Information Memorandum on the Acquisition of Assets
Of TWZ Corporation Public Company Limited

Pursuant to the resolution of the Board of Directors 'Meeting No. 1/2026 held on 20 February 2026, the Board resolved to approve the acquisition of land with a total area of 667 rai 1 ngan 86.9 square wah for the purpose of real estate development business.

Background and Rationale for the Land Acquisition

Previously, the Company entered into the following Memoranda of Understanding:

1. Memorandum of Understanding dated 28 December 2022 with Best Ocean Golf Co., Ltd.
   The objective was to study the feasibility of jointly developing an airport project, based on agreed principles for benefit sharing.
2. Memorandum of Understanding dated 3 April 2024
   The Company paid a deposit of THB 70 million to obtain exclusive rights (Exclusivity) for a period of two years, expiring on 2 April 2026.
   If the feasibility study concluded that the project could not proceed or if the Board did not approve the joint investment, the seller would refund the deposit of THB 70 million.
3. Land Lending Agreement dated 3 April 2024
   The seller group lent 31 land plots to the Company as collateral for a credit facility with Bangkok Bank Public Company Limited of approximately THB 900 million.
   The land was appraised by an independent appraiser approved by the SEC at THB 1,869 million. No compensation was charged for the lending arrangement.
   Key conditions:
   The land shall be used as collateral for Bangkok Bank for a period of 2 years. Within 2 years, the Company may use the land as collateral for debenture issuance, subject to the lender's consent.
   If the Company is unable to issue debentures by 2 April 2026, it must replace the collateral or provide cash collateral to redeem the land.
   However, after conducting legal feasibility studies, the Company determined that the airport project faced significant legal constraints and could not proceed.
   As the lending agreement will expire on 2 April 2026, the Company must redeem the land. The Board considered that the land has strong potential for real estate development and therefore resolved to approve the acquisition in order to expand into a new business sector that can generate long-term revenue and profit.
   The Company has prior experience in real estate development, including projects such as The Wiz Ratchada and condominium projects in Pattaya.

Details of the Transaction

1. Date of the Transaction

   The Company will enter into the Sale and Purchase Agreement after Board approval and expects the transfer of ownership to occur within Q4 2026.

2. Parties Involved and Relationship

Purchaser :	TWZ Corporation Public Company Limited
Sellers :	Land and Living Co., Ltd.
	Best Ocean Golf Co., Ltd.
Relationship:	The sellers are not related parties of the Company under the Notification of the Capital Market Supervisory Board TorJor. 21/2551.

3. Type and Nature of Transaction

   The Company intends to invest in a future real estate development project by acquiring land from **Land and Living Co., Ltd.** and **Best Ocean Golf Co., Ltd.** The acquisition comprises a total of **31 land title deeds**, covering an aggregate area of **667 rai, 1 ngan, and 86.9 square wah** (equivalent to **266,986.9 square wah**), which will be used as the site for the development of the proposed project.

   A summary of the transaction is as follows:

   - **Assets to be acquired:** 31 vacant land plots with a total area of 667 rai, 1 ngan, and 86.9 square wah (266,986.9 square wah)
   - **Sellers:** Land and Living Co., Ltd. and Best Ocean Golf Co., Ltd.
   - **Purchase price of the land:** THB 1,600 million
   - **Expected transfer of ownership:** Within the fourth quarter of 2026

   In addition, the Company plans to develop a real estate project on the acquired land. The estimated investment in buildings and structures, together with project development-related expenses (comprising the estimated construction costs for **Phase 1, Sections A and C**, as well as the related fees and taxes), is approximately **THB 619.51 million**.

   Accordingly, when considering the total investment value of the entire project, comprising (1) the land acquisition cost of **THB 1,600 million** and (2) the estimated investment in buildings and structures together with project development-related expenses of approximately **THB 619.51 million**, the Company's total investment value will amount to approximately **THB 2,219.51 million**.

   The above transaction constitutes an acquisition of assets pursuant to the Notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand Re: Acquisition or Disposal of Assets of Listed Companies. Based on the total investment value, the maximum transaction size is **39.66%**, calculated under the **Total Value of Consideration** criterion. Accordingly, the transaction is classified as a **Class 2 Transaction**. Therefore, the Company is required to disclose information concerning the transaction to the **Stock Exchange of Thailand (SET)** and to distribute an information circular to its shareholders within **21 days** from the date of disclosure to the SET, in accordance with the applicable rules and regulations.

4. Details of the Assets Acquired

Type : 31 plots of vacant land

Total area : approximately 667 rai 1 ngan 86.9 square wa or 266,986.9 square wa

Location : Along Khlong Luang Sahakorn Road and Jesada Withi Road (SK.5031), Khok Kham Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province, Thailand.

5. Total Consideration and Payment Terms

Purchase price : THB 1,600,000,000

Government appraised value : THB 540,000,000

Independent appraisal value : THB 1,869,000,000

Payment Terms

April 2026: THB 640 million (40%) (Deducting THB 70 million deposit previously paid)

Remaining THB 960 million (60%) Payable on the transfer date in 2026

The purchaser shall bear all transfer expenses.

6. Basis for Determining Consideration

The consideration was determined with reference to the independent appraisal report prepared by an SEC-approved appraiser.

Summary of property valuation results as of December 10, 2025.

No.	Evaluation method	Land value (Baht/sq.wa.)	Estimated market value in total (Thai Baht).
1	The Market Comparison Method (Market Approach: WQS)	7,000.00	1,868,908,300.00
2	The Hypothetical Development Method or the Residual Method	8,000.00	2,135,895,200.00

Estimated market value per square wa.		7,000.00
Total assessed market value	266,986.9 Square wa is money	1,868,908,300.00
The summary of the open market value of the assessed property is expressed in total money.		1,869,000,000.00

7. Calculation of Transaction Size

The Company has determined the transaction size based on the **total investment value of the project**, comprising (1) the land acquisition cost of **THB 1,600 million**, and (2) the estimated investment in buildings and structures together with project development-related expenses of approximately **THB 619.51 million**, consisting of the estimated construction costs for **Phase 1 (Sections A and C)**, as well as the related fees and taxes, resulting in a **total investment value of THB 2,219,510,000**.

The transaction size has been calculated in accordance with the **Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets**, dated **31 August 2008**, 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 or Disposal of Assets B.E. 2547 (2004)**, dated **29 October 2004**. Based on the

Total Value of Consideration criterion, the maximum transaction size is **39.66%** of the Company's total assets as of **30 September 2025**. Accordingly, the transaction is classified as a **Class 2 Transaction** under the applicable rules and regulations.

8. Source of Funds
   - 8.1 Working capital
   - 8.2 Financial institution loans

9. Expected Benefits to the Company

   The Company intends to restructure its business by expanding into real estate development to generate long-term revenue and profit. The land has development potential and will complement the Company's existing businesses, especially given the high competition and economic slowdown affecting the mobile phone retail sector.

10. Opinion of the Board of Directors

    The Board approved the acquisition for the following reasons:

    1. The land has strong development potential.
    2. The transaction supports long-term revenue and profit expansion.
    3. The purchase price is reasonable compared with appraisal value.
    4. The Company has experience in real estate development.
    5. The land can continue to be used as collateral for financing purposes.

11. Opinion of the Audit Committee

    None. The Audit Committee has no opinion differing from the Board of Directors

This is for your information.

Sincerely,

(Mr. Puttachat Rangkasiri)
Chief Executive Officer