria and procedures for reporting interests of directors, executives and their related persons to the Company, requiring initial disclosure within 30 days from the date of Board of Directors' approval and regular updates on a quarterly basis.
- The Company prepared summaries of related party transactions and connected transactions, and submitted them to the Audit and Risk Management Committee and the Board of Directors for acknowledgement on a quarterly basis, including disclosed such transactions in the Company's Annual Registration Statements/Annual Report (Form 56-1 One Report)

(6) Oversight of the Use of Inside Information

The Company places importance on ensuring that the use of inside information is conducted in accordance with good corporate governance principles and applicable laws. The Company has established a written Policy on Inside Information and IT Management to provide guidance to directors, executives and employees regarding the use and disclosure of inside information. In 2025, the Company implemented the following measures to prevent the misuse of inside information for seeking personal benefits:

- The Company prescribed blackout periods for trading in the Company's securities, comprising (a) a period of one month prior to the disclosure of the Company's quarterly and annual financial statements, or such other period as determined by the Company, and (b) a period of 24 hours following the disclosure of such financial statements. These restrictions apply to directors, executives, controlling persons, employees of the Group who are responsible for or have access to inside information, as well as any persons attending the Board of Directors' and/or subcommittees' meeting.
- The Company organized training sessions for directors, executives and employees on the prohibition of insider trading as prescribed under the Securities and Exchange Act.
- The Company provided training to directors and executives on their duties to prepare, disclose and submit reports on changes in their securities holdings and derivatives, as well as those of related persons, to the SEC Office in accordance with Section 59 of the Securities and Exchange Act and relevant notifications, including the related legal offences and liabilities.

As of 31 December 2025, the Company's directors and executives holding shares in the Company are as follows:

No.	List of Directors and Executives	Number of Shares Held (shares)		
		As of 31 December 2024	As of 31 December 2025	Increase / (Decrease)
1	Mr. Ong Chu Jin Adrian	16,459,776	19,459,776	3,000,000
	Related persons	0	0	0
2	Mrs. Kanoklada Rerkasem	0	150,000	150,000
	Related persons	0	0	0
3	Mr. Loo Chong Peng	0	410,000	410,000
	Related persons	0	0	0
4	Ms. Nuntana Taveeratanasilp	150,528	450,528	300,000
	Related persons	0	0	0
5	Mr. Anajuk Chareonwongsak	150,528	450,528	300,000
	Related persons	0	0	0
6	Mr. Chin Guangui	817,000	1,607,000	790,000
	Related persons	0	0	0
7	Ms. Titanun Sun	148,857,264	158,064,964	9,107,700
	Related persons	1,230,518,784	987,063,084	(243,455,700)
8	Ms. Onuma Chairatanatrai	795,000	1,095,000	300,000
	Related persons	0	0	0
9	Mr. Foong Yew Fai	567,000	1,367,000	800,000
	Related persons	0	0	0
10	Mr. Tan Jun Hao	931,000	1,231,000	300,000
	Related persons	0	0	0
11	Mr. Arnupharp Kongmalai	251,000	281,000	30,000
	Related persons	0	0	0
12	Ms. Panaiyada Liang-amnuay	477,000	657,000	180,000
	Related persons	0	13,200	13,200

Remarks: Related Persons means
 (1) spouse or cohabiting couple;
 (2) minor child; and
 (3) juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding 30% of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.



(7) Anti-Corruption

The Company is committed to conducting business with integrity, transparency and fairness, taking into account the interests of all stakeholders. The Company recognizes that corruption and bribery may arise in business activities and interactions with stakeholders, which could unduly influence decision-making and the operations of the Group.

Accordingly, the Company has established an Anti-Corruption Policy to provide clear guidance for the prevention and combating of corruption within the Group. The policy aims to cultivate an organizational culture in which all personnel are aware of the harmful impacts of corruption, reinforce ethical values, and strengthen confidence among all stakeholders to ensure that anti-corruption efforts are implemented effectively.

In 2025, the Company implemented the following anti-corruption measures:

- The Audit and Risk Management Committee reviewed the financial reporting and accounting systems, internal control system, internal audit function and risk management system to ensure that they are robust, up to date, effective and aligned with international standards. In the event of any suspicion or indication of corruption or fraud, the Audit and Risk Management Committee will report the matter to the Board of Directors.
- The Company conducted an orientation training course for new employees to ensure that they understand the Company's anti-corruption policies and measures. New employees are also required to sign an acknowledgement and comply with the policy.

(8) Whistleblowing and Complaints

The Company has established channels for stakeholders to submit whistleblowing reports concerning, among other matters, corruption, bribery (giving or receiving), money laundering, misconduct or breach of duties, abuse of authority, irregularities or inappropriate practices relating to accounting records and financial reporting, unauthorized disclosure or use of the Group's confidential information, sexual harassment, conflicts of interest, unethical conduct, non-compliance with applicable laws, the Group's policies and procedures, or breaches of internal controls. Reports may be submitted through the employee's direct supervisor, via e-mail at th.whistleblower@mr diy.com, the Head of Internal Audit, or to the Chairman of the Audit and Risk Management Committee.

In 2025, the Company received a total of 22 whistleblowing reports with details as follows:

No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
4	Conflicts of interest	There was unfair consideration of employee compensation, preferential treatment, or workplace conflicts arising from relationships and/or conflicts of interest between supervisors and subordinates.	-	<ul style="list-style-type: none"> - Transfer of employees to other branches - Communication to raise awareness of conflicts of interest - Internal Audit closely monitored recruitment processes - Measures implemented to ensure that the performance evaluation process is free from conflicts of interest
1	Misrepresentation of the Company's information to defraud the public	The scammers used the Company's information and executives' photos to deceive customers into investing.	-	<ul style="list-style-type: none"> - File a report with the police, the Technology Crime Suppression Division - Public warning announcement issued regarding the scam



No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
6	Non-compliance with laws and the Company's policies and procedures	Petty cash refund transferred to an employee who had resigned, with repeated follow-ups but no response.	THB 4,049.50	- File a report with the police - A requirement was implemented for work handover confirmation and supervisory approval prior to proceeding
		An employee used work-related equipment for personal purposes without authorization or took merchandise for use without making payment.	THB 159 (reimbursed)	- Disciplinary action taken against relevant employees
		An employee behaved inappropriately while wearing the Company's uniform in a public place.	-	- Disciplinary action taken against relevant employees
		An employee used tramadol (a controlled substance) and threatened co-workers.	-	- Disciplinary action taken against relevant employees

No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
2	Ethical misconduct	Company truck driver did not yield to an ambulance while driving in the right lane	-	- Disciplinary action taken against relevant employees - Enhanced transport monitoring and regular safety briefings
		The Company's employee entered another retail store during working hours and caused personal disturbance while wearing the Company's uniform.	-	- Disciplinary action taken against relevant employees - Communicated Code of Conduct guidelines and reinforced professional conduct expectations while in uniform and during working hours
2	Abuse of authority and duties	A supervisor enforced disciplinary rules inconsistent with Company policy and failed to pay compensation for cross-branch support work.	-	- Disciplinary action taken against relevant employees, and emphasis was placed on refraining from using threatening language or imposing unauthorized rules - The Internal Audit Department coordinated with the relevant functions to review the Backup Allowance Policy to ensure fairness and transparency
		An employee used inappropriate language and exerted undue pressure on subordinates.	-	- Disciplinary action taken against relevant employees - The behavior was reported to executive for following up and providing appropriate guidance



No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
7	Fraud and misconduct	A regional manager falsely claimed incentive compensation for employees based on achieving sales targets, despite no actual incentive payments being made to the employees.	THB 10,500 (reimbursed)	<ul style="list-style-type: none"> - The employee voluntarily resigned and fully repaid the amount to the Company - File a report with the police
		Suspicious arose regarding theft of merchandise after store closing hours; therefore, a random inventory spot check was conducted, which confirmed that one iPhone phone case was missing.	THB 219	<ul style="list-style-type: none"> - The incident occurred in the past, and there is no clear evidence identifying the individual responsible; therefore, disciplinary action cannot be taken against any employee - Control measures have been strengthened, including employee body checks prior to leaving the store premises after working hours - Additional inventory counts have been conducted, and reminders have been communicated to all employees to strictly comply with the Standard Operating Procedures (SOP)

No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
		An employee withdrew petty cash using a forged receipt.	THB 5,251 (reimbursed)	<ul style="list-style-type: none"> - Disciplinary action taken against relevant employees - File a report with the police - Preventive control measures have been implemented by increasing the frequency of cash counts
		An employee made delayed remittances of petty cash, advance payments, and funds allocated for new store openings.	-	<ul style="list-style-type: none"> - The employee voluntarily resigned and fully repaid the amount to the Company - The Internal Audit Department recommended that executive verify fund transfers directly with the branches as a preventive control measure.
		There was theft of sample products prepared for laboratory testing by an employee of an external service provider.	THB 159 (reimbursed)	<ul style="list-style-type: none"> - The Service Contract with the external service provider was terminated - Enhanced measures have been implemented for strengthen the selection and monitoring of external service providers - Sample products are stored in locked areas with appropriate access controls - The external service provider filed a police report and agreed to compensate for the damages incurred



No. of Cases	Issue	Investigation Results	Financial Loss	Actions/Remedies Measures
	An employee stole a customer's property and sold it.	(The customer filed a police report and was able to recover the amulet from the shop that had purchased it)	THB 30,000 -	- Disciplinary action taken against relevant employees
	An employee engaged in misconduct by falsely claiming credit in order to receive a company reward.		-	- Disciplinary action taken against relevant employees - Payment of the reward was suspended

(9) Investor Relations Activities

In 2025, the Investor Relations Department conducted communications regarding the Company's financial performance through various channels, as follows:

Activity	Number of Times per Year
Analyst Meeting	1
Media Interviews	4
Press Release	1
Company Visit and Site Visit	20



8.2 Report on the results of duty performance of the Audit and Risk Management Committee for the year 2025

Dear Shareholders

The Audit and Risk Management Committee (“**ARMC**”) consists of three independent directors who meet the qualifications specified by the Capital Market Supervisory Board. Mrs. Kanoklada Rerkasem serves as the Chairperson of the ARMC, with Mr. Anajuk Chareonwongsak and Mr. Loo Chong Peng as members. The ARMC operates independently to protect the interests of the Company within the scope specified in the ARMC Charter and in accordance with the announcements of the Capital Market Supervisory Board and the regulations of the SET. The ARMC places importance on reviewing financial reports, internal control systems, risk management, legal compliance, and related party transactions, all of which are crucial to the business operations and good corporate governance.

In 2025, the ARMC held a total of 5 meetings. The attendance of each member is detailed as follows:

Name	Position	Attended / Total number of meetings (Times)
1. Mrs. Kanoklada Rerkasem	Chairman of the ARMC	5 / 5
2. Mr. Loo Chong Peng	Member of the ARMC	5 / 5
3. Mr. Anajuk Chareonwongsak	Member of the ARMC	5 / 5

The summary of the key duties performed by the ARMC in 2025 is as follows:

1. Financial Report Review

The ARMC reviewed the Company’s quarterly financial statements, annual financial statements, and consolidated financial statements of the Company and its subsidiaries, together with executive and the external auditors, to ensure that the Company’s financial reports were properly prepared in accordance with Generally Accepted Accounting Standards and that the disclosures were adequate, complete, and reliable. In addition,

the ARMC also held a meeting with the external auditor without executive’s presence at Meeting No. 1/2025 to discuss the scope, approach, audit plan, and the independence in the performance of their duties. The ARMC is of the opinion that the Company’s financial statements have been prepared in accordance with Generally Accepted Accounting Standards and present accurate, complete, and reliable.

2. Internal Control System Review

The ARMC reviewed the internal control systems of the Company and its subsidiaries in accordance with the internal control framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the guidelines for assessing the adequacy of internal control systems of the SEC. This review also included reports from the auditors on the internal controls over accounting and financial matters and reports from the external consultant on the internal controls. The ARMC is of the opinion that the internal control systems of the Company and its subsidiaries are adequate, effective, and appropriate for the Company’s and its subsidiaries’ business operations, and no significant deficiencies were identified that would affect the Company’s financial statements.

3. Internal Audit Supervision

The ARMC considered and approved the Charter of the Internal Audit Department and appointed the Head of Internal Audit to ensure that the internal audit function operated independently and accessed to necessary information for internal audits. The ARMC reviewed and approved the annual and long-term internal audit plans, as well as reviewed and acknowledged internal audit reports. Additionally, the ARMC provided recommendations and regularly monitored the implementation of corrective actions on significant findings.



4. Risk Management Review

The ARMC reviewed and approved the revision of the Enterprise Risk Management Framework, based on ISO 31000:2018. The ARMC also acknowledged and reviewed the effectiveness and efficiency of the Company's risk management system (Risk Profile) to ensure that the Company had identified key risk issues that might impact its operations and managed these risks effectively. This includes having responsible parties, appropriate risk management measures, and sufficient and comprehensive coverage of all risk issues.

5. Review of Connected Transactions or Related Party Transactions with Possible Conflicts of Interest

The ARMC reviewed and provided opinions on connected transactions and related party transactions, or transactions that may have conflicts of interest between the Company and its subsidiaries. The basis of consideration includes rationality behind such transactions to ensure they are in the best interest of the Company, as well as compliance with the regulations of the SEC, the SET, and the Company's policies on related party transactions and connected transactions. Additionally, they have also reviewed to ensure that such transactions are fully and adequately disclosed.

6. Compliance with the Securities and Exchange Act, the SET's Regulations, and Other Laws Relevant to the Company's Business

The ARMC regularly reviewed the Company's compliance with the Securities and Exchange Act, the SET's regulations, and other laws relevant to the Company's business operations. The ARMC also provided recommendations on appropriate corrective actions and preventive measures. In addition, the ARMC continuously monitored management's implementation of such measures to ensure that the Company has a robust legal compliance system and conducts its business transparently and in full compliance with all applicable laws and regulations.

7. Consideration for the Appointment of Auditors and Determination of Audit Fees

The ARMC considered the selection of auditors based on their independence, knowledge, skills, and experience in auditing, as well as the appropriateness of the audit fees. The ARMC had recommended that the Board of Directors propose to the shareholders' meeting

to approve the appointment of Mr. Wichat Loketkravee, Certified Public Accountant No. 4451, or Mr. Samran Tangcham, Certified Public Accountant No. 8021, or Mr. Chawalit Chalvayampornbut, Certified Public Accountant No. 8881, or Mr. Somsak Jirathitiampaiwong, Certified Public Accountant No. 8874, from EY Office Limited, as the Company's auditors for the year 2025, with the audit fees for the year 2025 in the amount of THB 379,000.

8. Other Duties

The ARMC monitored the latest International Standards for the Professional Practice of Internal Auditing and approved the Audit and Risk Management Committee's Annual Report for 2024.

In summary, in 2025, the ARMC has duly performed its duties in a complete and effective manner in accordance with its Charter. The ARMC is of the opinion that the Company and its subsidiaries have properly prepared and disclosed financial information which is accurate in all material respect in accordance with Generally Accepted Financial Reporting standards. The disclosures of information are adequate and reliable, and related party transactions or connected transactions are reasonable and conducted in the best interest of the Company. Additionally, the Company has appropriate and effective internal control and risk management systems, as well as good internal audits. Furthermore, the Company has complied with relevant laws and regulations, as well as good corporate governance principles.

On behalf of the Audit and Risk Management Committee

(Mrs. Kanoklada Rerkasem)

Chairman of the Audit and Risk Management Committee



8.3. Report on the results of duty performance of Other Subcommittee

8.3.1 Nomination and Remuneration Committee Report for the year 2025

Dear Shareholders

The Nomination and Remuneration Committee (“NRC”) consists of three members, with Mr. Loo Chong Peng (Independent Director) serves as the Chairperson of the NRC, and Mr. Ong Chu Jin Adrian and Ms. Nuntana Taveeratanasilp (Independent Director) as members. The NRC performs its duties and responsibilities in accordance with the scope prescribed under the Charter of NRC and as assigned by the Board of Directors.

In 2025, the NRC held a total of 2 meetings. The attendance of each member is detailed as follows:

Name	Position	Attended / Total number of meetings (Times)
1. Mr. Loo Chong Peng	Chairman of the NRC	2 / 2
2. Mr. Ong Chu Jin Adrian	Member of the NRC	2 / 2
3. Ms. Nuntana Taveeratanasilp	Member of the NRC	2 / 2

The summary of the key duties performed by the NRC in 2025 is as follows:

Nomination Matters

- The NRC considered and agreed to propose two independent directors retiring by rotation, namely Mr. Loo Chong Peng and Ms. Nuntana Taveeratanasilp, to the Board of Directors for consideration and propose them to the 2025 Annual General Meeting of Shareholders for re-election as independent directors for another term. In this regard, the NRC took into consideration the candidates' skills, qualifications, knowledge, expertise, experience, professionalism, and integrity, as well as their independence and qualifications in accordance with the criteria and conditions prescribed by the SEC Office and the SET. Due consideration was also given to appropriate Board composition, diversity, balance, and structure.

- The NRC considered and agreed to propose the succession plan for the Chief Executive Officer and key executives to the Board of Directors for approval. The NRC recommended enhancing the plan by increasing available options and establishing a prioritized ranking of successors for each position, as well as assessing each successor's capabilities and suitability for the position. The NRC also provided recommendations on individual development plans to ensure that potential successors possess the knowledge, competencies and qualifications suitable for the position, and continues to monitor, acknowledge, and provide recommendations on the ongoing implementation of the succession plan.
- The NRC reviewed the structure, size, balance, composition, and skills of the Board of Directors (Board Skill Matrix) to ensure that the Board of Directors comprises members with an appropriate diversity of skills, experience, and other qualifications, and is able to perform its duties effectively and efficiently. The NRC considered adding legal expertise to the Board Skill Matrix to ensure alignment with the Company's business operations and to support the future selection of suitably qualified candidates.

Remuneration Matters

- The NRC acknowledged the performance evaluation results of the Chief Executive Officer for the year 2024 and agreed to propose the Chief Executive Officer's salary adjustment for the year 2025 and bonus payment, to the Board of Directors for approval. The NRC considered the matter with reference to benchmarking against companies of comparable size and within the same industry group.
- The NRC considered and agreed to propose the performance evaluation criteria or Key Performance Indicators (KPIs) of the Chief Executive Officer for the year 2025, to the Board of Directors for approval. The NRC recommended revising certain key performance indicators (KPIs) to ensure alignment with the Company's strategy and business direction.



- The NRC considered and agreed to propose the performance evaluation criteria or Key Performance Indicators (KPIs) of the Chief Executive Officer and the Chief Financial Officer for the year 2026, to the Board of Directors for approval. The NRC recommended revising certain key performance indicators (KPIs) to align with the Company's strategy and business direction, and to ensure they are appropriate for the roles and responsibilities of the Chief Executive Officer and the Chief Financial Officer.
- The NRC considered and agreed to propose the remuneration for the Board of Directors and subcommittees for the year 2025, comprising monthly remuneration, meeting allowances, and other benefits, including accommodation and travel expenses for attending meetings in Thailand, to the Board of Directors for consideration and propose it to the 2025 Annual General Meeting of Shareholders for approval. In this regard, the NRC considered comparability within the same industry, as well as the directors' experience, roles, duties, and responsibilities.

Other Matters

- The NRC reviewed its Charter and recommended enhancing the scope of roles, duties and responsibilities to include the review of the criteria and procedure for determining remuneration, remuneration and benefits, and the performance evaluation criteria or key performance indicators (KPIs) for key executives.

In summary, in 2025, the NRC fully and continuously performed its duties and responsibilities in accordance with the provisions of the Charter of NRC and as assigned by the Board of Directors.



On behalf of the Nomination and Remuneration Committee

(Mr. Loo Chong Peng)

Chairman of the Nomination and Remuneration Committee



8.3.2 Corporate Governance and Sustainability Committee Report for the year 2025

Dear Shareholders

The Corporate Governance and Sustainability Committee (“CGS”) consists of three members, with Ms. Nuntana Taveeratanasilp (Independent Director) serves as the Chairperson of the CGS, and Mrs. Kanoklada Rerkasem (Independent Director) and Mr. Chin Guangui as members. The CGS performs its duties and responsibilities in accordance with the scope prescribed under the Charter of CGS and as assigned by the Board of Directors.

In 2025, the CGS held a total of 2 meetings. The attendance of each member are is detailed as follows:

Name	Position	Attended / Total number of meetings (Times)
1. Ms. Nuntana Taveeratanasilp	Chairman of the CGS	2 / 2
2. Mrs. Kanoklada Rerkasem	Member of the CGS	2 / 2
3. Mr. Chin Guangui	Member of the CGS	2 / 2

The summary of the key duties performed by the CGS in 2025 is as follows:

Corporate Governance Matters

- The CGS acknowledged the results of the self-assessment of the Board of Directors and its subcommittees for the year 2024.
- The CGS reviewed its Charter and the Company's policies under the duties and responsibilities of the CGS and agreed to propose revisions to the Code of Business Ethics, the Vendor and Business Partner Code of Conduct, and the Environmental, Social, and Governance (ESG) Policy.

Sustainability Matters

- The CGS acknowledged the progress of the Environmental, Social, and Governance (ESG) plan implementation for the year 2024 and considered and approved the Company's materiality topics and the ESG plan for the year 2025.
- The CGS acknowledged the progress of the ESG plan implementation for the year 2025 and considered and approved the ESG plan for the year 2026.
- The CGS acknowledged the results of the employee engagement survey for the year 2025 and recommended that an action plan be developed to enhance employee engagement.

In summary, in 2025, the CGS fully and continuously performed its duties and responsibilities in accordance with the provisions of the Charter of CGS and as assigned by the Board of Directors.

On behalf of the Corporate Governance and Sustainability Committee

(Ms. Nuntana Taveeratanasilp)

Chairman of the Corporate Governance and Sustainability Committee

9. Internal Control and Related Party Transactions



9.1 Internal Control

9.1.1 Opinion of the Board of Directors on the Company's Internal Control System

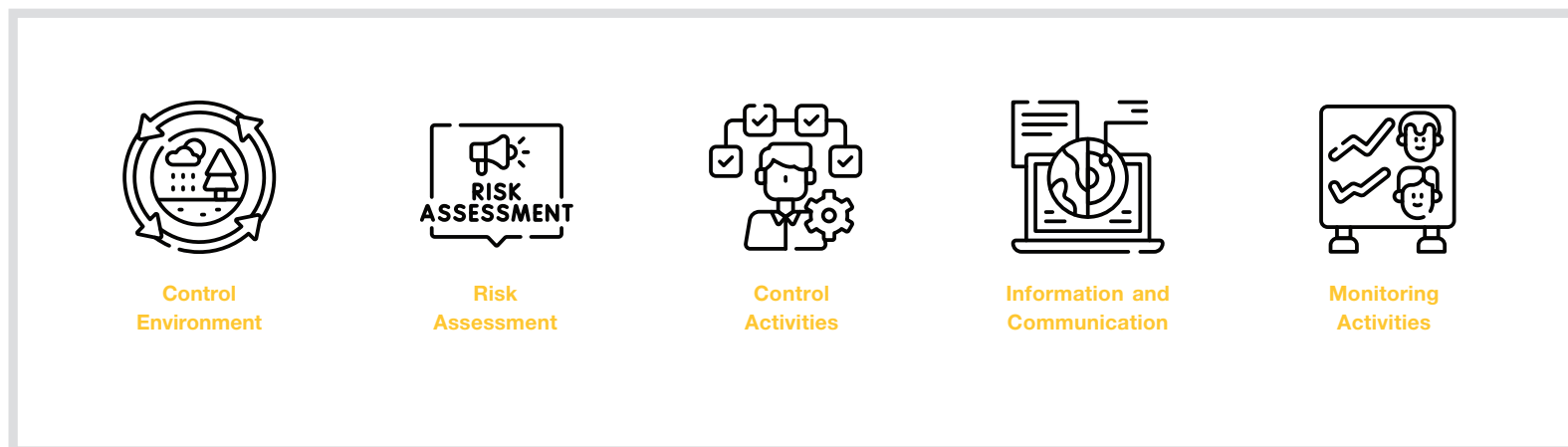
The Company recognizes the importance of an effective internal control system and risk management as essential mechanisms to enable the Company to operate its business efficiently and effectively and to achieve its established objectives. The internal control policies are designed to promote accuracy, transparency, and auditability of the Company's operations, as well as to mitigate or prevent potential risks.

In addition, the Company continuously enhances and improves its internal control system to ensure ongoing effectiveness and efficiency. The Company also places strong emphasis on good corporate governance practices in order to achieve sustainable growth, maintain investor confidence, create long-term value for stakeholders, and gain recognition at an international level.

The Company has assigned the Audit and Risk Management Committee to review the adequacy and appropriateness of the internal control system and to oversee the independence

of the internal audit function. The Internal Audit Department prepares a risk-based audit plan, reports audit results to the Audit and Risk Management Committee on a regular basis, and follows up on audit findings until completion. These practices aim to enhance internal audit standards in accordance with the International Standards for the Professional Practice of Internal Auditing (IIA Standards).

At the meetings of the Audit and Risk Management Committee and the Board of Directors No. 1/2026 held on 25 February 2026 and 26 February 2026, respectively, the adequacy of the internal control system of the Company and its subsidiaries was reviewed and assessed in accordance with the SEC's internal control assessment framework and the Company's internal control evaluation forms. The assessment was conducted in line with the guidelines of the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Board of Directors concluded that the Company's internal control system is adequate to support the achievement of operational objectives and is consistent with the principles of good corporate governance. The key elements are summarized as follows:





1. Control Environment

- The Company has established an appropriate control environment aligned with good corporate governance principles to promote an organizational culture founded on integrity, ethics, transparency, and accountability to stakeholders.
- The Company has established and communicated policies on Good Corporate Governance Policy, Code of Business Ethics, Anti-Corruption Policy, Environmental, Social and Governance (ESG) Policy, Prevention of Conflicts of Interest Policy, and Whistleblowing Policy, including disciplinary measures for non-compliance.
- The organizational structure, reporting lines, authorities, duties, and responsibilities of each position are clearly defined. Key duties are segregated to ensure appropriate checks and balances and auditability (segregation of duties).
- The Company has established subcommittees to oversee key matters, such as the Audit and Risk Management Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Sustainability Committee.
- Continuously develop human resources, defining job qualifications, providing training programs, implementing transparent and fair performance evaluation system, and establishing a succession planning for key positions.
- The Company has appointed a Data Protection Officer (DPO) to oversee compliance with applicable data protection laws and related regulations.

2. Risk Assessment

- The Company has implemented an Enterprise Risk Management (ERM) system to identify, assess, and manage risks that may affect the achievement of corporate objectives, taking into account both internal and external risk factors. Risk management policies and frameworks are established in alignment with corporate strategy, business plans, and organizational objectives, including the determination of the acceptable level of risk (Risk Appetite).
- Risk Profiles and Risk Scores are developed at multiple levels (corporate and business unit levels), with designated Risk Owners and Deputy Risk Champions in each function. These are used as early warning tools to monitor and track risk trends.

- Significant risks considered include strategic risk, operational risk, financial risk, legal and regulatory compliance risk, information technology and cybersecurity risk, fraud risk, sustainability (ESG) risk, and emerging risks as appropriate.
- The Company has established a Business Continuity Plan (BCP) and a Disaster Recovery Plan (DRP) for information systems, with periodic testing to ensure that critical processes can continue during crisis situations.
- Risk assessments are reviewed on a quarterly basis, and the results are reported to the Audit and Risk Management Committee and the Board of Directors in accordance with the scheduled meetings.

3. Control Activities

- Control activities are designed to be appropriate to the Company's risks and business model, covering key processes and subject to periodic review and improvement to remain responsive to changes.
- Policies, procedures, operating manuals, and transaction approval processes are clearly documented, including a delegation of authority and approval limits by transaction type. Authorizations are segregated among approvers, record keepers, asset custodians, and reviewers to ensure checks and balances and to reduce the risk of fraud or improper actions, with periodic reviews conducted.
- Information technology general controls (ITGC) are implemented, including system access controls, user management, password policies, log monitoring, and data backup and recovery procedures.
- Controls are in place to oversee the operations of subsidiaries to ensure alignment with the Company's direction, including requirements for complete, accurate, and auditable disclosure of information, financial position, operating results, and significant transactions.
- The Company promotes governance practices under the Three Lines of Defense to enhance a sustainable control and risk prevention.



4. Information and Communication

- The Company emphasizes the accurate, complete, timely, and reliable information to support decision-making by the Board of Directors and executive, as well as effective communication of relevant policies and requirements to employees.
- Information systems are continuously developed and maintained to ensure sufficient data for governance and management purposes, with proper information retention systems to enable audit trails.
- Internal communication is conducted through appropriate channels, such as e-mail, mobile applications, and electronic meetings, to ensure that employees understand policies, procedures, and key information.
- Meeting materials and relevant information are provided to directors in advance, allowing sufficient time for review and consideration.
- Material information is disclosed to shareholders and investors in a complete and timely manner through the Company's communication channels and the SET.
- Whistleblowing channels are provided for both internal and external parties, with defined procedures for receiving complaints, investigating facts, reporting outcomes, and protecting whistleblowers, while ensuring confidentiality and fairness.
- Policies and measures on information security, cybersecurity, and personal data protection (PDPA) are established, including data classification by sensitivity and significance, as well as testing cyber incident simulation.

5. Monitoring Activities

- The Company has established processes to continuously monitor and evaluate the adequacy and effectiveness of the internal control system through both management oversight and internal audit activities, to ensure that the system appropriately addresses risks and achieves its objectives.
- Management of each function monitors performance and compliance with internal control policies and procedures using key performance indicators (KPIs), analyzes root causes of deviations, and implements corrective actions as necessary.

- The Internal Audit Department prepares a risk-based audit plan, reports audit results to the Audit and Risk Management Committee on a quarterly basis, and follow-up on corrective actions until completion.
- The Company requires the Internal Audit Department and/or executive to immediately report to the Chairman of the Board of Directors and/or the Board of Directors and/or the Audit and Risk Management Committee upon discovering or suspecting any serious fraud, legal violations, or other irregularities that may materially affect the Company's reputation or financial position, together with corrective measures and follow-up actions to prevent recurrence.

9.1.2 Opinion of Independent Internal Control Assessors and the Internal Audit Department

Based on the auditing conducted by the independent internal control assessor and the Company's Internal Audit Department during the period from 2023 to 2025, covering key business processes that are critical to the Company's operations, no material deficiencies in the internal control system were identified that could adversely affect the Company's operations.

In addition, the external auditor did not identify any significant weaknesses in the internal control system that could result in adverse impacts on the Company's operations.

9.1.3 Auditor's Observations

EY Office Limited ("the Auditor"), the independent auditor of the Company, has audited the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 in accordance with Generally Accepted Auditing Standards. In performing the audit, the Auditor obtained an understanding of and evaluated the effectiveness of the accounting internal control systems of the Company and its subsidiaries as considered necessary for designing and performing audit procedures on the financial statements of the Company and its subsidiaries.

Based on the audit procedures performed on the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025, the Auditor did not note any observations regarding the accounting internal control systems, including IT General Controls and IT Application Controls.

9.1.4 Head of Internal Audit

At the meeting of the Audit and Risk Management Committee No. 1/2023 held on 30 May 2023, the Committee approved the appointment of Ms. Phunapa Nacosiri as Head of Internal Audit. She is the principal person responsible for overseeing and reviewing the adequacy of the Company's internal control system, as well as preparing reports and recommendations to improve compliance with the Company's internal control plans and policies. (For further details on the Head of Internal Audit, please refer to "Attachment 3 Details of the Head of Internal Audit")

The Audit and Risk Management Committee has considered and concluded that Ms. Phunapa Nacosiri possesses appropriate qualifications, educational background, professional experience, and training suitable for the position. Any appointment, removal, transfer, or reassignment of the Head of Internal Audit must be approved by the Audit and Risk Management Committee.

9.1.5 Appointment, Transfer, Removal, Promotion, and Performance Evaluation of the Head of Internal Audit

The Audit and Risk Management Committee is responsible for reviewing the internal auditors' assessment of the internal control system of the Group and evaluating the performance of the Head of Internal Audit. The Committee also approves the appointment or termination of senior internal audit personnel, the Head of Internal Audit and the Deputy Head of Internal Audit.

In addition, the Committee approves the Internal Audit Charter and reviews the appropriateness of the scope of work, duties, experience, competencies, and resources of the Internal Audit Department, as well as whether the department has sufficient authority to effectively perform its duties.





9.2 Related Party Transactions

9.2.1 Details of the persons who may have conflict of interest and their relationships

The related party transactions between the Company or its subsidiaries and the persons who may have conflict of interest for the years ended 31 December 2023, 2024, and 2025, are as follows:

No.	Person who may have Conflict of Interest	Nature of Business	Relationship with the Company
1.	Bricolage Holding Inc. Group ("Bricolage Group") (consisting of Bricolage Distributor Inc., Bricolage Philippines Inc. and Bricolage Import Inc., the subsidiaries of Bricolage Holding Inc., incorporated in Philippines)	Investment Holding Company and MR. D.I.Y. retail store in Philippines	<ul style="list-style-type: none"> Bricolage Holding Inc. is an indirect subsidiary of MDIH, of which MDIH indirectly held 66.70% of Bricolage Holding Inc.'s total paid-up share capital. The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.
2.	Iconic Edge Ltd. ("Iconic Edge"), incorporated in Seychelles	Engaged in the business of holding intellectual property rights	<ul style="list-style-type: none"> Iconic Edge is a wholly-owned subsidiary of MDIH. The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of the total paid-up share capital of MDIH and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.
3.	PT Daya Intiguna Yasa Tbk ("PT Daya Intiguna Yasa Group") (consisting of PT Daya Intiguna Yasa Tbk, PT Duta Intiguna Yasa, and PT Daya Indah Yasa, which are the subsidiaries of PT Daya Intiguna Yasa, incorporated in Indonesia)	Engaged in the business of providing management consultancy services and MR. D.I.Y. store-related services in Indonesia	<ul style="list-style-type: none"> The Company and PT Daya Intiguna Yasa Tbk have common major shareholders, namely MDIH SG and Mr. Tan Yu Yeh. MDIH SG directly held 35.49% of PT Daya Intiguna Yasa Tbk's total shares and 11.28% of the Company's total paid-up share capital. Mr. Tan Yu Yeh directly held 14.07% of PT Daya Intiguna Yasa Tbk's total shares and 15.45% of the Company's total paid-up share capital. MDIH SG is a wholly-owned subsidiary of MDIH. The Company and PT Daya Intiguna Yasa have 2 common directors, namely Mr. Ong Chu Jin Adrian and Mr. Loo Chong Peng. The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.



No.	Person who may have Conflict of Interest	Nature of Business	Relationship with the Company
4.	Mr. D.I.Y. (Cambodia) Co., Ltd. (“ MDCC ”), incorporated in Cambodia.	Engaged in the operation of MR. D.I.Y. retail stores in Cambodia	<ul style="list-style-type: none"> The Company and MDCC have 2 common major shareholders, namely Mr. Jhomphong and Ms. Titanan. As of 31 December 2025, Mr. Jhomphong and Ms. Titanan together directly held 19.03% of the Company's total paid-up share capital and indirectly held the Company's shares through MDCO, which held 25.09% of the Company's total paid-up share capital. The Company and MDCC have 3 common directors, namely Mr. Ong Chu Jin Adrian, Mr. Chin Guangui and Ms. Titanan Sun. MDCC is an indirect subsidiary of MDIH, of which MDIH indirectly held 90.00% and Mr. Jhomphong and Ms. Titanan together directly held 10.00% of MDCC's total paid-up share capital. The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.
5.	Mr. D.I.Y. International Holding Ltd. (“ MDIH ”), incorporated in Seychelles.	Investment Holding Company	<ul style="list-style-type: none"> The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.
6.	Mr. D.I.Y. (Thailand) LTD. (“ MDTL ”), incorporated in Seychelles.	Investment Holding Company	<ul style="list-style-type: none"> MDTL is a subsidiary of MDIH. The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.



No.	Person who may have Conflict of Interest	Nature of Business	Relationship with the Company
7.	Mr. D.I.Y. Trading Sdn Bhd ("MDT"), incorporated in Malaysia.	Engaged in the business of trading home improvement and lifestyle products in Malaysia	<ul style="list-style-type: none"> MDT is a wholly-owned subsidiary of Mr. D.I.Y. Group (M) Bhd. ("MDGM"). The Company and MDGM have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh directly held 0.32% of MDGM's total paid-up share capital and indirectly held 50.02% of the MDGM's paid-up share capital through Bee Family Limited. Furthermore, Mr. Tan Yu Yeh directly held 15.45% of the Company's paid-up share capital and indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDGM have a common director, namely Mr. Ong Chu Jin Adrian. Moreover, as of 31 December 2025, Mr. Ong Chu Jin Adrian and his related person held 0.53% of total issued share capital of MDGM.
8.	Qube Apps Solutions Sdn Bhd ("Qube Group") (consisting of Qube Apps Marketing Sdn Bhd, a subsidiary of Qube Apps Solutions Sdn Bhd ("Qube Apps"), incorporated in Malaysia and Qube Pos International Limited, a subsidiary of Qube Apps, incorporated in British Virgin Island)	Engaged in the business of providing technology consultancy services, software development, and the sale of related products	<ul style="list-style-type: none"> Qube Apps is an associate company, of which MDGM holds 30.0% of Qube Apps' total issued share capital. The Company and MDGM have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh directly held 0.32% of MDGM's total paid-up share capital and indirectly held 50.02% of the MDGM's paid-up share capital through Bee Family Limited. Furthermore, Mr. Tan Yu Yeh directly held 15.45% of the Company's paid-up share capital and indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively. The Company and MDGM have a common director, namely Mr. Ong Chu Jin Adrian. Moreover, as of 31 December 2025, Mr. Ong Chu Jin Adrian and his related person held 0.53% of total issued share capital of MDGM.
9.	Mr. Jhomphong Tomongkhon ("Mr. Jhomphong")	-	<ul style="list-style-type: none"> Mr. Jhomphong is a major shareholder of the Company. As of 31 December 2025, Mr. Jhomphong, together with his related person held a total of 19.03% of the Company's total paid-up share capital.
10.	Ms. Titanan Sun ("Ms. Titanan")	-	<ul style="list-style-type: none"> Ms. Titanan is a major shareholder, director, and executive of the Company and its subsidiaries. As of 31 December 2025, Ms. Titanan, together with her related person held a total of 19.03% of the Company's total paid-up share capital.
11.	Ta Zhong Hau Travel & Trading Co., Ltd. ("Ta Zhong Hau"), incorporated in Thailand	Engaged in the business of traveling	<ul style="list-style-type: none"> The Company and Ta Zhong Hau have a common major shareholder, namely Mr. Jhomphong. As of 31 December 2025, Mr. Jhomphong directly held 45.00% of Ta Zhong Hau's total paid-up share capital.



No.	Person who may have Conflict of Interest	Nature of Business	Relationship with the Company
12.	Thai Setakij Insurance Public Company Limited (“ TSI ”), incorporated in Thailand.	Engaged in the business of providing non-life insurance services	<ul style="list-style-type: none">The Company and TSI have a common major shareholder, namely Ms. Titanan. As of 17 March 2025¹, Ms. Titanan directly held 14.69% of TSI's total paid-up share capital.
13.	Multiple Estate Company Limited (“ Multiple Estate ”), incorporated in Thailand.	Engaged in the real estate development business	<ul style="list-style-type: none">The Company and Multiple Estate have a common major shareholder, namely Mr. Jhomphong. As of 31 December 2025, Mr. Jhomphong directly held 95.00% of Multiple Estate's total paid-up share capital.
14.	MR. D.I.Y. (Thailand) Co., Ltd. (“ MDTH ”), incorporated in Thailand.	During liquidation process	<ul style="list-style-type: none">MDTH is an indirect associate company of MDIH which currently is in the process of liquidation.The Company and MDIH have a common major shareholder, namely Mr. Tan Yu Yeh. As of 31 December 2025, Mr. Tan Yu Yeh indirectly held 49.15% of MDIH's total paid-up share capital and directly held 15.45% of the Company's paid-up share capital. Furthermore, he indirectly held the Company's shares through MDCO and MDIH SG, which held 25.09% and 11.28% of the Company's paid-up share capital, respectively.The Company and MDIH have a common director, namely Mr. Ong Chu Jin Adrian.

¹ Based on the information as of the book closing date as published on www.set.or.th as of 17 March 2025.



9.2.2 Related party transactions between us and the persons who may have conflict of interest

The related party transactions between us and the persons who may have conflict of interest arising from operations for the years ended 31 December 2023, 2024, and 2025, respectively, are as follows:

A. Recurring transactions

Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
1. Revenue from Services						
MDT	Other Revenue	0.4	0.3	0.1	Our Group provides coordination services for exporting products produced in Thailand, including sending purchase orders and making payment to the manufacturer, procuring logistic and shipping companies to transport products to port, preparing relevant shipping documents for exporting products, and receiving payment for products and related expenses. The service is based on an issuance of purchase order from time to time.	The transactions were engaged in support of our Group’s ordinary course of business in which the service fee and credit terms are comparable to other providers of similar services under general commercial terms. The transactions were viewed as appropriate and reasonable.
Bricolage Group	Other Revenue	0.1	0.02	0.07		
	Account Receivable	0.7	-	-		
PT Duta Intiguna Yasa Group	Other Revenue	0.05	0.06	0.04	<p>Our Group offers such services to the persons who may have conflict of interest as follows:</p> <p>1. Bricolage Group and PT Duta Intiguna Yasa Group, companies that are part of MR. D.I.Y. operation in Philippines and Indonesia respectively; and</p> <p>2. MDT, a company that is part of MR. D.I.Y. operation in Malaysia. MDT submits a purchase order to our Group and assigns an agent for product importation (who is not a person who may have conflict of interest) to purchase and import products into Malaysia as this is MDT’s internal management.</p> <p>Our Group entered into Sales Contract with: (1) Bricolage Group; and (2) PT Duta Intiguna Yasa Group on 23 November 2023 and Service Contract with MDT on 1 December 2023 to determine the scope of product, payment terms, and other relevant conditions.</p> <p>Our Group charges a fixed service fee per transaction with comparable amount and service term with other service providers providing similar transactions and does not cause our Group to lose benefit.</p>	



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
2. Supporting Service Fees						
MDT	Expenses	27.8	37.6	31.9	Our group receives supporting services from MDT (MDGM’s subsidiary) under the Consultancy and Shared Functions Agreement between MDGM and MDIH dated 18 December 2019, where MDIH has a right to assign any of its subsidiaries or associated companies (including our Group) to receive such services provided by MDGM in which Our Group does not enter into such service agreement directly with MDGM. However, on 14 August 2024, the Company entered into Consultancy and Shared Functions Agreement – Thailand Supplement with MDGM and MDIH to allow our Group to directly receive all relevant services from MDGM.	The transactions were engaged in support of our ordinary course of business and is beneficial to our Group. The management fee is calculated based on actual cost plus margin (cost-plus-margin) that are comparable to other companies that provide similar services based on reports prepared by third-party under general commercial terms. The transactions were viewed as appropriate and reasonable.
	Other Payables	-	0.002	-		
	Accrued Expenses	-	-	6.1		
MDIH	Expense	-	-	-	Currently, our Group uses the supporting services from MDT under the following scope of services: 1. Consultancy services in relation to: (1) management; (2) retail management; (3) marketing; (4) warehouse operation; (5) information technology; (6) accounting and finance; (7) business development; (8) corporate strategy; and (9) internal audit; 2. Logistic management; and 3. Procurement function (only purchase orders consolidation). However, prior to 31 May 2024, our Group used procurement services beyond PO consolidation. Our Group established its own procurement department, which was completed in May 2024 and the scope of the procurement services provided by MDT was revised to only PO (Purchase Order) consolidation from July 2024 onwards. The costs of such supporting service include: 1. Consultancy Service fee, calculated from the allocation of overhead costs in proportion to man-days of such employee’s service to our Group plus cost-plus-margin; 2. Logistic Management fee, calculated by allocating of overhead costs related to employees providing logistics management services in proportion to the number of product containers ordered by our Group compared to the total number of product containers ordered by our Group, MDGM Group and MR. D.I.Y. network in other countries that use MDGM’s procurement services, plus cost-plus-margins;	



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
					<p>3. Procurement Function fee, calculated by allocating overhead costs related to procurement employee in proportion to the number of product containers ordered by our Group compared to the total number of product containers ordered by our Group, MDGM Group and MR. D.I.Y. network in other countries that use MDGM's procurement services, plus cost-plus-margins. However, after 1 July 2024, the aforementioned service fees will be based on the overhead cost of employees providing PO (Purchase Order) consolidation service to our Group with the number of employees as agreed by our group and MDGM, plus cost-plus-margin, since our Group have our own procurement department; and</p> <p>4. Out-of-pocket expenses.</p> <p>The profit margins for the above services in items 1 to 3 are comparable to those of other companies providing similar services under general commercial terms.</p> <p>In addition, in 2025, our Group commenced the use of software to enhance operational efficiency (Productivity Apps), such as applications for internal communication within our Group, which were developed by external parties. The subscription fees are paid through MDT based on actual costs incurred, as our Group benefits from economies of scale arising from the joint procurement of such software with MDT.</p> <p>In this regard, MDT collects service fees from our Group on a quarterly basis based on the estimated costs for that year and will adjust in accordance with the actual expenses incurred at the end of each year.</p> <p>In addition, as MDGM operates MR. D.I.Y. stores in Malaysia since 2005 and has expertise in procurement and retail management, our executive has considered that using such consultancy services, central logistic service and procurement function would increase our Group operational efficiency. Moreover, our Group will also benefit from the economies of scale from the global procurement strategy.</p>	



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
3. Lease Expenses						
Multiple Estate	Non-current Asset	2.4	2.4	2.4	<p>Our Group entered into a lease agreement for commercial space or building with Multiple Estate, under the layout of commercial space or building as determined by our Group, for the operation of 4 MR. D.I.Y. stores, in 2023 to 2025, located in Bangkok, Samut Prakan and Yasothon. The size of each space is between 420 to 1,200 sq. m. The initial term of the agreement is between 2 and 3 years and when such term expires, Multiple Estate will grant our Group the rights to renew such lease agreement in accordance with the terms specified in each lease agreement.</p> <p>In general, the lease of commercial space and/or building for MR. D.I.Y. standalone stores is typically in high potential commercial space or building, and lessors are responsible for building construction/preparation based on our requirements.</p> <p>For the lease of Multiple Estate's premises, the executive team has considered that there are no other sites available with suitable size and location for our Group's requirement in nearby areas. Moreover, such premises are potential sites in accordance with our Group's expansion strategy for MR. D.I.Y. store network and the return on investment specified by our Group.</p> <p>In this regard, the rental rate and credit term are comparable to other leases between our Group and third parties in nearby areas.</p>	<p>The transactions were related to an asset lease that enable our Group to expand MR. D.I.Y. stores to planned potential location in which the rental rate and credit terms are comparable to the rental rate which our Group rents from third parties in the nearby areas. The transactions were viewed as reasonable and had the same guideline for transactions with third parties.</p>
	Right-of-use	39.4	31.9	23.6		
	Lease Liability	42.9	35.8	27.1		
	Depreciation	7.8	8.3	8.3		
	Finance Cost	1.6	1.5	1.2		
4. Qube System Maintenance and Purchase of Goods from Qube Group						
Qube Group	Expenses	5.2	5.3	3.4	<p>Our Group utilizes the Qube System software, a POS, procurement, inventory, and warehouse management software system specifically customized for the MR. D.I.Y. store operation in Thailand and also utilizes the Qube System software for international product sourcing under the global procurement strategy.</p> <p>Furthermore, our Group have made an investment since the beginning of MR. D.I.Y. business operation in Thailand to have a perpetual license for the Qube System software. As a result, for the Qube System software to be efficiently upgraded based on situation and requirement, our Group engage Qube Group for the maintenance of the Qube System software under the scope of work agreed upon in an annual service agreement and the service terms, with service fees charged based on the number of MR. D.I.Y. stores and conditions are agreed by the parties.</p>	<p>The transactions were engaged in support of our ordinary course of business and purchase of supplies in which the details of the terms are as follows:</p> <ul style="list-style-type: none">- Qube System maintenance expense transaction enables our Group to manage its business efficiently in which the maintenance fee is agreed by both parties, lower than the
	Purchase of Supplies	63.9	104.5	114.9		
	Deferred Assets	-	0.3	0.3		
	Other Payables	4.5	-	-		



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
	Accrued Expenses	-	-	0.7	<p>The service fee paid to Qube Group is lower than that of similar service offered by other service providers and such service fee is also lower than that charged by Qube Group to MR. D.I.Y. operator in comparable country.</p> <p>Also, for optimum operational efficiency, our Group purchase supplies from Qube Group, which mostly are the equipment used in MR. D.I.Y. stores, as such equipment are fully compatible with the Qube System software. Such equipment can be divided into 2 categories as follows:</p> <p>1. Equipment that must be compatible with the Qube System software: This category of equipment is required to be purchased from Qube including POS terminal, monitor, barcode printer, receipt printer, and barcode scanner. Our executive team views that such purchase is more appropriate than sourcing such equipment elsewhere, considering the procurement availability, procurement period, and compatibility with the system software. In the past, Qube Group was able to procure all the required equipment (while it may require multiple other vendors to do so), which facilitates the continuity and efficiency of business operation.</p> <p>2. General equipment that can be purchased from other vendors, such as, computer switch.</p> <p>Our Group has compared the products, prices, and other relevant terms and conditions offered by domestic vendors which the equipment prices and terms and conditions provided by Qube Group are comparable to the third parties and/or are comparable to the prices in which Qube Group sells equipment to MR. D.I.Y. business in comparable countries.</p>	<p>fee charged by other providers of similar services and lower than the maintenance fee Qube Group charge to MR. D.I.Y. operator in comparable country.</p> <p>- Purchase of Supplies from Qube is the purchase of important assets required for business operation transaction and enhance business continuity in which the price and credit terms are comparable to price quoted by third party vendors since 2023 onwards and/or price that Qube Group sell to MR. D.I.Y. operator in comparable country under general commercial terms.</p> <p>The transactions were viewed as appropriate and reasonable.</p>

**B. Transactions that will not occur again in the future**

Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
1. Insurance Expenses						
TSI	Expenses	5.1	5.9	1.6	<p>Before 31 March 2025, our Group obtained insurance policies from TSI with 1-year coverage on our main assets as follows:</p> <p>1. Industrial all risks insurance and public liability insurance covering all MR. D.I.Y. stores.</p> <p>Our Group compares the rate of the insurance premium and coverage with the other insurer, which TSI offers the best insurance premium and coverage compared to other bidders.</p> <p>2. Industrial all risks insurance, public liability insurance, and Fidelity Guarantee Insurance for KKV stores covering the insurance for the years 2024 and 2025, including additional coverage for the new stores during the year.</p> <p>Our Group compares the rate of the insurance premium and coverage with the other insurers since 2024 onwards, which TSI offers the best insurance premium and coverage compared to other bidders. From 25 December 2024, onwards, KKVSC and KKVBM became associate companies. Therefore, insurance related to KKV stores will no longer be considered related party transactions.</p> <p>3. Industrial all risks insurance for our central distribution center located in Samut Prakan, including machinery and equipment and inventories within the central distribution center.</p> <p>Our Group has compared the insurance premium and coverage with other insurers. In 2023, our Group invited bidders to propose their Industrial All Risks Insurance's insurance premium and coverage for our central distribution center, in which only TSI Group, consisting of TSI and other co-insurers who are not persons who may have conflict of interest, joined the bid (in 2023, there are other 5 co-insurers, and TSI covers 10% of the total sum insured). The co-insurers allocate the insurance premium based on coverage percentage that each co-insurer is responsible for. In this regard, our Group does not pay any additional fee to TSI and terms and conditions are determined by our Group.</p>	<p>The transactions were engaged in support of our ordinary course of business in which insurance premium and coverage are agreed between both parties in which TSI's Group insurance premium and coverage are better than those of other insurers which are the third parties based on comparison of the offered premium and coverage of TSI and those of other insurers or the premium is lower than the guideline published by the Office of Insurance Commission. The transactions were viewed as appropriate, reasonable and did not cause our Group to lose benefits.</p>
	Deferred Assets	0.5	0.3	-		
	Other Payables	0.02	0.01	-		



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
					<p>The insurance premium offered by TSI Group is lower than the rate for warehouses or wholesale warehouses holding non-hazardous goods as announced by the Office of Insurance Commission (OIC), and the executive team views that the insurance premium offered by TSI Group is appropriate and reasonable.</p> <p>4. Industrial all risks insurance for the warehouse supporting KKV store operations located in Samut Prakan, including machinery and equipment and inventories within the warehouse, covering the period from September 2024 to 2025.</p> <p>Our Group invited bidders to propose their Industrial All Risks Insurance's insurance and coverage for our warehouse, of which only TSI Group proposed. The insurance premium offered by TSI Group is lower than the rate for warehouses or wholesale warehouses holding non-hazardous goods as announced by the Office of Insurance Commission (OIC), and the executive team views that the insurance premium offered by TSI Group is appropriate and reasonable.</p> <p>5. Industrial all risks insurance and public liability insurance for regional distribution center.</p> <p>Our Group has compared the rate of the insurance premium and coverage with other insurers, of which TSI offers the best insurance premium and coverage compared to other bidders.</p> <p>6. Other types of insurance as follows: (1) vehicle insurance covering our delivery trucks used for goods transportation and company cars used by our employees for business purpose for the period of 1 year which, our Group has compared the rate of insurance premium and coverage with other insurers; (2) goods in transit insurance covering our product during transportation for a term of one year. Our Group has compared the rate of insurance premiums and coverage with other insurers; (3) public liabilities insurance and fire insurance covering our office space which, our Group has compared the rate of the insurance premium and coverage with other insurers; and (4) group accident insurance covering accidental damages for our truck driver and store installation staff occurred during business operation.</p>	



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		

Based on comparison of the premium offered and coverage of TSI and those of other insurers, TSI offers the better insurance premium and coverage than the other insurers.

After March 2025, our Group invited bidders to propose the insurance premium and coverage for all assets previously insured by TSI. Our Group appointed MSIG Insurance (Thailand) Public Company Limited ("MSIG") as the new insurer, as the insurance premium and coverage offered by MSIG were more favourable than those offered by other insurers. Therefore, the transactions between our Group and TSI no longer occur from March 2025 onwards.

2. Sales Revenue

MDCC	Revenue from Sales	32.9	37.3	-	<p>Our Group sells products to MDCC through a third-party distributor to be sold in MR. D.I.Y. stores in Cambodia. Given that the selling of products to Cambodia involves many product categories and requires custom clearance, as well as the transportation and distribution of products from Thailand to stores in Cambodia, such distributor's expertise is required. From 2023 onwards, our Group and such distributor have entered into Sale Contract which outlines the scope of product, payment term, and other relevant conditions, and the parties agree on the product list from time to time. In addition, MDCC is fully liable for all incurred expenses related to product transportation and import by the distributor.</p> <p>The categories of products that our Group sell, i.e., home improvement, hardware, household, car accessories, and appliances, etc.</p> <p>Our Group sets the price of products based on the cost-plus-margin approach. Our Group receive the general trade terms. The profit margin we received from January 2024 onwards is comparable to similar transactions done by other business operators, which generate additional income for our Group and does not cause our Group to lose benefit.</p> <p>However, our Group sent a termination letter for the consultancy service agreement with MDCC on 15 July 2024, which will be effective from 1 October 2024 onwards. Therefore, our Group will cancel the sales transactions with MDCC from 1 October 2024 onwards.</p>	<p>The transactions were undertaken in the ordinary course of business in which the profit margin we received from January 2024 onwards is comparable to other business operators under general commercial terms. The transactions were viewed as appropriate and reasonable.</p>
	Account Receivable	2.4	-	-		
	Deferred Revenue	-	-	-		



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
3. Revenue from Services						
MDCC	Other Revenue	1.4	1.3	-	Our Group offers consultancy services to MDCC, which our Group entered into a Consultancy Services Agreement on 11 December 2023, and our Group started collecting fees for such services from MDCC on 1 January 2023. Scope of services provided to MDCC by our Group include: (1) business development (2) retail management (3) marketing (4) information technology and (5) operation. In this regard, the services fee mentioned above is calculated from the allocation of costs related to man-days of such employee who provides service to MDCC plus margin (cost-plus-margin). Such margin is comparable to other companies providing similar services under general trade terms according to a report prepared by third-party, and out-of-pocket expenses incurred for such service provision. Furthermore, our Group will collect the service fee from MDCC on a quarterly basis, based on the estimated costs of the year, and conducts an account reconciliation of the paid expenses with the actual expenses incurred at year end. Our executive team has considered that such services provided to MDCC does not cause our Group to lose benefit. Our Group sent a termination letter for the consultancy service agreement with MDCC on 15 July 2024, which will be effective from 1 October 2024, onwards. Therefore, our Group will stop providing consultancy service to MDCC from 1 October 2024, onwards.	The transactions were engaged in support of our ordinary course of business in which the consultancy service fee is calculated based on actual cost-plus margin (cost-plus-margin) that are comparable to other companies that provide similar services based on reports prepared by a third-party under general commercial terms. The transactions were viewed as appropriate and reasonable.
	Other Receivables	1.5	-	-		
MDT	Revenue from Services	-	0.029	-	In 2024, our Group has entered into the design and production agreement with an external advertising service provider for the production of commercial videos in Thailand, as well as for MR. D.I.Y. businesses in Philippines, Indonesia, and Malaysia. The costs associated with the production of the commercial videos are divided into two parts as follows: 1. Creative costs; and 2. Production costs.	The transactions were services, with service fees based on actual costs incurred and allocated according to the agreed-upon ratio. However, such transactions occurred in the past and will not occur again in the future.
	Other Receivables	-	-	-		
Bricolage Group	Revenue from Services	-	0.2	-		
	Other Receivables	-	-	-		



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
PT Daya Intiguna Yasa Group	Revenue from Services	-	0.029	-	Our Group are responsible for all design costs since we will be receiving the copyrights of such commercial video. The production costs have been allocated to MR. D.I.Y.'s business in each country based on the proportion agreed upon from the actual expenses incurred.	
	Other Receivables	-	-	-		
The executive considered that the transactions benefit our Group through cost sharing and align with MR. D.I.Y network strategic goals. The transaction occurred in the past and will not occur again in the future.						

4. Service Expense

Ta Zhong Hau	Expense	-	-	0.06	Our Group purchased airline tickets to the People's Republic of China through Ta Zhong Hau, an airline ticket agent. The airline tickets were used for the business travel of the Group's executives and were purchased through the issuance of purchase orders on a one-time basis. Ta Zhong Hau's service fee is comparable to other service providers and does not cause our Group to lose benefits.	The transactions were engaged for the support of MDHO's business in which service fee is comparable to other service provider. The transaction occurred in the past and will not occur again in the future.
	Other Payable	-	-	-		

5. Purchase of Necessary Trademarks for Business Operation

Iconic Edge	Sales of Assets	0.029	-	-	On 21 September 2023, MR. D.I.Y has entered into a deed of assignment with Iconic Edge to purchase trademarks related to the MR. D.I.Y. business operation in Thailand, such as “MR DIY,” “MR. D.I.Y. Always Low Prices,” and “MR DIY Premium, etc.” The purchase of such trademarks will result us to acquire the exclusive rights of the trademarks in Thailand and can guarantee the growth of MR. D.I.Y. stores under such trademarks in Thailand.	The transaction was a acquisition of important asset required for the business operations and allows us to have the exclusive rights of the trademarks in Thailand, which the consideration of the trademarks is a nominal cost as agreed by both parties and is beneficial to our Group. Therefore, such transaction is considered appropriate and reasonable. However, the transaction occurred in the past and will not occur again in the future.
	Other Payables	0.029	-	-		
In this regard, we have registered the transferred trademarks under the deed of assignment with the Department of Intellectual Property in December 2023.						
The consideration of the trademarks from Iconic Edge is a nominal cost as agreed by both parties. In addition, our Group is the exclusive business operator of MR. D.I.Y. in Thailand. The transaction occurred in the past and will not occur again in the future.						



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
6. Sales of Assets						
MDCC	Sales of Assets	0.01	0.2	-	Our Group sold face scanners and air conditioner to MDCC by issuing a purchase order for each purchase from time to time and determined selling price by the cost-plus-margin approach. This did not cause our Group to lose benefit as it was a sale of an existing asset and did not impact on our operation. In September 2024, MDCC already fully settled the payment to our Group. The transaction occurred in the past and will not occur again in the future.	The transaction was a sales of assets which the price of the product is determined by the cost-plus-margin which is not lower than the book value. Therefore, the transaction is considered appropriate and reasonable. The transaction occurred in the past and will not occur again in the future.
	Gain from Sales of Assets	0.001	0.02	-		
7. Prepaid Expenses						
MDTH	Other Receivables	-	-	-	<p>Our Group paid actual expenses incurred for MDTH's liquidation, including liquidation fee and fee for tax filing to the Revenue Department, on behalf of MDTH, which is under liquidation process. This does not impact on our operation.</p> <p>In September 2023, MDCO fully reimbursed all expenses to our Group on behalf of MDTH. However, this transaction occurred in the past and will not occur again in the future.</p>	The transaction was a payment of actual expense on behalf of the person who may have conflict of interest and has insignificant value. It is considered that the transaction did not affect our Group's operation and this transaction occurred in the past and will not occur again in the future.



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
8. Financial Support						
MDTL	Loan payable				In 2015, our Group entered into a loan agreement for working capital with our major shareholders at an interest rate agreed by the parties, which is lower than the rate offered by financial institutions. The loan shall be due for repayment upon request. Our Group repaid all the principal and interests payable in full to the major shareholders in the 2 nd quarter of 2023. After being listed on the Stock Exchange of Thailand, our Group will have more access to various sources of funds and intend to initiate our own funding activities. Therefore, our Group have no plan to borrow additional loans from our major shareholders in the future.	The transactions were received in respect of financial support, in which the interest rate is lower than the interest rate that our Group borrow from financial institution. Our Group have already repaid the loan and accrued interest on the 2 nd quarter of 2023. The transactions were viewed as necessary, reasonable, benefit to our Group. This transaction occurred in the past and will not occur again in the future.
	Beginning Balance	502.1	-	-		
	Additional Borrowing	-	-	-		
	Repayment	(502.1)	-	-		
	Ending Balance	-	-	-		
	Interest Expenses					
	Finance Cost	1.6	-	-		
	Interest Payable	-	-	-		
	Mr. Jhomphong	Loan payable				
Beginning Balance		174.0	-	-		
Additional Borrowing		-	-	-		
Repayment		(174.0)	-	-		
Ending Balance		-	-	-		
Interest Expenses						
Finance Cost		0.5	-	-		
Interest Payable		-	-	-		
Ms. Titanan		Loan payable				
	Beginning Balance	20.9	-	-		
	Additional Borrowing	-	-	-		
	Repayment	(20.9)	-	-		
	Ending Balance	-	-	-		
	Interest Expenses					
	Finance Cost	0.05	-	-		
	Interest Payable	-	-	-		



Person who may have Conflict of Interest	Transaction Value (THB Million)				Nature, Necessity, and Reasonableness of the Transaction	Opinion of the Audit and Risk Management Committee
	Transaction Type	For the year ended 31 December				
		2023	2024	2025		
9. Ordinary Shares Purchase of Subsidiary						
MDTL	Other Receivables	0.0002	-	-	In 2023, the Civil and Commercial Code of Thailand was amended to allow limited companies to have a minimum of 2 shareholders (before the amendment, the minimum was set to be 3). Therefore, our Group has adjusted the shareholding structure of subsidiaries by purchasing 1 share of MDTT and MDKK from MDTL, where the purchase price of the shares is based on the par value (such as THB 100 per share) without affecting our Group's operation. This transaction occurred in the past and will not occur again in the future.	The transaction was the purchase of ordinary shares of the subsidiaries from a person who may have a conflict of interest. The transaction was insignificant and did not impact our Group's operating results. This transaction occurred in the past and will not occur again in the future.



9.2.3 Policy of Related Party Transactions and Connected Transactions

The Group has established a Policy of Related Party Transactions and Connected Transactions, which was approved by the Company's Extraordinary General Meeting of Shareholders No. 3/2023 held on 27 November 2023, in order to ensure transparency and fairness to all shareholders and stakeholders. The details are as follows:

Measures and Procedures for related party transactions and disclosure of related party transaction

The Group has the following measures and procedures in relation to Related Party Transactions:

- 1) The Group shall consider entering into Related Party Transactions in accordance with its Code of Business Ethics and Vendor Code of Conduct and undergo the audit process by the Audit and Risk Management Committee for the utmost benefit of the Group, whereby the Group will ensure that all Related Party Transactions entered into by the Group are in line with relevant notifications and guidelines as issued by the SEC and the SET including accounting standards as determined by the Federation of Accounting Professions;
- 2) In approving any Related Party Transaction, the Group shall consider appropriateness and reasonableness of each transaction by using prices and conditions in line with those the Group uses with third parties and/or industry practices and/or market price, provided that such conditions are fair, reasonable and for the utmost benefit of the Group;
- 3) If a product or service that has standard price in the market with various vendors and buyers in the relevant market, the Group will conduct research on the practice and structure in relation to such price in the relevant market in order to consider the price for such Related Party Transaction;
- 4) If a product or service is unique or made to certain specifications, which the Group cannot compare with the market price as specified in paragraph 3), the Group should demonstrate that the gross profit that it will gain from and the commercial terms and conditions of such Related Party Transaction are not different from other transactions that it would have made with other persons operating in similar business, and have the same terms and conditions;
- 5) The Group may obtain independent professional advice/opinion in relation to such Related Party Transaction from a person with knowledge expertise (e.g. independent expert, auditor, or independent appraiser) who is on the list of SEC and is appointed by the Group to ensure that the price is reasonable and in the utmost benefit of the Group;

- 6) None of the directors, Executives and other Conflicted Person will enter into a transaction with the Group without a prior approval from shareholders of the Company, unless: (i) it is made on an arm's length basis; and (ii) its commercial terms have been approved by the Board or in line with the guidelines as approved by the Board or the size of such transaction does not require an approval from the shareholders' meeting of the Company;
- 7) The Group shall report a summary of Related Party Transactions and Connected Transactions to the Audit and Risk Management Committee and the Board of Directors in every fiscal quarter in accordance with the SEC Act including relevant notifications and guidelines as issued by the SEC and the SET;
- 8) The Internal Audit Department shall: (i) review and audit Related Party Transactions and Connected Transactions in accordance with the Group's internal audit plan, which will be reported to the Audit and Risk Management Committee; and (ii) put in place measures to regulate, investigate and monitor the transactions on a random basis to check whether they were genuine and in accordance with relevant agreements and the Group's policies and requirements; and
- 9) The Group shall disclose Related Party Transactions in Annual Registration Statements/ Annual Report (Form 56-1 One Report) with notes to audited financial statements.

Policy on Related Party Transaction and Connected Transactions

1. In case of Related Party Transactions that are within the ambit of the executive (Arm's Length Transactions)

The executive will have the authority to approve Related Party Transactions with arm's length terms (i.e., normal business and supporting normal business transactions) (as defined in the SEC Act and other guidelines as issued by the SEC) that are approved by the Board of Directors or within the principles as approved by the Board of Directors. With respect to such transactions, the executive will:

- 1) determine the responsible persons for considering the Related Party Transactions (e.g., head of accounting department, relevant managers, etc.) in accordance with the delegation of authority matrix and policies of the Group;
- 2) prepare a quarterly report of all Related Party Transactions as approved by the executive and submit such report to the Audit and Risk Management Committee in every fiscal quarter to opine and consider; and



- 3) ensure that a person who has a conflict of interest with the relevant Related Party Transaction will not participate in any approval or voting process.

2. In case of Related Party Transactions that are within the ambit of the Board (Non-Arm's Length Transactions)

The Board will have the authority to approve Related Party Transactions apart from the transactions as specified in paragraph 1., with the value that requires a Board's of Directors approval (but not shareholder approval) in accordance with relevant notifications and guidelines as issued by the SEC and the SET. With respect to such transactions, the steps for approval are as follows:

- 1) The relevant department will summarize all the details of such Related Party Transaction, accompanied by supporting information and documents (including the necessity and reasonableness of such Related Party Transaction), and submit them to the Chief Executive Officer;
 - 2) The Chief Executive Officer will delegate the Internal Audit Department and the relevant department to prepare supporting documents with a summary of key points for the Audit and Risk Management Committee's meeting to opine and consider; and
 - 3) Upon the Audit and Risk Management Committee's consideration, the Company Secretary will collect all the information and documents and propose to the Board of Directors to approve the Related Party Transaction thereafter, provided that a conflicted Board member will not be allowed to attend and vote in the meeting.
3. In case of Related Party Transactions that are within the ambit of the shareholders (Non-Arm's Length Transactions)

The Board of Directors will have the authority to endorse the Related Party Transactions apart from the transactions as specified in paragraph 1, with the value that requires a shareholder approval in accordance with relevant notifications and guidelines as issued by the SEC and the SET. With respect to such transactions, the steps for approval are as follows:

- 1) The relevant department will summarize all the details of such Related Party Transaction, accompanied by supporting information and documents (including the necessity and reasonableness of such Related Party Transaction), and submit them to the Chief Executive Officer;

- 2) The Chief Executive Officer will delegate the Internal Audit Department and the relevant department to prepare supporting documents with a summary of key points for the Audit and Risk Management Committee's meeting to opine and consider;
- 3) Upon the Audit and Risk Management Committee's approval, the Company Secretary will collect all the information and documents and propose to the Board to endorse the Related Party Transaction thereafter, provided that a conflicted Board of Directors member will not be allowed to attend and vote in the meeting; and
- 4) Upon the Board's of Directors endorsement, the Company Secretary will collect all the information and documents and propose to the shareholders to approve the Related Party Transaction thereafter, provided that:
 - (a) the proposed matter will be accompanied by adequate information (including the necessity and reasonableness of such Related Party Transaction) for the shareholders to make a decision to vote in accordance with the SET's requirements; and
 - (b) a conflicted shareholder will not be allowed to attend and vote in the shareholders' meeting.

Policy on Future Related Party Transactions and Connected Transactions

Once the Company has conducted an IPO and been listed on the SET, the Group shall enter into Related Party Transactions and Connected Transactions in accordance with the following principles:

- 1 The Group shall comply with its policies and relevant notifications and guidelines on connected transactions as issued by the SEC and the SET as well as other applicable laws and regulations, provided that an entry into such transaction will be made for the utmost benefit of the Group and the Company's shareholders;
2. The executive shall prepare reports in relation to those Related Party Transactions and Connected Transactions that are normal business transactions and supporting normal business transactions to the Board of Directors in every fiscal quarter for preparing Annual Registration Statements/Annual Report (Form 56-1 One Report); and
3. The Group shall disclose Related Party Transactions and Connected Transactions in accordance with relevant notifications and guidelines on connected transactions as issued by the SEC and the SET and relevant accounting standards as determined by the Federation of Accounting Professions.



Section

03



Financial Statements

Report on the Board of Directors' Responsibility for Financial Reporting

The Board of Directors is responsible for the Company's financial statements and consolidated financial statements of the Company and its subsidiaries, including the financial information presented in this Annual Registration Statement/Annual Report (Form 56-1 One Report). These financial statements are prepared in accordance with the Financial Reporting Standards, using appropriate accounting policies applied consistently, and are based on prudent judgment and reasonable estimates. Significant information is adequately disclosed in notes to the financial statements to facilitate understanding and use for the benefit of shareholders and general investors.

The Board of Directors has established and maintained appropriate and effective internal control, risk management, and corporate governance systems to provide reasonable assurance that the Company's accounting information is accurate, complete, and sufficient to safeguard assets, and to prevent fraud or other irregular actions that could materially affect the accuracy and reliability of the Company's financial reporting.

The Board of Directors appointed the Audit and Risk Management Committee, comprising 3 independent directors, to review and ensure that the Company's financial reporting is accurate and that disclosures are adequate as well as to review the appropriateness and effectiveness of the Company's internal control and internal audit systems. The Audit and Risk Management Committee's opinion on these matters is set out in the Audit and Risk Management Committee Report included in this Annual Registration Statement/Annual Report (Form 56-1 One Report).

In addition, The Company's financial statements and the consolidated financial statements of the Company and its subsidiaries were audited by certified auditors of EY Office Limited, who issued an unqualified audit opinion in the auditor's report, as included in this Annual Registration Statement/Annual Report (Form 56-1 One Report).

The Board of Directors opined that the Company's overall internal control system is adequate and appropriate and provides reasonable assurance that the Company's financial statements and consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025, which present the financial position, operating results, and cash flows, are accurate and complete in all material respects in accordance with the financial reporting standard, and relevant laws and regulations.

(Mr. Ong Chu Jin Adrian)
Chairman of the Board of Directors

(Mr. Chin Guangui)
Director and Chief Executive Officer



Independent Auditor's Report

To the Shareholders of MR. D.I.Y. Holding (Thailand) Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of MR. D.I.Y. Holding (Thailand) Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2025, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, and have also audited the separate financial statements of MR. D.I.Y. Holding (Thailand) Public Company Limited for the same period (collectively "the financial statements").

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MR. D.I.Y. Holding (Thailand) Public Company Limited and its subsidiaries and of MR. D.I.Y. Holding (Thailand) Public Company Limited as at 31 December 2025, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue Recognition

Revenue from sales is considered a significant accounting item that has a substantial number of transactions and amounts, directly impacting to the profit and loss of the Group. Given the nature of the retail business of the Group, which involves sales and receipt made mainly via cash and credit cards through a large number of branches nationwide, I place special importance on the revenue recognition of the group.

I have examined the revenue recognition of the group by assessing and testing the internal control systems related to the revenue and cash receipt records. This involved inquiring with responsible parties, understanding, and selecting samples to test compliance with the controls designed by the Group. Additionally, I performed correlation analysis between revenue, cash and accounts receivable and examined supporting documents for sales and cash receipt transactions that occurred during the year and reviewed credit notes issued



by the Group after the reporting period. I also reviewed for any anomalies that may have occurred in sales transactions throughout the accounting period, particularly transactions recorded through general ledger entries.

Valuation of Right-of-Use Assets and Lease Liabilities

As stated in Note 4.7 of the financial statement regarding the accounting policy for measuring the value of right-of-use assets and lease liabilities, as of 31 December 2025, the Group has numerous lease agreements for assets used in operations, as disclosed in Note 18 of the financial statements. The value of the right-of-use assets and lease liabilities is significant to the financial statements (accounting for 34% of total assets and 76% of total liabilities in the consolidated financial statements, respectively). This measurement involves determining the lease term and the incremental borrowing rate which require considerable management judgment in making these determinations, potentially leading to risks regarding the valuation of right-of-use assets and lease liabilities.

I have assessed the considerations involved in determining the lease term and the incremental borrowing rate by (a) gaining an understanding of and evaluating the methods and assumptions used by management in measuring the value of right-of-use assets and lease liabilities including reviewing the consistency of such methods and assumptions (b) randomly testing the accuracy of data relating to the lease term, incremental borrowing rate and the calculations (c) testing the completeness and accuracy of the accounting records of right-of-use assets and lease liabilities.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. I am responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Wichart Lokatekrawee

Certified Public Accountant (Thailand) No. 4451

EY Office Limited

Bangkok: 26 February 2026



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Statement of Financial position
As at 31 December 2025**

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Assets					
Current assets					
Cash and cash equivalents	7	1,770,663,777	784,259,014	603,383,154	21,568,536
Other current receivables	6, 8	134,381,132	216,969,959	394,646,486	222,298,738
Short-term loans to related parties	6	-	-	5,654,835,556	2,646,400,000
Inventories	9	5,544,665,027	4,893,475,421	-	-
Other current assets		72,440,235	44,159,685	4,371,692	5,486,175
Total current assets		7,522,150,171	5,938,864,079	6,657,236,888	2,895,753,449
Non-current assets					
Investments in subsidiaries	10	-	-	154,714,971	149,482,871
Investment in associate	11	299,780,808	167,783,711	413,137,600	189,999,900
Leasehold asset improvements and equipment	12	3,049,328,999	2,434,809,648	2,503,690	2,124,011
Right-of-use assets	18.1	6,188,732,471	5,932,106,193	4,473,292	3,307,015
Intangible assets	13	114,590,919	96,387,260	1,659,894	1,441,953
Deferred tax assets	25	233,555,004	222,133,308	2,211,256	1,554,850
Other non-current assets	6, 14	985,045,512	507,979,697	25,000	25,000
Total non-current assets		10,871,033,713	9,361,199,817	578,725,703	347,935,600
Total assets		18,393,183,884	15,300,063,896	7,235,962,591	3,243,689,049

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Statement of Financial position
(continued)**

As at 31 December 2025

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institution	15	-	473,023,174	-	-
Trade and other current payables	6, 16	1,305,076,840	1,036,638,494	83,339,855	48,844,840
Current portion of long-term loans from financial institution	17	-	70,000,000	-	-
Current portion of lease liabilities	18.2	1,931,428,952	1,637,187,899	8,384,137	2,280,084
Income tax payable		478,989,209	304,396,534	23,015	5,530,928
Other current liabilities		103,788	61,154	-	-
Total current liabilities		3,715,598,789	3,521,307,255	91,747,007	56,655,852
Non-current liabilities					
Long-term loans from financial institution					
- net of current portion	17	-	2,057,423,651	-	-
Lease liabilities - net of current portion	18.2	4,674,492,630	4,707,343,138	-	1,208,266
Non-current provision for employee benefits	19	38,140,388	26,776,545	10,894,124	7,592,916
Provision for dismantling and restoring costs	20	265,414,175	228,872,347	-	-
Total non-current liabilities		4,978,047,193	7,020,415,681	10,894,124	8,801,182
Total liabilities		8,693,645,982	10,541,722,936	102,641,131	65,457,034

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Statement of Financial position
(continued)**

As at 31 December 2025

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Shareholders' equity					
Share capital	21				
Registered					
6,077,097,000 ordinary shares of Baht 0.50 each		3,038,548,500	3,038,548,500	3,038,548,500	3,038,548,500
Issued and fully paid-up					
6,017,097,000 ordinary shares of Baht 0.50 each					
(2024: 5,597,097,000 ordinary shares of Baht 0.50 each)		3,008,548,500	2,798,548,500	3,008,548,500	2,798,548,500
Share premium on ordinary shares	21	3,338,650,588	363,420	3,338,650,588	363,420
Share-based payment reserve	21	44,768,236	38,098,530	44,768,236	38,098,530
Surplus on change in percentage of shareholding					
in the subsidiaries		169,524,839	169,524,839	-	-
Surplus on business combination under common control		605,542,076	605,542,076	-	-
Retained earnings					
Appropriated - statutory reserve	22	258,776,811	176,447,830	258,776,811	176,447,830
Unappropriated		2,273,722,319	969,815,178	482,577,325	164,773,735
Equity attributable to owners of the Company		9,699,533,369	4,758,340,373	7,133,321,460	3,178,232,015
Non-controlling interests of the subsidiaries		4,533	587	-	-
Total shareholders' equity		9,699,537,902	4,758,340,960	7,133,321,460	3,178,232,015
Total liabilities and shareholders' equity		18,393,183,884	15,300,063,896	7,235,962,591	3,243,689,049

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Statement of comprehensive
income
For the year ended
31 December 2025**

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Profit or loss:					
Revenue from sales		20,077,894,604	16,145,616,772	-	-
Cost of sales		(9,692,279,947)	(8,121,448,435)	-	-
Gross profit		10,385,614,657	8,024,168,337	-	-
Dividend income	10	-	-	1,550,998,061	586,994,011
Management fee income	6	-	1,347,248	172,535,000	104,671,750
Gain from change in investment status	10	-	24,015,736	-	-
Other income		120,796,190	43,423,129	194,677,034	160,659,829
Selling and distribution expenses		(5,539,634,163)	(4,542,334,291)	-	-
Administrative expenses		(1,109,199,524)	(883,663,027)	(246,701,996)	(218,712,823)
Operating profit		3,857,577,160	2,666,957,132	1,671,508,099	633,612,767
Share of profit (loss) from investment in associate	11	(91,140,603)	857,952	-	-
Finance costs	23	(373,882,772)	(375,622,013)	(327,114)	(238,156)
Profit before income tax expenses		3,392,553,785	2,292,193,071	1,671,180,985	633,374,611
Income tax expenses	25	(761,149,649)	(511,942,624)	(24,601,365)	(16,418,014)
Profit for the year		2,631,404,136	1,780,250,447	1,646,579,620	616,956,597

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Statement of comprehensive
income (continued)
For the year ended
31 December 2025**

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Note	2025	2024	2025	2024
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Remeasurement gain (loss) on defined benefit plan - net of income tax	19, 25	1,554,842	(3,776,998)	269,922	(2,816,088)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		1,554,842	(3,776,998)	269,922	(2,816,088)
Other comprehensive income for the year		1,554,842	(3,776,998)	269,922	(2,816,088)
Total comprehensive income for the year		2,632,958,978	1,776,473,449	1,646,849,542	614,140,509
Profit attributable to:					
Equity holders of the Company		2,631,398,255	1,780,246,479	1,646,579,620	616,956,597
Non-controlling interests of the subsidiaries		5,881	3,968	-	-
		2,631,404,136	1,780,250,447	1,646,579,620	616,956,597
Total comprehensive income attributable to:					
Equity holders of the Company		2,632,953,093	1,776,469,489	1,646,849,542	614,140,509
Non-controlling interests of the subsidiaries		5,885	3,960	-	-
		2,632,958,978	1,776,473,449	1,646,849,542	614,140,509
Basic earnings per share					
Profit attributable to equity holders of the Company	26	0.46	0.32	0.29	0.11
Weighted average number of ordinary shares (shares)		5,664,987,411	5,593,125,197	5,664,987,411	5,593,125,197

The accompanying notes are an integral part of the financial statements.



MR. D.I.Y. Holding (Thailand) Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2025

(Unit: Baht)

		Consolidated financial statements									
		Equity attributable to owners of the Company							Equity		
		Issued and	Share premium	Share-based	Surplus on change in	Surplus on	Retained earnings		Total	attributable to	Total
		paid-up	shares	payment reserve	percentage of	business			equity attributable	non-controlling	shareholders'
Note		share capital			shareholding	combination under	Appropriated	Unappropriated	to owners	interests of	equity
					subsidiaries	common control	- statutory reserve		of the Company	the subsidiaries	
Balance as at 1 January 2024		1,456,000,000	-	-	169,524,839	605,542,076	145,600,000	1,213,089,519	3,589,756,434	2,616	3,589,759,050
Profit for the year		-	-	-	-	-	-	1,780,246,479	1,780,246,479	3,968	1,780,250,447
Other comprehensive income for the year		-	-	-	-	-	-	(3,776,990)	(3,776,990)	(8)	(3,776,998)
Total comprehensive income for the year		-	-	-	-	-	-	1,776,469,489	1,776,469,489	3,960	1,776,473,449
Increase in share capital	21	3,028,500	363,420	38,098,530	-	-	-	-	41,490,450	-	41,490,450
Transfer to statutory reserve	22	-	-	-	-	-	30,847,830	(30,847,830)	-	-	-
Dividend paid	21, 29	1,339,520,000	-	-	-	-	-	(1,988,896,000)	(649,376,000)	(5,989)	(649,381,989)
Balance as at 31 December 2024		2,798,548,500	363,420	38,098,530	169,524,839	605,542,076	176,447,830	969,815,178	4,758,340,373	587	4,758,340,960
Balance as at 1 January 2025		2,798,548,500	363,420	38,098,530	169,524,839	605,542,076	176,447,830	969,815,178	4,758,340,373	587	4,758,340,960
Profit for the year		-	-	-	-	-	-	2,631,398,255	2,631,398,255	5,881	2,631,404,136
Other comprehensive income for the year		-	-	-	-	-	-	1,554,838	1,554,838	4	1,554,842
Total comprehensive income for the year		-	-	-	-	-	-	2,632,953,093	2,632,953,093	5,885	2,632,958,978
Increase in share capital	21	210,000,000	3,338,287,168	-	-	-	-	-	3,548,287,168	-	3,548,287,168
Warrant to purchase ordinary shares	21	-	-	6,669,706	-	-	-	-	6,669,706	-	6,669,706
Transfer to statutory reserve	22	-	-	-	-	-	82,328,981	(82,328,981)	-	-	-
Dividend paid	29	-	-	-	-	-	-	(1,246,716,971)	(1,246,716,971)	(1,939)	(1,246,718,910)
Balance as at 31 December 2025		3,008,548,500	3,338,650,588	44,768,236	169,524,839	605,542,076	258,776,811	2,273,722,319	9,699,533,369	4,533	9,699,537,902

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

(Unit: Baht)

**Statement of changes in
shareholders' equity (continued)
For the year ended
31 December 2025**

	Note	Separate financial statements					
		Issued and	Share premium	Share-based	Retained earnings		Total
		paid-up share capital	on ordinary shares	payment reserve	Appropriated reserve	Unappropriated	shareholders' equity
Balance as at 1 January 2024		1,456,000,000	-	-	145,600,000	1,570,377,056	3,171,977,056
Profit for the year		-	-	-	-	616,956,597	616,956,597
Other comprehensive income for the year		-	-	-	-	(2,816,088)	(2,816,088)
Total comprehensive income for the year		-	-	-	-	614,140,509	614,140,509
Increase in share capital	21	3,028,500	363,420	38,098,530	-	-	41,490,450
Transfer to statutory reserve	22	-	-	-	30,847,830	(30,847,830)	-
Dividend paid	21, 29	1,339,520,000	-	-	-	(1,988,896,000)	(649,376,000)
Balance as at 31 December 2024		2,798,548,500	363,420	38,098,530	176,447,830	164,773,735	3,178,232,015
Balance as at 1 January 2025		2,798,548,500	363,420	38,098,530	176,447,830	164,773,735	3,178,232,015
Profit for the year		-	-	-	-	1,646,579,620	1,646,579,620
Other comprehensive income for the year		-	-	-	-	269,922	269,922
Total comprehensive income for the year		-	-	-	-	1,646,849,542	1,646,849,542
Increase in share capital	21	210,000,000	3,338,287,168	-	-	-	3,548,287,168
Warrant to purchase ordinary shares	21	-	-	6,669,706	-	-	6,669,706
Transfer to statutory reserve	22	-	-	-	82,328,981	(82,328,981)	-
Dividend paid	29	-	-	-	-	(1,246,716,971)	(1,246,716,971)
Balance as at 31 December 2025		3,008,548,500	3,338,650,588	44,768,236	258,776,811	482,577,325	7,133,321,460

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Cash flow statement
For the year ended
31 December 2025**

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Cash flows from operating activities				
Profit before tax	3,392,553,785	2,292,193,071	1,671,180,985	633,374,611
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	2,616,188,420	2,127,973,260	6,534,650	3,355,709
Reduction (reversal) of inventory to net realisable value	(9,027,454)	15,541,024	-	-
(Gain) loss on disposals and write-off assets	2,488,699	(3,147,497)	154,000	-
Net difference of right-of-use assets and lease liabilities arising from reassessment and write-off	(7,164,456)	(3,236,233)	-	-
Non-current provision for employee benefits	13,307,396	8,045,914	3,638,611	1,939,064
Provision for dismantling and restoring costs	247,832	289,060	-	-
Share-based payment reserve	6,669,706	38,098,530	1,437,606	38,098,530
Unrealised (gain) loss on exchange rate	1,318,627	(815,958)	-	-
Dividend income	-	-	(1,550,998,061)	(586,994,011)
Gain from change in investment status	-	(24,015,736)	-	-
Share of (profit) loss from investment in associate	91,140,603	(857,952)	-	-
Interest income	(2,750,048)	(2,965,479)	(193,967,641)	(160,411,178)
Interest expenses	373,882,772	375,622,013	327,114	238,156
Profit (loss) from operations activities before changes in operating assets and liabilities	6,478,855,882	4,822,724,017	(61,692,736)	(70,399,119)

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Cash flow statement (continued)
For the year ended
31 December 2025**

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Operating assets (increase) decrease				
Other current receivables	85,968,740	(129,368,746)	20,653,657	12,910,890
Inventories	(642,162,152)	(1,097,471,150)	-	-
Other current assets	(28,280,550)	(18,646,513)	1,114,483	(5,372,795)
Other non-current assets	(106,926,815)	(83,679,336)	-	-
Operating liabilities increase (decrease)				
Trade and other current payables	182,256,209	282,282,900	22,185,049	21,539,139
Other current liabilities	42,634	61,154	-	-
Non-current provision for employee benefits	-	(298,720)	-	-
Provision for dismantling and restoring costs	(898,532)	(1,200,990)	-	-
Cash flows from (used in) operating activities	5,968,855,416	3,774,402,616	(17,739,547)	(41,321,885)
Cash received from interest	2,750,048	2,965,479	966,236	1,698,470
Cash paid for corporate income tax	(582,439,172)	(524,919,592)	(14,904,957)	(11,583,531)
Net cash flows from (used in) operating activities	5,389,166,292	3,252,448,503	(31,678,268)	(51,206,946)

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Cash flow statement (continued)
For the year ended
31 December 2025**

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Cash flows from investing activities				
Cash paid for loans to subsidiaries	-	-	(3,008,435,556)	(301,000,000)
Cash received from loan to subsidiary	-	-	-	1,000,000
Cash paid for purchase of investment in subsidiary	-	-	-	(189,999,900)
Cash paid for purchase of investment in associate	(223,137,700)	-	(223,137,700)	-
Proceeds from sales of assets	451,980	149,818	-	-
Cash paid for purchase of leasehold asset improvements and equipment	(1,406,916,837)	(1,180,352,918)	(1,020,440)	(2,335,008)
Cash paid for purchase of right-of-use assets	(3,355,393)	(5,827,102)	-	-
Cash paid for purchase of intangible assets	(36,424,548)	(31,352,546)	(468,380)	(1,300,420)
Cash paid for land deposit	(370,139,000)	-	-	-
Cash received from dividend	-	-	1,550,998,061	586,994,011
Effect from changing the status of subsidiary to associate	-	(46,988,462)	-	-
Net cash flows from (used in) investing activities	(2,039,521,498)	(1,264,371,210)	(1,682,064,015)	93,358,683
Cash flows from financing activities				
Cash received from short-term loans from financial institution	992,031,866	922,862,543	-	-
Cash paid for short-term loans from financial institution	(1,465,055,040)	(1,286,747,642)	-	-
Cash paid for lease liabilities	(1,960,685,480)	(1,623,360,474)	(2,360,743)	(3,012,542)
Cash paid for long-term loans from financial institution	(2,128,435,556)	(107,664,444)	-	-
Proceeds from increase in share capital	3,612,000,000	3,391,920	3,612,000,000	3,391,920
Cash paid for direct costs related to the share offering	(67,365,385)	-	(67,365,385)	-
Interest paid	(99,011,526)	(134,577,406)	-	-
Dividend paid	(1,246,718,910)	(649,381,989)	(1,246,716,971)	(649,376,000)
Net cash flows from (used in) financing activities	(2,363,240,031)	(2,875,477,492)	2,295,556,901	(648,996,622)
Net increase (decrease) in cash and cash equivalents	986,404,763	(887,400,199)	581,814,618	(606,844,885)
Cash and cash equivalents at beginning of the year	784,259,014	1,671,659,213	21,568,536	628,413,421
Cash and cash equivalents at end of the year (Note 7)	1,770,663,777	784,259,014	603,383,154	21,568,536

The accompanying notes are an integral part of the financial statements.



**MR. D.I.Y. Holding (Thailand)
Public Company Limited
and its subsidiaries**

**Cash flow statement (continued)
For the year ended
31 December 2025**

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Supplemental cash flows information				
Non-cash items consist of:				
Increase in lease liabilities	1,998,887,050	1,720,666,766	9,371,261	6,262,736
Payables for purchase of assets	275,998,789	202,668,977	76,400	42,090
Payables for direct costs related to the share offering	12,275,656	-	12,275,656	-
Increase (decrease) in assets and liabilities from lease reassessment and write-off				
Right-of-use assets	(44,566,828)	(46,425,297)	(2,441,845)	-
Lease liabilities	(42,328,891)	9,734,595	(2,441,845)	-
Increase (decrease) in provision for dismantling and restoring costs	37,440,360	(13,631,098)	-	-
Increase in share capital from issuance of stock dividend	-	1,339,520,000	-	1,339,520,000
Changing the status of subsidiary to associate	-	189,999,900	-	189,999,900

The accompanying notes are an integral part of the financial statements.

**MR. D.I.Y. Holding (Thailand) Public Company Limited and its subsidiaries****Notes to financial statements****For the year ended 31 December 2025****1. General information**

MR. D.I.Y. Holding (Thailand) Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The largest shareholder of the Company is MR. D.I.Y. Company Limited, which holds 25 percent of total number of shares. The Company is principally engaged in holding company business invested in import, export, trading and retail of consumer products companies. The registered office of the Company is at 777 WHA TOWER, 12th Floor, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samutprakarn.

As at 31 December 2025, the Group had operated 1,127 branches (2024: 932 branches).

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of MR. D.I.Y. Holding (Thailand) Public Company Limited ("the Company") and the subsidiary companies ("the subsidiaries") (collectively as "the Group"). There was the change in the group structure resulting from the additional investment in subsidiary and loss control of subsidiary during the year 2024 as described in Note 10.

As at 31 December 2025 and 2024, the group structure was detailed below.

Company's name	Nature of business	Country of incorporation	Shareholding percentage	
			2025	2024
<u>Held by the Company</u>				
MR. D.I.Y. (Bangkok) Co., Ltd.	Engaged in retail business of consumer products	Thailand	100	100
MR. D.I.Y. Trading (Thailand) Co., Ltd	Engaged in trading business of consumer products	Thailand	100	100
Strategic Logistic Co., Ltd.	Engaged in business of import and export of consumer products	Thailand	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as applied to the Company.
- e) Material balances and transactions amongst the Group are eliminated in the preparation of the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries and associate under the cost method.

3. New financial reporting standards**3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2025. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.



3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2026

The Federation of Accounting Professions issued a revised financial reporting standard, which is effective for fiscal years beginning on or after 1 January 2026. This financial reporting standard was aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Accounting policies

4.1 Revenue and expense recognition

Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts to customers.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid current investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Inventories

Finished goods are valued at the lower of cost (under the average method) and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to sales.

Allowance for diminution in value of obsolete inventories is recorded by considering obsolete or slow-moving inventories and estimated inventory losses.

4.4 Investments in subsidiaries and associate

Investments in associate are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associate are accounted for in the separate financial statements using cost method net of allowance for loss on impairment (if any).

4.5 Leasehold asset improvements and equipment and depreciation

Leasehold asset improvements and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of leasehold asset improvements and equipment is calculated by reference to their cost on a straight-line basis over the following estimated useful lives:

Leasehold asset improvements	5 years
Furniture and fixtures	5 - 10 years
Office equipment and tools	3 - 5 years
Vehicles	5 - 10 years

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

An item of leasehold asset improvements and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.



4.6 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

Computer software	3 - 10 years
Trademark	10 years

No amortisation is provided on computer software under installation.

4.7 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses (if any), and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their lease term and the estimated useful lives.

Land	9 years
Buildings	1 - 11 years
Equipment	7 - 9 years
Vehicles	1 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.8 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, and key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

4.9 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.



4.10 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the leasehold asset improvements and equipment, right-of-use assets and intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment, if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.11 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plans is determined by a professionally qualified independent actuary, on a regular basis, based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.12 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.13 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward (if any) to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised (if any).

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.14 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

**Financial assets at amortised cost**

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.15 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows



At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

4.16 Equity-settled share-based payments

The Company recognises equity-settled share-based payment transactions when services are rendered by employees, based on the fair value of the share options at the grant date. The expenses, together with a corresponding increase in “Share-based payment reserve” in shareholders’ equity, are recognised over the service period as specified in the plan.

The fair value of the share-based payment transactions is determined by taking into consideration performance conditions and non-vesting conditions. At the end of each reporting period, the Company reassesses its estimates of the number of warrants that will ultimately vest. In cases where the Company grants rights to its equity instruments to employees of its subsidiaries, the transaction is treated as a contribution from the parent company and is measured and recognised using the same method as the equity instruments granted to the employees of the Company. In the separate financial statements of the Company, it is recorded as an increase in investment in subsidiaries and increase in shareholders’ equity.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts, disclosures and actual results could differ. Significant accounting judgments and estimates are as follows:

Allowance for diminution in value of inventories

The determination of allowance for diminution in value of inventories with regard to lost, damaged or obsolete inventories, requires management to make judgments to estimate losses, based on an analysis of inventory turnover, taking into account the current situation with respect to sales of inventory items, on a specific basis and estimated inventory losses from historical data. However, the use of different estimates and assumptions could affect the amounts of allowance for diminution in value of inventories in the future.

Provision for dismantling and restoring costs

The Group is obligated to dismantle furniture and fixtures and restore the leased space lessor upon the expiration of the lease agreement.

The Group is to recognise a provision for dismantling and restoring costs when it is probable that an obligation will arise as a result of a past event and a reliable estimate can be made of the amount of the obligation. In determining the provision for dismantling and restoring costs, management is required to exercise judgement regarding future dismantling costs, discount rates and the economic useful lives of assets.

Leases - The Group as a lessee

Determining the lease term with extension and termination options

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2025	2024	2025	2024	
Transactions with subsidiary companies					
(eliminated from the consolidated financial statements)					
Dividend income	-	-	1,551	587	At the announced rate
Management fee income	-	-	173	104	Mutually agreed price
Other income - interest income	-	-	193	159	Interest rate as agreed
Purchase of fixed asset	-	-	-	1	Cost plus margin
Rental paid	-	-	6	3	Mutually agreed price



	(Unit: Million Baht)				
	Consolidated		Separate		
	financial statements		financial statements		Transfer pricing policy
	2025	2024	2025	2024	
Transactions with associated company					
Other income	41	1	-	-	Mutually agreed price
Transactions with related companies					
Dividend paid	519	862	519	862	At the announced rate
Sales of goods	-	37	-	-	Cost plus margin
Management fee income	-	1	-	-	Mutually agreed price
Other income	-	1	-	-	Cost plus margin
Purchase of supplies	115	104	-	-	Cost plus margin
Management fee expense	29	36	-	-	Mutually agreed price
Rental paid	10	10	-	-	Mutually agreed price
Other expenses	6	6	-	1	Mutually agreed price
Transactions with directors					
Dividend paid	37	58	37	58	At the announced rate

As at 31 December 2025 and 2024, the balances of the accounts between the Group and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
Other current receivables - related parties				
(Note 8)				
Subsidiary companies	-	-	391,531	221,267
Associated company	14,863	112,639	-	-
Total other current receivables - related parties - net	14,863	112,639	391,531	221,267
Short-term loans to related parties				
Subsidiary companies	-	-	5,654,836	2,646,400
Total short-term loans to related parties	-	-	5,654,836	2,646,400
Other non-current assets - related party				
Related company	2,372	2,372	-	-
Total other non-current assets - related party	2,372	2,372	-	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
Trade and other current payables - related parties				
(Note 16)				
Related companies	6,756	17	286	485
Director	-	30	-	-
Total trade and other current payables - related parties	6,756	47	286	485
Lease liabilities - related parties				
Subsidiary company	-	-	8,384	3,488
Related company	27,096	35,782	-	-
Total lease liabilities - related parties	27,096	35,782	8,384	3,488

Short-term loans to related parties

As at 31 December 2025 and 2024, the balances of short-term loans between the Company and those related parties and the movement were as follows:

	(Unit: Thousand Baht)			
	Separate financial statements			
	As at	Movements during the year		As at
	31 December	Increase	Decrease	31 December
Short-term loans				
MR. D.I.Y. (Bangkok) Co., Ltd.	2,646,400	2,158,436	-	4,804,836
MR. D.I.Y. Trading (Thailand) Co., Ltd.	-	850,000	-	850,000
Total	2,646,400	3,008,436	-	5,654,836

Such short-term loans are payable upon call and carried interest based on loan interest rate of a commercial bank.

**Directors and management's benefits**

During the years ended 31 December 2025 and 2024, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Short-term employee benefits	53,353	82,725	53,353	75,142
Post-employment benefits	1,727	1,739	1,727	1,619
Total	<u>55,080</u>	<u>84,464</u>	<u>55,080</u>	<u>76,761</u>

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Cash	201,310	147,197	113	100
Bank deposits	1,569,354	637,062	603,270	21,469
Total	<u>1,770,664</u>	<u>784,259</u>	<u>603,383</u>	<u>21,569</u>

As at 31 December 2025, bank deposits carried interest between 0.20 - 0.40 percent per annum (2024: 0.40 percent per annum).

8. Other current receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Other current receivables - related parties	14,863	112,639	391,531	221,267
Other current receivables - unrelated parties	119,518	104,331	3,115	1,032
Total	<u>134,381</u>	<u>216,970</u>	<u>394,646</u>	<u>222,299</u>

9. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Finished goods	5,196,435	4,796,295	(95,320)	(104,348)	5,101,115	4,691,947
Goods in transit	443,550	201,528	-	-	443,550	201,528
Total	<u>5,639,985</u>	<u>4,997,823</u>	<u>(95,320)</u>	<u>(104,348)</u>	<u>5,544,665</u>	<u>4,893,475</u>

During the current year, the Group has reversed the write-down cost of inventories by Baht 9.0 million and reduced the amount of inventories recognised as cost of sales during the year (2024: reduced cost of inventories, to reflect the net realisable value by Baht 15.5 million which was included in cost of sales).

10. Investments in subsidiaries

Details of investments in subsidiaries as presented in the separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years ended	
							31 December	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
			(%)	(%)				
MR. D.I.Y. (Bangkok) Co., Ltd.	80,000	80,000	100	100	96,329	92,161	1,550,998	204,000
MR. D.I.Y. Trading (Thailand) Co., Ltd.	50,000	50,000	100	100	54,350	53,322	-	167,000
Strategic Logistic Co., Ltd.	4,000	4,000	100	100	4,036	4,000	-	215,994
Total					<u>154,715</u>	<u>149,483</u>	<u>1,550,998</u>	<u>586,994</u>

Investment in subsidiaries**KKV Supply Chain Co., Ltd.**

On 7 May 2024, the meeting of the Board of Directors of the Company passed a resolution to approve the establishment of a new subsidiary in Thailand, namely "KKV Supply Chain Co., Ltd." which is engaged in the business of wholesale and storage and distribution services with the initial registered share capital of Baht 1.0 million (10,000 ordinary shares of Baht 100 each). The Company holds 99.98 percent equity interest in such subsidiary. Such subsidiary registered its establishment with the Ministry of Commerce on 17 May 2024.

On 28 May 2024, the Company purchased 1 share in KKV Supply Chain Co., Ltd. from a former shareholder at Baht 100 each.



On 5 June 2024, such subsidiary registered its increase in share capital with Ministry of Commerce by Baht 18.0 million (180,000 ordinary shares of Baht 100 each) from the current registered share capital of Baht 1.0 million (10,000 ordinary shares of Baht 100 each) to Baht 19.0 million (190,000 ordinary shares of Baht 100 each) by issuance of 180,000 new ordinary shares with a par value of Baht 100 each.

On 18 July 2024, such subsidiary registered its increase in share capital with Ministry of Commerce by Baht 171.0 million (1,710,000 ordinary shares of Baht 100 each) from the current registered share capital of Baht 19.0 million (190,000 ordinary shares of Baht 100 each) to Baht 190.0 million (1,900,000 ordinary shares of Baht 100 each) by issuance of 1,710,000 new ordinary shares with a par value of Baht 100 each. Such subsidiary called up for 25 percent of such new ordinary shares, and the Company paid for such called up amount of Baht 42.8 million on 17 July 2024.

On 7 August 2024, the meeting of the Board of Directors of such subsidiary passed a resolution to call up for 45 percent for 1,710,000 new ordinary shares (par value of Baht 100 each) and the Company paid for such called up amount of Baht 77.0 million on 29 August 2024.

On 31 October 2024, the meeting of the Board of Directors of such subsidiary passed a resolution to call up for 30 percent for 1,710,000 new ordinary shares (par value of Baht 100 each) and the Company paid for such called amount of Baht 51.3 million on 22 November 2024.

KKV Business Management Co., Ltd.

On 7 May 2024, the meeting of the Board of Directors of the Company passed a resolution to approve the establishment of a new subsidiary in Thailand, namely "KKV Business Management Co., Ltd." which is engaged in the retail business of all types of products with the initial registered share capital of Baht 1.0 million (10,000 ordinary shares of Baht 100 each). KKV Supply Chain Co., Ltd. holds 99.98 percent equity interest in KKV Business Management Co., Ltd. KKV Business Management Co., Ltd. registered its establishment with the Ministry of Commerce on 20 May 2024.

On 28 May 2024, KKV Supply Chain Co., Ltd. purchased 1 share in KKV Business Management Co., Ltd. from a former shareholder at Baht 100 each.

On 19 July 2024, KKV Business Management Co., Ltd. registered its increase in share capital with Ministry of Commerce by Baht 171.0 million (1,710,000 ordinary shares of Baht 100 each) from the current registered share capital of Baht 1.0 million (10,000 ordinary shares of Baht 100 each) to Baht 172.0 million (1,720,000 ordinary shares of Baht 100 each) by issuance of 1,710,000 new ordinary shares with a par value of Baht 100 each. KKV Business Management Co., Ltd. called up for 25 percent of such new ordinary shares, and KKV Supply Chain Co., Ltd. paid for such called up amount of Baht 42.8 million on 18 July 2024.

On 8 August 2024, the meeting of the Board of Directors of KKV Business Management Co., Ltd. passed a resolution to call up for 20 percent paid-up for 1,710,000 new ordinary shares (par value of Baht 100 each) and KKV Supply Chain Co., Ltd. paid for such called up amount of Baht 34.2 million on 30 August 2024.

On 1 November 2024, the meeting of the Board of Directors of KKV Business Management Co., Ltd. passed a resolution to call up for 15 percent paid-up for 1,710,000 new ordinary shares (par value of Baht 100 each) and KKV Supply Chain Co., Ltd. paid for such called up amount of Baht 25.7 million on 25 November 2024.

On 25 November 2024, the meeting of the Board of Directors of KKV Business Management Co., Ltd. passed a resolution to call up for 10 percent paid-up for 1,710,000 new ordinary shares (par value of Baht 100 each) and KKV Supply Chain Co., Ltd. paid for such called up amount of Baht 17.1 million on 20 December 2024.

Loss control of subsidiary

On 30 October 2024, the Company has entered into a shareholders' agreement with KK Technology (HK) Company Limited (as amended on 20 November 2024 and 1 December 2024). On 24 December 2024, Super Cool International Company Holdings Pte. Ltd. ("Super Cool"), a wholly owned subsidiary of KK Technology (HK) Company Limited, invested in KKV Supply Chain Company Limited's capital in the amount of Baht 197.8 million (1,977,550 ordinary shares of Baht 100 each), resulting in the increase of KKV Supply Chain Company Limited's registered and paid-up capital from THB190.0 million (1,900,000 ordinary shares of Baht 100 each) to Baht 387.8 million (3,877,550 ordinary shares of Baht 100 each). The shareholding percentage of the Company and Super Cool after such increase in share capital became 49.0% and 51.0%, respectively. As a result, on 24 December 2024, the Company lost control in KKV Supply Chain Co., Ltd.

As a result, the status of KKV Supply Chain Co., Ltd. was changed to an associated company. The financial statements of KKV Supply Chain Co., Ltd. had been included in the consolidated financial statements until the change in investment status which was the date on which the Company lost control of KKV Supply Chain Co., Ltd.

The Company recognised gain from change in investment status of approximately Baht 24.0 million in the consolidated statements of comprehensive income for the year ended 31 December 2024 (Separate financial statements: Nil).

Changes in cost of investments in subsidiaries

During the year 2025, the Company allocated warrant to directors, executives and employees of the subsidiaries. The effect from such allocation was presented as additional investments in subsidiaries.



11. Investment in associate

11.1 Details of associate

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	(Unit: Thousand Baht)			
				Consolidated financial statements		Separate financial statements	
				Carrying amount based on equity method		Carrying amount based on cost method	
				2025	2024	2025	2024
			(%)				
KKV Supply Chain Co., Ltd.	Engaged in trading business of wholesale	Thailand	49	49	299,781	167,784	413,138
							190,000

As described in Note 10, in 2024, the Company lost control of KKV Supply Chain Co., Ltd. resulting in the investment in KKV Supply Chain Co., Ltd. changing its status from a subsidiary to an associate.

On 29 May 2025, the Extraordinary General Meeting of Shareholders of KKV Supply Chain Company Limited ("the associate") passed a resolution to approve an increase in the registered capital by Baht 293.4 million from Baht 387.8 million (3,877,550 ordinary shares of Baht 100 each) to Baht 681.1 million (6,811,382 ordinary shares of Baht 100 each), by issuing ordinary shares of 2,933,832 ordinary shares of Baht 100 each.

On 5 June 2025, the Company additionally paid for investment in the associate of Baht 143.8 million (1,437,578 ordinary shares, called up at Baht 100 each). The associate registered the increase of capital and the amendment of Memorandum of Association with the Ministry of Commerce on 6 June 2025.

On 26 August 2025, the Extraordinary General Meeting of Shareholders of the associate No. 2/2025 passed a resolution to approve an increase in the registered capital by Baht 162.0 million from Baht 681.1 million (6,811,382 ordinary shares of Baht 100 each) to Baht 843.1 million (8,431,382 ordinary shares of Baht 100 each), by issuing ordinary shares of 1,620,000 ordinary shares of Baht 100 each.

On 27 August 2025, the Company additionally paid for investment in the associate of Baht 19.4 million (193,687 ordinary shares, called up at Baht 100 each). The associate registered the increase of capital and the amendment of Memorandum of Association with the Ministry of Commerce on 28 August 2025.

On 14 October 2025, the Company additionally paid for investment in the associate of Baht 30.0 million (300,056 ordinary shares, called up at Baht 100 each). The associate registered the increase of capital and the amendment of Memorandum of Association with the Ministry of Commerce on 17 October 2025.

On 1 December 2025, the Company additionally paid for investment in the associate of Baht 30.0 million (300,056 ordinary shares, called up at Baht 100 each). The associate registered the increase of capital and the amendment of Memorandum of Association with the Ministry of Commerce on 2 December 2025.

On 22 January 2026, the Extraordinary General Meeting of Shareholders of the associate No. 1/2026 passed a resolution to approve an increase in the registered capital by Baht 160.0 million from Baht 843.1 million (8,431,382 ordinary shares of Baht 100 each) to Baht 1,003.1 million (10,031,382 ordinary shares of Baht 100 each), by issuing ordinary shares of 1,600,000 ordinary shares of Baht 100 each.

On 26 January 2026, the Company additionally paid for investment in the associate of Baht 78.4 million (784,000 ordinary shares, called up at Baht 100 each). The associate registered the increase of capital and the amendment of Memorandum of Association with the Ministry of Commerce on 2 February 2026.

11.2 Share of comprehensive income

During the years, the Company has recognised its share of profit (loss) from investment in associate in the consolidated financial statements as follows:

Company's name	(Unit: Thousand Baht)	
	Consolidated financial statements	
	Share of profit (loss) from investment in associate during the years	
	2025	2024
KKV Supply Chain Co., Ltd.	(91,141)	858

11.3 Summarised financial information about material associate

Summarised information about financial position

	(Unit: Thousand Baht)	
	2025	2024
Current assets	704,021	568,121
Non-current assets	344,482	350,010
Current liabilities	(338,666)	(457,408)
Non-current liabilities	(98,039)	(118,307)
Net assets	611,798	342,416
Shareholding percentage (%)	49	49
Share of net assets	299,781	167,784

Summarised information about comprehensive income

	(Unit: Thousand Baht)	
	2025	2024
Revenue	338,033	36,843
Loss for the year	(186,002)	(45,339)
Other comprehensive income	-	-
Total comprehensive income	(186,002)	(45,339)



12. Leasehold asset improvements and equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Office					
	Leasehold asset improvements	Furniture and fixtures	equipment and tools	Vehicles	Asset under installation	Total
Cost						
1 January 2024	886,284	2,149,895	297,717	76,517	77,529	3,487,942
Additions	8,812	197,382	92,225	84,728	869,375	1,252,522
Transfer in (out)	209,214	575,051	66,266	42	(850,573)	-
Disposals and write-off	-	(4,136)	(7,993)	(335)	(12)	(12,476)
Decrease from changing the status of subsidiary to associate	(11,525)	(40,435)	(62,704)	(4,675)	-	(119,339)
31 December 2024	1,092,785	2,877,757	385,511	156,277	96,319	4,608,649
Additions	12,299	227,531	41,789	56,361	1,142,198	1,480,178
Transfer in (out)	221,072	657,144	90,453	-	(968,669)	-
Disposals and write-off	(12,034)	(12,754)	(21,329)	(2,860)	(8)	(48,985)
31 December 2025	1,314,122	3,749,678	496,424	209,778	269,840	6,039,842
Accumulated depreciation						
1 January 2024	448,846	884,583	140,846	47,828	-	1,522,103
Depreciation for the year	155,387	436,221	64,747	13,459	-	669,814
Transfer in (out)	1,350	3,047	(4,439)	42	-	-
Depreciation on disposals and write-off	-	(4,049)	(7,760)	(335)	-	(12,144)
Decrease from changing the status of subsidiary to associate	(607)	(1,898)	(3,115)	(314)	-	(5,934)
31 December 2024	604,976	1,317,904	190,279	60,680	-	2,173,839
Depreciation for the year	186,264	569,432	82,338	25,137	-	863,171
Depreciation on disposals and write-off	(11,695)	(12,138)	(19,833)	(2,831)	-	(46,497)
31 December 2025	779,545	1,875,198	252,784	82,986	-	2,990,513
Net book value						
31 December 2024	487,809	1,559,853	195,232	95,597	96,319	2,434,810
31 December 2025	534,577	1,874,480	243,640	126,792	269,840	3,049,329
Depreciation for the year						
2024 (Baht 648.7 million included in selling and distribution expenses, and the balance in administrative expenses)						669,814
2025 (Baht 840.3 million included in selling and distribution expenses, and the balance in administrative expenses)						863,171

As at 31 December 2025, certain fixed assets have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 958.0 million (2024: Baht 700.7 million).

	Separate financial statements					
	Office					
	Leasehold asset improvements	Furniture and fixtures	equipment and tools	Vehicles	Asset under installation	Total
Cost						
1 January 2024	-	-	78	-	-	78
Additions	-	-	2,367	-	-	2,367
31 December 2024	-	-	2,445	-	-	2,445
Additions	-	-	985	-	-	985
31 December 2025	-	-	3,430	-	-	3,430
Accumulated depreciation						
1 January 2024	-	-	3	-	-	3
Depreciation for the year	-	-	318	-	-	318
31 December 2024	-	-	321	-	-	321
Depreciation for the year	-	-	605	-	-	605
31 December 2025	-	-	926	-	-	926
Net book value						
31 December 2024	-	-	2,124	-	-	2,124
31 December 2025	-	-	2,504	-	-	2,504
Depreciation for the year						
2024 (Included in administrative expenses)						318
2025 (Included in administrative expenses)						605

**13. Intangible assets**

(Unit: Thousand Baht)				
Consolidated financial statements				
	Computer software	Trademark	Computer software under installation	Total
Cost				
1 January 2024	100,300	64	2,980	103,344
Additions	10,019	71	20,227	30,317
Transfer in (out)	23,082	-	(23,082)	-
Decrease from changing the status of subsidiary to associate	(245)	-	-	(245)
31 December 2024	133,156	135	125	133,416
Additions	18,665	258	17,571	36,494
Transfer in (out)	15,821	-	(15,975)	(154)
Disposals and write-off	(687)	(3)	-	(690)
31 December 2025	166,955	390	1,721	169,066
Accumulated amortisation				
1 January 2024	24,803	27	-	24,830
Amortisation	12,193	13	-	12,206
Decrease from changing the status of subsidiary to associate	(7)	-	-	(7)
31 December 2024	36,989	40	-	37,029
Amortisation	17,803	33	-	17,836
Amortisation on disposals and write-off	(388)	(2)	-	(390)
31 December 2025	54,404	71	-	54,475
Net book value				
31 December 2024	96,167	95	125	96,387
31 December 2025	112,551	319	1,721	114,591

(Unit: Thousand Baht)

Cost

1 January 2024

Additions

Transfer in (out)

31 December 2024

Additions

Transfer in (out)

31 December 2025

Accumulated amortisation

1 January 2024

Amortisation

31 December 2024

Amortisation

31 December 2025

Net book value

31 December 2024

31 December 2025

Separate financial statements			
Computer software	Trademark	Computer software - under installation	Total
-	29	996	1,025
-	71	429	500
1,271	-	(1,271)	-
1,271	100	154	1,525
280	258	-	538
-	-	(154)	(154)
1,551	358	-	1,909
-	1	-	1
73	9	-	82
73	10	-	83
136	30	-	166
209	40	-	249
1,198	90	154	1,442
1,342	318	-	1,660

14. Other non-current assets

(Unit: Thousand Baht)			
Consolidated financial statements		Separate financial statements	
2025	2024	2025	2024
Deposits for rental	601,592	495,896	-
Deposits for purchase of land	370,139	-	-
Other deposits	13,315	12,084	25
Total	985,046	507,980	25

15. Short-term loans from financial institution

As at 31 December 2024, short-term loans from financial institution are trust receipts payables carried interest between 4.40 - 4.55 percent per annum (2025: Nil).

**16. Trade and other current payables**

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate financial statements	
	2025	2024	2025	2024
Trade payables - unrelated parties	415,019	409,506	-	-
Other current payables - related parties	-	41	274	485
Other current payables - unrelated parties	310,456	192,119	52,087	21,128
Accrued interest - unrelated parties	-	742	-	-
Accrued expenses - related parties	6,756	6	12	-
Accrued expenses - unrelated parties	572,846	434,224	30,967	27,232
Total	1,305,077	1,036,638	83,340	48,845

17. Long-term loans from financial institution

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2025	2024
Long-term loans from financial institution	-	2,127,424
Less: Current portion	-	(70,000)
Long-term loans from financial institution - net of current portion	-	2,057,424

Movement of long-term loans from financial institution for the year ended 31 December 2025 are summaries below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
Balance as at 1 January 2025		2,127,424
Amortisation of bank charge during the year		1,012
Paid during the year		(2,128,436)
Balance as at 31 December 2025		-

Such loans are guaranteed by the Group and certain covenants with which the Group has to comply. The Group fully settled such loan in the year 2025.

18. Lease**The Group as a lessee**

The Group has lease contracts for assets used in its operations. Leases generally have lease term between 1 - 11 years.

18.1 Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2025 and 2024 are summarised below.

	(Unit: Thousand Baht)				
	Consolidated financial statements				
	Land	Buildings	Equipment	Vehicles	Total
1 January 2024	103,081	5,635,468	9,514	65,705	5,813,768
Additions	-	1,739,578	-	29,136	1,768,714
Adjustment from reassessment/write off	-	(46,425)	-	-	(46,425)
Depreciation for the year	(20,933)	(1,402,046)	(2,069)	(20,905)	(1,445,953)
Decrease from changing the status of subsidiary to associate	-	(157,998)	-	-	(157,998)
31 December 2024	82,148	5,768,577	7,445	73,936	5,932,106
Additions	-	1,987,352	-	49,022	2,036,374
Adjustment from reassessment/write off	-	(45,913)	1,346	-	(44,567)
Depreciation for the year	(20,876)	(1,686,745)	(2,482)	(25,078)	(1,735,181)
31 December 2025	61,272	6,023,271	6,309	97,880	6,188,732

	(Unit: Thousand Baht)				
	Separate financial statements				
	Land	Building	Equipment	Vehicle	Total
1 January 2024	-	-	-	-	-
Additions	-	6,263	-	-	6,263
Depreciation for the year	-	(2,956)	-	-	(2,956)
31 December 2024	-	3,307	-	-	3,307
Additions	-	9,371	-	-	9,371
Adjustment from reassessment/write off	-	(2,442)	-	-	(2,442)
Depreciation for the year	-	(5,763)	-	-	(5,763)
31 December 2025	-	4,473	-	-	4,473

**18.2 Lease liabilities**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Lease payments	7,203,910	6,921,505	8,458	3,582
Less: Deferred interest expenses	(597,988)	(576,974)	(74)	(94)
Total	6,605,922	6,344,531	8,384	3,488
Less: Current portion	(1,931,429)	(1,637,188)	(8,384)	(2,280)
Lease liabilities - net of current portion	4,674,493	4,707,343	-	1,208

Movements of the lease liability account during the years ended 31 December 2025 and 2024 were summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Net book value as at 1 January	6,344,531	6,162,876	3,488	-
Additions	1,998,887	1,720,667	9,371	6,263
Accretion of interest	265,518	237,049	327	238
Repayments	(1,960,685)	(1,623,360)	(2,360)	(3,013)
Adjustment from reassessment/write off	(42,329)	9,735	(2,442)	-
Decrease from changing the status of subsidiary to associate	-	(162,436)	-	-
Net book value as at 31 December	6,605,922	6,344,531	8,384	3,488

A maturity analysis of lease payments is disclosed in Note 31 under the liquidity risk.

18.3 Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Depreciation expense of right-of-use assets	1,735,181	1,445,953	5,763	2,956
Interest expense on lease liabilities	265,518	237,049	327	238

18.4 Others

The Group had total cash outflows for leases for the year ended 31 December 2025 of Baht 1,960.7 million (the Company only: Baht 2.4 million) (2024: Baht 1,623.4 million (the Company only: Baht 3.0 million)), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

19. Non-current provision for employee benefits

Non-current provision for employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Balance as at 1 January	26,776	14,154	7,593	1,979
Included in profit or loss:				
Current service cost	12,547	7,536	3,427	1,492
Interest cost	760	510	212	65
Past service costs	-	-	-	382
Included in other comprehensive income:				
Remeasurement (gain) loss arising from				
Financial assumptions changes	3,864	2,202	934	615
Experience adjustments	(36)	3,115	735	3,105
Demographic assumptions changes	(5,771)	(442)	(2,007)	(45)
Benefits paid during the year	-	(299)	-	-
Balance as at 31 December	38,140	26,776	10,894	7,593

The Group does not expect to pay long-term employee benefits during the next year (2024: Baht Nil) (the Company only: Nil (2024: Nil)).

As at 31 December 2025, the weighted average duration of the liabilities for long-term employee benefit is 19 - 22 years (2024: 19 - 22 years) (the Company: 20 years (2024: 20 years)).



Significant actuarial assumptions are summarised below.

	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
	(percent)	(percent)	(percent)	(percent)
	per annum	per annum	per annum	per annum
Discount rate	2.41 - 2.47	2.79 - 2.87	2.46	2.79
Salary increase rate	5.20 - 7.00	5.00 - 6.60	5.20 - 7.00	5.00 - 6.60

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2025 and 2024 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements			
	As at 31 December 2025		As at 31 December 2024	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(32,463)	45,131	(22,806)	31,655
Salary increase rate	44,818	(32,601)	31,446	(22,901)

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2025		As at 31 December 2024	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(9,379)	12,721	(6,526)	8,878
Salary increase rate	12,613	(9,438)	8,801	(6,569)

20. Provision for dismantling and restoring costs

Movement in provision for dismantling and restoring costs for the years ended 31 December 2025 and 2024 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements
1 January 2024	252,607
Increase during the year	45,475
Remeasurement	(59,107)
Paid during the year	(1,201)
Decrease from changing the status of subsidiary to associate	(8,902)
31 December 2024	228,872
Increase during the year	46,595
Remeasurement	(9,154)
Paid during the year	(899)
31 December 2025	265,414

21. Share capital

On 28 February 2024 and 11 March 2024, the Board of Director' meeting and Annual General Meeting of the shareholders of the Company, respectively, passed a resolution as follows:

- (1) Distribution of stock dividend by issuance of new ordinary shares of the Company up to 2,668,000,000 ordinary shares at a par value of Baht 0.50 each, at the payment rate of Baht 0.4581 per share or approximately Baht 1,334.00 million.
- (2) Distribution of cash dividend at the rate of Baht 0.0509 per share, totaling Baht 148.22 million.
- (3) Issuance and offering of ordinary shares of the Company to directors and executives of the Company and its subsidiaries and the scheme of issuance and allocation of warrants to purchase shares of the Company totaling up to 66,057,000 shares.
- (4) An increase of the Company's registered share capital by Baht 1,367.0 million (2,734,057,000 ordinary shares of Baht 0.50 each) from the current registered share capital of Baht 1,456.0 million (2,912,000,000 ordinary shares of Baht 0.50 each) to Baht 2,823.0 million (5,646,057,000 ordinary shares of Baht 0.50 each) in total, by issuance of 2,734,057,000 new ordinary shares with a par value of Baht 0.50 each.

However, the Company has yet to implement such matters due to changes in details. Subsequently, on 7 May 2024 and 24 May 2024, the Company's Board of Director's meeting and the Extraordinary General Meeting of the shareholders of the Company, respectively, passed a resolution to cancel the above resolution from the Board of Director' meeting and the Annual General Meeting of the shareholders of the Company and subsequently approved a new resolution as follow:

- (1) Distribution of stock dividend by issuance of new ordinary shares of the Company up to 2,679,040,000 ordinary shares at a par value of Baht 0.50 each, at the payment rate of Baht 0.50 per share or approximately Baht 1,339.52 million.
- (2) Distribution of cash dividend at the rate of Baht 0.223 per share, totaling Baht 649.38 million.
- (3) Issuance and offering of ordinary shares of the Company to directors and executives of the Company and its subsidiaries and the scheme of issuance and allocation of warrants to purchase shares of the Company totaling up to 66,057,000 shares.
- (4) An increase of the Company's registered share capital by Baht 1,372.5 million (2,745,097,000 ordinary shares of Baht 0.50 each) from the current registered share capital of Baht 1,456.0 million (2,912,000,000 ordinary shares of Baht 0.50 each) to Baht 2,828.5 million (5,657,097,000 ordinary shares of Baht 0.50 each) in total, by issuance of 2,745,097,000 new ordinary shares with a par value of Baht 0.50 each.

The Company registered its increase share capital with Ministry of Commerce on 27 May 2024, and registered its paid-up capital of Baht 1,339.52 million with Ministry of Commerce on 28 May 2024.

On 29 August 2024, the Extraordinary General meeting of the shareholders of the Company passed a resolution increase of the Company's registered share capital by Baht 210.0 million (420,000,000 ordinary shares of Baht 0.50 each) from the current registered share capital of Baht 2,828.5 million (5,657,097,000



ordinary shares of Baht 0.50 each) to Baht 3,038.5 million (6,077,097,000 ordinary shares of Baht 0.50 each) in total, by issuance of 420,000,000 new ordinary shares with a par value of Baht 0.50 each. The Company registered its increase share capital with Ministry of Commerce on 30 August 2024.

During 20 - 29 October 2025, the Company made an initial public offering of 420,000,000 shares with par value Baht 0.50 each at the price of Baht 8.60 per share, totaling Baht 3,612.0 million. The Company received the whole payment of the additional capital on 3 November 2025 and registered fully paid-up share with Ministry of Commerce on 3 November 2025. Direct expenses net of tax expenses related to the share offering will present as a deduction from the share premium.

The Stock Exchange of Thailand has approved the listing of the ordinary shares of the Company to be traded since 5 November 2025.

Equity-settled share-based payments

On 28 August 2024, the Company allocated share capital to directors and executives of the Company. The details are as follows:

Number of shares issued and offered:	6,057,000 shares
Offer price/subscription price:	0.56 Baht per share
Allotment date:	28 August 2024

During the year 2024, the Company recognised variance between fair value and subscription price of such shares as equity-settled share-based payment transactions amounting to Baht 38.1 million as expenses in profit or loss along with recognising "Share-based payment reserve" in the shareholders' equity in the same amount.

On 24 October 2025, the Company allocated warrant to directors, executives and employees of the Group. The details are as follows:

Number of issued and allotted:	59,765,000 units
Number of reserved shares:	59,765,000 shares
Term of the plan:	5 years from the date of initial allocation of the warrant
Exercise price:	8.60 Baht per 1 warrant
Exercise ratio:	1 warrant has a right to purchase 1 ordinary share
Vesting condition:	Employees must remain in service for a period of 1 - 4 years from the grant date

Exercise date:

Holders of the warrants can exercise their rights to purchase the Company's common shares as follows:

At the end of the term (year) from the date of issuance of the warrants	Maximum exercise rights (percentage of allocated warrants)
1	Not exceeding 25%
2	Not exceeding 50%
3	Not exceeding 75%
4	Not exceeding 100%

Additionally, the timing for exercising the rights is as follows:

- The date for the first exercise of rights is the second week of the first month after the completion of 1 year from the date of issuance of the warrant.
- The subsequent exercise dates are the second week of every month following the month of the first exercise date.
- The final exercise date is the last business day before the end of the 5-year period from the date of issuance of the warrant.

During 2025, the Group recognised equity-settled share-based payment transactions amounting to Baht 6.7 million (the Company only: Baht 1.4 million) as expenses in profit or loss.

A reconciliation of the number of shares issued and fully paid up is presented below.

	Consolidated and separate financial statements			
	Number of shares issued and fully paid-up (Thousand shares)	Par value (Baht)	Paid-up capital (Thousand Baht)	Share premium on ordinary shares (Thousand Baht)
As at 1 January 2024	2,912,000	0.50	1,456,000	-
Issuance stock dividend	2,679,040	0.50	1,339,520	-
Issuance and offering of ordinary shares of the Company to directors and executives	6,057	0.50	3,028	363
As at 31 December 2024	5,597,097	0.50	2,798,548	363
Increase in share capital	420,000	0.50	210,000	3,338,288
As at 31 December 2025	6,017,097	0.50	3,008,548	3,338,651

**22. Statutory reserve**

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. During the current year, the Company has set aside the statutory reserve of Baht 82.3 million (2024: Baht 30.8 million).

23. Finance costs

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Interest expenses on loans	99,282	137,296	-	-
Interest expenses on lease liabilities	265,518	237,049	327	238
Others	9,083	1,277	-	-
Total	373,883	375,622	327	238

24. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Changes in finished goods	(642,162)	(1,097,471)	-	-
Purchase of goods	10,343,470	9,203,379	-	-
Depreciation and amortisation	2,616,188	2,127,973	6,535	3,356
Salaries, wages and other employee benefits	2,815,839	2,233,023	144,791	142,045
Advertising and promotion expenses	99,950	99,334	-	-
Utility expenses	489,564	441,686	14	-
Management fee expense	29,367	36,447	-	-
Land and building and signboard tax	56,229	52,129	-	-
Transportation	107,473	84,244	-	-
Repair and maintenance	74,980	51,402	147	49
Bank fees	25,974	19,927	96	36
Supplies expenses	78,374	61,695	76	240
Consulting fee	45,935	59,179	43,511	55,628

25. Income tax

Income tax expenses for the years ended 31 December 2025 and 2024 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Current income tax:				
Current income tax charge	773,615	538,598	25,811	17,114
Adjustment in respect of income tax of				
previous year	(654)	378	(486)	-
Deferred tax:				
Relating to origination and reversal of				
temporary differences	(11,811)	(27,033)	(724)	(696)
Income tax expenses reported in profit or loss	761,150	511,943	24,601	16,418

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2025 and 2024 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2025	2024	2025	2024
Deferred tax on remeasurement gain (loss) on				
defined benefit plan	389	(1,099)	68	(859)

The amount of current income tax that recognised directly in equity for the years ended 31 December 2025 and 2024 are as follows:

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2025	2024
Current income tax:		
Current income tax on direct costs related to the share offering	15,928	-



The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
Accounting profit before tax	3,392,554	2,292,193	1,671,181	633,375
Applicable tax rates	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rates	678,511	458,439	334,236	126,675
Adjustment in respect of income tax of previous year	(654)	378	(486)	-
Effects of:				
Revenue granted income tax exemption	-	-	(310,200)	(117,399)
Non-deductible expenses and others	87,352	58,720	1,099	8,447
Additional expense deductions allowed	(4,059)	(4,289)	(48)	-
Utilised tax loss	-	(1,305)	-	(1,305)
Total	83,293	53,126	(309,149)	(110,257)
Income tax expenses reported in the profit or loss	761,150	511,943	24,601	16,418

The components of deferred tax assets are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
Deferred tax assets				
Allowance for diminution in value of inventories	19,064	20,870	-	-
Lease	78,014	76,070	32	36
Provision for dismantling and restoring costs	53,083	45,774	-	-
Non-current provision for employee benefits	7,628	5,355	2,179	1,519
Profit in inventories elimination	75,766	74,064	-	-
Total	233,555	222,133	2,211	1,555

26. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weight average number of ordinary shares in issue during the year, after adjusting the number of ordinary shares to reflect the impact of the change in the par value and issuance stock dividend, as described in Note 21 to the financial statements. The number of ordinary shares of prior year has been adjusted as if the change in the par value and issuance stock dividend had occurred at the beginning of the earliest period reported.

The following table sets forth the computation of basic earnings per share:

	Consolidated financial statements					
	For the years ended 31 December					
	Profit for the years		Weighted average number of ordinary shares		Earnings per share	
	2025	2024	2025	2024	2025	2024
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the Company	2,631,398	1,780,246	5,664,987	5,593,125	0.46	0.32

	Separate financial statements					
	For the years ended 31 December					
	Profit for the years		Weighted average number of ordinary shares		Earnings per share	
	2025	2024	2025	2024	2025	2024
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the Company	1,646,580	616,957	5,664,987	5,593,125	0.29	0.11

27. Segments information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Group are principally engaged in retail in consumer products segment. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment. Revenue of the Group are from sales of products with recognised at a point in time.



During the current year, the Company changed the presentation of income statement from classification by function to a multiple-step format and also modified the disclosures of segment information from classification by multiple-step to by function format. The management of the Company believes that such changes will provide much useful information for the decision-making of the users of the financial statements.

Geographical segments information

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. However, the management of the Group does not consider assets and liabilities by geographical location of customers.

The Group's geographical segments information based on location of customer for the years ended 31 December 2025 and 2024 were as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2025	2024
Central	8,091,434	7,110,852
East	2,558,303	2,011,391
North	1,278,924	948,751
North East	4,272,482	3,150,430
South	2,655,013	1,904,757
West	1,188,472	963,594
E-commerce and export sales	33,267	55,842
Total revenue from sales	20,077,895	16,145,617

Revenue from sales for the year ended 31 December 2025 for Central consist of Bangkok of Baht 2,481.4 million, other provinces of Baht 5,610.0 million (31 December 2024: Bangkok of Baht 2,262.3 million, other provinces of Baht 4,848.6 million).

In addition, the Group has considered income statement classified by function are as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2025	2024
Revenues		
Revenue from sales	20,077,895	16,145,617
Dividend income	-	-
Management fee income	-	1,347
Gain from change in investment status	-	24,016
Other income	120,796	43,423
Total revenues	20,198,691	16,214,403
Expenses		
Cost of sales	9,692,280	8,121,449
Selling and distribution expenses	5,539,634	4,542,334
Administrative expenses	1,109,199	883,663
Total expenses	16,341,113	13,547,446
Operating profit	3,857,578	2,666,957
Share of profit (loss) from investment in associate	(91,141)	858
Finance costs	(373,883)	(375,622)
Profit before income tax expenses	3,392,554	2,292,193
Income tax expenses	(761,150)	(511,943)
Profit for the year	2,631,404	1,780,250

Major customer

For the years 2025 and 2024, the Group has no major customer with revenue of 10 percent or more of the Group's revenues.

28. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The employees contribute to the fund monthly at the rate of 3 - 15 percent at basic salary and the Group contribute to the fund monthly at the rate of 3 percent of basic salary. The fund, which is managed by K Master Pooled Fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2025 amounting to approximately Baht 41.8 million (the Company only: Baht 2.6 million) (2024: Baht 28.8 million (the Company only: Baht 1.7 million)) were recognised as expenses.

**29. Dividend paid**

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Interim dividends for 2024	Extraordinary General Meeting of the shareholders of the Company No.1/2024 on 24 May 2024	649.38	0.22
Total dividends for 2024		649.38	0.22
Annual dividends for 2024	Annual General Meeting of the shareholders of the Company on 21 March 2025	100.75	0.018
Interim dividends for 2025	Board of Directors' Meeting of the Company No. 3/2025 on 23 June 2025	240.68	0.043
Interim dividends for 2025	Board of Directors' Meeting of the Company No. 5/2025 on 7 August 2025	604.48	0.108
Interim dividends for 2025	Board of Directors' Meeting of the Company No. 6/2025 on 14 November 2025	300.81	0.050
Total dividends for 2025		1,246.72	0.219

30. Commitments and contingent liabilities**30.1 Commitments under service agreements**

The Group had total minimum payments to be paid in the future under the service agreements as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
Payable:				
In up to 1 year	15,927	12,969	580	-
In over 1 year and up to 5 years	3,439	1,219	23	-
Total	19,366	14,188	603	-

30.2 Capital commitments

As at 31 December 2025, the Group had capital commitments of approximately Baht 1,518.0 million (2024: Baht 26.9 million), relating to purchase of land and installation of leasehold asset improvements.

30.3 Guarantees

As at 31 December 2025, the Group had outstanding bank guarantees of approximately Baht 20.9 million (2024: Baht 21.0 million) related to certain obligations in the normal course of business. This consists of a letter of guarantee for the guarantee of the use of electricity.

31. Financial instruments**31.1 Financial risk management objectives and policies**

The Group's financial instruments principally comprise cash and cash equivalents, other current receivables, trade and other current payables, loans and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to other current receivables and deposits with financial institutions. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Accounts receivable

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding accounts receivable are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk**Foreign currency risk**

The Group's exposure to the foreign currency risk relates primarily to its trading transactions that are denominated in foreign currencies.



As at 31 December 2025 and 2024, the significant outstanding balances of the Group's financial assets and liabilities denominated in foreign currencies are summarised below:

Consolidated financial statements						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate as at 31 December	
	2025	2024	2025	2024	2025	2024
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per foreign currency)	
US Dollars	-	-	2,623	1,875	31.7436	34.1461
Ringgit	-	-	404	997	7.9029	7.7184
Chinese Yuan	-	-	1,443	5,518	4.5610	4.7130
Separate financial statements						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate as at 31 December	
	2025	2024	2025	2024	2025	2024
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per foreign currency)	
US Dollars	-	-	176	453	31.7436	34.1461
Ringgit	-	-	1	-	7.9029	7.7184

Interest rate risk

The Group exposures to interest rate risk relate primarily to its cash in banks and financial institution loans. However, since most of significant financial assets and liabilities carry fixed interest rate, the interest rate risk is expected to be minimal and the changes in interest rate has no material to the financial statements.

As at 31 December 2025 and 2024, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2025							
	Fixed interest rate			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within		Over				
	1 year	1 - 5 years	5 years				
Financial assets							
Cash and cash equivalents	-	-	-	1,193	578	1,771	0.20 - 0.40
Other current receivables	-	-	-	-	134	134	-
	-	-	-	1,193	712	1,905	
Financial liabilities							
Trade and other current payables	-	-	-	-	1,305	1,305	-
Lease liabilities	1,931	4,413	262	-	-	6,606	3.51 - 5.38
	1,931	4,413	262	-	1,305	7,911	

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2024							
	Fixed interest rate			Floating interest rate	Non- interest bearing	Total	Effective interest rate
	Within 1 year	1 - 5 years	Over 5 years				
							(% per annum)
Financial assets							
Cash and cash equivalents	-	-	-	298	486	784	0.40
Other current receivables	-	-	-	-	217	217	-
	-	-	-	298	703	1,001	
Financial liabilities							
Short-term loans from financial institution							
	473	-	-	-	-	473	4.40 - 4.55
Trade and other current payables							
	-	-	-	-	1,037	1,037	-
Lease liabilities	1,637	4,452	255	-	-	6,344	3.51 - 5.33
Long-term loans from financial institution							
	-	-	-	2,127	-	2,127	MLR - 2.75
	2,110	4,452	255	2,127	1,037	9,961	



(Unit: Million Baht)

Separate financial statements as at 31 December 2025

	Fixed interest rate			Floating interest rate	Non- interest bearing	Total	Effective interest rate
	Within 1 year	1 - 5 years	Over 5 years				(% per annum)
Financial assets							
Cash and cash equivalents	-	-	-	588	15	603	0.20 - 0.40
Other current receivables	-	-	-	-	395	395	-
Short-term loans to related parties	-	-	-	5,655	-	5,655	MLR - 1.44 - 3.90
	-	-	-	6,243	410	6,653	
Financial liabilities							
Trade and other current payables	-	-	-	-	83	83	-
Lease liabilities	8	-	-	-	-	8	3.73 - 5.21
	8	-	-	-	83	91	

(Unit: Million Baht)

Separate financial statements as at 31 December 2024

	Fixed interest rate			Floating interest rate	Non- interest bearing	Total	Effective interest rate
	Within 1 year	1 - 5 years	Over 5 years				
							(% per annum)
Financial assets							
Cash and cash equivalents	-	-	-	22	-	22	0.40
Other current receivables	-	-	-	-	222	222	-
Short-term loan to related party	-	-	-	2,646	-	2,646	MLR - 2.25
	-	-	-	2,668	222	2,890	
Financial liabilities							
Trade and other current payables	-	-	-	-	49	49	-
Lease liabilities	2	1	-	-	-	3	3.73
	2	1	-	-	49	52	

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of financial institution loans and lease contracts. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2025 and 2024 based on contractual undiscounted cash flows:

(Unit: Million Baht)

Consolidated financial statements

	as at 31 December 2025			
	Less than 1 year	1 to 5 years	Over 5 years	Total
Non-derivatives				
Trade and other current payables	1,305	-	-	1,305
Lease liabilities	2,176	4,760	268	7,204
Total	3,481	4,760	268	8,509

(Unit: Million Baht)

Consolidated financial statements

	as at 31 December 2024			
	Less than 1 year	1 to 5 years	Over 5 years	Total
Non-derivatives				
Short-term loans from financial institution	473	-	-	473
Trade and other current payables	1,037	-	-	1,037
Long-term loans from financial institution	184	2,109	-	2,293
Lease liabilities	1,861	4,795	265	6,921
Total	3,555	6,904	265	10,724

(Unit: Million Baht)

Separate financial statements

	as at 31 December 2025			
	Less than 1 year	1 to 5 years	Over 5 years	Total
Non-derivatives				
Trade and other current payables	83	-	-	83
Lease liabilities	8	-	-	8
Total	91	-	-	91

(Unit: Million Baht)

Separate financial statements

	as at 31 December 2024			
	Less than 1 year	1 to 5 years	Over 5 years	Total
Non-derivatives				
Trade and other current payables	49	-	-	49
Lease liabilities	3	1	-	4
Total	52	1	-	53

**31.2 Fair values of financial instruments**

Since the majority of the Group's financial instruments are short-term in nature, loans are carrying interest at rates close to the market interest rates, their fair values are not expected to be materially different from the amounts presented in the statement of financial position.

During the current year, there were no transfers within the fair value hierarchy.

32. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2025, the Group's debt-to-equity ratio was 0.90:1 (2024: 2.22:1) and the Company's was 0.01:1 (2024: 0.02:1).

33. Events after the reporting period

On 26 February 2026, the Board of Directors passed a resolution to propose that the 2026 Annual General Meeting of Shareholders consider and approve the distribution of dividend payment for the year 2025 to the Company's shareholders at the rate of Baht 0.261 per share, totaling Baht 1,507.0 million. During the year, the Company paid the interim dividend totaling Baht 1,146.0 million as disclosed in Note 29. Accordingly, the remaining dividend to be paid under the resolution of this shareholders' meeting was Baht 0.06 per share, totaling Baht 361.0 million.

34. Approval of financial statements

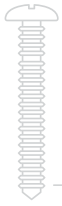
These financial statements were authorised for issue by the Company's Board of Directors on 26 February 2026.



04



Attachments



Attachment 1 Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary

1. Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary



Mr. Ong Chu Jin Adrian

Director (Authorized Director) /
Chairman of the Board of Directors /
Member of the Nomination and
Remuneration Committee

Age: 55 years

Date of first appointment as director: 28 November 2023

Proportion of shareholding in the Company:

Own share: 19,459,776 shares (0.323% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Business Administration, the Judge Business School, University of Cambridge, United Kingdom
- Fellow of Institute, Institute of Chartered Accountants in England & Wales
- Member of the Malaysian Institute of Accountant

Training Programs and Seminars:

- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 211/2023
- National Sustainability Reporting Framework, IFRS S1 and IFRS S2 by Polar Advisory Group
- Integrated Reporting Awareness and Gap Analysis by Nova Fusion Sdn Bhd
- Business Continuity Management Training Services and Business Continuity Management Call Tree Implementation Guidelines and Approach by Centegy Governance Advisory Sdn. Bhd.

Work Experiences:

2023 – Present Director / Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

2024 – Present President Commissioner / Member of the Nomination and Remuneration Committee
PT Daya Intiguna Yasa Tbk (Listed on the Indonesia Stock Exchange)



- 2024 – Present Independent Non-Executive Director / Member of Audit Committee / Chairman of Transformation Committee
Maxis Berhad (Listed on the Malaysia Stock Exchange)
- 2019 – Present Non-Independent Executive Director / Chief Executive Officer / Member of Board Sustainability Committee
MR D.I.Y. Group (M) Berhad (Listed on the Malaysia Stock Exchange)

Position in other non-listed companies or organizations:

- 2023 – Present Director
Mr. D.I.Y. (Bangladesh) Ltd.
- 2023 – Present Director
Mr. D.I.Y. (South Africa) (Pty) Ltd.
- 2022 – Present Director
Azara Alpina Sdn. Bhd.
- 2022 – Present Director
Mind Professional Holding Ltd.
- 2022 – Present Director
Mr D.I.Y. International Holding Ltd.
- 2022 – Present Director
Carissa Balsam Sdn. Bhd.
- 2021 – Present Director
MR. D.I.Y. International Holding Two Ltd.
- 2021 – Present Director
Eurospeed Holdings Ltd.
- 2021 – Present Director
Turkspeed Ltd.
- 2020 – Present Director
Sterling Infratech Sdn. Bhd.
- 2019 – Present Director
Oceanic Star Ltd.
- 2019 – Present Director
Mr D.I.Y. Holdings (M) Sdn. Bhd.

- 2019 – Present Director
Sky Venture Ltd.
- 2019 – Present Director
Classic Avenue Ltd.
- 2019 – Present Director
MR. D.I.Y. (LAO) Co., Ltd. (Inactive)
- 2019 – Present Chairman
Mr D.I.Y. (Cambodia) Co., Ltd.
- 2016 – Present Director
Maya Asia Limited
- 2015 – Present Director
Agave Salmiana Sdn. Bhd.

Work Experiences in the Last 5 Years:

- 2023 – 2023 Member of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Co., Ltd.
- 2022 – 2023 Director / Chairman of the Board of Directors
MR. D.I.Y. Holding (Thailand) Co., Ltd.
- 2020 – 2022 Director
Yield Management Sdn. Bhd.
- 2020 – 2022 Director
Yield Management Two Sdn. Bhd.
- 2019 – 2022 Director
Pinnacles Resources (L) Ltd. (Dormant)

**Mrs. Kanoklada Rerkasem**

**Independent Director / Chairman of
the Audit and Risk Management Committee /
Member of the Corporate Governance
and Sustainability Committee**



Age 63 Years

Date of first appointment as director: 28 November 2023

Proportion of shareholding in the Company:

Own share: 150,000 shares (0.002% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Economics, Northern Illinois University
- Bachelor of Commerce and Accountancy, Chulalongkorn University

Training Programs and Seminars:

- Directors Certification Program (DCP) by the Thai Institute of Directors Association (IOD), Class 98/2008

- Board Matters and Trends (BMT) by the Thai Institute of Directors Association (IOD), Class 3/2017
- Advanced Audit Committee Program (AACP) by the Thai Institute of Directors Association (IOD), Class 48/2023
- ESG in the Boardroom by the Thai Institute of Directors Association (IOD), Class 3/2024

Work Experiences:

2023 – Present Independent Director / Chairman of the Audit and Risk Management Committee / Member of the Corporate Governance and Sustainability Committee
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2023 – Present Advisor
S.Napa (Thailand) Co., Ltd.

2023 – Present Director
Primal Research Company Limited

2022 – Present Special Project Adviser
Siam Piwat Company Limited

2022 – Present Chairman of the Board
Siam Piwat Entertainment Company Limited

2020 – Present Director
Magna Estate Co., Ltd.

2019 – Present Director
Lat Krabang Residence Co., Ltd.

2019 – Present Director
Siam Gourmet Holding Co., Ltd.

2019 – Present Director
Siam Rivea Co., Ltd.

2015 – Present Director
SNG Solutions Company Limited

**Work Experiences in the Last 5 Years:**

2019 – 2024	Director Circular of Lux Co., Ltd. (Formerly named Siam JI Co., Ltd.)
2019 – 2024	Director Intermart (Thailand) Co., Ltd.
2023 – 2023	Independent Director / Chairman of the Audit and Risk Management Committee / Member of the Corporate Governance and Sustainability Committee MR. D.I.Y. Holding (Thailand) Co., Ltd.
2018 – 2023	Director Siamalliance Management Co., Ltd.
2018 – 2023	Director Siam Piwat Retail Holding Co., Ltd.
2018 – 2022	President of Business Development and Financial Management Siam Piwat Co., Ltd.

**Mr. Loo Chong Peng**

**Independent Director / Member of
the Audit and Risk Management Committee /
Chairman of the Nomination and
Remuneration Committee**

**Age 68 Years**

Date of first appointment as director: 28 November 2023

Proportion of shareholding in the Company:

Own share: 410,000 shares (0.007% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Mini MBA, Business, Singapore Management University
- Bachelor of Science (B. Sc), Computer Science, University of Arkansas

Training Programs and Seminars:

- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 211/2023

Work Experiences:

2023 – Present Independent Director / Member of the Audit and Risk Management Committee / Chairman of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

2024 – Present Board of Commissioner /
Chairman of the Nomination and Remuneration Committee
PT Daya Intiguna Yasa Tbk (Listed on the Indonesia Stock Exchange)

Position in other non-listed companies or organizations:

2025 – Present Director
Everville Sdn. Bhd.

2025 – Present Director
Odelay Sdn. Bhd.

2024 – Present Donor Representative - Board Trustee Member
Universiti Malaya Urological Cencer Trust Fund (UM)

2023 – Present Board Trustee Member
Yayasan MR. D.I.Y

2012 – Present Director
Starry Planner Sdn. Bhd.

2012 – Present Director
Dinamik Suci Sdn. Bhd.

2011 – Present Director
Genius Award Sdn. Bhd.

2005 – Present Director
Sound Paradise Sdn. Bhd.

2002 – Present Director
Teik Cheong Kilang Bata Dan Arang Sdn. Bhd.

Work Experiences in the Last 5 Years:

2017 – 2025 Director
Emerald Wira Holding Limited

2023 – 2023 Independent Director / Member of the Audit and Risk Management Committee / Chairman of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Co., Ltd.

2019 – 2022 Trading Director
Cergas Energy Ltd.

Ms. Nuntana Taveeratanasilp

Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee



Age 46 Years

Date of first appointment as director: 28 November 2023

Proportion of shareholding in the Company:

Own share: 450,528 shares (0.007% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Business Administration, University of Cambridge, UK.
- Bachelor of Engineering, Chemical Engineering, Chulalongkorn University

Training Programs and Seminars:

- Directors Certificate Program (DCP) by the Thai Institute of Directors Association (IOD), Class 165/2019
- ESG in the Boardroom by the Thai Institute of Directors Association (IOD), Class 12/2025
- Capital Market Academy (CMA 32) by the Capital Market Academy, Class 32/2022

Work Experiences:

2023 – Present Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

2023 – Present Head of Investor Relations and Capital Market
SCB X Public Company Limited
(Listed on the Stock Exchange of Thailand)

Position in other non-listed companies or organizations:

- None -

Work Experiences in the Last 5 Years:

2023 – 2023 Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee
MR. D.I.Y. Holding (Thailand) Co., Ltd.

2019 – 2023 Managing Director
CLSA Securities (Thailand) Co., Ltd.

**Mr. Anajuk Chareonwongsak**

**Independent Director / Member of
the Audit and Risk Management Committee**



Age 37 Years

Date of first appointment as director: 28 November 2023

Proportion of shareholding in the Company:

Own share: 450,528 shares (0.007% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Liberal Arts (ALM), Management (Finance), Harvard University
- Master of Engineering (MEng), Chemical Engineering, University of Cambridge
- Bachelors (BA Hons), Chemical Engineering, University of Cambridge
- Bachelors Candidate, Economics, Statistics, Stanford University

Training Programs and Seminars:

- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 208/2023

Work Experiences:

2023 – Present Independent Director / Member of the Audit and Risk Management Committee
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2021 – Present Director
Teleport Commerce Philippines Inc.

2020 – Present Director
Teleport Platforms Pte. Ltd.

2019 – Present Director / Co-founder
Freightchain Technologies Pte. Ltd.

2019 – Present Director / Investor
Easyparcel Group Sdn. Bhd.

2019 – Present Director / Chief Executive Officer
Teleport Commerce Malaysia Sdn. Bhd.

2019 – Present Director
Teleport (Thailand) Co., Ltd.

2019 – Present Director
Teleport Commerce (Thailand) Co., Ltd.

2019 – Present Director
Teleport Platforms Sdn. Bhd.

2019 – Present Director / Chief Executive Officer
Teleport Everywhere Pte. Ltd.

Work Experiences in the Last 5 Years:

2023 – 2023 Independent Director / Member of the Audit and Risk Management Committee
MR. D.I.Y. Holding (Thailand) Co., Ltd.

2018 – 2022 Director
AIX Connect Private Limited

**Mr. Chin Guangui**

**Director (Authorized Director) /
Member of Corporate Governance
and Sustainability Committee /
Chief Executive Officer**



Age 36 Years

Date of first appointment as director: 28 November 2023

Date of appointment as executive: 1 June 2023

Proportion of shareholding in the Company:

Own share: 1,607,000 shares (0.027% of the total issued shares)

Relationship Person: None

Family relationship between director and executive: None

Education Background:

- Master of Business Administration (MBA), Asia School of Business in Collaboration with MIT Sloan
- Bachelor of B.A.(HONS) Business with Business Communication, University of Portsmouth, UK

Training Programs and Seminars:

- Directors Certification Program (DCP) by the Thai Institute of Directors Association (IOD), Class 326/2022
- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 203/2023

- The Board's Role in Mergers and Acquisitions (BMA) by the Thai Institute of Director Association (IOD), Class 10/2024

Work Experiences:

2023 – Present Director / Member of Corporate Governance and Sustainability Committee / Chief Executive Officer
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2024 – Present Director
KKV Supply Chain Co., Ltd.

2024 – Present Director
KKV Business Management Company Limited

2023 – Present Director
Speedy Holding Co., Ltd.

2023 – Present Director
Velocity Holding Co., Ltd.

2023 – Present Chief Executive Officer
Strategic Logistic Co., Ltd.

2022 – Present Director / Chief Executive Officer
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2022 – Present Director / Chief Executive Officer
MR. D.I.Y. (Bangkok) Co., Ltd.

2022 – Present Director
Strategic Logistic Co., Ltd.

2022 – Present Director
Mr D.I.Y. (Cambodia) Co., Ltd.

Work Experiences in the Last 5 Years:

2023 – 2023 Member of the Corporate Governance and Sustainability Committee
MR. D.I.Y. Holding (Thailand) Co., Ltd.

2022 – 2023 Director
MR. D.I.Y. Holding (Thailand) Co., Ltd.

**Ms. Titanan Sun**

**Director (Authorized Director) /
Executive Vice President of Business
Development Department**

**Age 50 Years**

Date of first appointment as director: 28 November 2023

Date of appointment as executive: 1 June 2023

Proportion of shareholding in the Company:

Own share: 158,064,964 shares (2.627% of the total issued shares)

Relationship Persons: 987,063,084 shares (16.404% of the total issued shares)

Family relationship between director and executive: None

Education Background:

- Doctor of Business Administration, Panyapiwat Institute of Management
- Master of Business Administration Panyapiwat Institute of Management
- Bachelor of Business Administration Nangchang University

Training Programs and Seminars:

- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 206/2023
- Directors Certification Program (DCP) by the Thai Institute of Directors Association (IOD), Class 334/2023

Work Experiences:

2023 – Present Director / Executive Vice President of Business Development
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2024 – Present Director
ACCE Co., Ltd.

2024 – Present Director
VGL Restaurant Group Company Limited (Dissolution)

2019 – Present Director
Mr D.I.Y. (Cambodia) Co., Ltd.

2019 – Present Director / Executive Vice President of Business Development Department
Strategic Logistic Co., Ltd.

2019 – Present Director
Future 7 Technology Company Limited (Dissolution)

2015 – Present Director / Executive Vice President of Business Development Department
MR. D.I.Y Trading (Thailand) Co., Ltd.

2015 – Present Director / Executive Vice President of Business Development Department
MR. D.I.Y. (Bangkok) Co., Ltd.

Work Experiences in the Last 5 Years:

2025 - 2025 Director
Leading Way Co., Ltd.

2024 – 2025 Director
Sunpower Plus Co., Ltd.

2024 – 2024 Director
KKV Supply Chain Company Limited

2024 – 2024 Director
KKV Business Management Company Limited

2019 – 2024 Director
Lily Beauty (Thailand) Co., Ltd.

2010 – 2024 Director
Falcon SCM Co., Ltd.

2023 – 2024 Director
Harolds (Thailand) Company Limited

2023 – 2023 Director
MR. D.I.Y. Holding (Thailand) Co., Ltd.

2022 – 2023 Director
Star VZ Co., Ltd.

2022 – 2023 Director
M and T Holding and Development Co., Ltd.
(Formerly named MS Risk Management and Wealth Consultant Co., Ltd.)

Ms. Onuma Chairatanatrai

Chief Financial Officer
(the Person Assigned to Take the Highest Responsibility in Accounting and Finance)



Age: 47 Years

Date of appointment as executive: 1 June 2023

Proportion of shareholding in the Company:

Own share: 1,095,000 shares (0.018% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Commerce, Major in Finance and Accounting, the University of Sydney, Australia
- Bachelor of Accountancy, Major in Accounting, Chulalongkorn University, Thailand

Training Programs and Seminars:

- Certified Public Accountant (CPA) by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Certified Internal Auditor (CIA) by the Institute of Internal Auditors Thailand
- Certification in Control Self-Assessment (CCSA) by Institute of Internal Auditors Thailand
- Directors Certificate Program (DCP) by the Thai Institute of Directors Association (IOD) Class 334/2023
- E-Learning CFO Orientation for New IPOs 2023 by the Stock Exchange of Thailand
- Advanced Audit Committee Program (AACP) by the Thai Institute of Directors Association (IOD) Class 49/2023
- Chief Financial Officer Certification Program Class 24/2023 by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Work Experiences:

2023 – Present Chief Financial Officer
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2023 – Present Chief Financial Officer
MR. D.I.Y. (Bangkok) Co., Ltd.
Strategic Logistic Co., Ltd.

2021 – Present Chief Financial Officer
MR. D.I.Y. Trading (Thailand) Co., Ltd

Work Experiences in the Last 5 Years:

2023 – 2023 Chief Financial Officer
MR. D.I.Y. Holding (Thailand) Co.,Ltd.

**Mr. Foong Yew Fai**

Senior Vice President of
Distribution Center &
Operations Department



Age: 43 Years

Date of appointment as executive: 1 June 2023

Proportion of shareholding in the Company:

Own share: 1,367,000 shares (0.023% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master of Business Administration, General Business, University Sains Malaysia
- Bachelor of Information Technology, University Kebangsaan Malaysia

Training Programs and Seminars:

- None -

Work Experiences:

2025 – Present Senior Vice President of Distribution Center & Operations Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2025 – Present Senior Vice President of Operations Department
Strategic Logistic Co., Ltd.

2025 – Present Senior Vice President of Distribution Center & Operations Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

Work Experiences in the Last 5 Years:

2023 – 2025 Vice President of Operations Department
Strategic Logistic Co., Ltd.

2023 – 2025 Vice President of Distribution Center & Operations Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2023 – 2025 Vice President of Distribution Center & Operations Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

2021 – 2023 Head of Distribution Center & Operations Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2019 – 2021 Manager of Warehouse & Logistics
Hovid Pharmacy Sdn. Bhd.

**Mr. Arnupharp Kongmalai****Vice President of Marketing Department****Age: 46 Years****Date of appointment as executive:** 1 June 2023**Proportion of shareholding in the Company:****Own share:** 281,000 shares (0.005% of the total issued shares)**Relationship Persons:** None**Family relationship between director and executive:** None**Education Background:**

- Master of Marketing Communication, University of Canberra
- Bachelor of Management of Science/Marketing, Kasetsart University (Siracha Campus)

Training Programs and Seminars:

- None -

Work Experiences:

2023 – Present Vice President of Marketing Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2024 – Present Director
Lapha Lapho Co., Ltd.

2023 – Present Vice President of Marketing Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

Work Experiences in the Last 5 Years:

2021 – 2023 Head of Marketing Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2020 – 2021 Senior Manager (Head of Marketing Communication)
Siam Makro Holding (Thailand) Co., Ltd.

**Mr. Tan Jun Hao**

Vice President of Retail Management
Department



Age: 41 Years

Date of appointment as executive: 1 June 2023

Proportion of shareholding in the Company:

Own share: 1,231,000 shares (0.020% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Secondary School Certificate, SMK Mudzaffar Shah

Training Programs and Seminars:

- None -

Work Experiences:

2023 – Present Vice President of Retail Management Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2023 – Present Vice President of Retail Management Department
MR. D.I.Y. (Bangkok) Co., Ltd.

Work Experiences in the Last 5 Years:

2018 – 2023 Head of Retail Management Department
MR. D.I.Y. (Bangkok) Co., Ltd.

**Ms. Panaiyada Liang-amnuay****Vice President of Human Resources
Department****Age: 47 Years****Date of appointment as executive:** 1 June 2023**Proportion of shareholding in the Company:****Own share:** 657,000 shares (0.011% of the total issued shares)**Relationship Persons:** 13,200 shares (0.000% of the total issued shares)**Family relationship between director and executive:** None**Education Background:**

- Master of Business Administration and Human Resource Management, Thammasat University
- Bachelor of Economics, Thammasat University

Training Programs and Seminars:

- Company Secretary Program (CSP) by the Thai Institute of Directors Association (IOD), Class 85/2018

Work Experiences:

2023 – Present Vice President of Human Resources Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2023 – Present Vice President of Human Resources Department
MR. D.I.Y. (Bangkok) Co., Ltd.
Strategic Logistic Co., Ltd.

2022 – Present Vice President of Human Resources Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

Work Experiences in the Last 5 Years:

2020 – 2022 HR Director
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2020 – 2021 Director
Humantist Co., Ltd.

Ms. Sirapa Jeamworanantkul

Head of Company Secretary and Legal Department (Company Secretary)



Age: 41 Years

Date of appointment as Company Secretary: 1 June 2023

Proportion of shareholding in the Company:

Own share: 175,000 shares (0.003% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Master (LL. M) of Laws, Thammasat University
- Bachelor (LL. B) of Laws, Thammasat University

Training Programs and Seminars:

- Company Secretary Program (CSP) by the Thai Institute of Directors Association (IOD), Class 104/2019
- Effective Minutes Taking (EMT) by the Thai Institute of Directors Association (IOD), Class 59/2025
- Controlled Product Labeling (No. 4) B.E. 2566, by the Office of the Consumer Protection Board

Work Experiences:

2023 – Present Head of Company Secretary and Legal Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

- None -

Work Experiences in the Last 5 Years:

2022 – 2023 Head of Company Secretary and Legal Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.

2021 – 2022 Senior Professional, Legal Management
Thai Samsung Electronics Company Limited

2019 – 2021 Assistance Vice President, Company Secretary Department
Total Access Communication Public Company Limited

2018 – 2019 Assistance Vice President, Head of Administrative Litigation Department
Total Access Communication Public Company Limited

Ms. Pitawan Minakool

Deputy Head of Accounting and
Finance Department
(the Person Assigned to Take Direct
Responsibility for Accounting Supervision)



Age: 33 Years

Date of appointment as the Person Assigned to Take Direct Responsibility for Accounting Supervision: 1 June 2023

Proportion of shareholding in the Company:

Own share: 58,100 shares (0.001% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Bachelor of Accountancy, Major in Accounting, Chulalongkorn University

Training Programs and Seminars:

- Certified Public Accountant (CPA) by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Qualified Bookkeeper in accordance with the criteria prescribed by the Department of Business Development

- Training Program for Certified Thai Chartered Management Accountant (TCMA), Class 1/2024, by the Federation of Accounting Professions under the Royal Patronage

Work Experiences:

2025 – Present Deputy Head of Accounting and Finance Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

- None -

Work Experiences in the Last 5 Years:

2023 – 2025 Senior Accounting Manager
MR. D.I.Y. Holding (Thailand) Public Company Limited

2021 – 2023 Senior Accounting Manager
MR. D.I.Y. Trading (Thailand) Company Limited

2019 – 2021 Senior Accounting Manager
Thai Yamaha Motor Company Limited

Remarks: Relationship Persons means

- spouse or cohabiting couple;
- minor child; and
- juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.



2. Duties and Responsibilities of Company Secretary

The Company Secretary shall perform his/her duties under Section 89/15 and 89/16 of Securities and Exchange Act with care and responsibility and in good faith as well as in compliance with all laws, the objectives, the articles of association of the company, and the resolutions of the board of directors and the shareholders' meeting. The Company has set the scope of duties and responsibilities of the Company Secretary as follows:

1. To give preliminary advice to directors and executives regarding corporate matters on laws, rules and regulations governing the Company (as a listed company) and Articles of Association, and ensure that such legislation and documents are duly complied by the directors and executives;
2. To inform directors and executives of any significant statutory changes or updates that might affect the Company;
3. To ensure that all disclosures and report submissions are made in accordance with the regulations, notifications and requirements of the SET, the SEC Office and the Capital Market Supervisory Board, as well as any other relevant regulations;
4. To ensure that all shareholders' meetings and the Board of Directors meetings are organized and arranged in compliance with the Articles of Association, good practice, laws and resolutions of shareholders' meetings and Board of Directors meetings as well as follow up to ensure compliance with the resolutions of the shareholders and the Board of Directors' meetings;
5. To prepare and retain the following important documents at the head office of the Company:
 - register of directors;
 - notices and minutes of Board of Directors meetings;
 - notices and minutes of shareholders' meetings;
 - annual registration statements/annual report (Form 56-1 One Report); and
 - other documents as determined by the Board of Directors,
6. To retain reports on interest of directors and executives, and deliver copies thereof to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven (7) working days from the date of receipt of such reports by the Company, whereby the Chairman of the Board of Directors or the Company Secretary him/herself shall notify the SEC of the place where the documents are kept;
7. To monitor and retain copies of reports on the securities holdings of the Company's executives and persons under Section 59 of the Securities and Exchange Act, B.E. 2535 (as amended) that have been submitted to the SEC, and notify the Board of Directors, executives, and relevant personnel of such securities holdings to be cautious when trading the Company securities during which the financial statements are audited in order to prevent insider trading;
8. To ensure that the various activities of the Board of Directors are in compliance with relevant laws, rules, and regulations of the SET, the SEC and the Capital Market Supervisory Board, and/or in line with those assigned by the Board of Directors;
9. To provide orientation, information and advice on laws, regulations, articles of association and the Company's policies necessary for the Board of Directors and executives to perform its duties, to the current Board of Directors and executives as well as those who are newly appointed. The Company Secretary shall monitor and ensure that the Board of Directors and executives are in due and regular compliance with such laws and regulations and keep monitoring of significant changes in legal requirements;
10. To provide support for directors and executives to attend training courses in their relevant areas;
11. To advise the Board of Directors on good corporate governance matters in applying to the Company's corporate governance practices; and
12. To perform any other acts as specified in the notifications of the Capital Market Supervisory Board or as assigned by the Board of Directors.



3. Details of Directors, Executives, and Controlling Persons of the Subsidiaries that Operate the Core Business

3.1 Strategic Logistic Co., Ltd.

Mr. Ong Zhao Cia

Director (Authorized Director)

Age 43 Years

Date of first appointment as director: 5 September 2019

Proportion of shareholding in the Company:

Own share: 1,670,000 shares (0.028% of the total issued shares)

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- None -

Training Programs and Seminars:

- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), Class 225/2024
- Level 2, Autocad, Informatics

Work Experiences:

2019 – Present Director
Strategic Logistic Co., Ltd.

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

2024 – Present Vice President of Distribution Center
Mr. D.I.Y. International Sdn. Bhd.

2023 – Present Advisor
MR. D.I.Y. Trading (Thailand) Co., Ltd.

Work Experiences in the Last 5 Years:

2024 – 2024 Vice President
MR D.I.Y. Trading Sdn. Bhd.

2022 – 2024 Head of Department
MR D.I.Y. Trading Sdn. Bhd.

2019 – 2023 Managing Director
Strategic Logistic Co., Ltd.

2019 – 2022 Director
MR. D.I.Y. Trading (Thailand) Co., Ltd

Mr. Chin Guangui

Director (Authorized Director) / Chief Executive Officer

Details of Mr. Chin Guangui are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Titanan Sun

Director (Authorized Director) / Executive Vice President of Business Development Department

Details of Ms. Titanan Sun are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Mr. Foong Yew Fai

Senior Vice President of Operations Department

Details of Mr. Foong Yew Fai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

**Ms. Onuma Chairatanatrai**

Chief Financial Officer

Details of Ms. Onuma Chairatanatrai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Panaiyada Liang-amnuay

Vice President of Human Resources Department

Details of Ms. Panaiyada Liang-amnuay are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

3.2 MR. D.I.Y. Trading (Thailand) Co., Ltd.**Mr. Chin Guangui**

Director (Authorized Director) / Chief Executive Officer

Details of Mr. Chin Guangui are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Titanan Sun

Director (Authorized Director) / Executive Vice President of Business Development Department

Details of Ms. Titanan Sun are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Mr. Foong Yew Fai

Senior Vice President of Distribution Center & Operations Department

Details of Mr. Foong Yew Fai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Onuma Chairatanatrai

Chief Financial Officer

Details of Ms. Onuma Chairatanatrai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Mr. Arnupharp Kongmalai

Vice President of Marketing Department

Details of Mr. Arnupharp Kongmalai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Panaiyada Liang-amnuay

Vice President of Human Resources Department

Details of Ms. Panaiyada Liang-amnuay are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

3.3 MR. D.I.Y. (Bangkok) Co., Ltd**Mr. Chin Guangui**

Director (Authorized Director) / Chief Executive Officer

Details of Mr. Chin Guangui are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Titanan Sun

Director (Authorized Director) / Executive Vice President of Business Development Department

Details of Ms. Titanan Sun are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

**Ms. Onuma Chairatanatrai**

Chief Financial Officer

Details of Ms. Onuma Chairatanatrai are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Mr. Tan Jun Hao

Vice President of Retail Management Department

Details of Mr. Tan Jun Hao are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

Ms. Panaiyada Liang-amnuay

Vice President of Human Resources Department

Details of Ms. Panaiyada Liang-amnuay are set out in “Item 1: Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision, and the Company Secretary”.

4. Positions held by Directors and Executives in the Company’s Subsidiaries, Associated Companies and Related Companies

4.1 Subsidiaries and Associated Companies

No. Name of Company		List of Directors and Executives												
		Mr. Ong Chu Jin Adrian	Mrs. Kanoklada Rerkasem	Mr. Loo Chong Peng	Ms. Nuntana Taveeratanasilp	Mr. Anajuk Chareonwongsak	Mr. Chin Guangui	Ms. Titanan Sun	Mr. Foong Yew Fai	Ms. Onuma Chaitranatrai	Mr. Tan Jun Hao	Mr. Amupharp Kongmalai	Mr. Panaiyada Liang-amnuay	Mr. Ong Zhao Cia
1.	The Company	X / 2	// /1 3	// 1 /2	// /3 2	// 1	/ V 3	/ V	V	V	V	V	V	
2.	STG						/ V	/ V	V	V			V	/
3.	MDTT						/ V	/ V	V	V		V	V	
4.	MDKK						/ V	/ V		V	V		V	
5.	KKVSC						/							
6.	KKVBM						/							

Remarks:

X = Chairman

/ = Director

// = Independent Director

V = Executive

/1 = Chairman of the Audit and Risk Management Committee

/2 = Chairman of the Nomination and Remuneration Committee

/3 = Chairman of the Corporate Governance and Sustainability Committee

1 = Member of the Audit and Risk Management Committee

2 = Member of the Nomination and Remuneration Committee

3 = Member of the Corporate Governance and Sustainability Committee

Name of Company

STG Strategic Logistic Co., Ltd.

MDTT MR. D.I.Y. Trading (Thailand) Co., Ltd.

MDKK MR. D.I.Y. (Bangkok) Co., Ltd.

KKVSC KKV Supply Chain Company Limited

KKVBM KKV Business Management Company Limited



4.2 Related Companies

No.	Name of Company	List of Directors and Executives											
		Mr. Ong Chu Jin Adrian	Mrs. Kanoklada Rerkasem	Mr. Loo Chong Peng	Ms. Nuntana Taveeratanasilp	Mr. Anajuk Chareonwongsak	Mr. Chin Guangui	Ms. Titanan Sun	Mr. Foong Yew Fai	Ms. Onuma Chairatanatrai	Mr. Tan Jun Hao	Mr. Arnupharp Kongmalai	Mr. Panaiyada Liang-amnuay
1.	PT Daya Intiguna Yasa Tbk	X		//									
2.	Maxis Berhad	//											
3.	MR D.I.Y. Group (M) Berhad	/											
		V											
4.	Azara Alpina Sdn. Bhd.	/											
5.	Mr. D.I.Y. (Bangladesh) Ltd.	/											
6.	Mr. D.I.Y. (South Africa) (Pty) Ltd.	/											
7.	Mind Professional Holding Ltd.	/											
8.	MR. D.I.Y. International Holding Ltd.	/											
9.	Carissa Balsam Sdn. Bhd.	/											
10.	MR. D.I.Y. International Holding Two Ltd.	/											
11.	Eurospeed Holdings Ltd.	/											
12.	Turkspeed Ltd.	/											
13.	Sterling Infratech Sdn. Bhd.	/											
14.	Oceanic Star Ltd.	/											
15.	MR. D.I.Y. Holdings (M) Sdn. Bhd.	/											

No.	Name of Company	List of Directors and Executives											
		Mr. Ong Chu Jin Adrian	Mrs. Kanoklada Rerkasem	Mr. Loo Chong Peng	Ms. Nuntana Taveeratanasilp	Mr. Anajuk Chareonwongsak	Mr. Chin Guangui	Ms. Titanan Sun	Mr. Foong Yew Fai	Ms. Onuma Chairatanatrai	Mr. Tan Jun Hao	Mr. Arnupharp Kongmalai	Mr. Panaiyada Liang-amnuay
16.	Sky Venture Ltd.	/											
17.	Classic Avenue Ltd.	/											
18.	Mr. D.I.Y. (LAO) Co., Ltd.	/											
19.	Mr. D.I.Y. (Cambodia) Co., Ltd.	X					/	/					
20.	Maya Asia Limited	/											
21.	Agave Salmiana Sdn. Bhd.	/											
22.	Primal Research Company Limited		/										
23.	Siam Piwat Entertainment Company Limited		X										
			/										
24.	Magna Estate Company Limited		/										
25.	Lat Krabang Residence Company Limited		/										
26.	Siam Gourmet Holding Company Limited		/										
27.	Siam Rivea Company Limited		/										
28.	SNG Solutions Company Limited		/										
29.	Everville Sdn. Bhd.			/									
30.	Odelay Sdn. Bhd.			/									



No. Name of Company		List of Directors and Executives												
		Mr. Ong Chu Jin Adrian	Mrs. Kanoklada Rerkasem	Mr. Loo Chong Peng	Ms. Nuntana Taveeratanasilp	Mr. Anajuk Chareonwongsak	Mr. Chin Guangui	Ms. Titanan Sun	Mr. Foong Yew Fai	Ms. Onuma Chairatanatrai	Mr. Tan Jun Hao	Mr. Amupharp Kongmalai	Mr. Panaiyada Liang-amnuay	Mr. Ong Zhao Cia
31.	Universiti Malaya Urological Cencer Trust Fund (UM)			/										
32.	Yayasan MR. D.I.Y.			/										
33.	Emerald Wira Holdings Limited			/										
34.	Starry Planner Sdn. Bhd.			/										
35.	Dinamik Suci Sdn. Bhd.			/										
36.	Genius Award Sdn. Bhd.			/										
37.	Sound Paradise Sdn. Bhd.			/										
38.	Teik Cheong Kilang Bata Dan Arang Sdn. Bhd.			/										
39.	Teleport Commerce Philippines Inc.					/								
40.	Teleport Platforms Pte. Ltd.					/								
41.	Freightchain Technologies Pte. Ltd.					/								
42.	Easyparcel Group Sdn. Bhd.					/								
43.	Teleport Commerce Malaysia Sdn. Bhd.					/								
44.	Teleport (Thailand) Company Limited					/								
						V								

No.	Name of Company	List of Directors and Executives												
		Mr. Ong Chu Jin Adrian	Mrs. Kanoklada Rerkasem	Mr. Loo Chong Peng	Ms. Nuntana Taveeratanasilp	Mr. Anajuk Chareonwongsak	Mr. Chin Guangui	Ms. Titanan Sun	Mr. Foong Yew Fai	Ms. Onuma Chairatanatrai	Mr. Tan Jun Hao	Mr. Amupharp Kongmalai	Mr. Panaiyada Liang-amnuay	Mr. Ong Zhao Cia
45.	Teleport Commerce (Thailand) Company Limited				/									
46.	Teleport Platforms Sdn. Bhd.				/									
47.	Teleport Everywhere Pte. Ltd.				/	V								
48.	Speedy Holding Company Limited					/								
49.	Velocity Holding Company Limited					/								
50.	ACCE Co., Ltd.						/							
51.	VGL Restaurant Group Company Limited						/							
52.	Future 7 Technology Company Limited						/							
53.	Lapha Lapho Co., Ltd.											/		

Remarks:

X = Chairman

/ = Director

// = Independent Director

V = Executive



5. Disciplinary Records of Directors, Executives and Controlling Persons

During the past five years, no directors executives, and controlling persons has been penalized for a wrongful act under the SEA B.E. 2535 (as amended) or the Derivatives Act B.E. 2546 (as amended), only in the following cases:

- (1) Dishonest act or gross negligence;
- (2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved;
- (3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.



Attachment 2 Details of Directors of Subsidiaries

The Company has 3 subsidiaries that operate the core business: Strategic Logistic Co., Ltd. ("STG"), MR. D.I.Y. Trading (Thailand) Co., Ltd. ("MDTT"), and MR. D.I.Y. (Bangkok) Co., Ltd. ("MDKK"). Details of the directors of STG, MDTT and MDKK as of 31 December 2025 are as follows:

No	Name	STG	MDTT	MDKK
1.	Ms. Titanan Sun	✓	✓	✓
2.	Mr. Ong Zhao Cia	✓	-	-
3.	Mr. Chin Guangui	✓	✓	✓

Remark:

✓ = Director



Attachment 3 Details of the Head of Internal Audit



Ms. Phunapa Nacosiri

Head of Internal Audit Department

Age: 52 years

Proportion of shareholding in the Company:

Own share: None

Relationship Persons: None

Family relationship between director and executive: None

Education Background:

- Bachelor of Accounting, Chulalongkorn University

Diploma

- Internal Control for IPO, Safety officer at the level of executive, Cooperative Auditor

Certificates / Training Programs and Seminars:

- Crisis Management
- Whistleblowing System
- Conflict Management

- Risk Management (COSO ERM)
- Digital transformation
- Personal Data Protection Act (PDPA)
- Store Audit & Administration Control
- KPMG Risk Insights Executive Talk No.1/2025 Key Thematic Areas to Consider in 2025
- KPMG Risk Insights Executive Talk No.2/2025 Compliance Risk: Challenges and Insights
- Transformation Leadership Training Session Management
- SSSG root cause analysis
- New Global Internal audit standard
- Entrepreneurial Mindset & Transformation Leader Training
- AI in Governance, Risk & Compliance
- Integrating ESG into Internal Audit
- Refreshment Investigation Flow
- Key Considerations for Trading Listed Shares and ESOP Warrant
- Generative AI for Productivity Boost Training
- AI-Powered Internal Control: Building a Robust Business Defense

Work Experiences:

2023 – Present Head of Internal Audit Department
MR. D.I.Y. Holding (Thailand) Public Company Limited

Position in other listed companies:

- None -

Position in other non-listed companies or organizations:

- None -

Work Experiences in the Last 5 Years:

2023 – 2023 Head of Internal Audit Department
MR. D.I.Y. Trading (Thailand) Co., Ltd.
2021 – 2023 Deputy Director, Internal Audit Office
Bangkok Produce Merchandising Public Company Limited



Attachment 4 Assets Used in Business Operations and Details of Asset Appraisal

1. Operating Assets of the Group

1.1 Investment in Subsidiary

The Company operates primarily as a holding company. The subsidiaries in which the company holds shares primarily engage in the import, export, trading, and retailing of consumer goods in Thailand. According to the Company's separate financial statements as of 31 December 2025, the Company has investments in three subsidiaries as follows:

Subsidiaries	Shareholding Proportion (percentage)	Book Value of Investments as of 31 December 2025 (THB Million)
Strategic Logistic Company Limited (STG)	100	4.0
MR. D.I.Y. Trading (Thailand) Company Limited (MDTT)	100	54.4
MR. D.I.Y. (Bangkok) Company Limited (MDKK)	100	96.3
Total		154.7

1.2 Key Fixed Operating Assets of the Group

1.2.1 Leasehold asset Improvements and Equipment

As of 31 December 2025, the Group's leasehold asset improvements and equipment have the net book value, as stated in the Group's consolidated financial statement, of THB 3,049.3 million, or 16.6 percent of the total asset. The detail is as follows:

List	Net Book Value As of 31 December 2025 (THB Million)
Leasehold asset improvements	534.6
Furniture and fixtures	1,874.5
Office equipment and tools	243.6
Vehicles	126.8
Assets under installation	269.8
Total	3,049.3

1.2.2 Right-of-use Assets

As of 31 December 2025, the Group's right-of-use assets have the net book value, as stated in the Group's consolidated financial statement, of THB 6,188.7 million, or 33.6 percent of the total asset. The details are as follows:

List	Net Book Value As of 31 December 2025 (THB Million)
Land	61.3
Buildings	6,023.2
Equipment	6.3
Vehicles	97.9
Total	6,188.7

1.2.2.1 Significant Land

As of 31 December 2025, the Group has the following right-of-use assets for land.

No.	List	Land size (Rai-Ngan-Square Wah)	Landholder	Type of Holding	Obligations
1.	Central Distribution Center ¹	36-3-28.6	MDTT (as tenant) and MDKK (as subtenant of MDTT)	Lease Rights	None
2.	Distribution KM.21 ²	28-3-9.75	MDTT (as tenant)	Lease Rights	None

Remarks: ¹ The Distribution Center is situated in Samut Prakan, consisting of 8 warehouses.

² Distribution KM.21 consists of 3 warehouses in Bang Sao Thong Subdistrict, Bang Sao Thong District, Samut Prakan Province, MDTT has entered into a lease agreement to support the business operations of its group of companies, KKV Supply Chain Co., Ltd. (KKVSC) and KKV Business Management Co., Ltd. (KKVBM).



1.2.2.2 Significant Buildings

As of 31 December 2025, the Group has the following right-of-use assets for significant buildings or building space.

No	List	Land size (Square Meter)	Landholder	Type of Holding	Obligations
1.	Central Distribution Center ¹	44,088	MDTT (as tenant) and MDKK (as subtenant of MDTT)	Lease Rights	None
2.	Distribution KM.21 ²	46,039 ⁸	MDTT (as tenant)	Lease Rights	None
3.	Regional Cross-docking Hub ³	5,155 ⁸	MDTT	Lease Rights	None
4.	Retail Mall-Based ^{4, 6}	188,973 ⁸	MDKK	Lease Rights	None
5.	Standalone ^{5, 6}	527,918 ⁸	MDKK	Lease Rights	None
6.	Office Building ⁷	2,948 ⁸	STG และ MDTT	Lease Rights	None

Remarks:

¹ The Central Distribution Center is situated in Samut Prakan, consisting of 8 warehouses.

² Distribution KM.21, consisting of 3 warehouses in Bang Sao Thong Subdistrict, Bang Sao Thong District, Samut Prakan Province, MDTT has entered into the lease agreements to support the business operations of its Group, KKVSC, and KKVBM business.

³ There are 3 regional cross-docking hubs situated in Tak, Nakhon Ratchasima, and Surat Thani.

⁴ There are 298 retail mall-based stores of which MDKK is the landholder through space lease agreement.

⁵ There are 829 standalone stores of which MDKK is the landholder through land and building lease agreement.

⁶ MDKK operates retail stores under trade name of MR. D.I.Y. and MR. D.I.Y. Express.

⁷ There are 2 office buildings situated in Bangkok and Samut Prakan.

⁸ Details as of 31 December 2025

1.3 Intangible Assets of the Group








As of 31 December 2025, the Group's intangible assets have the net book value, as stated in the Group's consolidated financial statement, of THB 114.6 million. The detail is as follows:

No	List	Detail	Net Book Value As of 31 December 2025 (THB Million)
1.	Computer software	Operating software	112.6
2.	Trademark	Trademarks and service marks for goods offered	0.3
3.	Computer software under installation	Operating software	1.7
Total			114.6










1.4 Significant Trademarks and Service Marks





As of 31 December 2025, the Group owns a total of 29 significant trademarks and service marks, all registered with the Department of Intellectual Property. A summary can be found below.

Marks	Owners	Registration Number	Description of Goods / Services	Protection Period
	The Company	Bor71658	Wholesale and retail services, including the aggregation of a variety of products for the convenience of buyers, in categories of hardware, electronic products, household products, stationery, automotive accessories, gardening tools, sports equipment, fashion accessories, bags, toys, shoes, gifts, and do-it-yourself items	6 June 2014 – 5 June 2034
	The Company	Bor71912	Wholesale and retail services, including the aggregation of a variety of products for the convenience of buyers, in categories of hardware, electronic products, household products, stationery, automotive accessories, gardening tools, sports equipment, fashion accessories, bags, toys, shoes, gifts, and do-it-yourself items	6 June 2014 – 5 June 2034
	The Company	191110595	Products made of metal (e.g., metal door handles, metal locks, metal key locks, metal toolboxes, metal pipes, steel pipes, metal knockers, nails, etc.)	27 February 2015 – 26 February 2035
	The Company	171127110	Electrical tools and machinery (e.g., electric hand drills, electric hammers, milling machines, automatic conveyor machinery, grinding machines, polishing machines, saw machines, punching machines, trimming or finishing machines, etc.)	27 February 2015 – 26 February 2035
	The Company	191111990	Gardening tools and various equipment (e.g., shears, drills, rakes, shovels, spades, hammers, pumps, pliers, saws, screwdrivers, sickles, wrenches, vegetable knives, etc.)	27 February 2015 – 26 February 2035
	The Company	191110594	Lighting products and various equipment (e.g., lamps, electric fans, flashlights, lanterns, light bulbs, decorative lights, travel lights, reflective tubes, faucets, etc.)	27 February 2015 – 26 February 2035
	The Company	211125352	Products for indoor use, automotive accessories, and various equipment (e.g., car light bulbs, decorative light bulbs, car turn signal lights, showerheads, faucets, steam rooms, bathtubs, bathtub installation kits, saunas, water line installation kits, air warmers, lamps, fans, flashlights, gas stove lighters, lamp covers, glass lantern covers, lantern wicks, lamp reflector plates, lanterns, light diffusers, lighters, light bulb holders, light sockets, faucet heads, shower enclosures, water pipes, water dispensers, water filters, socks, cooking stoves, hair dryers, toasters, rice cookers, slow cookers, coffee makers, kettles, fans, gas stoves, etc.)	17 December 2019 – 16 December 2029








Marks	Owners	Registration Number	Description of Goods / Services	Protection Period
	The Company	231100122	Products related to paints, including various products used on surfaces (e.g., house and building paints, art paints, polishing oils, lacquer, rust-proof coatings, dyes or color additives, metal foils, metal powders, wood finishes, etc.)	31 May 2021 – 30 May 2031
	The Company	231100132	Cleaning products and personal care products (e.g., cleaning agents, detergents, bleach, soap, cosmetic sets, personal care preparations, deodorants, toothpaste, mouthwash, fragrance products, cleaning cloths, cleaning pads, cleaning tissues, cleaning sponges, etc.)	31 May 2021 – 30 May 2031
	The Company	231100118	Construction materials and various equipment (e.g., advertising sign posts, paper, alabaster stone, alabaster glass, aquarium tanks, gravel, sand, non-metallic building frames, artificial stone, asphalt, tar, stair rails, beams, bicycle parking frames, exterior sun shades, non-metallic separators, building glass, clay, roof tiles, felt, road barriers, door frames, doors, drainage pipes, drain valves, fences, sculptures, fire-resistant clay, roofing sheets, parquet flooring, floor tiles, gutters, shutters, drain covers, fence rails, electric poles, wall decorative tiles, wood, wooden boards, processed wood, veneer, etc.)	31 May 2021 – 30 May 2031
	The Company	231130623	Fresh vegetables, fresh fruits, plant shoots, seeds for planting, animal feed	31 May 2021 – 30 May 2031
	The Company	231100112	cigarette lighters, matches	31 May 2021 – 30 May 2031
	The Company	241119521	Electrical appliances and machinery (such as lathes, machine tools, tool holders, power hammers, electric winches, electric generators, hydraulic control systems, hydraulic hoists, hydraulic pumps, hydraulic jacks, electric hose reels for water spraying, electric hammers, electric shears, electric screwdrivers, electric generators, electric fruit juicers, food blending machines, electric meat slicing machines, electric vegetable slicing machines, electric egg or cream beaters, vacuum cleaners, etc.)	31 May 2021 – 30 May 2031
	The Company	241119519	Tools and implements (such as stirring paddles, cutting tools, digging and drilling tools, drills, hammers, pestles, scrapers, mortars, hole-punching pliers, gardening tools, wire-threading tools, table-use carving or cutting implements, knives, razors, razor blades, razor cases, razor sharpeners, files, irons, electric hair clippers, hair-cutting scissors, etc.)	31 May 2021 – 30 May 2031





Marks	Owners	Registration Number	Description of Goods / Services	Protection Period
	The Company	241119543	Electrical appliances and apparatus (such as accounting data processors, electric accumulators, alarm sounders, protective gloves, storage batteries, battery chargers, battery containers, signal bells, binoculars, cables, cameras, object detectors, metal detectors, compact discs, discs, CD-ROMs, data recording discs, electric cable connectors, electric terminals, power supply units, electric capacitors, touch switches, electrically operated control instruments, electrical installations, flashing signal lights, flash lamps, display screens, galvanic batteries, electrochemical cells (galvanic cells), spectacles, mobile phone stands, magic lanterns, dimmer switches, lighting apparatus, signaling apparatus, light-emitting diodes (LEDs), electronic pointers using light emission, lightning protection apparatus, latches, measuring glasses, measuring instruments, measuring spoons, microphones, computer mice, data processing equipment, mouse pads, optical glass fibers, projectors, electronic pens, electrical sockets, electric plugs, electrodynamic apparatus, weighing apparatus, smoke detectors, electronic starters for lamps, thermometers, anti-theft installations, time recorders, automatic timers, electric power adapters, flash drives, electrical connectors, electric wires, electric fuse wires, photographic printing lamps, etc.)	31 May 2021 — 30 May 2031
	The Company	241119537	Apparatus and installations (such as vehicle lights, bath apparatus, shower installations, shower enclosures, pipes, bathtubs, heating apparatus, lamps, fans, flashlights, gas lighters, automobile headlamps, lamp shades, lantern globes, lighting fixtures, light bulbs, lamp wicks, light reflectors for lamps and lanterns, gas lamp burners, vehicle direction indicator lamps, lamp holders, lighting apparatus, ignition devices, lighting installations, lamp sockets, water taps, flashlights, electric torches, electric filamentless lamps, water closets, water supply apparatus, water filtering apparatus, water dispensing installations, water pipes, foot warmers, decorative lights, hair dryers, toasters, rice cookers, slow cookers, induction cookers, coffee makers, electric kettles, gas stoves, etc.)	31 May 2021 — 30 May 2031
	The Company	241119581	Vehicle accessories and related apparatus (such as sun visors, anti-theft devices, automobile accessories, bicycle accessories, direction indicators, luggage racks, rear-view mirrors, child safety seats, scooters, seat covers, shock absorber springs, shopping trolleys, spare tyre covers, spare wheel covers, spoilers, wheel spoke clips, vehicle windows, windscreen wipers, windscreens, wiper blades, automobile windshields, yachts, vehicle cup holders, automobile cigarette lighters, vehicle ashtrays, etc.)	31 May 2021 — 30 May 2031
	The Company	241119516	Fashion accessories and timepieces (such as amulets, pearls, hairpins, bracelets, necklaces, chronometric instruments, watches, chronometer accessories, stopwatches, etc.)	31 May 2021 — 30 May 2031



Marks	Owners	Registration Number	Description of Goods / Services	Protection Period
	The Company	241119518	Stationery and office supplies (such as paper, drawing sets, pens, pencils, pencil holders, coloured pencils, tracing cloths, pencil leads, erasers, pencil sharpeners, bookmarks, document markers, paint boxes and paint brushes, ink erasers for office use, brushes, stationery cases, ink, notebooks, printed publications, writing pads, packaging materials, tags, desk pads, files, stickers, plastic films, paper handkerchiefs, etc.)	31 May 2021 — 30 May 2031
	The Company	241119534	Bags and other goods made of leather, artificial leather, or other materials (such as bags, boxes, straps, umbrellas, walking sticks, whips, bridles, saddlery, etc.)	31 May 2021 — 30 May 2031
	The Company	241119533	Household furnishings and related articles (such as shelves, display cabinets, benches, drawers, mirrors, picture frames, wooden boxes, partitions, cork stoppers, wickerwork materials, baskets, blind pulleys, notice boards, etc.)	31 May 2021 — 30 May 2031
	The Company	241119554	Household utensils and containers (such as boot jacks, bottles, deep bowls, glass bowls, boxes, cleaning brushes, mops, clothes-drying racks, clothes pegs, clothespins, clothes hangers, cleaning cloths, coasters, electric coffee grinders, coffee makers, coffee cup sets, cool boxes, combs, cooking moulds, jars, cookware sets, meat skewers, frying pans, ladles, ice buckets, insulated cool boxes, plates, wine glasses, glass rods, cups, dish covers, dishes, drinking glasses, straws, water troughs, pitchers, glass bulbs, glass bottles, semi-worked glass, bottle stoppers, glass wool, glove stretchers, gloves, food mixers, spoons, garlic crushers, pastry moulds, knife blocks, mop buckets, floor mops, mosaic glass, nail brushes, towel racks, artificial eggs, glass plates, leather polishing pads, wax-polishing machines, polishing cloths, pot lids, cooking pots, powdered glass, shakers, salt shakers, shaving brush stands, shaving brushes, shoe brushes, shoehorns, shoe trees, liquid soap dispensers, soap dishes, strainers, aquariums, tea accessories, tea cup sets, teapots, tie presses, toilet brushes, toilet paper holders, sponges, storage containers, toothbrushes, toothpick holders, toothpicks, vacuum flasks, sculptures, animal hair, metal scouring pads, siphons, flower pot troughs, egg beaters or cream whisks, shower heads, lawn sprinklers, watering syringes, watering nozzles, laundry utensils, ice cube moulds, etc.)	31 May 2021 — 30 May 2031
	The Company	241119553	Articles made of fiber and fibrous materials (such as awnings, sacks, belts, binding cords, burial bags, bottle bags, straw, cables, ropes, carbon fibers, ventilated fabrics, cords, raw cotton, tow ropes, fishing nets, hammocks, laundry bags, stair tapes, lanyards, mailing bags, nets, stuffed packaging, paper, padding materials, plastics, rope ladders, tents, textile fibers, vehicle covers, strapping or tying bands, etc.)	31 May 2021 — 30 May 2031



Marks	Owners	Registration Number	Description of Goods / Services	Protection Period
	The Company	241119567	Textile products and related articles (such as flags, bed covers, linen products, woollen fabrics, felt, hemp fabrics, woven fabrics, placemats, curtains, fleece fabrics, silk fabrics, corrugated fabrics, cotton fabrics, canvas, raw fabrics, coarse fabrics, brocades, net-like fabrics, billiard cloths, mosquito nets, draperies, pillowcases, quilts, lap blankets, sleeping bags, fasteners, gloves, satin fabrics, flag, etc.)	31 May 2021 — 30 May 2031
	The Company	241119527	Clothing and apparel articles (such as gloves, coats, shirts, raincoats, belts, cuffs, one-piece dress-and-shirt sets, woollen garments, knitted garments, neckties, trousers, nightwear, undergarments, scarves, shirts, vests, skirts, suits, sportswear, lingerie, underwear, swimwear, T-shirts, footwear, socks, hats, etc.)	31 May 2021 — 30 May 2031
	The Company	241119526	Floor coverings and wall hangings (such as artificial turf, carpets, carpet underlays, mats, floor coverings, wall hangings, curtains, wallpaper, etc.)	31 May 2021 — 30 May 2031
	The Company	241119538	Toys and sporting goods (such as toys, card games, board games, video game consoles, collectible cards, building blocks, Christmas tree decorations, etc.)	31 May 2021 — 30 May 2031
	The Company	230141086	Retail, wholesale, distribution, sales agency services, retail and wholesale services for various types of products, and the aggregation of products for the benefit of others, excluding transportation, to allow customers to view and purchase these products conveniently through various channels	3 November 2023 — 2 November 2033
	The Company	230141087	Retail, wholesale, distribution, sales agency services, retail and wholesale services for various types of products, and the aggregation of products for the benefit of others, excluding transportation, to allow customers to view and purchase these products conveniently through various channels	3 November 2023 — 2 November 2033

1.5 Significant Lease Agreement

The Group's significant lease agreements are as follows.

1.5.1 Lease agreement for the central distribution center

1.5.1.1 Distribution center

As of 31 December 2025, MDTT entered into multiple lease agreements with third parties for the lease of land and building to be used as the Group's central distribution center, consisting of a cluster of 8 closely located warehouses situated in Samut Prakan. The terms of lease range from 3 to 9 years with details as follows.

- (1) MDTT entered into long-term lease agreements for land and buildings to be used as central distribution centers at four locations under three lease contracts. The lease terms range from 7 to 9 years, with three leases expiring on 30 April 2028, and one lease expiring on 31 December 2031. The rent is to be paid monthly at the rates specified in the contracts. Key contract terms include the followings: any additions, modifications, or alterations require the lessor's consent; the transfer of lease rights and subleasing are permitted only to MDKK or its affiliates; upon lease termination for any reason, MDTT must return the leased premises within the period specified in the contract; in case of a breach of contract by either party, the non-breaching party must notify the breaching party to rectify the breach within 30 days. If the breach is not rectified within the specified period, the non-breaching party has the right to terminate the contract; the conditions for lease renewal are as specified in the contract. The lease agreements have been registered with the relevant land office.

Additionally, for the above-mentioned central distribution center leases, MDTT has entered into a service agreement with the lessor to appoint the lessor to manage and maintain the buildings and leased areas in good condition. The service fees are to be paid monthly at the rates specified in the contract. Other related conditions are to follow the lease agreement. If MDTT defaults on the service agreement, it will be considered a default on the lease agreement as well.

- (2) MDTT has entered into short-term lease agreements for land and buildings to be used as central distribution centers at three locations under three lease contracts. The lease terms do not exceed 3 years, with each lease expiring on 30 November 2026. The rent is to be paid monthly at the rates specified in the contracts. Key contract terms include the

followings: any additions, modifications, or alterations, as well as the transfer of lease rights or subleasing of the leased areas, require the lessor's consent; upon lease termination for any reason, MDTT must return the leased premises within the period specified in the contract; In case of a breach of contract by MDTT, the lessor must notify MDTT to rectify the breach within the period specified for that particular breach. If the breach is not rectified within the specified period, the lessor has the right to terminate the contract.

- (3) MDTT has entered into an additional lease agreement for one more central distribution center from the same lessor. This lease will have a term of 3 years, starting from 1 August 2024 to 31 July 2027, with conditions for lease renewal as specified in the contract. The key contract terms are similar to those of the other central distribution center leases mentioned earlier.

1.5.1.2 Regional cross-docking hub

As of 31 December 2025, MDTT entered into lease agreements for land and buildings to be used as regional cross-docking hubs at three locations under three lease contracts. These are in Tak, Nakhon Ratchasima, and Surat Thani provinces. The lease terms are 3 years, with each lease expiring on 30 September 2026, 31 May 2027, and 29 February 2028, respectively. The rent is to be paid monthly at the rates specified in the contracts. Key contract terms include the followings: some contracts specify that MDTT has the right to construct, modify, or alter the leased premises to suit business needs, except in cases where such actions would damage or weaken the structure or foundation, which would require the lessor's consent; MDTT may sublease the leased property; the transfer of lease rights or subleasing must receive the lessor's consent; modifications and alterations must be approved by the lessor; conditions for lease renewal are as specified in the contracts; and upon lease termination for any reason, MDTT must return the leased premises within the period specified in the contract. Conditions for breach of contract and termination are as specified in each contract.

1.5.2 Lease agreement for stores

MDKK entered into lease agreements for its branches in two formats: leasing space within shopping centers (Retail Mall-Based) and leasing land and buildings for branches outside shopping centers (Standalone). These are short-term lease agreements with a lease period of 1 to 3 years and long-term lease agreements with a lease period of 15 years, including renewal conditions as specified in each contract. The agreements feature two types of rental rates: fixed rental rates and variable rental rates based on monthly performance, with a minimum rental rate. The key conditions differ according to the branch type as detailed below.



1.5.2.1 Retail mall-based stores

The main conditions are that MDKK must open and close its operations according to the times specified in each contract and must comply with the regulations of the respective shopping mall. For any decoration, modification, alteration, demolition, or transfer of lease rights, MDKK must obtain written consent from the lessor. Breach of contract, termination of the contract, and return of the leased area upon the lease's expiration are as specified in each contract.

Additionally, for lease agreements of retail mall-based stores, MDKK must enter into service agreements with each shopping mall for various services or facilities in the common areas and/or leased areas within the shopping mall, such as cleaning, security, waste disposal, parking, lighting, air conditioning, and utilities like water and electricity. MDKK must pay service fees at the rates specified in the contract. If MDKK defaults on the service agreement, it will be considered a default on the lease agreement as well.

1.5.2.2 Standalone stores

The main conditions are that MDKK has the right to construct, extend, or modify the leased premises to suit its business operations, except in cases where such actions would damage or weaken the structure or foundation of the leased premises, in which case consent from the lessor is required. Regarding the transfer of lease rights, MDKK has the right to sublease the leased property if it is for an establishment that supports or promotes MDKK's business performance. Breach of contract, termination of the contract, and return of the leased area upon the lease's expiration are as specified in each contract. Some contracts also state that if the lessor and/or the owner of the land and buildings wish to sublease or transfer ownership of the property, they must notify MDKK in advance within the period specified in the contract, and MDKK has the right of first refusal to purchase the property.

1.5.3 Lease agreement for a distribution center at K.M. 21.

As of 31 December 2025, MDTT entered into lease agreements for three warehouse complexes: (1) Warehouse L – Nos. 777/30 and 777/31, (2) Warehouse Q – Nos. 777/33, 777/34, 777/35, and 777/36, and (3) Warehouse P – Nos. 777/38 and 777/39. All properties are in Moo 1, Bang Sao Thong Subdistrict, Bang Sao Thong District, Samut Prakan Province, including the associated portions of the relevant land titles. The leased premises are intended for use as warehouses to support the operations of the Group, KKVSC and KKVBM. The lease term is three (3) years, with expiration dates as follows: No. 777/33, 777/34, and 777/36: 31 August 2027, No. 777/35: 31 January 2028, No. 777/30 and 777/31: 31 March 2028, and

No. 777/38 and 777/39: 31 August 2028. Rental payments are due monthly in accordance with the rates specified in the lease agreements. Key provisions include: MDTT must obtain the lessor's consent prior to making any additional changes, alterations, transfers of lease rights, or subleasing of the leased premises. The leased premises must be insured against damage, including damage to the building, and for any improvements, additions, or alterations. MDTT is responsible for paying the insurance premiums for such coverage. Default, termination, and the delivery of the leased premises upon expiration of the lease shall be governed by the terms stipulated in the lease agreements.

1.5.4 Lease agreement for office space.

1.5.4.1 Office Lease agreement at WHA Tower Building

MDTT has entered into lease agreements for office space in WHA Tower, located at 777 WHA Tower, 12th Floor, Rooms No. 1201–1207, and 12A Floor, Rooms No. 12A01–12A07, Moo 13, Bang Kaeo Subdistrict, Bang Phli District, Samut Prakan Province. The leased premises are intended for use as office space. The lease terms are 7-year lease: expires on July 31, 2029, and 6-year lease: expires on 14 October 2030. Rental payments are due monthly in accordance with the rates specified in the respective lease agreements. Key provisions include : MDTT must obtain the lessor's consent prior to making any additions, alterations, transfer of lease rights, or subleasing of the leased premises, renewal of the lease is subject to the conditions specified in the agreements and default, termination, and the delivery of the leased premises upon expiration of the lease shall be governed by the terms stipulated in the respective agreements. The lease agreements have been duly registered with the relevant Land Office.

1.5.4.2 Office Lease agreements at Bhiraaj Tower @BITEC

STG has entered into a lease agreement for office space in Bhiraaj Tower at BITEC, located at 4345 Bhiraaj Tower at BITEC, Room No. 1401, 14th Floor, Sukhumvit Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok, to be used as office premises. The lease has a term of three years, expiring on 31 July 2027, with rental payments due monthly according to the rates specified in the lease agreement. Under the agreement, STG is not permitted to make any additions, alterations, or modifications to the leased premises, equipment, or fixtures, nor to sublease or assign the lease rights to any party without the lessor's prior written consent. Renewal of the lease is subject to the conditions set forth in the lease, and default, termination, and the delivery of the leased premises upon expiration of the lease shall be governed by the terms stipulated in the agreement.



1.6 Insurance for Property used in Business Operations

Key insurance policies for the Group's business operations, as of 31 December 2025, can be detailed as follows.

No.	Insured	Insurance Type	Coverage	Sum Insured (THB)	Insured Period
1.	MDKK	Industrial All Risks Insurance	A total of 1,179 stores.	7,212,726,408	31 March 2026
2.	MDKK	Public Liability Insurance	Legal liability arising from business operations and occurring within or caused by the use of the insured premises, and legal liability arising from the insured or the insured's employees who work regularly at the insured premises while performing operations related to the insured's business outside the insured premises (a total of 1,179 branches).	10,000,000	31 March 2026
3.	MDTT	Industrial All Risks Insurance	Central distribution centers in Samut Prakan, totaling 10 warehouses (No. 889, 889/1, 889/2, 889/3, 889/4, 889/5, 889/6, 889/7, 997, 998, 999, located at Moo 3, Phraeksa Mai Subdistrict, Mueang Samut Prakan District, Samut Prakan and No. 777/33, 777/34, 777/35, 777/36, 777/30, and 777/31 located at Moo 1, Bangsaothong Sub-district, Bangsaothong District, Samut Prakan Province), including improvements to leased property, raw materials, work, goods, packaging, materials, or any parcels related to business operations, shelving, and machinery.	1,752,864,673	31 March 2025 — 31 March 2026
4.	MDTT	Public Liability Insurance	Legal liability to third parties arising from the insured business or operations and occurring within or caused using the insured premises, namely the central distribution center in Samut Prakan Province, which comprises 10 warehouses (No. 889,889/1,889/2, 889/3, 889/4, 889/5, 889/6, 889/7, 997,998,999 located at Moo 3, Phraeksa Mai Subdistrict, Mueang Samut Prakan District, Samut Prakan and No. 777/33, 777/34, 777/35, 777/36, 777/30, and 777/31 located at Moo 1, Bangsaothong Sub-district, Bangsaothong District, Samut Prakan Province).	10,000,000	31 March 2025 — 31 March 2026
5.	MDTT	Accidental Damage (Property) Insurance	Regional distribution center are in Nakhon Ratchasima Province (335 Moo 6, Tha Ang Subdistrict, Chok Chai District, Nakhon Ratchasima Province), Surat Thani Province (101 Moo 3, Hua Toei Subdistrict, Phunphin District, Surat Thani Province), and Tak Province (99/8 Moo 6, Wang Hin Subdistrict, Mueang Tak District, Tak Province). These facilities comprise three warehouses, safeguarding furniture, office equipment, shelving, raw materials, unfinished goods, finished products, packaging, materials, or any other items related to the business operations, as well as machinery.	43,264,000	31 March 2025 — 31 March 2026



No.	Insured	Insurance Type	Coverage	Sum Insured (THB)	Insured Period
6.	MDTT	Public Liability Insurance	Legal liability to third parties arising from the insured business and occurring within or caused by the use of the insured premises, namely the regional distribution center in Nakhon Ratchasima Province (335 Moo 6, Tha Ang Subdistrict, Chok Chai District, Nakhon Ratchasima Province), Surat Thani Province (101 Moo 3, Hua Toei Subdistrict, Phunphin District, Surat Thani Province), and Tak Province (99/8 Moo 6, Wang Hin Subdistrict, Mueang Tak District, Tak Province), comprising three warehouses.	10,000,000	31 March 2025 – 31 March 2026
7.	STG	Accidental Damage (Property) Insurance	Loss or damage to property resulting from fire, lightning, explosion, vehicle collision, smoke, aircraft, water, flood, storm, earthquake, volcanic eruption, tsunami, hail, work stoppage, riot, dangerous act, or any accidental loss or damage not excluded by the theft policy. at No. 4345, Bhiraj Tower at BITEC, Room No. 1401, 14 th Floor, Sukhumvit Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260.	5,000,000	31 March 2025 – 31 March 2026
8.	STG	Public Liability Insurance	Legal liability to third parties arising from business operations and occurring within or caused using the insured premises, which is the office at No. 4345, Bhiraj Tower at BITEC, Room No. 1401, 14 th Floor, Sukhumvit Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 10260.	10,000,000	31 March 2025 – 31 March 2026
9.	MDTT	Accidental Damage (Property) Insurance	Loss or damage to property caused by fire, lightning, explosion, vehicle collision, smoke, aircraft, water, flood, storm, earthquake, volcanic eruption, tsunami, hail, strike, riot, dangerous act, or any accidental loss or damage not excluded by the theft policy, to the office at 777 WHA Tower, 12 th Floor, Room Nos. 1201-1207 and 12A th Floor, Room No. 12A01-12A07, Moo 13, Bang Kaeo Subdistrict, Bang Phli District, Samut Prakan.	64,782,693	31 March 2025 – 31 March 2026
10.	MDTT	Public Liability Insurance	Legal liability to third parties arising from the insured business or operations, and occurring within or caused using the insured premises, is the office at 777 WHA Tower, 12 th Floor, Room Nos. 1201-1207 and 12A th Floor, Room No. 12A01-12A07, Moo 13, Bang Kaeo Subdistrict, Bang Phli District, Samut Prakan.	10,000,000	31 March 2025 – 31 March 2026



1.7 Rights and Privileges from Investment Promotion

- None -

1.8 Policy on Investment in Subsidiaries and Associated Companies

MR. D.I.Y. Holding (Thailand) Public Company Limited (the “Company”), together with its subsidiaries (the “Group”), states its policy to invest in businesses which are aligned with its goals, vision and strategic plan, as well as those related or similar to its business or creating synergy with its current business. This aims for business growth and an increase in operating performance or profitability, as well as creating new revenue streams and driving the competitiveness of the Company. The Company has a policy of investing in sufficient amount to be able to participate in management and set up the direction of subsidiaries and associated companies. The mechanisms will be in place to manage the operations of subsidiaries as if they were a single unit of the Company to ensure control and oversight. Additionally, appropriate internal controls and monitoring systems will be implemented to ensure that the benefits of the Company’s investments are maintained in accordance with the prescribed criteria. In this regard, the Group considers investing in other businesses that are beneficial to growth potential or business expansion and continuity, or in the best interests of the Group, resulting in generating good returns.

In making an investment decision in any business, the Group will analyse its feasibility, investment ratio, expected returns, risk factors, sensitivity to major factors, environmental, social, and governance (ESG) impacts (if any), as well as the Group’s financial positions. In addition, the Company internal or external experts (as appropriate) to deliberately consider such investment prior to propose to the Board of Directors (the “Board”) or the meeting of shareholders (as the case may be) for approval in compliance with the Securities and Exchange Act, B.E. 2535 (1992) (as amended), including the relevant notifications and regulations as issued by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand (collectively, “Securities Laws”).

In addition, a proposal for approval of investing in any subsidiary or associated company shall be following the Group’s delegation of authority and applicable laws including Securities Laws. Besides, to govern and oversee the Company’s subsidiaries and associated companies, the Company shall appoint its representatives who possess appropriate qualifications and experience to be directors of its subsidiaries and associated companies.

2. Details of Asset Appraisal

- None -



Attachment 5 Unabridged Policy and Guidelines on Corporate Governance and Unabridged Code of Business Conduct Prepared by the Company

1. Good Corporate Governance Policy, Code of Business Ethics and Other Relevant Policies

The Company has established the Good Corporate Governance Policy, Code of Business Ethics and other relevant policies to serve as guidelines for all the Group's personnel in performing their duties in accordance with good governance principles. These policies have been developed in conformity with the Corporate Governance Code for listed companies 2017 (CG Code) as issued by the Office of the SEC and are implemented across the Group's business operations.

In this regard, the Company has published the full versions of its Corporate Governance Policy, Code of Business Ethics, and other relevant policies on the Company's website at

1. Good Corporate Governance Policy

<https://investor.mrdiy.co.th/en/corporate-governance/corporate-governance-policy>



Scan QR Code

CLICK HERE

2. Code of Business Ethics

<https://investor.mrdiy.co.th/en/corporate-governance/code-of-conduct>



Scan QR Code

CLICK HERE

3. Other Relevant Policies

<https://investor.mrdiy.co.th/en/corporate-governance/all-corporate-policies>



Scan QR Code

CLICK HERE

2. Charter of the Board of Directors and its subcommittees

The Company has developed and published the full versions of Charter of the Board of Directors and its subcommittees on the Company's website at

<https://investor.mrdiy.co.th/en/corporate-governance/charter-of-the-board-of-directors-and-subcommittee>



Scan QR Code

CLICK HERE



Glossary

Unless otherwise stated in this document, the following terms shall have the following meanings:

ESOP Warrants	means	The offering of warrants to purchase the Company's ordinary shares to directors, executives, and employees of the Company and its subsidiaries
Group	means	The Company and its subsidiaries
KK Group	means	KK Group Company Holdings Limited and its subsidiaries
KKVBM	means	KKV Business Management Company Limited
KKV Business	means	Lifestyle Specialty Retail Stores under the “KKV” brand
KKVSC	means	KKV Supply Chain Company Limited
IPO	means	Initial Public Offering
MDCC	means	MR. D.I.Y. (CAMBODIA) Co., Ltd.
MDCO	means	MR. D.I.Y. Co., Ltd.
MDGM	means	MR D.I.Y. Group (M) Berhad
MDIH	means	Mr. D.I.Y. International Holding Ltd.
MDIH SG	means	MDIH (Singapore) Pte. Ltd.
MDKK	means	MR. D.I.Y. (Bangkok) Co., Ltd.
MDTT	means	MR. D.I.Y. Trading (Thailand) Co., Ltd.
Public Limited Companies Act / PLCA	means	Public Limited Companies Act B.E. 2535 (1992) (as amended)
Report	means	Annual Registration Statements/Annual Report 2025 (Form 56-1 One Report) of MR. D.I.Y. Holding (Thailand) Public Company Limited
Securities and Exchange Act / SEC Act	means	Securities and Exchange Act B.E. 2535 (1992) (as amended)
SEC	means	The Securities and Exchange Commission
SEC Office	means	The Office of the Securities and Exchange Commission
SET	means	The Stock Exchange of Thailand
STG	means	Strategic Logistic Co., Ltd.
Subsidiary	means	(1) Strategic Logistic Co., Ltd. (2) MR. D.I.Y. Trading (Thailand) Co., Ltd. and (3) MR. D.I.Y. (Bangkok) Co., Ltd.
Super Cool	means	Super Cool International Company Holdings Pte. Ltd., a wholly owned subsidiary of KK Group
The Company / MR. D.I.Y.	means	MR. D.I.Y. Holding (Thailand) Public Company Limited
Top Executive Share Based Incentives	means	The offering of the Company's ordinary shares to directors and executives of the Company and its subsidiaries



MR. D.I.Y. Holding (Thailand) Public Company Limited

777 WHA TOWER, 12th Floor, Moo 13 Debaratana Road (Bangna-Trad) KM.7,
Bang Kaeo, Bang Phli, Samutprakan 10540



Tel: 0-2316-0004-13



E-mail: customercare.th@mrdiy.com



Website: www.mrdiy.co.th/en/