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NEX POINT PUBLIC COMPANY LIMITED
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NEX-CS 010/2026

23 June 2026

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 10/2026 regarding the Company's Investment which constitutes an Acquisition of Assets Transaction and a Connected Transaction, the Issuance of Newly Issued Ordinary Shares through Private Placement, and the Determination of the Date of the Extraordinary General Meeting of Shareholders No. 1/2026

To The President
The Stock Exchange of Thailand

Attachments
1. Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction of NEX Point Public Company Limited
2. Capital Increase Report Form (F53-4)
3. Information Memorandum on the Issuance of Newly Issued Ordinary Shares through Private Placement of NEX Point Public Company Limited

Reference Notification letter to the Stock Exchange of Thailand No. NEX-CS 006/2026 re: Notification of the Resolutions of the Board of Directors' Meeting No. 5/2026 regarding the Amendment of the Agenda of the 2026 Annual General Meeting of Shareholders, dated 30 March 2026

The Board of Directors' Meeting of NEX Point Public Company Limited (the "**Company**") No. 5/2026, held on 30 March 2026, resolved to approve the amendment of the agenda for the 2026 Annual General Meeting of Shareholders by withdrawing the agenda items relating to the Company's proposed investment in Thai EV Co., Ltd. ("**Thai EV**"), in order for the Company to proceed with discussions and negotiations on the key terms of the proposed investment in Thai EV with the sellers so that such transaction may be completed under appropriate conditions and in the best interests of the Company, as detailed in the reference above.

Now, the Company has completed discussions and reached agreement on the key terms of the transaction with the sellers. Accordingly, the Board of Directors' Meeting No. 10/2026, held on 23 June 2026, deemed it appropriate to resubmit such matter to the shareholders' meeting for consideration. The Board of Directors' Meeting has resolved on the following key matters:

(1) Approved to propose to the shareholders' meeting, to consider and approve the investment in Thai EV, which engages in the business of importing, distributing, leasing electric vehicles, and providing after-sales services, by acquiring all ordinary shares of Thai EV, totaling 13,000,000 shares, with a par value of THB 10.00 per share, representing 100 percent of the total shares of Thai EV, at an approximate price

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of THB 11.53 per share[1], totaling THB 149,953,367.52, from Mr. Kittikorn Phinitwongwitthaya, who currently serves as Co-Chief Executive Officer of the Company, and other minority shareholders (collectively referred to as the "**Sellers**"). In this regard, the Company will pay the consideration for such share acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00 per share, at an offering price of THB 0.72 per share, totaling THB 149,953,367.52, to the Sellers (collectively referred to as the "**Share Purchase Transaction**").

The Company expects to enter into a share purchase agreement with the Sellers (the "**Share Purchase Agreement**") after obtaining approval from the Board of Directors to proceed with the Share Purchase Transaction. Under such Share Purchase Agreement, the Share Purchase Transaction will occur only when the key conditions precedent have been fulfilled or waived, in whole or in part, by the relevant parties, including the following key conditions:

(1) The shareholders' meeting of the Company has approved the entry into the Share Purchase Transaction, including the increase of the Company's registered capital, the allocation of newly issued ordinary shares through Private Placement as consideration for the Sellers who agree to sell all shares in Thai EV to the Company, as well as the authorizations and any other actions necessary and/or related to such Share Purchase Transaction.

(2) From the date of execution of the Share Purchase Agreement until the completion date, there shall be no event, circumstance, change, or fact occurring or becoming apparent, whether individually or in aggregate, including but not limited to (a) any change in laws, rules, or regulations affecting the business operations of Thai EV, or (b) fire, flood, storm, natural disaster, accident, or any similar event, which causes any vehicles or assets held by Thai EV for sale or lease to be damaged, lost, deteriorated, impaired in value, or rendered unusable for normal business operations. In this regard, if such events have caused, or could reasonably be expected to cause, a material adverse effect on the assets, liabilities, legal status, financial condition, business, operations, undertaking, or business prospects of Thai EV, or result in, or are likely to result in, a material decrease in the net assets of Thai EV, such that the purchaser may, in good faith and on a reasonable basis, consider that the key assumptions or material conditions for entering into the transaction have materially changed, or that the value of the transaction is adversely affected in a

[1] In this regard, the calculated share price is THB 11.53487442461538 per share (or approximately THB 11.53 per share).

manner that reduces the benefits to the Company's shareholders or renders the transaction terms less favorable than those presented to the shareholders' meeting.

In this regard, upon completion of the Share Purchase Transaction, Thai EV will become a subsidiary of the Company.

In this regard, the Share Purchase Transaction constitutes:

(1) the purchase or acquisition 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 (including any amendment thereto) (the "**PLC Act**"). Therefore, the Company is required to seek approval for entering into the Share Purchase Transaction from the shareholders' meeting of the Company, and such approval must be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

(2) an acquisition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (including any amendment thereto) (collectively, the "**Notification on the Acquisition or Disposal of Assets**"), with the highest transaction size, calculated using the value of shares issued for the payment of assets criteria, equal to 3.48 percent, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any acquisition of assets transactions during the past 6 months. Accordingly, the Share Purchase Transaction is classified as a Class 3 transaction, as its value is less than 15 percent and the Company issues securities as consideration for the acquisition of such assets. Therefore, the Company is required to disclose an information memorandum regarding the Share Purchase Transaction to the Stock Exchange of Thailand (the "**SET**") in accordance with the Notification on the Acquisition or Disposal of Assets.

(3) a connected transaction in the category of assets or services under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including any amendment thereto) (collectively, the "**Notifications on Connected Transactions**"). This is because Mr. Kittikorn Phinitwongwitthaya, currently serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company and certain Sellers is

the sister of Mr. Kittikorn Phinitwongwitthaya. The Share Purchase Transaction has a transaction value equivalent to 4.22 percent of the net tangible assets of the Company, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any connected transaction during the past 6 months. As a result, the transaction size is equivalent to more than 3 percent of the Company's net tangible assets (NTA). Therefore, the Company is required to proceed with the following actions:

(a) to disclose an information memorandum regarding the Share Purchase Transaction to the SET in accordance with the Notifications on Connected Transactions;

(b) to appoint an independent financial advisor, whereby the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company, to prepare an opinion on the appropriateness of entering into the transaction, the reasonableness and benefits of the connected transaction to the Company, as well as the fairness of the price and conditions of such transaction, for the shareholders' consideration and decision-making at the shareholders' meeting;

(c) to deliver the notice of the shareholders' meeting to the shareholders at least 14 days in advance; and

(d) to convene the shareholders' meeting to consider and approve the Share Purchase Transaction by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders who have an interest.

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 any other person designated by the Board of Directors to have the authority to undertake any actions necessary and related thereto, including the execution, determination or amendment of any terms, conditions or details in connection with any documents necessary and related to the Share Purchase Transaction, as well as beneficial for the successful completion of such Share Purchase Transaction. This includes the preparation, amendment, submission, delivery and disclosure of any information memorandum and documents that the Company is required to undertake with any relevant authorities in all respects.

(Please consider further details of the Company's Share Purchase Transaction as set out in the Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction of the Company, **Attachment 1.**)

(2) Approved to propose to the shareholders' meeting, to consider and approve the decrease of the Company's registered capital in the amount of THB 3,328,189,315, from the existing registered capital of THB 9,317,588,588 to THB 5,989,399,273, by canceling the Company's registered shares that have not been issued, which remain from the offering of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) in amount of 3,328,189,315 shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to be in line with the decrease of the Company's registered capital. In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the authorization of the Board of Directors and/or the Executive Committee and/or authorized directors and/or Co-Chief Executive Officer (specifically Mr. Thanapat Suksuthamwong), and/or any other person designated by the Board of Directors and/or the Executive Committee and/or authorized directors and/or Co-Chief Executive Officer (specifically Mr. Thanapat Suksuthamwong) to have the authority to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, as well as to have the authority to take any necessary and appropriate actions to comply with the registrar's instructions for the completion of the registration process.

(3) Approved to propose to the shareholders' meeting, to consider and approve the increase of the Company's registered capital in the amount of THB 208,268,566 from the existing registered capital of THB 5,989,399,273 to the new registered capital of THB 6,197,667,839, by issuing 208,268,566 newly issued ordinary shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to be in line with the increase of the Company's registered capital. In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the authorization of the Board of Directors and/or the Executive Committee and/or authorized directors and/or Co-Chief Executive Officer (specifically Mr. Thanapat Suksuthamwong), and/or any other person designated by the Board of Directors and/or the Executive Committee and/or authorized directors and/or Co-Chief Executive Officer (specifically Mr. Thanapat Suksuthamwong) to have the authority to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, as well as to have the authority to take any necessary and appropriate actions to comply with the registrar's instructions for the completion of the registration process.

(Please consider further details in the Capital Increase Report Form (F53-4) as set out in **Attachment 2.**)

(4) Approved to propose to the shareholders' meeting, to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 208,268,566 shares, with a par value of THB 1.00 per share, to the Sellers, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, whereby Mr. Kittikorn Phinitwongwitthaya is a connected person of the Company. The allocation of such newly issued ordinary shares is intended to serve as consideration for the Sellers who agree to sell all shares in Thai EV to the Company. The details of the allocation of newly issued ordinary shares to each of the Sellers are as follows:

(a) Allocation of not exceeding 206,664,898 newly issued ordinary shares (representing 3.33 percent of the total paid-up shares of the Company after the capital increase) at an offering price of THB 0.72 per share to Mr. Kittikorn Phinitwongwitthaya, who is a connected person of the Company;

(b) Allocation of not exceeding 1,603,668 newly issued ordinary shares (representing 0.03 percent of the total paid-up shares of the Company after the capital increase) at an offering price of THB 0.72 per share to Ms. Patcharee Phinitwongwitthaya, who is a connected person of the Company.

As the Company has accumulated losses as shown in the Separate Financial Statements for the accounting periods ended 31 December 2025 and 31 December 2024, the Company may determine the offering price of the newly issued ordinary shares at THB 0.72 per share, which is lower than the Company's par value. In this regard, the Company must comply with Section 52 of the PLC Act and obtain approval from the shareholders' meeting.

In this regard, the offering price of such shares is a fixed offering price of THB 0.72 per share, which is lower than 90 percent of the market price, and therefore constitute a significant Private Placement requiring an opinion from an independent financial advisor for the shareholders' meeting to consider in approving the issuance and offering of such shares, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including any amendment thereto) (the "**Notification No. TorJor. 28/2565**"). The market price is calculated based on the weighted average price of the Company's shares on the SET for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares through Private Placement, i.e. during the period from 12 June 2026 - 22 June 2026, which equals THB 1.03 (totaling 7 business days) (data from SETSMART of the SET at www.setsmart.com).

In this regard, the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company to provide an opinion on the appropriateness of the offering price and conditions of the share offering, as well as the reasonableness and benefits of the share offering to investors, in compliance with Notification No. TorJor. 28/2565.

In the issuance and offering of shares to each Seller with the fixed offering price, which is lower than the market price. Such issuance and offering must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote (shareholder having a special interest in this agenda does not have the right to vote), and there must be no opposition from shareholders holding, in aggregate, not less than 10 percent of the total votes of the shareholders attending the meeting and entitled to vote against the offering of shares through Private Placement. In addition, the Company must complete the offering of shares within the period approved by the shareholders’ meeting, but not exceeding 3 months from the date of the shareholders’ meeting resolved to approve the offering of newly issued shares, or not exceeding 12 months from the date of the shareholders’ meeting resolved to approve the offering of newly issued shares, in the case where the shareholders’ meeting clearly resolves to authorize the Board of Directors to determine the offering price based on the market price after the lapse of 3 months, in accordance with the criteria set forth in Notification No. TorJor. 28/2565.

In addition, as the issuance and offering of shares to each of the Sellers in this instance constitute an offering of newly issued shares at a price lower than the market price, in order to comply with the relevant rules of the SET, the Company will impose a lock-up period on the Sellers who are allocated all of the newly issued ordinary shares in this offering. Such Sellers will be prohibited from selling the allocated shares for a period of 6 months from the date on which the newly issued shares become tradable on the SET. After the expiration of such 6 month period, the Sellers may gradually sell up to 25 percent of the total locked-up shares, while the remaining 75 percent of the total locked-up shares may be sold after the expiration of 1 year from the date on which the newly issued shares become tradable on the SET. After the expiration of the 6 month period from the date on which such newly issued shares commence trading on the SET, Mr. Kittikorn Phinitwongwitthaya agrees to place 45,475,875 shares, representing approximately 22 percent of the total number of shares subject to the silent period restriction, into an escrow account in the name of the escrow agent. Such deposit shall serve as security for the seller’s indemnification obligations in respect of payment rights and certain financial liabilities of Thai EV that may arise under applicable laws and regulations. The parties have agreed that the Company shall have the right to claim indemnification through the enforcement and sale of the shares deposited in the escrow account, subject to the terms, conditions, and period specified in the Escrow Agreement. In addition, if the value of the shares deposited in the escrow account is insufficient to satisfy the indemnification obligations stipulated under the Escrow Agreement, the seller agrees to deposit additional shares into the escrow account to cover such indemnification obligations in accordance with the terms and conditions set forth therein. In this regard, such liability shall not exceed the maximum amount stipulated in the Share Purchase Agreement. Upon expiration of the warranty period, such shares shall be gradually released from the escrow account and returned to Mr. Kittikorn Phinitwongwitthaya in accordance with the terms and conditions set forth in the Escrow Agreement.

In this regard, each of the Sellers is not obliged to make a tender offer for all of the Company's securities under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, as each Seller will hold less than 25 percent of the total paid-up shares after the capital increase through the issuance and allocation of ordinary shares through Private Placement and does not hold any shares in the Company by any related parties or those acting in concert with each of such Sellers.

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the authorization of the Board of Directors and/or any other person designated by the Board of Directors to have the authority to undertake any actions in relation to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including the following actions:

1) To determine, amend or add details relating to the issuance, offering, allocation and subscription of the newly issued ordinary shares, including the offering date of such newly issued ordinary shares, as well as to undertake any actions in connection with the issuance, offering, allocation and subscription of such newly issued ordinary shares, and the submission of information and disclosure of relevant details to the SET.

2) To determine or amend the method for allocating the newly issued ordinary shares, such as the offering ratio, offering price, subscription, as well as any other conditions or details relating to the allocation of the newly issued ordinary shares, as deemed appropriate, subject to the applicable laws.

3) To negotiate, agree, and execute any agreements and/or documents necessary and related to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including the execution of applications for approval and any other necessary and related documents, contacting and submitting documents to government authorities or relevant agencies, including the listing of such newly issued ordinary shares as listed securities on the SET, and undertaking any actions as

necessary and appropriate in connection with the issuance, offering, allocation, and subscription of such newly issued ordinary shares.

4) To register the change in the paid-up capital with the Department of Business Development, Ministry of Commerce, and to undertake any actions necessary in accordance with the registrar's instructions for the completion of the registration process.

(Please consider further details in the Capital Increase Report Form (F53-4), **Attachment 2**, and the Information Memorandum on the Issuance of Newly Issued Ordinary Shares through Private Placement of the Company, **Attachment 3**.)

(5) Approved the determination of the date of the Extraordinary General Meeting of Shareholders No. 1/2026, to be held on 3 August 2026, at 10.00 hrs., via electronic means (E-EGM) only, and the determination of the date to determine the names of the shareholders, who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) on 7 July 2026, with the agenda items as follows:

Agenda 1 To consider and approve the Company's investment by acquiring all shares in Thai EV Co., Ltd., which constitutes an acquisition of assets transaction and a connected transaction, and the granting of related authorizations

Agenda 2 To consider and approve the decrease of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Agenda 4 To consider and approve the allocation of the Company's newly issued ordinary shares and the granting of related authorizations

Agenda 5 Other matters (if any)

In this regard, the considerations of Agenda 1 to Agenda 4 are related and conditional upon one another. Therefore, if any of these agendas are not approved by the Extraordinary General Meeting of Shareholders No. 1/2026, the remaining related and interdependent agendas will not be considered. Any related agenda that may have been previously approved shall be deemed cancelled.

The Company will disclose the details of the agenda items, the procedures for attending the meeting, and other relevant information regarding the Extraordinary General Meeting of Shareholders No. 1/2026 to the shareholders, in the notice of the meeting to be delivered to the shareholders and on the Company's website in due course.

Please be informed accordingly.

Yours Sincerely,

- Thanapat Suksuthamwong -

(Mr. Thanapat Suksuthamwong)

Co-Chief Executive Officer

Attachment 1

Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction of NEX Point Public Company Limited

The Board of Directors' Meeting of NEX Point Public Company Limited (the "**Company**") No. 5/2026, held on 30 March 2026, resolved to approve the amendment of the agenda for the 2026 Annual General Meeting of Shareholders by withdrawing the agenda items relating to the Company's proposed investment in Thai EV Co., Ltd. ("**Thai EV**"), in order for the Company to proceed with discussions and negotiations on the key terms of the proposed investment in Thai EV with the sellers so that such transaction may be completed under appropriate conditions and in the best interests of the Company.

Now, the Company has completed discussions and reached agreement on the key terms of the transaction with the sellers. Accordingly, the Board of Directors' Meeting No. 10/2026, held on 23 June 2026, resolved to approve to propose to the shareholders' meeting, to consider and approve the investment in Thai EV, which engages in the business of importing, distributing, leasing electric vehicles, and providing after-sales services, by acquiring all ordinary shares of Thai EV, totaling 13,000,000 shares, with a par value of THB 10.00 per share, representing 100 percent of the total shares of Thai EV, at an approximate price of THB 11.53 per share[1], totaling THB 149,953,367.52, from Mr. Kittikorn Phinitwongwitthaya, who currently serves as Co-Chief Executive Officer of the Company, and other minority shareholders (collectively referred to as the "**Sellers**"). In this regard, the Company will pay the consideration for such share acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00 per share, at an offering price of THB 0.72 per share, totaling THB 149,953,367.52, to the Sellers (collectively referred to as the "**Share Purchase Transaction**").

In this regard, the Share Purchase Transaction constitutes:

(1) the purchase or acquisition 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 (including any amendment thereto). Therefore, the Company is required to seek approval for entering

[1] In this regard, the calculated share price is THB 11.53487442461538 per share (or approximately THB 11.53 per share).

into the Share Purchase Transaction from the shareholders' meeting of the Company, and such approval must be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

(2) an acquisition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (including any amendment thereto) (collectively, the "**Notification on the Acquisition or Disposal of Assets**"), with the highest transaction size, calculated using the value of shares issued for the payment of assets criteria, equal to 3.48 percent, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any acquisition of assets transactions during the past 6 months. Accordingly, the Share Purchase Transaction is classified as a Class 3 transaction, as its value is less than 15 percent and the Company issues securities as consideration for the acquisition of such assets. Therefore, the Company is required to disclose an information memorandum regarding the Share Purchase Transaction to the Stock Exchange of Thailand (the "**SET**") in accordance with the Notification on the Acquisition or Disposal of Assets.

(3) a connected transaction in the category of assets or services under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including any amendment thereto) (collectively, the "**Notifications on Connected Transactions**"). This is because Mr. Kittikorn Phinitwongwitthaya, currently serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company and certain Sellers is the sister of Mr. Kittikorn Phinitwongwitthaya. The Share Purchase Transaction has a transaction value equivalent to 4.22 percent of the net tangible assets of the Company, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any connected transaction during the past 6 months. As a

result, the transaction size is equivalent to more than 3 percent of the Company's net tangible assets (NTA). Therefore, the Company is required to proceed with the following actions:

(a) to disclose an information memorandum regarding the Share Purchase Transaction to the SET in accordance with the Notifications on Connected Transactions;

(b) to appoint an independent financial advisor, whereby the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company, to prepare an opinion on the appropriateness of entering into the transaction, the reasonableness and benefits of the connected transaction to the Company, as well as the fairness of the price and conditions of such transaction, for the shareholders' consideration and decision-making at the shareholders' meeting;

(c) to deliver the notice of the shareholders' meeting to the shareholders at least 14 days in advance; and

(d) to convene the shareholders' meeting to consider and approve the Share Purchase Transaction by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders who have an interest.

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 any other person designated by the Board of Directors to have the authority to undertake any actions necessary and related thereto, including the execution, determination or amendment of any terms, conditions or details in connection with any documents necessary and related to the Share Purchase Transaction, as well as beneficial for the successful completion of such Share Purchase Transaction. This includes the preparation, amendment, submission, delivery and disclosure of any information memorandum and documents that the Company is required to undertake with any relevant authorities in all respects.

The Company would like to present the details of the Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction as follows:

1. Transaction Date

The Company expects to enter into a share purchase agreement with the Sellers (the "**Share Purchase Agreement**") after obtaining approval from the Board of Directors to proceed with the Share Purchase Transaction. Under such Share Purchase Agreement, the Share Purchase Transaction will occur only when the key conditions precedent have been fulfilled or waived, in whole or in part, by the relevant parties, including the following key conditions:

(1) The shareholders' meeting of the Company has approved the entry into the Share Purchase Transaction, including the increase of the Company's registered capital, the allocation of newly issued ordinary shares through Private Placement as consideration for the Sellers who agree to sell all shares in Thai EV to the Company, as well as the authorizations and any other actions necessary and/or related to such Share Purchase Transaction.

(2) From the date of execution of the Share Purchase Agreement until the completion date, there shall be no event, circumstance, change, or fact occurring or becoming apparent, whether individually or in aggregate, including but not limited to (a) any change in laws, rules, or regulations affecting the business operations of Thai EV, or (b) fire, flood, storm, natural disaster, accident, or any similar event, which causes any vehicles or assets held by Thai EV for sale or lease to be damaged, lost, deteriorated, impaired in value, or rendered unusable for normal business operations. In this regard, if such events have caused, or could reasonably be expected to cause, a material adverse effect on the assets, liabilities, legal status, financial condition, business, operations, undertaking, or business prospects of Thai EV, or result in, or are likely to result in, a material decrease in the net assets of Thai EV, such that the purchaser may, in good faith and on a reasonable basis, consider that the key assumptions or material conditions for entering into the transaction have materially changed, or that the value of the transaction is adversely affected in a manner that reduces the benefits to the Company's shareholders or renders the transaction terms less favorable than those presented to the shareholders' meeting.

Initially, the Company expects that all conditions precedent will be completed within August 2026, and after such conditions precedent have been fulfilled or waived (as the case may be), the Company will proceed with the Share Purchase Transaction.

In this regard, upon completion of the Share Purchase Transaction, Thai EV will become a subsidiary of the Company.

2. Parties Involved and Their Relationship with the Company

Parties Involved	:	(1) The Company, as the Purchaser; and (2) The existing shareholders of Thai EV, as the Sellers.
Relationship with the Company	:	(1) Mr. Kittikorn Phinitwongwitthaya, one of the Sellers, currently serves as Co-Chief Executive Officer (Co-CEO) and a member of the Executive Committee, which is an executive position of the Company (Mr. Kittikorn Phinitwongwitthaya is currently not a director of the Company and is not a shareholder of the Company); and (2) Ms. Patcharee Phinitwongwitthaya, one of the Sellers, is the sister of Mr. Kittikorn Phinitwongwitthaya and therefore is considered a close relative of an executive of the Company. Accordingly, both Sellers are deemed connected persons of the Company under the Notifications on Connected Transactions.

3. General Characteristics and Size of the Transaction

The Company will invest by acquiring all ordinary shares of Thai EV, totaling 13,000,000 shares, with a par value of THB 10.00 per share, representing 100 percent of the total shares of Thai EV, at an approximate price of THB 11.53 per share, totaling THB 149,953,367.52, from the Sellers. In this regard, the Company will pay the consideration for such share acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00 per share, at an offering price of THB 0.72 per share, totaling THB 149,953,367.52, to the Sellers.

3.1 Calculation of the Transaction Size under the Criteria for Acquisition of Assets

The Company has calculated the transaction size of the Share Purchase Transaction in accordance with the Notification on the Acquisition or Disposal of Assets, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026, with the details as follows:

(1) Net Tangible Assets Criteria (NTA)

$$= \frac{\text{NTA of Thai EV x 100}}{\text{NTA of the Company}}$$

$$= \frac{\text{THB 75,245,985.72 x 100}}{\text{THB 3,550,267,828.67}}$$

= Approximately 2.12 percent

(2) Net Operating Profits Criteria

Cannot be calculated as the Company has reported net losses.

(3) Total Value of Consideration Criteria

$$= \frac{\text{Total Value of Consideration Received x 100}}{\text{The Total Assets of the Company}}$$

$$= \frac{\text{THB 149,953,367.52 x 100}}{\text{THB 6,397,231,905.54}}$$

$$= \text{Approximately 2.34 percent}$$

(4) Value of Shares Issued for the Payment of Assets Criteria

$$= \frac{\text{Number of the Company's shares issued as consideration for the assets} \times 100}{\text{Total number of the Company's paid-up shares}}$$

$$= \frac{208{,}268{,}566 \text{ shares} \times 100}{5{,}989{,}399{,}273 \text{ shares}}$$

$$= \text{Approximately 3.48 percent}$$

3.2 Calculation of the Transaction Size under the Criteria for Connected Transactions

The Company has calculated the transaction size of the Share Purchase Transaction in accordance with the Notifications on Connected Transactions, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026, with the details as follows:

$$= \frac{\text{Value of the Transaction Paid or Received} \times 100}{\text{NTA of the Company}}$$

$$= \frac{\text{THB } 149{,}953{,}367.52 \times 100}{\text{THB } 3{,}550{,}267{,}828.67}$$

$$= \text{Approximately 4.22 percent}$$

4. Details of the Assets to be Acquired

The assets to be acquired by the Company are 13,000,000 ordinary shares in Thai EV, representing 100 percent of the total shares of Thai EV. The key information of Thai EV is as follows:

Nature of Business of Thai EV

Thai EV is a commercial electric vehicle service provider offering a comprehensive range of products, including electric motorcycles (E-Motorcycles), electric vans (E-Vans), electric pickups (E-Pickups), and electric trucks (E-Trucks), as well as charging equipment in both AC and DC formats and an EV fleet management platform.

Thai EV operates in the large-scale B2B market and has more than 6 years of experience since 2017 in the electric vehicle sector, particularly in medium-to heavy-duty electric trucks for logistics applications, including semi-trailer trucks. Currently, Thai EV offers new electric truck models that utilize clean and energy-efficient power, designed for cargo transportation within customers' truck fleets, while adhering to international safety standards and global quality standards.

Nature of Business Operations after Thai EV Becomes a Subsidiary of the Company

As the Company is currently in the process of formulating and jointly considering a concrete business plan, the operational structure in terms of business operations, sales, services, and resource management within the group will be appropriately aligned to achieve maximum efficiency and avoid duplication of business activities.

Initially, the Company expects that the business operations after the investment will be conducted in a complementary manner (cross-selling), whereby the Company and Thai EV will be able to offer and distribute commercial electric vehicles to different customer segments based on the suitability of vehicle types, usage characteristics, and specific customer requirements. Thai EV will focus on the distribution of commercial electric vehicles for project-based customers, government agencies, and special-purpose vehicles (special trucks), which require tailored solutions and services specific to each project. Meanwhile, the Company will focus on the distribution of large-scale commercial electric vehicles, particularly tractor heads and passenger buses, where the Company has existing experience, expertise, and an established customer base.

With respect to service segmentation, the Company expects to classify services primarily based on customer types, product categories, and project characteristics, in order to ensure that the operations of both entities are complementary and mutually supportive within the group. However, the scope of such segmentation may be subject to change in accordance with the business plan to be approved by the Board of Directors following the business integration.

In terms of after-sales services, the Company intends to leverage the capabilities of NEX AUTOPRO Company Limited (NEX AUTOPRO), which serves as the group's maintenance and spare parts service center, as the core service provider to support maintenance, spare parts procurement, and technical services efficiently and in a standardized manner across the group.

Company Information of Thai EV

1.	Company Name	:	Thai EV Co., Ltd.
2.	Registration Number	:	0105555178866
3.	Date of Incorporation	:	6 December 2012
4.	Nature of Business	:	Importing, distributing, leasing electric vehicles, and providing after-sales services
5.	Registered Capital	:	THB 130,000,000
6.	Paid-up Registered Capital	:	THB 130,000,000
7.	Encumbrance on Shares	:	None

Shareholders and Directors of Thai EV

1. Shareholders

Before the acquisition:

(Information as of 23 June 2026)

List of Shareholders	Number of Shares (shares)	Shareholding (percentage)
Mr. Kittikorn Phinitwongwitthaya	12,900,000	99.23

List of Shareholders	Number of Shares (shares)	Shareholding (percentage)
Ms. Patcharee Phinitwongwitthaya	100,000	0.77
Total	**13,000,000**	**100.00**

After the acquisition:

List of Shareholders	Number of Shares (shares)	Shareholding (percentage)
The Company	12,999,999	99.99
Any person or subsidiary of the Company (to be determined and notified in due course)	1	00.01
Total	**13,000,000**	**100.00**

2. List of Directors as of 23 June 2026

(1) Mr. Supapong Suksapa

(2) Ms. Siriwan Monta

Remark: After the acquisition of the shares in Thai EV, the Company will proceed to change the directors of Thai EV in proportion to its shareholding.

Financial Information

(Unit: THB)

	Year 2023 Audited	Year 2024 Audited	Year 2025 Audited
Statement of Financial Position			
Assets	503,384,677.76	385,621,744.55	368,620,495.66
Liabilities	440,324,468.51	314,182,006.09	291,834,707.87
Shareholders' Equity	63,060,209.25	71,439,738.46	76,785,787.79
Statement of Profit or Loss			
Revenue	537,475,793.35	361,947,138.75	266,570,828.07
Expenses	522,019,106.06	342,490,795.08	254,635,575.57
Net Profit (Loss)	543,227.05	8,379,529.21	5,346,049.33

Remark: The financial statements were prepared by the auditor from Decimal Audit Co., Ltd.

5. Value of the Assets to be Acquired, Basis for Determining the Total Transaction Value, and Method of Payment

After the conditions precedent specified in the Share Purchase Agreement have been fulfilled or waived by the relevant parties, including the approval of the shareholders' meeting of the Company for the Company to enter into the Share Purchase Transaction, as well as the approval of other matters necessary and/or related to such Share Purchase Transaction, the Company will acquire 13,000,000 ordinary shares of Thai EV, with a par value of THB 10.00 per share, representing 100 percent of the total shares of Thai EV, at an approximate price of THB 11.53 per share, totaling THB 149,953,367.52. The Company will pay the consideration by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00

per share. The Board of Directors has fixed the offering price of such shares at THB 0.72 per share. The Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents a price level that reflects the Company's true net asset value at present, which is consistent with the investment value in Thai EV, where the price is also referenced to book value. The determination of such price has been negotiated between the Company and the Sellers to ensure fairness for both parties to the transaction. However, the Board of Directors has also considered determining the offering price by reference to the market price and is of the opinion that although the market price reflects the market value of the Company's ordinary shares, the market price over the past one-year period has been highly volatile, ranging between THB 0.50 – 1.48 per share. Meanwhile, the Company has continued to incur losses and has experienced negative operating cash flows over the past two years. Accordingly, the Board of Directors has carefully considered and concluded that determining the offering price based on the book value method, which reflects the Company's tangible net asset value, is the most appropriate for this transaction and the share offering. Nevertheless, the offering price of newly issued ordinary shares through Private Placement in this instance is a price lower than 90 percent of the market price, and therefore constitute a significant Private Placement requiring an opinion from an independent financial advisor for the shareholders' meeting to consider in approving the issuance and offering of such shares, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including any amendment thereto) (the "**Notification No. TorJor. 28/2565**"). The market price is calculated based on the weighted average price of the Company's shares on the SET for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares through Private Placement, i.e. during the period from 12 June 2026 - 22 June 2026, which equals THB 1.03 (totaling 7 business days) (data from SETSMART of the SET at www.setsmart.com).

In this regard, the number of newly issued ordinary shares to be allocated to the Sellers is calculated based on the value of the acquisition of Thai EV divided by the aforementioned offering price of the Company's newly issued shares. The Board of Directors is of the opinion that such price is appropriate. The Company has adopted the book value approach, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026, as the primary basis for negotiation between the parties. The Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents the price level that most accurately reflects the Company's true value. This is consistent with the negotiation terms under which the Company has acquired Thai EV, where the transaction value was likewise determined based on book value.

The total value of the acquisition of all ordinary shares of Thai EV, amounting to THB 149,953,367.52, is a value mutually agreed upon between the Company and the Sellers, by taking into consideration (1) the adjusted book value of Thai EV, calculated based on the book value adjustment method with reference to Thai EV's audited financial statements as of 31 December 2025, amounting to THB 76,785,787.79. This amount was adjusted by adding the capital increase of THB 80,000,000, which Thai EV completed on 13 March 2026 to repay loans from related parties. As a result, the preliminary adjusted book value of Thai EV was THB 156,785,787.79. The amount was then reduced by court-judgment liabilities of THB 7,528,499.94 and increased by judgment interest of THB 696,080.08, resulting in the adjusted book value of Thai EV after such adjustment being THB 149,953,367.52; (2) the business potential and future growth prospects of Thai EV; and (3) the strategic benefits that the Company expects to receive from such investment such as accelerating the liquidation of the Company's inventory through Thai EV's customer network.

6. Total Value of Consideration and Value of the Assets to be Acquired

The total value of consideration for the acquisition of all ordinary shares of Thai EV is THB 149,953,367.52. The Company will pay the consideration for such acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00 per share, at an offering price of THB 0.72 per share. Such offering price is calculated based on the book value approach, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026, resulting in a total value of THB 149,953,367.52 to the Sellers. The Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents a price level that reflects the Company's true net asset value at present, which is consistent with the investment value in Thai EV, where the price is also referenced to book value. The determination of such price has been negotiated between the Company and the Sellers to ensure fairness for both parties to the transaction. However, the Board of Directors has also considered determining the offering price by reference to the market price and is of the opinion that although the market price reflects the market value of the Company's ordinary shares, the market price over the past one-year period has been highly volatile, ranging between THB 0.50 – 1.48 per share. Meanwhile, the Company has continued to incur losses and has experienced negative operating cash flows over the past two years. Accordingly, the Board of Directors has carefully considered and concluded that determining the offering price based on the book value method, which reflects the Company's tangible net asset value, is the most appropriate for this transaction and the share offering. This is because using the market price as a reference may make negotiations between the parties difficult, particularly from the Sellers' perspective, and may result in the parties being unable to reach a mutual agreement. Accordingly, in order for the Share Purchase Transaction to proceed and to ensure that it generates benefits for the Company, determining the price based on book value is considered a reasonable approach for both parties. In addition to the acquisition of Thai EV, the entering into this transaction will also eliminate existing conflicts of interest.

In addition, the entering into the Share Purchase Transaction is aligned with the strategy and core business of the group and will strengthen the Company's business foundation, particularly in expanding its customer base and enhancing market opportunities in the electric vehicle business, which will contribute to the Company's long-term growth and value creation. The Company is of the opinion that Mr. Kittikorn Phinitwongwitthaya, an existing shareholder of Thai EV and currently serving as Co-Chief Executive Officer (Co-CEO) of the Company, is a key individual who plays a strategic role in driving the business, particularly in facilitating inventory management and driving sales of the group. Accordingly, entering into such Share Purchase Transaction is a key factor in maintaining continuity in the Company's management and execution of its business strategies. In the event that the Company is unable to successfully complete this Share Purchase Transaction, it may result in the loss of such key personnel, which could adversely affect the continuity of the Company's business operations and the achievement of its strategic objectives.

Therefore, the Board of Directors has considered the appropriateness and reasonableness of the value of the assets to be acquired and the consideration to be paid for entering into the Share Purchase Transaction. Such consideration was based on the enterprise value of Thai EV, growth potential of the electric vehicle business following the business combination through the acquisition of shares in Thai EV, as well as relevant market conditions and industry trends, including the negotiated terms and conditions between the Company and the Sellers. The Board of Directors is of the opinion that the purchase price of the ordinary shares of Thai EV and the number of newly issued ordinary shares to be issued as consideration are appropriate and fair (fair value) and reflect the true value of the net assets to be acquired by the Company.

With respect to the payment terms, the Company will pay the purchase price of such shares by issuing newly issued ordinary shares to the Sellers in lieu of cash payment (Share Swap). The Sellers will be allocated the newly issued ordinary shares after the conditions precedent specified in the Share Purchase Agreement have been fulfilled or waived by the relevant parties, including the approval from the Company's shareholders' meeting, and the completion of the registration of the change in the Company's paid-up capital with the Department of Business Development.

7. Source of Funds for the Acquisition of Assets

In entering into the Share Purchase Transaction, the Company will pay the purchase price of the ordinary shares of Thai EV by allocating newly issued ordinary shares of the Company (Share Swap) as consideration to the Sellers. Therefore, the Company does not need to secure any funding source for the Share Purchase Transaction, as no cash payment will be made for such transaction. In addition, entering into the Share Purchase Transaction will not affect the Company's liquidity or working capital.

8. Connected Persons and Scope of Interests

The connected person and the scope of his interests are as described in Item 2 (Parties Involved and Their Relationship with the Company) above.

9. Opinion of the Board of Directors on the Entry into the Acquisition of Assets Transaction and the Connected Transaction, Including the Reasonableness and the Best Interest of the Company as Compared with Entering into the Transaction with Independent Third Parties

The Board of Directors recognized the urgency in managing and reducing the Company's inventory and, therefore, approached Mr. Kittikorn Phinitwongwitthaya, who possesses extensive expertise and experience in the industry, to act as a strategic partner to directly support the resolution of such issues. At the initial stage of such engagement, discussions were conducted in parallel with the Share Purchase Transaction in Thai EV in order to further strengthen the business, particularly in expanding the customer base and enhancing product diversity, leveraging the complementary strengths of each party. However, the acquisition process requires the conduct of due diligence, which takes time, while the Company's situation is urgent and cannot be delayed. Accordingly, the Board of Directors resolved to appoint Mr. Kittikorn Phinitwongwitthaya as Co-Chief Executive Officer

(Co-CEO) in advance, to enable him to immediately take action in driving the Company's inventory management and sales.

Therefore, the Board of Directors is of the opinion that entering into this Share Purchase Transaction is consistent with the strategy and core business of the Company and its group, which will help strengthen the business foundation, particularly through the expansion of the customer base and enhancing market opportunities in the electric vehicle business, which will be beneficial to the Company's growth and value creation in the long term. In addition, the payment of consideration through the issuance of newly issued ordinary shares instead of cash payment will enable the Company to maintain its liquidity and working capital for operations and other investment opportunities in the future. Furthermore, such arrangement does not create additional debt obligations or interest burdens, which will help ensure that the Company's financial structure remains stable and appropriate.

In this regard, the Board of Directors has also considered alternative options for entering into transactions with other external parties. However, it was found that other operators in the market, apart from Thai EV, are predominantly foreign companies seeking to directly compete in the commercial electric vehicle market. In contrast, both the Company and Thai EV are Thai entities, which facilitates smoother and more flexible negotiations. Furthermore, this Share Purchase Transaction is closely linked to the Company's objective of engaging Mr. Kittikorn Phinitwongwitthaya to assist in resolving the inventory situation. Identifying alternative partners may require additional time without a clearly defined timeline, which would not be sufficiently timely to address the Company's urgent issues. In light of all these factors, the Board of Directors is of the opinion that entering into this Share Purchase Transaction is appropriate and reasonable.

In addition, the Sellers who will be allocated the newly issued ordinary shares will become shareholders of the Company, resulting in mutual benefits and the establishment of a strategic partnership with a shared objective of supporting the Company's long-term business growth, as well as creating business synergies that will enhance the Company's competitiveness and create additional value for the Company's shareholders as a whole.

Furthermore, entering into such transaction will also address potential conflicts of interest, as upon completion of the Share Purchase Transaction, Thai EV will become a subsidiary of the Company. For the foregoing reasons, the Board of Directors has resolved to approve the entry into the Share Purchase Transaction.

In this regard, the Company has established clear governance and risk control measures by requiring any persons with an interest to abstain from participation in the consideration, abstain from voting, and refrain from involvement in the decision-making process relating to this Share Purchase Transaction, from the management proposal stage through to any other matters that have or may give rise to conflicts of interest, whether directly or indirectly.

In addition, in order to protect the interests of the Company and its shareholders, the Board of Directors has considered and determined that appropriate security measures should be implemented to ensure compliance with obligations under the Share Purchase Agreement. Accordingly, after the expiration of the 6 month period from the date on which the newly issued ordinary shares issued as consideration commence trading on the SET, the seller agrees to deposit the newly issued ordinary shares allocated to him into an escrow account in the name of the escrow agent. Such deposit shall serve as security for the seller's indemnification obligations in respect of payment rights and certain financial liabilities of Thai EV that may arise under applicable laws and regulations. The Board of Directors is of the opinion that such mechanism is appropriate for managing and mitigating risks that may arise from entering into the said transaction.

10. Opinion of the Audit Committee and/or Directors of the Company that is Different from the Opinion of the Board of Directors

None

11. Others

The Company will submit an application to the SET for the listing of the newly issued ordinary shares issued as consideration for the acquisition of the ordinary shares of Thai

EV, in order for such newly issued ordinary shares to be considered for listing as listed securities on the SET.

The Board of Directors hereby certifies that the information contained in this report has been prepared for the purpose of providing information only and does not constitute an invitation or an offer to acquire or subscribe for securities.

Attachment 2

(F53-4)

Capital Increase Report Form
NEX Point Public Company Limited
23 June 2026

NEX Point Public Company Limited (the "**Company**"), hereby notifies the resolution of the Board of Directors' Meeting No. 10/2026, held on 23 June 2026, regarding the capital increase and the allocation of the newly issued ordinary shares, the details are as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors' Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the decrease of the Company's registered capital from THB 9,317,588,588 to THB 5,989,399,273, by canceling the Company's registered shares that have not been issued, which remain from the offering of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) in amount of 3,328,189,315 shares with a par value of THB 1.00 per share.

1.2 Capital Increase

The Board of Directors' Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital in the amount of THB 208,268,566 from the existing registered capital of THB 5,989,399,273 to the new registered capital of THB 6,197,667,839, by issuing not exceeding 208,268,566 newly issued ordinary shares with a par value of THB 1.00 per share, whereby the capital increase shall be structured as follows:

Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
☑ Specifying the purpose of funds utilization	Ordinary shares	not exceeding 208,268,566	1.00	208,268,566
		-	-	-

Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
☐ General Mandate	Ordinary shares	- -	- -	- -

2. **Allocation of Newly Issued Shares**

2.1 Specifying the purpose of funds utilization

Allocated To	Number of Shares (Shares)	Ratio (Old : New)	Offering Price (THB per Share)	Date and Time for Subscription and Payment for the Shares	Remark
Through Private Placement at a fixed offering price, as consideration for the share swap of Thai EV Co., Ltd. (“**Thai EV**”)	not exceeding 208,268,566	-	0.72	To be determined later	Please consider remarks 1 - 3below

<u>Remarks</u>:

1. The Board of Directors’ Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 208,268,566 shares, with a par value of THB 1.00 per share through Private Placement as consideration for the acquisition of ordinary shares of Thai EV from the Sellers, the details of which are as follows:

   a. **Mr. Kittikorn Phinitwongwitthaya**

Nationality	Thai
Relationship with the Company	Mr. Kittikorn Phinitwongwitthaya currently serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company, and therefore is deemed a connected person

	of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including any amendment thereto) (the "**Notifications on Connected Transactions**").
Occupation	Serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company.
Number of shares held in the Company prior to the Share Purchase Transaction	-
Number of shares to be allocated	Not exceeding 206,664,898 ordinary shares (3.33 percent of the total paid-up shares of the Company after the capital increase).
Duties in making tender offers	There is no obligation to make a tender offer for all of the Company's securities under the Notification No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. As after the completion of the capital increase, Mr. Kittikorn Phinitwongwitthaya will hold only 3.33 percent of the total voting rights of the business and does not hold any shares in the Company by any related parties or those acting in concert with Mr. Kittikorn Phinitwongwitthaya.

b. **Ms. Patcharee Phinitwongwitthaya**

Nationality	Thai
Relationship with the Company	Ms. Patcharee Phinitwongwitthaya is the sister of Mr. Kittikorn Phinitwongwitthaya and is therefore considered a close relative of an executive of the Company and is a connected person of the Company under the Notifications on Connected Transactions.
Occupation	Businesswoman
Number of shares held in the Company prior to	-

the Share Purchase Transaction	
Number of shares to be allocated	Not exceeding 1,603,668 ordinary shares (0.03 percent of the total paid-up shares of the Company after the capital increase).
Duties in making tender offers	There is no obligation to make a tender offer for all of the Company's securities under the Notification No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. As after the completion of the capital increase, Ms. Patcharee Phinitwongwitthaya will hold only 0.03 percent of the total voting rights of the business and does not hold any shares in the Company by any related parties or those acting in concert with Ms. Patcharee Phinitwongwitthaya.

The Board of Directors has considered and opined that the two Private Placement are potential investors who possess the knowledge, capabilities, and experience that will support the Company's operations and business development. In this regard, such issuance of newly issued ordinary shares is an offering in which the Board of Directors resolved to propose to the shareholders' meeting to consider and determine the fixed offering price at THB 0.72 per share, which is an offering price lower than 90 percent of the market price in accordance with the criteria prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "**Notification No. TorJor. 28/2565**") (a discount of approximately 30.10 percent from the market price). In this regard, such market price is calculated based on the weighted average price of the Company's shares on the Stock Exchange of Thailand (the "**SET**") for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares through Private Placement, i.e. during the period from 12 June 2026 - 22 June 2026, which equals THB 1.03 (data from SETSMART of the SET at www.setsmart.com).

In this regard, the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company to provide an opinion on the appropriateness of the offering price and conditions of the share offering, as well as the reasonableness and benefits of the share offering to investors, in compliance with Notification No. TorJor. 28/2565.

In the issuance and offering of shares to each Seller with the fixed offering price, which is lower than the market price. Such issuance and offering must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote (shareholder having a special interest in this agenda does not have the right to vote), and there must be no opposition from shareholders holding, in aggregate, not less than 10 percent of the total votes of the shareholders attending the meeting and entitled to vote against the offering of shares through Private Placement.

Additionally, according to Notification No. TorJor. 28/2565, the Company must complete the offering of shares within the period approved by the shareholders' meeting but not exceeding 3 months from the date that the shareholders' meeting approved the offering of newly issued shares. However, if there is a delay of more than 3 months from the date of approval by the shareholders' meeting, the Company may consider authorizing the Board of Directors to determine the offering price based on the market price after the lapse of such 3 month period in accordance with the criteria set forth in Notification No. TorJor. 28/2565.

2. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the authorization of the Board of Directors and/or any other person designated by the Board of Directors to have the authority to undertake any actions in relation to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including the following actions:

   1) To determine, amend or add details relating to the issuance, offering, allocation and subscription of the newly issued ordinary shares, including the offering date of such newly issued ordinary shares, as well as to undertake any actions in connection with the issuance, offering, allocation and subscription of such newly issued ordinary shares, and the submission of information and disclosure of relevant details to the SET.

   2) To determine or amend the method for allocating the newly issued ordinary shares, such as the offering ratio, offering price, subscription, as well as any other conditions or details relating to the allocation of the newly issued ordinary shares, as deemed appropriate, subject to the applicable laws.

   3) To negotiate, agree, and execute any agreements and/or documents necessary and related to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including the execution of applications for approval and any other necessary and related documents, contacting and submitting documents to government authorities or relevant agencies, including the listing of such newly issued ordinary shares as listed securities on the SET, and undertaking any actions as necessary and appropriate in connection with the issuance, offering, allocation, and subscription of such newly issued ordinary shares.

   4) To register the change in the paid-up capital with the Department of Business Development, Ministry of Commerce, and to undertake any actions necessary in accordance with the registrar's instructions for the completion of the registration process.

3. As the issuance and offering of shares to each of the Sellers in this instance constitute an offering of newly issued shares at a price lower than the market price, in order to comply with the relevant rules of the SET, the Company will impose a lock-up period on the Sellers who are allocated all of the newly issued ordinary shares in this offering. Such Sellers will be prohibited from selling the

allocated shares for a period of 6 months from the date on which the newly issued shares become tradable on the SET. After the expiration of such 6 month period, the Sellers may gradually sell up to 25 percent of the total locked-up shares, while the remaining 75 percent of the total locked-up shares may be sold after the expiration of 1 year from the date on which the newly issued shares become tradable on the SET. After the expiration of the 6 month period from the date on which such newly issued shares commence trading on the SET, Mr. Kittikorn Phinitwongwitthaya agrees to place 45,475,875 shares, representing approximately 22 percent of the total number of shares subject to the silent period restriction, into an escrow account in the name of the escrow agent. Such deposit shall serve as security for the seller's indemnification obligations in respect of payment rights and certain financial liabilities of Thai EV that may arise under applicable laws and regulations. The parties have agreed that the Company shall have the right to claim indemnification through the enforcement and sale of the shares deposited in the escrow account, subject to the terms, conditions, and period specified in the Escrow Agreement. In addition, if the value of the shares deposited in the escrow account is insufficient to satisfy the indemnification obligations stipulated under the Escrow Agreement, the seller agrees to deposit additional shares into the escrow account to cover such indemnification obligations in accordance with the terms and conditions set forth therein. In this regard, such liability shall not exceed the maximum amount stipulated in the share purchase agreement. Upon expiration of the warranty period, such shares shall be gradually released from the escrow account and returned to Mr. Kittikorn Phinitwongwitthaya in accordance with the terms and conditions set forth in the Escrow Agreement.

2.2 Company Procedures in the Case of Fractional Shares

In the event there are fractional shares, such fractional shares shall be disregarded by the Company.

2.3 General Mandate

-None-

3. Schedule for the Shareholders' Meeting to approve the Capital Increase and Allocation of Newly Issued Shares

The Extraordinary General Meeting of Shareholders No. 1/2026 is scheduled on 3 August 2026, at 10.00 hrs., via electronic means (E-EGM) only, whereby:

☑ The record date for determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) is scheduled on 7 July 2026.

☐ The share register shall be closed to suspend any share transfer for the right to attend the shareholders' meeting from.................................... until the shareholders' meeting is adjourned.

4. Approval for Capital Increase / Share Allocation from Relevant Governmental Authorities and Conditions of such Approval (if any)

4.1 The shareholders' meeting of the Company approved the capital increase and the issuance and allocation of the newly issued ordinary shares of the Company to offer through Private Placement.

4.2 This capital Increase and allocation of the newly issued ordinary shares through Private Placement must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote and there must be no opposition from shareholders holding, in aggregate, not less than 10 percent of the total votes of the shareholders attending the meeting and entitled to vote against the offering of shares through Private Placement, provided that the shareholder having a special interest in this agenda does not have the right to vote.

4.3 The Company must be deemed to be approved to offer the newly issued ordinary shares through Private Placement from the Securities and Exchange Commission in accordance with the criteria specified in Notification No. TorJor. 28/2565.

4.4 The Company shall proceed with the registration of capital increase, amendment of the Memorandum of Association, and paid-up capital of the Company to the Department of Business Development, Ministry of Commerce.

4.5 The Company shall submit applications to the SET to approve the listing of the newly issued ordinary shares which issued and offered through Private Placement on the SET.

5. Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Capital Increase

This issuance and offering of newly issued ordinary shares through Private Placement are intended to be used as consideration for the acquisition of all ordinary shares of Thai EV, representing 100 percent of the total shares of Thai EV, totaling THB 149,953,367.52, from all shareholders of Thai EV.

The investment in Thai EV will enable the Company to accelerate the reduction of its inventory and strengthen its revenue streams, particularly through expanding the group’s product portfolio to become more comprehensive. It will also help reduce the level of competition in the market, as well as mitigate potential conflicts of interest between the Company and Mr. Kittikorn Phinitwongwitthaya, who currently serves as Co-Chief Executive Officer of the Company.

6. Benefits that the Company will receive from the Capital Increase / Share Allocation

The issuance and offering of newly issued ordinary shares through Private Placement as consideration for the acquisition of ordinary shares of Thai EV will provide several benefits to the Company, i.e. the Company will be able to expand its investment and further develop its electric vehicle business without the need of cash payment, thereby maintaining its liquidity and working capital for operations and other investment opportunities in the future. Furthermore, such arrangement does not create additional debt obligations or interest burdens. In addition, the Sellers who will be allocated the newly issued shares will become shareholders of the Company, resulting in mutual benefits and the establishment of a strategic partnership with a shared objective of supporting the Company’s long-term business growth, as well as creating business synergies that will enhance the Company's competitiveness and create additional value for the Company's shareholders in long term.

In this regard, please consider further details in the Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction of the Company, **Attachment 1**.

7. Benefits that the Shareholders will receive from Capital Increase / Share Allocation

7.1 Dividend Policy

The Company has a dividend policy to pay dividends to shareholders at a rate of 40 percent of net profits. The dividend payments shall not impact on the operations, financial position, liquidity, business expansion, future necessities, and any other factors related to the management of the Company.

7.2 Right to Receive Dividends from the Company's Operations

The persons who have been allocated the newly issued ordinary shares which are issued and offered through Private Placement on this occasion will have the right to receive dividends from the Company's operations when they are registered as shareholders of the Company, with their names appearing as shareholders in the Company's shareholder registry, and the Company announces the dividend payment, in accordance with applicable laws and regulations.

7.3 Others

-None-

8. Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase / Share Allocation

Please consider further details in the Information Memorandum on the Issuance of Newly Issued Ordinary Shares through Private Placement of the Company, **Attachment 3**.

9. Timeline for the Capital Increase / Allocation of Newly Issued Shares as Resolved by the Board of Directors

Procedural Steps	Date / Month / Year
1. The date of the Board of Directors' Meeting No. 10/2026	23 June 2026
2. To determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date)	7 July 2026
3. The date of the Extraordinary General Meeting of Shareholders No. 1/2026	3 August 2026

Procedural Steps	Date / Month / Year
4. Registration of capital decrease, capital increase, and amendment to the Memorandum of Association of the Company with Department of Business Development, Ministry of Commerce	Within 14 days from the date the shareholders’ meeting resolves to approve the decrease and the increase in registered capital
5. The Company offers the newly issued ordinary shares through Private Placement	Within 3 months from the date that the shareholders' meeting resolves to approve the offering of shares
6. Registration of the change in the paid-up capital with the Department of Business Development, Ministry of Commerce, and listing the newly issued ordinary shares as listed securities to be traded on the SET	Within 14 days from the date that the Company receives full payment of the newly issued ordinary shares

Remark: The preceding schedule is subject to adjustments.

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Mr. Vasu Klomkliang
Authorized Director

(Company Seal)

Mr. Thanapat Suksuthamwong
Authorized Director

Information Memorandum on the Issuance of Newly Issued Ordinary Shares through Private Placement of NEX Point Public Company Limited

The Board of Directors' Meeting No. 10/2026 of NEX Point Public Company Limited (the "**Company**"), held on 23 June 2026, resolved to approve to propose to the Extraordinary General Meeting of Shareholders No. 1/2026, to consider and approve the investment in Thai EV Co., Ltd. ("**Thai EV**") which engages in the business of importing, distributing, leasing electric vehicles, and providing after-sales services, by acquiring all ordinary shares of Thai EV, totaling 13,000,000 shares, with a par value of THB 10.00 per share, representing 100 percent of the total shares of Thai EV, at an approximate price of THB 11.53 per share[1], totaling THB 149,953,367.52, from Mr. Kittikorn Phinitwongwitthaya, who currently serves as Co-Chief Executive Officer of the Company, and other minority shareholders (collectively referred to as the "**Sellers**"). In this regard, the Company will pay the consideration for such share acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, with a par value of THB 1.00 per share, at an offering price of THB 0.72 per share, totaling THB 149,953,367.52, to the Sellers (collectively referred to as the "**Share Purchase Transaction**").

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the authorization of the Board of Directors and/or any other person designated by the Board of Directors to have the authority to undertake any actions in relation to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including the following actions:

1) To determine, amend or add details relating to the issuance, offering, allocation and subscription of the newly issued ordinary shares, including the offering date of such newly issued ordinary shares, as well as to undertake any actions in connection with the issuance, offering, allocation and subscription of such newly issued ordinary shares, and the submission of information and disclosure of relevant details to the Stock Exchange of Thailand (the "**SET**").

2) To determine or amend the method for allocating the newly issued ordinary shares, such as the offering ratio, offering price, subscription, as well as any other conditions or details relating to the allocation of the newly issued ordinary shares, as deemed appropriate, subject to the applicable laws.

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[1] In this regard, the calculated share price is THB 11.53487442461538 per share (or approximately THB 11.53 per share).

3) To negotiate, agree, and execute any agreements and/or documents necessary and related to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including the execution of applications for approval and any other necessary and related documents, contacting and submitting documents to government authorities or relevant agencies, including the listing of such newly issued ordinary shares as listed securities on the SET, and undertaking any actions as necessary and appropriate in connection with the issuance, offering, allocation, and subscription of such newly issued ordinary shares.

4) To register the change in the paid-up capital with the Department of Business Development, Ministry of Commerce, and to undertake any actions necessary in accordance with the registrar's instructions for the completion of the registration process.

The Company has prepared the information memorandum that is important to shareholders' decision-making. The details are as follows:

1. Details of the Offering of Newly Issued Shares

1.1 General Characteristics of the Offering

The Board of Directors' Meeting No. 10/2026, deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 208,268,566 from the existing registered capital of THB 5,989,399,273 (after the capital decrease by canceling the registered shares that have not been issued) to the new registered capital of THB 6,197,667,839, by issuing not exceeding 208,268,566 newly issued ordinary shares with a par value of THB 1.00 per share, as consideration for the Share Purchase Transaction to the Sellers by allocating such newly issued ordinary shares of the Company to the Sellers, which constitutes an offering through Private Placement. In this regard, the offering price of such shares is a fixed offering price of THB 0.72 per share. The Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents a price level that reflects the Company's true net asset value at present, which is consistent with the investment value in Thai EV, where the price is also referenced to book value. The determination of such price has been negotiated between the Company and the Sellers to ensure fairness for both parties to the transaction. However, the offering price of newly issued ordinary shares through Private Placement in this instance is a price lower than 90 percent of the market price, and therefore constitute a significant Private Placement requiring an opinion from an independent financial advisor for the shareholders' meeting to consider in approving the issuance and offering of such shares, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including any amendment thereto) (the "**Notification No. TorJor. 28/2565**"). The market price is calculated based on the weighted average price of the Company's shares on the SET for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares through Private Placement, i.e. during the period from 12 June 2026 - 22 June 2026, which equals THB 1.03 (totaling 7 business days) (data from SETSMART of the SET at www.setsmart.com).

In this regard, the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company to provide an opinion on the appropriateness of the offering price and conditions of the share offering, as well as the reasonableness and benefits of the share offering to investors, in compliance with Notification No. TorJor. 28/2565.

In the issuance and offering of shares to each Seller with the fixed offering price, which is lower than the market price. Such issuance and offering must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote (shareholder having a special interest in this agenda does not have the right to vote), and there must be no opposition from shareholders holding, in aggregate, not less than 10 percent of the total votes of the shareholders attending the meeting and entitled to vote against the offering of shares through Private Placement, and in accordance with Notification No. TorJor. 28/2565, the Company must complete the offering of shares within the period approved by the shareholders' meeting but not exceeding 3 months from the date that the shareholders' meeting approved the offering of newly issued shares. However, if there is a delay of more than 3 months from the date of approval by the shareholders' meeting, the Company may consider authorizing the Board of Directors to determine the offering price based on the market price after the lapse of such 3 month period in accordance with the criteria set forth in Notification No. TorJor. 28/2565.

In this regard, each of the Sellers is not obliged to make a tender offer for all of the Company's securities under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, as each Seller will hold less than 25 percent of the total paid-up shares after the capital increase through the issuance and allocation of ordinary shares through Private Placement and does not hold any shares in the Company by any related parties or those acting in concert with each of such Sellers.

As Mr. Kittikorn Phinitwongwitthaya, currently serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company and certain Sellers is the sister of Mr. Kittikorn Phinitwongwitthaya, therefore, the allocation of newly issued ordinary shares to the Sellers constitutes a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including any amendment thereto) (collectively, the "**Notifications on Connected Transactions**"), whereby a transaction value equivalent to 4.22 percent of the net tangible assets of the Company, with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any connected transaction during the past 6 months. As a result, the transaction size is equivalent to more than 3 percent of the Company's net tangible assets (NTA). Therefore, the Company is required to proceed with the following actions:

(a) to disclose an information memorandum regarding the Share Purchase Transaction to the SET in accordance with the Notifications on Connected Transactions;

(b) to appoint an independent financial advisor, whereby the Company has appointed Fynncorp Advisory Company Limited as the independent financial advisor (IFA) of the Company, to prepare an opinion on the appropriateness of entering into the transaction, the reasonableness and benefits of the connected transaction to the Company, as well as the fairness of the price and conditions of such transaction, for the shareholders' consideration and decision-making at the shareholders' meeting;

(c) to deliver the notice of the shareholders' meeting to the shareholders at least 14 days in advance; and

(d) to convene the shareholders' meeting to consider and approve the Share Purchase Transaction by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders who have an interest.

The details are set out in the Information Memorandum on the Acquisition of Assets Transaction and Connected Transaction of the Company, **Attachment 1**.

In this regard, after the issuance and allocation of the Company's newly issued ordinary shares to the aforementioned Sellers in full, the Sellers will collectively hold shares in the Company representing approximately 3.36 percent of the total paid-up shares of the Company (after the registration of change in the Company's paid-up capital and this issuance and offering of newly issued ordinary shares). The details are as follows:

Allocated Person(s)	Number of Shares (Shares)	Offering Price per Share (THB per Share)	Total Value (THB)	Shareholding Proportion Compared to the Number of Issued and Paid-up Shares of the Company	
				As of 23 June2026 (Percentage)	After this Share Allocation (Percentage)
Mr. Kittikorn Phinitwongwitthaya	Not exceeding 206,664,898 shares	0.72	148, 798,726.56	-	3.33
Ms. Patcharee Phinitwongwitthaya	Not exceeding 1,603,668 shares	0.72	1,154,640.96	-	0.03

In addition, as the issuance and offering of shares to each of the Sellers in this instance constitute an offering of newly issued shares at a price lower than the market price, in order to comply with the relevant rules of the SET, the Company will impose a lock-up period on the Sellers who are allocated all of the newly issued ordinary shares in this offering. Such Sellers will be prohibited from selling the allocated shares for a period of 6 months from the date on which the newly issued shares become tradable on the SET. After the expiration of such 6 month period, the Sellers may gradually sell up to 25 percent of the total locked-up shares, while the remaining 75 percent of the total locked-up shares may be sold after the expiration of 1 year from the date on which the newly issued shares become tradable on the SET. After the expiration of the 6 month period from the date on which such newly issued shares commence trading on the SET, Mr. Kittikorn Phinitwongwitthaya agrees to place 45,475,875 shares, representing approximately 22 percent of the total number of shares subject to the silent period restriction, into an escrow account in the name of the escrow agent. Such deposit shall serve as security for the seller’s indemnification obligations in respect of payment rights and certain financial liabilities of Thai EV that may arise under applicable laws and regulations. The parties have agreed that the Company shall have the right to claim indemnification through the enforcement and sale of the shares deposited in the escrow account, subject to the terms, conditions, and period specified in the Escrow Agreement. In addition, if the value of the shares deposited in the escrow account is insufficient to satisfy the indemnification obligations stipulated under the Escrow Agreement, the seller agrees to deposit additional shares into the escrow account to cover such indemnification obligations in accordance with the terms and conditions set forth therein. In this regard, such liability shall not exceed the maximum amount stipulated in the share purchase agreement. Upon expiration of the warranty period, such shares shall be gradually released from the escrow account and returned to Mr. Kittikorn Phinitwongwitthaya in accordance with the terms and conditions set forth in the Escrow Agreement.

1.2 Person who has been Allocated the Company's Newly Issued Ordinary Shares and Relationship with the Company

Two private placement investors who will be allocated the newly issued ordinary shares, who are the Sellers, with the details as follows:

a. Mr. Kittikorn Phinitwongwitthaya

Nationality	Thai
Relationship with the Company	Mr. Kittikorn Phinitwongwitthaya currently serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company, and therefore is deemed a connected person of the Company under the Notifications on Connected Transactions.
Occupation	Serves as Co-Chief Executive Officer (Co-CEO), which is an executive position of the Company.
Number of shares held in the Company prior to the Share Purchase Transaction	-
Number of shares to be allocated	Not exceeding 206,664,898 ordinary shares (3.33 percent of the total paid-up shares of the Company after the capital increase).
Duties in making tender offers	There is no obligation to make a tender offer for all of the Company's securities under the Notification No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. As after the completion of the capital increase, Mr. Kittikorn Phinitwongwitthaya will hold only 3.33 percent of the total voting rights of the business and does not hold any shares in the Company by any related parties or those acting in concert with Mr. Kittikorn Phinitwongwitthaya.

b. Ms. Patcharee Phinitwongwitthaya

Nationality	Thai
Relationship with the Company	Ms. Patcharee Phinitwongwitthaya is the sister of Mr. Kittikorn Phinitwongwitthaya and is therefore considered a close relative of an executive of the Company and is a connected person of the Company under the Notifications on Connected Transactions.
Occupation	Businesswoman
Number of shares held in the Company prior to the Share Purchase Transaction	-
Number of shares to be allocated	Not exceeding 1,603,668 ordinary shares (0.03 percent of the total paid-up shares of the Company after the capital increase).
Duties in making tender offers	There is no obligation to make a tender offer for all of the Company's securities under the Notification No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. As after the completion of the capital increase, Ms. Patcharee Phinitwongwitthaya will hold only 0.03 percent of the total voting rights of the business and does not hold any shares in the Company by any related parties or those acting in concert with Ms. Patcharee Phinitwongwitthaya.

2. Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement

This issuance and offering of newly issued ordinary shares through Private Placement are intended to be used as consideration for the acquisition of all ordinary shares of Thai EV, representing 100 percent of the total shares of Thai EV, totaling THB 149,953,367.52, from all shareholders of Thai EV.

The investment in Thai EV will enable the Company to accelerate the reduction of its inventory and strengthen its revenue streams, particularly through expanding the group's product portfolio to become more comprehensive. It will also help reduce the level of competition in the market, as well as mitigate potential conflicts of interest between the Company and Mr. Kittikorn Phinitwongwitthaya, who currently serves as Co-Chief Executive Officer of the Company.

3. Effects on the Shareholders (Dilution Effect)

3.1 Effects on the Market Price of the Share (Price Dilution)

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{1.03 - 1.02}{1.03}$$

$$= 1.01 \text{ percent}$$

The market price before offering is calculated based on the weighted average price of the Company's shares on the SET for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares through Private Placement, i.e. during the period from 12 June 2026 - 22 June 2026, data from SETSMART of the SET which equals THB 1.03.

The market price after offering is calculated by:

$$= \frac{(\text{Number of paid-up shares} \times \text{Market price before offering}) + (\text{Newly issued shares} \times \text{Offering price})}{\text{Number of paid-up shares} + \text{Number of newly issued shares}}$$

$$= \frac{(5{,}989{,}399{,}273 \times 1.03) + (208{,}268{,}566 \times 0.72)}{5{,}989{,}399{,}273 + 208{,}268{,}566}$$

$$= 1.02$$

3.2 Effects on the voting rights of shareholders (Control Dilution)

$$= \frac{\text{Number of newly issued shares in this offering}}{(\text{Number of paid-up shares} + \text{Number of newly issued shares in this offering})}$$

$$= \frac{208{,}268{,}566}{5{,}989{,}399{,}273 + 208{,}268{,}566}$$

= 3.36 percent

3.3 Effects on Earnings per Share Dilution

Cannot be calculated as the Company has reported a net loss.

3.4 Benefits to be Received by Shareholders Compared with the Impact on Shareholders' Voting Rights or Earnings per Share

When comparing the benefits that shareholders will receive from this offering of newly issued ordinary shares through Private Placement, which will result in the Company acquiring all ordinary shares of Thai EV, representing 100 percent of the total shares of Thai EV, totaling THB 149,953,367.52, from the Sellers. In this regard, the Company will pay the consideration for such share acquisition by issuing not exceeding 208,268,566 newly issued ordinary shares of the Company, representing 3.36 percent of the total issued and paid-up shares of the Company after the completion of the capital increase, at an offering price of THB 0.72 per share, totaling THB 149,953,367.52, to the Sellers. The Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents a price level that reflects the Company's true net asset value at present, which is consistent with the investment value in Thai EV, where the price is also referenced to book value. The determination of such price has been negotiated between the Company and the Sellers to ensure fairness for both parties to the transaction. However, the Board of Directors has also considered determining the offering price by reference to the market price and is of the opinion that although the market price reflects the market value of the Company's ordinary shares, the market price over the past one-year period has been highly volatile, ranging between THB 0.50 – 1.48 per share. Meanwhile, the Company has continued to incur losses and has experienced negative operating cash flows over the past two years. Accordingly, the Board of Directors has carefully considered and concluded that determining the offering price based on the book value method, which reflects the Company's tangible net asset value, is the most appropriate for this transaction and the share offering. This is because using the market price as a reference may make negotiations between the parties difficult, particularly from the Sellers' perspective, and may result in the parties being unable to reach a mutual agreement. Accordingly, in order for the Share Purchase Transaction to proceed and to ensure that it generates benefits for the Company, determining the price based on book value is considered a reasonable approach for both parties. In addition to the acquisition of Thai EV, the entering into this transaction will also eliminate existing conflicts of interest.

In addition, entering into the Share Purchase Transaction is consistent with the strategy and core business of the Company and its group, and will help strengthen the Company's business foundation, particularly through the expansion of the customer base and market opportunities in the electric vehicle business, which will be beneficial to the Company's growth and value creation in the long term. The Company is of the opinion that Mr. Kittikorn Phinitwongwitthaya, a shareholder of Thai EV and currently serving as Co-Chief Executive Officer (Co-CEO) of the Company, is a key individual who plays a strategic role in driving the business, particularly in facilitating inventory management and driving sales of the group. Accordingly, entering into such Share Purchase Transaction is a key factor in maintaining continuity in the Company's management and execution of its business strategies. In the event that the Company is unable to successfully complete this Share Purchase Transaction, it may result in the loss of such key personnel, which could adversely affect the continuity of the Company's business operations and the achievement of its strategic objectives. Furthermore, the payment of consideration through the issuance of newly issued ordinary shares instead of cash payment will enable the Company to maintain its liquidity and working capital for operations and other investment opportunities in the future. Furthermore, such arrangement does not create additional debt obligations or interest burdens, which will help ensure that the Company's financial structure remains stable and appropriate. For the foregoing reasons, the Company is of the view that the offering of such newly issued ordinary shares will provide greater benefits to the shareholders than the potential dilution of shareholders' voting rights or earnings per share.

4. Opinion of the Board of Directors

4.1 Reason and Necessity of the Capital Increase and the Offering of Newly Issued Shares through Private Placement

The Board of Directors has considered and is of the opinion that the allocation of newly issued ordinary shares through Private Placement on this occasion is necessary and appropriate. This is because the Company will pay the consideration for the Share Purchase Transaction instead of cash payment, thereby maintaining its liquidity and does not create additional debt obligations or interest burdens, which will help ensure that the Company's financial structure remains at an appropriate level. In addition, the Sellers who will be allocated the newly issued shares will become shareholders of the Company, resulting in mutual benefits and the establishment of a strategic partnership with a shared objective of supporting the Company's long-term business growth, as well as creating business synergies that will enhance the Company's competitiveness and create additional value for the Company's shareholders as a whole.

However, if the Company does not obtain approval from the shareholders' meeting for the allocation of such newly issued ordinary shares, the Company may lose the opportunity to enter into the Share Purchase Transaction or may need to seek alternative sources of funding, such as borrowing, which may result in additional financial obligations. For the foregoing reasons, the Board of Directors is of the opinion that the capital increase for the offering of newly issued ordinary shares through Private Placement on this occasion is an appropriate approach and in the best interests of the Company and its shareholders as a whole.

4.2 Possibility of the Plan for the Capital Utilizing and Sufficiency Source of Funds

The allocation of newly issued ordinary shares through Private Placement on this occasion is intended to support the payment in the Share Purchase Transaction through a share swap, whereby the Company will issue newly issued ordinary shares as consideration in lieu of cash payment. Accordingly, the Company will not receive any cash proceeds from such capital increase, and therefore there will be no utilization of capital increase proceeds for any investment plan.

In this regard, entering into the Share Purchase Transaction will not affect the Company's liquidity or working capital and the Company does not need to secure any funding source as the Company will not make any cash payment for the Share Purchase Transaction.

4.3 Reasonableness of the Capital Increase and Plan for Utilization of Proceeds obtained from the Share Offering

The Board of Directors is of the opinion that the allocation of newly issued ordinary shares through Private Placement on this occasion is appropriate, reasonable, and in the best interests of the Company and all shareholders. This is because such allocation of newly issued ordinary shares is intended to be used as consideration for the Share Purchase Transaction through a share swap, which is consistent with the Company's business strategy and direction, and will help expand the Company's business foundation and long-term growth opportunities, which will be beneficial to the Company's business operations in the future.

With respect to the offering of newly issued ordinary shares to the Sellers at a price lower than the market price, the Board of Directors has carefully considered and is of the opinion that determining the offering price based on the book value method represents a price level that reflects the

Company's true net asset value at present, which is consistent with the investment value in Thai EV, where the price is also referenced to book value. The determination of such price has been negotiated between the Company and the Sellers to ensure fairness for both parties to the transaction. However, the Board of Directors has also considered determining the offering price by reference to the market price and is of the opinion that although the market price reflects the market value of the Company's ordinary shares, the market price over the past one-year period has been highly volatile, ranging between THB 0.50 – 1.48 per share. Meanwhile, the Company has continued to incur losses and has experienced negative operating cash flows over the past two years. Accordingly, the Board of Directors has carefully considered and concluded that determining the offering price based on the book value method, which reflects the Company's tangible net asset value, is the most appropriate for this transaction and the share offering. This is because using the market price as a reference may make negotiations between the parties difficult, particularly from the Sellers' perspective, and may result in the parties being unable to reach a mutual agreement. Accordingly, in order for the Share Purchase Transaction to proceed and to ensure that it generates benefits for the Company, determining the price based on book value is considered a reasonable approach for both parties. In addition to the acquisition of Thai EV, the entering into this transaction will also eliminate existing conflicts of interest.

In addition, the entering into the Share Purchase Transaction is aligned with the strategy and core business of the group and will strengthen the Company's business foundation, particularly in expanding its customer base and enhancing market opportunities in the electric vehicle business, which will contribute to the Company's long-term growth and value creation. The Company is of the opinion that Mr. Kittikorn Phinitwongwitthaya, an existing shareholder of Thai EV and currently serving as Co-Chief Executive Officer of the Company, is a key individual who plays a strategic role in driving the business, particularly in facilitating inventory management and driving sales of the group. Accordingly, entering into such Share Purchase Transaction is a key factor in maintaining continuity in the Company's management and execution of its business strategies. In the event that the Company is unable to successfully complete this Share Purchase Transaction, it may result in the loss of such key personnel, which could adversely affect the continuity of the Company's business operations and the achievement of its strategic objectives.

In this regard, as the Company will not receive any cash proceeds from the allocation of such newly issued ordinary shares, the Company therefore has no plan to utilize any capital increase proceeds for investment or any other purposes.

4.4 Expected Impact on the Company's Business Operations, Financial Position, and Operating Results from the Capital Increase

The Board of Directors has considered and is of the opinion that the allocation of newly issued ordinary shares on this occasion is a part of the Share Purchase Transaction through a share swap, which will be beneficial to the Company's business operations in the long term. This is because such investment is consistent with the strategy and core business of the Company and its group, and will help strengthen the Company's business foundation, as well as support the expansion of market opportunities, the customer base, and enhance the Company's competitiveness in the future.

With respect to the expected impact on the Company's financial position, since the capital increase will be used as consideration by issuing newly issued ordinary shares in lieu of cash payment, it will not result in any cash outflow and will not create additional debt obligations or interest burdens, resulting the Company will be able to maintain its liquidity and financial structure at an appropriate level. In this regard, after the capital increase, the Company's shareholders' equity will increase, which will help strengthen the Company's financial position.

In this regard, the Company expects that the investment in Thai EV will support the Company's growth and value creation in the long term. Accordingly, the Board of Directors believes that this capital increase will not have any adverse impact on the Company's business operations, financial position, or operating results.

4.5 Appropriateness of the Offering Price and Basis for Determining the Offering Price

The Company has determined the offering price through mutually agreed upon between the Company and the Sellers, with reference to the market price of the Company's shares, which is calculated based on the weighted average price of the Company's shares traded on the SET for the past 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting to approve the issuance and allocation of the Company's newly issued ordinary shares, i.e. during the period from 12 June 2026 - 22 June 2026, which equals THB 1.03. The offering price represents a discount of approximately 30.10 percent from the market price, which the Board of Directors has considered and is of the opinion that such offering price is appropriate.

4.6 Value for Money of the Benefits to be Received from the Investors Compared with the Offering of Newly Issued Shares at a Discounted Price, Taking into Account the Impact on the

Company's Expenses and Financial Position under the Financial Reporting Standards on Share-Based Payments

The Board of Directors has considered the value for money between the benefits that the Company will receive from the Sellers and the impact arising from the Company offering newly issued ordinary shares at a price lower than the market price to such persons. The Board of Directors is of the opinion that the share offering in this instance is appropriate and beneficial to the Company and its shareholders as a whole, as such investment is consistent with the strategy and core business of the Company and its group, and will help strengthen the Company's business, as well as support opportunities for market expansion, customer base growth, and the Company's competitiveness in the future.

Although the offering of shares at a price lower than the market price may require the Company to recognize expenses in accordance with the relevant financial reporting standards on share-based payments, which may affect the Company's expenses and operating results in the relevant accounting period, the Board of Directors is of the opinion that the strategic benefits and expected returns that the Company will receive from the Sellers are greater and more appropriate when compared with the accounting impact that may arise. However, if on the date of entering into the Share Purchase Transaction, the Company's share price is THB 1.03 per share (subject to the auditor's discretion in determining whether the market price can be used as a reference for fair value as of the transaction date), this would result in a price difference of THB 0.31 per share. Based on the issuance and offering of not exceeding 208,268,566 shares, the Company may be required to recognize a loss of THB 64,563,255.46 million.

4.7 The Investors Possess Knowledge or Experience that is Beneficial to or Supportive of the Company's Business

Mr. Kittikorn Phinitwongwitthaya is regarded as a highly experienced professional in the electric vehicle (EV) industry, with expertise in both product and market development, as well as strong sales capabilities. Based on past performance, he has generated sales in the range of THB 200 – 500 million during 2023 – 2025, despite operating through only a single showroom distribution channel. This reflects his strong ability to access customers and effectively drive sales performance.

Under the Company's Co-Chief Executive Officer (Co-CEO) management structure, roles and responsibilities have been clearly defined to align with the expertise of each executive. In this regard, Mr. Kittikorn Phinitwongwitthaya (Co-CEO) is responsible for project-based functions, focusing on strategic business development, expansion of market opportunities, and establishment of business partnerships. Meanwhile, functions relating to dealer management (dealer-based) and after-sales services are under the responsibility of Mr. Thanapat Suksuthamwong (Co-CEO), in order to ensure clarity and continuity in each operational line, reduce overlap, and enhance overall management efficiency. During the period in which the Share Purchase Transaction has not yet been completed, the Company has established clear measures to manage conflicts of interest. Mr. Kittikorn Phinitwongwitthaya (Co-CEO) will not be entitled to attend executive committee meetings, nor to vote or participate in the consideration and decision-making of any matters, except where he is invited to attend for the purpose of presenting or providing information relating to sales strategies, inventory clearance plans, or specific matters within the scope of his assigned responsibilities. In addition, he does not have authority to sign or authorize any payments on behalf of the Company and performs his duties within the limited scope of delegated authority. Transactional approval authority and policy oversight remain under the normal board governance structure. The Company has also implemented measures to restrict access to confidential information on a need-to-know basis, as well as execution of confidentiality agreements to prevent misuse of inside information. In the event of differing opinions between the Co-Chief Executive Officers, the Company requires that decisions be made in accordance with the clearly defined scope of authority under each respective line of responsibility as prescribed by the Company. In the case of significant matters, such matters will be proposed to the executive committee and/or the Board of Directors for consideration and final resolution, in order to ensure that decision-making is conducted transparently and under appropriate governance. Furthermore, with respect to relationships with major shareholders, the Co-Chief Executive Officer (Co-CEO) has no agreements or relationships with any major shareholders.

The Board of Directors has considered the knowledge and experience of the Sellers and is of the opinion that they have extensive experience in business management and marketing in related industries. In addition, they possess strong business networks and the capability to effectively build and expand the customer base, such as by offering the Company’s products, in which the Company has expertise, to the customer base of Thai EV. This is expected to directly benefit the Company in enhancing distribution channels, accelerating product distribution, and improving operational efficiency during this challenging period. Furthermore, the Sellers are able to support the Company’s business operations through business cooperation, expertise, and their business networks, which will help strengthen the Company’s operational capabilities, increase opportunities for business expansion, and create long-term value for the Company.

5. **Shareholders' Right to Oppose the Offering of Newly Issued Shares at a Price Lower than the Market Price**

In this share offering, the offering price of the newly issued shares has been fixed at a price lower than the market price. Therefore, the Company must obtain approval from the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, and there must be no opposition from shareholders holding, in aggregate, not less than 10 percent of the total votes of the shareholders attending the meeting and entitled to vote against the offering of shares through Private Placement. In this regard, shareholder having a special interest in this agenda does not have the right to vote.

6. **Certification of the Board of Directors on Capital Increase**

In the event that the directors of the Company neglect their duties as stipulated by law, the objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting with honesty, integrity, and careful consideration to preserve the Company's interests regarding capital increase by either act or omit any duty as described above, causing damage to the Company, the Company has the right to claim compensation from those directors. However, if the Company does not claim such compensation, shareholders holding collectively no less than 5 percent of the total paid-up shares may notify the Company to take action for such claim. If the Company fails to act upon such notification, those shareholders may sue the directors to claim compensation on behalf of the Company. This is in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendment thereto). Furthermore, if any act or omission of the directors constitutes a breach of their duties under the law, objectives, and Articles of Association of the Company, as well as the resolutions of the shareholders' meetings with honesty, integrity, and careful consideration to preserve the Company's interests regarding capital increase, resulting in benefits accruing to the directors, executives, or related persons without authorization, the Company may sue the directors to hold them liable for returning such benefits to the Company. Alternatively, shareholders holding shares and having voting rights in aggregate of not less than 5 percent of the total voting rights of the Company may notify the Company to take such action. If the Company fails to act upon such notification within 1 month from the date of receipt of such notice, such shareholders may sue the directors to reclaim such benefits on behalf of the Company, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendment thereto).

In addition, the Board of Directors certifies that it has exercised due care in considering and reviewing the information of the Sellers, and is of the opinion that the allocation of the newly issued ordinary shares to the Sellers is appropriate, as the Sellers are potential investors with valuable experience that can help support the Company's business and create benefits for the Company.

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Yours sincerely,

(Mr. Vasu Klomkliang)

Director

(Mr. Thanapat Suksuthamwong)

Director