



NAVA NAKORN PUBLIC CO.,LTD.
Sale Office: 999 Moo13 Phaholyothin Rd.,
Klong Nueng, Klong Luang, Pathumthani. 12120
Tel: (+66) 2529 0031-5, Fax: (+66) 2529 2176
Nakorn Ratchasima Office: 999 Mittraphap Rd.,
Naklang, Soongnuean, Nakorn Ratchasima. 30380
Tel: (+66) 4429 1333, Fax: (+66) 4429 1723
Website: www.navanakorn.co.th



(Translation)

NNCL 11/2569

13 May 2026

Subject : Connected Transaction
To : The President, The Stock Exchange of Thailand

Nava Nakorn Public Company Limited (the “Company”) hereby informs that the Board of Directors’ Meeting No. 5/2026, held on 13 May 2026, resolved to approve the Company’s entry into a land purchase transaction with Miss Srangluk Chandawanich (hereinafter referred to as the “Connected Person”) for one plot of land with a total area of 8-0-25 rai (equivalent to 3,225 square wah). The total purchase price is Baht 22,575,000, with related fees and taxes of approximately Baht 677,250, resulting in a total transaction value of approximately Baht 23,252,250. The purpose of the transaction is for the Company to consolidate the land acquired from the Connected Person and other parties for development into land plots for sale to interested customers within Nava Nakorn Industrial Zone, Pathum Thani.

This transaction is considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the The Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003). The transaction value, based on market price, totals Baht 32,282,250. The Company has not entered into any other connected transactions during the six months prior to the date of this transaction. Accordingly, the size of the transaction is equal to 0.84% of the Company’s net tangible assets (“NTA”), calculated under the criteria for Type 4 transactions relating to assets or services. This is classified as a medium-sized transaction, being greater than 0.03% but less than 3% of the Company’s NTA, based on the latest consolidated financial statements as of 31 March 2026. Therefore, the Company is required to disclose information to the The Stock Exchange of Thailand in accordance with the information memorandum enclosed herewith.

In addition, the transaction constitutes an acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Significant Transactions Constituting an Acquisition or Disposal of Assets, and the Notification of the The Stock Exchange of Thailand No. BorJor/Por 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004). When calculating



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the size of the acquisition and disposal transactions during the past six months, the highest transaction size is equal to 0.95% of the Company's total assets, based on the latest consolidated financial statements as of 31 March 2026. Therefore, the transaction size is lower than 15%, and the Company is not required to disclose information to the The Stock Exchange of Thailand under the aforementioned regulations.

Please be informed accordingly,
Yours faithfully,

-Signed-

(Mr. Suthiporn Chandawanich)
Chief Executive Officer



Information Memorandum on Connected Transaction
Subject: Acquisition of Land from a Connected Person

1. Date of the Transaction

The Board of Directors' Meeting No. 5/2026 of Nava Nakorn Public Company Limited (the "Company"), held on 13 May 2026, resolved to approve the Company's entry into a land purchase transaction with Miss Srangluk Chandawanich. The registration of the land ownership transfer will be completed within 90 days from the date of the Board of Directors' approval.

2. Parties Involved and Their Relationship with the Company

Buyer: Nava Nakorn Public Company Limited

Seller: Miss Srangluk Chandawanich (the "Connected Person")

Relationship: Miss Srangluk Chandawanich is a director of Nava Nakorn Public Company Limited and holds 151,858,305 shares, representing 7.41% of the Company's total issued and paid-up shares.

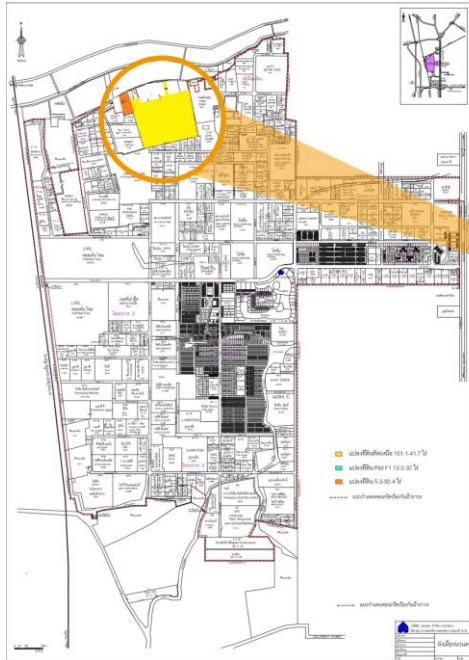
3. General Characteristics and Details of the Transaction

The Company intends to acquire and consolidate land from both third parties and the Connected Person, with a total area of approximately 13-2-14 rai (comprising 5-1-89 rai from third parties and 8-0-25 rai from the Connected Person). The land is adjacent to Nava Nakorn Industrial Zone, Khlong Luang District, Pathum Thani Province. The purpose is to develop additional land plots for sale to accommodate future customer demand, as well as to integrate utility systems with the Company's existing land under development, including the construction of a flood protection wall in a single phase.

In this regard, for the acquisition of 5-1-89 rai of land from third parties, the Company entered into an agreement with the seller on 6 May 2026, subject to a condition precedent: approval by the Board of Directors of the buyer. The Board of Directors has already approved the transaction on 13 May 2026.



Details of the Land



Location of the Land: Khlong Nueng Subdistrict, Khlong Luang District, Pathum Thani Province

No.	Title Deed No.	Book	Page	Map Sheet	Land No.	Survey Page	Area			Current Landowner
							Rai	Ngan	Sq. Wah	
1	2796	27	96	5137 III 7062	7	617	5	1	89.0	Mr. Waen Somthong
2	2797	27	97	5137 III 7062	16	618	8	0	25.0	Miss Napaporn Chandawanich
Total							13	2	14.0	

Remark: The current name has been changed to Miss Srangluk Chandawanich.

Land Area and Shape

- Number of land plots appraised : 2 plots
- Total land area according to title deeds : 13 rai, 2 ngan, 14.00 square wah
(Equivalent to 5,414.0 square wah)
- General shape of the land plots : Irregular polygon
- Number of road frontage sides : 1 side

Topography, Ground Level, and Current Utilization

- Topography : Flat land
- Land filling : Not yet filled; approximately 2.00 meters lower than road level
- Current land utilization : Currently unused



Boundary Details

North : Adjacent to Soi Chiang Rak Noi 19, approximately 153.00 meters
 East : Adjacent to third-party land, approximately 177.00 meters
 South : Adjacent to third-party land, approximately 186.00 meters
 West : Adjacent to third-party land, approximately 107.00 meters

Environmental Conditions Affecting the Land

Based on inspections conducted as of the survey date, the following conditions were observed:

Flooding : None
 Pollution : None
 Other issues : None

Utilities

Electricity : Available
 Water supply : Available
 Telephone system : Available
 Drainage system : Available
 Street lighting : Available

Legal Considerations Affecting the Property

Town Planning Regulations:

According to the Comprehensive Town Plan of Tha Khlong – Khlong Luang – Rangsit, Pathum Thani Province B.E. 2552 (2009), the property is located in an industrial and warehouse zone (Purple Zone), Area 4.1, with a portion of the land situated in a rural and agricultural zone (Green Zone), Area 6.3.





Building Control Law:

The property is located within Tha Khlong Municipality, Pathum Thani Province. Any construction, modification, or demolition of buildings must obtain prior approval from the relevant authority.

Environmental Law:

The property is vacant land. Any development activities may be subject to the requirement to prepare an Environmental Impact Assessment (EIA) report in accordance with applicable laws.

Forestry Law:

Verification of forest reserve areas / national parks / agricultural land reform areas (ALRO) in relation to the location of the appraised property:

- The property has been verified and is not located within any forest reserve area, national park, or ALRO zone.
- Verification of the acquisition of title deed from the Land Office: No record of acquisition documents was found.

Expropriation:

As of the date of inspection and appraisal, the property is not subject to any expropriation for public purposes.

Encumbrances / Restrictions:

- High-voltage power line easement : None
- Access easement for other plots : None

Property Analysis

Advantages and Disadvantages of the Property:

Details	Advantages / Strengths	Disadvantages / Weaknesses
Location	Located adjacent to Soi Chiang Rak Noi 19	
Physical Characteristics of the Land	-	The land has not been filled or developed and is approximately 2.00 meters lower than the adjacent road level
Transportation / Road Access	Concrete road with a width of approximately 5.00–6.00 meters	-
Utilities	Electricity, water supply, telephone system, drainage system, etc.	-



Highest and Best Use

Based on the consideration of the physical characteristics of the appraised land, including location, physical attributes, development potential, surrounding land use, as well as legal conditions and restrictions, the appraiser is of the opinion that the most appropriate and highest and best use of the property is for industrial purposes, specifically factories and warehouses.

Accordingly, the Company will enter into a transaction to purchase one plot of land with a total area of 8-0-25 rai (equivalent to 3,225 square wah), which is adjacent to Nava Nakorn Industrial Zone, Khlong Luang District, Pathum Thani Province, from a connected person at a purchase price of Baht 22,575,000 (Baht 7,000 per square wah), with transfer fees of approximately Baht 677,250, resulting in a total transaction value of approximately Baht 23,252,250.

Both parties agree to register the transfer of ownership at the relevant Land Office within 90 days from the date of execution of the sale and purchase agreement.

General Conditions for Termination of the Agreement

- 1) On the transfer date, the land remains encumbered, such as being mortgaged, subject to lease agreements, encroachments, or enforcement proceedings.
- 2) The land has deteriorated in value or is subject to disputes.
- 3) The Company must receive the transfer of title deed no. 2796 (area of 5-1-89 rai) from third parties prior to or on the same date.

Other Conditions

- 1) The buyer shall conduct a land survey and adjust the payment based on the actual measured area.
- 2) The buyer shall be responsible for transfer fees, specific business tax, stamp duty, and other related expenses (e.g., application fees, witness fees, and power of attorney).
- 3) The seller has no outstanding land tax obligations.

4. Payment Terms

The buyer shall pay the full purchase price to the seller on the date of registration of the transfer of ownership.



5. Total Transaction Value and Basis for Determination

5.1 Total Consideration and Basis for Determination

The determination of the land purchase price from the connected person in the amount of Baht 23,252,250 was considered by the Company based on terms and conditions mutually agreed upon between the contracting parties. The purchase price is not higher than the appraised value determined by Agency for Real Estate Affairs Co., Ltd., an independent appraiser approved by the Office of the SEC, which appraised the land at Baht 31,605,000 (Baht 9,800 per square wah) as of 13 February 2026 using the market comparison approach.

The transaction is considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008, and the Notification of the The Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions dated 19 November 2003. The transaction is classified as a Type 4 transaction relating to assets or services, with the maximum value of consideration based on market value amounting to Baht 32,282,250 (including fees). The Company has not entered into any other connected transactions with the same person or related parties, including close relatives of such connected person, within the six months prior to the date of entering into this transaction. Therefore, the transaction size is equal to 0.84% of the Company's net tangible assets ("NTA"), calculated based on the maximum value of consideration method. Accordingly, the transaction is classified as a medium-sized transaction, being greater than 0.03% but less than 3% of the Company's NTA, based on the Company's latest consolidated financial statements as of 31 March 2026.

Calculation of Net Tangible Assets (NTA)

(Unit: Million Baht)

$$\begin{aligned} \text{NTA} &= \text{Total Assets} - \text{Intangible Assets} - \text{Total Liabilities} \\ &= 5,023.12 - 66.12 - 1,114.95 \\ &= 3,842.05 \end{aligned}$$

*Based on the Company's latest consolidated financial statements as of 31 March 2026.

$$\begin{aligned} \text{Transaction Size} &= \text{Total Consideration} / \text{NTA} \\ &= 32.28 / 3,842.05 \\ &= 0.84\% \end{aligned}$$

5.2 The purchase of land as mentioned above falls under the criteria for significant acquisition or disposal of assets of a listed company pursuant to the Notification on Acquisition or Disposal. When calculating the transaction size of the above acquisition of assets, with a total land area of approximately 13-2-14 rai (comprising 5-1-89 rai from third parties and 8-0-25 rai from



the connected person), the total purchase value is approximately Baht 39,034,940 (including fees). Combined with other acquisition or disposal of assets transactions during the past six months, namely the purchase of land from third parties with an area of 0-0-75 rai with a purchase value of Baht 1,500,000, and a long-term land lease (30 years) from third parties with an area of 0-3-91 rai with a total lease value of Baht 7,200,000, the total consideration amounts to approximately Baht 47,734,940. The maximum transaction size, based on the total value of consideration, equals 0.95% of the Company's total assets, based on the Company's consolidated financial statements as of 31 March 2026. Therefore, the transaction is classified as an acquisition of assets with a transaction size of less than 15%, and the Company is not required to disclose information to The Stock Exchange of Thailand.

Details of the Calculation of Acquisition of Assets Transaction Size Unit: Million Baht

$$\begin{aligned} \text{Transaction Size} &= \text{Total Consideration} / \text{Total Assets of the Company} \\ &= 47.73 / 5,023.12 \\ &= 0.95\% \end{aligned}$$

Based on the Company's latest consolidated financial statements as of 31 March 2026.

6. Nature and Extent of Interests of the Connected Person in the Connected Transaction

The transaction is entered into between the Company and a director of the Company and is therefore considered a connected transaction relating to assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the The Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003). Based on the calculation of the transaction size in accordance with the relevant notifications, the transaction size is greater than 0.03% but not exceeding 3% of the Company's net tangible assets ("NTA") based on the Company's latest consolidated financial statements as of 31 March 2026. Therefore, the Company is required to obtain approval from the Board of Directors and to disclose information regarding this transaction to the The Stock Exchange of Thailand.

Directors who have direct and indirect interests, namely Miss Srangluk Chandawanich, Air Chief Marshal Dr. Nopporn Chadawanich, Mr. Suthiporn Chandawanich, and Mrs. Perayaluk Tangsunawan, did not attend the meeting and did not exercise their voting rights on this agenda. At the Board of Directors' Meeting No. 5/2026 held on 13 May 2026, all 10 directors were present, constituting a quorum.



7. Opinion of the Board of Directors regarding the Transaction

At present, the available land for sale in Nava Nakorn Industrial Zone, Pathum Thani (the “Zone”) has been continuously decreasing due to strong demand from customers wishing to invest and operate businesses in the Zone, while demand from new customers continues to increase each year. In addition, the sale of industrial land is the Company’s core business.

The Company therefore intends to acquire and consolidate land from both third parties and connected persons, which is adjacent to Nava Nakorn Industrial Zone, Khlong Luang District, Pathum Thani Province, in order to develop additional land for sale to accommodate future customer demand. The development will allow integration with the Company’s existing infrastructure under development, thereby reducing certain development costs, as well as enabling the construction of flood protection walls to be completed in a single phase, resulting in savings in both time and development costs. In addition, it will enhance opportunities to generate revenue from the Company’s utility services.

The Board of Directors has considered and is of the opinion that the transaction value is reasonable, as it is not higher than the appraised value determined by an independent appraiser approved by the Office of the SEC, and is based on the same price and conditions as those applied to the purchase of adjacent land from third parties. Furthermore, the transaction will enable the Company to reduce development time and overall costs, increase opportunities for land sales to meet future demand, and is considered more beneficial to the Company than not proceeding with the acquisition. The acquisition will be financed entirely by the Company’s internal working capital and will not affect the Company’s liquidity or its normal business operations.

8. Opinion of the Audit Committee which is different from that of the Board of Directors

– None –

The Company hereby certifies that, in entering into this transaction, the Company has duly considered the matter with reasonableness, based primarily on the best interests of its shareholders, and hereby certifies that the information contained in this information memorandum is true and accurate in all respects.

<p>DISCLAIMER: The English version is a translation of the original in Thai for information purposes only. In case of a discrepancy, the Thai original will prevail.</p>
