

No. MCG-OCS-2569-015

8 April 2026

Subject Resolutions of the Board of Directors Approving a Connected Transaction and an Acquisition of Assets, and Convening the Extraordinary General Meeting of Shareholders No. 1/2026

Attention The President
The Stock Exchange of Thailand

Attachment Information Memorandum regarding the Connected Transaction and the Acquisition of Assets

The Board of Directors' Meeting of Mc Group Public Company Limited (the "Company"), Special Meeting No. 1/2026, held on 8 April 2026 at 10:00 hrs. at the Boardroom, 3rd Floor, MC Studio Building, resolved to approve the following significant matters:

1. Resolved to propose to the shareholders' meeting for consideration and approval the acquisition of 5 plots of vacant land, with a total area of 5 rai, 2 ngan, and 93 square wah, located on Sukhapiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok (the "Land to be Acquired"), for the purpose of developing and constructing a Packing Center to support business expansion, from Ms. Sunee Seripanu (the "Seller"), who is a director and major shareholder of the Company holding 46.06% of the total issued shares, at a total purchase price of THB 123,800,000 (One hundred twenty-three million eight hundred thousand Baht only) with land transfer fees in the portion borne by the Company in the amount of THB 215,542 (Two hundred fifteen thousand five hundred forty-two Baht only). The Company will pay the full purchase price on the date of registration of the land ownership transfer at the relevant Land Office, after all conditions precedent under the sale and purchase agreement have been fulfilled. The Company has no obligation to place any deposit or make any advance payment. In addition, the Board of Directors resolved to approve the Company entering into a land sale and purchase agreement with the Seller, which will include key conditions precedent as follows:
 - (1) Approval from the shareholders' meeting of the Company; and
 - (2) Completion by the Seller of demolition of all structures on the land and delivery of the land to the Company in vacant condition.

Such sale and purchase agreement shall be binding for the transfer of ownership or payment of the purchase price only upon the full satisfaction of all condition precedent.

The Board of Directors has authorized the Chief Executive Officer, or any person designated by the Chief Executive Officer, to undertake any acts necessary or related to the acquisition of such land in all respects, including but not limited to execution of agreements and relevant documents, as well as registration of the land transfer with the relevant Land Office until completion.

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As the Seller is a major shareholder and director of the Company, the acquisition of such land constitutes a connected transaction in the category of assets or services under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including any amendments or replacements), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E. 2546 (including any amendments or replacements) (collectively, the “Connected Transaction Notifications”). The transaction size is equivalent to 5.49% of the Company’s net tangible assets based on the consolidated financial statements as of 31 December 2025. The Company is therefore required to obtain approval from the shareholders’ meeting, with not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding interested shareholders.

In addition, the acquisition of land and construction of the Packing Center is considered an acquisition of assets of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Significant Transactions Constituting an Acquisition or Disposal of Assets (including any amendments or replacements), and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition or Disposal of Assets B.E. 2547 (including any amendments or replacements) (collectively, the “Acquisition/Disposal Notifications”). Based on the calculation, the maximum transaction size is 7.01% of the Company’s total assets according to the latest consolidated financial statements as of 31 December 2025. Therefore, the transaction size is less than 15%, and the Company is not required to disclose information to the Stock Exchange of Thailand under the above regulations. However, the Company deems it appropriate to submit this transaction for shareholders’ approval under both the connected transaction and acquisition of assets criteria, to ensure that shareholders receive complete information and for transparency in the Company’s operations.

2. Resolved to appoint Advisory Plus Company Limited as the Company’s independent financial advisor to provide an opinion to the shareholders regarding the reasonableness and appropriateness of the transaction.

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- Resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2026 on 9 June 2026 at 14:00 hrs., to be conducted solely via electronic means (E-Meeting), to consider the following agenda items:

Agenda 1 To consider and approve the acquisition of land from a connected person and the construction of a Packing Center, which constitutes a connected transaction and an acquisition of assets.

Agenda 2 To consider other matters (if any).

The Record Date for determining shareholders entitled to attend the meeting shall be 22 April 2026.

Please be informed accordingly.

Yours sincerely,
Mc Group Public Company Limited

- Signed -
(Mr. Virach Seripanu)
Director

Information Memorandum on the Connected Transaction and the Acquisition of Assets

Whereas the Board of Directors' Meeting of Mc Group Public Company Limited (the "Company"), Special Meeting No. 1/2026, held on 8 April 2026, resolved to propose to the shareholders' meeting for consideration and approval the acquisition of land for the development and construction of a Packing Center from Ms. Sunee Seripanu (the "Seller"), who is an authorized director and major shareholder of the Company. Such transaction constitutes an acquisition of assets of the Company under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition or Disposal of Assets B.E. 2547 (including any amendments or replacements). In addition, the purchase of such land is a transaction with a director and major shareholder, who is a connected person of the Company. Therefore, it is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E. 2546 (including any amendments or replacements). The details of the transaction are as follows:

1. Date of the Transaction

The Company will enter into the land sale and purchase agreement with the Seller within 30 April 2026. The registration of the transfer of land ownership will be completed after all conditions precedent specified in the agreement have been fulfilled, including approval from the shareholders' meeting and the completion of demolition of existing structures by the Seller. The Company expects that the transfer of land ownership will be completed by 30 September 2026. However, such timeline may be subject to change as appropriate, depending on the completion of the conditions precedent and relevant legal and regulatory procedures, subject to mutual agreement of the parties. Following the transfer of land ownership, the Company plans to proceed with the development of the Packing Center project, with construction expected to commence in October 2026 and commercial operations expected to begin in March 2028. Such timeline is an estimate and may be adjusted as appropriate depending on project conditions and relevant factors.

2. Parties Involved

Buyer	Mc Group Public Company Limited
Seller	Ms. Sunee Seripanu
Relationship with the Company	Ms. Sunee Seripanu holds 46.06% of the total issued shares of the Company and currently serves as Vice Chairperson of the Board of Directors, Chairperson of the Executive Committee, Chairperson of the Nomination and Remuneration Committee, and a member of the Risk

Management and Sustainable Development Committee. At the Board of Directors' meeting approving this transaction, Ms. Sunee Seripanu, as an interested person, did not attend the meeting and had no voting rights on this agenda, to ensure transparency and compliance with good corporate governance principles.

Mr. Virach Seripanu, a director of the Company and the elder brother of Ms. Sunee Seripanu, is not a party to this transaction and has no interest in land acquisition. He attended the Board meeting and exercised his voting rights as a director.

The above parties are specific to the land acquisition transaction. For the development of the Packing Center project, the Company will select contractors and relevant service providers from external parties through the procurement process, who are not connected persons of the Company.

3. General Characteristics of the Transaction

The Company intends to acquire 5 plots of vacant land, with a total area of 5 rai, 2 ngan, and 93 square wah, located on Sukhapiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok (the "Land to be Acquired"), from Ms. Sunee Seripanu (the "Seller"), who is a major shareholder and director of the Company.

The Land to be Acquired is adjacent to the land currently owned by the Company, which has an area of 5 rai, 2 ngan, and 67 square wah. The Company intends to combine the newly acquired land with its existing land to develop a new Packing Center with an approximate usable area of 9,800 square meters, to support the Company's business expansion and enhance its capability in managing and distributing products across all sales channels, including retail, wholesale, and e-commerce channels.

The development of the Packing Center is part of the Company's key infrastructure investment plan to improve logistics systems and supply chain management, thereby strengthening the Company's competitiveness and supporting long-term business growth. The Board of Directors has considered and determined that the land has a suitable location, can effectively support the Company's operations, and has strong potential for development in line with the Company's business plan.

The land acquisition constitutes a connected transaction as it involves a connected person. However, the subsequent development of the Packing Center project is considered a normal investment of the Company and does not constitute a connected transaction, as it does not involve connected persons.

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Currently, there are 6 buildings located on the Land to be Acquired. However, the Company does not intend to utilize these existing structures, as it plans to develop a new building suitable for the specific operational requirements of the new Packing Center. Therefore, the Seller has agreed to demolish such structures at her own expense and deliver the land to the Company in vacant condition, enabling the Company to proceed with the project as planned.

The Board of Directors has authorized the Chief Executive Officer, or any person designated by the Chief Executive Officer, to undertake any actions necessary or related to the acquisition of such land in all respects, including but not limited to executing agreements and related documents, as well as completing the registration of the land transfer with the relevant Land Office.

The land acquisition will occur only after all condition precedent specified in the sale and purchase agreement have been fully satisfied, including approval from the shareholders' meeting and completion of demolition of the existing structures by the Seller, enabling delivery of the land to the Company.

4. General Information of the Assets to be Acquired

Type of Asset	Vacant land comprising 5 plots, with a total area of 5 rai, 2 ngan, and 93 square wah (or 2,293 square wah)
Location	Sukhapiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok
Title Deeds	Title Deed No. 26967, 33428, 68777, 68778, and 68779
Owner	Ms. Sunee Seripanu
Conditions of Asset	<p>Currently, there are 6 buildings located on the land. The Company is presently subleasing 5 of these buildings from SS Challenge Company Limited for use as warehouse space. However, the Company plans to acquire the land to develop a Packing Center project in the future. Therefore, if the shareholders' meeting approves the land acquisition, the Company will terminate the sublease agreement. Such termination does not involve any penalty, provided that the Company gives at least 60 (sixty) days' prior notice.</p> <p>As the Company intends to use the land for construction of a new building and does not intend to utilize the existing structures, and in order to avoid potential accounting impacts from recognizing and subsequently writing off the value of such structures, the Seller has agreed to demolish all existing buildings on the land at her own expense and deliver the land to the Company in vacant condition, ready for project development.</p>
Land Use and Zoning Regulation	The land is located in an industrial zone (purple zone) under the Bangkok Comprehensive Plan as prescribed by ministerial regulations. Such zoning permits industrial use, including the development of a Packing Center, which is consistent with the Company's intended use of the land.

Purchased Price	The Company will acquire the land at a total price of THB 123,800,000 (One hundred twenty-three million eight hundred thousand Baht only), or an average of THB 53,990 per square wah.
Appraised Value	The purchase price is based on appraisals conducted by two independent property appraisers approved by the Office of the Securities and Exchange Commission, as follows: <ol style="list-style-type: none"> 1. Brent Joe Cosens Consulting Company Limited – appraised value of THB 123,822,000 as of 11 February 2026, using the Market Comparison Approach 2. Ultima Appraisal Company Limited – appraised value of THB 123,822,000 as of 23 February 2026, using the Market Comparison Approach
Payment Terms	The Company will pay the full purchase price of THB 123,800,000 in a single payment on the date of registration of the land ownership transfer at the relevant Land Office, after all condition precedent have been fulfilled. No deposit or advance payment is required.
Encumbrances	The land is free from any encumbrances, such as mortgage, pledge, servitude, or third-party rights.
Key Conditions of the Transaction	The land acquisition will occur only after all conditions precedent have been fulfilled, including: <ol style="list-style-type: none"> (1) Approval from the shareholders’ meeting of the Company; and (2) Completion by the Seller of demolition of all existing structures on the land and delivery of the land to the Company in vacant condition. <p>If such conditions precedent are not fulfilled, the sale and purchase agreement shall be terminated, and neither party shall have the right to claim any damages against the other.</p>

5. Total Value of Consideration

The acquisition of land from Ms. Sunee Seripanu (the “Seller”) has a total consideration value of THB 123,800,000 (One hundred twenty-three million eight hundred thousand Baht only). This represents the agreed purchase price mutually negotiated between the parties, with reference to valuations conducted by independent property appraisers approved by the Office of the Securities and Exchange Commission.

In addition to the purchase price, the Company and the Seller have agreed to share the land transfer registration fee equally, in accordance with the rate prescribed by the Land Department.

With respect to withholding tax, specific business tax (if any), stamp duty, and other expenses related to the transfer of land ownership, these shall be in accordance with applicable laws. The Seller shall be responsible for income tax, specific business tax (if any), stamp duty, and other expenses arising from the disposal of the land, while the Company shall be responsible for expenses related to the transfer of ownership on its part.

For the Packing Center project, the Company has preliminarily estimated the investment value for construction at approximately THB 243,300,000.

6. Value of Assets to be Acquired and Basis for Determining the Consideration

The consideration for the land acquisition is based on a mutually negotiated price between the Company and the Seller, with reference to valuations conducted by two independent property appraisers approved by the Office of the Securities and Exchange Commission, namely Brent Joe Cosens Consulting Company Limited and Ultima Appraisal Company Limited. Both appraisers assessed the value of the land using the Market Comparison Approach.

The Market Comparison Approach determines the value of land by referencing transaction prices of comparable land plots with similar characteristics, size, and location. This is a widely accepted valuation method for land appraisal.

The agreed purchase price of THB 123,800,000, or an average of THB 53,990 per square wah, is lower than the appraised values determined by the independent appraisers and is consistent with prevailing land prices in nearby areas.

The estimated investment value of THB 243,300,000 for the Packing Center project is preliminary and may change depending on construction design, detailed project specifications, and construction costs to be determined through the contractor and supplier selection process.

7. Calculation of Transaction Size

7.1 Calculation of Connected Transaction Size

As the Seller is a connected person of the Company, the land acquisition constitutes a connected transaction of a listed company in the category of assets or services under the relevant notifications on connected transactions. For the purpose of calculating the transaction size, the Company uses the land purchase price of THB 123,800,000, which represents the consideration payable to the Seller, as the basis for calculation. The land transfer registration fee and related taxes, which are in accordance with applicable laws, are not considered part of the consideration paid to the Seller and are therefore excluded from the calculation of the connected transaction size.

Based on the Company's financial statements as of 31 December 2025, which have been reviewed by the Company's auditor, and the total value of consideration, the calculation of the transaction size is as follows:

Remunerations (MB) (A)	Connected Transaction with Seller in the past 6 months (MB) (B)	Value used to calculate Transaction Size (A)+(B) = (C)	Net Tangible Assets (MB) (D)	% of Net Tangible Assets (C)/(D)
123.80	8.60	132.40	2,413.22	5.49%

The Net Tangible Assets (NTA) based on the consolidated financial statements of the Company as of December 31, 2025, are as follows:

	Unit : Thousand Baht
Total Assets	5,867,477
Less:	
Intangible assets	74,062
Right-of-use assets	1,151,155
Deferred tax assets	173,407
Total liabilities	2,054,880
Non-controlling interests	757
Net Tangible Assets (NTA)	2,413,216

In this regard, the Company has entered into connected transactions with Ms. Sunee Seripanu and her related persons during the six-month period prior to the date of entering into this transaction, which have not yet been approved by the shareholders' meeting, in the total amount of THB 8,596,341. As a result, the aggregate transaction size equals 5.49%. Accordingly, the Company is required to comply with the Connected Transaction Notifications as follows:

- (1) To prepare a report and disclose information regarding such transaction to the Stock Exchange of Thailand immediately, with at least the information required under the Connected Transaction Notifications.
- (2) To appoint an independent financial advisor to perform relevant duties, including providing an opinion as required under the relevant notifications, and to submit the independent financial advisor's opinion report to shareholders together with the notice of the shareholders' meeting. In this regard, the Company has appointed Advisory Plus Company Limited, an independent financial advisor approved by the Office of the Securities and Exchange Commission, to provide an opinion to shareholders on the land acquisition transaction, which constitutes a connected transaction and an acquisition of assets as described above.
- (3) To convene a shareholders' meeting to approve the land acquisition transaction, which constitutes a connected transaction, by sending the notice of the shareholders' meeting to shareholders at least 14 days prior to the meeting date, and to obtain approval by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding interested shareholders, namely Ms. Sunee Seripanu.

7.2 Calculation of Acquisition of Assets Transaction Size

For the calculation of the transaction size under the Acquisition or Disposal of Assets Notifications, the Company considers the land acquisition as part of the Packing Center Project, with an approximate area of 9,800 square meters. Therefore, the Company uses the total project value as the basis for calculating the transaction size, which consists of:

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- (1) Land purchase price: THB 123,800,000
- (2) Land transfer fee (Company's portion): THB 215,542
- (3) Estimated construction cost: THB 243,300,000

The total value used for calculating the size of the acquisition of assets transaction is THB 367,315,542

The construction cost is a preliminary estimate and may change depending on construction design, detailed project specifications, and construction costs derived from the contractor and supplier selection process in the future.

In addition, under the Acquisition or Disposal of Assets Notifications, the Company has aggregated its acquisition of assets transactions during the past six months that have not yet been approved by the shareholders' meeting, totaling THB 43,733,563. Therefore, when combined with the project value of THB 367,315,542, the total value of acquisition of assets transactions equals THB 411,049,105.

The calculation of the transaction size under the Acquisition or Disposal of Assets Notifications is based on the Company's financial statements as of 31 December 2025, which have been reviewed by the Company's auditor, and the total value of consideration, with details as follows:

Remunerations	Formula	Calculation	Transaction Size
Remunerations Criteria	Remunerations Value/Total Assets	= 411.049 /5,867.477	7.01%

Based on the calculation under the total value of consideration criterion, the transaction size equals 7.01% of the Company's total assets according to the financial statements as of 31 December 2025. Therefore, the transaction size is lower than 15% under such criterion and does not fall within the category of an acquisition of assets requiring disclosure to the Stock Exchange of Thailand or approval from the shareholders' meeting under the Acquisition or Disposal of Assets Notifications. However, the Company deems it appropriate to submit this transaction for shareholders' approval under both the connected transaction and acquisition of assets criteria, to ensure that shareholders receive complete information and for transparency in the Company's operations. Such approval must be obtained by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding interested shareholders.

8. Source of Funds

The Company will utilize its internal working capital to fund the land acquisition and the construction of the Packing Center. Such funds will be derived from cash and cash equivalents generated from the Company's operating cash flows.

The Board of Directors has considered and is of the view that the Company has sufficient financial liquidity for such investment, and the use of internal working capital in this transaction will not have any significant impact on the Company's financial liquidity or its ability to continue its business operations.

9. Expected Benefits

The acquisition of land in this transaction is expected to generate significant benefits for the Company in terms of supporting business expansion, improving operational efficiency, and controlling long-term costs, as detailed below:

(1) Support the Company's strategic growth

The Company will be able to develop a Packing Center project, which is a key infrastructure supporting its business operations. The center will enhance the Company's capacity to accommodate future growth in managing, packing, and distributing products across all sales channels, including retail, wholesale, and e-commerce, which continue to expand. Having a modern and well-equipped operational center will enable the Company to efficiently handle increasing workloads and support long-term business growth.

(2) Strategic benefits from location adjacent to the Company's main operations center

The land to be acquired is located adjacent to the Mc Fulfilment Center, the Company's main hub for inventory and order management, and also adjacent to land already owned by the Company. This allows the Company to consolidate all areas into a single integrated operations center, enabling seamless and more efficient processes from receiving, storage, packing, to distribution. It also reduces coordination constraints between locations and enhances overall operational agility.

In addition, locating the new Packing Center within the same area as the Mc Fulfilment Center allows centralized inventory management in a single location, eliminating the need for multiple storage sites such as third-party warehouses. This improves inventory management efficiency, reduces processing time, enhances quality control and order accuracy, and supports the Company in maintaining service level agreements (SLA) more effectively.

(3) Enhance operational efficiency and reduce duplication of resources and manpower

Centralizing operations in one location enables the Company to optimize the use of resources, infrastructure, and personnel. It reduces the need to separate functions or establish multiple operation centers, thereby avoiding additional manpower and operating costs that would otherwise arise from operating across multiple locations. It also improves personnel management, quality control, and operational supervision.

- (4) Reduce accounting impact and impact on the Company's performance from existing structures on the land

The Seller agrees to demolish the existing structures at her own expense and deliver the land in vacant condition. This allows the Company to acquire only the land without taking over such structures, thereby avoiding potential accounting losses from write-offs if the Company were required to demolish them itself. This helps minimize potential impacts on the Company's financial performance and position and ensures appropriate recognition of the investment value in line with the intended land use.

- (5) Maximize utilization of land characteristics and plot configuration

When combined with the Company's existing land, the land to be acquired has a shape, size, and location suitable for building layout planning and operational system design of the Packing Center. This enables the Company to maximize land utilization and develop the project in alignment with both current and future business needs.

- (6) Investment in high-potential land with future value appreciation

This represents an investment in high-potential land located in a prime area. The acquisition will enable the Company to obtain ownership of an asset with potential for future value appreciation and benefit from increasing land prices, thereby strengthening the Company's asset base and financial position in the long term.

10. Opinion of the Board of Directors

The Board of Directors' Meeting of Mc Group Public Company Limited, Special Meeting No. 1/2026, held on 8 April 2026, has considered the details of this transaction, which includes the acquisition of land from Ms. Sunee Seripanu to be combined with the Company's existing land, and the development of the Company's Packing Center project.

The Board has considered the objectives, necessity, and appropriateness of the transaction and is of the view that the transaction is consistent with the Company's business direction and growth strategy. The land is strategically located adjacent to the Company's main operational center (Mc Fulfilment Center) and land already owned by the Company, enabling the development of a fully integrated logistics operation center efficiently.

With respect to the Packing Center development project, the Board has considered the appropriateness of the investment based on business growth trends and current operating models. The project is expected to support the Company's long-term operations in terms of efficiency, operational flexibility,

and the ability to handle increasing workloads. However, the success of the project depends on various factors, such as economic conditions, construction costs, and future product demand.

Regarding the purchase price, the Board has considered it with reference to an independent property appraiser's valuation and is of the view that the price is appropriate and reasonable, taking into account the location, strategic benefits, and alternative options for acquiring land from other sources. The Board considers the land suitable for the Company's business operations.

In addition, the Board has carefully reviewed the terms and conditions of the transaction and considers them appropriate and fair to the Company, and not disadvantageous compared to transactions with external parties under similar circumstances. In particular, the Seller's agreement to demolish the existing structures at her own expense and deliver the land in vacant condition enables the Company to proceed with project development immediately and reduces accounting impacts that would otherwise be borne by the buyer in a typical transaction.

At the Board meeting approving this transaction, Ms. Sunee Seripanu, as an interested director, did not attend the meeting and had no voting rights on this agenda, to ensure transparency and compliance with good corporate governance principles.

In conclusion, the Board of Directors (excluding interested directors) is of the opinion that the transaction is appropriate, reasonable, and in the best interest of the Company and its shareholders as a whole, and therefore recommends that the shareholders' meeting approve the transaction.

11. Opinions of the Board of Directors and/or the Audit Committee that differ from those stated above

None of the directors and/or members of the Audit Committee have opinions that differ from those of the Board of Directors regarding this transaction.