

24 March 2026

Subject: Notification of the resolutions of the Board of Directors' Meeting No. 8/2026 ([Amendment](#))

To: The President
The Stock Exchange of Thailand

Enclosures:

1. Information memorandum on the disposal of all ordinary shares in Organics Innovations Co., Ltd., Organics Greens Farm Co., Ltd., and Doctor Gel Co., Ltd.
2. Information memorandum on the acquisition of ordinary shares in Multita Co., Ltd. and newly issued ordinary shares of SPTX Public Company Limited

Origin Global Empire Public Company Limited (the “**Company**”) hereby notifies the resolutions of the Board of Directors' Meeting No. 8/2026, held on 24 March 2026, whereby the meeting resolved on the following key matters:

1. Approval of the appointment of one (1) new director to replace a director retiring by rotation, and to propose the same to the 2026 Annual General Meeting of Shareholders for further approval.

Whereas the Board of Directors' Meeting No. 7/2026 (excluding interested directors) resolved to propose to the 2026 Annual General Meeting of Shareholders the election of two (2) directors to replace those retiring by rotation for the year 2026, namely (1) Mr. Kritsada Pruttiaphat and (2) Mr. Julapas Krueasophon, and the Board of Directors (excluding interested directors) considered and agreed with the Nomination and Remuneration Committee to reappoint both directors for another term. However, Mr. Julapas Krueasophon has expressed his intention not to be reappointed due to personal commitments. In this regard, the Board of Directors has considered and agreed with the Nomination and Remuneration Committee to propose the appointment of a new director, namely General Jirawit Dechcharatsee, to replace Mr. Julapas Krueasophon, and to propose the same to the 2026 Annual General Meeting of Shareholders for further approval.

2. Approval for the Company to receive financial assistance from Technology Intelligence Co., Ltd. and Ms. Pattamawadee Chumsang (which does not constitute a connected transaction under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions). The details are as follows:

- 2.1. Technology Intelligence Co., Ltd. (a subsidiary of the Company) will provide a loan facility in the form of a promissory note in an amount not exceeding Baht 25,000,000, with a fixed interest rate of 10% per annum, unsecured, and repayable within 1 year.

2.2. Ms. Pattamawadee Chumsang (holding 3.37% of the Company’s shares as of 16 March 2026) will provide a loan facility in an amount not exceeding Baht 35,000,000, with a fixed interest rate of 10% per annum, unsecured, and repayable within 1 year.

This is to be used as working capital and to enhance the Company’s liquidity. The receipt of such financial assistance replaces a loan facility of Baht 30,000,000 from Mr. Pannawit Chotetachathammanee, who has resigned as director and executive of the Company, and the Company has not entered into any loan agreement with, nor drawn down any amount under such facility.

3. Approval to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the disposal of assets of the Company, as follows:

3.1. Ordinary shares in Organics Innovations Co., Ltd. (“OIN”), a subsidiary of the Company, totaling 50,000 shares with a par value of Baht 100 per share, or representing 100.00% of the total issued and paid-up shares of OIN, at a price of Baht 2,500 per share, totaling not exceeding Baht 125,000,000, to SPTX Public Company Limited (“SPTX”), which is not a connected person of the Company, and/or persons designated by SPTX. In this regard, the Company agrees to accept the transfer of debt in the amount of not exceeding Baht 9,100,000 under the loan agreement between Multita Co., Ltd. (“MTT”) as lender and SPTX as borrower (“Loan Agreement between MTT and SPTX”) by way of novation, resulting in the extinguishment of SPTX’s existing debt and the Company becoming the debtor of MTT in place of SPTX. In this regard, the key terms of the Loan Agreement between MTT and SPTX are as follows:

Loan Amount:	9,100,000 Baht. The Lender shall disburse the loan to the Borrower by transferring funds into the Borrower’s bank account in installments, as follows:																					
	<table border="1"> <thead> <tr> <th>No.</th> <th>Date</th> <th>Amount (Baht)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>31 March 2026</td> <td>1,000,000.00</td> </tr> <tr> <td>2</td> <td>12 April 2026</td> <td>1,100,000.00</td> </tr> <tr> <td>3</td> <td>30 April 2026</td> <td>2,000,000.00</td> </tr> <tr> <td>4</td> <td>15 May 2026</td> <td>2,000,000.00</td> </tr> <tr> <td>5</td> <td>30 May 2026</td> <td>3,000,000.00</td> </tr> <tr> <td></td> <td style="text-align: center;">Total</td> <td style="text-align: right;">9,100,000.00</td> </tr> </tbody> </table>	No.	Date	Amount (Baht)	1	31 March 2026	1,000,000.00	2	12 April 2026	1,100,000.00	3	30 April 2026	2,000,000.00	4	15 May 2026	2,000,000.00	5	30 May 2026	3,000,000.00		Total	9,100,000.00
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	Total	9,100,000.00																				
Interest Rate:	8% per annum on the outstanding loan amount, calculated from the date the Borrower receives each disbursement until full repayment.																					
Default Interest:	In accordance with the rate prescribed by law.																					
Security:	None.																					

Repayment:	The Borrower agrees to repay the entire loan together with accrued interest within 15 days from the date of receipt of a written demand notice from the Lender.
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The current shareholders of OIN consist of 2 persons as follows:

- (a) The Company, holding 49,999 ordinary shares in OIN, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of OIN, with a total value of Baht 124,997,500; and
- (b) Mr. Pannawit Chotetachathammani, who holds 1 ordinary share in OIN on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of OIN, with a total value of Baht 2,500.

Including approval to enter into the share purchase agreement and other related agreements and documents (collectively referred to as the “**Disposal of OIN Shares Transaction**”).

SPTX shall settle the consideration by transferring ordinary shares in MTT with a total value of not exceeding Baht 134,100,000 to the Company as consideration for (1) OIN shares valued at not exceeding Baht 125,000,000 and (2) the assumption of debt under the Loan Agreement between MTT and SPTX valued at not exceeding Baht 9,100,000 (collectively referred to as the “**Acquisition of MTT Shares Transaction**”).

The current shareholders of MTT consist of two (2) persons:

- (a) SPTX, which holds 33,999 ordinary shares in MTT, with a par value of Baht 100 per share, or representing 99.997% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 134,096,055.88.
- (b) Mr. Thanun Pongchuanakul, who holds 1 ordinary share in MTT on behalf of SPTX, with a par value of Baht 100 per share, or representing 0.003% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 3,944.12,

Details of the Acquisition of MTT Shares Transaction are set out in the relevant information memorandum (Enclosure 2).

3.2. Ordinary shares in Organics Greens Farm Co., Ltd. (“**OGF**”) and Doctor Gel Co., Ltd. (“**DRJ**”) (collectively, the “**DRJ Group**”), subsidiaries of the Company, as follows:

3.2.1. A total of 50,000 shares in OGF, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of OGF, at a price of Baht 900 per share, totaling not exceeding Baht 45,000,000;

The current shareholders of OGF consist of 2 persons as follows:

(a) The Company, holding 49,999 ordinary shares in OGF, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of OGF, with a total value of Baht 44,999,100; and

(b) Mr. Pannawit Chotetachathammani, who holds 1 ordinary share in OGF on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of OGF, with a total value of Baht 900.

3.2.2. A total of 50,000 shares in DRJ, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of DRJ, at a price of Baht 100 per share, totaling not exceeding Baht 5,000,000,

The current shareholders of DRJ consist of 2 persons as follows:

(a) The Company, holding 49,999 ordinary shares in DRJ, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of DRJ, with a total value of Baht 4,999,900; and

(b) Mr. Pannawit Chotetachathammani, who holds 1 ordinary share in DRJ on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of DRJ, with a total value of Baht 100.

Total value of not exceeding Baht 50,000,000 to SPTX and/or persons designated by SPTX.

Including approval to enter into the share purchase agreement, agreements, other contracts and documents relating to the disposal of all ordinary shares of OGF and DRJ (collectively referred to as the “**Disposal of OGF and DRJ Shares Transaction**”).

SPTX shall pay the consideration for the ordinary shares of OGF and DRJ to the Company in the total amount of not exceeding Baht 50,000,000 by issuing and allocating newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, representing 2.34% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital to the Company in lieu of cash payment, with details as follows:

(1) Ordinary shares of SPTX in the amount of 4,500,000,000 shares, representing 2.11% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 45,000,000, as consideration for the shares in OGF;

(2) Ordinary shares of SPTX in the amount of 500,000,000 shares, representing 0.23% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with

a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 5,000,000, as consideration for the shares in DRJ.

(collectively referred to as the “**Acquisition of Ordinary Shares of SPTX Transaction**”)

In this regard, details of the acquisition of newly issued ordinary shares of SPTX are set out in the information memorandum on the acquisition of ordinary shares in Multita Co., Ltd. and newly issued ordinary shares of SPTX Public Company Limited (Enclosure 2).

In this regard, the Disposal of OIN Shares Transaction and the Disposal of OGF and DRJ Shares Transaction shall collectively be referred to as the “**Disposal of DRJ Group Shares Transaction**”.

Furthermore, the Disposal of DRJ Group Shares Transaction constitutes a disposal of assets of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (as amended) (the “**Notification on Acquisition or Disposal**”).

Upon consideration of the transaction size calculated under various criteria pursuant to the Notification on Acquisition or Disposal, the details are as follows:

1. The Disposal of OIN Shares Transaction has the highest transaction size equal to 106.09% based on the net tangible assets (NTA) criteria
2. The Disposal of OGF Shares Transaction has the highest transaction size equal to 168.16% based on the net tangible assets (NTA) criteria
3. The Disposal of DRJ Shares Transaction has a transaction size equal to 9.24% based on the net tangible assets (NTA) criteria

Calculated based on the Company’s audited consolidated financial statements as of 31 December 2025. The Company has no similar transactions during the past 6 months prior to the date on which the Board of Directors approved this transaction. Therefore, the Disposal of DRJ Group Shares Transaction has a total transaction size of 283.49%, which exceeds 100%. As the Notification on Acquisition or Disposal does not specifically prescribe rules and obligations for disposal transactions exceeding 100%, the Company has analogized and complied with the criteria applicable to transactions exceeding 50% but less than 100%. Accordingly, the Company has the following duties:

- (1) To report and disclose information regarding the transaction with at least the information required under Schedule (1) of the Notification on Acquisition or Disposal to the Stock Exchange

(2) To convene a shareholders' meeting to consider and approve the transaction, which must be approved by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders

(3) To deliver the notice of the shareholders' meeting under (2) to shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information required under Schedule (2) of the Notification on Acquisition or Disposal

(4) To appoint an independent financial advisor (IFA) to provide an opinion on the transaction

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any persons authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to perform any acts necessary or related to the Disposal of DRJ Group Shares Transaction, including but not limited to negotiating, entering into, executing, amending the share purchase agreements, agreements, contracts and other relevant documents, as well as determining criteria, conditions relating to the transfer of ownership of ordinary shares, and other necessary and relevant details in connection with such transaction in compliance with applicable laws.

Please consider the details of the Disposal of DRJ Group Shares Transaction in the information memorandum on the disposal of all ordinary shares of Organics Innovations Co., Ltd., Organics Greens Farm Co., Ltd. and Doctor Gel Co., Ltd. ([Enclosure 1](#)).

4. Approval to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 to consider and approve the acquisition of assets of the Company as follows:

4.1. Ordinary shares of MTT from SPTX, which is not a connected person of the Company, totaling 34,000 shares with a par value of Baht 100 per share, or representing 100.00% of the total issued and paid-up shares of MTT, with a total value of not exceeding Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share, as consideration for (1) ordinary shares of OIN (a subsidiary of the Company) totaling 50,000 shares with a par value of Baht 100 per share, or representing 100.00% of total issued and paid-up shares of OIN, at Baht 2,500 per share, totaling not exceeding Baht 125,000,000, and (2) the assumption of debt under the loan agreement between MTT and SPTX amounting to not exceeding Baht 9,100,000 under the Disposal of OIN Shares Transaction. Details are set out in [Enclosure 1](#).

The current shareholders of MTT are as follows:

(a) SPTX, which holds 33,999 ordinary shares in MTT, with a par value of Baht 100 per share, or representing 99.997% of the total issued shares of MTT, with a total value of approximately Baht 134,096,055.88.

(b) Mr. Thanun Pongchuanakul, who holds 1 ordinary share in MTT on behalf of SPTX, with a par value of Baht 100 per share, or representing 0.003% of the total issued shares of MTT, with a total value of approximately Baht 3,944.12.

Including the approval for entering into the share purchase agreement, agreements, other contracts and other documents relating to the acquisition of ordinary shares of MTT (“**Acquisition of Ordinary Shares of MTT Transaction**”).

4.2. Newly issued ordinary shares of SPTX, which will be used as consideration for the ordinary shares of OGF and DRJ, which are subsidiaries of the Company, under the disposition of ordinary shares of OGF and DRJ transaction, with details as follows:

4.2.1. A total of 50,000 shares in OGF, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of OGF, at a price of Baht 900 per share, totaling not exceeding Baht 45,000,000

4.2.2. A total of 50,000 shares in DRJ, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of DRJ, at a price of Baht 100 per share, totaling not exceeding Baht 5,000,000

Totaling not exceeding Baht 50,000,000, by means of issuance and allocation of newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, representing 2.34% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital to the Company by way of Private Placement, in lieu of cash payment, with details as follows:

(1) Ordinary shares of SPTX in the amount of 4,500,000,000 shares, representing 2.11% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 45,000,000, as consideration for the shares in OGF;

(2) Ordinary shares of SPTX in the amount of 500,000,000 shares, representing 0.23% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 5,000,000, as consideration for the shares in DRJ.

Including the approval for entering into the share purchase agreement, agreements, other contracts and other documents relating to the acquisition of ordinary shares of SPTX (“**Acquisition of Newly Issued Ordinary Shares of SPTX Transaction**”).

Details of the disposition of ordinary shares of OGF and DRJ transaction appear in the Information Memorandum on the disposition of all ordinary shares of Organics Innovations Co., Ltd., Organics Greens Farm Co., Ltd. and Doctor Gel Co., Ltd. ([Enclosure 1](#)).

In addition, the acquisition of ordinary shares of MTT transaction and the acquisition of newly issued ordinary shares of SPTX transaction are considered as acquisition of assets of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended) (“**Notification on Acquisition or Disposition**”).

Upon consideration of the aggregate transaction size calculated under various criteria prescribed under the Notification on Acquisition or Disposition, the details are as follows:

(a) The acquisition of ordinary shares of MTT transaction has the maximum transaction size of 31.81% based on the total value of consideration criterion, and a transaction size of 28.70% based on the net tangible assets (NTA) criterion; and (b) the acquisition of newly issued ordinary shares of SPTX transaction has the maximum transaction size of 39.59% based on the net tangible assets (NTA) criterion. Including the size of similar transactions during the past 6 months prior to the date on which the Board of Directors resolved to approve this transaction, which is 2.03%, the acquisition of ordinary shares of MTT transaction has an aggregate transaction size of 70.32%, which is higher than 50% but lower than 100%. Therefore, the Company has the following duties as prescribed under the Notification on Acquisition or Disposition:

(1) To report and disclose information on the transaction, which must contain at least the information prescribed in Schedule (1) of the Notification on Acquisition or Disposition to the Stock Exchange of Thailand

(2) To convene a shareholders’ meeting to consider and approve the transaction, which must be approved by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders

(3) To deliver the notice of the shareholders’ meeting under (2) to the shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information prescribed in Schedule (2) of the Notification on Acquisition or Disposition

(4) To appoint an independent financial advisor (IFA) to provide opinions on the transaction

Other asset acquisition transactions during the past 6 months prior to the date on which the Board of Directors resolved to approve this transaction:

Date	Transaction	Calculation of transaction size under criteria (%)			
		Net Tangible Assets (NTA)	Net Profit from Operations	Total Value of Consideration	Value of Shares Issued for Payment of Assets
24 Oct 2025	Establishment of 2 new subsidiaries ¹	N/A	N/A	0.30	N/A
27 Feb 2026	Board of Directors' Meeting No. 4/2026 resolved to approve investment by acquiring all shares in Fusion C Co., Ltd. ²	0.09	N/A	1.73	N/A
Total		0.09	-	2.03	-

Remark: 1/ Establishment of 2 new subsidiaries: (1) Twenty-Four Con and Supply X Co., Ltd., registered capital Baht 1,000,000 and (2) Twenty-Four Con and Supply Plus Co., Ltd., registered capital Baht 1,000,000, totaling Baht 2,000,000 as total consideration

2/ The transaction is expected to be completed within 17 April 2026

In this regard, the acquisition of ordinary shares of MTT transaction is also considered as a purchase or acceptance of transfer of business of another company or a private company to be owned by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended), which requires approval from the shareholders' meeting by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any persons authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to perform any acts related to or necessary for the acquisition of ordinary shares of MTT and the acquisition of newly issued ordinary shares of SPTX, including but not limited to negotiating, entering into, executing, and amending the share purchase agreements, agreements, contracts, and other documents relating to the acquisition of ordinary shares of MTT and the acquisition of newly issued ordinary shares of SPTX, as well as determining criteria, conditions relating to the transfer of ownership of ordinary shares, and other necessary and relevant details in connection with the acquisition of ordinary shares of MTT and the acquisition of newly issued ordinary

shares of SPTX as necessary and appropriate in accordance with applicable laws. Additionally, two directors of the Company, namely Mr. Julpas Kruesopon and Mr. Kritsada Pruitipat, who are interested directors due to their positions in SPTX, did not participate in the consideration and voting on this agenda and left the meeting during the consideration of such agenda.

5. To consider and approve the appointment of Bluebell Securities Co., Ltd., a financial advisor listed on the approved list of the Office of the Securities and Exchange Commission, as an independent financial advisor (IFA) to provide opinions to shareholders regarding (1) the disposition of DRJ group shares transaction, (2) the acquisition of ordinary shares of MTT transaction, and (3) the acquisition of newly issued ordinary shares of SPTX transaction. In this regard, two directors of the Company, namely Mr. Julpas Kruesopon and Mr. Kritsada Pruitipat, who are interested directors due to their positions in SPTX, did not participate in the consideration and voting on this agenda and left the meeting during the consideration of such agenda.

6. To approve the determination of the date of the Extraordinary General Meeting of Shareholders No. 2/2026, to be held on Friday, 29 May 2026 at 10.30 hrs. via electronic means at the Company's head office, No. 89, AIA Capital Center Building, 9th Floor, Room 901, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400. The Record Date for determining the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2026 shall be Wednesday, 22 April 2026, with the meeting agenda as follows:

- Agenda Item 1: To consider and certify the Minutes of the [Annual General Meeting of the Year 2026](#)
- Agenda Item 2: To consider and approve the disposition of all ordinary shares of Doctor Gel Co., Ltd., Organics Innovations Co., Ltd. and Organics Greens Farm Co., Ltd.
- Agenda Item 3: To consider and approve the acquisition of ordinary shares of Multita Co., Ltd.
- Agenda Item 4: To consider and approve the acquisition of newly issued ordinary shares of SPTX Public Company Limited
- Agenda Item 5: To consider other matters (if any)

In this regard, since the matters to be considered under Agenda Items 2 to 4 are interrelated, if any one agenda item is not approved by the shareholders' meeting, the other agenda items that have already been approved shall be deemed cancelled, and the remaining related agenda items shall not be further considered. It shall be deemed that the approval of matters under Agenda Items 2 to 4 has not been granted by the shareholders' meeting.

In addition, the Board of Directors' meeting has authorized the Chief Executive Officer or the person authorized by the Chief Executive Officer to have the authority to consider and approve any amendment and/or addition to the agenda of the Extraordinary General Meeting of Shareholders No. 2/2026, if necessary, under the conditions prescribed by law.

Please be informed accordingly.

Yours sincerely,

-Ms. Watcharaphorn Suwinchai-

(Ms. Watcharaphorn Suwinchai)

Chief Executive Officer

**Information memorandum on the disposal of all ordinary shares in Organics Innovations Co., Ltd.,
Organics Greens Farm Co., Ltd., and Doctor Gel Co., Ltd.**

As the Board of Directors' Meeting of Origin Global Empire Public Company Limited (the "Company") No. 8/2026, held on 24 March 2026, was passed approving the proposal to be submitted to the Extraordinary General Meeting of Shareholders No. 2/2026 on the following key matters:

1. Disposal of ordinary shares in Organics Innovations Co., Ltd. ("OIN"), a subsidiary of the Company, totaling 50,000 shares with a par value of Baht 100 per share, or representing 100.00% of the total issued and paid-up shares of OIN, at a price of Baht 2,500 per share, totaling not exceeding Baht 125,000,000, to SPTX Public Company Limited ("SPTX"), and/or persons designated by SPTX. In this regard, the Company agrees to accept the transfer of debt in the amount of not exceeding Baht 9,100,000 under the loan agreement between Multita Co., Ltd. ("MTT") as lender and SPTX as borrower ("**Loan Agreement between MTT and SPTX**") by way of novation, resulting in the extinguishment of SPTX's existing debt and the Company becoming the debtor of MTT in place of SPTX. [In this regard, the key terms of the Loan Agreement between MTT and SPTX are as follows:](#)

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Default Interest:	In accordance with the rate prescribed by law.																					
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Repayment:	The Borrower agrees to repay the entire loan together with accrued interest within 15 days from the date of receipt of a written demand notice from the Lender.																					

The current shareholders of OIN consist of 2 persons as follows:

(a) EMPIRE, holding 49,999 ordinary shares in OIN, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of OIN, with a total value of Baht 124,997,500; and

(b) Mr. Pannawit Chottechathammanee, who holds 1 ordinary share in OIN on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of OIN, with a total value of Baht 2,500.

Including approval to enter into the share purchase agreement and other related agreements and documents (collectively referred to as the “**Disposal of OIN Shares Transaction**”).

SPTX shall settle the consideration by transferring ordinary shares in MTT with a total value of Baht 134,100,000 to the Company as consideration for (1) OIN shares valued at not exceeding Baht 125,000,000 and (2) the assumption of debt under the Loan Agreement between MTT and SPTX valued at not exceeding Baht 9,100,000 (collectively referred to as the “**Acquisition of MTT Shares Transaction**”).

The current shareholders of MTT consist of two (2) persons:

(a) SPTX, which holds 33,999 ordinary shares in MTT, with a par value of Baht 100 per share, or representing 99.997% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 134,096,055.88.

(b) Mr. Thanun Pongchawanakul, who holds 1 ordinary share in MTT on behalf of SPTX, with a par value of Baht 100 per share, or representing 0.003% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 3,944.12.

In this regard, details of the acquisition of ordinary shares of MTT transaction are set out in another information memorandum disclosed together with this information memorandum.

2. Disposal of ordinary shares in Organics Greens Farm Co., Ltd. (“**OGF**”) and Doctor Gel Co., Ltd. (“**DRJ**”) (collectively, the “**DRJ Group**”), subsidiaries of the Company, as follows:

2.1 A total of 50,000 shares in OGF, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of OGF, at a price of Baht 900 per share, totaling not exceeding Baht 45,000,000;

2.2 A total of 50,000 shares in DRJ, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of DRJ, at a price of Baht 100 per share, totaling not exceeding Baht 5,000,000,

Total value of not exceeding Baht 50,000,000 to SPTX and/or persons designated by SPTX.

Including approval to enter into the share purchase agreement, agreements, other contracts and documents relating to the disposal of all ordinary shares of OGF and DRJ (collectively referred to as the “**Disposal of OGF and DRJ Shares Transaction**”).

SPTX shall pay the consideration for the ordinary shares of OGF and DRJ to the Company in the total amount of not exceeding Baht 50,000,000 by issuing and allocating newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, representing 2.34% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital to the Company in lieu of cash payment, with details as follows:

(1) Ordinary shares of SPTX in the amount of 4,500,000,000 shares, representing 2.11% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 45,000,000, as consideration for the shares in OGF;

(2) Ordinary shares of SPTX in the amount of 500,000,000 shares, representing 0.23% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 5,000,000, as consideration for the shares in DRJ.

(collectively referred to as the “**Acquisition of Ordinary Shares of SPTX Transaction**”)

In this regard, details of the acquisition of newly issued ordinary shares of SPTX transaction are set out in another information memorandum disclosed together with this information memorandum.

The Disposal of OIN Shares Transaction and the Disposal of OGF and DRJ Shares Transaction shall collectively be referred to as the “**Disposal of DRJ Group Shares Transaction**”.

Furthermore, the Disposal of DRJ Group Shares Transaction constitutes a disposal of assets of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (as amended) (the “**Notification on Acquisition or Disposal**”).

Upon consideration of the transaction size calculated under various criteria pursuant to the Notification on Acquisition or Disposal, the details are as follows:

1. The Disposal of OIN Shares Transaction has the highest transaction size equal to 106.09% based on the net tangible assets (NTA) criteria
2. The Disposal of OGF Shares Transaction has the highest transaction size equal to 168.16% based on the net tangible assets (NTA) criteria
3. The Disposal of DRJ Shares Transaction has a transaction size equal to 9.24% based on the net tangible assets (NTA) criteria.

Calculated based on the Company’s audited consolidated financial statements as of 31 December 2025. The Company has no similar transactions during the past 6 months prior to the date on which the Board of Directors approved this transaction. Therefore, the Disposal of DRJ Group Shares Transaction has a total transaction size of 283.49%, which exceeds 100%. As the Notification on Acquisition or Disposal does not specifically prescribe rules and obligations for disposal transactions exceeding 100%, the Company has analogized and complied with the criteria applicable to transactions exceeding 50% but less than 100%. Accordingly, the Company has the following duties:

- (1) To report and disclose information regarding the transaction with at least the information required under Schedule (1) of the Notification on Acquisition or Disposal to the Stock Exchange

(2) To convene a shareholders' meeting to consider and approve the transaction, which must be approved by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders

(3) To deliver the notice of the shareholders' meeting under (2) to shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information required under Schedule (2) of the Notification on Acquisition or Disposal

(4) To appoint an independent financial advisor (IFA) to provide an opinion on the transaction

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any persons authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to perform any acts necessary or related to the Disposal of DRJ Group Shares Transaction, including but not limited to negotiating, entering into, executing, amending the share purchase agreements, agreements, contracts and other relevant documents, as well as determining criteria, conditions relating to the transfer of ownership of ordinary shares, and other necessary and relevant details in connection with such transaction in compliance with applicable laws.

Accordingly, the Company wishes to disclose information regarding the disposition of DRJ group shares transaction, which constitutes a disposition of assets transaction, as follows:

1. Date of the Transaction

The disposition of DRJ group shares transaction will occur only when (1) after obtaining approval for entering into the transaction from the Extraordinary General Meeting of Shareholders No. 2/2026, which will be held on 29 May 2026, including approval of matters necessary and/or related to such transaction, and (2) after all conditions precedent under the share purchase agreement have been fulfilled, or have been waived by the relevant contractual parties, and all actions have been taken to complete the transaction as specified in such agreement. In this regard, the Company expects that the disposition of DRJ group shares transaction will be completed within June 2026 or as mutually agreed by the parties. The stipulation of "or as mutually agreed by the parties" is intended to allow the parties to adjust the timeline as appropriate in the event of circumstances beyond the control of the parties, such as serious accidents, natural disasters, force majeure events, or outbreaks of serious contagious diseases, which may affect the transaction process. Such wording is a common practice to accommodate unforeseeable circumstances and is not intended to allow extension of the timeline without reasonable grounds.

2. Parties Involved and Relationship with the Company

Buyer:	SPT X Public Company Limited("SPTX")
Seller:	Origin Global Empire Public Company Limited ("EMPIRE")
Relationship	Not connected persons

3. General Characteristics of the Transaction and Transaction Size

3.1 General Characteristics of the Transaction

Following the Company's determination of a new direction and strategic plan for its business operations, focusing on creating new revenue streams and sustainable long-term growth through the development of a New S-Curve for the business, building upon the Company's existing business structure to enhance competitiveness and create new business opportunities in the future, the Company considers the information technology (IT) business to be one of the industries with high growth potential, as both public and private sectors are undergoing digital transformation to improve operational efficiency, reduce costs, and strengthen long-term competitiveness. Accordingly, the Company has a plan to restructure its investment portfolio to align with its new direction and strategic plan, "Maximizing Asset Yield Through Integrated Innovation."

SPTX has proposed to purchase shares of the DRJ group (consisting of OIN, OGF, and DRJ), which operate in the manufacturing and distribution of cosmetics and skincare products, with good operating results and growth prospects, and are therefore considered quality assets (Good Asset) under the Company's business structure. Following negotiations between the parties, the share purchase price has been agreed at a total value of not exceeding Baht 184,100,000, which will enable the Company to benefit from recognizing the difference between the cost and the selling price from this disposal of investment. This will also have a positive impact on the Company's statement of financial position by increasing shareholders' equity from retained earnings recognition, and improving key financial ratios of the Company. However, following the Company's acquisition of the DRJ Group in January 2025, the DRJ Group was able to generate operating results and profits for the Company in 2025 in a relatively significant proportion compared to the Company's core construction business. As such, it may be considered that the disposal of the DRJ Group shares in this transaction could have a negative impact on the Company's overall operating results and financial position, which may decline following the disposal, particularly when compared with the receipt of MTT as consideration from SPTX, given that MTT currently has lower operating performance than the DRJ Group. Nevertheless, in light of the Company's new direction and strategic plan to engage in the information technology (IT) business, which offers strong business opportunities and high growth potential and is expected to serve as a new source of revenue and sustainable long-term growth, while also building upon the Company's existing business structure to enhance its competitiveness in the future, the Company is therefore required to restructure its investment portfolio to align with its strategic direction of "Maximizing Asset Yield Through Integrated Innovation." The Company has considered and determined that MTT operates a business that is more aligned with its long-term direction and strategy than that of the DRJ Group. The Company expects that MTT's performance will improve and that MTT will become an important complement to its business strategy. In addition, as MTT requires lower investment compared to the DRJ Group's business, it is expected to be more capable of generating cash flow and sustainable returns for the Company in the future.

However, the Company has been informed that SPTX intends to pay for the DRJ group shares using loans from financial institutions and/or cash received from disposal of assets or investments, and/or by issuing newly issued shares in lieu of cash payment. Although the Company initially prefers to receive cash consideration, after reviewing the assets and investments held by SPTX, the Company has expressed interest in MTT, a subsidiary of SPTX, as MTT operates in software development, as well as providing and distributing

Cloud-Based Infrastructure and Cyber Security solutions, which align with the Company's new direction and strategic plan and are expected to create overall benefits to the group. After SPTX became aware of the Company's interest in MTT, it further negotiated with the Company to use MTT shares as consideration for the DRJ group shares, in lieu of a cash payment.

Following discussions between both parties, the Company and SPTX have agreed on the purchase price of MTT shares, totalling not exceeding Baht 134,100,000, based on a business valuation using the Discounted Cash Flow (DCF) method, with the remaining portion to be paid by newly issued shares of SPTX in lieu of cash payment. In determining the enterprise value using the Discounted Cash Flow (DCF) method, since the Extraordinary General Meeting of Shareholders No. 1/2025 of SPTX held on 29 December 2025 resolved to approve the investment in MTT, and such transaction was completed on 6 February 2026, in connection with such transaction, SPTX engaged a financial advisor listed with the Office of the Securities and Exchange Commission to evaluate the value of MTT (details appear in SPTX's information memorandum titled 'Notification of the Resolutions of the Board of Directors' Meeting No. 8/2025, Capital Increase, and Acquisition and Disposition of Assets (Amendment No. 1)', dated 12 November 2025, page 11 of Enclosure 1.). The Financial Advisor performed the valuation using the Discounted Cash Flow (DCF) approach, which the Financial Advisor considered to be appropriate as it reflects the ability of the business to generate profits and future cash flows, based on the economic outlook and future business operations. The valuation result was in the range of Baht 119.70 – 136.20 million.

The Company has considered that such valuation remains appropriate and can be used as a reference, as the period since the completion of SPTX's investment in MTT (6 February 2026) has not exceeded 6 months, and after the completion of such transaction there have been no significant factors affecting the valuation. Therefore, the Company has considered relying on such valuation results of the Financial Advisor, having reviewed the data and considered the reasonableness of the assumptions, and is of the view that such valuation can be used as a basis for negotiation and determination of the purchase price of MTT shares as agreed between the Company and SPTX. In this regard, the Company has relied on such valuation of the Financial Advisor, with key financial assumptions as follows:

1. Revenue from software and platform development services, which consists of three components: (1) software and platform system development revenue, (2) subscription revenue, and (3) software and platform system maintenance revenue, with details as follows:

(1) Software and platform system development revenue

(1.1) Number of projects

The number of projects is determined to be 6 projects in Year 1, 6 projects in Year 2, and 7 projects per year from Year 3 onwards, based on existing projects currently pending execution, which are scheduled to be completed in 2026 and 2028. From interviews with MTT's management, the management indicated that MTT will focus on continuously expanding the scope and size of projects in order to maximize the efficiency of existing capacity, and it is expected that MTT will be able to undertake approximately 7 projects per year.

(1.2) Revenue and fee per project

Revenue and fees per project are determined to be Baht 3 – 3.50 million, based on historical projects, which is consistent with the backlog. MTT recognizes revenue based on the progress of operations in installments. Revenue and fees are assumed to grow in line with long-term inflation based on projections of the International Monetary Fund (IMF).

(2) Subscription revenue relating to hemodialysis systems

(2.1) Number of healthcare facilities

The number of facilities is determined to be 20 in Year 1, 30 in Year 2, 40 in Year 3, 50 in Year 4, and from Year 5 onwards to increase by 10 facilities per year until reaching 100 facilities, after which it remains constant at 100 facilities. This is based on a survey of demand of hospitals and dialysis centers, which currently number 1,100 facilities (Nephrology Society of Thailand), or approximately 9%, with approximately 10,500 treatments per facility per year, based on surveys of patients receiving hospital services and hemodialysis treatment.

(2.2) Fee per treatment

The fee per treatment is determined to be Baht 30 per session in Year 1 and is assumed to increase by Baht 5 per session every 3 years, based on Verified Market Reports.

(3) Software and platform system maintenance revenue

System maintenance revenue is determined to be 15.00% of system development revenue and will be recognized upon completion of the project, based on MTT's business plan.

2. Operating expenses

Operating expenses consist of 5 components, with assumptions as follows: (1) operational staff expenses, (2) administrative staff expenses, (3) service fees, (4) cloud system expenses, and (5) other administrative expenses, which are determined to be 41.00% – 53.00% of revenue from software and platform development services throughout the projection period, based on MTT's investment plan and projected revenue.

In this regard, since MTT has already entered into service agreements with customers, MTT is able to manage its operations on a continuous basis without requiring additional financial support from the Company.

In this regard, the transaction involves the disposition of DRJ group shares to SPTX, whereby the Company will receive MTT shares and newly issued shares of SPTX instead of cash consideration. The details of the assets involved between both parties can be summarized as follows:

1. Assets of the Company with a total value not exceeding Baht 175,000,000, consisting of (1) Organics Innovations Co., Ltd. (OIN) valued at not exceeding Baht 125,000,000, (2) Organics Greens Farm Co., Ltd. (OGF) valued at not exceeding Baht 45,000,000, and (3) Doctor Gel Co., Ltd. (DRJ) valued at not exceeding Baht 5,000,000. In this regard, the Company agrees to accept the transfer of debt in the amount

of not exceeding Baht 9,100,000 under the loan agreement between MTT and SPTX by way of novation, resulting in the extinguishment of SPTX's original debt and the Company becoming the debtor of MTT in place of SPTX. Such novation forms part of the conditions for entering into the transaction.

2. Assets of SPTX with a total value of not exceeding Baht 184,100,000, consisting of (1) Multita Co., Ltd. (MTT) valued at not exceeding Baht 134,100,000 and (2) newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares at a price of 0.01 Baht per share, totaling not exceeding Baht 50,000,000.

Details of the disposition of DRJ group shares transaction are as follows:

- 1. Assets to be Disposed of** : 1) 50,000 ordinary shares of OIN, or representing 100.00% of the total issued and paid-up shares of OIN at a purchase price of Baht 2,500 per share, totaling not exceeding Baht 125,000,000
- 2) 50,000 ordinary shares of OGF, or representing 100.00% of the total issued and paid-up shares of OGF at a purchase price of Baht 900 per share, totaling not exceeding Baht 45,000,000
- 3) 50,000 ordinary shares of DRJ, or representing 100.00% of the total issued and paid-up shares of DRJ at a purchase price of Baht 100 per share, totaling not exceeding Baht 5,000,000
- 4) Assumption of debt in an amount not exceeding Baht 9,100,000 under the Loan Agreement between MTT and SPTX
- 2. Total Value of Consideration** : SPTX will pay consideration in the total amount of not exceeding Baht 184,100,000 to the Company with the following assets in lieu of cash payment:
- 1) 34,000 ordinary shares of MTT, or representing 100.00% of the total issued and paid-up shares of MTT with a total value of not exceeding Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share.
- 2) Newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, offered by way of private placement at a price of Baht 0.01 per share, totaling not exceeding Baht 50,000,000.

In this regard, details of the acquisition of ordinary shares of MTT and newly issued ordinary shares of SPTX transactions are set out in another information memorandum disclosed together with this information memorandum.

**3. Key Conditions
Precedent**

- : 1) The Board of Directors' meeting and the shareholders' meeting of the Company have resolved to approve the entry into the transaction
- 2) Other conditions precedent under the share purchase agreement as follows have been fulfilled, or have been waived by the relevant contractual parties, and all actions have been taken to complete the transaction as specified in such agreement:
- (1) There is no event or any change that has a material adverse effect on the DRJ Group, SPTX, the Company, or MTT.
- (2) The representations of the parties are true and correct.
- (3) The parties have complied with the agreements, obligations, or any provisions under the agreement.
- (4) Both parties have executed the share subscription agreement.
- (5) The DRJ Group and MTT have convened the Board of Directors' meeting and/or the shareholders' meeting to approve the appointment of new directors and the change of directors' authorized signatory powers.
- (6) SPTX has procured Super Trader Republic Co., Ltd. [\(a subsidiary of SPTX\)](#) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to the Company, [in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.](#)
- (7) The Company has procured the DRJ Group to prepare and/or deliver the share register books and

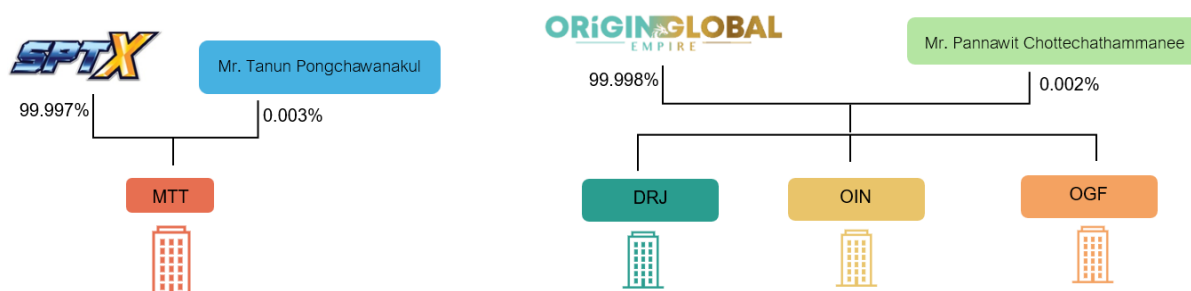
share certificates issued to all shareholders who are the current shareholders to SPTX for verification of accuracy.

(8) The Company has procured the DRJ Group to obtain consent or waiver from financial institutions in relation to the change of major shareholding structure, directors or management, and/or other requirements (if any).

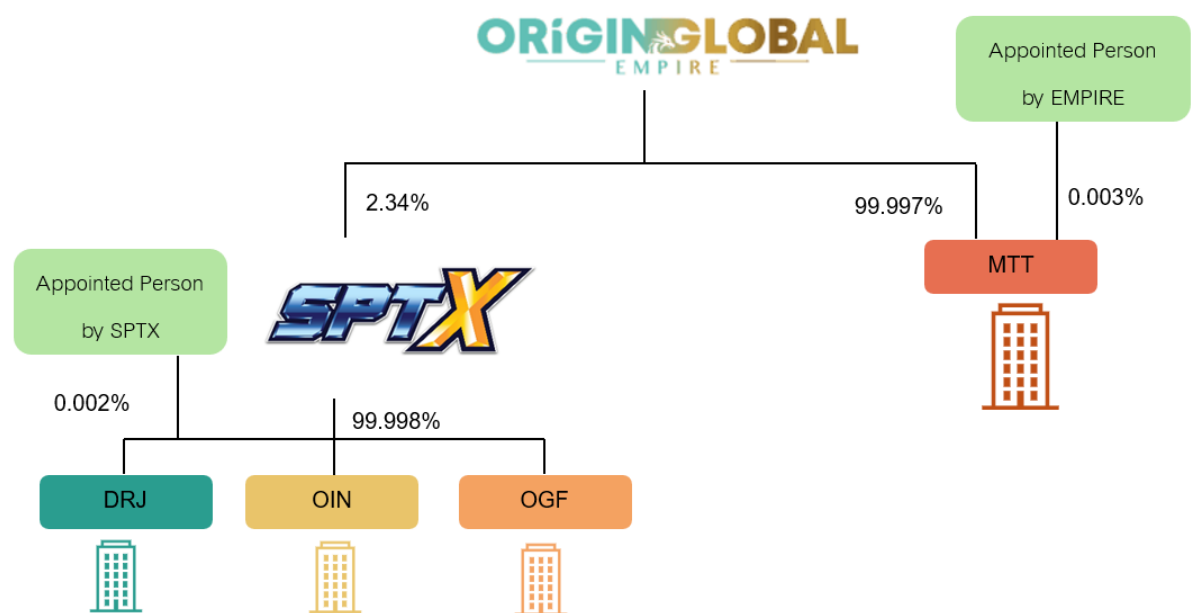
(9) The Company has procured DRJ to submit an application for direct marketing registration to the relevant governmental authorities.

In this regard, the conditions relating to the entry into the transaction are detailed in Clause 10, which may be subject to change as the parties may further negotiate and agree. However, such conditions will not be material conditions that may affect the shareholders' decision in approving the transaction.

Shareholding structure prior to entering into the transaction



Shareholding structure post-entering into the transaction



4. Transaction Size

The total value of consideration that the Company will dispose from entering into such transaction is Baht 184,100,000.

Financial Information

(Unit: Million Baht)	Company As of 31 December 2025	DRJ As of 31 December 2024	OIN As of 31 December 2024	OGF As of 31 December 2024
Total assets	421.56	28.98	63.51	77.79
<u>Less</u> Total liabilities	290.71	26.15	49.44	54.30
Net assets	130.85	2.84	14.07	23.49
<u>Less</u> Intangible assets	14.48	1.49	-	1.77
<u>Less</u> Goodwill	96.77	-	-	-
<u>Less</u> Deferred tax assets	6.73	0.16	0.42	0.07
<u>Less</u> Non-controlling interests	-	-	-	-
Net tangible assets (NTA)	12.87	1.19	13.66	21.64
Net profit (loss)	(164.61)	1.06	9.36	10.03

* Net profit for the past 12 months

Calculation of the transaction size for the disposition of DRJ

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of disposed assets} \times \text{Disposed proportion} \times 100}{\text{NTA of the Company}}$	$\frac{1.19 \times 100\% \times 100}{12.87}$	9.24
Net profit criteria from operations	$\frac{\text{Net profit of disposed assets} \times \text{Disposed proportion} \times 100}{\text{Net profit of the Company}}$	N/A ¹	N/A ¹
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{5.00 \times 100}{421.56}$	1.19

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	N/A ²	N/A ²

Remark: 1/ The transaction size cannot be calculated as the Company has incurred operating losses.

2/ No shares are issued for payment of the assets.

If calculated based on the unaudited financial statements of DRJ as at 31 December 2025, the maximum transaction size would be equal to 1.19% under the total value of consideration criterion. In this regard, the net tangible assets (NTA) criterion cannot be calculated as DRJ has a negative NTA.

Calculation of the transaction size for the disposition of OIN

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of disposed assets} \times \text{Disposed proportion} \times 100}{\text{NTA of the Company}}$	$\frac{13.66 \times 100\% \times 100}{12.87}$	106.09
Net profit criteria from operations	$\frac{\text{Net profit of disposed assets} \times \text{Disposed proportion} \times 100}{\text{Net profit of the Company}}$	N/A ¹	N/A ¹
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{134.10^3 \times 100}{421.56}$	31.81
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	N/A ²	N/A ²

Remark: 1/ The transaction size cannot be calculated as the Company has incurred operating losses.

2/ No shares are issued for payment of the assets.

3/ Including the assumption of debt in an amount not exceeding Baht 9,100,000

If calculated based on the unaudited financial statements of OIN as at 31 December 2025, the maximum transaction size would be equal to 352.81% under the net tangible assets (NTA) criterion.

Calculation of the transaction size for the disposition of OGF

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of disposed assets} \times \text{Disposed proportion} \times 100}{\text{NTA of the Company}}$	$\frac{21.64 \times 100\% \times 100}{12.87}$	168.16
Net profit criteria from operations	$\frac{\text{Net profit of disposed assets} \times \text{Disposed proportion} \times 100}{\text{Net profit of the Company}}$	N/A ¹	N/A ¹
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{45.00 \times 100}{421.56}$	10.67
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	N/A ²	N/A ²

Remark: 1/ The transaction size cannot be calculated as the Company has incurred operating losses.

2/ No shares are issued for payment of the assets.

If calculated based on the unaudited financial statements of OGF as at 31 December 2025, the maximum transaction size would be equal to 248.68% under the net tangible assets (NTA) criterion.

Upon consideration of the transaction size calculated under various criteria pursuant to the Notification on Acquisition or Disposal, the details are as follows:

1. The Disposal of OIN Shares Transaction has the highest transaction size equal to 106.09% based on the net tangible assets (NTA) criteria

2. The Disposal of OGF Shares Transaction has the highest transaction size equal to 168.16% based on the net tangible assets (NTA) criteria

3. The Disposal of DRJ Shares Transaction has a transaction size equal to 9.24% based on the net tangible assets (NTA) criteria

Calculated based on the Company's audited consolidated financial statements as of 31 December 2025. The Company has no similar transactions during the past 6 months prior to the date on which the Board of Directors approved this transaction. Therefore, the Disposal of DRJ Group Shares Transaction has a total transaction size of 283.49%, which exceeds 100%. As the Notification on Acquisition or Disposal does not specifically prescribe rules and obligations for disposal transactions exceeding 100%, the Company has analogized and complied with the criteria applicable to transactions exceeding 50% but less than 100%. Accordingly, the Company has the following duties:

(1) To report and disclose information regarding the transaction with at least the information required under Schedule (1) of the Notification on Acquisition or Disposal to the Stock Exchange

(2) To convene a shareholders' meeting to consider and approve the transaction, which must be approved by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders

(3) To deliver the notice of the shareholders' meeting under (2) to shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information required under Schedule (2) of the Notification on Acquisition or Disposal

(4) To appoint an independent financial advisor (IFA) to provide an opinion on the transaction

5. Details of Assets Disposed

Key information regarding the DRJ group can be summarized as follows:

(1) General Information of OIN

Company Name	Organics Innovations Co., Ltd.
Business Type	Manufacturing of dietary supplement products for human consumption on an OEM basis
Head Office	No. 78/9, Moo 3, Bo Phlap Subdistrict, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	4 November 2019
Registered Capital	Baht 5,000,000
Paid-up Capital	50,000 shares, all fully paid-up, totaling Baht 5,000,000.00
Total Number of Shares	50,000 shares
Par Value (per share)	Baht 100

General Information of OGF

Company Name	Organics Greens Farm Co., Ltd.
Business Type	Import and export of raw materials for the production of dietary supplements for animals, including OEM manufacturing of animal feed and dietary supplement products for animals
Head Office	No. 78/9, Moo 3, Bo Phlap Subdistrict, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	27 February 2020
Registered Capital	Baht 5,000,000
Paid-up Capital	50,000 shares, all fully paid-up, totaling Baht 5,000,000.00
Total Number of Shares	50,000 shares
Par Value (per share)	Baht 100

General Information of DRJ

Company Name	Doctor Gel Co., Ltd.
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Business Type	Retail and wholesale of cosmetics, dietary supplements, medical devices, and medical chemicals, including manufacturing of cosmetics
Head Office	No. 87, Moo 2, Bo Phlap Subdistrict, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	24 July 2020
Registered Capital	Baht 5,000,000
Paid-up Capital	50,000 shares, all fully paid-up, totaling Baht 5,000,000.00
Total Number of Shares	50,000 shares
Par Value (per share)	Baht 100

(2) List of Shareholders of OIN

No.	List of Shareholders	Pre-Transaction		Post-Transaction	
		Share No.	%	Share No.	%
1	Origin Global Empire Public Company Limited	49,999	99.998	-	-
2	Mr. Pannawit Chottechathammanee (on behalf of the Company)	1	0.002	-	-
3	SPTX Public Company Limited (SPTX) ¹	-	-	49,999	99.998
4	Designated person of SPTX	-	-	1	0.002
	Total	50,000	100.00	50,000	100.00

List of Shareholders of OGF

No.	List of Shareholders	Pre-Transaction		Post-Transaction	
		Share No.	%	Share No.	%
1	Origin Global Empire Public Company Limited	49,999	99.998	-	-
2	Mr. Pannawit Chottechathammanee (on behalf of the Company)	1	0.002	-	-
3	SPTX Public Company Limited (SPTX) ¹	-	-	49,999	99.998
4	Designated person of SPTX	-	-	1	0.002
	Total	50,000	100.00	50,000	100.00

List of Shareholders of DRJ

No.	List of Shareholders	Pre-Transaction		Post-Transaction	
		Share No.	%	Share No.	%
1	Origin Global Empire Public Company Limited	49,999	99.998	-	-
2	Mr. Pannawit Chottechathammanee (on behalf of the Company)	1	0.002	-	-
3	SPTX Public Company Limited (SPTX) ¹	-	-	49,999	99.998
4	Designated person of SPTX	-	-	1	0.002
	Total	50,000	100.00	50,000	100.00

Remark:

1/ The list of the top 10 shareholders of SPTX as at 28 November 2025 is as follows, none of whom are connected persons of the Company.

No.	List of Shareholders of SPTX	Share No.	%
1	Mr. Krasuang Jarusira	35,701,976,619	19.44
2	Mr. Rasmiphum Sumetheewiat	27,070,000,000	14.74
3	Ms. Sitthala Rakprathet	17,524,072,200	9.54
4	Mr. Natti Suramethakul	3,000,000,000	1.63
5	Mr. Karun Keerikanjanarong	3,000,000,000	1.63
6	Ms. Siraporn Ottayakul	2,732,119,268	1.49
7	Thai NVDR Company Limited	2,423,176,187	1.32
8	Ms. Pannathipa Netiphat	1,692,317,692	0.92
9	Non-Life Insurance Fund	1,570,000,000	0.85
10	Mr. Chonnaphol Chanuhacha	1,556,000,000	0.85

(3) List of Directors and Executives of DRJ Group

Company	Pre-Transaction	Post-Transaction
OIN	1. Directors (a) Mr. Weerayut Nge-ngam (b) Mr. Pannawit Chottechathammanee (c) Ms. Nalinthanit Chottechathammanee 2. Executives Managing Director: Mr. Pannawit Chottechathammanee	1. Directors Person(s) to be designated by SPTX 2. Executives Managing Director: Person to be designated by SPTX
OGF	1. Directors (a) Mr. Weerayut Nge-ngam (b) Mr. Pannawit Chottechathammanee (c) Ms. Nalinthanit Chottechathammanee	1. Directors Person(s) to be designated by SPTX 2. Executives

Company	Pre-Transaction	Post-Transaction
	2. Executives Managing Director: Mr. Pannawit Chottechathammanee	Managing Director: Person to be designated by SPTX
DRJ	1. Directors (a) Mr. Weerayut Nge-ngam (b) Mr. Pannawit Chottechathammanee (c) Ms. Nalinthanit Chottechathammanee 2. Executives Managing Director: Mr. Pannawit Chottechathammanee	1. Directors Person(s) to be designated by SPTX 2. Executives Managing Director: Person to be designated by SPTX

(4) Financial Information

Statement of Financial Position of OIN

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023	2024	2025 ¹
	31 Dec 23	31 Dec 24	31 Dec 25
Assets			
Current Assets			
Cash and cash equivalents	1,172.18	50.02	184.58
Trade and other receivables	3,831.32	29,029.96	20,957.79
Inventories	501.22	3,763.52	25,535.68
Short-term loans to related parties	-	-	30,300.00
Other current assets	-	311.57	812.01
Total current assets	5,504.73	33,155.06	77,790.06
Non-current Assets			
Land, buildings and equipment – net	29,866.42	29,939.82	34,946.62
Intangible assets	-	-	1,835.34
Deferred tax assets	351.44	417.34	797.72
Other non-current assets	11.86	-	-
Total non-current assets	30,229.72	30,357.16	37,579.67
Total assets	35,734.46	63,512.22	115,369.73
Liabilities and Shareholders' Equity			
Current Liabilities			
Bank overdrafts	4,545.88	5,599.43	4,664.85
Trade and other payables	15,344.18	36,316.05	27,802.81
Contract liabilities	-	-	27,694.42
Short-term loans from related parties	5,050.00	-	-

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Hire purchase payables due within one year	1,453.68	1,376.65	1,432.19
Income tax payable	251.15	2,768.75	746.56
Other current liabilities	183.75	102.08	789.59
Total current liabilities	26,828.64	46,162.96	63,130.41
Hire purchase payables	2,435.75	1,189.64	52.45
Non-current provisions for employee benefits	1,757.19	2,086.69	4,142.44
Total non-current liabilities	4,192.94	3,276.33	4,194.89
Total liabilities	31,021.58	49,439.29	67,325.31
Shareholders' Equity			
Share capital			
Registered capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Issued and fully paid-up capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Retained earnings (deficit)	(287.13)	9,072.93	43,044.43
Total shareholders' equity	4,712.87	14,072.93	48,044.43
Total liabilities and shareholders' equity	35,734.46	63,512.22	115,369.73

Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Profit or Loss of OIN

Statement of Profit or Loss	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Revenue			
Revenue from sales and services	70,935.74	104,942.82	237,589.90
Other income	153.95	363.28	355.89
Total revenue	71,089.69	105,306.10	237,945.79
Expenses			
Cost of sales and services	51,566.14	70,614.20	160,729.05
Selling expenses	352.14	2,939.56	4,211.48
Administrative expenses	23,430.34	19,385.26	30,033.97
Total expenses	75,348.62	92,939.02	194,974.50
Profit before finance costs and income tax	(4,258.93)	12,367.08	42,971.29
Finance costs	452.49	304.18	131.74
Profit before income tax	(4,711.41)	12,062.91	42,839.55
Income tax expense	147.11	2,702.85	8,868.05

Profit for the period	(4,858.52)	9,360.05	33,971.50
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Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Financial Position of OGF

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Assets			
Current Assets			
Cash and cash equivalents	4,139.43	2,554.27	5,251.22
Trade and other receivables	12,321.05	41,456.43	35,663.85
Inventories	15,712.03	24,884.46	35,579.17
Other current assets	274.11	1,439.24	5,562.28
Total current assets	32,446.62	70,334.40	82,056.53
Non-current Assets			
Land, buildings and equipment – net	6,128.72	5,610.08	7,583.20
Intangible assets	-	-	9,155.29
Deferred tax assets	1,961.65	1,772.60	1,653.21
Other non-current assets	50.72	69.31	1,247.37
Total non-current assets	8,141.09	7,451.99	19,639.07
Total assets	40,587.71	77,786.39	101,695.60
Liabilities and Shareholders' Equity			
Current Liabilities			
Trade and other current payables	9,581.85	28,134.30	25,495.54
Short-term loans	15,700.00	12,600.00	20,000.00
Contract liabilities	-	-	600.89
Accrued income tax	1,365.12	2,548.37	2,848.20
Current portion of lease liabilities	-	-	3,031.69
Current portion of long-term liabilities due within one year	-	1,675.39	2,006.16
Other current liabilities	231.54	2,166.48	530.79
Total current liabilities	26,878.51	47,124.54	54,513.27
Hire purchase payables	-	-	6,234.21
Long-term borrowings from financial institutions	-	6,828.97	4,598.45
Non-current provisions for employee benefits	253.60	346.56	1,440.56
Total non-current liabilities	253.60	7,175.53	12,273.22
Total liabilities	27,132.10	54,300.07	66,786.49
Shareholders' Equity			

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Share capital			
Registered capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Issued and fully paid-up capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Retained earnings (deficit)	8,455.61	18,486.32	29,909.11
Total shareholders' equity	13,455.61	23,486.32	34,909.11
Total liabilities and shareholders' equity	40,587.71	77,786.39	101,695.60

Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Profit or Loss of OGF

Statement of Profit or Loss	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Revenue			
Revenue from sales and services	94,356.13	131,619.20	356,877.44
Other income	104.99	74.14	99.18
Total revenue	94,461.12	131,693.34	356,976.62
Expenses			
Cost of sales and services	80,319.39	111,389.07	316,185.16
Selling expenses	6,561.11	7,182.87	20,027.88
Total expenses	86,880.51	118,571.93	336,213.05
Profit before finance costs and income tax	7,580.61	13,121.40	20,763.57
Finance costs	-	560.91	820.44
Profit before income tax	7,580.61	12,560.49	19,943.13
Income tax expense	1,516.65	2,529.77	3,862.03
Profit for the period	6,063.96	10,030.71	16,081.10

Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Financial Position of DRJ

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Assets			
Current Assets			
Cash and cash equivalents	349.14	6,014.29	1,018.27

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Trade and other receivables	8,639.76	12,917.88	4,275.92
Short-term loans to related parties	1,348.98	2,600.00	-
Inventories	-	3,153.75	4,707.49
Other current assets	733.34	1,121.58	1,595.99
Total current assets	11,071.21	25,807.51	11,597.67
Non-current Assets			
Leasehold improvements and equipment	2,062.98	1,307.74	4,556.45
Intangible assets	-	1,487.28	2,382.41
Deferred tax assets	128.28	158.73	2,081.85
Other non-current assets	108.45	221.95	100.81
Total non-current assets	2,299.71	3,175.69	9,121.52
Total assets	13,370.92	28,983.21	20,719.19
Liabilities and Shareholders' Equity			
Current Liabilities			
Bank overdrafts	778.21	1,244.86	4,349.99
Trade and other payables	9,697.55	21,967.08	17,226.48
Income tax payable	31.64	767.90	-
Lease liabilities due within one year	-	-	754.79
Hire purchase payables due within one year	-	-	594.40
Other current liabilities	442.53	1,374.63	96.99
Total current liabilities	10,949.95	25,354.47	23,022.65
Non-current liabilities			
Non-current provisions for employee benefits	641.40	793.63	1,010.86
Hire purchase payables	-	-	1,567.37
Total non-current liabilities	641.40	793.63	2,578.23
Total liabilities	11,591.35	26,148.10	25,600.89
Shareholders' Equity			
Share capital			
Registered capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Issued and fully paid-up capital			
Ordinary shares: 50,000 shares at Baht 100 per share	5,000.00	5,000.00	5,000.00
Retained earnings (deficit)	(3,220.43)	(2,164.89)	(9,881.70)
Total shareholders' equity	1,779.57	2,835.11	(4,881.70)
Total liabilities and shareholders' equity	13,370.92	28,983.21	20,719.19

Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Profit or Loss of DRJ

Statement of Profit or Loss	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Revenue			
Revenue from sales and services	56,046.99	116,582.45	201,584.84
Other income	7.03	1,033.94	255.88
Total revenue	56,054.02	117,616.39	201,840.72
Expenses			
Cost of sales and services	23,781.95	31,260.71	114,754.75
Selling expenses	24,916.78	69,715.90	73,063.12
Administrative expenses	11,790.66	14,757.28	21,475.31
Total expenses	60,489.39	115,733.88	209,293.18
Profit before finance costs and income tax	(4,435.37)	1,882.51	(7,452.46)
Finance costs	49.34	89.52	83.90
Profit before income tax	(4,484.71)	1,792.99	(7,536.36)
Income tax expense	72.36	737.45	180.45
Profit for the period	(4,557.07)	1,055.53	(7,716.81)

Note: 1/ Based on the internal financial statements as at 31 December 2025

6. Total Value of Consideration

The total value of consideration that the Company will receive from entering into the transaction for the disposal of shares in the DRJ group and the assumption of debt under the Loan Agreement between MTT and SPTX shall be not exceeding Baht 184,100,000. The Company will receive consideration from SPTX in the form of assets in lieu of cash payment, comprising (1) the transfer of all ordinary shares in MTT with a total value not exceeding Baht 134,100,000, and (2) the receipt of newly issued ordinary shares of SPTX with a total value not exceeding Baht 50,000,000, after all conditions precedent under the share purchase agreement have been fulfilled, or waived by the relevant contractual parties (e.g., there is no event or any change that has a material adverse effect on MTT; the representations of the seller are true, correct, and not misleading in all respects; the seller has not breached any provision of the agreement), and all actions have been taken to complete the transaction as specified in the share purchase agreement, subject to the conditions precedent and key terms as specified in Clause 9.

In this regard, details of the acquisition of ordinary shares of MTT and newly issued ordinary shares of SPTX transactions are set out in another information memorandum disclosed together with this information memorandum.

7. Basis for Determining the Value of Consideration

The Company has determined the total value of consideration for the transaction for the disposal of shares in the DRJ group at not exceeding Baht 175,000,000, based on the business valuation using the

Discounted Cash Flow (DCF) method, and has determined the total value of consideration for the assumption of debt at not exceeding Baht 9,100,000 under the Loan Agreement between MTT and SPTX, based on mutual negotiations with reference to the terms of such agreement. In this regard, the Board of Directors has carefully considered to ensure that such disposal price is appropriate and fair to the Company and appropriately reflects market conditions as well as the business potential.

8. Expected Benefits to the Company

The Company expects that entering into the transaction will generate the following benefits:

- (1) The transaction is part of the restructuring of investments in various businesses to be in line with the Company’s policy and strategy in creating a New S-Curve, through the investment in MTT, which operates in the information technology business, which will enhance the Company’s competitiveness in the long term.
- (2) The business operations of MTT will require lower investment than the businesses being disposed of, and therefore are expected to generate cash flow and sustainable returns in the future, thereby diversifying sources of income and reducing reliance on the existing businesses.
- (3) The disposal of investments in the existing businesses and the investment in businesses with growth potential will improve the efficiency of capital allocation and increase the overall asset yield of the Company, as well as provide opportunities for the Company to invest in other businesses in the future in line with the Company’s policy and strategy.
- (4) From the selling price of the DRJ Group shares being higher than the Company’s investment cost, the Company will be able to recognize a gain from the disposal of such investment, which will generate profit for the Company and improve the Company’s key financial ratios.

9. Conditions for Entering into the Transaction

For this transaction, the Company will enter into (1) a share purchase agreement and (2) a share subscription agreement with SPTX. The share purchase agreement will be the principal agreement governing the transaction, while the share subscription agreement is intended solely to set out specific terms relating to the subscription, issuance, and allocation of newly issued ordinary shares of SPTX in accordance with the share purchase agreement. The key terms and conditions of such agreements can be summarized as follows:

A. Shares Purchase Agreement	
1. Key Conditions	<p>1.1 Parties: EMPIRE and SPTX</p> <p>1.2 Sale Shares and Purchase Price: <u>EMPIRE agrees to sell the following shares to SPTX:</u></p> <p>(1) Shares in OIN in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 2,500 per share, totaling Baht 125,000,000;</p>

A. Shares Purchase Agreement	
	<p>(2) Shares in OGF in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 900 per share, totaling Baht 45,000,000; and</p> <p>(3) Shares in DRJ in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 100 per share, totaling Baht 5,000,000 (collectively referred to as the “Sale Shares”)</p> <p>In addition, EMPIRE agrees to assume debt in the amount of Baht 9,100,000 under the loan agreement between MTT, as lender, and SPTX, as borrower (the “Loan Agreement between MTT and SPTX”), by way of novation, whereby the existing debt of SPTX shall be extinguished and EMPIRE shall become the debtor of MTT in place of SPTX.</p> <p><u>The total purchase price is Baht 184,100,000.</u></p> <p>1.3 Form of Payment of Consideration:</p> <p>(1) SPTX transfers shares in MTT in the number of 34,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, with a total value of Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share.</p> <p>(2) SPTX issues and allocates newly issued ordinary shares of SPTX in the number of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a total value of Baht 50,000,000, by way of private placement (Private Placement).</p>
2. Conditions Precedent	<p>2.1 General Conditions Precedent</p> <p>2.1.1 The Board of Directors’ meeting and the shareholders’ meeting of EMPIRE and SPTX have resolved to approve the entry into the transaction and other matters related to the entry into the transaction.</p> <p>2.1.2 There is no event or any change that has a material adverse effect on the DRJ Group, MTT, SPTX, EMPIRE, or MTT.</p> <p>2.1.3 The representations of the parties are true and correct.</p> <p>2.1.4 The parties have complied with the agreements, obligations, or any provisions under the agreement.</p> <p>2.1.5 Both parties have executed the share subscription agreement.</p> <p>2.1.6 The DRJ Group and MTT have convened the Board of Directors’ meeting and/or the shareholders’ meeting to approve the appointment of new directors and the change of directors’ authorized signatory powers.</p> <p>2.2 Key Conditions Precedent to be Performed by SPTX</p>

A. Shares Purchase Agreement	
	<p>2.2.1 SPTX has procured Super Trader Republic Co., Ltd. (a subsidiary of SPTX) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to EMPIRE, in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.</p> <p>2.3 Key Conditions Precedent to be Performed by EMPIRE</p> <p>2.3.1 EMPIRE has procured DRJ, OIN and OGF to prepare and/or deliver the share register books and share certificates issued to all shareholders who are the current shareholders to SPTX for verification of accuracy.</p> <p>2.3.2 EMPIRE has procured DRJ, OIN and OGF to obtain consent or waiver from financial institutions in relation to the change of major shareholding structure, directors or management, and/or other requirements (if any).</p> <p>2.3.3 EMPIRE has procured DRJ to submit an application for direct marketing registration to the relevant governmental authorities.</p>
3. Actions to be Taken Prior to the Completion Date	The actions to be taken prior to the completion date shall be in accordance with standard provisions for share purchase transactions of a similar nature, including that there shall be no approval of any material transactions; each party shall immediately notify the other party of any information that has or may have a material adverse effect; the parties shall not take any action that is contrary to the agreement or that would hinder the completion of the transaction under the agreement or cause the representations of the parties to be untrue, inaccurate, or misleading in any material respect; OIN, OGF, DRJ, and MTT shall conduct their businesses in the ordinary course; and OIN, OGF, DRJ, and MTT shall be prohibited from declaring dividends.
4. Actions to be Taken on the Completion Date	<p>4.1 The parties execute the share transfer instruments.</p> <p>4.2 The share transfer is recorded in the share register book and new share certificates are issued to the Company.</p>
5. Representations and Warranties and Indemnification by the Parties	<p>5.1 The representations and warranties of the parties shall be in accordance with standard provisions for share purchase transactions of a similar nature, including, for example:</p> <ul style="list-style-type: none"> (a) Authority to enter into the agreement (b) Status of the company and the shares being sold (c) Compliance with laws by the company

A. Shares Purchase Agreement	
	<p>(d) Filing of tax returns and payment of all taxes in compliance with applicable laws</p> <p>5.2 The right to claim indemnification from the seller in the event of any breach of representations and warranties shall be in accordance with standard provisions for share purchase transactions of a similar nature.</p>
6. Other Provisions	<p>6.1 SPTX and EMPIRE agree on the EBITDA guarantee arrangements between them in relation to MTT and the DRJ Group, in accordance with the existing conditions and with the period continuing from the original period. The key terms of such existing conditions are as follows:</p> <p>(1) Mr. Teerasarn Panpattanakun (an executive of MTT) guarantees that the cumulative EBITDA of MTT shall be not less than Baht 37.5 million within 3 calendar years (from 1 January 2026 to 31 December 2028), based on the financial statements of MTT for the years 2026 to 2028. The Company will disclose the EBITDA of MTT in its quarterly financial statements; and</p> <p>(2) Mr. Pannawit Chottechathammanee (an executive of the DRJ Group) guarantees that the aggregate EBITDA of the DRJ Group shall be not less than Baht 70 million for the years 2025–2026, based on the financial statements for the years 2025 to 2026.</p> <p>In this regard, if the cumulative EBITDA of MTT during such period is lower than the specified amount, Mr. Teerasarn agrees to compensate for the damages. The amount of damages shall be calculated based on the EBITDA shortfall by applying the Discounted Cash Flow (DCF) valuation method, such that the damages are equivalent to the reduction in the value of MTT’s shares. The damages shall be calculated as at 31 December 2028. The Company will continuously monitor the performance of MTT, and in the event that EBITDA shows a significant downward trend below the agreed threshold, the Company will issue a written notice to Mr. Teerasarn to discuss appropriate measures to ensure compliance with the conditions under the EBITDA guarantee provided by Mr. Teerasarn and/or to prepare for any compensation for damages.</p> <p>For reference, the EBITDA of MTT and the companies within the DRJ Group as at 31 December 2025 are as follows:</p> <p>(1) EBITDA of MTT: Baht 102,633.27</p> <p>(2) EBITDA of the DRJ Group: Baht 65,799,464.71</p> <p>6.2 Mr. Teerasarn Panpattanakun (a) shall hold the position of director of MTT and perform management duties in MTT for a period of not less than 3 years from the date on which SPTX acquires the MTT shares (from 6 February 2026 to 5</p>

A. Shares Purchase Agreement	
	<p>February 2029). The said period shall run consecutively from the original period agreed between SPTX and the sellers of MTT shares at the time of the MTT share acquisition and (b) shall not compete with MTT and EMPIRE throughout the entire period of serving as a director of MTT.</p> <p>6.3 Other provisions, such as pre- and post-completion covenants, termination, and confidentiality, shall be in accordance with standard provisions for transactions of a similar nature.</p>

B. Shares Subscription Agreement	
1. Key Conditions	<p>1.1 Parties: EMPIRE and SPTX</p> <p>1.2 Issuance of Newly Issued Ordinary Shares of SPTX:</p> <p>(1) Under the terms and conditions of the share subscription agreement, SPTX agrees to issue and allocate newly issued ordinary shares of SPTX to the Company, and EMPIRE agrees to subscribe for such newly issued ordinary shares of SPTX, in the amount, at the price, and subject to the conditions as specified in the share subscription agreement.</p> <p>(2) EMPIRE agrees to subscribe for newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a total value of Baht 50,000,000, by way of private placement (Private Placement), whereby EMPIRE agrees to pay the subscription price for such newly issued ordinary shares of SPTX to SPTX by transferring the relevant sale shares, namely 50,000 shares in DRJ and 50,000 shares in OGF, which are held by EMPIRE and/or persons designated by EMPIRE, as consideration in lieu of cash payment.</p>
2. Conditions Precedent	<p>2.1 General Conditions Precedent</p> <p>2.1.1 The Board of Directors' meeting and the shareholders' meeting of the Company have resolved to approve the entry into the transaction and other matters related to the entry into the transaction.</p> <p>2.1.2 There is no event or any change that has a material adverse effect on the DRJ Group, MTT, SPTX, EMPIRE, or MTT.</p> <p>2.1.3 The representations of the parties are true and correct.</p> <p>2.1.4 The parties have complied with the agreements, obligations, or any provisions under the agreement.</p> <p>2.1.5 The parties have executed the share subscription agreement.</p>

	<p>2.1.6 The DRJ Group and MTT have convened the Board of Directors' meeting and/or the shareholders' meeting to approve the appointment of new directors and the change of directors' authorized signatory powers.</p> <p>2.2 Key Conditions Precedent to be Performed by SPTX</p> <p>2.2.1 SPTX has obtained approval from the shareholders' meeting of SPTX to consider and resolve on: (1) the increase of the registered capital of SPTX in the amount of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, and the amendment of Clause 4 of the memorandum of association to be in line with such capital increase; and (2) the allocation of newly issued ordinary shares of SPTX to EMPIRE by way of private placement (Private Placement) for the purpose of settling the purchase price for the sale shares under the share purchase agreement.</p> <p>2.2.2 SPTX has procured Super Trader Republic Co., Ltd. (a subsidiary of SPTX) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to EMPIRE, in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.</p>
<p>3. Actions to be Taken Prior to the Completion Date</p>	<p>The actions to be taken prior to the completion date shall be in accordance with standard provisions for share purchase transactions of a similar nature, including that there shall be no approval of any material transactions; each party shall immediately notify the other party of any information that has or may have a material adverse effect; the parties shall not take any action that is contrary to the agreement or that would hinder the completion of the transaction under the agreement or cause the representations of the parties to be untrue, inaccurate, or misleading in any material respect; OIN, OGF, DRJ, and MTT shall conduct their businesses in the ordinary course; and OIN, OGF, DRJ, and MTT shall be prohibited from declaring dividends.</p>
<p>4. Actions to be Taken on and after the Completion Date</p>	<p>4.1 SPTX shall file an application to register the special resolution for the increase of the registered capital of SPTX as approved by the relevant shareholders' meeting with the Department of Business Development.</p> <p>4.2 Within the period agreed by the parties from the completion date, SPTX agrees to file for the registration of the paid-up capital increase for the newly issued ordinary shares of SPTX with the Department of Business Development and deliver the relevant supporting documents to EMPIRE, including submitting the application together with relevant documents to the Stock Exchange of Thailand for the listing of such newly issued ordinary shares of SPTX and proceeding to</p>

	have such shares approved for listing and trading on the Stock Exchange of Thailand.
5. Representations and Warranties and Indemnification by the Parties	<p>5.1 The representations and warranties of the parties shall be in accordance with standard provisions for share purchase transactions of a similar nature, including, for example:</p> <ul style="list-style-type: none"> (a) Authority to enter into the agreement (b) Status of the company and the shares being sold (c) Compliance with laws by the company (d) Filing of tax returns and payment of all taxes in compliance with applicable laws <p>5.2 The right to claim indemnification from the seller in the event of any breach of representations and warranties shall be in accordance with standard provisions for share purchase transactions of a similar nature.</p>

In this regard, the conditions relating to the entry into the transaction as described above may be subject to change as the parties may further negotiate and agree. However, such conditions will not be material conditions that may affect the shareholders' decision in considering the approval of the transaction.

11 Opinion of the Board of Directors

The Board of Directors has unanimously resolved to approve the entry into the transaction and to propose the matter to the shareholders' meeting for further consideration and approval. This is because the Board has carefully considered and is of the view that the transaction is reasonable and in line with the Company's direction and strategic business plan, particularly the restructuring of its investment portfolio toward businesses with high growth potential and the ability to create long-term value for the Company. The disposal of investment in the DRJ group and the investment in MTT and SPTX, which operate in the information technology sector, will support the development of the Company's New S-Curve and is consistent with the policy of "Maximizing Asset Yield Through Integrated Innovation," which will enhance the Company's competitiveness and create new business opportunities in the future.

In addition, the Board of Directors has considered and is of the view that the purchase price and consideration to be received by the Company from entering into such transaction are appropriate, with reference to the valuation of the business using the Discounted Cash Flow (DCF) method, and in compliance with the relevant criteria. The disposal of investment in the DRJ group at a price higher than the Company's investment cost will enable the Company to recognize a gain from the disposal of investment and will have a positive impact on the Company's financial position and operating results.

The Board has also considered the results of the due diligence conducted in all material aspects and is of the view that the transaction is conducted on terms no less favorable than those of an arm's

length transaction with a general third party. The Board has taken into account all relevant factors, including the appropriate value of the assets to be received, the expected future returns, the impact on the Company's financial structure, and the associated risks. The Board is of the view that entering into the transaction will not have any material adverse effect on the Company's liquidity or working capital, and that the associated risks are at a manageable level. Therefore, the Board of Directors considers that entering into such transaction is in the best interests of the Company and its shareholders in the long term.

12 Opinion of the Audit Committee

The Audit Committee has an opinion consistent with that of the Board of Directors as stated in Clause 11 above.

The Board has acknowledged and considered the information in this information memorandum and is of the view that it is accurate and reliable in all material respects and does not cause any misunderstanding of the disclosed information. In addition, such information has been considered and approved by the Board of Directors' Meeting No. 8/2026 held on 24 March 2026.

Please be informed accordingly.

Yours sincerely,

-Ms. Watcharaphorn Suwinchai-

(Ms. Watcharaphorn Suwinchai)

Chief Executive Officer

**Information memorandum on the acquisition of all ordinary shares in
Multita Co., Ltd. and SPTX Public Company Limited**

As the Board of Directors' Meeting of Origin Global Empire Public Company Limited (the "Company") No. 8/2026, held on 24 March 2026, was passed approving the proposal to be submitted to the Extraordinary General Meeting of Shareholders No. 2/2026 on the following key matters:

1. Acquisition of ordinary shares in Multita Co., Ltd. ("MTT"), totaling 34,000 shares with a par value of Baht 100 per share, or representing 100.00% of the total issued and paid-up shares of MTT, with a total value of not exceeding Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share, from SPTX Public Company Limited ("SPTX"), which is not a connected person of the Company, as consideration for (1) the ordinary shares of Organics Innovations Co., Ltd. ("OIN"), a subsidiary of the Company, totaling 50,000 shares with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of OIN, at a purchase price of Baht 2,500 per share, equivalent to a total value of not exceeding Baht 125,000,000 and (2) the Company agrees to accept the transfer of debt in the amount of not exceeding Baht 9,100,000 under the loan agreement between MTT as lender and SPTX as borrower ("**Loan Agreement between MTT and SPTX**") by way of novation, resulting in the extinguishment of SPTX's existing debt and the Company becoming the debtor of MTT in place of SPTX. [In this regard, the key terms of the Loan Agreement between MTT and SPTX are as follows:](#)

Loan Amount:	9,100,000 Baht. The Lender shall disburse the loan to the Borrower by transferring funds into the Borrower's bank account in installments, as follows: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>No.</th> <th>Date</th> <th>Amount (Baht)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>31 March 2026</td> <td>1,000,000.00</td> </tr> <tr> <td>2</td> <td>12 April 2026</td> <td>1,100,000.00</td> </tr> <tr> <td>3</td> <td>30 April 2026</td> <td>2,000,000.00</td> </tr> <tr> <td>4</td> <td>15 May 2026</td> <td>2,000,000.00</td> </tr> <tr> <td>5</td> <td>30 May 2026</td> <td>3,000,000.00</td> </tr> <tr> <td></td> <td style="text-align: center;">Total</td> <td style="text-align: right;">9,100,000.00</td> </tr> </tbody> </table>	No.	Date	Amount (Baht)	1	31 March 2026	1,000,000.00	2	12 April 2026	1,100,000.00	3	30 April 2026	2,000,000.00	4	15 May 2026	2,000,000.00	5	30 May 2026	3,000,000.00		Total	9,100,000.00
No.	Date	Amount (Baht)																				
1	31 March 2026	1,000,000.00																				
2	12 April 2026	1,100,000.00																				
3	30 April 2026	2,000,000.00																				
4	15 May 2026	2,000,000.00																				
5	30 May 2026	3,000,000.00																				
	Total	9,100,000.00																				
Interest Rate:	8% per annum on the outstanding loan amount, calculated from the date the Borrower receives each disbursement until full repayment.																					
Default Interest:	In accordance with the rate prescribed by law.																					
Security:	None.																					
Repayment:	The Borrower agrees to repay the entire loan together with accrued interest within 15 days from the date of receipt of a written demand notice from the Lender.																					

In this regard, the details of the information memorandum on the disposal of all ordinary shares in Organics Innovations Co., Ltd. appear in a separate information memorandum disclosed together with this information memorandum.

The current shareholders of MTT consist of 2 persons (collectively, “**MTT’s Sellers**”) as follows:

(a) SPTX, holding 33,999 ordinary shares in MTT, with a par value of Baht 100 per share, representing 99.997% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 134,096,055.88; and

(b) Mr. Tanun Pongchawanakul, who holds 1 ordinary share in MTT on behalf of MTT, with a par value of Baht 100 per share, representing 0.003% of the total issued and paid-up shares of MTT, with a total value of approximately Baht 3,944.12.

Including approval to enter into the share purchase agreement and other related agreements and documents (collectively referred to as the “**Acquisition of MTT Shares Transaction**”).

2. The acquisition of newly issued ordinary shares of SPTX, which will be used as consideration for the ordinary shares of Organics Greens Farm Co., Ltd. (“**OGF**”) and Doctor Gel Co., Ltd. (“**DRJ**”) (and, together with OIN, OGF, and DRJ, collectively referred to as the “**DRJ Group**”), which are subsidiaries of the Company, with details as follows:

2.1. A total of 50,000 shares in OGF, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of OGF, at a price of Baht 900 per share, totaling not exceeding Baht 45,000,000.

The current shareholders of OGF consist of 2 persons as follows:

(a) EMPIRE, holding 49,999 ordinary shares in OGF, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of OGF, with a total value of Baht 44,999,100; and

(b) Mr. Pannawit Chottechathammanee, who holds 1 ordinary share in OGF on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of OGF, with a total value of Baht 900.

2.2. A total of 50,000 shares in DRJ, with a par value of Baht 100 per share, representing 100.00% of the total issued and paid-up shares of DRJ, at a price of Baht 100 per share, totaling not exceeding Baht 5,000,000.

The current shareholders of DRJ consist of 2 persons as follows:

(a) EMPIRE, holding 49,999 ordinary shares in DRJ, with a par value of Baht 100 per share, representing 99.998% of the total issued and paid-up shares of DRJ, with a total value of Baht 4,999,900; and

(b) Mr. Pannawit Chottechathammanee, who holds 1 ordinary share in DRJ on behalf of the Company, with a par value of Baht 100 per share, representing 0.002% of the total issued and paid-up shares of DRJ, with a total value of Baht 100.

Total value of not exceeding Baht 50,000,000.

SPTX shall pay the consideration for the ordinary shares of OGF and DRJ to the Company in the total amount of not exceeding Baht 50,000,000 by issuing and allocating newly issued ordinary shares of SPTX to the Company through private placement in lieu of cash payment, with details as follows:

(1) Ordinary shares of SPTX in the amount of 4,500,000,000 shares, representing 2.11% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 45,000,000, as consideration for the shares in OGF;

(2) Ordinary shares of SPTX in the amount of 500,000,000 shares, representing 0.23% of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a par value of Baht 1.00 per share, at an offering price of Baht 0.01 per share, totaling not exceeding Baht 5,000,000, as consideration for the shares in DRJ.

(collectively referred to as the “**Acquisition of Ordinary Shares of SPTX Transaction**”)

In this regard, details of the acquisition of newly issued ordinary shares of SPTX transaction are set out in another information memorandum disclosed together with this information memorandum.

Furthermore, the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction constitute an acquisition of assets of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (as amended) (the “**Notification on Acquisition or Disposal**”).

Upon consideration of the transaction size calculated under various criteria pursuant to the Notification on Acquisition or Disposal, the details are as follows:

(A) The Acquisition of MTT Shares Transaction has the highest transaction size equal to 31.81% based on the total value of consideration criteria and has the transaction size equal to 28.70% based on the net tangible assets (NTA) criteria and (B) the Acquisition of Ordinary Shares of SPTX Transaction has the highest transaction size equal to 39.59% based on the net tangible assets (NTA) criteria. In this regard, the aggregation with similar transactions during the past 6 months prior to the date on which the Board of Directors approved this transaction has the transaction size equal to 2.03. Therefore, the Acquisition of MTT Shares Transaction and Acquisition of SPTX Shares Transaction has a total transaction size of 70.32%. As the aggregate transaction size exceeds 50% but is less than 100%, the Company has analogized and complied with the criteria applicable to transactions exceeding 50% but less than 100%. Accordingly, the Company has the following duties:

(1) To report and disclose information regarding the transaction with at least the information required under Schedule (1) of the Notification on Acquisition or Disposal to the Stock Exchange

(2) To convene a shareholders' meeting to consider and approve the transaction, which must be approved by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders

(3) To deliver the notice of the shareholders' meeting under (2) to shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information required under Schedule (2) of the Notification on Acquisition or Disposal

(4) To appoint an independent financial advisor (IFA) to provide an opinion on the transaction

Other asset acquisition transactions within the 6 months period prior to the Board of Directors' approval of this transaction

Date	Transaction	Calculation of transaction size under criteria (%)			
		Net Tangible Assets (NTA)	Net Profit from Operations	Total Value of Consideration	Value of Shares Issued for Payment of Assets
24 Oct 2025	Establishment of 2 new subsidiaries ¹	N/A	N/A	0.30	N/A
27 Feb 2026	Board of Directors' Meeting No. 4/2026 resolved to approve investment by acquiring all shares in Fusion C Co., Ltd. ²	0.09	N/A	1.73	N/A
Total		0.09	-	2.03	-

Note: 1/ The establishment of two new subsidiaries, namely: (1) Twenty-Four Con and Supply X Co., Ltd., with a registered capital of Baht 1,000,000, and (2) Twenty-Four Con and Supply Plus Co., Ltd., with a registered capital of Baht 1,000,000, representing a total value of consideration of Baht 2,000,000.

2/ The transaction is expected to be completed by 17 April 2026.

In this regard, the acquisition of ordinary shares in MTT also constitutes a purchase or acceptance of transfer of the business of another company or a private company by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended), which requires approval from the shareholders' meeting by a vote of not less than three-fourths of the total votes of the shareholders present and entitled to vote, excluding the votes of interested shareholders.

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any persons authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to perform any acts necessary or related to the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction, including but not limited to negotiating, entering into, executing, amending the share purchase agreements, agreements, contracts and other relevant documents, as well as determining criteria, conditions relating to the transfer of ownership of ordinary shares, and other necessary and relevant details in connection with such transaction in compliance with applicable laws.

Accordingly, the Company wishes to disclose information regarding the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction, which constitutes an acquisition of assets transaction, as follows:

1. Date of the Transaction

The Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction will occur only when (1) after obtaining approval for entering into the transaction from the Extraordinary General Meeting of Shareholders No. 2/2026, which will be held on 29 May 2026, including approval of matters necessary and/or related to such transaction, and (2) after all conditions precedent under the share purchase agreement have been fulfilled, or have been waived by the relevant contractual parties, and all actions have been taken to complete the transaction as specified in such agreement. In this regard, the Company expects that the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction will be completed within June 2026 or as mutually agreed by the parties. The stipulation of "or as mutually agreed by the parties" is intended to allow the parties to adjust the timeline as appropriate in the event of circumstances beyond the control of the parties, such as serious accidents, natural disasters, force majeure events, or outbreaks of serious contagious diseases, which may affect the transaction process. Such wording is a common practice to accommodate unforeseeable circumstances and is not intended to allow extension of the timeline without reasonable grounds.

2. Parties Involved and Relationship with the Company

Buyer:	Origin Global Empire Public Company Limited ("EMPIRE")
Seller:	SPT X Public Company Limited ("SPTX")
Relationship	Not connected persons

3. General Characteristics of the Transaction and Transaction Size

3.1 General Characteristics of the Transaction

Following the Company's determination of a new direction and strategic plan for its business operations, focusing on creating new revenue streams and sustainable long-term growth through the development of a New S-Curve for the business, building upon the Company's existing business structure to enhance competitiveness and create new business opportunities in the future, the Company considers

the information technology (IT) business to be one of the industries with high growth potential, as both public and private sectors are undergoing digital transformation to improve operational efficiency, reduce costs, and strengthen long-term competitiveness. Accordingly, the Company has a plan to restructure its investment portfolio to align with its new direction and strategic plan, “Maximizing Asset Yield Through Integrated Innovation.”

SPTX has proposed to purchase shares of the DRJ group (consisting of OIN, OGF, and DRJ), which operate in the manufacturing and distribution of cosmetics and skincare products, with good operating results and growth prospects, and are therefore considered quality assets (Good Asset) under the Company’s business structure. Following negotiations between the parties, the share purchase price has been agreed at a total value of not exceeding Baht 184,100,000, which will enable the Company to benefit from recognizing the difference between the cost and the selling price from this disposal of investment. This will also have a positive impact on the Company’s statement of financial position by increasing shareholders’ equity from retained earnings recognition, and improving key financial ratios of the Company.

However, the Company has been informed that SPTX intends to pay for the DRJ group shares using loans from financial institutions and/or cash received from disposal of assets or investments, and/or by issuing newly issued shares in lieu of cash payment. Although the Company initially prefers to receive cash consideration, after reviewing the assets and investments held by SPTX, the Company has expressed interest in MTT, a subsidiary of SPTX, as MTT operates in software development, as well as providing and distributing Cloud-Based Infrastructure and Cyber Security solutions, which align with the Company’s new direction and strategic plan and are expected to create overall benefits to the group. After SPTX became aware of the Company’s interest in MTT, it further negotiated with the Company to use MTT shares as consideration for the DRJ group shares, in lieu of a cash payment.

Following discussions between both parties, the Company and SPTX have agreed on the purchase price of MTT shares, totalling not exceeding Baht 134,100,000, based on a business valuation using the Discounted Cash Flow (DCF) method, with the remaining portion to be paid by newly issued shares of SPTX in lieu of cash payment.

In this regard, the transaction involves the disposition of DRJ group shares to SPTX, whereby the Company will receive MTT shares and newly issued shares of SPTX instead of cash consideration. The details of the assets involved between both parties can be summarized as follows:

1. Assets of the Company with a total value not exceeding Baht 175,000,000, consisting of (1) Organics Innovations Co., Ltd. (OIN) valued at not exceeding Baht 125,000,000, (2) Organics Greens Farm Co., Ltd. (OGF) valued at not exceeding Baht 45,000,000, and (3) Doctor Gel Co., Ltd. (DRJ) valued at not exceeding Baht 5,000,000. In this regard, the Company agrees to accept the transfer of debt in the amount of not exceeding Baht 9,100,000 under the loan agreement between MTT and SPTX by way of novation, resulting in the extinguishment of SPTX’s original debt and the Company becoming the debtor of MTT in place of SPTX. Such novation forms part of the conditions for entering into the transaction.

2. Assets of SPTX with a total value of not exceeding Baht 184,100,000, consisting of (1) Multita Co., Ltd. (MTT) valued at not exceeding Baht 134,100,000 and (2) newly issued ordinary shares of

SPTX in the amount of 5,000,000,000 shares at a price of 0.01 Baht per share, totaling not exceeding Baht 50,000,000.

Details of the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction are as follows:

1. Assets to be Disposed of : 1) 34,000 ordinary shares of MTT, or representing 100.00% of the total issued and paid-up shares of MTT with a total value of not exceeding Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share.

2) Newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, offered by way of private placement at a price of Baht 0.01 per share, totaling not exceeding Baht 50,000,000

2. Total Value of Consideration : The Company will pay consideration in the total amount of not exceeding Baht 184,100,000 to SPTX with the following assets in lieu of cash payment:

1) 50,000 ordinary shares of OIN, or representing 100.00% of the total issued and paid-up shares of OIN at a purchase price of Baht 2,500 per share, totaling not exceeding Baht 125,000,000

2) 50,000 ordinary shares of OGF, or representing 100.00% of the total issued and paid-up shares of OGF at a purchase price of Baht 900 per share, totaling not exceeding Baht 45,000,000

3) 50,000 ordinary shares of DRJ, or representing 100.00% of the total issued and paid-up shares of DRJ at a purchase price of Baht 100 per share, totaling not exceeding Baht 5,000,000

4) Assumption of debt in an amount not exceeding Baht 9,100,000 under the Loan Agreement between MTT and SPTX

In this regard, Details of the disposal of shares in the DRJ Group are set out in a separate information memorandum disclosed concurrently with this document.

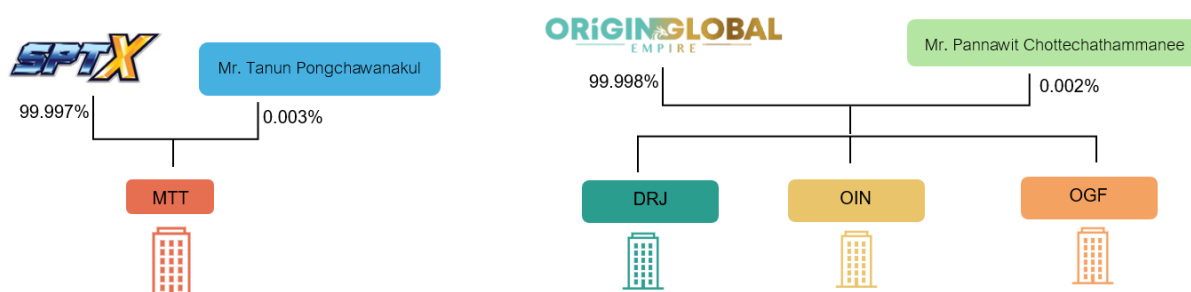
- 3. Key Conditions Precedent** : 1) The Board of Directors' meeting and the shareholders' meeting of the Company have resolved to approve the entry into the transaction
- 2) Other conditions precedent under the share purchase agreement as follows have been fulfilled, or have been waived by the relevant contractual parties, and all actions have been taken to complete the transaction as specified in such agreement:
- (1) There is no event or any change that has a material adverse effect on the DRJ Group, SPTX, the Company, or MTT.
- (2) The representations of the parties are true and correct.
- (3) The parties have complied with the agreements, obligations, or any provisions under the agreement.
- (4) Both parties have executed the share subscription agreement.
- (5) The DRJ Group and MTT have convened the Board of Directors' meeting and/or the shareholders' meeting to approve the appointment of new directors and the change of directors' authorized signatory powers.
- (6) SPTX has procured Super Trader Republic Co., Ltd. (a subsidiary of SPTX) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to the Company, in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.
- (7) The Company has procured the DRJ Group to prepare and/or deliver the share register books and share certificates issued to all shareholders who are the current shareholders to SPTX for verification of accuracy.

(8) The Company has procured the DRJ Group to obtain consent or waiver from financial institutions in relation to the change of major shareholding structure, directors or management, and/or other requirements (if any).

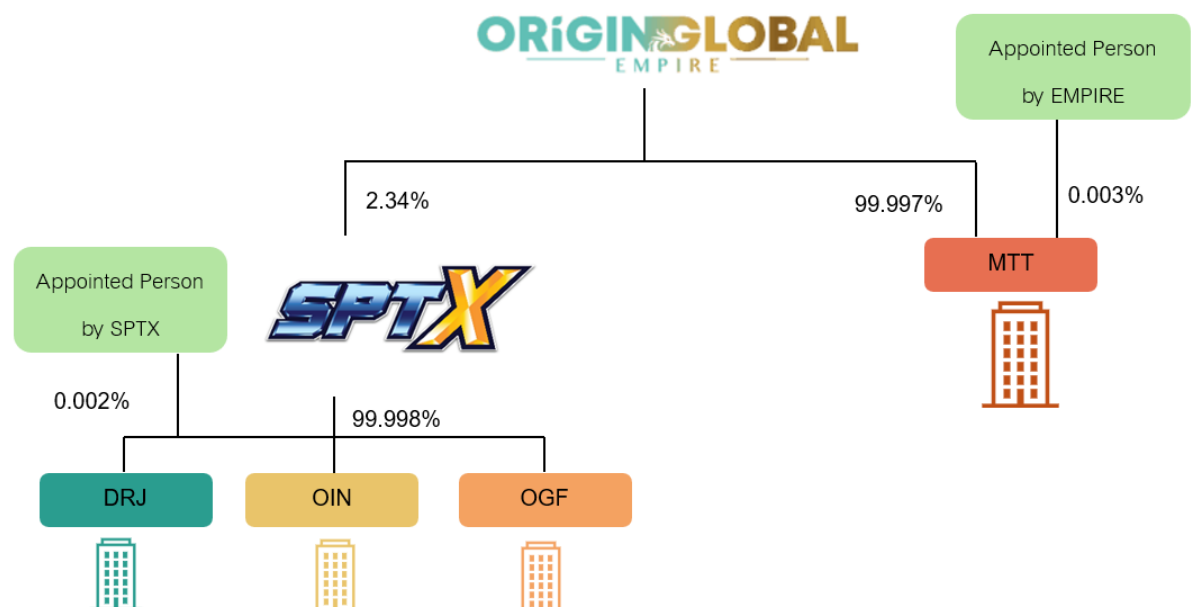
(9) The Company has procured DRJ to submit an application for direct marketing registration to the relevant governmental authorities.

In this regard, the conditions relating to the entry into the transaction are detailed in Clause 10, which may be subject to change as the parties may further negotiate and agree. However, such conditions will not be material conditions that may affect the shareholders' decision in approving the transaction.

Shareholding structure prior to entering into the transaction



Shareholding structure post-entering into the transaction



Note: As the Civil and Commercial Code requires a company to have at least two shareholders, the Company has therefore considered and designated Ms. Watcharaporn Suwinchai, the Chief Executive Officer of the Company, to hold 1 ordinary share in MTT in order to comply with such requirement under the Civil and Commercial Code.

4. Transaction Size

The total value of consideration that the Company will acquire from entering into such transaction is Baht 184,100,000.

Financial Information

(Unit: Million Baht)	Company As of 31 December 2025	MTT As of 31 December 2024	SPTX As of 31 December 2024
Total assets	421.56	5.73	1,584.34
<u>Less</u> Total liabilities	290.71	2.04	490.64
Net assets	130.85	3.69	1,093.69
<u>Less</u> Intangible assets	14.48	-	372.82
<u>Less</u> Goodwill	96.77	-	406.01
<u>Less</u> Deferred tax assets	6.73	-	0.00
<u>Less</u> Non-controlling interests	-	-	97.13
Net tangible assets (NTA)	12.87	3.69	217.73
Net profit (loss)	(164.61)	(0.83)	(299.01)

* Net profit for the past 12 months

Calculation of the transaction size for MTT

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of Acquired assets} \times \text{Acquired proportion} \times 100}{\text{NTA of the Company}}$	$\frac{3.69 \times 100\% \times 100}{12.87}$	28.70
Net profit criteria from operations	$\frac{\text{Net profit of acquired assets} \times \text{Acquired proportion} \times 100}{\text{Net profit of the Company}}$	N/A ¹	N/A ¹
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{134.10 \times 100}{421.56}$	31.81

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	N/A ²	N/A ²

Remark: 1/ The transaction size cannot be calculated as the Company has incurred operating losses.

2/ No shares are issued for payment of the assets.

If calculated based on the unaudited internal financial statements of MTT as at 31 December 2025, the maximum transaction size will be equal to 31.81% under the total value of consideration criterion. In this regard, the transaction size under the net tangible assets (NTA) criterion is equal to 30.25%.

Calculation of the transaction size for SPTX

Criteria	Formulas	Calculations (THB Million)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of acquired assets} \times \text{Acquired proportion} \times 100}{\text{NTA of the Company}}$	$\frac{217.73 \times 2.34\% \times 100}{12.87}$	39.59
Net profit criteria from operations	$\frac{\text{Net profit of acquired assets} \times \text{Acquired proportion} \times 100}{\text{Net profit of the Company}}$	N/A ¹	N/A ¹
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{50.00 \times 100}{421.56}$	11.86
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	N/A ²	N/A ²

Remark: 1/ The transaction size cannot be calculated as the Company has incurred operating losses.

2/ No shares are issued for payment of the assets.

Upon consideration of the transaction size calculated under various criteria pursuant to the Notification on Acquisition or Disposal, the details are as follows:

(A) The Acquisition of MTT Shares Transaction has the highest transaction size equal to 31.81% based on the total value of consideration criteria and has the transaction size equal to 28.70% based on the net tangible assets (NTA) criteria and (B) the Acquisition of Ordinary Shares of SPTX Transaction has the

highest transaction size equal to 39.59% based on the net tangible assets (NTA) criteria. In this regard, the aggregation with similar transactions during the past 6 months prior to the date on which the Board of Directors approved this transaction has the transaction size equal to 2.03. Therefore, the Acquisition of MTT Shares Transaction and Acquisition of SPTX Shares Transaction has a total transaction size of 70.32%. As the aggregate transaction size exceeds 50% but is less than 100%, the Company has analogized and complied with the criteria applicable to transactions exceeding 50% but less than 100%. Accordingly, the Company has the following duties:

(1) To report and disclose information regarding the transaction with at least the information required under Schedule (1) of the Notification on Acquisition or Disposal to the Stock Exchange

(2) To convene a shareholders' meeting to consider and approve the transaction, which must be approved by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders

(3) To deliver the notice of the shareholders' meeting under (2) to shareholders not less than 14 days prior to the meeting date, whereby such notice must contain at least the information required under Schedule (2) of the Notification on Acquisition or Disposal

(4) To appoint an independent financial advisor (IFA) to provide an opinion on the transaction

Other asset acquisition transactions within the 6 months period prior to the Board of Directors' approval of this transaction

Date	Transaction	Calculation of transaction size under criteria (%)			
		Net Tangible Assets (NTA)	Net Profit from Operations	Total Value of Consideration	Value of Shares Issued for Payment of Assets
24 Oct 2025	Establishment of 2 new subsidiaries ¹	N/A	N/A	0.30	N/A
27 Feb 2026	Board of Directors' Meeting No. 4/2026 resolved to approve investment by acquiring all shares in Fusion C Co., Ltd. ²	0.09	N/A	1.73	N/A
Total		0.09	-	2.03	-

Note: 1/ The establishment of two new subsidiaries, namely: (1) Twenty-Four Con and Supply X Co., Ltd., with a registered capital of Baht 1,000,000, and (2) Twenty-Four Con and Supply Plus Co., Ltd., with a registered capital of Baht 1,000,000, representing a total value of consideration of Baht 2,000,000.

2/ The transaction is expected to be completed by 17 April 2026.

In this regard, the acquisition of ordinary shares in MTT also constitutes a purchase or acceptance of transfer of the business of another company or a private company by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended), which requires approval from the shareholders' meeting by a vote of not less than three-fourths of the total votes of the shareholders present and entitled to vote, excluding the votes of interested shareholders.

5. Details of Assets Disposed

5.1 The acquisition of ordinary shares in MTT transaction

Upon completion of the acquisition of ordinary shares in MTT, the Company will hold a total of 34,000 ordinary shares in MTT, representing 100.00% of the total issued and paid-up shares of MTT. In this regard, the key information relating to MTT can be summarized as follows:

(1) General Information of MTT

Company Name	Multita Co., Ltd.
Business Type	Engaged in the provision of software services, including computer consultancy and related activities (IT Solution Provider) as a next-generation AI company, MTT has a vision to fundamentally disrupt the traditional software development industry by introducing a Multi-Agent AI framework that is integrated across all stages of the development lifecycle. Rather than using AI merely as a supporting tool, MTT leverages AI as a system composed of multiple agentic AI entities working collaboratively and intelligently. This approach not only enhances the speed and efficiency of development, but also reduces errors, improves code quality, and enables development teams to focus on solving complex problems and driving innovation. The framework is supported by internationally recognized standards, including ISO/IEC 29110 and CMMI Level 2. In addition, MTT acts as a distributor of Cloud-Based Infrastructure and Cyber Security solutions, such as Hackuity, Sarous, Verge.io, Storware, and LogicMonitor, providing services ranging from cloud environment design and deployment to cybersecurity management, including advanced threat detection systems, data encryption, disaster recovery planning, and compliance with international security standards. Furthermore, MTT has invested in the development of its own platforms to create sustainable long-term revenue streams. Notable examples include a Sales Platform and a Dialysis Center Management Platform (currently under development). MTT offers these platforms under a subscription model, enabling customers to

access advanced technology without significant upfront investment, while allowing MTT to generate recurring revenue.

Head Office	No. 139, The Street Ratchada Shopping Center Building, Rooms 301–304, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok.
Date of Incorporation	21 June 2022
Registered Capital	Baht 3,400,000
Paid-up Capital	34,000 shares, fully paid-up, with a total value of Baht 3,400,000
Total Number of Shares	34,000 shares
Par Value (per share)	Baht 100

(2) List of Shareholders of MTT

No.	List of Shareholders	Pre-Transaction		Post-Transaction	
		Share No.	%	Share No.	%
1	SPTX Public Company Limited (SPTX) ¹	33,999	99.997	-	-
2	Mr. Thanun Phongchuanakul (on behalf of SPTX) ²	1	0.003	-	-
3	Origin Global Empire Public Company Limited	-	-	33,999	99.997
4	Ms. Watcharaporn Suwinchai (on behalf of the Company) ²	-	-	1	0.003
	Total	34,000	100.00	34,000	100.00

Remark:

1/ The list of the top 10 shareholders of SPTX as at 28 November 2025 is as follows, none of whom are connected persons of the Company.

No.	List of Shareholders of SPTX	Share No.	Percentage
1	Mr. Krasuang Jarusira	35,701,976,619	19.44
2	Mr. Rasmiphum Sumetheewiat	27,070,000,000	14.74
3	Ms. Sitthala Rakprathet	17,524,072,200	9.54
4	Mr. Natti Suramethakul	3,000,000,000	1.63
5	Mr. Karun Keerikanjanarong	3,000,000,000	1.63
6	Ms. Siraporn Ottayakul	2,732,119,268	1.49
7	Thai NVDR Company Limited	2,423,176,187	1.32
8	Ms. Pannathipa Netiphat	1,692,317,692	0.92
9	Non-Life Insurance Fund	1,570,000,000	0.85
10	Mr. Chonnaphol Chanuhacha	1,556,000,000	0.85

2/ As the Civil and Commercial Code requires a company to have at least two shareholders, the Company will therefore consider and designate Ms. Watcharaporn Suwinchai, the Chief Executive Officer

of the Company, to hold 1 ordinary share in MTT in order to comply with such requirement under the Civil and Commercial Code.

(3) List of Directors and Executives of MTT

Pre-Transaction	Post-Transaction
1. Directors (a) Mr. Thirasan Phanphatthanakul (b) Mr. Kritsada Pruettiphathat (c) Mr. Thanun Phongchuanakul	1. Directors (a) Mr. Thirasan Phanphatthanakul (b) The Company's designated person (c) The Company's designated person
2. Executives Managing Director: Mr. Thirasan Phanphatthanakul	2. Executives (a) Managing Director: Mr. Thirasan Phanphatthanakul (b) Accounting and Finance Manager: one person to be designated by the Company (c) Other managers as the Company may further consider and designate as appropriate

(4) Financial Information

Statement of Financial Position of MTT

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Assets			
Cash and cash equivalents	363.09	1,883.26	1,190.51
Trade and other receivables	4,333.50	2,941.73	3,779.94
Construction work	-	-	2,453.12
Other current assets	148.61	495.63	277.86
Total current assets	4,845.20	5,320.61	7,701.44
Non-current Assets			
Equipment – net	613.92	405.60	181.25
Other assets	12.93	5.50	-
Total non-current assets	626.84	411.10	181.25
Total assets	5,472.04	5,731.71	7,882.69
Current Liabilities			
Trade and other payables	30.00	69.40	437.76
Other current liabilities	360.15	440.43	-

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Total current liabilities	390.15	509.83	437.76
Non-current liabilities			
Director loans	2,960.50	1,528.26	3,252.21
Estimated long-term liabilities	-	-	299.52
Total non-current liabilities	2,960.50	1,528.26	3,551.74
Total liabilities	3,350.65	2,038.09	3,989.50
Shareholders' Equity			
Share capital			
Registered capital			
Ordinary shares: 34,000 shares at Baht 100 per share Issued and fully paid-up capital	1,000.00	3,400.00	5,000.00
Ordinary shares: 34,000 shares at Baht 100 per share	1,000.00	3,400.00	3,400.00
Retained earnings (deficit)	1,121.39	293.63	493.19
Total shareholders' equity	2,121.39	3,693.63	3,893.19
Total liabilities and shareholders' equity	5,472.04	5,731.71	7,882.69

Note: 1/ Based on the internal financial statements as at 31 December 2025

Statement of Profit or Loss of MTT

Statement of Profit or Loss	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Revenue			
Revenue from administrative	8,282.80	10,077.23	9,985.90
Interest received	6.57	6.27	-
Total revenue	8,289.37	10,083.50	9,985.90
Expenses			
Cost of services	4,903.23	9,842.45	7,944.54
Administrative expenses	1,379.15	1,068.82	1,844.35
Total expenses	6,282.38	10,911.27	9,788.88
Profit before finance costs and income tax	2,006.99	(827.77)	197.02
Finance income	-	-	2.54
Finance costs	-	-	-
Income tax expense	(220.14)	-	-
Profit for the period	1,786.85	(827.77)	199.56

Note: 1/ Based on the internal financial statements as at 31 December 2025

5.2 The acquisition of newly issued ordinary shares in SPTX transaction

Upon completion of the Acquisition of Ordinary Shares of SPTX Transaction, the Company will hold a total of 5,000,000,000 newly issued ordinary shares of SPTX, representing 2.34% of the total issued and paid-up shares of SPTX after the capital increase. Key information relating to SPTX can be summarized as follows:

(1) General Information of SPTX

Company Name	SPTX Public Company Limited
Business Type	Engages in a holding company business by holding shares in other companies operating in comprehensive securities businesses and financial technology (FINTECH), namely Liberator Holding Co., Ltd.; businesses relating to training, seminars, advisory services, and provision of essential knowledge on stock market investment, both online and offline (Investment Academy), namely Super Trader Republic Co., Ltd.; the provision of an online learning platform solution (E-Learning Platform Solution) utilizing artificial intelligence (Artificial Intelligence: AI), namely Learn Rockets Co., Ltd.; and businesses relating to software and platform development services, including AI-based learning content development, as well as other supporting or related businesses, namely MTT. In this regard, SPTX is in the process of disposing of all its shares in Liberator Holding Co., Ltd., which operates in securities and financial technology (FINTECH) businesses. Following the completion of the share acquisition transaction in MTT, SPTX will no longer hold shares in MTT, which operates in software and platform development services, including AI-based learning content development and other supporting or related businesses. Instead, SPTX will hold shares in the DRJ Group, which engages in the manufacture and distribution of dietary supplements and health products.
Head Office	No. 944, Samyan Mitrtown, 28th Floor, Unit Nos. 2807–2810, Rama IV Road, Wang Mai Subdistrict, Pathum Wan District, Bangkok 10330
Date of Incorporation	23 March 2004
Registered Capital	Baht 260,806,101,926
Paid-up Capital	208,644,881,541 shares, all fully paid-up, totaling Baht 208,644,881,541
Total Number of Shares	208,644,881,541 shares
Par Value (per share)	Baht 1.00

(2) List of Shareholders of SPTX as of 28 November 2025

No.	List of Shareholders of SPTX	Share No.	%
1	Mr. Krasuang Jarusira	35,701,976,619	19.44
2	Mr. Rasmiphum Sumetheewiat	27,070,000,000	14.74
3	Ms. Sitthala Rakprathet	17,524,072,200	9.54
4	Mr. Natti Suramethakul	3,000,000,000	1.63
5	Mr. Karun Keerikanjanarong	3,000,000,000	1.63
6	Ms. Siraporn Ottayakul	2,732,119,268	1.49
7	Thai NVDR Company Limited	2,423,176,187	1.32
8	Ms. Pannathipa Netiphat	1,692,317,692	0.92
9	Non-Life Insurance Fund	1,570,000,000	0.85
10	Mr. Chonnaphol Chanuhacha	1,556,000,000	0.85

(3) List of Directors and Executives of SPTX

Pre-Transaction	Post-Transaction
(a) Mr. JLPAS KRUESOPON (b) Mr. KRITSADA PRUITIPAT (c) Mr. RASSAPOOM SUMAETHEIWIT (d) Mr. TANUN PONGCHAWANAKUL (e) Mr. PITIPONG SIRIKIATYOTIN (f) Mr. PIYAWAT HIRANNAT (g) Ms. ATCHA NOONKHAN (h) Mr. RONNACHIT MAHATTANAPREUT (i) Mr. WITON KENG-NGARN	EMPIRE will not appoint any representative to serve as a director or executive in SPTX.

(4) Financial Information

Statement of Financial Position of SPTX

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Assets			
Cash and cash equivalents	102,939.83	168,048.93	41,299.67
Trade and other receivables	60,324.35	73,030.57	15,717.25
Clearing house and securities company receivables	69,895.38	88,973.38	-
Securities Business receivables	222,090.84	161,565.98	-
Inventories	-	7,414.58	6,304.84
Income tax assets of the current period	533.77	623.25	1.85
Other current financial assets	113,015.83	68,535.75	348.50

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
The group of assets is classified as assets held to sell.	217,807.48	-	688,601.61
Total current assets	786,607.50	568,192.45	752,273.72
Non-current Assets			
Bank deposits pledged as collateral	48,244.98	50,917.03	9,200.64
Investments in associates	-	-	-
Investment properties	11,416.50	11,416.50	11,416.50
Leasehold improvements and equipment	58,362.86	48,037.03	6,408.48
Right-of-use assets	31,956.27	50,019.80	16,983.82
Goodwill	-	448,010.85	406,010.85
Intangible assets	288,594.07	722,413.99	372,821.32
Other non-current assets	43,721.37	48,413.61	9,221.32
Total non-current assets	482,296.06	1,379,228.79	832,062.94
Total assets	1,268,903.56	1,947,421.24	1,584,336.66
Current Liabilities			
Trade and other current payables	46,117.57	45,484.60	22,387.98
Clearing house payables	35,064.66	-	-
Securities business payables	208,160.66	234,302.48	-
Contract liabilities	-	83,006.44	55,286.25
Short-term loans from related parties	-	15,000.00	15,000.00
Deposits received from sale of investments	147,300.00	-	-
Debt under lease agreement due within one year	7,371.89	10,795.54	6,792.42
Income tax payable	-	1,478.87	5,727.53
Liabilities directly associated with assets held for sale	95.96	-	299,364.87
Total current liabilities	444,110.73	390,067.93	404,559.05
Total non - current liabilities			
Lease Liabilities	23,729.15	35,690.39	7,839.02
Non-current provisions for employee benefits	5,120.99	11,644.55	3,568.12
Decommissioning provisions	-	1,310.27	-
Deferred income tax liabilities	-	87,033.45	74,676.98
Total non-current liabilities	28,850.15	135,678.65	86,084.13
Total liabilities	472,960.88	525,746.58	490,643.17
Shareholders' Equity			

Statement of Financial Position (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Share capital			
Registered capital			
Ordinary shares: 288,798,760,842 shares at Baht 1 per share	169,040,316. 24	288,798,760.8 4	288,798,760.8 4
Issued and fully paid-up capital	-	-	-
Ordinary shares: 183,644,881,541 shares at Baht 1 per share	105,650,197. 65	183,644,881.5 4	183,644,881.5 4
Discount on ordinary shares	(99,923,484.5 0)	(177,138,775. 01)	(177,138,775. 01)
Accumulated Profit (loss)			
Distributed			
Legal reserve	2,790.00	2,790.00	2,790.00
Undistributed	(4,933,560.47)	(5,176,151.21)	(5,466,648.20)
Other components of shareholders' equity	-	(24,403.42)	(45,684.88)
Total Shareholders' Equity of the Company	795,942.68	1,308,341.90	996,563.45
Non-controlling interests	-	113,332.76	97,130.04
Total shareholders' equity	795,942.68	1,421,674.66	1,093,693.49
Total liabilities and shareholders' equity	1,268,903.56	1,947,421.24	1,584,336.66

Statement of Profit or Loss of SPTX

Statement of Profit or Loss (Unit: Thousand Baht)	Financial Statement		
	2023 31 Dec 23	2024 31 Dec 24	2025 ¹ 31 Dec 25
Revenue			
Revenue from fees and services	11,795.63	54,635.67	166,066.28
Revenue from selling products	-	2,851.31	4,432.11
Revenue from commission	21,952.67	-	-
Cost of providing services	(113,054.64)	(50,042.45)	(156,786.12)
Cost of product sales	-	(1,562.29)	(2,272.87)
Gross (profit) loss	(79,306.34)	5,882.24	11,439.40
Other revenue	13,634.45	4,413.27	355.57
Profit from sale of non-current assets held for sales	(2,405.33)	30,867.82	-
Profit from the sale of investments in associate company	-	-	-

Reserving losses from the measurement of financial assets	(118,874.12)	31,275.11	59,534.90
Loss from the sale of other current financial assets	-	(37,733.56)	(95,276.67)
Loss from impairment of intangible assets	-	-	-
Selling expenses	(204,411.66)	(8,259.63)	(15,622.44)
Loss from asset impairment	-	-	-
Loss from impairment – investment in subsidiaries	-	-	-
Loss from impairment of goodwill	-	-	(42,000.00)
Administrative expenses	(123,676.14)	(67,718.52)	(61,083.42)
Profit (loss) before finance costs and income tax	(515,039.14)	(41,273.28)	(142,652.67)
Loss sharing of joint ventures using the equity method	(17,197.25)	-	-
Profit (loss) before finance costs and income tax, after share of loss from associates accounted for using the equity method	(532,236.40)	(41,273.28)	(142,652.67)
Finance costs	(1,724.87)	(1,920.90)	(1,504.84)
Profit (loss) before income tax	(533,961.26)	(43,194.18)	(144,157.51)
Income tax benefit	-	2,180.95	4,314.96
Profit (loss) for the year from continuing operations	(533,961.26)	(41,013.23)	(139,842.55)
Profit (loss) for the year from discontinued operations	-	(203,035.20)	(159,169.73)
Profit (loss) for the year	(533,961.26)	(244,048.43)	(299,012.28)

6. Total Value of Consideration

The total value of consideration that the Company will pay for entering into the transaction for the Acquisition of MTT Shares Transaction and the Acquisition of Ordinary Shares of SPTX Transaction shall be not exceeding Baht 184,100,000. The Company will pay consideration to SPTX in the form of assets in lieu of cash payment, comprising (1) all shares in the DRJ Group with a total value of not exceeding Baht 175,000,000, and (2) the assignment of debt in an amount of not exceeding Baht 9,100,000 under the loan agreement between MTT and SPTX, after all conditions precedent under the share purchase agreement have been fulfilled, or waived by the relevant contractual parties (e.g., there is no event or any change that has a material adverse effect on MTT; the representations of the seller are true, correct, and not misleading in all respects; the seller has not breached any provision of the agreement), and all actions have been taken to complete the transaction as specified in the share purchase agreement, subject to the conditions precedent and key terms as specified in Clause 10.

7. Basis for Determining the Value of Consideration

The Company has determined the total value of consideration for the acquisition of ordinary shares in MTT at an amount not exceeding Baht 134,100,000, based on a business valuation using the discounted cash flow (DCF) method. The Company has also determined the total value of consideration for the acquisition of ordinary shares in SPTX at an amount not exceeding Baht 50,000,000, based on a business valuation using the volume weighted average price (VWAP) approach over a period of 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter to the Extraordinary General Meeting of Shareholders for approval of the acquisition of newly issued ordinary shares of SPTX, being during the period from 3 March 2026 to 23 March 2026, which equals Baht 0.01 per share. In this regard, the Board of Directors has carefully considered the matter to ensure that such pricing is appropriate and fair to the Company and reflects the appropriate value of the business.

8. Expected Benefits to the Company

The Company expects that entering into the transaction will generate the following benefits:

- (1) The transaction is part of the restructuring of investments in various businesses to be in line with the Company's policy and strategy in creating a New S-Curve, through the investment in MTT, which operates in the information technology business, which will enhance the Company's competitiveness in the long term.
- (2) The business operations of MTT will require lower investment than the businesses being disposed of, and therefore are expected to generate cash flow and sustainable returns in the future, thereby diversifying sources of income and reducing reliance on the existing businesses.
- (3) The disposal of investments in the existing businesses and the investment in businesses with growth potential will improve the efficiency of capital allocation and increase the overall asset yield of the Company, as well as provide opportunities for the Company to invest in other businesses in the future in line with the Company's policy and strategy.
- (4) From the selling price of the DRJ Group shares being higher than the Company's investment cost, the Company will be able to recognize a gain from the disposal of such investment, which will generate profit for the Company and improve the Company's key financial ratios..

9. Source of Funds for the Acquisition of Assets

As the acquisition of ordinary shares in MTT and newly issued ordinary shares in SPTX is undertaken as consideration for the disposal of all shares in the DRJ Group to SPTX in lieu of cash payment, the Company will not be required to utilize funds from internal or external sources for such transaction.

In this regard, the transaction will not have a material impact on the Company's liquidity, as no cash outflow is required for the payment of consideration. The transaction constitutes a restructuring of assets in the form of a share swap, which is in line with the Company's investment portfolio management strategy.

10. Conditions for Entering into the Transaction

For this transaction, the Company will enter into (1) a share purchase agreement and (2) a share subscription agreement with SPTX. The share purchase agreement will be the principal agreement governing the transaction, while the share subscription agreement is intended solely to set out specific terms relating to the subscription, issuance, and allocation of newly issued ordinary shares of SPTX in accordance with the share purchase agreement. The key terms and conditions of such agreements can be summarized as follows:

A. Shares Purchase Agreement	
1. Key Conditions	<p>1.1 Parties: EMPIRE and SPTX</p> <p>1.2 Sale Shares and Purchase Price: <u>EMPIRE agrees to sell the following shares to SPTX:</u></p> <p>(1) Shares in OIN in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 2,500 per share, totaling Baht 125,000,000;</p> <p>(2) Shares in OGF in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 900 per share, totaling Baht 45,000,000; and</p> <p>(3) Shares in DRJ in the total number of 50,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, at a purchase price of Baht 100 per share, totaling Baht 5,000,000 (collectively referred to as the “Sale Shares”)</p> <p>In addition, EMPIRE agrees to assume debt in the amount of Baht 9,100,000 under the loan agreement between MTT, as lender, and SPTX, as borrower (the “Loan Agreement between MTT and SPTX”), by way of novation, whereby the existing debt of SPTX shall be extinguished and EMPIRE shall become the debtor of MTT in place of SPTX.</p> <p><u>The total purchase price is Baht 184,100,000.</u></p> <p>1.3 Form of Payment of Consideration:</p> <p>(1) SPTX transfers shares in MTT in the number of 34,000 shares, with a par value of Baht 100 per share, representing 100.00 percent of the total issued and paid-up shares, with a total value of Baht 134,100,000, equivalent to a purchase price of approximately Baht 3,944.12 per share.</p> <p>(2) SPTX issues and allocates newly issued ordinary shares of SPTX in the number of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a total value of Baht 50,000,000, by way of private placement (Private Placement).</p>

A. Shares Purchase Agreement	
2. Conditions Precedent	<p>2.1 General Conditions Precedent</p> <p>2.1.1 The Board of Directors' meeting and the shareholders' meeting of EMPIRE and SPTX have resolved to approve the entry into the transaction and other matters related to the entry into the transaction.</p> <p>2.1.2 There is no event or any change that has a material adverse effect on the DRJ Group, MTT, SPTX, EMPIRE, or MTT.</p> <p>2.1.3 The representations of the parties are true and correct.</p> <p>2.1.4 The parties have complied with the agreements, obligations, or any provisions under the agreement.</p> <p>2.1.5 Both parties have executed the share subscription agreement.</p> <p>2.1.6 The DRJ Group and MTT have convened the Board of Directors' meeting and/or the shareholders' meeting to approve the appointment of new directors and the change of directors' authorized signatory powers.</p> <p>2.2 Key Conditions Precedent to be Performed by SPTX</p> <p>2.2.1 SPTX has procured Super Trader Republic Co., Ltd. (a subsidiary of SPTX) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to EMPIRE in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.</p> <p>2.3 Key Conditions Precedent to be Performed by EMPIRE</p> <p>2.3.1 EMPIRE has procured DRJ, OIN and OGF to prepare and/or deliver the share register books and share certificates issued to all shareholders who are the current shareholders to SPTX for verification of accuracy.</p> <p>2.3.2 EMPIRE has procured DRJ, OIN and OGF to obtain consent or waiver from financial institutions in relation to the change of major shareholding structure, directors or management, and/or other requirements (if any).</p> <p>2.3.3 EMPIRE has procured DRJ to submit an application for direct marketing registration to the relevant governmental authorities.</p>
3. Actions to be Taken Prior to the Completion Date	<p>The actions to be taken prior to the completion date shall be in accordance with standard provisions for share purchase transactions of a similar nature, including that there shall be no approval of any material transactions; each party shall immediately notify the other party of any information that has or may have a material adverse effect; the parties shall not take any action that is contrary to the agreement or that would hinder the completion of the transaction under the agreement or cause the representations of the parties to be untrue, inaccurate, or misleading in any material</p>

A. Shares Purchase Agreement	
	respect; OIN, OGF, DRJ, and MTT shall conduct their businesses in the ordinary course; and OIN, OGF, DRJ, and MTT shall be prohibited from declaring dividends.
4. Actions to be Taken on the Completion Date	<p>4.1 The parties execute the share transfer instruments.</p> <p>4.2 The share transfer is recorded in the share register book and new share certificates are issued to the Company.</p>
5. Representations and Warranties and Indemnification by the Parties	<p>5.1 The representations and warranties of the parties shall be in accordance with standard provisions for share purchase transactions of a similar nature, including, for example:</p> <ul style="list-style-type: none"> (a) Authority to enter into the agreement (b) Status of the company and the shares being sold (c) Compliance with laws by the company (d) Filing of tax returns and payment of all taxes in compliance with applicable laws <p>5.2 The right to claim indemnification from the seller in the event of any breach of representations and warranties shall be in accordance with standard provisions for share purchase transactions of a similar nature.</p>
6. Other Provisions	<p>6.1 SPTX and EMPIRE agree on the EBITDA guarantee arrangements between them in relation to MTT and the DRJ Group, in accordance with the existing conditions and with the period continuing from the original period. The key terms of such existing conditions are as follows:</p> <ul style="list-style-type: none"> (1) Mr. Teerasarn Panpattanakun (an executive of MTT) guarantees that the cumulative EBITDA of MTT shall be not less than Baht 37.5 million within 3 calendar years (from 1 January 2026 to 31 December 2028), based on the financial statements of MTT for the years 2026 to 2028. The Company will disclose the EBITDA of MTT in its quarterly financial statements; and (2) Mr. Pannawit Chottechathammanee (an executive of the DRJ Group) guarantees that the aggregate EBITDA of the DRJ Group shall be not less than Baht 70 million for the years 2025–2026, based on the financial statements for the years 2025 to 2026. <p>In this regard, if the cumulative EBITDA of MTT during such period is lower than the specified amount, Mr. Teerasarn agrees to compensate for the damages. The amount of damages shall be calculated based on the EBITDA shortfall by applying the Discounted Cash Flow (DCF) valuation method, such that the damages are equivalent to the reduction in the value of MTT’s shares. The</p>

A. Shares Purchase Agreement	
	<p>damages shall be calculated as at 31 December 2028. The Company will continuously monitor the performance of MTT, and in the event that EBITDA shows a significant downward trend below the agreed threshold, the Company will issue a written notice to Mr. Teerasarn to discuss appropriate measures to ensure compliance with the conditions under the EBITDA guarantee provided by Mr. Teerasarn and/or to prepare for any compensation for damages.</p> <p>For reference, the EBITDA of MTT and the companies within the DRJ Group as at 31 December 2025 are as follows:</p> <p>(1) EBITDA of MTT: Baht 102,633.27</p> <p>(2) EBITDA of the DRJ Group: Baht 65,799,464.71</p> <p>6.2 Mr. Teerasarn Panpattanakun (a) shall hold the position of director of MTT and perform management duties in MTT for a period of not less than 3 years from the date on which SPTX acquires the MTT shares (from 6 February 2026 to 5 February 2029). The said period shall run consecutively from the original period agreed between SPTX and the sellers of MTT shares at the time of the MTT share acquisition and (b) shall not compete with MTT and EMPIRE throughout the entire period of serving as a director of MTT.</p> <p>6.3 Other provisions, such as pre- and post-completion covenants, termination, and confidentiality, shall be in accordance with standard provisions for transactions of a similar nature.</p>

B. Shares Subscription Agreement	
1. Key Conditions	<p>1.1 Parties: EMPIRE and SPTX</p> <p>1.2 Issuance of Newly Issued Ordinary Shares of SPTX:</p> <p>(1) Under the terms and conditions of the share subscription agreement, SPTX agrees to issue and allocate newly issued ordinary shares of SPTX to the Company, and EMPIRE agrees to subscribe for such newly issued ordinary shares of SPTX, in the amount, at the price, and subject to the conditions as specified in the share subscription agreement.</p> <p>(2) EMPIRE agrees to subscribe for newly issued ordinary shares of SPTX in the amount of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, with a total value of Baht 50,000,000, by way of private placement (Private Placement), whereby EMPIRE agrees to pay the subscription price for such newly issued ordinary shares of SPTX to SPTX by transferring the relevant sale shares, namely 50,000 shares in DRJ and 50,000 shares in OGF,</p>

	<p>which are held by EMPIRE and/or persons designated by EMPIRE, as consideration in lieu of cash payment.</p>
<p>2. Conditions Precedent</p>	<p>2.1 General Conditions Precedent</p> <p>2.1.1 The Board of Directors' meeting and the shareholders' meeting of the Company have resolved to approve the entry into the transaction and other matters related to the entry into the transaction.</p> <p>2.1.2 There is no event or any change that has a material adverse effect on the DRJ Group, MTT, SPTX, EMPIRE, or MTT.</p> <p>2.1.3 The representations of the parties are true and correct.</p> <p>2.1.4 The parties have complied with the agreements, obligations, or any provisions under the agreement.</p> <p>2.1.5 The parties have executed the share subscription agreement.</p> <p>2.1.6 The DRJ Group and MTT have convened the Board of Directors' meeting and/or the shareholders' meeting to approve the appointment of new directors and the change of directors' authorized signatory powers.</p> <p>2.2 Key Conditions Precedent to be Performed by SPTX</p> <p>2.2.1 SPTX has obtained approval from the shareholders' meeting of SPTX to consider and resolve on: (1) the increase of the registered capital of SPTX in the amount of 5,000,000,000 shares, representing 2.34 percent of the total issued and paid-up shares of SPTX after the increase of its registered and paid-up capital, and the amendment of Clause 4 of the memorandum of association to be in line with such capital increase; and (2) the allocation of newly issued ordinary shares of SPTX to EMPIRE by way of private placement (Private Placement) for the purpose of settling the purchase price for the sale shares under the share purchase agreement.</p> <p>2.2.2 SPTX has procured Super Trader Republic Co., Ltd. (a subsidiary of SPTX) to arrange property insurance and third-party liability insurance in accordance with the requirements under the office lease agreement and to deliver copies of the insurance policies to the lessor, including delivering evidence of such actions to EMPIRE, in order to comply with the terms of the office lease agreement between Super Trader Republic Co., Ltd. and the lessor.</p>
<p>3. Actions to be Taken Prior to the Completion Date</p>	<p>The actions to be taken prior to the completion date shall be in accordance with standard provisions for share purchase transactions of a similar nature, including that there shall be no approval of any material transactions; each party shall immediately notify the other party of any information that has or may have a material adverse effect; the parties shall not take any action that is contrary to the agreement or that would hinder the completion of the transaction under the agreement or cause the</p>

	representations of the parties to be untrue, inaccurate, or misleading in any material respect; OIN, OGF, DRJ, and MTT shall conduct their businesses in the ordinary course; and OIN, OGF, DRJ, and MTT shall be prohibited from declaring dividends.
4. Actions to be Taken on and after the Completion Date	<p>4.1 SPTX shall file an application to register the special resolution for the increase of the registered capital of SPTX as approved by the relevant shareholders' meeting with the Department of Business Development.</p> <p>4.2 Within the period agreed by the parties from the completion date, SPTX agrees to file for the registration of the paid-up capital increase for the newly issued ordinary shares of SPTX with the Department of Business Development and deliver the relevant supporting documents to EMPIRE, including submitting the application together with relevant documents to the Stock Exchange of Thailand for the listing of such newly issued ordinary shares of SPTX and proceeding to have such shares approved for listing and trading on the Stock Exchange of Thailand.</p>
5. Representations and Warranties and Indemnification by the Parties	<p>5.1 The representations and warranties of the parties shall be in accordance with standard provisions for share purchase transactions of a similar nature, including, for example:</p> <ul style="list-style-type: none"> (a) Authority to enter into the agreement (b) Status of the company and the shares being sold (c) Compliance with laws by the company (d) Filing of tax returns and payment of all taxes in compliance with applicable laws <p>5.2 The right to claim indemnification from the seller in the event of any breach of representations and warranties shall be in accordance with standard provisions for share purchase transactions of a similar nature.</p>

In this regard, the conditions relating to the entry into the transaction as described above may be subject to change as the parties may further negotiate and agree. However, such conditions will not be material conditions that may affect the shareholders' decision in considering the approval of the transaction.

11 Opinion of the Board of Directors

The Board of Directors has unanimously resolved to approve the entry into the transaction and to propose the matter to the shareholders' meeting for further consideration and approval. This is because the Board has carefully considered and is of the view that the transaction is reasonable and in line with the Company's direction and strategic business plan, particularly the restructuring of its investment portfolio toward businesses with high growth potential and the ability to create long-term value for the Company. The disposal of investment in the DRJ group and the investment in MTT and SPTX, which operate in the information technology sector, will support the development of the Company's New S-Curve and is

consistent with the policy of “Maximizing Asset Yield Through Integrated Innovation,” which will enhance the Company’s competitiveness and create new business opportunities in the future.

In addition, the Board of Directors has considered and is of the view that the purchase price and consideration to be received by the Company from entering into such transaction are appropriate, with reference to the valuation of the business using the Discounted Cash Flow (DCF) method, and in compliance with the relevant criteria. The disposal of investment in the DRJ group at a price higher than the Company’s investment cost will enable the Company to recognize a gain from the disposal of investment and will have a positive impact on the Company’s financial position and operating results.

The Board has also considered the results of the due diligence conducted in all material aspects and is of the view that the transaction is conducted on terms no less favorable than those of an arm’s length transaction with a general third party. The Board has taken into account all relevant factors, including the appropriate value of the assets to be received, the expected future returns, the impact on the Company’s financial structure, and the associated risks. The Board is of the view that entering into the transaction will not have any material adverse effect on the Company’s liquidity or working capital, and that the associated risks are at a manageable level. Therefore, the Board of Directors considers that entering into such transaction is in the best interests of the Company and its shareholders in the long term.

12 Opinion of the Audit Committee

The Audit Committee has an opinion consistent with that of the Board of Directors as stated in Clause 11 above.

The Board has acknowledged and considered the information in this information memorandum and is of the view that it is accurate and reliable in all material respects and does not cause any misunderstanding of the disclosed information. In addition, such information has been considered and approved by the Board of Directors’ Meeting No. 8/2026 held on 24 March 2026.

Please be informed accordingly.

Yours sincerely,

-Ms. Watcharaphorn Suwinchai-

(Ms. Watcharaphorn Suwinchai)

Chief Executive Officer